STEELCAST LIMITED

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CIN: L27310GJ1972PLC002033

AC:/2079 | By Listing Centre | 9th August, 2018

Listing Compliance Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub: Approved and Adopted Annual Report of financial year 2017-18 as per Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements), 2015
Ref: 513517

With reference to captioned subject, please find the attached Annual Report of financial year 2017-18 as per Regulations 34(1) of the SEBI (Listing Obligations & Disclosure Requirements), 2015 duly approved and adopted by shareholders in 47th Annual General Meeting of the Company held on 7th August, 2018 at Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar – 364 002.

You are requested to please take the same on your record.

Thanking you,

Yours faithfully,
For **STEELCAST LIMITED**

STEELCAST LIMITED BHAVNAGAR

(Vishal Sondagar)
COMPANY SECRETARY & COMPLIANCE OFFICER

STEELCAST
Castechnik

TRANSFORMATIONAL THINKING.
OPERATIONAL FOCUS.

Steelcast Limited | 47th Annual Report **2017-18**

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Crores
233.39
NET SALES IN 2017-18

Crores
44.77
EBIDTA IN 2017-18

Crores
20.75
PAT IN 2017-18

Crores
349.14
MARKET CAPITALISATION AS ON MARCH 31, 2018

INVESTOR INFORMATION
BSE CODE: 513517 - BLOOMBERG: STLCS:IN

Disclaimer
This document contains statements about expected future events and financials of Steelcast Limited, which are forward-looking. By their nature, forward-looking statements require The Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management's Discussion and Analysis Report of Steelcast Limited's Annual Report for 2017-18.

Our reporting principles

PRINCIPLE 1:

Business with Ethics, Transparency and Accountability

The Company's corporate governance framework enjoins the highest standards of ethical and responsible conduct of business on the part of all concerned to create value for all stakeholders. The cornerstones of our governance philosophy are ethics, transparency and accountability. The Company's vision statement and value systems inbuilt in company's corporate governance as well as the policies on Corporate Social Responsibility (CSR), Human Resource and Environment, Health and Safety (EHS) articulates the commitment to these values. The CEO & Managing Director provides an annual declaration regarding compliance by the Company. Details relating to stakeholder complaints are included in the Directors' Report Section of this Annual Report.

PRINCIPLE 2:

Manufacturing goods that are safe and contribute to sustainability throughout their life-cycle

Steelcast Limited serves the core sector of the economy. We recognise the far-reaching impact of our products and ensure that safety and sustainability are integrated into engineering and design. Besides, we also ensure societal good, environmental impact and economic value in the development process of all products. The Company advocates energy efficiency in the course of production and takes in house projects to conserve the fuel and enhance efficiencies. A periodical review of health and safety impact of products is carried out by respective independent agencies. The Company continually promotes material recycling and use of alternate materials

PRINCIPLE 3:

Business should promote well-being of employees

Steelcast Limited believes that it is employees who shape the organisation's character and drive its performance. The Company succeeds if, and only if, employees recognise that the corporate goals are aligned to their individual aspirations. The Company believes in an inclusive approach to employment. No discrimination is made on the basis of caste, religion, region, gender or physical disability. Regular safety training, tool box talks, mock drills and specific safety interventions are undertaken to build a safe work culture within the organization. Further, a wide range of technical, functional as well as managerial training is imparted to the employees to nurture their competencies.

New employees are also given compulsory training on multiple disciplines including health, safety & environment along-with orientation towards the Company businesses and functions of various departments. All contract workmen receive mandatory safety training before commencing work.

PRINCIPLE 4:

Responsive towards all stakeholders

We recognise that our stakeholders form a vast and heterogeneous community. We are conscious of the increased responsibility to ensure that interests are met with fairness and equity. The Company engages with its stakeholders on an ongoing basis. The company continues to improve the value proposition it offers to its customers, shareholders, employees, suppliers and other stakeholders and develops the communities around its areas of operation. The Company recognises the opportunity to create positive social impact through engagements with the community. The CSR programs run by the Company are focused primarily on sections of the local communities, which are disadvantaged, vulnerable and marginalised.

PRINCIPLE 5:

Business with protection of environment

A system is in place to identify and assess potential environmental risks and opportunities in its operations. The Company adheres to all pollution control standards set by the regulatory bodies like Central and State pollution control boards. Environmental regulatory approvals are sought prior to commencement of operations at units. Regular checks are conducted by internal and independent auditors/assessors, to ensure compliance with relevant environmental regulations and compliance reports are submitted to Central Pollution Control Board (CPCB) / State Pollution Control Boards (SPCB) where ever applicable. The Company's Board of Directors has complete access to the information within the organisation. This includes reports on any material effluent or pollution problems.

PRINCIPLE 6:

Value to customers

We believe our leadership position rests on our ability to consistently improve the value we offer customers. We engage with our clients to understand requirements and anticipate needs. We invest in R&D, design facilities, superior manufacturing and testing processes.

An established system of addressing customer complaints, comments and suggestions ensures regular personal interaction with clients. The high percentage of repeat orders is a reliable indication of customer satisfaction and confidence in Steelcast's products.

Transformation
is learning.

Transformation
is imperative.

Transformation
is reality.

Transformation
is the way ahead.

In a world full of constants and certainties, change can be described as the best learning curve. To transform literally means making a marked change in one's form, nature or appearance.

In 2014, we underwent aggressive capacity expansion anticipating a boom in the mining sector. On the contrary, the tide turned against us and the mining sector faced a huge setback. As a result, our capacity utilisations went low, there was a slowdown in the offtake and we incurred our first ever EBIDTA loss.

But we did not give up. We realised that transformation was imperative at this stage to face the adversity. In a bid to turnaround the business operations, we undertook de-risking long range planning exercise comprising of three-pronged strategies, viz, reducing segment concentration in a time bound manner, developing new products for new and existing customers and entry into new markets. We stretched our limits, worked on our shortcomings, stabilised our financials and opened up a plethora of opportunities going ahead.

Today, our process of transformation has brought us at a stage from where, we can only move forward.

Our credentials

Steelcast Limited (also referred as SCL or the Company) is amongst India's leading alloy and steel castings manufacturers with over five decades' experience in the casting industry. The Company's Bhavnagar (Gujarat) unit manufactures steel casting products using No Bake and Shell Moulding techniques. These products largely cater and are built for earth moving and construction equipment manufacturers. So far, the Company was largely into the mining industry. However, over the years, it has expanded into Agriculture Equipment Manufacturing, Defense, Ground Engaging Tools, Locomotives & Railways, Oil exploration and the Transport industry.

The Company was incorporated as a partnership firm by the Tamboli family in 1960 at Bhavnagar. It was subsequently converted into a private limited company in 1972 and public limited company in 1994. In 1988, we were deemed as a public limited company and were accredited for SQEP bronze certificate of excellence in quality by the esteemed American heavy equipment company Caterpillar Inc. in 2015. We are currently listed on the Mumbai Stock Exchange.

Over the years, we have established a strong presence across domestic as well as international markets (primarily the United States and Germany) with some of our reputed client base that includes Komatsu Group, Caterpillar group, Sandvik, GE, JCB and BEML, among others.

1960
YEAR OF INCEPTION

MTPA
30,000
TOTAL CASTING CAPACITIES
---14,000 MTPA No Bake

---12,000 MTPA No Bake Automated Loop

---4,000 MTPA Shell Moulding Plant

Sq. mtrs.
1,14,000
LAND BANK

Sq. mtrs.
55,000
BUILDING AREA

3,500+
PARTS DEVELOPED TILL DATE

50+
CUSTOMERS

6 COUNTRIES WHERE PRODUCTS ARE EXPORTED

907
EMPLOYEES AS ON MARCH 31, 2018

*MTPA: metric tons per annum

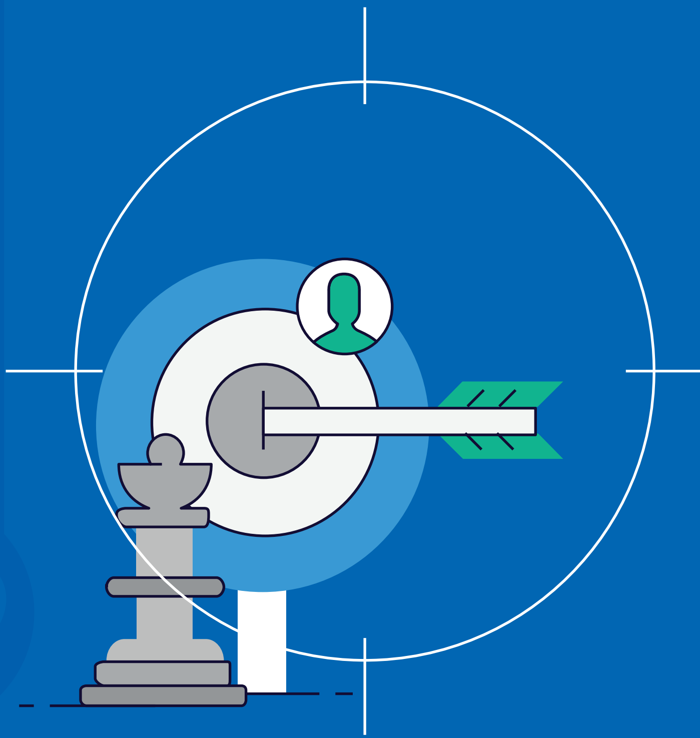
Vision

To be a reputed global provider of reliable and ready-to-use high quality castings

To offer customer delight and employee growth with equal fairness towards all stakeholders

To focus on innovation and creativity for promoting organisational participation and continuous learning

To diversify into different products and businesses by providing state of the art material



Mission

To continuously interact with customers to understand their needs

To offer best-in-class customer service and provide them the value for money so as to earn complete customer loyalty and facilitate access to larger markets

To continuously develop products to keep pace with emerging market needs

To develop processes for delivering high-quality, reliable and consistent products

To create a transparent, principles and systems-based organisation that empowers employees at all levels to take initiatives, innovate, learn and grow while working with enthusiasm and commitment

To be a debt-free company offering excellent shareholder returns, employee-friendly environment and pay all fair dues to the Government and Society

Corporate milestones

1960
Established as a partnership firm

1972
Converted into a Private Limited Company

1977
Received recognition by the Department of Science & Technology (Government of India) for the Company's R&D Laboratory

1988
Converted into a deemed public limited company

2007
Commissioned state-of-the-art hardening facility
Setting up of Plant 3 (Sand castings)

2008
Setting up of pilot no-bake line

2011
Commissioned and commenced commercial production of state-of-the-art automated no-bake flaskless moulding line
Accorded 'Class A' foundry certification by Indian Railways (RDSO)

2012
Accredited by Association of American Rail Road (AAR) for 'Quality Assurance Certification as per M1003', facilitating side frame and bolsters manufacturing for American Railroad Freight & Locomotive Industry (under renewal)

2014
Accredited by Transport & Power Generation Program (TPG) for casting, heat treatment and non-destructive testing

2015
Accredited for SQEP Bronze certificate for excellence in quality by Caterpillar, USA

2016
Purchased and commissioned 'Mitutoyo' make fix CMM for measurement of finish machined castings

2006
Commissioned in-house CNC Machine Shop

Expanded shell moulding facility

2004
Accorded the status of 'One-Star' Export House

2001
Initiated large-scale development of high integrity structural castings

1999
Certified under ISO:9001 by TUV NORD, Germany

1995
Certified under ISO:9002 by RWTUV, Germany (presently: TUV NORD)

1993
Established shell moulding facility

1994
Public issue with equity participation from M/s Kurimoto Limited, Japan

At Steelcast, transformation is a future that we don't just describe but also create ourselves.

Transformational thinking has allowed the Company to continuously deliver manufacturing excellence in the casted components.

We were significantly dependant on the mining segment, contributing to over 80% of total revenues. We further underwent aggressive capex to meet the additional client demand. However, the unforeseen and sudden slowdown in the mining segment reduced our capacity utilisations. This led to higher debt burden - leading to stretched financials.

This was the starting point of our turnaround.

As a course-correction strategy, the Company started exploring alternative streams to de-risk its revenue generation strategy. These included:

1. Diversification into new products and new segments to utilise the spare capacities
2. Margin expansion through a focus on higher value-added products
3. Scaling of existing business by offering fully machined and induction hardening castings and parts assemblies/sub-assemblies

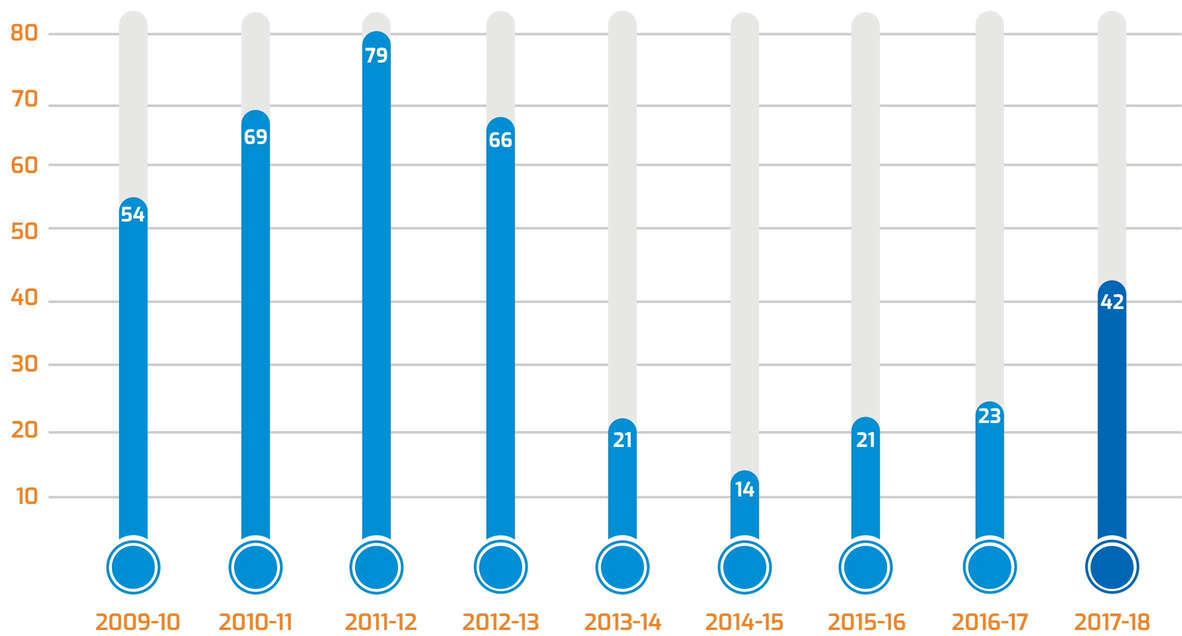
Result: Commendable turnaround. New products. New segments. Imporving capacity utilisation.

Revenues from mining segment

83%
2012-13

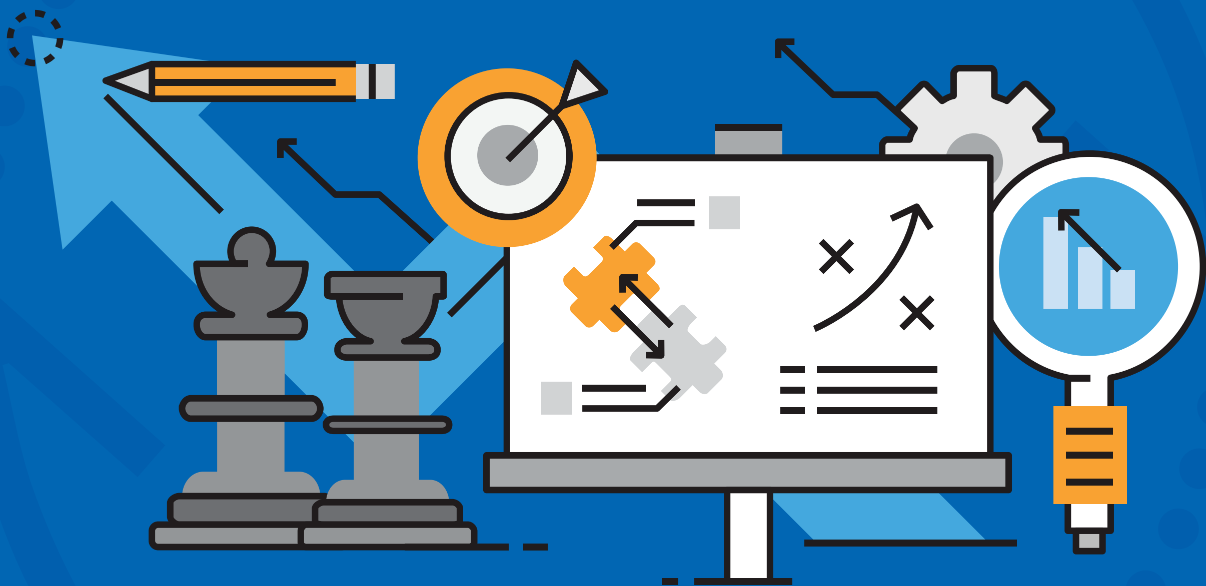
72%
2017-18

Capacity utilisation (%)



Strategic Review

The year that went by can befittingly be categorised as preserving, intense and successful. Our proactiveness, appropriate strategies adapted at the right time coupled with our balanced focus on the widening the base of business segment and operations, helped turning our business low into an opportunity. What happened next was a remarkable turnaround! Our experienced management team, helped better and maintain the Company's impeccable track record of delivering state-of-the-art products.



A glance in the past

Our revenues were largely dependent on the mining segment. It accounted for more than 90% of all our business dealings. In 2011, we entered an agreement with one large OEM in mining equipment segment, for procuring castings worth 4,800 tons, reaching up to 10,000 tons by 2015. The said OEM. also provided interest free loan of ₹ 22.5 Crores - to be repaid in the form of 5% of sales value over a period of time. With the anticipation of a boom phase in mining segment, we undertook an aggressive expansion by taking our capacities from 13,000 MTPA in 2011 to 30,000 MTPA in 2014. This increased our debt burden by nearly 3.5 times to ₹ 150 Crores. However, the tide turned against us. The mining sector saw a setback with a slowdown reducing the offtake. Our capacity utilisations went as low as 14%.

Silver lining - Finding opportunity in adversity

The Company was unperturbed by this adversity. The tough times made us stretch our limitations and helped identify alternative opportunity areas. Improving capacity utilisation became our utmost priority. Hence, we started exploring non-mining segments, their related products along with opportunities in the replacement markets.

What next? All our efforts bore fruits.

Today, we cater to the newer segments like , defence, railways and transportation. We have started supplying products to railway industry in USA – the next big opportunity. We have successfully supplied products to the defence segment and are now registered with more than 7 ordinance factories across India. We have developed over 260 new parts for the existing as well as new clients. And, most importantly, we also cater replacement markets today.

All of the above resulted in improving our capacity utilisation levels. Our gearing also strengthened from 0.55 in 2016-17 to 0.24 in 2017-18. This was made possible by the healthy acceleration in the reserves. We are now strongly positioned to increase our production and cater the demand from the new segment, without any additional capex. To give you an indication - combined domestic and export sales figures for 2017-18 was ₹235.12 Crores - a healthy jump over previous year's figures. And with each passing year, the numbers are rising.

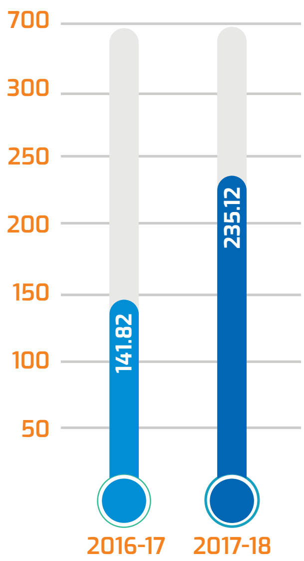
Future blueprint

Going ahead, we will continue enhancing our scale of operations, optimise our asset base, reduce production costs and achieve higher operating profits. This will translate into healthy cash accruals. Moreover, with Government's increasing impetus on the rural segment as well as the infrastructure sectors will augur well for our end-user segments.

As we reflect on our accomplishments over the past year, we are confident building an organisation that will prosper in the years to come.

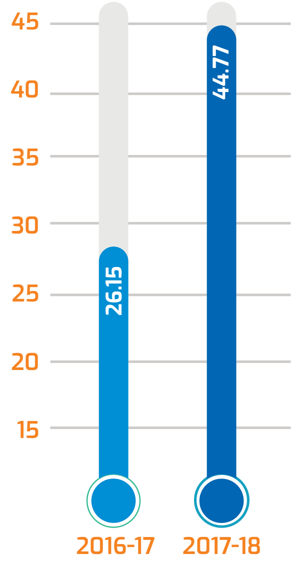
Financial performance 2017-18

Revenues (₹ Crores)



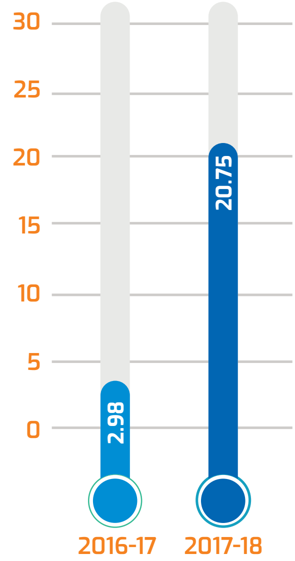
YOY Growth (%) **65.79**

EBIDTA (₹ Crores)



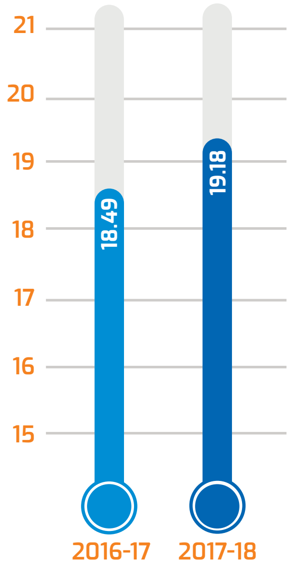
YOY Growth (%) **71.19**

PAT (₹ Crores)



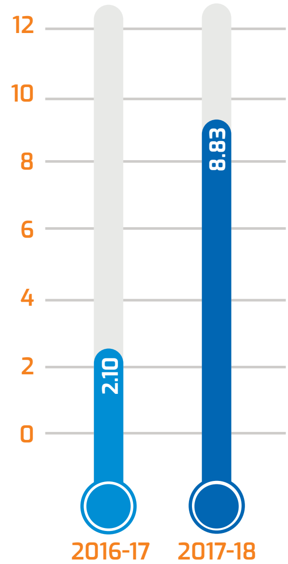
YOY Growth (%) **596.16**

EBIDTA margins (%)



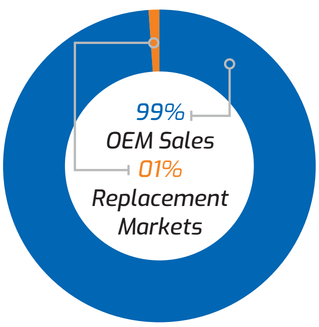
YOY bps growth **69**

PAT margins (%)

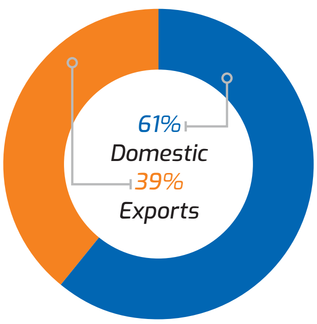


YOY bps growth **673**

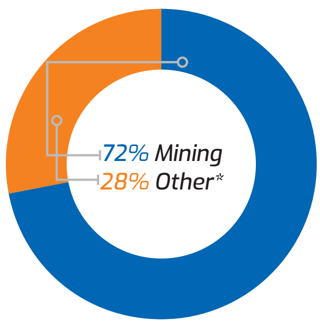
Segment-wise revenue contribution



Geography-wise revenue contribution



Industry-wise revenue contribution



*OTHERS INCLUDE AGRICULTURE EQUIPMENT MANUFACTURING, STEEL PLANTS, CONSTRUCTION EQUIPMENT, CEMENT, TRANSPORTATION, DEFENSE, LOCOMOTIVES AND RAILWAYS.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Chetan M Tamboli - Chairman & Managing Director

Shri Rushil C Tamboli - Whole Time Director (Appointed on 02.11.2017)

Shri Tipirneni Kumar - Non-Independent Non-Executive Director

Shri Rajendra V Gandhi - Independent Director

Shri Apurva R Shah - Independent Director

Shri Rajesh R Gandhi - Independent Director

Shri Dhimant D Mehta - Additional Director (Appointed on 25.07.2017)

Smt. Manali C Tamboli - Non-Independent Non-Executive Director

COMPANY SECRETARY

Shri Vishal K Sondagar

CHIEF FINANCIAL OFFICER

Shri Subhash R Sharma

BANKERS

Bank of India

Standard Chartered Bank

HDFC Bank Limited

RBL Bank Limited

AUDITORS

SSM & Co., Chartered Accountants

Bhavnagar

REGISTERED OFFICE & WORKS

Ruvapari Road, Bhavnagar, Gujarat – 364005, India

Phone : (91) (278) 251 9062

Fax : (91) (278) 242 0589/251 9831, (91) (278) 251 3342

CORPORATE ID NO.

