



Date: 11th June, 2019

To BSE Limited. Listing Department P J Towers, Dalal Street, Mumbai- 400001	To National Stock Exchange of India Ltd. Listing Department Exchange Plaza, Bandra, Kurla complex, Bandra (East), Mumbai-400051
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Dear Sir/Madam,

Sub: Submission of Annual Report for the F.Y 2016-17

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Annual Report of Ramsarup Industries Limited for the financial year 2016-17 which was duly approved and adopted at the 38th Annual General Meeting of the Company held on Thursday, 30th day of May, 2019 at Rotary Sadan, 94/2 Chowringhee Road, Elgin, Kolkata- 700020 at 10.30 A.M. as per provisions of the Companies Act, 2013 and Rule made thereunder.

We request you to take the same on your record and upload on the Stock Exchange Website.

Thanking You,

Yours Faithfully,

For **Ramsarup Industries Ltd.**

Kshitiz Chhawchharia

(IBB/IPA-001/IP-P00358/2017-18/10616)

(Resolution Professional)

Address: B. Chhawchharia & Co.,

8A & 8B, Satyam Towers, 3,

Alipore Road, Kolkata - 700 027

Contact No. 033 2479 1951 / Mob - 98304 92324

Email: kshitiz@bccoindia.com / ip.ramsarup@in.gt.com

Encl: As Stated.

OFFICE:

7C, Kiran Shankar Roy Road, "Hastings Chambers", 2nd Floor, Room No.1.

Kolkata 700001

CIN: L65993WB1979PLC032113

Phone: 4000 9100, 22421200, Fax: 91-33-2242 1888

Website : www.ramsarup.com



**RAMSARUP
INDUSTRIES
LIMITED**

Annual Report 2016-17

Forward-Looking Statement

The report contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the word like 'plans', 'expects', 'anticipates', 'believes', 'intends', 'estimates', or other similar expressions as they relate to Company or its business are intended to identify such forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company's actual result, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. The Company undertakes no obligation or responsibility to publicly amend, update, modify or revise any forward-looking statements, on the basis of any new information, future event, subsequent development or otherwise.

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Notice

Notice is hereby given that the 38th Annual General Meeting of Ramsarup Industries Limited (CIN: L65993WB1979PLC032113) relating to the FY 2016-17 will be held on Thursday, the 30 May 2019 at 10:30 A.M. at Rotary Sadan, 94/2 Chowringhee Road, Elgin, Kolkata -700020 to transact the following businesses:

BACKGROUND:

The members are hereby informed that pursuant to the order dated 08 January 2018 (“CIR Commencement Date”) of the National Company Law Tribunal, Kolkata, Corporate Insolvency Resolution Process (“CIRP”) has been initiated for the Company (“Order”) in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 (“Code”) and the related rules and regulations issued there under. As a result, pursuant to Section 17 of the Code, the powers of the Board of Directors of the Company (“Board of Directors”) stands suspended as on the CIR Commencement Date and was vested with Mr. Nilesh Sharma who was appointed as the Interim Resolution Professional of the Company in terms of the said Order. Thereafter, Mr. Kshitiz Chhawchharia, has been appointed as Resolution Professional (RP) by Hon’ble NCLT, Kolkata vide its order dated 02 May 2018 replacing the Interim Resolution Professional. Consequently, all actions that are deemed to be taken by the Board of Directors shall be given effect to by the RP during the continuance of the CIRP as per the Code.

Further, the Hon’ble NCLT vide order dated 21 June 2018 has extended the period of CIRP by 90 days with effect from 06 July 2018. Public Announcement was made for Expression of Interest and bids received were considered by Committee of Creditors (CoC.) Subsequently, Hon’ble NCLAT’s vide order dated 25 September 2018 extended the period by 48 days. Hon’ble NCLT vide orders dated 19 November 2018 and order dated 12 February 2019 granted an exclusion of 86 days and 24 days respectively for calculating the CIRP period and therefore CIRP process was extended to 15 February 2019 and 12 March 2019 respectively. Thereafter the Hon’ble NCLT vide its order dated 13 March 2019 further excluded a time period of 10 days for calculating the CIRP period and therefore the CIRP process was extended to 23 March 2019. On 23 March 2019 the successful H1 bidder’s Resolution Plan was filed with the Hon’ble NCLT and the final order is awaited.

Ordinary Business(es):

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 March 2017 together with reports of the Board of Director and Auditors thereon.

“RESOLVED THAT the Audited Financial Statement comprised of Balance Sheet and Profit & Loss Account for the Financial Year ended 31 March 2017 along with its Schedules, Cash Flow Statements, Notes on Account and Report of Auditors’ and Directors thereon be and are hereby approved and adopted.”

FURTHER RESOLVED THAT the RP has all power under the Code to take such actions and to execute all such documents as may be necessary and applicable including authorising any director to file the forms and returns with Registrar of Companies, MCA under the Companies Act, 2013 and other authorities as and when required.”

2. To consider the appointment of M/s. Ray & Co., Chartered Accountants (FRN:313124E) as the Statutory Auditor of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force, approval be and is hereby accorded for appointment of M/s. Ray & Co., Chartered Accountants (FRN:313124E), as the Statutory Auditors of the Company (whose appointment was made by the CoC under Section 28 of IBC Code 2016 for the Financial Year 2017-18) in place of the retiring Auditor M/s. P.K Lilha & Co. Chartered Accountants (FRN: 307008E) to hold the office from conclusion of the 38th Annual General Meeting until the conclusion of 43rd Annual General Meeting, at such remuneration and out of pocket expenses as may be mutually agreed upon between the CoC and M/s. Ray & Co.

Notice

2 ○ Ramsarup Industries Limited

FURTHER RESOLVED THAT the RP has all the powers under the Code to take such actions and to execute all such documents as may be necessary and applicable to give effect to the above resolution including authorising any director to file the forms and returns with Registrar of Companies, MCA under the Companies Act, 2013 and other authorities as and when required."

Registered Office

"Hastings Chambers"
7C, Kiran Shankar Roy Road,
2nd Floor, Room No.1,
Kolkata- 700001
Dated: 23.04.2019

For **Ramsarup Industries Limited**

Kshitiz Chhawchharia
Resolution Professional

IBBI REGN. NO: IBBI/IPA-001/IP-00P00358/2017-18/10616

NOTES:

(01) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN FORTYEIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (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 a proxy for any other person or member.

During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days (3) of notice in writing is given to the Company.

(02) Members/proxies should bring the enclosed Attendance Slip duly filed in and signed in terms of specimen signature lodged with the Company along with their copies of Annual report for attending the Meeting. Members attending the AGM are requested to bring with them DP & Client ID Numbers, Folio Numbers for dematerialized holdings and physical holdings respectively. The Company would accept only the Attendance Slip from a member actually attending the Meeting or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours before the commencement of the Meeting. Attendance Slips of members/valid proxies not personally present at the Meeting or relating to proxies which are invalid will not be accepted from any other member/person.

(03) Corporate Members intending to send their authorized representative under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

(04) Information required as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in the Corporate Governance Report annexed to the Director's Report.

(05) The Register of members and the Share Transfer Books of the company will remain closed from 24 May 2019 to 30 May 2019 (both days inclusive).

- (06) In case of joint holding, the joint holder whose name stands first, as per the Company's records shall alone be entitled to vote.
- (07) In case of any change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened its demat account on any direct requests from these Members for change of such details. However, for any change in particulars for shares held in physical form should be sent to the share transfer agent of the company.
- (08) a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
- b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
- (09) Non-resident Indian shareholders are requested to inform the Company immediately: -
- i. Change in residential status on return to India for permanent settlement.
 - ii. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - iii. Copy of Reserve Bank of India permission.
- (10) 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 submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company at its registered office address or to its RTA.
- (11) Individual shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s Link Intime India Pvt. Ltd.
- (12) Members are requested to send all communications relating to shares and unclaimed dividend either to the Company at its registered office address or to RTA.
- (13) Members are requested not to carry any briefcase, carry bag, shopping bag and the like to the venue since these will not be allowed inside for security reasons. The Meeting is for members or their proxies only. Please avoid being accompanied by non-member / children.
- (14) The Company is also in receipt of complaints from various members from time to time regarding non- receipt of Annual Report. Additionally, the Company has also received multiple notices from both BSE and NSE, in relation to non-compliance with Regulation 33 (Financial Results) and Regulation 34 (Annual Report) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Under Regulation 33 of the Listing Regulations, the Company is required to submit the financial results of the Company to the relevant stock exchanges within 45 (forty five) days from the end of the financial quarter and under Regulation 34, read with Regulation 36 of the Listing Regulations, the Company is required to submit the annual report of the Company to the relevant stock exchanges along with the notice of the annual general meeting, which shall not be less than 21 (twenty one) days before the annual general meeting.

As the Company has not submitted its financial results and its annual report to the stock exchanges for the last 4 (four) financial quarters and for the last 2 (two) financial years respectively, the Company has been shifted to 'Z' Group. The Company has now submitted to NSE and BSE, a copy of the annual report of the Company. The financial results of the Company, along with the modified annual report (if so modified), shall be submitted to NSE and BSE not later than 48 (forty eight) hours after the annual general meeting.

Further, the Company is also maintaining a functional website in compliance with regulation 46 of the Listing Regulations. The annual report of the Company and other documents are available on the website of the Company at www.ramsarup.com for inspection/download.

- (15) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon.
- (16) Members holding shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
- (17) All documents, if any, referred to in the Notice including audited financial statement of the company will be available for inspection at the company's registered office during normal business hours on week days (Monday to Friday) excluding intervening public holidays between 11.00 a.m. to 1.00 p.m.
- (18) Electronic copy of the Notice of the 38th AGM of the Company interalia the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (19) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s Link Intime India Pvt. Ltd.
- (20) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- (21) The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- (22) Voting through electronic means:
 - i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

- iv) The Company has engaged the services of M/s Link Intime India Pvt. Ltd (LIPL) as the Agency to provide remote e-voting facility.
- v) Mr. Debendra Raut, (CP No. 5232), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner.
- vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd May, 2019
- vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23 May 2019 only shall be entitled to avail the facility of remote e-voting/polling.
- viii) Any person who become member of the company after dispatch of the notice of the meeting and holding shares as on 23 May 2019, may obtain the user ID and Password for the e- voting sending email intimating DP ID and Client ID / Folio No. at <https://instavote.linkintime.co.in>.or can vote through ballot paper to be downloaded from the Company's website www.ramsarup.com.

The e-voting facility will be available during the following period:

Commencement of e-voting: from 09.00 a.m. (IST) on 27 May 2019

End of e-voting: up to 5.00 p.m. (IST) on 29 May 2019

- ix) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by LIPL upon expiry of aforesaid.
- x) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ramsarup.com and on the website of LIPL at <https://instavote.linkintime.co.in>.
The results shall simultaneously be communicated to the Stock Exchanges.
- xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting
- xii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

(23) A Road Map along with prominent landmark for easy location to reach the venue of AGM is annexed to this notice.

II. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Event No. for Insta Voting - 180176
 3. Click on "Login" tab, available under 'Shareholders' section.
 4. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 5. Your User ID details are given below:

- a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

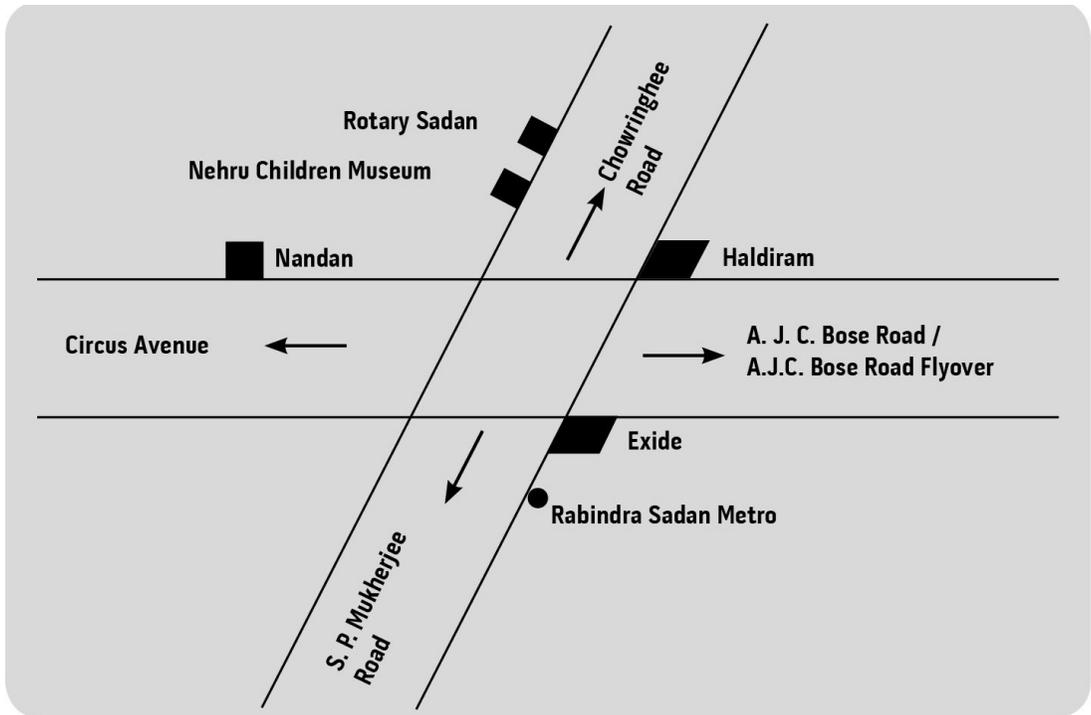
Registered Office
 "Hastings Chambers"
 7C, Kiran Shankar Roy Road,
 2nd Floor, Room No.1,
 Kolkata - 700001
 Dated: 23.04.2019

For **Ramsarup Industries Limited**

Kshitiz Chhawchharia
Resolution Professional

IBBI REGN. NO: IBBI/IPA-001/IP-00P00358/2017-18/10616

Road Map of AGM Venue – Rotary Sadan



Directors' Report

Dear Members,

We are presenting the 38th Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March 2017.

1. PERFORMANCE OF THE COMPANY

The Highlights of the Performance of the Company during the Financial Year ended 31st March 2017 are appended below:-
(₹ in Cr.)

Particulars	2016-17	2015-16
Total Revenue	2.75	6.38
Profit/(Loss) before Interest , Depreciation & Tax	(8.58)	1.87
Add : Interest	0.006	0.06
: Depreciation	43.65	44.14
Profit / (Loss)Before Tax	(52.23)	(42.33)
Provision for Tax	-	-
Profit (Loss) after Tax carried to Balance Sheet	(55.66)	(42.33)

Financial Performance

Highlights of performance during the financial year 2016-17 are:

Total Revenue of the Company is Rs.2.75 crores as against Rs. 6.38 crores in the previous year.

EBIDTA is Rs. (8.58) crores as against Rs. 1.87 crores in the previous year.

Profit / (Loss) before taxation is Rs (52.23) crores as against Rs (42.33) crores in the previous year.

Profit / (Loss) after Tax is Rs (55.66) crores as against Rs (42.33) crores in the previous year.

The company has incurred substantial losses due to non operation of all the manufacturing units and day to day administrative expenses. The company has not debited interest on borrowed funds as accounts of the company had turned NPA in the earlier years. This has led to lower losses to the extent of Rs. 701.35 crores.

Further as suspension of manufacturing activities has taken place in all the manufacturing units, no production has taken place (except generation of power in Wind Mills) there are indications which suggest impairment in the value of plant and machineries and other fixed assets of the company, for which the management is in process of getting the study carried out.

The company has incurred substantial losses and its Net worth continues to be eroded. Pursuant to its accumulated losses being in excess of its net worth as per the audited balance sheet as on 31.03.2012, the company had filed a reference with the Board for Industrial & Financial Reconstruction (BIFR), in terms of provisions of Section 15(1) of the Sick Industrial Companies (special provisions) Act, 1985 on 7th November 2012. The said reference was registered with the Hon'ble BIFR as case no 67/2012. However, pursuant to the action taken by the Punjab National Bank (PNB) under the provisions of the SARFAESI Act, 2002, BIFR vide order dated 19.02.2014 abated the reference of the company as non-maintainable. As against the said order, the company had filed an appeal before The Appellate Authority for Industrial & Financial Reconstruction (AAIFR) vide Appeal no. 78/2014 dt 25.03.2014. The Hon'ble AAIFR vide its order dated 03.12.2014 set aside the BIFR order dated 14.12.2015 and remanded the matter back to BIFR with direction to consider the submission of all the parties and pass orders afresh after giving specific findings through a reasoned order. Though the hearings before the BIFR were taking place, however, pursuant to SICA Repeal Act, 2003 and coming into force of the Insolvency & Bankruptcy Code, 2016, all the pending proceedings before BIFR / AAIFR stood abated and time was given to such companies, whose references / appeals have been abated, may file reference within 180 days from the date of the commencement of IBC i.e. from 01.12.2016. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival

Dividend

In view of the losses incurred during the year under review your Directors do not recommend any dividend for the current financial year.

Reserve and Surplus

The Net worth of your company has eroded and the company has not transferred any amount to the reserves.

2. MANAGEMENT DISCUSSION AND ANALYSIS

Future of Indian steel industry looks encouraging due to reasonable GDP growth of India as we have a stable government at the Centre.

Major issues that have been affecting adversely the steel industry have been availability of Iron Ore & Coal. Iron ore availability has improved due to opening up of iron ore mines and drop in international prices.

The company is not expecting good performance during the year 2017-18. Once the revival package of the company is submitted and approved, under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata, the company has the knowledge and ability to revive.

A. Internal Control Systems

We have always believed in transparency, which is an important factor in the success and growth of any organisation. The Company has an adequate system of internal control supported by an extensive programme of internal control and systems are established to ensure that financial and other records are reliable for preparing financial statements. However, due to closer of the plant not much benefits have taken place during the year under review.

B. Human Resources

During the year under review employee/industrial relation continued to suffer a setback due to suspension of work at its manufacturing units.

C. Cautionary Statement

The Management Discussions and Analysis describe Company's projections, expectation or predictions and are forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

3. PARTICULARS FOR EMPLOYEES U/S 197 OF COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

During the year under review, no employees of your company were in receipt of remuneration in excess of the limits prescribed under the above section.

4. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has in place and established control system designed to ensure proper recording of financial and operational information and other regulatory and statutory compliance commensurate with size and scale of its operation. The Company has also a system for safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and maintenance of accounting records and the timely preparation of reliable financial statement. The Company has its Audit committee which evaluates the internal financial control system periodically. The observation and comments of the Audit committee are placed before the Board.

5. PUBLIC DEPOSIT

The Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by the company are given in the notes to the financial statements.

7. DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

At present the Company has three Directors, all of whom are Executive.

Mr. Aashish Jhunjhunwala is Managing Director and KMP of the Company. During the year under review, there was no change in the directorship and KMP of the Company.

- Remuneration Policy

None of the Directors has drawn any salary during year under review. The Managing Director of the company Mr. Aashish Jhunjhunwala has foregone his salary of Rs. 50,000/- per month keeping in view of the continued poor performance of the Company. Further since the manufacturing plants of the company are under suspension with hardly any activity in the company there is no other KMP.

- **Meetings:**
Details of the various meetings held during the financial year 2016-17 have been given in the Corporate Governance Report. During the year under review, 4(four) Board meetings were held on 03/05/2016, 12/08/2016, 12/11/2016 and 10/02/2017.
- In accordance with the provisions of Section 152 of the Companies Act, 2013 Mr. Shambhu Nath Kairi retires by rotation and, being eligible, offers himself for re-appointment.
- **Independent Directors:**
The Company doesn't have Independent Directors thus, requirement of Clause 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not complied.

