

**35<sup>th</sup>**  
**Annual Report**  
**2015 - 2016**



**LAMINA FOUNDRIES LIMITED**

## **LAMINA FOUNDRIES LIMITED**

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### **BOARD OF DIRECTORS**

Chairman	<b>Sri N. V. Hegde</b>
Managing Director	<b>Sri Gopalkrishna Shenoy</b>
Directors	<b>Sri T. R. Shenoy</b>
	<b>Sri Guruprasad Adyanthaya</b>
	<b>Capt. N.P.Hegde, IN (Retd) (Till 17-12-2015)</b>
	<b>Sri B. S. Baliga</b>
	<b>Sri M. Rajendra</b>
	<b>Sri Vishal Hegde</b>
	<b>Dr. N. K. Thingalaya</b>
	<b>Sri J. Surendra Reddy</b>
	<b>Sri J. M. Nagaraj</b>
	<b>Sri. M. Raghava</b>
Company Secretary	<b>Smt. Shantheri Baliga</b>
Auditor	<b>P. Venugopal</b> <b>Chartered Accountant</b> <b>Nalapad Buildings, II Floor, Kadri</b> <b>Mallikatta, Mangalore - 575 003.</b>
Bankers	<b>Syndicate Bank</b> <b>Vijaya Bank</b> <b>Corporation Bank</b> <b>Andhra Bank</b>
Registered Office & Factory	<b>Nitte Village - 574 110</b> <b>Karkala Taluk</b> <b>Udupi District</b> <b>Karnataka.</b>

## LAMINA FOUNDRIES LIMITED

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### NOTICE

**Notice** is hereby given that the **Thirty Fifth Annual General Meeting (AGM)** of the members of Lamina Foundries Limited will be held on **30th September 2016**, at **12.05 p.m.** at **Justice K S Hegde Institute of Management Auditorium, Nitte-574110**, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31-03-2016, and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sri Vishal Hegde (DIN 00043245), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri B S Baliga ( DIN 00043194), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Sri M Rajendra (DIN 00136307), who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit to pass the following resolution as an Ordinary Resolution :

"Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Mr. P Venugopal (M. No. 020119), as the Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting be and is hereby ratified".

By order of the Board of Directors of  
Lamina Foundries Limited

Mangalore  
26.08.2016

**Shantheri Baliga**  
Company Secretary

## LAMINA FOUNDRIES LIMITED

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### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of their bank account details to their respective Depository Participants immediately.
3. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members are requested to bring their copy of the Annual Report to the Meeting.
6. Members are requested to intimate the changes in their address, if any, and address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Desk No. 6F - 065, 6<sup>th</sup> Floor, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad - 500 032, Telangana State, India.
7. A copy of the Annual Report 2015-16 along with the Notice of the Annual General Meeting, stating the process and manner of e-voting at 35<sup>th</sup> AGM has been sent by electronic mode to those members who have provided their e-mail ID and posted physical copies to those who have not provided e-mail ID at their registered address and also posted on the website of the Company.
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
9. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM, for which purpose the Company has engaged the services of **M/s Karvy Computershare Pvt. Ltd.** The Board of Directors of the Company has appointed Mr. S. S. Ananda Rao, Practising Company Secretary as scrutinizer.

## LAMINA FOUNDRIES LIMITED

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### Matter to be included in the notice of AGM in respect of

#### Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with, Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means (remote e-voting) and the business may be transacted through remote-e-voting services provided by Karvy Computershare Private Limited.

Procedure and Instructions for e-voting are as under :

- i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e., user-id & password) which will be sent to you separately. Your folio/DP Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- ● Event no. followed by Folio Number registered with the company
Password	Your Unique password will be sent to you separately by courier/via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact the toll free No. 1-800-34-54-001 for any further clarifications.
  - iv) Members can cast their vote online from 9:00 am on **Tuesday 27<sup>th</sup> September, 2016 and will end at 5.00 pm on Thursday 29<sup>th</sup> September, 2016.**
  - v) After entering these details appropriately, click on "LOGIN".
  - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact
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details like Mobile No, E-mail ID etc on 1<sup>st</sup> login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the "Event" i.e., "**Company Name**".
- ix) If you are holding shares in Demat form and had logged on to "**https://evoting.karvy.com**" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option "**FOR/AGAINST/ABSTAIN**" for voting .Enter the number of shares (which represents number of votes) under "FOR/AGAINST/ABSTAIN" or alternatively you may partially enter any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'
- xi) After selecting the resolution, if you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIS/FIIS/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to anandssrao@gmail.com with copy to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

**A. In case member receives physical copy of the notice of the AGM and Attendance Slip [for members whose email IDs are not registered with the company/ Depository Participants(s)] or requesting physical copy :**

- (i) Intial password will be sent separately
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
- (2) **Voting at AGM** : The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM.

The company will make arrangements of poll papers in this regards at the AGM venue.

### **OTHER INSTRUCTIONS**

- I. In case of queries, you may refer the Frequently Asked Questions (FAQS) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of "**https://evoting.karvy.com**". If you are already registered with Karvy for e-voting then you can use your existing USER ID AND PASSWORD/PIN for casting your vote.
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## **LAMINA FOUNDRIES LIMITED**

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- II. 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)
  - III. **The Members, whose names appear in the register of members/list of Beneficial Owners as on Friday, 23-09-2016, are entitled to vote on the resolution set forth in this Notice by way of remote e-voting and poll.**
  - IV. The remote e-voting period will commence at **9-00 AM on Tuesday, 27<sup>th</sup> September 2016 and will end at 5-00 PM on Thursday, 29<sup>th</sup> September 2016.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday 23-09-2016**, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
  - V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23-09-2016 for both remote e-voting and poll.
  - VI. Any person, who acquires shares of the company and becomes member of the company after dispatch of notice and holding shares as of the cut-off date of 23-09-2016 may obtain the login id and password by sending an email to [lafoundry47@hotmail.com](mailto:lafoundry47@hotmail.com) or [evoting@karvy.com](mailto:evoting@karvy.com) by mentioning their Folio NO/DP ID and Client ID No. however, if you are already registered with karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on <https://evoting@karvy.com>.
  - VII. **Pursuant to section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, voting through polling paper shall also made available to those members who attend the Annual General Meeting and have not already cast their vote by e-voting.**
  - VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
  - IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
  - X. **Mr. S. ANAND SS RAO**, Practising company secretary has been appointed as the scrutinizer to scrutinize the e-voting process and ballot/poll in fair and transparent manner.
  - XI. The scrutinizer shall, immediately after the conclusion of voting at Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated Scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
  - XII. The results along with the Scrutinizer Report shall be placed on the website of the company and on the website of M/s. Karvy Computershare Private Limited.
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## LAMINA FOUNDRIES LIMITED

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### REPORT OF THE DIRECTORS

Your Directors have the pleasure in presenting the 35<sup>th</sup> Annual Report of the Company with the financial statements for the year ended 31.03.2016.

### FINANCIAL HIGHLIGHTS

	<b>F.Y</b> <b><u>2015-2016</u></b>	<b>F.Y</b> <b><u>2014-2015</u></b>
	<b>(Rs. in lacs)</b>	
Sales	<b>4904.17</b>	4952.07
Other income	<b>108.54</b>	85.77
Total Revenue	<b>4648.33</b>	4633.99
Expenses before finance costs and depreciation	<b>4161.28</b>	4278.35
Profit before finance costs & depreciation	<b>487.05</b>	355.64
Finance Costs	<b>385.51</b>	355.83
Depreciation	<b>127.21</b>	119.74
Net Profit / (Loss)	<b>(25.67)</b>	(119.93)
Provision for Taxation	<b>3.98</b>	6.22
Profit / (Loss) after Tax	<b>(29.65)</b>	(126.15)
Surplus brought forward from previous year	<b>(262.26)</b>	(136.11)
Surplus carried forward to next year	<b>(291.91)</b>	(262.26)

### DIVIDEND

Your Directors are not in a position to recommend any dividend for the year ended 31.03.2016 due to the accumulated losses of the Company.

