



Arfin India Limited

June 6, 2017

BSE Limited

The General Manager
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Maharashtra, India

Dear Sir,

Subject: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for Amalgamation of Mahendra Aluminium Company Limited (Transferor Company) with Arfin India Limited (Transferee Company)

This is with reference to the outcome of the Board Meeting dated May 20, 2017 wherein the Board of Directors of the Company had approved the Scheme of Amalgamation of Mahendra Aluminium Company Limited – Transferor Company (hereinafter referred as the MALCO) with Arfin India Limited – Transferee Company (hereinafter referred as "the Company" or "ARFIN") under Section 230 to 232 of the Companies Act, 2013 with appointed date April 1, 2017.

As per the requirements of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the necessary documents are attached herewith.

We request you to take the same on record and kindly issue us Observation Letter for scheme of Amalgamation of MALCO into ARFIN.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For Arfin India Limited

Mahendra R. Shah

Mahendra R. Shah

Chairman & Whole Time Director

DIN: 00182746



Head Office: 302, Pelican House, Gujarat Chambers of Commerce,
Ashram Road, Ahmedabad-380 009.
Phone : +91-79-26583791, +91-79-26583792
Fax : +91-79-26583792 Email : info@arfin.co.in
CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h. Hotel Prestige, Tal-Kalol,
Dist. Gandhinagar, Chhattral (Gujarat)
Ph. : 02764-232620/21
Fax : +91-02764-232620

Annexure- Index

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	1-7
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	8-38
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	39-44
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at Sr. No. 3 above	45-47
5.	Fairness opinion by Merchant Banker	48-52
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	53-70
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I . Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	71 & 71A- 71C 72
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para I(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure II	73-74
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (format attached as Annexure III).	75-76
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure IV	Will be complied
11.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para I(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para I(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not Applicable
12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	77-80
13.	a) In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part D of Schedule VII of the ICDR Regulations. b) A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE's website	81-88 88A-88B



14.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	BSE Limited 89-92
15.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V.	93-96
16.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company	97-99
17.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI.	100-101
18.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII.	102-103
19.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	104 Onwards
20.	<p>a) Processing fee (non-refundable) payable will be as below, through RTGS - Details given in Annexure VIII or through Cheque/DD favoring 'BSE Limited'</p> <p>Rs. 1,80,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger</p> <p>Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai'</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000 b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai'</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000</p>	<p>Paid via NEFT on June 2, 2017</p> <p>UTR No. 18KL170602569040</p>
21.	<p>Contact Person Details:</p> <p>Name</p> <p>Designation</p> <p>Telephone Nos. (landline):</p> <p>M.No.</p> <p>Email ID.</p>	<p>Purvesh Pandit</p> <p>Company Secretary</p> <p>+91-79-26583791</p> <p>90162-99821</p> <p>cs@arfin.co.in</p>





Arfin India Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT THE MEETING HELD ON SATURDAY, MAY 20, 2017 AT 10.30 AM AT THE REGISTERED OFFICE OF THE COMPANY AT B-302, PELICAN HOUSE, GUJARAT CHAMBER OF COMMERCE BUILDING, NR. NATRAJ CINEMA, ASHRAM ROAD, AHMEDABAD - 380009, GUJARAT, INDIA

CONSIDERATION AND APPROVAL OF SCHEME OF AMALGAMATION OF MAHENDRA ALUMINIUM COMPANY LIMITED WITH ARFIN INDIA LIMITED

"RESOLVED THAT pursuant to the provisions of Section 230 to 235 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Point 10 of Sub Clause B of the Object Clause of the Memorandum of the Association of the Company, based on the recommendation of the Audit Committee and subject to such approvals as may be necessary from the Hon'ble National Company Law Tribunal at Ahmedabad and further subject to the approvals of shareholders, creditors of the Company and other statutory agencies and in supersession of the Board Resolution dated May 15, 2017, the Board do hereby consider and approve the following :-

1. Proposal of amalgamation of Mahendra Aluminium Company Limited, (the "Transferor Company" or "MALCO") (CIN: U65910GJ1995PLC025589) with Arfin India Limited ("Transferee Company", "ARFIN", or "the Company"), (CIN: L65990GJ1992PLC017460) with Appointed Date as April 01, 2017 and
2. Draft Scheme of amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited as placed before the Board, initialed by the Chairman for the purpose of identification.
3. The Report of the Audit Committee on the Scheme of amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited along with its recommendations.



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Ashram Road, Ahmedabad-380 009.
Phone : +91-79-26583791, +91-79-26583792
Fax : +91-79-26583792 Email : info@arfin.co.in
CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h Hotel Prestige, Tal-Kalot,
Dist. Gandhinagar, Chhatral (Gujarat)
Ph. : 02764-232620/21
Fax : +91-02764-232620

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RESOLVED FURTHER THAT the fair share exchange ratio for exchange of the equity shares of Mahendra Aluminium Company Limited with the Equity Shares of Arfin India Limited as per Valuation Report dated May 20, 2017 on Share Valuation and Exchange Ratio as issued by M/s. Sandip Desai & Co., Chartered Accountants, Ahmedabad and the Fairness Opinion letter dated May 20, 2017 on the valuation report, issued by Vivro Financial Services Private Limited, Category 1 Merchant Banker, as placed before the Board and as recommended by the Audit Committee be and is hereby considered and accepted by the Board and that in the opinion of the Board, the said Scheme of Amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited will be of advantage and beneficial to the shareholders of the Company and the terms thereof are fair and reasonable and the proposed proportion of allotment of shares of 31 (Thirty One) equity shares of Rs.10/- each by Arfin India Limited for every 100 (One Hundred) equity Shares of Rs.10/- each held by the shareholders of Mahendra Aluminium Company Limited is fair and reasonable.

RESOLVED FURTHER THAT Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer be and are hereby authorized severally to do all acts, deeds, things and documents as may be necessary, required, warranted and expedient to give effect to the above resolutions including to make revision, modifications, alterations, if any, required in respect of the draft scheme of amalgamation as may be directed / advised by the statutory authorities and directed by the National Company Law Tribunal at Ahmedabad in this regard.

RESOLVED FURTHER THAT Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer be and are authorized severally to take all steps necessary, in connection with giving effect to the proposal of amalgamation of the above said companies including, but not limited to filing of –

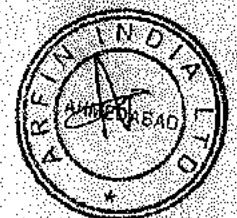
- a. Applications to the NCLT for directions to get the approval of the shareholders / creditors of the Company through postal ballot / e-voting and / or directions for holding the meetings of shareholders / creditors as the case may be and as directed by the said National Company Law Tribunal at Ahmedabad.