The total strength of your Board of Directors as on 31st March, 2017 is Three members consisting of one Managing Director and two executive directors leading to non-compliance of the clause which requires that at least 50% of the Board should comprise of Non-executive directors and 50% of the Board should also comprise of Independent Director, if Chairman is executive director. However, the Company had been registered with BIFR and subsequently the matter had been referred to AAIFR and AAIFR set aside the impugned order and remand the matter back to BIFR with direction to consider the submission of all the parties and pass order afresh after giving specific finding through a reasoned order. Though the hearings before the BIFR were taking place, however, pursuant to SICA Repeal Act, 2003 and coming into force of the Insolvency & Bankruptcy Code, 2016, all the pending proceedings before BIFR / AAIFR stood abated and time was given to such companies, whose references / appeals have been abated, may file reference within 180 days from the date of the commencement of IBC i.e. from 01.12.2016. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. Due to the above situation company is facing difficulty in inducting Independent Directors on the Board. For the same reason Company has not been able to appoint a Woman Director.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, the Directors confirm:

- (i) That in preparation of the accounts for the financial year ended 31st March 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2017 on a 'going concern' basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

9. CORPORATE GOVERNANCE

Your Company recognizes the importance of good Corporate Governance in building stakeholders' confidence, improving investor protection and enhancing long-term enterprise value. A report on Corporate Governance is annexed.

10. AUDITORS

M/s P.K. Lilha & Co., Chartered Accountants, were the Statutory Auditor of the Company. They were also reappointed as the Statutory Auditor of the Company for the Year 2016-17 in the AGM held on 27.09.2016. In terms of second proviso of sub-sec (b)(ii) of Sec-139 of Companies Act 2013, every Company, existing on or before the commencement of this Act, which is required to comply with provisions of this sub-section, shall comply with this requirement within three years from the date of commencement of this Act.. Therefore M/s P.K. Lilha & Co., Chartered Accountants cannot be appointed as the Statutory auditor of the Company from the Financial year 2017-18 onwards. The Board of Directors are in process of appointing new Statutory Auditor for the financial year 2017-18 and onwards, whose appointment shall be placed before the Shareholders in the ensuing Annual General Meeting for their approval.

Auditors Report

The observations / qualifications made by the Statutory Auditors in their report for the year under review are self-explanatory and the modified opinion is given in "Annexure B".

- Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. D. Raut & Associates, a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure C".
- Reply to the observation of the Secretarial Audit Report is annexed as "Annexure D".

11. MATERIAL CHANGES & COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There were no material changes affecting the financial position of the company occurring between the date of Financial Statements and the Board Report except as mentioned in the report and the annual accounts.

12. RELATED PARTY TRANSACTIONS :

During the year loan payable by the Company to related party has been disclosed in the notes to the accounts. Above loan is free of interest.

13. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES: NIL**14. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company believes in women empowerment and always encourage the recruitment of women at its workplace to the extent possible. The Company has zero tolerance against sexual harassment towards women at workplace. The women employees are always encouraged and have been advised to report any such harassment to the Board directly. The Company has a system for prevention, prohibition and redressal of sexual harassment at workplace in line with provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the FY 2016-17, the Company has received no complaints of sexual harassment.

15. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNING AND OUTGO:-**A. Conservation of Energy:**

All plants are shut down but in the past following energy conservation measures were taken:

- i) Periodic checking and supervision of the Electrical Distribution Network and corrective and proactive measures helped to maximize energy usage, ensuring as effective and efficient system of energy distribution.
- ii) Reuse of waste oil in furnaces.
- iii) Regular monitoring of leakages of compressed air and fuel oil to save fuel.
- iv) Controlling of idle running of equipment during stoppages to save energy.
- v) Applying right voltage to the systems through transformers with automatic voltage regulator.
- vi) Reduction in steam, lower power consumption during peak hour rate.
- vii) The company's technical cell continued to implement and find ways to conserve energy, avoiding any unnecessary operation and wasteful practice.
- viii) Shutting down all electrical equipments and other appliances, when not in use, to avoid wastage of energy.
- ix) Installing soft starter's at all electrical control panels, to reduce power consumption.

B. Technology Absorption:

All plants are shut down but in the past following technology absorption measures were taken:

- Research & Development - There had been ongoing efforts to improve productivity levels and quality standards but no specific research and development was required.
- Technology absorption, Adaptation & Innovation - Indigenous development of technology had taken place continuously.
- Particulars of technologies imported during last 5 years - Not applicable.

C. Foreign Exchange

Foreign exchange earnings and outgo were NIL during the year.

16. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Companies (Corporate Social Responsibility Policy) Rule, 2014 is not applicable to the Company. However, your Company respects society value and makes endeavor to contribute for the societal cause as far as possible.

17. ENVIRONMENT

All the manufacturing units of the company are closed but necessary equipments have been installed in the manufacturing units in order to comply with all regulatory measures so that no harm is caused to the society and nature at large. Though the Company's operations are not inherently polluting in nature, the Company continues to take adequate precautions to comply with all regulatory measures in this regard at all the educational premises and sites, so that no harm would cause to the society and the nature at a large.

18. RATIO OF DIRECTOR REMUNERATION TO MEDIAN OF EMPLOYEES

The directors of the Company are not drawing any salary so the point of calculation of ratio is not applicable. However, the median remuneration of the employees of the company during the financial year was Rs. 1.00 lac per month.

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company was a sick company under 1985 with negative networth and thus the requirement of vigil mechanism is not fulfilled by the company.

This policy is formulated to provide opportunity to all the employees to access in good faith, to the Audit Committee of the Company in case they observe any unethical and improper practice or behaviour or wrongful conduct in the Company and to prohibit managerial personnel from taking adverse personnel action against such employee.

20. DECLARATION ON COMPLIANCE WITH CODE OF CONDUCTS

The Board has formulated a Code of Conducts for the Board Members and Senior Management of the Company, which has been posted on the website of the Company.

It is hereby affirmed that all the Directors and Senior Management Personnel have complied with the Code and a confirmation to that effect has been obtained from the Directors and the Senior Management.

21. PREVENTION OF INSIDER TRADING

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Directors and the designated employees, who hold any shares in the Company, have confirmed compliance with the Code.

22. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A".

23. CEO CERTIFICATION

The Managing Director of the Company have submitted a certificate to the Board as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March 2017.

24. COMPLIANCE CERTIFICATE

A Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, customers, vendors, bankers, and other business constituents for their support during the year under review. Your Directors also wish to place on records their deep sense of appreciation for the commitment displayed by all employees during the year.

On behalf of the Board of Directors
For **RAMSARUP INDUSTRIES LTD.**

Aashish Jhunjunwala
Managing Director
DIN : 00351451

Place : Kolkata
Dated : 18.05.2017

Annexure - A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2017

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

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L65993WB1979PLC032113
ii)	Registration Date	09 / 07 / 1979
iii)	Name of the Company	Ramsarup Industries Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non Government Company.
v)	Address of the Registered office and contact details	7C, Kiran Shankar Roy Road, Hastings Chambers, 2nd Floor, Room No. 1, Kolkata – 700001 Emailld:company@ramsarup.com
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Mr. S.P Guha, Head Kolkata operation, Link Intime India Private Limited. Address 59C, chowringhee road, 3rd floor, Kolkata 700020. Phone no: 033 22890540

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Generation of Energy through wind mills	351	90.67 %
2	Wire & Steel Division	24311	9.33 %

Note: All the manufacturing plants (Steel & Steel products) are closed.

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sl. No.	Name & Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares	% to total turnover of the company
1					
2					
3					

N A

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

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1557559	0	1557559	4.4402	1557559	0	1557559	4.4402	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	11338053	0	11338053	32.3220	11997559	0	11997559	34.2020	1.880
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	12895612	0	12895612	36.7622	13555118	0	13555118	38.6423	1.880
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	293284	293284	0.8361	0	293284	293284	0.8361	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	293284	293284	0.8361	0	293284	293284	0.8361	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	12895612	293284	13188896	37.5983	13555118	293284	13848402	39.4783	1.880
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	1521542	0	1521542	4.3375	1521542	0	1521542	4.3375	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	1521542	0	1521542	4.3375	1521542	0	1521542	4.3375	0
2. Non-Institutions									
a) Bodies Corp.	4051392	150	4051542	11.5499	2740002	150	2740152	7.8115	-3.7384
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	9811871	4225	9816096	27.9832	9868770	4255	9873025	28.1455	0.1623
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4753177	0	4753177	13.5501	5318116	0	5318116	15.1606	1.6105
c) Others (specify)	-	-	-	-					-
Clearing Member	199632	0	199632	0.5691	244726	0	244726	0.6977	0.1286
Trust	1600	0	1600	0.0046	1600	0	1600	0.0046	0
NRIs	386537	0	386537	1.1019	276710	0	276710	0.7888	-0.3131
NRN	47352	0	47352	0.1350	33326	0	33326	0.0950	-0.0400
HUF	1112106	0	1112106	3.1703	1220881	0	1220881	3.4804	0.3101
Sub-total (B)(2):-	20363667	4375	20368042	58.0642	19704131	4405	19708536	56.1841	-1.8801
Total Public Shareholding (B)=(B)(1)+ (B)(2)	21885209	4375	21889584	62.4017	21225673	4405	21230078	60.5217	-1.8800
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	34780821	297659	35078480	100.0000	34780791	297689	35078480	100.0000	

ii) Shareholding of Promoters: (including Promoter Group or Person Acting in concert)

a) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Aashish Jhunjunwala	1512971	4.3131	3.8640	1512971	4.3131	3.8640	0
Total		1512971	4.3131	3.8640	1512971	4.3131	3.8640	0

b) Shareholding of Promoter Group or Person Acting in Concert

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Imtihan Commercial Pvt Ltd	5443513	15.5181	4.4187	5443513	15.5181	4.4187	0
2.	Madhumalati Merchandise Pvt Ltd	3055027	8.7091	7.8396	3055027	8.7091	7.8396	0
3.	Naresh Engineers Ltd	1700000	4.8463	4.8463	1700000	4.8463	4.8463	0
4.	N R Mercantiles Pvt Ltd	601278	1.7141	0	601278	1.7141	0	0
5.	Denton Investments Ltd	293284	0.8361	0	293284	0.8361	0	0
6.	Ramsarup Investments Ltd	278265	0.7933	0.7925	278265	0.7933	0.7925	0
7.	R.A.V. Dravy Pvt Ltd	195000	0.5559	0.5559	854506	2.4360	0.5559	1.8801
8.	Ramsarup Vyapaar Ltd	64970	0.1852	0.1852	64970	0.1852	0.1852	0
9.	Advay Jhunjunwala	20220	0.0576	0	20220	0.0576	0	0
10.	Navin Gupta	13350	0.0381	0	13350	0.0381	0	0
11.	Shashi Lohia	2608	0.0074	0	2608	0.0074	0	0
12.	Aashish Jhunjunwala(HUF)	2250	0.0064	0	2250	0.0064	0	0
13.	Sharda Devi	2160	0.0062	0	2160	0.0062	0	0
14.	Vikash Ladia	2000	0.0057	0	2000	0.0057	0	0
15.	K Gopinath	1200	0.0034	0	1200	0.0034	0	0
16.	Satyajit Sharma	800	0.0023	0	800	0.0023	0	0
Total		11675925	33.2852	18.6382	12335431	35.1653	18.6382	1.8801

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

Shareholder's Name	Shareholding at the beginning of the year		Change			Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	Date	Increase/ Decrease	Reason of Change	No. of Shares	% of total Shares of the company
R.A.V. Dravya Pvt Ltd.,							
At the beginning of the year	195000	0.5559					
			20.12.2016	659506	Transfer of shares by IARC Pvt Ltd., which was held by them due to sale of loan by Allahabad bank. Loan transferred to IARC Pvt Ltd., was settled by RAV Dravya Pvt Ltd. Settlement terms included transfer of shares of M/s. Ramsarup Industries Ltd., to the company.	659506	1.8801
At the end of the year	854506	2.4360		659506			

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

Sl. No.	Name of Top Ten shareholder	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	IDBI Bank Ltd	1118814	3.1895			-	1118814	3.1895
2	Vedic Hotels Limited	572995	1.6335			-	572995	1.6335
3	IFCI Limited	289172	0.8244			-	289172	0.8244
4	Brijmohan Ketan Kumar Manadhaniya(HUF)	223000	0.6357			-	223000	0.6357
				01.07.2016	328000	Transfer	551000	1.5708
				15.07.2016	-50	Transfer	550950	1.5706
				29.07.2016	-207898	Transfer	343052	0.9780
				05.08.2016	-43052	Transfer	300000	0.8552
				12.08.2016	-77000	Transfer	223000	0.6357
				07.10.2016	2000	Transfer	225000	0.6414
				30.12.2016	5770	Transfer	230770	0.6579
				06.01.2017	230	Transfer	231000	0.6585
				27.01.2017	1000	Transfer	232000	0.6614
				10.02.2017	2000	Transfer	234000	0.6671
	At the end of the year						234000	0.6671
5	Ninja Securities Pvt Ltd	0	0			-	0	0
				01.07.2016	130000	Transfer	130000	0.3706
				15.07.2016	15050	Transfer	145050	0.4135
				22.07.2016	-12799	Transfer	132251	0.3770
				29.07.2016	41601	Transfer	173852	0.4956
				05.08.2016	20000	Transfer	193852	0.5526
				12.08.2016	15000	Transfer	208852	0.5954
				19.08.2016	19875	Transfer	228727	0.6520
				23.09.2016	50	Transfer	228777	0.6522
				30.09.2016	29	Transfer	228806	0.6523
				14.10.2016	-1118	Transfer	227688	0.6491
				06.01.2017	-3020	Transfer	224668	0.6405
				03.02.2017	2450	Transfer	227118	0.6475
				24.02.2017	2013	Transfer	229131	0.6532
	At the end of the year						229131	0.6532
6	Lend Lease Company (India) Ltd	215000	0.6129			-	215000	0.6129
7	Globe Capital Market Ltd	6278	0.0179				6278	0.0179
				10.02.2017	203700	Transfer	215000	0.6129
	At the end of the year						215000	0.6129
8	Unison Hotels Ltd	189221	0.5394			-	189221	0.5394
9	Caetano Felipe Mesquita Saldanha	180000	0.5131			-	180000	0.5131
10	Pawan Kumar Kejriwal	175000	0.4989			-	175000	0.4989
11	International Asset Reconstruction Co Pvt Ltd	1600000	4.5612				1600000	4.5612
				27.05.2016	-18032	Transfer	1581968	4.5098
				10.06.2016	-10046	Transfer	1571922	4.4812
				17.06.2016	-5000	Transfer	1566922	4.4669
				30.06.2016	-893715	Transfer	673207	1.9191
				12.08.2016	-4050	Transfer	669157	1.9076
				19.08.2016	-9601	Transfer	659556	1.8802
				26.08.2016	-50	Transfer	659506	1.8801
				02.12.2016	-659506	Transfer	0	0
	At the end of the year						0	0
12	Yes Equities Pvt Ltd	203700	0.5807				203700	0.5807
				10.02.2017	-203700	Transfer	0	0
	At the end of the year						0	0

v) **Shareholding of Directors and Key Managerial Personnel:**

Shareholder's Name	Shareholding at the beginning of the year		Change			Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	Date	Increase/ Decrease	Reason of Change	No. of Shares	% of total Shares of the company
Aashish Jhunjunwala							
At the beginning of the year	15,12,971	4.3131					
At the end of the year	15,12,971	4.3131					

v) **Indebtedness (Figures in Crores):**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1894.62	154.58	-	2049.20
ii) Interest due but not paid	1140.68	191.38	-	1332.06
iii) Interest accrued but not due				
Total (i + ii + iii)	3035.30	345.96	-	3381.26
Change in Indebtedness during the financial year				
• Addition (Interest & Capital)		4.07	-	4.07
• Reduction		5.31	-	5.31
Net Change		1.24	-	1.24
Indebtedness at the end of the financial year:				
i) Principal Amount	1894.62	153.34	-	2047.96
ii) Interest due but not paid	1140.68	191.38	-	1332.06
iii) Interest accrued but not due				
Total (i + ii + iii)	3035.30	344.72	-	3380.02

Interest on all the Borrowings from Banks and Financial Institutions has been provided up to June 2014 at the specified rates but no provision has been made in the Accounts for the period from 1st July, 2014 to 31st March, 2017 amounting to Rs.1700.15 Crores and to this extent the Loss in the Financial Statements and Liability to the Banks for the year is understated. Consequently the indebtedness has been lower by similar amount.

vi) **Remuneration of Directors and Key Managerial Personnel:**A. **Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SI No	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs)
		CMD	WTD		
1.	Gross salary	No Salary has been drawn by CMD / Directors.			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2.	Stock Option			NA	
3.	Sweat Equity			NA	
4.	Commission - as % of profit - others, specify...			NA	
5.	Others, please specify			NA	
	Total (A)				
	Ceiling as per the Act				

B. Remuneration to other directors:

SI No	Particulars of Remuneration	Name of Directors			Total Amount (Rs)
1.	Independent Directors Fee for attending board / committee meetings Commission Others, please specify	There are no Independent Directors / Non-Executive Directors in the company as the company was in BIFR before repealment of SICA. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. Due to the above situation company is facing difficulty in inducting Independent Directors on the Board. Hence not applicable.			
Total (1)					
2.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify				
Total (2)					
Total (B)=(1+2)					
Total Managerial Remuneration					
Overall Ceiling as per the Act		No sitting fees /committee meeting fees / commissions has been paid to other Director.			

C. Remuneration To Key Managerial Personnel Other Than MD/MANAGER/WTD:

SI No	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	Gross salary	There is no KMP except for MD.		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	NA		
3	Sweat Equity	NA		
4	Commission - as % of profit - others, specify.	NA		
5	Others, please specify	NA		
Total				

vii. Penalties / Punishment/ Compounding of Offences:

There were no penalties / punishment / compounding of offence against the Company's Directors and other Officers in default under the Companies Act, 2013, during the year ended 31st March, 2017.

Annexure - B

The observations / qualifications made by the Statutory Auditors in their report for the year under review.

Auditors Basis for Qualified opinion

- 1) The Company has four manufacturing units at Kalyani, Shyamnagar, Kharagpur, and Durgapur, all of which are under the suspension of work for the last few years and they are under the symbolic / physical possession of lenders due to default of outstanding dues. Physical verifications of fixed assets and inventories could not be conducted by the management. We have also not been able to obtain sufficient appropriate audit evidences (SAAE) in respect of existence and valuation of fixed assets and inventories lying at these factories.
- 2) (a) Since manufacturing activity in the company has been suspended in all its units (except generation of power in wind mills at Dhule, Maharashtra). There are indications which suggest impairment in the value of Plant & Machinery and other Fixed Assets of the company which has not been done.
(b) Windmill at Dhule, financed by IREDA. In view of possession taken under SARFEASI ACT the wind mill financed by IREDA has been auctioned by the lender to M/s. Suzlon Global Services Limited and sale certificate has been issued to them. Meanwhile the company has filed an SA and IA challenging the above auction. The company is still receiving power generation report on daily basis from M/s. Suzlon Global Services Limited who were carrying on O&M services of the wind mill for the company.
- 3) Borrowings from banks and financial institutions have been classified as non performing assets (NPA) by the lenders. No balance confirmation of the outstanding dues could be obtained nor any bank statement has been provided by them. In absence of the same, we are unable to confirm the accuracy of the balances appearing in the books of account. As the borrowings have been considered NPA, no interest has been charged by the banks since then. The company has not provided interest on these borrowings from 1st July 2014 to 31.03.2017 which amounts to Rs. 1700.15 Crores (previous period Rs. 998.96 from 1st July, 2014 to 31st March, 2016).
- 4) The net worth of the company has been fully eroded and therefore the company had filed an application before the Ld. BIFR which was pending. SICA 1985 has been repealed by virtue of which Ld. BIFR has been abolished. The Company's ability to continue the business as going concern is significantly dependent upon any scheme that may be cleared under the aegis of the NCLT.
- 5) As explained to us although necessary Security / Watch & Ward arrangements have been made for safety of the plant by the company, its lenders and/or ARC at its various suspended manufacturing units yet precautionary safety action against risk of fire, burglary or natural calamity needs to be taken.