### OPERATIONAL PERFORMANCE

Category-wise performance is summarised below :

	<b>F.Y</b> <b><u>2015-2016</u></b>		<b>F.Y</b> <b><u>2014-2015</u></b>	
	<b>Qty.</b> <b>(M.T.)</b>	<b>Value</b> <b>(Rs. in lacs)</b>	<b>Qty.</b> <b>(M.T.)</b>	<b>Value</b> <b>(Rs. in lacs)</b>
Domestic Sales	<b>4436</b>	<b>3203.53</b>	4948	3619.27
Export Sales	<b>1654</b>	<b>1700.64</b>	1245	1332.80
<b>TOTAL</b>	<b><u>6090</u></b>	<b><u>4904.17</u></b>	<b><u>6193</u></b>	<b><u>4952.07</u></b>

The Company produced 6216 MT of rough castings during the year ended 31.03.2016 as against 6415 MT during the preceding year and sold 6090 MT of rough & machined castings during the year ended 31.03.2016 as against 6193 MT during the preceding year.

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## **LAMINA FOUNDRIES LIMITED**

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The Company has recorded a sales turnover of Rs 49.04 crores for the year ended 31.03.2016 as against Rs. 49.52 crores for the previous year ended 31.03.2015. The Company has suffered a loss of Rs. 25.67 lacs (before tax) for the year ended 31-03-2016 as against a loss of Rs. 119.93 lacs (before tax) for preceding year. The Company could reduce the loss for the year ended 31-03-2016 due to a substantial reduction in the cost of production as a result of economy in the materials procured and other associated direct costs.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / ON INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

Your Company maintains a cordial relationship with its workforce.

The number of employees as on 31-03-2016 was 349.

### **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

Your Company has identified its activities under business and geographical segments and accordingly, disclosure was made against Sl. No. 1.4 of the Notes forming part of Financial Statements.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF .....<sup>ST</sup> MARCH, 2016 AND 26<sup>TH</sup> AUGUST 2016 (DATE OF THE REPORT)**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (31st March 2016) and the date of the Report (26th August 2016).

### **PRESENT STATE OF AFFAIRS AND FUTURE OUTLOOK**

The Company's average monthly production has been 570 tons and average monthly sales, 510 tons during the 4 months' period of the current financial year 2016-17.

The production and sales are expected to further pick up during the rest of the period on account of successful implementation of the Technology Upgradation Project involving the installation and commissioning of High Pressure Moulding (HPM) line and 2 nos. of VTL machines at a total cost of Rs. 1100 lacs, out of which Rs. 790 lacs were funded through term loans from Syndicate Bank and the balance through promoters contribution and internal generations.

Additionally, the company is also in the process of installing and commissioning of Sand Mixer with online controlling system at a cost of Rs. 160 lacs. With this, the Company is envisaging an improvement in the quality and finish of the castings and also in running moulding line at its optimal capacity. This, coupled with increase in the production and sales operations during the rest of the period, is expected to make the Company, achieve better performance both in terms of sales and profit.

## **LAMINA FOUNDRIES LIMITED**

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### **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby stated that-

a. in the preparation of annual accounts for the financial year ended 31st March 2016, the applicable Accounting Standards had been followed and that there were no material departures.

b. the directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;

c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. that the directors had prepared the accounts for the financial year ended 31st March 2016 on a going concern basis;

e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. 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.

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that, all the transactions are properly authorised and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to. The Company has an established internal financial control framework including internal controls over financial reporting. The framework is reviewed regularly by the management. Based on the periodical testing, the framework is strengthened from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

### **RISK MANAGEMENT POLICY**

Risk management policy of the Company formalizes the Company's approach to overview and manage material business risks. Risks and effectiveness of their management are internally reviewed. The policy is implemented through identifying, assessing, monitoring and managing key risks. The Board is satisfied that, there are adequate systems and procedures in place to identify, assess, monitor and manage risks.

### **PUBLIC DEPOSITS**

The Company has not accepted any deposits from the public during the year ended 31st March 2016 within the meaning of the provisions of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

### **LOANS / GUARANTEES / INVESTMENT MADE**

There were no loans / guarantees / investment made by the Company during the year ended 31-03-2016 under the provisions of Section 186 of the Companies Act, 2013.

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## **LAMINA FOUNDRIES LIMITED**

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### **RELATED PARTY TRANSACTIONS**

The Board had passed a resolution on 29-07-2014 to the effect that. all transactions of the Company with the Related Parties were in the ordinary course of Business and constitute "armslength" transactions only, thereby making the provisions of section 188(1) of the Companies Act, 2014 inapplicable to such transactions of the Company.

Hence, all transactions entered by the Company with the related parties during the year ended 31-03-2016 were in the ordinary course of business and on "armslength" basis only and hence outside the purview of Section 188(1) of Companies Act, 2013.

### **VIGIL MECHANISM**

Establishment of a Vigil Mechanism is not applicable for the company, as it does not satisfy the eligibility criteria stipulated under Sec. 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

### **BOARD MEETINGS**

During the year ended 31-03-2016, four meetings of the Board of Directors were held.

### **ANNUAL RETURN**

Extract of the Annual Return as on 31-03-2016 is attached as Annexure to this report, in terms of the requirement of Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014.

### **PARTICULARS OF THE EMPLOYEES AND REMUNERATION**

Being an Unlisted Company, the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to employees remuneration and other details are not applicable to the Company.

Hence, no information is furnished in this regard.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sri Vishal Hegde (DIN ; 00043245), Sri B. S. Baliga (DIN : 00043194) and Sri M. Rajendra (DIN : 000136307) retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Capt. N. P. Hegde, IN (Retd.) ceased to be a Director w.e.f. 18-12-2015. The Board, during the meeting held on 18-12-2015, accepted his resignation and conveyed its appreciation for the services rendered by him during his tenure as Director.

At the Board Meeting of the Company on 29th July, 2014, while the Board recognised Mr. Gopalkrishna Shenoy, Managing Director and Smt. Shantheri Baliga, Company Secretary, as wholtime Key Managerial Personnel, the Board appointed Sri D. Chandramouleeswaran as Chief Financial Officer, to be one of the wholtime Key Managerial Personnel, so as to comply with the provisions of Sec. 203(1) of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

### **AUDITORS**

The Auditor, Mr. P. Venugopal, Chartered Accountant was appointed with the approval of the Members at the 34th Annual General Meeting till the conclusion of the 38th Annual General Meeting. The Board, in terms of Section 139 of the Companies Act, 2013, has recommended for the ratification of the appointment of Mr. P. Venugopal by the members, from the conclusion of the ensuing Annual General Meeting till the conclusion of the 36th Annual General Meeting.

The Auditor's report does not contain any qualification, reservation or adverse remark.

## **LAMINA FOUNDRIES LIMITED**

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### **COST RECORDS / COST AUDIT**

As the overall turnover of the Company from all its products specified in the Table (B) under the substituted Rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014, did not exceed the limit mentioned therein during the immediately preceded F.Y. 2014-15, maintenance of Cost Records and the consequent applicability of the Cost Audit were not applicable for the F.Y. 2015-16, pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the substituted Rules 3 and 4 of the Companies (Cost Records and Audit) Amendment Rules, 2014.

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

The provisions Section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to conservation of Energy and Technology absorption are not applicable to the Company.

