

**36<sup>th</sup>**

**Annual  
Report**

**2015 - 16**

**BHORUKA  
ALUMINIUM  
LIMITED**

## CORPORATE INFORMATION

CIN:L27203KA1979PLC003442

E-mail:company.secretary@bhorukaaluminium.com

website: www.bhorukaaluminium.com

Telephone: 0821-2510351

<b>Board of Directors</b>	Shri Raj Kumar Aggarwal Shri Saligrama Paraswannath Shanthinath Shri Ram Ekbal Singh Shri Shroff Puttabasappa Manjunath Smt.Srinivas Chandrakala Shri Akhilesh Kumar Pandey	<i>Chairman &amp; Managing Director</i> <i>Independent Director</i> <i>Independent Director</i> <i>Independent Director</i> <i>Independent Director</i> <i>Whole Time Director</i>
<b>Key Managerial Personnel:</b>	Shri Raj Kumar Aggarwal Shri Akhilesh Kumar Pandey	<i>Chairman &amp; Managing Director</i> <i>Whole Time Director</i>
<b>Principal Bankers</b>	State Bank of India	
<b>Statutory Auditors</b>	M/s. R.S Agarwala & Co., Chartered Accountants	
<b>Internal Auditor</b>	M/s. Rau & Nathan Chartered Accountants Mysuru	
<b>Secretarial Auditor</b>	Sunil B.G. & Associates Practising Company Secretaries Mysuru	
<b>Registered Office</b>	427E, 2nd Floor Hebbal Industrial Area Mysuru – 570 016	
<b>Registrars &amp; Share Transfer Agents</b>	M/s Karvy Computershare Private Limited (Unit: Bhoruka Aluminium Limited) Karvy Selenium Tower B Plot No.31 & 32 Gachibowli Financial District, Nanakramguda Serilingampally Mandal Hyderabad – 500 032 Phone: 040-67162222 / Fax No.040-23001153 Email: einward.ris@karvy.com Website: www.karvy.com	

## **36<sup>th</sup> Annual General Meeting**

**Date :  
Friday, 30<sup>th</sup> September, 2016**

**Time : 9:30 a.m**

**Venue :  
Hotel Royal Inn  
# 435, KRS Road, Metagalli, Mysuru - 570 016**

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**NOTICE**

Notice is hereby given that the **36<sup>th</sup> Annual General Meeting** of the members of the Boruka Aluminium Limited (CIN: L27203KA1979PLC003442) will be held on **Friday, the 30<sup>th</sup> September, 2016 at 9:30 a.m.** at Hotel Royal Inn, # 435 K.R.S. Road, Metagalli, Mysuru - 570 016 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at **31<sup>st</sup> March, 2016** and the Profit and Loss Account for the financial year ended as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Akhilesh Kumar Pandey (holding DIN 03325271) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, M/s. R.S. Agarwala & Co. (Firm Registration No. 00049S) Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

4. **Variation in terms of remuneration of Managing Director**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in partial modification of the resolution passed by the members at the 35<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015 for the re-appointment of Shri Raj Kumar Aggarwal (holding DIN:01559120) as the Managing Director of the Company for a period of 3 years effective 1<sup>st</sup> April, 2015 liable to retire by rotation and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder(as amended from time to time) read with Schedule V to the Act, **approval of the Company** be and is hereby accorded for payment of House Rent Allowance (HRA) of Rs. 80000/- per month in addition to the salary of Rs.1,25,000/- per month effective 1<sup>st</sup> April, 2015 up to the end of his tenure.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board**

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

Raj Kumar Aggarwal  
Chairman & Managing Director  
(DIN: 01559120)

**NOTES:**

1. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the **SPECIAL BUSINESS** to be transacted at the Meeting under Item No.4 is annexed hereto.
2. (A) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.

- (B) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
  4. Members / Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.
  5. Pursuant to Section 91 of the Companies Act, 2013, the **Register of Members and Share Transfer Books** will remain closed from **Monday, the 26<sup>th</sup> September, 2016 to Friday, the 30<sup>th</sup> September, 2016** (both days inclusive) for the purpose of Annual General Meeting.
  6. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
  7. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its Registered Office **at least seven days** prior to the date of Annual General Meeting to enable the Management to compile the relevant information to reply the same in the meeting.
  8. The Equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the Share Certificates through their Depository Participant (DP) to M/s. Karvy Computershare Private Limited, Hyderabad – 500 032.

9. Any change in particulars including address, bank mandate and nomination of shares held in demat form should be notified only to their respective Depository Participants (DP) where the members are maintaining their demat account. However, any change in particulars in respect of shares held in physical form should be sent to the Company's Registrar and Share Transfer Agents as mentioned above.

#### 10. **Unclaimed Dividends**

Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there under unclaimed dividend of Rs. 1,70,910 of the Company for the financial year ended March 31, 2008 has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies (Amendment) Act, 1999 on 1st August, 2015. The amount so transferred cannot be claimed either from the Company or from the Fund.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their 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 M/s. Karvy Computershare Private Limited, Hyderabad-500 032.
12. The brief profile of the Directors proposed to be appointed / re-appointed is furnished in the Corporate Governance Report.
13. Service of document through E-mail – Details pertaining to the service of documents through E-mails is furnished in Corporate Governance Report, which forms part of the Annual Report.

#### 14. Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Service.

The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by M/s. Karvy Computershare Private Limited.

Members of the Company can transact all the items of the business through Electronic Voting System as contained in the Notice of the AGM.

The e-voting facility will be available at the link <https://evoting.karvy.com> during the following voting period:

**Period of remote e-voting: From 9:00 A.M. on 27<sup>th</sup> September, 2016 to 5:00 P.M. on 29<sup>th</sup> September, 2016.**

**Remote E-voting shall not be allowed beyond 5:00 P.M. on 29<sup>th</sup> September, 2016.** During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on Friday, 23<sup>rd</sup> September, 2016 (being the Cut-off date)** may cast their vote electronically, through the E-voting Platform provided by M/s. Karvy Computershare Private Limited. The members who have acquired shares consequent to record date may contact M/s. Karvy Computershare Private Limited, Hyderabad for issue of separate e-voting facility.

The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have registered their e-mail Ids with the Company / Depository Participants along with physical copy of the notice. Those members who have registered their e-mail Ids with the Company/their respective Depository Participants are being forwarded the login ID and Password for e-voting along with process, manner and instructions by e-mail only.

**Mr. Sunil Kumar B.G. of M/s. Sunil B.G. & Associates, Company Secretaries (CP No. 8900)** has been appointed as the Scrutinizer to scrutinize the remote e-voting /poll process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website [www.bhorukaaluminium.com/investors](http://www.bhorukaaluminium.com/investors) as well as on the Website of Karvy Computershare Private Limited within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Stock Exchange(s).

**Electronic copy of the Notice of the 36<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with the Company / respective Depository Participants for communication purposes, unless any member has requested for a hard copy of the same.**

For members who have not registered their e-mail address, physical copies of the Notice of the 36th Annual General Meeting of the Company, inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form being sent in the permitted mode.

Those members who have not casted their right to vote electronically and attend the 36th Annual General Meeting in person, the Ballot /Poll Form will be distributed to the Members /Proxies at the venue of the Annual General Meeting to cast their vote.

## **PROCEDURE FOR REMOTE E-VOTING**

I. The Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

**(a)** In case of Members receiving an e-mail from Karvy :

- (i) Launch an internet browser and open <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. After entering the above details Click on - Login.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company' Now you are ready for e-voting as 'Cast Vote' page opens.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".

- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- (xii) Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [acs.sunil@gmail.com](mailto:acs.sunil@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO.”

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

- (i) **INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP ATTACHED**

EVENT (E-Voting Number)	USER ID	PASSWORD
-	-	-

- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) above, to cast vote.

**Voting at AGM:** Members have an option to vote either Remote e-voting (availing the services provided by KARVY) OR by using the Ballot / Poll Form to be distributed at the meeting. If members have cast their vote through remote e-voting, then they should not cast their vote at the meeting but they can attend meeting. However, if a member has voted through Remote e-voting and has again voted at the meeting, then the voting done through Remote e-voting shall prevail and voting done at the meeting shall be treated as invalid.

## OTHER INSTRUCTIONS

- II. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) and ‘e-voting user manual’ available in the downloads section of Karvy’s e-voting website <https://evoting.karvy.com/> Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Karvy Computershare Private Limited, Unit of Boruka Aluminium Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on **Tuesday, 27<sup>th</sup> September, 2016 (9:00A.M. IST)** and ends on **Thursday, 29<sup>th</sup> September, 2016 (5.00 P.M.IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, 23<sup>rd</sup> September, 2016**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **Friday, 23<sup>rd</sup> September, 2016**.



- VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., **Friday 23<sup>rd</sup> September, 2016**, he/she may obtain the User ID and Password in the manner as mentioned below :
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+ Folio No. or DP ID Client ID to 9212993399  
Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXX1234567
  - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001
  - d. Member may send an e-mail request to: [evoting@karvy.com](mailto:evoting@karvy.com) However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- VII. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall be placed on the Company's Website: [www.bhorukaaluminium.com](http://www.bhorukaaluminium.com), Website of Karvy Computershare Private Limited and communicated to the Bombay Stock Exchange Limited (BSE) where shares of the Company are listed.
- VIII. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

**By order of the Board**

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

Raj Kumar Aggarwal  
Chairman & Managing Director  
(DIN: 01559120)

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 4**

#### **Variation in terms of Remuneration of Managing Director**

The members of the Company at the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015, had approved the re-appointment of Shri Raj Kumar Aggarwal (holding DIN:01559120) as Managing Director of the Company effective 1<sup>st</sup> April, 2015 for a period of 3 years and the terms of remuneration payable to him.

The members had inter alia approved salary of Rs. 1,25,000/- per month with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in accordance with the limits specified in Schedule V of the Companies Act, 2013.

As per the Remuneration Policy of the Company, the Managing Director is entitled for house rent allowance in lieu of free furnished accommodation. Taking into consideration of his position and responsibility, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 12<sup>th</sup> February, 2016 have approved the payment of House Rent Allowance of Rs.80000/- per month in addition to salary of Rs. 125000/- per month effective 1<sup>st</sup> April, 2015 up to the end of his tenure.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for the approval of the Members.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri Raj Kumar Aggarwal (holding DIN: 01559120), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

**By order of the Board**

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

Raj Kumar Aggarwal  
Chairman & Managing Director  
(DIN: 01559120)

**DIRECTORS' REPORT**

The Board of Directors of your Company hereby presents the 36<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the financial year ended **31<sup>st</sup> March, 2016**.

**1. Review of Financial Results**

The financial statements of the Company are prepared in compliance with Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and Generally Accepted Accounting Principles (GAAP) in India and mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI). The Company discloses standalone unaudited financial results on a quarterly and audited financial results on an annual basis.

**(Rs.)**

Particulars	For the year ended	
	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
Revenue from operations	-	700,040
Other income	<b>3,070,456</b>	53,152,804
Profit before Finance charges, depreciation & tax	<b>(9,594,308)</b>	45,584,724
Financial charges	<b>9,080</b>	2,771
Depreciation	<b>1,928,099</b>	7,254,577
Profit/(Loss) before tax and Exceptional items	<b>(7,657,129)</b>	38,327,376
Add/Less: Exceptional items	-	(41,667,054)
Profit/(Loss) before tax	<b>(7,657,129)</b>	(3,339,678)
Tax Expense	-	-
Profit/(Loss) for the year	<b>(7,657,129)</b>	(3,339,678)

**2. Operations and State of Affairs of the Company**

The Company is inoperative since June 2013, after the sale of aluminium extrusion business division. Agriculture has not generated any revenue during the year under review. The Company is exploring the new business opportunities in the coming years.

**3. Subsidiary Company**

The Company does not have any subsidiary within the meaning of the Companies Act, 2013 as on 31<sup>st</sup> March, 2016.

**4. Transfer of amount to Investors Education and Protection Fund**

The Company has transferred unclaimed dividend of Rs. 1,70,910/- for the financial year 2007-08 to Investors Education and Protection Fund (IEPF) on 1<sup>st</sup> August, 2015.

**5. Compliance under Companies Act, 2013**

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company has complied with the requirements and the details of compliances under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished, which forms part of this Annual Report.

**6. Corporate Governance Report**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from M/s. R.S. Agarwala & Co., Chartered Accountants, Statutory Auditors of the Company confirming compliance with the requirements of Corporate Governance as stipulated

in Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is attached to the report.

#### **7. Management's Discussion and Analysis Report**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 and Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

#### **8. Secretarial Auditor**

Pursuant to Section 204 (1) of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Sunil Kumar B.G. of M/s. Sunil B. G. & Associates, Practising Company Secretaries, Mysuru, a Fellow Member of "The Institute of Company Secretaries of India" holding FCS Membership No.7910 and valid Certificate of Practice No. 8900 as Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2015-2016.

#### **9. Secretarial Audit Report**

A Secretarial Audit was conducted during the year by the Secretarial Auditor M/s. Sunil B.G. & Associates, Practising Company Secretaries, Mysore. Secretarial Audit Report as per Section 204 of the Companies Act, 2013 is placed as Annexure-I to this Report. Secretarial Auditor observation, please refer Sl. No. 5 a) to e) of Secretarial Audit Report.

##### **Management's Reply:**

- 5 a) The Company in search of suitable candidates for the position of Company Secretary and Chief Financial Officer. However, the Company is utilising the services of Practising Company Secretary to ensure strict compliance of the provisions of the Company Law, BSE and SEBI Regulations.
- b) Since the Company is exploring the future avenues after slump sale of aluminium extrusion business division, the Company has paid a token advance to a Landlord to earmark the land as the prices are not consistent.
- c) The Management was of the view that OR had been advised that there was no requirement to file the quarterly returns with RBI since there were no GDRs still outstanding and no amount raised under the GDR issue was pending to be repatriated to India.
- d) The Management has already initiated compliance through legal counsel
- e) The Company is in the process of doing the necessary Reporting compliance subsequent to dissolution of the Wholly Owned Subsidiary (WOS) of the Company viz. Bhoruka Aluminium FZE.

#### **10. Cost Compliance**

Since there are no manufacturing activities carried out by the Company, the maintenance of cost records pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 does not apply.

#### **11. Extracts of Annual Return and other disclosures under Companies (Appointment and Remuneration) Rules, 2014**

The extract of Annual Return in Form No. MGT-9 as per Section 134(3)(a) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 and Rule 12 of Companies (Management and Administration) Rules, 2014 (as amended from time to time) is annexed hereto as **Annexure II** and forms part of this report. Further, the Disclosure in the Board's Report under Rule 5 of Companies (Appointment and Remuneration) Rules, 2014 is also furnished and forms part of this report.

#### **12. Directors**

For the purpose of compliance with Section 152 of the Companies Act, 2013 and for determining the director liable to retire by rotation, Shareholders have accorded their consent for amending Article 206 of Articles of Association to enable office of Managing Director or Whole Time Director be subject to retirement by rotation. Hence, Shri Akhilesh Kumar Pandey, Whole Time Director (DIN: 03325271) retires by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

In compliance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, information about the Director proposed to be appointed/re-appointed is furnished in the Corporate Governance Report.

### **13. Declaration by Independent Directors**

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given declaration to the Company that they qualify the criteria of independence as required under the Act and Regulations respectively.

None of the Independent Directors are due for re-appointment.

### **14. Evaluation of the Board's Performance**

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors at their meeting held on 12th February, 2016 without the participation of the Non-independent Directors and Management, considered/evaluated the Board's performance, Performance of the Chairman and other Non-Independent Directors.

Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the performance evaluation of Independent Directors shall be done by the entire Board of Directors provided that in the above evaluation the Directors who are subject to evaluation shall not participate. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. **The evaluation process has been explained in the Corporate Governance Report** section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

### **15. Policy on Directors' Appointment and Remuneration**

The current policy is to have an appropriate combination of Executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2016, the Board consists of 6 members, two of whom are executive or whole-time directors, and four are independent directors. The Board will annually evaluate the need for change in its composition and size. The policy of the Company on Directors' Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board. The remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration policy of the Company. The Nomination and Remuneration Policy is available in our website <http://www.bhorukaaluminium.com/investors/corporategovernance>.