L27310GJ1972PLC002033

ISIN

INE124E01020

SCRIPT CODE AT BSE

513517

TEN-YEARS FINANCIAL HIGHLIGHTS

Sr No	Aspect	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
1	Total Income	13283.27	9566.27	13379.89	23797.66	28735.05	14448.80	7914.31	13704.24	14182.41	23512.07
2	Operating Profit	1759.09	1231.18	1599.73	3954.04	4782.92	2618.22	-4.57	2627.40	2614.98	4476.74
3	Profit After Tax	511.16	278.44	432.59	1411.01	1965.42	42.57	-1850.04	13.29	298.09	2075.18
4	Net Worth	3723.00	4086.49	4520.13	5961.96	7704.14	7907.10	5990.84	7186.46	7404.04	9333.06
5	Total Borrowed Funds	4344.77	3975.82	6497.48	8485.44	11631.81	13721.91	14361.95	12800.66	8959.59	9255.51
6	Fixed Assets (Net)	3749.52	3707.44	6261.42	7922.27	12148.19	14913.57	13976.83	13409.44	12392.36	12361.46
7	Net Current Assets	4698.72	4739.34	4425.42	6466.61	7322.19	5650.32	4787.08	4619.99	7792.19	11572.12
8	Book Value Per Share(Adjusted to Sub Division & Bonus Issue and PI)	26.00	27.00	29.00	36.00	44.00	43.00	32.89	35.51	36.58	46.11
9	Earning Per Share (Basic) (Adjusted to Sub Division & Bonus Issue)	2.80	1.90	2.80	9.30	11.80	0.23	-10.16	0.07	1.47	10.31
10	Dividend (%)	18.00	15.00	20.00	60.00	36.00	0.00	0.00	0.00	12.00	27.00
11	Debt Equity Ratio	1.17	0.97	1.44	1.42	1.51	1.74	2.40	1.78	1.21	0.99
12	Operating Profit to Sale (%)	13.24	12.87	11.96	16.62	16.64	18.12	-0.06	19.17	18.44	19.04

STEELCAST LIMITED

CIN: L27310GJ1972PLC002033

Registered Office: Ruvapari Road, Bhavnagar, Gujarat 364 005.

Phone 0278-2519062 www.steelcast.net, info@steelcast.net

Notice of 47th Annual General Meeting

NOTICE is hereby given that the **47th Annual General Meeting** of the Members of STEELCAST LIMITED will be held at 1600 Hours on Tuesday the August 7, 2018, at Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of the Board of Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2018.
3. To appoint a Director in place of Mrs. Manali C Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment.

Special Business:

4. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, a remuneration of ₹ 80,000 (Rupees Eighty Thousand Only) plus Goods & Service Tax (GST) as applicable and reimbursement of actual travel and out-of-pocket expenses, for the Financial Year commencing on April 1, 2018 and ending on 31st March, 2019, as fixed by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. S K Rajani & Co., Cost Accountants (FRN.101113), for the conduct of the Cost Audit of the Company's Steel castings products (CETA Heading 7325,7325 and 8487), be and is hereby ratified and confirmed".

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

   RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory amendments or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Dhimant Dhirajlal Mehta (holding DIN 00362227), who was appointed as Additional Independent Director dated on 25th July, 2017 up to the conclusion of next Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company at this Annual General Meeting to hold office for a period of three (3) years effective from 25th July, 2017, not subject to retirement by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

   "**RESOLVED THAT** ursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Rushil Chetan Tamboli (DIN 07807971) who was appointed as Additional Whole Time Director dated on 02nd November, 2017, be and is hereby reappointed as a Whole Time Director of the Company for a period of 5 (Five) years effective from 02.11.2017, with the terms of remuneration and also with the other terms and conditions more particularly described in the agreement to be entered into between the Company and Mr. Rushil Chetan Tamboli, with liberty to the Board to alter the same from time to time, so long as the alterations are in conformity with the provisions of Schedule V to the Companies Act, 2013":

   a. **Salary:** Salary of ₹ 50,000/- Per month in the scale of ₹ 50,000-5000-75,000, with future increments following due on 1st November every year hereafter.
   b. Conveyance Allowance: Conveyance allowance of ₹ 8,000/- per month
   c. **Perquisites:** Perquisites shall be allowed in addition to salary. Perquisites are classified in two categories. i.e., Part-A and Part-B as follows:

   PART-A

   a. Leave Travel Concession: WHOLE TIME DIRECTOR and his family, once in a year in accordance with the rules specified by the Company
   b. Fees of Clubs: Subject to a maximum of two clubs. This will not include admission and life membership fees.
   c. Medical Expenses Reimbursement, Mediclaim Insurance & Personal Accident Insurance: As applicable to other Executives of the Company in accordance with the Company's rules.

PART-B

Contribution to the Provident Fund, Superannuation Fund and or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

a. Provident Fund: Provident Fund as applicable to other Executives of the Company.

b. Gratuity: Gratuity as applicable to other Executives of the Company.

c. Superannuation: Superannuation as applicable to other Executives of the Company.

"RESOLVED FURTHER THAT recommendation made by the Nomination and Remuneration Committee, the Board may vary, from time to time the remuneration payable to Mr. Rushil C Tamboli, so long as it is in conformity with the provisions of Schedule V of the Companies Act, 2013.

"RESOLVED FURTHER THAT Mr. Chetan M Tamboli, Chairman and Managing Director be and is hereby authorised to execute and sign the agreement, including any supplementary agreement as may be required at a future date, on behalf of the Company with Mr.Rushil C Tamboli, and the common seal of the Company be affixed on the said agreement in the presence of him."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligation and Disclosures) Regulations, 2015 as amended, Mr. Tipirneni Kumar (holding DIN 00028100), who was appointed as Director, being director liable to retire by rotation, at the last annual general meeting of the company held on 4th July, 2017, and whose term of office expires at this annual general meeting in terms of resolution passed by the Board at their meeting held on August 31, 2017, be and is hereby appointed as Director of the Company, who shall be liable to retire by rotation."

By Order of the Board of Directors
For **STEELCAST LIMITED**

Place: Bhavnagar
Date: May 30, 2018

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

NOTES:

1. The relevant Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business is annexed hereto.

2. A statement giving the relevant details of the Directors seeking re-appointment is annexed hereto.

3. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a member of the Company. The proxy form duly completed and signed should be lodge with the Company at its Registered Office at least 48 hours before the time of the meeting.**

4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

8. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from August 3, 2018 to August 7, 2018 (both days inclusive) for the purpose of 47th Annual General Meeting

NOTES: (Contd.)

10. Pursuant to Section 124 & Section 125 as per Companies Act, 2013 came in to effect on September 7, 2016 (corresponding to the provisions of Section 205A (5) and 205C of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed/unpaid dividend in respect of financial year 2010-11 is due for transfer to the said Fund in September 2018. In terms of provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company or the said Fund after the said transfer.

11. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2010-11, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

12. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the R&T Agents M/s. MCS Share Transfer Agent Ltd, 101, First Floor, Shatdal Complex, Opp: Bata Show Room, Ahmedabad 380 009 or the Company at Ruvapari Road, Bhavnagar 364 005. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).

13. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.

14. Voting through electronic means: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (LODR) Regulation 2015, the Company is pleased to offer e-voting facility to its members in respect of the business to be transacted at the 47th Annual General Meeting (AGM). The Company has engaged the service of National Securities Depository Limited (NSDL) as authorised agency to provide e-voting facilities. The instructions for remote e-voting are as under:

14.1 In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants), the following may be done:

a. Open the email and the attached PDF file viz; "STEELCAST remote e-voting. PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

b. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

c. Click on Shareholder-Login

d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login.

e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep password confidential.

f. Home page of e-voting opens. Click on e-voting: Active Voting Cycle.

g. Select "EVEN" of STEELCAST LIMITED

h. Now you are ready for e-voting as Cast Vote page opens.

i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

j. Upon confirmation, the massage "Vote cast successfully" will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to dgbhimani@yahoo.co.in with a copy marked to evoting@nsdl.co.in

14.2 In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy):

a. Initial password will be provided separately:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

b. Please follow all steps in Sr. Nos. 14.1 a to l above to cast vote.

14.3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or

NOTES: (Contd.)

contact Mr. Amit Vishal, National Securities Depository Limited, Trade World, 'A' Wing, 4thFloor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 on 022-24994360, toll free : 1800-222-990.

14.4 If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

14.5 The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.

14.6 You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

14.7 The remote e-voting period commences on August 4, 2018 (9:00 am) and end on August 6, 2018 (5:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 2, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

14.8 The voting rights of the shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date of 02nd August, 2018

14.9 Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. August 2, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@steelcast.net. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

14.10 Mr. Dinesh G Bhimani of D G Bhimani & Associates, Practicing Company Secretary (Membership No. FCS 8064) (Address: 207, Nathwani Chambers, Sardar Gunj, Anand-388 001, Gujarat) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the physical ballots received from members who do not have access to the e-voting process and at the Annual General Meeting) in a fair and transparent manner.

14.11 The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes caste at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two (2) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.

14.12 The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.steelcast.net and on the website of NSDL immediately. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

15. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is expected to bring with him/her an appropriate photo ID document like a Driving License, Passport, and Voter ID Card.

16. The Company is concerned about the environment and utilises natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.

17. Members having any questions on accounts are requested to send their queries at least 10 days in advance to the Company at its Registered Office address to enable the Company to collect the relevant information.

By Order of the Board of Directors
For **STEELCAST LIMITED**

Place: Bhavnagar
Date: May 30, 2018

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

Explanatory Statement
(Pursuant to section 102(2) of the Companies Act, 2013)

In conformity with the provisions of Section 102(2) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 4 OF SPECIAL BUSINESS:

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 30th May, 2018, the Board has considered and approved appointment of M/s S K Rajani & Co., Cost Accountants having FRN.101113, for the conduct of the Cost Audit of the Company's Steel castings products (CETA Heading 7325 and 8487) at a remuneration of ₹ 80,000 plus Goods & Service Tax (GST) as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2019.

The Board recommends the resolution set out at Item No. 4 of the Notice for the approval and ratification by the members in terms of Section 148 of the Companies Act, 2013, as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the passing of the Resolutions set out at Item No. 4.

ITEM NO. 5 OF SPECIAL BUSINESS:

The Board of Directors at their meeting held on 25th July, 2017, and after receiving recommendation from Nomination & Remuneration Committee, had appointed Mr. Dhimant Dhirajlal Mehta (DIN : 00362227), as an Additional Independent Director with effect from 25th July, 2017 pursuant to Section 161 of the Companies Act, 2013. He holds office upto conclusion of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lac) proposing candidature of Mr. Dhimant Dhirajlal Mehta (DIN : 00362227) for the office of Independent Director, to be appointed as such under the provisions of Section 149 and other applicable provisions of the Companies Act, 2013.

The Company has received a declaration from Mr. Dhimant Dhirajal Mehta (DIN : 0362227) in writing to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Dhimant Dhirajlal Mehta (DIN : 0362227), as an Independent Director of the Company for a period of 3 (Three) years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Dhimant Dhirajlal Mehta (DIN : 0362227), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. Accordingly Board of Directors recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice.

Details of Directors seeking appointment at forthcoming Annual General Meeting:

(In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Dhimant D Mehta (DIN No. 00362227)
Date of Birth	03-03-1951
Nationality	Indian
Date of Appointment on Board	25.07.2017
Qualification	B. Sc. (Physics), Chartered Accountants
Experience	He has worked with Deloitte Touché Tohmatsu India Private Limited as financial advisor for 12 years in his capacity as Director/Partner/Senior Advisor. He was associated with Dr. Mohanlal Piramal Group for more than 21 years, worked as President & Director at Electric Control Gear (India) Limited. He worked as Technical and Financial tie ups and as Financial Controller cum Company Secretary with Maheshwari Mills Limited, Ahmedabad for more than 4 years. He also worked as Chief Internal Auditor at Premier Tyres Limited for almost 2 Years.
Shareholding	NIL
Terms and conditions of appointment along with details of sitting fees	Independent Director for three years w.e.f. 25th July, 2017 with sitting fees as applicable to other non-executive directors for attending Board of Directors meeting and committee meeting thereof.

Explanatory Statement (Contd.)

Sitting fees last drawn	₹ 165,000/-
No. of Meetings of the Board attended during the year	Six meetings attended out of Seven meetings applicable to him to attend after his appointment to Directorship during the Financial Year 2017-18.
Directorship of other Companies	NIL
Membership/Chairmanship of Committees of other Companies	NIL
There is no inter-se relationship between the Board Members.	

No Director, Key Managerial personnel or their relatives, except Mr. Dhimant Dhirajlal Mehta (DIN : 0362227), to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO. 6 OF SPECIAL BUSINESS:

Mr. Rushil Chetan Tamboli (DIN : 07807971), son of Mr. Chetan M Tamboli, Chairman & Managing Director and Mrs. Manali C Tamboli, Non-Executive Non-Independent Director of the Company, is working with the Company since August, 2011. He is Bachelor of Science in Industrial Engineering from Pennsylvania State University, University Park, PA.

The Board of Directors at their meeting held on 02nd November, 2017, after receiving recommendations from Nomination & Remuneration Committee, appointed Mr. Rushil Chetan Tamboli (DIN : 07807971), as an Additional Director with title of Whole Time Director for the period of 5 (Five) years subject to approval in next Annual General Meeting of the Company, who is liable to retire by rotation.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration to Mr. Rushil Chetan Tamboli, as Whole Time Director for the period of 5 (Five) years effective from 02nd November, 2017.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lac) proposing candidature of Mr. Rushil Chetan Tamboli (DIN : 07807971) for the office of Whole Time Director, to be appointed as such under provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

Except Mr. Rushil Chetan Tamboli and his relatives including Mr. Chetan M Tamboli, Chairman & Managing Director and Mrs. Manali C Tamboli, Non-executive Non-Independent Director of the Company, none of the other Directors or Key Managerial Persons or their relatives is in any way interested or concerned, financially or otherwise in the passing of the Resolutions set out at item no. 6 except to the extent of their shareholding in the Company, if any.

Details of Directors seeking appointment at forthcoming Annual General Meeting:

(In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Rushil C Tamboli (DIN No. 07807971)
Date of Birth	14.08.1989
Nationality	Indian
Date of Appointment on Board	02.11.2017
Qualification	B. E. (IE)
Experience	Working since Aug 2011in Steelcast Limited in various capacities like 6 Sigma project for improving fuel efficiency of Heat Treatment operations, headed Heat Treatment Section and Shell Moulding Foundry. He was instrumental in developing new parts, achieving improvement in Man Hours Per Ton etc.
Shareholding	NIL
Terms and conditions of appointment along with details of remuneration	As mentioned at Point No 6 under Special Resolution above.
Remuneration last drawn	Rs, 1,061,364/-
No. of Meetings of the Board attended during the year	Three meetings attended out of Four meetings applicable to him to attend after his appointment to Directorship during the Financial Year 2017-18.
Directorship of other Companies	Tamboli Investments Private Limited
Membership/Chairmanship of Committees of other Companies	NIL
Mr. Rushil C Tamboli is the son of Mr. Chetan M Tamboli & Mrs. Manali C Tamboli	

Explanatory Statement (Contd.)

ITEM NO. 7 OF SPECIAL BUSINESS:

Special Resolution mentioned in item no. 7 related to appointment of Mr. Tipirneni Kumar (DIN : 00028100) as a Non-Executive Non-Independent Director.

Shri Tipirneni Kumar has been associated with this Company since more than 49 years and at present company is on its way to achieve big milestones of success and for that it is desirable to take advantage of his large experience. In view of the nature of duties discharged by Mr. Tipirneni Kumar, the Board of Directors at its meeting held on 31st August, 2017, appointed him as Non-Executive Non-Independent Director with effect from September 1, 2017, upto the conclusion of the next Annual General Meeting of the Company. Considering his rich and wide experience as well as long term association with the Company and taking into account his valuable contribution to the growth of the Company, it is desirable to appoint Mr. Tipirneni Kumar as Non-Executive Non-Independent Director in pursuance of the provisions of the Companies Act, 2013, as amended time to time. The resolution seeks the approval of members for the appointment of Mr. Tipirneni Kumar, as a Non-Executive Non-Independent Director of the Company.

The Board of Directors recommends the Resolutions at Item No. 7 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

Except Mr. Tipirneni Kumar and his relatives, none of the other Directors, Key Managerial Personnel of Company or their relatives are concerned or interested, financially or otherwise in the said resolution.

Details of Directors seeking appointment at forthcoming Annual General Meeting:

(In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Tipirneni Kumar (DIN No. 00028100)
Date of Birth	09.07.1940
Nationality	Indian
Date of Appointment on Board	22.09.1979
Qualification	Master of Engineering (Foundry)
Experience	Mr. Tipirneni Kumar, has been appointed as Whole Time Director of the Company on September 22, 1979 to August 31, 2017. He has been appointed as Non-Executive Non-Independent Director vide Board of Directors meeting held on August 31, 2017 w.e.f. September 1, 2017. He has vast experience in engineering foundry.
Shareholding	He holds 120,000 Equity Shares (0.5929%) in the Company.
Terms and conditions of appointment along with details of sitting fees	He is liable to retire by rotation and sitting fees payable as applicable to other Non-Executive Directors for attending Board of Directors meeting and committee thereof.
Remuneration last drawn	₹ 2,816,180/-
No. of Meetings of the Board attended during the year	Four meetings attended out of Nine meetings held during the Financial Year 2017-18.
Directorship of other Companies	NIL
Membership/Chairmanship of Committees of other Companies	NIL
There is no inter-se relationship between the Board Members.	

By Order of the Board of Directors
For **STEELCAST LIMITED**

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

Place: Bhavnagar
Date: May 30, 2018

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE

47th Annual General Meeting

(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Name of the Director	Mrs. Manali C Tamboli (DIN No. 02544323)
Date of Birth	06.09.1964
Nationality	Indian
Date of Appointment on Board	16.05.2009
Qualification	BA (Psychology)
Experience	Mrs. Manali C Tamboli, a Promoter, has been appointed as Non-Executive Director of the Company on May 16, 2009. She is also Director of other Companies. She has vast experience in Corporate Communication and Public Relations.
Shareholding	She holds 1,029,480 Equity Shares (5.09%) in the Company.
Terms and conditions of appointment or re-appointment along with details of remuneration	She is liable to retire by rotation and sitting fees payable as applicable to other Non-Executive Directors for attending Board of Directors meeting and committee thereof.
Sitting fees last drawn	₹ 120,000/-
No. of Meetings of the Board attended during the year	Eight meetings attended out of Nine meetings held during the Financial Year 2017-18.
Directorships of other Companies	Rushil Industries Limited
Rushil Enterprise Limited	
Tamboli Investments Private Limited	
Membership/ Chairmanship of Committees of other Companies	No Memberships / Chairmanships of Committees of other Companies.
Mrs. Manali C Tamboli and Mr. Chetan M Tamboli are related as wife and husband respectively.	

By Order of the Board of Directors
For **STEELCAST LIMITED**

Place: Bhavnagar
Date: May 30, 2018

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

ROUTE MAP

TO THE VENUE OF 47TH AGM OF STEELCAST LIMITED TO BE HELD ON TUESDAY, AUGUST 7, 2018

Board's Report

Dear Members,

The Directors of your Company are pleased to present the 47th Annual Report together with the Audited Financial Statement for the Financial Year ended on March 31, 2018.

1. FINANCIAL RESULTS:

(₹ in Lacs)

Sr. No.	Particulars	2017-18	2016-17*
1	Sales	23,339.46	14,145.10
2	Other Income	172.61	37.31
3	**Total Income**	23,512.07	14,182.41
4	Profit Before Depreciation & Tax (PBDT)	**3380.14**	**1630.66**
5	Less: Depreciation	1481.92	1209.42
6	Profit Before Taxation (PBT)	1898.22	421.24
7	Less: Taxation (all Taxes)	(187.60)	124.05
8	Profit After Taxation (PAT)	2085.82	297.19
9	Other comprehensive income	(10.63)	0.90
10	Add: Balance brought forward from last year	(1,472.76)	(1,624.68)
11	Amount Available for Appropriation	602.42	(1326.60)
	Appropriations:		
	(a) Interim Dividend	-	-
	(b) Proposed Dividend	(273.24)	(121.44)
	(c) Corporate Dividend Tax	(56.17)	(24.72)
	(d) General Reserve	-	-
	(e) Balance to be carried forward	273.01	(1472.76)

- The company has adopted Indian Accounting Standard (Ind-AS) with transaction date of April 1, 2016. Accordingly, Financial Year 2016-17 and 2017-18 numbers are regrouped/restated as per Ind-AS.

2. **STATE OF COMPANY'S AFFAIRS:** The Company has earned revenue from operation of ₹ 23,339.46 Lacs during the year ended on 31st March, 2018 as against ₹ 14,145.10 Lacs earned during the previous year ended on 31st March, 2017, giving a vertical growth of 65 % as compared to previous year. The Company has also earned other income of ₹ 172.61 Lacs during the year under review as against ₹ 37.31 Lacs earned during the previous year.

   The Company earned Profit Before Tax (PBT) of 8.13 % against 2.98 % of previous year during the year ended on 31st March, 2018 as compared to previous year ended on 31st March, 2017 Profit After Tax (PAT) of 8.93 % against 2.10 % of previous year during the year ended on 31st March, 2018 as compared to previous year ended on 31st March, 2017 respectively.

   After adding the surplus in the Statement of profit & loss of ₹ (1,472.76) lacs (loss brought forward from the previous year) to the profit of ₹ 2075.18 lacs earned by the Company during the year under review, the total amount of ₹ 602.42 lacs profit is available for appropriation.

   There is no material changes and commitment occurred during the period which affect the financial position of the company.

   Further, there is no change in the nature of business of the company.

3. **DIVIDEND:** the Board of Directors of your Company are pleased to recommend dividend @ 27% (i.e. Rs 1.35 per share) on full paid up equity shares of ₹ 5/- each for the financial year ended March 31, 2018, subject to approval of the shareholders at the ensuring Annual General Meeting.

4 **CONSERVATION OF ENERGY, RESEARCH AND DEVLOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EARNINGS AND OUTGO:** The Information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed to this Report as an Annexure- A and forming part of this Report.

5. **SEGMENT REPORTING:** The Company is engaged in the Castings business only and therefore there is only one reportable segment in accordance with the Indian Accounting Standard (Ind AS) 108 Operating Segments.

6. **SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE:** The Company was having a partnership firm namely STEELCAST LLC, in USA and now the company is not able to exercise any of the agreed rights under the agreement

Board's Report (Contd.)

and it is not expecting to receive any significant benefit from the exercise of its rights over the entity. Hence, the Company determined that it does not have control / joint control over the entity. During the year under review, no other Company became or ceased to become Subsidiary, Joint Venture or Associate Company.

7. **CORPORATE SOCIAL RESPONSIBILITY (CSR):** Company has formulated Policy on CSR in accordance with Schedule VII of the Companies Act, 2013 and the details of the composition of the Committee are covered in the Corporate Governance Report. Your Company spent amount towards CSR activities during the year though not applicable to spend any amount under the CSR. Report on CSR activities is annexed as Annexure- B and forming part of this Report. The Board has approved Policy on CSR which has been uploaded on the Company's website at www.steelcat.net.

8. **QUALITY:** Your Company has continued emphasis on Research & Development. A dedicated Quality Assurance ("QA") team is monitoring product quality. Your Company strives to be industry leader by adopting modern technology.

9. **INSURANCE:** All assets of the Company, including Building, Plant & Machinery, Stocks etc., wherever necessary and to the extent required, have been adequately insured.

10. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

10.1 CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the period of this report, Ms. Neelam N Ahuja, has resigned from her position of Company Secretary & Compliance Officer of the Company with effect from close of working hours of 31st May, 2017 and Mr. Vishal K Sondagar, has been appointed as Company Secretary & Compliance Officer of the Company with effect from June 1, 2017, vide Board of Directors meeting held on 22nd May, 2017.

Mr. Dhimant D Mehta, who has been appointed as an Additional Director with title of Independent Director, upto conclusion of next Annual General Meeting of the Company, vide Board of Directors meeting held on July 25, 2017.

Mr. Rameshchandra V Shah, Independent Director of the Company, has resigned from the position of Board & from the position of Independent Director of the Company with effect from August 31, 2017. The Board appreciated the valuable services rendered by him during his tenure.

