KANISHK STEEL INDUSTRIES LIMITED

Quality in Every Inch



25th Annual Report 2014-15



KANISHK STEEL INDUSTRIES LIMITED

CIN:L27109TN1995PLC067863

BOARD OF DIRECTORS

Mr. Ravi Kumar Gupta	Chairman & Managing Director
Mr. Vishal Keyal	Whole-time Director & Chief Financial Officer
Mr.Kanishk Gupta	Director
Mr. K.S. Venkatagiri	Director
Dr.Pravin Kumar Aggarwal	Director
Dr. K. Selvakumar	Director
Ms.R.Maheswari	Director

COMPANY SECRETARY

Mr. M.K. Madhavan

REGISTERED OFFICE & FACTORY

B27(M) SIPCOT Industrial Complex
Gummidipoondi
Thiruvallur District
Tamilnadu - 601 201

ADMINISTRATIVE OFFICE

Old No. : 4, New No. : 7
Thiru-Vi-Ka 3rd Street
Royapettah High Road,
Mylapore
Chennai - 600 004
Website : www.kanishksteels.in

STATUTORY AUDITORS

M/s. Chaturvedi & Company
Chartered Accountants
Chennai - 600 017

COST AUDITORS

M/s. Vivekanandan & Unni Associates
Cost Accountants
Chennai 600 024

BANKERS

State Bank of India
Industrial Financial Branch
155, Anna Salai
Chennai - 600 002

Corporation Bank
G.T. Branch
Chennai - 600 001

SHARE TRANSFER AGENT

Cameo Corporate Services Limited
No. 1, Club House Road
Chennai - 600 002

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NOTICE

NOTICE is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the members of Kanishk Steel Industries Limited will be held on Wednesday, September 30, 2015, at 3.00 p.m. at the registered office of the company at B27 (M) SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu- 601201 to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of financial statements**

   To receive, consider and adopt the financial statement of the Company for the year ended March 31, 2015, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. **Appointment of directors**

   To appoint a director in place of Mr.Kanishk Gupta, who retires by rotation and being eligible, seeks re-appointment.

3. **Ratification of Auditors' appointment**

   To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

   "RESOLVED that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act,2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members of the company at 24th AGM held on September 30, 2014, the appointment of M/s. Chaturvedi & Company, Chartered Accountants, [Firm Registration No. 302137E] Chennai, the retiring auditors of the company as the auditors of the Company to hold office till the conclusion of 27th Annual General Meeting, be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31,2016 on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Vishal Keyal as whole-time Director**

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

   "RESOLVED that Mr. Vishal Keyal (DIN: 00092651) be and is hereby re-appointed as Whole-time Director of the Company for a period of five years effective from May 29, 2015.

   RESOLVED FURTHER that pursuant to the provisions of Sections 197 read with Schedule V, Section 203 and other applicable provisions of the Companies Act, 2013, approval be and is hereby accorded for the re-appointment of Mr.Vishal Keyal as Whole-time Director on the remuneration and other terms and conditions set out in the Statement attached hereto.

   RESOLVED FURTHER that the Board of Directors be and is hereby authorized to increase, vary or amend the remuneration and other terms of the appointment from time to time

provided that such revised remuneration shall also be in conformity with Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or relaxation granted thereunder.

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

5. Appointment of Ms.R.Maheswari as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED that, pursuant to sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. R.Maheswari (DIN:06829926) who was appointed as an Additional Director of the Company in the category of Women and Independent Director by the Board of Directors the Company with effect from March 31,2015 and who holds office upto this Annual General Meeting in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period upto conclusion of Twenty Ninth Annual General Meeting of the company, not liable to retire by rotation."

6. Remuneration to Cost Auditor

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED that, pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members is accorded to the remuneration of Rs.60,000/- (Rupees Sixty Thousands only) approved by the Board of Directors on the recommendations of the Audit Committee for M/s. Vivekanandan & unni associates, Cost Accountants [Firm Registration No: 00085] to audit the cost records of the Company for the financial year 2015-16."

(By Order of the Board)

For Kanishk Steel Industries Limited,

Date:May 30,2015
Place: Chennai

M.K.MADHAVAN,
Company Secretary.



Notes:

1. The statement of material facts concerning the items of special business to be transacted at this AGM is annexed in terms of section 102 of the Companies Act,2013.
2. A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/ herself and the proxy need not be a member of the company.

   Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten per cent) of the total share capital of the Company.
3. Corporate members intending to send their representatives to attend their meeting are requested to send a certified true copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed.
5. Members desirous of getting any information in respect of accounts of the company are requested to send their queries in writing to the Company's Registered Office at least seven days before the date of the meeting so that the required information can be made available at the meeting.
6. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the attendance slip duly filled in for easy identification of attendance at the meeting.
7. The Register of Members of the Company and Share Transfer Books will remain closed from 25th September, 2015 to 30th September, 2015 (both days inclusive).
8. Members holding shares in Physical Form are requested to furnish their address, if any change is there, with Registrar & Transfer Agent of the Company, M/s.Cameo Corporate Services Limited, Chennai, quoting their Folio number and numbers of Shares held. Members holding Shares in Electronic Form may communicate their change of Address to their respective Depository Participants.
9. Members are requested to note that in terms of provisions of the Companies Act, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment are required to be transferred to the Central Government to the credit of the Investor Education and Protection Fund ["Fund"]. Thereafter, the members shall have no claim against the Fund of the Company, in respect of their unpaid dividend.

   The unpaid/unclaimed for the year 2007-08 will be transferred to the above Fund after the month of October, 2015. Members are, therefore, requested to lodge their claims for unpaid dividend if any, immediately with the Company.

10. The members who have not encashed their dividend warrants for any of the previous years are requested to write to the Company for issue of duplicate warrants in their own interest.

11. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" to allow paperless compliances by the corporate sector. MCA, by its Circular dated April 21, 2011, has now made permissible the service of documents through electronic mode to shareholders. To support the Green Initiative of the Government, it is proposed to send, henceforth, all Notices, Annual Report and other communications through e-mail. For the above purpose, we request you to send an e-mail confirmation to our designated ID **company.secretary@kanishksteels.in** mentioning your name, DP / Customer ID or Folio number and your e-mail ID for communication.

    On this confirmation, we would, henceforth, send all Notices, Annual Report and other communications through e-mail. Copies of the said documents would be available in the Company's website, **www.kanishksteels.in** for your access at no cost for the benefit of all stakeholders concerned.We request you to support the Green Initiative of the Government by opting for electronic mode of receiving our corporate communications.

12. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of 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 National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 26th September, 2015 (10.00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th September, 2015, may cast their vote by remote-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

    A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :



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

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

(iii) Click on Shareholder - Login

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

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

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Kanishk Steel Industries Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

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

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

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

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

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

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E-Voting Event Number)	USER ID	PASWORD/PIN

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

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section ofwww.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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

VIII. 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).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th September, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr.S.Dhanapal, Senior Partner, M/s.S.Dhanapal, Practicing Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "KSIL e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.kanishksteels.in and on the website of NSDL



immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

13. Disclosure as required under Clause 49 of the Listing Agreement in respect of Directors seeking appointment/re-appointment at this AGM is enclosed hereunder:

MR.KANISHK GUPTA

Date of Birth / Age	05.04.1987 (28 years)
Date of appointment	03.09.2012
Expertise in Specific functional areas Mr. Kanishk Gupta, the promoter director of the company, sets the vision and provides strategic direction for the company's growth. He is a graduate of Economics and Business Administration, and holds good experience in Steel and Power sector. He also has experience at various departments like manufacturing, marketing, accounts, maintenance, banking liaison and dealing the Government and other agencies.The Company stands to benefit significantly from his entrepreneur abilities.	
Educational Qualifications	MBA from Boston University, USA
Number of Shares held in the Equity Capital of the Company	417612
Relationship with other Directors	Mr.Ravi Kumar Gupta's brother's son.
Directorship in other Companies	Kanishk Metal Recycling Private Limited OM Power Shakti India Private Limited Vallur Holdings LLP –Designated partner
Committee/executive positions held in Other companies	Nil

MR. VISHAL KEYAL

Date of Birth / Age	25.04.1974 (41 years)
Date of appointment	29.05.2010
Expertise in Specific functional areas Mr.Vishal Keyal is the whole-time director of the company. He is a graduate of Physics and holds good experience in the Steel and Power Sector. He has his experience at various departments like manufacturing, marketing, accounts, maintenance, banking liaison and dealing with the Government and other agencies. The Company stands to benefit significantly from his management skills.	
Educational Qualifications	B.Sc. (Physics).
Number of Shares held in the Equity Capital of the Company	Nil
Relationship with other Directors	He is not related to any other Directors
Directorship in other Companies	Dhanvarsha Enterprises & Investments Private Limited Indian Corporate Business Centre Limited Tamilnadu Enterprises & Investments Private Limited Gita Energy Generation Private Limited Kanishk Metal Recycling Private Limited
Committee/executive positions held in Other companies	1

MS. R.MAHESWARI

Date of Birth/ Age	03/05/1963 (52 yers)
Date of appointment	31/03/2015
Expertise in Specific functional areas Ms.Maheswari has expertise in CSR activities, Taxation, Administration and labor management. The Company stands to benefitfrom her experiences.	
Educational Qualifications	M.A. (Sociology)
Number of Shares held in the Equity Capital of the Company	Nil
Relationship with other Directors	She is not related to any other Directors
Directorship in other Companies	Refex Energy Limited Refex Industries Limited
Committee/executive positions held in Other companies	2



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No:4

The Board of Directors, keeping in view that Mr.Vishal Keyal has good experience and involved in operations and management of the company over a period of long time, placed its satisfaction over the services extended by Mr.Vishal Keyal as Whole-time director of the company and deemed fit to continue with the same management for benefit of the company, reappointed Mr.Vishal as Whole-time Director of the company on March 31, 2015 for a period of five years effective from May 29,2015.

The Nomination and remuneration committee has recommended the following remuneration for Mr.Vishal Keyal and the same is placed for members' approval.

I. **Salary:** Rs.900,000 /- per annum;

II. **Perquisites:**

a. Fully furnished residential accommodation, where no accommodation is provided by the Company, suitable house rent allowance in lieu thereof may be paid. The expenses of furniture, gas, electricity, water and other utilities shall be borne by the company;

b. Reimbursement of all medical expenses incurred for self and family;

c. Leave travel assistance for self and family as per Company norms;

d. Clubs fees, which will include admission and life membership fees;

e. Personal Accident Insurance Premium;

f. Two cars with Drivers for official purpose;

g. Telephone and Fax facilities at residence;

h. Travel inland and overseas for self and family not exceeding two times in a year;

i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund (singly to put together) of such amount not taxable under the Income Tax Act, 1961.

j. Gratuity, at the rate not exceeding half a months' salary for each completed year of service.

III. **Minimum Remuneration:**

In the event of the Company having no profits or inadequate profits, the payment of salary, perquisites and other allowances shall be restricted to Rs.75,000/- per month or Rs.900,000/- per annum as minimum remuneration.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of the appointment under Section 190 of the Companies Act, 2013.

The company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing Mr. Vishal Keyal as a candidate for being appointed as the whole-time director, together with requisite deposit of Rs. one lac. Details of Mr. Vishal Keyal, are furnished to the Explanatory statement pursuant to Clause 49 of the Listing Agreement that forms an integral part of this Notice.

The Board of Directors recommends for the consent of members by way of special resolution as set out in item no:4.

Except Mr.Vishal Keyal or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution as set out at item no. 4.

Item no: 5

Ms.R.Maheswari was appointed as an additional director of the company in the category of Independent director by the Board of Directors at the meeting held on March 31,2015. Ms. R. Maheswari holds office upto the ensuing Annual General Meeting of the company.

The company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing Ms.R. Maheswari as a candidate for being appointed as an independent director, together with requisite deposit of Rs. one lac. Details of Ms.R. Maheswari are furnished to the Explanatory statement pursuant to Clause 49 of the Listing Agreement that forms an integral part of this Notice.

The company has received a declaration from Ms.R. Maheswari in terms of Section149(7) that she meets the criteria of independence as provided in Section 149(6) of the Act. It is further confirmed that in the opinion of the Board, Ms.R. Maheswari proposed to be appointed as an Independent director fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed director is independent of the management.

The Board of Directors recommends for the consent of members by way of special resolution as set out in item no:5.

Except Ms.R. Maheswari or her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Item No: 6

Your company is engaged in the business of steel manufacture and required to maintain the cost records under the provisions of the companies act, 2013. The cost records of the company subjected to an audit under section 148 of the companies act, 2013.

The remuneration for the audit of cost records is determined by the Board of Directors on the recommendations of Audit Committee and shall be ratified by the shareholders at the next General meeting.

The Board of Directors have appointed M/s. Vivekanandan & Unni associates, Cost Accountants [Firm Registration No: 00085] for audit of cost records of the Company for the financial year 2015-16 and determined the remuneration at Rs. 60,000/- (Rupees Sixty Thousands only) based on the recommendations of the Audit Committee. It is now placed for the approval of shareholders in accordance with Section 148(3)of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval of the Members.

No Director or Key Managerial Personnel of the Company or their relatives of them are concerned or interested financially or otherwise, in this resolution.



DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting 25th Annual report of the Company together with the financial statements for the year ended March 31, 2015.

FINANCIAL SUMMARY:

The financial highlights for the year under review are as follows:

(Amount in Rs.)

Particulars	**Year Ended 31.03.2015**	Year Ended 31.03.2014
Sales - Gross	**3,304,351,022**	3,207,156,937
Profit after Interest & Depreciation	**14,072,340**	17,994,272
Provision for Tax	**11,384,343**	5,771,370
Profit after Tax	**2,687,997**	12,222,902
Add: Taxation Adjustments of Previous Years	**-**	-
Add: Balance of Profit brought from previous year	**2,687,997**	10,275,797
Profit available for Appropriation	**2,687,997**	12,222,902
APPROPRIATIONS		
Equity Dividend Proposed (Final)	**-**	-
Dividend Distribution Tax (Final)	**-**	-
Transfer to General Reserve	**-**	-
Balance Carried Forward	**2,687,997**	12,222,902

COMPANY'S PERFORMANCE:

Your Company is engaged in the manufacture and supply of Iron & Steel products. As expected, the financial year 2014 - 15 remained challenging for the company in achieving production and sales volume. The company's branded steel products for quality at competitive prices and the management's strategic decisions have helped the company to perform well even at the adverse market conditions for Steel.

