

Directors' Report

Dear Members,

Your Directors are pleased to present the Thirty Second Annual Report on the business and operations of the Company, together with the audited financial statements for the year ended March 31, 2018.

1. FINANCIAL PERFORMANCE

(₹ in lakhs)

Particulars	Financial Year	Financial Year
	2017-2018	2016-2017
Total Income	32,450.76	17,190.32
Profit before depreciation and amortisation expense, finance costs and tax expense	2,008.52	1,408.00
Less:		
Depreciation and amortisation expense	592.32	518.55
Finance costs	90.99	103.12
Profit / (Loss) before Tax	1,325.21	786.33
Less : Tax expense:		
Current tax	201.63	117.03
Deferred tax	451.58	90.25
Profit / (Loss) for the year	672.00	579.05
Other comprehensive income for the year, net of tax	(90.18)	(30.59)
Total comprehensive income for the year	581.82	548.46

As mandated by the Ministry of Corporate Affairs, the Company has adopted the Ind AS for the financial year commencing from April 1, 2017. The estimates and judgments relating to the financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2018.

2. OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

Operations

The year under review was the year of positive turnaround for the Company. Your Company has shown a substantial growth in the total revenue by 88.77% to ₹ 32,450.76 lakhs in the year under review as compared to ₹ 17,190.32 lakhs in the previous year. The strategic change in the operations and execution of the projects has resulted in the increase of net profit after tax by 16.05% to ₹ 672 lakhs in the year under review as compared to ₹ 579.05 lakhs in the previous year.

Members are aware that the business environment in India is volatile due to loan-stressed steel making Companies and many major Companies are reeling under the Insolvency and Bankruptcy Code, with potential major takeovers. This has impacted the fresh long term investment in the steel industry in India. However, your Company gained in the international market with the joint efforts of the parent Company, CMI SA, and has bagged some major orders globally -

resulting in the highest order book in the history of your Company.

Industrial Infrastructure Development

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

The Indian steel industry is very modern with state-of-the-art steel mills. It has always strived for continuous modernisation and upgradation of older plants and higher energy efficiency levels.

India is expected to become the second largest steel producer in the world by end of 2018, based on increased capacity addition in anticipation of upcoming demand. The new steel policy, which has been approved by the Union Cabinet in May 2017, is expected to boost India's steel production.

Members are aware that your plant at Taloja is now equipped with improved infrastructure and enhanced capacity to produce high quality

equipment at competitive cost. A full-fledged fabrication capability, including the facility to assemble the components like furnaces, has been developed at Hedavali.

Material Changes and Commitments affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

3. DIVIDEND

Your Directors are pleased to recommend a final dividend of ₹ 2 per equity share of face value of ₹ 10 each i.e. 20% for the financial year 2017-18. Your Directors are also pleased to recommend a one-time 'Special Dividend' of ₹ 2 per equity share of face value of ₹ 10 each i.e. 20% to mark the completion of ten years of acquisition of the Company by Cockerill Maintenance and Ingenerie SA. Total dividend for the year will be ₹ 4 per equity share of face value of ₹ 10 each. The dividend (final and special), as recommended, if approved by the Members of the Company at the Annual General Meeting will be payable after July 27, 2018. The dividend will be paid in compliance with applicable rules and regulations.

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriation.

Transfer of amounts to Investor Education and Protection Fund

During the year under review, pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Companies (Declaration and Payment of Dividend) Rules, 2014, as amended from time to time, the Company has transferred unclaimed dividend amount of ₹ 2,39,910/-, being the outstanding amount of the final dividend for the year ended March 31, 2010 to the Investor Education and Protection Fund. No claim hereafter lies against the Company in respect of this dividend.

4. SHARE CAPITAL

The paid-up equity share capital of the Company as at March 31, 2018 was ₹ 493.78 lakhs. During the year under review, the Company has not issued any shares, with or without differential voting rights. It has neither issued employee stock

options nor sweat equity shares. As at March 31, 2018, none of the Directors of the Company holds shares in the Company.