The Foreign Exchange inflows were Rs. 1700.64 lacs and outflows were Rs. 177.03 lacs during the year ended 31.03.2016.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of section 135 of the Companies Act, 2013 on Corporate Social Responsibility (CSR) are not applicable to the Company, as the Company does not satisfy the eligibility criteria stipulated u/s 135(1) of the Companies Act, 2013.

### **SECRETARIAL AUDIT REPORT**

The requirement of secretarial audit report in pursuance of Sec. 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company, as the company became an unlisted company and also does not satisfy the eligibility conditions stipulated in the said Rule.

### **APPLICABILITY OF THE SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985 (SICA, 1985)**

The Company continued to be potentially sick as on 31-03-2016, pursuant to the provisions of section 23 of the SICA, 1985, according to which, the accumulated losses of the Company as on 31-03-2016 had resulted in erosion of 50% or more of its peak net worth during the immediately preceding four financial years.

### **ACKNOWLEDGEMENT**

Your Directors place on record their appreciation for the co-operation and support extended by the bankers of the company and the Government agencies and the valued customers and suppliers, besides the shareholders. Your Directors also express their appreciation of the support given and contributions made by the employees during the year.

**FOR AND BEHALF OF THE BOARD**

Place : MANGALORE  
Date : 26-08-2016

**N. V. HEGDE**  
*Chairman*

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2016**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management & Administration) Rules, 2014**

**1. REGISTRATION & OTHER DETAILS :**

1.	CIN	U85110KA1981PLC004151
2.	Registration Date	19 / 03 / 1981
3.	Name of the Company	LAMINA FOUNDRIES LTD.
4.	Category / Sub-category of the Company	PUBLIC LIMITED COMPANY
5.	Address of the Regd. office & contact details	NITTE VILLAGE, KARKALA TALUK, UDUPI DIST. KARNATAKA, 574110
6.	Whether listed company	UNLISTED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Karvy Computershare Private Limited Karvy RIS Building, 17-24, Vittalrao Nagar Madhapur, Hyderabad 500 081 Phone No. : +91 040 67161500/67161585</b>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** ( All the business activities contributing to 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Industrial Castings	24319	100%
2	-	-	-
3	-	-	-

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

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Lamina Suspension Products Ltd.	U27109KA1975PLC002910	HOLDING COMPANY	55.12	2 (87) (ii)

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

Category-Wise Shareholding

Category of Shareholders	No. of Shares held at the beginning the year (As on 31 March 2015)				No. of Shares held at the end of the year (As on 31 March 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual / HUG	-	147413	147413	4.85	-	147413	147413	4.85	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	79100	1596604	1675704	55.12	79100	1578204	1675704	55.12	-
e) Banks / F1	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	79100	1744017	<b>1823117</b>	<b>59.97</b>	79100	1744017	<b>1823117</b>	<b>59.97</b>	-
	-	-	-	-	-	-	-	-	-
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual funds									
b) Banks / F1	-	100	100	-	-	100	100	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1) :-</b>	-	100	100	-	-	100	100	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 March 2015)				No. of Shares held at the end of the year (As on 31 March 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non - Institutions</b>									
a) Bodies Corp.									
i) Indian	56000	211850	267850	8.81	56000	211850	267850	8.81	
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	124420	567613	692033	22.76	124420	567613	692033	22.76	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	65825	190725	256550	8.44	65825	190725	256550	8.44	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	350		350	0.01	350		350	0.01	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-DR	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	246595	970188	1216783	40.03	246595	970188	1216783	40.03	-
Total Public Shareholding (B) = (B)(1) + (B) (2)	246595	970288	1216883	40.03	246595	970288	1216883	40.03	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	325695	2714305	3040000	100	325695	2714305	3040000	100	-

**(B) Shareholding of Promoter -**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during the year
		No. of Shares	% of total Shares of the company	Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	Shares Pledged / encumbered to total shares	
1.	Lamina Suspencion Products Ltd	1675704	55.12	500000	1675704	55.12	500000	-
2.	Mr. N V Hegde	49677	1.63	-	49677	1.63	-	-
3.	Mr. T R Shenoy	50300	1.65	-	50300	1.65	-	-
4.	Mr G P Adyanthaya	47436	1.56	-	47436	1.56	-	-
5.	-	-	-	-	-	-	-	-
6.	-	-	-	-	-	-	-	-
7.	-	-	-	-	-	-	-	-
8.	-	-	-	-	-	-	-	-
9.	-	-	-	-	-	-	-	-
10.	-	-	-	-	-	-	-	-
11.	-	-	-	-	-	-	-	-
12.	-	-	-	-	-	-	-	-
13.	-	-	-	-	-	-	-	-

**(C) Change in Promoter's Shareholding (please specify, if there is no change) : No change**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.) :	-	-	-	-
	At the end of the year				



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

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	SOUTHERN INDIA DEPOSITORY SERVICES				
	At the beginning of the year	119000	3.91	119000	3.91
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.) :	-	-	-	-
	At the end of the year	119000	3.91	119000	3.91
SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	JALCO FINANCIAL SERVICES P. LTD.				
	At the beginning of the year	50000	1.64	50000	1.64
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.) :	-	-	-	-
	At the end of the year	50000	1.64	50000	1.64
SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	INDRA PREMMENON				
	At the beginning of the year	36000	1.18	36000	1.18
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.) :	-	-	-	-
	At the end of the year	36000	1.18	36000	1.18

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	SUNDARI SURI				
	At the beginning of the year	33900	1.12	33900	1.12
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	33900	1.12	33900	1.12

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	SUJATHA V. HEGDE				
	At the beginning of the year	32725	1.08	32725	1.08
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	32725	1.08	32725	1.08

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Aarti Bhatia, Suresh Bhatia				
	At the beginning of the year	30000	0.99	30000	0.99
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	30000	0.99	30000	0.99

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	MADHU BHATIA, SURESH BHATIA				
	At the beginning of the year	27500	0.90	27500	0.90
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	27500	0.90	27500	0.90

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	H. N. SRIDHAR				
	At the beginning of the year	22500	0.74	22500	0.74
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	22500	0.74	22500	0.74

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	SUBHLABH TRADERS PVT. LTD.				
	At the beginning of the year	20000	0.66	20000	0.66
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	20000	0.66	20000	0.66

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10.	SUNITI TRADING AND INVESTMENT				
	At the beginning of the year	20000	0.66	20000	0.66
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	20000	0.66	20000	0.66

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

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. N. V. HEGDE				
	At the beginning of the year	49677	1.63	49677	1.63
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	49677	1.63	49677	1.63

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Mr. T. R. SHENOY				
	At the beginning of the year	50300	1.65	50300	1.65
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	50300	1.65	50300	1.65

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Mr. G. P. ADYANTHAYA				
	At the beginning of the year	47436	1.56	47436	1.56
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	47436	1.56	47436	1.56

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	Mr. GOPALKRISHNA SHENOY				
	At the beginning of the year	3017	0.10	3017	0.10
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	3017	0.10	3017	0.10

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	Mr. B. S. Baliga				
	At the beginning of the year	150	0.00	150	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	150	0.00	150	0.00

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Mr.J. SURENDRA REDDY				
	At the beginning of the year	1000	0.03	1000	0.03
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):				
	At the end of the year	1000	0.03	1000	0.03

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Mr. M. RAGHAVA				
		3010	0.10	3010	0.10
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):				
	At the end of the year	3010	0.10	3010	0.10

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	Mr. D. CHANDRAMOULEESWARAN				
	At the beginning of the year	200	0.00	200	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	200	0.00	200	0.00