During the year, the turnover was Rs. 3,304,351,022/- as against Rs. 3,207,156,937/- for the previous year. The profit before tax of was Rs. 14,072,340 /- as against Rs. 17,994,272/- for the previous year. No transfer of profit to the General reserves under review.

DIVIDEND:

The Board of Directors has not recommended any dividend for the financial year. (Previous year: NIL).

MANAGEMENT DISCUSSION & ANALYSIS:

A detailed analysis on the performance of the industry and the Company is provided in the Management Discussion and Analysis report as **Annexure I** and forms an integral part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with Section 134(5) of the Companies Act, 2013, your Board of Directors confirms that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MEETINGS OF THE BOARD:

During the year, Five Board meetings were held under review.

DIRECTORS:

Mr. Kanishk Gupta who retires by rotation and being eligible seeks for re-appointment at the ensuing AGM of the company.

Mr. Vishal Keyal has been re-appointed as whole-time Director of the company effective from May 29,2015 for five years and seeks members' approval at the ensuing AGM of the company.

Ms.R.Maheswari was appointed as an Additional Director in the capacity of women and Independent Director on the Board with effect from March 31, 2015. The Board seeks members' confirmation for appointment of Ms. R.Maheswari as an Independent Director of the Company at the ensuing AGM of the company.

All the Independent Directors have given the declarations pursuant to Section 149(7) of the Companies Act, 2013 affirming that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL (KMP):

Mr.Vishal Keyal, whole time Director was designated as Chief Financial Officer (CFO) of the company effective from March 31, 2015.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Sub-rules (1) to (3) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement is enclosed in **Annexure II.**

CORPORATE GOVERNANCE:

Your Company is compliant with the Corporate Governance guidelines as prescribed in Clause 49 of the Listing Agreement. Detailed report on the compliance and a certificate by the Statutory Auditors form part of this report as **Annexure III.**



AUDITORS AND AUDITORS' REPORT:

M/s. Chaturvedi & Company, Chartered Accountants, Chennai, the auditors of the Company holds office till the conclusion of 27th Annual General Meeting and being eligible, seeks ratification by members for their appointment at the ensuing AGM of the company.

There are no qualifications, reservation or adverse remark or disclaimer made by the auditors in their report and thus the explanations or comments by the Board does not arise.

COST AUDITOR:

The Board appointed M/s. Vivekanandan & Unni Associates, Cost Accountants as Cost Auditors of the company for the financial year 2015-16 to carry out the cost audit of Company's records of the company at a remuneration of Rs.60,000/-. The Board seeks members' approval for remuneration to cost auditors at the ensuing AGM of the company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

The company did not give any loans, guarantees and investments covered under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Corporate Governance Report contains relevant details on the nature of Related Party Transactions (RPTs) and the policy formulated by the Board on material RPTs. Particulars of Contracts or Arrangements with the related parties referred to in Section 188(1) of the Companies Act, 2013 is furnished in accordance with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC - 2 as **Annexure IV.**

MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments affecting the financial position of the Company between the end of financial year i.e., 31st March, 2015 and the date of the Report i.e., May 30, 2015.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

The information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as required under section 134 (3) (m) of the companies Act,2013, read with the Companies (Accounts) Rules,2014, is given in **Annexure V** and forms part of this Report.

ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is enclosed and marked as **Annexure VI**.

REMUNERATION POLICY:

The Remuneration policy of the Company provided in the Corporate Governance Report that forms an integral part of this report.

SECRETARIAL AUDIT:

M/s.S.Dhanapal Associates, a firm of Company Secretaries, Chennai had been engaged for the services of Secretarial audit for the financial year 2014-15 pursuant to Section 204 of the Companies Act,2013 read with Rule 9 of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules 2014. The Secretarial audit report in Form No.MR-3 is enclosed in **Annexure VII.** The Company is taking necessary steps to comply.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The company has established a vigil mechanism for directors and employees to report genuine concerns pursuant to section 177 of the Companies Act,2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and clause 49 of the Listing Agreement.

DEPOSITS:

During the year under review, the Company has not accepted any deposits.

SIGNIFICANT AND MATERIAL ORDERS IMPACTING THE COMPANY:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

BOARD EVALUATION:

An evaluation on the performance of the Board is providedin the corporate governance report that forms an integral part of this report

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The company is not covered under section 135 of the Companies Act,2013 and formulation of CSR policy and constitution of a CSR committee did not arise.

CEO/ CFO CERTIFICATION:

Mr. Ravi Kumar Gupta, Chairman and Managing Director and Mr.Vishal Keyal, Whole-time director and Chief Financial Officer have certified to the Board in terms of under the Listing Agreement.

ACKNOWLEDGEMENT:

Your directors place on record their great appreciation of the fine efforts of all Executives and Employees of the Company which was instrumental in achieving profitable financial results in a difficult year. Your directors also express their sincere thanks to various Departments of Central Government, Government of Tamilnadu, TNEB, State Bank of India, Corporation Bank, the Customers, Shareholders and other stakeholders for continuing support and encouragement.

For and on behalf of the Board of Directors

Date: May 30, 2015

RAVI KUMAR GUPTA.

Place: Chennai

Chairman & Managing Director.



ANNEXURE – I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Steel occupies a prominent place in Indian manufacturing sectors. Indian Steel Industry has been riding high on the resurgent economy and rising demand for steel. Rapid rise in production has resulted in India becoming the 3rd largest producer of crude steel in 2015 in World. The per capita consumption in India is expected to increase. Steel demand is closely linked to the growth in GDP and thus it is expected to grow by 6% to 7% in the year 2015-16.[Source: Ministry of Steel].

Kanishk Steel is the largest steel manufacturer in south India since 1989 having of its Furnace Unit and Rolling Mill to produce various front-line Rolled Steel products. The products of the Company under the brand of "KANISHK STEELS" continue to deserve for Quality, Price and Delivery in the Indian Steel Market. The company continued its own focused improvements in the quality of products during the year and be moving ahead with the right market strategy. The opportunities and threats available for the company are briefly provided below:

The factors like continuous rise in crude Oil prices, volatile raw materials prices, regional demand & supply imbalances, INR depreciation against global currencies and political instability on policy reforms have impacted significantly the Indian steel industry and resulted sharp fall in demand which ultimately impacted on profit of the Company during the year. This may be improved in future.

The high cost and short supply of power in India may hamper the steel industry's production level. Cheap import of steels products from neighboaring countries may result in the lowering prices and making the market highly competitive.

Demand of steel is expected to rise in future with economic and Industrial growth. Growing infrastructure like roads and highways, railways, aviation, shipping, energy, power or oil & gas will boost the demand for specialized steel and the Company's growth seems better in the future with economic and Industrial growth.

ANNEXURE – II

Disclosure Statement of particulars of remuneration as per Rule 5(1)of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Mr. Ravi Kumar Gupta: 14:1; Mr. VishalKeyal: 10:1 and Mr. Kanishk Gupta: 8:1

The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

No increase in remuneration in the financial year.

ii. The percentage increase in the median remuneration of employees in the financial year

No increase in median remuneration of employees in the financial year.

iii. The number of permanent employees on the rolls of company: 68 (which includes 3 directors and one CS)

iv. The explanation on the relationship between average increase in remuneration and company performance: Not applicable as there is no increase in remuneration.

v. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company: No increase in remuneration of KMP. The Profit before Tax decreased by 22% and the Profit after Tax decreased by 78%.

vi. Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and 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 in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year

	31.03.2015	31.03.2014
Market capitalisation	298,294,416	207,014,618
PE Ratio	116.56	16.93
% increase in market quote	4.9	(27.20)

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 if there are any exceptional circumstances for increase in the managerial remuneration:

No change in the salaries of employees other than the managerial personnel and the managerial remuneration.

viii. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company: No increase in remuneration of KMP

ix. The key parameters for any variable component of remuneration availed by the directors: NIL

x. 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: NIL

xi. Affirmation that the remuneration is as per the remuneration policy of the company: Remuneration is as per the remuneration policy of the company.



ANNEXURE- III. A

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of KANISHK STEEL INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Kanishk Steel Industries Limited for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of corporate governance as stipulated in the said clause. 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 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 Clause 49 of the Listing Agreement.

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 **CHATURVEDI & COMPANY**
CHARTERED ACCOUNTANTS
FRN 302137E

S GANESAN, FCA
Partner
(Membership No: 217119)

Place: Chennai
Date: May 30, 2015

ANNEXURE – III. B

REPORT ON CORPORATE GOVERNANCE

(For the Financial Year 2014-15)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance at Kanishk Steels is based on the principles of equity, fairness, transparency, spirit of law and honest communication. We always believe that the good Corporate Governance through accountability, integrity and professionalism is the way to enhance the value of Shareholders and all other stakeholders which include Suppliers, Customers, Creditors, Bankers, Society and Employees of the Company. We follow the guidelines mandated in Clause 49 of the Listing Agreement entered into with Stock Exchange and adopt the principles to suit the changing times and needs of the business, society and the nation.

2. I. BOARD OF DIRECTORS

A. BOARD COMPOSITION:

The Board has been constituted in conformity with Clause 49 of the Listing Agreement entered into with stock Exchange. The Board of the company has an optimum of executive and non-executive directors, including one women director as under:

Name of Director	Executive /Non-Executive Director	Promoter / Independent
Mr. Ravi Kumar Gupta	Chairman and Managing Director; Executive Director	Promoter Director Non-independent
Mr. Vishal Keyal	Whole-time Director;Executive Director	Non-independent
Mr.Kanishk Gupta	Executive Director	Promoter Director Non-independent
Mr. K.S. Venkatagiri	Non-Executive Director	Independent Director
Dr. Pravin Kumar Aggarwal	Non-Executive Director	Independent Director
Dr.K.Selvakumar	Non-Executive Director	Independent Director
Ms.R.Maheswari[$]	Non-Executive Director	Independent Director

[$]appointed as additional director w.e.f 31.03.2015

The Board has a regular executive chairman who is also a promoter of the company. The Board has independent directors more than half of the Board. No Director is related to any other Director on the Board in terms of the definition of "relative" as defined in Section 2(77) of the Companies Act, 2013.



The Managing Director is not liable to retire by rotation. All the other non-independent directors retire by rotation and in general, seek re-appointment at the AGM. Brief resume of Director seeking reappointment is given in the Notice of the AGM.

All the Independent Directors have given the declarations pursuant to Section 149(7) of the companies act, 2013 affirming that they meet the criteria of independence as provided in sub section (6). No independent director of the Company serves in more than 7 listed companies as Independent Director and holds office of whole-time director in any listed company.

Taking into account the transitory provisions of section 149 of the companies act, 2013 the Independent directors Dr.K.S.Venkatagiri and Dr.Pravin Kumar Aggarwal are holding their office up to 31.03.2019 and Dr.K.Selvakumar is holding his office up to 27th AGM. Ms.Maheswari holds her office as additional director up to the conclusion of the 25th AGM.

Letter of Appointments together with the terms thereto were issued to Independent directors and the form of Letters has been posted on the Company website.

As required by the Companies Act, 2013 and Clause 49 of the Listing Agreement, none of the directors hold directorship in more than 20 public companies, nor membership of board committees (audit/remuneration/investors grievance committees) in excess of 10 and chairmanship of afore-mentioned committees in excess of 5.

Name of the Directors	Number of directorships, Committee Memberships and Committee Chairmanship held in other Companies #		
	Directorships	Memberships	Chairmanships
Mr. Ravi Kumar Gupta	4	4	1
Mr. Vishal Keyal	1	1	-
Mr.Kanishk Gupta	-	-	-
Mr. K.S. Venkatagiri	-	-	-
Dr. Pravin Kumar Aggarwal	-	-	-
Dr.K.Selvakumar	-	-	-
Ms.R.Maheswari $	2	-	-

#only in public companies; $appointed as an additional director with effect from 31.03.2015

B. BOARD MEETINGS:

During the year 2014-15, the Board met five times i.e., on held on 28.05.2014, 13.08.2014, 14.11.2014, 11.02.2015 and 31.03.2015 within a time gap of 120 days between two meetings. No Board meeting was conducted through video conferencing or other audio visual means.

The Annual General Meeting (AGM) was held on 30.09.2014. The attendance records of all Directors are as under:

Name of the Directors	Board Meetings		Last AGM Attendance
	Held	Attended	
Mr. Ravi Kumar Gupta	5	5	Present
Mr. Vishal Keyal	5	5	Present
Mr.Kanishk Gupta	5	5	Present
Mr. K.S. Venkatagiri	5	4	Present
Dr. Pravin Kumar Aggarwal	5	4	Present
Dr.K.Selvakumar	5	4	Present
Ms.R.Maheswari[$]	5	1	-

[$]appointed as an additional director with effect from 31.03.2015

II.COMMITTEES OF THE BOARD

The Board has constituted various committees and the details of which are given below:

A. AUDIT COMMITTEE:

The Audit Committee has been constituted in conformity with the Companies Act, 2013 and the listing agreement, with not be less than two-third of Independent directors.

Audit committee meetings were held on 28.05.2014, 13.08.2014, 14.11.2014 and 11.02.2015 during the financial year 2014-15 and attendance of members is provided hereunder:

Name of the members	**Independent/Non Independent**	**Position**	**Audit Committee Meetings**	
			Held	**Attended**
Mr. K. S. Venkatagiri	Independent Director	Chairman	4	3
Dr. Pravin Kumar Aggarwal	Independent Director	Member	4	4
Dr.K.Selvakumar	Independent Director	Member	4	3
Mr. Ravi Kumar Gupta	Non Independent Director	Member	4	4

B. NOMINATION CUM REMUNERATION COMMITTEE:

The Company has constituted a Nomination cum Remuneration Committee of the Board in conformity with the Companies Act, 2013 and the listing agreement. All member directors of the



committee are independent directors. The committee meetings were held on 28.05.2014 and 20.03.2015 during the financial year 2014-15 and attendance of members is provided hereunder:

Name of the members	Independent / Non Independent	Position	Remuneration Committee Meetings	
			Held	Attended
Mr. K. S. Venkatagiri	Independent Director	Chairman	2	1
Dr. Pravin Kumar Aggarwal	Independent Director	Member	2	1
Dr.K.Selvakumar	Independent Director	Member	2	2

REMUNERATION POLICY:

The company has framed a remuneration policy in view of retaining suitable employees with remuneration commensurate with size of the company, nature the business and nature of duties and responsibilities of the employee. The Board of the company may fix remuneration to Directors and KMP on the recommendation of the Nomination and Remuneration committee.

