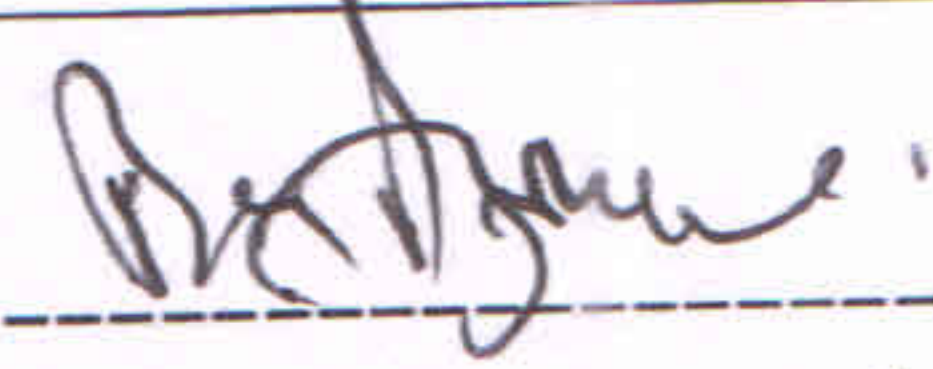


FORM A

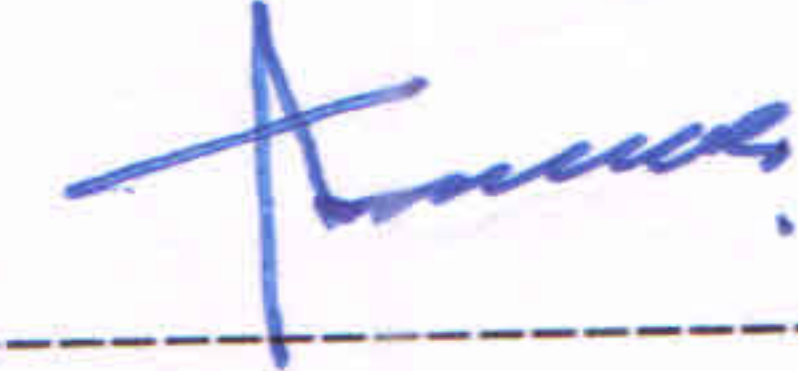
FORMAT OF COVERING LETTER OF THE COMPLETE ANNUAL AUDIT REPORT TO BE FILED WITH  
THE STOCK EXCHANGES

|    |   |                              |
|----|---|------------------------------|
| 1. | Name of the Company                                       | MANAKSIA LIMITED             |
| 2. | Annual Standalone Financial statements for the year ended | 31 <sup>st</sup> March 2014. |
| 3. | Type of Audit observation                                 | Un-qualified                 |
| 4. | Frequency of observation                                  | Not Applicable               |
| 5. | To be signed by   |                              |


(a) Managing Director

  
B K Agrawal  
DIN : 00520558


(b) Audit Committee Chairman

  
A K Chakraborty  
DIN: 00133604

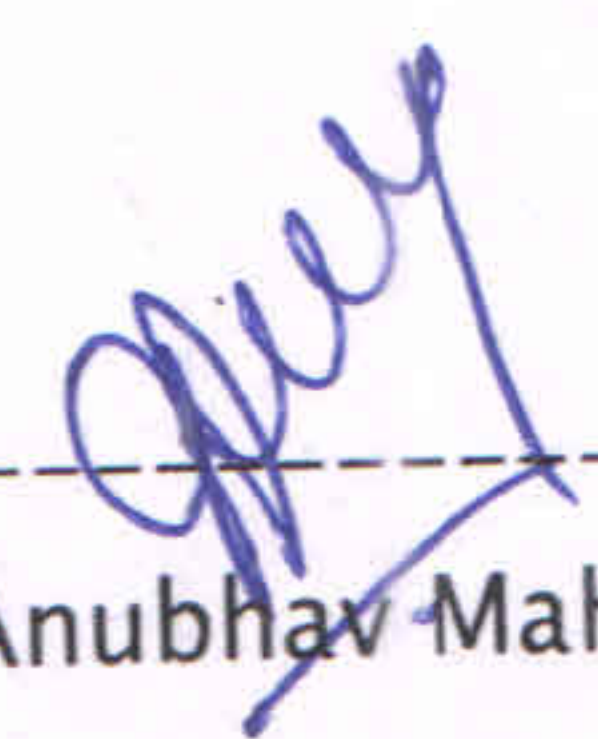
(c) Auditor of the Company


  
Sanjit Patra

(d) Chief Financial Officer

  
S K Singhania

(e) Company Secretary

  
Anubhav Maheshwari



Date: 30.05.2014





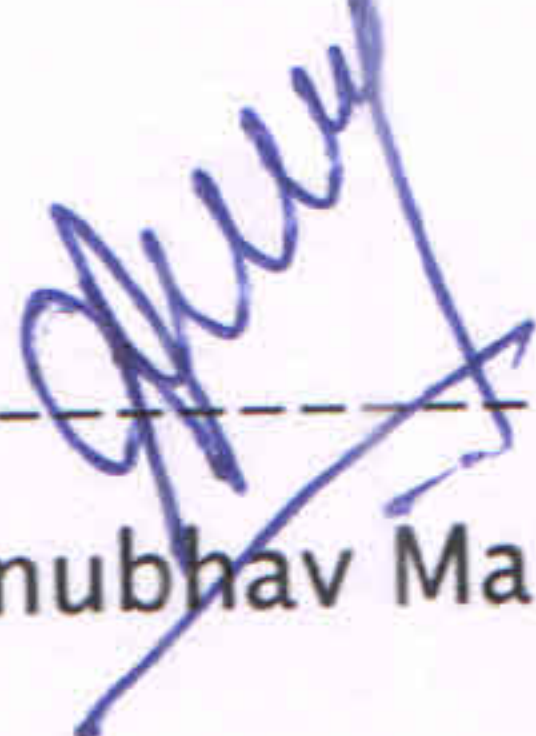


FORM A

FORMAT OF COVERING LETTER OF THE ABRIDGED ANNUAL AUDIT REPORT TO BE FILED WITH  
THE STOCK EXCHANGES

|    |   |                              |
|----|---|------------------------------|
| 1. | Name of the Company                                       | MANAKSIA LIMITED             |
| 2. | Annual Standalone Financial statements for the year ended | 31 <sup>st</sup> March 2014. |
| 3. | Type of Audit observation                                 | Un-qualified                 |
| 4. | Frequency of observation                                  | Not Applicable               |
| 5. | To be signed by   |                              |

|     |                          |   |
|-----|--------------------------|---|
| (a) | Whole-time Director      | <br>S K Agrawal<br>DIN : 00520769    |
| (b) | Audit Committee Chairman | <br>A K Chakraborty<br>DIN: 00133604 |
| (c) | Auditor of the Company   | <br>Sanjit Patra                     |
| (d) | Chief Financial Officer  | <br>S K Singhania                    |
| (e) | Company Secretary        | <br>Anubhav Maheshwari               |



Date: 11.08.2014





Regd. Office : 8/1, Lal Bazar Street, Kolkata-700 001  
Phone No.: 91-33-22310050; Fax No.: 91-33-22300336, E-mail : info@manaksia.com; Website : www.manaksia.com  
Corporate Identity Number : L74950WB1984PLC038336

## ANNUAL GENERAL MEETING NOTICE

To  
The Members,

NOTICE is hereby given that 30<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 26<sup>th</sup> September, 2014 at 11.00 a.m. at Bhasha Bhawan, National Library Auditorium at Belvedere Road, Kolkata - 700 027 to transact the following business :

### Ordinary Business :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon.
2. To confirm payment of interim dividend declared on Equity Shares of the Company, as final dividend, for the financial year 2013-14.
3. To appoint a Director in place of Mr Sunil Kumar Agrawal (DIN : 00091784), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr Suresh Kumar Agrawal (DIN : 00520769), who retires by rotation and being eligible offers himself for re-appointment.
5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :  
"RESOLVED THAT Mr Nadia Basak (DIN : 00441153), a Director liable to retire by rotation, does not wish to seek re-appointment as a Director of the Company."
6. To appoint Messers SRB & Associates, Chartered Accountants, (FRN : 310009E), as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Messers SRB & Associates, Chartered Accountants (Registration No. FRN : 310009E), the retiring Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of 33<sup>rd</sup> Annual General Meeting (subject to ratification by the members at every subsequent AGM) on such remuneration as may be determined by the Board of Directors in addition to reimbursement of all out of pocket expenses in connection with the audit of the financial statements of the Company."

### Special Business :

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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Schedules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authority(ies), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.  
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. 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 applicable provisions of the Companies Act, 2013 and allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) not to fill for the time being the vacancy caused by the retirement of Mr Nadia Basak (DIN : 00441153), a Director, who retires by rotation at the Annual General Meeting and does not seek re-appointment."
9. 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajay Kumar Chakraborty (DIN : 00133604), Director of the Company, who retires by rotation at the ensuing Annual General Meeting be and is hereby appointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in calendar year 2019."
10. 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs Smita Khaitan (DIN : 01116869), Director of the Company, who retires by rotation at the ensuing Annual General Meeting be and is hereby appointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in calendar year 2019."
11. 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Kali Kumar Chaudhuri (DIN : 00206157), Director of the Company whose present term of Office as per the Companies Act, 1956, is liable to retirement by rotation be and is hereby appointed as Non-Executive Independent Director of the Company not subject to retirement by rotation for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in calendar year 2019."
12. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :
- "RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr Basant Kumar Agrawal, Managing Director (DIN : 00520558), by making his office as a director liable to retire by rotation, other terms and conditions of his appointment remaining unaltered/unchanged."
13. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution** :
- "RESOLVED THAT** in supersession of the earlier Resolution passed, pursuant to Section 293(1)(d) of the Companies Act, 1956, by the shareholders of the Company on 24<sup>th</sup> September, 2013, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) under Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals required, if any, in this regard from appropriate authorities, to borrow, from time to time, such sum or sums of monies as they may deem requisite for the purpose of the business of the Company which together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid up capital of the Company and its free reserves, provided that the aggregate amount so borrowed at any point of time shall not exceed Rs.1000 crore (Rupees One Thousand crore) only together with the interest, additional interest, compound interest, liquidated damages, all other cost, charges, expenses including any increase as a result of devaluation/revaluation/ fluctuation in the rate of foreign exchange and all other monies payable by the Company.
- RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

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

**"RESOLVED THAT** in supersession of the earlier Resolution passed, pursuant to Section 293(1)(a) of the Companies Act, 1956, by the shareholders of the Company on 24<sup>th</sup> September, 2013 consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) under Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals required, if any, in this regard from appropriate authorities, for creation, from time to time, of such hypothecations, charges, mortgages and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities already created by the Company on such terms and conditions, as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the Banks/financial institutions/debenture trustees/other lenders as may be agreed to by the Board, for the purpose of securing the repayment of any loans/financial assistance/working capital facilities (whether in rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner provided that the total borrowings under Section 180(1)(c) of the Act shall not to exceed Rs.1000 Crores (Rupees One Thousand Crores) only at any point of time together with the interest, additional interest, compound interest, liquidated damages, all other cost, charges, expenses including any increase as a result of devaluation/revaluation/fluctuation in the rate of foreign exchange and all other monies payable by the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

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

**"RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the despatch of the document by the Company and that no such request shall be entertained by the Company to post the despatch of such document by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and relevant rules prescribed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending 31<sup>st</sup> March, 2015 be paid the remuneration as set out in the explanatory statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

17. 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 Section 188 and other applicable provisions, if any, of the Companies Act 2013, relevant rules prescribed thereunder including Listing Agreement with Stock Exchanges (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as

may be prescribed by any of the concerned authority(ies) while granting such approvals, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for sale of land particulars of which including consideration and other terms and conditions as detailed in the explanatory statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

Regd. Office :  
8/1, Lal Bazar Street  
Kolkata – 700 001  
Date: 11<sup>th</sup> August, 2014

**By Order of the Board**  
Sd/-  
**Anubhav Maheshwari**  
Company Secretary

#### NOTES :

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out to the notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2014 to 20<sup>th</sup> September, 2014 (both days inclusive).
5. Pursuant to Clause 49 of the Listing Agreement, the brief resume/profile of the Directors recommended by the Board for appointment/re-appointment is provided in the Annual Report.
6. The members are hereby informed that the Company would transfer the unpaid/unclaimed amounts, which remain unclaimed for a period of seven years, to the Investors Education and Protection Fund ("IEP Fund") constituted by the Central Government under Section 205(C) of the Companies Act, 1956 or applicable provisions of Companies Act, 2013.

The following are the details of unpaid /unclaimed amounts and respective due date for transfer of unclaimed dividend to IEP Fund:

#### Unclaimed/Unpaid Dividends

| Year                       | Date of Declaration of Dividend | Due date for transfer to IEP Fund | Unpaid/Unclaimed Dividend amount as on 31st March 2014 (₹) |
|----------------------------|---------------------------------|-----------------------------------|--|
| 2006-07                    | 28.09.2007                      | 03.11.2014                        | 1,22,306.84  |
| 2007-08                    | 26.09.2008                      | 02.11.2015                        | 4,02,662.00  |
| 2008-09                    | 29.09.2009                      | 05.11.2016                        | 5,56,800.30  |
| 2009-10                    | 28.12.2010                      | 03.02.2018                        | 3,80,997.60  |
| 2010-11                    | 02.09.2011                      | 07.10.2018                        | 5,39,480.00  |
| 2013-14 (Interim Dividend) | 13.08.2013                      | 19.09.2020                        | 5,19,156.00  |

Unclaimed FPO Share Application Money aggregating to Rs. 3,13,520/- as on 31<sup>st</sup> March, 2014,

| Year    | Date of Refund of Application Amount | Due date for transfer to IEP Fund |
|---------|--------------------------------------|-----------------------------------|
| 2007-08 | 01.08.2008                           | 31st December 2015                |

Members who have not encashed their dividend warrants/refund of Follow on Public offer pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof atleast 10 days before they are due for transfer to the said Fund. The Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company as on 27<sup>th</sup> September, 2013 (date of Last Annual General Meeting) on the website of the Company [www.manaksia.com](http://www.manaksia.com) and as also on the Ministry of Corporate Affairs website. Members are requested to note that, no claim shall lie with the Company in respect to the unclaimed /unpaid amounts once it is transferred by the Company to IEP Fund.

7. Members are requested to notify immediately all changes pertaining to their bank details, National Electronic Clearing Services (NECS), nominations, change of address, bank particulars, IFS Code, etc.:
  - (i) to their Depository Participants (DPs) in respect of their shares held in demat form; and
  - (ii) to the Company or to its Registrar and Transfer Agent in respect of the shares held in physical form, if any.
8. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days upto the date of Annual General Meeting.
9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 shall be open for inspection during business hours at the Registered Office of the Company beginning and shall be kept open for inspection at the Annual General Meeting. The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
10. Members are requested to bring their attendance slips together with their copies of the Annual Report to the meeting.
11. Members desiring any information on the Audited Accounts 2013-14 and operations are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
12. Members are requested to send proper documentary evidence of bonafide beneficiary for the unclaimed FPO shares lying in the demat suspense account with the Company.
13. Members may note that Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to furnish the copy of the PAN to their respective Depository Participant. Members holding shares in physical form can submit their PAN details to the Company or it's Registrar & Transfer Agent. Further, it is mandatory to furnish a copy of the PAN in the following cases :
  - i. Deletion of the name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
  - ii. Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
  - iii. Transposition of shares - when there is change in the order of names in which physical shares are held jointly in the names of the two or more shareholders.
  - iv. Transfer of shares.
14. Pursuant to Listing Agreement and Sections 20, 101 and 136 of the Companies Act, 2013, read with relevant rules made thereunder, the Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository. Accordingly, Annual Report for the financial year ended 31<sup>st</sup> March, 2014 shall be sent electronically to all the members whose email address has been registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.
15. Voting through Electronic means and Postal Ballot :
  - (1) (a) In compliance with Clause 35B of the Listing Agreement entered into by the Company with the Stock Exchanges and Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company will provide e-voting facilities to the shareholders in respect of all shareholder resolutions to be passed at the Annual General Meeting. The Company has engaged the services of NSDL to provide e-voting facilities to the members. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

- (b) The Members who do not have access to e-voting facility, a Postal Ballot Form is sent along with the Notice of the Annual General Meeting together with the self addressed business reply envelope, to enable them to send their assent or dissent in writing on the Postal Ballot Form. Detailed instructions on voting through Postal Ballot are given on the reverse of the Ballot Form. Members desiring to vote through Postal Ballot Form are requested to exercise their vote and to send the enclosed Postal Ballot form duly completed in all respects in the enclosed self address business Reply envelope to the Scrutinizer, C/o Manaksia Limited, 8/1 Lal Bazar Street, Kolkata- 700 001, not later than the close of working hours i.e 6.00 p.m. on 20<sup>th</sup> September, 2014.
  - (c) Kindly note that the Members can opt only one mode for voting i.e. either by Postal Ballot Form or e-voting. In case, the member has caste its vote both via Postal Ballot and e-voting, then voting done through Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.
- (2) The Board of Directors of the Company have appointed Mr. Sandip Kumar Kejriwal, Practicing Company Secretary, as Scrutinizer for conducting the e-voting process and Postal Ballot voting process, in a fair and transparent manner.
  - (3) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot to declare the final result for each of the resolutions forming part of the Annual General Meeting Notice.
  - (4) The e-voting period commences on 18<sup>th</sup> September, 2014 (9.00 a.m.) (IST) and ends at 20<sup>th</sup> September 2014 (6.00 p.m.) (IST). The e-voting module shall be disabled by NSDL for voting thereafter.
  - (5) During the e-voting period, shareholders of the Company holding shares either in physical form or dematerialised form as on the cut off date (record date) of 14<sup>th</sup> August, 2014 may cast their vote electronically and/or through postal ballot.
    - (a) Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
    - (b) The Scrutinizer shall after the conclusion of the e-voting period and before close of the working hours i.e. 6 p.m. on 24<sup>th</sup> September, 2014, unblock the votes in presence of at least two witness not in employment of the Company and will make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
    - (c) The results shall be declared on or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed in the AGM date, subject to receipt of the requisite number of votes in favour of the resolution.
    - (d) The results declared along with the Scrutinizer report shall be placed on the website of the Company i.e. [www.manaksia.com](http://www.manaksia.com) and on NSDL website within two days of passing of the resolution at the Annual General Meeting and communicated to the Stock Exchanges where the Company shares are listed.
15. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and/or vote (poll) on their behalf at the Meeting.
16. In keeping with the Ministry of Corporate Affairs "Green Initiative" measures, and applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.

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## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 7

The existing Articles of Association (AoA) of the Company were amended by the shareholders in the Extra Ordinary General Meeting held on 22<sup>nd</sup> April, 2010. The existing AoA are based on the Companies Act, 1956 and some regulations are not in conformity with the new Companies Act, 2013 and hence required modification.

With the enactment of the Companies Act, 2013 and its allied rules, the provisions of the Companies Act, 1956 are getting repealed in a phased manner. The Board of the Company believe that it is desirable that the AoA of the Company be revised so that they reflect not only the law governing the Company and rules and regulations made thereunder, but must also be in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder and must also comply with the Listing Agreement and other SEBI Rules and Regulations applicable thereto. Since the proposed alterations, deletions, insertions etc. to the present AoA are numerous it is most convenient to adopt an entirely new set of regulations in place of those contained in its existing AoA incorporating all the proposed alterations.



The new AoA are based on Table F of the Companies Act, 2013 which sets out the model articles of association of the Company limited by shares.

A copy of the draft AoA is available for inspection at the Registered Office of the Company during business hours on any working day up to the date of the AGM and will also be available on the website of the Company. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the special resolution as set out in Item no. 7 for approval of the Members.

#### **Item No. 8**

Mr. Nadia Basak, Director, liable to retire by rotation at the ensuing AGM under the erstwhile provisions of the Companies Act, 1956 does not seek re-appointment. Pursuant to the provisions of sections 152(6)(e) and 152(7) of the Companies Act, 2013, the Company has to pass a specific resolution to not fill up the vacancy. Accordingly, since he retires at this Annual General Meeting, the Board has decided not to fill, for the time being, the vacancy caused due to his retirement.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item no. 8 for approval of the Members.

#### **Item No. 9 & 10**

Mr A K Chakraborty and Mrs Smita Khaitan, Independent Directors, were retiring by rotation at the ensuing Annual General Meeting (AGM) under the provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Mr A K Chakraborty and Mrs Smita Khaitan, being eligible, offer themselves for appointment. As per Section 149 of the Act, inter-alia, stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the Section 149 of the Act, an independent director can hold office for two consecutive terms of maximum five years each on the Board of a Company and shall not be included in the total number of directors considered for retirement by rotation. It is further clarified that any previous tenure of an Independent Director on the date of commencement of the Act, shall not be counted as a term of appointment of Independent Director.

The Company has received from Mr A K Chakraborty and Mrs. Smita Khaitan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Act and (iii) declaration that they meet the criteria of independence as provided in Section 149(6) of the Act.

Based on the declarations received, the Board of Directors is of the opinion that Mr. A K Chakraborty and Mrs. Smita Khaitan, are persons of integrity and possess relevant expertise and experience and are eligible and fulfill the conditions specified in the Act and Listing Agreement for such appointment and are independent of the management of the Company.

The Board of Directors of the Company in their meeting held on 11<sup>th</sup> August, 2014 on the recommendation of Nomination & Selection Committee meeting held on 8<sup>th</sup> August, 2014 and after consideration that their continued association with the Company would be of immense benefit to the Company, has recommended to appoint the above said Directors as Non-Executive Independent Directors within the meaning of Section 149 and 152 of the Act read with Schedule IV attached thereto and rules made thereunder, not subject to retirement by rotation, for a period of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in calendar year 2019. The appointment of Mr. A K Chakraborty and Mrs. Smita Khaitan would also be in compliance with the revised Clause 49 of the Listing Agreement effective from 1<sup>st</sup> October, 2014.

Notices have been received from members under Section 160 of the Act proposing candidature of the above directors for the office of Independent Director of the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions of their appointment is available for inspection at the Registered Office of the Company during business hours on any working day up to the date of the AGM.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. A K Chakraborty and Mrs. Smita Khaitan for their respective appointments are concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions as set out at Item Nos. 9 & 10 for approval of the Members.

#### **Item No. 11**

Pursuant to the requirement of Clause 49 of the Listing Agreement, Company had appointed Dr. K K Chaudhuri as Independent Director of the Company. In terms of requirement of the Companies Act, 1956, he was liable to retirement by rotation. However, as per the

provisions of the Companies Act, 2013, the office of Independent Director is not liable to determination by retirement of directors by rotation.

In accordance with Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('Act') that have come into effect from 1<sup>st</sup> April 2014, the Company is required to appoint its Independent Directors, including its existing Independent Directors in accordance with the provisions of the Companies within a period of one year till 31<sup>st</sup> March, 2015. As per the Section 149 of the Act, an independent director can hold office for two consecutive terms of maximum five years each on the Board of a Company and shall not be included in the total number of directors considered for retirement by rotation. It is further clarified that any previous tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term of appointment of Independent Director.

The Company has received from Dr. K K Chaudhuri (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act, 2013 and (iii) declaration that he meet the criteria of independence as provided in Section 149(6) of the Act, 2013.

The Board of Directors on basis of declaration made by Dr. K K Chaudhuri is of opinion that he is person of integrity and possesses relevant expertise and experience and fulfills the conditions of Independence specified in the Act, 2013 and Listing Agreement for such an appointment and is independent of the management of the Company.

The Board of Directors of the Company in their meeting held on 11<sup>th</sup> August, 2014 on the recommendation of Nomination & Selection Committee in its meeting held on 8<sup>th</sup> August, 2014 and after consideration that his continued association with the Company would be of immense benefit to the Company has recommended to reappoint Dr. K K Chaudhuri as Non-Executive Independent Director within the meaning of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and rules made thereunder, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in calendar year 2019. The appointment of Dr. K K Chaudhuri would also be in compliance with the revised Clause 49 of the Listing Agreement effective from 1<sup>st</sup> October, 2014.

Notice has been received from a Member under Section 160 of the Act, 2013 proposing candidature of Dr. K K Chaudhuri for the office of Independent Director of the Company.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions of their appointment is available for inspection at the Registered Office of the Company during business hours on any working day up to the date of the AGM.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Dr. K K Chaudhuri for his appointment is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the ordinary resolution as set out at Item No 11 for approval of the Members.

#### **Item No. 12**

It is proposed that other than Non-Executive Independent Directors, office of all the Directors of the Company pursuant to the provisions of the Companies Act, 2013 would be liable to be determined by rotation.

The shareholders of the Company in its Annual General Meeting held on 2nd September, 2011, had approved re-appointment of Mr. B K Agrawal as Managing Director of the Company w.e.f 19<sup>th</sup> December, 2011 for a period of 5 (five) years ending on 18<sup>th</sup> December, 2016 and as per the terms of such appointment, was not liable to retire by rotation. The Shareholders on 24<sup>th</sup> September, 2013 had further revised/amended terms of remuneration of Mr. B K Agrawal w.e.f 1<sup>st</sup> April, 2013. It is therefore proposed to amend the terms of appointment of Mr. B K Agrawal to provide that his office as a director shall be liable to retire by rotation. The other terms and conditions of his appointment including remuneration approved in the general meeting held on 2<sup>nd</sup> September, 2011 and 24<sup>th</sup> September, 2013 shall remain unchanged. Necessary amendment will also be made in the proposed Articles of Association for consideration and adoption in this Annual General Meeting.

Pursuant to provisions of Section 102(1) of the Companies Act, 2013, the extent of shareholding of Mr. B K Agrawal and his relatives is provided below :

| <b>Name of Director/KMP/Relatives</b> | <b>Extent of shareholding in the Company</b> |
|---------------------------------------|--|
| Basant Kumar Agrawal                  | 5.132  |
| Basant Kumar Agrawal (HUF)            | 0.708  |

Except Mr. Basant Kumar Agrawal and his relatives, no other Director or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 12 for approval of the Members.



**Item No. 13**

In terms of the requirement of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company without consent of the members by special resolution, cannot borrow money(ies) where the money to be borrowed, together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in ordinary course of business) is in excess of the aggregate of the paid up capital and free reserves of the Company. The Members of the Company vide Postal ballot on 24<sup>th</sup> September, 2013 had accorded their consent to the Board of Directors (herein after referred to as "the Board") pursuant to provisions of Section 293(1)(d) of the Companies Act, 1956 to borrow money(s) for the purpose of business of the Company not exceeding Rs.1000 (One Thousand) crores (excluding the temporary loans obtained/to be obtained by the Company's bankers in ordinary course of business). However since the said approval in terms of General Circular No. 4/2014 dated 25.03.2014 of Ministry of Corporate Affairs would lapse in September 2014, fresh approval is sought from the shareholders for the borrowings as detailed herein above.

In anticipation of the future business requirements, the Board may need to resort to further borrowings, from time to time, by way of loans/financial assistance from various banks/financial institutions and other lenders, both national and international, issue of debentures/bonds or other debt instruments. A fresh resolution is proposed authorizing the Board to borrow money(ies) for the business of the Company within limit not exceeding Rs. 1000 (One Thousand) crores (excluding the temporary loans obtained/to be obtained by the Company's bankers in ordinary course of business). The increase in borrowing limits would also facilitate the Board to have better negotiating capacity vis-a-vis the financing Banks and/or restructure the borrowing limits on the terms and conditions advantageous to the Company.

Pursuant to provisions of Section 102(1) of the Companies Act, 2013, the extent of shareholding of Directors, Key Managerial Personnel and their relatives in the Company is provided below :

| <b>Name of Director/KMP/Relatives</b> | <b>Extent of shareholding in the Company</b> |
|---------------------------------------|--|
| Basudeo Agrawal                       | 12.550                                       |
| Suresh Kumar Agrawal                  | 12.401                                       |
| Mahabir Prasad Agrawal                | 6.367  |
| Basant Kumar Agrawal                  | 5.132  |
| Varun Agrawal                         | 4.222  |
| Vineet Agrawal                        | 3.687  |
| Karan Agarwal                         | 2.742  |
| Sunil Kumar Agrawal                   | 2.466  |
| Shobha Devi Agrawal                   | 1.992  |
| Chandrakala Agrawal                   | 1.899  |
| Sushil Kumar Agrawal                  | 1.301  |
| Shailaja Agrawal                      | 0.760  |
| Manju Agrawal                         | 0.743  |
| Kanta Devi Agrawal                    | 0.736  |
| Basant Kumar Agrawal (HUF)            | 0.708  |
| Basudeo Agrawal (HUF)                 | 0.708  |
| Mahabir Prasad Agrawal (HUF)          | 0.708  |
| Sunil Kumar Agrawal (HUF)             | 0.601  |
| Anirudha Agrawal                      | 2.097  |
| Sushil Kumar Agrawal (HUF)            | 0.516  |
| Suresh Kumar Agrawal (HUF)            | 0.515  |
| Anuradha Agrawal                      | 0.101  |
| Nadia Basak                           | 0.034  |

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding.

The Board recommends the Special Resolution as set out in Item No.13 for approval of the Members.

**Item No. 14**

To meet the working capital requirements and long term fund requirements, from time to time, the Company will be required to borrow monies from various Banks/financial institutions/debenture trustees/other lenders. These borrowings of the Company are in general required to be secured by creating suitable mortgage or charge on all or any of the movable/immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors (herein after referred to as "the Board"), from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company on its movable/immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the Banks/Lenders/Trustee, with a power to take over the mortgaged property of the Company in the event of default by the Company may be regarded as disposal of the whole or substantially the whole of the Company's said mortgaged properties within the meaning of Section 180(1)(a) of the Companies Act, 2013 ('Act'). The Members of the Company vide Postal ballot on 24<sup>th</sup> September, 2013 had accorded their consent to the Board of Directors pursuant to provisions of Section 293(1)(a) of the Companies Act, 1956 to create security on the movable/immovable assets of the Company, both present and future, by way of charge ranking pari passu or otherwise in favour of the lending Bank(s) and/ institution(s) and any other lender(s) upto an amount not exceeding Rs 1000 (One Thousand ) crores. However, since the said approval in terms of General Circular No. 4/2014 dated 25.03.2014 of Ministry of Corporate Affairs would lapse in September 2014, fresh approval is sought from the shareholders under Section 180(1)(a) of the Act, authorizing the Board for creating security on the movable/immovable assets of the Company, both present and future, by way of charge ranking pari passu or otherwise in favour of the lending Bank(s) and/institution(s) and any other lender(s) upto an amount not exceeding Rs.1000 (One Thousand) crores.

Pursuant to provisions of Section 102(1) of the Act, the extent of shareholding of Directors, Key Managerial Personnel and their relatives in the Company is provided below :

| <b>Name of Director/KMP/Relatives</b> | <b>Extent of shareholding in the Company</b> |
|---------------------------------------|--|
| Basudeo Agrawal                       | 12.550                                       |
| Suresh Kumar Agrawal                  | 12.401                                       |
| Mahabir Prasad Agrawal                | 6.367  |
| Basant Kumar Agrawal                  | 5.132  |
| Varun Agrawal                         | 4.222  |
| Vineet Agrawal                        | 3.687  |
| Karan Agarwal                         | 2.742  |
| Sunil Kumar Agrawal                   | 2.466  |
| Shobha Devi Agrawal                   | 1.992  |
| Chandrakala Agrawal                   | 1.899  |
| Sushil Kumar Agrawal                  | 1.301  |
| Shailaja Agrawal                      | 0.760  |
| Manju Agrawal                         | 0.743  |
| Kanta Devi Agrawal                    | 0.736  |
| Basant Kumar Agrawal (HUF)            | 0.708  |
| Basudeo Agrawal (HUF)                 | 0.708  |
| Mahabir Prasad Agrawal (HUF)          | 0.708  |
| Sunil Kumar Agrawal (HUF)             | 0.601  |
| Anirudha Agrawal                      | 2.097  |
| Sushil Kumar Agrawal (HUF)            | 0.516  |
| Suresh Kumar Agrawal (HUF)            | 0.515  |
| Anuradha Agrawal                      | 0.101  |
| Nadia Basak                           | 0.034  |

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding.

The Board recommends the Special Resolution as set out in Item No. 14 for approval of the Members.



#### Item No. 15

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 15 for approval of the Members.

#### Item No. 16

The Board of Directors on the recommendation of the Audit Committee at its meeting held on 11<sup>th</sup> August, 2014, appointed M/s B Mukhopadhyay & Co, Cost Accountants, (Firm Registration No. : 000257), as the Cost Auditors for the audit of cost accounting records of the Aluminium and Steel Products to be manufactured by it during the Financial Year ending 31<sup>st</sup> March 2015, at a remuneration amounting to Rs 1,75,000/- excluding out of pocket expenses, if any.

In terms of the provisions of the Section 148(3) of the Companies Act, 2013 read with and relevant rules prescribed thereunder (including any statutory modification(s) or re-enactment (thereof) for the time being in force, the remuneration payable to the Cost Auditor shall be ratified subsequently by the shareholders.

Accordingly, consent of the members is sought for passing the ordinary resolution as set out at Item No. 16 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2015. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 16 for approval of the Members.

#### Item No. 17

The Board of Directors of the Company on the recommendation of the Audit Committee at its meeting held on 11<sup>th</sup> August, 2014, has approved the proposal for the sale of land admeasuring 16 cottahs 5 chitaks and 5 sq feet along with buildings, fixtures, etc standing/ built thereon situated at 143/1, S N Roy Road, Kolkata-700 038 (in Kolkata Municipal Corporation Ward No. 118, P.S. Behala) (Dag No. 81, Revenue Survey (R.S.) No. 182, Khaitain No. 292, Mouza Punjo Shahpur, Pargana Magura, Touzi No. 101, J L No 9, P.S. Behala, District South 24 Parganas) jointly to Mr. Mahabir Prasad Agrawal, Director, Mr. Suresh Kumar Agrawal, Whole Time Director and Mr. Basudeo Agrawal, Executive of the Company on a consideration amount of not less that the valuation to be arrived at the time of execution of the transaction by the appropriate immovable property registering authorities.