- 13
- b. Petitions for confirmation of the Scheme by the National Company Law Tribunal at Ahmedabad;
 - c. To engage suitable advocate to make necessary application for getting the approval of the National Company Law Tribunal at Ahmedabad for the scheme and other related matters thereof and suitable consultants / experts / advisors / other consultants / advisors on such remuneration as may be deemed fit, as may be expedient and necessary to give effect to the Scheme;
 - d. To determine / nominate BSE Ltd as Designated Stock Exchange (DSE), where the company's shares are listed, to be the Exchange through which clearance could be obtained from SEBI on the Scheme of amalgamation of the said companies, and to do all such acts, deeds and things as may be considered necessary and expedient in relation thereto;

RESOLVED FURTHER THAT, Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer be and are hereby authorized severally to do all such acts, deeds and things in the course of amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited, including securing approvals, clearances from the authorities concerned under relevant Acts and Regulations thereof;

RESOLVED FURTHER THAT this resolution be placed in the notice calling for the shareholders meeting either physically or through Postal Ballot / e-voting, to seek the approval of the shareholders/creditors of the company, authorizing severally Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer and / or any other person authorized by the Board of Directors, to take all such steps as may be necessary / expedient/ warranted and to do all such acts, deeds, things and matters as may be considered necessary / expedient to give effect to the aforesaid scheme of amalgamation and also to accept such alteration, modifications and / or conditions, if any, which may be proposed, required or imposed by the National Company Law Tribunal, Ahmedabad while sanctioning the scheme of amalgamation.



RESOLVED FURTHER THAT certified true copy of the above resolutions be hereby forwarded to the authorities concerned."

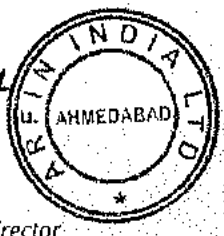
Certified to be true

For Arfin India Limited

Mahendra R. Shah

Mahendra R. Shah

Chairman & Whole Time Director



DIN: 00182746



**Mahendra
Aluminium Company Limited**

Head Office:
302, Pelican House, Gujarat Chamber of Commerce,
Ashram Road, Ahmedabad 380 009
Ph.: +91-79-26583791, Fax: +91-79-26583792

CERTIFIED TRUE EXTRACT OF THE RELEVANT RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF
MAHENDRA ALUMINIUM COMPANY LIMITED AT THEIR MEETING HELD ON MAY 20, 2017

CONSIDERATION AND APPROVAL ON THE PROPOSAL OF AMALGAMATION OF THE COMPANY
(MALCO) WITH ARFIN INDIA LIMITED AND CONSEQUENT DRAFT SCHEME OF ARRANGEMENT FOR
AMALGAMATION OF MAHENDRA ALUMINIUM COMPANY LIMITED WITH ARFIN INDIA LIMITED

"RESOLVED THAT pursuant to provisions of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and Sub Clause 6-7 of Clause 111- Object clause of the Memorandum of the Association of the Company and subject to such approvals as may be necessary from the National Company Law Tribunal at Ahmedabad (NCLT), subject to the approvals of Shareholders, Banks, Financial Institutions, Creditors of the Company and other Statutory Agencies, the proposal of amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited with appointed date as April 1, 2017 be and is hereby approved."

"RESOLVED FURTHER THAT the draft scheme of Amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited as submitted to this Meeting duly initiated by the Chairman of the Meeting for the purpose of identification be and is considered and approved."

"RESOLVED FURTHER THAT the fair share exchange ratio for exchange of the equity shares of Mahendra Aluminium Company Limited with the Equity Shares of Arfin India Limited as per Valuation Report on Share Valuation and Exchange Ratio as issued by M/s. Sandip Desai & Co., Chartered Accountants, Ahmedabad as placed before the Board be and is hereby considered and accepted by the Board and that in the opinion of the Board, the said Scheme of Amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited will be of advantage and beneficial to the shareholders of this Company



and the terms thereof are fair and reasonable and the proposed proportion of allotment of shares of 31 (Thirty One) equity share of Rs.10/- each by Arfin India Limited for every 100 (Hundred) equity shares of Rs. 10/- each held by the shareholders of Mahendra Aluminium Company Limited is fair and reasonable."

RESOLVED FURTHER THAT Mr. Mahendra R. Shah, (DIN : 182746) and Mr. Jatin M. Shah (DIN: 182683), Directors of the Company be and are hereby authorised severally to make such alteration and changes therein as may be expedient or necessary for satisfying the requirement or condition imposed by the Honourable National Company Law Tribunal at Ahmedabad",

"RESOLVED FURTHER THAT Mr. Mahendra R. Shah, (DIN: 182746) and Mr. Jatin M. Shah (DIN: 182683), Directors of the Company are authorized severally to take all steps necessary, in connection with the

- a. proposal of Amalgamation of the above said companies, Applications to the NCLT, for directions to get the approval of the shareholders / creditors of the company through postal ballot and / or directions for holding the meetings of shareholders / creditors as the case may be and as directed by the said NCLT, Ahmedabad.
- b. Petitions for confirmation of the Scheme by the NCLT;
- c. To engage suitable advocate to make necessary application for getting the approval of the Honourable National Company Law Tribunal at Ahmedabad for the scheme and other related matters thereof and other consultants / advisors as may be expedient in this regard,
- d. To engage suitable Merchant Banker for getting the certification of the fairness of the scheme and to all acts, deeds and things as may be considered necessary and expedient in relation thereto and for that purpose to engage any counsel / consultants / advisors."



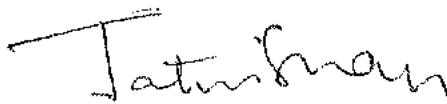
"RESOLVED FURTHER THAT Mr. Mahendra R. Shah, (DIN: 182746) and Mr. Jatin M. Shah (DIN: 182683), Directors of the Company be and are hereby authorized severally to do all acts, deeds and things in the course of Amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited including securing approvals, clearances from the authorities concerned under relevant Acts and Regulations thereof."

"RESOLVED FURTHER THAT to seek the approval of the shareholders/creditors of the company authorizing severally, the Board of Directors of the company and/or Mr. Mahendra R. Shah, (DIN : 182746) and Mr. Jatin M. Shah (DIN: 182683), Directors of the Company and/or any other person authorized by the Board of Directors to take all such steps as may be necessary/expedient/warranted and to do all such acts, deeds, things and matters as may be considered necessary expedient to give effect to the aforesaid scheme of amalgamation to this resolution and also to accept such alteration, modifications and / or conditions if any, which may be proposed, required or imposed by the Honourable NCLT at Ahmedabad while sanctioning the scheme of amalgamation."