Mr. Tipirneni Kumar, who was appointed as Whole Time Director for the period of Two year on 01st Sep 2015, ceased to be Whole Time Director of the Company on 31st Aug 2017. The Board of Directors at their meeting held on August 31, 2017, reappointed him as Non-Executive Non-independent Director of the Company.

Mr. Rushil C Tamboli, who has been appointed as Additional Director with title of Whole Time Director for a period of 5 (Five) years subject to approval of shareholders in next Annual General Meeting of the Company, vide Board of Directors meeting held on November 2, 2017 who is liable to retire by rotation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder, Mrs. Manali C Tamboli, Non-Executive Non-Independent Director of the Company, shall retire by rotation at this Annual General Meeting and being eligible offers herself for re-appointment. The Members are requested to consider his re-appointment.

Necessary resolutions relating to Directors who are seeking appointment/reappointment are included in the Notice of Annual General Meeting. The relevant details of the said Directors are given in the Notes/ Annexures to the Notice of the Annual General Meeting.

10.2 COMPLIANCE ON CRITERIA OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS: All Independent Directors of the Company have given declarations to the Company under Section 149 (7) of the Act that they meet the criteria of independence as provided in Sub-Section 6 of Section 149 of the Act and also under the Listing Regulations.

10.3 FORMAL ANNUAL EVALUATION: The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations.

Further, the Independent Directors, at their exclusive meeting held January 30, 2018 during the year reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations.

10.4 NOMINATION AND REMUNERATION POLICY: The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of the Nomination and Remuneration Policy are covered in the Corporate Governance Report. The said policy has also been uploaded on the Company's

Board's Report (Contd.)

website at www.steelcast.net.

10.5 MEETINGS: During the year Nine (9) Board Meetings and Five (5) Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

10.6 COMMITTEES OF THE DIRECTORS: The details of various committees of Directors constituted under various provisions of Companies Act, 2013 and Rules made thereunder, their constitution, terms of reference and other details are provided in the Corporate Governance Report.

Compositions of Board of Directors and various Committees of Directors are available on the Company's website at www.steelcast.net.

11. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:** Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes to the Financial Statements.

12. **RELATED PARTY TRANSACTIONS:** Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure- C** in the prescribed Form – AOC-2 and the same forms part of this report. All related party transactions are placed before the Audit Committee and Board of the Company for review and approval or Omnibus approval as permitted under law. Transactions with related parties, as per requirements Indian Accounting Standard (Ind AS) 24 are disclosed in the notes to accounts annexed to the financial statements. Your Company's Policy on Related Party Transactions, as adopted by your Board, can be accessed on the Company's website at www.steelcast.net.

13. **PARTICULARS OF EMPLOYEES:** The Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed with this report as **Annexure-D**.

    The Statement of particulars of employees under Section 197(12) read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is not provided with as during the financial year under review, no employee of the Company including Managing Director was in receipt of remuneration in excess of the limits set out in the said rules.

14. **HUMAN RESOURCES:** Your Company believes that its employees are one of the most valuable assets of the Company. During the year under review, the Company organised various training programs at all level to enhance skill of the employees. As on March 31, 2018, total employees strength at STEELCAST is over 797. The employees are deeply committed to the growth of the Company.

15. **VIGIL MECHANISM / WHISTLEBLOWER POLICY:** The Company has formulated Whistleblower Policy in conformity with the provisions of Section 177(9) of the Companies Act, 2013 and Listing Regulation to provide a mechanism for any concerned person of the company to approach the Ethics Counselor/Chairman of the Audit Committee of the Company for the purpose of dealing with instance of fraud and mismanagement, if any and also ensure that whistleblowers are protected from retribution, whether within or outside the organisation. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the Company's website at www.steelcast.net.

16. **EXTRACT OF ANNUAL RETURN:** Pursuant to the provisions of section 92(3) of the Companies Act, 2013, an extract of annual return is annexed hereto as **Annexure-E** and forms part of this report.

17. **SECRETARIAL AUDITORS:** Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. D.G. Bhimani & Associates, Company Secretary, (CP: 6628) Anand, Gujarat have been appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2018-19, the Secretarial Audit Report for the Financial Year 2017-18 is annexed herewith as **Annexure-F** and forms part of this report.

    The observations made in the Secretarial Audit Report are self-explanatory and, therefore, do not call for any further comments under Section 134(3)(f) of the Companies Act, 2013.

18. **CORPORATE GOVERNANCE REPORT AND CERTIFICATE:** Your Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by SEBI. As required under Regulation 34(3) read with Schedule V (C) of the Listing Regulations a Corporate Governance report and the certificate as required under Schedule V (E) of the Listing Regulations from Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance are given in Annexure-G and Annexure-H respectively, forming part of this report.

19. **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:** Management Discussion and Analysis Report for the year under review, as stipulated under Listing Regulation, is

Board's Report (Contd.)

annexed herewith as **Annexure-I** and forms part of this report.

20. COST AUDITORS: In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, have appointed M/s. S K Rajani & Co. Cost Accountants, Bhavnagar as Cost Auditor of the Company, for the Financial Year 2018-19 on a remuneration as mentioned in the Notice of Annual General Meeting for conducting the audit of the cost records maintained by the Company.

A Certificate from M/s. S K Rajani & Co. Cost Accountants has been received to the effect that their appointment as Cost Auditor of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder. A resolution seeking Member's ratification for the remuneration payable to Cost Auditor forms part of the Notice of the Annual General Meeting of the Company and same is recommended for your consideration and approval.

Cost Audit report for the financial year ended March 31, 2017 were filed on November 02, 2017 due to technical error in MCA system while filing with ROC, which was not within the time limit as prescribed in Companies (Cost Records and Audit) Rules, 2014 as amended.

21. STATUTORY AUDITORS: M/s. SSM & Co., Chartered Accountants, Statutory Auditors of the Company, having firm registration number 129198W, were appointed as Statutory Auditors at AGM pertaining to the FY 2016-17, held on July 4, 2017 for three consecutive years starting 2017-18 to 2019-20. As required under Listing Regulation, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The appointment of Statutory Auditors was made for three consecutive years subject to ratification at each Annual General Meeting of the Company until the conclusion of 4th Annual General Meeting to be held for the financial year 2019-20. As the Companies (Amendment) Bill, 2017, Ministry of Corporate Affairs have notified Section 139 & Section 140 on May 07, 2018, and there is no need to ratify appointment of Statutory Auditor of the Company in each Annual General Meeting. The Company have received consent letter from M/s SSM & Co, Chartered Accountants dated on 21st May, 2018 for the eligibility to carry out Statutory Audit of the Company for the financial year 2018-19.

The observations made in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments under Section 134(3) (f) of the Companies Act, 2013.

22. INTERNAL FINANCIAL CONTROLS: The Company has in place adequate internal financial controls with reference to financial statements. The Company has adopted an Internal Financial Control Framework policy and Procedure document in FY 2015-16 to ensure orderly and efficient conduct of the business, accuracy and completeness of the accounting records and timely preparation of financial reports. The policy & procedure framework is supported by the ERP system. The ERP system used by the company developed in-house is conforming to Accounting Standards and Financial Control Requirements. The ERP system of the company is being upgraded to handle newly introduced GST Laws and Ind AS.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS: There were no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations, during the year under review.

24. CHANGE IN THE NATURE OF BUSINESS: During the year under review, there was no change in the nature of business of the Company and there is no material change and/or commitments, affecting the financial position of the Company, during the period from 31st March, 2018 till the date of this report.

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

a. in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if applicable;

b. for the Financial Year ended March 31, 2018, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit and Loss of the Company for that period;

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company

Board's Report (Contd.)

and for preventing and detecting fraud and other irregularities;

d. the Annual Financial Statements have been prepared on a going concern basis;

e. proper internal financial controls are in place and such internal financial controls are adequate and were operating effectively;

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

26. RISK MANAGEMENT: The Company has been addressing various risks impacting the Company and details of the same are provided elsewhere in this Annual Report in Management Discussion and Analysis. The Company has voluntarily framed risk management policy and the same has been approved by the Audit Committee.

27. SEXUAL HARASSMENT POLICY: Your Company has zero tolerance towards sexual harassment at the workplace and has adopted a Policy on Sexual Harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The said policy can be accessed on the Company's website at www.steelcast.net.

28. CHANGE IN TAXATION ACT AND RULES: The Government of India has enacted GST Act 2017 along with IGST Act 2017, SGST Act 2017and UTGST Act 2017 effective from July 1, 2017. Your company has implemented necessary changes as per new law as amended by time to time. The Financial Statement for the year under review has been prepared complying with GST Laws as amended from time during the year.

29. CHANGE IN FINANCIAL REPORTING STANDARDS: The Ministry of Corporate Affairs issued "The Companies (Indian Accounting Standards) Rules, 2015 and amendment thereto "The Companies (Indian Accounting Standards) Amendment Rules, 2016 as converged version of International Financial Reporting System (IFRS). Further "General instructions for preparation of Balance Sheet and Statements of Profit and Loss of a Company", for compliance and implementation of said rules are also notified by Govt. As per MCA notification, your company has prepared the financial statements for the year under reviewing as per the Indian accounting Standards (Ind AS) for your approval.

30. MATERIAL CHANGES AND COMMITMENTS IF ANY: There is no any material change and commitment which have occurred between the end of the financial year and the date of the report which affect the financial position of the Company.

31. DEPOSITS: The company has not accepted/renewed any deposits during the year.

32. Compliance of Secretarial Standard: Your company have complied all Secretarial Standard issued by the Institute of Company Secretaries of India (ICSI) and approved by Central Government from time to time.

33. Audit Committee: Composition of Audit Committee and details of number of audit committee held during the financial year 2017-18 is shown herewith at **Annexure-G** under Corporate Governance Report. The Board has accepted all the recommendation and suggestions received from Audit committee.

34. ACKNOWLEDGEMENTS: Yours Directors take this opportunity to express their sincere appreciation for the excellent support and co-operation extended by the shareholders, customers, suppliers, bankers and other business associates. Your Directors gratefully acknowledge the on-going co-operation and support provided by the Central and State governments and all Regulatory Authorities. Your Directors also place on record their deep sense of appreciation to all employees for their dedicated services rendered at various levels.

By Order of the Board of Directors
For **STEELCAST LIMITED**

Place: Bhavnagar
Date: May 30, 2018

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

Annexure- A To The Board's Report:

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014,

(A) ENERGY CONSERVATION

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

- Removal of excess cooling pumps in shakeout pre reclaimer system for energy conservation.
- Power saving by installing temperature control system in polymer quenching tank.

(ii) The steps taken by company for utilising alternate sources of energy:

The company has introduced PNG as substitute of LPG as an alternate source of energy during this financial year 2017-18.

(iii) The capital investment on energy conservation equipment:

The Company has made capital investments amounting to ₹ 5.44 Lacs during financial year 2017-18 on the energy conservation equipments.

(B) TECHNOLOGY ABSORPTION

Research and Development (R & D)

(i) The efforts made towards technology absorption:

a) Development of alternate no bake binder compatible with Olivine sand for production of Manganese steel casting.

b) Development of higher MEF exothermic Sleeve for improvement in yield of casting.

c) Design and development of special sieving equipment to separate contaminants in system sand to enhance performance of facing sand.

d) Development of suitable quenchant to achieve high Strength-Toughness material properties during hardening.

e) Development of high Alumina ceramic sand as a substitute of Chromite sand to avoid sand fusion in intricate casting.

f) Development of suitable heat treatment practice to avoid crack in Ni-Cr-Mo grade low alloy steel.

g) Development of TIG welding technique and appropriate welding alloy for precision welding.

h) Development of high strength and wear resistant ladle patching material to avoid ladle related inclusion in casting.

i) Development of Zirconium Aluminate high performance water base coating for better surface finish of casting.

j) The benefits derived like product improvement, cost reduction, product development or import substitution.

The company has in place well developed program of

a) Continuous improvement Plan (CIP)

b) Product Development

c) Process Development

d) Materials Development

Benefits derived as a result of the above efforts (e.g. Product development, Cost Reduction, Process Development, Import substitution etc.) have resulted in a saving of Rs146.60 lacs during the year 2017-18.

(ii) In case of imported technology (Imported during the last 3 years reckoned from the beginning of the year)

a) The details of technology imported : Nil

b) The Year of import : Not Applicable

c) Whether technology is fully absorbed: Not Applicable

d) If not fully absorbed, areas where absorption has : Not applicable not taken place, reason thereof

a) The expenditure incurred on Research and Development

a)	Capital :	₹ 69,599.00
b)	Recurring :	₹ 2,19,04,708.00
c)	Total :	₹ 2,19,70,307.00

d) Total R & D expenditure as a percentage of total turnovers: 0.94%.

By Order of the Board of Directors
For **STEELCAST LIMITED**

Place: Bhavnagar
Date: May 30, 2018

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

Annexure- B To The Board's Report:

ANNUAL REPORT ON CSR ACTIVITIES

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	Company has formulated Policy on CSR in accordance with Schedule VII of the Companies Act, 2013, which has been uploaded on the Company's website.	
2	**The Composition of the CSR Committee:**		
		Category	**Position in the Committee**
	Mr. Chetan M Tamboli	Executive Director	Chairman
	Mr. Rajendra V Gandhi	Independent Director	Member
	Mrs. Manali C Tamboli	Non-Independent Non-executive Director	Member
	Mr. Tipirneni Kumar	Non-Independent Non-executive Director	Member
	Mr. Rushil C Tamboli	Executive Director	Member
3	**Average net profit of the company for last three financial years. (₹ In Lacs)**		(629.23)
4	**Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**		Nil

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the financial year; ₹ 181,000/-

(b) Amount unspent, if any; Nil

(c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No.	**CSR project or activity identified**	**Sector in which the project is covered (clause no. of Schedule VII to the Companies act, 2013, as amended**	**Projects or programs (1) Local Area or other (2)Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs Sub Heads: (1)Direct Expenditure on projects or programs (2)Overheads**	**Cumulative expenditure up to the reporting period**	**Amount spent: Direct or through implementing agency**
1	Donation to Atomic Power Evolution Awareness Foundation	Ensuring Environmental Sustainability	Bhavnagar, Gujarat	25,000	25,000	25,000	Direct
2	Donation to School Management Committee Education Shala No. 18	Promoting Education	Bhavnagar, Gujarat	85,000	85,000	110,000	Direct
3	Donation to Bhavnagar Vrudhasam Trust	Welfare of Society	Bhavnagar, Gujarat	15,000	15,000	125,000	Direct
4.	Donation to Shree Kamalam Trust	Eradicating Extreme hunger and Poverty	Banaskatha, Gujarat	50,000	50,000	175,000	Direct
5	Donation to Shainik Fund	Welfare of Society	Bhavnagar, Gujarat	6,000	6,000	181,000	Direct

6. Reasons for not spending the two per cent of the average net profit of the last three financial years or any part thereof: the Company spent above mentioned amounts towards CSR activities during the year though company is not liable to spend this year on CSR activities as per Section 135 and Companies (Social Responsibility Policy) Rules, 2014.

7. A responsibility Statement of CSR Committee of the Board of Directors of the Company: 'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

(Rajendra V Gandhi)
MEMBER OF CSR COMMITTEE
STEELCAST LIMITED

(Chetan M Tamboli)
CHAIRMAN OF CSR COMMITTEE
STEELCAST LIMITED

Annexure- C To The Board's Report:

FORM NO. AOC – 1

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

Not Applicable as Company neither have any Subsidiary Company nor have any Associate Company

FORM NO. AOC-2

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

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

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

Sr. No	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	All the contracts or arrangements or transactions were at arm's length basis. Transactions with related parties, as per requirements of Accounting Standard 18 are disclosed in the notes to accounts annexed to the financial statements.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

Sr. No	Particulars	Details
(a)	Name(s) of the related party	There were no material contracts or arrangement or transactions. Transactions with related parties, as per requirements of Accounting Standard 18 are disclosed in the notes to accounts annexed to the financial statements.
(b)	Nature of relationship	
(c)	Nature of contracts/arrangements/ transactions	
(d)	Duration of the contracts / arrangements/transactions	
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
(f)	Date(s) of approval by the Board, if any:	
(g)	Amount paid as advances, if any:	

By Order of the Board of Directors

For **STEELCAST LIMITED**

Place: Bhavnagar

Date: May 30, 2018

(Chetan M Tamboli)

CHAIRMAN & MANAGING DIRECTOR

Annexure- D To The Board's Report:

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Name of the Managing Directors, Whole Time Director, Chief Financial Officer and Company Secretary	Ratio to median remuneration of the employees	% increase in remuneration in the financial year	Comparison of the Remuneration of the KMP against the performance of the Company.
Mr. Chetan M Tamboli (Chairman and Managing Director)	1:16:91	3.03%	**% Increase from FY 2016-17 to FY 2017-18:** Total Income: 65.78% Profit After Tax : 596.16% Remuneration of Employees: 9% The remuneration of the KMP is keeping in view the performance of the Company as aforesaid and trend of remuneration in industry.
Mr. Tipirneni Kumar (Whole Time Director upto 31.08.2017)	1:08:03	NA	
Mr. Rushil C Tamboli (Additional Whole Time Director from 02.11.2017)	1:04:20	NA	
Mr. Subhash R Sharma (Chief Financial Officer)	1:06:99	10.77%	
Mr. Vishal K Sondagar (Company Secretary)	1:01:41	NA	

The Company does not pay any remuneration to the Non-Executive Directors except sitting fees for attending Board and Committee Meetings.

b. The percentage increase in the median remuneration of employees in the financial year: 9%.

c. The number of permanent employees on the rolls of Company: 797

d. The explanation on the relationship between average increase in remuneration and Company performance: On an average, employees received an annual increase of 9%. The individual increments varied from 4 % to 16 %, based on individual performance. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organisation performance, apart from an individual's performance.

e. Market Capitalisation of the Company & Price Earning Ratio:

Date	Market Price- Closing (Rs)	EPS in ₹	P/E ratio	Market capitalisation (₹ In Lacs)	% Change
31.03.2018	172.50	10.31	16.73	34,914.00	126.97%
31.03.2017	76.00	1.16	65.52	15,382.40	

f. 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:

During the year under review, the average annual increase was around 9% accounting for promotions and other event based compensation revisions. Increase in the managerial remuneration for the year was 3.03%.

Annexure- D To The Board's Report: (Contd.)

g. Information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name of Director	Designation	Salary for FY 17-18	Confirm / Contractual	Qualification	Experience in Steelcast Limited (In Years)	DOJ	Age	Previous Employer	% of Equity share held	Relative of Director or Not If, Yes to Whom
1	Chetan M. Tamboli	Chairman & Managing Director	4,272,568.00	Confirm	MBA (Finance)	34	10-08-1983	57.00	Steelcast Limited	15.13	NA
2	Ashutosh C. Shukla	Vice President (Materials & Manufacturing)	2,255,378.00	Confirm	B.E.(MECH)	21	11-05-1997	54.00	Cadmach Machinery Limited (Cadila Group)	NIL	NA
3	Vijay K. Modi	Vice President (Quality Assurance)	2,152,601.00	Confirm	DME	44	12-06-1974	61.00	Northern Alloys Bhavnagar Limited	0.001	NA
4	Sanjeevkumar D. Gupta	General Manager (Marketing)	2,066,142.00	Confirm	M.B.A.	2	01-04-2016	48.00	Indian Army	NIL	NA
5	Subhash R. Sharma	General Manager (Finance) & Chief Financial Officer	1,767,097.00	Confirm	CMA	2	13-07-2016	51.00	C Doctor & Co Pvt Ltd	NIL	NA
6	Jagdish V Prajapati	General Manager (Production)	1,472,895.00	Confirm	B.E. (Prod), M.E.	15	10-02-2003	41.00	Hi-tech Investments Casting Private Limited	NIL	NA
7	Rajiv N Vaidya	General Manager (Marketing)	1,205,938.00	Confirm	Diploma in Mechancial Engineering	9	01-09-2009	57.00	Hi-tech Investments Casting Private Limited		NA
8	B N Verma	Deputy General Manager (Quality)	1,202,375.00	Confirm	B. Tech	1.5	21-11-2016	41.00	Tayo Rolls Limited (Sister concern of TATA Group)	NIL	NA
9	Dhaivat R Ghodadra	Deputy General Manager Machine Shop	1,134,755.00	Confirm	B.E. (Mechanical)	11	26-06-2007	57.00	Steelcast Limited	NIL	NA
10	Rushil C Tamboli	Whole Time Director (From 02.11.2017)	1,061,364.00	Confirm	BE, IE	6	24-08-2011	29.00	Steelcast Limited	NIL	Son of Mr. Chetan M Tamboli & Mrs. Manali C Tamboli

h. The key parameters for any variable component of remuneration in case of Managing Director of the Company is linked with the Company performance. In case of other key managerial personnel(s), the same is linked with Company performance and individual performance.

i. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable.

j. **Affirmation:** The Company affirms that the remuneration of the Managing Director and the employees of the Company are as per the remuneration policy of the Company.

k. The Statement of particulars of employees under Section 197(12) read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is not provided with as, during the financial year under review, no employee of the Company including Managing Director was in receipt of remuneration in excess of the limits set out in the said rules.

For and on behalf of the Board of Directors

Place: Bhavnagar

Date: May 30, 2018

(Chetan M Tamboli)

CHAIRMAN & MANAGING DIRECTOR

Annexure- E To The Board's Report:

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 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]

FORM NO. MGT - 9

I. REGISTRATION AND OTHER DETAILS:

I	**CIN:**	L27310GJ1972PLC002033
Ii	**Registration Date**	11th Feb 1972
Iii	**Name of the Company**	STEECAST LIMITED
Iv	**Category / Sub-Category of the Company**	Public listed Company having Share Capital
V	**Address of the Registered office and contact details**	Ruvapari Road, Bhavnagar 364 005. Ph. No.: (91) (278) 2519062 Fax No.: (91) (278) 2420589 E-mail.: info@steelcast.net Website.: www.steelcast.net
Vi	**Whether listed company Yes / No**	Yes
Vii	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	M/s MCS Share Transfer Agent Ltd. 101, First Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad 380 009, Gujarat Ph. No.: 079-26581296 **E-mail:** mcsahmd@gmail.com

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:

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Steel casting	273	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Share Holding:

Category of Shareholder	No. of Shares held at the beginning of the year [01.04.2017]				No. of Shares held at the end of the year [31.03.2018]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	4,928,840	0	4,928,840	24.35	4,928,840	0	4,928,840	24.35	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	4,339,200	0	4,339,200	21.44	4,339,200	0	4,339,200	21.44	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):	**9,268,040**	**0**	**9,268,040**	**45.79**	**9,268,040**	**0**	**9,268,040**	**45.79**	**0.00**
(2) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	**9,268,040**	**0**	**9,268,040**	**45.79**	**9,268,040**	**Nil**	**9,268,040**	**45.79**	**0.00**

Annexure- E To The Board's Report: (Contd.)

Category of Shareholder	No. of Shares held at the beginning of the year [01.04.2017]				No. of Shares held at the end of the year [31.03.2018]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance									
	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Portfolio Investors	750	400	1150	0.005	1000	400	1400	0.006	0.001
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):	**750**	**400**	**1150**	**0.005**	**1000**	**400**	**1400**	**0.006**	**0.001**
2. Central Govt/State Govt(s)/POI									
i) Government	0	0	0	0	137540	0	137540	0.67	0.67
3. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,590,290	56,000	1,646,290	8.13	1,652,553	52,400	1,704,953	8.42	0.29
ii) Overseas	0	400,000	400,000	1.98	0	400,000	400,000	1.98	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 Lacs	3,007,902	445,104	3,453,006	17.06	3,105,674	338,704	3,444,378	17.01	(1.47)
ii) Individual shareholders Holding nominal share capital in excess of Rs 2 Lacs	3,451,062	0	3,451,062	17.05	3,340,745	0	3,340,745	16.50	(2.17)
c) Others (specify)									
i) NRI	1,285,235	118,400	1,403,635	6.93	1,245,263	73,200	1,318,463	6.51	(0.42)
ii) HUF	616,417	400	616,817	3.04	624,081	400	624,481	3.08	0.04
Sub-total (B)(2):	**9,950,906**	**1,019,904**	**10,970,810**	**54.20**	**10,105,856**	**864,704**	**10,970,560**	**54.20**	**0.00**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**9,951,656**	**1,020,304**	**10,971,960**	**54.21**	**10,106,856**	**865,104**	**10,971,960**	**54.21**	**0.00**
C. Shares held by Custodian for GDR & ADR	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**19,219,696**	**1,036,304**	**20,240,000**	**100.00**	**19,219,696**	**1,020,304**	**20,240,000**	**100.00**	**0.00**

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [01.04.2017]			Share holding at the end of the year [31.03.2018]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / cumbered to total shares	Demat	Physical	%of Shares Pledged / encumbered to total shares*	
PROMOTERS								
1	Mr. Chetan M Tamboli	3,062,920	15.13	100%	3,062,920	15.13	100.00	0.00
2	M/s. Rushil Industries Ltd	2,376,000	11.74	Nil	2,376,000	11.74	Nil	0.00
3	M/s. Tamboli Investment Pvt Ltd	1,963,200	9.70	Nil	1,963,200	9.70	Nil	0.00
4	Mrs. Manali C Tamboli	1,029,480	5.09	100%	1,029,480	5.09	100.00	0.00
5	Chetan M Tamboli (HUF)	835,320	4.13	Nil	835,320	4.13	Nil	0.00
6	Mrs.Hansa M Tamboli	1,120	0.005	Nil	1120	0.005	Nil	0.000
TOTAL		**9,268,040**	**45.79**	**44.16%**	**9,268,040**	**45.79**	**44.16**	**0.00**

* Pledged shares released from pledge on 07.05.2018

Annexure- E To The Board's Report: (Contd.)

