

37th
Annual Report
2017 - 2018



LAMINA FOUNDRIES LIMITED

LAMINA FOUNDRIES LIMITED

CIN : U 85110KA1981 PLC 004151

BOARD OF DIRECTORS

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

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NOTICE

Notice is hereby given that the **Thirty Seventh Annual General Meeting (AGM)** of the members of Lamina Foundries Limited will be held on **Thursday, 27th September 2018** at **12.00 noon** 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 31-03-2018 and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. N V Hegde (DIN 00043080), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. T R Shenoy (DIN 00053932), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. M Raghava (DIN 02596882), 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 Eighth Annual General Meeting, be and is hereby ratified".

Resolved further that the Board of Directors, be and is hereby authorised to fix the remuneration payable to the auditor in consultation with him.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass the following resolution as Special Resolution:
RESOLVED THAT, pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

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7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Resolved that pursuant to Section 61 and all other applicable provisions of the Companies Act, 2013 and rules made there under and such other approvals as may be required, the existing 20,000 (Twenty thousand) Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred) be and are hereby cancelled and reclassified into equity shares so as to make the Authorised Share Capital consisting of 50,00,000 (Fifty lakhs) Equity shares of Rs. 10 (Rupees Ten each)

RESOLVED FURTHER THAT, the Authorised Share Capital of the Company be and is hereby increased from Rs. 5,00,00,000 (Rupees Five Crores) to Rs. 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) Equity Shares of Rs. 10/- each and also that the new Equity Shares shall rank pari passu with the existing shares.

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

Resolved that pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013 and rules made there under, clause V of the Memorandum of Association of the Company be and is hereby altered and the same be substituted by the following in its place and read :

"V. The Authorised share capital of the Company is Rs. 6 Crores (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each :"

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

RESOLVED THAT, the existing Article 4 of the Articles of Association of the Company be and is hereby deleted and be substituted by the following in its place and read :

"The authorised Share Capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the Regulations of the Company and the company may in general meeting from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

By order of the Board of Directors of
Lamina Foundries Limited

Mangalore
22.08.2018

Shantheri Baliga
Company Secretary

LAMINA FOUNDRIES LIMITED

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, 6th 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 2017-18 along with the Notice of the Annual General Meeting, stating the process and manner of e-voting at 37th 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 Tuesdays upto 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 voting by ballot 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.

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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 / Instructions for e-voting are as under :

- i) Open your web browser during the voting period and navigate to **<http://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. 1800-3454-001. for any further clarifications.
- iv) Members can cast their vote online from 9:00 am on **Sunday on 23rd September, 2018 and will end it at 5.00 pm on Tuesday 25th September, 2018.**
- 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 details like mobile, #,

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email ID etc on 1st 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 "**http://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 do not want to cast, select 'ABSTAIN'
- xi) After selecting the resolution, if you have decided to vote on, click on "SUBMIT" and 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) Initial 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 regard 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 "<http://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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- 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, 21st September 2018, 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 Sunday, 23rd September 2018 and will end at 5-00 PM on Tuesday, 25th September 2018**. 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, 21st September 2018**, 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 **Friday, 21st September 2018** 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 **21-09-2018** may obtain the login id and password by sending an email to lafoundry47@hotmail.com or 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 <http://evoting@karvy.com>.
 - VII. **The facility for voting through polling paper (Ballot) will also be made available to those members who attends 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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STATEMENT PURSUANT TO SECTION 102 (1) OF COMPANIES ACT, 2013

ITEM 6

Section 180 (1) (c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto 50 Crores (Rupees Fifty crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors of the Company and their relatives is concerned or interested. Financial or otherwise, in the resolution set out at Item No. 6

ITEM NO. 7, 8 & 9

The Authorised Capital of your Company as on date is Rs. 5,00,00,000 consisting of 48,00,000 Equity Shares of Rs. 10/- each and 20,000 Redeemable Preference shares of Rs. 10/- each. Further, the Paid-up Equity Share Capital of Company is Rs. 3,04,00,000 consisting of 30,40,000 equity shares of Rs. 10 each and 20,000 Redeemable Preference shares of Rs. 100/- each, aggregating Rs. 20,00,000, are unissued.

In view of substantial erosion in its net worth, the Company may be required to increase its paid up capital by further issue of shares. Any substantial increase in the paid up capital would exceed the present Authorized capital of the Company. Therefore the Board considers expedient to increase the Authorized Capital of the Company to facilitate any such future issues and accordingly proposes to increase the authorized capital of the Company to Rs. 6 crore from the present Authorized Capital of Rs. 5 crore The Board also proposes to re classify the unissued preference shares of 20,000 of Rs. 100 each into 2,00,000 equity shares of Rs. 10 each. The Article 4 of Articles of Association of the Company is also proposed to be altered by substitution of new clause.

Therefore the capital clause of the Memorandum of Association and Articles of Association of the Company is required to be altered accordingly.

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The alteration of capital clause of Memorandum & Articles of Association requires approval of the shareholders by ordinary/special resolution pursuant to section 13, 14,61 and other applicable provisions of the Companies Act 2013 and the rules made under, and accordingly the resolutions seek such approval of the share holders.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7, 8 & 9.