"RESOLVED FURTHER THAT certified true copy of the above resolutions be hereby forwarded to the authorities concerned."

Certified True Copy

For, Mahendra Aluminium Company Limited



Jatin M. Shah

Director

DIN: 00182683



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**SCHEME OF AMALGAMATION
OF
MAHENDRA ALUMINIUM COMPANY LIMITED
WITH
ARFIN INDIA LIMITED**

PREAMBLE

This Scheme of Amalgamation is presented for the amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited pursuant to sections 230-232 of the Companies Act, 2013.

1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:-

- 1.1 **'Act'** means the Companies Act, 2013, the rules and regulations made thereunder and will include any statutory modification or re-enactment or amendment thereof for the time being in force, except to the extent the provision which are still applicable as per the Companies Act, 1956 and/or



any statutory modification or re-enactment or amendment thereof for the time being in force;

- 1.2 **'Amalgamation'** means the transfer and vesting of undertaking of the Transferor Company into the Transferee Company in accordance with the Scheme.
- 1.3 **'Appointed Date'** means the Date of April 1, 2017.
- 1.4 **'Stock Exchange'** shall have the same meaning as ascribed to it under the Securities Contracts (Regulation) Act, 1956, where shares of the Transferee Company are listed.
- 1.5 **'The Scheme'** means this Scheme of Amalgamation in its present form or with any modifications approved or imposed or directed by the Hon'ble National Company Law Tribunal, Ahmedabad.
- 1.6 **'Transferee Company'** or **'ARFIN'** shall mean Arfin India Limited, a Company incorporated under the Act, having its registered office at B-302, 3rd Floor, Pelican House, Near Natraj Cinema, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad-380 009. The Company is engaged in



the business of manufacturing Aluminium Products, Auto & Cored Wire Products.

1.7 **'Transferor Company'** or **'MALCO'** shall mean Mahendra Aluminium Company Limited, a company incorporated under the Act, having its registered office at B-302, 3rd Floor, Pelican House, Near Natraj Cinema, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad-380009. The Company is engaged in manufacturing Aluminium Products and trading in Aluminium scrap.

1.8 **'Tribunal'** means the National Company Law Tribunal or any other judicial forum prescribed under the provisions of the Companies Act, 2013 for approving any Scheme of arrangement, compromise or reconstruction of companies under sections 230 to 240 of the Companies Act, 2013.

1.9 **'Undertaking of Transferor Company'** shall mean and include:-

- a) All the assets and properties of the Transferor Company as on the Appointed Date.
- b) All the debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date.



c) Without prejudice to the generality of Sub-clause (a) above the undertaking of the transferor company shall include all the transferor company' reserves, provisions, funds, moveable and immovable properties, assets including investments, claims, powers, authorities, authorized capital, allotment, approvals, consents, registrations, contracts, enactments, deferred income, arrangements, rights, titles, interest, benefits, advantages, lease-hold rights and other intangible rights, industrial and all licenses, permits, pre & post authorizations, quota, rights, trade marks, patents, brands, secret formulae, drawings, research rights and other industrial intellectual properties, imports, telephone/facsimile/telex and other communication facilities, Electrical Connections, non conventional devices and equipments including Computers, Hardwares, Softwares, and other electronic equipments and instruments, system of any kind whatsoever, rights and benefits of all agreements and other interests including rights & benefits under various schemes of different Taxation Laws as may belong to or be available to the Transferor Company, rights and powers of every kind, nature and description of



whatsoever probabilities, liberties, easements, advantages, awards of Arbitrators if any and approval of whatsoever nature and wheresoever situated, belonging to or in ownership, power or possession or control or entitlement of the Transferor Company.

The expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning as ascribed to them under the Act and other applicable laws, Articles of Association, rules, regulations, bye-laws, as the case may be, or any statutory modifications or re-enactment thereof from time to time.

2. RATIONALE AND OBJECTIVES OF THE SCHEME OF AMALGAMATION

With a view to rationalize and consolidate the business activities of the Companies, the present Scheme is proposed. The proposed merger of MALCO with ARFIN will benefit both the Companies in the following manner:-

(a) The merger will consolidate the business activity and will lead to greater efficiency in the overall business and achieve integration of the business operations as well as synergy benefits



through combined operations of both the entities.

- (b) Since the products of both the companies are similar in nature, the contemplated merger will lead to economies of scale which in turn will promote cost efficiency by means of reduction in administrative overheads, reduction in multiplicity of legal and regulatory compliances, and help run the business more effectively and economically resulting in better utilization of resources.
- (c) The proposed amalgamation will contribute in fulfilling and furthering the objects of the companies. It will strengthen, consolidate and stabilize the business of these companies and will facilitate further expansion and growth of their business.
- (d) The proposed amalgamation shall improve the efficiency in cash management, organizational capability from pooling of human capital having skill, talents and vast experience and thereby increase competitiveness in the industry.
- (e) The Transferee Company will have benefit of the combined assets and man-power of both the companies. The combined resources will



enhance its capability to expand and increase its market share more effectively.

(f) The proposed amalgamation will create enhanced value for shareholders and allow a focused strategy in operations, which would be in the best interest of all its shareholders, creditors and all persons connected with the companies.

3. SHARE CAPITAL

3.1 The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company as on March 31, 2017 is as under:

Particulars	Amount(INR)
Authorised Share Capital	
1,10,00,000 equity shares of face value of INR 10/- each	11,00,00,000
TOTAL	11,00,00,000
Issued, subscribed and paid-up share capital	
40,51,157 fully paid-up equity shares of face value of INR 10/- each	4,05,11,570
TOTAL	4,05,11,570



- 3.2 The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company as on March 31, 2017 and as on date is as under:

Particulars	Amount (INR)
Authorised share capital	
15,00,000 equity shares of face value of INR 10/- each	1,50,00,000
TOTAL	1,50,00,000
Issued, subscribed and paid-up share capital	
11,85,000 fully-paid up equity shares of face value of INR 10/- each	1,18,50,000
TOTAL	1,18,50,000

4. TRANSFER AND VESTING OF UNDERTAKING

- 4.1 With effect from the Appointed Date and subject to the provisions of this scheme in relation to the mode of transfer and vesting, the Undertaking of the Transferor Company shall, without any further act or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company pursuant to the provisions of section 232 and other applicable provisions of the Act.
- 4.2 With effect from the Appointed Date and subject to the provisions of this Scheme and pursuant to the provisions of Sections 230 to 232 and other



applicable provisions of the Act and in relation to the mode of transfer and vesting, all the assets and properties, rights, claims, title, interest, hereditaments and authorities including accretions and appurtenances thereto such as dividends, or other benefits of any nature received of the Transferor Company shall, without any further act, instrument or deed, be and the same shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the estate, rights, titles, hereditaments and interests and authorities including accretions and appurtenances thereto such as dividends, or other benefits receivable by that of the Transferee Company.