Qualified Opinion :-

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the basis for qualified opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India :

- a) in the case of the Balance Sheet, of the State of the affairs of the Company as at 31st March 2017.
- b) in the case of the Statement of Profit & Loss, of the Loss for the year ended on that date.
- c) in the case of Cash Flow Statement, of the Cash Flow for the year ended on that date.

Management Response :

- 1&2 (a) Security / watch & ward of the plant is being maintained by the Company. Banker's / ARC's have been getting asset valuation report done from time to time. Impairment, if any will be accounted for at the relevant time and will form part of the application / revival package under the provision of IBC, 2016 before Hon'ble NCLT, Kolkata.
2(b) The company has challenged the action of IREDA of the auction of wind mill before Ld. DRT, Aurangabad and the matter is sub-judiced. The company is confident of getting the order in its favour. Wind power generation is still continuing and reports of the same are being sent to the company on daily basis.
3. Since the Banks / FI accounts against the various facilities have become NPA the Bankers do not provide statement of accounts and confirmation / certificates in relation to various facilitation. However the Company had been providing interest and other charges on the accounts as per last sanctioned limit till June, 2014. There may be differences between the bank balance & Company's balance due to estimation. Company is not expecting any major variation between the outstanding of the lenders & the company. There was no difference between the outstanding of the banks and Company as on the date of NPA. Company has debited nearly Rs. 1325 crores on account of interest since the account has turned NPA. Impact of past and future interest if any will form part of the application and package under the provision of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival.
4. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. The company is confident of rescheduling its debts / settlement and in the light of continued support of the group and by the ARC's / FI's / Banks, the Company is confident of its revival under the provisions of IBC.
5. Security has been provided to avoid burglary. ARC's / Banker's have taken / are in the process of taking insurance policies for fire and any other natural calamities.

Annexure - C

Form No. MR-3

FOR THE PERIOD FROM APRIL 1, 2016 TO MARCH 31, 2017 ('AUDIT PERIOD')

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

To,
The Members
Ramsarup Industries Limited

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015) ;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period)
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted / propose to delist its equity share from any stock exchange during the financial year under review); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not bought back / propose to buy back its securities during the financial year under review).

- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the Management – Management has represented that since all the manufacturing units of the Company are under suspension of work, no specific law is applicable to the Company, during the period.

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

- (i) Secretarial Standards with regards to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by ICSI.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange, SEBI LODR.

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

1. Key Managerial Personnel: The Company has not appointed Company Secretary and CFO as Key Managerial Personnel which is not in compliance with the provision of section 203 of the Act.
2. Composition of Board: The Board of Director of the Company comprised of 3 members one of them is the Chairman & Managing Director and other 2 are Executive Directors. Since the Company has no Non-Executive Director, no Woman Director and no Independent Director the composition of Board is not in compliance with the provision of section 149 and other related provisions of the Act and is also not in compliance with Regulation 17(1) and other related provisions if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Independent Director: The Company has not appointed any Independent Director in terms of provisions of Section 149(4). Since the Company has not appointed any Independent Director it has not complied with provisions of sections 149(6) to 149(13), 177, 178, Schedule IV and any other related provisions of the Act and also the non-compliance of the related provisions, of LODR.
4. Woman Director: The Company has not appointed a Woman Director in terms of second proviso to clause (b) to sub section (1) to section 149 of the Act and Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Committee: Though there is an Audit Committee and Nomination & Remuneration Committee in the Company, their constitution is not in compliance with the provisions of section 177 & 178 of the Act as there are no Independent Director. Further in the Stakeholder Relationship Committee, the chairman is an Executive Director which is not in compliance with the related regulation of SEBI LODR.
6. CEO & CFO Certification : Since the Company does not have any CFO, there is non-compliance of Regulation 17(8) of SEBI LODR 2015.
7. Though SEBI LODR was applicable to all Listed Companies w.e.f 01/12/2015, the Company has not formulated any of the following policies :
 - a) Nomination & Remuneration Policy.
 - b) Performance Evaluation Policy on Directors.
 - c) Policy for Determination of Materiality of Events.
 - d) Policy for preservation of documents/ Archival Policy.
 - e) Board Diversity Policy.
 - f) Familiarization Programme for Independent Directors .
8. Internal Auditor: The Company has not appointed any Internal Auditor which is not in compliance with section 138 and other related provisions of the Act.
9. Website: Though the Company has its website, it is not maintained as per the Regulation 46 of SEBI (LODR).
10. The Company has not paid Annual Listing Fees to the Stock Exchanges.

Management Responsibility:

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

We further report that:

The Board of Directors of the Company is not duly constituted as all the directors are Executive and there is no Independent Director and Woman Director.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, of the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that as all the manufacturing units of the company are under suspension of work, the systems and processes in the company generally do not commensurate with the size to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- i. All the manufacturing units of the Company are under suspension of work except the Windmill at Dhule for the last few years and they are under symbolic/physical possession of lenders due to default of payment of the outstanding loans.
- ii. Borrowings from Banks & Financial institutions have been classified as Non Performing Assets by the lenders.
- iii. The net worth of the Company has fully been eroded and therefore the Company had filed an application to Board for Industrial and Financial Reconstruction (BIFR) which was pending. SICA Act 1985 has been repealed w.e.f 01.12.2016 Ministry of Corporate Affairs, Government of India has implemented Insolvency & Bankruptcy Code 2016 dated 01.12.2016. The Company is in process of making application with NCLT.
- iv. Since the Company has defaulted in repayment of loans/liabilities of its Secured/ Unsecured Creditors various notices have been received and cases have been filed/pending against the Company and its Directors/Officers and the Company has represented that it has filed the reply thereon or are in the process of taking the due course of action thereon.

For D.Raut & Associates
Company Secretary in Practice

Debendra Raut
Proprietor
ACS No. 16626
CP No. 5232

Place : Kolkata
Dated : 18.05.2017

Annexure - D

Management Response to observation made in the Secretarial Audit Report:

1. **With regards to points no. 2, 3, 4, 5 & 7(b), 7(e), 7(f) i.e. composition of the Board, appointment of Woman Director, Independent Director and Constitution of Committees and other general points-** The Board of Director comprise of 3 Directors all of whom are executive leading to non-compliance of the clause which requires that at least 50% of the Board should comprise of Non-executive directors and 50% of the Board should also comprise of Independent Director, if Chairman is executive director. The Company had been registered with BIFR. Though the hearings before the BIFR were taking place, however, pursuant to SICA Repeal Act, 2003 and coming into force of the Insolvency & Bankruptcy Code, 2016, all the pending proceedings before BIFR / AAIFR stood abated and time was given to such companies, whose references / appeals have been abated, may file reference within 180 days from the date of the commencement of IBC i.e. from 01.12.2016. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. For this reason company is facing difficulty in complying with above requirement.
2. **Regarding point no. 1 & 6 - for appointment of Company Secretary and CFO as Key Managerial Personnel-** The management shall take necessary steps for their appointment once manufacturing activities of the company commence.
3. **Regarding point no. 7 (a), (c), (d) & 9 –** all the manufacturing activities of the company are closed and there are no senior employees in the company. Directors are not drawing any salary, hence there is no Nomination and Remuneration Policy.
Due to no activity in the company no policy for Determination of Materiality of events and preservation of documents/ Archival policy has been framed. Once activities of the company commence necessary compliances will be made.
Necessary disclosure will be made on the website once above compliances / policies have been carried out / framed.
4. **Regarding Point no. 8 – regarding appointment of Internal Auditor-** There is no production and all manufacturing facilities of the company are under suspension. There is hardly any turnover in the company. Hence internal auditor has not been appointed.
5. **Regarding Point No. 10 - regarding Listing Fees-** The Company is taking steps to make payment of Annual Listing Fees.

Report on Corporate Governance

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance ensures a mechanism of observance which in turn ensures that the Management empowered with the ultimate decision making abilities, is using utmost care and is responsible enough to safeguard the stakeholders' aspirations and expectations. Good governance can be achieved only if it is embedded as part of the corporate culture in the Organisation. Good corporate governance is a continuing exercise and it or the lack of it can have an impact on the entire organization and its business activities as a whole. Hence the Company's activities are carried out in accordance with good corporate practices and are constantly striving to improve upon the same. The Company is always in compliance with all the procedures and stipulations as directed by Companies Act and other statutory legislations and the Listing Agreements.

2. BOARD OF DIRECTORS

➤ Composition

The total strength of your Board of Directors as on 31st March, 2017 is Three members consisting of one Managing Director and two executive directors leading to non-compliance of the clause which requires that at least 50% of the Board should comprise of Non-executive directors and 50% of the Board should also comprise of Independent Director, if Chairman is executive director. However, the Company had been registered with BIFR and Subsequently the matter had been referred to AAIFR and AAIFR set aside the impugned order and remand the matter back to BIFR with direction to consider the submission of all the parties and pass order afresh after giving specific finding through a reasoned order. Though the hearings before the BIFR were taking place, however, pursuant to SICA Repeal Act, 2003 and coming into force of the Insolvency & Bankruptcy Code, 2016, all the pending proceedings before BIFR / AAIFR stood abated and time was given to such companies, whose references / appeals have been abated, may file reference within 180 days from the date of the commencement of IBC i.e. from 01.12.2016. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. Due to the above situation company is facing difficulty in inducting Independent Directors on the Board. For the same reason Company has not been able to appoint a Woman Director.

None of the Directors on the Board is a Member of more than ten Committees or a Chairman of more than five Committees, across all the companies in which he is a Director. Further, all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time director in any listed company, then they do not serve as independent director in more than three listed companies. All the Directors have furnished a notice of disclosure of interest as specified under Section 184(1) of the Companies Act, 2013. The Company maintains Register of Contracts and details of companies and firms in which Directors are interested as provided under Section 189 of the said Act.

Composition of the Board of Directors and their shareholding as on 31st March, 2017

Name	Designation	No. of Outside Directorship Held **	No. of outside committee position held #		No. of Equity Shares held in the company
			Member	Chairman	
Mr. Aashish Jhunjhunwala	Chairman/Managing Director	3	-	-	15,15,221
Pradip Kumar Das	Director	2		-	-
Shambhu Nath Kairi	Director	1		-	-

** Excludes Directorships in Private / Foreign Companies and Companies U/s 25 of the Companies Act 1956.

Represents Membership/ Chairmanship of Audit committee, and Shareholders' / investors Grievance committee of the companies. This does not include membership/chairmanship in committees of Directors of Ramsarup Industries Limited.

Summary of Composition of the Board of Directors

Directors	Number
Executive	Three
Non Executive	Nil

➤ Attendance of the Directors at the Meeting of the Board and at the last AGM

S. No.	Name of the Directors	No. of Board Meeting held	No. of Board Meeting attended	Whether attended the last AGM held on 27/09/2016
1	Mr. Aashish Jhunjhunwala	4	4	Yes
2	Mr. Pradip Kumar Das	4	4	No
3	Mr. Shambhunath Kairi	4	4	No

➤ Meeting of the Board of Directors

The dates of the Board Meeting are fixed in advance and accordingly intimation is sent to the Board Members. During the year under review, 4(four) Board meetings were held on 03/05/2016, 12/08/2016, 12/11/2016 and 10/02/2017. The maximum time gap between any two board meetings was within the maximum allowed gap of 120 days.

- Disclosure of relationship between Directors inter-se:-There is no relationship among the Directors.
- No. of Shares and Convertible instruments held by Non-Executive Directors: Nil
- Web link where details of familiarisation programmes imparted to Independent Directors is disclosed:-Since the Company has no Independent Director, this is not applicable.

3. AUDIT COMMITTEE

➤ Terms of Reference for Audit Committee

The Terms of Reference of Audit Committee is in accordance with Section 177 of the Companies Act 2013 and also include the power as laid out in Regulation No. 18(1), 18(2) & 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It includes the following :-

- Effective supervision of financial reporting process.
- Ensuring completeness of coverage, accurate, timely and proper disclosure of financial reporting.
- Review of annual, half yearly & quarterly financial results before submission to the Board.
- Discussion with statutory auditor on the scope of audit, general observations, significant finding and follow up thereon.
- Recommending the appointment of statutory auditor and their fees.
- Review of foreign exchange exposures.
- Review of related party transactions.

➤ Constitution of Audit Committee

The Audit Committee has been constituted in line with the provisions of Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also meets the requirement of Section 177 of the Companies Act, 2013. The members of the Committee are directors of the Company.

The members of Audit Committee as on 31st March 2017 are as follows:

Name	Designation
Mr. Aashish Jhunjhunwala	Chairman
Mr. Pradip Kumar Das	Member
Mr. Shambhunath Kairi	Member

➤ Meeting of the Audit Committee

The dates of the Audit Committee Meeting are fixed in advance and accordingly intimation is sent to the Audit Committee Members. During the year under review, 4 (four) Audit Committee Meetings were held on 03/05/2016, 12/08/2016, 12/11/2016 and 10/02/2017. The time gap between any two meetings was less than 4 months.

Director	Audit Committee Meetings held and attended
Mr. Aashish Jhunjhunwala	4
Mr. Pradip Kumar Das	4
Mr. Shambhunath Kairi	4

4. NOMINATION AND REMUNERATION COMMITTEE

The Company has not constituted a Nomination and Remuneration Committee and has not complied with the provisions of Section 178 of the Companies Act, 2013 & Regulation No. 19(1) & 19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of formation of Nomination & Remuneration Committee. However no remuneration was paid to the Managing Director or any other Director during the year. The Company was also of the view that there will be no appointments at the Board or management level.

5. REMUNERATION OF DIRECTORS

No salary has been drawn by the Managing Director and other Directors during the year. No sitting fee has also been paid for attending Board meetings and Committee meetings.

6. STAKEHOLDER GRIEVANCE COMMITTEE**➤ Terms of Reference of the Committee**

The Terms of Reference of the Stakeholders Grievance Committee is in accordance with Section 178 of the Companies Act, 2013. The primary function of the Committee is to address investor's and stakeholders' complaints pertaining to transfers/transmission of shares, non-receipt of dividend and only other related matters as prescribed under section 178 of the Companies Act, 2013.

The company has delegated powers of share transfer/Split/Consolidation of Share Certificate to "Link Intime India Private Limited", Registrar and Share Transfer Agent, 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020 for physical and demat segment. All queries for shares held in physical form only pertaining to transfer/transmission, change in address bank mandate / ECS credit of dividend, nomination forms, loss of shares, issue of duplicate shares may be forwarded to the share transfer agent at the above address to the kind attention of Mr. S.P. Guha who in turn recommend the cases for approval of the Committee. For any assistance from the Company Members may contact the Secretarial Department of the Company at the Registered office of the Company at 7C, Kiran Shankar Roy Road, "Hastings Chambers", 2nd Floor, Room No. 1, Kolkata – 700 001 or to the Registrar and Share Transfer Agent. The Company periodically reviews the operations of the share transfer agents and efficiency and effectiveness of services at regular intervals.

➤ Constitution of Stakeholder Grievance Committee

The Stakeholders Grievance Committee comprises of following members as on 31st March 2017 :

Name	Designation
Mr. Aashish Jhunjhunwala	Chairman
Mr. Pradip Kumar Das	Member
Mr. Shambhunath Kairi	Member

The Committee reviews the status of complaints received and redressal thereof. The shareholders/investors can register shares related complaints, if any, in the e-mail Id – company@ramsarup.com designated exclusively for this purpose.

➤ Name and Designation of Compliance Officer

Mr.Aashish Jhunjhunwala
Chairman cum Managing Director
7C, Kiran Shankar Roy Road, "Hastings Chamber",
2nd Floor, Room No. 1,
Kolkata-700 001

➤ Status of complaints for the period from 01-04-2016 to 31-03-2017

Complaints pending as on 1st April, 2016	0
Number of complaints received	0
Number of complaints attended to/resolved	0
Complaints pending as on 31st March, 2017	0
Number of share transfer pending for approval as on 31st March,2017	-

➤ **Meeting of the Stakeholders Grievance Committee**

During the year under review, 2 (Two) Stakeholders Grievance Committee Meetings were held on 05/07/2016 and 10/02/2017.

Director	Stakeholders Grievance Committee Meetings attended
Mr. Aashish Jhunjhunwala	2
Mr. Pradip Kumar Das	2
Mr. Shambhunath Kairi	1

7. GENERAL BODY MEETINGS

➤ **Particulars of Annual General Meetings (AGM) held during the three previous years**

Date	Venue	Special Resolutions Passed
27th September 2016 at 10.00 A.M.	Rotary Children's Welfare Trust (Rotary Sadan) in Shripati Singhanian Hall, 94/2, Chowringhee Road, Kolkata – 700020	None
30th September 2015 at 10.00 A.M.	Uttam Mancha – KMC, 10/1/1, Manohar Pukur Road, Kolkata- 700026	None
30th September, 2014 at 10:00 A.M.	Rotary Children's Welfare Trust (Rotary Sadan) in Shripati Singhanian Hall, 94/2, Chowringhee Road, Kolkata – 700020	i. Special Resolution passed under section 180(1)(c) of the companies Act, 2013. ii. Power to create charges under section 180(1)(a) of the Companies Act, 2013.

➤ **Postal Ballot**

During the year, no approval of shareholders was taken through Postal Ballot.

8. MEANS OF COMMUNICATION

➤ **Quarterly Financial Results**

The quarterly unaudited financial results of the Company are announced within 45 days of the end of respective quarter and the audited financial results are announced within 60 days of the end of financial year. The results are published in one English Newspaper and a vernacular (Bengali) Newspaper. The results are also promptly forwarded to stock exchanges in which the shares of the Company are listed. Annual Report is circulated to members and others entitled thereto. Corporate Governance Report forms a part of the Annual Report.

Details of the Announcement of the Financial Results quarter wise from April, 2016 to March, 2017 and Financial Year ended 31st March, 2017.

Description	Date
Unaudited Financial Results for the quarter and half year ended on June 30, 2016	August 12, 2016
Unaudited Financial Results for the quarter and nine months ended on September 30, 2016	November 12, 2016
Unaudited Financial Results for the quarter ended on December 31, 2016	February 10, 2017
Audited Financial Results for the quarter and year ended on March 31, 2017	May 18, 2017

➤ **Website**

The Company's website www.ramsarup.com provides a separate section for the investors where relevant shareholders information is available.

- News Release:- No news has been released by the Company except Financial results / Board Meeting etc.
- Presentations made to Institutional Investors:-No presentation has been made to Institutional Investors.