**V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding / accrued but not due for payment** **(Fig. in Rs.)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	161280683	103243792	54961000	319485475
ii) Interest due but not paid				
iii) Interest accrued but not due	107815			107815
<b>Total (i + ii + iii)</b>	<b>161388498</b>	103243792	54961000	<b>319593290</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	25682638	24883332	4500000	55065970
* Reduction	5584525	740651		6325176
<b>Net Change</b>	20098113	24142681	4500000	48740794
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	181486611	127386473	59461000	368334084
ii) Interest due but not paid	388096	-	-	388096
iii) Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	181874707	127386473	59461000	368722180

**VI. Remuneration of Directors and Key Managerial Personnel -**

**A. Remuneration of Managing Director, Whole-time Directors and / or Manager : (Fig. in Rs.)**

SN.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
		Gopalkrishna Shenoy	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	1456120	1456120
	(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	12000	12000
	<b>Total (A)</b>	1468120	1468120
	Ceiling as per the Act		

**B. Remuneration to other directors****(Fig. in Rs.)**

S N	Particulars of Remuneration	Name of Directors					Total Amount	
		Dr N. K. Thingalaya	M. Raghava	J. Surendra	J. M. Nagaraj			
1.	Independent Directors (4)							
	Fee for attending board committee meeting	16000	12000	12000	16000		56000	
	Commission	-	-	-	-			
	Others, please specify	-	-	-	-		-	
	Total (1)							
2.	Other Non - Executive Directors (7)	NV Hegde	TR Shenoy	GP Adyan-thaya	Vishal Hegde	M Rajendra	BS Baliga	
	Fee for attending board committee meetings	16000	16000	12000	12000	16000	16000	88000
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	88000
	Total (B) = (1 + 2)	-	-	-	-	-	-	144000
	Total Managerial Remuneration	-	-	-	-	-	-	1612120
	Overall Ceiling as per the Act	-	-	-	-	-	-	-

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WT****(Fig. in Rs.)**

SN.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	398672	749866	1148538
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	97386	97386
	(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	398672	847252	1245924



**VII. Penalties / Punishment / Compounding of Offences : NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / compounding fees imposed	Authority (RD / NCLT/ Court )	Appeal made, If any (give Details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers in Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By and on behalf of the Board

**N. V. Hegde**  
Director

**Gopalkrishna Shenoy**  
Managing Director

# **LAMINA FOUNDRIES LIMITED**

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## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBERS OF LAMINA FOUNDRIES LIMITED**

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

I have audited the accompanying financial statements of LAMINA FOUNDRIES LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss, the Cash Flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

#### **Management's responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 misstatements, whether due to fraud or error.

#### **Auditors' Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit.

I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under Section 143 (11) of the Act.

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

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## **LAMINA FOUNDRIES LIMITED**

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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 judgement, 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. 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

### **Opinion**

In my opinion and to the best of my information and according to the explanations given to me, 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 March 31, 2016 and its loss and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditors Report) Order, 2016 ("the Order") issued by the Central Government of India, in terms of sub-section (11) of section 143 of the Act, I give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to my comments in the annexure, as required by Section 143(3) of the Act, I report that:
  - (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit;
  - (b) in my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;

## **LAMINA FOUNDRIES LIMITED**

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- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in 'Annexure - B'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me :
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

Place : MANGALORE

Date : 26-08-2016

**P. Venugopal**

Chartered Accountant

Membership No. 20119

## **LAMINA FOUNDRIES LIMITED**

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### **'ANNEXURE - A' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph (1) under 'Report on the legal and regulatory requirements' of my report of even date)**

In terms of the information and explanations sought by me and given by the company and the books and records examined by me in the normal course of audit and to the best of my knowledge and belief, I report the following :

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The fixed assets of the Company have been physically verified by the Management during the year which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.  
(c) The title deeds of all the immovable properties of the Company shown under Fixed Assets schedule are held in the name of Company.
2. The inventories have been physically verified by the Management at reasonable intervals during the year. In my opinion, the frequency of such verification is reasonable and no discrepancies were noticed at the time of verification.
3. The Company has not granted loans, secured or unsecured to companies, firms, LLP's or other parties covered in register maintained under section 189 of the Act.
4. The Company has not made any investments or given any loans / guarantees to which the provisions of section 185 and 186 of the Act apply.
5. According to information and explanation given to me, the company has not accepted any deposits from the public during the year. There are no unclaimed deposits to which the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 are applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
7. (a) According to the records of the Company and information and explanations given to me, the Company is generally regular in depositing undisputed statutory dues including Provident fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Cess and other applicable statutory dues with the appropriate authorities during the period. There were no undisputed amounts payable in respect of the aforesaid statutory dues in arrears as at March 31, 2016, for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to me and records of the Company examined by me, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Excise, Duty of Customs, Value Added Tax and Cess which have been deposited on account of any dispute with the relevant authorities.

## **LAMINA FOUNDRIES LIMITED**

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8. Based on the records examined by me and according to the information and explanations given to me, the Company has not defaulted in repayment of loans or borrowings to banks and financial institutions.
9. In my opinion, and according to the information and explanations given to me, term loans have been applied by the Company during the year for the purpose for which they were raised. The Company has not raised any moneys by way of Initial Public Offer/Further Public Offer (including debt instruments) during the year.
10. According to the information and explanations given to me, I report that no fraud by the company and no fraud on the company by its officers / employees has been noticed or reported during the course of my audit.
11. According to the information and explanations given to me and based on my examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by section 197 read with Schedule V to the Act.
12. In my opinion and according to the information and explanation given to me, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the act and the details thereof have been disclosed in the Financial Statements as required by the Accounting Standards and the Act. Further, in my opinion, the provisions of section 177 of the Act are not applicable to the Company.
14. According to information and explanations given to me and based on my examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as stipulated under section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is therefore not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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Place : MANGALORE

Date : 26-08-2016

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## **LAMINA FOUNDRIES LIMITED**

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

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

I have audited the internal financial controls over financial reporting of LAMINA FOUNDRIES LIMITED ("the company") as of March 31, 2016 in conjunction with my audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal

## **LAMINA FOUNDRIES LIMITED**

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financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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



## **LAMINA FOUNDRIES LIMITED**

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### **Opinion**

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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Place : MANGALORE

Date : 26-08-2016

## LAMINA FOUNDRIES LIMITED

### BALANCE SHEET AS AT 31ST MARCH 2016

PARTICULARS	Note No.	As at 31st March 2016	As at 31st March 2015
<b>I. EQUITY AND LIABILITIES</b>		<b>Rs.</b>	<b>Rs.</b>
<b>1. Shareholder's funds</b>			
(a) Share Capital	2	3,04,00,000	3,04,00,000
(b) Reserves and Surplus	3	<u>(2,28,87,709)</u>	<u>(1,99,23,194)</u>
		<u>75,12,291</u>	<u>1,04,76,806</u>
<b>2. Non-current liabilities</b>			
Long-term borrowings	4	<u>17,73,23,525</u>	<u>15,81,90,800</u>
		<u>17,73,23,525</u>	<u>15,81,90,800</u>
<b>3. Current liabilities</b>			
(a) Short-term borrowings	5	17,52,27,578	15,82,94,277
(b) Trade payables	6	3,46,06,411	5,84,16,516
(c) Other current liabilities	7	<u>6,90,15,399</u>	<u>4,36,44,812</u>
		<u>27,88,49,388</u>	<u>26,03,55,605</u>
	TOTAL	<u>46,36,85,204</u>	<u>42,90,23,212</u>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
Tangible assets	8	11,25,62,670	10,94,50,019
(b) Capital Work-in-Progress	9	10,50,27,101	6,10,02,598
(b) Deferred tax assets (net)	10	<u>(6,36,929)</u>	<u>(2,39,429)</u>
(c) Long-term loans and advances	11	<u>1,21,13,840</u>	<u>1,23,60,240</u>
		<u>22,90,66,682</u>	<u>18,25,73,428</u>
<b>2. Current assets</b>			
(a) Inventories	12	15,77,20,823	15,18,55,933
(b) Trade receivables	13	5,22,08,306	6,00,10,985
(c) Cash and cash equivalents	14	1,31,64,872	1,34,71,323
(d) Short-term loans and advances	15	<u>1,15,24,521</u>	<u>2,11,11,543</u>
		<u>23,46,18,522</u>	<u>24,64,49,784</u>
	TOTAL	<u>46,36,85,204</u>	<u>42,90,23,212</u>
<b>III. NOTES FORMING PART OF FINANCIAL STATEMENTS</b>		1-31	