- 4.3 With effect from the Appointed Date, and subject to the provisions of this Scheme, all the debts, liabilities, duties and obligations of the Transferor Company, shall also be and shall stand transferred or deemed to have been transferred without any further act, instrument or deed to the Transferee Company, pursuant to the provisions of Section 232 of the Act, so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company and further



that it shall not be necessary to obtain consent of any third party or other person who is a party to the contract or arrangements by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Clause.

- 4.4 Without prejudice to the generality of Clause 4.1 above, the undertaking of the Transferor Company shall mean and include inter alia all the relatable properties and assets including land and buildings, plant and machinery, vehicles, current assets, cash and bank balances, stock-in-trade, work-in-progress, goodwill and other intangibles, investments, rights, titles, interests, powers, authorities, licenses, contracts, pending Arbitration proceeding tax deducted at source by vendors/ banks/ and receivable by the said company as reflected in Form 26AS on NSDL Income Tax Website as well as those evidences by the valid TDS certificate and other Tax Credits and registrations of whatsoever nature including, without being limited to all patents, trademarks, trade names, know-how and other intellectual property rights of whatsoever nature and licenses in respect thereof, privileges, liberties, easements, advantages, benefits, leases, tenancy rights, ownership flats, quota rights, permits, approvals,



authorizations, right to use of telephone, telexes, fax machines, e-mail, internet, electricity connections, utilities and other services etc. (hereinafter collectively referred to as "the said assets") pertaining to the undertaking of the Transferor Company.

(a) It is expressly provided that in respect of such of the said assets as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company in pursuance of the provisions of Section 232 of the Act.

(b) In respect of such of the said assets other than those referred to in sub para (a) above, the same shall, as more particularly provided in sub-clause 4.4 above, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred and vested in the Transferee Company on the Appointed Date pursuant to the provisions of Section 232 of the Act.

4.5 Loans or other obligations, if any, due or outstanding inter se between the Transferor Company and the Transferee Company shall stand



discharged and there shall be no liability, relating either to principal or to interest after the Appointed Date, in respect of such loans and other obligations.

4.6 With effect from the Appointed Date, all taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax, credits, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, or goods and service tax, as applicable excise duty, wealth tax, fringe benefit tax and tax collected at source, etc.) payable by or refundable to or being the entitlement of the Transferor Company, including all or any refunds or claims shall be treated as the tax liability or refunds/ credits/ claims, as may be of the Transferee Company, and any tax incentives, advantages, privileges, exemptions, credits, tax holidays, remissions, reductions as would have been available to the Transferor Company. Benefit of tax losses including brought forward business losses, unabsorbed depreciation etc. of Transferor Company shall be available to Transferee Company w.e.f. Appointed Date in terms of Section 72A of Income Tax Act, 1961.



- 4.7 The Transferee Company shall be entitled to file/ revise their statutory returns and related tax payment certificates and to claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.
- 4.8 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Company is a party or any writing as may be necessary to execute in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of this Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Company as the case may be and to implement or carry out all such formalities or compliances as are required to be carried out or performed by the Transferor Company under any loan agreements or contracts or otherwise.
- 4.9 For the avoidance of doubt and without prejudice to the generality of the forgoing, it is clarified that upon coming into effect of the scheme, all consents, permissions, licenses, certificates,



forms, clearances, authorities, powers of attorneys given/issued to executed in favour of the Transferor Company shall without any further Act or deed, stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and the duties there under and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approval from the concerned governmental authorities as may be necessary in this behalf.

5. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 5.1 Subject to all the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which any of the Transferor Company are parties or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect immediately before the Appointed Date, shall be in full force and effect against or in favour of the Transferee Company as the case may be and may be



enforced as fully and effectively as if, instead of the said Transferor Company, the Transferee Company had been a party or beneficiary thereto.

5.2 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds, writings or confirmations or enter into a tri-partite arrangement, confirmation or novation to which the respective Transferor Company will, as may be necessary also be a party in order to give formal effect to this Clause if so required or become necessary. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the respective Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company.

6. LEGAL PROCEEDINGS

If any suit, petition, appeal, revision or other proceedings of whatsoever nature including Arbitration Proceeding (hereinafter called "the proceedings") by or against the Transferor Company be pending, the same shall not abate, be discontinued or be in any way prejudicially affected



by reason of the transfer of the undertaking of the Transferor Company or of anything contained in the Scheme, but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. Upon sanction of the Scheme, the Transferee Company shall and may initiate any legal proceedings for and on behalf of the Transferor Company or either of them as the case may be in its own name.

7. OPERATIVE DATE OF THE SCHEME

The Scheme, set out herein in its present form or with any modification(s) approved or imposed or directed by Hon'ble National Company Law Tribunal, shall be effective from the Appointed Date.

8. TRANSFEROR COMPANY'S STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen or other employees in the service of the Transferor Company immediately preceding the date of sanction of the Scheme continuing from the appointed date, shall become



the staff, workmen and employees of the Transferee Company on the basis that:-

- 8.1 Their services shall be deemed to have been continuous and not have been interrupted by reason of the said transfer.
- 8.2 The terms and conditions of service applicable to such staff, workmen or employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately preceding the transfer date.
- 8.3 The Transferee Company shall not vary the terms and conditions of the service of its staff, workmen and employees except in the ordinary course of business.
- 8.4 It is expressly provided that as far as Provident Fund, Gratuity Fund, Superannuation Fund or any other Fund created or existing for the benefit of the staff, workmen and other employees of the Transferor Company is concerned, upon the Scheme becoming effective, the Transferee Company shall (to the extent of the services of the Transferred Employees) stand substituted for the Transferor Company for all purposes whatsoever relating to the administration or operation of such Funds or in relation to the obligation to make



contributions to the said Funds in accordance with provisions of such Funds as per the terms provided in the respective Trust Deeds. It is the aim and intent that all the rights, duties, powers and obligations of the Transferor Company in relation to such Funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees of the Transferor Company under such Funds and Trusts shall be protected. It is clarified that the services of the employees of the Transferor Company will also be treated as having been continuous and shall not be treated as having been broken for the purpose of the aforesaid Funds or provisions.

9. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY TILL THE DATE OF SANCTION OF THE SCHEME

With effect from the Appointed Date and upto the date of sanction of the Scheme:

- 9.1 The Transferor Company shall carry on and be deemed to have carried on all its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all the said assets for and on account of and in trust for the Transferee Company.