### **16. Number of meetings of the Board**

The Board met **five times** during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

### **17. Directors' responsibility statement as required under Section 134(3)(c) of the Companies Act, 2013, your directors to their best of knowledge and belief, confirm that:**

- i) in the preparation of the Accounts for the year ended **31<sup>st</sup> March, 2016**, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed and there are no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the

- company as at **31<sup>st</sup> March, 2016** and of the **Loss** of the Company for the year ended on that date;
- iii) 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 ; and
  - iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis;
  - v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
  - vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **18. Public Deposits:**

The company has not accepted deposits from public as envisaged under Sections 73 to 76 of Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

## **19. Auditors**

M/s. R.S. Agarwala & Co., (Firm Reg.No. 00049S), Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

## **20. Auditor's Observations**

Please refer Sl. No. 8 (a) and 8 (b) of Independent Auditors Report

### **Management's Reply:**

- 8(a) The Company had certain transactions with associate companies during the earlier years that have been classified as interest free loan based on the recommendations of experts. The Company is in the process of recovering such dues, but the likelihood of this is challenging given the difficult economic scenario. Legal notice has been sent to these Companies for recovery of dues.
- (b) The Company has given interest free loan to its 100% wholly owned overseas subsidiary for its principal business activities. Since the said subsidiary has been wound up, the Company has written off the loan amount in the Profit & Loss account of the previous year. The Company is in the process of obtaining approval from RBI after completion of due legal compliances.

## **21. Audit Committee**

The Audit Committee comprises of Independent Directors and KMP namely Shri Saligrama Parswannath Shanthinath (Chairman), Shri Ram Ekbal Singh, Shri Shroff Puttabasappa Manjunath and Shri Raj Kumar Aggarwal, Executive – Managing Director as other members. All the recommendations made by the Audit Committee were accepted by the Board. The details of term of reference of the Audit Committee member, dates of meeting held and attendance of the Directors are given separately in the Corporate Governance Report.

## **22. Risk Management Policy**

The Company has formulated a Risk Management Policy (though it is applicable to top 100 listed companies with market capitalization as per Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). The main aim of risk management policy is to identify, monitor, evaluate and take precautionary measures in respect of the events that may pose risks for the business activities. Pursuant to section 134(3)(n) of the Companies Act, 2013, the Company regularly maintains a proper check in normal course of its business regarding Risk Management. At present, the Company has not identified any element of risk which may threaten the existence of the Company.

## **23. Whistleblower Policy**

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Whistle Blower. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. Whistleblower Policy approved and adopted by the Board of Directors can be accessed in our website: <http://www.bhorukaaluminium.com/corporategovernance>

## 24. Significant and material orders

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

## 25. Particulars of Employees and related disclosures

Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

### Managerial Remuneration:

S. No.	Name of Director/ KMP and Designation	Remuneration of Director/KMP for the financial year 2015-16 (in Rs.)	% increase in Remuneration in the financial year 2015-16	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Raj Kumar Aggarwal, Managing Director	24,60,000	No increase	Not Applicable	Non comparable since there is no business operations.
2	Mr. Akhilesh Kumar Pandey, Whole Time Director	4,82,324	No increase	Not Applicable	
3	Mr. Saligrama Paraswannah Shanthinath, Independent Director	27,500 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable
4	Mr. Ram Ekbal Singh, Independent Director	27,500 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable
5	Mr. Shroff Puttabasappa Manjunath, Independent Director	27,500 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable
6	Mrs. Srinivas Chandrakala, Independent Director	12,500 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable

- i) Number of permanent employees on the rolls of company: There were no permanent employees on the rolls of the Company as on **31<sup>st</sup> March 2016**.
- ii) Median remuneration of employees of the Company during the financial year 2015-2016 was - **NIL**.
- iii) Percentage increase in the median remuneration of employees in the financial year: Median remuneration of employees of the Company during the financial year 2015-2016 was **NIL**.
- iv) Relationship between average increase in remuneration and company performance: - Average Remuneration decreased during the year 2015-2016. There is no increase in remuneration. As the same is not comparable since there are no business operations.

- v) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the company:- There was no increase in the remuneration of Key Management Personnel.
- vi) a) Variation in the market capitalization of the company: The market capitalization as on **31<sup>st</sup> March 2016** was Rs. 2.75 Crores (Rs.3.46 Crores as on 31<sup>st</sup> March 2015)
- b) Price-Earning Ratio of the Company was (3.57) as at **31<sup>st</sup>March 2016** and was 0.10 as at 31<sup>st</sup> March 2015.
- c) Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer: **Not Applicable**
- vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out of there are any exceptional circumstances for increase in the managerial remuneration: **Not Applicable**
- viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees: **Not Applicable**
- ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:- **Not Applicable**
- x) A) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- B) Details of every employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:  
During the year under consideration, none of the employees of the company were in receipt of remuneration in excess of limits prescribed under clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence particulars as required under 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given.

## **26. Details of conservation of energy, technology absorption, foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

### **(A) Conservation of energy: N.A.**

- (i) the steps taken or impact on conservation of energy;
- (ii) the steps taken by the company for utilising alternate sources of energy;
- (iii) the capital investment on energy conservation equipments;

### **(B) Technology absorption: N.A.**

- (i) the efforts made towards technology absorption;
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - (a) the details of technology imported;
  - (b) the year of import;
  - (c) whether the technology been fully absorbed;
  - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) the expenditure incurred on Research and Development.

### **(C) Foreign exchange earnings and Outgo:**

The Company had no foreign exchange earnings and outgo during the financial year under review



## **27. Particulars of Loans, Guarantees or Investments**

The company has not given any guarantee or given any new loans or made any new investments during the financial year under review. However, details of existing interest free loans given earlier years covered under the provisions of Section 186 of the Companies Act, 2013 and outstanding as at **31<sup>st</sup> March, 2016** are furnished in the notes to financial statements.

## **28. Related Party Transaction**

The Company had not entered into any material contract/arrangement with related parties during the year under review. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014. All contracts/arrangements/transactions with related parties are placed before the Audit Committee as also the Board, as may be required, for approval. However, refer note no.22 to financial statements which sets out related party disclosures as per AS-18.

## **29. Employees' Stock Option Scheme**

The Company has not granted any Employee Stock Option within the meaning of Section 62(1)(b) of the Companies Act, 2013 read with Rules framed there under and respective SEBI regulations.

## **30. Internal financial control**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures. Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms part of this Report.

## **31. Corporate Social Responsibility**

As per Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company does not fulfill the criteria of net worth or turnover for Corporate Social Responsibility, hence the same is not applicable to the Company. However, the company tries to play its part in being a good corporate citizen.

## **32. Material changes and commitments affecting the financial position of the Company which have occurred between the financial year ended March 31, 2016 and May 27, 2016 (date of the Report).**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2016) and the date of Report (May 27, 2016).

## **33. Acknowledgement**

The Directors take this opportunity to place on record their sincere thanks to the Banks, Central and State Government Departments and the shareholders for their support and co-operation extended to the Company from time to time during the difficult times.

**For and on behalf of the Board**

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

Raj Kumar Aggarwal  
Chairman & Managing Director  
(DIN: 01559120)

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

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

To,

The Members

**Bhoruka Aluminium Limited**

CIN : L27203KA1979PLC003442

- 1) I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bhoruka Aluminium 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 my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 ("Audit Period") 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:

- 2) I have examined the books, papers, minute books, forms and returns filed and other records maintained by Bhoruka Aluminium Limited ("The Company") for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:
- a) The Companies Act, 2013 (the Act) and the Rules made thereunder; except for the matter listed below under point 5.
  - b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
  - c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder by the Depositories with regard to dematerialization / rematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;
  - d) 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; except for the matters listed below under point 5.
  - e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
    - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not applicable during the Audit Period]
    - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable during the Audit Period]
    - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the Audit Period]
    - (vi) 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;

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- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable during the Audit Period]
  - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not applicable during the Audit Period]
  - (ix) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 3) As informed to me the following other Laws specifically applicable to the Company as under:
- a) The EPF & Misc. Provisions Act, 1952
  - b) Contract Labour Act
  - c) The Indian Contract Act, 1872
- 4) I have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - b) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (BSE)
- 5) During the Audit Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above subject to the following observations:
- a) Non-compliance in the matter of appointment of Whole Time Company Secretary and Chief Financial Officer of the Company as per the sub-section (1) of Section 203 of the Companies Act, 2013.
  - b) During the year, a Deposit with the Landlord was made, the same is listed under the Loans and advances to others, and the nature of the transaction is subject to confirmation by the Management.
  - c) Company had a Wholly Owned Subsidiary (WOS), Bhoruka Aluminium FZE in Hamriyah Free Zone and the reporting Compliances with respect to the Foreign Exchange Management Act, 1999 ("FEMA Act") and the Rules and Regulations made thereunder to the extent of issue of GDR and compliances pursuant to Paragraph 4(3) of Schedule 1 of Notification No. FEMA 20/2000-RB dated 03<sup>rd</sup> May 2000 is not complied in regular quarters.
  - d) The setting up of the said WOS requires the compliances (Overseas Direct Investment Compliances) in terms of section 6 of the Foreign Exchange Management Act, 1999, (42 of 1999) read with Notification No. FEMA.120/RB-2004 dated July 7, 2004, (GSR 757 (E) dated November 19, 2004), viz. Foreign Exchange Management (Transfer or Issue of Any Foreign Security) (Amendment) Regulations, 2004, as amended from time to time, however the same is not complied and it's a continued non-compliance since FY 2010-11.
  - e) The said WOS was wound-up on 18<sup>th</sup> September, 2014, the compliances (Overseas Direct Investment Compliances) in terms of provisions of the Foreign Exchange Management Act, 1999, (42 of 1999) read with Notification No. FEMA.120/RB-2004 dated July 7, 2004, (GSR 757 (E) dated November 19, 2004), viz. Foreign Exchange Management (Transfer or Issue of Any Foreign Security) (Amendment) Regulations, 2004, as amended from time to time is not complied. However, it was informed that, the management of the Company is in the process to comply with the required norms of the said FEMA Act & its guidelines.
- 6) I further report that the Company to the extent of applicable, has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company.
- 7) I further report that:
- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors & Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- b) 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 (By Hand Delivery mode), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
  - c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
  - d) The Company has obtained all necessary approvals under the various provisions of the Act; and
  - e) There was no prosecution initiated and no fines (except for the additional fee paid by the Company for delay in filing of the necessary eForms with the Ministry of Corporate Affairs) or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
  - f) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- 8) I have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
- 9) I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
- 10) I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 11) I further report that there are no manufacturing operations since 1<sup>st</sup> June 2013 after the Company has transferred the Aluminium Extrusion Business division via Slump sale to Boruka Extrusions Private Limited, an Indian subsidiary of YKK Holding Asia Pte Ltd. Singapore as part of restructuring in accordance with the approval granted by the Shareholders through postal ballot pursuant to section 292 (1) (a) of the Companies Act, 1956.

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

CS Sunil Kumar B.G.  
For Sunil B.G. & Associates  
Company Secretaries  
FCS No.: 7910  
COP NO.: 8900

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

**Annexure A**

To,  
The Members,  
**Bhoruka Aluminium Limited**  
(CIN: L27203KA1979PLC003442)  
# No.427E, 2nd Floor,  
Hebbal Industrial Area,  
Mysuru, Karnataka  
India – 570016

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

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

Place : Mysuru  
Date : 27<sup>th</sup> May, 2016

CS Sunil Kumar B.G.  
For Sunil B.G. & Associates  
Company Secretaries  
FCS No.: 7910  
COP NO.: 8900

FORM NO. MGT -9

**EXTRACT OF ANNUAL RETURN****AS ON THE FINANCIAL YEAR ENDED ON 31.03.2016**

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

**I. REGISTRATION AND OTHER DETAILS**

(i)	CIN	L27203KA1979PLC003442
(ii)	Registration Date	09/01/1979
(iii)	Name of the Company	Bhoruka Aluminium Limited
(iv)	Category / Sub-category of the Company	Company Limited by Shares/Indian Non Government Company
(v)	Address of the Registered Office with contact details	No.427E, 2 <sup>nd</sup> Floor, Hebbal Industrial Area, Mysuru -570 016. Phone: 0821-2510351 Compliance Officer Email Id: company.secretary@bhorukaaluminium.com
(vi)	Whether Listed Company	Yes - BSE
(vii)	Name, Address and Contact details of Registrar and Transfer Agents, if any	Karvy Computershare Private Limited "Karvy Selenium Tower-B" Plot 31-32 Gachibowli, Financial District Nanakramguda Hyderabad – 500 032. Phone: 040-67162222

**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 the Main Product/Services	NIC Code of the product/ service	% to the total turnover of the company
1	Aluminium Extrusion *	27203	NIL
2	Agriculture	01119	NIL

\*Note: The Company is not carrying any manufacturing activities from 1<sup>st</sup> June, 2013 consequent to slump sale of Aluminium Extrusion Business Division and agriculture has not generated any revenue during the year.

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

Sl No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
NIL					

**IV. Share Holding Pattern**

(Equity Share Capital Break up as a percentage of Total Equity)

(i) Category-wise Share Holding as of **March 31, 2016**

Category Code	Category of Shareholder	No. of shares held at the beginning of the year 01.04.2015				No. of shares held at the end of the year 31.03.2016				% change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
<b>(A)</b>	<b>PROMOTER AND PROMOTER GROUP</b>									
(1)	INDIAN									
(a)	Individual / HUF	13025162	0	13025162	23.71	13025162	0	13025162	23.71	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	5526376	0	5526376	10.06	5526376	0	5526376	10.06	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total A(1) :</b>	<b>18551538</b>	<b>0</b>	<b>18551538</b>	<b>33.77</b>	<b>18551538</b>	<b>0</b>	<b>18551538</b>	<b>33.77</b>	<b>0.00</b>
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total A(2) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total A=A(1)+A(2)</b>	<b>18551538</b>	<b>0</b>	<b>18551538</b>	<b>33.77</b>	<b>18551538</b>	<b>0</b>	<b>18551538</b>	<b>33.77</b>	<b>0.00</b>
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(1) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	8891688	4450	8896138	16.19	7846664	4450	7851114	14.29	1.90
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	6942047	627116	7569163	13.78	6897594	625166	7522760	13.69	0.08
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	19393616	100002	19493618	35.48	20443072	100002	20543074	37.39	-1.91
(c)	Others									
	CLEARING MEMBERS	8491	0	8491	0.02	112	0	112	0.00	0.02
	NON RESIDENT INDIANS	423194	0	423194	0.77	473544	0	473544	0.86	-0.09
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(2) :</b>	<b>35659036</b>	<b>731568</b>	<b>36390604</b>	<b>66.23</b>	<b>35660986</b>	<b>729618</b>	<b>36390604</b>	<b>66.23</b>	<b>0.00</b>
	<b>Total B=B(1)+B(2) :</b>	<b>35659036</b>	<b>731568</b>	<b>36390604</b>	<b>66.23</b>	<b>35660986</b>	<b>729618</b>	<b>36390604</b>	<b>66.23</b>	<b>0.00</b>
	<b>Total (A+B) :</b>	<b>54210574</b>	<b>731568</b>	<b>54942142</b>	<b>100.00</b>	<b>54212524</b>	<b>729618</b>	<b>54942142</b>	<b>100.00</b>	<b>0.00</b>
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	<b>GRAND TOTAL (A+B+C) :</b>	<b>54210574</b>	<b>731568</b>	<b>54942142</b>	<b>100.00</b>	<b>54212524</b>	<b>729618</b>	<b>54942142</b>	<b>100.00</b>	