A copy of the Memorandum and Articles of Association of the Company is available for inspection by the members during the office hours at the Registered office of the Company till the date of Annual General Meeting.

By order of the Board of Directors of
Lamina Foundries Limited

Mangalore
22.08.2018

Shantheri Baliga
Company Secretary

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REPORT OF THE DIRECTORS

The Directors have the pleasure in presenting the 37th Annual Report of the Company together with the financial statements for the year ended 31.03.2018.

FINANCIAL HIGHLIGHTS

	F.Y 2017-2018	F.Y 2016-2017
(Rs. in lacs)		
Sales	7052.02	5393.48
Other income	72.42	57.27
Total Revenue	7020.12	5009.37
Expenses before finance costs and depreciation	6282.28	4291.36
Profit before finance costs & depreciation	737.84	718.01
Finance Costs	569.83	508.71
Depreciation	221.68	195.69
Net Profit / (Loss)	(53.67)	13.61
Provision for Taxation	16.63	6.80
Profit / (Loss) after Tax	(70.30)	6.81
Surplus brought forward from previous year	(285.10)	(291.91)
Surplus carried forward to next year	(355.40)	(285.10)

DIVIDEND

Your Directors are not in a position to recommend any dividend for the year ended 31.03.2018 due to the accumulated losses of the Company.

OPERATIONAL PERFORMANCE

Category-wise performance is summarised below :

	F.Y 2017-2018		F.Y 2016-2017	
	Qty. (M.T.)	Value (Rs. in lacs)	Qty. (M.T.)	Value (Rs. in lacs)
Domestic Sales	7925	5617.25	5756	3978.64
Export Sales	1328	1434.77	1340	1414.84
TOTAL	9253	7052.02	7096	5393.48

The Company produced 9299 MT of rough castings during the year ended 31.03.2018 as against 7363 MT during the preceding year and sold 9253 MT of rough & machined castings during the year ended 31.03.2018 as against 7096 MT during the preceding year.

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The Company has recorded a sales turnover of Rs 70.52 crores for the year ended 31.03.2018 as against Rs. 53.93 crores for the previous year ended 31.03.2017. The Company has incurred a loss of Rs. 53.67 lacs (before tax) for the year ended 31-03-2018 as against a profit of Rs. 13.61 lacs (before tax) for the preceding year.

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 31-03-2018 was 361.

The wage agreement with the worker's union has since been renewed for a period of three years w.e.f. 01.04.2017.

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 THE COMPANY, WHICH HAVE OCCURRED BETWEEN 31ST MARCH, 2018 AND 22ND AUGUST 2018 (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 2018) and the date of the Report (22nd August 2018).

PRESENT STATE OF AFFAIRS AND FUTURE OUTLOOK

The Company's average monthly production was 780 tons and average monthly sales, 800 tons during the 4 months' period of the current financial year 2018-19.

The High Pressure Moulding Line, VTL Machines and the Sand Mixer with online controlling system, which were already installed and commissioned, not only enhanced the moulding capacity, but also improved the quality & finish of the castings. Further, the Company had already installed 1250 KVA Medium Frequency Induction Furnace and also increased the present connected load by 1250 KVA and the commissioning of which is underway, which would increase the melting capacity of the Company, thereby facilitating an increase in the saleable production, paving the way for increased sales. The Company had already secured business from TATA Motors Ltd., Addison & Co. Ltd. Automotive Axles Ltd etc., Further, the business with Mahindra & Mahindra is also slated to commence shortly. The above measures would facilitate an increase in the production and sales from the second half of the current F. Y., resulting in improved performance of the Company in terms of production, sales and profitability.

The Company had also taken measures to create necessary infrastructural facilities in the factory for seamless operation of the departments concerned.

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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 2018, 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 2018 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 2018 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 made by the Company during the year ended 31-03-2018 under the provisions of Section 186 of the Companies Act, 2013. However, the company made an investment of Rs. 1368420/- for acquisition of 136842 No. of Shares @ 10/- each in M/s. Perla Hydro Power Private Limited for purchase of Hydro power for the Nitte Plant.

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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, 2013 inapplicable to such transactions of the Company.

Hence, all transactions entered by the Company with the related parties during the year ended 31-03-2018 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 31-03-2018, four meetings of the Board of Directors were held.

ANNUAL RETURN

Extract of the Annual Return as on 31-03-2018 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 N.V. Hegde (DIN ; 00043080), Sri T. R. Shenoy (DIN : 00053932), and Sri M Raghava (DIN : 02596882), retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

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 wholetime Key Managerial Personnel, the Board appointed Sri D. Chandramouleeswaran as Chief Financial Officer, to be one of the wholetime 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.

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AUDITORS

Mr. P. Venugopal, Chartered Accountant was appointed as Statutory Auditor with the approval of the Members at the 34th Annual General Meeting, to hold such office 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 Mr. P. Venugopal by the Members, from the conclusion of the ensuing Annual General Meeting till the conclusion of the 38th Annual General Meeting.

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

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. 2016-17, maintenance of Cost Records and the consequent applicability of the Cost Audit were not applicable for the F.Y. 2017-18, 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. 1289.65 lacs and outflows were Rs. 836.93 lacs during the year ended 31.03.2018.

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 is an unlisted company and also does not satisfy the eligibility conditions stipulated in the said Rule.