R K Aluminium Company Limited, since merged with the Company, for the purpose of expansion of its business had purchased the land along with structures standing thereon in year 1981 from the Promoters of the Company i.e Mr. Basant Kumar Agrawal, Mr. Mahabir Prasad Agrawal, Mr. Suresh Kumar Agrawal and Mr. Basudeo Agrawal. There has been no business carried on by the Company in the said premises for more than 10 years. Hence, the Promoters of the Company have requested that the land along with buildings, fixtures, etc. built thereon be resold to them at the consideration amount not less than the valuation to be arrived at the time of execution of the transaction by the appropriate registering authorities. This would ensure that the transactions are done on arms length price and not detrimental to the interest of the Company. The transactions would also help in monetary realization of unutilized assets of the Company. It is a freehold land and presently not hypothecated and/or mortgaged to any financial institution/bank.

In terms of the requirement of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 the particulars of the transactions are as following:

- (a) **Name of the Related Parties :** Mr. Suresh Kumar Agrawal, Mr. Mahabir Prasad Agrawal and Mr. Basudeo Agrawal.
- (b) **Name of the Directors or Key Managerial Personnel related, if any :**

| Name of Directors       | Nature of Relationship            |
|-------------------------|-----------------------------------|
| Mr Sushil Kumar Agrawal | Son of Mr. Mahabir Prasad Agrawal |
| Mr Sunil Kumar Agrawal  | Son of Mr Mahabir Prasad Agrawal  |

- (c) **Nature, material terms, monetary value and particulars of the Contract or Arrangement :**

To sell land admeasuring 16 cottahs 5 chitaks and 5 sq feet along with buildings, fixtures, etc attached thereto situated at 143/1, S N Roy Road, Kolkata- 700 038 (in Kolkata Municipal Corporation Ward No. 118, P.S. Behala) (Dag No. 81, Revenue

Survey (R.S.) No. 182, Khaitain No. 292, Mouza Punjo Shahpur, Pargana Magura, Touzi No. 101, J L No 9, P.S. Behala, District South 24 Parganas) at the consideration amount not less than the valuation to be arrived at the time of execution of the transaction by the appropriate immovable property registering authorities.

- (d) **Any other information relevant or important for the members to take a decision on the proposed resolution :** None

Pursuant to provisions of Section 102(1) of the Companies Act, 2013, the extent of shareholding of Directors, Key Managerial Personnel and their relatives in the Company is provided below :

| <b>Name of Director/KMP/Relatives</b> | <b>Extent of shareholding in the Company</b> |
|---------------------------------------|--|
| Basudeo Agrawal                       | 12.550                                       |
| Suresh Kumar Agrawal                  | 12.401                                       |
| Mahabir Prasad Agrawal                | 6.367  |
| Basant Kumar Agrawal                  | 5.132  |
| Varun Agrawal                         | 4.222  |
| Vineet Agrawal                        | 3.687  |
| Karan Agarwal                         | 2.742  |
| Sunil Kumar Agrawal                   | 2.466  |
| Shobha Devi Agrawal                   | 1.992  |
| Chandrakala Agrawal                   | 1.899  |
| Sushil Kumar Agrawal                  | 1.301  |
| Shailaja Agrawal                      | 0.760  |
| Manju Agrawal                         | 0.743  |
| Kanta Devi Agrawal                    | 0.736  |
| Basant Kumar Agrawal (HUF)            | 0.708  |
| Basudeo Agrawal (HUF)                 | 0.708  |
| Mahabir Prasad Agrawal (HUF)          | 0.708  |
| Sunil Kumar Agrawal (HUF)             | 0.601  |
| Anirudha Agrawal                      | 2.097  |
| Sushil Kumar Agrawal (HUF)            | 0.516  |
| Suresh Kumar Agrawal (HUF)            | 0.515  |
| Anuradha Agrawal                      | 0.101  |
| Nadia Basak                           | 0.034  |

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding.

The Board recommends the Special Resolution as set out in Item No. 17 for approval of the Members.

Regd. Office :  
8/1, Lal Bazar Street  
Kolkata – 700 001  
Date: 11th August, 2014

**By Order of the Board**  
Sd/-  
**Anubhav Maheshwari**  
Company Secretary





Corporate Identity Number : L74950WB1984PLC038336  
Phone No. : 91-33-22310050, Fax No. : 91-33-22300336, Email : info@manaksia.com, Website : www.manaksia.com  
Registered Office : 8/1, Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata - 700 001

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

30th Annual General Meeting on Friday, 26th September 2014 at 11.00 a.m.  
At Bhasha Bhavan, National Library Auditorium at Belvedere Road, Kolkata - 700 027

Folio No. .... DP ID No. .... Client ID. .... Number of Shares .....

Name of the Member : ..... Signature : .....

Name of the Proxy Holder : ..... Signature : .....

1. Only Member or the Proxy Holder can attend the Meeting.
2. Member/Proxy Holder should bring his/her copy of the Annual Report for reference at the Meeting.



Corporate Identity Number : L74950WB1984PLC038336  
Phone No. : 91-33-22310050, Fax No. : 91-33-22300336, Email : info@manaksia.com, Website : www.manaksia.com  
Registered Office : 8/1, Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata - 700 001

**PROXY FORM**

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

Name of the Member(s) : .....

Registered Address : .....

E-mail Id : .....

Folio No./Client ID : ..... DP ID : .....

I/We, being the member(s) of ..... Shares of Manaksia Limited, hereby appoint.

1. Name : ..... Email id: .....

Address : .....

Signature : ..... or failing him

2. Name : ..... Email id: .....

Address : .....

Signature : ..... or failing him

3. Name : ..... Email id: .....

Address : .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 26th day of September, 2014 at 11.00 a.m. at Bhasha Bhavan, National Library Auditorium at Belvedere Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

**Resolutions No.**

1. Adoption of the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss Account for the year ended on that date along with the Reports of Auditors and Directors thereon.
2. To confirm payment of interim dividend declared on equity shares of the Company, as final dividend, for the financial year 2013-14.
3. For appointment of a Director in place of Mr Sunil Kumar Agrawal (DIN : 00091784), who retires by rotation and being eligible offers himself for re-appointment.
4. For appointment of a Director in place of Mr Suresh Kumar Agrawal (DIN : 00520769), who retires by rotation and being eligible offers himself for re-appointment.
5. For Mr Nadia Basak (DIN : 00441153), who does not wish to seek re-appointment as Director of the Company.
6. For appointment and fixation of remuneration of Statutory Auditors.
7. For adoption of Articles of Association of the Company.
8. For not to fill the casual vacancy caused by retirement of Mr. Nadia Basak (DIN : 00441153).
9. For appointment of Mr A K Chakraborty (DIN : 00133604), as an Independent Director of the Company.
10. For appointment of Mrs Smita Khaitan (DIN : 01116869), as an Independent Director of the Company.
11. For appointment of Dr K K Chaudhuri (DIN : 00206157), as an Independent Director.
12. For amendments in terms of appointment of Mr B K Agrawal (DIN : 00520558), Managing Director of the Company.
13. Authorising the Board of Directors to borrow money/moneys upto an aggregate amount of ₹ 1000 crores under Section 180(1)(c) of the Companies Act, 2013.
14. For creation of charge on the movable and immovable properties of the Company both present and future in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013 in terms of resolution no.13 above.
15. For delivery of documents through a particular mode under Section 20 of the Companies Act, 2013.
16. For ratification of remuneration payable to M/s B Mukhopadhyay & Co, Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2015.
17. For entering into related party transactions pursuant to the provisions of Section 188 of the Companies Act, 2013.

Affix  
Revenue  
Stamp

Signed this ..... day of ..... 2014

Signature of Shareholder : ..... Signature of Proxy holder(s) : .....

**Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**





SPECIMEN

Corporate Identity Number : L74950WB1984PLC038336  
Registered Office : 8/1, Lal Bazar Street, Kolkata - 700 001  
Phone No. : 91-33-22310050; Fax No. : 91-33-22300336  
Email : info@manaksia.com; website : www.manaksia.com

### POSTAL BALLOT FORM

Annexure to the Annual General Meeting Notice dated 11<sup>th</sup> August, 2014.  
Postal Ballot form for voting on the resolutions to be passed at the Annual General Meeting  
to be held on 26<sup>th</sup> September, 2014

(Please read carefully the instructions printed overleaf before completing the Form)

1. Name & Registered  
Address of the Sole/  
First Name Shareholder



2. Name of the Joint Holder(s),  
(if any)

3. Registered Folio Number/  
\*DP ID No./Client ID No  
\*(Applicable to shareholders holding  
shares in dematerialized form)

4. Number of Share(s) held

### ELECTRONIC VOTING PARTICULARS

| (EVEN)<br>(E-Voting Event Number) | USER ID | PASSWORD/PIN |
|-----------------------------------|---------|--------------|
|                                   |         |              |





**Manaksia  
Limited**

SPECIMEN

Corporate Identity Number : L74950WB1984PLC038336  
Registered Office : 8/1, Lal Bazar Street, Kolkata - 700 001  
Phone No. : 91-33-22310050 ; Fax No. : 91-33-22300336  
Email : info@manaksia.com ; website : www.manaksia.com

5. I/ We hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated 11<sup>th</sup> August, 2014 as set out below to be passed at the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below (tick in both the boxes would render the ballot invalid)

| Sl. No. | Resolutions  | No. of Shares | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|---------|--|---------------|-------------------------------------|--|
| 1.      | Ordinary Resolution for Adoption of the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss Account for the year ended on that date along with the Reports of Auditors and Directors thereon.                |               |                                     |  |
| 2.      | Ordinary Resolution to confirm payment of interim dividend declared on equity shares of the Company, as final dividend, for the financial year 2013-14.  |               |                                     |  |
| 3.      | Ordinary Resolution for appointment of a Director in place of Mr Sunil Kumar Agrawal (DIN : 00091784), who retires by rotation and being eligible offers himself for re-appointment.   |               |                                     |  |
| 4.      | Ordinary Resolution for appointment of a Director in place of Mr Suresh Kumar Agrawal (DIN : 00520769), who retires by rotation and being eligible offers himself for re-appointment.  |               |                                     |  |
| 5.      | Ordinary Resolution for Mr Nadia Basak (DIN : 00441153), who does not wish to seek re-appointment as Director of the Company.  |               |                                     |  |
| 6.      | Ordinary Resolution for appointment and fixation of remuneration of Statutory Auditors.  |               |                                     |  |
| 7.      | Special Resolution for adoption of Articles of Association of the Company.   |               |                                     |  |
| 8.      | Ordinary Resolution for not to fill the casual vacancy caused by retirement of Mr. Nadia Basak (DIN : 00441153).   |               |                                     |  |
| 9.      | Ordinary Resolution for appointment of Mr A K Chakraborty (DIN : 00133604), as an Independent Director of the Company.   |               |                                     |  |
| 10.     | Ordinary Resolution for appointment of Mrs Smita Khaitan (DIN : 01116869), as an Independent Director of the Company.  |               |                                     |  |
| 11.     | Ordinary Resolution for appointment of Dr K K Chaudhuri (DIN : 00206157), as an Independent Director.  |               |                                     |  |
| 12.     | Ordinary Resolution for amendments in terms of appointment of Mr B K Agrawal (DIN : 00520558), Managing Director of the Company.   |               |                                     |  |
| 13.     | Special Resolution under Section 180(1)(c) of the Companies Act, 2013 authorising the Board of Directors to borrow money/moneys upto an aggregate amount of Rs 1000 crores.  |               |                                     |  |
| 14.     | Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge on the movable and immovable properties of the Company both present and future in respect of borrowings in terms of resolution no.13 above. |               |                                     |  |
| 15.     | Ordinary Resolution under Section 20 of the Companies Act, 2013 for delivery of documents through a particular mode.   |               |                                     |  |
| 16.     | Ordinary Resolution for ratification of remuneration payable to M/s B Mukhopadhyay & Co, Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2015.  |               |                                     |  |
| 17.     | Special Resolution for entering into related party transactions pursuant to the provisions of Section 188 of the Companies Act, 2013.  |               |                                     |  |

Place :

Date :

Signature of the Member



## INSTRUCTIONS

### A GENERAL INFORMATION :

1. There will be one Ballot Form/E-voting Form for every Folio/Client Id irrespective of number of Joint Member(s).
2. The exercise of vote by E-voting/ Ballot Form is not permitted through proxy
3. Scrutinizer's decision on the validity of the vote through E-voting/Postal Ballot shall be final.
4. Any query in relation to the resolutions proposed through E-voting/Postal Ballot may be addressed to Company Secretary, Manaksia Ltd, 8/1, Lal Bazar Street, Bikaner Building, Kolkata- 700 001 or through email : [investor.relations@manaksia.com](mailto:investor.relations@manaksia.com).

### B PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete and send to the Scrutinizer this Postal Ballot Form in original in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The vote should be cast either in favour or against by putting the (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
4. The Postal Ballot Forms should be completed and signed by the Members only. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence, by the next named Member. The signature should match with the specimen signature registered with the Company's Registrar & Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants.
5. In case of Members other than individuals, a specific Board Resolution/Authorisation, duly attested, authorizing the said person(s) to sign the Postal Ballot Form should be attached to the Postal Ballot Form. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case the registration number of Power of Attorney be provided or an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. An Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed Postal Ballot Forms will be rejected.
7. No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No. 5 above) should be sent in the self addressed postage pre-paid envelop. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope.
8. A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer, C/o Manaksia Limited, 8/1, Lal Bazar Street, Bikaner Building, Kolkata-700 001 not later than close of working hours of 20th September, 2014.
9. There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s). Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members on 14<sup>th</sup> August, 2014 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.



## **C PROCESS AND MANNER FOR MEMBERS OPTING FOR ELECTRONIC VOTING**

### **1. IN CASE OF SHAREHOLDERS RECEIVING E-MAIL FROM NSDL**

- a. Open e-mail and open PDF file viz. "MANAKSIA e-Voting.pdf" with your Client ID or Folio No. as password. The said pdf file contains your user ID and password 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/](https://www.evoting.nsdl.com/).
- c. Click on "Shareholder" - "Login"
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password 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 your password confidential.
- f. Home page of "e-Voting" opens. Click on "e-Voting":- Active Voting Cycles.
- g. Select "EVEN" of Manaksia Ltd.
- 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. Once you have voted on the resolution, you will not be allowed to modify your vote.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail - [sandipkej@yahoo.co.in](mailto:sandipkej@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **2. IN CASE OF SHAREHOLDERS RECEIVING POSTAL BALLOT FORM BY POST**

- i. Initial password is provided at the bottom of the Postal ballot form.
  - ii. Please follow all steps from Sr.No.(b) to Sr.No.(j) above, to cast vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting Manual for members, available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  4. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password for casting your vote.
  5. 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)
  6. If you wish to give your suggestions in context of e-Voting, you can send e-mail to [evoting@nsdl.com](mailto:evoting@nsdl.com) or to [investor.relations@manaksia.com](mailto:investor.relations@manaksia.com).





ANNUAL REPORT 2013-14



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## Corporate Information

### Directors

Mr. A. K. Chakraborty - Chairman  
DIN : 00133604  
Mr. B. K. Agrawal - Managing Director  
DIN : 00520558  
Mr. D. B. Guha - Executive Director\*  
DIN : 00790197  
Dr. K. K. Chaudhuri  
DIN : 00206157  
Mr. M. P. Agrawal  
DIN : 00524341  
Mr. Nadia Basak  
DIN : 00441153  
Mrs. Smita Khaitan  
DIN : 01116869  
Mr. Sunil Kumar Agrawal - Executive Director  
DIN : 00091784  
Mr. Suresh Kumar Agrawal - Executive Director  
DIN : 00520769  
Mr. Sushil Kumar Agrawal - Executive Director  
DIN : 00091793

\* ceased to be a Director w.e.f. close of business hours of 8th August, 2014.

### Company Secretary

Mr. Anubhav Maheshwari

### Auditors

M/s. SRB & Associates

### Registrar & Transfer Agent

Link Intime India Pvt. Ltd.  
59C, Chowringhee Road, Kolkata - 700020

### Registered Office

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

### Bankers

Allahabad Bank  
Bank of Baroda  
HDFC Bank Ltd.  
Standard Chartered Bank  
State Bank of India

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors are pleased to present the Thirtieth Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2014.

**FINANCIAL RESULTS:**

|  |             |             | Rs. in lacs   |             |
|--|-------------|-------------|---------------|-------------|
|  | STANDALONE  |             | CONSOLIDATION |             |
|  | 2013-14     | 2012-13     | 2013-14       | 2012-13     |
| Total Revenue                              | 1,24,296.27 | 1,23,261.02 | 2,03,982.76   | 2,11,860.44 |
| Profit Before Tax                          | 5,249.15    | 3435.94     | 20,290.11     | 18423.26    |
| Less: Provisions for Taxation              | 1,526.50    | 685.14      | 1,725.59      | 1482.55     |
| Net Profit                                 | 3,722.65    | 2750.80     | 18,641.34     | 17022.76    |
| Balance brought forward from previous year | 3,361.39    | 610.59      | 76,863.75     | 59840.99    |
| Total Amount available for appropriation   | 7,084.04    | 3361.39     | 95,505.09     | 76863.75    |
| Appropriations:                            |             |             |               |             |
| Dividend on Equity Shares                  | 1,310.70    | -           | 1,310.70      | -           |
| Surplus Carried to Balance Sheet           | 5,773.34    | 3361.39     | 94,194.41     | 76863.75    |
| Total                                      | 7,084.04    | 3361.39     | 95,505.09     | 76863.75    |

**DIVIDEND**

The Board of Directors in its meeting held on 13<sup>th</sup> August 2013 had declared Interim Dividend of 100% ( Previous Year Nil) i.e. Rs 2 per share on face value of Rs 2 per equity share aggregating to Rs 1310.68 lacs. The said Dividend was paid to the shareholders entitled thereto, on and after 22<sup>nd</sup> August, 2013. The Board of the Company has not recommended any further dividend for the financial year 2013-14 and the Interim Dividend paid would be the final dividend for the Financial Year.



**OPERATIONS AND BUSINESS PERFORMANCE**

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

**EARNINGS IN FOREIGN EXCHANGE**

During the year the export earnings of the Company amounted to Rs. 88,457.87 lacs against previous year level of Rs. 81,303.61 lacs. Foreign currency expenditure of your Company amounted to Rs. 70369.55 lacs as against Rs. 67281.13 lacs during last year.

**CREDIT RATING**

The Company was awarded 'AA' rating by CARE for its long and medium term loans, 'A1+' (A ONE PLUS) rating by CARE for short term debt instruments and A1+' (A ONE PLUS) rating by ICRA for commercial paper, which represent high security for timely servicing of debt instruments and carrying very low credit risk. The Company's financial discipline and prudence are reflected from the good Credit ratings by leading agencies.

**PARTICULARS OF EMPLOYEES**

During the period under review, no employee of the Company drew remuneration in excess of the limits specified in Companies (Particulars of Employees) Rules, 1975 read with Companies (Particulars of Employees) Amendment Rules, 2011 and hence no disclosure has been made under Section 217 (2A) of the Companies Act 1956 in the Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Directors of your Company, hereby confirm, pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, in respect of financial year under review:

- a) That in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2014, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed along with proper explanations relating to material departures.
- b) That the Company has adopted such accounting policies and have applied them consistently and have made judgements and estimates in a reasonable and prudent manner so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for the financial year 2013-14.
- c) That the Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the annual accounts have been prepared on a going concern basis.

## NATURE OF BUSINESS

There has been no change in the nature of the business of the Company and its subsidiary companies during the year.

## SCHEME OF ARRANGEMENT

As reported in the previous year Director's Report, the Board had approved the Scheme of Arrangement under provisions of Sections 391 to 394 of the Companies Act, 1956 for demerger of the Aluminium, Steel, Packaging and Coated Metal & Mosquito Coil Undertakings of the Company on a going concern basis w.e.f. 1<sup>st</sup> October, 2013 into its four fully owned subsidiary companies namely Manaksia Aluminium Company Ltd., Manaksia Steels Ltd., Manaksia Industries Ltd. and Manaksia Coated Metals & Industries Ltd. ("Transferee Companies") respectively. Pursuant to the Scheme, shares held by Manaksia Ltd. ("Transferor Company") in all the four Transferee Companies will be cancelled and each of the Transferee Companies will issue one equity share of face value of Re. 1/- each fully paid up to the shareholders of Transferor Company for every share held by them on the record date, to be decided and fixed at a later date, after all necessary approvals, orders and permissions. The shares of the Transferee Companies are proposed to be listed on all the Stock Exchanges at which the shares of Transferor Companies are presently listed. The Scheme along with required information/documents as envisaged in SEBI circular dated 4<sup>th</sup> February, 2013 read with Circular dated 21<sup>st</sup> May, 2013 are available on Company's website [www.manaksia.com](http://www.manaksia.com) and also on the official websites of both NSE and BSE

The Scheme was also approved by the shareholders of the Company by requisite majority in the Court Convened Meeting held on 7<sup>th</sup> January, 2014 pursuant to the directives of the Hon'ble High Court at Calcutta dated 13<sup>th</sup> November, 2013 and in compliance with the aforesaid SEBI Circulars, by the public shareholders on 21<sup>st</sup> January, 2014 through postal ballot and e-voting with majority. Further pursuant to the requirement of the Scheme, reduction in Securities Premium Reserve Account was also approved by the shareholders by requisite majority on 7<sup>th</sup> January, 2014. The Scheme has also been approved by the shareholders of the Transferee Companies.

The Hon'ble High Court at Calcutta has vide its order dated 24<sup>th</sup> March, 2014 had allowed the Company's application for the Scheme under Section 391(2) and 394 of the Companies Act, 1956 and sanctioned the Scheme. The Hon'ble High Court has given directions to adjudicate the stamp duty payable on the order which at present is pending with the office of Collector of Stamp Revenue, Kolkata. The Scheme would become effective from the appointed date i.e. 1<sup>st</sup> October, 2013, after receipt of the Order of the Hon'ble High Court at Calcutta after payment of adjudicated stamp duty and filing of the same with Registrar of Companies, West Bengal.

## SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENT

The statement required under Section 212 of the Companies Act, 1956 in respect of subsidiary companies are annexed hereto as **Annexure- "A"**

In terms of Circular no. 2/2011 dated 8<sup>th</sup> February, 2011 issued by the Ministry of Corporate Affairs, the Board has given its consent for not attaching the Balance Sheet, Profit & Loss Account, Report of the Board of Directors, Auditors' Report and other documents of the subsidiary companies to the Annual Report. The annual accounts of these subsidiary companies and the related detailed information will be made available to any member of the Company/its subsidiary companies seeking such information at any point and are also available for inspection by any member of the Company/subsidiary companies at the Registered Office of the Company. The annual accounts of the said subsidiary companies will also be available for inspection, as above, at the Registered Office of Manaksia Ltd and at the respective subsidiary companies registered offices. The Company will furnish hard copy of the annual accounts of subsidiary Companies to any member on demand. A statement containing brief financial details of the Company's subsidiaries for the financial year ended 31<sup>st</sup> March, 2014 is attached with the Report as **Annexure "B"**.

As required under the Listing Agreement with the Stock Exchanges, a consolidated financial statement of the Company and all its subsidiary companies is attached. The consolidated financial statements has been prepared in accordance with the Accounting Standard 21 issued by the Institute of Chartered Accountants of India and shows the financial resources, assets, liabilities, income, profits and other details of the Company and its subsidiary companies.

#### **REPORT ON CORPORATE GOVERNANCE**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on the Corporate Governance along with a certificate from the Auditors of the Company confirming compliance with the conditions of the Corporate Governance is annexed as **Annexure-"C"**

#### **ABRIDGED ANNUAL FINANCIAL STATEMENTS**

In terms of Clause 32 of the Listing Agreement, the Abridged Financial Statements containing the salient features of the Balance Sheet and Profit & Loss Account as prescribed in Section 219(1)(b)(iv) of the Companies Act, 1956, will be sent to all the shareholders who have not registered their email address(es) with their Depository Participant, for the purpose of receiving documents/communication from the Companies in the electronic mode. The complete Annual Report will be sent through the electronic mode to all those shareholders who have registered their email address with Depository Participant, in case shares held in electronic mode or with Company's Registrar & Transfer Agent, in case the shares are held in physical mode. The Complete Annual Report would be available on the Company's website [www.manaksia.com](http://www.manaksia.com) and would be available for inspection at the Registered Office during business hours of the Company. The Company on receipt of a request from any shareholder would provide free of cost, a copy of the complete Annual Report.

#### **DIRECTORS**

The Company, pursuant to the requirement of Clause 49 of the Listing Agreement had approved the appointment of Mr A K Chakraborty, Dr K K Chaudhuri and Mrs Smita Khaitan as Independent Directors of the Company. Pursuant to Section 149(4) of the Companies Act, 2013 ("Act") and



Equity Listing Agreement, every company shall have atleast one third of total numbers as Independent Directors. Further as per Section 152 of the Act, an Independent Director would not be liable to retire by rotation. Since the Company has already approved the appointment of Mr A K Chakraborty, Dr K K Chaudhuri and Mrs Smita Khaitan, as Independent Directors being subject to retirement by rotation in past in terms of the Companies Act, 1956, the Board of Directors at their meeting held on 11<sup>th</sup> August, 2014, after considering the recommendation of Nomination & Selection committee meeting held on 8<sup>th</sup> August, 2014, has recommended the appointment of all the aforesaid Directors as Non-Executive Independent Directors within the meaning of Section 149 and 152 of the Act, read with Schedule IV and rules made thereunder, not subject to retirement by rotation for a term of 5 consecutive years w.e.f. the date of the ensuing Annual General Meeting upto the conclusion of the Annual General Meeting to be held in the calendar year 2019.

The Company has received requisite notices from members proposing appointments of Mr A K Chakraborty, Dr K K Chaudhuri and Mrs Smita Khaitan as Independent Directors. The Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Act, and Clause 49 of the Listing Agreement.

Mr. Nadia Basak, Director of the Company, liable to retire by rotation at the ensuing Annual General Meeting, does not wish to seek re-appointment due to other Professional Commitments. Mr Debabrata Guha, Executive Director, due to advancing age and ill health, has resigned from the Board w.e.f. the close of business hours on 8<sup>th</sup> August, 2014. The Board places on record its appreciation for the valuable contribution made to the Company by both the Directors during their association with the Company.

Mr Sunil Kumar Agrawal and Mr Suresh Kumar Agrawal pursuant to the provisions of the Act would be liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment.

Further in terms of requirement of Section 152 of the Act, office of every Director other than the Independent Director would be liable to retire by rotation. In terms of shareholders approval under the Companies Act 1956, the office held by Mr Basant Kumar Agrawal, Managing Director was not liable to retire by rotation. Therefore, to align with the requirement of the Act, and proposed consideration and adoption of new/amended Articles of Association of the Company in the ensuing Annual General Meeting, it is proposed to amend the terms and conditions of appointment of Mr. Basant Kumar Agrawal to the extent of considering his office as a director to be liable to retire by rotation.

The brief Resume/Profile of the Directors recommended by the Board for appointment/re-appointment is attached with report as **Annexure-"D"**.

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

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 217(1) (e) of the Companies Act, 1956, are set out as **Annexure – “E”** and form a part of this Report.

**STATUTORY AUDITORS & AUDITORS' REPORT**

The Statutory Auditors Messrs SRB & Associates, Chartered Accountants, being eligible, pursuant to the provisions of the Companies Act, 2013 are proposed to be re-appointed as Statutory Auditors of the Company for a period of 3 years from the conclusion of this Annual General Meeting upto the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company to be held in the calendar year 2017.

Pursuant to Sections 139, 141 and 142 of the Companies Act, 2013 and relevant rules prescribed there under, the Company has received certificate from the Auditors to the effect, inter alia, that they are not disqualified for such re-appointment under the provisions of applicable laws, the proposed appointment is as per the terms and the limits prescribed under the Companies Act, 2013 and no proceedings against them or any of their partners are pending with respect to matter of professional conduct. Further, they have also provided their written consent for appointment as the statutory auditors of the Company.

The Auditors have also confirmed that they have subjected themselves to Peer Review, a process of Institute of Chartered Accountants of India (ICAI) for evaluating the quality of audit and attestation services and that they hold a valid certificate issued by the Peer Review Board of the ICAI. The Directors recommend their approval for a term of three years i.e. from the conclusion of the ensuing Annual General Meeting upto the conclusion of 33<sup>rd</sup> Annual General Meeting to be held in Calender year 2017, and also request to fix their remuneration.

The Auditors' Report addressed to the shareholders of the Company, does not contain any qualification.

**COST AUDITORS**

In terms of the directives of issued by the Ministry of Corporate Affairs under Section 233B of the Companies Act 1956, the Company has, after seeking the approval of the Central Government, re-appointed M/s B Mukhopadhyay & Co, Cost Accountants, B-20, Amaravati, Sodepur, Kolkata-700 110, as the Cost Auditors for the Aluminium and Steel Products manufactured by the Company during the Financial Year 2013-14.

The Cost Audit Report of the Company for Financial year 2012-13 was duly approved by the Board of Directors within the time limit stipulated under the Companies Act, 1956. However, there was delay in submission of the Cost Audit Report in the requisite forms with Central Government due to difficulty arising in understanding the modalities for filing the Form.

The due date for filing the Cost Audit Reports for Financial year 2013-14 is 27<sup>th</sup> September, 2014 and the Cost Auditors are expected to file the reports with the Central Government within the said period.

The Board, pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Companies (Cost Records & Audit) Rules 2014 has re-appointed M/s B Mukhopadhyay & Co, Cost Accountants, B-20, Amaravati, Sodepur, Kolkata- 700 110, as the Cost Auditors for the Aluminium and Steel Products to be manufactured during the Financial Year 2014-15.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Corporate Social Responsibility (CSR) forms integral part of the way the Company conducts its business and is primarily concerned to provide social, environmental and economic benefits to the communities and geographies in which it operates. The CSR activities are inter-alia, focused on education, healthcare, family welfare, environment care and social initiatives. The various initiatives undertaken by the Company and its subsidiary companies as a part of CSR during the financial year ended 31<sup>st</sup> March, 2014 are as follows:

#### **In India**

- (1) Contribution for economic development of tribals by providing them saplings of fruit trees for plantation and to trained them for natural farming by preparing manure with cow dung, etc. To encourage tribals to cultivate seasonal vegetables and herbal plants with natural manure to earn their livelihood economically.
- (2) Contribution towards informal education of tribal children.
- (3) Contribution for imparting training for prevention of diseases and for providing First Aid and some patent medicines for normal diseases.
- (4) Supporting free education to under-privileged children.
- (5) Contribution towards provision of free eye operations to under-privileged.
- (6) Contribution towards training programmes for women to make them self employed
- (7) Sponsoring 201 schools for one year for the betterment of under-privileged tribals.

The Board pursuant to the requirement of provisions of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 has constituted the Corporate Social Responsibility Committee.

#### **In Nigeria by MINL Ltd.**

- (1) Organising events to highlight the impact of global warming.
- (2) Social assistance was provided to the department of Public Health.
- (3) Social assistance and donation for organizing an international conference on infrastructure development in Africa.
- (4) Donation of Roofing sheets to the Public Utility department and to Nigerian Police.0 Mobile Force towards erection of hall and building.

- (5) Construction of Drainage on a portion of Industrial Estate Road to allow free flow of water
- (6) Revitalized portion of bad roads to allow free passage of vehicles.
- (7) Donations to schools for implementation of various school projects for benefit of the under-privileged.

**In Nigeria, by Jebba Paper Mills Ltd**

- (1) On- going support in installation of various water pipe lines across the village which has substantially reduced the water problems of the habitants.
- (2) Set up of a DEMO FARM. The technical assistance and knowledge transfer to the local farmers are being provided for improving yield per hectare of land being cultivated by them.