For and on behalf of the Board of Directors

In terms of my report attached

**N. V. Hegde**  
Chairman

**Gopalkrishna Shenoy**  
Managing Director

**P. Venugopal**  
Chartered Accountant  
Membership No. 20119

**D. Chandramouleeswaran**  
Chief Financial Officer

**Shantheri Baliga**  
Company Secretary

Place : MANGALORE  
Date : 26-08-2016

## LAMINA FOUNDRIES LIMITED

### PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	Note No.	For the year ended 31st March 2016	For the year ended 31st March 2015
		Rs.	Rs.
<b>I. Revenue from operations</b>	16	49,68,88,249	50,14,28,689
Less : Excise Duty		<u>3,64,38,086</u>	<u>4,03,84,674</u>
		46,04,50,163	46,10,44,015
<b>II. Other Income</b>	17	<u>43,83,245</u>	<u>23,55,203</u>
<b>III. Total Reveune</b>	(I + II)	<u>46,48,33,408</u>	<u>46,33,99,218</u>
<b>IV. Expenses :</b>			
a) Cost of materials consumed	18	15,98,42,956	20,72,83,668
b) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(45,16,298)	(2,20,19,247)
c) Employee benefit expense	20	7,24,57,035	6,37,29,393
d) Finance costs	21	3,85,50,742	3,55,83,075
e) Depreciation and amortization expense	8	1,27,20,637	1,19,74,362
f) Other expenses	22	<u>18,83,45,351</u>	<u>17,88,40,730</u>
<b>Total Expenses</b>		<u>46,74,00,423</u>	<u>47,53,91,981</u>
<b>V. Profit before exceptional and extraordinary items and tax</b>	(III - IV)	(25,67,015)	(1,19,92,763)
<b>VI. Profit before extraordinary items and tax</b>		<u>(25,67,015)</u>	<u>(1,19,92,763)</u>
<b>VII. Profit before tax</b>		(25,67,015)	(1,19,92,763)
<b>VIII. Tax expense :</b>			
(1) Current tax		-	-
(2) Deferred tax	23	<u>3,97,500</u>	<u>6,21,770</u>
<b>IX. Profit/(Loss) for the period from continuing operations</b>	(VII - VIII)	(29,64,515)	(1,26,14,533)
<b>X. Profit/(Loss) for the period</b>		(29,64,515)	(1,26,14,533)
<b>XI. Earning per equity share :</b>			
(1) Basic		-	-
(2) Diluted		-	-
<b>XII. NOTES FORMING PART OF FINANCIAL STATEMENTS</b>			

For and on behalf of the Board of Directors

In terms of my report attached

**N. V. Hegde**  
Chairman

**Gopalkrishna Shenoy**  
Managing Director

**P. Venugopal**  
Chartered Accountant  
Membership No. 20119

**D. Chandramouleswaran**  
Chief Financial Officer

**Shantheri Baliga**  
Company Secretary

Place : MANGALORE  
Date : 26-08-2016

## LAMINA FOUNDRIES LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

	2015-16 Rs.	2014-15 Rs.
<b>A. Cash Flow from operating Activities</b>		
Net Profit before tax and ordinary items	3,37,91,032	2,35,90,312
Adjustments for :		
Profit on Sale of Assets	22,11,075	-
Depreciation	1,27,20,637	1,19,74,362
Operating profit before working capital changes	4,87,22,743	3,55,64,674
Adjustments for :		
Trade and Other receivables	1,76,36,103	2,14,11,126
Inventories	(58,64,891)	(2,56,08,145)
Trade payables	(1,16,10,198)	5,01,493
	1,61,014	(36,95,526)
Cash Generated from operations	4,88,83,757	3,18,69,147
Interest paid	3,85,50,742	3,55,83,075
Cash flow before extraordinary items	1,03,33,016	(37,13,926)
Net cash from operating activities	1,03,33,016	(37,13,926)
<b>B. Cash flow from investing activities</b>		
Purchase of Fixed assets	(5,98,57,790)	(7,75,06,247)
Sale of fixed assets	-	-
	(5,98,57,790)	(7,75,06,247)
<b>C. Cash flow from financing activities</b>		
Working capital borrowings	3,34,15,983	6,66,90,346
Repayment of term loans	1,58,20,720	1,74,20,473
Tax Paid	(18,380)	-
Net cash used in financing activities	49,218,323	8,41,10,819
Net increase in cash and cash equivalents	(3,06,451)	28,90,646
Opening Balance of cash & cash equivalents	1,34,71,323	1,05,80,677
Closing Balance of cash & cash equivalents	1,31,64,872	1,34,71,323

This is the Cash Flow Statement referred to my report of even date.

**N. V. Hegde**  
Chairman

**Gopalkrishna Shenoy**  
Managing Director

**P. Venugopal**  
Chartered Accountant  
Membership No. 20119

**D. Chandramouleeswaran**  
Chief Financial Officer

**Shantheri Baliga**  
Company Secretary

Place : MANGALORE  
Date : 26-08-2016

# LAMINA FOUNDRIES LIMITED

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## NOTES FORMING PART OF FINANCIAL STATEMENTS

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### NOTE 1

#### 1.1 Significant Accounting Policies :

(a) Basis Preparation :

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention, unless otherwise specifically stated.

(b) Classification of Assets and Liabilities :

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

(c) Fixed Assets :

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation / amortization and impairment, if any.

Cost represents all expenses directly attributable to bringing the asset to its working condition for its expected use. Cost of fixed assets is net of eligible credits under CENVAT/VAT Scheme.

Tangible Fixed Assets, that are not ready for their intended use, are carried at costs comprising of direct costs and other attributable expenses and reflected under capital work-in-progress.

(d) Depreciation :

(a) The depreciation on tangible fixed assets is charged over their estimated useful lives on straight line method in accordance with Part A

## **LAMINA FOUNDRIES LIMITED**

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and Part C of the Schedule II to the Companies Act, 2013.

(b) On tangible fixed assets added / disposed of during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.

(e) Sales :

Sales include excise duty collected from the customers through the invoices and the excise duty paid on the despatches covered by the invoices are shown as deduction from the "Revenue from operations" in the profit and loss statement.

(f) Debtors :

Debtors are stated net of Bills Discounted.

(g) Foreign Exchange Transaction :

All payments made in foreign currency are translated into rupees at the rates debited by bank and all receipts, at the rates credited by the bank.

(h) Retirement benefits :

Retirement benefits are provided for by payments to Gratuity and Provident Fund. The Gratuity Liability is determined on the basis of actuarial valuation furnished by Life Insurance Corporation of India under Group Gratuity Scheme.

(i) Deferred Tax :

Deferred tax is recognised on all timing differences, subject to consideration of prudence in respect of deferred tax asset.

1.2 Confirmations of balances were not received from the parties under security and other deposits and from debtors and creditors.