**(ii) SHAREHOLDING PATTERN OF PROMOTERS**

Sl No	Folio/Dpid-Client id	Category	Type	Name of the Share Holder	Shareholding at the beginning of the Year / end of the year		Date	Increase / Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	AAPPA8159F	PRO	Opening Balance	RAJKUMAR AGGARWAL	10537162	19.18	1/4/2015			10537162	19.18
			Purchase (Interse Transfer)				08/05/2015	2488000	Interse Transfer	13025162	23.71
			Closing Balance				31/03/2016			13025162	23.71
2	AACCR0506K	PBC	Opening Balance	ROCKSTRONG INVESTMENTS PVT LTD	2806666	5.11	1/4/2015			2806666	5.11
			Closing Balance				31/03/2016			2806666	5.11
3	AAGCS1395H	PBC	Opening Balance	SUNBRIGHT INVESTMENTS PVT LTD	2719710	4.95	1/4/2015			2719710	4.95
			Closing Balance				31/03/2016			2719710	4.95
4	AEYPA0496E	PRO	Opening Balance	RAJAT AGARWAL	2488000	4.53	1/4/2015			2488000	4.53
			Sale (Interse Transfer)				08/05/2015	-2488000	Inter Transfer	0	0.00
			Closing Balance				31/03/2016			0	0.00

**(iii) Shareholding pattern of Promoters - Between 01/04/2015 AND 31/03/2016**

Sl No	Dpid	Folio/Client-Id	Name of the Share Holder	Jt1	Jt2	Category	Sold (Interse Transfer)	bought (Interse Transfer)	Cumulative Holding	Date
1	IN301135	26617936	RAJKUMAR AGGARWAL			PRO	0	0	8111802	1/4/2015
	IN301135	26617936	RAJKUMAR AGGARWAL			PRO	0	2488000	10599802	08/05/2015
	IN301135	26617936	RAJKUMAR AGGARWAL			PRO	0	0	10599802	31/3/2016
	IN301135	26850594	RAJKUMAR AGGARWAL	URMILA AGARWAL		PRO	0	0	2425360	1/4/2015
	IN301135	26850594	RAJKUMAR AGGARWAL	URMILA AGARWAL		PRO	0	0	2425360	31/3/2016
2	IN301135	26804148	ROCKSTRONG INVESTMENTS PVT LTD			PBC	0	0	2806666	1/4/2015
	IN301135	26804148	ROCKSTRONG INVESTMENTS PVT LTD			PBC	0	0	2806666	31/3/2016
3	IN301135	26804156	SUNBRIGHT INVESTMENTS PVT LTD			PBC	0	0	2719710	1/4/2015
	IN301135	26804156	SUNBRIGHT INVESTMENTS PVT LTD			PBC	0	0	2719710	31/3/2016
4	IN301135	26678372	RAJAT AGARWAL			PRO	0	0	2488000	1/4/2015
	IN301135	26678372	RAJAT AGARWAL			PRO	2488000	0	0	08/05/2015
	IN301135	26678372	RAJAT AGARWAL			PRO	0	0	0	31/3/2016



**(iv) SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 01/04/2015 AND 31/03/2016  
(OTHER THAN DIRECTORS AND PROMOTERS)**

Sl no	Folio/Dpid-Clientid	Category	Type	Name of the Share Holder	Shareholding at the beginning of the Year 01.04.2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	AACCK1212B	LTD	Opening Balance	KAKTI TRADING AND COMMERCIALS PVT LTD	2200000	4.00	1/4/2015			2200000	4.00
			Closing Balance				31/03/2016			2200000	4.00
2	AACCT0629H	LTD	Opening Balance	TRANSAL ENTERPRISES PRIVATE LIMITED	1701526	3.10	1/4/2015			1701526	3.10
			Closing Balance				31/03/2016			1701526	3.10
3	AAHCS2927C	LTD	Opening Balance	SUKHY COMMERCIAL AND TRADING PRIVATE LTD	1076308	1.96	1/4/2015			1076308	1.96
			Closing Balance				31/03/2016			1076308	1.96
4	AAAPA7540D	PUB	Opening Balance	NANDKISHOR AGRAWAL	775000	1.41	1/4/2015			775000	1.41
			Closing Balance				31/03/2016			775000	1.41
5	AAAHG0724R	HUF	Opening Balance	GULZARI LAL SHARMA HUF .	0	0.00	31/03/2015			0	0.00
			Purchase				24/04/2015	80002	Transfer	80002	0.15
			Purchase				01/05/2015	70000	Transfer	150002	0.27
			Purchase				08/05/2015	10000	Transfer	160002	0.29
			Purchase				15/05/2015	26810	Transfer	186812	0.34
			Purchase				22/05/2015	34500	Transfer	221312	0.40
			Purchase				05/06/2015	20000	Transfer	241312	0.43
			Purchase				12/06/2015	500	Transfer	241812	0.44
			Purchase				26/06/2015	38371	Transfer	280183	0.51
			Purchase				17/07/2015	33259	Transfer	313442	0.57
			Purchase				24/07/2015	25000	Transfer	338442	0.62
			Purchase				31/12/2015	431714	Transfer	770156	1.40
Closing Balance				31/03/2016					770156	1.40	
6	AAKPD3160A	PUB	Opening Balance	BIMAL J DESAI	525546	0.96	1/4/2015			525546	0.96
			Closing Balance				31/03/2016			525546	0.96
7	ADDDPA3216A	PUB	Opening Balance	ASHOK KUMAR AGARWAL	435180	0.79	1/4/2015			435180	0.79
			Closing Balance				31/03/2016			435180	0.79
8	AAACP6176H	LTD	Opening Balance	MALSHEJ TRADING PRIVATE LIMITED	431714	0.79	1/4/2015			431714	0.79
			Sale				27/11/2015	-400000	Transfer	31714	0.06
			Sale				11/12/2015	-31714	Transfer	0	0.00
			Closing Balance				31/03/2016				0
9	ACPPV2202A	PUB	Opening Balance	BHARAT RAVI KUMAR VARADA	371423	0.68	1/4/2015			371423	0.68
			Sale				15/05/2015	-7301	Transfer	364122	0.66
			Closing Balance				31/03/2016				364122
10	AAACB5050G	LTD	Opening Balance	BLOCKWEL PVT LTD	357414	0.65	1/4/2015			357414	0.65
			Closing Balance				31/03/2016				357414

**(iv) SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 01/04/2015 AND 31/03/2016  
(OTHER THAN DIRECTORS AND PROMOTERS) Contd...**

Sl no	Folio/Dpid-Clientid	Category	Type	Name of the Share Holder	Shareholding at the beginning of the Year 01.04.2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
11	ANBPA0583C	PUB	Opening Balance	NIYATI NANDKISHOR AGARWAL	317828	0.58	1/4/2015			317828	0.58
			Closing Balance				31/03/2016			317828	0.58
12	AABCS6585J	LTD	Opening Balance	SWASTIKA INVESTMART LIMITED	309729	0.56	1/4/2015			309729	0.56
			Purchase				17/04/2015	20	Transfer	309749	0.56
			Sale				04/09/2015	-10000	Transfer	299749	0.55
			Purchase				20/11/2015	50	Transfer	299799	0.55
			Sale				31/12/2015	-128000	Transfer	171799	0.31
			Sale				25/03/2016	-34499	Transfer	137300	0.25
			Closing Balance				31/03/2016			137300	0.25
13	ACQPG6636E	PUB	Opening Balance	ISHWARBHAI KARSANGIRI GOSWAMI	295005	0.54	1/4/2015			295005	0.54
			Purchase				10/04/2015	9988	Transfer	304993	0.56
			Purchase				15/05/2015	5007	Transfer	310000	0.56
			Purchase				22/05/2015	10100	Transfer	320100	0.58
			Purchase				29/05/2015	9899	Transfer	329999	0.60
			Sale				12/06/2015	-10098	Transfer	319901	0.58
			Purchase				19/06/2015	10099	Transfer	330000	0.60
			Purchase				26/06/2015	20001	Transfer	350001	0.64
			Purchase				10/07/2015	4890	Transfer	354891	0.65
			Purchase				24/07/2015	5109	Transfer	360000	0.66
			Purchase				07/08/2015	10	Transfer	360010	0.66
			Purchase				18/09/2015	39990	Transfer	400000	0.73
			Purchase				20/11/2015	5000	Transfer	405000	0.74
			Purchase				04/12/2015	13991	Transfer	418991	0.76
			Purchase				11/12/2015	8754	Transfer	427745	0.78
			Purchase				18/12/2015	2255	Transfer	430000	0.78
			Sale				25/12/2015	-10000	Transfer	420000	0.76
			Sale				31/12/2015	-20000	Transfer	400000	0.73
			Purchase				18/03/2016	7000	Transfer	407000	0.74
			Purchase				25/03/2016	1000	Transfer	408000	0.74
			Purchase				31/03/2016	42000	Transfer	450000	0.82
			Closing Balance				31/03/2016			450000	0.82
14	ABWPA2704N	PUB	Opening Balance	MANISHA AGARWAL	280000	0.51	1/4/2015			280000	0.51
			Closing Balance				31/03/2016			280000	0.51
15	ADYPA6954A	PUB	Opening Balance	NEHA NANDKISHOR AGRAWAL	279558	0.51	1/4/2015			279558	0.51
			Closing Balance				31/03/2016			279558	0.51
16	AAGCS6368A	LTD	Opening Balance	SRI GIRIJA PRASANNA COTTON MILLS LTD	257778	0.47	1/4/2015			257778	0.47
			Closing Balance				31/03/2016			257778	0.47

**(iv) SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 01/04/2015 AND 31/03/2016  
(OTHER THAN DIRECTORS AND PROMOTERS) Contd...**

Sl no	Folio/Dpid-Clientid	Category	Type	Name of the Share Holder	Shareholding at the beginning of the Year 01.04.2015		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
17	AJOPK6534G	PUB	Opening Balance	SATISH K	238250	0.43	1/4/2015			238250	0.43
			Purchase				17/07/2015	999	Transfer	239249	0.44
			Purchase				07/08/2015	4999	Transfer	244248	0.44
			Purchase				14/08/2015	3002	Transfer	247250	0.45
			Purchase				21/08/2015	1000	Transfer	248250	0.45
			Purchase				09/10/2015	1000	Transfer	249250	0.45
			Purchase				16/10/2015	2000	Transfer	251250	0.46
			Purchase				30/10/2015	16000	Transfer	267250	0.49
			Purchase				06/11/2015	1500	Transfer	268750	0.49
			Purchase				20/11/2015	40000	Transfer	308750	0.56
			Purchase				04/12/2015	8500	Transfer	317250	0.58
			Purchase				25/12/2015	7800	Transfer	325050	0.59
			Purchase				22/01/2016	6200	Transfer	331250	0.60
			Closing Balance				31/03/2016			331250	0.60
18	AAGPA0718H	PUB	Opening Balance	CHANDER AGARWAL	222222	0.40	1/4/2015			222222	0.40
			Closing Balance				31/03/2016			222222	0.40
19	AGCPB4397H	PUB	Opening Balance	SHANTI SWARUP BANSAL	196963	0.36	1/4/2015			196963	0.36
			Purchase				17/07/2015	22065	Transfer	219028	0.40
			Closing Balance				31/03/2016			219028	0.40
20	AEDPB9900P	PUB	Opening Balance	SANTOSH BAMALWA	209144	0.38	1/4/2015			209144	0.38
			Closing Balance				31/03/2016			209144	0.38
21	ABUPJ4068L	PUB	Opening Balance	OM PRAKASH JAIN	204626	0.37	1/4/2015			204626	0.37
			Closing Balance				31/03/2016			204626	0.37
22	AABCV7112L	LTD	Opening Balance	VISHESH CAPITAL PVT LTD	204000	0.37	1/4/2015			204000	0.37
			Closing Balance				31/03/2016			204000	0.37

**(IV) SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS - BETWEEN 01/04/2015 AND 31/03/2016  
(OTHER THAN DIRECTORS AND PROMOTERS)**

Sino	Dpid	Folio/Client-Id	Name of the Share Holder	Jt1	Jt2	Category	Sold	bought	Cumulative Holding	Date
1	IN301135	26853051	KAKTI TRADING AND COMMERCIALS PVT LTD			LTD	0	0	220000	1/4/2015
	IN301135	26853051	KAKTI TRADING AND COMMERCIALS PVT LTD			LTD	0	0	2200000	31/3/2016
2	IN301135	26530262	TRANSAL ENTERPRISES PRIVATE LIMITED			LTD	0	0	1701526	1/4/2015
	IN301135	26530262	TRANSAL ENTERPRISES PRIVATE LIMITED			LTD	0	0	1701526	31/3/2016
3	IN301135	26852807	SUKHY COMMERCIAL AND TRADING PRIVATE LTD			LTD	0	0	1076308	1/4/2015
	IN301135	26852807	SUKHY COMMERCIAL AND TRADING PRIVATE LTD			LTD	0	0	1076308	31/3/2016
4	32500	1203250000002752	NANDKISHOR BABULAL AGRAWAL			PUB	0	0	525000	1/4/2015
	32500	1203250000002752	NANDKISHOR BABULAL AGRAWAL			PUB	0	0	525000	31/3/2016
	IN301127	15221334	NANDKISHOR AGRAWAL			PUB	0	0	250000	1/4/2015
	IN301127	15221334	NANDKISHOR AGRAWAL			PUB	0	0	250000	31/3/2016
5	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	0	0	31/3/2016
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	80002	80002	24/4/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	70000	150002	1/5/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	10000	160002	8/5/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	26810	186812	15/5/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	34500	221312	22/5/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	20000	241312	5/6/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	500	241812	12/6/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	38371	280183	26/6/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	33259	313442	17/7/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	25000	338442	24/7/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	431714	770156	31/12/2015
	64400	1206440000010921	GULZARI LAL SHARMA HUF .			HUF	0	0	770156	31/3/2016
6	IN300484	10049130	BIMAL J DESAI			PUB	0	0	525546	1/4/2015
	IN300484	10049130	BIMAL J DESAI			PUB	0	0	525546	31/3/2016
7	IN300484	10024775	ASHOK KUMAR AGARWAL			PUB	0	0	111112	1/4/2015
	IN300484	10024775	ASHOK KUMAR AGARWAL			PUB	0	0	111112	31/3/2016
	IN300484	10313280	ASHOK KUMAR AGARWAL	MANISHA AGARWAL		PUB	0	0	324068	1/4/2015
	IN300484	10313280	ASHOK KUMAR AGARWAL	MANISHA AGARWAL		PUB	0	0	324068	31/3/2016
8	64400	120644000001896	MALSHEJ TRADING PRIVATE LIMITED			LTD	0	0	431714	1/4/2015
	64400	120644000001896	MALSHEJ TRADING PRIVATE LIMITED			LTD	400000	0	31714	27/11/2015
	64400	120644000001896	MALSHEJ TRADING PRIVATE LIMITED			LTD	31714	0	0	11/12/2015
	64400	120644000001896	MALSHEJ TRADING PRIVATE LIMITED			LTD	0	0	0	31/3/2016
9	36900	1203690000122158	BHARAT RAVI KUMAR VARADA			PUB	0	0	371423	1/4/2015
	36900	1203690000122158	BHARAT RAVI KUMAR VARADA			PUB	7301	0	364122	15/5/2015
	36900	1203690000122158	BHARAT RAVI KUMAR VARADA			PUB	0	0	364122	31/3/2016
10	IN301604	11019759	BLOCKWEL PVT LTD			LTD	0	0	357414	1/4/2015
	IN301604	11019759	BLOCKWEL PVT LTD			LTD	0	0	357414	31/3/2016
11	IN301330	21121329	NIYATI NANDKISHOR AGARWAL			PUB	0	0	317828	1/4/2015
	IN301330	21121329	NIYATI NANDKISHOR AGARWAL			PUB	0	0	317828	31/3/2016
12	43700	1204370000004838	SWASTIKA INVESTMART LIMITED			LTD	0	0	309729	1/4/2015
	43700	1204370000004838	SWASTIKA INVESTMART LIMITED			LTD	0	20	309749	17/4/2015
	43700	1204370000004838	SWASTIKA INVESTMART LIMITED			LTD	10000	0	299749	4/9/2015
	43700	1204370000004838	SWASTIKA INVESTMART LIMITED			LTD	0	50	299799	20/11/2015
	43700	1204370000004838	SWASTIKA INVESTMART LIMITED			LTD	128000	0	171799	31/12/2015
	43700	1204370000004838	SWASTIKA INVESTMART LIMITED			LTD	34499	0	137300	25/3/2016
	43700	1204370000004838	SWASTIKA INVESTMART LIMITED			LTD	0	0	137300	31/3/2016