9. GENERAL SHAREHOLDERS' INFORMATION

➤ Date, time and Venue of Annual General Meeting

To be held tentatively on 25th September, 2017 at 10 a.m at Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700020

➤ Financial Calendar (tentative and subject to change)

• Financial reporting for the first quarter ending June 30, 2017	On or before 14th August, 2017
• Financial reporting for the second quarter ending September 30, 2017	On or before 14th November, 2017
• Financial reporting for the third quarter ending December 31, 2017	On or before 14th February, 2018
• Audited Results for the year ended March 31, 2018	On or before 30th May, 2018
• Annual General Meeting for the year ended March 31, 2018	On or before 30th September, 2018

➤ Dividend Payment Date: Not Applicable to the Company

➤ Name and address of Stock Exchange in which Company's securities are listed and Code Number

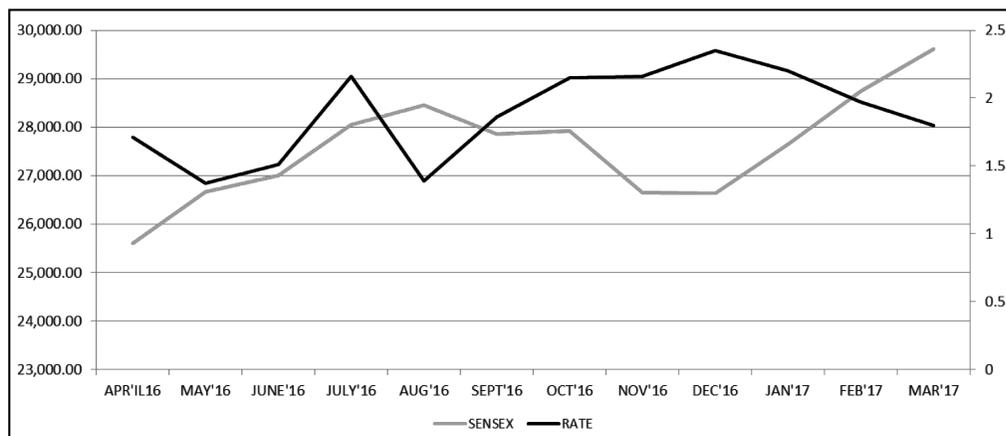
Sl. No.	Stock Exchange	Address	Scrip Code
1.	BSE Limited	Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street Mumbai – 400 001	532690
2.	NSE India Limited	Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	Ramsarup

➤ Market Price Data

Market Price Data: High, Low during each month and trading volumes of the Company's Equity Shares during the last financial year at the Stock Exchange, Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) are given below:

BSE				NSE			
MONTH	HIGH (Rs.)	LOW (Rs.)	NO OF SHARES TRADED DURING THE MONTH	MONTH	HIGH (Rs.)	LOW (Rs.)	NO OF SHARES TRADED DURING THE MONTH
Apr-16	1.98	1.71	31,990	Apr-16	1.75	1.55	12,288
May-16	1.84	1.37	1,15,648	May-16	1.75	1.60	13,813
Jun-16	1.58	1.31	9,41,838	Jun-16	1.70	1.30	1,81,783
Jul-16	2.76	1.45	7,02,200	Jul-16	2.50	1.55	3,75,131
Aug-16	2.06	1.26	4,30,303	Aug-16	2.00	1.35	1,54,878
Sep-16	1.98	1.33	2,25,765	Sep-16	1.70	1.35	1,04,138
Oct-16	2.42	1.77	2,53,442	Oct-16	2.35	1.70	1,00,118
Nov-16	2.19	1.81	78,616	Nov-16	2.20	1.70	65,260
Dec-16	2.36	1.95	2,11,881	Dec-16	2.35	1.90	88,505
Jan-17	2.64	2.05	1,67,201	Jan-17	2.55	2.05	1,08,676
Feb-17	2.27	1.91	1,50,012	Feb-17	2.35	1.95	66,669
Mar-17	2.08	1.69	1,36,532	Mar-17	2.10	1.75	84,865

- Performance in comparison to broad-based indices such as bse, sensx, crisil index, etc.



- **Suspension of Securities, if any:-No suspension of securities has been done by the exchanges.**

- Registrar to an issue and Share transfer agent

M/s. S.P. GUHA, HEAD- KOLKATA OPERATION LINK INTIME INDIA PVT LIMITED.
59C, CHOWRINGHEE ROAD, 3RD FLOOR,
KOLKATA 700020.

Tel : 033- 22890540

Fax : 033-22890539

Websit : www.ramsarup.com

E-mail : kolkata@linkintime.co.in

- **Share Transfer System**

The company has in place a proper and adequate share transfer system. Link Intime India Pvt Ltd., the Registrar and Share Transfer Agent of the Company was appointed to ensure that the share transfer system is maintained in physical as well as electronic form.

- Distribution of shareholding as on 31st March, 2017

Sl. No.	No. of Equity Shares held	No. of Folios	No. of Shares	Percentage of Shareholding
1.	1 to 500	13008	2187186	6.2351
2.	501 to 1000	1897	1610499	4.5911
3.	1001 to 2000	1223	1911947	5.4505
4.	2001 to 3000	460	1189910	3.3921
5.	3001 to 4000	213	767168	2.1870
6.	4001 to 5000	220	1043779	2.9756
7.	5001 to 10000	333	2446959	6.9757
8.	10000 & above	279	23921032	68.1929
	Total :-	17633	35078480	100.0000

➤ Shareholding Pattern of Equity Shares as on 31st March 2017

Sl No	Category	No of Folios	%of Folios	No of Shares Held	%of Share Holding
1	Promoter/Directors/Relatives & Person acting in concert	17	0.09	13848402	39.478
2	Mutual Fund & UTI	–	–	–	–
3	Banks, Financial Institutions, Insurance Companies	3	0.02	1521542	4.338
4	Fiis	–	–	–	–
5	NRIs/OCBs	90	0.51	310036	0.884
6	Body Corporate	354	2.01	2986478	8.514
7	Public	17169	97.37	16412022	46.786
	Total	17633	100.00	35078480	100.000

➤ Dematerialization of Shares and Liquidity as on 31st March, 2017

The Shares of the company are compulsorily traded in dematerialized form and are available for trading under both the depository systems in India-NSDL (National Securities Depository Ltd.) and CDSL [Central Depository Services (India) Limited]. Under Depository system the International Securities Identification Number (ISIN) allotted to the Company's Equity Shares is INE005 D01015.

SHARES HELD IN ELECTRONIC FORM

Shareholders holding shares in electronic form may please note that:

- Instructions regarding bank details which they wish to have incorporated in future dividend warrants must be submitted to their Depository Participants (DP). As per the regulations of NSDL and CDSL, the Company is obliged to print bank details on the dividend warrants, as furnished by these Depositories to the Company.
- Instructions already given by them for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.
- Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.
- The Company provides ECS facilities for shares held in electronic form and shareholders are urged to avail of this facility.

NSDL / CDSL / Physical Summary Report as on 31st March, 2017.

S. No.		Holders	No. of Shares	Percentage of shareholdings
1	Physical	28	297689	00.85
2	NSDL	10280	26604369	75.84
3	CDSL	7325	8176422	23.31
	Total	17633	35078480	100.00

➤ Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity - Nil

➤ Commodity price risk or foreign exchange risk and hedging activities;

All manufacturing plants of the company is under suspension, hence there is no risk of commodity price and foreign exchange. There is no requirement for hedging too.

➤ Plant Location

(1) Ramsarup Industrial Corporation Plot 6 & 7, Block D, Kalyani Industrial Area, Nadia, West Bengal	(2) Ramsarup Utpadak 68, East Ghosh Para Road, Athpur Shyamnagar, 24 Parganas (North) , West Bengal.
(3) Ramsarup Nirmaan Wires Gopalpur, P.S. – Kanksha, Durgapur, Burdwan	(4) Ramsarup Lohh Udyog Sahachawk, Tata Metalik Road P.O. Rakhajungle, Dist: Paschim Midnapore Kharagpur-721301.

(5) Ramsarup Vidyut R.S.No. 481, 482 and 487, Village : Khori, Taluka : Sakri, District : Dhule, Maharashtra	(6) Ramsarup Infrastructure 7C, Kiran Shankar Roy Road, Hastings Chambers, 2nd Floor, Room No. – 1, Kolkata – 700 001.
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➤ **Address for correspondence**

7C, Kiran Shankar Roy Road,
Hastings Chambers, 2nd Floor, Room No.-1, Kolkata- 700 001
E-mail: company@ramsarup.com

➤ **Details Of Unclaimed Shares as on 31st March, 2017**

Pursuant to Regulation 39 of SEBI (LODR Regulations), the details of Shares issued pursuant to initial public issue of the Company which remains unclaimed and are lying in the Escrow Account as on 31st March 2017 are as follows:

Year	Opening Balance as on 01/04/2016		Cases disposed off during the Financial Year 2016-17		Closing Balance as on 31.03.2017	
	No. of cases	No. of Shares	No. of cases	No. of Shares	No. of cases	No. of Shares
2016 -2017	12	1269	–	–	12	1269

➤ **Information of Changes of Address, Bank details, Nomination etc.**

All the members are requested to notify immediately any change in their address, bank mandates and nomination details to the company. Members holding shares in electronic segment are requested to notify the change of address, Bank details, Nominations etc. to the depository participants (DP) with whom they are having client account for effecting necessary corrections.

➤ **Terms of Redemption of Preference Shares**

- The Company had issued 13,00,000, 5% Redeemable Cumulative Preference Shares of Rs. 10 each on 31.03.2003 to be redeemed at any time between 6th and 10th year and was due for redemption on or before 31.03.2013. Due to financial crunch, the period of redemption was extended with the approval of 5% Redeemable Cumulative Preference Shareholders for 2 years i.e. was to be redeemed on or before 30.03.2015. Due to financial crunch, the period of redemption was extended with the approval of 5% Redeemable Cumulative Preference Shareholders for 1 year i.e. was to be redeemed on or before 29.03.2016. Further, due to financial crunch, the period of redemption was extended with the approval of 5% Redeemable Cumulative Preference Shareholders for 1 year i.e. was to be redeemed on or before 28.03.2017. However, due to further financial crunch, 5% Redeemable Cumulative Preference Shares, only one shareholder who is holding all the shares has given his/her consent for extension of redemption of Preference Shares for a period of 1 year i.e. to be redeemed on or before 27.03.2018 on exiting terms & conditions.
- 31,60,000 - 4% Redeemable Cumulative Preference Share of Rs 10/- each fully paid up were allotted on 24-09-2004, which was due for redemption at any time between 7th and 8th year from the date of allotment at a premium of Rs 25/- per share and was due to redeemed on 24.09.2012. The Company obtained the consent of Preference share holder in their meeting held on 20.09.2012 to extend the period of redemption upto 23.03.2013. However due to continuing Financial Crunch the company had further obtained the consent of preference Share holders to extend the period of redemption by another period of two years and had become due for redemption on 22.03.2015 on existing terms and conditions. The company has obtained extension consent of the preference share holders to extend the period of redemption by another one year and will now become due for redemption on 21.03.2016. However, due to further financial crunch the company has obtained extension consent of the preference share holders to extend the period of redemption by another one year and will now become due for redemption on 20.03.2017. Further, due to financial crunch the company has obtained extension consent of the preference share holders to extend the period of redemption by another one year and will now become due for redemption on 19.03.2018 on exiting terms and conditions.
- 2,24,99,920 - 5% Redeemable Non Cumulative Preference Share of Rs 10/- each fully paid up were allotted on 31-03-2010, which is redeemable at a premium of Rs 90/- per share at any time within 20th year from the date of allotment

10. OTHER DISCLOSURES

➤ **Company Secretary**

Company does not have full time company secretary.

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE

The Company tries to make compliance of all the rules and regulations under all applicable law. The Company has complied with all the regulations of the Corporate Governance except those mentioned under specific paras.

12. ADOPTION OF DISCRETIONARY REQUIREMENT

The status of adoption of discretionary requirements of Regulation 27(1) as specified under PART E of Schedule II of SEBI (LODR Regulations) is provided below:

- i. **Non-Executive Chairperson's entitlement to maintain Chairman's Office and reimbursement of expenses incurred:** Not Applicable as the Chairperson is Executive.
- ii. **Shareholders' Rights:** As th quarterly and half yearly financial performance including summary of significant events are published in the newspapers, communicated to stock exchange and also posted on the Company's website, the half yearly declaration of financial performance including summary of the significant events in the last six months are not being sent separately to each household of Shareholders.
- iii. **Modified Opinion in Auditors Report:** The Company's financial statement for the financial year contains modified audit opinion.
- iv. **Separate posts of Chairman and Managing Director or CEO:** The Chairman's Office is not separate from that of the Managing Director.
- v. **Reporting of Internal Auditor:** The Company was under BIFR with virtually no operations, hence is not having any Internal Auditor. Once package of revival is cleared under IBC, 2016 by Ld. NCLT, Kolkata and company begins operations, internal auditor will be appointed.

➤ CEO/CFO Certification

* As required by Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from the Managing Director is annexed to this report. However, the Company is not having a CFO since the Company is under BIFR.

Kolkata
Dated : 18.05.2017

Aashish Jhunjunwala
Chairman-cum-Managing
Director & Chief Executive Officer
DIN : 00351451

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

As provided under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel have confirmed compliance with the Code of Conduct for the year ended 31.03.2017.

However due to current financial difficulties, the Company has been registered with BIFR under section 15(1) of SICA 1985. Though the hearings before the BIFR were taking place, however, pursuant to SICA Repeal Act, 2003 and coming into force of the Insolvency & Bankruptcy Code, 2016, all the pending proceedings before BIFR / AAIFR stood abated and time was given to such companies, whose references / appeals have been abated, may file reference within 180 days from the date of the commencement of IBC i.e. from 01.12.2016. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival. Certain listing norms of the Exchanges have been delayed/ could not be complied with. The company is making full effort to comply with the same.

Kolkata
Dated : 18.05.2017

Aashish Jhunjunwala
Chairman-cum-Managing
Director & Chief Executive Officer
DIN : 00351451

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Ramsarup Industries Limited

1. We have examined the compliance of conditions of Corporate Governance by **RAMSARUP INDUSTRIES LTD.**, (“the Company”) for the year ended March 31,2017, as per Regulations 17 to 27, clause (b) to (i) of regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 (‘Listing Regulations’).
2. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor expression of opinion on the financial statement of the company.
3. We conducted our examination in accordance with the Guidance note on Reports or Certificates for Special purposes (Revised 2016) issued by the Institute of Chartered Accountant of India. The Guidance Note requires that we comply with the ethical requirements of the code of Ethics issued by the Institute of Chartered Accountant of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audit and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
4. 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 specified in Regulation 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and Paragraphs C,D & E of Schedule V of the Listing Regulations, as applicable, subject to the following observations:-
 - i) **Key Managerial Personal:** The Company has not appointed Company Secretary and CFO as Key Managerial Personal which is not in compliance with the provision of section 203 of the Act.
 - ii) **Composition of Board:** The Board of Director of the Company comprised of 3 Members one of them is the chairman & Managing Director and other 2 are Executive Directors. Since the Company has no Non-executive Director, No Woman Director and no Independent Director the composition of Board is not in compliance with the provision of section 149 and other related provisions of the Act and is also not in compliance with Clause 49 (II)(A) of Listing Agreement and Regulation 17 of SEBI LODR.
 - iii) **Independent Director:** The Company has not appointed any Independent Director in term of provisions of section 149(4).Since the Company has not appointed any Independent Director It has not complied with provision of section 149(6) to 149(13),177,178 Schedule IV and any other related provisions of the Act and also the non-compliance of Clause 49(II)(A)(2), 49(II)(B)(I) to 49(II)(B)(7), 49(III)(A)(I) & 49(III)(A)(3) ,49(III)(B) and Regulation 17(1)(b), 18(1)(b), 18(1)(d) & 18(2)(b), 19(1)(c), 25(1) to 25(7) of SEBI LODR and other related provisions, if any.
 - iv) **Woman Director:** The Company has not appointed a Woman Director in terms of second proviso to clause (b) to sub section (1) to section 149 of the Act and clause 49(II)(A)(I) of the Listing Agreement and Regulation 17(1)(a) of SEBI LODR.
 - v) **Committee:** Though there is an Audit Committee in the Company, the constitution of the committee is not in compliance with the provision of section 177 of the Act as there is no Independent director. Though there is a Stakeholder Relationship Committee, the chairman of the committee is executive which should be Non-executive Director and is not in compliance with the provision of Section 178(5) of the Act. Though the Company has constituted Nomination & Remuneration Committee this year, there is no Independent Director, hence the same is not in compliance with section 178 of the Companies Act and Regulation 19 of SEBI LODR 2015
 - vi) **CEO & CFO Certification:** Since the Company does not have any CFO; there is non-compliance of Regulation 17(8) of SEBI (LODR) 2015.

- vii) **Internal Auditor:** The Company has not appointed any Internal Auditor which is not in compliance with Section 138 and other related provisions of the Acts.
- viii) **Website:** Though the Company has its website; it is not maintained as per the Regulation 46 of SEBI (LODR).
- ix) **Listing Fees:** The Company has not paid Annual Listing Fees to the Bombay Stock Exchange for the Financial Year 2016-17 and National Stock Exchange for Financial Year 2016-17 & 2015- 16.
- x) **SEBI LODR:** Though it was applicable to all Listed Companies w.e.f. 01/12/2015, but the Company has not formulated any of the following policies:
- Nomination & Remuneration Policy
 - Performance Evaluation Policy on Directors
 - Policy for Determination of Materiality of Events
 - Policy for preservation of documents/ Archival Policy
 - Board Diversity Policy
5. We further state that such compliance is neither an assurance as to the future viability of the company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.
6. **Restrictions on use**
- This Certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **P. K. LILHA & Co.**
Chartered Accountants
Firm Reg. No.: 307008E

CA C. S. Agrawal
Partner
M. No. 059534

Place : Kolkata
Date : 18.05.2017

Independent Auditor's Report

To the Members of
RAMSARUP INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Ramsarup Industries Limited, which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then, ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 on the financial statements.

Basis for Qualified opinion:-

- 1) The Company has four manufacturing units at Kalyani, Shyamnagar, Kharagpur, and Durgapur, all of which are under the suspension of work for the last few years and they are under the symbolic /physical possession of lenders due to default of payment of the outstanding loans. Detail Physical Verifications of fixed assets and inventories could not be conducted by the management. We have also not been able to obtain sufficient appropriate audit evidences (SAAE) in respect of existence and valuation of fixed assets and inventories lying at these factories.
- 2) (a) Since manufacturing activity in the company has been suspended in all its manufacturing units (except generation of power in wind mills at Dhule, Maharashtra). There are indication which suggest impairment in the value of Plant & Machinery and other Fixed Assets of the company which has not been done.
- (b) Windmill at Dhule, financed by IREDA. In view of possession being taken under SARFAESI Act, the Lender has auctioned the Windmill in favor of M/s Suzlon Global Services Limited and Sales Certificate has been issued. We are given to understand that though Sales Certificate has been issued by the IREDA but legal transfer has not been done. In the meanwhile the company has filed an SA & IA challenging the above auction. The Company is still receiving power generation report on daily basis from M/s Suzlon Global Services Ltd who are doing O & M, Services for the Company.