LAMINA FOUNDRIES LIMITED

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

N. V. Hegde

Chairman

(DIN : 00043080)

Place : MANGALORE

Date : 22-08-2018

**ANNEXURE - A
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

**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.	Karvy Computershare Private Limited Karvy RIS Building, 17-24, Vittalrao Nagar Madhapur, Hyderabad 500 081 Phone No. : +91 040 44655179

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	62.70	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 2017)				No. of Shares held at the end of the year (As on 31 March 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total Shares	% of Total	
A. Promoters									
(1) Indian									
a) Individual / HUG	-	161013	161013	5.30	-	164113	164113	5.40	+0.10
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	79100	1596604	1675704	55.12	206155	170006	1906221	62.70	+7.58
e) Banks / F1	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	79100	1757617	1836717	60.42	206155	1864179	2070334	68.10	7.68
	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
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)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1) :-	-	100	100	-	-	100	100	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 March 2017)				No. of Shares held at the end of the year (As on 31 March 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non - Institutions									
a) Bodies Corp.									
i) Indian	56000	211850	267850	8.81	23550	206350	229900	7.56	1.25
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	130070	548363	678433	22.32	91199	474067	565266	18.59	3.72
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	65825	190725	256550	8.44	10825	163225	174050	5.73	2.71
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	350	0	350	0.01	0	0	0	0.00	0.01
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-DR	-	-	-	-	-	-	-	-	-
Sub-total (B) (2) :-	252245	950938	1203183	39.58	125924	843642	969566	31.89	7.68
Total Public Shareholding (B) = (B)(1) + (B)(2)	252245	951038	1203283	39.58	125924	843742	969666	31.90	7.68
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	331345	2708655	3040000	100	332079	2707921	3040000	100	.000

(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	-	1906221	62.70	-	7.58
2.	Mr. N V Hegde	49677	1.63	-	52777	1.73	-	0.10
3.	Mr. T R Shenoy	50300	1.65	-	50300	1.65	-	-
4.	Mr G P Adyanthaya	61036	2.01	-	61036	2.01	-	-

C) Change in Promoter's Shareholding (please specify, if there is 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
	Lamina Suspension Products Ltd.				
	At the beginning of the year	1675704	55.12	-	-
	Purchase subsequent to Exit Offer on 22.12.2017	230517	7.58	-	-
	At the end of the year	1906221	62.70	1906221	62.70

**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
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
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.	SUNDARISURI				
	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.	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
7.	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

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.	B. NAGRAJ SHETTY				
	At the beginning of the year	13,100	0.43	13,100	0.43
	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	13,100	0.43	13,100	0.43

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.	BHARATH HUKUMCHAND RATHI				
	At the beginning of the year	12,500	0.41	12,500	0.41
	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	12,500	0.41	12,500	0.41

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.	WALTER D'CUNHA				
	At the beginning of the year	12,500	0.41	12,500	0.41
	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	12,500	0.41	12,500	0.41

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	49,677	1.63	52,777	1.73
	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	49,677	1.63	52,777	1.73

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	61.036	2.01	61.036	2.01
	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	61.036	2.01	61.036	2.01

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
Indebtedness at the beginning of the financial year				
i) Principal Amount	195921775	120872527	71861000	388655302
ii) Interest due but not paid	460993	--	--	460993
iii) Interest accrued but not due	---	--	--	--
Total (i + ii + iii)	196382768	120872527	17360000	389116295
Indebtedness at the end of the financial year				
* Addition	20000000	49179384	17360000	86539384
Reduction	55575215	---	---	55575215
Net Change	35575215	49179384	17360000	30964169
Indebtedness at the end of the financial year				
i) Principal Amount	160807553	170051911	89221000	404456464
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	160807553	170051911	89221000	420080464

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	1538032	1538032
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---
2.	Stock Option	---	---
3.	Sweat Equity	---	---
4.	Commission - as % of profit - others specify	---	---
5.	Others, please specify	---	---
	Total (A)	1538032	1538032
	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	18000	18000	9000	4500		49500	
	Commission	-	-	-	-			
	Others, please specify	-	-	-	-		-	
	Total (1)	18000	18000	9000	4500		49500	
2.	Other Non - Executive Directors (7)	NV Hegde	TR Shenoy	GP Adyanthaya	Vishal Hegde	M Rajendra	BS Baliga	Total
	Fee for attending board committee meetings	13500	13500	13500	18000	13500	18000	90000
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	13500	13500	13500	18000	13500	18000	90000
	Total (B) = (1 + 2)	-	-	-	-	-	-	139500
	Total Managerial Remuneration	-	-	-	-	-	-	1677532
	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			
		CEO	CS	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		481297	861510	1342807
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		108407	108407
	(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		481297	969917	1451214

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)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By and on behalf of the Board

N V Hegde

Chairman

(DIN : 00043080)

Gopalkrishna Shenoy

Managing Director

(DIN : 00043378)

Place : MANGALORE

Date : 22-08-2018

LAMINA FOUNDRIES LIMITED

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, 2018, 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 and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards prescribed 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 thereunder 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.