**(IV) SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS - BETWEEN 01/04/2015 AND 31/03/2016  
(OTHER THAN DIRECTORS AND PROMOTERS) CONTD...**

S/no	Dpid	Folio/Client-Id	Name of the Share Holder	Jt1	Jt2	Category	Sold	bought	Cumulative Holding	Date
13	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	0	2950051	1/4/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	9988	304993	10/4/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	5007	310000	15/5/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	10100	320100	22/5/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	9899	329999	29/5/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	10098	0	319901	12/6/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	10099	330000	19/6/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	20001	350001	26/6/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	4890	354891	10/7/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	5109	360000	24/7/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	10	360010	7/8/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	39990	400000	18/9/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	5000	405000	20/11/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	13991	418991	4/12/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	8754	427745	11/12/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	2255	430000	18/12/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	10000	0	420000	25/12/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	20000	0	400000	31/12/2015
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	7000	407000	18/3/2016
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	1000	408000	25/3/2016
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	42000	450000	31/3/2016
	29700	1202970000141690	ISHWARBHAI KARSANGIRI GOSWAMI			PUB	0	0	450000	31/3/2016
14	IN300484	10013977	MANISHA AGARWAL			PUB	0	0	280000	1/4/2015
	IN300484	10013977	MANISHA AGARWAL			PUB	0	0	280000	31/3/2016
15	IN301127	16161909	NEHA NANDKISHOR AGRAWAL			PUB	0	0	279558	1/4/2015
	IN301127	16161909	NEHA NANDKISHOR AGRAWAL			PUB	0	0	279558	31/3/2016
16	IN300126	10794363	SRI GIRIJA PRASANNA COTTON MILLS LTD			LTD	0	0	257778	1/4/2015
	IN300126	10794363	SRI GIRIJA PRASANNA COTTON MILLS LTD			LTD	0	0	257778	31/3/2016
17	IN301356	20473965	SATISH K			PUB	0	0	232000	1/4/2015
	IN301356	20473965	SATISH K			PUB	0	999	232999	17/7/2015
	IN301356	20473965	SATISH K			PUB	0	4999	237998	7/8/2015
	IN301356	20473965	SATISH K			PUB	0	3002	241000	14/8/2015
	IN301356	20473965	SATISH K			PUB	0	1000	242000	21/8/2015
	IN301356	20473965	SATISH K			PUB	0	1000	243000	9/10/2015
	IN301356	20473965	SATISH K			PUB	0	2000	245000	16/10/2015
	IN301356	20473965	SATISH K			PUB	0	16000	261000	30/10/2015
	IN301356	20473965	SATISH K			PUB	0	1500	262500	6/11/2015
	IN301356	20473965	SATISH K			PUB	0	40000	302500	20/11/2015
	IN301356	20473965	SATISH K			PUB	0	8500	311000	4/12/2015
	IN301356	20473965	SATISH K			PUB	0	7800	318800	25/12/2015
	IN301356	20473965	SATISH K			PUB	0	6200	325000	22/1/2016
	IN301356	20473965	SATISH K			PUB	0	0	325000	31/3/2016
	IN302902	46684284	SATISH K			PUB	0	0	6250	31/3/2015
	IN302902	46684284	SATISH K			PUB	0	0	6250	31/3/2016
18	IN300206	10587068	CHANDER AGARWAL			PUB	0	0	222222	1/4/2015
	IN300206	10587068	CHANDER AGARWAL			PUB	0	0	222222	31/3/2016
19	IN301055	10076115	SHANTI SWARUP BANSAL			PUB	0	0	196963	1/4/2015
	IN301055	10076115	SHANTI SWARUP BANSAL			PUB	0	22065	219028	17/7/2015
	IN301055	10076115	SHANTI SWARUP BANSAL			PUB	0	0	219028	31/3/2016
20	34500	1203450000714187	SANTOSH BAMALWA			PUB	0	0	209144	1/4/2015
	34500	1203450000714187	SANTOSH BAMALWA			PUB	0	0	209144	31/3/2016
21	IN301774	10394930	OM PRAKASH JAIN			PUB	0	0	204626	1/4/2015
	IN301774	10394930	OM PRAKASH JAIN			PUB	0	0	204626	31/3/2016
22	59900	1205990000023321	VISHESH CAPITAL PVT LTD			LTD	0	0	204000	1/4/2015
	59900	1205990000023321	VISHESH CAPITAL PVT LTD			LTD	0	0	204000	31/3/2016

## (v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl No	Directors and Key Managerial Personnel	Shareholding at the beginning of the year / end of the year		Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Shri Raj Kumar Aggarwal - Managing Director				
	At the beginning of the year	8111802	14.76	8111802	14.76
	Acquired (Interse Transfer)	2488000	4.53	2488000	4.53
	At the end of the year	10599802	19.29	10599802	19.29
2	Shri Akhilesh Kumar Pandey - Whole Time Director				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
3	Shri Saligrama Parswannah Shanthinath - Independent Director				
	At the beginning of the year	200	0.003	200	0.003
	At the end of the year	200	0.003	200	0.003
4	Shri Ram Ekbal Singh - Independent Director				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
5	Shri Shroff Puttabasappa Manjunath - Independent Director				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
6	Smt. Srinivas Chandrakala - Independent Director				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

## V. INDEBTEDNESS

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

Sl No	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	<b>Indebtedness at the beginning of the financial year</b>				
	(i) Principal Amount	76,000,000	37,735,218	0	113,735,218
	(ii) Interest due but not paid	0	0	0	0
	(iii) Interest accrued but not due	0	0	0	0
	<b>Total (i+ii+iii)</b>	76,000,000	37,735,218	0	113,735,218
	<b>Change in indebtedness during the financial year</b>				
	Additions	0	0	0	0
	Reduction	0	16,575,143	0	0
	<b>Net Change</b>	0	16,575,143	0	16,575,143
	<b>Indebtedness at the end of the financial year 31.03.2016</b>				
	(i) Principal Amount	76,000,000	21,160,075	0	97,160,075
	(ii) Interest due but not paid	0	0	0	0
	(iii) Interest accrued but not due	0	0	0	0
	<b>Total (i+ii+iii)</b>	76,000,000	21,160,075	0	97,160,075

**VI Remuneration of Directors and Key Managerial Personnel****A Remuneration of Managing Director, Whole Time Director/Manager**

Sl No	Particulars of Remuneration	Name of Managing Director / Whole Time Director / Manager		Total Amount
		Raj Kumar Aggarwal (KMP)	Akhilesh Kumar Pandey (KMP)	
1	Gross Salary (Rs. Per annum) (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	1,500,000 960,000 0	482,324 0 0	1,982,324 960,000 0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission As of Profit Others Specify	0 0 0	0 0 0	0 0 0
5	Others Specify	0	0	0
	<b>Total(A)</b>	<b>2,460,000</b>	<b>482,324</b>	<b>2,942,324</b>
	Ceiling as per Companies Act, 2013	Minimum Yearly Remuneration as per Schedule V Part IIA (ii) based on Effective Capital of the Company is Rs. 42.00 Lakhs (excluding Contribution to Provident Fund, Gratuity and Encashment of Leave as per Rules of the Company) in case where Special Resolution is passed		

**B Remuneration to Other Directors**

Sl No	Particulars of Remuneration	Name of the Director				Total Amount
		Saligrama Parswanath Shanthinath	Ram Ekbal Singh	Shroff Puttabasappa Manjunath	Srinivas Chandrakala	
1	<b>Independent Directors</b>					
	Sitting fees for attending Board/Committee Meetings	27,500	27,500	27,500	12,500	95,000
	Commission	0	0	0	0	0
	Others specify	0	0	0	0	0
	<b>Total (1)</b>	<b>27500</b>	<b>27500</b>	<b>27500</b>	<b>12500</b>	<b>95,000</b>
2	<b>Other Non-Executive Directors</b>					
	Sitting fees for attending Board/Committee Meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others specify	0	0	0	0	0
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total B = (1+2)</b>	<b>27500</b>	<b>27500</b>	<b>27500</b>	<b>12500</b>	<b>95,000</b>
	<b>Total Managerial Remuneration</b>	<b>27500</b>	<b>27500</b>	<b>27500</b>	<b>12500</b>	<b>95,000</b>
	Overall Ceiling as per Companies Act, 2013	Ceiling on Sitting Fees as prescribed under the Act is Rs. 1,00,000/- per meeting				

C Remuneration of Key Managerial Personnel (Other than M.D. Manager /Whole Time Director )

Sl. No	Particulars of Remuneration	Company Secretary	Chief Finance Officer
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	NIL NIL NIL	NIL NIL NIL

Note: Company is in the process of appointment of Company Secretary and CFO shortly.

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
<b>A. COMPANY - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **A. Industry Structure**

The Company does not have any aluminium manufacturing operations as the Aluminium Extrusion Business Division has been transferred by way of slump sale to Indian Subsidiary YKK Holdings Asia Pte Ltd., Singapore. As the Company is operating in single segment i.e. agriculture has not generated any revenue during the year. The Company is looking at various business options and facing challenges to meet its liabilities

### **B. Opportunities and Threats**

The company is re-evaluating the options to keep its business floating. Since there is no business operations, the Board of Directors do not foresee any major threat to the Company.

### **C. Risk and Concerns**

The Company being in-operative, there are no major risks which may have major impact on the Company. Risks and concerns related to finance, taxation, compliance etc. are being managed adequately and efficiently by the Board of Directors of your Company.

### **D. Internal Control Systems and Their Adequacy**

The Company has internal control system commensurate with its size and nature of business, to ensure that all assets are safeguarded and protected against unauthorised use and that all transactions are authorised, recorded and correctly reported. The audit observations and corrective action taken thereon are periodically reviewed by the Independent Audit Committee to ensure effectiveness of the internal control system. The Company has appointed M/s. Rau & Nathan, Chartered Accountants, to conduct Internal Audit for the year 2015-16.

### **E. Financial and operational results**

#### **1. Share Capital**

Our Authorised Share Capital is Rs. 56,00,00,000/- divided into 5,60,00,000 Equity shares of Rs.10 each (including Share Capital of Rs. 1,00,00,000/- of Boruka Agro Greens Limited consequent to amalgamation). The issued, subscribed and paid up capital as at 31st March, 2016 was Rs. 54.94 crore.

#### **2. Operational Results**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect. Due to non-operation, the results from operation continue to be NIL all through the line.

### **F. Human Resource / Industrial Relations**

There are no permanent employees on the role of the Company.

### **G. Outlook**

The Company continues to analyze various options to maintain its current state of affairs

### **H. Cautionary Statement**

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable Securities Laws and Regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

## REPORT ON CORPORATE GOVERNANCE

*(Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

In accordance with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and some of the best practices followed on Corporate Governance, the report containing the details of corporate governance systems and processes is as under:

### 1. COMPANY'S PHILOSOPHY

Bhoruka Aluminium Limited is committed to conducting its business with optimum management efficiency in order to fulfill its most basic and integral task of Management – Corporate Governance. Corporate governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good governance practices stem from the culture and mindset of the organization and at Bhoruka we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business. It is well recognized that an effective Board of Directors is a pre-requisite for strong and effective corporate governance. Our Board and Committees thereof are formed in accordance with applicable Laws and Regulations which oversees how the Management serves and protects the long-term interests of all our stakeholders

### 2. BOARD OF DIRECTORS

The Board of Directors provides strategic direction and thrust to the operations of the Company. The Company's Board comprises of Six Directors of which, four are Non-Executive and Independent Directors. All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year give a declaration that they meet with the criteria of independence as provided under Companies Act, 2013 and **Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**. None of the Independent Director is related to any other Directors on the Board. The Composition of the Board is in Conformity with **Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and as per Companies Act, 2013.

#### a) Board Composition as on **31<sup>st</sup> March, 2016**

Sl.No.	Name of the Director	Category
1	Shri Raj Kumar Aggarwal	Executive Chairman & Managing Director
2	Shri Saligrama Parswannath Shanthinath	Independent Director
3	Shri Ram Ekbal Singh	Independent Director
4	Shri Shroff Puttabasappa Manjunath	Independent Director
5	Smt. Srinivas Chandrakala	Woman Independent Director
6	Shri Akhilesh Kumar Pandey	Whole Time Director

None of the above Directors are related to each other.

b) During the financial year ended **31<sup>st</sup> March, 2016**, five meetings of the Board of Directors were held viz. 29.05.15, 13.08.15, 14.11.15, 13.01.16 and 12.02.16. All the relevant information as required under Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was placed before the Board from time to time.

c) Number of Board Meetings held and the attendance of each Director at the Board Meetings, last Annual

General Meeting and number of other Directorship and Chairmanship/Membership of Committee of each Director in various companies are as under:

Sl. No.	Name of the Director	DIN No.	No. of Meetings held	Attendance Particulars		No. of other Directorships (excluding Directorship in Pvt Company)	Committee Membership held in other Companies	
				Board Meetings	Last A G M		A s Member	A s Chairman
1.	Shri Saligrama Parswannah Shanthinath	05320198	5	5	Yes	-Nil-	-Nil-	-Nil-
2	Shri Ram Ekbal Singh	06389606	5	5	Yes	-Nil-	-Nil-	-Nil-
3	Shri Shroff Puttabasabppa Manjunath	06719007	5	5	Yes	-Nil-	-Nil-	-Nil-
4	Smt. Srinivas Chandrakala	07142316	5	5	Yes	-Nil-	-Nil-	-Nil-
5	Shri Raj Kumar Aggarwal	01559120	5	5	Yes	-Nil-	- Nil-	-Nil-
6	Shri Akhilesh Kumar Pandey	03325271	5	5	Yes	-Nil-	-Nil-	-Nil-

### 3. APPOINTMENT, RE-APPOINTMENT AND TENURE

The Directors of the Company are appointed by Members at the General Meetings. As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- a) The maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.
- b) The Company has issued formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The Letter of Appointment can be accessed in our website: [http://www.bhorukaaluminium.com/images/pdf/Letter\\_of\\_Appointment\\_of\\_Independent\\_Director.pdf](http://www.bhorukaaluminium.com/images/pdf/Letter_of_Appointment_of_Independent_Director.pdf)
- c) As mandated by Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors on Boruka's Board, in the opinion of the Board are:
  - I. Persons of integrity and possesses relevant expertise and experience
  - II. is or was not a promoter of the company or its holding, subsidiary or associate company
  - III. Not related to promoters or directors in the company, its holding, subsidiary or associate Company
  - IV. Apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
  - V. None of whose relatives has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
  - VI. Who, either himself nor any of his relatives - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial year immediately preceding the financial year in which he is proposed to be appointed;
    - 1) is or has been an employee or propriety or a partner, in any of the three financial years immediately

preceding the financial year in which he is proposed to be appointed, of –

- a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - b. any legal or a consulting firm that has or had any transaction with the Company, its Holding, Subsidiary or Associate Company amounting to ten percent or more of the gross turnover of such firm;
- 2) holds together with his relative two per cent, or more of the total voting power of the Company; or
  - 3) is a Chief Executive or Director, by whatever name called, of any non profit organization that receives twenty-five percent or more of its receipts from the Company, any of its Promoters, Directors or its Holding, Subsidiary or Associate Company or that holds two per cent or more of the total voting power of the Company; or
  - 4) is a material supplier, service provider or customer or a lessor or lessee of the Company;

VII. Not less than 21 years of age.

**Reappointment:** Pursuant to **Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**, the brief profile of Directors eligible for re-appointment vide item no. 2 of AGM Notice.