During the year 2014-15, the remuneration paid to executive directors is as follows:

Director	Remuneration In Rs.	Perks In Rs.	Total In Rs.
Mr. Ravi Kumar Gupta	12,00,000	Nil	12,00,000
Mr. Vishal Keyal	9,00,000	Nil	9,00,000
Mr.Kanishk Gupta	7,00,000	Nil	7,00,000

Considering inadequacy of profit resulted due to demerger, the excess remuneration of Rs.600,000/- each was paid in the previous financial years 2012-13 and 2013-14. The members also approved the said excess remuneration at the respective AGMs held on 30.09.2013 and 30.09.2014. The company filed before the Central Government the applications seeking waiver of recovery of excess remuneration paid. The Central Government has not considered the applications filed by the company and thus the excess remunerations paid to Mr.Ravi Gupta in the previous financial years 2012-13 and 2013-14 have been recovered during the year under review.

The Company has not paid any remuneration to the non-Executive Directors except sitting fees as under:

Name of the Directors	Sitting Fees paid			
	Board Meeting Rs.	Audit Committee Rs.	Remuneration Committee Rs.	Total Sitting Fees Rs.
Mr. K.S.Venkatagiri	12000	3000	1000	16000
Dr. Pravin Kumar Aggarwal	12000	4000	1000	17000
Dr.K.Selvakumar	12000	3000	2000	17000
Total	36000	10000	4000	50000

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has a Stakeholders Relationship Committee. The Committee comprises of three member directors one of whom is non-executive director as chairman. The committee meetings were held on 13.06.2014 and 13.03.2015 during the financial year 2014-15 and attendance of members is provided hereunder:

Director	Executive/ Non Executive	Position	Committee Meetings	
			Held	Attended
Dr. Pravin Kumar Aggarwal	Non-Executive Director	Chairman	2	2
Mr. Ravi Kumar Gupta	Executive Director	Member	2	2
Mr. Vishal Keyal	Executive Director	Member	2	2

3. BOARD EVALUATION:

The Board carried out an annual performance evaluation of its own performance, the individual Directors as well as the working of the Committees of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by Independent Directors.

4. CODE OF CONDUCT:

The Board has formulated a Code of Conduct for Directors & Senior Management of the company. All the Directors & Senior Management have declared that no Material, financial or commercial transactions were carried out by them for their personal interest that may have potential conflict with the interest of the company.



NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mr. M.K.Madhavan, Company Secretary & compliance officer

No. of shareholders complaints received	Number of complaints not solved to the satisfaction of shareholders	Number of complaints pending as on 31.03.2015
1	Nil	Nil

5. DETAILS OF ANNUAL GENERAL MEETINGS:

I. The details of about last three Annual General Meetings are given below:

Year	Date	Time	Venue
2011-12	28.09.2012	3.00 P.M	B27(M), SIPCOT Industrial Complex, Gumidipoondi, Thiruvallur District, Tamil Nadu – 601 201
2012-13	30.09.2013	3.00 P.M	B27(M), SIPCOT Industrial Complex, Gumidipoondi, Thiruvallur District, Tamil Nadu – 601 201
2013-14	30.09.2014	3.00 P.M	B27(M), SIPCOT Industrial Complex, Gumidipoondi, Thiruvallur District, Tamil Nadu – 601 201

Special resolutions passed

Year	Special resolutions passed
2011-12	• Amendment of Articles of Association under section 31 of the Companies Act,1956
2012-13	• Waiver of recovery of excess remuneration paid to Mr. Ravi Kumar Gupta, Chairman and Managing Director • Re-appointment of Mr. Ravi Kumar Gupta as Chairman and Managing Director
2013-14	• Appointment of Independent Directors- Mr.K.S.Venkatagiri, Dr.Pravin Kumar Aggarwal and Dr.K.Selvakumar • Remuneration to Cost Auditors • Borrowing powers up to Rs.500 Crores • Mortgage of Assets up to Rs.500 crores • Waiver of recovery of excess remuneration paid to Mr. Ravi Kumar Gupta, Chairman and Managing Director • Reduction in remuneration payable to Mr. Ravi Kumar Gupta, Chairman and Managing Director • Adoption of new set of Articles of Association

6. POSTAL BALLOT:

During the Year, No special resolution was passed through Postal Ballot.

7. MEANS OF COMMUNICATION

The Quarterly/Half-Yearly/Annual financial results of the Company are published in the English Daily and Tamil Newspaper. The Quarterly/Half-Yearly/Annual financial results and the shareholding pattern are properly reported with Stock Exchange and are available in the Website of stock Exchange and the Company's website, www.kanishksteels.in.

Notice of General Meeting including Attendance slip, proxy form and polling paper are sent to all the shareholders by Registered Post or Speed post or Courier or through e-mail System. Annual Report is sent by Book post or email system or both at the desire of shareholders.

Further to the compliance of Clause 54 to the Listing Agreement, all the basic information about the Company is made available in the company's Website at all times at no cost for the benefit of all stakeholders concerned.

8. GENERAL SHAREHOLDER INFORMATION:

Dates of Book closure	:	25th September, 2015 to 30th September 2015 (both days inclusive).
Date, time and venue of Annual General Meeting	:	30th September, 2015 at 3.00 p.m. at B-27(M), SIPCOT Industrial Complex, Gummidipoondi, Tamilnadu – 601201
Financial Calendar	:	Financial Reporting for the quarter ending 30th June 2015 - Latest by 14th of Aug 2015 30th Sept 2015 - Latest by 14th of Nov 2015 31st Dec 2015 - Latest by 14th of Feb 2016 31st Mar 2016 - Latest by 30th May 2016
Dividend Payment	:	NA
Listing on Stock Exchanges	:	Bombay Stock Exchange Limited
Depository Participant	:	National Securities Depository Limited Central Depository Services Limited
Stock Code	:	Mumbai Stock Scrip Code no: 513456
Demat ISIN Number In NSDL	:	INE 791E01018
CDSL	:	INE 791E01018
Listing on Stock Exchange (overseas)	:	Nil

Plant Location:

Rolling & Furnace Mills : B-27 (M) , B-27 (N) SIPCOT Industrial Complex
Gummudipoondi, Thiruvallur District, Tamilandu- 601201.



Stock market price data

High/Low of monthly Market Price of the Company's Equity Shares traded on the Bombay Stock Exchange; Mumbai during the financial year 2014-15 is furnished below:

Month	Open Price (Rs.)	High Price (Rs.)	No. of Shares
Apr 14	6.92	8.16	6,341
May 14	8.56	9.55	9,245
Jun 14	8.41	8.69	71,491
Jul 14	7.74	7.77	16,033
Aug 14	6.15	8.15	5,568
Sep 14	7.50	8.14	95,994
Oct 14	7.18	8.39	1,091
Nov 14	7.98	8.34	20
Dec 14	8.38	9.10	2,242
Jan 15	8.95	9.84	1,858
Feb 15	7.92	9.60	224
Mar 15	10.08	11.10	7,917

Share transfer system

Share transfers are registered and returned to the transferees within the statutory time limit from the Date of receipt, if the documents are in order in all respects.

The share transfer committee has met 2 times during the year.

No. of shares received for transfer up to 31.03.2015 is 100 shares and shares pending for transfer as on 31.03.2015 is **nil.**

Registrar and Transfer Agents

Cameo Corporate Services Limited
Subramanian Building
No.1, Club House Road
Chennai- 600 002
Ph: 044-28460390 (6 lines)
E-Mail: cameo@cameoindia.com

Distribution of share holding

Shareholding of Nominal Value of		Share Holders		Share Amount	
Rs.	Rs.	Number	% to Total	Shares	% to total
(1)		(2)	(3)	(4)	(5)
10-5000		4738	90.5581	7581820	2.6662
5001-10000		241	4.6062	1913110	0.6727
10001-20000		94	1.7966	1373430	0.4829
20001-30000		30	0.5733	755420	0.2656
30001-40000		20	0.3822	713580	0.2509
40001-50000		17	0.3249	807640	0.2840
50001-100000		29	0.5542	2049580	0.7207
100001 & Above		63	1.2041	269166160	94.6565
Total		**5232**	**100.0000**	**284360740**	**100.0000**

Share holding pattern as on 31st March 2015

Category		No. of Shares Held	Percentage of Share holding
A	Shareholding of Promoter & Promoter Group		
1	Indian		
	- Individuals / Hindu Undivided Family	7845133	27.59
	- Bodies Corporate	8238350	28.97
	Sub Total [A] [1]	**16083483**	**56.56**
2	Foreign		
	- Bodies Corporate	2000000	7.03
	- Any other Directors/Relative NRI	2000000	7.03
	Sub Total [A] [2]	4000000	14.07
	Total Share Holding of Promoter & Promoter Group {A= [A] [1] +[A] [2]	**20083483**	**70.63**
B	**Public Shareholding.**		
1	Institutions.	0	0.00
	Foreign Institutional Investor	10308	0.04
	Sub Total [B] [1]	**10308**	**0.04**



Category		No. of Shares Held	Percentage of Share holding
2	Non-Institutions.		
	a. Bodies Corporate.		18.43
	b. Individuals		
	I. Individual Shareholders Holding Nominal	1334944	4.69
	II Individual Shareholders Holding Nominal Share Capital in excess of Rs 1 Lakh	1226769	4.31
	C. Any Other.		
	HUF	417692	1.47
	Non Resident Indians	123138	0.43
	Sub Total [B] [2]	**8342283**	**29.33**
	Total Public Shareholding [B] [1]+[B] [2]	**8352591**	**29.37**
	TOTAL(A+B)	**28436074**	**100**
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
	1) Promoter and Promoter Group	0	0.00
	2) Public	0	0.00
	Total (A) + (B) + (C)	**28,436,074**	**100**

	No of Holders	No of Shares	%
NSDL:	**1612**	**20647076**	**72.61**
CDSL:	**640**	**2074676**	**7.30**
Physical:	**2980**	**5714322**	**20.09**

Demat of shares:

As per the directives of Securities & Exchange Board of India, the equity shares of the company are being traded in electronic form from 18.02.2002. The physical form of trading is also available to the shareholders. Electronic Holding by Members comprises of 79.91 % (as on 31.03.2015) of the paid up share capital of the company held through National Securities Depository Limited and Central Depository Services Limited. The company appointed Cameo Corporate Services Limited as Registrar & Transfer Agent and entered into an agreement for availing depository services.

Investor query/address for correspondence:

Company Secretary
Kanishk Steel Industries Limited,
Old No: 4 New No: 7, Thiru-Vi-Ka 3rd Street,
Royapettah High Road,
Mylpore,
Chennai- 600 004.
Ph: 044 42919700 Fax: 044 42919719
E-mail: company.secretary@kanishksteels.in

Share holders holding shares in electronic mode should address all their correspondence to:

M/s. Cameo Corporate Services Limited
Subramanian Building
No.1, Club House Road
Chennai- 600 002.
Ph: 044-28460390 (6 lines)
E-Mail: cameo@cameoindia.com

For and on behalf of Board of Directors of
Kanishk Steel Industries Limited,

Date: May 30, 2015
Place: Chennai

RAVI KUMAR GUPTA
Chairman & Managing Director



ANNEXURE IV

Form No. AOC-2

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

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

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

(a)	Name(s) of the related party and nature of relationship	Nil (All contracts or arrangements or transactions with related partiesare at arm's length basis).
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

(a)	Name(s) of the related party and nature of relationship	Gita Renewable Energy Limited
(b)	Nature of contracts/arrangements/transactions	Purchase of power
(c)	Duration of the contracts / arrangements/transactions	FY 2014-15
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Purchase of power on group captive scheme at arm's length basis.
(e)	date(s) of approval by the Board	28.05.2014
(f)	Amount paid as advances, if any:	Nil

For Kanishk Steel Industries Limited,

RAVI KUMAR GUPTA
Chairman & Managing Director

ANNEXURE V

INFORMATION UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT,2013 READ WITH THE COMPANIES (ACCOUNTS) RULES,2014.