1.3 In the opinion of the management, Current Assets, Loans and Advances are approximately of the value stated in the Balance Sheet on a going concern basis.

1.4 Segment Reporting :

The management has identified the business segment as the Primary Segment and the geographical segment as the Secondary Segment.

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## LAMINA FOUNDRIES LIMITED

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a) Primary Segment : Business

The management is of the opinion that there are no separate reportable business segments as per Accounting Standards (AS)-17, as the entire operation of the company relates to one reportable segment comprising of manufacture of Iron Castings. Hence, the company's business segment represents single business segment, which does not include products with significantly differing risks and returns.

b) Secondary Segment : Geographical

Segment revenue by geographical based location of customers:

Domestic (Rs. in lacs)		Export (Rs. in lacs)		Total (Rs. in lacs)	
<b>2015-16</b>	2014-15	<b>2015-16</b>	2014-15	<b>2015-16</b>	2014-15
<b>3203.53</b>	3619.27	<b>1700.64</b>	1332.80	<b>4904.17</b>	4952.07

c) The company's operating facilities are located in India.

## LAMINA FOUNDRIES LIMITED

### NOTE 2

Share capital	As at 31st March 2016	As at 31st March 2015
	Rs.	Rs.
Authorised Share Capital :		
48,00,000 Equity shares of Rs.10/- each	4,80,00,000	4,80,00,000
20,000 13.5% Redeemable Cumulative Preference Shares of Rs 100/- each	20,00,000	20,00,000
	5,00,00,000	5,00,00,000
Issued, Subscribed and fully paid up :		
30,40,000 Equity Shares of Rs 10/- each (Of the above, 16,75,704 equity shares are held by the holding company, M/s Lamina Suspension Products Ltd)	3,04,00,000	3,04,00,000
<b>Ordinary Shares of Rs. 10 each :</b>		
- In respect of every Ordinary share (whether fully paid or partly paid), voting right shall be in same proportion, as the capital paid upon such ordinary share, bears to the total paid up ordinary capital of the company.		
- In the event of liquidation, the shareholders of ordinary shares are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their share holdings.		
<b>Information regarding issue of shares in the last five years.</b>		
(a) Company has not issued any shares without payment being received.		
(b) The Company has not issued any bonus shares.		
(c) The Company has not undertaken any buy- -back shares.	3,04,00,000	3,04,00,000
<b>Share holders holding more than 5% of the total share capital</b>		
<b>Name of Share -</b>	<b>No. of Shares</b>	<b>% of</b>
<b>- holder</b>	<b>held</b>	<b>Holding</b>
Lamina Suspension Products Ltd. -	16,75,704	55.12
		Holding Company



## LAMINA FOUNDRIES LIMITED

### NOTE 3

<b>Reserves and surplus</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Capital reserve</b>		
Capital Subsidy from Govt. of Karnataka	30,00,000	30,00,000
Forfeited shares	22,966	22,966
<b>Capital Redemption Reserve</b>		
Balance as per last Balance Sheet	10,00,000	10,00,000
<b>General Reserve</b>		
Balance as per last Balance Sheet	22,79,990	25,14,085
Less : Carrying amount (Net of Residual Value) of Assets with Nil remaining useful life as on 01-04-2014	- 22,79,990	2,34,095 22,79,990
<b>Profit &amp; Loss Account</b>		
Balance as per last Balance Sheet	(2,62,26,150)	(1,36,11,617)
Add: Current year profit/(Loss)	(29,64,515) <u>(2,91,90,665)</u>	(1,26,14,533) <u>(2,62,26,150)</u>
	<u><u>(2,28,87,709)</u></u>	<u><u>(1,99,23,194)</u></u>

### NOTE 4

<b>Long term borrowings</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Secured</b>		
(i) Term loans from Scheduled Banks	5,95,17,547	5,76,41,629
(ii) H.P. Finance - Vehicle Loan from Syndicate Bank	-	3,05,675
<b>Unsecured Loans and advances from</b>		
(i) Related Parties	10,03,05,978	8,47,43,496
(ii) Others	1,75,00,000	1,55,00,000
	<u><u>17,73,23,525</u></u>	<u><u>15,81,90,800</u></u>

#### a) Secured term Loans

Term loans of Rs. 790 lacs availed from Syndicate Bank for acquisition of plant & machineries for Technology Upgradation Programme, are secured by an exclusive charge on the said fixed assets and are further secured by second charge on all the current assets and fixed assets of the company. The term loans are additionally secured by the personal guarantees of the three Promoter Directors.

b) The repayment terms of the term loans are monthly as per the terms stipulated by the bank.

## LAMINA FOUNDRIES LIMITED

### NOTE 5

<b>Short term borrowings</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Secured</b>		
Loans repayable on demand		
- From Scheduled banks	<b>10,61,86,083</b>	10,10,73,633
<b>Unsecured</b>		
(a) Loans repayable on demand		
- From Scheduled banks	<b>95,80,495</b>	22,59,644
(b) Deposits from Promoter Directors	<b>5,94,61,000</b>	5,49,61,000
	<b><u>17,52,27,578</u></b>	<b><u>15,82,94,277</u></b>

Note : Secured Loans

Loans mentioned above are secured by the hypothecation of Stock-in-trade, book debts and also by a pari passu 1st charge on the Fixed assets of the company & further secured by the personal guarantees of the three Promoter Directors for Rs. 10,61,86,083

### NOTE 6

<b>Trade Payables</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Sundry Creditors for Raw materials	<b>3,46,06,411</b>	5,84,16,516
	<b><u>3,46,06,411</u></b>	<b><u>5,84,16,516</u></b>

### NOTE 7

<b>Other current liabilities</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Current maturities of long-term debt	<b>1,61,71,077</b>	30,00,397
Liabilities for Expenses	<b>4,60,09,878</b>	3,35,79,872
Other Payables	<b>68,34,444</b>	70,64,543
	<b><u>6,90,15,399</u></b>	<b><u>4,36,44,812</u></b>

## LAMINA FOUNDRIES LIMITED

### NOTE 8

#### Fixed Assets

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 1st April 2015 Rupees	Additions during the year Rupees	Deductions during the year Rupees	As at 31st March 2016 Rupees	upto 31st March 2015 Rupees	For the year Rupees	On Deductions Rupees	upto at 31st March 2016 Rupees	Transfer to Reserve	As at 31st March 2016 Rupees	As at 31st March 2015 Rupees
<b>TANGIBLE</b>											
<b>FIXED ASSETS</b>											
LAND	21,04,706	-	-	21,04,706	-	-	-	-	-	21,04,706	21,04,706
BUILDINGS	2,96,94,981	6,44,520	-	3,03,39,501	1,49,99,720	11,64,543	-	1,61,64,263	-	1,41,75,239	1,46,95,262
PLANT AND EQUIPMENT	23,45,78,100	1,50,70,438	21,60,388	24,74,88,150	14,45,40,222	1,09,98,722	21,60,388	15,33,78,556	-	9,41,09,595	9,00,37,878
VEHICLES	44,10,873	-	-	44,10,873	21,44,911	4,98,376	-	26,43,287	-	17,67,586	22,65,962
FURNITURE & FIXTURES	17,52,044	1,18,329	14,927	18,55,446	14,05,833	58,996	14,927	14,49902	-	4,05,544	3,46,211
<b>TOTAL</b>	<b>27,25,40,704</b>	<b>1,58,33,287</b>	<b>21,75,315</b>	<b>28,61,98,676</b>	<b>16,30,90,686</b>	<b>1,27,20,637</b>	<b>21,75,315</b>	<b>17,36,36,007</b>	<b>-</b>	<b>11,25,62,670</b>	<b>10,94,50,019</b>
PREVIOUS YEAR	25,60,37,055	1,65,03,649	-	27,25,40,704	15,08,82,229	1,19,74,362	-	16,28,56,591	2,34,095	10,94,50,019	10,51,54,826
<b>NOTE 9</b>											
Capital Work in-Progress	6,10,02,598	4,40,24,503	-	10,50,27,101	-	-	-	-	-	10,50,27,101	6,10,02,598