- 3) Borrowings from banks and financial institutions have been classified as non-performing assets (NPA) by the lenders. No balance confirmation of the outstanding loan could be obtained nor any bank statement has been provided by them. In absence of the same, we are unable to confirm the accuracy of the balances appearing in the books of account. As the borrowings have been considered as NPA, no interest has been charged by the banks since then. The company has not provided interest on these borrowings from 1st July' 2014 to 31.03.2017 which amounts to Rs. 1,700.15 Crores (previous period Rs. 998.80 from 1st July,2014 to 31st March, 2016).
- 4) The net worth of the company has been fully eroded and therefore the company had filed an application before the Ld. BIFR which has been pending. SICA Act, 1985 has been repealed. BIFR has been abolished and NCLT has been formed and an application has been proposed to be filed by the Company. The Company's ability to continue the Business as going Concern is significantly dependent upon any Scheme that may be cleared under the aegis of NCLT.
- 5) As explained to us although necessary Security / Watch & Ward arrangements have been made for safety of the plant by the company, its lenders or ARC at its various manufacturing units yet precautionary safety action against risk of fire, burglary or natural calamity needs to be taken.

Qualified Opinion:-

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the basis for qualified opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India:

- (a) in the case of the Balance Sheet, of the State of the affairs of the Company as at March 31st, 2017.
- (b) in the case of the Statement of Profit & Loss, of the Loss for the year ended on that date.
- (c) in the case of the Cash Flow Statement, of the Cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. *As required by the Companies (Auditors Report) Order 2016 ("the Order") issued by the Central Government of India in terms of Sub Section (11) of Section 143 of the Act, We give in the annexure a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.*
 - a) *We have sought and obtained and except for the matters described in the basis for Qualified Opinion paragraph, all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;*
 - b) *Except for the possible effects of the matter described in the basis for Qualified Opinion Paragraph above, 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) Except for the possible effects of the matter described in the basis for Qualified Opinion Paragraph, in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) The matter described in the basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - f) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - g) The Qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the basis for qualified opinion paragraph above.
 - h) With respect to the adequacy of Internal Financial Controls over Financial Reporting of the Company, and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

- i) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) A number of litigations have been filed by some of the lender banks and creditors of the company against which primary liabilities stands provided in the books except for other claims and interest thereon. Apart from these various statutory / non-statutory liabilities as stated in Note no 29 of financial statement have not been provided for although the financial impact thereon have been disclosed..
 - ii) There are no outstanding derivative contracts in the Company.
 - iii) There are no amounts which are required to be transferred to the Investor Education & Protection Fund by the Company.
 - iv) The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management. [Refer Note 39 to the financial statements].

For **P. K. Lilha & Co.**
Chartered Accountants
FRN: 307008E

CA C.S. Agrawal
Partner
Membership No. : 059534

Place: Kolkata
Date : 18.05.2017

“ANNEXURE A” - TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the financial statements for the year ended 31st March 2017,

We report that:

- i) 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) It has been confirmed by the Management that all the Title Deeds in respect immovable properties of both lease hold / free hold land are in the name of the company.
 - c) As explained to us due to suspension of work in all its manufacturing units, are under symbolic / physical possession of banks / Asset Reconstruction Company (ARC). As such it has not been possible for the company to have physical verification done of any of the Fixed Assets and as such discrepancy if any could not be ascertained.
- ii) In respect of its Inventories:
 - a) As explained to us the Inventories could not be physically verified by the management due to suspension of its manufacturing units, which are in symbolic / physical possession of banks / Asset Reconstruction Company (ARC). The Stock has been taken on the basis of previous year at the same estimated realizable value as the quantum and status of material could not be verified.
 - b) The Company has been maintaining proper records of its inventories at the respective works but in absence of physical verifications of inventories, actual comparison with book records have not been possible.
- iii) As informed to us, the Company during the year has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of sub clause (iii) (b) & (c) of the Companies (Auditors Report) order, 2016 (as amended) are not applicable.
- iv) In respect of loans, investments, guarantees and security, provisions of section 185 and 186 of the Companies Act 2013 have been complied with. However, the company during the year, has not given loan or provided guarantee or security to any person or other body corporate and not made any investment.
- v) The Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the rules framed there under. Therefore, the provisions of Clause 3(v) of the Order are not applicable to the Company.
- vi) We have broadly reviewed the Books of Accounts maintained by the company in respect of generation of electricity where pursuant to the rules made by the Central Government of India, the maintenance of Cost Records have been prescribed U/s 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii) In respect of Statutory Dues:
 - a) According to the information and explanations given to us and on the basis of records of the Company, amount deducted / accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been regularly deposited with appropriate authorities during the year except the delays as below:

Statement of arrears of Statutory Dues outstanding for more than six months from the date they become payable up to 31.03.2017:

Sl. No.	Name of Statute	Amount (Rs in lacs)
i)	Excise Duty Demand for F.Y. 2010-11	307.50
ii)	ESI Contribution	9.81
iii)	Professional Tax	1.41
	Total	318.72

b) The disputed statutory dues that have not been deposited {Net of Amount Paid Under Protest} on account of disputed matter pending before appropriate authorities are as under:

Sl. No.	Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which amount relates	Forum where dispute is pending
1	West Bengal Sales Tax Act, 1994	Sales Tax	59.41	Various Years from 1994-95 to 1999-00	Appellate & Revisional Board
2	West Bengal Sales Tax Act, 1994	Sales Tax	3,576.58	2004-05	Appellate & Revisional Board
3	West Bengal VAT Tax Act, 2003	VAT	4,232.50	2005-06	Appellate & Revisional Board
4	West Bengal VAT Tax Act, 2003	VAT	399.00	2006-07	Appellate & Revisional Board
5	West Bengal VAT Tax Act, 2003	VAT	701.99	2007-08	Appellate & Revisional Board
6	West Bengal VAT Tax Act, 2003	VAT	696.60	2008-09	Appellate & Revisional Board
7	West Bengal VAT Tax Act, 2003	VAT	1,433.79	2009-10	Appellate & Revisional Board
8	West Bengal VAT Tax Act, 2003	VAT	2,613.51	2010-11	Appellate & Revisional Board
9	West Bengal VAT Tax Act, 2003	VAT	1,550.63	2011-12	Appellate & Revisional Board
10	Central Sales Tax Act, 1956	Sales Tax	51.68	Various Years from 1994-95 to 1999-00	Appellate & Revisional Board
11	Central Sales Tax Act, 1956	Sales Tax	200.63	Various Years from 2000-01 to 2003-04	Kolkata High Court
12	Central Sales Tax Act, 1956	Sales Tax	306.17	2004-05 & 2005-06	Appellate & Revisional Board
13	Central Sales Tax Act, 1956	Sales Tax	1,033.76	2006-07 & 2007-08	Appellate & Revisional Board
14	Central Sales Tax Act, 1956	Sales Tax	865.41	2008-09	Appellate & Revisional Board
15	Central Sales Tax Act, 1956	Sales Tax	70.37	2009-10	Appellate & Revisional Board
16	Central Sales Tax Act, 1956	Sales Tax	172.03	2010-11	Appellate & Revisional Board
17	Central Sales Tax Act, 1956	Sales Tax	5.63	2011-12	Appellate & Revisional Board
18	Central Sales Tax Act, 1956	Sales Tax	0.16	2012-13	Deputy Commissioner Sales Tax
19	Employee State Insurance	ESI	26.03	Various Years from 2002-03 to 2006-07	Employee Insurance Court
20	Employee State Insurance	ESI	6.54	2001-02 and 2002-03	Employee Insurance Court
21	Provident Fund Act	PF	15.50	Various Years from 2009-10 to 2013-14	Assistant / Regional P. F. Commissioner
22	Service Tax Act	Service Tax	4422.54	Various Years from 2007-08 to 2011-12	Service Tax Commissionerate (Kol) (CBEC)
23	Service Tax Act	Service Tax	157.70	2009-10	Service Tax Commissionerate (Kol) (CBEC)
24	Service Tax Act	Service Tax	37.00	2010-11	Service Tax Commissionerate (Kol) (CBEC)
25	Service Tax Act	Service Tax	54.90	Various Years from 2011-12 to 2015-16	Service Tax Commissionerate (Kol) (CBEC)
26	Commissioner of Central Excise	Excise Duty	385.70	2007-08	The Customs, Excise and Service Tax Appellate Tribunal
27	Commissioner of Central Excise	Excise Duty	527.30	2008-09	The Customs, Excise and Service Tax Appellate Tribunal
28	Commissioner of Central Excise	Excise Duty	337.60	2009-10	The Customs, Excise and Service Tax Appellate Tribunal
29	Commissioner of Central Excise	Excise Duty	454.40	2010-11	The Customs, Excise and Service Tax Appellate Tribunal
30	Commissioner of Central Excise	Excise Duty	638.60	2011-12	The Customs, Excise and Service Tax Appellate Tribunal
31	Commissioner of Central Excise	Excise Duty	0.50	2012-13	The Customs, Excise and Service Tax Appellate Tribunal
32	Income Tax Act, 1961	Income Tax	417.67	A.Y. 2007-08	C I T (A)
33	Income Tax Act, 1961	Income Tax	1141.81	A.Y. 2008-09	C I T (A)

Sl. No.	Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which amount relates	Forum where dispute is pending
34	Income Tax Act, 1961	Income Tax	674.30	A.Y. 2010-11	CIT (A)
35	Income Tax Act, 1961	Income Tax provisional Interest on Demand	50.00	A.Y. 2010-11	ACIT CIRCLE 2(2)
36	Wealth Tax Act, 1957	Wealth Tax	1.66	A.Y. 2010-11	CIT (A)

- viii) The company has defaulted in repayment of loans or borrowing to the financial institutions and bank in respect of secured / unsecured loans for last few years. However since such loan have been classified as NPA, no account statement or balance confirmation could be made available to us. The company has therefore provided interest of Rs. 1332.06 Crore till June'2014 and not provided of Rs. 1,700.15 crore thereafter being interest at such rate / rates including penal interest if any. Interest has been computed on basis of last sanctioned letters.. Quantum of such interest has been reported under the head current liabilities in the financial statement. The applicable details as at 31.03.2017 are as under , exclusive of such interest.

a) To Banks

SL NO.	Name of the Bank	Principal O/s (Including Interest upto February 2010) Amount (in Crore)
1	Allahabad Bank	94.34
2	Axis Bank	147.99
3	Bank of India	58.84
4	Canara Bank	87.07
5	Central Bank of India	11.70
6	Development Credit Bank	14.76
7	Federal bank	67.75
8	ICICI Bank	36.16
9	IDBI Ltd.	242.15
10	Indian Overseas Bank	75.64
11	ING Vysya Bank	19.43
12	IREDA	4.68
13	Oriental Bank of Commerce	115.17
14	Punjab National Bank	411.91
15	SIDBI	14.99
16	State Bank of India	64.63
17	The Karur Vysya Bank	64.60
18	UCO Bank	79.02
19	United Bank of India	184.34
20	Vijaya Bank	44.97
Total		1840.15

b) To Financial Institutions

SL NO.	Name of the Financial Institutions	Principal O/s Amount (in Crore)
1	Bibby Financial Services India Pvt. Ltd.	7.53
2	Edelweiss Finance & Investments Ltd.	1.95
3	SBI Global Factors Ltd.	34.18
4	IFCI Ltd.	22.13
5	IFCI Factors Ltd.	10.60
6	Tata Capital Ltd.	20.09
7	LIC Mutual Fund	40.00
8	Srei Equipment Finance Pvt. Ltd.	5.18
9	WBIDCL	14.22
Total		155.89

Some of the Lender Banks have already assigned part/full of their debts together with the underline securities, right title and interest thereon to some of the Assets Re-Constructions Companies (ARC's). But no impact has been given in the financial statements in absence of any documentation to this effect.

- ix) During the year the Company has neither raised any money by way of Initial Public Offer (IPO) or Further Public Offer (FPO) (including debt instruments) and term loans, hence, other details are not applicable.
- x) Based upon the audit procedures performed and information and explanation given by the management, we report that no material fraud on or by the company has been noticed or reported during the course of our audit.
- xi) During the year no managerial remuneration has been paid or provided, hence other details are not applicable.
- xii) Provisions of Nidhi Company is not applicable.
- xiii) As per information and explanations given to us no related party transactions have been made as contemplated within the meaning of Section 188 of Companies Act, 2013. However, the disclosures as required under Accounting Standards 18 has been made in the financial statements.
- xiv) The company has not made any preferential allotment or private placement of shares or any convertible debentures during the year under review as such other details are not applicable.
- xv) As per information and explanations given to us, the company has not entered into any non cash transactions with the Directors or persons connected with them. Hence, provisions of Section 192 of Companies Act, 2013 is not applicable.
- xvi) As explained to us the company is not required to get registration u/s 45-IA of the Reserve Bank of India Act, 1934.

For P. K. Lilha & Co.
Chartered Accountants
FRN: 307008E

CA C.S. Agrawal
Partner
Membership No. : 059534

Place: Kolkata
Date : 18.05.2017

“ANNEXURE B” - TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of Ramsarup Industries Ltd. (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to

obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the material weakness described as above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"(ICAI).

For **P. K. Lilha & Co.**
Chartered Accountants
FRN: 307008E

CA C.S. Agrawal
Partner
Membership No. : 059534

Place: Kolkata
Date : 18.05.2017

Balance Sheet as at 31st March, 2017

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
A. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	620,384,000	620,384,000
(b) Reserve & Surplus	4	(13,185,088,667)	(12,628,515,979)
		(12,564,704,667)	(12,008,131,979)
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long-term Liabilities		-	-
		-	-
(3) Current Liabilities			
(a) Short-term borrowings	5	20,479,563,210	20,491,991,542
(b) Trade Payables	6	175,326,338	186,910,438
(c) Other current liabilities	7	13,632,356,649	13,559,195,989
(d) Short-term provisions	8	54,153,218	24,846,981
		34,341,399,415	34,262,944,950
Total		21,776,694,748	22,254,812,971
B. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	3,030,320,108	3,466,801,235
(ii) Capital work-in-progress	10	11,715,708,572	11,715,708,572
(b) Non Current Investment	11	2,301,530	2,301,530
(c) Long term loans and advances	12	181,061,427	181,889,680
(d) Other non-current assets	13	6,301,297,693	6,301,340,182
		21,230,689,330	21,668,041,199
(2) Current assets			
(a) Inventories	14	34,986,548	34,986,548
(b) Trade receivables	15	27,751,984	45,050,310
(c) Cash and cash equivalents	16	15,835,732	37,292,728
(d) Short-term loans and advances	17	466,301,565	468,247,551
(e) Other Current Assets	18	1,129,589	1,194,635
		546,005,418	586,771,772
Total		21,776,694,748	22,254,812,971
Significant Accounting Policies	2		

The Notes relating to the above form integral part of the Financial Statements.

As per our report of even date annexed herewith

For **P. K. LILHA & CO.**

Chartered Accountants

FRN : 307008E

CA C. S. Agrawal

Partner

Membership No. 059534

Place : Kolkata

Date : 18th May, 2017

For and on behalf of the Board

Aashish Jhunjunwala

Managing Director

(DIN: 00351451)

Pradip Kumar Das

Director

(DIN: 06543850)

Statement of Profit and Loss for the year ended 31st March, 2017

(Amount in Rs.)

Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
1 Revenue from operations (Net)	19	24,928,825	22,753,378
2 Other Income	20	2,564,894	41,063,176
3 Total Revenue (1+2)		27,493,719	63,816,554
4 Expenses :			
a Cost of materials consumed / Contract Expenses	21	461,825	6,133,758
b Changes in Inventories of Finished Goods, Work in progress & Traded Goods	22	-	-
c Employee Benefit Expense	23	30,945,559	1,914,777
d Finance Costs	24	63,185	589,622
e Depreciation and Amortization Expense	9	436,481,126	441,434,046
f Other expenses	25	81,846,604	37,041,432
Total Expenses		549,798,299	487,113,635
5 Profit/(Loss) before tax (3-4)		(522,304,580)	(423,297,081)
6 Tax Expenses			
Relating to prior years		34,268,107	-
7 Profit/(Loss) for the year (5-6)		(556,572,688)	(423,297,081)
8 Earning Per Share (of Rs 10/- each)			
(a) Basic		(15.87)	(12.07)
(b) Diluted		(15.87)	(12.07)
Significant Accounting Policies	2		

The Notes relating to the above form integral part of the Financial Statements.

As per our report of even date annexed herewith

For **P. K. LILHA & CO.**

Chartered Accountants

FRN : 307008E

CA C. S. Agrawal

Partner

Membership No. 059534

Place : Kolkata

Date : 18th May, 2017

For and on behalf of the Board

Aashish Jhunjhunwala

Managing Director

(DIN: 00351451)

Pradip Kumar Das

Director

(DIN: 06543850)

Cash Flow Statement for the year ended 31st March 2017

(Amount in Rs.)

Particulars	Year Ended 31.03.2017		Year Ended 31.03.2016	
A) CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit / (Loss) Before Tax and Extraordinary Items	(5,223.05)		(4,232.97)	
Adjustments for :				
(a) Depreciation	4,364.81		4,414.34	
(b) Gratuity & Leave Provision	293.06		0.80	
(c) Interest Income	(25.65)		-	
(d) Finance Cost	0.63	4,632.86	5.90	4,421.04
Operating Profit / (Loss) before Working Capital Change	(590.19)		188.07	
Adjustments for				
(a) (Increase) / Decrease in Inventories	-		-	
(b) (Increase) / Decrease in Sundry Debtors	172.98		(154.55)	
(c) (Increase) / Decrease in Short Term Loans & Advances	19.46		55.71	
(d) (Increase) / Decrease in other Current Assets	0.65		0.10	
(e) (Increase) / Decrease in Long Term Loans & Advances	8.28		73.44	
(f) (Increase) / Decrease in other Non Current Assets	0.42		(0.25)	
(g) Increase / (Decrease) in Creditors and other Liabilities	731.61		16.15	
(h) Increase / (Decrease) in Short Term borrowings	(124.28)		(34.20)	
(i) Increase / (Decrease) in Trade payables	(115.84)	693.28	98.54	54.94
Cash generated from Operations		103.09		243.01
Direct Tax (Paid)/Refund (Net)		-		-
NET CASH FLOW FROM OPERATING ACTIVITIES.....A		103.09		243.01
B) CASH GENERATED FROM INVESTING ACTIVITIES :				
(a) Interest Received	25.65		5.35	
(b) Purchase / Allotment of Share Investment	-		-	
NET CASH USED IN INVESTING ACTIVITIES.....B		25.65		5.35
C) CASH FLOW FROM FINANCING ACTIVITIES :				
(i) Finance Cost	(0.63)		(5.90)	
(ii) Other Long-term Liabilities	-		-	
NET CASH GENERATED FROM FINANCING ACTIVITIES.....C		(0.63)		(5.90)
NET INCREASE IN CASH OR CASH EQUIVALENTS.....(A+B+C)		(214.57)		242.47
Cash and Cash equivalents - Closing Balance as at 31.03.2017	158.36		372.93	
Cash and Cash equivalents - Opening Balance as at 31.03.2016	372.93		135.82	
	(214.57)		237.11	

Notes :

1) Cash flow statement has been prepared under the "Indirect Method", set out in AS-3 issued by Institute of Chartered Accountants of India.

2) Cash and cash equivalents includes:

Bank Fixed deposits (including interest accrued thereon) of Rs 117.16 lacs (Previous Year Rs. 112.14 lacs) is pledged with banks against Letter of Guarantees issued by them and/or kept against various facilities provided to the Company by them.