- 9.2 All the profits or incomes accruing to the Transferor Company or losses or expenditure arising or incurred by it shall, for all purposes, be treated as the profits or incomes or losses or expenditure of the Transferee Company as the case may be.
- 9.3 The Transferor Company shall carry on its business activities, with reasonable diligence, business prudence and shall not, without the written consent of Board of Directors of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with the said assets or any part thereof except in the ordinary course of their business except pursuant to any pre-existing obligation undertaken by the Transferor Company prior to the Appointed Date.
- 9.4 The Transferor Company shall not, without the written consent of the Board of Directors of the Transferee Company, undertake any new business.
- 9.5 The Transferor Company shall not vary the terms and conditions of the employment of its employees except in the ordinary course of business and with the mutual consent of the Board of Directors of the Transferee Company.



9.6 The Transferor Company shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure without the written consent of the Board of Directors of Transferee Company.

9.7 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and other related agencies, departments and other authorities concerned as are necessary under any law for such consents, licenses, permissions, approvals and sanctions which the Transferee Company may require to own and operate the businesses of the Transferor Company.

10. CONSIDERATION

10.1 Upon this Scheme becoming effective, and in consideration for the transfer and vesting of the entire undertakings of the Transferor Company with the Transferee Company, the Transferee Company, shall, without any further application or deed, but subject to necessary approvals, if any, being granted, issue and allot fully paid up Equity Shares to the shareholders of the Transferor Company, holding fully paid up equity shares in the Transferor Company, (whose names appear in



the Register of Members of the Transferor Company on the Record Date, or his/her heirs, executors, administrators or successors-in-title, as the case may be), as under:

"**31 (Thirty One)** Equity Shares of the face value of Rs. 10/- each as fully paid up of the Transferee Company for every **100 (Hundred)** Equity Shares of the face value of Rs 10/- each held in the Transferor Company (Hereinafter, equity shares to be issued to the shareholders of Transferor Company are referred to as "New Equity Shares")."

10.2 In case any member's shareholding in the Transferor Company is such that on the basis of the aforesaid exchange ratio of shares, the member is entitled to a fraction of New Equity Share which exceeds one-half share, such member shall, in lieu of such fraction, be entitled to receive allotment of one New Equity Share of the Transferee Company. On the other hand, if the shareholding of any member in the Transferor Company is such that on the basis of the aforesaid exchange ratio of shares, the member is entitled to a fraction of New Equity Share which is less than or equal to one-half share, then such fraction shall be ignored and such member shall not be



entitled to receive any New Equity Share of the Transferee Company in lieu of such fraction.

10.3 The New Equity Shares of the Transferee Company to be issued pursuant to this Scheme shall rank pari passu with the existing equity shares of the Transferee Company.

10.4 The issue and allotment of New Equity Shares by the Transferee Company, to the shareholders of the Transferor Company as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Companies Act, 2013 and any other applicable provisions of the Act were duly complied with.

10.5 The New Equity Shares issued in terms of the Scheme shall, in compliance of the applicable regulations, be listed and/or admitted to trading on BSE Limited where the equity shares of Transferee Company are listed and admitted to trading. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of BSE Limited. The New Equity Shares allotted pursuant to this



Scheme shall remain frozen in the depository system till the relevant directions in relation to listing/trading are provided by BSE Limited.

10.6 Upon this Scheme becoming effective, all the Shareholders of the Transferor Company who exercise the option to receive shares in dematerialized form, shall be issued new shares of Transferee company in dematerialized form, provided all details relating to their depository account with the depository participant are made available to Transferee company, who shall issue and directly credit the dematerialized securities account of such Shareholder with the equity shares of Transferee company and all the shareholders of the Transferor company holding shares in physical form, if so required by Transferee Company shall surrender their share certificates for cancellation thereof to Transferee company.

10.7 In terms of the provisions of Listing Regulations and other applicable SEBI Regulations, including any Circular issued therein, New Shares to be issued pursuant to this Scheme to the Promoters of the Transferor Company, may be placed, to the extent applicable under lock-in by the Stock Exchange or SEBI/ any other competent authority.



However, the Promoters may enter into inter-se transfer amongst themselves during such lock-in period.

10.8 The Transferee Company shall take necessary steps to increase or alter, to the extent required, its Authorized Share Capital suitably to enable it to issue and allot the New Equity Shares pursuant to this Scheme.

11. ACCOUNTING TREATMENT OF ASSETS, LIABILITIES AND RESERVES OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferee Company shall account for the amalgamation, in its books with effect from the Appointed Date, in accordance with the Purchase method prescribed under Accounting Standard 14 (Accounting for Amalgamations), notified under the Companies Accounting Standards Rules and/or any other Act for the time being in force as mentioned in Sec. 133 of the Act, as under:

11.1 All the assets and liabilities of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the Scheme



and shall be recorded by the Transferee Company at their respective book values.

11.2 The Transferee Company shall credit to the Share Capital Account in its books of account, the aggregate face value of the New Equity Shares issued and allotted under the Scheme to the equity shareholders of the Transferor Company pursuant to this Scheme.

11.3 The amount of any inter-company balances and investments shall stand cancelled without any further act or deed, upon the Scheme coming into effect, and the amounts so cancelled shall not be recorded in the books of account of the Transferee Company.

11.4 The difference arising after giving effect to clause 11.1, 11.2 and 11.3 above shall be credited to capital reserve, in case there being an excess or debited to Goodwill Account in case there being a shortfall.

11.5 In case of any difference in the accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted against the Profit & Loss Account of the Transferor Company.



Company to ensure that the financial statements of the Transferee Company and Transferor Company reflect the financial position on the basis of consistent accounting policy.

12. ALTERATIONS/AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE TRANSFEEE COMPANY

12.1 Capital Clause:

Upon coming into effect of the Scheme, the Authorized Share Capital of:

- (a) Transferor Company of Rs. 1,50,00,000/- or such amount as may be on the date of sanction of the scheme, shall be added to the Authorized Share Capital of the Transferee Company, without any further act or deed and without any further payment of the stamp duty or the registration fees.

12.2 Consequent upon the addition of the authorized capital of the Transferor Company in the authorized capital of the Transferee Company, Clause V of the Memorandum of Association of the Transferee Company shall be replaced as under:-

"The Authorised Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty



Five Lakhs) Equity Shares of Rs. 10/- each."

12.3 Under the accepted principle of Single Window Clearance, it is hereby provided that the above referred change, viz. Change in the Capital Clause shall become operative on the scheme being effective by virtue of the fact that the Shareholders of the Transferee Company, while approving the scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Sections 17/13, 94/61 and 97/64 of the Companies Act, 1956/2013 or any other provisions of the Act and shall not be required to pass separate resolutions as required under the Act.

13. DISSOLUTION OF THE TRANSFEROR COMPANY:

Upon the Scheme being sanctioned as aforesaid, the Transferor Company shall stand dissolved without winding up on sanction of the Scheme by an order made by the Hon'ble National Company Law Tribunal under Section 232 of the Act without any further act.