Name of the Director	<b>Shri Akhilesh Kumar Pandey</b>
Date of Birth	01/01/1965
DIN	03325271
Date of Appointment	09 <sup>th</sup> November, 2013
Qualification	MSW from Banaras Hindu University, U.P
Experience in specific functional areas	He has over two decades of experience in Factory and Labour Administration
Directorship held in other listed entities	NIL
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders Relationship Committee)	Member of Disclosure Committee
No. of shares held in the Company	NIL
Relationship with any Director(s) of the Company	NIL

#### 4. BOARD EVALUATION PROCESS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 & 19 read with Part D of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of the Directors as well as the evaluation of the Board and Committees. The process was carried out based on the criteria laid down by Nomination and Remuneration Committee by circulating evaluation forms on the Board and Committees' functioning of certain parameters set out in the Performance Evaluation Policy adopted by the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the non-independent directors including the Executive Directors was carried out by the Independent Directors. The Directors expressed satisfaction with the evaluation process and performance of the Board of Directors and Committees.

**I. Performance Evaluation of the Board of Directors:** The performance evaluation of the Board of Directors of the Company shall be done by the Independent Directors on an annual basis. The process for the said evaluation shall be as under:

- The Independent Director shall hold atleast one meeting in a year without the attendance of Non-Independent

Directors and the Members of the Management wherein it shall review and assess the performance of the Board of Directors and/or Non-Independent Directors.

- The Independent Directors shall depute one or more of the Independent Director to conduct the process of evaluation of performance of other Directors of the Board.
- The Independent Directors shall prepare a report of the Performance Evaluation of the Board and based on the evaluation, the Board may consider continuing or not extending the term of the Director/s.

**II. Performance Evaluation of the Independent Directors:** The performance evaluation of the Independent Directors of the Company shall be done by the entire Board of Directors excluding the Director being evaluated on an annual basis. The process for the said evaluation shall be as under:

- The Board shall hold a meeting once before the end of Financial Year which shall not be attended by the Independent Directors.
- The Board shall depute one or more of the directors to conduct the process of evaluation of performance of the Independent Directors.
- The Board shall conduct a performance evaluation of the Independent Directors in the said meeting wherein it shall review and assess the performance of Independent Directors excluding the Director who is being evaluated.
- The Board shall prepare a report of the performance evaluation of Independent Directors and based on the evaluation, the Board may consider continuing or not extending the term of Independent Directors.

## 5. INFORMATION PROVIDED TO THE BOARD

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meetings. The information supplied to the Board as per Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 includes

- Annual Operation Plan, Budgets and any updates
- Quarterly, half yearly and yearly results of the company
- Minutes of the meeting of the Board, Audit Committees and other Committees of the Board
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company
- Show cause, demand, prosecution notices and penalty notices, which are materially important
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken adverse view regarding another enterprise that may have negative implications on the listed entity
- Statement on compliance with code of conduct
- Quarterly Corporate Governance Report
- Details of transactions with Related Parties
- Details of Inter Corporate Loans, Investments and Guarantees made/ given by the Company
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc

The Board also periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

## 6. CODE OF CONDUCT

The Company has in place a Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Company is committed to follow the best business, commercial and legal practices. This code is intended to guide the Board Members to support this commitment. The Code of Conduct for Board of Directors and employees are available in our website <http://www.bhorukaaluminium.com/investors/corporategovernance>. The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Company's Chairman and Managing Director pursuant to Regulation 26 (3) read with Schedule V (Part D) of SEBI (LODR) Regulations, 2015 is published in this Report.

The Board of Directors has adopted the Code of Business Conduct and Ethics for the Board Members and the Senior Management Personnel. This Code is available on the Company's website [http://www.bhorukaaluminium.com/images/pdf/Code\\_of\\_Conduct\\_or\\_Board\\_of\\_Directors.pdf](http://www.bhorukaaluminium.com/images/pdf/Code_of_Conduct_or_Board_of_Directors.pdf)

## 7. CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Board has adopted Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information (UPSI) and Code of Conduct to Regulate, Monitor, and Report Trading by Insiders as mandated under Regulation 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## 8. SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on February 12, 2016 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting.

## COMMITTEES OF THE BOARD

### 9. AUDIT COMMITTEE

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to Audit Function and monitoring the scope and quality of Internal and Statutory Audits.

#### Composition of the Audit Committee:

Sl No.	Name of the Director	Title	Status
1.	Shri Saligrama Paraswannath Shanthinath	Chairman	Independent and Non-Executive Directors
2.	Shri Ram Ekbal Singh	Member	
3.	Shri Shroff Puttabasappa Manjunath	Member	
4.	Shri Raj Kumar Aggarwal	Member	Executive - Managing Director

The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

- I. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions - Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the

- financial statements reflect true and fair view;
- II. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
  - III. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
  - IV. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval,
  - V. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
  - VI. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - VII. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  - VIII. Approval or any subsequent modification of transactions of the company with related parties
  - IX. Scrutiny of inter-corporate loans and investments
  - X. Valuation of undertakings or assets of the company, wherever it is necessary;
  - XI. Evaluation of internal financial controls and risk management systems;
  - XII. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - XIII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - XIV. Discussion with internal auditors of any significant findings and follow up there on;
  - XV. Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - XVI. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - XVII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
  - XVIII. To review the functioning of the Whistle Blower mechanism;
  - XIX. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - XX. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed. The Committee is governed by the Terms of Reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company and cases reported thereunder. The recommendations of Audit Committee are duly approved and accepted by the Board.

The minutes of each Audit Committee meeting are placed in the next meeting of the Board. The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

### Attendance of the Committee Members:

During the financial year ended **31<sup>st</sup> March, 2016**, four meetings of the Audit Committee were held viz 29.05.2015, 13.08.2015, 14.11.2015 and 12.02.2016.

Name of the Member	Shri Saligrama Parswannah Shanthinath	Shri Ram Ekbal Singh	Shri Shroff Puttabasappa Manjunath	Shri Raj Kumar Aggarwal
Number of meetings held	4	4	4	4
Meetings present	4	4	4	4

Composition of the Committee is also available on Company's website: <http://www.bhorukaaluminium.com/board-of-directors/>

## 10. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee and Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### Composition of the Nomination and Remuneration Committee:

Sl No.	Name of the Director	Title	Status
1.	Shri Ram Ekbal Singh	Chairman	Independent and Non-Executive Directors
2.	Shri Saligrama Paraswannah Shanthinath	Member	
3.	Shri Shroff Puttabasappa Manjunath	Member	

The Role of committee shall, inter-alia, include the following:

- I. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- II. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- III. Devising a policy on diversity of board of directors;
- IV. Evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- V. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- VI. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- VII. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

**Terms of Reference in brief** - The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

### Appointment criteria and qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.



- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

The Company shall not appoint or continue the employment of any person as Whole Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years. The Nomination and Remuneration Policy has been hosted on our website: [http://www.bhorukaaluminium.com/images/pdf/Nomination\\_and\\_Remuneration\\_Policy.pdf](http://www.bhorukaaluminium.com/images/pdf/Nomination_and_Remuneration_Policy.pdf)

Composition of the Committee is also available on Company's website: <http://www.bhorukaaluminium.com/board-of-directors/>

#### Attendance of the Committee Members:

During the financial year ended **31<sup>st</sup> March, 2016** two meetings of the Remuneration Committee were held viz. 29.05.15 and 11.02.2016.

Name of the Member	Shri Ram Ekbal Singh	Shri Saligrama Parswannath Shanthinath	Shri Shroff Puttabasappa Manjunath
Number of meetings held	2	2	2
Meetings present	2	2	2

#### Details of the Remuneration paid to the Directors during the financial year ended 31.03.2016

(Amount Rs)

Name of Director	Position	Salary	Contribution to P.F	Perks and Allowance
Shri Raj Kumar Aggarwal	Managing Director	15,00,000	1,80,000	9,60,000
Shri Akhilesh Kumar Pandey	Wholetime Director	4,60,724	21,600	-

The appointment is terminable by either party giving the other six months notice in writing without assigning any reason and without liability to pay any compensation.

#### Sitting fees paid to Independent Directors during the financial year ended 31.03.2016

Sl.No.	Name of the Director	Rs.
1	Shri Saligrama Parswannath Shanthinath	27,500
2	Shri Ram Ekbal Singh	27,500
3	Shri Shroff Puttabasappa Manjunath	27,500
4	Smt. Srinivas Chandrakala	12,500

**Performance evaluation process of Directors:** The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

#### a. Role & Accountability

- Understanding the nature and role of Independent Directors' position
- Understanding of risks associated with the business

- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.
- Avoidance of conflict of interest.
- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.
- Level of monitoring of Corporate Governance Regulations and compliance.
- Adherence to Code of Conduct and Business ethics by directors individually and collectively.
- Monitoring of Regulatory compliances and risk assessment.
- Review of Internal Control Systems.
- Performance of the Chairperson of the company including leadership qualities.
- Performance of the Managing Director / Whole time Director.
- Overall performance of the Board/ Committees.

**b. Leadership & Initiative**

- Heading Board Sub-committees
- Driving any function or identified initiative based on domain knowledge and experience

**c. Personal Attributes**

- Commitment to role & fiduciary responsibilities as a Board member
- Attendance and active participation
- Proactive, strategic and lateral thinking

**11. STAKEHOLDERS’ RELATIONSHIP COMMITTEE**

In line with the Companies Act, 2013 and Regulation 20(1) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Stakeholders’ Relationship Committee looks into Shareholders and Investors Grievances

**Composition of the Stakeholders’ Relationship Committee**

Sl. No.	Name of the Director	Title	Status
1.	Shri Saligrama Parswannath Shanthinath	Chairman	Independent and Non Executive Directors
2.	Shri Ram Ekbal Singh	Member	
3.	Shri Raj Kumar Aggarwal	Member	Executive -Managing Director

Role of the Committee is to redress the complaints relating to transfer, transmission of shares, non-receipt of annual report, dividend and related matters. Normally the grievances are resolved within a period of 8-10 days keeping the complaints as minimum as possible.

- (i) No. of investors’ complaints received by the RTA/ Company during the year: 1
- (ii) No. of complaints not solved to the satisfaction of shareholders during the year: Nil
- (iii) No. of complaints pending as at **31<sup>st</sup> March, 2016**: Nil

This Committee has not met during the financial year ended **31<sup>st</sup> March, 2016**. Composition of the Committee is also available on Company’s website: <http://www.bhorukaaluminium.com/board-of-directors/>

**12. DIRECTORS FAMILIARISATION PROGRAMME**

The Company follows a structured orientation and familiarisation programme through various reports/codes/ internal policies for all the Directors with a view to update them on the Company’s policies and procedures on a

regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. During the year under review, there were two familiarisation programmes conducted viz. 14<sup>th</sup> November 2015 and 12<sup>th</sup> February 2016. The details of the same are also available on the Company's website at [http://www.bhorukaaluminium.com/independent\\_directors.htm](http://www.bhorukaaluminium.com/independent_directors.htm)

### 13. COMPLIANCE OFFICER

Shri Raj Kumar Aggarwal, Managing Director is performing the duty of a Compliance Officer on a limited and temporary basis until the Company Secretary is appointed. The Company is utilising the services of a Practising Company Secretary to ensure strict compliance of the provisions of the Company Law, SEBI and BSE Regulations. The Company is in search of a suitable candidate for the position of Company Secretary and Chief Financial Officer (CFO).

The Company has obtained from all the members of the Board and the Senior Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics during the financial year ended **31<sup>st</sup> March, 2016**. A declaration signed by the Chief Executive Officer (CEO) to this effect is enclosed at the end of this report.

### 14. GENERAL BODY MEETINGS

#### I. Date, Venue and Time of the last three Annual General Meetings

Financial year	Date & Time	Venue	No. of special resolutions passed
2012-13 (6 months)	30 <sup>th</sup> September 2013 At 10:00 a.m.	Hotel Royal Inn #435 K.R.S.Road, Metagalli, Mysore-570 016	Nil
2013-14	30 <sup>th</sup> September 2014 At 9:30 a.m.	Hotel Royal Inn #435 K.R.S.Road, Metagalli, Mysore-570 016	Two
2014-15	30 <sup>th</sup> September 2015 At 9:30 a.m.	Hotel Royal Inn #435 K.R.S.Road, Metagalli, Mysore-570 016	One

#### II. Special Resolutions that were passed with requisite majority during the preceding Three Annual General Meetings:

Financial Year	Date of AGM	Subject matter of Special Resolutions
2012-13 (6 months)	30 <sup>th</sup> September, 2013	NIL
2013-14	30 <sup>th</sup> September, 2014	1) Reappointment of Shri Akhilesh Kumar Pandey as Whole Time Director of the Company pursuant to Section 196, 197, 203 read with Schedule V Part I, Part II and Section II of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013.  2) Amendment to Articles of Association of the Company pursuant to Section 14 and all other applicable provisions, if any of the Companies Act, 2013.
2014-15	30 <sup>th</sup> September, 2015	Reappointment of Shri Raj Kumar Aggarwal (DIN:01559120) as Managing Director of the Company pursuant to Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, Rules made thereunder and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

III. Resolutions passed through Postal Ballot process during the preceding Three Financial years with requisite majority

Financial Year	Date of Declaration of results of Postal Ballot	Type of Resolutions	Purpose of Resolution
2012-13	1 <sup>st</sup> January, 2013	Ordinary Resolution	Sale, transfer or dispose off the whole of the undertaking of the Company or any part thereof pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956.
2013-14	NIL	NIL	NIL
2014-15	NIL	NIL	NIL

IV. The Resolution passed through Postal Ballot and the voting pattern for the same are as follows:

Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage of Paid-up Equity Capital (calculated on the basis of the Valid forms received / participated.)
Total Postal Ballot Forms Received	176	25,320,546	100.00%
Less: Invalid Postal Ballot Forms (as per Register)	42	201,867	0.80%
Net valid Postal Ballot Forms (as per Register)	134	25,118,679	99.20%
Postal Ballot Forms with assent for the Resolution	113	24,727,889	97.66%
Postal Ballot Forms with dissent for the Resolution	21	390,790	1.54%

The Resolution has been passed with requisite majority.

No special resolution on matters requiring postal ballot is placed for shareholders approval at this ensuing Annual General Meeting.

## 15. DISCLOSURES

- I. Disclosure by the Management to the Board on materially significant related party transactions that may have potential conflict with the interests of the Company at large: During the year under review, there are no materially significant related party transactions i.e. transactions of the company of material nature with its promoters, directors and their relatives etc., that would have potential conflict with the interest of the Company at large. However, the disclosures as required under Accounting Standard -18 are provided in the notes to financial statements.
- II. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets: No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review.
- III. Details of compliance with mandatory requirements and adoption of non-mandatory requirements as laid down under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: The Company has duly complied with all the mandatory requirements as laid down under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; The Statutory Auditors Certificate on Corporate Governance is given as Annexure. The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.

The company has framed Related Party Transaction Policy and is placed on the Company's website and the web link for the same is <http://www.bhorukaaluminium.com/images/pdf/Related%20Party%20Transaction%20Policy.pdf>

There has been no instance of non-compliance of any requirement of Corporate Governance Report.

#### **16.ADOPTION OF THE DISCRETIONARY REQUIREMENTS:**

SEBI new listing regulations states that the non mandatory requirements may be implemented as per the discretion of the Company. Details of compliance of non-mandatory requirements are listed below:

- I. **The Board** - Since the Company does not have a Non-Executive Chairman, it does not maintain such office.
- II. **Shareholder Rights** - Quarterly/ Half yearly/Yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company. More details are furnished in General information to Shareholders.
- III. **Audit Qualifications** - During the year under review, there were audit qualification in the Auditors' Report on the Company's financial statements.
- IV. **Separate posts of Chairman and CEO** - The post of the Chairman of the Company and the CEO are held by the Managing Director

#### **17.OBSERVANCE OF THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:**

The Institute of Company Secretaries of India (ICSI), one of the India's premier professional bodies has issued Secretarial Standards on important aspects like Board Meetings and General Meetings under series SS-1 and SS-2 respectively which came into force from 1<sup>st</sup> July, 2015 upon endorsement of the same by Ministry of Corporate Affairs by notification and your company adheres to these standards where ever applicable.