As per our report of even date annexed herewith

For **P. K. LILHA & CO.**

Chartered Accountants

FRN : 307008E

CA C. S. Agrawal

Partner

Membership No. 059534

Place : Kolkata

Date : 18th May, 2017

For and on behalf of the Board

Aashish Jhunjhunwala

Managing Director

(DIN: 00351451)

Pradip Kumar Das

Director

(DIN: 06543850)

Notes to Financial Statements

1. CORPORATE INFORMATION:

Ramsarup Industries Limited ("the Company") is a public company domiciled in India. It is incorporated under the Companies Act, 1956 and its shares are listed in National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The company has been primarily engaged in production and distribution of Iron & Steel, Wire Products, Pig Iron, Sponge Iron, TMT Bar, Galvanised & Black Wires, Power Generation & Turnkey Projects contracts for various infrastructure projects. The company presently has manufacturing facilities at Kalyani, Shyamnagar, Durgapur & Kharagpur all in West Bengal which due to unfavourable financial position is presently not in operations except some of the contracts in Infrastructure projects and power generation.

2. SIGNIFICANT ACCOUNTING POLICIES :

A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

These financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the accounting standards prescribed in the Companies (Accounts) Rules, 2014 and issued by the Central Government, the relevant provisions of the Companies Act, 2013 and other accounting principles generally accepted in India, to the extent applicable.

The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

B) USE OF ESTIMATES:

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the date of financial statements and the reported amounts of Revenue & Expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revisions are made.

C) CURRENT AND NON CURRENT CLASSIFICATION

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current & non-current classification of assets and liabilities.

D) TANGIBLE FIXED ASSETS:

- a. Free Hold / Lease Hold Land are stated at original cost of acquisition, inclusive of incidental expenses there to.
- b. The cost of an asset comprises its cost / interest on specific borrowings obtained for the purpose of acquiring fixed assets up to the date of commissioning of the assets and any directly attributable costs of bringing the assets to working conditions for its intended use. The purchase cost of Fixed Assets has been stated net of CENVAT / VAT wherever applicable.
- c. When assets are sold or discarded, their cost and accumulated depreciation are removed from the accounts and any gain / loss resulting from their disposal are included in Statement of profit & loss.
- d. Capital Work in progress comprises direct cost of fixed assets, Technical know-how & related administrative and incidental expenses together with attributable interest on borrowed fund for acquisition of Plant & Machinery, cost of erection and adjustment for foreign exchange difference etc. The total expenditure stands allocated to the respective fixed assets on completion of the project.

E) INTANGIBLE ASSETS:

Intangible Assets is capitalised where it is expected to provide future enduring economic benefits and amortisation over a period of 3 years from the date of acquisition.

F) DEPRECIATION / AMORTISATION:

- a. Leasehold Land is amortised over the lease period.
- b. Depreciation on fixed assets acquired prior to 01.04.87 has been charged on written down value basis at the rates specified in Income Tax Act, 1961 (As amended)
- c. Depreciation on fixed assets acquired after 01.04.87 has been charged in accordance with Useful Life specified in schedule II of the Companies Act, 2013.

Notes to Financial Statements

G) BORROWING COST:

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

H) INVENTORIES:

Raw materials, components, stores and spares are valued at lower of cost and net realizable value.

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis. Cost of traded goods includes purchase and allied costs incurred to bring inventory to its present condition and location, determined on FIFO basis.

Scrap and bye products are valued at estimated realisable value.

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

I) REVENUE RECOGNITION:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i. Sale of Goods:

Revenue is recognized when the significant risks and rewards of ownership of goods have passed to the buyer, which generally coincides with delivery. It includes excise duty but excludes value added tax/sales tax. Excise Duty deducted from turnover (gross) is the amount that is included in the amount of turnover (gross) and not the entire amount of liability that arose during the year.

- ii. In consistence with the practice followed by the Company Insurance Claim, Unexpected Claims, Govt. dues & others are accounted for on the basis of actual payment/receipt.
- iii. Contracts revenue is recognized by reference to the stage of completion of the contracts activity at the reporting date of the financial statements on the basis of percentage of completion method.
- iv. The stage of completion of contract is measured by reference to the proportion that contract cost incurred for work performed up to the reporting date, bear to the estimated total contract cost for each contract.
- v. An expected loss on construction contract is recognized as an expense immediately when it is certain that the total contract cost will exceed the total contract revenue.

J) EMPLOYEE BENEFITS:

Defined contribution plans such as Provident Fund etc are charged to the Profit & Loss Account as incurred.

“Defined Benefit Plans-The present value of the obligation under such plan, is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains & losses arising on such valuation are recognized immediately in the profit and loss account. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis. Further for certain employees, the monthly contribution for Provident Fund is made to a Trust administrated by the Company. The interest payable by the trust is notified by the Government. The Company has an obligation to make good the shortfall, if any.

Other long term Employee Benefits are recognized in the same manner as Defined Benefit Plans. Termination benefits are recognized as and when incurred. However, the termination benefits which fall due more than twelve months after the Balance Sheet date are discounted using the yield on Government Bonds.”

K) TAXES ON INCOME:

Tax expense comprises of current and deferred tax.

- i. Current Tax (if any) is determined as the amount of tax payable in respect of taxable income for the year, as per Income Tax Act 1961.
- ii. Deferred Tax liability / (Asset) if any, is recognised, subject to the consideration of virtual certainty supported with convincing evidences for future income in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

Notes to Financial Statements

L) EARNING PER SHARE (Basic and Diluted):

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit/(loss) for the year after deducting preference dividends if any and any attributable tax thereto for the year.

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

M) PROVISION AND CONTINGENT LIABILITIES:

- i. **Provisions:** Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.
- ii. **Contingent Liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

N) CASH AND CASH EQUIVALENTS:

Cash and cash equivalents includes Cash in hand, Cash at Bank and Fixed Deposits together with Interest accrued thereon with Banks.

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 3.0		
SHARE CAPITAL		
AUTHORISED :		
7,10,00,000 (7,10,00,000) Equity Shares of Rs.10/- Each	710,000,000	710,000,000
3,20,00,000 (3,20,00,000) Preference Shares of Rs.10/- each	320,000,000	320,000,000
	1,030,000,000	1,030,000,000
ISSUED, SUBSCRIBED & FULLY PAID UP :		
3,50,78,480 (3,50,78,480) Equity Shares of Rs. 10/- each fully paid-up. (Includes 1,75,74,052 Equity Shares (Previous year 1,75,74,052) allotted for consideration other than cash in terms of the scheme of amalgamation effective from 01.04.2008)	350,784,800	350,784,800
13,00,000 (13,00,000) 5% Redeemable Cumulative Preference Shares of Rs 10/- each fully paid up in cash	13,000,000	13,000,000
31,60,000 (31,60,000) 4% Redeemable Cumulative Preference Shares of Rs 10/- each fully paid up in cash	31,600,000	31,600,000
2,24,99,920 (2,24,99,920) 5% Redeemable Non - Cumulative Preference Shares of Rs 10/- each fully paid up in cash	224,999,200	224,999,200
	620,384,000	620,384,000

Notes to Financial Statements

3.1 RIGHTS, PREFERENCE & RESTRICTION ATTACHED TO SHARES

A Equity Shares

The Company has only one class of Equity Share having a par value of Rs 10/- each. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend 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 except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

B Preference Shares

- i 13,00,000 5% Redeemable Cumulative Preference Share of Rs 10/- each fully paid up were allotted on 31-03-2003, which was due for redemption at any time between 6th and 10th year from the date of allotment at a premium of Rs 25/- per share and the date of redemption is 31.03.2013. However the company had obtained the consent of the preference share holders a) to extend the period of redemption by 2 years to become due on 30.03.2015, b) to extend the period of redemption by 1 year to become due on 29.03.2016 c) to extend the period of redemption by 1 year to become due on 28.03.2017 d) to extend the period of redemption by 1 year to become due on 27.03.2018 on existing terms and conditions.
- ii 31,60,000 4% Redeemable Cumulative Preference Share of Rs 10/- each fully paid up were allotted on 24-09-2004, which was due for redemption at any time between 7th and 8th year from the date of allotment at a premium of Rs 25/- per share and was due to redeemed on 24.09.2012. The Company obtained the consent of Preference share holder in their meeting held on 20.09.2012 a) to extend the period of redemption by 1 year to become due on 23.03.2013, b) to extend the period of redemption by 2 year to become due on 22.03.2015 c) to extend the period of redemption by 1 year to become due on 21.03.2016 d) to extend the period of redemption by 1 year to become due on 20.03.2017 e) to extend the period of redemption by 1 year to become due on 19.03.2018 on existing terms and conditions.
- iii 2,24,99,920 5% Redeemable Non Cumulative Preference Share of Rs 10/- each fully paid up were allotted on 31-03-2010, which is redeemable at a premium of Rs 90/- per share at any time within 20th year from the date of allotment.
- iv Dividend on Cumulative Preference Shares as stated in i) & ii) above are due for Nine years ended 31st March 2017 amounting to Rs 172.26 Lacs which has neither been declared nor provided for.

	No of Shares of Rs. 10/- each		Amount (in Rs)	
	2016-17	2015-16	2016-17	2015-16
NOTES : 3.2				
RECONCILIATION OF NO OF SHARES IS SETOUT BELOW				
a EQUITY SHARE CAPITAL				
At the beginning of the year	35,078,480	35,078,480	350,784,800	350,784,800
Outstanding at the end of the year	35,078,480	35,078,480	350,784,800	350,784,800
b Preference Shares				
At the beginning of the year				
5 % Redeemable Cumulative Preference Shares	1,300,000	1,300,000	13,000,000	13,000,000
4 % Redeemable Cumulative Preference Shares	3,160,000	3,160,000	31,600,000	31,600,000
5 % Redeemable Non Cumulative Preference Shares	22,499,920	22,499,920	224,999,200	224,999,200
Outstanding at the end of the year				
5 % Redeemable Cumulative Preference Shares	1,300,000	1,300,000	13,000,000	13,000,000
4 % Redeemable Cumulative Preference Shares	3,160,000	3,160,000	31,600,000	31,600,000
5 % Redeemable Non Cumulative Preference Shares	22,499,920	22,499,920	224,999,200	224,999,200

Notes to Financial Statements

(Amount in Rs.)

	As at March 31, 2017		As at March 31, 2016	
	No. of shares	% of holding	No. of shares	% of holding
NOTES : 3.3				
Details of shareholders holding more than 5% shares				
Imtihan Commercial Pvt Ltd	5,443,513	15.52%	5,443,513	15.52%
Madhumalti Merchandise Pvt Ltd	3,055,027	8.71%	3,055,027	8.71%
	8,498,540	24.23%	8,498,540	24.23%

	As at 31.03.2017	As at 31.03.2016
NOTES : 4.0		
RESERVES & SURPLUS		
a. Capital Reserve		
As per last Account (A)	3,886,600	3,886,600
b. Securities Premium		
As per last Account (B)	3,900,031,632	3,900,031,632
c. Amalgamation Reserve		
As per last Account (C)	263,610,780	263,610,780
d. Surplus / (Deficit)		
As per last Account	(16,796,044,992)	(16,372,747,911)
Less: Retained earnings	-	-
Add: Profit / (Loss) for the year	(556,572,688)	(423,297,081)
Closing Balance (D)	(17,352,617,680)	(16,796,044,992)
	(A+B+C+D)	(13,185,088,667)
		(12,628,515,979)

DEFERRED TAX (LIABILITY)/ASSET

During the year, due to accumulated Business Loss and Unabsorbed Depreciation and other benefits if any, as computed in accordance with the provisions of Income Tax Act 1961, there is no Deferred Tax Liability. However Deferred Tax Assets could be created but in absence of convincing evidences and virtual certainty for realisation of such "deferred tax assets", against future taxable income and also in view of the prudent accounting policy, deferred tax asset has not been recognised.

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 5.0		
SHORT-TERM BORROWING		
SECURED- Term Loan		
From Banks		
Term Loan	9,307,031,271	9,307,043,973
Working Capital Term Loan	1,580,482,822	1,580,482,822
Funded Interest Term Loan	1,703,025,933	1,703,025,933
From Financial Institutions	142,246,296	142,246,296
	12,732,786,323	12,732,799,024
SECURED- working capital		
From Banks	5,397,514,578	5,397,514,578
From Financial Institution	815,842,158	815,842,158
	6,213,356,736	6,213,356,736

Notes to Financial Statements

	As at 31.03.2017	As at 31.03.2016
UNSECURED		
From Related Parties	418,096,842	440,962,314
From Other Body Corporates	101,028,057	104,314,215
Bank Guarantee Invoked / Overdrawn Balance in Current A/c.	413,470,770	399,734,770
From Financial Institution	600,824,483	600,824,483
	1,533,420,152	1,545,835,782
Total	20,479,563,210	20,491,991,542

5.1 Term Loans and Funded Interest Term Loans :

- a. Term Loans from IDBI Bank Limited is secured by equitable mortgage of lease hold land and First charge on certain Fixed Assets of the company's Kalyani unit on pari-passu basis with the other lenders and personal guarantee of Managing Director together with corporate guarantee of M/s. Ramsarup Investments Ltd and Pledge of 3507848 equity shares of Company held by other related Body Corporates. The Banker had invoked entire equity shares of the company pledged with them by some of the group companies and had adjusted the proceeds against their over dues in part by sale of only 2389034 equity shares and balance 1118814 equity shares are held by IDBI Bank Limited as their holding. The Term Loan was repayable in quarterly installments, but the company has defaulted in payment and as such the entire loan has been included in current liability.
- b. Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) are secured by all the assets covered under the working capital facilities in short term borrowing .The Loan was repayable in quarterly installments, but the company has defaulted in payment and as such the entire loan has been included in current liability.
- c. Rupee Term Loan from Punjab National Bank is secured by way of hypothecation of Factory Shed & Building, Plant & Machineries and other Fixed assets of Durgapur Unit and also equitable mortgage of the Factory shed & land belonging to Vanguard Credit & Holding Pvt Ltd, a group company on pari-passu basis with other term lenders along with its corporate guarantee and personal guarantee of Managing Director of the company. The loan was repayable in 24 equal quarterly installments of Rs. 300 Lacs each commencing from 1st April 2011, but the company has defaulted in payment of interest and installments, therefore loan has been recalled and accordingly the same has been included in current liability.
- d. Rupee term loan from Axis bank Ltd. is secured by way of hypothecation of Factory Shed & building, Plant & Machineries and other Fixed assets of Durgapur Unit and also equitable mortgage of the Factory shed & land belonging to Vanguard Credit & Holding Pvt. Ltd. a group company on pari-passu basis with other term lenders along with its corporate guarantee and personal guarantee of Managing Director of the company. The loan of Rs. 4,500 Lacs was repayable in 20 equal quarterly installments commencing from April 2010, Rs. 5,000 Lacs in 14 equal quarterly installments commencing from April 2012 and Rs. 5,000 Lacs transferred from Short term loan was repayable in one installment but due installments have not been paid till date and accordingly the same has been classified as current liability.
- e. Term loans for various modules of Integrated Steel project at Kharagpur have been tied up under multiple banking arrangements and secured by way of equitable mortgage of entire Land & Building on pari passu basis. The Lender Banks are having 1st charge on movable fixed assets of the specific module of the project on pari passu basis with other term lenders of specific modules and 2nd pari passu charge on the said assets on a reciprocal basis and further secured by personal guarantee of the Managing Director of the Company and some of the body corporates. Since neither the installment due for repayment nor interest has been serviced as such all the accounts have become overdue to that extent. The Term Loan was repayable in quarterly installments, however the company has defaulted in payment of interest and stipulated installments , therefore the loan has been recalled and this has been included in current liability.
Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) were to be repaid in quarterly installments but the same have not been paid and to the said extent its has become overdue. The Working Capital Term Loan was repayable in quarterly installments, but the company has defaulted in payment of interest / stipulated installments , therefore the loan has been recalled and included in current liability.
- f. Term Loan from ICICI Bank Ltd. was provisionally secured by way of first equitable mortgage of all immovable properties along with WBIDC Ltd. and hypothecations of movable assets other than book debts, stock of raw material, finished, semi finished goods of the Shyamnagar unit & guaranteed by Managing Director of the Company. However WBIDC has not provided NOC for the same. The term loan is further secured by pledge of 5,00,000 equity shares of the company held by promoters group company which has been further supplemented by another 5,37,970 equity shares of the

Notes to Financial Statements

company held by other companies/group companies for further financing credit facilities to Ramsarup Infrastructure one of the unit of the company. The Term Loan was repayable in 30 quarterly installments commencing from June, 2013, but the company has defaulted payment of interest and as such loan has been recalled and hence this has been included in current liability.

- g. The Term Loan from WBIDC Ltd was secured by way of 1st equitable mortgage of immovable property and hypothecation of all movable fixed assets pertaining to Shyamnagar unit and personal guarantee of Managing Director of the company. The debt has been recalled by the WBIDC Ltd. and the amount of Rs. 1422.46 lacs has been included under the head current liabilities. Since 30.07.2012 WBIDC has invoked the provision of section 29(1) of the State Financial Act 1951 by which they have taken possession of the Shyamnagar unit with its fixed assets including plant and machinery mortgage / hypothecated to them.
- h. Working capital Term loan and Funded Interest Term Loan of Shyamnagar Unit from United Bank of India was repayable in 20 quarterly installments and is secured by assets against the working capital facilities. But the due amount has not been paid till date, hence the loan has been recalled and therefore this has been included in current liability.
- i. Term Loan from IREDA is secured by way of First charge by creation of mortgage on all immovable properties & hypothecation of movable assets/ properties both existing and future pertaining to 3.75 MW Wind Farm Project at Village Khori, Taluka Sakri, District Dhule, in the State of Maharashtra and elsewhere excluding specified movables to be charged to bankers for Working Capital Borrowings as agreed By IREDA. The Loan was Repayable in 24 equal quarterly installments of Rs. 52 Lacs commencing from 31st March 2006 and finally due on 31st march 2012 but last 9 quarterly installments w.e.f. 4th quarter of 2009-10 up to 4th quarter 2011-12 have not been paid and also defaulted in payment of interest accrued thereon, hence the entire loan has been classified as Current Borrowing.
- j. Funded Interest Term Loan (FITL) was on account of Cash credit facility from ICICI Bank Repayable in 30 quarterly installments from June, 2013. However due to non servicing of interest the account turned overdue and the entire facility was recalled by the bank and as such the amount has been classified as current borrowings
- k. The Loan has been classified as secured on basis of available securities and market value of fixed assets then prevailing as estimated by the management (no current valuation has been obtained) and that it has been shown as current borrowings as debts have been recalled and/or the company is in default in paying the installments and interest thereon. Since the terms & conditions of the term loan, Working Capital facility Loan and Funded Interest Term Loan have not been complied with and the Company made default in compliance, as such the entire loan has been classified under the head Short Term Borrowings.