14. APPLICATIONS TO THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

The Transferor Company and the Transferee Company hereto shall, with all reasonable dispatch, make applications under Sections 230 and 232 of the said Act to the Hon'ble National Company Law Tribunal for sanctioning this Scheme of Amalgamation and for dissolution of the Transferor Company without winding up in accordance with the provisions of the Act and the Rules of the Hon'ble Tribunal.

15. MODIFICATIONS / AMENDMENTS TO THE SCHEME

15.1 The Board of Directors of the Transferor Company and/ or the Transferee Company may pass appropriate resolution(s) to make any modification/amendment to the Scheme as may be deemed necessary or which may be directed to be so done by the Hon'ble National Company Law Tribunal and/or any other authorities under the law or which may be found to be otherwise desirable for settling any question, doubt or difficulties that may arise for implementing and/or carrying out the Scheme and may do all such acts, deeds, matters and things as may be necessary,



desirable or expedient for putting the Scheme into effect.

15.2 For the purpose of giving effect to the Scheme or to any modification thereof, the Board of Directors of the respective Transferor Company and/or the Transferee Company are hereby authorized to give such directions and/or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

16. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional on and subject to the following approvals:-

- 16.1 The approval to the Scheme by the requisite majority of the members and Creditors, as may be applicable in case of the respective companies.
- 16.2 The sanction of the Hon'ble National Company Law Tribunal under Sections 230 and/ or 232 of the said Act, in favour of the Transferor Company and the Transferee Company and to the necessary Order or Orders under Section 232 of the said Act, being obtained.



17. SAVING OF CONCLUDED TRANSACTIONS

The Transfer of undertaking under Clause 4 above and the continuance of proceedings by or against the Transferor Company above shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date till the date of sanction of the Scheme, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

18. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Company and Transferee Company respectively in relation to or in connection with this Scheme and of carrying out and completing the terms and provisions of this scheme and/or incidental to the completion of the said Amalgamation of the said Undertaking of the Transferor Company in pursuance of this Scheme, whether identifiable or not with respective Transferee and Transferor Companies, shall be borne and paid by the Transferee Company alone.



19. MISCELLANEOUS PROVISIONS

19.1 The Scheme, shall operate and be effective from the Appointed Date even though the date of filing of the copy of the Order (s) received from the Hon'ble National Company Law Tribunal with the Registrar of Companies, Gujarat upon sanction of the Scheme by the Hon'ble National Company Law Tribunal may be subsequent.

19.2 Until the scheme is sanctioned, the Transferor Company and the Transferee Company, shall continue to hold their Annual General Meeting and other meetings in accordance with the relevant laws and shall continue to comply with all their statutory obligations.



For, ARFIN INDIA LIMITED
Atulchandra A. Chaudhary
Director/Author. Signatory



May 20, 2017

To,
The Board of Directors,
Arfin India Limited
B 302, 3rd Floor, Pelican House,
Near Natraj Cinema,
Gujarat Chamber of Commerce Building,
Ashram Road,
Ahmedabad - 380 009

Subject: Recommendation of fair equity share exchange ratio for the Proposed Scheme of Amalgamation between Mahendra Aluminum Company Limited & Arfin India Limited

Arfin India Limited (hereinafter referred to as 'ARFIN', 'the Transferee Company', 'you', 'your'), has appointed Sandip Desai & Co. (hereinafter referred to as 'Sandip Desai & Co.', 'the Valuer' 'we', 'our') to recommend a fair exchange ratio of equity shares for the Proposed Amalgamation of Mahendra Aluminum Company Limited with Arfin India Limited (hereinafter referred to as 'MALCO' and 'ARFIN' respectively and together as 'the Companies') based on the discussions that we have had with information that we have received from, the managements of the Companies ('Managements') from time to time.

DISCLAIMER AND LIMITATIONS

This Share Exchange Ratio Report is prepared by Sandip Desai & Co., Chartered Accountants under an engagement letter from Arfin India Limited on the basis of information, documents, papers and explanations given by the management, officers and staff of the Companies to Sandip Desai & Co.

In preparing the Share Exchange Ratio Report, Sandip Desai & Co. has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the financial data (which shall include, but not be limited to historical financial information, financial projections or forward looking statements that have a bearing on financial information) provided by the Companies. Sandip Desai & Co. has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information. Actual performance, results of operations or facts may differ from management certified projected financial information or forward looking statements.

Our work does not constitute an audit or certification or due diligence of the past financials of the Companies and we have relied upon the information provided to us by the Companies as regards such working results.

Publicly available information deemed relevant for the purpose of the analysis contained in the Share Exchange Ratio Report has also been used.

Sandip Desai & Co. has not provided any accounting, tax or legal advice to Companies. Share Exchange Ratio Report should not be construed as investment advice or any form of recommendation either for making or divesting investment in the Company. The Companies are assumed to be in compliance with all the laws applicable to them.

All the workings for the valuation are made to the nearest two decimal points.

SOURCES OF INFORMATION

We have relied on the following information made available to us by the management of the Companies for the purpose of this report:





1. Salient Features of the Proposed Scheme of Amalgamation;
2. Audited Financial Statements of MALCO for the year ended on March 31, 2015, March 31, 2016 and March 31, 2017;
3. Audited Financial Statements of ARFIN for the year ended on March 31, 2015, March 31, 2016 and March 31, 2017;
4. Brief History, Present Activities, Business Profile, Shareholding Pattern of the Companies;
5. Projections of the future profitability, Cash Flow and Balance Sheet of MALCO up to March 31, 2021 as prepared and certified by management of the Company;
6. Such other information and explanations as required and which have been provided by the management of the Company, which were considered relevant for purpose of carrying out this Valuation assignment.
7. Other relevant information and documents for carrying out this valuation exercise.

BRIEF BACKGROUND OF THE COMPANIES

A. ARFIN INDIA LIMITED

Arfin India Limited (ARFIN), bearing Corporate Identification Number (CIN) L65990GJ1992PLC017460, is a listed public limited company incorporated on April 10, 1992, registered with the Registrar of Companies, Ahmedabad and is having the registered office at B 302, 3rd Floor, Pelican House, Near Natraj Cinema Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad - 380 009, Gujarat, India. ARFIN is engaged in the business of manufacturing Aluminum Products, Auto & Cored Wire Products.