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

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of share	% of total shares of the company	No. of share	% of total shares of the company
1	At the beginning of the year	9,268,040	45.79	9,268,040	45.79
2	Decrease/ Increase in Shareholding during the year	0	0	0	0
3	At the end of the year	9,268,040	45.79	9,268,040	45.79

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Share	% of total shares of the company	No. of shares	% of total shares of the company
1.	**MR. GAUTAM B DOSHI**				
	At the beginning of the year	819,568	4.05	819,568	4.05
	Increase/ Decrease in Shareholding during the year	0	0	(30,010)	(0.15)
	At the end of the year			789,558	3.90
2	**MR. NRUPESH C. SHAH**				
	At the beginning of the year	506,000	2.5	506,000	2.5
	Increase/ Decrease in Shareholding during the year	0	0	0	0
	At the end of the year			506,000	2.5
3	**M/S. KURIMOTO LIMITED**				
	At the beginning of the year	400,000	1.98	400,000	1.98
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0
	At the end of the year			400,000	1.98
4	**MR. MITEN MEHTA**				
	At the beginning of the year	400,000	1.98	400,000	1.98
	Increase/ Decrease in Shareholding during the year	0	0	0	0
	At the end of the year			400,000	1.98
5	**MR. RAJIV B. DOSHI**				
	At the beginning of the year	368,131	1.82	368,131	1.82
	Decrease in Shareholding during the year	0	0	(40,795)	0.20
	At the end of the year			327,336	1.62
6	**MRS. KUSUM B. DOSHI**				
	At the beginning of the year	268,767	1.33	268,767	1.33
	Decrease in Shareholding during the year	0	0	0	0
	At the end of the year			268,767	1.33
7	**M/S. NEOWORTH COMMERCIAL PVT. LTD.**				
	At the beginning of the year	228,500	1.13	228,500	1.13
	Increase in Shareholding during the year	0	0	0	0
	At the end of the year			228,500	1.13
8	**M/S. MEENAKSHI MERCANTILES LIMITED**				
	At the beginning of the year	183,000	0.90	183,000	0.90
	Decrease in Shareholding during the year	0	0	0	0
	At the end of the year			183,000	0.90
9	**MR. RANJIT DONGRE (HUF)**				
	At the beginning of the year	165,000	0.81	165,000	0.81
	Decrease in Shareholding during the year	0	0	0	0
	At the end of the year			165,000	0.81
10.	**MR. CHIRAYUSH P. VAKIL**				
	At the beginning of the year	153,060	0.76	153,060	0.76
	Increase in Shareholding during the year	0	0	(1,360)	(0.01)
	At the end of the year			151,700	0.75

Annexure- E To The Board's Report: (Contd.)

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Share	% of total shares of the company	No. of shares	% of total shares of the company
1	MR. CHETAN M TAMBOLI (CHAIRMAN & MANAGING DIRECTOR)				
	At the beginning of the year	3,062,920	15.13	3,062,920	15.13
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	3,062,920	15.13	3,062,920	15.13
2	MR. TIPIRNENI KUMAR (DIRECTOR)				
	At the beginning of the year	120,000	0.59	120,000	0.59
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	120,000	0.59	120,000	0.59
3	MR. RAJENDRA V GANDHI (DIRECTOR)				
	At the beginning of the years	2,884	0.02	2,884	0.02
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	2,884	0.02	2,884	0.02
4	MR. DHIMANT D MEHTA (DIRECTOR)				
	At the beginning of the year	0	0.00	0	0.00
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
5	MR. APURVA R SHAH (DIRECTOR)				
	At the beginning of the year	0	0.00	0	0.00
	Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
6	MR. RAJESH R GANDHI (DIRECTOR)				
	At the beginning of the year	400	0.001	400	0.001
	Increase in Shareholding during the year	0	0	0	0.00
	At the end of the year	0	0	400	0.001
7	MRS. MANALI C TAMBOLI (DIRECTOR)				
	At the beginning of the year	1,029,480	5.09	1,029,480	5.09
	Increase/ Decrease in Shareholding during the year	0	0.00	0	
	0.00				
	At the end of the year	1,029,480	5.09	1,029,480	5.09
8	MR. RUSHIL C TAMBOLI (WHOLE TIME DIRECTOR)				
	At the beginning of the year	0	0.00	0	0.00
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
9	MR. SUBHASH R. SHARMA (CHIEF FINANCIAL OFFICER)				
	At the beginning of the year	0	0.00	0	0.00
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
10	MR. VISHAL K SONDAGAR (COMPANY SECRETARY)				
	At the beginning of the year	0	0.00	0	0.00
	Increase/ Decrease in Shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

Annexure- E To The Board's Report: (Contd.)

V. INDEBTEDNESS: INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT.

(Amount in INR lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,566.77	500	-	**4,066.77**
ii) Interest due but not paid	-	-	-	**-**
iii) Interest accrued but not due	-	-	-	**-**
Total (i+ii+iii)	**3,566.77**	**500.00**	**-**	**4,066.77**
Change in Indebtedness during the financial year	-	-	-	**-**
Addition	822.84	-	-	**822.84**
Reduction	2,164.56	500.00	-	**2,664.56**
Net Change	-1,341.71	500.00	-	**-841.71**
Net Indebtedness	2,225.06			
Break up of Indebtedness at the end of the financial year	-	-	-	**-**
i) Principal Amount	2,225.06	-	-	**2,225.06**
ii) Interest due but not paid	6.80	-	-	**6.80**
iii) Interest accrued but not due	-	-	-	**-**
Total (i+ii+iii)	**2,231.86**	**-**	**-**	**2,231.86**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No	Particulars of Remuneration	Mr. Chetan M.Tamboli Chairman & Managing Director	Mr. Tipirneni Kumar (WTD upto 31.08.2017)	Mr. Rushil C. Tamboli (Whole Time Director from 02.11.2017)	Total Amount
1	**GROSS SALARY**	9,435,732*	2,816,180*	1,061,364	13,313,276
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	0	0
2	**STOCK OPTION**	0	0		0
3	**SWEAT EQUITY**	0	0		0
4	**Commission** - as % of profit - Others, specify...	2.71%	0.41%	0	3.13%
5	**Others: Contribution to PF**	0	0		0
Total (A)		**9,435,732**	**2,816,180**	**1,061,364**	**13,313,276**
Ceiling as per the Act		For each, 42 Lacs p.a. or 5 % (Overall 84 Lacs or 10 %) of the net profit calculated as per Section 198 of the Companies Act, 2013, whichever is higher			

*Includes Commission

B. Remuneration to other directors:

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount in INR
		Mr. Rajendra V Gandhi	Mr. Rameshchandra V Shah	Mr. Apurva R Shah	Mr. Rajesh R Gandhi	Mr. Dhimant D Mehta	
	- Fee for attending board / committee meetings	112,500	112,500	90,000	180,000	165,000	660,000
	-Commission	0	0	0	0	0	0
	-Others, please specify	0	0	0	0	0	0
3	**Total (1)**	**112,500**	**112,500**	**90,000**	**180,000**	**165,000**	**660,000**
2.	**Other Non-Executive Directors**						

Annexure- E To The Board's Report: (Contd.)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount in INR
		Mrs. M C Tamboli	Mr. Tipirneni Kumar	
	- Fee for attending board / committee meetings	120,000	30,000	150,000
	- Commission	0	0	0
	- Others, please specify	0	0	0
Total (2)		**120,000**	**30,000**	**150,000**
Total (B)=(1+2)				**810,000**

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount in INR
		Mr. Vishal Sondagar, Company Secretary	Mr. Subhash Sharma, Chief Financial Officer	
1	**GROSS SALARY**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	357,892	1,767,097	**2,124,989**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	**0**
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	**0**
2	**STOCK OPTION**	0	0	**0**
3	**SWEAT EQUITY**	0	0	**0**
4	**COMMISSION**			
	- as % of profit	0	0	**0**
	- Others, specify...	0	0	**0**
5	**OTHERS, PLEASE SPECIFY**	0	0	**0**
Total		**357,892**	**1,767,097**	**2,124,989**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment	None				
Compounding	Section 87 of the Companies Act, 2013	Condonation of delay in filling particulars of satisfaction of charge	Compounding fees imposed of ₹ 32,800/-	Regional Director, North-Western Region, Ahmedabad	Charge satisfied and matter closed
B. DIRECTORS					
Penalty	None				
Punishment	None				
Compounding	None				
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment	None				
Compounding	None				

By Order of the Board of Directors

Place: Bhavnagar

Date: May 30, 2018

(Chetan M Tamboli)

CHAIRMAN & MANAGING DIRECTOR

Annexure- F To The Board's Report:

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THR FINANCIAL YEAR ENDED 31ST MARCH, 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,
STEELCAST LIMITED
Bhavnagar.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by STEELCAST LIMITED (hereinafter called the company). Secretarial Audit was conducted in accordance with the Guidance Notes issued by the Institute of Company Secretaries of India and 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, minutes, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 Complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and the other records maintained by STEELCAST LIMITED for the financial year ended on 31st March, 2018 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **As informed to us, there were no FDI transactions in the Company during the year under review.**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):-

   a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – Company has appointed SEBI registered Category-I Registrar and Share Transfer Agent.

   We further report that there were no actions/events in pursuance of the following regulations requiring compliance thereof by the Company during the period of this report:

   a. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

vi. Other Applicable Acts

As informed to us, there are no laws which have specific applicability to the Company other than general laws applicable to the industry generally, namely;

   a. Factories Act, 1948

   b. Payment of Wages Act, 1936, and rules made there under,

   c. The Minimum Wages Act, 1948, and rules made there under,

   d. Employees' State Insurance Act, 1948, and rules made there under,

   e. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,

   f. The Payment of Bonus Act, 1965, and rules made there under,

Annexure- F To The Board's Report: (Contd.)

g. Payment of Gratuity Act, 1972, and rules made there under,

h. The Water (Prevention and Control Pollution) Act, 1974.

i. The Air (Prevention and Control Pollution) Act, 1981,

j. Industrial Dispute Act, 1947,

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with BSE Limited.

iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned.

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

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. However, there were no any dissenting views.

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

FOR **D. G. BHIMANI & ASSOCIATES**

DINESH G. BHIMANI

Place: Anand
Company Secretary

Date: 15th May, 2018
C P No.: 6628

Note : This report is to be read with our letter of even date which is annexed as **'ANNEXURE A'** and forms an integral part of this report.

Annexure A

To,

The Members,

STEELCAST LIMITED

Bhavnagar.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record 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 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.

4. Where ever 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 are the responsibility of management. Our examination was limited to the verification of procedures 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.

FOR **D. G. BHIMANI & ASSOCIATES**

DINESH G. BHIMANI

Place: Anand
Company Secretary

Date: 15th May, 2018
C P No.: 6628

Annexure G To The Board's Report:

CORPORATE GOVERNANCE REPORT

In terms of Compliance to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on Corporate Governance, your Company is complying with the Listing Regulations. The report for year ended on 31st March, 2018 is as follows:

1. **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:** The Company has been adhering to the principles of Corporate Governance since over three decades by conducting its affairs in a transparent manner with regularity, responsibility and accountability.

   The Philosophy of the Company on Corporate Governance lies in its concern to protect interests of various stakeholders, fair dealings with all and active contribution to the Society at large, while enhancing the wealth of shareholders. The processes of Company are directed to achieve compliance with the Code of Corporate Governance. Company's own policies and expectations include ethical conduct, protection of health, safety and environment and commitment to employees.

   Your Company has complied with all applicable guidelines & regulations as stipulated by the Securities and Exchange Board of India pertaining to the Corporate Governance.

2. **BOARD OF DIRECTORS:** The Company has a balanced Board, comprising 4 Independent Non-Executive Directors, 2 Non-Independent Non-Executive Director out of which, one is Woman Director and 2 Executive Directors including one Managing Director and one Whole Time Director, which is in conformity with the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Chairman of the Board is an Executive Director (Promoter). The Non-Executive Directors including Independent Directors on the Board are experienced, competent and renowned persons in their respective fields. The Board is headed by the Managing Director.

   a. Composition/ Category of Directors/ Attendance at Meetings/ Directorships and Committee Memberships in other companies:

Sr. No	Name of Directors	Category	Number of Board Meetings attended out of Nine meetings held in 2017-18	Whether attended last AGM	Number of Directorships and Committee Membership /Chairmanship (including Steelcast Limited)		
					Directorship *	Committee Membership**	Committee Chairmanship**
1	Mr. Rajendra V Gandhi	Independent	4	No	2	2	1
2	Mr. Apurva R Shah	Independent	3	Yes	3	3	2
3	Mr. Rameshchandra V Shah	Independent (Resigned on 31.08.2017)	4	Yes	-	-	-
4	Mr. Rajesh R Gandhi	Independent	4	No	4	6	1
5	Mr. Dhimant D Mehta	Additional Independent (Appointed on 25.07.2017)	6	-	1	2	-
6	Mr. Rushil C Tamboli	Whole Time Director (Appointed on 02.11.2017)	3	-	1	1	-
7	Mrs. Manali C Tamboli	Non-Independent Non-Executive	3	No	1	1	-
8	Mr. Tipirneni Kumar	Non-Independent Non-Executive (From 01.09.2017)	4	Yes	1	-	-
9	Mr. Chetan M Tamboli	Managing Director	5	Yes	2	1	1

* This excludes Directorship held in Private & Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

** Committees include Audit Committee and Stakeholders' Relationship Committee of Public Company.

None of the Directors is a director in more than 20 Companies and more than 10 public limited Companies, in terms of Section 165 of the Companies Act, 2013. Also, none of the Directors is a member of neither more than 10 Committees, nor acts as Chairman of more than 5 Committees across all Companies in which they are Directors, as required under Regulation 26 of the Listing Regulation. The Independent Directors fulfill the requirements stipulated in Regulation 25(1) of the Listing Regulations.

Annexure To The Board's Report: (Contd.)

b. No. of Board Meetings held during the Financial Year 2017-18 and dates on which held: The Board held nine meetings during the Financial Year 2017-18 i.e. on :

Sr. No.	Date of Board Meetings	Place
1	May 22, 2017	Ahmedabad
2	July 4, 2017	Bhavnagar
3	July 25, 2017	Bhavnagar
4	August 31, 2017	Bhavnagar
5	October 9, 2017	Bhavnagar
6	November 2, 2017	Bhavnagar
7	January 30, 2018	Bhavnagar
8	March 6, 2018	Bhavnagar
9	March 15, 2018	Ahmedabad

c. Relationship between Directors: Mr. Chetan M Tamboli and Mrs. Manali C Tamboli are related as husband and wife respectively. Mr. Rushil C Tamboli is son of Mr. Chetan M Tamboli & Mrs. Manali C Tamboli. No other Director is related to any other Director on the Board.

d. No of Securities held by each director are given in **Annexure-F** to the Board's Report.

e. Independent Directors: The Independent Directors, who are from diverse fields of expertise and have long standing experience and expert knowledge in their respective fields are very relevant as well as of considerable value for the Company's business. As a part of familiarisation programme as required under Listing Regulations, the Directors have been appraised during the Board Meetings about the amendments to the various enactments viz., Companies Act, 2013 (the Act), Listing Regulations, Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information etc.

During the year, a separate meeting of the Independent Directors was held on January 30, 2018, without the presence of Non-Executive Directors / Managing Director / Management to discuss the matter as required/agreed amongst them.

Further familiarisation programmes and the terms & conditions of appointment of the Independent Directors as required under the Companies Act, 2013 & Listing Regulations are updated on the Company's website at www.steelcast.net

f. Formal annual evaluation: The Board of Directors, Nomination & Remuneration Committee and Independent Director has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations.

g. Function and Procedure of Board: Board meets regularly to make and review policies. Board's role, functions and responsibility are well defined. All relevant information as required under the Listing Regulation and Companies Act, 2013 as amended from time to time is regularly placed before the Board. Further the Board periodically reviews the compliance reports submitted by the management in respect of all laws applicable to the Company.

3. **AUDIT COMMITTEE:** Your Company has an Audit Committee at the Board level with the powers and role that are in accordance with Listing Regulation and Companies Act, 2013.

a. Terms of Reference: The Audit Committee acts on the terms of reference given by the Board pursuant to Section 177 of the Act and Regulation 18 of the Listing Regulations. The Committee acts as a link between the Management, the Statutory Auditors, the Internal Auditors, the Cost Auditors, Secretarial Auditors and the Board of Directors. The scope of functioning of the Audit Committee is to review, from time to time, the internal control system & procedures and its adequacy. The Committee reviews accounting policies and financial reporting system & procedures of the Company. It ensures that the financial statements are correct, sufficient and credible and also such other functions as may prescribe from time to time by Regulatory Authorities. The Audit Committee is vested with the necessary powers to achieve its objectives.

b. Composition, name of Members & Chairman, Meetings held during the year and attendance at meetings: The Audit Committee presently consists of four Non-executive Independent Directors. The Audit Committee meets regularly as stipulated in Regulation 18 of the Listing Regulation. The Executive Directors, Internal Auditors and the Statutory Auditors are permanent invitees to the meetings of the Committee. The Secretarial Auditors and Cost Auditor are also invited to attend the Audit Committee Meetings, as and when required.

Annexure To The Board's Report: (Contd.)

The details of composition of the Audit Committee, meetings held during the year and attendance of members are as under:

Sr. No	Name of Directors	Category	Position in the Audit Committee	No. of Meetings attended out of five(5) meetings held during the year 2017-18
1	Mr. Rajendra V Gandhi	Independent Director	Chairman	2
2	Mr. Apurva R Shah	Independent Director	Member	2
3	Mr. Rameshchandra V Shah	Independent Director (Resigned on 31.08.2017)	Member	2
4	Mr. Rajesh R Gandhi	Independent Director	Member	4
5	Mr. Dhimant D Mehta	Additional Independent Director (Appointed on 25.07.2017)	Member	4

During the financial year 2017-18, five (5) meetings of the Audit Committee were held as per details given below:

Sr. No.	Date of Audit Committee Meetings	Place
1	May 22, 2017	Ahmedabad
2	July 25, 2017	Bhavnagar
3	November 2, 2017	Bhavnagar
4	January 30, 2018	Bhavnagar
5	March 15, 2018	Ahmedabad

4. NOMINATION AND REMUNERATION COMMITTEE:

a. Terms of Reference: The terms of reference and Role of the Nomination and Remuneration Committee are as per the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, which includes Devising a policy on Board diversity, Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, determination of qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees and also formulating performance evaluation criteria. The Committee also ensures equity, fairness and consistency. The recommendations of the Nomination and Remuneration Committee are considered and approved by the Board, subject to the approval of Members, wherever necessary.

The policy is framed by the Nomination and Remuneration Committee and approved by the Board, which includes performance evaluation criteria for Independent Directors is disclosed on the website of the Company at www.steelcast.net

b. Composition, name of Members & Chairman, Meetings held during the year and attendance at meetings: The Nomination and Remuneration Committee presently consist of four Independent Non-Executive Directors. The Chairman is an Independent Non-Executive Director.

The details of composition of the Nomination and Remuneration Committee, meetings held during the year and attendance of members are as under:

Sr. No	Name of the Directors	Category	Position in the Committee	No. of Meetings attended out of Four(4) meetings held during the year 2017-18
1	Mr. Rajendra V Gandhi	Independent Director	Chairman	2
2	Mr. Apurva R Shah	Independent Director	Member	2
3	Mr. Rameshchandra V Shah	Independent Director (Resigned on 31.08.2017)	Member	2
4	Mr. Rajesh R Gandhi	Independent Director	Member	4
5	Mr. Dhimant D Mehta	Additional Independent Director (Appointed on 25.07.2017)	Member	4

During the financial year 2017-18, Four (4) meetings of the Nomination and Remuneration Committee were held as per details given below:

Sr. No.	Date of Nomination and Remuneration Committee Meetings	Place
1	May 22, 2017	Ahmedabad
2	July 25, 2017	Bhavnagar
3	August 31, 2017	Bhavnagar
4	November 2, 2017	Bhavnagar

Annexure To The Board's Report: (Contd.)

c. Policy for selection and appointment of Directors and their remuneration: The Nomination and Remuneration (N&R) Committee has adopted a Policy which, inter alia, deals with the manner of selection of Board of Directors and Key Managerial Personnel and their remuneration are as under:

i. Appointment criteria and qualification: The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment.

A person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment of KMP (other than Managing / Whole time Director) or Senior Management Personnel. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole time Director) or Senior Management, the Managing Director is authorised to identify and appoint a suitable person for such position. However, if the need be, the Managing Director may consult the Committee / Board for further directions / guidance.

ii. Remuneration Policy: The Company has a standard remuneration policy for the Executive and Non-Executive Directors, which is periodically reviewed by the Nomination and Remuneration Committee, are as under.

- The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / Shareholders.
- An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Companies Act, 2013 and Listing Regulation, as amended from time to time
- Non-Executive Directors are presently paid a sitting fee of ₹ 15,000/- per Board Meeting, ₹ 15,000/- per Audit Committee Meeting, ₹ 7,500/- per Nomination and Remuneration Committee Meeting, ₹ 7,500/- per Stakeholders Relationship Committee Meeting, and ₹ 7,500/- per Independent Director Meeting attended as fixed by the Board of Directors from time to time.
- The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole Time Director will be determined by the Committee and recommended to the Board for approval. Subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Act and Rules made thereunder.
- Further, the Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company
- The Board has approved Nomination and Remuneration Policy which has been uploaded on the Company's website.

d. Details of Remuneration to all the Directors: The Details of remuneration/sitting fees paid/payable to the Directors for the financial year 2017-18 are as under:

(Amount in INR)

Name of the Director	Salary, Allowance, Perquisites and other benefits	Performance-linked Income/ Bonus / Commission Paid or Payable***	Stock Option**	Pension	Sitting Fees Paid
WHOLE TIME DIRECTORS					
Mr. Chetan M Tamboli*	4,272,568	5,163,164	-	-	-
Mr. Tipirneni Kumar* (Ceased to be Whole Time Director from 31.08.2017 and appointed as Non-Executive Non-Independent Director from 01.09.2017)	2,029,869	786,311	-	-	30,000
Mr. Rushil C Tamboli (Appointed as Additional Director with title of Whole Time Director on 02.11.2017)	1,061,364	-	-	-	-

Annexure To The Board's Report: (Contd.)

(Amount in INR)

Name of the Director	Salary, Allowance, Perquisites and other benefits	Performance-linked Income/ Bonus / Commission Paid or Payable***	Stock Option**	Pension	Sitting Fees Paid
NON-EXECUTIVE DIRECTORS					
Mr. Rajendra V Gandhi	-	-	-	-	112,500
Mr. Apurva R Shah	-	-	-	-	90,000
Mr. Rameshchandra V Shah	-	-	-	-	112,500
Mr. Rajesh R Gandhi	-	-	-	-	180,000
Mr. Dhimant D Mehta (Appointed as Additional Independent Director on 25.07.2017)	-	-	-	-	165,000
Mrs. Manali C Tamboli	-	-	-	-	120,000

No Director is related to any other Director on the Board, except Mr. Chetan M Tamboli and Mrs. Manali C Tamboli, who are husband and wife respectively. Further Mr. Rushil C Tamboli is son of Mr. Chetan M Tamboli and Mrs. Manali C Tamboli.

* Service Contract/Notice Period/Severance Fees are as per Agreement entered with Managing Director and Whole Time Director.

**The Company is not having stock option scheme therefore the same is not applicable.

***Commission is payable to Managing Director and Whole Time Director only, as per the terms of Contract entered into between the Company and the Managing Director & Whole Time Director.

e. Pecuniary Relationship with Non-Executive Directors: None of the Non-executive Directors has any pecuniary relationship or transactions with the Company except as per requirements of Accounting Standard 18 are disclosed in the notes to accounts annexed to the financial statements.