5.2 SECURED LOAN:

A From Banks :

- i) Working Capital facilities from banks for Kalyani unit are secured by hypothecation of stock of raw materials, finished goods, stock in process, stores & spares etc. and book debts and personal guarantee of Managing Director of the Company and one of his relative together with corporate guarantee of Ramsarup Investments Ltd and collaterally secured by way of equitable mortgage on leasehold Land and Building thereon at Kalyani on Pari-Passu basis with the Consortium of Banks and IDBI Bank Limited and 2nd Charge on Fixed Assets financed by IDBI Bank Limited and accordingly taking the estimated market value of the fixed assets by the management the same has been classified as secured loan.
- ii) Working Capital facilities from United Bank of India are secured by hypothecation of stock of raw materials, finished goods, stock in process, stores & spares etc. and book debts and second charge on its Fixed Assets at Shyamnagar unit and personal guarantee of Managing Director together with corporate guarantee of M/s. Ramsarup Investments Limited but the cash credit facility has already been recalled.
- iii) Working Capital Term loan, FITL and Cash Credit facility from United Bank of India have become overdue due to non-payment of installments and/or servicing of the interest as such provision for interest has been made up to June 2014 on the basis of rates available in sanction letter at regular interval rest or as per interest debited by the bank where available.
- iv) All the Bank Borrowings have become overdue, due to non-payment of amount due and interest thereon as per the terms of sanction.
- v) Working Capital Facilities from Punjab National Bank and IDBI Bank Ltd are secured on pari-passu basis by hypothecation of entire stocks, stock in process, Finished goods, stores & spares, stocks-in-transit, stock lying with others for conversion and book debts of Durgapur Unit and further secured by personal guarantee of Managing Director of the Company. First charge on fixed asset of Durgapur Unit is already held by Punjab National bank on Term Loan Account and therefore taking the estimated market value of the fixed asset, short term borrowings have been classified as secured.

Notes to Financial Statements

- vi) Working Capital Facility from ICICI Bank Secured against hypothecation of Stock of Raw material, Work in Progress, Consumable Stores etc and book debts of Infrastructure Division and pari pasu charge on fixed assets with Development Credit Bank and further secured by 1037970 equity shares of the company held by some of the Group companies and personal guarantee of Managing director.
- vii) Working Capital Facility in infrastructure Division from Development Credit Bank is secured against hypothecation of stock & book Debts and Pari-Pasu Charge on entire fixed assets with ICICI Bank Ltd and personal guarantee of Managing director.
- viii) Working Capital / Bill discounting facility from SIDBI is partly secured by First charge on the Current Assets of M/s. N.C. Das & Company which is one of the unit of Infrastructure Division of the company together with personal guarantee of Managing Director.
- ix) Amount due to IDBI Bank Ltd in Infrastructure division secured by pari passu first charges on its Assets of the Company with other lenders.
- x) Working Capital facilities from Punjab National Bank for the Mini Blast Furnace at Kharagpur is secured by Hypothecation of entire stock and book debts of the unit and personal guarantee of Managing Director and collaterally secured by 3rd charge on Plant & Machinery of the unit on pari passu basis with the charges created and/or to be created by the company in favour of the other working capital lenders. This facility has become overdrawn due to non servicing of accumulated interest and some of other terms of sanction.
- xi) All Secured/Unsecured loan from Banks , Financial Institutions , etc. are guaranteed by Managing Director of the company.

B From Financial Institution :

- i) Some of the Loans from financial institutions are covered by pledge of certain equity shares of the company held by various group companies and Managing Director, subservient charges on Movable Fixed Assets, hypothecation of Heavy equipments and/or equitable mortgage of land held by some of the group companies along with personal guarantee of Managing Director. This facility has been recalled due to non servicing of accumulated interest and terms of sanction.

C Unsecured Loans :

Loans from Related Parties / Group Companies are interest free and repayable on demand. Some of the group entities had pledged the shares for credit facilities granted to the company but shares were invoked for non payment of the dues and the banks on disposal of such shares had credited the proceeds in the account of the company against their dues in part. To the said extent, the amount is further included in the loan payable to them.

- D 1) Borrowing from Banks are not confirmed in absence of statements of accounts and confirmation from them.
- 2) To the best of our information and explanations given to us some of the lender banks have already assigned in part/full of their debts together with the underline securities, right title and interest thereon to some of the Assets Re-construction Company registered with the RBI pursuant to section 3 of the SARFAESI Act 2002. But no impact has been given in the financial statements in absence of any documentation to this effects. Names of the Bank as follows :
 - 1) Allahabad Bank,
 - 2) Canara Bank,
 - 3) Central Bank of India,
 - 4) Development Credit Bank,
 - 5) Federal Bank,
 - 6) IDBI Bank,
 - 7) Indian Overseas Bank,
 - 8) Karur Vysya Bank,
 - 9) Oriental Bank of Commerce,
 - 10) Punjab National Bank,
 - 11) State Bank of India,
 - 12) Uco Bank,

- E Interest on all the Borrowings from Banks and Financial Institutions has been provided up to June 2014 at the specified rates in terms of Letter of Sanctions but no provision has been made in the Accounts for the period from 1st July, 2014 to 31st March, 2017 amounting to Rs. 1700.15 Crores (includes Rs. 701.35 Crores for financial year 2016-17) and to this extent the Loss in the Financial Statements and Liability to the Banks for the year is understated.

Notes to Financial Statements

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 6.0		
TRADE PAYABLES		
Creditors for Supplies & Services	175,326,338	186,910,438
Total	175,326,338	186,910,438

	As at 31.03.2017	As at 31.03.2016
NOTES : 7.0		
OTHER CURRENT LIABILITIES		
Interest Accrued and due on borrowings (Refer Note No.5)	13,320,587,831	13,320,587,831
Creditor for Expenses & Others	141,581,029	128,412,901
Creditors for Capital Expenditures	70,054,822	71,904,822
Advance from Customer	1,944,505	1,944,505
Statutory Dues payable	40,138,928	9,489,583
Income Tax Liability	58,049,534	26,856,347
Total	13,632,356,649	13,559,195,989

	As at 31.03.2017	As at 31.03.2016
NOTES : 8.0		
SHORT-TERM PROVISIONS		
Provision For Gratuity & Leave Encashment	54,153,218	24,846,981
Total	54,153,218	24,846,981

NOTE: Provision for Gratuity has been made during the Year on estimate and Actuarial valuation has not been done.

	As at 31.03.2017	As at 31.03.2016
NOTES : 9.0		
FIXED ASSETS		
As per annexure separately attached		
~ Tangible	3,030,320,108	3,466,801,235
~ Capital Work in Progress *	11,715,708,572	11,715,708,572
Total	14,746,028,680	15,182,509,807

Notes to Financial Statements

(Amount in Rs.)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK			
	At the 01.04.2016	Since Added	Sale / Adjust- ment	As at 31.03.2017	Upto 01.04.2016	For the Period	Retained	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
NOTE : 9										
FIXED ASSETS										
(A) TANGIBLE ASSETS										
Free Hold Land	20,159,180			20,159,180	-	-	-	-	20,159,180	20,159,180
Lease Hold Land *	122,463,248			122,463,248	11,302,378	1,106,097	-	12,408,475	110,054,773	111,160,870
Factory Building	974,272,530			974,272,530	305,377,950	28,927,758	-	334,305,708	639,966,822	668,894,580
Railway Siding	33,000			33,000	33,000	-	-	33,000	-	-
Plant & Machinery	5,018,825,798			5,018,825,798	2,654,721,145	303,307,926	-	2,958,029,071	2,060,796,727	2,364,104,653
Wind Mill Power Plant	176,105,960			176,105,960	98,360,043	6,284,547	-	104,644,590	71,461,370	77,745,917
Electrical Installations	576,694,445			576,694,445	365,569,316	93,284,833	-	458,854,149	117,840,296	211,125,129
Construction Equipments	54,660,656			54,660,656	46,375,992	1,759,569	-	48,135,562	6,525,094	8,284,664
Office Equipments	8,197,024			8,197,024	8,190,420	792	-	8,191,212	5,812	6,604
Computers	17,814,238			17,814,238	17,813,377	-	-	17,813,377	861	861
Furniture & Fixtures	12,050,397			12,050,397	8,824,565	1,132,070	-	9,956,635	2,093,762	3,225,832
Air Conditioners	1,948,879			1,948,879	1,394,753	228,936	-	1,623,689	325,190	554,126
Vehicles	13,439,474			13,439,474	11,900,655	448,598	-	12,349,253	1,090,221	1,538,819
	6,996,664,829			6,996,664,829	3,529,863,594	436,481,126		3,966,344,721	3,030,320,108	3,466,801,235
(B) INTANGIBLE ASSETS										
Goodwill	1,000,000			1,000,000	1,000,000	-	-	1,000,000	-	-
Total	6,997,664,829			6,997,664,829	3,530,863,594	436,481,126		3,967,344,721	3,030,320,108	3,466,801,235
Previous Year's Total	6,997,664,829			6,997,664,829	3,089,429,547	441,434,046		3,530,863,594	3,466,801,235	

Notes to Financial Statements

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 10.0		
CAPITAL WORK IN PROGRESS*		
Purchase / Acquisition of Fixed Assets, Building & Site Development Expenses	6,326,139,632	6,326,139,632
Expenses During Construction Period	2,870,248,266	2,870,248,266
Interest on borrowings (up to 31.03.2011)	2,519,320,674	2,519,320,674
Total	11,715,708,572	11,715,708,572

10.1 All contracts on Capital Account has been kept in abeyance till further development.

10.2 Capital Work in Progress includes some of the Equipment relating to wire drawing machine amounting to Rs. 1661.21 lacs which were imported are lying at Durgapur Dry Port pending clearance of Original custom duty of Rs. 50 lacs (approx), of which actual Liability can only be ascertained at the time of clearance.

	No. of Shares March 2017	No. of Shares March 2016	As at 31.03.2017	As at 31.03.2016
NOTES : 11.0				
NON CURRENT INVESTMENTS (At Cost)				
Long Term - Trade(Unquoted)				
Investments in Equity Instruments of Joint Venture Company :-				
~ Moira Madhujore Coal Ltd. (Face Value Of Rs 10/- Fully Paid up)	27329	27329	2,301,530	2,301,530
Total			2,301,530	2,301,530

NOTE: The Company has made Investment in the Equity of Moira Madhujore Coal Ltd. to whom the Coal Block at Moira Madhujore was allotted jointly with other beneficiaries and subsequently due to various reasons, the Coal Mine may be deallocated and the rights in coal block and investment thereon is likely to be affected. Hence, value of the investment is likely to be nil, final adjustment can be made only upon specific order by the concerned authority.

	As at 31.03.2017	As at 31.03.2016
NOTES : 12.0		
LONG TERM LOANS AND ADVANCES (Unsecured, Considered good)		
Advances against Capital Expenditure	65,418,049	65,418,049
Advances to Others	-	-
Deposits with Govt. Departments & others	115,643,378	116,471,631
Total	181,061,427	181,889,680

	As at 31.03.2017	As at 31.03.2016
NOTES : 13.0		
OTHER NON CURRENT ASSETS (Unsecured - Considered good)		
Trade Receivables	5,453,459,834	5,453,459,834
Advances to Suppliers	791,408,459	791,450,948
MAT Credit Entitlement (A.Y 2010-11)	56,429,400	56,429,400
Total	6,301,297,693	6,301,340,182

Notes to Financial Statements

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 14.0		
INVENTORIES (As taken, valued and certified by the Management)		
Raw Materials	4,222,679	4,222,679
Finished Goods	20,845,273	20,845,273
Stores & Spares Parts etc.	5,634,149	5,634,149
Scrap & Bye-Products	4,284,447	4,284,447
Total	34,986,548	34,986,548

14.1 Inventories has been valued on estimated realisable value due to obsolescence and afflux of time and the factories are under suspension of work for last 5 / 6 years.

	As at 31.03.2017	As at 31.03.2016
NOTES : 15.0		
TRADE RECEIVABLES (Unsecured - Considered good)		
Outstanding for a period exceeding six months from the date they became due for payment:	23,858,069	23,070,932
Other Receivables	3,893,915	21,979,378
Total	27,751,984	45,050,310

15.1 Trade Receivables both Non-Current & Current together with Advances to Suppliers & others are unconfirmed and most of them are long outstanding which may be doubtful of recovery. It is estimated that substantial debts may become doubtful of recovery for which no provision has been made as the management is of the opinion that steps will be taken to realise the money.

	As at 31.03.2017	As at 31.03.2016
NOTES : 16.0		
CASH AND BANK BALANCES		
(A) Cash in Hand	311,818	1,145,047
(B) Balances with bank		
In Current Accounts	3,808,383	24,933,294
In Fixed Deposit Account* (Unconfirmed)	11,715,531	11,214,387
Total	15,835,732	37,292,728

*1) All FDRs and Margin Money are stated to be held by the banks against letter of guarantees issued by them and/or kept against various facilities provided to the Company by them.

2) Balance in FDR is as certified by the management as balances are unconfirmed by the banks.

Notes to Financial Statements

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 17.0		
SHORT-TERM LOANS AND ADVANCES (Unsecured - Considered good)		
Advance to Suppliers	48,459,191	48,459,200
Advances to Staffs	-	-
Advances to Others	3,214,908	3,200,908
Balance with Excise Department/VAT Input		
(i) CENVAT credit receivable	143,766,239	145,033,109
(ii) VAT credit receivable	205,410,566	205,410,566
(iii) Service Tax credit receivable	65,450,661	66,143,768
Total	466,301,565	468,247,551
	As at 31.03.2017	As at 31.03.2016
NOTES : 18.0		
OTHER CURRENT ASSETS		
Other Receivables	373,334	373,334
TDS Receivable	756,255	821,301
Total	1,129,589	1,194,635
	As at 31.03.2017	As at 31.03.2016
NOTES : 19.0		
REVENUE FROM OPERATION		
i) Sale of Products		
Contract Related Receipts	-	774,000
	-	774,000
ii) Sale of Services		
Sale of Power (WTG)*	24,928,825	21,979,378
	24,928,825	22,753,378
	As at 31.03.2017	As at 31.03.2016
NOTES : 20.0		
OTHER INCOME		
Interest on Fixed Deposits		
For F.Y. 2015-16 (TDS Rs. 47,461/-)	474,537	535,344
For F.Y. 2016-17 (TDS Rs. 99,687/-)	987,187	-
Interest on Income Tax Refund	1,103,170	-
Electricity Duty Refund for earlier years	-	40,527,832
Total	2,564,894	41,063,176

Notes to Financial Statements

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 21.1		
COST OF MATERIALS CONSUMED (100% Indigenous)		
Opening Stock	4,222,679	4,222,679
Add : Purchase of raw materials	-	2,597,109
	4,222,679	6,819,788
Less : Closing Stock	4,222,679	4,222,679
Total (A)	-	2,597,109

	As at 31.03.2017	As at 31.03.2016
NOTES : 21.2		
CONSTRUCTION RELATED EXPENSES		
Opening Stock	-	-
Add : Expenses on Construction / Contracts	461,825	3,536,649
	461,825	3,536,649
Less : Closing Stock	-	-
Total (B)	461,825	3,536,649
Total (A+B)	461,825	6,133,758

	As at 31.03.2017	As at 31.03.2016
NOTES : 22.0		
CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE		
Opening Stock (As certified)		
Finished Goods	20,830,052	20,830,052
Work in Progress	15,221	15,221
Scrap & Bye-Product	4,284,447	4,284,447
	25,129,720	25,129,720
Closing Stock (As certified)		
Finished Goods	20,830,052	20,830,052
Work in Progress	15,221	15,221
Scrap & Bye-Product	4,284,447	4,284,447
Total	25,129,720	25,129,720

Notes to Financial Statements

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
NOTES : 23.0		
EMPLOYEE BENEFITS EXPENSES		
Salary, Wages & Bonus	1,203,560	1,610,720
Contribution to Provident & other Funds	228,068	75,848
Workmen Staff Welfare	207,693	148,209
Gratuity & Leave Encashment	29,306,238	80,000
Total	30,945,559	1,914,777

23.1 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 (REVISED) EMPLOYEES BENEFITS

a Defined Contribution Plans

Employer- established provident fund trust are treated as defined benefits plans. The company in its Shyamnagar unit has established a provident fund trust namely "Nicco Steels Limited Workmen's Provident Fund" which is in line with Provident Fund & Miscellaneous Provision Act, 1952. The Plan guarantees interest at the rate notified by Provident Fund Authorities. The contribution by the Employer & Employee together with interest accumulated thereon are payable to employees at the time of separation from the company or retirement, whichever is earlier. The benefit vest immediately on rendering of the services by the employee. But for last few years the manufacturing activities were suspended and WBIDC has taken physical possession of the unit since August 2012.

The guidance on implementing AS 15, Employee Benefit (Revised 2005) issued by the Accounting Standard Board (ASB) states that Benefits involving employer established provident funds, which require benefit shortfalls to be compensated are to be considered in defined benefit plans. The Actuarial Society of India has issued the final guidance for measurement of Provident fund liabilities. As explained to us there is no shortfall as on 31st March 2017.

During the year where PF has been deducted the company accordingly contributes to the Regional Provident Fund Commissioner (RPFC) and the same is recognized as expense during the year as under :

Employer's contribution to provident fund (to the Defined Benefits Plan)	NIL	NIL
Employer's contribution to provident fund (to RPFC)	65460	69728

b Gratuity

In Keeping with the company Gratuity scheme (Defined Benefit plan) eligible employees are entitled to gratuity benefits (at half months eligible salary for each completed year of service on Retirement / Death /Termination) . Vesting occurs upon completion of 5 years of service subject to the payment of Gratuity Act, 1972.

* NOTE: For the financial year ended 31-03-2017 and 31-03-2016 Gratuity liability has been provided on estimated basis at Rs 0.60 Lacs and Rs. 0.80 lacs respectively. Total estimated liability as on 31.03.2017 has been estimated by the management at Rs. 541.53 Lacs inclusive of employees left and whose gratuity has not been settled and Leave Encashment. No Actuarial valuation has been done as required by As 15 and therefore further details under AS - 15 have not been possible. The management is of the opinion that since all the plants are under suspension of work as such Provision for gratuity / leave encashment liability will not vary substantially.

Notes to Financial Statements

(Amount in Rs.)

	Year ended 31.03.2017	Year ended 31.03.2016
NOTES : 24.0		
FINANCE COST		
Interest to Bank & Others	-	561,675
Bank Commission	63,185	27,947
Performance Guarantee Invoked	-	-
Total	63,185	589,622

	Year ended 31.03.2017	Year ended 31.03.2016
NOTES : 9.0		
DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on Tangible Assets	436,481,126	441,434,046
Total	436,481,126	441,434,046

	Year ended 31.03.2017	Year ended 31.03.2016
NOTES : 25.0		
OTHER EXPENSES		
Power & Fuel **	430,161	9,282,099
Electricity Expenses	238,390	184,540
Generator Expense	721,027	662,455
Repairs & Maintenance		
-Plant & Machinery	5,707,917	10,317,351
-Others	479,697	116,668
Auditors Remuneration	350,000	375,000
Rates & Taxes	45,317,047	1,397,633
Bank Guarantee Invoked	13,736,000	-
Interest & Penalty	169,205	725,220
Insurance Premium	53,520	78,039
Listing Fees & Custodial Fees	634,066	547,130
Legal & Professional Fees	4,294,449	5,525,617
Share Registrar & Transfer Agent Fee	86,830	55,163
Travelling & Conveyance Expenses	2,112,463	506,519
Security Charges	3,787,350	6,021,919
Miscellaneous Expenses	3,728,483	1,246,079
Total	81,846,604	37,041,432

** Demand raised by Damodar Valley Corporation of Rs. 82.94 lacs towards revised electricity tariff charges for F.Y 2015-16.

Notes to Financial Statements

(Amount in Rs.)

	Year ended 31.03.2017	Year ended 31.03.2016
NOTES : 25.1		
AUDITORS REMUNERATION : (Net of Service Tax)		
As Auditor: Statutory Audit Fees	300,000	300,000
As Tax Audit Fees	50,000	75,000
Total	350,000	375,000

NOTES : 26.0

MANAGERIAL REMUNERATION

The Company has not paid any Managerial Remuneration either during the Current year or Previous year.