A. CONSERVATION OF ENERGY

i. The steps taken or impact on conservation of energy– NIL.

ii. The steps taken by the company for utilizing alternate sources of energy-NIL

iii. The capital investment on energy conservation equipments– NIL

B. TECHNOLOGY ABSORPTION

i. the efforts made towards technology absorption: NIL

ii. the benefits derived like product improvement, cost reduction, product development or import substitution: NIL

iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL

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 Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows: NIL

ANNEXURE VI

Form No.MGT - 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN : **L27109TN1995PLC067863**

ii) Registration Date: **1st March, 1989**

iii) Name of the Company : **KANISHK STEEL INDUSTRIES LIMITED**

iv) Category / Sub-Category of the Company: **Public Limited Company**

v) Address of the registered office and contact details :
B-27 (M) SIPCOT INDUSTRIAL COMPLEX, GUMMIDIPOONDI
THIRUVALLUR DISTRICT, TAMILNADU - 601 201

vi) Whether listed company : Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:
Cameo Corporate Services Ltd
No.1, Club House Road, Chennai - 60002

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product / service	% total turnover of the company
1	Manufacture of Iron & Steel	271	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NA

S. N0	NAME AND ADDRESSOF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Gita Renewable Energy Limited	U40108TN2010PLC074394	Associate Company	26.00%	Section 2(6)
2	OPG Energy Private Limited	U40101TN2000PTC045702	Associate Company	26.04%	Section 2(6)
3	OPG Renewable Energy Private Limited	U401015TN2006PTC060564	Associate Company	26.04%	Section 2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

i) Category-wise Share holding -

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	7850069	64	7850133	27.6062	7845069	64	7845133	27.5886	-0.0175
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
BODIES CORPORATE	3822853	4415497	8238350	28.9714	7118350	1120000	8238350	28.9714	0.0000
FINANCIAL INSTITUTIONS/									
BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER									
SUB - TOTAL (A)(1)	**11672922**	**4415561**	**16088483**	**56.5777**	**14963419**	**1120064**	**16083483**	**56.5601**	**-0.0175**
FOREIGN									
INDIVIDUALS (NON- RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
BODIES CORPORATE	0	2000000	2000000	7.0333	0	2000000	2000000	7.0333	0.0000
INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER									
DIRECTORS/ RELATIVE NRI	0	2000000	2000000	7.0333	0	2000000	2000000	7.0333	0.0000
	0	2000000	2000000	7.0333	0	2000000	2000000	7.0333	0.0000
SUB - TOTAL (A)(2)	**0**	**4000000**	**4000000**	**14.0666**	**0**	**4000000**	**4000000**	**14.0666**	**0.0000**
TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	**11672922**	**8415561**	**20088483**	**70.6443**	**14963419**	**5120064**	**20083483**	**70.6267**	**-0.0175**
PUBLIC SHAREHOLDING									
INSTITUTIONS									



Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
MUTUAL FUNDS/ UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.0000
INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	10308	0	10308	0.0362	0.0362
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER									
SUB - TOTAL (B)(1)	**0**	**0**	**0**	**0.0000**	**10308**	**0**	**10308**	**0.0362**	**0.0362**
NON-INSTITUTIONS									
BODIES CORPORATE	5264147	6900	5271047	18.5364	5232840	6900	5239740	18.4263	-0.1100
INDIVIDUALS -									
I INDIVIDUAL SHAREHOLDERS									
HOLDING NOMINAL SHARE CAPITAL									
UPTO RS. 1 LAKH	815107	497858	1312965	4.6172	841186	493758	1334944	4.6945	0.0772
II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	1213666	20000	1233666	4.3383	1207069	19700	1226769	4.3141	-0.0242
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER									
CLEARING MEMBERS	38272	0	38272	0.1345	0	0	0	0.0000	-0.1345
HINDU UNDIVIDED FAMILIES	368333	0	368333	1.2953	417692	0	417692	1.4688	0.1735
NON RESIDENT INDIANS	48808	74500	123308	0.4336	49238	73900	123138	0.4330	-0.0005
	455413	74500	529913	1.8635	466930	73900	540830	1.9019	0.0383

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
SUB - TOTAL (B)(2)	**7748333**	**599258**	**8347591**	**29.3556**	**7748025**	**594258**	**8342283**	**29.3369**	**-0.0186**
TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	**7748333**	**599258**	**8347591**	**29.3556**	**7758333**	**594258**	**8352591**	**29.3732**	**0.0175**
TOTAL (A)+(B)	**19421255**	**9014819**	**28436074**	**100.0000**	**22721752**	**5714322**	**28436074**	**100.0000**	**0.0000**
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
TOTAL CUSTODIAN (C)	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0.0000**
GRAND TOTAL (A)+(B)+(C)	**19421255**	**9014819**	**28436074**	**100.000**	**22721752**	**5714322**	**28436074**	**100.000**	**0.0000**

(ii) Shareholding of Promoters

Sl No	Shareholder's Name Shareholding at the beginning of the year				Shareholding at the end of the year			
		No of shares	'% of total shares of the company	'% of shares pledged / encumbered to total shares	No of shares	'% of total shares of the company	'% of shares pledged / encumbered to total shares	'% change in share holding during the year
1	TAMILNADU ENTERPRISES & INVESTMENTS PVT LTD	2015497	7.0878	0.0000	0	0.0000	0.0000	-7.0878
2	RADIANT SOLUTIONS PRIVATE LTD	2000000	7.0333	0.0000	2000000	7.0333	0.0000	0.0000
3	AMEENA BAGUM	2000000	7.0333	0.0000	2000000	7.0333	0.0000	0.0000
4	TAMILNADU PROPERTY DEVELOPERS PVT LTD	1280000	4.5013	0.0000	0	0.0000	0.0000	-4.5013
5	DHANVARSHA ENTERPRISES AND INVESTMENTS PVT. LIMITED	1259807	4.4303	0.0000	1259807	4.4303	0.0000	0.0000



Sl No	Shareholder's Name Shareholding at the beginning of the year				Shareholding at the end of the year			
		No of shares	'% of total shares of the company	'% of shares pledged / encumbered to total shares	No of shares	'% of total shares of the company	'% of shares pledged / encumbered to total shares	'% change in share holding during the year
6	TAMILNADU PROPERTY DEVELOPERS PVT LTD	1120000	3.9386	3.9386	1120000	3.9386	3.9386	0.0000
7	RAJESH KUMAR GUPTA	1110144	3.9039	0.0000	2370174	8.3350	0.0000	4.4310
8	GOODFAITH VINIMAY PRIVATE LIMITED	1001243	3.5210	0.0000	1001243	3.5210	0.0000	0.0000
9	ARVIND GUPTA	979017	3.4428	0.0000	979017	3.4428	0.0000	0.0000
10	SUDHA GUPTA MRS	929840	3.2699	0.0000	929840	3.2699	0.0000	0.0000
11	RENU DEVI JALAN	800000	2.8133	0.0000	800000	2.8133	0.0000	0.0000
12	RAVI KUMAR GUPTA	748403	2.6318	0.0000	748403	2.6318	0.0000	0.0000
12	RAVI GUPTA MR	508000	1.7864	0.0000	0	0.0000	0.0000	-1.7864
13	SRI HARI VALLABHAA ENTERPRISES AND INVESTMENTS PVT. LIMITED	687259	2.4168	0.0000	687259	2.4168	0.0000	0.0000
14	ABHISHEK SARAFF	589700	2.0737	0.0000	589700	2.0737	0.0000	0.0000
15	ASSAM MERCANTILE COMPANY LIMITED	525144	1.8467	0.0000	525144	1.8467	0.0000	0.0000
16	VANDANA GUPTA MRS.	402754	1.4163	0.0000	0	0.0000	0.0000	-1.4163
17	KANISHK GUPTA	383156	1.3474	0.0000	383156	1.3474	0.0000	0.0000
17	KANISHK GUPTA MR	34456	0.1211	0.0000	34456	0.1211	0.0000	0.0000
18	SATYA NARAIN GUPTA JT1 : LAXMI DEVI GUPTA JT2 : RAMESH KUMAR GUPTA	377600	1.3278	0.0000	377600	1.3278	0.0000	0.0000
19	INDIAN CORPORATE BUSINESS CENTRE LTD	349400	1.2287	0.0000	349400	1.2287	0.0000	0.0000

Sl No	Shareholder's Name Shareholding at the beginning of the year				Shareholding at the end of the year			
		No of shares	'% of total shares of the company	'% of shares pledged / encumbered to total shares	No of shares	'% of total shares of the company	'% of shares pledged / encumbered to total shares	'% change in share holding during the year
20	GITADEVI MRS	229800	0.8081	0.0000	0	0.0000	0.0000	-0.8081
21	SHAILJA GUPTA	192733	0.6777	0.0000	192733	0.6777	0.0000	0.0000
21	SHAILJA GUPTA	36272	0.1275	0.0000	36272	0.1275	0.0000	0.0000
22	ALOK GUPTA MR	119476	0.4201	0.0000	0	0.0000	0.0000	-0.4201
23	ROOP CHAND BETALA JT1 : RATNA BETALA	100000	0.3516	0.0000	100000	0.3516	0.0000	0.0000
24	RAVI GUPTA MR	80800	0.2841	0.0000	80800	0.2841	0.0000	0.0000
25	SAMRIDHI GUPTA MS	74724	0.2627	0.0000	74724	0.2627	0.0000	0.0000
26	ARVIND GUPTA. MR	57050	0.2006	0.0000	57050	0.2006	0.0000	0.0000
27	RAJESH GUPTA	57050	0.2006	0.0000	57050	0.2006	0.0000	0.0000
28	AVANTIKA GUPTA MS	21608	0.0759	0.0000	21608	0.0759	0.0000	0.0000
29	NIVEDITA GUPTA	10000	0.0351	0.0000	10000	0.0351	0.0000	0.0000
30	ARVIND GUPTA	5000	0.0175	0.0000	0	0.0000	0.0000	-0.0175
30	ARVIND KUMAR GUPTA	0	0.0000	0.0000	5000	0.0175	0.0000	0.0175
31	NIVEDITA GUPTA	2194	0.0077	0.0000	2194	0.0077	0.0000	0.0000
32	SUBHASH CHANDRA SARAFF	292	0.0010	0.0000	292	0.0010	0.0000	0.0000
33	RAVI GUPTA	64	0.0002	0.0000	64	0.0002	0.0000	0.0000
34	TAMILNADU ENTERPRISES AND INVESTMENT PRIVATE LTD	0	0.0000	0.0000	2015497	7.0878	0.0000	7.0878
35	TAMILNADU PROPERTY DEVELOPERS LTD	0	0.0000	0.0000	1280000	4.5013	0.0000	4.5013



(iii) Change in Promoters' Shareholding (pleases pecify, if there is no change)

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	Name of the Share holder	No of shares	'% of total shares of the company	No of shares	'% of total shares of the company
1	TAMILNADU ENTERPRISES & INVESTMENTS PVT LTD				
	At the beginning of the year 01-Apr-2014	2015497	7.0878	2015497	7.0878
	Sale 12-Dec-2014	-2015497	-7.0878	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
2	RADIANT SOLUTIONS PRIVATE LTD				
	At the beginning of the year 01-Apr-2014	2000000	7.0333	2000000	7.0333
	At the end of the Year 31-Mar-2015	2000000	7.0333	2000000	7.0333
3	AMEENA BAGUM				
	At the beginning of the year 01-Apr-2014	2000000	7.0333	2000000	7.0333
	At the end of the Year 31-Mar-2015	2000000	7.0333	2000000	7.0333
4	TAMILNADU PROPERTY DEVELOPERS PVT LTD				
	At the beginning of the year 01-Apr-2014	1280000	4.5013	1280000	4.5013
	Sale 12-Dec-2014	-1280000	-4.5013	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
5	DHANVARSHA ENTERPRISES AND INVESTMENTS PVT. LIMITED				
	At the beginning of the year 01-Apr-2014	1259807	4.4303	1259807	4.4303
	At the end of the Year 31-Mar-2015	1259807	4.4303	1259807	4.4303
6	TAMILNADU PROPERTY DEVELOPERS PVT LTD				
	At the beginning of the year 01-Apr-2014	1120000	3.9386	1120000	3.9386
	At the end of the Year 31-Mar-2015	1120000	3.9386	1120000	3.9386
7	RAJESH KUMAR GUPTA				
	At the beginning of the year 01-Apr-2014	1110144	3.9039	1110144	3.9039
	Purchase 05-Dec-2014	737800	2.5945	1847944	6.4985
	Purchase 30-Jan-2015	522230	1.8365	2370174	8.3350
	At the end of the Year 31-Mar-2015	2370174	8.3350	2370174	8.3350
8	GOODFAITH VINIMAY PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2014	1001243	3.5210	1001243	3.5210
	At the end of the Year 31-Mar-2015	1001243	3.5210	1001243	3.5210
9	ARVIND GUPTA				
	At the beginning of the year 01-Apr-2014	979017	3.4428	979017	3.4428
	At the end of the Year 31-Mar-2015	979017	3.4428	979017	3.4428

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	Name of the Share holder	No of shares	'% of total shares of the company	No of shares	'% of total shares of the company
10	SUDHA GUPTA MRS				
	At the beginning of the year 01-Apr-2014	929840	3.2699	929840	3.2699
	At the end of the Year 31-Mar-2015	929840	3.2699	929840	3.2699
11	RENU DEVI JALAN				
	At the beginning of the year 01-Apr-2014	800000	2.8133	800000	2.8133
	At the end of the Year 31-Mar-2015	800000	2.8133	800000	2.8133
12	RAVI KUMAR GUPTA				
	At the beginning of the year 01-Apr-2014	748403	2.6318	748403	2.6318
	At the end of the Year 31-Mar-2015	748403	2.6318	748403	2.6318
12	RAVI GUPTA MR				
	At the beginning of the year 01-Apr-2014	508000	1.7864	508000	1.7864
	Sale 05-Dec-2014	-508000	-1.7864	0	0.0000
	Purchase 02-Jan-2015	522230	1.8365	522230	1.8365
	Sale 30-Jan-2015	-522230	-1.8365	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
13	SRI HARI VALLABHAA ENTERPRISES AND INVESTMENTS PVT. LIMITED				
	At the beginning of the year 01-Apr-2014	687259	2.4168	687259	2.4168
	At the end of the Year 31-Mar-2015	687259	2.4168	687259	2.4168
14	ABHISHEK SARAFF				
	At the beginning of the year 01-Apr-2014	589700	2.0737	589700	2.0737
	At the end of the Year 31-Mar-2015	589700	2.0737	589700	2.0737
15	ASSAM MERCANTILE COMPANY LIMITED				
	At the beginning of the year 01-Apr-2014	525144	1.8467	525144	1.8467
	At the end of the Year 31-Mar-2015	525144	1.8467	525144	1.8467
16	VANDANA GUPTA MRS.				
	At the beginning of the year 01-Apr-2014	402754	1.4163	402754	1.4163
	Sale 02-Jan-2015	-402754	-1.4163	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
17	KANISHK GUPTA				
	At the beginning of the year 01-Apr-2014	383156	1.3474	383156	1.3474
	At the end of the Year 31-Mar-2015	383156	1.3474	383156	1.3474
17	KANISHK GUPTA MR				
	At the beginning of the year 01-Apr-2014	34456	0.1211	34456	0.1211
	At the end of the Year 31-Mar-2015	34456	0.1211	34456	0.1211