5. **STAKEHOLDERS RELATIONSHIP COMMITTEE:** The Stakeholders Relationship Committee, amongst the areas, mentioned in Regulation 20 of the Listing Regulations and Section 178 of the Act is ensuring expeditious redressal of shareholders' and investors' complaints like non-receipt of annual report, non-receipt of share certificates upon transfer of shares, dematerialisation/re-materialisation, transfer/ transmission, split/consolidation of shares etc.

The details of Composition of the Committee are as under:

Sr. No	Name of the Directors	Category	Position in the Committee
1	Mr. Apurva R Shah	Independent Director	Chairman
2	Mr. Rajesh R Gandhi	Independent Director	Member
3	Mr. Rajendra V Gandhi	Independent Director	Member
4	Mr. Dhimant D Mehta	Independent Director	Member
5	Mr. Chetan M Tamboli	Executive Director	Member
6	Mr. Tipirneni Kumar	Non-Executive Non-Independent Director	Member

During the year under review, no meeting of the Stakeholder Relationship Committee was held as there were no material complaints or grievances received.

Mr. Chetan M Tamboli, Chairman and Managing Director, and Mr. Vishal K. Sondagar, Company Secretary, are the Compliance Officer.

The details of investors' complaints received and resolved during the Financial Year 2017-18 are as under:

No. of investors' complaints received during the Year	No. of investors' complaints Resolved during the year	Investors' complaints pending at the end of the year
1	1	Nil

6. **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:** The Corporate Social Responsibility Committee was constituted in accordance with the provisions of the Companies Act, 2013 and rules made there under. Amongst the areas, mentioned under the Companies Act, 2013, is to formulate policy and monitoring activities of Corporate Social Responsibility spending.

The terms of reference and role of the Corporate Social Responsibility Committee are as mentioned in policy formulated in line with schedule VII to the Companies Act, 2013 and Rules made thereunder, same is disclosed on the website of the Company at www.steelcast.net

Annexure To The Board's Report: (Contd.)

The details of composition of the Corporate Social Responsibility Committee meeting held during the year and attendance of members are as under:

Sr. No	Name of the Directors	Category	Position in the Committee	No. of Meetings attended out of One(1) meeting held during the year 2017-18
1	Mr. Chetan M Tamboli	Executive Director	Chairman	1
2	Mr. Rushil C Tamboli (Appointed on 02.11.2017)	Executive Director	Member	-
3	Mr. Rajendra V Gandhi	Independent Director	Member	1
4	Mrs. Manali C Tamboli	Non-Independent Non-executive Director	Member	-
5	Mr. Tipirneni Kumar	Non-Independent Non-executive Director	Member	1
6	Mr. Rameshchandra V Shah*	Independent Director (Upto 31.08.2017)	-	1
7	Mr. Apurva R Shah*	Independent Director	-	1

*Directors were members of CSR committee till August 31, 2017

During the financial year 2017-18, one meeting of the Corporate Social Responsibility Committee was held as per details given below:

Sr. No.	Date of Corporate Social Responsibility Committee Meeting	Place
1	May 22, 2017	Ahmedabad

7. **SUBSIDIARY COMPANIES:** The requirement of formulating a specific policy on dealing with material subsidiaries doesn't arise as the Company has no Subsidiary as on date.

8. **GENERAL BODY MEETINGS:**

a. Location and time where last three Annual General Meetings (AGMs) held:

Financial Year	AGM/EGM	Location	Date	Time
2016-17	AGM	Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park Bhavnagar, Gujarat	July 4, 2017	1600 Hours
2015-16	AGM	Nilambag Palace Hotel, Bhavnagar, Gujarat	August 9, 2016	1630 Hours
2014-15	AGM	Nilambag Palace Hotel, Bhavnagar, Gujarat	August 6, 2015	1600 Hours

b. Special Resolutions passed in the previous three AGM:

Financial Year	AGM held on	Special Resolutions passed
2016-17	July 4, 2017	No Special Resolution was passed.
2015-16	August 9, 2016	For increase in remuneration payable to Mr. Chetan M. Tamboli, Chairman & Managing Director
2014-15	August 6, 2015	No Special Resolution was passed.

c. Passing of Resolution by Postal Ballot: None of special resolution was passed by way of postal ballot during the financial year ended March 31, 2018. As on date, the Company does not have any proposal to pass any special resolution by way of postal ballot.

9. **DISCLOSURES:**

a. Related Party Transactions: Transactions with related parties, as per requirements of Indian Accounting Standard (Ind AS) 24 are disclosed in the notes to accounts annexed to the financial statements. All the transactions with related parties were in the ordinary course of business and on arm's length basis. In terms of Regulation 23 of Listing Regulations the Company has started obtaining prior approval of the Audit Committee for entering into any transaction with related parties. The Audit Committee granted omnibus approval for certain transactions to be entered into with the related parties, during the year. Statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis

Policy on dealing with Related Party Transactions can be viewed in the Company's website at www.steelcast.net

b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities or any matter related to capital markets during the last three years: No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the

Annexure To The Board's Report: (Contd.)

Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets in the last three years.

c. Whistleblower Policy: The Company has formulated Whistleblower Policy in conformity with the Regulation 22 of the Listing Regulation and Section 177 of the Companies Act, 2013, to provide a mechanism for directors and employees of the company to approach the Ethics Counselor/ Chairman of the Audit Committee of the Company for the purpose of dealing with instance of fraud and mismanagement, if any and also ensure that whistleblowers are protected from retribution, whether within or outside the organisation.

No personnel have been denied access to the Audit Committee, if any, during the year.

The Company's Whistleblower Policy is on the Company's website at www.steelcast.net.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Listing Regulation:

·Mandatory: During the year, the Company has fully complied with the mandatory requirements as stipulated in Listing Regulations. Further Company has disseminated report on compliance with corporate governance requirements as specified in regulation 17 to 27 and 46(2) on it's website at www.steelcast.net and also submitted with BSE.

·Non Mandatory The Company has adopted following Non-Mandatory requirements of C & E of the Non-Mandatory requirements as provided in Part E of Schedule II to the Listing Regulations and not adopted A, B & D since they are discretionary requirements.

e. Commodity Price Risk and Hedging activities: Company is a sizable user of various commodities, including base metals & others, which exposes it to the price risk on account of procurement of commodities. The company is drawing a hedging policy for activities exposed to foreign exchange fluctuations including for imports of goods.

10. **RISK MANAGEMENT:** The management of the Company has identified some of the major areas of concern having inherent risk, viz. Foreign Currency Fluctuation, Client Concentration, Technology Risks, non-compliance risk and Credit Control. The processes relating to minimising the above risks have already been put in place at different levels of management. The management of the Company reviews the risk management processes and implementation of risk mitigation plans. The processes are continuously improved. The company has drawn a Risk Management Policy and approved by Audit Committee.

11. **GENERAL CODE OF CONDUCT:** The Company has formulated and implemented a General Code of Conduct (copy available on Company's website at www.steelcast.net) for all its Directors and Senior Management of the Company in compliance with Listing Regulation. All the Board Members and Senior Management of the Company have affirmed compliance with the Said Code of Conduct for the financial year ended March 31, 2018. A declaration by the Chairman & Managing Director affirming compliance with the said Code of Conduct by Board Members and Senior Management is annexed at the end of the Report and forms part of this Report.

12. **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:** The Company adopted a Code of Fair Disclosures and Conduct for Prevention of Insider Trading duly approved by the Board of Directors of the Company on August 6, 2015, which is made available on the website of the Company at www.steelcast.net. The necessary preventive actions, including Closure of Trading Window around the time of any price sensitive events or information, are taken. All the Designated Persons have given declaration affirming compliance with the said Code for the year ended 31st March, 2018.

13. **MD/CEO & CFO CERTIFICATION:** In accordance with the requirements of Regulation 17(8) of Listing Regulation, a certificate from Managing Director and Chief Financial Officer of the Company, on the financial statements of the Company was placed before the Board in the Meeting held on May 30, 2018 and the same is annexed to this report, also forms part of this Annual Report.

14. **REPORT ON CORPORATE GOVERNANCE:** This Corporate Governance Report forms part of the Annual Report. Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated in Listing Agreement/Listing Regulation and the same is annexed to this report, also forms part of this Annual Report.

15. **MEANS OF COMMUNICATION:** The Company has a practice to publish Quarterly\Annual results in leading newspapers of the Country, namely, Financial Express (English & Gujarati), Indian Express, now in Economic Times and also to put the same on its website at www.steelcast.net. The aforesaid financial results are also disclosed on (www.bseindia.com) website of BSE Limited (BSE) where the Company's securities are listed, immediately after these are approved by the Board. Moreover, a direct communication is also made to the shareholders by the Managing Director as and when required. Further, there is separate General Shareholder Information section in this Annual Report and forms part of it.

Annexure To The Board's Report: (Contd.)

16. GENERAL SHAREHOLDERS INFORMATION:

a. Information about Annual General Meeting, Financial Year, Book Closure & Dividend Payment Date, Stock Exchanges & Stock Code:

Sr. No	Particulars	Details			
1	Financial Year: From 1s April to 31st March				
2	Annual General Meeting (as indicated in the Notice)	Date	Time	Venue	
		07.08.2018	1600 Hours	Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002	
3	Date of Book Closure (both days inclusive)	From	To	Dividend Payment Date	
		03.08.2018	07.08.2018	20.08.2018	
4	Listing on Stock Exchange (s)	Name of Stock Exchange	Stock Code	ISIN	Listing Fees paid upto
		BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	513517	INE124E01020	31st March, 2019
5	Address for Correspondence	Name of contact person	Address	Telephone	e-mail
	Mr. Vishal Sondagar (Company Secretary)		Steelcast Limited Ruvapari Road, Bhavnagar 364 005	0278-2519062	cs@steelcast.net

b. Market Price Data and Performance in comparison to broad-based indices viz., BSE Sensex: (As per records of BSE Limited in respective month of the Financial Year 2017-18)

Month	BSE(₹)		BSE Sensex	
	High	Low	High	Low
Apr, 2017	103.00	77.15	30133.35	29319.10
May, 2017	122.70	91.00	31159.40	29858.80
Jun, 2017	116.00	92.00	31311.57	30834.32
Jul, 2017	117.95	95.00	32514.94	31209.79
Aug, 2017	124.40	82.00	32575.17	31213.59
Sep, 2017	138.00	108.00	32423.76	31159.81
Oct, 2017	184.00	172.60	33266.16	31497.38
Nov, 2017	186.90	140.05	33731.19	32760.44
Dec, 2017	187.95	167.50	34056.83	32597.18
Jan, 2018	224.00	171.00	36283.25	33793.38
Feb, 2018	207.00	155.00	35906.66	33703.59
Mar, 2018	190.00	168.00	34046.94	32596.54

c. Registrar and Share Transfer Agents: MCS Share Transfer Agent Limited, 101, First Floor, Shatdal Complex, Opp: Bata Show Room, Ahmedabad 380 009. Ph.No.: 079-26581296, 079-26582878, Email Id: mcsahmd@gmail.com

d. Share Transfer System: The Company's shares being in compulsory demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar and Share Transfer Agents. In order to expedite the process, the Board of Directors has delegated the authority to it to approve the share transfer/transmission and accordingly, it approves the transfer/transmission of shares as and when require. The share transfer process is reviewed and noted by the Board/ Committee.

e. Distribution of shareholding as on 31st March, 2018:

No of equity shares	No of share-holders	% of share-holders	No of shares held	% of share-holding
1 to 500	3044	73.07	776642	3.83
501 to 1000	387	9.29	322065	1.59
1001 to 2000	251	6.02	384017	1.90
2001 to 3000	115	2.76	293656	1.45
3001 to 4000	79	1.90	283933	1.40
4001 to 5000	51	1.22	238513	1.17
5001 to 10000	114	2.74	854035	4.21
10001 to 50000	79	1.90	1773708	8.76
50001 to 100000	23	0.55	1869022	9.23
100001 & above	23	0.55	13444409	66.42
Total	4,166	100.00	20,240,000	100.00

Annexure To The Board's Report: (Contd.)

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2018:

Sr. No.	Category of shareholder	Number of Share-holders	Number of shares held	Number of shares held in dematerialised form	% of shareholding	% of shareholders
1.0	**SHAREHOLDING OF PROMOTER AND PROMOTER GROUP**	**6**	**9,268,040**	**9,268,040**	**45.79**	**0.14**
2.0	**PUBLIC SHAREHOLDING**					
2.1	Institutions-FPI	2	1400	1000	0.01	0.05
2.2	Central government / IEPF Suspense Account	1	137,540	137,540	0.68	0.01
2.3	Bodies Corporate	124	1,704,953	1,652,553	8.16	2.97
2.4	Individuals	3,709	6,699,951	6,406,447	33.10	89.03
2.5	NRI	192	1,403,635	1,285,235	6.93	4.61
2.6	Foreign Company	1	400,000	-	1.98	0.01
2.7	HUF	131	624,481	624,081	3.08	3.14
Total Public Shareholding		**4,160**	**10,971,960**	**10,106,856**	**54.21**	**99.86**
Grand Total (1.0) + (2.0)		**4,166**	**20,240,000**	**19,374,896**	**100.00**	**100.00**

f. Dematerialisation of Shares and Liquidity: The equity shares of the Company are available in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd., (CDSL). The Company's equity shares are traded compulsorily in the dematerialised form. As on date, out of 20,240,000 equity shares of the Company, 19,374,896 equity shares have been dematerialised, representing 95.73% of the total number of shares.

Your company confirms that the promoters' holdings were converted into dematerialised form and the same is in line with the circulars issued by SEBI.

Shareholders who are still holding shares in physical form are requested to dematerialise their shares at the earliest. This will be necessary and also be advantageous to deal in securities. For queries / clarification / assistance, shareholders are advised to approach the Company's Registrar and Share Transfer Agents.

g. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity: As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

h. Plant Locations: The Company's plant is only located at Ruvapari Road, Bhavnagar, Gujarat 364005.

i. Commodity Price Risk/Foreign Exchange Risk and Hedging Activities: Company is exposed to foreign exchange risk on account of import and export transactions entered into. Also it is a sisable user of various commodities, including base metals, which exposes it to price risk on account of procurement of commodities. The Company has not done any hedging during the year.

j. Disclosure with respect to demat suspense account/ unclaimed suspense account of shares: As on date, 137,540 shares have been transferred to Investor Education Fund Suspense Account.

Pursuant to Section 124 & 125 of the Companies Act 2013 read with the Investor Education and Protection Fund Authority(Accounting Audit Transfer and Refund) Rules,2016 ('the Rules") notified by the Ministry of Corporate Affairs, New Delhi, The Rules, inter alia, provide for transfer of all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years, to the Investor Education Protection Fund (IEPF) set up by the Central Government.

All shareholders are requested to claim their unclaimed dividend for financial year 2010-11 before September 2018 as the same is due to transfer to Investor Education Protection Fund in the month of September 2018. The shares of shareholders will also get transferred to IEPF Suspense Account maintained by Central Government if the shareholder had not claimed dividend on their shares for seven consecutive years.

k. Discretionary Requirements:

➢ The position of the Chairman and Managing Director are not separate.

➢ The Company does not maintain a separate office for the Non-Executive Chairman as Chairman and Managing Director is the same person.

Annexure To The Board's Report: (Contd.)

- The quarterly financial results are published in the newspapers of wide circulation and are not sent to individual shareholders. Further, the financial results are available on the website of the Company and of the Stock Exchange where the shares of the Company are listed, i.e. BSE Ltd.
- The Auditors' Opinion on the Financial Statements is unmodified.
- Internal Auditor reports to the Audit Committee.

l. Disclosure of the Compliance with Corporate Governance requirement as specified in Listing Regulation: During the Financial Year under review, SEBI issued new Listing Regulations viz., Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 which is effective from December 1, 2015. As required under the said Regulations, the Company has complied the following requirements:

a. Adopted Policy on Preservation of Documents and Policy on Materiality of Event/Information,

b. Executed fresh Listing Agreements with BSE Limited.

Further the Company affirms that all the requirements applicable under the Listing Agreement (valid upto November 30, 2015) and Listing Regulations (effective from December 1, 2015) are complied with. Company has also disseminated, report on compliance with corporate governance requirements as specified in Listing Agreement (valid upto November 30, 2015) and regulation 17 to 27 and 46(2) of Listing Regulation (effective from December 1, 2015), on it's website at www.steelcast.net, and also submitted with BSE.

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

Place: Bhavnagar **(Chetan M Tamboli)**

Date: May 30, 2018 CHAIRMAN & MANAGING DIRECTOR

Annexure To The Board's Report: (Contd.)

DECLARATION OF COMPLIANCE WITH THE GENERAL CODE OF CONDUCT OF THE COMPANY

In the above regard as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I declare as follows:

1. The Company does have a General Code of Conduct approved by its Board of Directors, which is posted on its website www.steelcast.net

2. All the members of the Board of Directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the said Code of Conduct for the financial year ended 31st March, 2018.

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

Place: Bhavnagar

(Chetan M Tamboli)

Date : May 30, 2018

CHAIRMAN & MANAGING DIRECTOR

MD/CEO & CFO CERTIFICATION

To

The Board of Directors,

STEELCAST LIMITED,

We certify that:

a. We have reviewed financial statements and the cash flow statement of Steelcast Limited for the year ended March 31, 2018 and that to the best of our knowledge and belief:

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

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

b. To the best of our knowledge and belief, no transactions entered into by the Company during the years which are fraudulent, illegal or violative of the Code of Conduct of the Company.

c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the Company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting;

d. We have indicated to the auditors and the Audit Committee that there are:

   (i) no significant changes in internal control over financial reporting during the year;

   (ii) no significant changes in accounting policies during the year and

   (iii) no instances of 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 systems over financial reporting.

(Chetan M Tamboli)
CHAIRMAN & MANAGING DIRECTOR

(Subhash R. Sharma)
CHIEF FINANCIAL OFFICER

Place: Bhavnagar
Date : May 30, 2018

Annexure- H To The Board's Report:

AUDITORS' CERTIFICATE

ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015)

To,

The members of

Steelcast Limited

We have examined the compliance of conditions of Corporate Governance by Steelcast Limited for the year ended on March 31, 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 the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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 S M & Co,**
Chartered Accountants
FRN : 129198W
CA SARJU S. MEHTA
Partner
M. N. 106804

Place: Bhavnagar
Date : May 30, 2018

Annexure- I To The Board's Report:

MANAGEMENT DISCUSSION AND ANALYSIS

Company overview

teelcast Ltd is a well-known name in the Steel & Alloy Steel castings industry. It manufactures casting products using No Bake and Shell Molding processes. These products are largely built for Earth moving, and construction equipment manufacturers. Over the years, the Company was largely dependent on the Mining Equipment segment for its revenues. However, in a bid to reduce the sector dependency, the Company diversified across different sectors and has achieved a significant turnaround during the year. The company currently caters to sectors like earth moving equipment, mining & mineral processing, railways, steel plants, cement, locomotive, Defense & Ground Engaging Tools for the Mining Industry in the replacement market.

Industry structure and developments

During FY 2017-18, we witnessed several significant industry and corresponding business developments across our business segments.

Mining Equipment:

Domestic orders:

Due to upturn in this segment after steep downturn since last 4 years the sales were ₹ 47.37 Crores for 2017-18, compared to ₹ 31.49 Crores in 2016-17.

Going forward, the domestic requirements are expected witness more than double digit growth in 2018-19.

Export Orders:

The upturn in this segment and higher growth trajectory were witnessed leading to sales of ₹ 112.18 Crores in 2017-18 against sales of ₹ 56.10 Crores in 2016-17.

The increment in sales was largely driven by higher excavator production, increase in spares orders and inclusion of new parts developed in schedules.

Going forward, the export requirements are expected witness more than double digit growth in 2018-19.

Construction Equipment:

This segment contributed Rs 25.94 Crores sales in 2017-18 as against ₹ 19.67 Crores in 2016-17. The increment in sales was largely owing to new developed parts and increased volumes for Backhoe and Excavator build. Both these parts are expected to witness 15% growth going forward.

Locomotives:

This segment contributed Rs 12.98 Crores worth of sales in 2017-18 as against Rs 11.29 Crores in 2016-17. During the year, we received approval from a USA customer for supplying Finish Machined components. The Indian arm of the USA customer has further shortlisted for supplying components for India Loco project and have signed a contract for supply for the next 10 years.

Ground Engaging Tools (GETS):

In this segment the company has developed 58 parts mainly for exports. Once approved we expect serial orders to start.

US Railroad Industry:

Requirements form this segment were very sluggish during the year. This may continue in 2018 as Well. The Company plans to renew the Association of American Railroad (AAR) certification, which was valid till 2015. The market report says that Steel castings requirements for US Railroad Industry will see an upturn from 2019 onwards.

Indian Defense:

We are developing Tank parts and Aerial Bombs for Indian Defense. Samples have been submitted and we expect sales in FY 2018-19 onwards.

Industry opportunities and outlook:

The Indian economy has been progressing well despite temporary hiccups like demonetisation and GST implementation. The country has once again gained back the status of fastest growing economy globally. With initiative like Make in India and budget allocation towards country's infrastructural development, the direct impact will be on the core sectors like steel, cement and mining. These will further drive equipment demand from these segments. Entry of worlds' leading Defence manufacturing companies partnering local players, shall further drive business opportunities.

FINANCIAL PERFORMANCE SNAPSHOT:

(₹ in Lacs)

Particulars	2017-18*	2016-17*
Sales/Income from Operations	23,339.46	14,145.10
Other Income	172.61	37.31
Sub-Total	**23,512.07**	**14,182.41**
Total Expenditure (before Interest & Depreciation)	19,035.34	11,665.58
Operating Profit (EBIDTA)	4,476.74	2,614.98
Operating Margin %	19.18%	18.49%
Profit/(loss) After Tax	2075.18	298.09
Return on Capital Employed % (EBIT)		

Annexure- I To The Board's Report:

(₹ in Lacs)

Particulars	2017-18*	2016-17*
(ROCE=Total Equity + LT Borrowings)	25.93%	12.28%
No. of months Receivables (Receivables/Sales*12)	2.71	3.18
Current Ratio (Current Assets/Current Liabilities)	0.97	0.93
Borrowings: Equity ratio (TL/Equity)	0.25	0.58
Production (in MT)	12,684	7,008

*Figures restated as and where necessary as per Ind AS.

Quality:

As a company policy, we are committed to total customer satisfaction both in terms of quality and services in a healthy, safe & environmentally responsible manner. The Company is committed to:

- Deliver goods with excellent performance and at reasonable price
- Comply with applicable legal & other requirements
- Adopt programs for prevention of pollution, improving health & safety performance, resource conservation and waste reduction
- Continual improvement in our quality, environmental and occupational health & safety performance through efficient systems and procedures

We encourage teamwork, co-operation, education and training of all our people to fulfil our commitment to quality, environmental and OH&S management system in our operations.

During 2017-18, we undertook following initiatives to further strengthen our quality parameters:

(a) Appointed a dedicated team to reduce Internal rejects.

(b) Set up a special task force to work on 'Defect mapping' on specific products having cost of poor quality (internal + external)

(c) Developed knowledge-skill matrix for all employees and imparted training accordingly

(d) Detected sub-surface defects through special technique by using special Tools under Ultrasonic Test (UT) developed on complex geometry of castings.

(e) Commissioned CMM (Coordinate Measuring Machine) to measure machined component dimensions to highest level of accuracy.

Research and Development :

Since 1976, the Company's in-house R&D is recognised by DSIR (Department of Scientific and Industrial Research). The Company is involved in manufacturing high quality products through R&D activities across product development, technology upgradations and process improvements. The R&D team has hands-on foundry experience that combine with in-depth knowledge of latest metallurgy & foundry technology. The department is equipped with state-of-the-art equipment with digital calculations to monitor mechanical & chemical testing results having NABL Accreditation. A modern version of software for methoding is utilised with expert engineers. Dedicated sets of equipment are installed to carry out testing of different sands including resin Coated & No-Bake sands and test critical parameters of quenching media (Water & Polymer). A Strong sub-section in R&D allows us to do conduct complete failure analysis and give latest technical inputs.

Our constant efforts on R&D have allowed us to maintain ever -increasing demand of high-end products by global customers, especially in the high strength materials. Our initiatives have helped us get orders for items requiring import substitution with international specifications through pilot batches mechanism followed by bulk orders.

Going ahead, the Company will further undertake the following R&D strengthening initiatives:

a) Implement 'Built in Quality' mechanism to meet zero defect and zero-rework at customer end

b) Absorb latest technology for process and material development to cater defence product requirements

c) Develop specific knowledge-skill matrix for specific set of people to meet value addition in product & processes

d) Derive benefits out of the improvised launch of CIP (Continuous Improvement Plan) to get innovative ideas from employees

e) To achieve Mechanical properties on bigger sizes of test blocks.

f) Assess liquid metal cleanness with respect to non-metallic inclusions & gases content

g) Develop high hardness & high impact strength at sub-zero temperature for special Mining products.