	Year ended 31.03.2017	Year ended 31.03.2016
NOTES : 27.0		
EARNING PER SHARE		
Net loss available to Equity Shareholders (For Basic EPS)	(556,572,688)	(423,297,081)
No. of Equity Share at the beginning of the year	35,078,480	35,078,480
Earning Per Share (Basic & Diluted) (Rs)	(15.87)	(12.07)

NOTES : 28.0

DISCLOSURE UNDER THE MICRO, SMALL & MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

There has been no manufacturing activities in the company for about 5 years or more. However, five outstanding claims have been lodged by MSME Registered parties under MSME Development Act, 2006 for Rs. 1,49,35,941/- . Outcome of the claim is pending.

(Rs. in Lacs)

	As At 31.03.2017	As At 31.03.2016
NOTES : 29.0		
CONTINGENT LIABILITIES NOT PROVIDED FOR		
a (A) On account of Statutory Liabilities:		
i) WB and Central Sales Tax Liabilities (Under Appeal) (Net of payments)	17,969.85	17,370.89
ii) Central Excise Liabilities (Under Appeal)	2,344.10	1,557.56
iii) Service Tax Liabilities under Appeal	4,672.14	4,422.54
iv) Income Tax Liabilities under Appeal	2,283.78	2,232.12
v) Wealth Tax Liability under Appeal	1.66	1.66
vi) Employee State Insurance {ESI}	32.57	32.57
vii) Provident Fund {P F}	15.50	15.50

Notes to Financial Statements

	As At 31.03.2017	As At 31.03.2016
(B) On account of other Liabilities:		
viii) Export Obligation / advance Authorisation (including provisional penalty & interest)	6,711.80	6,711.80
ix) Director General of Foreign Trade (Export obligation Advance Authorisation)	926.00	926.00
x) Director General of Foreign Trade Non fulfillment of EPCG {Provisional Interest Penalty}	4,145.00	4,145.00
xi) Director General of Foreign Trade Advance Authorisation {Provisional Penalty}	1,140.80	1,140.80
xii) Director General of Foreign Trade Export obligation {Including Penalty}	500.00	500.00
xiii) South Eastern Railway Foreign Trade (Railway Freight)	3,486.70	3,486.70
xiv) Body Corporate & Individual (Invocation of Equity Shares by Bank/ F.I)	7,511.00	7,511.00
xv) Some lenders and creditors have filed cases in different Courts. The company has challenged the same. However the primary liability for the same has been provided in the books except for other claims and interest thereon.		

- b i) In respect of the Letter of Undertaking/Guarantees for Rs 2,454.61 Lacs (Previous Year Rs. 2,454.61 Lacs) issued in favour of Dy. Commissioner of Customs, for duty saved on account of Import of Plant & Machinery against the Import License issued under Para 5.2/5.7 of Exim Policy 2004-09 for lower Custom Duty under EPCG Scheme against which differential duty has been paid in the year of import. This concession has been allowed based on the obligation that the Company will export items up to eight times of duty saved and realize money in Convertible Foreign Exchange out of which there is due export obligation of Rs. 21,900.00 Lacs (Appx.) over a period of 8 years from the date of issue of such license for duty saved of Rs.2,725.00 lacs (Appx.) on physical import of Plant and Machinery. No liability on this account has yet been ascertained although substantial time has passed.
- ii) Apart from the above the company had imported some of the raw material viz wire rod and Zinc valued at Rs. 42.01 crore during the year ended 31.03.2008 against which the import duty saved was Rs. 11.83 crores. An export obligation was to be completed on or before 31.03.2010, however till date export obligation to the tune of Rs 2.57 crores of duty saved could only be completed and balance export obligation to the tune of Rs 9.26 crores of such duty saved is still pending. The company has approached the Regulatory Authority for extension of time to complete the required export and if not this liability may arise in due course for which no provision has been made.
- iii) The General Manager South Eastern Railway Kolkata has filed a written petition in High Court of Kolkata vide Suit No. 232 of 2015 dated 07.12.2015 against Ramsarup Loh Udhog a unit of Ramsarup Industries Ltd. For recovery of a sum of Rs. 3486.68 Lacs towards Railway Freight together with interest @ 18% p.a on the decrrial sum for the period from 2008- -09 to 2010-11 to allege the Iron ore material purchased but not loosed for manufacturing and/ or domestic consumption.
- c Liabilities that may arise due to Show cause notices received by the Company have not been considered as Contingent Liability. There are some legal cases against the company before the different courts initiated by some of the lenders , suppliers & others, which have not been recognised/partly recognised in the accounts as the company has not accepted the liability.
- d The invocation of equity shares of the company, pledged by promoter, promoter group company and/or associates in favour of the Banks/Financial Institution on request of the company for additional comfort to such lenders, has resulted in an additional demand of Rs. 7,511 lacs, (Previous Year Rs. 7,511 lacs) by the said pledgers against the company towards losses due to invocation. The company has not recognised the same and no provision has been made.
- e All contracts on capital account have been kept in abeyance by the company and therefore no capital commitment is outstanding as on balance sheet date but advances given for purpose of various projects amounting to Rs 654.18 (Lacs) {Previous Year Rs 654.18 (Lacs)} is likely to become doubtful of recovery unless the material / services are provided to the company, upon recommencement of such capital contract. No provision for such doubtful advances have been made during the year.

Notes to Financial Statements

- 30.0** i) The working of the company has been adversely affected due to paucity of fund and the company has not been able to service the interest / installments of various credit facilities provided by the lenders.
- ii) As reported earlier the Company had undertaken at Kharagpur and Durgapur new / expansion/modernization project, on which substantial expenditure was incurred. However, due to stringencies of financial resources and several other reasons, the Company could not continue with those projects and the same are still pending completion. Interests on borrowed fund together with day to day administrative expenses on such projects have been capitalized up to 31st March 2011 and thereafter it is being charged to the statement of Profit and Loss in accordance with clause 17 of AS-16 Borrowing Cost".
- iii) In its Infrastructure division, there has been slow progress in the projects / contracts undertaken by the company from time to time which led to termination of some of the contracts resulting in imposition of liquidated damages & penalties, substantial administrative expenses, invocation of bank guarantees, etc. This has led to further loss in almost all of the contracts undertaken by the company. However a few contracts are near completion but progressing at slow pace.
- 31.0** a) The manufacturing activities at Ramsarup Utpadak, Shyamnagar has been suspended since August 2012 and physical possession has already been taken by WBIDC as term lender.
- b) One of the bankers of the Company has unlawfully taken action u/s 13(4) of SARFAESI Act, 2002 and the balance manufacturing 3 units of the company i.e. Ramsarup Industrial Corporation, Kalyani, Ramsarup Nirmaan Wires, Durgapur and Ramsarup Lohh Udyog, Kharagpur have been taken physical possession as on 01.08.2013. The same is claimed to have been done with the consent of some of the other bankers of the Company. The Company has already taken appropriate legal steps challenging the said unlawful action, before the Ld Debts Recovery Tribunal (II) Kolkata. Subsequently on 27.11.2015 ARCIL has taken physical possession of Ramsarup Lohh Udyog, Kharagpur.
- c) IREDA has taken action u/s 13 (4) of SARFAESI Act, 2002 on one of the units i.e Ramsarup Vidyut, Dhule and have taken physical possession on 17.03.2015 . Thereafter IREDA has without following the laws of SARFAESI Act auctioned the Windmill to Sole Bidder M/s Suzlon Global Services Ltd. on 17.03.2017. The above matter is sub-Judice before Ld. Debt Recovery Tribunal, Aurangabad, Maharashtra and the company is confident of getting the order in its favour. Wind Power generation is still continuing and reports of the same are being received by the company from M/s. Suzlon Global Services Ltd. till date.
- 31.1** The company has incurred substantial losses and its Net worth continues to be eroded further as at the Balance sheet date. Pursuant to its accumulated losses being in excess of its net worth as per the audited balance sheet as on 31.03.2012, the company had filed a reference with the Board for Industrial & Financial Reconstruction (BIFR), in terms of provisions of Section 15(1) of the Sick Industrial Companies (special provisions) Act, 1985 on 7th November 2012. The said reference was registered with the Hon'ble BIFR as case no 67/2012. However, pursuant to the action taken by the Punjab National Bank (PNB) under the provisions of the SARFAESI Act, 2002, BIFR vide order dated 19.02.2014 abated the reference of the company as non-maintainable. As against the said order, the company had filed an appeal before The Appellate Authority for Industrial & Financial Reconstruction (AAIFR) vide Appeal no. 78/2014 dt 25.03.2014. The Hon'ble AAIFR vide its order dated 03.12.2014 set aside the BIFR order dated 14.12.2015 and remanded the matter back to BIFR with direction to consider the submission of all the parties and pass orders afresh after giving specific findings through a reasoned order. Though the hearings before the BIFR were taking place, however, pursuant to SICA Repeal Act, 2003 and coming into force of the Insolvency & Bankruptcy Code, 2016, all the pending proceedings before BIFR / AAIFR stood abated and time was given to such companies, whose references / appeals have been abated, may file reference within 180 days from the date of the commencement of IBC i.e. from 01.12.2016. The Company is in the process of filing the necessary application under the provisions of IBC, 2016 before Hon'ble NCLT, Kolkata for its revival.
- 31.2** We have been informed by the management that some of the Lender Banks have assigned their debt to the Assets Reconstruction Companies (ARC's) with whom the company is confident of rescheduling its debts / settlement and in the light of continued support of the group and by the ARC's, FI's / Bank, the Company is confident of getting itself revived under the provisions of IBC, as such, the Accounts have been prepared on a going concern basis.
- 32.0** Trade Receivables of Rs 54,534.60 Lacs (P.Y.Rs. 54,534.60 lacs) & some advances to suppliers under the head Non Current Asset and for Capital Expenditure outstanding since long which is explained that due to prevailing adverse situation in the industries and the stoppage of production in all the units of the company. The suppliers to whom such advances were made are also facing financial stringency hence the delay in realization from them. Substantial debts have become doubtful of recovery, thereby necessitating adequate provision for the same. As the management is taking efforts for recovery of the debts, hence no provision for doubtful debts has been made during the year.

Notes to Financial Statements

33.0 Due to suspension of manufacturing activities there are indications which suggest impairment in the value of the fixed assets together with Capital Work in Progress of the company. The management is still in the process of getting an impairment study done and the financial impact of the impairment loss, if any, will be accounted for at the relevant time. However Banker's / ARC's have been getting asset valuation report done from time to time.

34.0 In the opinion of Board of Directors of the company the current assets, Loans & advances are approximately of the value as stated, if realised in the ordinary course of business and that the provision for all known liabilities are adequate and not in excess of the amount reasonably necessary. There are no contingent liabilities other than those stated above. Certain balances of sundry debtors, Loans & Advances and sundry creditors are subject to confirmations/reconciliation.

35.0 RELATED PARTY DISCLOSURES

Related Party Disclosure in accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India where transaction exists:-

A. Joint Venture Company : Moira Madhujore Coal Limited

Name of Related Parties and Description of Relationship :

B. Key Management Personnel {KMP} :

i Sri Aashish Jhunjhunwala {Managing Director}

C. Enterprises where KMP/relatives of KMP have significant influence or control :

i Ramsarup Investments Limited

ii Ramsarup Vyapaar Limited

iii Madhumalati Merchandise Private Limited

iv Imtihan Commercial Private Limited

v N.R.Mercantile Private Ltd.

vi Vanguard Credit & Holding Private Limited.

D Employees' Benefit Plans where there is control :

i Nicco Steels Limited Workmen Provident Fund

E Transaction with Related Parties during the year

(Amount in Rs.)

Particulars	Credit During The Year	Debit During The Year	Balance as on 31-03-2017
Imtihan Commercial Pvt Ltd.	-- (--)	15,924 (7978)	679,818 (695742)
Madhumalti Merchandise Pvt Ltd	26,702,000 (32065000)	47,194,030 (32065000)	47,470,025 (67962055)
Ramsarup Investments Ltd.	-- (--)	677,812 (38604)	44,650,835 (45328647)
N.R Mercantiles Pvt. Ltd.	-- (--)	513,728 (581038)	28,466,965 (28980693)
Aashish Jhunjhunwala (Managing Director)	-- (7380618)	1,165,978 (--)	296,829,199 (297995177)
Total	26,702,000 (39445618)	49,567,472 (32692620)	418,096,842 (440962314)

- All above loans have been free of interest and during the year the loan has increased from above entities to meet day to day expenses.
- Share investment - Moira Madhujore Coal Limited(JV) Rs. 23,01,530/- (23,01,530/-).
- Security deposit to Vanguard Credit and Holding Pvt.Ltd. Rs. 4,04,39,218/- (4,04,39,218/-) on account of land at Durgapur and is included under the head Long Term Loans & Advances (Note No.12).

Notes to Financial Statements

- iv. There is no transaction with other Directors and Relatives of K.M.P.
- v. No Managerial remuneration has been paid to the Directors during the year.

36.0 SEGMENT REPORTING

The company operates in three segments: (i) Wire & Steel Products, (ii) Power Generation, (iii) Infrastructure. The company has chosen as its primary segments considering the dominant source and nature of risks and returns and the internal organizations and management structure. A description of the types of products by each reportable segment are as follows:

- a. Wire & Steel products: The Company has been engaged in the business of manufacturing various kinds of wires and steel products represented by its four units but all the manufacturing units are under suspension of work.
- b. Power Generation: The company owns Wind turbine generator at Maharashtra and the power generated is sold to MSEDCCL as per the agreement. Wind Mill is under operation and this is primary source of Revenue.
- c. Infrastructure: Under this segment the company procures orders for the various infrastructure projects at different places and after completion the same is handed over. This project is also not working.

A. PRIMARY SEGMENT DISCLOSURE

(Rs. in Lacs)

Sl. No.	Particulars	As at 31.03.2017	As at 31.03.2016
1.	SEGMENT REVENUE		
a)	Wire & Steel Products	25.65	410.63
	*See Note below		
b)	Power Generation	249.29	219.79
c)	Infrastructure	-	7.74
		274.94	638.16
*Note : Note: There is No Revenue under this segments except interest on Fixed Deposit and Electricity duty refund for earlier years.			
2.	SEGMENT RESULTS		
	Profit Before Tax Items, Exceptional / Prior Period Items & Interest		
a)	Wires & Steel Products	(5,487.47)	(4,199.64)
b)	Power Generation	127.69	52.80
c)	Infrastructure	137.37	(80.23)
d)	Unallocable Income	-	-
		(5,222.41)	(4,227.07)
	Less : 1) Interest	(0.63)	5.90
	2) Unallocable Expenditure	-	-
	Profit before Tax	(5,223.05)	(4,232.97)
3.	CAPITAL EMPLOYED		
	(Segment assets - Segment liabilities)		
a)	Wires & Steel Products	(111,657.13)	(106,773.33)
b)	Power Generation	21.40	194.75
c)	Infrastructure	(6,359.99)	(6,446.49)
		(117,995.72)	(113,025.07)
	Less : Unallocable Liabilities (Net)	(7,651.33)	(7,056.25)
	Total	(125,647.05)	(120,081.32)

B. GEOGRAPHICAL SEGMENT

The company caters mainly to the needs of Indian markets and no export has been done during last 5 years as such there are no reportable Geographical segments. The company has all revenues, debtors and fixed assets in India.

37.0 DISCLOSURE PURSUANT TO ACCOUNTING STANDARDS AS-7 "CONSTRUCTION CONTRACT"

i)	Contract's Revenue recognised for the year.	-	774,000
ii)	Aggregate amount of Contract cost incurred and recognised Projects (less losses) for all contract in progress-up to Balance Sheet date.	2,444,989,650	2,444,989,650
iii)	Gross amount due from Customers for Contracts in progress (Including L.D. charges if any) .	92,789,690	110,088,016

38.0 Previous Years Figures have been regrouped/reclassified wherever consider necessary to conform to the current year's presentation.

39.0 DETAILS OF SPECIFIED BANK NOTES (SBN) HELD AND TRANSACTED DURING THE PERIOD 08-11-2016 TO 30-12-2016

PARTICULARS	SBN	OTHER DENOMINATION NOTES	TOTAL
Closing Cash in Hand on 08.11.2016	129,000	1,104,234	1,233,234
Add : Amount withdrawn from banks	-	300,000	300,000
Add : Permitted receipts	-	-	-
Less : Permitted payments	39,000	365,034	404,034
Less : Amount deposited in Banks	90,000		90,000
Closing Cash in Hand on 30.12.2016	-	1,039,200	1,039,200

As per our report of even date annexed herewith

For **P. K. LILHA & CO.**

Chartered Accountants

FRN : 307008E

CA C. S. Agrawal

Partner

Membership No. 059534

Place : Kolkata

Date : 18th May, 2017

For and on behalf of the Board

Aashish Jhunjunwala

Managing Director

(DIN: 00351451)

Pradip Kumar Das

Director

(DIN: 06543850)

Corporate Information

BOARD OF DIRECTORS

Mr. Aashish Jhunjunwala – Chairman & Managing Director
Mr. Pradip Kumar Das
Mr. Shambhu Nath Kairi

COMPANY SECRETARY

The company is in the process of appointing a company secretary.

AUDITORS

M/s P. K. Lilha & Co.
Chartered Accounts
5, Fancy Lane
Kolkata – 700001

BANKERS & FINANCIAL INSTITUTIONS

Punjab National Bank
Indian Overseas Bank
Vijaya Bank
The Karur Vysya Bank Ltd.
Allahabad Bank
UCO Bank
ING Vysya Bank Ltd.
United Bank of India
ICICI Bank Ltd.
IDBI Bank Ltd.
West Bengal Industrial Development Corporation Ltd.
Indian Renewable Energy Development Agency Ltd.
State Bank of India
Canara Bank
Central Bank of India
Oriental Bank of Commerce
Bank of India
The Federal Bank limited
Axis Bank Ltd.
Development Credit Bank
SIDBI

REGISTERED OFFICE

Hastings Chambers, 2nd floor, Room No. 1
7C, Kiran Shankar Roy Road
Kolkata – 700001
Ph: + 91 33 2242 1200
Fax: + 91 33 2242 1888
Email: company@ramsarup.com
Website: www.ramsarup.com

Unit I: Ramsarup Industrial Corporation

Plot no. 6&7, 'D' block,
Kalyani, Nadia
West Bengal

Unit II: Ramsarup Utpadak

68, East Ghosh Para Road
Athpur, Shyamnagar
24 Parganas (North), West Bengal

Unit III: Ramsarup Nirmaan Wires

Mouza – Gopalpur, Durgapur
District – Burdwan, West Bengal

Unit IV: Ramsarup Lohh Udyog

Saha Chowk, Rakha Jungle
Kharagpur, Paschim Midnapore
West Bengal

Unit V: Ramsarup Vidyut

Village Khori
Taluka Sakri
Distric – Dhule, Maharashtra

Unit VI: Ramsarup Infrastructure

West Bengal and Rajasthan

REGISTAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
59C, Chowringhee Road, 3rd floor
Kolkata – 700020
Ph: 91 33 2289 0540
Tele Fax: 91 33 2289 0539
Email: Kolkata@linkintime.co. in

If undelivered, please return to:



Ramsarup Industries Limited

CIN : L65993WB1979PLC032113

Hastings Chambers, 2nd Floor, Room No. 1
7C, Kiran Shankar Roy Road, Kolkata - 700001
www.ramsarup.com