5. DEPOSITS

Your Company has not accepted any public deposits during the financial year under review.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

7. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Board has constituted a Corporate Social Responsibility ("CSR") Committee headed by Ms. Roma Balwani. Mr. Yves Honhon and Mr. Raman Madhok, Managing Director are the other members of the Committee. The Company has adopted a CSR policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. The CSR policy, during the year under review, was amended to include the area of Health in the activities identified by the Company. The CSR policy of the Company is available on the Company's website - www.cmifpe.com.

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Rules framed thereunder, the average net profits computed as per Section 198 of the Companies Act, 2013 for the three immediately preceding financial years was negative, hence the Company was not required to spend any amount towards CSR activities for the year ended March 31, 2018. However, the Company had spent ₹ 21.07 lakhs on CSR activities during the year under review.

During the year under review, the Company had approved to undertake various CSR Projects in the area of Education, Health and Environment to achieve its social objective. The Company has partnered with agencies of repute and has committed to incur expenditure for CSR initiatives in the coming years through structured programs and projects. These projects and programs are on-going and have a qualitative long term impact on the beneficiaries.

Your Company encourages its employees to participate in the CSR activities to drive a positive change in the society. During the year, the employees of the Company constituted a CSR

Working Committee and participated in various educational, health and environment related programs in local communities around its office and workshops. The CSR Working Committee meets at regular intervals and discusses the social needs of the communities and solutions required to address the same. The Company is taking some time to define and articulate internally generated CSR Projects still better. Until such time, the Company is seeking help from external agencies and incorporating key suggestions of the CSR Working Committee, the Company is satisfied with the progress made in the CSR efforts so far and is confident that the CSR Working Committee will deliver an accelerated level of progress in times to come.

A brief outline of the CSR policy and the initiatives taken by the Company during the year ended March 31, 2018 are furnished in Annexure A to this Report.

8. HUMAN RESOURCES

Personnel

Human Resource Capital and the value it creates form a big part of the Company's growth story. The industry today is changing rapidly with many disruptive business models necessitating a need for human capital to adapt in an agile manner.

Your Company takes pride in its continued focus on employee retention. Your Company believes that its workforce lives its brand.

The industrial relations continued to be cordial at all levels throughout the year. Your Directors wish to thank all the Employees and Workmen of the Company for their contribution, support and continued co-operation throughout the year.

Health and Safety

The details on Health and Safety are provided in the Management Discussion and Analysis which forms part of this Report.

Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company as an organization is committed to provide a healthy environment to all the employees and thus does not tolerate any discrimination and / or harassment in any form. Your Company has in place a policy on prevention, prohibition and redressal of sexual harassment at workplace, in line with the

provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. All women – permanent, temporary or contractual are covered under the policy. The Policy has been widely communicated internally and is uploaded on the Company's intranet portal.

Frequent communication of this Policy is done through various programs and at regular intervals to the employees.

Your Company has set up an Internal Complaints Committee at the registered office and at every location where it operates in India in accordance with the said Act. Workshops and awareness programs are organized for sensitizing the employees with the provisions of the said Act.

During the year under review, the Internal Complaints Committee has not received any complaint of sexual harassment.

9. BUSINESS RISK MANAGEMENT

Your Company has a well-defined Risk Management framework in place, which functions at various levels. The Company has a robust organizational structure for managing and reporting on risks which is aligned with the COSO Enterprise Risk Management – Integrating with Strategy and Performance framework (released in September, 2017). In terms of the requirement of the Companies Act, 2013, the Company has developed and implemented the Risk Management Framework; the Risk Management Committee and the Audit Committee of the Board review the same periodically. Your Company has also established procedures to periodically place before the Audit Committee, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate the risks.

The details and the process of Risk Management as implemented by the Company are provided in the Management Discussion and Analysis which forms part of this Report.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls in place with reference to the Financial Statements. The management of the Company is responsible for ensuring that Internal Financial Controls (IFC) has been instituted in the Company and that such controls are adequate and operating effectively.