Human resources and industrial relations:

The human resource philosophy and strategy of your Company have been designed to attract and retain the best talent, creating a workplace environment that keeps employees engaged, motivated and encourages innovation. Your Company has fostered a culture that rewards continuous learning, collaboration and development, making it future ready with respect to the challenges posed by ever- changing market realities. Employees are your Company's most valuable asset and your Company's processes are designed to empower employees and support creative approaches in order to create enduring value. Your Company maintains a cordial relationship with its employees. Its emphasis on safe work practices and productivity improvement is unrelenting. Your Company employs more than 1300 employees, directly and indirectly.

The Company is conscious of its strong corporate reputation and the positive role it can play by focusing on "EHS" aspects. Towards this, the Company has set very exacting standards in "EHS" management. The Company recognises the importance of "EHS" aspects in its operations and has established comprehensive indicators to track performance in these areas. The Company values the safety of its employees and constantly raises the bar in ensuring a safe work place.

Risk Management :

The Company recognises that every business has its inherent risks and it is required to possess a proactive approach to identify and mitigate them . Your Company has embedded an efficient organisational risk management framework, which regularly scans all possible internal and external environment to identify risks, decide on possible mitigation plans and incorporate them in its strategic plans. Some of the key risks include industry risk, foreign currency fluctuation, client concentration, technology risks and financial risk. The processes relating to minimising of the above risks have already been put in place at different levels of management. The risk mitigation plans are regularly monitored and reviewed by the Management and Audit Committee of your Company.

CAUTIONARY STATEMENT: Statement in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand and supply conditions, finished goods prices, input materials availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent development, information or events or otherwise.

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

Place: Bhavnagar **(Chetan M Tamboli)**

Date: May 30, 2018 CHAIRMAN & MANAGING DIRECTOR

Independent Auditors' Report

To

The Members of

STEELCAST LIMITED

REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

We have audited the accompanying standalone Ind AS financial statements of STEELCAST LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and 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.

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 financial position, 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 (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

In 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 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 obtained by us 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, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

OTHER MATTERS

(a) The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these standalone Ind AS financial statements, are based on the statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended March 31, 2017 and March 31, 2016 dated 22.05.2017 and 30.05.2016 respectively expressed an unmodified opinion on those standalone financial statements, and have been restated to comply with Ind AS. Adjustments made to the previously issued said financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS have been audited by us.

Our opinion on the standalone financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of these matters.

Independent Auditors' Report (Contd.)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 A".

   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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position except those stated under note no. 40(c) - Contingent Liabilities.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent possible.

For **S S M & Co**
Chartered Accountants
FRN : 129198W

CA Sarju S. Mehta
Partner
M. N. 106804

Place: Bhavnagar
Date: May 30, 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 OVER FINANCIAL REPORTING 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 Steelcast Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that -

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of

financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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.

For **S S M & CO**
Chartered Accountants
FRN : 129198W

CA Sarju S. Mehta
Partner
M. No. 106804

Place: Bhavnagar
Date: May 30, 2018

Annexure – B to the Independent Auditors' Report

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

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1 **IN RESPECT OF FIXED ASSETS:**

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

b. The fixed assets were physically verified by the management at reasonable intervals having regard to the size of the company, in a phased manner in accordance with a programme of physical verification. As informed, no material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and based on the records of the company examined by us, the title deeds of immovable properties are held in the name of the Company.

2 The inventories were physically verified by the management at reasonable intervals during the year. As informed to us, no material discrepancies were noticed on such physical verification carried out by the Company.

3 The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.

4 The Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security, to the extent applicable.

5 The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.

6 We have broadly reviewed the cost records maintained by the Company pursuant to Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7 **IN RESPECT OF STATUTORY AND OTHER DUES:**

a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and other statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable.

b. There are no amounts outstanding, which have not been deposited on account of dispute except for the following:

Nature of Payment	Financial Year	Amount	Forum where dispute is pending
Income Tax	2005-2006	Tax amount ₹ 562,086	The Assistant Commissioner of Income Tax

8 The Company has not defaulted in repayment of loans or borrowing to banks and financial institution. The Company has not obtained any borrowings government or by way of debentures.

9 Terms loans obtained by the Company have been applied for the purpose for which they were obtained. The Company has not raised any money, during the year, by way of public offer (including debt instruments).

10 To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company or on the Company by its officers or employees was noticed or reported during the year.

11 In our opinion and according to the information and explanations given to us, managerial remuneration paid or provided by the Company during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

12 Since the Company is not a Nidhi Company, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13 In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the financial statements as required by the applicable accounting standards.

14 The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

15 In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16 The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **S S M & CO**
Chartered Accountants
FRN : 129198W

CA Sarju S. Mehta
Partner
M. No. 106804

Place: Bhavnagar
Date: May 30, 2018

Balance Sheet as at March 31, 2018

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
Non-current assets				
Property, plant and equipment	3	12,007.86	12,340.67	13,208.37
Capital work-in-progress	3	228.10	51.69	13.70
Intangible assets	4	288.31	187.17	102.54
Financial assets				
Investments	5	9.52	12.82	23.63
Non current: Loans	6	28.74	13.30	3.98
Non-current tax assets (net)	7	47.94	88.05	131.69
Other non current assets	8	53.52	567.07	573.95
Total non current assets		**12,663.99**	**13,260.78**	**14,057.85**
Current assets				
Inventories	9	4,042.80	2,474.96	1,901.61
Financial assets				
Trade receivables	10	5,279.42	3,452.73	3,627.23
Cash and cash equivalents	11	48.49	63.23	681.82
Other bank balances	12	99.07	120.71	138.23
Loans	13	20.18	27.81	7.71
Other financial assets	14	-	1.08	-
Other current assets	15	2,082.17	1,651.67	1,449.91
Total		**11,572.12**	**7,792.19**	**7,806.51**
Assets classified as held for sale	16	125.50	-	84.83
Total current assets		**11,697.63**	**7,792.19**	**7,891.34**
Total assets		**24,361.62**	**21,052.97**	**21,949.20**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	17	1,012.00	1,012.00	1,012.00
Other equity	18	8,321.06	6,392.04	6,093.95
Total equity		**9,333.06**	**7,404.04**	**7,105.95**
Non-current liabilities				
Financial liabilities				
Borrowings	19	1,407.53	2,555.81	3,236.73
Provisions	20	214.14	161.04	95.37
Deferred tax liabilities (net)	21	183.89	751.66	630.61
Other non-current liabilities	22	1,137.24	1,461.24	1,753.27
Total non current liabilities		**2,942.81**	**4,929.75**	**5,715.97**
Current liabilities				
Financial liabilities				
Borrowings	23	7,041.10	4,919.35	5,553.15
Trade Payable	24	2,972.46	1,439.53	868.01
Other financial liabilities	25	1,473.11	1,853.82	2,310.37
Provision	26	95.07	76.68	73.08
Other current liabilities	27	466.31	429.80	317.67
Total		**12,048.05**	**8,719.18**	**9,122.28**
Liabilities directly associated with assets classified as held for sale	28	37.70	-	5.00
Total current liabilities		**12,085.75**	**8,719.18**	**9,127.28**
Total liabilities		**15,028.55**	**13,648.93**	**14,843.25**
Total equity and liabilities		**24,361.62**	**21,052.97**	**21,949.20**

As per our report of even date

For **S S M & CO**
Chartered Accountants
FRN : 129198W
CA Sarju S. Mehta
Partner
M. No. 106804

Place: Bhavnagar
Date: May 30, 2018

For **STEELCAST LIMITED**

Vishal Sondagar
Company Secretary

Subhash Sharma
Chief Financial Officer

For and on Behalf of the Board of Directors

Rushil C Tamboli
Whole Time Director

Chetan M Tamboli
Chairman & Managing Director

Statement of Profit & Loss for the year ended March 31, 2018

(₹ in Lacs)

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
INCOME:			
Revenue from operations	29	23,339.46	14,145.10
Other income	30	172.61	37.31
Total income		**23,512.07**	**14,182.41**
EXPENSES:			
Cost of materials consumed	31	5,470.12	2,506.47
Changes in Inventories of finished goods and work-in-progress	32	(1,239.94)	(485.62)
Excise duty		215.14	749.95
Employee benefits expense	33	2,013.27	1,526.10
Finance costs	34	1,096.59	984.32
Depreciation and amortisation expense		1,481.92	1,209.42
Other expenses	35	12,576.75	7,359.67
Total Expenses		**21,613.85**	**13,850.32**
Profit / (Loss) before exceptional items and tax		1,898.22	332.09
Exceptional Items	36	-	89.15
Profit/(loss) before tax		1,898.22	421.24
TAX EXPENSES			
Current Tax		378.88	1.78
MAT Credit Entitlement		(378.88)	(1.78)
Short / (Excess) provision of tax of earlier years		(2.33)	1.36
Deferred Tax		(185.26)	122.69
Profit / (Loss) for the year		**2,085.82**	**297.19**
Other Comprehensive Income:			
Items that will not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit plans		(15.64)	0.41
Income tax effect		5.41	(0.14)
Net gain / (loss) on FVTOCI equity instruments		(0.41)	0.63
Income tax effect		-	-
Total other comprehensive income for the year, net of tax		**(10.63)**	**0.90**
Total comprehensive income for the year (Comprising profit and other comprehensive income for the year)		**2,075.18**	**298.09**
Earnings per equity share:			
Face value per Equity Share		**5.00**	5.00
Basic and diluted earnings per share (₹)	37	**10.31**	1.47

As per our report of even date

For **S S M & CO**
Chartered Accountants
FRN : 129198W
CA Sarju S. Mehta
Partner
M. No. 106804

Place: Bhavnagar
Date: May 30, 2018

For **STEELCAST LIMITED**

Vishal Sondagar
Company Secretary

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Chief Financial Officer

For and on Behalf of the Board of Directors

Rushil C Tamboli
Whole Time Director

Chetan M Tamboli
Chairman & Managing Director

Statement of Cash Flow for the year ended March 31, 2018

(₹ in Lacs)

	Particulars	March 31, 2018			March 31, 2017		
A	**CASH FLOW FROM OPERATING ACTIVITIES :**						
	Net Profit before Taxation		1,898.23			421.23	
	Adjustments for -						
	Depreciation	1,481.92			1,209.42		
	(Profit) /loss on sale of Fixed Assets	(13.34)			(109.98)		
	Dividend	(0.02)			(0.02)		
	Interest expense(net)	745.82	2,214.37		896.07	1,995.49	
	Operating Profit Before Working Capital Changes		**4,112.60**			**2,416.73**	
	Adjustments for -						
	(Increase)/Decrease in Trade Receivables	(1,826.69)			174.50		
	(Increase)/Decrease in Inventories	(1,567.84)			(573.35)		
	(Increase)/Decrease in Loans& advances, other financial and non financial assets	13.06			(116.59)		
	Increase/(Decrease) in Trade payables, other financial and non financial liabilities and provisions	735.33			127.46		
			(2,646.14)			**(387.99)**	
	Cash Generated From Operations		1,466.46			2,028.74	
	Direct Taxes (Payment)/Refund	(149.40)	(149.40)		(82.20)	(82.20)	
	NET CASH FROM OPERATING ACTIVITIES			**1,317.06**			**1,946.54**
B	**CASH FLOW FROM INVESTING ACTIVITIES :**						
	Purchase of Fixed Assets		(1,485.11)			(583.58)	
	Purchase/(Sale) of Investments		-			-	
	Sale of Fixed Assets (including held for sale)		71.80			229.21	
	Interest received		124.21			16.13	
	Dividend received		0.02			0.02	
	NET CASH FROM INVESTING ACTIVITIES			**(1,289.08)**			**(338.22)**
C	**CASH FLOW FROM FINANCING ACTIVITIES :**						
	Proceeds/(Repayment) from Long Term Borrowings(net)		(1,148.27)			(680.93)	
	Interest paid		(870.03)			(912.20)	
	Dividend paid		(146.16)			-	
	NET CASH USED IN FINANCING ACTIVITIES			**(2,164.46)**			**(1,593.13)**
	NET INCREASE IN CASH AND CASH EQUIVALENTS			**(2,136.48)**			**15.20**
	Cash and Cash Equivalents as at beginning of the year			(4,856.13)			(4,871.33)
	Cash and Cash Equivalents as at end of the year			**(6,992.61)**			**(4,856.13)**

Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following:

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Cash and cash equivalents (Note 11)	48.49	63.23	681.82
Working capital finance from banks (Note 23)	7,041.10	4,919.35	5,553.15
Balance as per cash flow statement	**(6,992.61)**	**(4,856.13)**	**(4,871.33)**

As per our report of even date

For **S S M & CO**
Chartered Accountants
FRN : 129198W
CA Sarju S. Mehta
Partner
M. No. 106804

Place: Bhavnagar
Date: May 30, 2018

For **STEELCAST LIMITED**

Vishal Sondagar
Company Secretary

Subhash Sharma
Chief Financial Officer

For and on Behalf of the Board of Directors

Rushil C Tamboli
Whole Time Director

Chetan M Tamboli
Chairman & Managing Director

Statement of Changes in Equity for the year ended March 31, 2018

A EQUITY SHARE CAPITAL:

(₹ in Lacs)

As at April 1, 2016	1,012.00
Changes in equity share capital	-
At March 31, 2017	1,012.00
Changes in equity share capital	-
At March 31, 2018	**1,012.00**

B OTHER EQUITY

(₹ in Lacs)

Particulars	Reserves & Surplus				Total other equity
	Securities premium account	Capital reserve	General reserve	Retained earnings	
As at April 1, 2016	**1,916.18**	**4.67**	**5,797.79**	**(1,624.68)**	**6,093.95**
Net Profit for the period	-	-	-	297.19	297.19
Other comprehensive income	-	-	-	0.90	0.90
Total comprehensive income	**-**	**-**	**-**	**298.09**	**298.09**
As at March 31, 2017	**1,916.18**	**4.67**	**5,797.79**	**(1,326.59)**	**6,392.04**
Net Profit for the period	-	-	-	2,085.82	2,085.82
Other comprehensive income	-	-	-	(10.63)	(10.63)
Total comprehensive income	**-**	**-**	**-**	**2,075.18**	**2,075.18**
Final dividend	-	-	-	(121.44)	(121.44)
Dividend distribution tax	-	-	-	(24.72)	(24.72)
As at March 31, 2018	**1,916.18**	**4.67**	**5,797.79**	**602.43**	**8,321.06**

Notes to the financial statements for the year ended March 31, 2018

NOTE: 1 CORPORATE INFORMATION

The financial statements are of Steelcast Limited ('the Company') for the year ended March 31, 2018. The Company was incorporated on 11.02.1972. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company is engaged in casting manufacturing business.

The registered office of the Company is located at Ruvapari Road, Bhavnagar, Gujarat – 364005.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 30, 2018.

NOTE: 2 BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). For all periods up to and including the year ended March 31, 2017, the Company has prepared these financial statements in accordance with the recognition and measurement principles laid down in the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first financial statements which the Company has prepared in accordance with Ind AS. Refer Note no. 48 on how the Company adopted Ind AS.

The financial statements have been prepared on an accrual basis and under the historical cost convention basis except for the following:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Defined benefit plans – plan assets measured at fair value.

1.1 Summary of significant accounting policies

a. Current versus non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is expected to be realised within 12 months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

a) it is expected to be settled in the Company's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is due to be settled within 12 months after the reporting date; or

d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating cycle

Based on the nature of services and the normal time between the acquisition of assets and their realisation into cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

b. Property, Plant and Equipment

Property, plant and equipment, capital work in progress are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price net of refundable taxes and any attributable cost of bringing the asset to its working condition for its intended use and initial estimate of decommissioning, restoring and similar liabilities. Borrowing costs relating to acquisition of property, plant and equipment which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Subsequent expenditure is capitalised only when it is probable that the future economic benefits of the expenditure will flow to the Company. When significant

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalised at cost and depreciation over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the assets and has useful life that is materially different from that of the remaining asset.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Further, the Company has elected to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. As per previous GAAP, exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset is adjusted to the cost of the asset and depreciates the same over the remaining life of the asset. Exchange differences adjusted to the cost of property, plant and equipment are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

c. Depreciation on property, plant and equipment

Depreciation is provided on Straight Line Method in the manner specified in the Schedule II in accordance with the provisions of section 123(2) of the Companies Act, 2013. The identified components are depreciated over their useful lives; the remaining assets are depreciated over the life of the principal assets.

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.

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Software is amortised using the straight-line method over a period of 6 years. The amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the intangible assets.

e. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

f. Leases

Company as a lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

g. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on the following basis:

- Raw materials and stores and spares – on a weighted average method basis;
- Finished and semi-finished goods – at material cost plus direct expenses and appropriate value of overheads; cost of finished goods includes excise duty.

h. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Revenue from sale of goods is recognised when significant risks and rewards of ownership are passed to the buyer, which generally coincides with dispatch of goods. Goods and Service Tax, Sales taxes and value added taxes, wherever applicable, are collected on behalf of the Government and therefore, excluded from the revenue.

Income from export incentives under various schemes notified by government is accounted on accrual basis.

The Company does not accrue interest on long-term advances received from customers towards supply of goods or services.

i. Research & Development

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when the Company can demonstrate all the following:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete the asset
- Its ability to use or sell the asset
- How the asset will generate future economic benefits
- How the assets will generate future economic benefits
- The availability of adequate resources to complete the development and to use or sell the asset
- The liability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised on a straight-line basis over the period of expected future benefit from the related project. Amortisation is recognised in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

Revenue expenditure on Research & Development is charged to the statement of profit and loss for the year in which it is incurred. Capital expenditure on Research & Development is shown as an addition to property, plant and equipment and depreciated on the same basis as other assets.

j. Foreign currency transactions

Initial Recognition

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

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Transition to Ind AS

The Company has elected to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. As per previous GAAP, exchange differences arising on long-term foreign currency monetary items related to acquisition of property, plant and equipment are capitalised and depreciated over the remaining useful life of the asset. Exchange differences for this purpose, are total differences arising on long-term foreign currency monetary items for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

k. Employee benefits

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered by employees is recognised during the period when the employee renders the service.

Post-employment benefit plans

i. Defined Contribution Plan: Contribution for provident fund are accrued in accordance with applicable statutes and deposited with the Regional Provident Fund Commissioner. Contribution for Superannuation in respect of certain employees of the Company is made in accordance with the scheme with Life Insurance Corporation of India.

ii. Defined Benefit Plan: The liability in respect of gratuity is determined using Projected Unit Credit Method with actuarial valuation carried out as at balance sheet date. Contributions in respect of gratuity are made to the Group Gratuity Scheme with Life Insurance Corporation of India. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

   a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

   b. Net interest expense or income

   Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Other long-term employee benefits

Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per Projected Unit Credit method. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

l. Borrowing costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

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 respective asset. All other borrowing costs are expensed in the period they occur.

m. Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

· When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax asset is reviewed as at each balance sheet date and written down or written up to reflect whether taxable profit will be available or not.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

n. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value in case of equity investments which are not held for trading. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement⊠ and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets which are measured at amortised cost or FVOCI.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss (P&L). This amount is reflected in a separate line in the P&L as an impairment gain or loss.

For financial assets measured as at amortised cost, ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

iii. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

iv. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

p. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

· In the principal market for the asset or liability, or

· In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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:

· 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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

q. Earnings per share (EPS)

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

r. Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

s. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

3 PROPERTY, PLANT AND EQUIPMENT & CAPITAL WORK-IN-PROGRESS

(₹ in Lacs)

Particulars	Freehold land	Leasehold land	Buildings	Plant & machinery	Vehicles	Vehicles on finance lease	Furniture & fixture	Office equipment	Total	Capital Work in Progress
Cost or deemed cost (gross carrying amount)										
As at April 1, 2016	608.91	436.80	3,244.95	8,769.44	43.07	-	73.55	31.65	13,208.37	13.70
Additions	-	-	4.96	368.91	37.45	-	1.35	12.42	425.09	51.69
Deductions	-	-	111.23	4.04	6.19	-	-	0.15	121.62	13.70
Exchange differences capitalised	-	-	-	2.10	-	-	-	-	2.10	-
As at March 31, 2017	**608.91**	**436.80**	**3,138.67**	**9,136.41**	**74.33**	**-**	**74.90**	**43.91**	**13,513.93**	**51.69**
Additions	23.60	6.52	136.83	1,041.65	4.05	43.23	4.00	13.41	1,273.29	228.10
Deductions	-	-	48.75	1.91	13.38	-	-	0.41	64.44	51.69
Deduction of Assets classified as held for sale	-	-	148.47	-	-	-	-	-	148.47	-
Exchange differences capitalised	-	-	-	1.43	-	-	-	-	1.43	-
As at March 31, 2018	**632.51**	**443.32**	**3,078.28**	**10,177.58**	**65.01**	**43.23**	**78.90**	**56.92**	**14,575.74**	**228.10**
Accumulated depreciation and impairment losses									-	-
As at April 1, 2016	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	17.40	119.49	1,003.84	10.69	-	10.57	13.68	1,175.66	-
Deductions	-	-	1.66	0.41	0.25	-	-	0.07	2.39	-
As at March 31, 2017	**-**	**17.40**	**117.83**	**1,003.43**	**10.44**	**-**	**10.57**	**13.61**	**1,173.27**	**-**
Depreciation for the year	-	21.11	116.30	1,249.54	11.09	2.25	11.65	11.63	1,423.57	-
Deductions	-	-	1.36	0.01	4.49	-	-	0.12	5.98	-
Depreciation of Assets classified as held for sale	-	-	22.97	-	-	-	-	-	22.97	
As at March 31, 2018	**-**	**38.51**	**209.79**	**2,252.96**	**17.04**	**2.25**	**22.22**	**25.11**	**2,567.89**	**-**
Net Block										
As at March 31, 2018	**632.51**	**404.81**	**2,868.49**	**7,924.62**	**47.97**	**40.98**	**56.68**	**31.80**	**12,007.86**	**228.10**
As at March 31, 2017	**608.91**	**419.40**	**3,020.84**	**8,132.98**	**63.89**	**-**	**64.33**	**30.31**	**12,340.67**	**51.69**
As at April 1, 2016	**608.91**	**436.80**	**3,244.95**	**8,769.44**	**43.07**	**-**	**73.55**	**31.65**	**13,208.37**	**13.70**

a. For property plant & equipment and capital work-in-progress existing as on April 1, 2016 i.e. the date of transition to Ind AS, the Company has used Indian GAAP carrying value as deemed cost.

b. All term loans from banks and financial institutions are secured against first pari pasu charge on gross block of the fixed assets. Working capital finance taken from banks are also secured by way of second charge on gross block of fixed assets.

c. Vehicles on finance lease are hypothecated as security towards the finance lease obligation.

d. The Company has also received long-term advance from one of the customer. The said advance is secured against plant and machinery purchased from such advance.

e. The Capital work in progress includes plant and machinery in process of instalation and commissioning as on March 31, 2018.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

4 INTANGIBLE ASSETS

(₹ in Lacs)

Cost or deemed cost (gross carrying amount)	Software
As at April 1, 2016	102.54
Additions	118.40
Deductions	-
As at March 31, 2017	**220.93**
Additions	159.49
Deductions	
As at March 31, 2018	**380.42**
Accumulated amortisation and impairment losses	
As at April 1, 2016	-
Depreciation for the year	33.76
Deductions	-
As at March 31, 2017	**33.76**
Depreciation for the year	58.35
Deductions	
As at March 31, 2018	**92.11**
Net Block	
As at March 31, 2018	**288.31**
As at March 31, 2017	**187.17**
As at April 1, 2016	**102.54**

For intangible assets existing as on April 1, 2016 i.e. the date of transition to Ind AS, the Company has used Indian GAAP carrying value as deemed cost.