#### **18. INTERNAL AUDIT FUNCTIONS AND STATUTORY COMPLIANCES:**

- I. Internal Audit functions of the Company have been carried out by M/s. Rau & Nathan, Chartered Accountants. The Reports of the Internal Auditors' on the operations and financial transactions and the management action taken report on the internal auditors' observations are being circulated to the Audit Committee for its review
- II. For every quarter, the CEO/CFO makes report on Statutory Compliances which are placed before the Board Meeting
- III. **CEO / CFO Certification** - Managing Director has certified to the Board in accordance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also as amended, for the financial year ended **31<sup>st</sup> March, 2016**
- IV. **Legal Compliance Reporting:** The Board of Directors reviews in detail, on a quarterly basis, the reports of compliance to all applicable laws and regulations
- V. The Company has fully complied with the applicable requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from Regulation 17 to 27 and 46(1)and(2)

#### **19.STATUTORY COMPLIANCE, PENALTIES AND STRICTURES**

There were no instances of material non-compliance and no strictures or penalties were imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

#### **20.DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable, in the preparation of the financial statements. Further, these financial statements are in compliance with the Generally Accepted Accounting Principles (GAAP) in India and mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI). The Company discloses standalone unaudited financial results on a quarterly and audited financial results on an annual basis.

## 21.POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

As the Company does not have any subsidiaries under the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement for adopting the Policy for determining 'material subsidiaries' is not applicable in the case of our Company.

## 22.MEANS OF COMMUNICATION

The Un-audited Quarterly Results are announced within 45 days from the end of the quarter and the Annual Audited Results are announced within 60 days from the end of the financial year as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's Financial Results have been submitted to the Stock Exchange immediately after they are approved by the Board and the same are available on the website of those exchange where shares of the Company are listed.

These Financial Results were normally published in Business Line (English Language) Sanjevani / Prajanudi ( Regional Language). Further, the same have been posted on the Company's website [www.bhorukaaluminium.com](http://www.bhorukaaluminium.com)

**Annual Report:** Annual Report of the Company containing, inter-alia, Audited Financial Statements, Directors' Report, Report on Corporate Governance, Auditors Report and other important information is circulated to the members and others entitled thereto for each financial year. The Management Discussion and Analysis Report forms part of the Annual Report.

**Website:** The Company's website [www.bhorukaaluminium.com](http://www.bhorukaaluminium.com) contains a separate section 'Investors ' for use of investors. The quarterly, half yearly and annual financial results, official news releases are promptly and prominently displayed on the website. Annual Reports, Shareholding Pattern and other Corporate Communications made to the Stock Exchange are also available on the website.

## 23.GENERAL INFORMATION TO SHAREHOLDERS

### I. Compliance of Insider Trading Norms

The Company has adopted the Code of internal control procedures and conduct for listed Companies notified by the Securities Exchange Board of India (SEBI), prohibiting the Insider Trading. A policy document on internal Code of Conduct is available at the registered office of the Company. Insiders are complying with the code of conduct adopted by the Company from time to time wherever applicable. During the year under review, the Company had made due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

### II. Annual General Meeting

As indicated in the notice to our shareholders, the **36<sup>th</sup> Annual General Meeting** of the Company will be held on **Friday, the 30<sup>th</sup> September, 2016 at 9:30 a.m., at Hotel Royal Inn # 435, K.R.S.Road, Metagally, Mysuru-570 016.**

### III. Financial Calendar (Tentative) : Financial reporting for the quarter ending

June 30, 2016	- by 14 <sup>th</sup> August, 2016
September 30, 2016	- by 15 <sup>th</sup> November, 2016
December 31,2016	- by 15 <sup>th</sup> February, 2017
March 31, 2017	- End of May 2017 alongwith audited Annual Accounts.
Annual General Meeting for the year 2016-17	- by end of September 2017

### IV. Date of Book Closure: From Monday, the 26<sup>th</sup> September, 2016 to Friday, the 30<sup>th</sup> September, 2016 (both days inclusive)

## V. Unclaimed/ Undelivered Share Certificates

Demat Suspense Account / Unclaimed Suspense Account Pursuant to Regulation 39(4) read with Schedule VI of the Listing Regulations, 2015, the Company is required to send at least three reminders at the last available address as per the records to the shareholders whose certificates were undelivered and returned to the Company. The Company has sent reminders and the unclaimed physical shares will be dematerialized and will be held in "Unclaimed Suspense Account", with details of shareholding of each individual allottee whose shares are credited to such unclaimed suspense account. All corporate benefits shall also be credited to such suspense account for a period of 7 years and thereafter shall be transferred to IEPF.

## VI. Listing of Securities:

Company's shares are listed and traded with Bombay Stock Exchange Limited (BSE). Annual Listing fee for the year 2016-17 has been paid to the Stock Exchange. The Custodian fees for both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have also been paid for the year 2016-2017.

**Scrip Code: BSE: 506027**

**Company's ISIN number is INE 866G01013**

## VII. Service of documents through Email

Ministry of Corporate Affairs ("MCA") has vide its Circular No.17 dated 21.4.2011 & Circular No. 18 dated 29.04.2011, undertaken a "**Green initiative in the Corporate Governance**" by allowing service of documents on members by a Company through electronic mode and in line with Regulation 36(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address either with their Depositories or by writing to the Company or Registrars and Share Transfer Agents M/s. Karvy Computershare Private Limited, Hyderabad.

**VIII. Stock Prices Data :** The details of monthly High & Low quotations on Bombay Stock Exchange during the financial period ended **31<sup>st</sup> March, 2016** as under:

Year 2015-16		Quotation (Rs)	
Month		High	Low
April	2015	0.69	0.50
May	2015	0.64	0.50
June	2015	0.72	0.50
July	2015	0.60	0.49
August	2015	0.71	0.60
September	2015	0.63	0.48
October	2015	0.64	0.47
November	2015	0.52	0.43
December	2015	0.72	0.45
January	2016	0.81	0.61
February	2016	0.67	0.46
March	2016	0.52	0.40

**IX. Distribution of Shareholding:** The shareholding distribution of equity shares as on **31<sup>st</sup> March, 2016**

Share Holding Range(s)		Folios		Equity Shares Held	
From	To	Number	Percentage (%)	Number	Percentage (%)
1	5000	4951	62.43	884680	1.61
5001	10,000	880	11.10	769130	1.40
10,001	20,000	580	7.31	1004364	1.83
20,001	30,000	277	3.49	741209	1.35
30,001	40,000	176	2.22	658302	1.20
40,001	50,000	208	2.62	1016074	1.85
50,001	1,00,000	349	4.40	2744499	5.00
1,00,001	and above	509	6.43	47123884	85.77
	<b>Total</b>	<b>7930</b>	<b>100.00</b>	<b>54942142</b>	<b>100</b>

**X. Shareholding Pattern as on 31<sup>st</sup> March, 2016**

Category	Number of shares held	Percentage of Shareholding (%)
Promoter and Promoter Group	1,85,51,538	33.77
Mutual Funds/UTI	0	0
Financial Institutions/Banks	0	0
Venture Capital Funds	0	0
Insurance Companies	0	0
Foreign Institutional Investors	0	0
NBFC	25000	0.05
Bodies Corporate	7826114	14.24
Resident Individuals	25809691	46.98
NRIs	473544	0.86
HUF	2256143	4.11
Clearing Members	112	0.00
<b>Grand Total</b>	<b>5,49,42,142</b>	<b>100.00</b>



### **XI. Dematerialisation of shares**

Trading in Equity Shares is permitted only in dematerialised form as per notification issued by the SEBI. Our Company's shares have been dematerialised. The Company has appointed M/s Karvy Computershare Private Limited, 'Karvy Selenium Tower B' Plot No.31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, as Registrars and Share Transfer Agents (RTA) for effecting physical share transfers, transmission, etc and approval for demat of shares and related matters. Members desirous of converting their physical shares into demat are requested to send their share certificates to Registrars and Share Transfer Agents, M/s. Karvy Computershare Private Limited at the above address through their Depository Participants (DPs). 98.68% of our Company's shares have been dematerialised as on **31<sup>st</sup> March, 2016**.

### **XII. Reconciliation of Share Capital:**

As stipulated by SEBI, a Qualified Practicing Company Secretary carries out Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

### **XIII. Registrars and Share Transfer Agents**

M/s. Karvy Computershare Private Limited  
'Karvy Selenium Tower B' Plot No. 31-32  
Gachibowli Financial District, Nanakramguda  
Hyderabad-500 032  
Phone: 040-67162222 or 040 67161516(D)  
E-mail: mailmanager@karvy.com  
Website: www.karvy.com

### **XIV. Registered Office:**

Bhoruka Aluminium Limited, # 427E, 2<sup>nd</sup> Floor, Hebbal Industrial Area, Mysore – 570 016, Karnataka, India  
Phone +91-821-2513876, 2510351 and +91-821-2415290.

**For Investors' Grievance E-mail :** company.secretary@bhorukaaluminium.com

**Website of the Company:** www.bhorukaaluminium.com

**CIN:** L27203KA1979PLC003442

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## **DECLARATIONS:**

### **COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS**

Pursuant to the Regulation 26 (3) read with Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained from all the members of the Board and the Senior Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for the Board Members and the Senior Management Personnel during the financial year ended **March 31, 2016**.

**For Borhuka Aluminium Limited**

Place: Mysuru  
Date: 27<sup>th</sup> May, 2016

**Raj Kumar Aggarwal**  
Managing Director  
(DIN: 01559120)

## GEO/CFO CERTIFICATION

### As required by Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I/We have certified to the Board that:

1. I / we have reviewed the financial statements and the Cash Flow Statement for the year ended **31<sup>st</sup> March, 2016** and that to the best of our knowledge and belief:
  - (a) these financial statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - (b) these statements together present a true and fair view of the state of affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations;
2. there are, to the best of my/ our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. I/We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. I/We have indicated to the Auditors and to the Audit Committee:
  - (a) that there are no significant changes in internal control over financial reporting during the year;
  - (b) that there are no significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (c) that there are no instances of significant fraud of which we have become aware of and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting;

For **Bhoruka Aluminium Limited**

Place: Mysuru  
Date: 27<sup>th</sup> May, 2016

**Raj Kumar Aggarwal**  
Managing Director  
(DIN: 01559120)

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## AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE

To the Members  
Bhoruka Aluminium Limited  
Mysore

We have examined the compliance of conditions of Corporate Governance by **Bhoruka Aluminium Limited** for the year ended **March 31, 2016** as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2), Schedule II and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2), Schedule II and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **R.S. Agarwala & Co.,**  
Firm Reg No-00049S  
Chartered Accountants

Place: Mysuru  
Date: 27<sup>th</sup> May, 2016

**M. Gandhi**  
Partner  
Membership No. 22958

## **INDEPENDENT AUDITORS' REPORT**

**To the Members of Boruka Aluminium Limited.**

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

1. We have audited the accompanying financial statements of **BHORUKA ALUMINIUM LIMITED** ("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2016**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

2. 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 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**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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.
5. 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31<sup>st</sup> March, 2016**, and its **LOSS** and its cash flows for the year ended on that date subject to:
  - (a) unsecured interest free loan given to Companies in earlier years amounting to Rs.21,13,85,894 outstanding

as at **31<sup>st</sup> March, 2016** which is not recoverable; (Refer notes no.22 to financial statements under sl.no.11)

- (b) unsecured interest free loan given to 100% wholly owned overseas subsidiary Bhoruka Aluminium FZE, UAE, amounting to Rs.4,16,67,054 has been written off in the Profit and Loss Account of previous year without the approval of RBI consequent to wound up of the said subsidiary; (Refer notes no.22 to financial statements under sl.no.12)

### **Report on other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) On the basis of the information and explanation of the Company provided to us, the internal financial control, framework the report of the internal auditors and in our opinion, the Company has adequate internal financial controls systems in place and the operating effectiveness of such controls; refer to our separate report in **Annexure "B"**.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i the Company has disclosed the impact, if any, of pending litigations as at 31<sup>st</sup> March, 2016 on its financial position in its financial statements;
    - ii. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **R.S. Agarwala & Co.,**  
Firm Reg No-00049S  
*Chartered Accountants*

**M. Gandhi**  
*Partner*

Membership No. 22958

Place: Mysuru  
Date: 27<sup>th</sup> May, 2016

## **ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT**

**(Referred to under the heading of "Report on Other Legal and Regulatory Requirements" of our Independent Auditors Report to the Members of Boruka Aluminium Limited on the Financial Statements for the year ended 31<sup>st</sup> March, 2016),**

We report that,

**1. In respect of its fixed assets:**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- b) The fixed assets were physically verified during the year by the Management in accordance with a phased programme of verification, which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanation given to us, the title deeds of immovable properties of the Company are held in the name of the Company.

**2. In respect of its inventories:**

There are no inventories as on 31<sup>st</sup> March, 2016 as the Aluminium Extrusion Business division has been sold including inventories during the year 2013.

**3. In respect of the loans, secured or unsecured, granted or taken by the Company to/from Companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:**

- a) The Company has not granted any loans, secured or unsecured, to Companies, firms or other parties during the year under review.
- b) However, according to the information and explanations given to us, the Company has granted unsecured interest free loans amounting to Rs. 16,00,42,040 to three Companies in earlier years, all the above companies are covered in the register maintained under Section 189 of the Companies Act, 2013 and the outstanding balance at the end of the financial year i.e. 31<sup>st</sup> March, 2016 was Rs. 16,00,42,040;
- c) There are no stipulation as to the dates of the repayment of the loan;
- d) In our opinion, the interest not charged is prima facie prejudicial to the interest of the Company as per Section 186 of the Companies Act, 2013;

4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventories and fixed assets and for the sale of goods and services, and during the course of our audit, we have not come across any major weakness in the internal control system nor we have been informed of any such instance in such internal control system.

5. In our opinion and on the basis of the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder. Therefore, the provisions of clause 3(v) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.

6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2016 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit since the Company is not carrying any manufacturing operations.

**7. According to the information and explanations given to us in respect of statutory dues:**

- (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Employees' State Insurance, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of

the aforesaid dues were in arrears, as at 31.03.2016 for a period of more than six months from the date they became payable.

- c) Details of dues of Service Tax and Excise duty which have not been deposited as on 31<sup>st</sup> March, 2016 on account of disputes are given below:

Name of statute	Nature of the disputes	Appeal No.	Forum where dispute pending	Period to which the amount relates	Amount Rs.
Service Tax (Finance Act, 1994)	Service Tax	632/2009	Central Excise & Service Tax Appellate Tribunal	May 2006 to March 2007	1,34,657
		401/2011		Jan 2007 to March 2007	1,95,186
Central Excise Act, 1944	Duty SEZ	25944/2013	Central Excise & Service Tax Appellate Tribunal	July 2008 to December 2008	1,13,54,141
		E-136/2009		July 2007 to June 2008	2,39,90,442

8. According to the information and explanations given to us, the Company has not availed any term loan from bank / financial institution during the year under review;
9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to bank / financial institutions.
10. According to the information and explanations given to us and the representations made by the Management, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanation given by the management, in our opinion, the managerial remuneration has been paid or provided accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. According to the information and explanation given by the management, in our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
13. According to the information and explanation given by the management, in our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and therefore, the provisions of clause 3 (xiv) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
15. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under clause (ix) is not applicable to the Company.
16. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly paragraph 3(xv) of the order is not applicable.
17. According to the information and explanation given to us, the amounts required to be transferred to Investor Education and Protection Fund (IEPF) in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and the Rules made there under, the Company has transferred unclaimed dividend of Rs. 170910 for the financial year ended 31.03.2008 on 1<sup>st</sup> August, 2015 to the credit of Central Government account.