LAMINA FOUNDRIES LIMITED

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, 2018 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

- (e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 : 22-08-2018

P. Venugopal

Chartered Accountant

Membership No. 20119

LAMINA FOUNDRIES LIMITED

"ANNEXURE - A" TO THE INDEPENDENT AUDITORS" 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 given any loans / guarantees to which the provisions of section 185 and 186 of the Act apply. However, the company has made an investment u/s 186 of the Act.
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, Goods & Service Tax, Value Added Tax, Excise Duty, 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, 2018, 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 Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Excise Duty, Cess and other applicable statutory dues which have been deposited on account of any dispute with the relevant authorities.

LAMINA FOUNDRIES LIMITED

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.

Place : MANGALORE

Date : 22-08-2018

LAMINA FOUNDRIES LIMITED

"ANNEXURE - "B" TO THE INDEPENDENT AUDITORS' 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, 2018 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 safe guarding 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

LAMINA FOUNDRIES LIMITED

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

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 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

LAMINA FOUNDRIES LIMITED

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In 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, 2018, 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.

Place : MANGALORE

Date : 22-08-2018

P. Venugopal

Chartered Accountant

Membership No. 20119

LAMINA FOUNDRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2018

PARTICULARS	Note No.	As at 31st March 2018	As at 31st March 2017
I. EQUITY AND LIABILITIES		Rs.	Rs.
1. Shareholder's funds			
(a) Share Capital	2	3,04,00,000	3,04,00,000
(b) Reserves and Surplus	3	(2,92,37,153)	(2,22,06,701)
		<u>11,62,847</u>	<u>81,93,299</u>
2. Non-current liabilities			
Long-term borrowings	4	27,74,30,176	23,95,83,512
		<u>27,74,30,176</u>	<u>23,95,83,512</u>
3. Current liabilities			
(a) Short-term borrowings	5	10,95,72,099	12,99,31,414
(b) Trade payables	6	9,20,37,704	5,24,72,440
(c) Other current liabilities	7	12,91,82,888	8,38,57,953
		<u>33,07,92,691</u>	<u>26,62,61,807</u>
	TOTAL	<u>60,93,85,714</u>	<u>51,40,38,618</u>
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
Tangible assets	8	22,09,24,850	23,36,07,597
(b) Investments	9	13,68,420	-
(b) Deferred tax assets (net)	10	(27,20,799)	(10,57,413)
(c) Long-term loans and advances	11	1,23,40,380	1,21,46,040
		<u>23,19,12,851</u>	<u>24,46,96,224</u>
2. Current assets			
(a) Inventories	12	21,74,27,218	17,98,17,440
(b) Trade receivables	13	10,46,91,726	5,67,75,596
(c) Cash and cash equivalents	14	1,85,44,581	1,78,07,695
(d) Short-term loans and advances	15	3,68,09,338	1,49,41,663
		<u>37,74,72,863</u>	<u>26,93,42,394</u>
	TOTAL	<u>60,93,85,714</u>	<u>51,40,38,618</u>
III. NOTES FORMING PART OF FINANCIAL STATEMENTS		1-31	

For and on behalf of the Board of Directors

In terms of my report attached

Gopalkrishna Shenoy
Managing Director

N. V. Hegde
Chairman

P. Venugopal
Chartered Accountant
Membership No. 20119

D. Chandramouleeswaran
Chief Financial Officer

Shantheri Baliga
Company Secretary

Place : MANGALORE

Date : 22-08-2018

LAMINA FOUNDRIES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

PARTICULARS	Note No.	For the year ended 31st March 2018	For the year ended 31st March 2017
		Rs.	Rs.
I. Revenue from operations	16	71,01,84,697	54,31,51,855
Less : Excise Duty		<u>1,04,31,785</u>	<u>4,41,38,404</u>
		69,97,52,912	49,90,13,451
II. Other Income	17	<u>22,58,841</u>	<u>19,23,108</u>
III. Total Reveune	(I + II)	<u>70,20,11,753</u>	<u>50,09,36,559</u>
IV. Expenses :			
a) Cost of materials consumed	18	28,60,59,633	17,96,10,655
b) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(1,53,50,412)	(1,68,65,828)
c) Employee benefit expense	20	8,62,16,501	6,94,55,845
d) Finance costs	21	5,69,83,634	5,08,71,142
e) Depreciation and amortization expense	8	2,21,67,742	1,95,69,050
f) Other expenses	22	<u>27,13,01,721</u>	<u>19,69,34,905</u>
Total Expenses		<u>70,73,78,819</u>	<u>49,95,75,769</u>
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	(53,67,066)	13,60,790
VI. Profit/(Loss) before extraordinary items and tax		<u>(53,67,066)</u>	<u>13,60,790</u>
VII. Profit/(Loss) before tax		(53,67,066)	13,60,790
VIII. Tax expense :			
(1) Current tax		0	2,59,298
(2) Deferred tax	23	<u>16,63,386</u>	<u>4,20,484</u>
Total Tax Expense		16,63,386	6,79,782
IX. Profit/(Loss) for the period from continuing operations	(VII - VIII)	(70,30,452)	6,81,008
X. Profit/(Loss) for the period		<u>(70,30,452)</u>	<u>6,81,008</u>
XI. Earning per equity share :			
(1) Basic		-	-
(2) Diluted		-	-
XII. NOTES FORMING PART OF FINANCIAL STATEMENTS			