Equity Shares of the Company are listed on BSE Limited. Script ID: 539151

Shareholding Pattern as on March 31, 2017:

Particulars	No of Shares	Shareholding (%)
Promoters & Promoter Group	29,44,257	72.68%
Public	11,06,900	27.32%
Total	40,51,157	100%

B. MAHENDRA ALUMINUM COMPANY LIMITED

Mahendra Aluminum Company Limited (MALCO), bearing Corporate Identification Number (CIN) U65910GJ1995PLC025589, is an unlisted public limited company incorporated on April 25, 1995, registered with the Registrar of Companies, Ahmedabad and is having the registered office at B 302, 3rd Floor, Pelican House, Near Natraj Cinema Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad, Gujarat, India - 380009. MALCO is a company held largely by the promoter group of ARFIN, engaged in the business of manufacturing Aluminum Products and trading in Aluminum scrap.

Shareholding Pattern as on March 31, 2017:

Particulars	No of Shares	Shareholding (%)
Promoters & Promoter Group	10,65,000	89.87%
Public	1,20,000	10.13%
Total	11,85,000	100%

VALUATION APPROACH

The Proposed Amalgamation contemplates the Amalgamation pursuant to a Scheme of Arrangement. Arriving at the fair equity share exchange ratio for the Proposed Amalgamation of MALCO with ARFIN would require determining the fair values of each company. These values are to be determined independently but on a relative basis, and without considering the effect of the Proposed Amalgamation.





As per SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, The issuance of shares under schemes in case of allotment of shares only to a select group of shareholders or shareholders of unlisted companies pursuant to such schemes shall follow the pricing provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "the ICDR Regulations").

As per Regulation 71A of ICDR Regulations, frequently traded shares means shares in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer the shares. In case of ARFIN, traded turnover on the recognised stock exchange during last twelve calendar months is greater than ten per cent of the total number of shares of the company. Hence, shares of the company are frequently traded.

Accordingly, valuation of shares of Arfin India Limited will be in compliance with the pricing formula provided in Regulation 76 of ICDR Regulations, which is reproduced hereunder:

If the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, the equity shares shall be allotted at a price not less than higher of the following:

- a) *The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or*
- b) *The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date (Regulation 76)*

There are several methods of valuation, which are recognized as sound methods for arriving at the fair market value of the equity shares of the Companies. It is beyond doubt that no single method can be competently used in all situations.

Several factors will have to be factored in before one arrives at the decision of using one or more methods of valuation. Some indicative illustrations are as under:

1. The nature of the business and the history of the enterprise from its inception.
2. History of asset creation and change in its market value as compared to book value.
3. Intangible assets either on or off the Balance Sheet.
4. Objective for which the valuation is carried out.
5. Comparison of profitability of the company inter-se and with industry average.

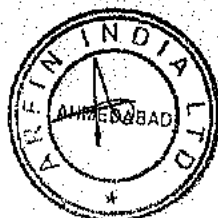
VALUATION OF EQUITY SHARES UNDER DIFFERENT APPROACHES

• COST APPROACH

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. The Cost Approach ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy or invest in the business as a going concern.

This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the "going concern" criteria or in case where the assets base dominate earnings capability. The operating assets have therefore been considered at their book values.

Net Assets is the excess of all assets of company over its liabilities to outsiders as shown in the Balance Sheet.





• **INCOME APPROACH**

A. PROFIT EARNING CAPACITY VALUE METHOD

Under this method, the average of profits after tax of the past years is capitalized at an appropriate rate to arrive at value of shares. The crux of estimating the profit-earning capacity value lies in the assessment of the future maintainable earnings of the business. While the past trends in profits and profitability would serve as a guide, it is not to be overlooked that the purpose of valuation is to arrive at the future post tax maintainable stream of earnings. All relevant factors that have a bearing on the future maintainable earnings of the business must, therefore, be given due consideration.

Method of computation of average profits:

Ordinarily, the averaging of profits will be worked out for the past three accounting years for which audited accounts are available. But in appropriate cases, e.g., where the capital base of the company or the profits show erratic variation or where the premium involved is substantial or the industry concerned is subject to cyclical trends a weighted average of the profits after tax will be considered.

If the year-to-year variation in the profits of the last three years is considered to be normal, the average may be calculated on the basis of a simple arithmetical average. But if the profits are rising consistently from year to year at a steady ratio and there are reasons to believe that the rising trend will be maintained into the future, the average may be calculated on a weighted basis giving a weightage of 3 for the latest year, 2 for the middle year and 1 for the farthest year. Conversely, if the profits are declining consistently from year to year, it would be advisable to consider the profits of only the latest year since any average-simple or weighted-will result in a higher figure than the profits of the latest year which is inconsistent with the situation of consistently declining profits. Here also, it would be prudent to look into the accounts of the last 5 years to make a judgment on the trend in profits.

Capitalization Rate:

The erstwhile CCI Guidelines prescribed capitalization rates for different class of companies. The guidelines categorized the capitalization rate under three broad categories viz. Manufacturing Companies, Trading Companies and Intermediate Companies. The rates prescribed were:

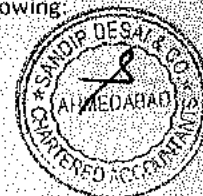
1. 15% in the case of manufacturing companies / service providers
2. 20% in the case of trading companies and
3. 17 1/2% in the case of "intermediate companies", that is to say, companies whose turnover from trading activity is more than 40%, but less than 60% of their total turnover.

B. DISCOUNTED CASH FLOWS (DCF) METHOD

Under this method, the value of equity share of the Company is arrived at by analyzing the historical trends and the future financial projections of the Company. This method takes into account the future potential earnings of the Company and profitability of the Company. It discounts the future earning potential of the Company and arrives at the possible market price of the Company on the present day.

The Discounted Free Cash Flow Method is one of the most rigorous approaches to valuation of business. In this method, the projected free cash flows from business operations are discounted at the weighted average cost of capital and sum of such discounted free cash flows is the value of the business.

Use of Discounted Free Cash Flows method involves determining the following:





- Estimated future cash flows
- Number of years cash flows used in the study
- Appropriate Discount Rate to be applied to cash flows
- The continuing value i.e. the cumulative value of the free cash flows beyond the explicit forecast period.
- Value of Debt, if any.

The value of the firm is obtained by discounting expected cash flows to the firm, i.e., the residual cash flows after meeting all operating expenses, reinvestment needs and taxes, but prior to any payments to either debt or equity holders, at the weighted average cost of capital, which is the cost of the different components of financing used by the firm, weighted by their market value proportions.

$$\text{Value of Firm} = \sum_{t=1}^{t=n} \frac{\text{CF to Firm}_t}{(1+WACC)^t}$$

Where,

CF to Firm = Expected Cash flow to Firm in period t

WACC = Weighted Average Cost of Capital

The weighted average cost of capital is the discount factor used to arrive at the value of the firm. Discounting free cash flow to the firm at the cost of capital will yield the value of operating assets of the firm. To arrive at the firm value, the value of non-operating assets will also have to be added. Non-operating assets include cash, marketable securities and holdings in other companies.