The Company's internal controls system is founded on values of integrity and operational excellence. It supports the vision of the Company. The foundation of the internal controls system lies in the corporate strategies, risk management framework and policies and procedures. The Company has a robust internal control framework, commensurate with the size, scale and complexity of its operations. The framework has been designed to provide reasonable assurance related to financial and operational information, compliance with applicable laws and for safeguarding the assets of the Company.

The Internal Audit function for the year 2017-18 was entrusted to PricewaterhouseCoopers Private Limited. To maintain objectivity and independence, the Internal Auditors reports to the Audit Committee.

During the year under review, the Risk Management Committee of the Company had reviewed the controls framework with detailed analysis of 10 key processes; no reportable material weakness in the "design of control" or "operating effectiveness" was observed. The Internal Audit team monitors and evaluates the efficacy and adequacy of internal control systems in the Company, on the basis of Standard Operating Procedures, instruction manuals, accounting policy and procedures at all locations of the Company. The results of the "controls testing" were discussed with the Statutory Auditors. The Statutory Auditors have submitted their report on the Internal Financial Controls over Financial Reporting, which is annexed to the Independent Auditors' Report of the Company.

This formalized system of internal control and risk management framework facilitates effective compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), Companies Act, 2013 and relevant statutes applicable to the Company.

11. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the Listing Regulations is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons

who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on the website of the Company – www.cmifpe.com. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

12. DIRECTORS & KEY MANAGERIAL PERSONNEL

Changes in the composition of the Board of Directors

As informed in the last year's Annual Report, Mr. Jean Jouet resigned as the Chairman and Director of the Company; in his place, Mr. Joao Felix Da Silva has been appointed as the Chairman and Director of the Company with effect from May 30, 2017.

Apart from the above, there was no other change in the composition of the Board of Directors.

Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Fabrice Orban retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting. Brief profile of Mr. Fabrice Orban has been given in the Notice convening the Annual General Meeting.

Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and the Listing Regulations.

Performance Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 17 of the Listing Regulations, the Board had carried out the annual performance evaluation of its own performance, an evaluation of the working of various Committees, as well as an evaluation of the directors individually.

The criteria for performance evaluation of the Board as a whole, individual Director, Committees of the Board and of the Chairman was in line with the Guidance Note on Board Evaluation issued by SEBI on January 5, 2017.

The evaluation exercise was carried out internally. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance for evaluation of the performance of Board, Committees of Board and individual Directors. The Board members were able to give qualitative feedback apart from the standard questionnaire.

The reports of feedback received from all Directors on performance evaluation of individual Directors were shared with respective Directors and Chairman of the Nomination and Remuneration Committee. The Committee evaluated the performance of all individual directors based on the feedback so received.

The report of the feedback received from all the Directors on performance evaluation of Board and Committees of Board were shared with the Chairman of the Company. The Board, on the basis of feedback so received, evaluated performance of its own and Committees of Board. The Performance Evaluation of the Chairman of the Company was carried out by the Independent Directors of the Company, taking into account the views of all the Directors including the Executive and Non-Executive Directors.

After the conclusion of the exercise, and after reviewing the findings, the Chairman of the Board met each Director individually to get individual feedback of the functioning of the Board and its constituents, *inter alia*, on the criteria such as attendance, level of participation at the meetings of the Board and Committees, independence of judgment exercised by the Independent Directors, interpersonal relationship, etc.

Significant collective insights, learning and action points with respect to the evaluation were presented to the Board. The Board of Directors expressed their satisfaction with the evaluation process and also with the findings.

Key Managerial Personnel

As at March 31, 2018, the following officers were designated as the Key Managerial Personnel (KMP) of the Company in accordance with Section 2(51) and Section 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

i)	Mr. Raman Madhok	Managing Director
ii)	Mr. Akash Ohri	Chief Financial Officer
iii)	Mr. Haresh Vala	Company Secretary

There has been no change in the KMPs during the year under review.

Remuneration Policy

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel ("KMP") and other employees, pursuant to the provisions of Companies Act, 2013 and the Listing Regulations. The main objective of the said Policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP and senior management employees. The remuneration involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The details of this policy are explained in the Corporate Governance Report.

13. DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. such accounting policies as mentioned in the Notes to the financial statements have been selected and applied consistently, and judgments and estimates have been made that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- c. proper and sufficient care has been taken for 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;
- d. the annual financial statements have been prepared on a 'going concern' basis;
- e. proper internal financial controls have been laid down and are being followed, and that such internal financial controls are adequate and are operating effectively; and

- f. proper systems were in place to ensure compliance with the provision of all applicable laws, and these were adequate and operating effectively.

14. MEETINGS & COMMITTEES

Meetings held during the year

During the year under review, 4 (four) Board Meetings and 4 (four) Audit Committee Meetings were convened and held; the details of the meetings held and attendance of Directors at such meetings are provided in the Corporate Governance Report. The intervening gaps between the meetings were within the limits stipulated under the Companies Act, 2013 and the Listing Regulations. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Committees of the Board

Your Company has duly constituted the Committees required under the Companies Act, 2013 read with applicable Rules made thereunder and the Listing Regulations. The Board of Directors has the following Committees :

- i. Audit Committee
- ii. Stakeholders Relationship Committee
- iii. Nomination and Remuneration Committee
- iv. Corporate Social Responsibility Committee
- v. Risk Management Committee

The details of the composition of the Committees, their terms of reference and attendance at the meetings of the Committee of the Board are set out in the Corporate Governance Report.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2017-18, the Company has entered into transactions with related parties as defined under the Companies Act, 2013 and the Listing Regulations, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder and the Listing Regulations. Thus a disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. All related party transactions are mentioned in the Notes to the financial statements.

None of the related party transactions entered into by the Company were in conflict with the

Company's interests. There are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Member's approval for material Related Party Transactions, as defined under the Listing Regulations is being sought through suitable resolution at the ensuing Annual General Meeting.

All Related Party Transactions are placed before the Audit Committee / Board, as applicable, for their approval. Omnibus approvals are taken for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website - www.cmifpe.com

None of the Directors has any pecuniary relationships or transactions with the Company except remuneration and sitting fees.

16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the Regulators or Courts or Tribunals that would impact the going concern status of the Company and its future operations.

17. AUDITORS

Statutory Auditors

M/s. Deloitte Haskins & Sells (DHS), Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company at the 22nd Annual General Meeting ("AGM") of the Company held on September 19, 2008. In terms of the shareholder's resolution passed at the 30th AGM of the Company held on July 29, 2016, M/s. Deloitte Haskins & Sells holds office until the conclusion of the ensuing 32nd AGM and have completed a term of ten years. Their term as the Statutory Auditors of the Company is upto the conclusion of the ensuing Annual General Meeting of the Company.

The Board places on record its appreciation for the services rendered by M/s. Deloitte Haskins & Sells, as the Statutory Auditors of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended

from time to time, the Board of Directors of the Company, on the recommendation of the Audit Committee, proposed the appointment of M/s. S R B C & Co. LLP, Chartered Accountants, (ICAI Registration No. 324982E/E300003), as the Statutory Auditors of the Company, to be effective from the conclusion of the ensuing 32nd AGM for a term of five years, till the conclusion of the 37th AGM of the Company to be held in the year 2023. Necessary resolution seeking approval of the members for appointment of M/s. S R B C & Co. LLP as the Statutory Auditors of the Company has been incorporated in the Notice convening the Annual General Meeting, and forming part of this Annual Report. Pursuant to the Companies (Audit and Auditors) Amendment Rules, 2018 effective from May 7, 2018, the requirement of ratification of appointment of the Statutory Auditor at every Annual General Meeting by passing an ordinary resolution has been done away with.

M/s. S R B C & Co. LLP have consented to their appointment as Statutory Auditors and have confirmed that their appointment, if made, will be in accordance with Sections 139 and 141 of the Companies Act, 2013 and they satisfy the criteria provided in Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014, and that they are not disqualified for appointment.