For and on behalf of the Board of Directors

In terms of my report attached

Gopalkrishna Shenoy
Managing Director

N. V. Hegde
Chairman

P. Venugopal
Chartered Accountant
Membership No. 20119

D. Chandramouleeswaran
Chief Financial Officer

Shantheri Baliga
Company Secretary

Place : MANGALORE

Date : 22-08-2018

LAMINA FOUNDRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

	2017-18 Rs.	2016-17 Rs.
A. Cash Flow from operating Activities		
Net Profit before interest, tax and ordinary items	5,11,16,178	5,22,74,362
Adjustments for :		
Profit on Sale of Assets	5,00,395	(42,430)
Depreciation	2,21,67,742	1,95,69,050
Operating profit before working capital changes	<u>7,37,84,315</u>	<u>7,18,00,982</u>
Adjustments for :		
Trade and Other receivables	(6,99,78,144)	(80,16,630)
Inventories	(3,76,09,778)	(2,20,96,617)
Trade payables	7,16,72,677	2,90,18,992
	<u>(3,59,15,245)</u>	<u>(10,94,255)</u>
Cash Generated from operations	3,78,69,070	7,07,06,726
Interest paid	(5,69,83,634)	(5,08,71,142)
Cash flow before extraordinary items	<u>(1,91,14,564)</u>	<u>1,98,35,585</u>
Net cash from operating activities	<u>(1,91,14,564)</u>	<u>1,98,35,585</u>
B. Cash flow from investing activities		
Purchase of Fixed assets	(97,02,102)	(3,59,78,653)
Sale of fixed assets	2,17,105	3,91,775
Investment	<u>(13,68,420)</u>	<u>-</u>
	<u>(1,08,53,417)</u>	<u>(3,55,86,878)</u>
C. Cash flow from financing activities		
Working capital borrowings	3,62,48,255	3,08,56,437
Repayment of term loans	(52,84,085)	(1,04,62,321)
Tax Paid	(2,59,303)	-
Net cash used in financing activities	<u>3,07,04,867</u>	<u>2,03,94,116</u>
Net increase in cash and cash equivalents	<u>7,36,886</u>	<u>46,42,823</u>
Opening Balance of cash & cash equivalents	1,78,07,695	1,31,64,872
Closing Balance of cash & cash equivalents	<u>1,85,44,581</u>	<u>1,78,07,695</u>

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

Gopalkrishna Shenoy
Managing Director

N. V. Hegde
Chairman

P. Venugopal
Chartered Accountant
Membership No. 20119

D. Chandramouleeswaran
Chief Financial Officer

Shantheri Baliga
Company Secretary

Place : MANGALORE
Date : 22-08-2018

LAMINA FOUNDRIES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

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/GST 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 and Part

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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

LAMINA FOUNDRIES LIMITED

Secondary Segment.

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		Export		Total	
(Rs. In Lacs)		(Rs. In Lacs)		(Rs. In Lacs)	
2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
5617.25	3978.64	1434.77	1414.84	7052.02	5393.48

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

LAMINA FOUNDRIES LIMITED

NOTE 2

Share capital	As at 31st March 2018	As at 31st March 2017
	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, 19,06,221 equity shares are held by the holding company, M/s Lamina Suspension Products Ltd)	3,04,00,000	3,04,00,000
Ordinary Shares of Rs. 10 each :		
- 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.		
Information regarding issue of shares in the last five years.		
(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.		
SHARE HOLDERS HOLDING MORE THAN 5% OF THE TOTAL SHARE CAPITAL	3,04,00,000	3,04,00,000
Name of Share -	No. of Shares	% of
- holder	held	Holding
Lamina Suspension Products Ltd. -	19,06,221	62.70
		Holding Company

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NOTE 3

Reserves and surplus	As at 31st March 2018	As at 31st March 2017
	Rs.	Rs.
Capital reserve		
Capital Subsidy from Govt. of Karnataka	30,00,000	30,00,000
Forfeited shares	22,966	22,966
Capital Redemption Reserve		
Balance as per last Balance Sheet	10,00,000	10,00,000
General Reserve		
Balance as per last Balance Sheet	22,79,990	22,79,990
Profit & Loss Account		
Balance as per last Balance Sheet	(2,85,09,657)	(2,91,90,665)
Add: Current year profit/(Loss)	(70,30,452) (3,55,40,109)	6,81,008 (2,85,09,657)
	<u>(2,92,37,153)</u>	<u>(2,22,06,701)</u>

NOTE 4

Long term borrowings	As at 31st March 2018	As at 31st March 2017
	Rs.	Rs.
Secured		
Term loans from Scheduled Banks	2,74,37,823	4,63,43,309
H.P. Finance - Vehicle Loan from HDFC Bank	20,70,390	2898546
Unsecured Loans and advances from		
(i) Related Parties	12,38,00,963	10,09,80,657
(ii) Others	3,49,00,000	1,75,00,000
(iii) Deposits from Promoter Directors	8,92,21,000	7,18,61,000
	<u>27,74,30,176</u>	<u>23,95,83,512</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/quarterly/annual as per the terms stipulated by the respective banks.