18. Based on the audit procedures performed and according to the information and explanations given to us by the Management, we report that no material fraud on or by the Company has been noticed or reported by the Company during the course of our audit.
19. According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **R.S. Agarwala & Co.**,  
Firm Reg No-00049S  
*Chartered Accountants*

**M. Gandhi**  
*Partner*

Place: Mysuru  
Date: 27<sup>th</sup> May, 2016

Membership No. 22958

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## **ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

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

#### **To the Members of Boruka Aluminium Limited**

- i. We have audited the internal financial controls over financial reporting of Boruka Aluminium Limited ("the Company") as of March 31, 2016 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**

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

#### **Auditors Responsibility**

- iii. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- iv. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

- v. 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**

- vi. 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**

- vii. 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**

- viii. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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".

### **Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of the Company, which comprise the Balance Sheet as at March 31, 2016, and the related 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, and our report dated May 27, 2016 expressed an qualified opinion thereon.

For **R.S. Agarwala & Co.**,  
Firm Reg No-00049S  
*Chartered Accountants*

**M. Gandhi**  
*Partner*

Membership No. 22958

Place: Mysuru  
Date: 27<sup>th</sup> May, 2016



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016**

	Notes	As at 31 <sup>st</sup> March 2016 Rs.	As at 31 <sup>st</sup> March 2015 Rs.
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	01	549,421,420	549,421,420
Reserves & Surplus	02	(67,477,291)	(59,820,162)
		<u>481,944,129</u>	<u>489,601,258</u>
<b>Non Current Liabilities</b>			
Long Term Borrowings	03	21,160,075	37,735,218
Long Term Provisions	04	42,275	42,275
		<u>21,202,350</u>	<u>37,777,493</u>
<b>Current Liabilities</b>			
Short Term Borrowings	05	76,000,000	76,000,000
Trade Payables		62,723,094	62,723,094
Other Current Liabilities	06	1,298,926	3,123,256
Short Term Provisions	07	52,308,214	54,457,365
		<u>192,330,234</u>	<u>196,303,715</u>
<b>TOTAL</b>		<b><u>695,476,713</u></b>	<b><u>723,682,466</u></b>
<b>ASSETS</b>			
<b>Non Current Assets:</b>			
<b>Fixed Assets:</b>			
Tangible Assets	08	7,719,576	18,013,553
		<u>7,719,576</u>	<u>18,013,553</u>
Non Current Investments	09	431,196,491	431,196,491
Long Term Loans and Advances	10	246,039,946	234,106,815
		<u>677,236,437</u>	<u>665,303,306</u>
<b>Current Assets:</b>			
Trade Receivables	12	90,000	662,560
Cash and Bank Balances	13	2,348,936	31,714,146
Other Current Assets	14	8,081,764	7,988,901
		<u>10,520,700</u>	<u>40,365,607</u>
<b>TOTAL</b>		<b><u>695,476,713</u></b>	<b><u>723,682,466</u></b>
The Notes form an integral part of these financial statements	1-22		

**In terms of our report of even date**

for **R.S. AGARWALA & CO.,**  
Firm Reg No-00049S  
Chartered Accountants

**M. Gandhi**

Partner.  
Membership No: 22958  
Mysuru, 27<sup>th</sup> May, 2016

**For and on behalf of the Board**

**Raj Kumar Aggarwal**  
Chairman & Managing Director  
DIN: 01559120

**Saligrama Parswannah Shanthinath**  
Director  
DIN: 05320198

**Ram Ekbal Singh**

Director  
DIN: 06389606

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

<b>Particulars</b>	<b>Notes</b>	<b>31<sup>st</sup> March 2016 Rs.</b>	<b>31<sup>st</sup> March 2015 Rs.</b>
<b>REVENUE</b>			
Revenue from Operations	15	-	700,040
Less:- Excise Duty		-	-
<b>Revenue from Operations (Net)</b>		-	700,040
Other Income	16	<b>3,070,456</b>	53,152,804
<b>TOTAL REVENUE</b>		<b>3,070,456</b>	<b>53,852,844</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	18	<b>3,554,493</b>	3,222,916
Finance costs	19	<b>9,080</b>	2,771
Depreciation & Amortisation Expense	08	<b>1,928,099</b>	7,254,577
Other Expenses	20	<b>5,235,914</b>	5,045,204
<b>TOTAL EXPENSES</b>		<b>10,727,585</b>	15,525,468
<b>(Loss) / Profit before Tax</b>		<b>(7,657,129)</b>	38,327,376
Exceptional items	21	-	(41,667,054)
<b>(Loss) / Profit before Tax</b>		<b>(7,657,129)</b>	<b>(3,339,678)</b>
<b>Tax Expense</b>		-	-
<b>(Loss)/ Profit after Tax for the year</b>		<b>(7,657,129)</b>	<b>(3,339,678)</b>
<b>Earnings per Share</b>			
Basic		<b>(0.14)</b>	(0.06)
Diluted		<b>(0.14)</b>	(0.06)
The Notes form an integral part of these financial statements	1-22		

**In terms of our report of even date**

for **R.S. AGARWALA & CO.,**  
Firm Reg No-00049S  
Chartered Accountants

**M. Gandhi**

Partner.  
Membership No: 22958  
Mysuru, 27<sup>th</sup> May, 2016

**For and on behalf of the Board**

**Raj Kumar Aggarwal**  
Chairman & Managing Director  
DIN: 01559120

**Saligrama Parswannah Shanthinath**  
Director  
DIN: 05320198

**Ram Ekbal Singh**

Director  
DIN: 06389606

**NOTES TO THE FINANCIAL STATEMENTS**

Particulars	31 <sup>st</sup> March 2016 Rs.	31 <sup>st</sup> March 2015 Rs.
<b>1. SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
5,60,00,000 (5,60,00,000 in Previous Year) Equity shares of Rs.10/- each	<b>560,000,000</b>	560,000,000
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
5,49,42,142 (5,49,42,142 in Previous Year) Equity shares of Rs. 10/- each fully paid up	<b>549,421,420</b>	549,421,420

Particulars	31 <sup>st</sup> March 2016		31 <sup>st</sup> March 2015	
	No. of Shares	Rupees	No. of Shares	Rupees
<b>Of the Above, Shares allotted as fully paid up without payment being received in cash:-</b>				
(i) On 27 <sup>th</sup> January 2011 as per scheme of amalgamation of erstwhile Bhoruka Agro Greens Limited duly approved by Hon'ble High Court of Karnataka	<b>5,903,333</b>	<b>59,033,330</b>	5,903,333	59,033,330
(ii) On 18 <sup>th</sup> October 2011 as bonus shares by capitalization of Securities Premium Account.	<b>27,471,071</b>	<b>274,710,710</b>	27,471,071	274,710,710

The Company has only one Class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders, except in 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 of their shareholding.

**Reconciliation of the Number of Shares Outstanding:**

Particulars	31 <sup>st</sup> March 2016		31 <sup>st</sup> March 2015	
	No. of Shares	Rupees	No. of Shares	Rupees
Shares at the beginning of the year	<b>54,942,142</b>	<b>549,421,420</b>	54,942,142	549,421,420
Shares at the end of the year	<b>54,942,142</b>	<b>549,421,420</b>	54,942,142	549,421,420

## NOTES TO THE FINANCIAL STATEMENTS

### Details of shareholders holding more than 5% shares

Name of the Shareholder	31 <sup>st</sup> March 2016		31 <sup>st</sup> March 2015	
	No. of Shares held	% of Holdings	No. of Shares held	% of Holdings
Raj Kumar Aggarwal	<b>10,599,802</b>	<b>19.29%</b>	8,111,802	14.76%
Rockstrong Investments Private Ltd	<b>2,806,666</b>	<b>5.11%</b>	2,806,666	5.11%

## 2. RESERVES AND SURPLUS

Particulars	31 <sup>st</sup> March 2016 Rs.	31 <sup>st</sup> March 2015 Rs.
<b>Amalgamation Reserve</b>	<b>75,720,251</b>	75,720,251
<b>Capital Reserve</b>		
As per Last Balance Sheet	<b>57,500</b>	57,500
<b>Securities Premium Account</b>		
As per Last Balance Sheet	<b>211,003,395</b>	211,003,395
<b>Central Subsidy</b>		
As per Last Balance Sheet	<b>1,500,000</b>	1,500,000
<b>Surplus as per Statement of Profit &amp; Loss</b>		
As per Last Balance Sheet	<b>(348,101,308)</b>	(344,761,629)
Profit/(Loss) for the year	<b>(7,657,129)</b>	(3,339,679)
	<b>(355,758,437)</b>	(348,101,308)
	<b>(67,477,291)</b>	(59,820,162)

**NOTES TO THE FINANCIAL STATEMENTS****3. LONG TERM BORROWINGS**

Particulars	Non Current		Current Maturities	
	<b>31<sup>st</sup> March, 2016</b>	31 <sup>st</sup> March 2015	<b>31<sup>st</sup> March, 2016</b>	31 <sup>st</sup> March 2015
	<b>Rupees</b>	Rupees	<b>Rupees</b>	Rupees
<b>Secured</b>	-	-	-	-
<b>Unsecured</b>				
Karnataka State Development Loan	<b>923,000</b>	923,000	-	-
From Related Parties	<b>20,237,075</b>	36,812,218	-	-
	<b>21,160,075</b>	37,735,218	-	-

Particulars	<b>31<sup>st</sup> March 2016</b> Rs.	31 <sup>st</sup> March 2015 Rs.
<b>4. LONG TERM PROVISIONS</b>		
For Employee Benefits	<b>42,275</b>	42,275
	<b>42,275</b>	42,275
<b>5. SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
From Banks	<b>76,000,000</b>	76,000,000
	<b>76,000,000</b>	76,000,000
Trade Payable	<b>62,723,094</b>	62,723,094

**Other Information Pertaining to Nature of security**

Particulars of Nature of Security	Security to the extent	
	<b>31<sup>st</sup> March 2016</b> Rs.	31 <sup>st</sup> March 2015 Rs.
1. Land and Building situated at Hebbal Industrial Area, Mysuru -16	<b>76,000,000</b>	76,000,000
2. Agricultural property situated at Madikeri		
3. Personal property of promoters		

**NOTES TO THE FINANCIAL STATEMENTS**

Particulars	31 <sup>st</sup> March 2016 Rs.	31 <sup>st</sup> March 2015 Rs.
<b>6. OTHER CURRENT LIABILITIES</b>		
Advances from Customers	<b>857,640</b>	1,492,183
Employees Liability	<b>123,448</b>	1,631,073
Others	<b>317,838</b>	-
	<b>1,298,926</b>	3,123,256
<b>7. SHORT TERM PROVISIONS</b>		
Income Tax	<b>52,092,377</b>	54,092,377
Statutory Remittances	<b>166,637</b>	190,794
Others	<b>49,200</b>	174,194
	<b>52,308,214</b>	54,457,365

## 8. FIXED ASSETS

Particulars	Gross Block			Depreciation Block						Net Block			
	As at 01.04.2015	Additions	Disposals	As at 31.03.2016	Opening as at 01.04.2015	Profit/Loss on Revaluation of Assets	01.04.2015	Depreciation for the year	Total Depreciation & Amortisation Expense for the year	Disposals	31.03.2016	31.03.2016	31.03.2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Tangible Assets</b>													
Land	7,465,995	-	2,348,765	5,117,230	-	-	-	-	-	-	-	5,117,230	7,465,995
Vehicle	12,518,437	-	-	12,518,437	8,919,386	-	8,919,386	1,491,265	1,491,265	-	10,410,651	2,107,786	3,999,051
Agricultural Assets	22,881,378	-	21,730,916	1,150,462	15,932,870	-	15,932,870	436,834	436,834	15,713,803	655,901	494,560	6,948,508
<b>GRAND TOTAL</b>	<b>42,865,810</b>	<b>-</b>	<b>24,079,681</b>	<b>18,786,129</b>	<b>24,852,256</b>	<b>-</b>	<b>24,852,256</b>	<b>1,928,099</b>	<b>1,928,099</b>	<b>15,713,803</b>	<b>11,066,553</b>	<b>7,719,576</b>	<b>18,019,553</b>
Previous Year	42,865,810	-	-	42,865,810	17,597,878	4,188,259	21,786,937	3,066,319	7,254,577	-	24,852,256	18,013,553	25,268,132

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	31 <sup>st</sup> March 2016 Rs.	31 <sup>st</sup> March 2015 Rs.
<b>9. NON CURRENT INVESTMENTS (at cost)</b>		
<b>Non -Traded</b>		
<b>Quoted</b>		
Fully paid-up Equity Shares of Joint Stock Companies 51,250 shares of TCI Industries Ltd of Rs. 10 each [Market Value of quoted Investments Rs. 640.62 lacs (Previous year 574.51 lacs)]	<b>8,712,500</b>	8,712,500
<b>Unquoted :</b>		
Government Securities		
National Savings Certificates / Indira Vikas Patras (Deposited with Sales Tax and Excise Departments)	<b>11,300</b>	11,300
<b>In Subsidiary :</b>		
997 Shares of Boruka Aluminium FZE (equivalent to UAE Dirham 34,895,000)	<b>422,472,691</b>	422,472,691
	<b>431,196,491</b>	431,196,491
<b>10. LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured</b>		
Security Deposits	<b>109,010</b>	109,010
Deposit with Landlords	<b>11,165,000</b>	665,000
Expenses recoverable	<b>154,331</b>	154,331
Loan and Advances to Related Parties	<b>2,772,040</b>	2,772,040
Loans and Advances to Associates	<b>157,270,000</b>	157,270,000
Loans and Advances to Others	<b>74,413,854</b>	73,013,854
Income tax refund	<b>155,211</b>	122,580
Telephone Deposit	<b>500</b>	-
	<b>246,039,946</b>	<b>234,106,815</b>
<b>11. INVENTORIES</b>		
<b>(As taken valued and certified by the management)</b>	-	-



## NOTES TO THE FINANCIAL STATEMENTS

Particulars	31 <sup>st</sup> March 2016 Rs.	31 <sup>st</sup> March 2015 Rs.
<b>12. TRADE RECEIVABLES</b>		
<b>Outstanding more than six month from the due date</b>	-	-
<b>Outstanding less than six month from the due date</b>	-	-
Other Receivables	90,000	662,560
	<b>90,000</b>	<b>662,560</b>
<b>13. CASH AND BANK BALANCES</b>		
Cash in hand	415,046	662,637
Balances with banks		
In Current accounts	1,077,083	7,501,242
Deposits with banks*	856,807	23,379,357
Unclaimed Dividend (Refer Note No. 14)	-	170,910
	<b>2,348,936</b>	<b>31,714,146</b>
<b>14. OTHER CURRENT ASSETS</b>		
<b>Unsecured</b>		
Trade Advances - Considered Good	-	24,000
Advance to Staff & Workmen	198,000	174,000
Advance Payment of Taxes	1,167,437	1,167,437
VAT Input Tax	6,472,235	6,472,235
Interest Receivable	-	151,229
TDS Receivable FY 2015-16	244,092	-
	<b>8,081,764</b>	<b>7,988,901</b>
<b>15. REVENUE FROM OPERATIONS</b>		
Sale of Agricultural Products	-	700,040
<b>Revenue from Operations (Gross)</b>	<b>-</b>	<b>700,040</b>
<b>16. OTHER INCOME</b>		
Interest Income	301,112	289,732
Rent	1,052,917	1,068,000
Debit and Credit balance no longer required-written Back (Net)	-	14,783
Service Tax Input Credit	55,000	7,908,542
Deposit Interest Transfer - Power	27,305	51,747
Profit on slump sale subsequent consideration received in terms of BTA	-	43,820,000
Profit on disposal of assets	1,634,122	-
	<b>3,070,456</b>	<b>53,152,804</b>