		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	Name of the Share holder	No of shares	'% of total shares of the company	No of shares	'% of total shares of the company
18	SATYA NARAIN GUPTA JT1 : LAXMI DEVI GUPTA JT2 : RAMESH KUMAR GUPTA				
	At the beginning of the year 01-Apr-2014	377600	1.3278	377600	1.3278
	At the end of the Year 31-Mar-2015	377600	1.3278	377600	1.3278
19	INDIAN CORPORATE BUSINESS CENTRE LTD				
	At the beginning of the year 01-Apr-2014	349400	1.2287	349400	1.2287
	At the end of the Year 31-Mar-2015	349400	1.2287	349400	1.2287
20	GITADEVI MRS				
	At the beginning of the year 01-Apr-2014	229800	0.8081	229800	0.8081
	Sale 28-Nov-2014	-229800	-0.8081	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
21	SHAILJA GUPTA				
	At the beginning of the year 01-Apr-2014	192733	0.6777	192733	0.6777
	At the end of the Year 31-Mar-2015	192733	0.6777	192733	0.6777
21	SHAILJA GUPTA				
	At the beginning of the year 01-Apr-2014	36272	0.1275	36272	0.1275
	At the end of the Year 31-Mar-2015	36272	0.1275	36272	0.1275
22	ALOK GUPTA MR				
	At the beginning of the year 01-Apr-2014	119476	0.4201	119476	0.4201
	Sale 02-Jan-2015	-119476	-0.4201	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
23	ROOP CHAND BETALA JT1 : RATNA BETALA				
	At the beginning of the year 01-Apr-2014	100000	0.3516	100000	0.3516
	At the end of the Year 31-Mar-2015	100000	0.3516	100000	0.3516
24	RAVI GUPTA MR				
	At the beginning of the year 01-Apr-2014	80800	0.2841	80800	0.2841
	At the end of the Year 31-Mar-2015	80800	0.2841	80800	0.2841
25	SAMRIDHI GUPTA MS				
	At the beginning of the year 01-Apr-2014	74724	0.2627	74724	0.2627
	At the end of the Year 31-Mar-2015	74724	0.2627	74724	0.2627
26	ARVIND GUPTA.MR				
	At the beginning of the year 01-Apr-2014	57050	0.2006	57050	0.2006
	At the end of the Year 31-Mar-2015	57050	0.2006	57050	0.2006
27	RAJESH GUPTA				

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	Name of the Share holder	No of shares	'% of total shares of the company	No of shares	'% of total shares of the company
	At the beginning of the year 01-Apr-2014	57050	0.2006	57050	0.2006
	At the end of the Year 31-Mar-2015	57050	0.2006	57050	0.2006
28	AVANTIKA GUPTA MS				
	At the beginning of the year 01-Apr-2014	21608	0.0759	21608	0.0759
	At the end of the Year 31-Mar-2015	21608	0.0759	21608	0.0759
29	NIVEDITA GUPTA				
	At the beginning of the year 01-Apr-2014	10000	0.0351	10000	0.0351
	At the end of the Year 31-Mar-2015	10000	0.0351	10000	0.0351
30	ARVIND GUPTA				
	At the beginning of the year 01-Apr-2014	5000	0.0175	5000	0.0175
	Sale 30-May-2014	-5000	-0.0175	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
	HAVING SAME PAN				
30	ARVIND KUMAR GUPTA				
	At the beginning of the year 01-Apr-2014	0	0.0000	0	0.0000
	Purchase 30-May-2014	5000	0.0175	5000	0.0175
	At the end of the Year 31-Mar-2015	5000	0.0175	5000	0.0175
31	NIVEDITA GUPTA				
	At the beginning of the year 01-Apr-2014	2194	0.0077	2194	0.0077
	At the end of the Year 31-Mar-2015	2194	0.0077	2194	0.0077
32	SUBHASH CHANDRA SARAFF				
	At the beginning of the year 01-Apr-2014	292	0.0010	292	0.0010
	At the end of the Year 31-Mar-2015	292	0.0010	292	0.0010
33	RAVI GUPTA				
	At the beginning of the year 01-Apr-2014	64	0.0002	64	0.0002
	At the end of the Year 31-Mar-2015	64	0.0002	64	0.0002
34	TAMILNADU ENTERPRISES AND INVESTMENT PRIVATE LTD				
	At the beginning of the year 01-Apr-2014	0	0.0000	0	0.0000
	Demated 12-Dec-2014	2015497	7.0878	2015497	7.0878
	At the end of the Year 31-Mar-2015	2015497	7.0878	2015497	7.0878
35	TAMILNADU PROPERTY DEVELOPERS LTD				
	At the beginning of the year 01-Apr-2014	0	0.0000	0	0.0000
	Demated 12-Dec-2014	1280000	4.5013	1280000	4.5013
	At the end of the Year 31-Mar-2015	1280000	4.5013	1280000	4.5013



(iv) Share holding Pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	Name of the Share holder	No of shares	'% of tota shares of the company	No of shares	'% of total shares of the company
1	CHENNAI MATERIAL RECYCLING AND TRADING COMPANY PRIVATE LTD				
	At the beginning of the year 01-Apr-2014	2489584	8.7550	2489584	8.7550
	At the end of the Year 31-Mar-2015	2489584	8.7550	2489584	8.7550
2	ROTOFLEX PACKAGING (P) LTD				
	At the beginning of the year 01-Apr-2014	700745	2.4642	700745	2.4642
	At the end of the Year 31-Mar-2015	700745	2.4642	700745	2.4642
3	PRJ FINANCE PVT.LTD.				
	At the beginning of the year 01-Apr-2014	485000	1.7055	485000	1.7055
	At the end of the Year 31-Mar-2015	485000	1.7055	485000	1.7055
4	GOENKA BUSINESS AND FINANCE LIMITED				
	At the beginning of the year 01-Apr-2014	353456	1.2429	353456	1.2429
	Sale 21-Nov-2014	-353456	-1.2429	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
5	VINOD KUMAR GARG				
	At the beginning of the year 01-Apr-2014	284207	0.9994	284207	0.9994
	At the end of the Year 31-Mar-2015	284207	0.9994	284207	0.9994
6	SANGITA GARG				
	At the beginning of the year 01-Apr-2014	271664	0.9553	271664	0.9553
	At the end of the Year 31-Mar-2015	271664	0.9553	271664	0.9553
7	GLOBE STOCKS AND SECURITIES LTD.				
	At the beginning of the year 01-Apr-2014	251349	0.8839	251349	0.8839
	Purchase 21-Nov-2014	353456	1.2429	604805	2.1268
	At the end of the Year 31-Mar-2015	604805	2.1268	604805	2.1268
8	KARIKISH VYAPAAR PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2014	249101	0.8760	249101	0.8760
	At the end of the Year 31-Mar-2015	249101	0.8760	249101	0.8760
9	VINOD KUMAR GARG				
	At the beginning of the year 01-Apr-2014	243629	0.8567	243629	0.8567
	At the end of the Year 31-Mar-2015	243629	0.8567	243629	0.8567
10	D M TRADING PVT LTD				
	At the beginning of the year 01-Apr-2014	231200	0.8130	231200	0.8130
	At the end of the Year 31-Mar-2015	231200	0.8130	231200	0.8130

(v) Share holding of Directors and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
For Each of the Directors and KMP	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
RAVI KUMAR GUPTA				
At the beginning of the year 01-Apr-2014	1337267	4.7025	748403	2.6318
At the end of the Year 31-Mar-2015			829267	2.9161

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but notdue	-	-	-	-
Total (i+ii+iii)	**-**	**-**	**-**	**-**
Change in Indebtedness during the financial year • Addition • Reduction	-	-	-	-
Net Change	**-**	**-**	**-**	**-**
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**-**	**-**	**-**



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr.Ravi Kumar Gupta	Mr.Kanishk Gupta	Mr.Vishal Keyal	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.12,00,000	Rs.7,00,000	Rs.9,00,000	28,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- Others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	**12,00,000**	**7,00,000**	**9,00,000**	**28,00,000**
	Ceiling as per the Act	-	-	-	-

B. Remuneration to other directors:

Particulars of Remuneration	**Name of Directors**			**Total Amount**
	Mr.K.S. Venkatagiri	**Mr.Praveen Kumar Agarwal**	**Mr.K. Selvakumar**	
Independent Directors	**Yes**	**Yes**	**Yes**	
• Fee for attending board / committee meetings	**Rs.16,000**	**Rs.17,000**	**Rs.17,000**	**Rs.50,000**
• Commission	-	-	-	-
Others, please specify	-	-	-	-
Total (1)	**16,000**	**17,000**	**17,000**	**50,000**
Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	-	-	-	-
Total (2)	**-**	**-**	**-**	**-**
Total (B)=(1+2)	**16,000**	**17,000**	**17,000**	**50,000**
Total Managerial Remuneration	**12,00,000**	**7,00,000**	**9,00,000**	**28,00,000**
Overall Ceiling as per the Act	-	-	-	-

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	7,00,000	-	7,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-taxAct, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit				
	- others, specify				
5.	Others, please specify	-	-	-	-
	Total	-	7,00,000	-	7,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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



FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

[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,
M/s. KANISHK STEEL INDUSTRIES LIMITED,

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s KANISHK STEEL INDUSTRIES LIMITED (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the company, during the audit period covering the financial year ended on March 31, 2015, appears to have complied with the statutory provisions listed hereunder and also in our limited review, the Company has proper and required Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

   We have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2015 according to the applicable provisions of:

   i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956 and the rules made thereunder as applicable;

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

   iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

      a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

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

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

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

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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

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

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

i) Secretarial Standards issued by The Institute of Company Secretaries of India- Not Applicable

ii) The Listing Agreement entered into by the Company with BSE Ltd.

During the period under review, the Company has generally complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except few discrepancies relating to e-forms filing performance appraisal and passing of resolution under section 180(1)(a) of Companies Act, 2013 otherwise than postal ballot.

We further report that the related documents that we have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

We further report that based on our limited review there appear 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.

We further report that during the audit period the company has sought the approval of its members for following major items:

- Re-Appointment of Independent Directors Mr.K.S.Venkatagiri, Dr.Pravin Kumar Agarwal and Dr.K.Selvakumar



- Remuneration to Cost Auditor
- Renewal of Borrowing Powers under section 180 (1)(c) of the companies act, 2013 which shall not be in excess of Rs.500 Crores
- Renewal of Mortgage of Assets under Section 180(1)(a) of Companies Act, 2013 which shall not be in excess of Rs.500 Crores
- Waiver of recovery of excess remuneration paid to Mr.Ravi Kumar Gupta, Chairman and Managing Director
- Reduction in remuneration payable to Mr.Ravi Kumar Gupta, Chairman and Managing Director
- Adoption of new set of Articles of Association.

We further report that our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

Place: Chennai

For S Dhanapal & Associates

Date: 30.05.2015

S. Dhanapal
(Sr. Partner)
FCS 6881
CP No. 7028

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,

M/s. KANISHK STEEL INDUSTRIES LIMITED,

Our report of even date it to be read along with this supplementary testimony.

a. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b. We have followed the audit practices and processes that were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

c. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

d. Where ever required, we have obtained Management representation about the compliance of laws, rules and regulations and happenings of events etc.

e. The Compliance of the provisions of Corporate and other applicable laws, rules and regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

f. The Secretarial Audit is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management conducted the affairs of the Company.

Place: Chennai
Date: 30.05.2015

For S Dhanapal & Associates

S. Dhanapal
(Sr. Partner)
FCS 6881
CP No. 7028



Independent Auditors' Report

To the Members of KANISHK STEEL INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Kanishk Steel Industries Limited ('the Company'), which comprise the Balance sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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.

Opinion

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 March 2015 and its Profit and its Cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report , to the extent applicable, that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance sheet, the statement of profit and loss 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 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
   f) 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, in accordance with the generally accepted accounting practice, disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27(ii) of Additional information to the financial statements;
      (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards.
      (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For CHATURVEDI & COMPANY

CHARTERED ACCOUNTANTS
FRN 302137E

S Ganesan,FCA
PARTNER
Membership No. 217119

PLACE: Chennai
DATE: 30-05-2015.



Annexure to the Independent Auditors' Report

(Referred to under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditors' Report of even date on the financial statements of Kanishk Steel Industries Limited for the year ended 31 March 2015).

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

(b) As explained to us, all the Fixed Assets have been physically verified by the management at reasonable intervals during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(ii) (a) Inventories have been physically verified during the year by the management at the close of the year.

(b) In our opinion and according to the information and explanation give to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

(c) The Company is maintaining proper records of inventory and the discrepancies noticed on physical verification between the physical stock and book records which were not material having regard to the size of the company and nature of its business have been properly dealt with in the books of account.

(iii) As per the information and explanation given to us and as per the records produced to us the Company has not granted any secured or unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(iv) 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 with regard to purchase of Inventory and fixed assets and for the sale of goods and services. During the course of the audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.

(v) The Company has not accepted any deposits from the public.

(vi) We have broadly reviewed the books of account maintained by the company in respect of the products pursuant to the rule made by the Central Government of India regarding the maintenance of cost records and we are of the opinion that, prima facie, the prescribed account and records have been made and maintained. We have not, however, made a detailed examination of records with a view to determine whether they are accurate or complete.

(vii) (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other statutory dues with the appropriate authorities ,wherever applicable and no dues are pending for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there are no material dues of sales tax, income tax, customs duty, wealth tax, service tax, excise duty, vat, cess and other material statutory dues as applicable, which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the following dues of Excise Duty have not been deposited by the Company on account of disputes (also refer point no. 27 (ii) of Additional information to the Financial statements).

Statute Name	Nature of dues	Amount.	Forum where dispute is pending
Central Excise Law(SCN No.2268/95 dated 25.07.1995)	Dispute relating to deemed Credit	Rs.2,34,094/-	Commissioner of Central Excise (Appeals) Chennai.
Central Excise Law	Dispute relating to refixation of Annual capacity of erstwhile OP Steels Limited	Rs. 35,66,000/- Plus equal amount of penalty	Honb'le High Court of Madras.
Central Excise Law (SCN No.2/06 dt 17.1.2006)	Dispute relating to differential duty on depot sales.	Rs. 52,38,000/- (total demand plus interest and penalty Rs.87,25,000/- and Rs.34,87,000/- already paid)	Honb'le High Court of Madras.
Central Excise Law	Dispute relating to refixation of Annual capacity	Rs. 9,00,000/- Plus equal amount of penalty plus Interest thereon.	Honb'le High Court of Madras.
Central Excise Law	Dispute relating to Central Excise duty	Rs. 69,06,945/- plus equal amount of penalty plus interest thereon + Rs.500000/- fine (total demand Rs.19,325,930/-and Rs.1,36,45,721/- paid there-against)	CESTAT,Chennai

(c) The amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder, have been transferred to such fund within time.