## LAMINA FOUNDRIES LIMITED

### NOTE 10

<b>Deferred Tax Assets (Net)</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Deferred tax asset	98,32,719	- 1,02,30,219
Less : Deferred tax liability	<u>1,04,69,648</u>	<u>1,04,69,648</u> <u>(2,39,429)</u>

### NOTE 11

<b>Long term Loans &amp; Advances</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Security Deposit		
- With Mescom	1,09,33,040	1,09,33,040
- Other Deposits	<u>11,80,800</u>	<u>14,27,200</u>
	<b><u>1,21,13,840</u></b>	<b><u>1,23,60,240</u></b>

### NOTE 12

<b>Inventories</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Raw Materials	<b>65,54,410</b>	67,72,439
Work-in-Progress	<b>13,06,08,305</b>	12,57,15,586
Finished Goods	<b>27,73,775</b>	31,50,196
Stores & Spares	<b>1,76,41,948</b>	1,53,04,153
Other Items		
Oils & Lubricants	1,37,935	2,22,759
Building Materials	4,450	-
Coke	-	6,90,800
	<u>1,42,385</u>	<u>9,13,559</u>
	<b><u>15,77,20,823</u></b>	<b><u>15,18,55,933</u></b>

#### Valuation of Inventories

- i) Raw materials, Stores & Spares are valued of cost, on average value basis
- ii) Work-in-Progress is valued at lower of cost, which includes material, labour & overheads or net realisable value.
- iii) Finished goods are valued at lower of cost, which includes material, labour & overheads or net realisable value.

### NOTE 13

<b>Trade receivables</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Unsecured, considered good		
(a) Outstanding for a period exceeding six months	3,40,088	65,75,222
(b) Others	<u>5,18,68,218</u>	<u>5,34,35,763</u>
	<b><u>5,22,08,306</u></b>	<b><u>6,00,10,985</u></b>

## LAMINA FOUNDRIES LIMITED

### NOTE 14

<b>Cash and cash equivalents</b>	<b>As at 31st March 2016</b>		<b>As at 31st March 2015</b>	
	<b>Rs.</b>		<b>Rs.</b>	
(a) Balances with banks				
In current accounts :-				
Others	49,12,188	<b>49,12,188</b>	29,43,169	29,43,169
(b) In Fixed Deposits with banks				
(i) LC Margin Money	81,86,550		98,10,442	
(ii) FD margin Money	-	<b>81,86,550</b>	4,20,185	1,02,30,627
(c) Cash on hand		<b>66,134</b>		2,97,527
		<b><u>1,31,64,872</u></b>		<b><u>1,34,71,323</u></b>

### NOTE 15

<b>Short term loans and advances</b>	<b>As at 31st March 2016</b>		<b>As at 31st March 2015</b>	
	<b>Rs.</b>		<b>Rs.</b>	
(a) Advances recoverable in cash or in kind or for value to be received (unsecured, considered good)	93,05,211		1,62,43,522	
(b) Export incentive receivable	12,80,810		7,09,515	
(c) Prepaid Expenses	8,63,500		11,26,655	
(d) Payments to suppliers for Capital Goods (unsecured, considered good)	75,000	<b>1,15,24,521</b>	30,31,851	2,11,11,543
		<b><u>1,15,24,521</u></b>		<b><u>2,11,11,543</u></b>

### NOTE 16

<b>Revenue from Operations</b>	<b>Y.E 31st March 2016</b>		<b>Y.E 31st March 2015</b>	
	<b>Rs.</b>		<b>Rs.</b>	
(a) Sales of Products - Unmachined and machined Castings		<b>49,04,17,238</b>		49,52,07,205
(b) Other Operating Income				
(i) Export Incentives	33,70,149		18,91,097	
(ii) Sale of Scrap	1,79,309		6,50,309	
(iii) Pattern Charges Collected	29,21,553	<b>64,71,011</b>	36,80,078	62,21,484
		<b><u>49,68,88,249</u></b>		<b><u>50,14,28,689</u></b>

## LAMINA FOUNDRIES LIMITED

	Rs.	Rs.
<b>NOTE 17</b>	<b>Y.E 31st</b>	<b>Y.E 31st</b>
<b>Other Income</b>	<b>March 2016</b>	<b>March 2015</b>
(a) Interest earned	16,59,825	18,60,160
(b) Misc. Income	<u>27,23,420</u>	<u>4,95,043</u>
	<u><b>43,83,245</b></u>	<u><b>23,55,203</b></u>
<b>NOTE 18</b>	<b>Y.E 31st</b>	<b>Y.E 31st</b>
<b>Cost of Materials Consumed</b>	<b>March 2016</b>	<b>March 2015</b>
Opening Stock	67,72,439	50,24,009
Add : Purchases	<u>15,96,24,927</u>	<u>20,90,32,098</u>
	<u><b>16,63,97,366</b></u>	<u><b>21,40,56,107</b></u>
Less : Closing Stock	<u>65,54,410</u>	<u>67,72,439</u>
	<u><b>15,98,42,956</b></u>	<u><b>20,72,83,668</b></u>
<b>NOTE 19</b>	<b>Y.E 31st</b>	<b>Y.E 31st</b>
<b>Changes in Inventories of finished goods, work-in-progress &amp; Stock-in-trade</b>	<b>March 2016</b>	<b>March 2015</b>
Opening Stock		
Manufactured Goods	31,50,196	31,26,223
Work-in-Progress	<u>12,57,15,586</u>	<u>10,37,20,312</u>
Less : Closing Stock		
Manufactured Goods	27,73,775	31,50,196
Work-in-Progress	<u>13,06,08,305</u>	<u>12,57,15,586</u>
	<u><b>(45,16,298)</b></u>	<u><b>(2,20,19,247)</b></u>
<b>NOTE 20</b>	<b>Y.E 31st</b>	<b>Y.E 31st</b>
<b>Employee Benefit Expense.</b>	<b>March 2016</b>	<b>March 2015</b>
Salaries, Wages & Bonus	5,85,23,078	5,12,64,721
Directors Remuneration	16,17,497	14,04,217
Contribution to Provident Fund, Gratuity & other funds	80,85,705	70,95,745
Staff welfare Expenses	<u>42,30,755</u>	<u>39,64,710</u>
	<u><b>7,24,57,035</b></u>	<u><b>6,37,29,393</b></u>

## LAMINA FOUNDRIES LIMITED

### NOTE 21

<b>Finance Costs</b>	<b>Y.E 31st March 2016</b>	<b>Y.E 31st March 2015</b>
	Rs.	Rs.
(a) Interest on Term Loans	18,492	20,01,697
(b) Other Borrowing Costs		
(i) Bank Interest & Bank Charges	2,49,10,754	2,24,19,802
(ii) Other Interest & Finance Charges	1,36,21,496	1,11,61,576
	<u>3,85,50,742</u>	<u>3,55,83,075</u>