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NOTE 5

Short term borrowings	As at 31st March 2018	As at 31st March 2017
	Rs.	Rs.
Secured		
Loans repayable on demand		
- From Scheduled banks	9,82,21,151	12,75,39,544
Unsecured		
(a) Loans repayable on demand		
- From Scheduled banks	1,13,50,948	23,91,870
	<u>10,95,72,099</u>	<u>12,99,31,414</u>

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. 9,82,21,151

NOTE 6

Trade Payables	As at 31st March 2018	As at 31st March 2017
	Rs.	Rs.
Sundry Creditors for Raw materials	9,20,37,704	5,24,72,440
	<u>9,20,37,704</u>	<u>5,24,72,440</u>

NOTE 7

Other current liabilities	As at 31st March 2018	As at 31st March 2017
	Rs.	Rs.
Current maturities of long-term debt	3,30,78,189	1,96,01,370
Liabilities for Expenses	7,54,50,482	4,72,60,469
Other Payables	2,06,54,217	1,67,36,816
Provision for Income Tax	-	2,59,298
	<u>12,91,82,888</u>	<u>8,38,57,953</u>

LAMINA FOUNDRIES LIMITED

NOTE 8

Fixed Assets

DESCRIPTION	GROSS BLOCK				DEPRECIATION				Transfer to Reserve	NET BLOCK	
	As at 1st April 2017 Rupees	Additions during the year Rupees	Deductions during the year Rupees	As at 31st March 2018 Rupees	upto 31st March 2017 Rupees	For the year Rupees	On Deductions Rupees	upto at 31st March 2018 Rupees		As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
TANGIBLE FIXED ASSETS											
LAND	21,04,706	-	-	21,04,706	-	-	-	-	-	21,04,706	21,04,706
BUILDINGS	3,10,21,223	10,97,409	-	3,21,18,632	1,72,20,719	9,29,311	-	1,81,50,030	-	1,39,68,602	1,38,00,504
PLANT AND EQUIPMENT	38,40,59,153	85,82,080	16,03,184	39,10,38,049	17,12,22,251	2,03,40,326	13,86,078	19,01,76,499	-	20,08,61,550	21,28,36,902
VEHICLES	65,92,103	-	-	65,92,103	20,62,523	8,26,921	-	28,89,444	-	37,02,659	45,29,580
FURNITURE & FIXTURES	18,55,446	22,612	-	18,78,058	15,19,541	71,184	-	15,90,725	-	2,87,333	3,35,905
TOTAL	42,56,32,631	97,02,101	16,03,184	43,37,31,548	19,20,25,034	2,21,67,742	13,86,078	21,28,06,698	-	22,09,24,850	23,36,07,597
PREVIOUS YEAR	28,61,98,677	14,10,05,754	15,71,800	42,56,32,631	17,36,36,009	1,95,69,050	11,80,025	19,20,25,034	-	23,36,07,597	11,25,62,670

LAMINA FOUNDRIES LIMITED

NOTE 9	As at 31st	As at 31st
Investments	March 2018	March 2017
Perla Hydro Power P. Ltd.	<u>13,68,420</u>	-

NOTE 10		As at 31st	As at 31st
Deferred Tax Assets (Net)		March 2018	March 2017
		Rs.	Rs.
Deferred tax asset	1,84,65,994	-	2,01,29,380
Less : Deferred tax liability	<u>2,11,86,793</u>	<u>(27,20,799)</u>	<u>2,11,86,793</u> (10,57,413)

NOTE 11		As at 31st	As at 31st
Long term Loans & Advances		March 2018	March 2017
		Rs.	Rs.
Security Deposit			
- With Mescom	1,09,33,040	1,09,33,040	Rs.
- Other Deposits	<u>14,07,340</u>	<u>1,23,40,380</u>	<u>12,13,000</u> <u>1,21,46,040</u>

NOTE 12		As at 31st	As at 31st
Inventories		March 2018	March 2017
		Rs.	Rs.
Raw Materials		2,54,33,843	85,62,963
Work-in-Progress		16,26,10,141	14,72,75,590
Finished Goods		29,88,179	29,72,318
Stores & Spares		2,60,89,974	2,06,88,120
Other Items			
Oils & Lubricants	2,98,861	3,14,329	
Building Materials	6,220	4,120	
		<u>3,05,081</u>	<u>3,18,449</u>
		<u>21,74,27,218</u>	<u>17,98,17,440</u>

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		As at 31st	As at 31st
Trade receivables		March 2018	March 2017
		Rs.	Rs.
Unsecured, considered good			
(a) Outstanding for a period exceeding six months	3,50,088	3,40,088	
(b) Others	<u>10,43,41,638</u>	<u>10,46,91,726</u>	<u>5,64,35,508</u> <u>5,67,75,596</u>
		<u>10,46,91,726</u>	<u>5,67,75,596</u>

LAMINA FOUNDRIES LIMITED

NOTE 14

Cash and cash equivalents	As at 31st March 2018		As at 31st March 2017	
	Rs.		Rs.	
(a) Balances with banks				
In current accounts :-				
Others	21,31,501	21,31,501	98,30,421	98,30,421
(b) In Fixed Deposits with banks				
LC Margin Money	1,62,50,322		78,19,837	
		1,62,50,322		78,19,837
(c) Cash on hand		1,62,758		1,57,437
		<u>1,85,44,581</u>		<u>1,78,07,695</u>