(viii) The Company has no accumulated losses at the end of the financial year and has not incurred cash losses during the financial year ended on 31.03.2015 and in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company did not have any outstanding dues to financial institutions or debenture holders during the year.

(x) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions the terms and conditions whereof are prejudicial to the interest of the Company.



(xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.

(xii) To the best of our knowledge and belief, and according to the information and explanations given to us, and considering the size and nature of the Company's operations, no fraud of material significance on the Company or no fraud by the Company has been noticed or reported during the year.

For CHATURVEDI & COMPANY

CHARTERED ACCOUNTANTS

FRN 302137E

S Ganesan,FCA

PARTNER

Membership No. 217119

PLACE: Chennai

DATE: 30-05-2015.

KANISHK STEEL INDUSTRIES LIMITED
BALANCE SHEET AS ON 31st MARCH, 2015

PARTICULARS	Note No	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31.03.2014 (Amount in Rs.)
A. EQUITY AND LIABILITIES			
1. SHAREHOLDERS FUNDS			
a. Share Capital	3	**284,656,570**	284,656,570
b. Reserves & Surplus	4	**140,300,234**	137,091,639
2. NON CURRENT LIABILITIES			
a. Long term borrowings	5	**-**	310,237
b. Deferred Tax Liabilities (Net)	6	**40,020,781**	47,597,296
c. Long term provisions	7	**4,061,506**	4,191,723
3. CURRENT LIABILITIES			
a. Short term borrowings	8	**52,877,443**	170,229,234
b. Trade Payables		**621,712,896**	390,857,642
c. Other current liabilities	9	**259,612,386**	419,664,098
d. Short term provisions	10	**29,461,300**	22,784,961
		1,432,703,116	1,477,383,400
B. ASSETS			
4. NON CURRENT ASSETS		**263,543,520**	289,011,287
a. Fixed Assets			
i. Tangible Assets	11	**162,731,958**	194,120,818
ii.Capital Work-in-Progress			
b. Non-current investments	12	**53,589,366**	52,412,978
c. Long term Loans & Advances	13	**47,222,196**	42,477,491
5. CURRENT ASSETS			
a. Inventories	14	**468,904,693**	420,348,877
b. Trade Receivables	15	**433,408,149**	554,177,628
c. Cash & Cash Equivalents	16	**47,600,533**	63,423,600
d.Short term Loans & Advances	17	**144,636,483**	88,785,968
e. Other Current Assets	18	**74,609,738**	61,636,040
		1,432,703,116	1,477,383,400

Significant Accounting policies 2
Additional information to the financial statements 27
Accompanying Notes are an integral part of the Financials Statements.

As per the report of even date annexed

For **CHATURVEDI & COMPANY**
CHARTERED ACCOUNTANTS
FRN 302137E

S GANESAN, FCA
Partner (Memb.No:217119)
Chennai, 30-05-2015

RAVI KUMAR GUPTA
Chairman & Managing Director

VISHAL KEYAL
Whole-time Director & CFO

KANISHK GUPTA
Director

M K MADHAVAN
Company Secretary



KANISHK STEEL INDUSTRIES LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2015

PARTICULARS	Note No	YEAR ENDED 31.03.2015 (Amount in Rs.)	YEAR ENDED 31.03.2014 (Amount in Rs.)
1. Revenue from Operations	19	**3,304,351,022**	3,207,156,937
Less: Excise Duty		**266,347,876**	276,722,202
Revenue from Operations (Net)		**3,038,003,146**	2,930,434,735
2. Other Income	20	**13,608,287**	105,419,323
3. Total Revenue		**3,051,611,433**	3,035,854,058
4. Expenses			
a. Cost of Material Consumed	21	**1,020,369,908**	1,196,040,897
b. Purchases of traded goods	22	**1,528,986,053**	1,303,838,789
c. Changes in Inventories of finished goods	23	**(10,835,828)**	23,161,597
d. Employee benefits expense	24	**7,966,836**	7,857,683
e. Finance Costs	25	**28,911,999**	52,498,200
f. Depreciation and Amortisation expenses	11	**35,924,867**	23,511,756
g. Other expenses	26	**426,215,259**	410,950,864
Total Expenses		**3,037,539,094**	3,017,859,786
5. Profit before tax (3 - 4)		**14,072,339**	17,994,272
6. Tax Expense			
1.Current Tax		**11,384,343**	5,771,370
2. Deferred tax		**-**	-
7. Profit/(Loss) for the year (5 - 6)		**2,687,997**	12,222,902
Earnings Per Share (Basic and Diluted)	30	**0.09**	0.43

Significant Accounting policies 2
Additional Information to the financial statemets 27
Accompanying Notes are an integral part of the Financials Statements.

As per the report of even date annexed

For **CHATURVEDI & COMPANY**
CHARTERED ACCOUNTANTS
FRN 302137E

S GANESAN, FCA
Partner (Memb.No:217119)
Chennai, 30-05-2015

RAVI KUMAR GUPTA
Chairman & Managing Director

VISHAL KEYAL
Whole-time Director & CFO

KANISHK GUPTA
Director

M K MADHAVAN
Company Secretary

KANISHK STEEL INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	YEAR ENDED 31.03.2015 (Amount in Rs.)		YEAR ENDED 31.03.2014 (Amount in Rs.)	
A.CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax and Extraordinary Items		**14,072,339**		17,994,272
Adjustments for :				
Depreciation	**35,924,867**		23,511,756	
Rent received	**(554,400)**		(516,600)	
(Profit)/Loss on Sale of Asset/Investment	**(102,584)**		129,470	
Interest Income	**(8,908,629)**		(6,131,248)	
Interest Expense	**28,911,999**	**55,271,253**	52,498,200	69,491,578
Operating Profit before working capital changes		**69,343,593**		87,485,850
Adjustments for Changes in:				
Trade Receivables	**120,769,479**		167,637,939	
Inventories	**(48,555,815)**		135,678,709	
Short Term Loans & Advances	**(55,850,515)**		95,778,110	
Other Current Assets	**(12,973,698)**		(158,422)	
Trade Payables	**230,855,254**		(650,293,738)	
Short term borrowings	**(117,351,791)**		69,518,428	
Other Current Liabilities	**(160,051,712)**	**(43,158,798)**	280,455,840	98,616,866
		26,184,795		186,102,716
Less: Taxes Paid		**(9,941,304)**		(7,821,703)
Net Cash Flow from operating activities (A)		**16,243,491**		**178,281,013**
B.CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	**(6,362,532)**		(12,717,145)	
Long term Loans and Advances	**(4,744,705)**		28,761,852	
Interest Received	**8,908,629**		6,131,248	
Rent received	**554,400**		516,600	
(Purchase) /sale of Non current Investments	**(1,077,398)**		(29,044,228)	
Sale of Fixed Assets	**7,500**		255,000	
Net Cash Flow from Investing activities (B)		**(2,714,106)**		(6,096,673)
C.CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of long term borrowings	**(310,237)**		(5,952,005)	



PARTICULARS	YEAR ENDED 31.03.2015 (Amount in Rs.)		YEAR ENDED 31.03.2014 (Amount in Rs.)	
Decrease of other Long term Liabilities	-		(124,157,000)	
Increase/(Decrease) of Long term Provisions	(130,217)		361,011	
Interest paid	(28,911,998)		(52,498,200)	
Net Cash Flow from Financing activities (C)		(29,352,452)		(182,246,194)
Net Increase in cash Equivalents (A)+(B)+(C)		(15,823,067)		(10,061,854)
Cash & Cash Equivalents (Opening Balance)	63,423,600		73,485,454	
Cash transfer to resulting company	-		-	
Cash & Cash Equivalents (Closing Balance)	47,600,533		63,423,600	
Net Increase/(Decrease) in Cash & Cash Equivalents		(15,823,067)		(10,061,854)

As per the report of even date annexed

For **CHATURVEDI & COMPANY**
CHARTERED ACCOUNTANTS
FRN 302137E

S GANESAN, **FCA**
Partner (Memb.No:217119)
Chennai, 30-05-2015

RAVI KUMAR GUPTA
Chairman & Managing Director

VISHAL KEYAL
Whole-time Director & CFO

KANISHK GUPTA
Director

M K MADHAVAN
Company Secretary

NOTES FORMING PART OF BALANCE SHEET

PARTICULARS	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31-03-2014 (Amount in Rs.)
3. SHARE CAPITAL		
I. Authorised Share Capital		
29,800,000 Equity Shares of Rs.10/- each	**298,000,000**	298,000,000
(Previous Year 29,800,000)		
20,000 15% Cumulative Redeemable		
Preference Shares of Rs.100/- each	**2,000,000**	2,000,000
(Previous Year 20,000)		
	300,000,000	300,000,000
II. Issued, subscribed and fully paid capital:		
2,84,36,074 Equity shares of Rs.10 each fully paid-up.		
(Previous Year 2,84,36,074)		
Opening Balance	**284,360,740**	284,360,740
Issued during the year	**-**	-
Cancelled during the year	**-**	-
Closing Balance	**284,360,740**	284,360,740
III. Issued, subscribed but not fully paid capital:	**-**	-
Less: Calls Unpaid		
By Directors	**-**	-
By Others	**-**	-
Add: Forefeited Shares	**295,830**	295,830
	284,656,570	284,656,570

a) Movement of Shares

There is no movement of shares outstanding at the beginning and at the end of the reporting period.

b) Terms / rights attached to equity shares:

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the assets of the company, in proportion to the number of equity shares held by the shareholders.



c) Details of shareholders holding more than 5% shares in the company

Particulars	AS AT 31.03.2015		AS AT 31.03.2014	
	No. of Shares	%	No. of Shares	%
Chennai Material Recycling & Trading Co Pvt Ltd	**2,489,584**	**8.76**	1,489,584	5.24
Tamilnadu Property Developers Limited	**2,400,000**	**8.44**	2,400,000	8.44
Tamilnadu Enterprises & Investments Pvt Ltd	**2,015,497**	**7.09**	2,015,497	7.09
Radiant solutions private ltd	**2,000,000**	**7.03**	2,000,000	7.03
Ameena Bagum	**2,000,000**	**7.03**	2,000,000	7.03

PARTICULARS	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31.03.2014 (Amount in Rs.)
4. RESERVES & SURPLUS		
I. Capital Reserve		
Opening Balance	**8,732,431**	8,732,431
Closing Balance	**8,732,431**	8,732,431
II. Capital Redempiton Reserve		
Opening & Closing Balance	**300,000**	300,000
III. Securities Premium Reserve		
Opening & Closing Balance	**80,200,457**	76,930,450
Add: Deferred Tax Liability - Reversal	**7,576,515**	3,270,007
Closing Balance	**87,776,972**	80,200,457
IV. Revaluation Reserve		
pening Balance	**80,804,696**	85,644,871
Additions during the year	**-**	-
Utilisation during the year	**(6,338,535)**	(4,840,175)
Closing Balance	**74,466,161**	80,804,696
V. General Reserve		
Opening Balance	**(440,902,386)**	(440,902,386)
Additions during the year	**(1,822,616)**	-
Closing Balance	**(442,725,002)**	(440,902,386)
VI. Surplus:		
Opening Balance	**407,956,440**	395,733,538
Profit for the year	**2,687,997**	12,222,902
Transfer of Revaluation Reserve	**6,338,535**	-

PARTICULARS	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31.03.2014 (Amount in Rs.)
Adjustments for earlier years taxation	**(5,233,300)**	-
Closing Balance	**411,749,672**	407,956,440
	140,300,234	137,091,639
5. LONG TERM BORROWINGS		
Long term maturities of Finance Lease obligations		
Hire Purchase Loans	**310,235**	7,735,339
(Secured against assets purchased under HP Scheme)		
Less: Amount shown under other current liabilities	**310,235**	7,425,103
	-	310,237

Terms of Repayment and rate of interest:

HP Loan of Rs.1,199,000/- is repayable in 24 monthly instalments of Rs.55,605/- each and it carries an interest @ 10.50 % p.a

HP Loan of Rs.1,070,000/- is repayable in 24 monthly instalments of Rs.49,622/- each and it carries an interest @ 10.50 % p.a.

Security:

Secured HP Loans from Bank / Financial Institutions are secured by the respective Vehicles and Machinery.