**ACKNOWLEDGEMENT**

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

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

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

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

**On behalf of the Board**

Place: Kolkata

Date: 11<sup>th</sup> August, 2014

**Sd/-  
A K CHAKRABORTY  
CHAIRMAN  
(DIN: 00133604)**



**Annexure - A****Statement pursuant to Section 212(1)(e) of the Companies Act, 1956 relating to Subsidiary Companies**

Figures ₹ in Lakhs except number of shares

| Name of the Subsidiary Company   | MINIL Ltd.   | Dynatech Industries Ghana Ltd.               | Mark Steels Ltd.                     | Euroasian Ventures FZE                   | Jebba Paper Mills Ltd.                                    | Euroasian Steels LLC             | Manaksia Aluminium Co. Ltd.          | Manaksia Overseas Ltd.               | Manaksia Coated Metals & Industries Ltd. | Manaksia Ferro Industries Ltd.         | Manaksia Steels Ltd.                 | Manaksia Industries Ltd.             |
|--|--|--|--------------------------------------|--|---|----------------------------------|--------------------------------------|--------------------------------------|--|--|--------------------------------------|--------------------------------------|
| 1. The Financial Year of the Subsidiary Company ended on   | 31-Dec-13  | 31-Dec-13                                    | 31-Mar-14                            | 31-Mar-14                                | 31-Dec-13   | 31-Mar-14                        | 31-Mar-14                            | 31-Mar-14                            | 31-Mar-14                                | 31-Mar-14                              | 31-Mar-14                            | 31-Mar-14                            |
| 2. Date from which it became subsidiary  | 23-Aug-95  | 04-Oct-01                                    | 31-Mar-03                            | 04-Jul-05                                | 14-Jul-06   | 01-Apr-08                        | 01-Apr-10                            | 01-Apr-10                            | 01-Apr-10                                | 01-Apr-10                              | 01-Apr-10                            | 01-Apr-11                            |
| 3 (a) Number of shares held by Holding Company with its nominee in the subsidiary at the end of the Financial year of the Subsidiary Company | 90,78,97,869 Equity Shares of Naira 1 each fully paid up | 8,43,961 Ordinary Shares of Cedi 10,000 each | 30,00,000 Equity Shares of ₹ 10 each | 25 Ordinary Shares of AED 10,00,000 each | 2,00,00,000 Ordinary Shares of Naira 1 each fully paid up | 1,56,56,250 Shares of GEL 1 each | 5,00,000 Equity Shares of ₹ 1/- each | 5,00,000 Equity Shares of ₹ 1/- each | 5,00,000 Equity Shares of ₹ 1/- each     | 30,50,000 Equity Shares of ₹ 10/- each | 5,00,000 Equity Shares of ₹ 1/- each | 5,00,000 Equity Shares of ₹ 1/- each |
| (b) Extent of interest of Holding Company at the end of the Financial year of the Subsidiary Company   | 100%   | 100%   | 70%                                  | 100%                                     | 100%  | 93.75%                           | 100%                                 | 100%                                 | 100%                                     | 100%                                   | 100%                                 | 100%                                 |
| 4. The net aggregate amount of subsidiary Company Profit/Loss so far it concerns to the members of Holding Company                           |  |  |                                      |  |   |                                  |                                      |                                      |  |  |                                      |                                      |
| (a) Not dealt with Holding's Company Account   |  |  |                                      |  |   |                                  |                                      |                                      |  |  |                                      |                                      |
| (i) For the Financial Year Profit/(Loss)   | 16041.85   | (99.18)                                      | 130.93                               | 1109.74                                  | 3609.63   | (1780.23)                        | (0.78)                               | (0.16)                               | (0.74)                                   | (0.18)                                 | (0.78)                               | (0.72)                               |
| (ii) For the previous financial years of the Subsidiary Companies since it became Holding Company's Subsidiary Profit/(Loss)                 | 61914.34   | 293.59                                       | 1260.62                              | 5883.73                                  | 7065.06   | (2167.54)                        | (2.46)                               | (2.34)                               | (2.47)                                   | (4.15)                                 | (2.17)                               | (2.24)                               |
| (b) Dealt with Holding Company's Account   |  |  |                                      |  |   |                                  |                                      |                                      |  |  |                                      |                                      |
| (i) For the Financial Year   | Dividend received in 2287.90                             | NIL  | NIL                                  | NIL                                      | NIL   | NIL                              | NIL                                  | NIL                                  | NIL                                      | NIL                                    | NIL                                  | NIL                                  |
| (ii) For the previous financial years of the Subsidiary Companies since it became Holding Company's Subsidiary                               | 11425.18   | NIL  | NIL                                  | NIL                                      | NIL   | NIL                              | NIL                                  | NIL                                  | NIL                                      | NIL                                    | NIL                                  | NIL                                  |

**Annexure - A (Contd.)**

Statement pursuant to Section 212(5) of the Companies Act, 1956 relating to the changes occurred between the end of the financial year of the Subsidiary Company and 31st March, 2014

₹ in Lakhs

| Name of the Subsidiary Company   | MINL Ltd. | Jebba Paper Mills Ltd. | Dynatech Industries Ghana Ltd. |
|--|-----------|------------------------|--------------------------------|
| Details of material changes which have occurred between the end of the financial year of the Subsidiary and end of the holding company's financial year  |           |                        |                                |
| Increase/(-) Decrease in Fixed Assets  | 6467.65   | 244.10                 | 13.20                          |
| Increase/(-) Decrease in Investments   | Nil       | Nil                    | Nil                            |
| Increase/(-) Decrease in Money Lent  | Nil       | Nil                    | Nil                            |
| Increase/(-) Decrease in Money Borrowed  | 2020.60   | Nil                    | Nil                            |
| Whether there has been any change in the holding company's interest in the subsidiary between the end of the financial year of the subsidiary and the end of the holding company's financial year. | NO        | NO                     | NO                             |

**Annexure - B**

Information of Subsidiary Companies pursuant to Section 212 of the Companies Act, 1956

₹ in lakhs

| Name of the Subsidiary Company           | Issued & Subscribed Capital | Reserves  | Total Assets | Total Liabilities | Investments | Turnover  | Profit/(Loss) Before Tax | Provision for Taxation | Profit/(Loss) After Taxation | Proposed Dividend |
|--|-----------------------------|-----------|--------------|-------------------|-------------|-----------|--------------------------|------------------------|------------------------------|-------------------|
| MINL Ltd.                                | 3268.43                     | 78993.04  | 109861.69    | 109861.69         | 145.08      | 117767.20 | 16226.76                 | 184.91                 | 16041.85                     | 2287.90           |
| Jebba Paper Mills Ltd.                   | 72.00                       | 11552.88  | 18130.74     | 18130.74          | -           | 14871.40  | 3609.63                  | -                      | 3609.63                      | -                 |
| Mark Steels Ltd.                         | 428.57                      | 2733.87   | 7024.03      | 7024.03           | 4.25        | 8738.07   | 201.32                   | 70.39                  | 130.93                       | -                 |
| Euroasian Ventures FZE                   | 4088.56                     | 7812.62   | 26710.74     | 26710.74          | 5627.15     | 1939.31   | 1109.74                  | -                      | 1109.74                      | -                 |
| Euroasian Steels LLC                     | 5751.48                     | (4066.52) | 17273.53     | 17273.53          | -           | 4131.67   | (1780.23)                | -                      | (1780.23)                    | -                 |
| Dynatech Industries Ghana Ltd.           | 170.84                      | 96.15     | 4361.26      | 4361.26           | -           | 8640.75   | (102.22)                 | (2.83)                 | (99.18)                      | -                 |
| Manaksia Aluminium Co. Ltd.              | 5.00                        | (3.24)    | 4.67         | 4.67              | -           | -         | (0.78)                   | -                      | (0.78)                       | -                 |
| Manaksia Overseas Ltd.                   | 5.00                        | (2.50)    | 2.57         | 2.57              | -           | -         | (0.16)                   | -                      | (0.16)                       | -                 |
| Manaksia Coated Metals & Industries Ltd. | 5.00                        | (3.21)    | 4.70         | 4.70              | -           | -         | (0.74)                   | -                      | (0.74)                       | -                 |
| Manaksia Ferro Industries Ltd.           | 305.00                      | (4.32)    | 300.74       | 300.74            | 300.00      | -         | (0.18)                   | -                      | (0.18)                       | -                 |
| Manaksia Steels Ltd.                     | 5.00                        | (4.77)    | 4.59         | 4.59              | -           | -         | (0.78)                   | -                      | (0.78)                       | -                 |
| Manaksia Industries Ltd.                 | 5.00                        | (2.96)    | 4.85         | 4.85              | -           | -         | (0.72)                   | -                      | (0.72)                       | -                 |

Notes :

Exchange Rate as on :

**31st March, 2014**

1 Gh₹ = INR 22.31

1 NGN = INR 0.36

1 AED = INR 16.35

1 GEL = INR 34.44

**31st December, 2013**

1 Gh₹ = INR 20.24

1 NGN = INR 0.36

**Annexure - C****CORPORATE GOVERNANCE REPORT**

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchange/s)

**Philosophy of the Company on Corporate Governance:**

The Company has adopted the principles of good Corporate Governance and is committed to adopting, best relevant practices for Governance. As such the Company aims at always remaining progressive, competent and trustworthy, creating and enhancing value of stakeholders and customers to their complete satisfaction. For achieving the above goals at all spheres of its activities, the Company constantly seeks to ensure adoption of :

- High Standard of ethics.
- Sound Business decisions.
- Prudent financial management practices.
- Professionalism in decision making and conducting the business.
- Compliance with regulatory guidelines on governance.

**BOARD OF DIRECTORS****Composition of the Board:**

The composition of the Board of Directors, which is in conformity with Companies Act, 2013 (Act) and Listing Agreement, along their attendance at the meetings during the year and number of other directorships in Indian public companies and memberships of the Committee of the Board of such companies as on 31st March, 2014 are as follows :

| Name of the Directors                    | Category | No. of Directorship(s) held in other public companies |        | No. of other Board/ Committee (s) of which he/she is a member/Chairman |        |
|--|----------|---|--------|--|--------|
|  |          | Chairman  | Member | Chairman   | Member |
| Ajay Kumar Chakraborty, Chairman         | NEI      | None  | 3      | None   | 2      |
| Basant Kumar Agrawal, Managing Director  | WTD      | None  | 4      | None   | None   |
| Debabrata Guha, Executive Director#      | WTD      | None  | None   | None   | None   |
| Dr. Kali Kumar Chaudhuri                 | NEI      | None  | 2      | I  | I      |
| Mahabir Prasad Agrawal                   | NE       | None  | None   | None   | None   |
| Nadia Basak                              | NE       | None  | None   | None   | None   |
| Smita Khaitan                            | NEI      | None  | 2      | None   | None   |
| Sunil Kumar Agrawal, Executive Director  | WTD      | None  | 1      | None   | None   |
| Suresh Kumar Agrawal, Executive Director | WTD      | None  | 2      | None   | None   |
| Sushil Kumar Agrawal, Executive Director | WTD      | None  | 2      | None   | None   |

NEI: Non Executive Independent Director, NE: Non Executive Director, WTD: Whole Time Director.

# Resigned w.e.f. from close of the business hours of 8th August, 2014.

As mandated by Clause 49 none of the Directors are member of more than ten (10) Board level Committees nor are they Chairman of more than five (5) Committees in which they are members.

Chairmanship/Membership of Board Committee includes membership of Audit and Stakeholders Relationship Committee in other public limited companies.

Mr Suresh Kumar Agrawal, Mr Mahabir Prasad Agrawal, Mr Sunil Kumar Agrawal and Mr Sushil Kumar Agrawal are relatives within the meaning of Section 2(77) of the Act.

In terms of requirement of Section 149 of the Act, all Independent Directors have given declaration in the Board meeting held on 30th May, 2014 that they meet the criteria of independence. The Company in compliance with the requirement of Section 149 and revised Listing Agreement to be effective from 1st October, 2014, has a woman director on its Board.

**Board Agenda :**

The meetings of the Board are governed by a structured agenda. The Board members in consultation with the Chairman may bring upon other matters for consideration at the Board Meeting. Members of the Senior Management are occasionally present in the meeting as a special invitee as and when required.

**Information placed before the Board :**

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

**Number of Board Meetings held and attended by Directors :**

Five meetings of the Board of Directors were held during the year and gap between the meetings did not exceed 4 months. In case of any exigency/emergency resolutions are passed through circulation. The dates on which the Board meetings were held are 30th May 2013, 13th August 2013, 26th September 2013, 12th November 2013 and 14th February 2014.

The attendance record of each of the directors at the Board Meetings during the year ended on 31st March 2014 and of the last Annual General Meeting is as under:

| Name of Directors        | No. of Board Meetings during the year 2013-14 |          | Attendance at the last AGM |
|--------------------------|---|----------|----------------------------|
|                          | Held  | Attended | Yes/No                     |
| Ajay Kumar Chakraborty   | 5   | 5        | Yes                        |
| Basant Kumar Agrawal     | 5   | 5        | Yes                        |
| Debabrata Guha           | 5   | -        | No                         |
| Dr. Kali Kumar Chaudhuri | 5   | 5        | Yes                        |
| Mahabir Prasad Agrawal   | 5   | 5        | Yes                        |
| Nadia Basak              | 5   | 1        | Yes                        |
| Smita Khaitan            | 5   | 5        | Yes                        |
| Sunil Kumar Agrawal      | 5   | 5        | Yes                        |
| Suresh Kumar Agrawal     | 5   | 5        | Yes                        |
| Sushil Kumar Agrawal     | 5   | 4        | Yes                        |

**Code of Conduct**

The Company has adopted "Code of Conduct" for the Directors and senior executives of the Company. The code anchors ethical and legal behaviour within the organisation. The Code is available on the Company website 'www.manaksia.com'.

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

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

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

**Managing Director/ CFO Certification**

The Managing Director and CFO of the Company have given a certificate to the Board of Directors of the Company under Clause 49(V) of the Listing Agreement for the year ended 31st March 2014. Pursuant to Clause 41 of the Listing Agreement, Managing Director and CFO/ Sr Manager-Finance & Accounts also give quarterly certification on financial results while placing the same before the Board.

**BOARD COMMITTEES :****Manaksia has six Board level committees :**

- Audit Committee
- Committee of Directors
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Restructuring Committee
- Corporate Social Responsibility Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee meetings are placed before the Board and noted by the Directors present at the meetings. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2013-14 are as follows :



## AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013. In accordance with Section 177 of the Companies Act, 2013 and Listing Agreement, the Board of Directors of the Company have approved the new/amended terms of reference for the Committee. The terms of reference of the Audit Committee includes the powers as laid down in Clause 49 (II)(C) and role as stipulated in Clause 49(II)(D) of the Listing Agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013. The Audit Committee also reviews the information as per the requirement of Clause 49(II) (E) of the Listing Agreement read with Section 177 of the Companies Act, 2013 .

The Audit Committee also complies with relevant provisions of the Companies Act, 2013.

### Terms of Reference:

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

- Oversight of the Company's financial reporting process and the disclosure of the financial information to ensure that the financial statements are correct, sufficient and credible.
- Review with the management quarterly and annual financial statements before submission to the Board.
- Review with the management performance of the statutory and internal auditors and adequacy of Internal control system.
- Recommending to the Board re-appointment of Statutory Auditors and the fixation of their Audit Fees.
- Recommending to the Board terms and conditions for appointment of Cost Auditor.
- Discussion with the internal auditor on any significant findings and follow up thereon.
- Review of related party transactions and transfer pricing.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate Loans and investments.
- And generally all items listed in Clause 49(II)(D) of the Listing Agreement and Section 177 of the Companies Act, 2013.

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

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

- A statement in summary form of transactions with related parties in the ordinary course of business.
- Details of material individual transactions with related parties, which are not in the normal course of business.

### Composition:

The composition of the Audit Committee is in accordance with the requirement of Clause 49(II)(A) of the Listing Agreement and Section 177 of the Companies Act, 2013. As on 31st March, 2014, the Committee comprised of 4 Non Executive Directors out of which 3 including the Chairman of the Committee were independent directors. All members of the Audit Committee have the ability to read and understand the financial statement.

Mr. A K Chakraborty (Chairman of the Committee), Dr. K K Chaudhuri, Mr. M P Agrawal and Mrs. Smita Khaitan were members of the Committee as on 31st March, 2014. The Company Secretary acts as Secretary to the Committee.

The Audit Committee is normally attended by Chief Financial Officer (CFO)/ V P (Accounts)/Sr-Manager (Accounts), representatives of Statutory Auditors, representatives of Internal Auditors and Senior Executives of the Company, if required. The Cost Auditor appointed by the Company under Section 233B of the Companies Act, 1956 attended the Audit Committee meeting, where cost audit reports were discussed. The Chairman of the Audit Committee attended the Annual General Meeting held on 27th September, 2013 to answer shareholders queries.

### Meetings and Attendance

Five Audit Committee meetings were held during the year ended 31st March, 2014. The meetings were held on 30th May, 2013, 13th August, 2013, 26th September, 2013, 12th November, 2013 and 14th February, 2014 and the gap between the 2 meetings did not exceed 4 months. The details of attendance of members are as under :

| Name of the Member       | No. of meetings during the year 2013-14 |          |
|--------------------------|---|----------|
|                          | Held                                    | Attended |
| Ajay Kumar Chakraborty   | 5                                       | 5        |
| Dr. Kali Kumar Chaudhuri | 5                                       | 5        |
| Mahabir Prasad Agrawal   | 5                                       | 5        |
| Smita Khaitan            | 5                                       | 5        |

## COMMITTEE OF DIRECTORS

The Committee is empowered to do all such acts, deeds and things which the Board sub-delegates to it, from time to time. The Committee meets as and when necessary to attend to important business matters sub-delegated to it by the Board.

### Composition

As on 31st March 2014, the Committee of Directors comprise of 2 Nos. Non-Executive Directors and 3 Nos. Whole Time Directors. Mrs Smita Khaitan (Chairman of the Committee), Mr B K Agrawal, Mr M P Agrawal, Mr Sunil Kumar Agrawal and Mr Suresh Kumar Agrawal are members of the Committee. The Company Secretary acts as Secretary to the Committee.

### Meetings and Attendance

Four Committee of Directors meetings were held during the year ended 31st March, 2014. These were held on 12th July, 2013, 5th September, 2013, 29th October, 2013 and 31st March, 2014. The details of attendance of members are as under:

| Name of the Member     | No. of meetings during the year 2013-14 |          |
|------------------------|---|----------|
|                        | Held                                    | Attended |
| Smita Khaitan          | 4                                       | 4        |
| Basant Kumar Agrawal   | 4                                       | 4        |
| Mahabir Prasad Agrawal | 4                                       | 4        |
| Sunil Kumar Agrawal    | 4                                       | 4        |
| Suresh Kumar Agrawal   | 4                                       | 4        |

## NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of the Company in its meeting held on 30th May, 2014 changed the nomenclature of "Remuneration & Selection Committee" to "Nomination & Remuneration Committee" and also modified its terms of reference to comply with the requirement of Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference inter alia includes:

- To lay down criteria to identify person who are qualified to become Directors and may be appointed in senior management and to recommend to the Board their appointment and / removal.
- To evaluate performance of every Director.
- To formulate criteria for determining qualifications, positive attributes and independence of Director.
- To recommend remuneration policy of Director, Key Managerial Personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board. To recommend/review remuneration payable to Wholetime Directors/MD/relatives of Directors based on their performance and defined assessment criteria.
- To Devise a policy on Board diversity.
- To carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/amendment or modification, as may be applicable.

### Composition:

As on 31st March, 2014, the Committee comprised of 4 Non-Executive Directors out of which 3 including the Chairman of the Committee are Independent Directors. Dr K K Chaudhuri (Chairman), Mr. A K Chakraborty, Mr M P Agrawal and Mrs Smita Khaitan are members of the Committee. The Company Secretary acts as Secretary to the Committee. The Chairman of the Remuneration Committee attended the Annual General Meeting held on 27th September, 2013. The composition of the Committee is in line with the requirement of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

### Meeting and Attendance

Two Committee of Directors meetings were held during the year ended 31st March, 2014. These were held on 14th May, 2013 and 29th July, 2013. The details of attendance of members are as under:

| Name of the Member       | No. of meetings during the year 2013-14 |          |
|--------------------------|---|----------|
|                          | Held                                    | Attended |
| Dr. Kali Kumar Chaudhuri | 2                                       | 2        |
| Ajay Kumar Chakraborty   | 2                                       | 2        |
| Mahabir Prasad Agrawal   | 2                                       | 2        |
| Smita Khaitan            | 2                                       | 2        |

## Remuneration Policy

The remuneration paid to the Wholetime Directors is approved by the Board of Directors on the recommendation of the Remuneration & Selection Committee. The payment of remuneration to Managing Director/ Whole time Director(s) is in accordance to the approval of the shareholders in the general meeting/postal ballot. The Agreement with the Managing Director/Wholetime Director(s) may be terminated at any time by either party by giving not less than three months notice in writing. The Agreement does not provide for payment of any severance fees.

The Non - Executive Directors are entitled to sitting fees for attending meetings of the Board and Committees thereof as per the prescribed limit and as approved by the shareholders in the Annual General Meeting. The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Audit Committee is Rs 7500/- per meeting and for attending Other Committee meetings is Rs 5000/- per meeting. The remuneration paid to the Executive Directors is within the limits approved by the Shareholders.

## Details of Remuneration paid to Executive Directors

| Name of the Director | Salary & Perquisites (₹) | Sitting Fees (₹) |
|----------------------|--------------------------|------------------|
| Basant Kumar Agrawal | 66,00,000/-              | Nil              |
| Suresh Kumar Agrawal | 60,00,000/-              | Nil              |
| Sushil Kumar Agrawal | 30,00,000/-              | Nil              |
| Sunil Kumar Agrawal  | 30,00,000/-              | Nil              |
| Debabrata Guha       | 4,68,000/-               | Nil              |

The agreements entered with the Managing Director/ Whole Time Director(s) are for a period of 5 years from the respective dates of appointment/re-appointment.

## Details of Sitting Fees paid to Non Executive Directors

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

| Name of the Director     | Sitting Fees (Rs.) |
|--------------------------|--------------------|
| Ajay Kumar Chakraborty   | 1,05,000           |
| Dr. Kali Kumar Chaudhuri | 85,000             |
| Mahabir Prasad Agrawal   | 1,20,000           |
| Nadia Basak              | 7,500              |
| Smita Khaitan            | 1,05,000           |

During the year, there were no pecuniary relationships or transactions between the Company and its Non Executive Directors.

## Details of Equity Shares/ Non Convertible instruments held by Non Executive Directors as on 31st March, 2014

| Name of the Director   | Shares    | Non Convertible Instruments |
|------------------------|-----------|-----------------------------|
| Nadia Basak            | 22,900    | N A                         |
| Mahabir Prasad Agrawal | 41,72,515 | N A                         |

The Company does not have any Employee Stock Option Scheme.

## STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board of Directors of the Company in its meeting held on 30th May, 2014 changed the nomenclature of "Shareholders/Investors Grievance & Share Transfer Committee" to "Stakeholder Relationship Committee" and also modified its terms of reference to comply with the requirement of Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Committee oversees the redressal of complaints of shareholders and investors such as transfer of shares, issue of duplicate share certificates, non-receipt of balance sheet and non receipt of dividend, etc. The Committee may carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/amendment or modification, as may be applicable. The Board of Directors has sub-delegated the authority to the Committee to approve share transfers / transmission / rematerialisation / dematerialisation / split-up / sub-division and consolidation of shares certificates, etc. As per Company policy, the Committee shall meet once in a fortnight, if required, to dispose off all matters relating to share transfers, transmissions, etc.

## Composition

As on 31st March, 2014, the Committee comprised of 2 Non-Executive Directors and 2 Executive Directors. Mr A K Chakraborty (Chairman), Mr B K Agrawal, Mr M P Agrawal and Mr Suresh Kumar Agrawal are the members of the Committee. The Company Secretary acts as Secretary to the Committee.

### Meeting and Attendance

During the year three Committee meetings were held on 4th December, 2013, 23rd December, 2013 and 30th December, 2013. The details of attendance of members are as under:

| Name of the Member     | No. of meetings during the year 2013-14 |          |
|------------------------|---|----------|
|                        | Held                                    | Attended |
| Ajay Kumar Chakraborty | 3                                       | 3        |
| Basant Kumar Agrawal   | 3                                       | 3        |
| Mahabir Prasad Agrawal | 3                                       | 3        |
| Suresh Kumar Agrawal   | 3                                       | 3        |

### Compliance Officer

Mr Anubhav Maheshwari, Company Secretary of the Company has been designated as Compliance officer for complying with the requirements of Securities Laws and the Listing Agreements with the Stock Exchanges.

### Investor's Complaints

Details of Investors Complaints received and redressed during the year

| Opening Balance | Received during the year | Resolved during the year | Closing Balance |
|-----------------|--------------------------|--------------------------|-----------------|
| 0               | 40                       | 40                       | NIL             |

It is the endeavor of the Company to attend investors' complaints and other correspondence within 15 days except where constrained by disputes or legal impediments. In terms of SEBI circular the Company has obtained necessary SCORES (SEBI Complaints Redressal System) authentication. This has facilitated the investors to view online status of the action taken against the complaints made by logging on to SEBI's website [www.sebi.gov.in](http://www.sebi.gov.in). As on date of the Report, the Company affirms that no shareholder's complaint was lying pending under SCORES.

### RESTRUCTURING COMMITTEE

The Board has constituted a Committee called 'Restructuring Committee' to review the current business profile of the Company and to recommend to the Board creation of a suitable structure through division/consolidation of different production/business units to bring them under homogeneous and unified command for improved efficiency and control.

During the period under review, the Committee has recommended restructuring plans of the Company to the Board of Directors through Draft Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956.

### Composition

As on 31st March 2014, the Committee comprised of a Non-Executive Director and 3 Executive Directors. Mr B K Agrawal (Chairman), Mr A K Chakraborty, Mr Suresh Kumar Agrawal and Mr Sushil Kumar Agrawal are the members of the Committee. The Company Secretary acts as Secretary to the Committee. The Committee also have professional consultants.

### Meeting and Attendance

Two Committee of Directors meetings were held during the year ended 31st March, 2014. These were held on 16th April, 2013 and 30th May, 2013. The details of attendance of members are as under :

| Name of the Member     | No. of meetings during the year 2013-14 |          |
|------------------------|---|----------|
|                        | Held                                    | Attended |
| Basant Kumar Agrawal   | 2                                       | 2        |
| Ajay Kumar Chakraborty | 2                                       | 1        |
| Suresh Kumar Agrawal   | 2                                       | 2        |
| Sushil Kumar Agrawal   | 2                                       | 2        |

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to the requirements of the Companies Act, 2013 ('Act') read with the rules made thereunder, the Board in its meeting held on 11th August, 2014, constituted a committee called Corporate Responsibility Committee. The Committee comprised of two Independent Directors, a Executive Director and a Non-Executive Director. The terms of reference of the Committee is in compliance with the requirement of the Act read with Rules thereunder.

Mr. M P Agrawal (Chairman), Mr. A K Chakraborty, Mrs Smita Khaitan and Mr. Suresh Kumar Agrawal are members of the Committee.



**GENERAL BODY MEETINGS****(A) ANNUAL GENERAL MEETINGS :**

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

| No.      | Financial Year / Time | Date     | Venue   | No. of Special Resolution passed |
|----------|-----------------------|----------|---|----------------------------------|
| 29th AGM | 2012-13<br>11.00 A.M  | 27.09.13 | "GYAN MANCH", 11 Pretoria Street,<br>Kolkata- 700 071 | -                                |
| 28th AGM | 2011-12<br>10.30 A.M  | 28.09.12 | -Do-  | -                                |
| 27th AGM | 2010-11<br>10.30 A.M  | 02.09.11 | -Do-  | 1                                |

**(B) Extra-Ordinary General Meeting**

During the year an Extra Ordinary General Meeting of the Company was held on 7th January, 2014.

**(C) Details of Resolutions passed through Postal Ballot, the person who conducted the postal ballot exercise and details of voting pattern:****Postal Ballot**

The Company had completed the process of obtaining the approval of its members through 2 (Two) Postal Ballots as per provisions of Section 192A of the Companies Act, 1956, during the financial year ended on 31st March, 2014 as detailed hereunder:

1. The Company issued two Postal Ballot Notices dated 5th August, 2013 and 28th November, 2013 together with the explanatory statement, the Postal Ballot Forms and self-addressed postage pre-paid envelopes to the Members through post and/ or e-mail. E-voting facility was also provided to Shareholders of the Company.
2. Members were advised to read carefully the instructions printed on the Postal Ballots Form and return the duly completed Form in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before close of working hours on 19th September, 2013 and 15th January, 2014 respectively for the two Postal Ballots.
3. After due scrutiny of all the Postal Ballot Forms received and considering the voting through electronic mode upto the close of working hours on 19th September, 2013 and 21st January, 2014, M/s. Vinod Kothari & Co., Practising Company Secretaries submitted their reports on 24th September, 2013 and on 21st January, 2014 respectively for the two Postal Ballots.
4. The results of the two Postal Ballots were declared on 24th September, 2013 and 21st January, 2014. The date of declaration of the results of the postal ballot were taken as date of passing of the resolutions.
5. The results of the postal ballots were published in Business Standard (English) and Ek Din /Danik Statesman (Bengali) and also placed at the website of the Company.

**Particulars of Postal Ballot – 1 completed on 24th September, 2013 :** Approval of members was obtained for the following business :

1. Resolution under Section 293(1)(d) of the Companies Act, 1956 for authorizing the Board of Directors to borrow money / moneys upto an amount not exceeding Rs.1,000/- Crores.
2. Resolution under Section 293(1)(a) of the Companies Act, 1956, for creation of charge on the movable and immovable assets of the Company, both present and future in respect of borrowings in terms of resolution No.(1) above.
3. Resolution for revision in remuneration of Mr. Basant Kumar Agrawal, Managing Director of the Company.
4. Resolution for revision in remuneration of Mr. Suresh Kumar Agrawal, Whole Time Director of the Company.
5. Resolution for revision in remuneration of Mr. Sushil Kumar Agrawal, Whole Time Director of the Company.
6. Resolution for revision in remuneration of Mr. Sunil Kumar Agrawal, Whole Time Director of the Company.
7. Payment of remuneration to Mr. Basudeo Agrawal under Section 314 of the Companies Act, 1956.
8. Payment of remuneration to Mr. Varun Agrawal under Section 314 of the Companies Act, 1956.
9. Appointment and payment of remuneration to Mr. Vineet Agrawal under Section 314 of the Companies Act, 1956.
10. Commencement of new business(es) by the Company under Section 149(2A) of the Companies Act, 1956.

**Results**

| Resolution       | Total number of valid votes polled | Assent     |                               | Dissent |                                    |
|------------------|------------------------------------|------------|-------------------------------|---------|------------------------------------|
|                  |                                    | Shares     | % of votes in favour of votes | Shares  | % of votes against on votes polled |
| Resolution No.1  | 53,843,541                         | 53,786,465 | 99.894                        | 57,076  | 0.001                              |
| Resolution No.2  | 53,843,271                         | 53,786,249 | 99.894                        | 57,022  | 0.106                              |
| Resolution No.3  | 53,843,312                         | 53,759,572 | 99.844                        | 83,740  | 0.156                              |
| Resolution No.4  | 53,843,298                         | 53,758,364 | 99.842                        | 84,934  | 0.158                              |
| Resolution No.5  | 53,843,353                         | 53,758,513 | 99.842                        | 84,840  | 0.158                              |
| Resolution No.6  | 53,843,174                         | 53,758,299 | 99.842                        | 84,875  | 0.158                              |
| Resolution No.7  | 53,843,145                         | 53,759,453 | 99.844                        | 83,692  | 0.156                              |
| Resolution No.8  | 53,843,312                         | 53,759,634 | 99.845                        | 83,678  | 0.155                              |
| Resolution No.9  | 53,843,304                         | 53,760,619 | 99.846                        | 82,685  | 0.154                              |
| Resolution No.10 | 53,843,389                         | 53,791,006 | 99.903                        | 52,383  | 0.097                              |

**Particulars of Postal Ballot – 2 completed on 21st January, 2014 :** Approval of members for the Scheme of Arrangement pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 in terms of requirement of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular no. CIR/CFD/DIL/8/2013 dated 21st May, 2013.

**Results**

| Resolution   | Total number of valid votes polled by public shareholders | Assent      |                               | Dissent |                                    |
|--|---|-------------|-------------------------------|---------|------------------------------------|
|  |   | Shares      | % of votes in favour of votes | Shares  | % of votes against on votes polled |
| To consider and approve, Scheme of Arrangement pursuant to the provisions of Sections 391 to Section 394 of the Companies Act, 1956 ("Act") in terms of requirement of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 (SEBI Circulars). | 1,48,23,061   | 1,47,92,652 | 99.79                         | 30409   | 0.021                              |

Pursuant to SEBI Circulars, votes casted by Promoter Group have not been taken into consideration.

**DISCLOSURES**

- The details of the significant related party transactions have been disclosed by way of Note No. 29 of Annual Report 2013-14. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. All related party transactions are negotiated on arms length basis and intended to further the interests of the Company.
- In preparation of the financial statements the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.
- There have been no strictures or penalties imposed on the Company by either SEBI or any of the Stock Exchange(s) or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.
- The Company has a effective systems for Internal Audit and an appropriate risk management and minimizing policy. The Board quarterly reviews the Foreign Exchange exposures and steps taken by the Management to limit the risks of adverse exchange rate movement, if material.

**NON-MANDATORY REQUIREMENTS****Nomination & Selection Committee**

The Company has a Nomination & Selection Committee. The details of the Nomination & Selection Committee have been covered elsewhere in the report.

**Shareholders Right**

The quarterly, half yearly and annual financial results of the Company are published in the leading newspapers and are also posted on the Company's Website.

**Audit Qualifications**

There are no qualifications in the Auditors' Report to the members on the financial statements for the year ended 31st March 2014.

**Other Non-mandatory Requirements**

The Company would implement the other non mandatory requirements in due course as and when required and/or deemed necessary by the Board.

**SUBSIDIARY COMPANIES**

The Company does not have material non listed Indian Subsidiary companies as defined under Clause 49 of the Listing Agreement. The Board and the Audit Committee reviews the financial statements of subsidiary companies and the minutes of the subsidiary companies are placed at the Board meetings of the Company. The statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies, as and when required, is placed before the Board.

**MEANS OF COMMUNICATION**

The Board of Directors of the Company approves and takes on record the quarterly, half-yearly and yearly financial results in the proforma prescribed under Clause 41 of the Listing Agreement.

The Company sends such approved financial results to the Bombay Stock Exchange and National Stock Exchange, which have also been published in leading newspapers like Business Standard (English) and Ek Din/ Dainik Statesman (Bengali).

The financial results and the official news releases of the Company are displayed on the website of the Company.

As quarterly financial results are published in the press and are also posted on the website of the Company, the same are not mailed to the shareholders.

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

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

Management Discussion and Analysis Report forms part of the Annual Report.

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

**GENERAL SHAREHOLDER INFORMATION**

- a) Annual General Meeting :** Date : 26th September 2014  
Time : 11.00 a.m.  
Venue : Bhasha Bhavan, National Library Auditorium, Belvedere Road, Kolkata - 700 027
- b) Financial Year :** 1st April – 31st March. The Financial results will be declared as per the following schedule :

| Particulars                        | Schedule                                    |
|------------------------------------|---|
| Quarter ended 30th June 2014       | 11th August 2014                            |
| Quarter ending 30th September 2014 | On or before 14th November 2014 (Tentative) |
| Quarter ending 31st December 2014  | On or before 14th February 2015 (Tentative) |
| Annual Results of 2014-15          | On or before 30th May 2015 (Tentative)      |

- c) Dates of Book Closure:** 17th September 2014 to 20th September 2014 (Both days inclusive).
- d) Dividend Payment :** The Company had paid an Interim Dividend of 100% i.e. ₹ 2 on equity share of ₹ 2 each on 22.08.2013. The Board of Directors of the Company do not recommend any further dividend on Equity Shares for the year under review. The details of unclaimed/unpaid Dividend are reconciled time to time .
- e) Listing on Stock Exchanges :** (i) National Stock Exchange of India Limited (NSE)  
(ii) Bombay Stock Exchange Limited (BSE)  
The annual listing fees have been paid to all the Stock Exchanges for the year 2014-15.
- f) Custodial Fees to Depositories:** The Company has paid the custodial fees for the year 2014-15 to National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

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

The Company has opened a separate demat account in the name of "Manaksia Limited-Suspense Account" in order to credit the unclaimed shares of the FPO which could not be allotted to the rightful shareholders due to insufficient/incorrect information or any other reason. The voting rights in respect of said shares will be frozen till the time the rightful owner claims such shares. In terms of requirement of Clause 5A of the Listing Agreement, the details of shares lying in the aforesaid Demat account are as :

| Particulars  | No. of Shares | No. of shareholders |
|--|---------------|---------------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. 1st April, 2013. | 3484          | 39                  |
| Number of shareholders who approached Company for transfer of shares from suspense account during the year.                                  | 136           | 1                   |
| Number of shareholders to whom shares were transferred from suspense account during the year.(Pending completion of all formalities)         | Nil           | Nil                 |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2014       | 3484          | 39                  |

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

|                      |  |              |
|----------------------|--|--------------|
| <b>h) Stock Code</b> | ISIN No.                                 | INE015D01022 |
|                      | National Stock Exchange of India Limited | MANAKSIA     |
|                      | Bombay Stock Exchange Limited            | 532932       |

**i) Market Price Data**

The details of monthly high and low quotations of the equity shares of the Company traded at BSE and NSE during the financial year 2013-14 are given hereunder:

| Month          | Bombay Stock Exchange Limited (BSE) |         |                               | National Stock Exchange of India Limited (NSE) |         |                               |
|----------------|-------------------------------------|---------|-------------------------------|--|---------|-------------------------------|
|                | High (₹)                            | Low (₹) | Total Number of Shares Traded | High (₹)                                       | Low (₹) | Total Number of Shares Traded |
| April'2013     | 43.40                               | 37.20   | 72,045                        | 43.85  | 38.00   | 1,49,206                      |
| May'2013       | 49.90                               | 38.10   | 1,71,139                      | 46.70  | 37.95   | 4,63,397                      |
| June'2013      | 54.50                               | 44.00   | 1,26,320                      | 55.80  | 43.35   | 2,98,496                      |
| July'2013      | 58.40                               | 46.55   | 1,55,105                      | 56.90  | 48.45   | 3,11,436                      |
| August'2013    | 60.00                               | 45.00   | 1,49,885                      | 59.50  | 44.95   | 3,78,025                      |
| September'2013 | 50.85                               | 45.30   | 47,961                        | 51.80  | 44.70   | 1,20,557                      |
| October'2013   | 48.35                               | 44.00   | 46,901                        | 48.40  | 44.05   | 62,087                        |
| November'2013  | 53.25                               | 45.55   | 76,044                        | 53.95  | 44.70   | 1,33,785                      |
| December'2013  | 70.45                               | 51.00   | 5,49,403                      | 70.45  | 50.00   | 4,25,449                      |
| January'2014   | 76.50                               | 58.95   | 3,73,891                      | 76.40  | 58.00   | 4,23,998                      |
| February'2014  | 64.10                               | 55.10   | 72,860                        | 65.00  | 55.55   | 1,66,574                      |
| March'2014     | 68.85                               | 56.30   | 1,67,174                      | 69.85  | 56.00   | 3,61,733                      |

**J) Registrar and Share Transfer Agents (RTA)**

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

Link Intime India Private Limited  
 59C, Chowringhee Road, 3rd Floor  
 Room No. 5, Kolkata – 700 020  
 Phone : +91-033-2289 0540, Fax : +91-033-2289 0539  
 Contact Person: Mr. S P Guha, Email id: kolkata@linkintime.co.in

**k) Share Transfer System**

99.91% shares of the Company are held in electronic mode. Intimation about Transfer/transmission of these shares to RTA is done through the depositories i.e. NSDL & CDSL with no involvement of the Company.