The Members are requested to consider and approve the appointment of the Statutory Auditors as aforesaid and their remuneration.

The Auditors' Report on the Financial Statements for the financial year 2017-18 is unmodified i.e. it does not contain any qualification, reservation or adverse remark, and the Notes thereto are self-explanatory and do not require any explanations from the Board.

Cost Auditor

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294) as the Cost Auditor of the Company to conduct the audit of the cost accounting records maintained by the Company for the financial year 2018-19 on a remuneration of ₹ 2.30 lakhs.

As required under the Companies Act, 2013, a resolution seeking member's ratification for the remuneration payable to the Cost Auditor forms

part of the Notice convening the Annual General Meeting.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. VKM & Associates, Practising Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Auditor's Report is annexed as Annexure B and forms an integral part of this Report.

There is no qualification arising from the secretarial audit for the year under review.

Reporting of frauds by Auditors

During the year under review, the Statutory Auditors, Cost Auditor and the Secretarial Auditor have not reported to the Audit Committee under Section 143(12) of the Companies Act, 2013, any instance of fraud committed in the Company, by its officers or employees, details of which needs to be mentioned in this Report.

18. AWARDS & RECOGNITION

Your Company was conferred 'India's Best Company of the Year Award – 2017' by International Brand Consulting Corporation, USA in the industrial engineering equipment & services category.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as Annexure C and forms an integral part of this Report.

20. CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a Report on Corporate Governance together with a certificate from the Statutory Auditors of the Company confirming the compliance with the conditions of Corporate Governance is annexed and forms an integral part of this Report.

21. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, appended as stipulated under the Listing Regulations, form an integral part of this Report.

22. GREEN INITIATIVES

The Company started a sustainability initiative with the aim of going green and minimizing the adverse impact on the environment. Electronic copies of the Annual Reports are being sent to all the members whose email addresses are registered with the Company.

The Company has moved to “digital document platform” for Board and Committee meetings. This has helped the Company to reduce administrative time plus postage and papers for the preparation of the meetings. The Board members have adapted to the new software quickly, and the experience of adopting a nearly all-digital documentation process for Board and Committee meetings keeps getting better.

23. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as at March 31, 2018 in Form MGT-9 is annexed as Annexure D and forms an integral part of this Report.

24. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures with respect to the remuneration of Directors, KMP and employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is annexed as Annexure E and forms an integral part of this Report.

The information regarding employee remuneration as required pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available for inspection. A statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules will be provided upon request. In terms of first proviso to Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars, which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of the ensuing Annual General Meeting. Any member interested in obtaining a copy thereof may write to the Company Secretary.

None of the employees listed in the said Annexure is related to any Director of the Company. None of the employees hold (by himself or along with his / her spouse and dependent children) more than 2% of the equity shares of the Company.

25. INSURANCE

The Company has adequately insured itself through various insurance policies to transfer the risks arising from third party or customer claims, damage to property or people, etc.

Directors' & Officer's Liability (D & O) policy covers the Directors and Officers of the Company against the risk of third party claims arising out of their actions / decisions in the normal course of discharge of their duties, which may result in financial loss to any third party.

The employees of the Company are covered under various employee benefit insurance schemes that provide cover for Hospitalization, Accidental Disability and Death.

26. PLANT VISIT

A visit was organized by the Company for the interested shareholders on Friday, September 22, 2017. The shareholders visited the Taloja plant, under the guidance and supervision of the Managing Director. The processes and functions at the Factory were explained by the Plant Head; the visit and the exposure and understanding of the Company's operations, were much appreciated by the shareholders.

During the “question and answer” session with the Managing Director, the shareholders were able to understand more details about the current status of the Company. The shareholders who visited the factory were happy with the working and the improvements being made by the Company. They also appreciated the smooth planning and organization of the factory visit.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities, bankers, financial institutions, vendors, customers and shareholders, and also from all the employees and other stakeholders, during the year under review.

For and on behalf of the Board

Joao Felix Da Silva

Taloja
May 30, 2018

Chairman
DIN : 07662251