5 INVESTMENTS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Investment in equity instruments (Quoted)			
4,000 Equity shares of Electrosteel Castings Limited of ₹1 each	0.98	1.38	0.76
Investment in partnership firm (Unquoted)			
Capital contribution in Steelcast LLC - USA US $ 5,000	-	11.44	22.88
Investment in Gold Soverien Bond	8.55	-	-
	9.52	**12.82**	**23.63**

6 NON CURRENT: LOANS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured considered good			
Loans to employees	10.00	0.22	1.17
Security deposits	18.74	13.08	2.82
	28.74	**13.30**	**3.98**

7 NON-CURRENT TAX ASSETS (NET)

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Tax Paid in Advance (Net of Provision)	47.94	88.05	131.69
	47.94	**88.05**	**131.69**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

8 OTHER NON CURRENT ASSETS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital advances	53.52	567.07	573.95
	53.52	**567.07**	**573.95**

9 INVENTORIES

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Inventories (At lower of cost and net realisable value)			
Raw materials	365.53	184.95	153.33
Work-in-progress	2,543.32	1,597.14	1,091.44
Finished goods (includes stock in transit of ₹ 202.29 Lacs (March 31, 2017: Nil and April 1, 2016: Nil))	430.82	137.06	157.14
Stores and spares	703.13	555.81	499.71
	4,042.80	**2,474.96**	**1,901.61**

10 TRADE RECEIVABLES

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured:			
Considered good	5,279.42	3,452.73	3,627.23
Considered doubtful	14.35	66.60	7.75
Less : Allowance for doubtful debts	(14.35)	(66.60)	(7.75)
	5,279.42	**3,452.73**	**3,627.23**

11 CASH AND CASH EQUIVALENTS

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended April 1, 2016
Balance with Bank			
In current account	33.30	50.90	661.83
In deposit Account (with original maturity upto 3 months)	-	9.86	-
Cash on hand	15.19	2.47	20.00
	48.49	**63.23**	**681.82**

12 OTHER BANK BALANCES

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended April 1, 2016
Unpaid dividend accounts	17.19	13.33	16.04
Margin money deposits	81.87	107.38	122.19
	99.07	**120.71**	**138.23**

13 LOANS

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended April 1, 2016
Unsecured considered good			
Loans to employees	20.18	27.81	7.71
	20.18	**27.81**	**7.71**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

14 OTHER FINANCIAL ASSETS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Interest receivable accrued but not due	-	1.08	-
	-	**1.08**	**-**

15 OTHER CURRENT ASSETS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Balances with government authorities	1,619.63	1,239.04	1,069.45
DEPB and duty draw back claim receivable	251.91	215.43	154.91
Trade advance to suppliers	81.86	167.68	178.16
Prepaid expenses	85.81	22.85	40.03
Advances to Staff	4.26	3.84	3.96
Other current assets	38.71	2.82	3.39
	2,082.17	**1,651.67**	**1,449.91**

16 ASSETS CLASSIFIED AS HELD FOR SALE

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Leasehold land	-	-	84.83
Buildings	125.50	-	-
	125.50	**-**	**84.83**

Assets classified as held for sale as on March 31, 2018 includes buildings which the management of the Company has decided to sale as they are no longer used in the normal course of the business. The sale of this asset is expected to be completed within next one year from the reporting date.

Break up of financial assets carried at amortised cost

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Investment in Gold Soverien Bond (Note 5)	8.55	-	-
Loans (Note 5 & 6)	48.92	41.11	11.69
Trade receivables (Note 10)	5,279.42	3,452.73	3,627.23
Cash and cash equivalents (Note 11)	48.49	63.23	681.82
Other bank balances (Note 12)	99.07	120.71	138.23
Other financial assets (Note 14)	-	1.08	-
	5,484.44	**3,678.86**	**4,458.97**

Break up of financial assets carried at fair value through other comprehensive income

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Investment in equity instruments (Quoted) (Note 5)	0.98	1.38	0.76
	0.98	**1.38**	**0.76**

Break up of financial assets carried at fair value through profit or loss

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Investment in partnership firm (Unquoted) (Note 5)	-	11.44	22.88
	-	**11.44**	**22.88**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

17 EQUITY SHARE CAPITAL

A Authorised Share Capital

(₹ in Lacs)

	Equity shares of ₹ 5 each	
	No. of shares	Amount
As at April 1, 2016	30,000,000.00	1,500.00
Increase / (decrease) during the year	-	-
As at March 31, 2017	30,000,000.00	1,500.00
Increase / (decrease) during the year	-	-
As at March 31, 2018	30,000,000.00	1,500.00

B Terms/ rights attached to equity shares

The Company has one class of shares referred to as equity shares having a par value of ₹ 5 each. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

C Issued equity capital

(₹ in Lacs)

	Equity shares of ₹ 5 each	
Equity shares of ₹ 5 each issued, subscribed and fully paid	**No. of shares**	**Amount**
As at April 1, 2016	20,240,000.00	1,012.00
Changes during the year	-	-
As at March 31, 2017	20,240,000.00	1,012.00
Changes during the year	-	-
As at March 31, 2018	20,240,000.00	1,012.00

D Of the total share capital 1,31,16,000 Equity shares were issued as fully paid up bonus shares.

E Equity shares issued as fully paid up bonus shares or otherwise than by cash during the period of five years immediately preceding March 31, 2018: 396,000

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

(₹ in Lacs)

	As at March 31, 2018		As at March 31, 2017	
	No. of shares	% holding	No. of shares	% holding
Chetan M Tamboli	3,062,920	15.13%	3,062,920	15.13%
Manali C Tamboli	1,029,480	5.09%	1,029,480	5.09%
Tamboli Investments Pvt. Ltd.	1,963,200	9.70%	1,963,200	9.70%
Rushil Industries Limited	2,376,000	11.74%	2,376,000	11.74%

G During the year ended March 31, 2018, the Company paid the final dividend of ₹ 1.21 crores (₹ 0.60 per equity share) and dividend distribution tax of ₹ 0.25 crores for the year ended March 31, 2017.

H On May 30, 2018, the Board of Directors has recommended the final dividend of ₹ 1.35 per equity share on the share capital for the year ended March 31, 2018 subject to approval from shareholders. On approval, the total dividend payment based on number of shares outstanding as on March 31, 2018 is expected to be ₹ 2.73 crore and the payment of dividend distribution tax is expected to be ₹ 0.56 crores.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

18 OTHER EQUITY

	(₹ in Lacs)
Securities premium account	
As at April 1, 2016	**1,916.18**
As at March 31, 2017	**1,916.18**
As at March 31, 2018	**1,916.18**
Capital reserve	
As at April 1, 2016	**4.67**
As at March 31, 2017	**4.67**
As at March 31, 2018	**4.67**
General reserve	
As at April 1, 2016	**5,797.79**
As at March 31, 2017	**5,797.79**
As at March 31, 2018	**5,797.79**
Retained earnings	
As at April 1, 2016	**(1,624.68)**
Add / (Less): Profit / (Loss) during the year	297.19
Add / (Less): Other comprehensive income	0.90
As at March 31, 2017	**(1,326.59)**
Add / (Less): Profit / (Loss) during the year	2,085.82
Add / (Less): Other comprehensive income	(10.63)
(Less): Appropriations	
Dividend on equity shares	(121.44)
Dividend distribution tax on dividend	(24.72)
As at March 31, 2018	**602.43**

Securities premium account - Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium Reserve". The Company may issue fully paid-up bonus shares to its members out of the securities premium reserve and the Company can use this reserve for buy-back of shares.

Capital Reserve - It represents gain of capital nature which mainly includes gain on reissue of forfeited shares.

General Reserve - General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the statement of profit and loss. The Company can use this reserve for payment of dividend and issue of fully paid-up and not paid-up bonus shares.

Retained earnings - Retained earnings are the profits that the Company has earned till date, less any transfers to General reserve and payment of dividend.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

19 BORROWINGS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
Term loans:			
From Banks (Foreign currency accounts)	-	428.01	1,709.25
From Banks (Indian Rupee accounts)	329.41	1,698.45	2,751.86
From financial institutions (Indian Rupee accounts)	1,849.67	1,413.78	71.38
Finance lease obligations	35.32	-	-
Unsecured			
Intercorporate loan	-	500.00	-
Loan from Promoters	-	-	800.00
	2,214.41	**4,040.24**	**5,332.49**
Current maturity of long term borrowings clubbed under "current financial liabilities" (refer Note 25)			
Term loans:			
From Banks (Foreign currency accounts)	-	428.01	1,272.00
From Banks (Indian Rupee accounts)	329.41	751.47	823.76
From financial institutions (Indian Rupee accounts)	472.82	304.95	-
Finance lease obligations	4.64	-	-
	806.88	**1,484.43**	**2,095.76**
Total non-current borrowings	**1,407.53**	**2,555.81**	**3,236.73**
The above amount includes -			
Secured borrowings	1,408	2,056	2,437
Unsecured borrowings	-	500	800

Notes:

a) Rate of interest and terms of repayment

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016	Rate of Interest	Repayment Term for loans outstanding as on March 31, 2018
Term loans					
From Banks (Foreign currency accounts)	-	428.01	1,709.25	LIBOR Plus 3%	-
From Banks (Indian Rupee accounts):					
Bank of India	-	992.57	1,669.51	Base rate + 2.30%	-
HDFC Bank Limited					
a. Term Loan-I	141.18	329.41	517.65	Base rate + 1.40%	Repayable in 17 Equal Quarterly Instalments (EQIs) starting from January 2014
b. Term Loan-II	188.24	376.47	564.71	Base rate + 1.40%	Repayable in 17 EQIs starting from April 2014
From financial institutions (Indian Rupee accounts)					
Tata Capital Financial Services Ltd					
a. Term Loan-I	307.20	1,343.63	-	Long Term Lending Rate less 5.25% pa	Repayable in 60 Equal Monthly Instalments (EMIs) starting from period ranging from October 2016 to February 2017
b. Term Loan-II	166.68	-	-		Repayable in 17 EQIs starting from period ranging from October 2017 to April 2018
Dewan housing finance limited	2.79	70.15	71.38	9.10%	Repayable in 90 EMIs starting from period ranging from October 2017 to January 2018
Finance lease obligations	35.32	-	-	8.90%	Repayable in 60 EMIs starting from period ranging from October 2017 to January 2018
Intercorporate loan	-	500.00	-	15.00%	Being actual cost to the lending corporate
Loan from Promoters	-	-	800.00	15.00%	Being actual cost to the lending corporate

Nature of security

i. Term loans from banks and financial institutions are secured against first pari pasu charge on gross block of the fixed assets and second charge on current assets of the Company and further guaranteed by one of the directors.

ii. Finance lease obligations are secured by way of hypothecation of vehicles taken on lease.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

20 PROVISIONS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for employee benefits			
Provision for leave encashment	93.26	79.72	67.41
Provision for Gratuity	120.88	81.32	27.96
	214.14	**161.04**	**95.37**

21 DEFERRED TAX LIABILITIES (NET)

The major components of income tax expense for the years ended March 31, 2018 and March 31, 2017 are:

Statement of profit and loss:

(₹ in Lacs)

Particulars	2017-18	2016-17
Profit or loss section		
Current income tax:		
Current income tax charge	378.88	1.78
Adjustments in respect of current income tax of previous year	(0.00)	1.36
Deferred tax:		
Relating to origination and reversal of temporary differences	(185.26)	122.69
Income tax expense reported in profit or loss section	**193.62**	**125.84**
Other Comprehensive Income (OCI) section		
Deferred tax related to items recognised in OCI during in the year:		
Net loss/(gain) on remeasurements of defined benefit plans	0.00	(0.00)
	0.00	**(0.00)**

Tax Payable under Minimum Alternate tax provisions at tax rate of 21.342% (March 31, 2017: 19.055%)

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Book profit	1,775.29	9.36
Computed tax expenses	**378.88**	**1.78**

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2018 and March 31, 2017.

(₹ in Lacs)

Particulars	2017-18	2016-17
Accounting profit before tax from continuing operations	**1,898.22**	**421.24**
Enacted tax rates	34.608%	34.608%
Computed tax expenses	656.94	145.78
Adjustments		
Non deductible expenses	545.01	433.94
Deductible expenses	(419.77)	(390.92)
Utilisation of previously unrecognised tax losses	(782.17)	(188.80)
At effective income tax rate of 34.608% (March 31, 2017: 34.608%)	**0.00**	**0.00**

Reconciliation of deferred tax liability, net

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance as of 1 April	753.45	630.61
Tax (income)/expense during the period recognised in Profit or Loss	(185.26)	122.69
Tax (income)/expense during the period recognised in OCI	(5.41)	0.14
Closing balance as at 31 March	**562.77**	**753.45**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

The Company has tax losses which arose in India of ₹ Nil (March 31, 2017: ₹ 73,604,268, April 1, 2016: ₹ 112,258,418) that are available for offsetting for eight years against future taxable profits of the Company. These losses expired in March, 2018. The Company also has unabsorbed depreciation of ₹ 133,145,659 (March 31, 2017: ₹ 285,551,182, April 1, 2016: ₹ 285,551,182).

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deferred tax liabilities (Net)	562.77	753.45	630.61
MAT Credit Entitlement Receivable	(378.88)	(1.78)	-
	183.89	**751.66**	**630.61**

22 OTHER NON-CURRENT LIABILITIES

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advances from Customers	1,137.24	1,461.24	1,753.27
	1,137.24	**1,461.24**	**1,753.27**

23 BORROWINGS

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured			
Loans repayable on demand			
Working capital finance from banks (in foreign currency accounts) (1)	2,032.28	-	2,680.39
Working capital finance from banks (in rupee accounts) (2)	5,008.82	4,919.35	2,872.76
	7,041.10	**4,919.35**	**5,553.15**

Notes:

(1) Working capital finance (in foreign currency accounts) is secured against first pari passu charge on inventory and book debts and second charge on gross block of fixed assets of the Company and further guaranteed by one of the director. These loans are repayable on demand. This carries interest rate of LIBOR + 3%.

(2) Working capital finance (in rupee accounts) is secured against first pari passu charge on inventory and book debts and second charge on gross block of fixed assets of the Company and further guaranteed by one of the director. These loans are repayable on demand. This carries interest rate ranging from 7.25% to 13.10%.

24 TRADE PAYABLE

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade payable	2,972.46	1,439.53	868.01
	2,972.46	**1,439.53**	**868.01**

25 OTHER FINANCIAL LIABILITIES

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current maturities of long-term borrowings (refer Note 19)	806.88	1,484.43	2,095.76
Interest accrued but not due on borrowings	16.17	-	7.02
Payable to employees	176.40	146.17	122.24
Unclaimed dividend	17.19	13.33	16.04
Derivative instruments	47.88	1.67	16.27
Payable for Capital Goods	268.51	112.47	0.06
Directors commission payable	59.49	-	-
Other financial liabilities	80.58	95.75	52.98
	1,473.11	**1,853.82**	**2,310.37**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

26 PROVISION

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Provision for employee benefits			
Provision for Leave encashment	14.01	11.80	17.03
Provision for Gratuity	81.06	64.88	56.05
	95.07	**76.68**	**73.08**

27 OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advances from Customers	399.35	360.47	174.33
Statutory liabilities	49.64	58.22	50.96
Others liabilities	17.32	11.11	92.39
	466.31	**429.80**	**317.67**

28 LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advance received against assets classified as held for sale	37.70	-	5.00
	37.70	**-**	**5.00**

Break up of financial liabilities carried at amortised cost

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Borrowings (Note 19 & 23)	8,448.63	7,475.16	8,789.88
Trade Payable (Note 24)	2,972.46	1,439.53	868.01
Other financial liabilities (excluding Derivative instruments) (Note 25)	1,425.23	1,852.15	2,294.09
	12,846.32	**10,766.83**	**11,951.98**

Break up of financial liabilities carried at fair value through profit or loss

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Derivative instruments (Note 25)	47.88	1.67	16.27
	47.88	**1.67**	**16.27**

29 REVENUE FROM OPERATIONS

(₹ in Lacs)

Particulars	2017-18	2016-17
Sale of goods		
Export sale	14,252.54	7,105.34
Domestic sale	8,445.57	6,621.57
Other Operating Income		
Export incentives & credits	483.68	399.80
Foreign currency fluctuation gain/(loss)	**95.63**	**(29.80)**
MTM gain on derivative instruments	62.04	48.19
	23,339.46	**14,145.10**

Revenue from operations includes excise duty collected from customers of ₹ 215.14 Lacs (previous year: ₹ 749.95 Lacs). Revenue from operations net of excise duty is ₹ 23,124.32 Lacs (previous year: ₹ 13,395.15 Lacs). Revenue from operations for periods up to 30 June 2017 includes excise duty. From 1 July 2017 onwards the excise duty and most indirect taxes in India have been replaced by Goods and Service Tax (GST). The Company collects GST on behalf of the Government. Hence, GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations for the year ended March 31, 2018 is not comparable with March 31, 2017.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

30 OTHER INCOME

(₹ in Lacs)

Particulars	2017-18	2016-17
Dividend income from investments measured at FVTOCI	0.02	0.02
Interest receipts	124.21	16.13
Insurance claim receipts	16.16	0.25
Profit on sale of fixed assets (net)	13.34	20.83
Sundry balances written back	18.88	0.07
	172.61	**37.31**

31 COST OF MATERIALS CONSUMED

(₹ in Lacs)

Particulars	2017-18	2016-17
Raw materials consumed		
Stock at the beginning of the year	184.95	153.33
Add : Purchases and direct expenses	5,650.70	2,538.10
	5,835.65	2,691.43
Less : Stock at the end of the year	365.53	184.95
	5,470.12	**2,506.47**

32 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(₹ in Lacs)

Particulars	2017-18	2016-17
Stock at the beginning of the year		
Finished goods	137.06	157.14
Work-in-Progress	1,597.14	1,091.44
	1,734.21	**1,248.58**
Stock at the end of the year		
Finished goods	430.82	137.06
Work-in-Progress	2,543.32	1,597.14
	2,974.14	**1,734.21**
	(1,239.94)	**(485.62)**

33 EMPLOYEE BENEFITS EXPENSE

(₹ in Lacs)

Particulars	2017-18	2016-17
Salaries, wages, allowances and bonus	1,733.95	1,300.33
Contribution to employee benefit funds	158.57	95.22
Gratuity expenses	42.09	64.61
Staff welfare expenses	**78.66**	**65.94**
	2,013.27	**1,526.10**

34 FINANCE COSTS

(₹ in Lacs)

Particulars	2017-18	2016-17
Interest expense on:		
Working capital finance	467.56	418.04
Term loan	391.63	394.75
Others	10.85	99.42
Loss on foreign currency borrowings	208.38	44.92
Other borrowing cost	18.17	27.20
	1,096.59	**984.32**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

35 OTHER EXPENSES

(₹ in Lacs)

Particulars	2017-18	2016-17
Manufacturing expense	**11,115.46**	**6,229.16**
Power, Fuel & Water Charges	3,864.07	2,171.47
Machinery repairs and maintenance	104.70	78.85
Stores & spares consumption	4,675.98	2,666.64
Other manufacturing expense	2,470.71	1,312.20
Selling & distribution expense	**909.74**	**694.62**
Sales commission	233.82	116.84
Export freight & insurance	299.08	265.04
Sales promotion expense	23.97	20.79
Export market development expense	9.09	23.45
Other selling expense	343.78	268.50
Administrative expense	**551.54**	**435.88**
Travelling expense	54.00	51.31
Rent	10.29	9.82
Rates & taxes	16.02	24.03
Insurance premium	19.20	19.58
Building and other repairs	36.67	21.62
Advertisement expense	3.79	7.72
Directors' setting fees	8.48	5.18
Legal & professional fees	117.86	67.07
Payment to auditors	5.41	3.91
Bank discount, commission and other charges	50.05	32.82
Donations	5.37	1.11
Sundry balances written off	29.35	12.70
Corporate social responsibility expense	1.81	0.77
Provision for impairment of trade receivables	6.60	58.85
Loss on fair valuation of investments measured at FVTPL	11.44	11.44
General expense	175.20	107.96
	12,576.75	**7,359.67**

Payments to the auditor:

(₹ in Lacs)

Particulars	2017-18	2016-17
Audit fees	2.50	2.50
In other capacity (Including quarterly limited review)	2.91	1.41
	5.41	**3.91**

36 EXCEPTIONAL ITEMS

(₹ in Lacs)

Particulars	2017-18	2016-17
Profit on sale of land	-	89.15
	-	**89.15**

37 EARNINGS PER SHARE (EPS)

(₹ in Lacs)

Particulars	2017-18	2016-17
Face value per share (₹)	5.00	5.00
Weighted average number of equity shares outstanding during the year (in Lacs)	202.40	202.40
Profit after tax (₹ in Lacs)	2,085.82	297.19
Basic and diluted earnings per share (₹)	**10.31**	**1.47**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

38 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Assessment of control / joint control

The Company had entered into a partnership agreement in October 2010 in order to form a partnership firm 'Steelcast LLC'. However, the operations of that entity were closed on 1 June 2015. Since the closure of the operations of that entity, the Company is not able to exercise any of the agreed rights under the agreement and it is not expecting to receive any significant benefit from the exercise of its rights over the entity. Hence, the Company determined that it does not have control / joint control over the entity.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Employee benefit plans

The cost of defined benefit gratuity plan and other long-term employment benefit plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in Note 39.

Taxes

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Details on current taxes are disclosed in Note 21. Impairment of financial assets

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Estimated impairment allowance on trade receivables is based on the aging of the receivable balances and historical experiences. Individual trade receivables are written off when management deems them not to be collectible.

39 EMPLOYEE BENEFIT

Defined Benefit Plans

The Company has defined benefits gratuity plan. Every employee who has completed five years or more of service gets gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed years of service. The Company's Gratuity Fund is managed by Life Insurance Corporation of India.

The following tables summaries the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

39 EMPLOYEE BENEFIT (CONTD.)

(₹ in Lacs)

	Particulars	2017-18	2016-17
(a)	**Gratuity cost recognised in the statement of profit and loss**		
	Current Service Cost		
	Net interest cost	31.08	57.84
	Net gratuity cost recognised in the statement of profit and loss	11.01	6.77
		42.09	**64.61**
(b)	**Gratuity cost recognised in the other comprehensive income (OCI)**		
	Return on plan assets, excluding interest income	4.68	5.75
	Actuarial changes arising from experience adjustments	21.82	14.19
	Actuarial changes arising from changes in financial assumptions	(10.87)	(18.44)
	Actuarial changes arising from changes in demographic assumptions	-	(1.90)
	Net (income) / expense for the period recognised in OCI	**15.64**	**(0.41)**
(c)	**Movements in the present value of the defined benefit obligation**		
	Obligation at the beginning of the year	401.70	405.76
	Current Service cost	31.08	57.84
	Interest Cost	30.23	32.70
	Benefits paid	(80.06)	(88.44)
	Experience adjustments	21.82	14.19
	Actuarial changes arising from changes in financial assumptions	(10.87)	(18.44)
	Actuarial changes arising from changes in demographic assumptions	-	(1.90)
	Obligation at the end of the year	**393.90**	**401.70**
(d)	**Movements in the fair value of the plan assets:**		
	Plan assets at the beginning of the year, at fair value	255.49	321.75
	Interest income	19.21	25.93
	Contributions by the employer	2.00	2.00
	Benefits paid	(80.06)	(88.44)
	Return on plan assets, excluding interest income	(4.68)	(5.75)
	Plan assets at the end of the year, at fair value	**191.96**	**255.49**
	Actual return on plan assets	14.53	20.19
	Plan asset / (liability)	**(201.94)**	**(146.21)**

The major categories of plan assets of the fair value of the total plan assets are as follows:

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
	%	%	%
Insurance Fund	100.00	100.00	100.00
	100.00	**100.00**	**100.00**

The principal assumptions used in determining gratuity and post-employment medical benefit obligations for the Company's plans are shown below:

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Discount rate	7.87	7.20	8.06
Salary Escalation	7.00	7.00	7.00
Attrition Rate	**1.00**	**1.00**	**2.00**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Sensitivity analysis :

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Projected Benefit Obligation on Current Assumptions	393.90	401.70
Delta Effect of +1% Change in Rate of Discounting	(27.68)	(25.71)
Delta Effect of -1% Change in Rate of Discounting	32.96	30.46
Delta Effect of +1% Change in Rate of Salary Increase	32.91	30.32
Delta Effect of -1% Change in Rate of Salary Increase	(28.12)	(26.05)
Delta Effect of +1% Change in Rate of Employee Turnover	1.64	0.73
Delta Effect of -1% Change in Rate of Employee Turnover	(2.00)	(0.92)

Projected Benefits Payable in Future Years From the Date of Reporting

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
1st Following Year	79.99	74.51
2nd Following Year	16.45	58.11
3rd Following Year	36.37	24.38
4th Following Year	67.06	34.53
5th Following Year	31.25	60.88
Sum of Years 6 To 10	101.25	97.07
Sum of Years 11 and above	641.44	-

The average duration of the Projected Benefit Obligation at the end of the reporting period is 9 years (March 31, 2017: 8 years).