NOTE 15

Short term loans and advances	As at 31st March 2018		As at 31st March 2017	
	Rs.		Rs.	
(a) Advances recoverable in cash or in kind or for value to be received (unsecured, considered good)	1,96,93,475		1,06,82,702	
(b) Export incentive receivable	5,83,319		5,29,262	
(c) Prepaid Expenses	20,65,438		19,69,209	
(d) Payments to suppliers for Capital Goods (unsecured, considered good)	1,44,67,106	3,68,09,338	17,60,490	1,49,41,663
		<u>3,68,09,338</u>		<u>1,49,41,663</u>

NOTE 16

Revenue from Operations	Y.E 31st March 2018		Y.E 31st March 2017	
	Rs.		Rs.	
(a) Sales of Products - Unmachined and machined Castings		70,52,01,824		53,93,48,461
(b) Other Operating Income				
(i) Export Incentives	25,08,479		24,28,985	
(ii) Sale of Scrap	11,24,459		2,70,999	
(iii) Pattern Charges Collected	13,49,935	49,82,873	11,03,410	38,03,394
		<u>71,01,84,697</u>		<u>54,31,51,855</u>

LAMINA FOUNDRIES LIMITED

	Rs.	Rs.
NOTE 17	Y.E 31st	Y.E 31st
Other Income	March 2018	March 2017
(a) Interest earned	15,53,506	13,12,348
(b) Misc. Income	7,05,335	6,10,760
	<u>22,58,841</u>	<u>19,23,108</u>
NOTE 18	Y.E 31st	Y.E 31st
Cost of Materials Consumed	March 2018	March 2017
Opening Stock	85,62,963	65,54,410
Add : Purchases	30,29,30,513	18,16,19,208
	<u>31,14,93,476</u>	<u>18,81,73,618</u>
Less : Closing Stock	2,54,33,843	85,62,963
	<u>28,60,59,633</u>	<u>17,96,10,655</u>
NOTE 19	Y.E 31st	Y.E 31st
Changes in Inventories of finished goods, work-in-progress & Stock-in-trade	March 2018	March 2017
Opening Stock		
Manufactured Goods	29,72,318	27,73,775
Work-in-Progress	14,72,75,590	13,06,08,305
	<u>15,02,47,908</u>	<u>13,33,82,080</u>
Less : Closing Stock		
Manufactured Goods	29,88,179	29,72,318
Work-in-Progress	16,26,10,141	14,72,75,590
	<u>16,55,98,320</u>	<u>15,02,47,908</u>
	<u>(1,53,50,412)</u>	<u>(1,68,65,828)</u>
NOTE 20	Y.E 31st	Y.E 31st
Employee Benefit Expense.	March 2018	March 2017
Salaries, Wages & Bonus	7,00,88,707	5,50,79,251
Directors Remuneration	16,78,457	16,23,691
Contribution to Provident Fund, Gratuity & other funds	98,20,187	80,39,632
Staff welfare Expenses	46,29,150	47,13,271
	<u>8,62,16,501</u>	<u>6,94,55,845</u>

LAMINA FOUNDRIES LIMITED

NOTE 21

Finance Costs	Y.E 31st March 2018	Y.E 31st March 2017
	Rs.	Rs.
(a) Interest on Term Loans	84,65,162	87,74,669
(b) Other Borrowing Costs		
(i) Bank Interest & Bank Charges	2,76,30,151	2,58,06,772
(ii) Other Interest & Finance Charges	2,08,88,321	1,62,89,701
	<u>5,69,83,634</u>	<u>5,08,71,142</u>

NOTE 22

Other Expenses	Y.E 31st March 2018	Y.E 31st March 2017
	Rs.	Rs.
Stores & Spares consumed	1,87,97,317	1,43,58,983
Freight Inwards	2,18,51,750	1,62,82,066
Power & Fuel	9,52,56,901	7,85,44,786
Repairs to Machineries	45,89,640	32,14,254
Repairs to Buildings	1,67,042	2,190
Other Manufacturing Expenses	6,20,90,956	4,54,91,818
Lease rent on Building	5,28,773	4,20,000
Freight Forwarding & Clearing	5,19,56,681	2,68,00,278
Rates, Taxes & Licence Fees	3,90,193	16,42,335
Advertisements & Sales Promotion	2,20,587	1,45,717
Insurance Premium	12,37,468	11,21,755
Payments to Auditor:		
As Auditor	1,00,000	1,00,000
For Taxation Matters	60,000	60,000
For Other Services	38,500	9,000
Reimbursement of Expenses	5,150	11,925
	<u>2,03,650</u>	<u>1,80,925</u>
Miscellaneous Expenses	1,40,10,763	87,29,798
	<u>27,13,01,721</u>	<u>19,69,34,905</u>

LAMINA FOUNDRIES LIMITED

NOTE 23

Deferred tax	Y.E 31st March 2018	Y.E 31st March 2017
	Rs.	Rs.
Deferred tax expense on Depreciation	<u>16,63,386</u>	<u>4,20,484</u>

NOTE 24

Contingent Liabilities & Commitments	As at 31st March 2018	As at 31st March 2017
	Rs.	Rs.
a) Guarantees		
Inland Letters of Credit	10,21,45,000	3,71,79,000
b) Other money for which the company is contingently liable		
Bills discounted with bank	8,48,97,940	7,96,10,373