### NOTE 22

<b>Other Expenses</b>	<b>Y.E 31st March 2016</b>	<b>Y.E 31st March 2015</b>
	Rs.	Rs.
Stores & Spares consumed	1,18,91,224	1,23,91,147
Freight Inwards	1,56,23,384	1,58,78,243
Power & Fuel	6,80,54,100	6,74,96,226
Repairs to Machineries	28,65,313	26,94,909
Repairs to Buildings	2,31,945	7,60,901
Other Manufacturing Expenses	4,47,73,926	4,08,14,396
Lease rent on Building	7,12,555	9,29,290
Freight Forwarding & Clearing	3,29,73,011	2,57,65,636
Rates, Taxes & Licence Fees	11,83,207	11,99,358
Advertisements & Sales Promotion	1,69,887	4,34,050
Insurance Premium	11,66,758	8,95,987
<b>Payments to Auditor:</b>		
As Auditor	1,00,000	50,000
For Taxation Matters	60,000	30,000
For Other Services	20,000	46,000
Reimbursement of Expenses	9,500	4,150
Miscellaneous Expenses	1,89,500	1,30,150
	<u>85,10,541</u>	<u>94,50,437</u>
	<u>18,83,45,351</u>	<u>17,88,40,730</u>

## LAMINA FOUNDRIES LIMITED

### NOTE 23

<b>Deferred tax</b>	<b>Y.E 31st March 2016</b>	<b>Y.E 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
Deferred tax expense on Depreciation	<b><u>3,97,500</u></b>	<b><u>6,21,770</u></b>

### NOTE 24

<b>Contingent Liabilities &amp; Commitments</b>	<b>As at 31st March 2016</b>	<b>As at 31st March 2015</b>
	<b>Rs.</b>	<b>Rs.</b>
a) <b>Guarantees</b>		
Inland Letters of Credit	<b>2,10,79,250</b>	4,46,50,644
b) <b>Other money for which the company is contingently liable</b>		
Bills discounted with bank	<b>4,89,70,942</b>	4,13,59,697

### NOTE 25

<b>Raw materials &amp; Components consumed</b>		<b>For the year ended 31st March 2016</b>		<b>For the year ended 31st March 2015</b>	
		<b>Value</b>	<b>%</b>	<b>Value</b>	<b>%</b>
		<b>Rs.</b>		<b>Rs.</b>	
I) a) Pig Iron	Imported	-	-	-	-
	Indigenous	<b>6,07,45,979</b>	100	9,03,73,052	100
	<b>Total</b>	<b>6,07,45,979</b>		9,03,73,052	
b) Iron Scrap	Imported	<b>1,90,58,480</b>	27	-	-
	Indigenous	<b>5,26,21,536</b>	73	8,90,74,124	100
	<b>Total</b>	<b>7,16,80,016</b>		8,90,74,124	
c) Ferro Alloys	Imported	-	-	-	-
	Indigenous	<b>72,21,768</b>	100	88,03,051	100
	<b>Total</b>	<b>72,21,768</b>		88,03,051	
d) Other Raw materials	Imported	-	-	-	-
	Indigenous	<b>2,01,95,192</b>	100	1,90,33,440	100
	<b>Total</b>	<b>2,01,95,192</b>		1,90,33,440	
II Stores, Spares & Components	Imported	<b>98,402</b>	1	55,608	-
	Indigenous	<b>1,17,92,822</b>	99	1,23,35,539	100
<b>Total</b>		<b>1,18,91,224</b>		1,23,91,147	



## LAMINA FOUNDRIES LIMITED

### NOTE 26

#### Related Party Disclosure :

#### a) Name of the related Parties & description of relationship :

i) Lamina Suspension Products Limited :	Holding Company
ii) Lamina International	Associate
iii) General Engineering Services & Industries :	Associate
iv) General Springs :	Associate
v) Mr. N.V. Hegde	Key Managerial Personnel
vi) Mr. T.R. Shenoy	Key Managerial Personnel
vii) Mr. G.P. Adyanthaya	Key Managerial Personnel
viii) Mr. Gopalkrishna Shenoy	Key Managerial Personnel

#### b) i) Transactions with related parties :

**(Figure in Rs.)**

	Holding Company		Associates and Associate Company		Key Managerial Personnel		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Purchase of goods	36,00,526	19,66,977	-	-	-	-	36,00,526	19,66,977
Sales of goods	2,72,86,975	2,22,48,039	3,83,55,341	2,99,52,960	-	-	6,56,42,316	5,22,00,999
Receiving of services	-	-	1,18,24,014	1,28,05,140	16,17,497	14,04,217	1,34,41,511	1,42,09,357
Loans taken	1,20,00,000	-	-	2,00,00,000	45,00,000	2,10,20,000	1,65,00,000	4,10,20,000
Interest	42,58,313	40,44,841	-	-	62,44,071	43,68,255	1,05,02,384	84,13,096
Closing Balance	6,73,39,440	5,33,37,061	1,63,99,307	1,30,38,625	5,94,61,000	5,49,61,000	-	-

## LAMINA FOUNDRIES LIMITED

	Rs. 2015-16	Rs. 2014-15
<b>ii) Remuneration to Key Managerial Personnel :</b>		
Mr. Gopalkrishna Shenoy	16,17,497	14,04,217

### NOTE 27

#### Earnings in Foreign Currency :

Export of Goods on F.O.B. Basis	17,00,63,697	13,32,79,653
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### NOTE 28

#### C.I.F. Value of Imports

- Raw Materials	1,62,72,769	-
- Stores, Spares & Components	98,402	55,608

### NOTE 29

#### Expenditure incurred in Foreign Currency

Travel Expenses	2,96,000	6,96,607
Consultancy Charges on Erection/Installation of Machinery	3,81,888	-
Advance/purchase of Machinery	6,54,192	2,74,94,294

### NOTE 30

On the basis of information available with the company, there is no amount due but remaining unpaid as on 31st March, 2016 to any supplier who was a small scale or ancillary industrial undertaking.

### NOTE 31

Previous years figures have been regrouped/reclassified, wherever necessary, to correspond with the current year classification/disclosure.

**CIN : U 85110KA1981 PLC 004151**

**Name of the Company : Lamina Foundries Limited**

**Reg. Office : Nitte, Karkala Taluk, Udupi District**

**Form No. MGT-11**

**Proxy Form**

*[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the*

**Companies (Management and Administration) Rules, 2014]**

Name of the member (s) :
Registered address :
E-mail Id :
Folio No / Client Id :
DPID :

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 : ..... Address :

E-mail Id :

Signature : ....., or failing him

2. Name : ..... Address :

E-mail Id :

Signature : ....., or failing him

( P T O )

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company, to be held on the 30th day of September 2016 at 12-05 p.m. at Justice K. S. Hegde Institute of Management Auditorium, Nitte, and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. :

1. To receive, consider and adopt the Audited Balance Sheet as at 31-03-2016 and the Statement of Profit and Loss for the year ended 31-03-2016 and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sri Vishal Hegde (DIN 00043245), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri B. S. Baliga (DIN 00043194), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri M. Rajendra (DIN 00136307), who retires by rotation and being eligible, offers himself for re-appointment.
5. Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act 2013, or any amendment thereto or modification thereof, the appointment of Mr. P. Venugopal (M. No. 020119), as the Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting be and is hereby ratified.

Signed this .....day of .....2016.

Signature of shareholder

Signature of Proxy holder(s)

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



**Lamina Foundries Limited**

**Registered Office : NITTE, UDUPI DIST., KARNATAKA - 574 110**

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF K.S.HEGDE INSTITUTE OF MANAGEMENT AUDITORIUM, NITTE - 574 110

NAME OF THE MEMBER  
FOLIO NO.

I hereby record my presence at the ANNUAL GENERAL MEETING TO BE HELD AT K.S. HEDGE INSTITUTE OF MANAGEMENT AUDITORIUM, NITTE - 574 110 on 30th September 2016

SIGNATURE OF THE MEMBER OR PROXY