PARTICULARS	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31.03.2014 (Amount in Rs.)
6. Deferred Tax Liabilities (net)		
Deferred Tax Liability		
Fixed Asset - Impact of Difference between tax depreciation		
and depreciation charged in the financial statement	**40,020,781**	47,597,296
{Refer Note No:27(v)}		
Gross Deferred Tax Liability	**40,020,781**	47,597,296
7. Long Term Provisions		
For Employee Benefits	**4,061,506**	4,191,723
	4,061,506	4,191,723
8. SHORT TERM BORROWING		
From Banks:		
Cash Credit:-		
Corporation Bank	**24,533,782**	19,857,901
State Bank of India	**28,343,661**	150,371,333
(All the above loans are secured by equitable mortgage of land and building including Plant and Machinery and also by hypothecation of Raw Materials, Stock-in-Process and Finished Goods, Corporate guarantee by Tamilnadu property developers Ltd., Also personally guaranteed by the CMD of the company)		
	52,877,443	170,229,234
9. OTHER CURRENT LIABILITIES		
a. Current maturities of long term borrowings (refer note No.5)	**310,235**	7,425,103
b. Unclaimed Dividend	**384,894**	638,538
c. Outstanding Liability	**11,237,286**	8,301,329
d. Customer Advance	**247,202,987**	401,484,428
b.Other Liabilities	**476,985**	1,814,700
	259,612,386	419,664,098
10. SHORT TERM PROVISIONS		
a. Taxation	**17,972,486**	10,740,500
b. Other Provisions	**11,488,814**	12,044,461
	29,461,300	22,784,961

NOTE:11 FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01.04.2014	ADDI-TIONS	DELE-TIONS/ REFUND	AS ON 31.03.2015	AS ON 01.04.2014	FOR THE PERIOD	ON SALES/ ADJUST-MENT	UPTO 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
LAND LEASE HOLD	2,035,462	-	-	2,035,462	-	514,005	-	514,005	1,521,457	2,035,462
FACTORY BUILDINGS	45,035,876	-	-	45,035,876	18,294,665	2,155,915	-	20,450,580	24,585,296	26,741,211
PLANT & MACHINERY	355,065,519	6,309,232	-	361,374,751	227,104,406	29,028,488	-	256,132,894	105,241,857	127,961,113
ELECTRICAL INSTALLATION	17,179,316	-	-	17,179,316	13,829,419	891,626	-	14,721,045	2,458,271	3,349,897
CRANE	35,218,290	-	-	35,218,290	13,687,323	1,574,566	-	15,261,889	19,956,401	21,530,967
FURNITURE & FITTINGS	3,938,216	-	-	3,938,216	2,227,879	562,107	-	2,789,986	1,148,230	1,710,337
VEHICLES	22,912,214	53,300	35,900	22,929,614	14,028,738	1,829,648	31,994	15,826,392	7,103,222	8,883,476
OFFICE EQUIPMENTS	4,483,002	-	-	4,483,002	2,574,647	1,191,128	-	3,765,775	717,224	1,908,355
TOTAL	485,867,895	6,362,532	35,900	492,194,527	291,747,077	37,747,483	31,994	329,462,566	162,731,958	194,120,818
PREVIOUS YEAR	474,028,920	12,717,145	878,170	485,867,895	263,888,847	28,351,931	493,700	291,747,077	194,120,818	210,140,074

Depriciation of on amount of Rs. 1,822,616/- is charged from the opening reserves for the assets which are in existence beyond useful life as on 01-04-2014 (Refer note 27)



PARTICULARS	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31.03.2014 (Amount in Rs.)
12. NON-CURRENT INVESTMENTS		
Trade Investments (Stated at Cost)		
a. In Equity Shares - Unquoted		
1,882,020 Class C Equity shares of Rs.10/- each (fully paid-up) in OPG Energy Private Limited (Associate company)	**18,820,200**	18,820,200
10000 Class A Equity shares of Rs.10/- each (fully paid-up) in OPG Energy Private Limited (Associate company)	**100,000**	54,000
277,500 Class A Equity shares of Rs.10/- each (fully paid-up) in OPG Renewable Energy Private Limited (Associate company)	**2,775,000**	2,775,000
284375 Class A Equity shares of Rs.10/- each (fully paid-up) in OPG Business Centre Private Limited (Others)	**2,843,750**	2,843,750
1000000 Class A Equity shares of Rs.0.10/- each (partly paid up) in OPG Power Generation Limited (Others)	**100,000**	100,000
7,744,460 Class A Equity Shares of 0.10/- each (fully paid-up) in OPGS Power Gujarat Private Limited (Others)	**774,446**	698,148
b. In Equity Shares - Quoted		
1069371 Equity Shares of Rs.10 each (fully paid-up) in Gita Renewable Energy Limited (Associate company)	**28,175,970**	26,734,275
c. Other Investments		
SBI Mutual Fund	**-**	387,605
	53,589,366	52,412,978
13. LONG TERM LOANS & ADVANCES		
(Unsecured, Considered good)		
a.Security Deposits	**39,722,196**	34,977,491
b.Deposits for land	**7,500,000**	7,500,000
	47,222,196	42,477,491
14. INVENTORIES (Valued at lower of Cost and Net Realisable Value)		
(as valued and certified by the manangement)		
a) Raw Materials	**295,840,588**	269,411,659
b) Finished Goods	**146,125,059**	135,289,231
c) Stores and Spares	**26,939,046**	15,647,988
	468,904,693	420,348,877

PARTICULARS	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31.03.2014 (Amount in Rs.)
15. TRADE RECEIVABLES		
(Unsecured Considered Good)		
Debts Outstanding for a period exceeding six months	**42,523,989**	44,113,888
Other Debts	**390,884,160**	510,063,740
	433,408,149	554,177,628
16. CASH & CASH EQUIVALENTS		
a) Cash on Hand	**2,379,977**	1,144,625
b) Cash at Bank		
In Current Account	**608,505**	1,682,979
In Unpaid Dividend Account	**384,894**	638,538
In Deposit Account	**44,227,156**	59,957,458
(Deposits with banks within 3-9 months maturity)		
	47,600,533	63,423,600
17. SHORT TERM LOANS AND ADVANCES		
(Unsecured, Considered Good)		
a) Loans & Advances to related parties	**1,350,000**	150,000
b) Supplier advance	**142,568,567**	88,466,118
c) Others Advance	**717,916**	169,850
	144,636,483	88,785,968
18. OTHER CURRENT ASSETS		
a. Balance with Revenue Authorities	**17,931,840**	28,555,891
b. Cenvat Balances	**56,677,898**	33,080,149
	74,609,738	61,636,040

PARTICULARS	YEAR ENDED 31.03.2015 (Amount in Rs.)	YEAR ENDED 31.03.2014 (Amount in Rs.)
19. REVENUE FROM OPERATIONS		
Sale of Manufactured products	**1,807,576,857**	1,860,793,199
Sale of Traded Products	**1,563,586,855**	1,346,363,738
	3,371,163,712	3,207,156,937
20. OTHER INCOME		
Rent received	**554,400**	516,600
Sales commission	**3,720,469**	-
Insurance claim received	**388,085**	328,469
Commitment Charges	**-**	32,506,137
Profit On sale of Asset / Investments	**102,584**	-
Liabilities no longer required written back /Rebate & Discount	**(65,880)**	65,936,869
Interest Received	**8,908,629**	6,131,248
	13,608,287	105,419,323



PARTICULARS	YEAR ENDED 31.03.2015 (Amount in Rs.)	YEAR ENDED 31.03.2014 (Amount in Rs.)
21. Cost of Materials Consumed		
Opening Stock	**269,411,659**	392,843,899
Add: Purchases	**1,046,798,837**	1,072,608,657
Less: Closing Stock	**295,840,588**	269,411,659
	1,020,369,908	1,196,040,897
(i) Details of Rawmaterials consumed		
Scrap	**157,222,167**	188,087,097
Billets	**852,571,355**	970,370,061
Coal	**14,896,075**	28,528,583
Sponge Iron	**6,289,998**	9,055,156
	1,030,979,596	1,196,040,897
(ii) Details of Raw Material Inventory		
Scrap	**228,835,605**	158,805,174
Billets	**66,829,995**	108,381,310
Coal	**850,968**	1,445,847
Sponge Iron	**-**	779,327
	296,516,568	269,411,658
22. Details of Traded goods purchased		
Scrap	**824,175,860**	706,166,380
Billets	**141,969,758**	270,248,166
Rolled & Steel and allied Products	**562,840,435**	327,424,243
	1,528,986,053	1,303,838,789
23. Changes in Inventories of Finished Goods		
Closing Stock of Finished Goods	**146,125,059**	135,289,231
Opening Stock of Finished Goods	**135,289,231**	158,450,828
	(10,835,828)	23,161,597
24. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages and Bonus	**6,285,806**	5,856,079
Contribution to Provident & other funds	**1,659,160**	1,818,950
Staff and Labour Welfare	**21,870**	182,654
	7,966,836	7,857,683
25. FINANCE COSTS		
Foreign Exchange Loss	**2,966,101**	22,896,473
Interest paid to Banks	**25,543,061**	28,105,172
Interest - Others	**402,838**	1,496,555
	28,911,999	52,498,200

PARTICULARS	YEAR ENDED 31.03.2015 (Amount in Rs.)	YEAR ENDED 31.03.2014 (Amount in Rs.)
26. OTHER EXPENSES		
a. Material & Manufacturing expenses		
Stores and Spares consumed	**25,867,854**	25,522,099
Power and Fuel	**179,604,227**	189,034,845
Freight Charges	**18,126,373**	32,866,826
Scrap Cutting / Testing Charges	**5,066**	-
Customs Duty & Licence	**132,496,634**	98,727,900
Clearing and Forwarding Charges	**22,602,667**	12,153,224
b. Repairs & Maintenance		
Machinery Maintenanace	**3,714,934**	3,796,938
Electrical Maintenance	**3,665,386**	3,145,314
Vehicle Maintenance	**422,481**	190,073
c. Administrative Expenses		
Advertisement	**68,300**	71,800
Bank Charges	**21,844,874**	19,772,782
Directors' Remuneration	**1,600,000**	4,000,000
Donation	**-**	500,000
Insurance	**958,298**	1,268,756
Listing Fees	**230,338**	182,360
Loss on Assets	**-**	129,470
Rebate and discount	**506,206**	3,059,305
Sales Tax Expenses	**112,736**	765,227
Membership and subscription	**99,715**	766,127
Office Maintenance	**3,170**	45,788
Payment to Auditors		
- As Audit Fees	**112,360**	112,360
- As Certification Fees	**101,125**	75,844
- As Tax Audit Fees	**56,180**	56,180
Postage	**206,002**	124,303
Printing and Stationery	**246,386**	233,985
Professional & Consultancy	**1,341,968**	956,732
Rates & Taxes	**1,686,252**	2,090,321
Rent & Amenities	**182,832**	166,832
Directors Sitting Fees	**50,000**	47,000
Service Tax Paid	**703,087**	2,081,963
Share Transfer Charges	**144,689**	75,842
Telephone Charges	**747,898**	824,205
Travelling & Conveyance	**627,209**	340,781
d) Selling and Distribution Expenses		
Finished Goods Expenses	**2,464,004**	2,691,940
Sales Promotion Expenditure	**74,833**	1,446,126
Carriage Outwards	**4,591,865**	2,159,677
Sales commission	**949,309**	1,467,939
	426,215,259	410,950,864



Notes attached to and forming part of the Balance Sheet as at 31-3-2015 and the Statement of Profit and Loss for the period ended on that date:

1. Company overview:

Kanishk Steel Industries Limited (the company) incorporated under the Companies Act, 1956, in the year 1989, is engaged in the manufacture and supply of Iron and Steel products. The company's shares are listed on the Bombay Stock Exchange Limited and the shares are traded regularly.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements:

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual method of accounting except as disclosed in the notes. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI). The accounting policies adopted in preparation of financial statements are consistent with those of previous year except for change in accounting policy initially adopted or a revision to the existing accounting policy that requires a change as against the one hitherto in use.

2.2 Use of Estimates:

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. The Company believes that the estimates used in the preparation of the financial statements as prudent and reasonable. Accounting estimates could change from period to period. Actual results could differ from those estimates.

2.3 Revenue Recognition:

Sale is recognized on dispatch of goods. Sale is net of trade discount, includes excise duty and excludes sales tax recovered. Insurance claim is accounted in the year of receipt.

2.4 Depreciation:

Depreciation on Tangible assets is provided on the straight line method over the useful lives of assets as per the rates specified under Schedule II of the Companies Act, 2013 on pro-rata basis.

2.5 Fixed Assets:

Fixed Assets are stated at cost less accumulated depreciation and impairment, if any. Direct costs like inland freight, duties, taxes and incidental expenses related to acquisition are capitalized with due adjustments for Cenvat / VAT credits.

Capital work in progress, if any, includes cost of Machinery to be installed, construction & erection materials and unallocated preoperative expenses.

2.6 Impairment:

At each Balance sheet date, the Management assesses, whether there is any indication that Fixed Asset have suffered an impairment loss. If any such indication exists the recoverable amount of the asset is estimated in order to determine the extent of the impairment if any. Where it is not possible to estimate the recoverable amount of individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

As per the assessment conducted by the company at March 31, 2015, there was no indication that fixed asset have suffered an impairment loss.

2.7 Investments:

Trade Investments are the investments made to enhance the Group's business interests. Investments are either classified as current or long–term based on the management Intention. Current Investments are carried at the lower of cost and fair value. Long-term Investments are stated at cost. Provision for diminution in the value is made in accordance with AS 13 – Accounting for Investments if the decline/diminution is other than temporary.

2.8 Inventories:

Inventories are valued as under:

a) Raw Materials, Consumables and Stores & Spares are valued at lower of cost and net realizable value. Cost of inventories is generally ascertained on the weighted average basis, which includes expenses incidental to procurement of the same.

b) By-products are valued at net realizable value.

c) Finished Goods are valued at lower of cost and net realizable value. Cost for this purpose means full absorption cost basis which includes direct materials, direct labour, excise duty wherever applicable, related depreciation and appropriate production overheads.

d) Materials-in-Transit are valued at Cost including Freight & Insurance.

2.9 Employee Benefits:

A) Short -term Employee Benefits:

Short Term Employee Benefits for services rendered by them are recognized during the period when the services are rendered.

B) Post Employment Benefits:

(a) Defined contribution plan:

Contribution to defined contribution plans are recognized as expense on accrual basis.

(b) Defined Benefit Plan:

The present value of Gratuity obligation is determined based on actuarial valuation using the projected unit credit method and is recognized as expenses on accrual basis. Actuarial gains / losses arising during the year are recognized in the statement of Profit & Loss.



2.10 Foreign Exchange Transactions:

Transactions in foreign currencies are recorded at the exchange rates prevailing at the date of the transactions. In respect of the transactions covered by Forward Exchange Contracts, the difference between the forward rate and the exchange rate on the date of the transaction is recognized as Income or Expense over the life of the Contract. Transactions not covered by forward exchange rates and outstanding at year end are translated at exchange rates prevailing at the year end and the profit/loss so determined and also the realized exchange gain/losses are recognized in the Statement of Profit & Loss.

2.11 Borrowing Cost:

All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets, which are capitalized. During the year under review, there was no borrowing attributable to qualifying assets and hence no borrowing cost was capitalized.

2.12 Segment Accounting:

The company operates only in one business segment viz. “Steel and steel products”.

2.13 Taxes on Income:

(a) Provision for current tax is made in accordance with the Income Tax Act, 1961.