40 COMMITMENTS AND CONTINGENCIES

a. Leases

Finance lease - Company as lessee

The Company has taken land for its Bhavnagar factory on lease for 30 years and the said lease has been classified as finance lease. Upon expiry, the Company also has an option to renew the said lease for another period of 30 years.

b. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for:

At March 31, 2018, the Company had commitments of ₹ Nil (March 31, 2017: ₹ 21.00 Lacs, April 1, 2016: ₹ Nil).

c. Contingent liabilities

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
In respect of Central Sales Tax in respect of non-collection of C forms	2.70	226.98	109.22
Disputed Income Tax Liabilities	5.93	5.93	0.30
In respect of land revenue charges	19.65	19.65	19.65
In respect of other matters	1.80	17.03	15.23
	30.08	**269.59**	**144.41**

Note:

Some retrenched employees of the Company have preferred an appeal for their reinstatement, liability of which is unascertainable pending decision of the higher court. the Company, however, does not expect any liability to arise on this account as the said retrenchment was lawfully made as per the order of the Dy. Commissioner of Labour, Government of Gujarat and Gujarat Industrial Tribunal.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

41 RELATED PARTY TRANSACTIONS

A. Name of related parties

Key Managerial Personnel	Shri Chetan M Tamboli -Chairman & Managing Director
	Shri T Kumar -Non Executive Director (Whole Time Director till his retirement on 31.08.2017)
	Shri Manali C Tamboli -Non Executive Director
	Shri Rushil C Tamboli -Whole Time Director
	Shri Subhash R Sharma -Chief Financial Officer
	Shri Vishal K Sondagar -Company Secretary

Entities controlled by Key Managerial Personnel	Steelcast LLC-USA
	Rushil Industries
	Rushil Industries Limited
	Rushil Global Trade Limited
	Dynamic Ship Recyclers Private Limited
	Bhavnagar Industrial Parts Private Limited

B. Transactions with related parties

(₹ in Lacs)

Particulars	2017-18	2016-17
Remuneration		
Key Managerial Personnel		
Shri Chetan M Tamboli	42.73	37.10
Shri T Kumar*	20.30	24.76
Shri Rushil C Tamboli	10.61	7.72
Shri Subhash R Sharma	17.67	-
Shri Vishal K Sondagar	3.58	-
Commission		
Key Managerial Personnel		
Shri Chetan M Tamboli	51.63	-
Shri T Kumar*	7.86	-
Interest Paid		
Key Managerial Personnel		
Shri Chetan M Tamboli	-	13.54
Entities controlled by Key Managerial Personnel		
Rushil Industries	35.73	78.93
Dynamic Ship Recyclers Pvt Ltd	2.05	1.87
Loan Taken		
Entities controlled by Key Managerial Personnel		
Rushil Industries	1,425.85	1,400.00
Dynamic Ship Recyclers Pvt Ltd	500.00	600.00
Loan Payment		
Key Managerial Personnel		
Shri Chetan M Tamboli	-	180.00
Entities controlled by Key Managerial Personnel		
Rushil Industries	1,425.85	2,020.00
Dynamic Ship Recyclers Pvt Ltd	-	100.00

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

(₹ in Lacs)

Particulars	2017-18	2016-17
Sitting Fees		
Key Managerial Personnel		
Shri Manali C Tamboli	1.20	0.45
Shri T Kumar*	0.15	-
Auxiliary Services		
Entities controlled by Key Managerial Personnel		
Bhavnagar Industrial Parts Private Limited	6.35	-
Mentor & Reimbursement		
Key Managerial Personnel		
Shri Manmohan Fulchand Tamboli $	-	9.00

* Resigned from the Company in August 2017.

$ Only upto September 2016.

Balance payable at year end

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Remuneration and commission payable			
Key Managerial Personnel			
Shri Chetan M Tamboli	52.60	0.65	0.77
Shri T Kumar	7.86	0.62	0.59
Shri Rushil C Tamboli	0.83	0.46	0.39
Shri Subhash R Sharma	1.20	0.67	-
Shri Vishal K Sondagar	**0.38**	**-**	**-**

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

Compensation of key management personnel of the Company

(₹ in Lacs)

Particulars	2017-18	2016-17
Short-term employee benefits	0.00	0.00
Post-employment benefits plans $	4.93	5.82
Total compensation paid to key management personnel	**4.93**	**5.82**

$ This do not include the provisions made for gratuity as it is determined on an actuarial basis for the Company as a whole. Similarly, provision for leave encashment are not included in the above table as the same is also determined on an actuarial basis for the Company as a whole.

42 SEGMENT INFORMATION:

A. Basis for segmentation

The Company's senior management consisting of the chief executive, the chief financial officer and the directors, examines the company's performance on the basis of single segment namely Castings Manufacturing business. Hence, the Company has only one operating segment under Ind AS 108 'Operating Segments' i.e. Castings Manufacturing business.

B. Geographical information

The geographical information have been identified based on revenue within India (sales to customers with in India) and revenue outside India (sales to customers located outside India). The following table presents geographical information regarding the

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Company's revenue:

(₹ in Lacs)

Particulars	**2017-18**	**2016-17**
India	8,445.57	6,621.57
Outside India	14,893.89	7,523.53
	23,339.46	**14,145.10**

All the Non-current assets (excluding financial instruments) are located in India only.

C Major customer

Following is the details of customers which individually contribute more than 10% of Company's revenue.

(₹ in Lacs)

Particulars	**2017-18**	**2016-17**
Customer 1	11,044.91	4,809.26
Customer 2	6,186.79	3,377.48
Customer 3	3,058.29	2,272.05

43 FAIR VALUES

The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The management assessed that the carrying amounts of its financial instruments are reasonable approximations of fair values.

44 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds FVTOCI investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company's financial risk management policies are set by the Board of Directors. All derivative activities for risk management purposes are carried out by teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises interest rate risk and currency risk.

The sensitivity analysis in the following sections relate to the position as at March 31, 2018 and March 31, 2017.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2018 and March 31, 2017.

Interest rate risk

The Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt. All the borrowing of the Company are at floating rate of interest.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

44 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

(₹ in Lacs)

Particulars	Increase/decrease in basis points	Effect on profit before tax
As at March 31, 2018	+50	(46)
	-50	46
As at March 31, 2017	+50	(45)
	-50	45

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). To mitigate the foreign currency risk, the Company enters into foreign exchange forward contracts. These foreign exchange forward contracts, carried at fair value, may have varying maturities varying depending upon the primary host contract requirements and risk management strategy of the Company.

The most significant foreign currencies the Company is exposed to is the USD, EURO and AUD. The following tables sets forth information relating to foreign currency forward contracts and unhedged foreign currency exposures at March 31, 2018, March 31, 2017 and April 1, 2016.

a) Forward contracts outstanding as at the reporting date (in respective currency)

Amount as at March 31, 2018 (₹ in Lacs)

Particulars of transactions	Currency	Foreign Currency	INR
Foreign currency receivable	EURO	3,450,000	2,781.47

There were no forward contracts outstanding as at March 31, 2017 and April 1, 2016.

(b) Particulars of unhedged foreign currency exposure as at the reporting date

Amount as at March 31, 2018 (₹ in Lacs)

Particulars of transactions	Currency	Foreign Currency	INR
Export Trade Receivable	USD	3,402,054	2,178.81
Export Trade Receivable	EURO	1,447,883	1,167.32
Export Trade Receivable	AUD	155,016	77.69
Import payment	USD	456,942	292.64
Foreign currency borrowings	EURO	2,619,536	2,111.93

Amount as at March 31, 2017 (₹ in Lacs)

Particulars of transactions	Currency	Foreign Currency	INR
Export Trade Receivable	USD	2,293,473	1,487.32
Export Trade Receivable	EURO	407,013	282.06
Export Trade Receivable	AUD	317,438	157.29
Import payment	USD	129,335	83.87
Foreign currency borrowings	USD	660,000	428.01

Amount as at April 1, 2016 (₹ in Lacs)

Particulars of transactions	Currency	Foreign Currency	INR
Export Trade Receivable	USD	3,046,174	2,018.09
Export Trade Receivable	EURO	710,519	535.52
Import payment	USD	82,080	54.38
Foreign currency borrowings	USD	6,637,358	4,397.25

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EURO and AUD exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of unhedged foreign currency monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

44 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

(₹ in Lacs)

Particulars	Change in USD rate	Effect on profit before tax
As at March 31, 2018	+5%	94
	-5%	(94)
As at March 31, 2017	+5%	70
	-5%	(70)

(₹ in Lacs)

Particulars	Change in USD rate	Effect on profit before tax
As at March 31, 2018	+5%	(106)
	-5%	106
As at March 31, 2017	+5%	14
	-5%	(14)

(₹ in Lacs)

Particulars	Change in USD rate	Effect on profit before tax
As at March 31, 2018	+5%	4
	-5%	(4)
As at March 31, 2017	+5%	8
	-5%	(8)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and foreign exchange transactions.

The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

I) Trade receivables

Customer credit risk is managed on the basis of the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 30 days to 145 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

For trade receivables, expected credit loss (ECL) is provided as per simplified approach. The Company has applied the practical expedient as per Ind AS 109 'Financial Instruments' to measure the loss allowance at lifetime ECL. The Company determines the ECL on trade receivables by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Below table represents the reconciliation of provision made for expected credit loss for trade receivables:

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	66.60	7.75
Changes in loss allowance:		
Impairment allowance based on ECL	6.60	58.85
Utilised during the year	(58.85)	-
Closing balance	**14.35**	**66.60**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

44 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

II) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties who meets the minimum threshold requirements under the counterparty risk assessment process. Based on its on-going assessment of counterparty risk, the Company adjusts its exposure to various counterparties.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligation on time or at a reasonable price. Processes and policies related to such risks are overseen by senior management. The Company regularly monitors the rolling forecasts and actual cashflows, to ensure it has sufficient funds to meet the operational needs.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(₹ in Lacs)

Particulars of transactions	Payable within 0-12 months	More than 12 months	Total
	Amount in ₹	Amount in ₹	Amount in ₹
As at March 31, 2018			
Borrowings including current maturities (Note 19, 23 & 25)	7,847.97	1,407.53	9,255.51
Trade Payable (Note 24)	2,972.46	-	2,972.46
Derivative instruments (Note 25)	47.88	-	47.88
Other financial liabilities (Note 25)	618.35	-	618.35
	11,486.67	**1,407.53**	**12,894.21**

(₹ in Lacs)

Particulars of transactions	Payable within 0-12 months	More than 12 months	Total
	Amount in ₹	Amount in ₹	Amount in ₹
As at March 31, 2017			
Borrowings including current maturities (Note 19, 23 & 25)	6,403.78	2,555.81	8,959.59
Trade Payable (Note 24)	1,439.53	-	1,439.53
Derivative instruments (Note 25)	1.67	-	1.67
Other financial liabilities (Note 25)	367.72	-	367.72
	8,212.70	**2,555.81**	**10,768.50**

(₹ in Lacs)

Particulars of transactions	Payable within 0-12 months	More than 12 months	Total
	Amount in ₹	Amount in ₹	Amount in ₹
As at April 1, 2016			
Borrowings including current maturities (Note 19, 23 & 25)	7,648.91	3,236.73	10,885.64
Trade Payable (Note 24)	868.01	-	868.01
Derivative instruments (Note 25)	16.27	-	16.27
Other financial liabilities (Note 25)	198.34	-	198.34
	8,731.52	**3,236.73**	**11,968.25**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

45 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing borrowings (including current maturities), trade payables, less cash and cash equivalents and other bank balances.

(₹ in Lacs)

	March 31, 2018	March 31, 2017	April 1, 2016
	Amount in ₹	Amount in ₹	Amount in ₹
Borrowings including current maturities (Note 19, 23 & 25)	9,255.51	8,959.59	10,885.64
Trade Payable (Note 24)	2,972.46	1,439.53	868.01
Less: cash and cash equivalents (Note 11)	(48.49)	(63.23)	(681.82)
Less: Other bank balances (Note 12)	(99.07)	(120.71)	(138.23)
Net debt	**12,080.42**	**10,215.18**	**10,933.59**
Equity	9,333.06	7,404.04	7,105.95
Total capital	9,333.06	7,404.04	7,105.95
Capital and net debt	**21,413.48**	**17,619.22**	**18,039.54**
Gearing ratio	**56%**	**58%**	**61%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018 and March 31, 2017.

46 RESEARCH & DEVELOPMENT EXPENDITURE

The total amount of Research & Development Expenditure charged to profit and loss during the year is ₹ 219.05 Lacs (previous year: ₹ 152.13 Lacs).

47 DETAILS OF EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

Total CSR expenditure incurred during the year by way of donation to various trusts is ₹ 1.81 Lacs (previous year: ₹ 0.77 Lacs).

48 FIRST-TIME ADOPTION OF IND AS

These financial statements, for the year ended March 31, 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017.

Exemptions applied

Ind AS 101 "First-time adoption of Indian Accounting Standards" allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

- The Company has elected to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and used that as its deemed cost as at the date of transition.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

48 FIRST-TIME ADOPTION OF IND AS (CONTD.)

- The Company has elected to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP.

Estimates

The estimates at April 1, 2016 and at March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the estimates for following where application of Indian GAAP did not require estimation.

i. Investment in equity instruments carried at FVTOCI

ii. Impairment of financial assets based on expected credit loss model

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016, the date of transition to Ind AS and as of March 31, 2017.

Reconciliation between previously reported Indian GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliation from erstwhile Indian GAAP to Ind AS.

I. Reconciliation of equity as at March 31, 2017 and April 1, 2016

(₹ in Lacs)

Particulars	Note No.	March 31, 2017	April 1, 2016
Equity as per previous GAAP		**7,422.09**	**7,186.46**
Impact of fair valuation of derivatives not designated as hedge	1	(1.67)	(16.27)
Fair valuation of investments through OCI	1	1.36	0.73
Impairment allowance on trade receivables	2	(7.75)	(7.75)
Impact of restatement of prior period adjustments	3	(0.21)	(18.44)
Impact of amortisation of processing charges	4	9.94	-
Impact on the employee benefit expenses	5	(44.62)	(79.66)
Other adjustments	9	14.63	(2.10)
Tax impact on above adjustments	7	10.27	42.99
Equity as per Ind AS		**7,404.03**	7,105.95

II. Reconciliation of total comprehensive income for the year ended March 31, 2017

(₹ in Lacs)

Particulars	Note No.	2016-17
Profit after tax as per previous GAAP		**235.63**
Impact of fair valuation of derivatives not designated as hedge	1	14.60
Impairment allowance on trade receivables	2	
Impact of restatement of prior period adjustments	3	18.23
Impact of amortisation of processing charges	4	9.94
Impact on the employee benefit expenses	5	35.03
Reclassification of remeasurement gain / (loss) on defined benefit plan to Other comprehensive income	6	(0.41)
Other adjustments	9	16.73
Tax impact on above adjustments	7	(32.57)
Profit after tax as per Ind AS		297.18
Other comprehensive income	8	
Fair valuation of investments through OCI, net of tax		0.63
Remeasurement gain / (loss) on defined benefit plan, net of tax		0.27
Total Comprehensive Income under Ind AS		**298.08**

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

Footnotes to the reconciliation of equity as at April 1, 2016 and March 31, 2017 and profit or loss for the year ended March 31, 2017

1. Fair valuation of derivatives not designated as hedge

Under Ind AS, all derivative contracts are measured at fair value through profit and loss at each reporting date. Under Indian GAAP, the premium or discount arising at the inception of forward exchange contracts (other than for firm commitments and highly probable forecast transactions) was amortised as expense or income over the life of the contracts.

Under Indian GAAP, the long-term investments were measured at cost less permanent diminution in value, if any. Ind AS requires all investments to be measured at fair value at the reporting date and all changes in the fair value subsequent to the transition date to be recognised either in the Statement of profit and loss or Other Comprehensive Income (based on the category in which they are classified).

2. Impairment allowance on trade receivables

Under Ind AS, impairment allowance on trade receivables has been determined based on ECL model. This model considers the delay risk (i.e. delayed receipts of payments) and the default risk (i.e. non receipt of payments) for calculating the impairment loss on financial assets.

3. Prior period items

Under Ind AS, prior period error identified during the any financial year is recorded by restating the comparative amounts of the prior period(s) presented in which the error was occurred or if the error occurred before the earliest period presented, by restating the opening Balance Sheet. Under Indian GAAP, prior period error was recorded in the financial year in which such error was discovered.

4. Amortisation of processing charges

Under Ind AS, transaction costs attributable to the issue of a financial liability is reduced from the carrying amount of the financial liability. These costs are recognised in the profit or loss over the tenure of the financial liability as part of the interest expense by applying the effective interest method. Under Indian GAAP, these transaction costs were charged to profit or loss as and when incurred.

5. Impact on the employee benefit expenses

Net liability towards defined benefit plan has been restated as per actuarial valuation in accordance with Ind AS 19 'Employee Benefits'.

6. Remeasurement gains / (loss) on defined benefit plan

Under Ind AS, remeasurement i.e. actuarial gain loss and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the Indian GAAP, these remeasurements were forming part of the profit or loss for the year.

7. Tax impacts on Ind AS adjustments

Tax adjustments include deferred tax impact on account of Ind AS adjustments done on transition to Ind AS.

8. Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the Statement of profit and loss as "other comprehensive income" include fair value gain / loss on FVTOCI equity instruments and remeasurement of defined benefit plans. The concept of other comprehensive income did not exist under Indian GAAP.

9. Other adjustments

Other adjustments mainly includes adjustments due to the GAAP differences related to recognition and measurement of export incentives.

10. Classification and presentation

The previous year Indian GAAP numbers have been reclassified/regrouped to make them comparable with Ind AS presentation.

11. Statement of cash flows

The impact of transition from Indian GAAP to Ind AS on the statement of cash flows is due to various reclassification adjustments recorded under Ind AS in Balance Sheet and Statement of profit and loss.

Notes to the financial statements for the year ended March 31, 2018 (Contd.)

49 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

Ind AS 115 "Revenue from Contract with Customers"

Ind AS 115 "Revenue from Contract with Customers" was notified on March 28, 2018 and will come into force from accounting periods commencing on or after April 1, 2018. The standard establishes a five-step model to account for revenue arising from contract with customers. Under Ind AS 115 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to the customers. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Ind AS 115 provides two transition options: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognised at the date of initial application (April 1, 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method).

The Company has commenced its impact assessment, which involves carrying out a systematic review of all existing major contracts to ensure that the impact and effect of the new revenue standard is fully understood and changes to the current accounting procedures are highlighted and acted upon. The results of this assessment will drive the Company's choice of transition option. Currently, it is expected that changes in total revenue to be recognised from a customer contract will be very limited. Based on the analysis performed, the Company expects that for the vast majority of contracts, revenue recognition would occur at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Some revenue contracts provide a right of return and / or cash discounts to customers. The new revenue standard requires such type of variable considerations to be constrained to prevent over-recognition of revenue. The Company continues to assess individual contracts to determine the estimated variable consideration and related constraint. The Company expects that application of the constraint may result in more revenue being deferred than under current Ind AS.

Further, the presentation and disclosure requirements in Ind AS 115 are more detailed than under current Ind AS. The presentation requirements represent a significant change from current practice and significantly increases the volume of disclosures required in the Company's financial statements. Examples include information about nature of goods and services, significant payment terms, methods, inputs and assumptions related to transaction price and other quantitative and qualitative disclosures.

Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Consideration

The Appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the transaction date for each payment or receipt of advance consideration.

Entities may apply the Appendix requirements on a fully retrospective basis. Alternatively, an entity may apply these requirements prospectively to all assets, expenses and income in its scope that are initially recognised on or after:

(i) The beginning of the reporting period in which the entity first applies the Appendix, or

(ii) The beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the Appendix.

The Appendix is effective for annual periods beginning on or after April 1, 2018. The Company will apply the amendment prospectively to all assets, expenses and income in its scope that are initially recognised on or after April 1, 2018. The effect of this amendment on the financial statements of the Company is being evaluated.

As per our report of even date

For **S S M & CO**
Chartered Accountants
FRN : 129198W
CA Sarju S. Mehta
Partner
M. No. 106804

Place: Bhavnagar
Date: May 30, 2018

For **STEELCAST LIMITED**

Vishal Sondagar
Company Secretary

Subhash Sharma
Chief Financial Officer

For and on Behalf of the Board of Directors

Rushil C Tamboli
Whole Time Director

Chetan M Tamboli
Chairman & Managing Director

Notes

Notes

STEELCAST LIMITED
CIN: L27310GJ1972PLC002033
Registered Office: Ruvapari Road, Bhavnagar, Gujarat 364 005.
Phone 0278-2519062 www.steelcast.net , info@steelcast.net

Dear Member(s)

Sub: Electronic mode of service of documents.

As a part of Green initiative by the Ministry of Corporate Affairs (MCA), now members can receive various communications and correspondence including Annual Report through electronic mode i.e. e-mail. In this connection, we request the members to support the green initiative by registering their e-mail id's in the below format to receive various communications to be sent by the Company, electronically.

1. Members holding the shares in physical form may send the communication to the Registrar and Share Transfer Agents (RTA) MCS Share Transfer Agent Limited either physically or through e-mail at: (a) mcsahmd@gmail.com (or) (b) cs@steelcast.net

2. Members holding the shares in demat form may furnish the details to the respective Depository Participants.

The E-communication registration form should be signed by the sole/first named Member as per the specimen signature recorded with the RTA. Upon a specific request, even after registering the e-communication, members are entitled to receive such communications in physical form.

Thanking You
Yours faithfully

FOR STEELCAST LIMITED
Sd/-
Chetan M Tamboli
CHAIRMAN & MANAGING DIRECTOR

E-COMMUNICATION REGISTRATION FORM

MCS Share Transfer Agent Limited,

101, First Floor, Shatdal Complex,

Opp: Bata Show Room,

Ahmedabad 380 009, Gujarat.

Ph.No.: 079-26581296, 079-26582878,

Email Id: mcsahmd@gmail.com

Folio No. / DP ID & Client ID : ....
Name of the sole / first named Member :..............................
Name of joint holder(s) : ....
Registered Address :..............................
....
E Mail ID to be registered : ....

Date: ....   Signature of the Member: ....

Note: Members holding shares in demat form are requested to address and send the E-communication registration form to their depository participant (DP). Members are requested to keep DP/RTA/Company informed as and when there is any change in the e-mail address. Unless the e-mail ID given above is changed by you by sending another communication in writing / e-mail, the Company will continue to send the documents to you on the above mentioned e-mail ID.

STEELCAST LIMITED

Regd. Office : Ruvapari Road, Bhavnagar, Gujarat, India 364 005.

ATTENDANCE FORM

Name of Shareholder		
Number of Equity Shares held		
Folio Number		
If Demat Shares	DP ID	
	Client ID	

I hereby record my presence at the 47th Annual General Meeting of the Company at Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002 at 1600 hours on August 07, 2018.

Signature of the attending

Member/Proxy

Note: 1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.

2. He/She is advised to bring along a copy of the Annual Report to the meeting for reference.

STEELCAST LIMITED

Registered Office: Ruvapari Road, Bhavnagar, Gujarat, India 364 005.

FORM NO. MGT-11 - PROXY FORM

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

Name & Address of the Shareholder:(In BLOCK Letters) ....

Email ID: .... Folio No :..........

No. of shares held: .... DP ID – Client ID: ....

I/We, ……………………………..........being the member (s)of the above named company, hereby appoint:

1. Name: ....
   Address: ....
   E-mail ID: .... Signature:..........

or failing him/her

2. Name: ....
   Address: ....
   E-mail ID: .... Signature:..........

or failing him/her

3. Name: ....
   Address: ....
   E-mail ID: .... Signature:..........

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 47th Annual General Meeting of the Company, to be held on Tuesday, the 7th day of August, 2018 at 1600 hours at Efcee Sarovar Portico – Sarovar Hotels, Iscon Mega City, Opp. Victoria Park, Bhavnagar, Gujarat 364002 and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:

Resolution. No.	Resolution(s)	Vote	
		For	Against
Ordinary Business			
1	To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of the Board of Directors' and Auditors' thereon.		
2	To declare dividend on equity shares for the year ended 31st March, 2018.		
3	To appoint a Director in place of Mrs. Manali C Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment.		
Special Business			
4	To ratify the remuneration paid to M/s. S K Rajani & Co., Cost Auditors (FRN.101113), for the financial year 2018-19.		
5	To appoint Mr. Dhimant D Mehta, having Director Identification Number 00362227 as an Independent Director for the period of Three (3) years with effect from 25.07.2017.		
6	To appoint Mr. Rushil C Tamboli, having Director Identification Number 07807971 as Whole Time Director for the period of Five (5) years with effect from 02.11.2017.		
7	To appoint Mr. Tipirneni Kumar, having Director Identification Number 00028100 as Director of the Company, who is liable to retire by rotation.		

Signed on this day of..2018 Signature of shareholder:..

Signature of Proxy holder(s): .... Signature across Revenue Stamp

Affix One Rupee Revenue Stamp

Note: 1. The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Annual General Meeting.

2. The Proxy need not be a Member of the Company.
3. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint-holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a Member of this form of proxy will not preclude such Member from attending in person and voting at the Meeting.

For Office Use Proxy No.: .... Date of Receipt: ....

STEELCAST Castechnik

REGISTERED OFFICE & WORKS

Ruvapari Road, Bhavnagar,

Gujarat – 364005, India

Phone : (91) (278) 251 9062

Fax : (91) (278) 242 0589/251 9831,

(91) (278) 251 3342