NOTE 25

Raw materials & Components consumed		For the year ended 31st March 2018		For the year ended 31st March 2017	
		Value	%	Value	%
		Rs.		Rs.	
l) a) Pig Iron	Imported	-	-	-	-
	Indigenous	4,21,68,317	100	3,91,29,869	100
	Total	<u>4,21,68,317</u>		<u>3,91,29,869</u>	
b) Iron Scrap	Imported	14,78,99,154	78	6,55,39,321	64
	Indigenous	4,09,38,895	22	3,67,89,269	36
	Total	<u>18,88,38,050</u>		<u>10,23,28,590</u>	
c) Ferro Alloys	Imported	-	-	-	-
	Indigenous	1,85,23,293	100	94,20,930	100
	Total	<u>1,85,23,293</u>		<u>94,20,930</u>	
d) Other Raw materials	Imported	-	-	-	-
	Indigenous	3,65,29,975	100	2,87,31,266	100
	Total	<u>3,65,29,975</u>		<u>2,87,31,266</u>	
II Stores, Spares & Components	Imported	1,11,813	1	46,082	-
	Indigenous	1,86,85,504	99	1,43,12,901	100
Total		<u>1,87,97,317</u>		<u>1,43,58,983</u>	

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	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Purchase of goods	18,79,165	22,49,650	-	-	-	-	18,79,165	22,49,650
Sales of goods	3,22,63,451	2,85,15,941	1,34,54,606	1,86,93,854	-	-	4,57,18,057	4,72,09,795
Receiving of services	-	-	3,20,08,523	1,06,58,624	16,78,457	16,23,691	3,36,86,980	1,22,82,315
Loans taken	2,23,00,000	-	-	-	1,73,60,000	1,24,00,000	3,96,60,000	1,24,00,000
Interest	57,87,009	52,37,421	-	-	91,55,876	75,04,250	1,49,42,885	1,27,41,671
Closing Balance	8,88,64,417	6,77,99,938	2,68,48,816	2,20,36,113	8,92,21,000	7,18,61,000	-	-

Rs.

Rs.

2017-18

2016-17

ii) Remuneration to Key Managerial Personnel :

Mr. Gopalkrishna Shenoy	16,78,457	16,23,691
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LAMINA FOUNDRIES LIMITED

	Rs. 2017-18	Rs. 2016-17
NOTE 27		
Earnings in Foreign Currency :		
Export of Goods on F.O.B. Basis	12,89,64,919	12,24,13,253
NOTE 28		
C.I.F. Value of Imports		
- Raw Materials	12,32,95,984	5,19,80,231
- Stores, Spares & Components	7,30,474	46,082
NOTE 29		
Expenditure incurred in Foreign Currency		
Travel Expenses	3,13,339	1,50,500
Consultancy Charges on Erection/Installation of Machinery	-	21,99,720
Advance for Machinery	10,59,083	18,85,543

NOTE 30

On the basis of information available with the company, there is no amount due but remaining unpaid as on 31st March, 2018 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

3. Name : Address :

E-mail Id :

Signature :, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 37th Annual General Meeting of the Company, to be held on Thursday 27th of September 2018 at 12-00 noon 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 Financial Statements for the year ended 31-03-2018 and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. N V Hegde (DIN 00043080), who retires by rotation and being eligible, offers himself for re-appointment.

(P T O)

3. To appoint a Director in place of Mr. T R Shenoy (DIN 00053932), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. M Raghava (DIN 02596882), 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 Eighth Annual General Meeting, be and is hereby ratified".

Resolved further that the Board of Directors, be and is hereby authorised to fix the remuneration payable to the auditor in consultation with him.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass the following resolution as Special Resolution:
RESOLVED THAT, pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company.
7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
Resolved that pursuant to Section 61 and all other applicable provisions of the Companies Act, 2013 and rules made there under and such other approvals as may be required, the existing 20,000 (Twenty thousand) Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred) be and are hereby cancelled and reclassified into equity shares so as to make the Authorised Share Capital consisting of 50,00,000 (Fifty lakhs) Equity shares of Rs. 10 (Rupees Ten each)
RESOLVED FURTHER THAT, the Authorised Share Capital of the Company be and is hereby increased from Rs. 5,00,00,000 (Rupees Five Crores) to Rs. 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) Equity Shares of Rs. 10/- each and also that the new Equity Shares shall rank pari passu with the existing shares.
8. To consider and, if thought fit, to pass the following resolution as a Special Resolution:
Resolved that pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013 and rules made there under, clause V of the Memorandum of Association of the Company be and is hereby altered and the same be substituted by the following in its place and read :
"V. The Authorised share capital of the Company is Rs. 6 Crores (Rupees Six Crores) divided into 60,00,000 (Sixty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each :"

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

RESOLVED THAT, the existing Article 4 of the Articles of Association of the Company be and is hereby deleted and be substituted by the following in its place and read :

"The authorised Share Capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the Regulations of the Company and the company may in general meeting from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

Signed thisday of2018.

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 27th September 2018

SIGNATURE OF THE MEMBER OR PROXY

LAMINA FOUNDRIES LIMITED

ROAD MAP FOR THE VENUE FOR AGM