(b) In accordance with the Accounting Standard AS-22 ‘Accounting for Taxes on Income’ issued by the Institute of Chartered Accountants of India, Deferred Tax Liability / Asset arising from timing differences between book and income tax profits is accounted for at the current rate of tax to the extent these differences are expected to crystallize in later years (Also refer point no 27 (v) of Additional information to the Financial statements). However, Deferred Tax Assets are recognized only if there is a reasonable / virtual certainty of realization thereof. During the year the company has generated deferred tax asset to the extent of Rs.75,76,515/- under review.

2.14 Provisions and Contingencies:

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

27. Additional Information to the Financial Statements

i) Contingent liability not provided for:

(a) Counter Guarantees furnished to bank Rs.1,54,05,800/- (Previous year Rs.1,04,37,200/-)

(b) Towards outstanding Letters of Credit Rs.11,17,56,109/-(Previous year Rs.25,45,74,922/-) on account of import of raw materials.

ii) Claims against the company not acknowledged as debt:

a) towards the disallowance of deemed Credit to extent of Rs.2,34,094/- under Rule 57-I of the Central Excise Rules, 1944 read with Section 11-A of Central Excise Act, 1944 made on the erstwhile Avanti Oil and Steel Industries Private Limited, the transferor company. Matter under appeal before Commissioner of Central Excise (Appeals) Chennai.

b) towards the demand of Rs.35,66,000/- plus penalty of an equal amount plus interest thereon for re-fixation of Annual Capacity of Production (ACP) by the Commissioner of Central Excise on the erstwhile OP Steels Limited, the transferor company. Company has filed a stay petition and the matter is pending before Hon'ble High Court of Madras.

c) towards the demand of differential duty of Rs.52,38,000/- (Rs.87,25,000/- less Rs.34,87,000/- already paid) plus interest and penalty as per the provisions of the Central Excise Act, 1944 as per the show cause notice no:2/06 dated 17-1-2006 issued by the Commissioner of Central Excise, Chennai claiming wrong adoption of assessable value for the excisable goods cleared from factory to depots. Company has won the appeal before the settlement commission. The Central Excise Department has filed an appeal in the Hon'ble High Court of Madras against the orders of the settlement commission.

d) towards the demand of Rs 9,00,000/- plus penalty of an equal amount plus interest thereon for re-fixation of Annual Capacity of Production(ACP) by the Commissioner of Central Excise. The matter is pending before Hon'ble High Court of Madras.

e) towards the demand of Central Excise duty of Rs.69,06,945/- plus equal amount of penalty plus interest of Rs.50,12,040/- plus fine of Rs.5,00,000/- (total demand Rs.1,93,25,930/- and Rs.1,36,45,721/- paid there-against) - matter under appeal with CESTAT, Chennai.

iii) Depreciation:

a. Revaluation of Fixed Assets:

Fixed Assets pertaining to Rolling Division of the Company have been revalued on 31.03.2008, corresponding credit given to the Revaluation Reserve as per AS 10. Depreciation to the extent of Rs. 63,38,535/- (Previous Year Rs. 48,40,175/-). has been adjusted against revaluation reserve during the current year and credited to General Reserves.

b. Depreciation is provided on Fixed Assets as per Schedule II of the Companies Act 2013, accordingly an amount of Rs.18,22,616/- is charged from opening reserves for the assets which are in existence beyond useful life as on 01-04-2014.

iv) Employee Benefits:

Disclosures in terms of AS-15 are under:

a. Defined contribution plan:

Contribution to defined contribution plan recognized as expenses for the year



2014-2015 is Employers contribution to Provident Fund and ESI Rs.16,41,684/-.

b. Defined Benefit Plan:

As per the explanations given by the management of the company except for Gratuity, there are no other benefit plans for the employees of the company. The present value of Gratuity obligation is determined during this year (2014-2015) based on actuarial valuation using the projected unit credit method. Accordingly provision of Rs.17,476/- has been made in the year 2014-2015. (Previous year - Rs.3,61,011/-)

(Amount in Rs.)

	Particulars	**2014-15**	**2013-2014**
I	Amounts to be recognized in Balance Sheet		
	Present value of funded Obligations	-	-
	Fair Value of Plan Assets	-	-
	Present value of unfunded Obligations	4,061,506	4,191,723
	Unrecognised past service cost	-	-
	Net liability	4,061,506	4,191,723
	Amounts in the balance sheet		
	Liabilities	4,061,506	3,839,723
	Assets	-	-
	Net liability	4,061,506	3,839,723
II	Expenses recognized in income Statement		
	1. Current Service Cost	330,011	3,58,975
	2. Interest on obligation	339,725	3,06,457
	3. Expected Return on Plan Assets	-	-
	4. Net Actuarial losses(gains) recognised in the year	(652260)	(3,04,421)
	5.Past service cost	-	-
	6.Losses(gains) on curtailments and settlement	-	-
	7.Expenses recognised in P&L	17,476	361,011
III	Changes in Benefit Obligations		
	Opening defined Benefit obligation	4,191,723	38,30,712
	Current Service Cost	330,011	3,58,975
	Interest Cost for the year	339,725	3,06,457
	Actuarial (Gains) / Losses	(652260)	(3,04,421)
	Benefits paid	(147693)	-
	Closing defined benefit obligation	4,061,506	41,91,723

	Particulars	2014-15	2013-2014
IV	Table of fair value of Assets		
	1.Opening fair value of plan assets		
	2. Expected return on plan assets		
	3. Contributed by Employer		
	4. Actual Benefits paid	-	-
	5. Actuarial Gains/ (Losses)		
	6.Closing balance of Fund		
	(Not applicable as Liability is not funded)		
V	Category of plan assets		
	Government of India Securities		
	High quality corporate bonds		
	Equity shares of listed companies	-	-
	property		
	Funds managed by insurer		
	Bank Balance		
VI	Principal Actuarial Valuation		
	1. Discount Rate	7.50%	8.25%
	2. Expected rate of return on plan assets	0.00%	0.00%
	3.Annual increase in Salary costs	6.50%	7.25%
	4. Attrition rate	10% to 5%	10% to 5%
	5. Mortality Table	IALM (2006-2008) Ult.	IALM (2006-2008) Ult.
VII	Table Showing Surplus/(Deficit)		
	Defined benefit obligation	4,061,506	4,191,723
	Plan assets	-	-
	Surplus/(deficit)	(4,061,506)	(4,191,723)



v) Deferred Taxes:

Based on the petition filed by the company on 21-04-2008, the Hon'ble High Court of Madras has allowed the company on 19-08-2008 to utilize the Securities Premium account towards the Deferred Tax Liability computed as per Accounting Standard 22 issued by the Institute of Chartered Accountants of India.

(Amount in Rs.)

Deferred Tax Liability / (Asset) for the year	(75,76,515)
Deferred Tax Liability adjusted against Securities Premium account (As per Directives of Hon'ble High Court Madras)	(75,76,515)
Deferred Tax Asset credited to Profit & Loss Account	-

vi) Disclosures of Trade payable under current/ noncurrent liabilities is based on the information available with the company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" (the Act). There are no delays in payment made to such suppliers and there is no overdue amount outstanding as at the Balance Sheet date. Based on the above the relevant disclosure u/s. 22 of the said Act is as follows:

Particulars	**(Amount in Rs.)**
Principal amount outstanding at the end of the year	-
Interest amount due at the end of the year	-
Interest paid to suppliers	-

vii) Company has circularized/sought confirmation of balance letters to/from sundry debtors & advance parties / sundry creditors. In the absence of negation, the balances appearing the books are taken as confirmed.

viii) Value of Imported & Indigenous Raw Materials, Spare Parts Components consumed:

Year	2014-2015		2013-14	
Particulars	(Amount in Rs.)	%	(Amount in Rs.)	%
Imported	12,27,88,620	**12**	12,39,21,880	10
Indigenous	92,34,49,142	**88**	1,09,76,41,116	90

ix) CIF Value of Imports:

Year	2014-2015	2013-2014
Particulars	(Amount in Rs.)	(Amount in Rs.)
Raw Materials	75,28,76,114	82,03,12,929
Stores & Spares	-	-
Capital Goods	-	-

x) Remittance in Foreign Currency towards Dividend - Nil

xi) Earnings in Foreign Currency Rs. Nil (Previous year Rs. Nil)

xii) Expenditure in Foreign currency

Year	2014-2015	2013-2014
Particulars	(Amount in Rs.)	(Amount in Rs.)
Travelling Expenses	-	2,05,334

28. The application relating to waiver of remuneration in excess of section 309(5B) of the Companies Act, 1956 for the year 2012-13 & 2013-14 has been rejected by the Central Government, accordingly an amount of Rs.12,00,000/- has been reversed from the Directors Remuneration account. Amount debited to the statement of profit and loss Rs.16,00,000/- is net of the above said recovery.

29. RELATED PARTY DISCLOSURES:

List of parties where control exists

a) Associates:

1. OPG Energy Private Limited
2. Gita Renewable Energy Limited
3. OPG Renewable Energy Private Limited

b) Other related parties:

1. Sonal Vyapar Limited
2. OPG Business Centre Private Ltd
3. Chennai Ferrous Industries Limited
4. Indian Corporate Business Centre Limited
5. Kanishk Metal Recycling Pvt ltd
6. OM Power Sakthi India Pvt Ltd
7. Sri Sri Rukmani Rolling Mill Private Limited
8. OM Energy Generation Private Limited

Key Management Personnel (KMP):

Mr. Ravi Kumar Gupta, Chairman & Managing Director
Mr. Vishal Keyal, Whole Time Director & Chief Financial Officer
Mr. Kanishk Gupta, Director

Related Party Transactions:

(Amount in Rs.)

Particulars	Key Management personnel	Other Companies	Associates
Purchase of Goods	-	1,03,78,060	-
Sale of Goods	-	5,69,94,118	-
Purchase of power	-	1,18,10,120	5,44,09,952
Investments Made	-	-	14,41,695
Receiving of Services	-	12,49,959	-
Remuneration Paid	28,00,000	-	-
Advances Received	-	50,00,000	-



Notes:

1. Remuneration to key management personnel is Rs.28,00,000/-
2. Sitting Fees to Directors Rs.50,000/-
3. Related party relationship is as identified by the company and relied upon by the Auditors.

30. EARNING PER SHARE:

	Particulars	2014-15	2013-2014
a)	Weighted Average No. of Equity Shares of Rs.10/- each		
	I. No. of Shares at the beginning of the year	28,436,074	28,436,074
	II. No. of Shares at the end of the year	28,436,074	28,436,074
	III. Weighted average number of equity shares outstanding during the year	28,436,074	28,436,074
b)	Net profit after tax, available for equity shareholders (Rs.)	26,87,997	12,222,902
c)	Basic and diluted earning per share (Rs.)	0.09	0.43

31. Disclosure of loans and advances as per the requirement of clause 32 of the listing agreement with Stock Exchanges in India.

i) The company does not have any subsidiary and has not given any loans and advances in the nature of loans to its associates.

ii) No Interest free loans have been given to its employees.

32. PREVIOUS YEAR FIGURES:

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

As per the report of even date annexed

For **CHATURVEDI & COMPANY**
CHARTERED ACCOUNTANTS
FRN 302137E

S GANESAN, FCA
Partner (Memb.No:217119)
Chennai, 30-05-2015

RAVI KUMAR GUPTA
Chairman & Managing Director

VISHAL KEYAL
Whole-time Director & CFO

KANISHK GUPTA
Director

M K MADHAVAN
Company Secretary



KANISHK STEEL INDUSTRIES LIMITED

Registered Office : B-27(M), SIPCOT Industrial Complex,
Gummidipoondi, Thiruvallur District, Tamilnadu – 601 201

CIN : L27109TN1995PLC067863

PROXY FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

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

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name :
   Address :
   E-mail Id :
   Signature :

or failing him

2. Name :
3. Address :
   E-mail Id :
   Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 25th Annual General Meeting of the Company, to be held on Tuesday, the 30th September, 2015 at 3.00 p.m. at B-27(M), SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu – 601201 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statements
2. Appointment of directors
3. Ratification of Auditors' appointment
4. Reappointment of Mr.VishalKeyal as whole-time Director
5. Appointment of Ms.R.Maheswari as an Independent Director
6. Remuneration to Cost Auditor

Signed this ..... day of ..... 2015.

Affix Revenue Stamp of Re.1/-

(Signature of Member)

Signature of Proxy holder(s)

Note :

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



KANISHK STEEL INDUSTRIES LIMITED

Registered Office : B-27(M), SIPCOT Industrial Complex,
Gummidipoondi, Thiruvallur District, Tamilnadu – 601 201
CIN : L27109TN1995PLC067863

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

25th ANNUAL GENERAL MEETING

Date : 30.09.2015 (Wednesday)
Time : 3.00 P.M
Place : B-27 (M), SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District,Tamilnadu- 601201

BALLOT PAPER

1. Name of the First Named Shareholder (In block letters) :
2. Postal address :
3. Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) :
4. Class of Share :

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

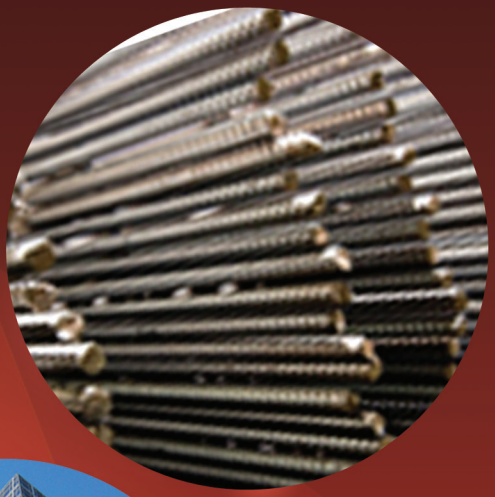
Sl. No:	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of Financial Statements			
2	Appointment of directors			
3	Ratification of Auditors' appointment			
4	Reappointment of Mr.Vishal Keyal as whole-time Director			
5	Appointment of Ms.R.Maheswari as an Independent Director			
6	Remuneration to Cost Auditor			

Place:

(Signature of Shareholder)

Date:







If undelivered, please return to :

Kanishk Steel Industries Limited

Old No. : 4, New No. : 7, Thiru-Vi-Ka 3rd Street
Royapettah High Road, Mylapore
Chennai - 600 004