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

As required under Clause 47 C of the Listing Agreement, a certificate on half yearly basis confirming due compliance of the share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time.

**l) Distribution of Equity Shareholding as on March 31, 2014**

| No. of Equity shares held<br>From - To | Shareholders  |                 | Shares             |                 |
|--|---------------|-----------------|--------------------|-----------------|
|  | Number        | % Total Holders | Number             | % Total Capital |
| 1 – 500                                | 29,673        | 94.94           | 30,54,258          | 4.66            |
| 501 – 1000                             | 759           | 2.43            | 6,07,008           | 0.93            |
| 1001 – 2000                            | 352           | 1.13            | 5,37,455           | 0.82            |
| 2001 - 3000                            | 123           | 0.39            | 3,14,370           | 0.48            |
| 3001 – 4000                            | 71            | 0.23            | 2,56,541           | 0.39            |
| 4001 – 5000                            | 46            | 0.15            | 2,19,419           | 0.33            |
| 5001 -10000                            | 75            | 0.24            | 5,64,151           | 0.86            |
| 10001 - And above                      | 154           | 0.49            | 5,99,80,848        | 91.53           |
| <b>TOTAL</b>                           | <b>31,253</b> | <b>100</b>      | <b>6,55,34,050</b> | <b>100.00</b>   |

**m) Categories of Equity Shareholders as on March 31, 2014:**

| S No | Category                                 | No. of Shares      | % of shareholdings |
|------|--|--------------------|--------------------|
| 1    | Promoters Group                          | 4,12,55,940        | 62.95              |
| 2.   | Mutual Funds & UTI                       | NIL                | NIL                |
| 3.   | Financial Institutions / Banks           | 19,208             | 0.03               |
| 4.   | Central Government / State Government(s) | Nil                | Nil                |
| 5.   | Venture Capital Fund                     | Nil                | Nil                |
| 6.   | Foreign Institutional Investors          | 2,11,334           | 0.32               |
| 7.   | Foreign Venture Capital Investors        | Nil                | Nil                |
| 8.   | Bodies Corporate                         | 1,59,28,482        | 24.31              |
| 9.   | Public                                   | 80,64,088          | 12.31              |
| 10.  | NRI's / OCB's / Foreign National         | 54,998             | 0.08               |
|      | <b>TOTAL</b>                             | <b>6,55,34,050</b> | <b>100.00</b>      |

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

**n) Dematerialization of Equity Shares:**

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares are INE015D01022. As on 31st March, 2014, 65476791 equity shares representing about 99.91% of the share capital are held in dematerialized form.

**o) Outstanding GDRs / ADRs / Warrants / Other Convertible instruments : Nil**



**p) Plants Locations (Manufacturing Units as on 31st March, 2014)**

|   |   |   |  |
|---|---|---|--|
| ✓ | Plot No. 125A, Shree Venkatesh Co-op Industrial Area, IDA, Vill – Bollaram, Dist. Medak                             | ✓ | Plot No. 15, New Indust.Area-II, Mandideep, Dist: Raisen, Bhopal |
| ✓ | Plot No. 125B, Shree Venkatesh Co-Op Industrial Area, IDA, Vill - Bollaram, Dist. Medak                             | ✓ | Plot No. 16, New Indus.Area-II, Mandideep, Dist: Raisen, Bhopal  |
| ✓ | Plot no.25 & 24A, Anrich Indus. Est. Vill - Bollaram, Dist. Medak   | ✓ | 9 , New Indust.Area-II, Mandideep, Dist: Raisen, Bhopal          |
| ✓ | 45-C, Phase-I, IDA, Jedimetla, R R District, Hyderabad  | ✓ | 47 I , Birsinghpur, P.O & P.S: Barjora, Dist Bankura             |
| ✓ | Survey No. 396, Chandrani, Taluka Anjar, Dist. Kutch  | ✓ | Brahmanpara, P.S. Haripal, Dist: Hooghly                         |
| ✓ | EPIP, Amingaon, Kamrup, Guwahati  | ✓ | 15, B.K. Pal Temple Road, Belur, Howrah                          |
| ✓ | Survey No.16 I/2, Village – Khutli ,Khanvel-Dudhni Road, Near Khanvel,Silvassa-396230, U.T. of Dadra & Nagar Haveli | ✓ | 12, Duffer Street, Liluah, Howrah                                |
| ✓ | Vill & P.O Bhunia Raichak, Haldia, Mednipur (East)  |   |  |

**q) Address for Correspondence: Manaksia Limited**

Bikaner Building, 3rd Floor  
 8/I, Lalbazar Street, Kolkata – 700 001  
 Phone Nos : +91 033 2231 0050 / 51 / 52  
 Fax No : +91 033 2230 0336  
 Email : investor.relations@manaksia.com  
 Website : www.manaksia.com

**CERTIFICATION OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

This is to confirm that the Company has received declarations affirming compliance of the Code of Conduct from the persons concerned for the Financial Year ended 31st March, 2014.

Place : Kolkata  
 Date : 30th May, 2014

Sd/-  
**B.K. Agrawal**  
 Managing Director  
 DIN : 00520558

**CERTIFICATION UNDER CLAUSE 49V OF THE LISTING AGREEMENT****The Board of Directors Manaksia Limited**

Dear Sirs,

In terms of Clause 49 of the Listing Agreement, we do hereby certify that:

- I. We have reviewed financial statements and the cash flow statement for the financial year 2013-14 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2013-14 are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - i significant changes, if any, in internal control over financial reporting during the year;
  - ii significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Manaksia Limited**

Sd/-  
**B K Agrawal**  
 Managing Director  
 DIN : 00520558

Sd/-  
**Sanjay Kumar Singhania**  
 CFO

Place : Kolkata

Date : 30th May, 2014

**CERTIFICATE ON CORPORATE GOVERNANCE****To the Members of Manaksia Limited**

We have examined the compliance of conditions of Corporate Governance by Manaksia Limited, for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

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

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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 SRB & Associates**

Chartered Accountants

FRN: 310009E

Sd/-

**Sanjeet Patra**

Partner

Membership No. 056121

Place : Kolkata

Date : 11th August, 2014

**Annexure - D**  
**PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT, THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS UNDER :**

| Name of the Director   | Sunil Kumar Agrawal  | Suresh Kumar Agrawal  | Ajay Kumar Chakraborty   | Kali Kumar Chaudhuri   | Smita Khaitan   | Basant Kumar Agrawal   |
|--|--|---|--|--|---|--|
| Date of Birth  | DIN : 00091784<br>11.12.1961   | DIN : 00520769<br>28.07.1953  | DIN : 00133604<br>07.04.1945   | DIN : 00206157<br>18.09.1945   | DIN : 01116869<br>12.12.1949  | DIN : 00520558<br>07.06.1947   |
| Date of Appointment on the Board   | 02.09.2000   | 01.01.1998  | 18.09.2004   | 01.02.2002   | 19.12.2006  | 27.12.1984   |
| Qualifications   | Commerce Graduate  | Chemical Engineer   | Post Graduate in Commerce, Company Secretary, Cost Accountant and Law Graduate   | MSc. Ph.D (Anthropology)   | Law Graduate  | Commerce Graduate  |
| Expertise  | Wide Experience and knowledge in overall business management, in manufacturing and factory administration. | Vast Experience and knowledge in overall business management, in manufacturing, international business and marketing. | Vast experience in the field of Finance, Legal & Secretarial and General Management. He retired as Executive Director (Finance) of BHEL. | General Management   | Vast experience in the field of Legal   | Vast Experience and knowledge in overall business management, in manufacturing, international business.  |
| Directorship held in other Public Companies (Excluding Foreign and Private Companies)  | Manaksia Aluminium Company Limited   | 1. Manaksia Steels Limited<br>2. Manaksia Overseas Limited  | 1. Lakshmi Precision Screws Limited<br>2. Shreyans Industries Limited.<br>3. Manaksia Steels Limited                                     | 1. Sarda Plywood Industries Limited<br>2. Manaksia Industries Limited  | 1. Manaksia Aluminium Company Limited<br>2. Manaksia Coated Metals & Industries Limited | 1. Agrim Steel Industries Limited<br>2. Arena Machineries Limited<br>3. Manaksia Industries Limited<br>4. Reliance Chemotex Industries Limited |
| Membership/Chairmanship of Committee of other Public Companies (Includes Only Audit Committee and Shareholders' / Investors Grievance Committee) | None   | None  | 1. Lakshmi Precision Screws Limited: Member of Audit Committee.<br>2. Shreyans Industries Limited: Member of Audit Committee.            | Sarda Plywood Industries Limited: Chairman of Share-cum-Investment-cum Shareholders/ Investors Grievance Committee | None  | None   |
| Number of Shares Held  | 20,09,810  | 84,64,510   | Nil  | Nil  | Nil   | 38,27,190  |
| Relationship between Directors   | Forms part of Promoter Group   | Forms Part of Promoter Group  | None   | None   | None  | Forms Part of Promoter Group   |

## ANNEXURE-E

**I. CONSERVATION OF ENERGY:****a. Energy Conservation measures taken during the year:-**

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

- i. Use of Agro based fuel for manufacture of Mosquito Coils.
- ii. Installation of Coal Gasifier has replaced use of furnace oil with coal.
- iii. Strengthening of capacitor banks to improve power factor.
- iv. Installation of Thermal fluid heating system for drying of Mosquito Coils.
- v. Optimization of loading efficiency of furnace to overcome rise in fuel price.
- vi. Conducting training programmes at various factories for conservation of energy.

**b. Additional Investments and Proposals being implemented for Reduction of Consumption of Energy :-**

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

**c. Impact of measures as above for reduction of Energy Consumption and consequent impact on the cost of production of goods :-**

The energy conservation measures undertaken during the year as specified in (a) and (b) above have resulted in savings and have thereby contributed in reducing the cost of production.

**d. Total Energy Consumption and Energy Consumption per Unit of Production:**

FORM-A

(See Rule 2)

**A. POWER & FUEL CONSUMPTION**

| Sl. No. | PARTICULARS              | 2013-14<br>Current Year | 2012-13<br>Previous Year |
|---------|--------------------------|-------------------------|--------------------------|
| 1.      | <b>ELECTRICITY</b>       |                         |                          |
| A)      | Purchased                |                         |                          |
|         | Units (KWH in thousands) | 22194.90                | 20298.63                 |
|         | Total Amount (Rs. Lacs)  | 1820.72                 | 1626.09                  |
|         | Rate/Unit (Rs /unit.)    | 8.20                    | 8.01                     |

## B) Own generation

## i) Through Diesel generator

|                  |   |   |
|------------------|---|---|
| Units (KWH Lacs) | - | - |
|------------------|---|---|

|                               |   |   |
|-------------------------------|---|---|
| Units per litre of diesel oil | - | - |
|-------------------------------|---|---|

|                 |   |   |
|-----------------|---|---|
| Cost/Unit (Rs.) | - | - |
|-----------------|---|---|

ii) Through steam turbine/  
generator

|       |   |   |
|-------|---|---|
| Units | - | - |
|-------|---|---|

|                                |   |   |
|--------------------------------|---|---|
| Unit per litre of fuel oil/gas | - | - |
|--------------------------------|---|---|

|                |   |   |
|----------------|---|---|
| Cost/Unit (Rs) | - | - |
|----------------|---|---|

## 2. COAL (Hard Coke For Generation of Steam)

|                   |         |          |
|-------------------|---------|----------|
| Quantity (Tonnes) | 7275.60 | 26297.44 |
|-------------------|---------|----------|

|                         |        |        |
|-------------------------|--------|--------|
| Total cost (Rs in lacs) | 554.92 | 244.57 |
|-------------------------|--------|--------|

|                      |      |      |
|----------------------|------|------|
| Average rate (Rs/kg) | 7.63 | 9.30 |
|----------------------|------|------|

## 3. FURNACE OIL

|                  |         |         |
|------------------|---------|---------|
| Quantity (k Lts) | 1034.60 | 1720.09 |
|------------------|---------|---------|

|                         |        |        |
|-------------------------|--------|--------|
| Total cost (Rs in lacs) | 463.27 | 778.06 |
|-------------------------|--------|--------|

|                      |      |      |
|----------------------|------|------|
| Average rate (Rs/Lt) | 0.45 | 0.45 |
|----------------------|------|------|

## 4. OTHERS/INTERNAL GENERATION

|          |   |   |
|----------|---|---|
| Quantity | - | - |
|----------|---|---|

|            |   |   |
|------------|---|---|
| Total cost | - | - |
|------------|---|---|

|              |   |   |
|--------------|---|---|
| Average rate | - | - |
|--------------|---|---|

## B. CONSUMPTION PER UNIT OF PRODUCTION

| PARTICULARS                          | Aluminium Products |         | Steel Products |         |
|--------------------------------------|--------------------|---------|----------------|---------|
|                                      | 2013-14            | 2012-13 | 2013-14        | 2012-13 |
| Electricity (KWH/MT)                 | 0.88               | 0.84    | 0.21           | 0.24    |
| Furnace Oil (Lts/MT)                 | 44.18              | 96.45   | 12.06          | 11.82   |
| Coal (Hard Coke/Steam Coal) (Kgs/MT) | 664.23             | 202.17  | --             | --      |
| Others                               | --                 | --      | --             | --      |



***II. Technology Absorption:***

Efforts made in technology absorption as per Form -B given below

***(A) Research and Development (R&D)*****a. Specific areas in which the company carried out R&D -**

- i. Method Improvements in Manufacturing Process
- ii. Increasing Level Automation in the Production Side
- iii. Development of New Products.
- iv. Installing upgraded Pollution Control equipments for Air / Water.
- v. Improvement in safety and reliability of the Plant.
- vi. Investing in critical equipments for increasing Plant reliability

**b. Benefits derived as a result of the above R&D -**

- i. Improvement in market share
- ii. Improvement in productivity
- iii. Energy conservation
- iv. Increase in in-house capability

**c. Future plan of action**

Continuous efforts towards Energy Conservation, Reduction of Costs, Protection of Environment and minimization of waste.

***(B) Technology Absorption, Adaptation and Innovation*****a. Efforts -**

R&D Division is currently involved in devising new methods of cost reduction and product development.

**b. Benefits derived -**

- i. Cost Reduction
- ii. Better quality product
- iii. Business Sustainability

**c. Future plan of action**

Continuous efforts towards Energy Conservation, Reduction of Costs, Protection of Environment and minimization of waste.

**d. Expenditure on R&D****(Rs in Lakhs)**

|   |       |
|---|-------|
| (a) Capital   | -     |
| (b) Recurring   | 15.07 |
| (c) Total   | 15.07 |
| (d) Total R & D expenditure as a percentage of total turnover | 0.01% |

**III. Foreign Exchange Earnings and Outgo:****A. Details of activities relating to export, initiatives taken to increase exports, development of new export markets for products and services and export plans:**

The Company has continued to maintain focus and avail of export opportunities based on economic considerations.

**B. Total Foreign Exchange Used and Earned:****(Rs in Lakhs)**

|  |           |
|--|-----------|
| a. Foreign Exchange Earnings             | 88,457.87 |
| b. Foreign Exchange Outgo:               |           |
| CIF Value of Imports                     | 69,908.58 |
| c. Other Expenditure in Foreign Currency | 460.97    |

## MANAGEMENT DISCUSSION AND ANALYSIS

### Economic Overview

The sluggish growth of large emerging economies due to currency volatility, weak manufacturing sectors and failure to implement structural reforms continued, to drag the growth of otherwise buoyant economies. The accelerating business investments, stabilizing credit conditions and decreasing uncertainties have provided growth momentum to the developed economies, which may result in retreating of capital flows from developed economies.

Despite a period of slow growth, high inflation, fiscal deficits, external imbalances, political uncertainty and poor business confidence - the domestic economy, due to a competitive exchange rate supported by foreign investment policies and better use of the considerable assets available has an opportunity to restore. However, the geopolitical risks in terms of unrest in Europe and political instability in West Asia would be a hindrance to the recovery of the global economy.

### Industry Structure and Developments

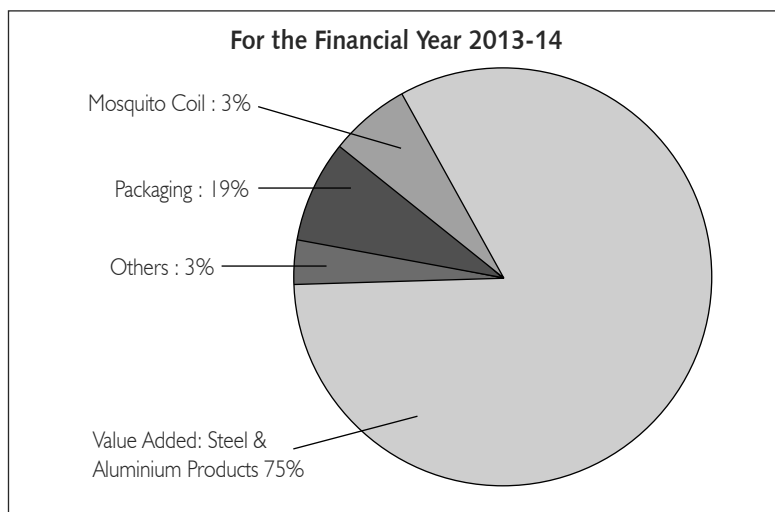
The Steel Industry is considered as the backbone of the economy and is often indicative of global economic progress. In the past, Euro-zone problem, economic stagnation or slow growth in developed economies and a cooling of emerging economies took a toll on the industry. However, the global demand for steel has improved during the period especially in the developed countries which would provide greater export opportunities for manufacturers from emerging economies like ours. The emerging markets are projected to exhibit a moderate growth. The margins of steel producers would continue to be under pressure, given the high cost of steel production and their limited ability to pass on the increase in costs.

In the Aluminium Industry, prices are principally dependent on world-wide demand and supply forces along with other factors. Aluminium is one of the largest consumed base metals in the world. During the year under review, the prices of Aluminium world wide had witnessed a steep decline due to subdued global demand and oversupplies from China. Since supply outpaced demand, it led to a rise in inventory levels thereby affecting the price realization. The domestic economy too, suffered on account of monetary tightening and subdued investment and growth climate with the industry/ GDP growth slowing down considerably. However, the domestic growth as also improvement in price realization is expected in anticipation of robust global growth, improving export competitiveness and an improved domestic geo-political scenario.

The global packaging industry is growing fast. Rapid growth in packaging usage in fast growing economies has resulted in new opportunities for the packaging sector. However, rising input costs is a concern for this industry.

### Business

Business of your Company mainly consists of value added steel and aluminium products and packaging products. It is also an outsourced manufacturer of mosquito repellent coils. The Company, through subsidiary companies, manufactures value added metal products and operates a paper mill at Nigeria, while manufacturing steel roofing sheets in Ghana. The Company also has MS Ingot and steel long products manufacturing facilities at Georgia, CIS. The share of the revenue from the various segments is shown in the Pie-Chart below:



### Overview of Operations

#### Results

During the year under review, the revenue of your Company grew from ₹ 1183.67 crores to ₹ 1213.65 crores, on a standalone basis. On consolidated basis, the revenue of the Company was ₹ 2031.05 crores in comparison to ₹ 2109.07 crores of the previous year. However, inspite of inflationary pressure on costs and the weakening rupee, the operational performance of the Company has improved, as is reflected from the net profit of the Company, which on a standalone basis increased from ₹ 27.51 crores to ₹ 37.23 crores and on consolidated basis from ₹ 170.23 crores to

₹ 186.41 crores. Improved and consistent operations across all geographies, despite weak market conditions, led to a significantly improved overall performance of the Company.

### Segment-wise performance

The table below shows the performance in the various product groups of the Company:

(₹ In Lacs)

|                    | Sales (2013-14) |             | Sales (2012-13) |             |
|--------------------|-----------------|-------------|-----------------|-------------|
|                    | S#              | C#          | S#              | C#          |
| Metal Products     | 91,645.28       | 1,51,816.38 | 90,532.22       | 1,64,949.52 |
| Packaging Products | 17,740.85       | 38,493.64   | 13,649.55       | 28,034.38   |
| Mosquito Coils     | 6,069.56        | 6,069.56    | 11,025.63       | 11,025.63   |
| Others             | 5,909.67        | 6,725.90    | 3,159.11        | 6,897.25    |

#S: Standalone, C: Consolidated

### METAL PRODUCTS SEGMENT

Value-added metal products manufactured by the Company are the principal contributor to the revenues and profits for the Company and its subsidiary companies.

The metals segment as a whole, contributed to 75% of revenue and 68% of profits before interest and tax.

#### (A) STEEL PRODUCTS

The Steel industry is basically driven by changes in domestic and global market trends. The prices are influenced by trends in raw material prices and demand-supply conditions, amongst others. The major thrust of the Company is to adopt the best modern technology, which in addition to being cost effective, would be energy efficient and environment friendly.

Manaksia manufactures and sells value added steel products comprising Cold Rolled Sheets used in interior and exterior panels of automobiles, buses and commercial vehicles, Galvanised Corrugated Sheets which find use in the rural housing sector and factory sheds and Galvanised Plain Sheets, used in the manufacture of containers and water tanks. The Company has a Steel Cold Rolling Plant at Haldia for manufacture of Cold Rolled Coils and Sheets and continuous Galvanizing plants at Bankura and Haldia. Both the plants have a strong Quality Management System with in-house testing facilities and are ISO 9001:2008 certified. The Company has facilities at Haldia and Kutch for further value addition of Steel and Aluminium Products, where Galvanized Steel Sheets and Cold Rolled Aluminium Sheets are pre-painted /colour coated for sale to construction, housing, consumer durable and other industries. The Company has also facilities for Roll Forming/ Profiling for direct supply to projects for industrial roofing as a part of such value addition.

During the year under review, increase in production output, coupled with several productivity and cost improvement measures and improved market penetration have improved the performance of the Company in this segment and has contributed significantly to the overall profitability of the Company.

#### (B) ALUMINIUM PRODUCTS

The Company has aluminium plants at Bankura and Haldia in West Bengal and at Kutch, Gujarat, with reliable quality management systems and ISO 9001:2008 accreditations. Aluminium coils / sheets are being increasingly used in construction and in the manufacture of white goods, automobiles, utensils, pilfer proof closures, railway coaches, electrical items, industrial machinery and ship / boat building. In addition to manufacturing plain aluminium coils and sheets, the division also manufactures corrugated, profiled and patterned aluminium sheets. The Company is also manufacturing various grades of Aluminium Alloy ingots at both its plants at Haldia and Kutch for use in automobiles, consumer durables, machinery manufacturing industries and supplying mostly to Original Equipment Manufacturers.

The Company, through continuous cost effective measures has been able to reduce its overhead costs and through change in product-mix, has been able to improve its price realization. However, relatively less price realization on the back of lower London Metal Exchange (LME) prices has impacted the profitability as well as the top line of the Company in this segment.

### PACKAGING PRODUCTS SEGMENT

Overall reduction in costs, coupled with better price realization and product diversification has helped in improving the performance of the Company in this segment.

### MOSQUITO COIL SEGMENT

Lower than anticipated demand along with increase in overhead costs has affected the performance of the Segment.

The Company is exploring new markets and various initiatives have been undertaken on a continuous basis to reduce overhead costs and improve productivity.

**OTHERS SEGMENT**

The various initiatives /measures undertaken by the Company has helped in improving the performance of the Company.

**RISKS AND CONCERNS**

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

**OPPORTUNITIES AND THREATS**

A varied product portfolio and wide geographical presence and reach, both domestic and international, have helped the Company to significantly de-risk its business and meet the risks with suitable precaution. The Company is focused on enhancing value added products across profit centres. Improvement in safety performance is of utmost priority, for which the Company has constantly been initiating measures to avert accidents. Multiple manufacturing units in various states of the country have enabled the Company to cater to the needs of its customers, meeting delivery deadlines at prescribed locations. The improvement in operating performance, coupled with new market initiatives has improved the overall profitability of the Company. The Company has sales and technical servicing offices at Mumbai, Delhi, Bangalore, Hyderabad, Guwahati and Bhopal. Multi locational presence has also reduced distribution and inventory costs and delivery times.

**FUTURE OUTLOOK**

The Company continues to explore new business possibilities and is confident to overcome the present situation with expected changes in the global economy.

**INTERNAL CONTROL SYSTEMS**

The Company has an effective system of internal controls which helps it to maintain both internal controls and procedures to ensure all transactions are authorised, recorded and reported correctly and also ensure disclosure and protection of physical and intellectual property. The Company has appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal controls from time to time. For transparency and effectiveness, the management duly considers and takes appropriate action on the recommendations made by Statutory Auditors, Internal Auditors and by Management Committee / Audit Committee of the Board of Directors. The partial ERP system 'SAP' adopted by the Company in finance, material management and sales & distribution, ensures that the transactions are authorized and correctly recorded and material errors and irregularities, if any, are detected and rectified timely. The Company has appointed consultants/ professionals to conduct Cost Audit and Secretarial Audit and observations made, if any, are reviewed by the Management periodically and corrective actions taken.

**HUMAN RESOURCES**

Employee relations continued to be cordial throughout the year and recruitments were made commensurate with the needs of business. The Company employs about 4000 people in all its facilities worldwide.

**FINANCE COST**

Finance Cost, on a standalone basis, decreased from ₹ 36.98 crores to ₹ 33.78 crores. On a consolidated basis, such finance cost has increased from ₹ 54.72 crores to ₹ 55.24 crores.

The reason behind the decrease in finance cost on standalone basis is primarily attributable to better utilization of loan funds along with better management of interest cost. However due to avilment of Long Term borrowings for capital expenditure by overseas subsidiary company, the finance cost has increased on consolidated basis.

**CAUTIONARY STATEMENT**

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

## **Independent Auditors' Report**

**To the Members of  
Manaksia Limited**

### **Report on the Financial Statements**

1. We have audited the accompanying financial statements of Manaksia Limited ('the Company') which comprise the Balance Sheet as at 31<sup>st</sup> March 2014, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended on that date and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Sec.133 of Companies Act, 2013 . This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



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

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

### **Opinion**

4. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act 1956, and on the basis of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
5. As required by section 227(3) of the Companies Act 1956, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act 1956 ("the Act") read with the general circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Sec.133 of Companies Act,2013 .and
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956.
6. As required by Section 227 (2) of the Companies Act 1956, we report that in our opinion and to the best of our information and according to the explanations given to us, the 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:
- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2014;
  - ii. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
  - iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **SRB & Associates.**  
Chartered Accountants  
Firm Regn. No: 310009E

Sd/-  
**Sanjeet Patra**  
Partner  
Membership No: 056121

Place: Kolkata  
Date: 30<sup>th</sup> May 2014

**Annexure to Auditors' Report of Manaksia Limited for the year ended 31<sup>st</sup> March, 2014**

Referred to in paragraph 4 of our report of even date

1. In respect of its 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 during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - c. The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
2. In respect of its inventories:
  - a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of inventories and no material discrepancies were noticed on physical verification.
3. The Company has not taken or given any loans, secured or unsecured from/to Companies, Firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in such internal controls system.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of The Companies act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
  - a. The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
  - b. Where each of such transaction is in excess of Rs. 5 Lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
6. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year. Therefore the provisions of clause (VI) of the Companies (Auditor's Report) Order 2003 are not applicable.
7. In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.

8. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 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.
9. According to the information and explanations given to us in respect of statutory dues:
- The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - There were no undisputed amounts payable in respect of Income Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as on 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.
  - Details of dues of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited as on 31<sup>st</sup> March, 2014 on account of disputes are given below:

| Statute   | Nature of Dues    | Forum where Dispute is Pending                       | Amount involved (Rs. In Lakhs) |
|---|-------------------|--|--------------------------------|
| Central Excise Act, 1944                          | Excise Duty       | Hon'ble High Court, Kolkata                          | 49.66                          |
|   |                   | Commissioner, Central Excise                         | 526.86                         |
|   |                   | Additional Commissioner, Central Excise              | 147.42                         |
|   |                   | Asst. Commissioner, Central Excise                   | 40.08                          |
|   |                   | Joint Commissioner, Central Excise                   | 0.31                           |
|   |                   | Deputy Commissioner, Central Excise                  | 2.54                           |
|   |                   | Appellate commissioner                               | 11.30                          |
|   |                   | CESTAT   | 10.76                          |
| Central Excise Act, 1944                          | Service Tax       | Superintendent of Service Tax                        | 4.54                           |
|   |                   | Commissioner, Central Excise                         | 120.35                         |
| Sales Tax / VAT Act                               | Sales Tax         | W.B. Commercial Taxes Appellate and Revisional Board | 257.26                         |
| Income Tax Act, 1961                              | Income Tax Demand | C.I.T ( Appeals )                                    | 77.75                          |
| Municipal Act, West Bengal                        | Municipal Tax     | Haldia Municipality West Bengal                      | 111.24                         |
| West Bengal Taxation Laws ( Amendment ) Act, 2003 | Stamp Duty        | Commissioner of Haldia Municipality                  | 49.45                          |

10. The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions, debenture holders.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. The Company has maintained proper records of transactions and contracts in respect of trading in securities, mutual fund debentures and other investments and timely entries have been made therein. All shares, debentures, mutual fund and other investments have been held by the Company in its own name except to the extent of exemption granted U/S 49 of Companies Act 1956.
15. The Company has given guarantees for loans taken by others from banks or financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima-facie prejudicial to the interests of the Company.
16. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
17. In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short term basis have not been used during the year for long term investment.
18. The Company has not made any preferential allotment of share to parties and companies covered in the register maintained under section 301 of The Companies Act 1956.
19. According to the information and explanation given to us the Company has not issued any secured debentures during the year under audit.
20. The Company has not raised any money through public issue during the year.
21. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

**For SRB & Associates.  
Chartered Accountants  
Firm Regn. No: 310009E**

**Sd/-  
Sanjeet Patra  
(Partner)**

**Place: Kolkata  
Date: 30<sup>th</sup> May 2014**

**Membership No: 056121**

**MANAKSIA LIMITED**  
**Balance Sheet as at March 31, 2014**

|                                    | Notes | As at<br>March 31, 2014<br>Rs.in Lacs | As at<br>March 31, 2013<br>Rs.in Lacs |
|------------------------------------|-------|---------------------------------------|---------------------------------------|
| <b>I. EQUITY AND LIABILITIES</b>   |       |                                       |                                       |
| <b>1. Shareholders' Funds</b>      |       |                                       |                                       |
| (a) Share Capital                  | 2     | 1,310.68                              | 1,310.68                              |
| (b) Reserves and surplus           | 3     | 53,219.75                             | 50,807.80                             |
|                                    |       | <u>54,530.43</u>                      | <u>52,118.48</u>                      |
| <b>2. Non-current liabilities</b>  |       |                                       |                                       |
| (a) Long term borrowings           | 4     | 7,140.08                              | 10,710.27                             |
| (b) Deferred Tax Liabilities (net) | 5     | 4,895.65                              | 4,810.14                              |
| (c) Long term provisions           | 6     | 619.37                                | 675.58                                |
|                                    |       | <u>12,655.10</u>                      | <u>16,195.99</u>                      |
| <b>3. Current liabilities</b>      |       |                                       |                                       |
| (a) Short term borrowings          | 7     | 24,690.74                             | 13,372.76                             |
| (b) Trade payables                 | 8     | 13,762.84                             | 12,266.62                             |
| (c) Other current liabilities      | 9     | 7,803.31                              | 7,679.70                              |
| (d) Short term provisions          | 10    | 362.40                                | 560.44                                |
|                                    |       | <u>46,619.29</u>                      | <u>33,879.52</u>                      |
| <b>TOTAL</b>                       |       | <u>113,804.82</u>                     | <u>102,193.99</u>                     |
| <b>II. ASSETS</b>                  |       |                                       |                                       |
| <b>1. Non current assets</b>       |       |                                       |                                       |
| (a) Fixed assets                   | 11    |                                       |                                       |
| Tangible assets                    |       | 30,927.79                             | 31,259.99                             |
| Intangible assets                  |       | 29.72                                 | 8.22                                  |
| Capital work-in-progress           |       | 4,025.80                              | 3,394.70                              |
| (b) Non-current investments        | 12    | 6,934.50                              | 6,934.50                              |
| (c) Long term loans and advances   | 13    | 269.62                                | 224.67                                |
|                                    |       | <u>42,187.43</u>                      | <u>41,822.08</u>                      |
| <b>2. Current assets</b>           |       |                                       |                                       |
| (a) Inventories                    | 14    | 28,443.62                             | 21,855.13                             |
| (b) Trade receivables              | 15    | 31,009.09                             | 24,207.61                             |
| (c) Cash and Cash equivalents      | 16    | 1,940.17                              | 203.46                                |
| (d) Short term loans and advances  | 17    | 10,224.51                             | 14,105.71                             |
|                                    |       | <u>71,617.39</u>                      | <u>60,371.91</u>                      |
| <b>TOTAL</b>                       |       | <u>113,804.82</u>                     | <u>102,193.99</u>                     |

Significant Accounting Policies

1

See accompanying Notes to the Financial Statements

2-35

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

**As per our Report attached of even date**  
**For SRB & Associates**  
**Chartered Accountants**  
Firm Regn. No. 310009E

Sd/-  
**Sanjeet Patra**  
**(Partner)**  
Membership No. 056121  
Kolkata  
**30th day of May, 2014**

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

**A K Chakraborty**  
DIN:00133604

**B K Agrawal**  
DIN:00520558

**Sanjay Kumar Singhania****Anubhav Maheshwari**

**Sd/-**  
**Chairman**

**Sd/-**  
**Managing Director**

**Sd/-**  
**Chief Financial Officer**

**Sd/-**  
**Company Secretary**

| MANAKSIA LIMITED  |   | For the year ended                          | For the year ended      |
|---|---|---|-------------------------|
| Statement of Profit and Loss for the year ended March 31, 2014                |   | March 31,2014                               | March 31,2013           |
|   | Notes   | Rs.in Lacs                                  | Rs.in Lacs              |
| I.  | Income  |   |                         |
|   | Revenue from operations   | 121,365.36                                  | 118,366.51              |
|   | Other Income  | 2,930.91                                    | 4,894.51                |
|   | Total Revenue   | 124,296.27                                  | 123,261.02              |
| II.   | Expenses  |   |                         |
|   | Cost of materials consumed (including trading goods)                          | 92,841.08                                   | 89,651.90               |
|   | Changes in Inventories of finished goods, Work-in-progress and stock-in-trade | (645.79)                                    | 717.74                  |
|   | Employee benefits expense   | 3,870.40                                    | 4,123.88                |
|   | Finance costs   | 3,377.81                                    | 3,697.71                |
|   | Depreciation and amortization expense   | 2,249.21                                    | 2,169.46                |
|   | Other expenses  | 17,320.17                                   | 16,879.25               |
|   | Total Expenses  | 119,012.88                                  | 117,239.94              |
| III.  | Profit before exceptional items and tax (I-II)                                | 5,283.39                                    | 6,021.08                |
| IV.   | Exceptional Items   |   |                         |
|   | Exchange Fluctuation  | 34.24                                       | 2,585.14                |
| V.  | Profit before tax   | 5,249.15                                    | 3,435.94                |
| VI.   | Tax expenses  |   |                         |
|   | Current tax   | 1,441.00                                    | 700.00                  |
|   | Deferred tax  | 85.50                                       | (14.86)                 |
|   | Total tax expenses  | 1,526.50                                    | 685.14                  |
| VII.  | Profit for the year   | 3,722.65                                    | 2,750.80                |
| VIII.   | Basic and diluted Earnings per equity share of face value of Rs. 2/- each     |   |                         |
|   | EPS after exceptional items (Rs.)   | 5.68  | 4.20                    |
|   | EPS before exceptional items (Rs.)  | 5.73  | 8.14                    |
|   | Significant Accounting Policies   | 1   |                         |
|   | See accompanying Notes to the Financial Statements                            | 2-35  |                         |
| The notes referred to above form an integral part of the financial statements |   |   |                         |
| As per our Report attached of even date                                       |   | For and on Behalf of the Board of Directors |                         |
| For SRB & Associates  |   |   |                         |
| Chartered Accountants   |   |   | Sd/-                    |
| Firm Regn. No. 310009E  |   | A K Chakraborty                             | Chairman                |
|   |   | DIN:00133604                                |                         |
| Sd/-  |   |   | Sd/-                    |
| Sanjeet Patra   |   | B K Agrawal                                 | Managing Director       |
| (Partner)   |   | DIN:00520558                                |                         |
| Membership No. 056121   |   |   | Sd/-                    |
| Kolkata   |   | Sanjay Kumar Singhania                      | Chief Financial Officer |
| 30th day of May, 2014   |   |   | Sd/-                    |
|   |   | Anubhav Maheshwari                          | Company Secretary       |



**MANAKSIA LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014**

(Rs in Lacs)

| PARTICULARS  | 31st March 2014 | 31st March 2013 |
|--|-----------------|-----------------|
| <b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>   |                 |                 |
| Net Profit before Tax :  | 5,249.15        | 3,435.94        |
| Adjustment for:  |                 |                 |
| Depreciation/ Amortisation   | 2,249.21        | 2,169.46        |
| Finance Cost & Interest (Net)  | 2,635.07        | 2,757.00        |
| Loss on Fixed Assets Sold / Discarded (Net)  | 70.32           | (3.70)          |
| Prior Period & Exceptional Items (Net)   | 40.95           | (38.97)         |
| Exchange Differences (unrealised)  | (663.39)        | (149.04)        |
| Dividend from Mutual Fund  | (66.22)         | (45.53)         |
| Dividend from Subsidiary Company   | (2,011.98)      | (3,782.93)      |
| Operating Profit before Working Capital Changes  | 7,503.11        | 4,342.23        |
| Adjustment for:  |                 |                 |
| (Increase)/Decrease in Trade Receivables   | (7,112.69)      | (5,541.61)      |
| (Increase)/Decrease in Other Receivables   | 2,828.67        | 3,188.13        |
| (Increase)/Decrease in Inventories   | (6,588.49)      | 842.48          |
| Increase/(Decrease) in Trade Payables  | 1,496.22        | (4,919.93)      |
| Increase/(Decrease) in Other Payables  | 315.66          | 2,604.13        |
| Cash Generated from Operations   | (1,557.52)      | 515.43          |
| Direct Taxes Paid  | (24.31)         | (218.99)        |
| Cash Flow before Prior Period & Exceptional items  | (1,581.83)      | 296.44          |
| Prior Period & Exceptional Items (Net)   | (40.95)         | 38.97           |
| Net Cash Flow from Operating Activities  | (1,622.78)      | 335.41          |
| <b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>   |                 |                 |
| Purchase of Fixed Assets and change in Capital work in progress<br>(Including Capital Work in Progress and capital advances) | (2,755.25)      | (2,135.77)      |
| Sale of Fixed Assets   | 115.32          | 53.34           |
| (Purchase) of Investment in Subsidiary Co  | -               | (300.00)        |
| Sale of Investment in Subsidiary Co  | -               | 300.00          |
| Interest Received  | 742.74          | 940.71          |
| Dividend Received from Mutual Fund   | 66.22           | 45.53           |
| Dividend from Subsidiary Company   | 2,323.23        | 4,643.66        |
| Net Cash Flow from/(Used in) Investing Activities  | 492.26          | 3,547.47        |
| <b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>   |                 |                 |
| Proceeds from Long Term Borrowings   | (3,570.19)      | 7,943.12        |
| Repayment of Long Term Borrowings  | -               | (5,123.42)      |
| (Repayment of )/ Proceeds from Short Term Borrowings (Net)   | 11,317.98       | (2,870.57)      |
| Payment of Dividend on Equity Shares   | (1,310.70)      | -               |
| Interest etc. Paid   | (3,569.86)      | (3,727.92)      |
| Net Cash Flow From/(Used in ) Financing Activities   | 2,867.23        | (3,778.79)      |
| <b>D: Net Increase/(Decrease) in Cash and Cash Equivalents</b>   | <b>1,736.71</b> | <b>104.09</b>   |
| Cash and Cash Equivalents as at 1st April  | 203.46          | 99.37           |
| Cash and Cash Equivalents as at 31st March   | 1,940.17        | 203.46          |

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

As per our Report attached of even date  
For SRB & Associates  
Chartered Accountants  
Firm Regn. No. 310009E

Sd/-  
Sanjeet Patra  
(Partner)  
Membership No. 056121  
Kolkata  
30th day of May, 2014

For and on Behalf of the Board of Directors

A K Chakraborty  
DIN:00133604

Sd/-  
Chairman

B K Agrawal  
DIN:00520558

Sd/-  
Managing Director

Sanjay Kumar Singhania

Sd/-  
Chief Financial Officer

Anubhav Maheshwari

Sd/-  
Company Secretary

(Annexed to and forming part of the financial statements for the year ended 31<sup>st</sup> March, 2014)

Note:1

**I) Basis of preparation of Financial Statement**

The financial statements are prepared under the Historical cost convention method, using the accrual system of accounting in accordance with the Generally Accepted Accounting Principles in India & the requirements of the Companies Act, 1956, including the Notified Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006.

**II) Revenue Recognition**

Revenue from sale of goods and services rendered is recognized upon transfer of title and rendering of services to the customers.

**III) Fixed Assets**

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

**IV) Impairment of Assets**

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

**V) Foreign currency transaction**

**a) Initial Recognition**

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

**b) Conversion**

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

**c) Exchange Differences**

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

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

**VI) Depreciation**

- a) Depreciation on all Fixed Assets is provided under Straight Line Method at the rates specified in Schedule XIV to the Companies Act, 1956.
- b) Depreciation includes amortisation of leasehold land over the period of lease.
- c) Depreciation is provided on prorata basis on additions and deletions of Fixed Assets during the year except for assets costing Rs.5000/- or less on which 100% Depreciation is provided.
- d) Depreciation on individual items of plant and machinery costing Rs. 5000/- or less is being provided at normal applicable rates, whenever aggregate cost of such items constitute more than 10% of the total cost of

plant and machinery in accordance with amendments to Schedule XIV to the Companies Act, 1956 vide Notification No. GSR No. 101(E) dated 01.03.1995.

e) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

f) Computer software costs capitalised are amortised using the Straight Line Method over estimated useful life of 5 years, as estimated at the time of capitalisation.

**VII) Investments**

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

**VIII) Inventories**

Inventories are valued as follows:

a) Raw materials, finished goods, Stock in trade, Work in process, Packing materials and stores & spares are valued at lower of cost and net realisable value. Closing stock has been valued on Weighted Average basis.

b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

**IX) Research & Development**

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

**X) Employee Benefits**

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

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

**XI) Earning Per Share**

Basic earning per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

**XII) Excise Duty and Custom Duty**

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

**XIII) Financial Derivatives and Commodity Hedging Transactions**

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

**XIV) Borrowing Costs**

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

**XV) Taxation**

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

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

**XVI) Segment Reporting**

**a) Identification of segments**

The company has identified its business segments as the primary segments . The company's businesses are organized and managed separately according to the nature of products/ services, with each segment representing a strategic business unit that offers different product / services and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the company are located.

**b) Allocation of Common Costs**

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head " Unallocated".

The accounting policies adopted for segment reporting are in line with those of the Company.

**XVII) Lease Assets**

The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements which are not non-cancellable and range between 1 year to 3 years generally and are renewable by mutual consent on mutually agreeable terms.

**XVIII) Sales**

- a) Sales include trade sales.
- b) Gross Sales include applicable taxes unless separately charged and are net of discount.
- c) Sales are recognised on dispatch except consignment sales which are recognised on receipt of statement of accounts from the agent.

**XIX) Prior Period Expenses/Income**

Material items of prior period expenses/income are disclosed separately.

**XX) Provision, Contingent Liabilities and Contingent Assets**

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

**MANAKSIA LIMITED**

Notes to financial statements as at and for the year ended March 31, 2014

|   | As At<br>March 31,2014<br>Rs. in Lacs | As At<br>March 31,2013<br>Rs. in Lacs |
|---|---------------------------------------|---------------------------------------|
| <b>2. Share Capital</b>   |                                       |                                       |
| <b>a) Authorised:</b>   |                                       |                                       |
| 70,000,000 (70,000,000) Equity Shares of Rs. 2/- each               | 1,400.00                              | 1,400.00                              |
| 1,250,000 (1,250,000) Preference Shares of Rs. 20/- each            | 250.00                                | 250.00                                |
|   | <u>1,650.00</u>                       | <u>1,650.00</u>                       |
| <b>b) Issued, Subscribed and fully paid-up Shares:</b>              |                                       |                                       |
| 65,534,050 (65,534,050) Equity Shares of Rs. 2/- each fully paid up | 1,310.68                              | 1,310.68                              |
|   | <u>1,310.68</u>                       | <u>1,310.68</u>                       |

**c) Details of aggregate number of shares, allotted without payment being received in cash,alloted as bonus shares and bought back, if any, for the period of five years immediately preceeding the Balance Sheet date:**

4,000,000 Equity Shares of Face Value of Rs. 2/- each were bought back and extinguished in the year 2010-11.

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

| <u>Name of Shareholders</u> | <u>As at<br/>March 31,2014</u> |                  | <u>As at<br/>March 31,2013</u> |                  |
|-----------------------------|--------------------------------|------------------|--------------------------------|------------------|
|                             | <u>No. of shares</u>           | <u>% holding</u> | <u>No. of shares</u>           | <u>% holding</u> |
| Basudeo Agrawal             | 8,224,385                      | 12.55            | 8,224,385                      | 12.55            |
| Suresh Kumar Agrawal        | 8,127,010                      | 12.40            | 8,127,010                      | 12.40            |
| Mahabir Prasad Agrawal      | 4,172,515                      | 6.37             | 4,172,515                      | 6.37             |
| Basant Kumar Agrawal        | 3,383,130                      | 5.16             | 3,383,130                      | 5.16             |

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

|   | <u>2013-14<br/>No. of shares</u> | <u>2012-13<br/>No. of shares</u> |
|---|----------------------------------|----------------------------------|
| <b>Equity Shares</b>                        |                                  |                                  |
| At the beginning of the period              | 65,534,050                       | 65,534,050                       |
| <b>Outstanding at the end of the period</b> | <u>65,534,050</u>                | <u>65,534,050</u>                |

**f) The Company is not a Subsidiary Company.**

**g) No Shares has been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment**

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

**Equity Shares:**

The Company has only one class of equity shares having a par value of Rs.2/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

| <b>3. Reserves and Surplus</b>       | <u>As at<br/>March 31,2014<br/>Rs. in Lacs</u> | <u>As at<br/>March 31,2013<br/>Rs. in Lacs</u> |
|--------------------------------------|--|--|
| <b>A. Capital Reserve</b>            |  |  |
| As per last Balance Sheet            | 128.68   | 128.68   |
| <b>B. Capital Redemption Reserve</b> |  |  |
| As per last Balance Sheet            | 317.40   | 317.40   |
| <b>C. Securities Premium Reserve</b> |  |  |
| As per last Balance Sheet            | 18,983.55                                      | 18,983.55                                      |
| <b>D. Amalgamation Reserve</b>       |  |  |
| As per last Balance Sheet            | 123.45   | 123.45   |
| <b>E. Investment Reserve</b>         |  |  |
| As per last Balance Sheet            | 89.58  | 89.58  |

**MANAKSIA LIMITED****Notes to financial statements as at and for the year ended March 31, 2014 (Continue)**

|   | <b>As at<br/>March 31, 2014<br/>Rs. in Lacs</b> |                    | <b>As at<br/>March 31, 2013<br/>Rs. in Lacs</b> |                    |
|---|---|--------------------|---|--------------------|
| <b>F. General Reserve</b>   |   |                    |   |                    |
| As per last Balance Sheet   | 27,803.75                                       |                    | 26,303.75                                       |                    |
| Add: Transfer from Debenture Redemption Reserve                                   | -   | 27,803.75          | 1,500.00  | 27,803.75          |
| <b>G. Surplus in the statement of profit and loss</b>                             |   |                    |   |                    |
| As per last Balance Sheet   | 3,361.39  |                    | 610.59  |                    |
| Add : Profit for the period/year  | 3,722.65  |                    | 2,750.80  |                    |
|   | 7,084.04  |                    | 3,361.39  |                    |
| Less : Appropriations   |   |                    |   |                    |
| Dividend on Equity Shares   | 1,310.70  | 5,773.34           | -   | 3,361.39           |
|   |   | 53,219.75          |   | 50,807.80          |
| <b>4. Long term borrowings</b>  |   |                    |   |                    |
|   | <b>As at March 31, 2014</b>                     |                    | <b>As at March 31, 2013</b>                     |                    |
|   | <b>Non Current</b>                              | <b>Current</b>     | <b>Non Current</b>                              | <b>Current</b>     |
|   | <b>Rs. in Lacs</b>                              | <b>Rs. in Lacs</b> | <b>Rs. in Lacs</b>                              | <b>Rs. in Lacs</b> |
| <b>Secured</b>  |   |                    |   |                    |
| a) Term Loans:  |   |                    |   |                    |
| From Banks  |   |                    |   |                    |
| Rupee Loan  | 4,500.00  | 2,457.74           | 7,915.00  | 2,835.00           |
|   | 4,500.00  | 2,457.74           | 7,915.00  | 2,835.00           |
| <b>Unsecured</b>  |   |                    |   |                    |
| a) Deferred Payment Liabilities (Under Sales Tax Defferment scheme-Interest Free) | 2,640.08  | 119.29             | 2,795.27  | 113.36             |
|   | 2,640.08  | 119.29             | 2,795.27  | 113.36             |
| <b>Total</b>  | <b>7,140.08</b>                                 | <b>2,577.03</b>    | <b>10,710.27</b>                                | <b>2,948.36</b>    |

**Note:**

**4.1** The Current part of Long Term Borrowings, as above, have been shown under Other Current Liabilities (Note No.9), as Current Maturities of long term debt, as per the requirement of Schedule VI.

**4.2 Rupee Term Loan:**

The Company's Secured Corporate Loan facilities are secured by First Charge on Fixed Asset (Movable and Immovable) of the respective units of the Company except for the following which are secured on the 2nd charge basis:-

- Fixed assets of Packaging Unit at Bankura.

• Movable Plant & Machinery of Packaging Unit at Bhopal

The amount is further secured on second charge basis on the current assets of the respective units of the Company.

Repayment Schedule of Term Loan is as follows:

| <u>Year</u> | <u>Amount (Rs. In Lacs)</u> |
|-------------|-----------------------------|
| 2014-15     | 2,457.74                    |
| 2015-16     | 1,780.00                    |
| 2016-17     | 1,640.00                    |
| 2017-18     | 1,080.00                    |

The Rate of Interest on the Rupee Term Loan is 11.30% p.a.

**MANAKSIA LIMITED****Notes to financial statements as at and for the year ended March 31, 2014 (Continue)**

|   | As at<br>March 31, 2014<br>Rs. In Lacs | As at<br>March 31, 2013<br>Rs. In Lacs |
|---|--|--|
| <b>5. Deferred Tax Liabilities (net)</b>  |  |  |
| <b>a) Deferred Tax Liability</b>  |  |  |
| Timing difference in depreciable assets   | 5,149.94                               | 5,076.43                               |
| <b>b) Deferred Tax Assets</b>   |  |  |
| Expenses allowable against taxable income in future years   | (254.29)                               | (266.29)                               |
| <b>Net Deferred tax Liability</b>   | <u>4,895.65</u>                        | <u>4,810.14</u>                        |
| <b>6. Long term provisions</b>  |  |  |
| a) Provision for Employee Benefits  | 619.37                                 | 675.58                                 |
| <b>Total</b>  | <u>619.37</u>                          | <u>675.58</u>                          |
| <b>7. Short term borrowings</b>   |  |  |
| <b>Secured</b>  |  |  |
| a) Loans repayable on Demand (Working Capital Loans)  |  |  |
| From Banks  |  |  |
| Foreign Currency Loan   | 600.20                                 | 680.63                                 |
| Rupee Loan  | 4,491.25                               | 1,430.64                               |
| b) Buyers Credit  | 17,099.29                              | 10,261.49                              |
| <b>Unsecured</b>  |  |  |
| a) Other Loans and Advances   |  |  |
| From Banks  |  |  |
| Rupee Loan  | 2,500.00                               | 1,000.00                               |
| <b>Total</b>  | <u>24,690.74</u>                       | <u>13,372.76</u>                       |
| <b>Note:</b>  |  |  |
| <b>7.1</b> The Company's Secured Working Capital facilities are secured by First Charge on the current assets of the respective units of the Company ranking pari passu with the respective Working Capital Bankers.  |  |  |
| The amount is further secured on second charge basis on fixed assets of the respective units of the Company ranking pari passu with the respective Working Capital Bankers except for the following which are secured on the 1st charge pari passu basis:-  |  |  |
| Fixed assets of the Steel Unit at Haldia  |  |  |
| Fixed Assets of Steel & Packaging Units at Bankura  |  |  |
| Movable Plant & Machinery of Packaging Unit at Bhopal   |  |  |
| <b>7.2</b> Other Loans and advances from banks include Commercial Paper of Rs. 2,500.00 Lacs (Previous Year Rs. 1,000.00 Lacs)  |  |  |
| <b>8. Trade payables</b>  |  |  |
| Micro, Small and Medium Enterprises*  | 5.55                                   | 22.51                                  |
| Others  | 13,757.29                              | 12,244.11                              |
| <b>Total</b>  | <u>13,762.84</u>                       | <u>12,266.62</u>                       |
| Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.  |  |  |
| There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years. |  |  |
| <b>9. Other current liabilities</b>   |  |  |
| Current Maturities of Long Term Debt  |  |  |
| Term Loans  | 2,457.74                               | 2,835.00                               |
| Deferred Payment Liabilities  | 119.29                                 | 113.36                                 |
| Interest accrued but not due on borrowings  | 53.63                                  | 245.68                                 |
| Unpaid dividends (Unclaimed)#   | 25.21                                  | 20.42                                  |
| Money refundable on Public Issue allotment (Unclaimed)#   | 3.14                                   | 3.14                                   |
| Other Payables *  | 5,144.30                               | 4,462.10                               |
| <b>Total</b>  | <u>7,803.31</u>                        | <u>7,679.70</u>                        |
| * Other Payables includes Statutory Dues, Advances from Customers & Overdrawn Balances from banks.  |  |  |
| # These figures do not include any amount which is due and outstanding for credit to Investor Education and Protection Fund.  |  |  |
| <b>10. Short term provisions</b>  |  |  |
| Provision for Employee Benefits   | 127.45                                 | 183.37                                 |
| Others *  | 234.95                                 | 377.07                                 |
| <b>Total</b>  | <u>362.40</u>                          | <u>560.44</u>                          |
| * Indicates Liabilities for excise duty on closing stock of Finished Goods.   |  |  |



| MANAKSIA LIMITED  |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
|---|----------------------|-----------------|----------------------|-----------------------|-----------------------------|-------------------------|-----------------|-----------------------|-----------------------|-----------------------|
| Notes to financial statements as at and for the year ended March 31, 2014 |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| 11. FIXED ASSETS  |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| a) As at March 31, 2014   |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| Particulars   | GROSS BLOCK          |                 |                      |                       | Depreciation / Amortisation |                         |                 |                       | Rs. in Lacs           |                       |
|   | As at 1st April 2013 | Addition        | Deletion/ Adjustment | As at 31st Mar 2014   | As at 1st April 2013        | Deductions/ Adjustments | For the Year    | Up to 31st Mar 2014   | As at 31st Mar 2014   | As at 31st March 2013 |
| <b>Tangible Assets :</b>  |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| a) Land   | 189.14               | -               | -                    | 189.14                | -                           | -                       | -               | -                     | 189.14                | 189.14                |
| b) Leasehold Land*  | 422.27               | -               | -                    | 422.27                | 54.20                       | 0.01                    | 5.34            | 59.55                 | 362.72                | 368.07                |
| c) Building   | 9,087.27             | 125.77          | -                    | 9,213.04              | 2,571.54                    | 0.01                    | 305.62          | 2,877.17              | 6,335.87              | 6,515.73              |
| d) Plant & Equipment  | 35,189.97            | 1,752.85        | 309.04               | 36,633.78             | 13,382.18                   | (135.05)                | 1,666.62        | 14,913.75             | 21,720.03             | 21,807.79             |
| e) Electrical Installation  | 1,727.08             | 5.02            | 2.81                 | 1,729.29              | 702.11                      | (2.40)                  | 81.08           | 780.79                | 948.50                | 1,024.97              |
| f) Electric Generator   | 686.33               | 8.76            | -                    | 695.09                | 322.28                      | 0.01                    | 32.07           | 354.36                | 340.73                | 364.05                |
| g) Computers  | 399.45               | 10.31           | -                    | 409.76                | 340.91                      | -                       | 19.74           | 360.65                | 49.11                 | 58.54                 |
| h) Office Equipment   | 231.44               | 25.27           | -                    | 256.71                | 106.95                      | -                       | 10.37           | 117.32                | 139.39                | 124.49                |
| i) Furniture & Fixtures   | 314.90               | 15.36           | -                    | 330.26                | 184.35                      | (0.01)                  | 14.89           | 199.23                | 131.03                | 130.55                |
| j) Vehicles   | 1,421.64             | 151.39          | 47.73                | 1,525.30              | 744.98                      | (36.51)                 | 105.56          | 814.03                | 711.27                | 676.66                |
| <b>Total Tangible Assets</b>  | <b>49,669.49</b>     | <b>2,094.72</b> | <b>359.58</b>        | <b>51,404.63</b>      | <b>18,409.50</b>            | <b>(173.94)</b>         | <b>2,241.29</b> | <b>20,476.85</b>      | <b>30,927.79</b>      | <b>31,259.99</b>      |
| <b>Intangible Assets :</b>  |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| a) Computer Software  | 177.36               | 29.43           | -                    | 206.79                | 169.15                      | -                       | 7.92            | 177.07                | 29.72                 | 8.22                  |
| <b>Total Fixed Assets</b>   | <b>49,846.85</b>     | <b>2,124.15</b> | <b>359.58</b>        | <b>51,611.42</b>      | <b>18,578.65</b>            | <b>(173.94)</b>         | <b>2,249.21</b> | <b>20,653.92</b>      | <b>30,957.51</b>      | <b>31,268.21</b>      |
| <b>Capital Work in Progress</b>   | <b>3,394.70</b>      | <b>1,125.45</b> | <b>494.35</b>        | <b>4,025.80</b>       |                             |                         |                 |                       | <b>4,025.80</b>       | <b>3,394.70</b>       |
| b) As at March 31, 2013   |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| Particulars   | GROSS BLOCK          |                 |                      |                       | Depreciation / Amortisation |                         |                 |                       | Rs. in Lacs           |                       |
|   | As at 1st April 2012 | Addition        | Deletion/ Adjustment | As at 31st March 2013 | As at 1st April 2012        | Deductions/ Adjustments | For the Year    | As at 31st March 2013 | As at 31st March 2013 | As at 31st March 2012 |
| <b>Tangible Assets :</b>  |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| a) Land   | 189.14               | -               | -                    | 189.14                | -                           | -                       | -               | -                     | 189.14                | 189.14                |
| b) Leasehold Land*  | 422.27               | -               | -                    | 422.27                | 48.86                       | -                       | 5.34            | 54.20                 | 368.07                | 373.41                |
| c) Building   | 8,757.30             | 332.40          | 2.43                 | 9,087.27              | 2,279.05                    | -                       | 292.49          | 2,571.54              | 6,515.73              | 6,478.25              |
| d) Plant & Equipment  | 33,380.37            | 1,869.00        | 59.40                | 35,189.97             | 11,811.91                   | (9.46)                  | 1,579.73        | 13,382.18             | 21,807.79             | 21,568.46             |
| e) Electrical Installation  | 1,709.29             | 17.79           | -                    | 1,727.08              | 621.61                      | -                       | 80.50           | 702.11                | 1,024.97              | 1,087.68              |
| f) Electric Generator   | 692.94               | 1.56            | 8.17                 | 686.33                | 303.78                      | (13.32)                 | 31.82           | 322.28                | 364.05                | 389.16                |
| g) Computers  | 393.05               | 6.79            | 0.39                 | 399.45                | 319.01                      | (0.31)                  | 22.21           | 340.91                | 58.54                 | 74.04                 |
| h) Office Equipment   | 214.96               | 16.48           | -                    | 231.44                | 97.02                       | -                       | 9.93            | 106.95                | 124.49                | 117.94                |
| i) Furniture & Fixtures   | 313.15               | 1.75            | -                    | 314.90                | 169.37                      | -                       | 14.98           | 184.35                | 130.55                | 143.78                |
| j) Vehicles   | 1,269.46             | 158.86          | 6.68                 | 1,421.64              | 650.76                      | (4.34)                  | 98.56           | 744.98                | 676.66                | 618.70                |
| <b>Total Tangible Assets</b>  | <b>47,341.93</b>     | <b>2,404.63</b> | <b>77.07</b>         | <b>49,669.49</b>      | <b>16,301.37</b>            | <b>(27.43)</b>          | <b>2,135.56</b> | <b>18,409.50</b>      | <b>31,259.99</b>      | <b>31,040.56</b>      |
| <b>Intangible Assets :</b>  |                      |                 |                      |                       |                             |                         |                 |                       |                       |                       |
| a) Computer Software  | 177.36               | -               | -                    | 177.36                | 135.24                      | -                       | 33.90           | 169.14                | 8.22                  | 42.12                 |
| <b>Total Fixed Assets</b>   | <b>47,519.29</b>     | <b>2,404.63</b> | <b>77.07</b>         | <b>49,846.85</b>      | <b>16,436.61</b>            |                         | <b>2,169.46</b> | <b>18,578.64</b>      | <b>31,268.21</b>      | <b>31,082.68</b>      |
| <b>Capital Work in Progress</b>   | <b>3,663.56</b>      | <b>2,135.78</b> | <b>2,404.64</b>      | <b>3,394.70</b>       |                             |                         |                 |                       | <b>3,394.70</b>       | <b>3,663.56</b>       |

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

| MANAKSIA LIMITED  |                         |                                      |  |  |
|---|-------------------------|--------------------------------------|--|--|
| Notes to financial statements as at and for the year ended March 31, 2014 (Continue)          |                         |                                      |  |  |
| 12. Non-current investments   | No. of Shares/<br>Units | Face Value per<br>Share/Units<br>Rs. | As at<br>March 31, 2014<br>Rs. In Lacs | As at<br>March 31, 2013<br>Rs. In Lacs |
| <b>(i) Trade Investments</b>  |                         |                                      |  |  |
| <b><u>Investment in Equity Instruments</u></b>  |                         |                                      |  |  |
| <b>Quoted &amp; Fully Paid Up</b>   |                         |                                      |  |  |
| United Spirits Ltd  | 47                      | 10                                   | 0.09                                   | 0.09                                   |
| Mansarovar Bottling Co. Ltd   | 5000                    | 10                                   | 0.88                                   | 0.88                                   |
| <b>Unquoted &amp; Fully Paid Up</b>   |                         |                                      |  |  |
| Agro Co-Operative Urban Bank Ltd  | 300                     | 100                                  | 0.30                                   | 0.30                                   |
| <b>(ii) Other Investments</b>   |                         |                                      |  |  |
| <b><u>Investment in Equity Instruments</u></b>  |                         |                                      |  |  |
| <b>Unquoted &amp; Fully Paid Up</b>   |                         |                                      |  |  |
| Singur - Haripal Rural Co-operative Society Ltd.  | 90                      | 10                                   | 0.01                                   | 0.01                                   |
| AGR Capital Markets Ltd.  | 30000                   | 10                                   | 6.00                                   | 6.00                                   |
| Maxell Securities Ltd.  | 47500                   | 10                                   | 4.75                                   | 4.75                                   |
| <b><u>Investment in Government or Trust securities</u></b>                                    |                         |                                      |  |  |
| <b>Unquoted &amp; Fully Paid Up</b>   |                         |                                      |  |  |
| 6 Years National Savings Certificates   |                         |                                      | 0.54                                   | 0.54                                   |
| <b><u>Investment in Equity Shares of Subsidiary Companies</u></b>                             |                         |                                      |  |  |
| <b>Unquoted &amp; Fully Paid Up</b>   |                         |                                      |  |  |
| MINL Ltd.   | 907,897,869             | 1.00 Niara                           | 2,874.17                               | 2,874.17                               |
| Dynatech Industries (Ghana) Ltd.  | 843,961                 | 10,000 Cedi                          | 478.49                                 | 478.49                                 |
| Euroasian Ventures FZE  | 25                      | 1,000,000 AED                        | 3,239.27                               | 3,239.27                               |
| Manaksia Overseas Ltd.  | 50,000                  | 10                                   | 5.00                                   | 5.00                                   |
| Manaksia Aluminium Co Ltd.  | *500,000                | 1                                    | 5.00                                   | 5.00                                   |
| Manaksia Ferro Industries Ltd.  | 3,050,000               | 10                                   | 305.00                                 | 305.00                                 |
| Manaksia Coated Metals & Industries Ltd.  | *500,000                | 1                                    | 5.00                                   | 5.00                                   |
| Manaksia Steels Ltd.  | *500,000                | 1                                    | 5.00                                   | 5.00                                   |
| Manaksia Industries Ltd.  | *500,000                | 1                                    | 5.00                                   | 5.00                                   |
|   |                         |                                      | <b>6,934.50</b>                        | <b>6,934.50</b>                        |
| <b>Aggregate amount of investments :</b>  |                         |                                      |  |  |
| Quoted  |                         |                                      | 0.97                                   | 0.97                                   |
| Unquoted  |                         |                                      | 6,933.53                               | 6,933.53                               |
| Market Value of Quoted Investments  |                         |                                      | 1.75                                   | 1.39                                   |
| Note: 6 Years National Savings Certificates are lodged with Directorate of Commercial Taxes.  |                         |                                      |  |  |
| * The face value of shares has been changed from Rs. 10/- to Re 1/- each in the year 2012-13. |                         |                                      |  |  |