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	31 <sup>st</sup> March 2016 Rs.	31 <sup>st</sup> March 2015 Rs.
<b>17. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE</b>		
Opening Stock	-	-
Less : Closing Stock	-	-
	<hr/>	<hr/>
<b>18. EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, wages and bonus	-	105,662
Contribution to provident and other funds	534,658	227,948
Workmen and staff welfare expenses	14,511	596
Medical Reimbursement	9,000	-
Leave Travel Assistance	54,000	-
Directors Remuneration and allowances	2,942,324	2,888,710
	<hr/>	<hr/>
	<b>3,554,493</b>	<b>3,222,916</b>
<b>19. FINANCE COSTS</b>		
Interest	<b>8,965</b>	-
Bank charges	<b>115</b>	2,771
	<hr/>	<hr/>
	<b>9,080</b>	2,771
<b>20. OTHER EXPENSES</b>		
Auditor fee:		
For Audit	<b>50,000</b>	50,000
Accounting charges	-	15,000
Advertisement expenses	<b>186,860</b>	197,007
Annual Custodial fees	<b>85,875</b>	56,180
Attendance and E-Voting Charges	<b>12,991</b>	175,902
Annual O&M Expenses	<b>1,600</b>	-
Balance Written Back	<b>205,339</b>	-
Courier Charges	<b>182,543</b>	200,219
Labour Charges and others	-	862,094
Director sitting Fees	<b>95,000</b>	67,500
Discount & commission	-	(25)
Electricity Charges	-	6,477
Freight outward	-	17,894
Legal and consultancy charges	<b>958,000</b>	129,910

**NOTES TO THE FINANCIAL STATEMENTS**

Particulars	<b>31<sup>st</sup> March 2016</b> Rs .	31 <sup>st</sup> March 2015 Rs.
<b>20. OTHER EXPENSES (Contd...)</b>		
Meeting expenses	<b>7,369</b>	7,358
Miscellaneous expenses	<b>94,607</b>	16,158
Office Expenses	-	11,200
Packing materials & other expenses BAGL	-	28,120
Pooja Expenses	<b>5,910</b>	-
Printing and stationery	<b>180,740</b>	158,434
Professional & Consultancy Charges	<b>928,893</b>	749,376
Rates and taxes	<b>806,636</b>	924,514
Repairs & Maintenance - Vehicles	<b>151,006</b>	190,526
Repairs & Maintenance - Computers	<b>8,700</b>	-
Repairs & Maintenance - Office	<b>4,410</b>	-
Round off	<b>(2)</b>	-
Security Charges	<b>922,297</b>	437,303
Telephone charges	<b>9,252</b>	12,825
Travelling & conveyance	<b>137,239</b>	224,185
Travelling & conveyance Director	<b>154,101</b>	20,276
Vehicle Insurance	<b>15,099</b>	18,016
Vehicle Maintenance	<b>31,449</b>	177,519
Loss on discard / Sale of Share	-	291,237
	<b>5,235,914</b>	5,045,204
<b>21. Exceptional Item</b>		
Loss on Loan of WOS consequent to windup on 18-09-2014	-	(41,667,054)
	-	(41,667,054)

## **22. NOTES TO THE FINANCIAL STATEMENTS**

### **1. SIGNIFICANT ACCOUNTING POLICIES :**

#### **BASIS OF PREPARATION OF ACCOUNTS**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### **RECOGNITION OF INCOME & EXPENDITURE**

Items of Income and Expenses are accounted on accrual basis and provision is made for all known losses and liabilities.

#### **FIXED ASSETS**

Fixed Assets are stated at cost of acquisition. Direct costs comprising of purchase price, import duties, levies and any other directly attributable costs of bringing the asset to their working condition are capitalized.

#### **Tangible Assets**

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation has been calculated upto June 15, 2015 and transferred to Profit and Loss Account. No depreciation is calculated after the aforesaid date since the depreciated assets are sold.

#### **INVENTORIES**

The Company does not have any inventories during year under review since the Aluminium Extrusion Business division has been sold including inventories during the year 2013.

#### **INCOME TAX**

Current Income-tax is determined in accordance with the provisions of the Income-tax Act, 1961. Deferred tax asset is recognised, subject to consideration of prudence, on timing differences, representing the differences between the taxable income and accounting income that originated in one period and capable of reversing in one or more subsequent periods. Deferred tax assets and liabilities are measured using current tax rates. In the absence of virtual certainty about the availability of future taxable income Deferred Tax Asset has not been recognised as on 31st March, 2016 in terms of Accounting Standard 22.

#### **INVESTMENTS**

Investments are classified into current and long term investments and stated at cost. Provision for diminution, if any, in the value of long-term investments is made to recognise a decline, other than temporary, in the value of long term investments.

#### **RETIREMENT BENEFITS**

Retirement benefits in the form of provident fund, gratuity and leave encashment is accounted on actuarial basis and charged to profit and loss account.

**FOREIGN CURRENCY TRANSACTIONS**

There was no export sales and purchases during the year under review as the Aluminium Extrusion Business division has been sold during the year 2013.

**IMPAIRMENT**

Impairment of Assets are assessed at each balance sheet date and loss is recognized whenever the recoverable amount of an asset is less than its carrying amount.

**2. CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF:**

(Rupees in Lakh)

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Estimated amount of contracts remaining to be executed on capital account	Nil	Nil
Bills discounted with Banks	Nil	Nil
Bank Guarantees outstanding	Nil	Nil
Service tax under dispute	3.30	3.30
Excise Duty under SEZ clearance	353.44	353.44

**Note:** The above disputed liabilities since been transferred while transferring Aluminium Extrusion Business Division by way of slump sale. However, the appeals are still pending in the Company's name.

**3. DIRECTORS' REMUNERATION:**

(Rupees)

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>Managing Director</b>		
Salary & Allowances	1,500,000	1,500,000
Money value of Perquisites	960,000*	900,000
Contribution to Provident & Other Funds	180,000	180,000
<b>Wholetime Director</b>		
Salary & Allowances	460,724	467,110
Money value of Perquisites	-	-
Contribution to Provident & Other Funds	21,600	21,600

**\*Note:** Board has approved on the recommendation of Nomination and Remuneration Committee, payment of House Rent Allowance to Managing Director effective 1<sup>st</sup> April, 2015 subject to approval of share holders at the ensuing AGM. Necessary Return has been filed with Registrar of Companies, Karnataka to this effect.

#### 4. GROUP:

1. Shri Raj Kumar Aggarwal
2. Smt. Urmila Agarwal
3. Shri Rajat Agarwal
4. Shri Utsav Agarwal
5. Smt. Tanushree Hazarika Agarwal
6. Rockstrong Investments Private Limited
7. Sunbright Investments Private Limited
8. Elegant Enterprises
9. Rajkumar Aggarwal, Karta
10. Rajkumar & Sons (HUF)
11. Bhoruka Fabcons Private Limited
12. Maverick Infotec Private Limited

#### 5. RELATED PARTY DISCLOSURES AS PER AS 18:

Related parties with whom transactions have taken place during the year

##### Key Managerial Personnel:

Shri Raj Kumar Aggarwal, Managing Director

Shri Akhilesh Kumar Pandey, Whole Time Director

Related Party	Nature of Relationship	Transactions (Rupees)		
		Nature of the Transaction	Amount in Rs.	Outstanding as on 31 <sup>st</sup> March, 2016
Bhoruka Fabcons Private Limited	Associate	Rent	1,055,837	NIL
Maverick Infotec Private Limited	Associate	Loan	-	2,772,040
Urmila Agarwal	Associate	Rent	960,000	360,000
Rockstrong Investments Private Limited	Associates	Loan	-	89,310,000
Sunbright Investments Private Limited	Associate	Loan	-	67,960,000
Bhoruka Aluminium FZE UAE	100% Wholly Owned Subsidiary	Investments	-	422,472,691
Shri Raj Kumar Aggarwal	KMP	Salary and allowance	2,460,000	-
Shri Akhilesh Kumar Pandey	KMP	Salary and allowance	482,324	-

**6. EARNINGS PER SHARE:**

(In Lakh)

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
No. of equity shares outstanding (Nos in lakh)	549.421	549.421
Net profit/(loss) after tax available for equity shareholders (Rs. In lakh)	(76.57)	33.39
Basic earning per share of Rs.10 each	(0.14)	(0.06)
Diluted earning per share of Rs.10 each	(0.14)	(0.06)

**7. AUDITORS' REMUNERATION:**

(In Rupees)

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Audit fees	50,000	50,000

8. There are no Micro, Small and Medium Enterprises to whom dues are outstanding for more than 45 days at the year end as determined to the extent such parties have been identified on the basis of information available with the Company.
9. Adequate provisions as required by Accounting Standard 15 employees benefits have been made and no further liability on this account is envisaged.
10. Segment Information in accordance with Accounting Standard 17 prescribed by the Companies (Accounting Standards) Rules, 2006 (as amended) has not been reported, as the aluminium extrusion business has been sold and it is operating in single segment i.e. agriculture.
11. The Company has given unsecured interest free loans during earlier years which is not recoverable due to financial problems of the following Companies:

Name of the Company:	Amount in Rs.
1. Rockstrong Investments Private Limited	89,310,000
2. Sunbright Investments Private Limited	67,960,000
3. Maverick Infotec Private Limited	2,772,040
4. Kakti Trading And Commercials Private Limited	22,721,897
5. Sukhy Commercial and Trading Private Limited	13,301,820
6. Transal Enterprises Private Limited	15,320,137
Total	211,385,894

12. As per the Management and the Report of overseas subsidiary company auditor, the subsidiary company Boruka Aluminium FZE, UAE has been wound up on 18th September, 2014, hence there is no existence of said Subsidiary as on 31<sup>st</sup> March, 2016, preparation of consolidated financial statements as per AS 21 clause 11 does not arise.

13. Consequent to wound up of 100% wholly owned subsidiary Boruka Aluminium FZE, UAE, the loan of Rs. 41,667,054 provided for its principal business activities have been written off in the previous financial year 14-15 without the approval of RBI. Investments in the said subsidiary to be written off with the approval of RBI.

#### 14. Unclaimed Dividend

Unclaimed dividend of Rs.1,70,910 pertaining to the dividend declared during the financial year 2007-08 has been transferred to Investor Education and Protection Fund (IEPF) of the Central Government on 1<sup>st</sup> August, 2015 pursuant to the provisions of Companies Act, 2013.

15. Previous year's figures have been regrouped / restated wherever necessary to conform to current year's classification.

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#### In terms of our report of even date

for **R.S. AGARWALA & CO.,**  
Firm Reg No-00049S  
Chartered Accountants

**M. Gandhi**  
Partner.  
Membership No: 22958  
Mysuru, 27<sup>th</sup> May, 2016

#### For and on behalf of the Board

**Raj Kumar Aggarwal**  
Chairman & Managing Director  
DIN: 01559120

**Saligrama Parswannath Shanthinath**  
Director  
DIN: 05320198

**Ram Ekbal Singh**  
Director  
DIN: 06389606



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

(Rs. in lakh)

<b>Particulars</b>	<b>31<sup>st</sup> March, 2016</b>	<b>31<sup>st</sup> March, 2015</b>
<b>A. Cash flows from Operating activities</b>		
Net Profit before taxation and Extra ordinary Items	(76.57)	(33.40)
Adjustments for :		
Depreciation & Amortisation of Expense (net)	19.28	72.55
Capital Gain (slump sale of assets)	(16.34)	(438.20)
(Interest Income)	(3.01)	(2.90)
Finance cost	0.09	0.03
<b>Operating profit before Working Capital Changes / Changes in working capital:</b>	<b>(76.55)</b>	<b>(401.92)</b>
Adjustments for (increase) / decrease in operating assets:		
Trade receivable	5.73	0.87
Long-term loans and advances	(119.33)	413.90
Other Current Assets	(0.93)	(0.59)
	<b>(114.53)</b>	<b>414.18</b>
Adjustments for increase / (decrease) in operating liabilities:		
Trade payable	-	(174.55)
Other Current Liabilities	(39.73)	1.12
	<b>(39.73)</b>	<b>(173.43)</b>
<b>NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES (A)</b>	<b>(230.82)</b>	<b>(161.17)</b>
<b>B. Cash flow from Investment Activities</b>		
Proceeds on Sale of assets	100.00	438.20
Proceeds on Sale of Investments	-	22.40
<b>NET CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES (B)</b>	<b>100.00</b>	<b>460.60</b>
<b>C. Cash flow from Financing Activities</b>		
(Repayment of Long Term Borrowings)	(165.75)	(850.00)
Increase / (Decrease) in Short term Borrowings	-	760.00
Interest received	3.01	2.90
(Interest Paid)	(0.09)	(0.03)
<b>NET CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES (C)</b>	<b>(162.83)</b>	<b>(87.13)</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(293.65)</b>	<b>212.30</b>
Opening balance of Cash & Cash Equivalents	317.14	104.84
Closing balance of Cash & Cash Equivalents	23.49	317.14

**In terms of our report of even date**

for **R.S. AGARWALA & CO.,**  
Firm Reg No-00049S  
Chartered Accountants

**M. Gandhi**

Partner.  
Membership No: 22958  
Mysuru, 27<sup>th</sup> May, 2016

**For and on behalf of the Board**

**Raj Kumar Aggarwal**  
Chairman & Managing Director  
DIN: 01559120

**Saligrama Parswannah Shanthinath**  
Director  
DIN: 05320198

**Ram Ekbal Singh**

Director  
DIN: 06389606

Form No. MGT-11

**PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule (19) of the Companies (Management and Administration) Rules, 2014)**

**CIN No.** : L27203KA1979PLC003442  
Name of the Company : **Bhoruka Aluminium Limited**  
Registered Office : **#427E, 2<sup>nd</sup> Floor, Hebbal Industrial Area, Mysuru – 570 016**

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint



1. Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

Signature \_\_\_\_\_ or falling him/her

2. Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

Signature \_\_\_\_\_ or falling him/her

3. Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

Signature \_\_\_\_\_ or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **36<sup>th</sup> Annual General Meeting** of the Company, to be held on the **30<sup>th</sup> day of September, 2016 (Friday) at 9.30 A.M. at Hotel Royal Inn, # 435, K.R.S.Road, Metagalli, Mysuru - 570 016** and at any adjournment thereof in respect of such resolutions as are indicated below :

<b>Sl.No.</b>	<b>Resolutions</b>
	<b>ORDINARY BUSINESS</b>
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2016 and the Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2	To appoint a Director in place of Shri Akhilesh Kumar Pandey (holding DIN:03325271) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3	To appoint M/s. R.S. Agarwala & Co. (Firm Registration No.00049S) Chartered Accountants as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.
	<b>SPECIAL BUSINESS - SPECIAL RESOLUTION</b>
4.	To approve the variation in terms of remuneration of Managing Director

Signed \_\_\_\_\_ this day of September, 2016

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp One Rupee
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Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## ATTENDANCE SLIP

**CIN No.** : L27203KA1979PLC003442  
Name of the Company : **Bhoruka Aluminium Limited**  
Registered Office : **#427E, 2<sup>nd</sup> Floor, Hebbal Industrial Area, Mysuru – 570 016**

Registered Folio / DP ID & Client ID	
Name and Address of the Shareholder	



1. I hereby certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the **36<sup>th</sup> Annual General Meeting** of the Company to be held on **Friday, 30<sup>th</sup> September, 2016 at 9.30 A.M. at Hotel Royal Inn, # 435, K.R.S.Road, Metagalli, Mysuru - 570 016**
2. Signature of the Shareholder/Proxy Present \_\_\_\_\_
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder / Proxy desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.



*If undelivered please return to:*

Registered Office

**BHORUKA ALUMINIUM LIMITED**

427E, 2nd Floor, Hebbal Industrial Area,  
Mysore - 570 016

E-mail : [company.secretary@bhorukaaluminium.com](mailto:company.secretary@bhorukaaluminium.com)  
[www.bhorukaaluminium.com](http://www.bhorukaaluminium.com)