**MANAKSIA LIMITED****Notes to financial statements as at and for the year ended March 31, 2014 (Continue)**

|   | As at<br>March 31, 2014<br>Rs. In Lacs | As at<br>March 31, 2013<br>Rs. In Lacs |
|---|--|--|
| <b>13. Long term loans and advances</b>                     |  |  |
| (Unsecured, considered good)                                |  |  |
| Capital Advances  | 56.52                                  | 8.87                                   |
| Security Deposit  | 213.10                                 | 215.80                                 |
| <b>Total</b>  | <b>269.62</b>                          | <b>224.67</b>                          |
| <b>14. Inventories</b>                                      |  |  |
| At Lower of Cost or Net Realisable Value                    |  |  |
| Raw Materials   | 16,475.54                              | 10,889.39                              |
| Work-in-Process   | 6,737.46                               | 4,712.88                               |
| Finished Goods  | 2,551.05                               | 3,918.15                               |
| Stores & Spares   | 2,398.52                               | 2,041.97                               |
| At Estimated Realisable Value                               |  |  |
| Scraps  | 281.05                                 | 292.74                                 |
| <b>Total</b>  | <b>28,443.62</b>                       | <b>21,855.13</b>                       |
| <b>15. Trade receivables</b>                                |  |  |
| Unsecured   |  |  |
| Considered Doubtful provided for :                          |  |  |
| Outstanding over six months                                 | 128.74                                 | 145.16                                 |
| Less : Provision for Doubtful Debts                         | 128.74                                 | 145.16                                 |
|   | -                                      | -                                      |
| Considered Good :   |  |  |
| Outstanding over six months                                 | 1,370.71                               | 1,197.97                               |
| Other Debts   | 29,638.38                              | 23,009.64                              |
| <b>Total</b>  | <b>31,009.09</b>                       | <b>24,207.61</b>                       |
| <b>16. Cash and Cash equivalents</b>                        |  |  |
| Balances with Banks   | 295.43                                 | 46.73                                  |
| Cheques on hand   | 1,500.00                               | -                                      |
| Fixed Deposits  | 23.21                                  | 23.12                                  |
| Unclaimed Dividend & Unclaimed Public Issue Allotment Money | 28.53                                  | 23.55                                  |
| Cash on Hand  | 93.00                                  | 110.06                                 |
| <b>Total</b>  | <b>1,940.17</b>                        | <b>203.46</b>                          |
| Fixed Deposits are pledged with :                           |  |  |
| Commercial Tax Authorities Rs.1.12 Lacs (Rs.1.12 Lacs)      |  |  |
| <b>17. Short term loans and advances</b>                    |  |  |
| (Unsecured, considered good)                                |  |  |
| Loans and Advances to                                       |  |  |
| Related Parties (Subsidiary)                                | 2,154.80                               | 5,368.69                               |
| Others  | 2,393.07                               | 1,760.90                               |
| Balances with Statutory Authorities                         | 3,749.63                               | 3,801.56                               |
| Advance Income Tax (Net of Provision)                       | 356.07                                 | 1,363.65                               |
| Others*   | 1,570.94                               | 1,810.91                               |
| <b>Total</b>  | <b>10,224.51</b>                       | <b>14,105.71</b>                       |

\* Includes primarily Prepaid Expenses, Advance to Creditors &amp; Advance to Staff

**17.1 Additional disclosure as per Clause 32 of the Listing agreement**

|   | (Rs. In Lacs)    |                    |                    |   |
|---|------------------|--------------------|--------------------|---|
|   | Rate of interest | 31st March<br>2014 | 31st March<br>2013 | Maximum<br>Balance<br>outstanding<br>during the<br>Period |
| Marks Steel Limited- Indian Subsidiary    | Interest Free    | Nil                | 49.00              | 49.00   |
| Eurosian Ventures FZE- foreign Subsidiary | 5% p.a.          | 2,154.80           | 5,319.69           | 5,319.69  |

**MANAKSIA LIMITED**

Notes to financial statements as at and for the year ended March 31, 2014 (Continue)

|  | For the year ended<br>March 31, 2014<br>Rs. In Lacs | For the year ended<br>March 31, 2013<br>Rs. In Lacs |
|--|---|---|
| <b>18. Total Revenue</b>   |   |   |
| Sale of products   | 125,047.95  | 123,070.94  |
| Other Operating Income   | 908.69  | 734.86  |
|  | <u>125,956.64</u>                                   | <u>123,805.80</u>                                   |
| Less : Excise Duty & Service Tax   | 4,591.28  | 5,439.29  |
| <b>Total</b>   | <u>121,365.36</u>                                   | <u>118,366.51</u>                                   |
| <b>18.1 Particulars of Sale of Products</b>  |   |   |
| Packaging Products   | 18,770.38   | 11,035.28   |
| Mosquito Coil  | 7,298.69  | 10,331.84   |
| Metal Products   | 93,271.51   | 98,646.64   |
| Others   | 5,707.37  | 3,057.18  |
|  | <u>125,047.95</u>                                   | <u>123,070.94</u>                                   |
| <b>19. Other Income</b>  |   |   |
| Income from Long Term Investment :   |   |   |
| Dividend From Subsidiary Company   | 2,011.98  | 3,782.93  |
| Income from Current Investment :   |   |   |
| Tax Free Dividends From Mutual Funds   | 66.22   | 45.53   |
| Interest Income  |   |   |
| From Banks   | 144.00  | 24.34   |
| From Others  | 598.74  | 916.37  |
| [T.D.S. Rs.49.29 Lacs (Rs.55.32 Lacs)]   |   |   |
| Miscellaneous Income   | 32.82   | 74.81   |
| Other Non Operative Income   | 77.15   | 50.53   |
| <b>Total</b>   | <u>2,930.91</u>                                     | <u>4,894.51</u>                                     |
| <b>20. Cost of materials consumed</b>  |   |   |
| Opening Stock  | 10,889.39   | 10,907.35   |
| Add : Purchases & Procurement Expenses   | 98,427.23   | 89,633.94   |
| Less : Closing Stock   | 16,475.54   | 10,889.39   |
|  | <u>92,841.08</u>                                    | <u>89,651.90</u>                                    |
| <b>Particulars of Materials Consumed</b>   |   |   |
| Metals   | 74,266.17   | 74,299.08   |
| Others   | 18,574.91   | 15,352.82   |
|  | <u>92,841.08</u>                                    | <u>89,651.90</u>                                    |
| <b>Particulars of Closing Stock of WIP</b>   |   |   |
| Packaging Products   | 715.12  | 739.24  |
| Mosquito Coil  | 276.45  | 184.84  |
| Metal Products   | 4,734.09  | 2,747.58  |
| Others   | 1,011.80  | 1,041.22  |
|  | <u>6,737.46</u>                                     | <u>4,712.88</u>                                     |
| <b>21. Changes in Inventories of finished goods, Work-in-progress and stock-in-trade</b> |   |   |
| <b>Opening Stock</b>   |   |   |
| Finished Goods   | 3,918.15  | 4,105.73  |
| Work in Progress   | 4,712.88  | 5,150.27  |
| Scrap  | 292.74  | 385.51  |
|  | <u>8,923.77</u>                                     | <u>9,641.51</u>                                     |
| <b>Closing Stock</b>   |   |   |
| Finished Goods   | 2,551.05  | 3,918.15  |
| Work in Progress   | 6,737.46  | 4,712.88  |
| Scrap  | 281.05  | 292.74  |
|  | <u>9,569.56</u>                                     | <u>8,923.77</u>                                     |
|  | <u>(645.79)</u>                                     | <u>717.74</u>                                       |
| <b>22. Employee benefits expense</b>   |   |   |
| Salaries, Wages and Bonus  | 2,912.97  | 3,080.40  |
| Contribution to provident & other funds  | 226.41  | 234.23  |
| Staff Welfare Expenses   | 731.02  | 809.25  |
| <b>Total</b>   | <u>3,870.40</u>                                     | <u>4,123.88</u>                                     |

**MANAKSIA LIMITED****Notes to financial statements as at and for the year ended March 31, 2014 (Continue)**

|  | <b>For the year ended<br/>March 31, 2014<br/>Rs. In Lacs</b> | <b>For the year ended<br/>March 31, 2013<br/>Rs. In Lacs</b> |
|--|--|--|
| <b>22.1 Disclosure as per Accounting Standard 15 "Employee Benefits"</b>   |  |  |
| Provision for Employee Benefits  | <b>619.37</b>  | <b>675.58</b>  |
| Employee Benefits  |  |  |
| <b>i) Defined contribution Plan</b>  |  |  |
| Contribution to defined contribution plan, recognized are charged of during the year as follows:   |  |  |
| Employees' contribution to Provident Fund  | 183.69   | 189.72   |
| <b>ii) Defined benefit plan</b>  |  |  |
| Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. |  |  |
| <b>a) Reconciliation of opening and closing balances of defined obligation:</b>  |  |  |
| 1) Defined benefit obligation at the beginning of the period   | 675.58   | 604.69   |
| 2) Current service cost  | 57.80  | 62.22  |
| 3) Interest cost   | 60.80  | 49.89  |
| 4) Actuarial (gain) / loss   | (46.50)  | 47.95  |
| 5) Benefit paid  | (128.31)   | (89.17)  |
| 6) Defined benefit obligation at the end of the period   | 619.37   | 675.58   |
| <b>b) Reconciliation of fair value assets and obligations:</b>   |  |  |
| 1) Fair value of plan assets as at the end of the period   | NIL  | NIL  |
| 2) Present value of obligations as at end of the period  | 619.37   | 675.58   |
| 3) Amount recognized in balance sheet  | 619.37   | 675.58   |
| <b>c) Expenses recognized during the year (under the Note "Employee Benefits Expense")</b>   |  |  |
| 1) Current service cost  | 57.80  | 62.22  |
| 2) Interest cost   | 60.80  | 49.89  |
| 3) Actuarial (gain) / Loss   | (46.50)  | 47.94  |
| 4) Net amount  | 72.10  | 160.05   |
| <b>d) Actuarial assumptions</b>  |  |  |
| 1) Mortality table   | LIC  | LIC  |
| 2) Discount rate (per annum)   | 9.00%  | 8.25%  |
| 3) Rate of escalation in salary (per annum)  | 5%   | 5%   |
| 4) Expected average remaining working lives of employees(years)  | 18.95  | 18.68  |

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

**MANAKSIA LIMITED****Notes to financial statements as at and for the year ended March 31, 2014 (Continue)**

|   | <b>For the year ended<br/>March 31, 2014<br/>Rs. In Lacs</b> | <b>For the year ended<br/>March 31, 2013<br/>Rs. In Lacs</b> |
|---|--|--|
| <b>23. Finance costs</b>                  |  |  |
| Interest Expenses                         |  |  |
| To Financial Institutions / Banks         |  |  |
| On Debentures                             | -  | 449.96   |
| On Fixed Loans                            | 893.70   | 344.57   |
| On Others                                 | 1,856.26   | 2,201.64   |
| Other Borrowing Cost                      | 627.85   | 701.54   |
| <b>Total</b>                              | <b>3,377.81</b>  | <b>3,697.71</b>  |
| <b>24. Other expenses</b>                 |  |  |
| Consumption of Stores and Consumables     |  |  |
| Indigenous                                | 1,509.73   | 1,128.70   |
| Imported                                  | 114.84   | 11.33  |
| Power & Fuel                              | 4,319.10   | 4,545.05   |
| Processing Charges                        | 649.64   | 741.70   |
| Clearing Charges                          | 34.69  | 42.43  |
| Carriage Inward                           | 270.06   | 369.77   |
| Lease Rent                                | 0.03   | 3.23   |
| Repairs to:                               |  |  |
| Building                                  | 85.35  | 98.37  |
| Machinery                                 | 420.78   | 527.40   |
| Others                                    | 57.98  | 55.98  |
| Other Manufacturing Expenses              | 550.39   | 507.49   |
| Rent                                      | 77.87  | 95.06  |
| Insurance                                 | 84.57  | 80.53  |
| Rates & Taxes                             | 557.62   | 557.57   |
| Excise Duty on Stocks *                   | (142.12)   | (31.70)  |
| Packing Expenses                          | 2,050.57   | 2,480.10   |
| Freight, Forwarding and Handling Expenses | 3,970.65   | 3,441.55   |
| Communication Expenses                    | 112.17   | 111.48   |
| Travelling & Conveyance                   | 592.00   | 548.79   |
| Auditors' Remuneration                    |  |  |
| Auditor                                   |  |  |
| Audit Fees                                | 19.00  | 19.00  |
| Tax Audit Fees                            | 3.00   | 3.00   |
| For reimbursement of expenses             | 0.74   | 3.25   |
| Cost Audit Fees                           | 2.00   | 1.00   |
| Net Loss on Sale of Fixed Assets          | 70.32  | (3.70)   |
| Donations                                 | 51.01  | 29.55  |
| Commission                                | 36.40  | 49.03  |
| Other Miscellaneous Expenses              | 1,585.85   | 1,455.95   |
| Prior Period Items                        | 40.95  | (38.97)  |
| Director's Remuneration                   |  |  |
| Salary                                    | 189.24   | 39.24  |
| Meeting Fees                              | 4.30   | 4.83   |
| Perquisites                               | 1.44   | 2.24   |
|   | <b>17,320.17</b>   | <b>16,879.25</b>   |

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

**25) Contingent Liabilities & Commitments:**

**I) Contingent Liability**

A. Claims against the company/disputed liabilities not acknowledged as Debts

(Rs. In Lacs)

| Sl No | Particulars   | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|-------|---|--------------------------------|--------------------------------|
| 1     | Excise duty demands under appeal  | 788.93                         | 738.61                         |
| 2     | Sales tax under appeal  | 257.26                         | 101.02                         |
| 3     | Income tax demands under appeal   | 77.75                          | 73.53                          |
| 4     | Excise duty liability on goods exported pending submission of proof of export | 388.89                         | 30.72                          |
| 5     | Lease Rent  | 8.66                           | NIL                            |
| 6     | Service Tax   | 124.89                         | 72.48                          |
| 7     | Municipal Tax   | 111.24                         | 111.24                         |
| 8     | Demand by Haldia Development Authority towards Land Premium                   | 332.50                         | 332.50                         |
| 9     | Stamp Duty for Registration of Land   | 49.45                          | 49.45                          |

B. Guarantees

(Rs. In Lacs)

| Particulars   | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|---|--------------------------------|--------------------------------|
| Guarantees in favour of banks/institutions against facilities granted to subsidiaries | NIL                            | 2,605.44                       |

**II) Commitments**

(Rs. In Lacs)

| Particulars  | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|--|--------------------------------|--------------------------------|
| Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) | 20.87                          | 17.75                          |

**26) Earnings per share (EPS)**

(Rs. In Lacs)

| Particulars                                       | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|---|--------------------------------|--------------------------------|
| Profit as per Profit & Loss Account               | 3,722.65                       | 2,750.80                       |
| Exceptional Items                                 | 34.24                          | 2,585.14                       |
| Profit before Exceptional Items                   | 3,756.89                       | 5,335.94                       |
| Weighted average number of equity shares          | 6,55,34,050                    | 6,55,34,050                    |
| Nominal value per equity share (Rs.)              | 2                              | 2                              |
| <b>Basic and diluted earning per share (EPS):</b> |                                |                                |
| EPS after Exceptional items (Rs.)                 | 5.68                           | 4.20                           |
| EPS before Exceptional items (Rs.)                | 5.73                           | 8.14                           |

**27) Financial & Derivative Instruments:-**

| Particulars  | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|--|--------------------------------|--------------------------------|
| A. Derivative contracts entered into by the company and outstanding as on 31st March |                                |                                |
| For hedging Interest rate related risk - (LIBOR Hedging) on Loan balance             | NIL                            | NIL                            |
| For hedging commodity related risks in Metals - Futures                              | 1,425 MT                       | 600 MT                         |
| B. Foreign currency loans that are not hedged  | NIL                            | NIL                            |

**28) Information pursuant to the provisions of Clause viii of the General Instructions for preparation of statement of profit and loss of the Schedule VI to the Companies Act, 1956.**

**a. CIF Value of Import**

(Rs. In Lacs)

| Particulars                       | 31 <sup>st</sup> March 2014 | 31st March 2013 |
|-----------------------------------|-----------------------------|-----------------|
| Capital goods                     | NIL                         | 0.25            |
| Raw materials and other purchases | 69,908.58                   | 65,541.05       |
| Spares parts and chemicals        | 309.00                      | 354.92          |

**b. Expenditure in foreign currencies:**

(Rs. In Lacs)

| Particulars   | 31 <sup>st</sup> March 2014 | 31 <sup>st</sup> March 2013 |
|---|-----------------------------|-----------------------------|
| Interest on Loans From Banks & Financial Institutions | 344.90                      | 945.23                      |
| Others  | 116.07                      | 439.68                      |

**c. Value of Raw materials and spare parts consumed:**

|                             | 2013-14                 |               | 2012-13                 |        |
|-----------------------------|-------------------------|---------------|-------------------------|--------|
|                             | Amount<br>(Rs. In Lacs) | %             | Amount<br>(Rs. In Lacs) | %      |
| <b>Raw Materials:</b>       |                         |               |                         |        |
| Indigenous                  | 25926.96                | 27.9          | 24,329.71               | 27.32  |
| Imported                    | 66,914.12               | 72.1          | 64,704.86               | 72.68  |
| <b>TOTAL</b>                | <b>92841.08</b>         | <b>100.00</b> | 89,034.57               | 100.00 |
| <b>Stores &amp; Spares:</b> |                         |               |                         |        |
| Indigenous                  | 1509.73                 | 92.9          | 1,128.70                | 98.25  |
| Imported                    | 114.84                  | 7.1           | 11.33                   | 1.75   |
| <b>TOTAL</b>                | <b>1624.57</b>          | <b>100.00</b> | 1,148.75                | 100.00 |



**d. Amount remitted in Foreign Currency towards dividend :**

**(Rs. In Lacs)**

| <b>Particulars</b>   | <b>31<sup>st</sup> March<br/>2014</b> | <b>31<sup>st</sup> March<br/>2013</b> |
|--|---------------------------------------|---------------------------------------|
| Number of Non Resident Shareholders                        | 173                                   | -                                     |
| Ordinary Shares Held                                       | 49,060                                | -                                     |
| Amount remitted and/or paid in Indian Currency (₹ in lacs) | 0.98                                  | -                                     |
| Year to Which Dividend Relates                             | 2013-14                               | -                                     |

**e. Earnings in foreign exchange:**

**(Rs. In Lacs)**

| <b>Particulars</b>   | <b>31<sup>st</sup> March<br/>2014</b> | <b>31<sup>st</sup> March<br/>2013</b> |
|--|---------------------------------------|---------------------------------------|
| Export of Goods & Services (F.O.B. Value Including Freight Realised) | 86,324.28                             | 77,177.11                             |
| Interest Income from Subsidiary Co.                                  | 121.61                                | 343.19                                |
| Interest Income from Customer  | NIL                                   | 0.38                                  |
| Dividend Income from Subsidiary Co.                                  | 2011.98                               | 3,782.93                              |

**29) Related Party Discloser:-**

**a) Name & Relationship of the Related Parties**

| <b>Particulars</b>   | <b>Relationship</b>                   |
|--|---------------------------------------|
| MINL Ltd.<br>Dynatech Industries Ghana Ltd.<br>Euroasian Ventures FZE<br>Jebba Paper Mills Ltd (Subsidiary of MINL Ltd)<br>Manaksia Aluminium Co Ltd<br>Manaksia Coated Metals & Industries Ltd<br>Manaksia Ferro Industries Ltd<br>Manaksia Overseas Ltd<br>Manaksia Steels Ltd.<br>Manaksia Industries Ltd<br>Mark Steels Ltd<br>(Subsidiary of Manaksia Ferro Industries Ltd)<br>Euroasian Steels LLC<br>(Subsidiary of Euroasian Ventures FZE) | Subsidiary Companies                  |
| Arena Machineries Ltd.   | Associates                            |
| Mr.Basant Kumar Agrawal<br>Mr.Suresh Kumar Agrawal<br>Mr.Sushil Kumar Agrawal<br>Mr.Sunil Kumar Agrawal<br>Mr.Debarata Guha  | Key Management Personanel             |
| Mr M P Agrawal<br>Mr.B D Agrawal<br>Mr Aditya B Manaksia<br>Mr Varun Agrawal<br>Mr Karan Agrawal<br>Mr Anirudha Agrawal<br>Mr Vineet Agrawal<br>Ms Prachi Agrawal  | Relatives to Key Management Personnel |

**b.Transactions during the year with related parties**

(Rs. In Lacs)

| Nature of Transactions  | Subsidiaries                    | Associates                  | Key Management Personnel | Relatives | Total                           |
|---|---------------------------------|-----------------------------|--------------------------|-----------|---------------------------------|
| <b>1.Purchase of Goods/Services from:</b>   |                                 |                             |                          |           |                                 |
| MINL Ltd.   | <b>2,348.13</b><br>(1,376.44)   |                             |                          |           | <b>2,348.13</b><br>(1,376.44)   |
| Arena Machineries Ltd   |                                 | <b>869.87</b><br>(1,102.81) |                          |           | <b>869.87</b><br>(1,102.81)     |
| Uni Metals FZE  | -<br>(4.80)                     |                             |                          |           | -<br>(4.80)                     |
| <b>2.Sale of Goods to:</b>  |                                 |                             |                          |           |                                 |
| MINL Ltd.   | <b>66,796.96</b><br>(66,595.04) |                             |                          |           | <b>66,796.96</b><br>(66,595.04) |
| Arena Machineries Ltd.  |                                 | <b>598.92</b><br>(947.00)   |                          |           | <b>598.92</b><br>(947.00)       |
| Dynatech Industries Ghana Ltd.  | <b>3,846.45</b><br>(4,715.49)   |                             |                          |           | <b>3,846.45</b><br>(4,715.49)   |
| Euroasian Ventures FZE  | -<br>(193.32)                   |                             |                          |           | -<br>(193.32)                   |
| Jebba Paper Mills Ltd.  | <b>409.21</b><br>(191.50)       |                             |                          |           | <b>402.21</b><br>(191.50)       |
| <b>3.Sale of Fixed Assets to:</b>   |                                 |                             |                          |           |                                 |
| MINL Ltd.   | -<br>(11.76)                    |                             |                          |           | -<br>(11.76)                    |
| Arena Machineries Ltd   |                                 | -<br>(2.51)                 |                          |           | -<br>(2.51)                     |
| <b>4.Sale of Shares</b>   | -<br>(300)                      |                             |                          |           | -<br>(300)                      |
| <b>5.Purchase of Assets:</b>  |                                 |                             |                          |           |                                 |
| Arena Machineries Ltd   |                                 | -<br>(5.69)                 |                          |           | -<br>(5.69)                     |
| <b>6.Purchase of Shares</b>   | -<br>(300)                      |                             |                          |           | -<br>(300)                      |
| <b>7.Finance (including loans &amp; equity Contributions, advances, in cash or kind) given/repaid (Net)</b> |                                 |                             |                          |           |                                 |
| Mark Steels Ltd   | <b>49.00</b><br>(49.00)         |                             |                          |           | <b>49.00</b><br>(49.00)         |
| Euroasian Ventures FZE  | <b>3,286.6</b><br>(1,436.14)    |                             |                          |           | <b>3,286.6</b><br>(1,436.14)    |
| <b>8.Dividend &amp; Interest Income</b>   |                                 |                             |                          |           |                                 |
| MINL Ltd.   | <b>2,011.98</b><br>(3,782.93)   |                             |                          |           | <b>2,011.98</b><br>(3,782.93)   |
| Euroasian Ventures FZE  | <b>121.61</b><br>(343.19)       |                             |                          |           | <b>121.61</b><br>(343.19)       |

|  |                                |                           |                          |                        |                                |
|--|--------------------------------|---------------------------|--------------------------|------------------------|--------------------------------|
| <b>9.Remuneration</b>                            |                                |                           | <b>190.68</b><br>(40.68) | <b>72.6</b><br>(25.45) | <b>263.28</b><br>(66.13)       |
| <b>10.Amount Due from as on 31st March, 2014</b> |                                |                           |                          |                        |                                |
| <b>a) Trade Receivable</b>                       |                                |                           |                          |                        |                                |
| MINL Ltd.  | <b>15,806.36</b><br>(9,339.54) |                           |                          |                        | <b>15,806.36</b><br>(9,339.54) |
| Dynatech Industries Ghana Ltd.                   | <b>142.76</b><br>(756.47)      |                           |                          |                        | <b>142.76</b><br>(756.47)      |
| Euroasian Ventures FZE                           | <b>22.04</b><br>(1.21)         |                           |                          |                        | <b>22.04</b><br>(1.21)         |
| Mark Steels Ltd                                  | -<br>(293.12)                  |                           |                          |                        | -<br>(293.12)                  |
| Jebba Paper Mills Ltd                            | <b>106.73</b><br>(179.46)      |                           |                          |                        | <b>106.73</b><br>(179.46)      |
| Arena Machineries Ltd                            |                                | <b>426.20</b><br>(953.73) |                          |                        | <b>426.20</b><br>(953.73)      |
| <b>b) Advance given</b>                          |                                |                           |                          |                        |                                |
| MINL Ltd.  | <b>23.31</b><br>(134.21)       |                           |                          |                        | <b>23.31</b><br>(134.21)       |
| Euroasian Ventures FZE                           | <b>1700.14</b><br>(1700.14)    |                           |                          |                        | <b>1,700.14</b><br>(1700.14)   |
| Mark Steels Ltd                                  | -<br>(0.26)                    |                           |                          |                        | -<br>(0.26)                    |
| <b>c) Loan Given</b>                             |                                |                           |                          |                        |                                |
| Euroasian Ventures FZE                           | <b>2154.80</b><br>(5,319.69)   |                           |                          |                        | <b>2154.80</b><br>(5319.69)    |
| Mark Steels Ltd                                  | -<br>(49.00)                   |                           |                          |                        | -<br>(49.00)                   |

Notes :

- i) Transactions have taken place on arm's length basis.
- ii) No amount in respect of debts pertaining to the related parties have been written off or written back during the year.
- iii) No provision for doubtful debts is required to be made for the year in respect of debt due from related parties.

**30) Prior Period Items :**

**a. Expenditure**

(Rs. In Lacs)

| Particulars                  | 31 <sup>st</sup> March 2014 | 31st March 2013 |
|------------------------------|-----------------------------|-----------------|
| Advertisement                | <b>3.95</b>                 | -               |
| Bank Charges                 | <b>0.03</b>                 | -               |
| Commission                   | <b>1.67</b>                 | -               |
| Transport                    | <b>2.40</b>                 | -               |
| Duty Drawback                | <b>5.84</b>                 | -               |
| Entry Tax                    | <b>3.37</b>                 | -               |
| Jobwork Charges              | <b>0.51</b>                 | -               |
| Printing and Stationery      | <b>0.02</b>                 | -               |
| Job Work Charges             | <b>6.13</b>                 | -               |
| Other Miscellaneous Expenses | -                           | 2.39            |
| Clearing Charges             | -                           | 6.00            |
| Professional Charges         | <b>6.38</b>                 | -               |
| Repairs To Machinery         | <b>0.19</b>                 | -               |
| Salaries,Wages and Bonus     | <b>10.68</b>                | 0.90            |
| Loss on DEPB                 | -                           | 0.54            |
| Sales Promotion              | -                           | 6.76            |
| <b>TOTAL(a)</b>              | <b>41.17</b>                | <b>16.59</b>    |

**b. Income**

(Rs. In Lacs)

| Particulars                         | 31 <sup>st</sup> March<br>2014 | 31st March<br>2013 |
|-------------------------------------|--------------------------------|--------------------|
| Telephone Charges-Written Back      | 0.22                           | -                  |
| Communication Expenses-Written Back | -                              | 0.02               |
| Professional Charges-Written Back   | -                              | 5.43               |
| Service Charges-Written Back        | -                              | 15.59              |
| CED Rebate receivable               | -                              | 34.52              |
| <b>TOTAL(b)</b>                     | <b>0.22</b>                    | <b>55.56</b>       |
| <b>TOTAL (NET) (a-b)</b>            | <b>40.97</b>                   | <b>(38.97)</b>     |

**31)** As per the Accounting Standard on Segment Reporting (AS-17), segment information has been provided in the Notes to the Consolidated Financial Statements.

**32)** Due to continued volatility in the value of Rupee against the US Dollar and other foreign currencies during the quarter under review, the loss/gain arising out of foreign exchange fluctuations items has been considered as exceptional item.

**33.1)** The shareholders of the Company in the Court Convened Meeting held on 7th January 2014, pursuant to the directives dated 13th November 2013 of Hon'ble High at Calcutta, have approved with requisite majority the Scheme of Arrangement (Scheme) under provisions of Sections 391 to 394 of the Companies Act, 1956 (Act) for demerger of the Aluminium, Steel, Packaging and Coated Metals & Mosquito Coil undertakings of the Company on a going-concern basis w.e.f. appointed date i.e. 1st October 2013 into four wholly owned subsidiary companies namely Manaksia Aluminium Company Ltd., Manaksia Steels Ltd., Manaksia Industries Ltd. and Manaksia Coated Metals & Industries Ltd. respectively. In terms of the requirement of the Scheme, the shareholders of the Company, pursuant to the provisions of Section 78 read with Sections 101 to 103 of the Act, in Extra Ordinary General Meeting held on 7th January 2014 have also approved by requisite majority, reduction in Securities Premium Reserve Account. In compliance with the requirements of SEBI Circular dated 4th February 2013 read with Circular dated 21st May 2013, the Scheme has also been approved by the public shareholders on 21st January 2014 through postal ballot and e-voting by majority. The Hon'ble High Court at Calcutta has vide its order dated 24.03.2014 approved the Scheme, which would become effective from the appointed date i.e. 1st October 2013 after receipt of the order of the Hon'ble High Court at Calcutta and filing of the same with Registrar of Companies, West Bengal.

**33.2)** The financial statements have been prepared on a going-concern basis without considering the effect of the Scheme of Arrangement (Scheme) referred herein above in Note No. 33.1. On the Scheme becoming effective the financial statements would be recasted by exclusion of the financials for the period 1st October 2013 to 31st March 2014 in respect of the undertakings being demerged pursuant to the Scheme.

34) Figures in bracket indicates Previous Year figures.

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

**Signatures to Schedules 1 to 35**  
**In terms of our Report on even date**  
**for For SRB & Associates**

*Chartered Accountants*  
FRN No. 310009E

Sd/-  
*Sanjeet Patra*  
(Partner)  
Membership No. 056121

**Kolkata**  
**30th day of May, 2014**

For and on behalf of the Board of Directors

A K Chakraborty  
DIN:00133604

B K Agrawal  
DIN:00520558

Sanjay Kumar Singhania

Anubhav Maheshwari

Sd/-  
Chairman

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Company Secretary

**Independent Auditors' Report**

To the Board of Directors of  
Manaksia Limited

**Report on the Consolidated Financial Statements**

1. We have audited the accompanying Consolidated Balance Sheet of Manaksia Limited ("the Company"), and its subsidiaries as at March 31, 2014 and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

2. Management is responsible for the preparation of these consolidated Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Sec.133 of Companies Act, 2013. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on these consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.  
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

5. These consolidated Financial Statements include company's share in the total value of assets, liabilities, expenditure and income of unaudited financial statements of Subsidiaries. We have not audited the Financial Statements of the subsidiary companies, MINL Ltd., Nigeria, Jebba Paper Mills Ltd., Nigeria, Dynatech Industries Ghana Ltd, Ghana, Euroasian Ventures FZE,

UAE, Euroasian Steels LLC, Gergia, and Indian Subsidiaries Manaksia Overseas Ltd., Manaksia Aluminium Company Ltd., Manaksia Ferro Industries Ltd., Manaksia Coated Metals and Industries Ltd, Manaksia Steels Ltd., Mark steels Ltd., whose financial statements reflect total assets of Rs.242,049.82 Lacs as at 31<sup>st</sup> March 2014 and Total revenues of Rs.203,105.48 lacs for the year ended on that date. These financial Statements have been audited by other auditors whose report have been furnished to us and our opinion in so far as it relates to amounts in respect of these subsidiaries is based solely on the report of other auditors.

6. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standards (AS) 21, Consolidated Financial Statements, issued by The Institute of Chartered Accountants of India and on the basis of separate audited financial statements of Manaksia Ltd. And it's subsidiary Companies included in the aforesaid consolidation.
7. In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements are in conformity with the accounting principles generally accepted in India:
  - a. in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
  - b. in the case of the consolidated Profit and Loss Statement, of the profit/ loss for the year ended on that date; and
  - c. in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

**For SRB & Associates.  
Chartered Accountants  
Firm Regn. No:310009E**

**Sd/-  
Sanjeet Patra  
Partner  
Membership No:056121**

**Place: Kolkata  
Date:30<sup>th</sup> May 2014**

| <b>MANAKSIA LIMITED</b>   |              |  |  |
|---|--------------|--|--|
| <b>Consolidated Balance Sheet as at March 31, 2014</b>                        |              |  |  |
|   | <b>Notes</b> | <b>As at<br/>March 31, 2014<br/>Rs.in Lacs</b>     | <b>As at<br/>March 31, 2013<br/>Rs.in Lacs</b> |
| <b>I. EQUITY AND LIABILITIES</b>  |              |  |  |
| <b>1. Shareholders' Funds</b>   |              |  |  |
| (a) Share Capital   | 2            | 1,310.68   | 1,310.68                                       |
| (b) Reserves and surplus  | 3            | <u>145,676.16</u>                                  | <u>126,172.20</u>                              |
|   |              | <b>146,986.84</b>                                  | <b>127,482.88</b>                              |
| <b>2. Minority Interest</b>   |              | <b>1,049.54</b>                                    | <b>1,108.47</b>                                |
| <b>4. Non-current liabilities</b>   |              |  |  |
| (a) Long term borrowings  | 4            | 14,036.01  | 13,032.49                                      |
| (b) Deferred Tax Liabilities (net)  | 5            | 5,561.23   | 5,558.01                                       |
| (c) Long term provisions  | 6            | <u>636.12</u>                                      | <u>675.58</u>                                  |
|   |              | <b>20,233.36</b>                                   | <b>19,266.08</b>                               |
| <b>5. Current liabilities</b>   |              |  |  |
| (a) Short term borrowings   | 7            | 30,928.42  | 30,849.15                                      |
| (b) Trade payables  | 8            | 28,697.60  | 23,178.75                                      |
| (c) Other current liabilities   | 9            | 13,519.26  | 13,526.65                                      |
| (d) Short term provisions   | 10           | <u>634.80</u>                                      | <u>840.82</u>                                  |
|   |              | <b>73,780.08</b>                                   | <b>68,395.37</b>                               |
| <b>TOTAL</b>  |              | <b><u>242,049.82</u></b>                           | <b><u>216,252.80</u></b>                       |
| <b>II. ASSETS</b>   |              |  |  |
| <b>1. Non current assets</b>  |              |  |  |
| (a) Fixed assets  | 11           |  |  |
| Tangible assets   |              | 62,455.75  | 64,115.30                                      |
| Intangible assets   |              | 36.94  | 16.50  |
| Capital work-in-progress  |              | 24,887.58  | 25,194.91                                      |
| (b) Non-current investments   | 12           | 17.06  | 17.06  |
| (c) Long term loans and advances  | 13           | <u>269.62</u>                                      | <u>224.67</u>                                  |
|   |              | <b>87,666.95</b>                                   | <b>89,568.44</b>                               |
| <b>2. Current assets</b>  |              |  |  |
| (a) Current Investment  | 14           | -  | 196.00   |
| (b) Inventories   | 15           | 67,778.53  | 52,009.15                                      |
| (c) Trade receivables   | 16           | 24,919.90  | 31,139.55                                      |
| (d) Cash and Cash equivalents   | 17           | 5,177.23   | 3,492.47                                       |
| (e) Short term loans and advances   | 18           | <u>56,507.21</u>                                   | <u>39,847.19</u>                               |
|   |              | <b>154,382.87</b>                                  | <b>126,684.36</b>                              |
| <b>TOTAL</b>  |              | <b><u>242,049.82</u></b>                           | <b><u>216,252.80</u></b>                       |
| Significant Accounting Policies   | 1            | -  | -  |
| See accompanying Notes to the Financial Statements                            | 2-36         |  |  |
| The notes referred to above form an integral part of the financial statements |              |  |  |
| <b>As per our Report attached of even date</b>                                |              | <b>For and on Behalf of the Board of Directors</b> |  |
| <b>For SRB &amp; Associates</b>   |              |  |  |
| <b>Chartered Accountants</b>  |              |  |  |
| Firm Regn. No. 310009E  |              | <b>A K Chakraborty</b>                             | <b>Sd/-</b>                                    |
|   |              | <b>DIN:00133604</b>                                | <b>Chairman</b>                                |
| <b>Sd/-</b>   |              | <b>B K Agrawal</b>                                 | <b>Sd/-</b>                                    |
| <b>Sanjeet Patra</b>  |              | <b>DIN:00520558</b>                                | <b>Managing Director</b>                       |
| <b>(Partner)</b>  |              | <b>Sanjay Kumar Singhania</b>                      | <b>Sd/-</b>                                    |
| Membership No. 056121   |              |  | <b>Chief Financial Officer</b>                 |
| Kolkata   |              |  |  |
| <b>30th day of May, 2014</b>  |              | <b>Anubhav Maheshwari</b>                          | <b>Sd/-</b>                                    |
|   |              |  | <b>Company Secretary</b>                       |



| <b>MANAKSIA LIMITED</b>   |              |   |   |
|---|--------------|---|---|
| <b>Consolidated Statement of profit and loss for the year ended March 31, 2014</b>      |              |   |   |
|   | <b>Notes</b> | <b>For the year ended<br/>March 31, 2014<br/>Rs.in Lacs</b> | <b>For the year ended<br/>March 31, 2013<br/>Rs.in Lacs</b> |
| <b>I. Income</b>  |              |   |   |
| Revenue from operations   | 19           | 203,105.48  | 210,906.78  |
| Other Income  | 20           | 877.28  | 953.66  |
| <b>Total Revenue</b>  |              | <b>203,982.76</b>   | <b>211,860.44</b>   |
| <b>II. Expenses</b>   |              |   |   |
| Cost of materials consumed<br>(including trading goods)                                 | 21           | 121,424.68  | 127,981.53  |
| Changes in Inventories of finished goods, Work-in-                                      | 22           | (1,104.10)  | 1,512.81  |
| Employee benefits expense   | 23           | 8,797.14  | 8,729.72  |
| Finance costs   | 24           | 5,524.36  | 5,472.20  |
| Depreciation and amortization expense   | 11           | 11,730.92   | 10,522.71   |
| Other expenses  | 25           | 36,369.94   | 36,025.93   |
| <b>Total Expenses</b>   |              | <b>182,742.94</b>   | <b>190,244.90</b>   |
| <b>III. Profit before exceptional items and tax (I-II)</b>                              |              | <b>21,239.82</b>  | <b>21,615.54</b>  |
| <b>IV. Exceptional Items</b>  |              |   |   |
| Exchange Fluctuation  |              | 949.71  | 3,192.28  |
| <b>V. Profit before tax</b>   |              | <b>20,290.11</b>  | <b>18,423.26</b>  |
| <b>VI. Tax expenses</b>   |              |   |   |
| Current tax   |              | 1,656.46  | 947.46  |
| Deferred tax  |              | 65.15   | (38.01)   |
| Short/(Excess) Provision for Taxation for Earlier Years                                 |              | 3.98  | 573.10  |
| <b>Total tax expenses</b>   |              | <b>1,725.59</b>   | <b>1,482.55</b>   |
| <b>VII. Profit before Minority Interest</b>   |              | <b>18,564.52</b>  | <b>16,940.71</b>  |
| <b>VIII. Add: Share of Loss Transfer to Minority Interest</b>                           |              | <b>76.82</b>  | <b>82.05</b>  |
| <b>IX. Profit for the year</b>  |              | <b>18,641.34</b>  | <b>17,022.76</b>  |
| <b>X. Basic and diluted Earnings per equity share of<br/>face value of Rs. 2/- each</b> |              |   |   |
| EPS after exceptional items (Rs.)   |              | 28.45   | 25.98   |
| EPS before exceptional items (Rs.)  |              | 29.89   | 30.85   |
| Significant Accounting Policies   | 1            |   |   |
| See accompanying Notes to the Financial Statements                                      | 2-36         |   |   |
| The notes referred to above form an integral part of the financial statements           |              |   |   |
| <b>As per our Report attached of even date</b>  |              | <b>For and on Behalf of the Board of Directors</b>          |   |
| <b>For SRB &amp; Associates</b>   |              |   |   |
| <b>Chartered Accountants</b>  |              |   |   |
| Firm Regn. No. 310009E  |              | <b>A K Chakraborty</b>                                      | <b>Sd/-</b>   |
|   |              | <b>DIN:00133604</b>   | <b>Chairman</b>   |
| <b>Sd/-</b>   |              |   |   |
| <b>Sanjeet Patra</b>  |              | <b>B K Agrawal</b>  | <b>Sd/-</b>   |
| <b>(Partner)</b>  |              | <b>DIN:00520558</b>   | <b>Managing Director</b>                                    |
| Membership No. 056121   |              |   |   |
| Kolkata   |              | <b>Sanjay Kumar Singhania</b>                               | <b>Sd/-</b>   |
| <b>30th day of May, 2014</b>  |              |   | <b>Chief Financial Officer</b>                              |
|   |              |   |   |
|   |              | <b>Anubhav Maheshwari</b>                                   | <b>Sd/-</b>   |
|   |              |   | <b>Company Secretary</b>                                    |

| MANAKSIA LIMITED<br>Consolidated Cash Flow Statement for the Year Ended 31st March 2014                                      |                   |   | (Rs in Lacs)                    |
|--|-------------------|---|---------------------------------|
| PARTICULARS  | 31st March 2014   | 31st March 2013                             |                                 |
| <b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>   |                   |   |                                 |
| Net Profit before Tax :  | 20,290.11         | 18,423.26                                   |                                 |
| Adjustment for:  |                   |   |                                 |
| Depreciation/ Amortisation   | 11,730.92         | 10,522.71                                   |                                 |
| Finance Cost & Interest (Net)  | 4,841.13          | 4,841.75                                    |                                 |
| Profit on Fixed Assets Sold / Discarded (Net)  | 68.14             | (7.45)                                      |                                 |
| Prior Period & Exceptional Items (Net)   | 40.95             | (38.97)                                     |                                 |
| Exchange Differences (unrealised)  | 147.86            | 14.11                                       |                                 |
| Dividend from Mutual Fund  | (78.42)           | (47.94)                                     |                                 |
| <b>Operating Profit before Working Capital Changes</b>   | <b>37,040.69</b>  | <b>33,707.47</b>                            |                                 |
| Adjustment for:  |                   |   |                                 |
| (Increase)/Decrease in Trade & Other Receivables   | (10,485.32)       | (8,484.50)                                  |                                 |
| (Increase)/Decrease in Inventories   | (15,769.38)       | (5,242.30)                                  |                                 |
| Increase/(Decrease) in Trade & Other Payables  | 5,705.09          | (2,287.12)                                  |                                 |
| <b>Cash Generated from Operations</b>  | <b>16,491.08</b>  | <b>17,693.55</b>                            |                                 |
| Direct Taxes Paid  | (24.31)           | (218.99)                                    |                                 |
| Cash Flow before Prior Period & Exceptional items  | 16,466.77         | 17,474.56                                   |                                 |
| Prior Period & Exceptional Items (Net)   | 40.95             | 38.97                                       |                                 |
| Share of loss/gain in for minority interest  | 76.82             | 82.05                                       |                                 |
| <b>Net Cash Flow from Operating Activities</b>   | <b>16,584.54</b>  | <b>17,595.58</b>                            |                                 |
| <b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>   |                   |   |                                 |
| Purchase of Fixed Assets and change in Capital work in progress<br>(Including Capital Work in Progress and capital advances) | (10,241.51)       | (10,185.01)                                 |                                 |
| Sale of Fixed Assets   | 388.89            | 86.62                                       |                                 |
| Sale/(Purchase) of Current Investments   | 196.00            | (196.00)                                    |                                 |
| Movement in Loans & Advances   | -                 | -   |                                 |
| Interest Received  | 683.23            | 630.45                                      |                                 |
| Dividend Received from Mutual Fund   | 78.42             | 47.94                                       |                                 |
| <b>Net Cash Flow from/(Used in) Investing Activities</b>   | <b>(8,894.97)</b> | <b>(9,616.00)</b>                           |                                 |
| <b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>   |                   |   |                                 |
| Proceeds/(Repayment) of Long Term Borrowings   | 1,003.52          | (3,967.57)                                  |                                 |
| Changes in Minority Interest   | (58.93)           | 873.48                                      |                                 |
| (Repayment of )/ Proceeds from Short Term Borrowings (Net)   | 79.27             | 1,024.05                                    |                                 |
| Payment of Dividend on Equity Shares   | (1,310.68)        | -   |                                 |
| Interest etc. Paid   | (5,717.99)        | (5,527.42)                                  |                                 |
| <b>Net Cash Flow From/(Used in ) Financing Activities</b>  | <b>(6,004.81)</b> | <b>(7,597.46)</b>                           |                                 |
| <b>D: Net Increase/(Decrease) in Cash and Cash Equivalents</b>   | <b>1,684.76</b>   | <b>382.12</b>                               |                                 |
| <b>Cash and Cash Equivalents as at 1st April</b>   | <b>3,492.47</b>   | <b>3,110.35</b>                             |                                 |
| <b>Cash and Cash Equivalents as at 31st March</b>  | <b>5,177.23</b>   | <b>3,492.47</b>                             |                                 |
| <b>Note: Previous year's figures have been rearranged and regrouped wherever necessary.</b>                                  |                   |   |                                 |
| As per our Report attached of even date<br>For SRB & Associates<br>Chartered Accountants<br>Firm Regn. No. 310009E           |                   | For and on Behalf of the Board of Directors |                                 |
| Sd/-<br>Sanjeet Patra<br>(Partner)<br>Membership No. 056121<br>Kolkata<br>30th day of May, 2014                              |                   | A K Chakraborty<br>DIN:00133604             | Sd/-<br>Chairman                |
|  |                   | B K Agrawal<br>DIN:00520558                 | Sd/-<br>Managing Director       |
|  |                   | Sanjay Kumar Singhania                      | Sd/-<br>Chief Financial Officer |
|  |                   | Anubhav Maheshwari                          | Sd/-<br>Company Secretary       |

(Annexed to and forming part of the financial statements for the year ended 31<sup>st</sup> March, 2014)

**Note:1**

**I) Basis of preparation of Financial Statement**

The financial statements are prepared under the Historical cost convention method, using the accrual system of accounting in accordance with the Generally Accepted Accounting Principles in India & the requirements of the Companies Act, 1956, including the Notified Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006.

**II) Revenue Recognition**

Revenue from sale of goods and services rendered is recognized upon transfer of title and rendering of services to the customers.

**III) Fixed Assets**

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

**IV) Impairment of Assets**

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

**V) Foreign currency transaction**

**a) Initial Recognition**

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

**b) Conversion**

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

**c) Exchange Differences**

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

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

**VI) Depreciation**

a) Depreciation on all Fixed Assets is provided under Straight Line Method at the rates specified in Schedule XIV to the Companies Act, 1956.

b) Depreciation includes amortisation of leasehold land over the period of lease.

c) Depreciation is provided on prorata basis on additions and deletions of Fixed Assets during the year except for assets costing Rs.5000/- or less on which 100% Depreciation is provided.

d) Depreciation on individual items of plant and machinery costing Rs. 5000/- or less is being provided at normal applicable rates, whenever aggregate cost of such items constitute more than 10% of the total cost of

plant and machinery in accordance with amendments to Schedule XIV to the Companies Act, 1956 vide Notification No. GSR No. 101(E) dated 01.03.1995.

e) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

f) Computer software costs capitalised are amortised using the Straight Line Method over estimated useful life of 5 years, as estimated at the time of capitalisation.

**VII) Investments**

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

**VIII) Inventories**

Inventories are valued as follows:

a) Raw materials, finished goods, Stock in trade, Work in process, Packing materials and stores & spares are valued at lower of cost and net realisable value. Closing stock has been valued on Weighted Average basis.

b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

**IX) Research & Development**

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

**X) Employee Benefits**

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

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

**XI) Earning Per Share**

Basic earning per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

**XII) Excise Duty and Custom Duty**

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

**XIII) Financial Derivatives and Commodity Hedging Transactions**

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

**XIV) Borrowing Costs**

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

**XV) Taxation**

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

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

**XVI) Segment Reporting**

**a) Identification of segments**

The company has identified its business segments as the primary segments . The company's businesses are organized and managed separately according to the nature of products/ services, with each segment representing a strategic business unit that offers different product / services and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the company are located.

**b) Allocation of Common Costs**

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head " Unallocated".

The accounting policies adopted for segment reporting are in line with those of the Company.

**XVII) Lease Assets**

The Company's significant leasing arrangements are in respect of operating leases for premises. These leasing arrangements which are not non-cancellable and range between 1 year to 3 years generally and are renewable by mutual consent on mutually agreeable terms.

**XVIII) Sales**

- a) Sales include trade sales.
- b) Gross Sales include applicable taxes unless separately charged and are net of discount.
- c) Sales are recognised on dispatch except consignment sales which are recognised on receipt of statement of accounts from the agent.

**XIX) Prior Period Expenses/Income**

Material items of prior period expenses/income are disclosed separately.

**XX) Provision, Contingent Liabilities and Contingent Assets**

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

**MANAKSIA LIMITED**

Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014

|   | As At<br>March 31, 2014<br>Rs.in Lacs | As At<br>March 31, 2013<br>Rs.in Lacs |
|---|---------------------------------------|---------------------------------------|
| <b>2. Share Capital</b>   |                                       |                                       |
| <b>a) Authorised:</b>   |                                       |                                       |
| 70,000,000 (70,000,000) Equity Shares of Rs. 2/- each               | 1,400.00                              | 1,400.00                              |
| 1,250,000 (1,250,000) Preference Shares of Rs. 20/- each            | 250.00                                | 250.00                                |
|   | <u>1,650.00</u>                       | <u>1,650.00</u>                       |
| <b>b) Issued, Subscribed and fully paid-up Shares:</b>              |                                       |                                       |
| 65,534,050 (65,534,050) Equity Shares of Rs. 2/- each fully paid up | 1,310.68                              | 1,310.68                              |
|   | <u>1,310.68</u>                       | <u>1,310.68</u>                       |

c) Details of aggregate number of shares, allotted without payment being received in cash, allotted as bonus shares and bought back, if any, for the period of five years immediately preceeding the Balance Sheet date:

4,000,000 Equity Shares of Face Value of Rs. 2/- each were bought back and extinguished in the year 2010-11.

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

| Name of Shareholders   | As at<br>March 31, 2014 |           | As at<br>March 31, 2013 |           |
|------------------------|-------------------------|-----------|-------------------------|-----------|
|                        | No. of shares           | % holding | No. of shares           | % holding |
| Basudeo Agrawal        | 8,224,385               | 12.55     | 8,224,385               | 12.55     |
| Suresh Kumar Agrawal   | 8,127,010               | 12.40     | 8,127,010               | 12.40     |
| Mahabir Prasad Agrawal | 4,172,515               | 6.37      | 4,172,515               | 6.37      |
| Basant Kumar Agrawal   | 3,383,130               | 5.16      | 3,383,130               | 5.16      |

e) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

|   | 2013-14<br>No. of shares | 2012-13<br>No. of shares |
|---|--------------------------|--------------------------|
| <b>Equity Shares</b>                      |                          |                          |
| At the beginning of the year              | 65,534,050               | 65,534,050               |
| <b>Outstanding at the end of the year</b> | <u>65,534,050</u>        | <u>65,534,050</u>        |

f) The Company is not a Subsidiary Company.

g) No Shares has been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment

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

The Company has only one class of equity shares having a par value of Rs.2/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

|                                      | As at<br>March 31, 2014<br>Rs.in Lacs | As at<br>March 31, 2013<br>Rs.in Lacs |
|--------------------------------------|---------------------------------------|---------------------------------------|
| <b>3. Reserves and surplus</b>       |                                       |                                       |
| <b>A. Capital Reserve</b>            |                                       |                                       |
| As per last Balance Sheet            | 128.68                                | 128.68                                |
| <b>B. Capital Redemption Reserve</b> |                                       |                                       |
| As per last Balance Sheet            | 317.40                                | 317.40                                |
| <b>C. Securities Premium Reserve</b> |                                       |                                       |
| As per last Balance Sheet            | 18,983.55                             | 18,983.55                             |
| <b>D. Amalgamation Reserve</b>       |                                       |                                       |
| As per last Balance Sheet            | 123.45                                | 123.45                                |
| <b>E. Investment Reserve</b>         |                                       |                                       |
| As per last Balance Sheet            | 89.58                                 | 89.58                                 |

**MANAKSIA LIMITED**

Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014

|   | As at<br>March 31, 2014<br>Rs.in Lacs |            | As at<br>March 31, 2013<br>Rs.in Lacs |            |
|---|---------------------------------------|------------|---------------------------------------|------------|
| <b>F. General Reserve</b>                             |                                       |            |                                       |            |
| As per last Balance Sheet                             | 30,034.03                             |            | 28,534.03                             |            |
| Add: Transfer from Debenture Redemption Reserve       | -                                     | 30,034.03  | 1,500.00                              | 30,034.03  |
| <b>G. Foreign Currency Translation Reserve</b>        |                                       |            |                                       |            |
| As per last Balance Sheet                             | (368.24)                              |            | (1,233.85)                            |            |
| Add: Created during the year                          | 2,173.30                              | 1,805.06   | 865.61                                | (368.24)   |
| <b>H. Surplus in the Statement of Profit and Loss</b> |                                       |            |                                       |            |
| As per last Balance Sheet                             | 76,863.75                             |            | 59,840.99                             |            |
| Add : Profit for the year                             | 18,641.34                             |            | 17,022.76                             |            |
|   | 95,505.09                             |            | 76,863.75                             |            |
| Less: Appropriations                                  |                                       |            |                                       |            |
| Dividend on Equity Shares                             | 1,310.68                              | 94,194.41  | -                                     | 76,863.75  |
| <b>Total</b>  |                                       | 145,676.16 |                                       | 126,172.20 |

**4. Long term borrowings**

|   | As at 31.03.2014          |                       | As at 31.03.2013          |                       |
|---|---------------------------|-----------------------|---------------------------|-----------------------|
|   | Non Current<br>Rs.in Lacs | Current<br>Rs.in Lacs | Non Current<br>Rs.in Lacs | Current<br>Rs.in Lacs |
| <b>Secured</b>                            |                           |                       |                           |                       |
| Term/Equipment Loans:                     |                           |                       |                           |                       |
| From Bank                                 |                           |                       |                           |                       |
| Foreign Currency Loan                     | 4,449.94                  | 1,199.79              | -                         | 1,872.50              |
| Local Currency Loan                       | 6,945.99                  | 2,457.74              | 10,237.22                 | 3,177.98              |
|   | 11,395.93                 | 3,657.53              | 10,237.22                 | 5,050.48              |
| <b>Unsecured</b>                          |                           |                       |                           |                       |
| Deferred Payment Liabilities (Under Sales |                           |                       |                           |                       |
| Tax Deferment scheme-Interest Free)       | 2,640.08                  | 119.29                | 2,795.27                  | 113.36                |
|   | 2,640.08                  | 119.29                | 2,795.27                  | 113.36                |
| <b>Total</b>                              | 14,036.01                 | 3,776.82              | 13,032.49                 | 5,163.84              |

**Note:**

4.1 The Current part of Long Term Borrowings, as above, have been shown under Other Current Liabilities (Note No.9), as Current Maturities of long term debt, as per the requirement of revised Schedule VI.

**4.2 Term / Equipment Loans:**

(a) The Company's Secured Corporate Loan facilities are secured by First Charge on Fixed Asset (Movable and Immovable) of the respective units of the Company except for the following which are secured on the 2nd charge basis:-

- Fixed assets of Packaging Unit at Bankura.

• Movable Plant & Machinery of Packaging Unit at Bhopal  
The amount is further secured on second charge basis on the current assets of the respective units of the Company.

(b) Term loan availed by MINL Ltd is secured by issuances of Debentures over its Fixed Assets.

(c) Equipment Loan of Marks Steel Ltd is secured by First charge on respective assets

(d) Term loan availed by Jebba Paper Mills Ltd is secured by issuances of Debentures over its Fixed Assets.

(e) Repayment Schedule of Consolidated Term/ Equipment Loan is as follows:

| Year    | Amount (Rs. In Lacs)  |                     |
|---------|-----------------------|---------------------|
|         | Foreign Currency Loan | Local Currency Loan |
| 2014-15 | 1,199.79              | 2,457.74            |
| 2015-16 | 1,496.82              | 2,158.40            |
| 2016-17 | 1,200.40              | 2,015.93            |
| 2017-18 | 1,200.40              | 1,455.93            |
| 2018-19 | 552.32                | 375.93              |
| 2019-20 | -                     | 375.93              |
| 2020-21 | -                     | 375.93              |
| 2021-22 | -                     | 187.96              |

Rate of Interest on Term Loan availed by Manaksia Ltd is 11.30% p.a., by MINL Ltd is 7.00%p.a. and Libor+4% p.a., Mark Steels Ltd. is 9.90% to 11.45% p.a. and Jebba Paper Mills is Libor+5% p.a.

**MANAKSIA LIMITED**

Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014

|   | As at<br>March 31, 2014<br>Rs. In Lacs | As at<br>March 31, 2013<br>Rs. In Lacs |
|---|--|--|
| <b>5. Deferred Tax Liabilities (net)</b>  |  |  |
| <b>a) Deferred Tax Liability</b>  |  |  |
| Timing difference in depreciable assets   | 5,818.62                               | 5,824.30                               |
| <b>b) Deferred Tax Assets</b>   |  |  |
| Expenses allowable against taxable income in future years   | (257.39)                               | (266.29)                               |
| <b>Net Deferred tax Liability</b>   | <u>5,561.23</u>                        | <u>5,558.01</u>                        |
| <b>6. Long term provisions</b>  |  |  |
| a) Provision for Employee Benefits  | 636.12                                 | 675.58                                 |
| <b>Total</b>  | <u>636.12</u>                          | <u>675.58</u>                          |
| <b>7. Short term borrowings</b>   |  |  |
| <b>Secured</b>  |  |  |
| a) Loans repayable on Demand (Working Capital Loans)  |  |  |
| From Banks  |  |  |
| Foreign Currency Loan   | 3,233.89                               | 5,430.92                               |
| Local Currency Loan   | 7,315.97                               | 1,430.65                               |
| Buyers Credit   | 17,099.29                              | 10,261.49                              |
| <b>Unsecured</b>  |  |  |
| a) Other Loans and Advances   |  |  |
| From Banks  |  |  |
| Local Currency Loan   | 3,279.27                               | 13,726.09                              |
| <b>Total</b>  | <u>30,928.42</u>                       | <u>30,849.15</u>                       |
| <b>Note:</b>  |  |  |
| 7.1 The Company's Secured Working Capital facilities are secured by First Charge on the current assets of the respective units of the Company ranking pari passu with the respective Working Capital Bankers.   |  |  |
| The amount is further secured on second charge basis on fixed assets of the respective units of the Company ranking pari passu with the respective Working Capital Bankers except for the following which are secured on the 1st charge pari passu basis:-  |  |  |
| Fixed assets of the Steel Unit at Haldia  |  |  |
| Fixed Assets of Steel & Packaging Units at Bankura  |  |  |
| Movable Plant & Machinery of Packaging Unit at Bhopal   |  |  |
| 7.2 MINL Ltd has availed working capital facilities by issuances of Debentures on its Fixed Assets.   |  |  |
| 7.3 Mark Steels Ltd., has availed working capital facilities by creating first charge on its Current Assets and second charge on its Fixed Assets and also by providing personal guarantees of its the directors.   |  |  |
| 7.4 Dynatech Industries Ghana Ltd. has availed Short term loan by providing Corporate guarantee of MINL Ltd.  |  |  |
| 7.5 Other Loans and Advances from banks include Commercial Paper of Rs. 2,500.00 Lacs (Previous Year Rs. 1,000.00 Lacs)   |  |  |
| <b>8. Trade payables</b>  |  |  |
| Micro, Small and Medium Enterprises*  | 5.55                                   | 50.38                                  |
| Others  | 28,692.05                              | 23,128.37                              |
| <b>Total</b>  | <u>28,697.60</u>                       | <u>23,178.75</u>                       |
| Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.  |  |  |
| There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years. |  |  |
| <b>9. Other current liabilities</b>   |  |  |
| Current Maturities of Long Term Debt  |  |  |
| Term Loans:   |  |  |
| Foreign Currency Loan   | 1,199.79                               | 1,872.50                               |
| Local Currency Loan   | 2,457.74                               | 3,177.98                               |
| Deferred Payment Liabilities  | 119.29                                 | 113.36                                 |
| Interest accrued but not due on borrowings  | 112.00                                 | 305.63                                 |
| Unpaid dividends (Unclaimed)#   | 20.40                                  | 20.42                                  |
| Money refundable on Public Issue allotment (Unclaimed)#   | 3.14                                   | 3.14                                   |
| Income Received in advance  | 286.39                                 | 143.36                                 |
| Other Payables *  | 9,320.51                               | 7,890.26                               |
| <b>Total</b>  | <u>13,519.26</u>                       | <u>13,526.65</u>                       |
| * Other Payables includes Statutory Dues, Advances from Customers & Overdrawn Balances from banks.  |  |  |
| # These figures do not include any amount which is due and outstanding for credit investor Education and Protection Fund.   |  |  |
| <b>10. Short term provisions</b>  |  |  |
| Provision for Employee Benefits   | 127.45                                 | 190.65                                 |
| Others *  | 507.35                                 | 650.17                                 |
| <b>Total</b>  | <u>634.80</u>                          | <u>840.82</u>                          |
| * Indicates Liabilities for excise duty on closing stock of Finished Goods.   |  |  |



11. FIXED ASSETS

a) As at 31st March 2014

| Particulars                     | GROSS BLOCK          |                  |                      |                       | Depreciation / Amortisation |                               |                  |                      | (Rs. In Lacs)<br>NET BLOCK |                       |
|---------------------------------|----------------------|------------------|----------------------|-----------------------|-----------------------------|-------------------------------|------------------|----------------------|----------------------------|-----------------------|
|                                 | As at 1st April 2013 | Addition         | Deletion/ Adjustment | As at 31st March 2014 | As at 1st April 2013        | Less : on Sales / Adjustments | For the Year     | Upto 31st March 2014 | As at 31st March 2014      | As at 31st March 2013 |
| <b>Tangible Assets :</b>        |                      |                  |                      |                       |                             |                               |                  |                      |                            |                       |
| a) Land                         | 1,351.85             | 4.70             | -                    | 1,356.55              | -                           | -                             | -                | -                    | 1,356.55                   | 1,351.85              |
| b) Leasehold Land*              | 328.59               | -                | 69.55                | 259.04                | 54.21                       | -                             | 5.34             | 59.55                | 199.49                     | 274.38                |
| c) Building                     | 12,960.82            | 179.74           | -                    | 13,140.56             | 3,198.37                    | -                             | 515.72           | 3,714.09             | 9,426.47                   | 9,762.45              |
| d) Plant & Equipment            | 92,409.69            | 10,001.27        | 740.34               | 101,670.62            | 42,655.96                   | (375.01)                      | 10,681.78        | 52,962.73            | 48,707.89                  | 49,753.73             |
| e) Electrical Installation      | 2,044.87             | 5.02             | 2.81                 | 2,047.08              | 820.18                      | (2.40)                        | 95.97            | 913.75               | 1,133.33                   | 1,224.69              |
| f) Electric Generator           | 917.89               | 8.76             | -                    | 926.65                | 446.79                      | -                             | 36.79            | 483.58               | 443.07                     | 471.10                |
| g) Computers                    | 502.48               | 10.94            | -                    | 513.42                | 392.21                      | -                             | 20.52            | 412.73               | 100.69                     | 110.27                |
| h) Office Equipment             | 311.73               | 41.06            | 0.11                 | 352.68                | 233.08                      | -                             | 30.59            | 263.67               | 89.01                      | 78.65                 |
| i) Furniture & Fixtures         | 471.68               | 15.48            | -                    | 487.16                | 311.76                      | -                             | 25.00            | 336.76               | 150.40                     | 159.92                |
| j) Vehicles                     | 2,638.94             | 252.44           | 98.22                | 2,793.16              | 1,710.68                    | (76.59)                       | 310.22           | 1,944.31             | 848.85                     | 928.26                |
| <b>Total Tangible Assets</b>    | <b>113,938.54</b>    | <b>10,519.41</b> | <b>911.03</b>        | <b>123,546.92</b>     | <b>49,823.24</b>            | <b>(454.00)</b>               | <b>11,721.93</b> | <b>61,091.17</b>     | <b>62,455.75</b>           | <b>64,115.30</b>      |
| <b>Intangible Assets :</b>      |                      |                  |                      |                       |                             |                               |                  |                      |                            |                       |
| a) Computer Software            | 186.00               | 29.43            | -                    | 215.43                | 169.50                      | -                             | 8.99             | 178.49               | 36.94                      | 16.50                 |
| <b>Total Fixed Assets</b>       | <b>114,124.54</b>    | <b>10,548.84</b> | <b>911.03</b>        | <b>123,762.35</b>     | <b>49,992.74</b>            | <b>(454.00)</b>               | <b>11,730.92</b> | <b>61,269.66</b>     | <b>62,492.69</b>           | <b>64,131.80</b>      |
| <b>Capital Work in Progress</b> | <b>25,194.91</b>     | <b>9,600.49</b>  | <b>9,907.82</b>      | <b>24,887.58</b>      | <b>-</b>                    | <b>-</b>                      | <b>-</b>         | <b>-</b>             | <b>24,887.58</b>           | <b>25,194.91</b>      |

b) As at 31st March 2013

| Particulars                     | GROSS BLOCK          |                 |                      |                       | Depreciation / Amortisation |                               |                  |                      | (Rs in Lacs)<br>NET BLOCK |                       |
|---------------------------------|----------------------|-----------------|----------------------|-----------------------|-----------------------------|-------------------------------|------------------|----------------------|---------------------------|-----------------------|
|                                 | As at 1st April 2012 | Addition        | Deletion/ Adjustment | As at 31st March 2013 | As at 1st April 2012        | Less : on Sales / Adjustments | For the Year     | Upto 31st March 2013 | As at 31st March 2013     | As at 31st March 2012 |
| <b>Tangible Assets :</b>        |                      |                 |                      |                       |                             |                               |                  |                      |                           |                       |
| a) Land                         | 1,351.85             | -               | -                    | 1,351.85              | -                           | -                             | -                | -                    | 1,351.85                  | 1,351.85              |
| b) Leasehold Land*              | 326.02               | 2.57            | -                    | 328.59                | 48.87                       | -                             | 5.34             | 54.21                | 274.38                    | 277.15                |
| c) Building                     | 12,477.92            | 485.33          | 2.43                 | 12,960.82             | 2,753.39                    | -                             | 444.98           | 3,198.37             | 9,762.45                  | 9,724.53              |
| d) Plant & Equipment            | 84,191.70            | 8,342.91        | 124.92               | 92,409.69             | 33,226.65                   | (64.18)                       | 9,493.49         | 42,655.96            | 49,753.73                 | 50,965.05             |
| e) Electrical Installation      | 2,011.07             | 33.80           | -                    | 2,044.87              | 725.04                      | -                             | 95.14            | 820.18               | 1,224.69                  | 1,286.03              |
| f) Electric Generator           | 924.50               | 1.56            | 8.17                 | 917.89                | 423.57                      | (13.32)                       | 36.54            | 446.79               | 471.10                    | 500.93                |
| g) Computers                    | 493.10               | 9.77            | 0.39                 | 502.48                | 368.79                      | (0.31)                        | 23.73            | 392.21               | 110.27                    | 124.31                |
| h) Office Equipment             | 307.64               | 17.79           | 13.70                | 311.73                | 207.69                      | (3.83)                        | 29.22            | 233.08               | 78.65                     | 99.95                 |
| i) Furniture & Fixtures         | 469.84               | 1.84            | -                    | 471.68                | 284.47                      | -                             | 27.29            | 311.76               | 159.92                    | 185.37                |
| j) Vehicles                     | 2,474.45             | 239.67          | 75.18                | 2,638.94              | 1,441.88                    | (63.98)                       | 332.78           | 1,710.68             | 928.26                    | 1,032.57              |
| <b>Total Tangible Assets</b>    | <b>105,028.09</b>    | <b>9,135.24</b> | <b>224.79</b>        | <b>113,938.54</b>     | <b>39,480.35</b>            | <b>(145.62)</b>               | <b>10,488.52</b> | <b>49,823.25</b>     | <b>64,115.29</b>          | <b>65,547.74</b>      |
| <b>Intangible Assets :</b>      |                      |                 |                      |                       |                             |                               |                  |                      |                           |                       |
| a) Computer Software            | 177.78               | 8.22            | -                    | 186.00                | 135.31                      | -                             | 34.19            | 169.50               | 16.50                     | 42.47                 |
| <b>Total Fixed Assets</b>       | <b>105,205.87</b>    | <b>9,143.46</b> | <b>224.79</b>        | <b>114,124.54</b>     | <b>39,615.66</b>            | <b>(145.62)</b>               | <b>10,522.71</b> | <b>49,992.75</b>     | <b>64,131.79</b>          | <b>65,590.21</b>      |
| <b>Capital Work in Progress</b> | <b>24,153.36</b>     | <b>8,954.06</b> | <b>7,912.51</b>      | <b>25,194.91</b>      | <b>-</b>                    | <b>-</b>                      | <b>-</b>         | <b>-</b>             | <b>25,194.91</b>          | <b>24,153.36</b>      |

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

**MANAKSIA LIMITED**

Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014

**12. Non-current investments**

|  | <b>No. of Shares/<br/>Units</b> | <b>Face Value per<br/>Share/Units<br/>Rs.</b> | <b>As at<br/>March 31, 2014<br/>Rs. In Lacs</b> | <b>As at<br/>March 31, 2013<br/>Rs. In Lacs</b> |
|--|---------------------------------|---|---|---|
| <b>(i) Trade Investments</b>                               |                                 |   |   |   |
| <b><u>Investment in Equity Instruments</u></b>             |                                 |   |   |   |
| <b><u>Quoted &amp; Fully Paid Up</u></b>                   |                                 |   |   |   |
| United Spirits Ltd   | 47                              | 10  | 0.09  | 0.09  |
| Mansarovar Bottling Co. Ltd                                | 5000                            | 10  | 0.88  | 0.88  |
| <b><u>Unquoted &amp; Fully Paid Up</u></b>                 |                                 |   |   |   |
| Aqro Co-Operative Urban Bank Ltd                           | 300                             | 100   | 0.30  | 0.30  |
| Bengal Sponge Manuf. Mining (P) Ltd                        | 42500                           | 10  | 4.25  | 4.25  |
| <b><u>Others</u></b>                                       |                                 |   |   |   |
| Manaksia Worldwide Cooperatief U.A.                        | N.A                             | N.A   | 0.24  | 0.24  |
| <b>(ii) Other Investments</b>                              |                                 |   |   |   |
| <b><u>Investment in Equity Instruments</u></b>             |                                 |   |   |   |
| <b><u>Unquoted &amp; Fully Paid Up</u></b>                 |                                 |   |   |   |
| Singur - Haripal Rural Co-operative Society Ltd            | 90                              | 10  | 0.01  | 0.01  |
| AGR Capital Markets Ltd.                                   | 30000                           | 10  | 6.00  | 6.00  |
| Maxell Securities Limited                                  | 47500                           | 10  | 4.75  | 4.75  |
| <b><u>Investment in Government or Trust securities</u></b> |                                 |   |   |   |
| <b><u>Unquoted &amp; Fully Paid Up</u></b>                 |                                 |   |   |   |
| 6 Years National Savings Certificates                      |                                 |   | 0.54  | 0.54  |
|  |                                 |   | <b>17.06</b>                                    | <b>17.06</b>                                    |
| <b>Aggregate amount of investments :</b>                   |                                 |   |   |   |
| Quoted   |                                 |   | 0.97  | 0.97  |
| Unquoted   |                                 |   | 16.09   | 16.09   |
| Market Value of Quoted Investments                         |                                 |   | 1.75  | 1.39  |

Note: 6 Years National Savings Certificates are lodged with Directorate of Commercial Taxes.

| <b>MANAKSIA LIMITED</b>   |   |   |
|---|---|---|
| <b>Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014</b>                    |   |   |
|   | <b>As at<br/>March 31, 2014<br/>Rs. In Lacs</b> | <b>As at<br/>March 31, 2013<br/>Rs. In Lacs</b> |
| <b>13. Long term loans and advances</b><br>(Unsecured, considered good)   |   |   |
| Capital Advances  | 56.52   | 8.87  |
| Security Deposit  | 213.10  | 215.80  |
| <b>Total</b>  | <b>269.62</b>                                   | <b>224.67</b>                                   |
| <b>14. Current Investment</b>   |   |   |
| Investment in Mutual Fund -Unquoted, Fully Paid up<br>- HDFC Cash Management Fund-Savings<br>( Nil , Prev year 1042509.194 Units) | -   | 196.00  |
|   | -   | 196.00  |
| <b>15. Inventories</b>  |   |   |
| At Lower of Cost or Net Realisable Value  |   |   |
| Raw Materials   | 46,276.21                                       | 33,787.49                                       |
| Work-in-Process   | 7,112.53  | 4,879.38  |
| Finished Goods  | 8,563.44  | 9,158.32  |
| Stores & Spares   | 5,482.14  | 3,305.58  |
| At Estimated Realisable Value   |   |   |
| Scraps  | 344.21  | 878.38  |
| <b>Total</b>  | <b>67,778.53</b>                                | <b>52,009.15</b>                                |
| <b>16. Trade receivables</b>  |   |   |
| Unsecured   |   |   |
| Considered Doubtful provided for :  |   |   |
| Outstanding over six months   | 128.74  | 235.78  |
| Less : Provision for Doubtful Debts   | 128.74  | 235.78  |
|   | -   | -   |
| Considered Good :   |   |   |
| Outstanding over six months   | 2,242.99  | 1,523.53  |
| Other Debts   | 22,676.91                                       | 29,616.02                                       |
| <b>Total</b>  | <b>24,919.90</b>                                | <b>31,139.55</b>                                |
| <b>17. Cash and Cash equivalents</b>  |   |   |
| Balances with Banks   | 3,323.12  | 3,069.71  |
| Cheques on hand   | 1,500.00  | -   |
| Fixed Deposits  | 41.50   | 55.89   |
| Unclaimed Dividend & Unclaimed Public Issue Allotment Money   | 23.53   | 23.55   |
| Cash on Hand  | 289.08  | 343.32  |
| <b>Total</b>  | <b>5,177.23</b>                                 | <b>3,492.47</b>                                 |
| Fixed Deposits pledged with :   |   |   |
| Commercial Tax Authorities Rs.1.12 Lacs (Rs.1.12 Lacs)  |   |   |
| <b>18. Short term loans and advances</b><br>(Unsecured, considered good)  |   |   |
| Loans and Advances (Others)   | 25,340.40                                       | 16,898.91                                       |
| Balances with Statutory Authorities   | 4,440.99  | 4,447.68  |
| Advance Income Tax (Net of Provision)   | 358.04  | 1,368.56  |
| Others*   | 26,367.78                                       | 17,132.04                                       |
| <b>Total</b>  | <b>56,507.21</b>                                | <b>39,847.19</b>                                |
| * Includes primarily Prepaid Expenses, Advance to Creditors & Advance to Staff  |   |   |

| <b>MANAKSIA LIMITED</b>  |  |  |
|--|--|--|
| <b>Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014</b> |  |  |
|  | <b>For the year ended<br/>March 31, 2014<br/>Rs. In Lacs</b> | <b>For the year ended<br/>March 31, 2013<br/>Rs. In Lacs</b> |
| <b>19. Total Revenue</b>   |  |  |
| Sale of products   | 205,262.88   | 214,114.86   |
| Income from Services   | 3,609.69   | 3,507.59   |
|  | <u>208,872.57</u>  | <u>217,622.45</u>  |
| Less : Excise Duty & Service Tax   | 5,767.09   | 6,715.67   |
| <b>Total</b>   | <u>203,105.48</u>  | <u>210,906.78</u>  |
| <b>19.1 Particulars of Sale of Products</b>  |  |  |
| Packaging Products   | 39,548.17  | 29,154.13  |
| Mosquito Coil  | 7,298.69   | 12,586.46  |
| Metal Products   | 151,666.01   | 165,579.84   |
| Others   | 6,750.01   | 6,794.43   |
|  | <u>205,262.88</u>  | <u>214,114.86</u>  |
| <b>20. Other Income</b>  |  |  |
| Income from Long Term Investment :   |  |  |
| Dividend on Trade Investment   | -  | 2.41   |
| Income from Current Investment :   |  |  |
| Tax Free Dividends From Mutual Funds   | 78.42  | 45.53  |
| Interest Income  |  |  |
| From Banks   | 146.61   | 27.94  |
| From Others  | 536.62   | 602.51   |
| [T.D.S. Rs.49.29 Lacs (Rs.55.32 Lacs)]   |  |  |
| Net Gain on sale of Fixed Assets   | -  | 7.45   |
| Miscellaneous Income   | 33.21  | 95.32  |
| Other Non Operative Income   | 82.42  | 172.50   |
| <b>Total</b>   | <u>877.28</u>  | <u>953.66</u>  |
| <b>21. Cost of materials consumed</b>  |  |  |
| Opening Stock  | 33,787.49  | 27,292.08  |
| Add : Purchases & Procurement Expenses   | 133,913.40   | 134,476.94   |
| Less : Closing Stock   | 46,276.21  | 33,787.49  |
|  | <u>121,424.68</u>  | <u>127,981.53</u>  |
| <b>22. Changes in Inventories of finished goods, Work-in-progress and stock-in-trade</b>                       |  |  |
| <b>Opening Stock</b>   |  |  |
| Finished Goods   | 9,158.32   | 10,759.20  |
| Work in Progress   | 4,879.38   | 5,284.18   |
| Scrap  | 878.38   | 385.51   |
|  | <u>14,916.08</u>   | <u>16,428.89</u>   |
| <b>Closing Stock</b>   |  |  |
| Finished Goods   | 8,563.44   | 9,158.32   |
| Work in Progress   | 7,112.53   | 4,879.38   |
| Scrap  | 344.21   | 878.38   |
|  | <u>16,020.18</u>   | <u>14,916.08</u>   |
|  | <u>(1,104.10)</u>  | <u>1,512.81</u>  |
| <b>23. Employee benefits expense</b>   |  |  |
| Salaries and wages   | 7,041.06   | 7,040.39   |
| Contribution to provident & other funds  | 296.16   | 286.87   |
| Staff Welfare Expenses   | 1,459.92   | 1,402.46   |
| <b>Total</b>   | <u>8,797.14</u>  | <u>8,729.72</u>  |

**MANAKSIA LIMITED**

Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014

|  | For the year ended<br>March 31, 2014<br>Rs. In Lacs | For the year ended<br>March 31, 2013<br>Rs. In Lacs |
|--|---|---|
| <b>23.1 Disclosure as per Accounting Standard 15 "Employee Benefits"</b>                         |   |   |
| Provision for Employee Benefits  | <b>636.12</b>                                       | <b>675.58</b>                                       |
| Employee Benefits  |   |   |
| <b>i) Defined contribution Plan</b>  |   |   |
| Contribution to defined contribution plan, recognized are charged of during the year as follows: |   |   |
| Employees' contribution to Provident Fund  | 190.97  | 195.53  |
| <b>ii) Defined benefit plan</b>  |   |   |
| Gratuity is paid to employees under the Payment of Gratuity Act 1972 through                     |   |   |
| <b>a) Reconciliation of opening and closing balances of defined obligation:</b>                  |   |   |
| 1) Defined benefit obligation at the beginning of the year                                       | 682.86  | 610.51  |
| 2) Current service cost  | 60.58   | 63.30   |
| 3) Interest cost   | 61.46   | 50.37   |
| 4) Actuarial (gain) / loss   | (53.08)   | 47.86   |
| 5) Benefit paid  | (128.86)  | (89.17)   |
| 6) Defined benefit obligation at the year end  | 626.65  | 682.86  |
| <b>b) Reconciliation of fair value assets and obligations:</b>                                   |   |   |
| 1) Fair value of plan assets as at the end of the period   | NIL   | NIL   |
| 2) Present value of obligations as at end of the period  | 636.12  | 682.86  |
| 3) Amount recognized in balance sheet  | 636.12  | 682.86  |
| <b>c) Expenses recognized during the year (under the Note "Employee Benefits Expense")</b>       |   |   |
| 1) Current service cost  | 60.58   | 63.30   |
| 2) Interest cost   | 61.46   | 50.37   |
| 3) Actuarial (gain) / Loss   | (39.92)   | 47.85   |
| 4) Net amount  | 82.12   | 161.52  |
| <b>d) Actuarial assumptions</b>  |   |   |
| 1) Mortality table   | LIC   | LIC   |
| 2) Discount rate (per annum)   | 9.00%   | 8.25%   |
| 3) Rate of escalation in salary (per annum)  | 5.00%   | 5.00%   |
| 4) Expected average remaining working lives of employees (years)                                 | 18.95   | 18.68   |

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

**MANAKSIA LIMITED**

Notes forming part of the Consolidated financial statements as at and for the year ended March 31, 2014

|   | For the year ended<br>March 31, 2014<br><u>Rs. In Lacs</u> | For the year ended<br>March 31, 2013<br><u>Rs. In Lacs</u> |
|---|--|--|
| <b>24. Finance costs</b>                  |  |  |
| Interest Expenses                         |  |  |
| To Financial Institutions / Banks         |  |  |
| On Debentures                             | -  | 449.96   |
| On Fixed Loans                            | 1,636.33   | 834.16   |
| On Others                                 | 2,525.12   | 2,557.90   |
| Other Borrowing Cost                      | 1,362.91   | 1,630.18   |
| <b>Total</b>                              | <b>5,524.36</b>  | <b>5,472.20</b>  |
| <b>25. Other expenses</b>                 |  |  |
| Consumption of Stores and Consumables     |  |  |
| Indigenous                                | 1,771.10   | 1,572.99   |
| Imported                                  | 2,083.74   | 527.68   |
| Power & Fuel                              | 10,550.26  | 9,934.42   |
| Processing Charges                        | 649.64   | 741.70   |
| Clearing Charges                          | 194.66   | 448.84   |
| Carriage Inward                           | 1,885.58   | 1,576.93   |
| Lease Rent                                | 8.07   | 11.14  |
| Repairs to:                               |  |  |
| Building                                  | 708.92   | 817.34   |
| Machinery                                 | 2,761.88   | 3,108.80   |
| Others                                    | 265.48   | 280.75   |
| Other Manufacturing Expenses              | 765.84   | 739.04   |
| Rent                                      | 220.45   | 230.09   |
| Insurance                                 | 633.47   | 548.28   |
| Rates & Taxes                             | 734.68   | 645.40   |
| Excise Duty on Stocks *                   | (142.12)   | (31.70)  |
| Packing Expenses                          | 2,705.82   | 2,990.36   |
| Freight, Forwarding and Handling Expenses | 5,297.85   | 4,552.32   |
| Communication Expenses                    | 218.20   | 217.56   |
| Travelling & Conveyance                   | 944.07   | 861.36   |
| Bad Debt                                  | 117.08   | 2,391.74   |
| Provision for Doubtful Debt               | 498.36   | -  |
| Auditors' Remuneration                    |  |  |
| Audit Fees                                | 60.44  | 76.70  |
| Tax Audit Fees                            | 3.57   | 3.27   |
| For reimbursement of expenses             | 0.74   | 3.25   |
| Cost Audit Fees                           | 2.00   | 1.00   |
| Donations                                 | 55.17  | 34.09  |
| Commission                                | 53.54  | 135.00   |
| Other Miscellaneous Expenses              | 3,017.38   | 3,601.12   |
| Prior Period Items                        | 40.95  | (38.97)  |
| Net Loss on Sale of Fixed Assets          | 68.14  | -  |
| Director's Remuneration                   |  |  |
| Salary                                    | 189.24   | 39.24  |
| Meeting Fees                              | 4.30   | 4.75   |
| Perquisites                               | 1.44   | 1.44   |
|   | <b>36,369.94</b>   | <b>36,025.93</b>   |

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

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS****26) Contingent Liabilities & Commitments:****I) Contingent Liability**

A. Claims against the company/disputed liabilities not acknowledged as Debts

(Rs. In Lacs)

| Sl No | Particulars   | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|-------|---|--------------------------------|--------------------------------|
| 1     | Excise duty demands under appeal  | 788.93                         | 738.61                         |
| 2     | Sales tax under appeal  | 257.26                         | 101.02                         |
| 3     | Income tax demands under appeal   | 77.75                          | 73.53                          |
| 4     | Excise duty liability on goods exported pending submission of proof of export | 388.89                         | 30.72                          |
| 5     | Lease Rent  | 8.66                           | NIL                            |
| 6     | Service Tax   | 124.89                         | 72.48                          |
| 7     | Municipal Tax   | 111.24                         | 111.24                         |
| 8     | Demand by Haldia Development Authority towards Land Premium                   | 332.50                         | 332.50                         |
| 9     | Stamp Duty for Registration of Land   | 49.45                          | 49.45                          |

**II) Commitment**

(Rs. In Lacs)

| Particulars  | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|--|--------------------------------|--------------------------------|
| Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) | 20.87                          | 17.75                          |

**27) Earnings per share (EPS)**

(Rs. In Lacs)

| Particulars                                       | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|---|--------------------------------|--------------------------------|
| Profit as per Profit & Loss Account               | 18,641.34                      | 17,022.76                      |
| Exceptional Items                                 | 949.71                         | 3,192.28                       |
| Profit before Exceptional Items                   | 19,591.05                      | 20,215.05                      |
| Weighted average number of equity shares          | 6,55,34,050                    | 6,55,34,050                    |
| Nominal value per equity share (Rs.)              | 2                              | 2                              |
| <b>Basic and diluted earning per share (EPS):</b> |                                |                                |
| EPS after Exceptional items (Rs.)                 | 28.45                          | 25.98                          |
| EPS before Exceptional items (Rs.)                | 29.89                          | 30.85                          |

**28) Financial & Derivative Instruments:-**

| Particulars  | 31 <sup>st</sup> March<br>2014 | 31 <sup>st</sup> March<br>2013 |
|--|--------------------------------|--------------------------------|
| A. Derivative contracts entered into by the company and outstanding as on 31st March |                                |                                |
| For hedging Interest rate related risk - (LIBOR Hedging) on Loan balance             | NIL                            | NIL                            |
| For hedging commodity related risks in Metals - Futures                              | 1,425 MT                       | 600 MT                         |
| B. Foreign currency loans that are not hedged  | NIL                            | NIL                            |

**29) Related Party Discloser:-**

**a) Name & Relationship of the Related Parties**

| Particulars   | Relationship                          |
|---|---------------------------------------|
| Arena Machineries Ltd.  | Associates                            |
| Mr.Basant Kumar Agrawal<br>Mr.Suresh Kumar Agrawal<br>Mr.Sushil Kumar Agrawal<br>Mr.Sunil Kumar Agrawal<br>Mr.Debarata Guha                                       | Key Management                        |
| Mr M P Agrawal<br>Mr.B D Agrawal<br>Mr Aditya B Manaksia<br>Mr Varun Agrawal<br>Mr Karan Agrawal<br>Mr Anirudha Agrawal<br>Mr Vineet Agrawal<br>Ms Prachi Agrawal | Relatives to Key Management Personnel |

**b.Transactions during the year with related parties**

(Rs. In Lacs)

| Nature of Transactions   | Associates                  | Key Management Personnel | Relatives              | Total                       |
|--|-----------------------------|--------------------------|------------------------|-----------------------------|
| <b>1.Purchase of Goods/Services from:</b><br>Arena Machineries Ltd.                                    | <b>869.87</b><br>(1,102.81) |                          |                        | <b>869.87</b><br>(1,102.81) |
| <b>2.Sale of Goods to:</b><br>Arena Machineries Ltd.   | <b>598.92</b><br>(947.00)   |                          |                        | <b>598.92</b><br>(947.00)   |
| <b>3.Sale of Fixed Assets to:</b><br>Arena Machineries Ltd   | -<br>(2.51)                 |                          |                        | -<br>(2.51)                 |
| <b>4.Purchase of Assets:</b><br>Arena Machineries Ltd  | -<br>(5.69)                 |                          |                        | -<br>(5.69)                 |
| <b>5.Remuneration</b>  |                             | <b>190.68</b><br>(40.68) | <b>72.6</b><br>(25.45) | <b>263.28</b><br>(66.13)    |
| <b>6.Amount Due from as on 31st March, 2014</b><br><b>a) Trade Receivable</b><br>Arena Machineries Ltd | <b>426.20</b><br>(953.73)   |                          |                        | <b>426.20</b><br>(953.73)   |

Notes :

- i) Transactions have taken place on arm's length basis.
- ii) No amount in respect of debts pertaining to the related parties have been written off or written back during the year.
- iii) No provision for doubtful debts is required to be made for the year in respect of debt due from related parties.



30) Segment information as on and for the year ended 31st March 2014

a) Primary Segment Information

|   | Packaging Products |                  | Mosquito Coil   |                  | Metal Products    |                   | Others          |                 | Unallocable        |                    | Total             |                   |
|---|--------------------|------------------|-----------------|------------------|-------------------|-------------------|-----------------|-----------------|--------------------|--------------------|-------------------|-------------------|
|   | 03/31/2014         | 03/31/2013       | 03/31/2014      | 03/31/2013       | 03/31/2014        | 03/31/2013        | 03/31/2014      | 03/31/2013      | 03/31/2014         | 03/31/2013         | 03/31/2014        | 03/31/2013        |
| <b>Segment Revenue</b>  |                    |                  |                 |                  |                   |                   |                 |                 |                    |                    |                   |                   |
| External Turnover   | 39,548.17          | 29,153.24        | 7,298.69        | 12,586.46        | 155,275.70        | 168,969.90        | 6,750.01        | 6,912.84        | -                  | -                  | 208,872.57        | 217,622.44        |
| Add : Inter Segment Turnover                                    | 93.53              | 661.91           | 34.51           | 16.95            | 147.26            | 1,433.98          | 74.47           | 61.97           | -                  | -                  | 349.77            | 2,174.81          |
| Gross Turnover  | 39,641.70          | 29,815.15        | 7,333.20        | 12,603.41        | 155,422.96        | 170,403.88        | 6,824.48        | 6,974.81        | -                  | -                  | 209,222.34        | 219,797.25        |
| Less : Excise duty/Service Tax recovered                        | 1,054.53           | 1,118.86         | 1,229.13        | 1,560.83         | 3,459.32          | 4,020.38          | 24.11           | 15.59           | -                  | -                  | 5,767.09          | 6,715.66          |
| Less : Inter Segment Turnover                                   | 93.53              | 661.91           | 34.51           | 16.95            | 147.26            | 1,433.98          | 74.47           | 61.97           | -                  | -                  | 349.77            | 2,174.81          |
| <b>Net Turnover</b>   | <b>38,493.64</b>   | <b>28,034.38</b> | <b>6,069.56</b> | <b>11,025.63</b> | <b>151,816.38</b> | <b>164,949.52</b> | <b>6,725.90</b> | <b>6,897.25</b> | <b>-</b>           | <b>-</b>           | <b>203,105.48</b> | <b>210,906.78</b> |
| <b>Segments Results</b>   |                    |                  |                 |                  |                   |                   |                 |                 |                    |                    |                   |                   |
| Segments Results (PBIT)   | 5,590.77           | 3,929.77         | 347.18          | 1,366.46         | 19,776.67         | 19,993.27         | 3,165.43        | 3,659.83        | -                  | -                  | 28,880.05         | 28,949.33         |
| Less : Unallocated corporate Expenses net of unallocated income | -                  | -                | -               | -                | -                 | -                 | -               | -               | (2,840.05)         | (2,492.04)         | (2,840.05)        | (2,492.04)        |
| Operating Profit  | 5,590.77           | 3,929.77         | 347.18          | 1,366.46         | 19,776.67         | 19,993.27         | 3,165.43        | 3,659.83        | (2,840.05)         | (2,492.04)         | 26,040.00         | 26,457.29         |
| Interest Expenses   | -                  | -                | -               | -                | -                 | -                 | -               | -               | (5,524.36)         | (5,472.20)         | (5,524.36)        | (5,472.20)        |
| Interest Income   | -                  | -                | -               | -                | -                 | -                 | -               | -               | 683.23             | 630.45             | 683.23            | 630.45            |
| Prior Period Items  | -                  | -                | -               | -                | -                 | -                 | -               | -               | 40.95              | -                  | 40.95             | -                 |
| Profit / (Loss) on sale of Shares of Subsidiary Company         | -                  | -                | -               | -                | -                 | -                 | -               | -               | -                  | -                  | -                 | -                 |
| Exceptional Item  | -                  | -                | -               | -                | -                 | -                 | -               | -               | (949.71)           | (3,192.28)         | (949.71)          | (3,192.28)        |
| Profit before Tax   | 5,590.77           | 3,929.77         | 347.18          | 1,366.46         | 19,776.67         | 19,993.27         | 3,165.43        | 3,659.83        | (8,589.94)         | (10,526.07)        | 20,290.11         | 18,423.26         |
| Current Tax   | -                  | -                | -               | -                | -                 | -                 | -               | -               | 1,656.46           | 947.46             | 1,656.46          | 947.46            |
| Deferred Tax  | -                  | -                | -               | -                | -                 | -                 | -               | -               | 65.15              | (38.01)            | 65.15             | (38.01)           |
| Short/(Excess) Provision for Taxation for Earlier Years         | -                  | -                | -               | -                | -                 | -                 | -               | -               | 3.98               | 573.10             | 3.98              | 573.10            |
| <b>Net Profit</b>   | <b>5,590.77</b>    | <b>3,929.77</b>  | <b>347.18</b>   | <b>1,366.46</b>  | <b>19,776.67</b>  | <b>19,993.27</b>  | <b>3,165.43</b> | <b>3,659.83</b> | <b>(10,315.53)</b> | <b>(12,008.62)</b> | <b>18,564.52</b>  | <b>16,940.71</b>  |
| <b>Other Information</b>  |                    |                  |                 |                  |                   |                   |                 |                 |                    |                    |                   |                   |
| Segment Assets  | 34,281.19          | 33,868.02        | 7,807.91        | 10,629.18        | 181,123.93        | 161,162.16        | 8,687.19        | 5,301.57        | 10,149.60          | 5,291.86           | 242,049.82        | 216,252.79        |
| Segment Liabilities   | 3,022.16           | 3,240.65         | 490.94          | 2,834.45         | 38,581.17         | 40,746.76         | 990.98          | 86.30           | 402.53             | (3,588.71)         | 43,487.78         | 43,319.45         |
| Capital Expenditure   | (901.78)           | 170.06           | 261.70          | 400.99           | (1,352.63)        | 9,296.06          | (89.48)         | (56.33)         | 135.75             | 149.44             | (1,946.44)        | 9,960.22          |
| Depreciation  | 1,527.59           | 1,408.60         | 456.57          | 431.80           | 9,582.35          | 8,492.33          | 57.47           | 60.22           | 106.94             | 129.76             | 11,730.92         | 10,522.71         |

b) Secondary Segment Information

|  | Rs. in Lacs       |                   |
|--|-------------------|-------------------|
|  | 03/31/2014        | 03/31/2013        |
| 1. Segment Revenue - External Turnover |                   |                   |
| Within India                           | 43,702.78         | 51,996.02         |
| Outside India                          | 165,169.79        | 165,626.42        |
| <b>Total Segment Revenue</b>           | <b>208,872.57</b> | <b>217,622.44</b> |
| 2. Segment Assets                      |                   |                   |
| Within India                           | 88,992.42         | 85,711.19         |
| Outside India                          | 153,057.40        | 130,541.60        |
| <b>Total Segment Assets</b>            | <b>242,049.82</b> | <b>216,252.79</b> |
| 3. Capital Expenditure                 |                   |                   |
| Within India                           | (974.91)          | 1,908.87          |
| Outside India                          | (971.53)          | 8,051.35          |
| <b>Total Capital Expenditure</b>       | <b>(1,946.44)</b> | <b>9,960.22</b>   |

Notes :

1) Primary Segment : Business segment has been identified as primary segment on the basis of the products of the company. Accordingly, the company has identified Packaging Product, Mosquito Coil, Metal Products, Others as the business segment.

- Packaging consists of manufacture and sale of PP Cap, Crown Closures, Metal Containers, EP Liners, Washer, EP Sheets etc.
- Mosquito Coils consists of manufacture and sale of Mosquito Repellant coils.
- Metal Product consists of manufacture and sale of Aluminium and Steel galvanized sheets, coils etc.
- Others consists of Manufacturing and Sales of Machine, Spare Parts etc.

2) Secondary Segment : Geographical segment has been identified as secondary segment. Geographical segments considered for disclosure are :

- Within India
- Outside India

**31) Prior Period Items :**

**a. Expenditure**

(Rs. In Lacs)

| Particulars                  | 31 <sup>st</sup> March 2014 | 31st March 2013 |
|------------------------------|-----------------------------|-----------------|
| Advertisement                | 3.95                        | -               |
| Bank Charges                 | 0.03                        | -               |
| Commission                   | 1.67                        | -               |
| Transport                    | 2.40                        | -               |
| Duty Drawback                | 5.84                        | -               |
| Entry Tax                    | 3.37                        | -               |
| Jobwork Charges              | 0.51                        | -               |
| Printing and Stationery      | 0.02                        | -               |
| Job Work Charges             | 6.13                        | -               |
| Other Miscellaneous Expenses | -                           | 2.39            |
| Clearing Charges             | -                           | 6.00            |
| Professional Charges         | 6.38                        | -               |
| Repairs To Machinery         | 0.19                        | -               |
| Salaries,Wages and Bonus     | 10.68                       | 0.90            |
| Loss on DEPB                 | -                           | 0.54            |
| Sales Promotion              | -                           | 6.76            |
| <b>TOTAL(a)</b>              | <b>41.17</b>                | <b>16.59</b>    |

**b. Income**

(Rs. In Lacs)

| Particulars                         | 31 <sup>st</sup> March<br>2014 | 31st March<br>2013 |
|-------------------------------------|--------------------------------|--------------------|
| Telephone Charges-Written Back      | 0.22                           | -                  |
| Communication Expenses-Written Back | -                              | 0.02               |
| Professional Charges-Written Back   | -                              | 5.43               |
| Service Charges-Written Back        | -                              | 15.59              |
| CED Rebate receivable               | -                              | 34.52              |
| <b>TOTAL(b)</b>                     | <b>0.22</b>                    | <b>55.56</b>       |
| <b>TOTAL (NET) (a-b)</b>            | <b>40.97</b>                   | <b>(38.97)</b>     |

**32)** The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21) - "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

a. The financial statements of the company and its subsidiaries are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after fully eliminating intra group balances, intra group transactions and any unrealised profit/ loss included therein.

b. The consolidated financial statements have been prepared using uniform accounting policies, except stated otherwise, for like transactions and are presented, to the extent possible, in the same manner as the company's separate financial statements.

c. In respect of foreign subsidiaries figures have been converted for the purpose of Consolidation at exchange rate on balance sheet date.

d. The subsidiaries considered in the preparation of these consolidated financial statements are:

| <b>Name</b>  | <b>Country of Incorporation</b> | <b>Percentage of voting power as at 31st March 2014</b> |
|--|---------------------------------|---|
| MINL Ltd.  | Nigeria                         | <b>100.00</b>   |
| Jebba Paper Mills Ltd (Subsidiary of MINL Ltd)                 | Nigeria                         | <b>100.00</b>   |
| Dynatech Industries Ghana Ltd.                                 | Ghana                           | <b>100.00</b>   |
| Mark Steels Ltd (Subsidiary of Manaksia Ferro Industries Ltd)  | India                           | <b>70.00</b>  |
| Euroasian Ventures FZE   | UAE                             | <b>100.00</b>   |
| Euroasian Steels LLC<br>(Subsidiary of Euroasian Ventures FZE) | Georgia                         | <b>93.75</b>  |
| Manaksia Industries Ltd  | India                           | <b>100.00</b>   |
| Manaksia Aluminium Co Ltd                                      | India                           | <b>100.00</b>   |
| Manaksia Coated Metals & Industries Ltd                        | India                           | <b>100.00</b>   |
| Manaksia Ferro Industries Ltd                                  | India                           | <b>100.00</b>   |
| Manaksia Overseas Ltd  | India                           | <b>100.00</b>   |
| Manaksia Steel Limited   | India                           | <b>100.00</b>   |

**33)** Due to continued volatility in the value of Rupee against the US Dollar and other foreign currencies during the quarter under review, the loss/gain arising out of foreign exchange fluctuations items has been considered as exceptional item.

**34.1)** The shareholders of the Company in the Court Convened Meeting held on 7th January 2014, pursuant to the directives dated 13th November 2013 of Hon'ble High at Calcutta, have approved with requisite majority the Scheme of Arrangement (Scheme) under provisions of Sections 391 to 394 of the Companies Act, 1956 (Act) for demerger of the Aluminium, Steel, Packaging and Coated Metals & Mosquito Coil undertakings of the Company on a going-concern basis w.e.f. appointed date i.e. 1st October 2013 into four wholly owned subsidiary companies namely Manaksia Aluminium Company Ltd., Manaksia Steels Ltd., Manaksia Industries Ltd. and Manaksia Coated Metals & Industries Ltd. respectively. In terms of the requirement of the Scheme, the shareholders of the Company, pursuant to the provisions of Section 78 read with Sections 101 to 103 of the Act, in Extra Ordinary General Meeting held on 7th January 2014 have also approved by requisite majority, reduction in Securities Premium Reserve Account. In compliance with the requirements of SEBI Circular dated 4th February 2013 read with Circular dated 21st May 2013, the Scheme has also been approved by the public shareholders on 21st January 2014 through postal ballot and e-voting by majority. The Hon'ble High Court at Calcutta has vide its order dated 24.03.2014 approved the Scheme, which would become effective from the appointed date i.e. 1st October 2013 after receipt of the order of the Hon'ble High Court at Calcutta and filing of the same with Registrar of Companies, West Bengal.

**34.2)** The financial statements have been prepared on a going-concern basis without considering the effect of the Scheme of Arrangement (Scheme) referred herein above in Note No. 34.1. On the Scheme becoming effective the financial statements would be recasted by exclusion of the financials for the period 1st October 2013 to 31st March 2014 in respect of the undertakings being demerged pursuant to the Scheme

**35)** Figures in bracket indicates Previous Year figures.

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

**Signatures to Schedules 1 to 36**

**In terms of our Report on even date  
for For SRB & Associates**

*Chartered Accountants*  
FRN No. 310009E

Sd/-  
*Sanjeet Patra*  
(Partner)  
Membership No. 056121

**Kolkata**  
**30th day of May, 2014**

For and on behalf of the Board of Directors

A K Chakraborty  
DIN:00133604

B K Agrawal  
DIN:00520558

Sanjay Kumar Singhania

Anubhav Maheshwari

Sd/-  
Chairman

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Company Secretary



If undelivered please return to :  
Manaksia Limited  
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Email : [info@manaksia.com](mailto:info@manaksia.com), Website : [www.manaksia.com](http://www.manaksia.com)  
Corporate Identity Number : L74950WB1984PLC038336