Terminal value is the present value at a future point in time of all future cash flows when we expect stable growth rate forever. To arrive at the terminal value, the Perpetuity Growth Model is used which accounts for the value of free cash flows that continue into perpetuity in the future, growing at an assumed constant rate. Here, the projected free cash flow in the first year beyond the projection horizon (N+1) is used. This value is divided by the discount rate minus the assumed perpetuity growth rate. $T_0 = \text{FCF}_{N+1} / (k - g)$. T_0 is the value of future cash flows at a future point in time which is immediately prior to N+1, or at the end of period N, which is the final year in the projection period, k being the discount rate and g being the perpetual growth rate. This equation is a perpetuity, which uses a geometric series to determine the value of a series of growing future cash flows.

* MARKET APPROACH

Under Market approach, the valuation is based on the market value of the company in case of listed companies. The Market approach generally reflects the investors' perception about the true worth of the company.

MARKET PRICE METHOD

This method evaluates the value on the basis of prices quoted on the stock exchange(s). Average of quoted price is considered as indicative of the value perception of the company by investors operating under free market conditions. The average of such Market Prices could be taken on a simple or weighted average basis taking into consideration the value and the volumes of the transactions taken place on the stock exchange.

This method is important for the Valuer as the secondary Equity Market is not only a reflection of the fair value of the Company, but also of the other market information to know the perception of the market prevailing during the span of time for which the price of the share is evaluated.

Under this method of valuation, calculation is done based on the average of weekly high lows of volume weighted market price of shares of the company for a period of 26 weeks from the date for which the valuation is to be arrived at.





In compliance of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and on the basis of pricing formula prescribed under Regulation 76 of ICDR Regulations, the volume-weighted average market price, the value per share of the company shall be higher of the following:

- i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- ii) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

Accordingly, value per share of Arfin India Limited is Rs.496.95. (Source: Market prices of last 26 weeks from May 20, 2017 taken from the website of BSE Limited i.e www.bseindia.com)

BASIS OF FAIR EQUITY SHARE EXCHANGE RATIO

The fair exchange ratio of equity shares has been arrived at on the basis of a fair equity valuation of the companies and is based on the various methodologies explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations.

Though different values have been arrived at under each of the above methodologies, for the purpose of recommending a fair exchange ratio of equity shares, it is necessary to arrive at a single value for the shares. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the Companies but at their relative values to facilitate the determination of a fair equity share exchange ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology. We have given weights to the values arrived at under different methodologies, based on the evaluation and judgement of the business of the companies, in order to arrive at the relative values of the equity shares.

CONCLUSION

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following fair equity share exchange ratio of equity shares for the Proposed Amalgamation:

"31 (Thirty One) equity share of ARFIN of Rs.10/- each fully paid up for every 100 (Hundred) equity shares of MALCO of Rs. 10/- each fully paid up."

For Sandip Desai & Co.
Chartered Accountants
FRN: 111812W

Sandip Desai
Partner

Membership Number:44872





Arfin India Limited

REPORT ON RECOMMENDATIONS OF THE AUDIT COMMITTEE ON THE DRAFT SCHEME OF AMALGAMATION OF MAHENDRA ALUMINIUM COMPANY LIMITED (TRANSFEROR COMPANY / MALCO) WITH ARFIN INDIA LIMITED (TRANFEREE COMPANY / ARFIN) AT ITS MEETING HELD ON MAY 20, 2017 AT THE REGISTERED OFFICE OF THE COMPANY

PRESENT

Mr. Dilip Kumar Daga	Chairman
Mr. Bherulal Lachand Chopra	Member
Mr. Mahendra R. Shah	Member

In Attendance

Mr. Vijay Lathi	Chief Financial Officer
Mr. Purvesh Pandit	Company Secretary & Compliance Officer

Background

A meeting of Audit Committee of Arfin India Limited was held on May 20, 2017 to consider and recommend to the Board of Directors the scheme of Amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited and their respective shareholders (hereinafter referred to as "Scheme") to be implemented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and other applicable laws.



Head Office: 302, Pelican House, Gujarat Chambers of Commerce,
Ashram Road, Ahmedabad-380 009.
Phone : +91-79-26583791, +91-79-26583792
Fax : +91-79-26583792 Email : info@arfin.co.in
CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h. Hotel Prestige, Tal-Kalot,
Dist. Gandhinagar, Chhatral (Gujarat)
Ph. : 02764-232620/21
Fax : +91-02764-232620

The report of Audit Committee is made in order to comply with the Requirements of the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India after considering the following:

In view of the above, members of the Audit committee of the Company after discussion has opined that Fairness Opinion and Share Valuation Report is fair and reasonable and recommends the Draft Scheme of Amalgamation at its meeting held on May 20, 2017 and has made this report after perusing the following necessary documents:

1. Draft Scheme of Amalgamation;
2. Valuation Report dated May 20, 2017 issued by M/s. Sandip Desai & Co., Chartered Accountants;
3. Fairness Opinion dated May 20, 2017 issued by Vivro Financial Services Private Limited, Category I Merchant Banker providing the Fairness Opinion on the Valuation Report prepared by M/s. Sandip Desai & Co., Chartered Accountants, Ahmedabad ;
4. Certificate obtained from the Statutory Auditors of the Company i.e. M/s. Raman M. Jain & Co., Chartered Accountants confirming that the Scheme is in compliance with applicable accounting treatment notified under Companies Act, 2013 and other generally accepted principles; and
5. Audited financial statements of ARFIN and MALCO for the year ended March 31, 2015, March 31, 2016 and March 31, 2017

Recommendation of the Audit Committee

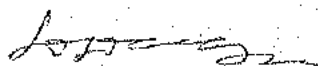
Having considered the Valuation report, Fairness Opinion as well as the Scheme, the Audit Committee do hereby unanimously recommend the Draft Scheme, for favorable consideration by the Board of



27

Directors of the Company, BSE Limited and the Securities and Exchange Board of India and all other authorities / agencies as may be required.

For and on Behalf of the Audit Committee of Arfin India Limited



Dilip Kumar Daga

Chairman-Audit Committee

DIN: 02918995



Place: Ahmedabad

Date: May 20, 2017

May 20, 2017

To,
The Board of Directors,
Arfin India Limited
B 302, 3rd Floor, Pelican House,
Near Natraj Cinema,
Gujarat Chamber of Commerce Building,
Ashram Road, Ahmedabad - 380 009

Subject: Fairness Opinion on the report of Sandip Desai & Co., Chartered Accountants, Ahmedabad with respect to the proposed amalgamation of Mahendra Aluminum Company Limited into Arfin India Limited

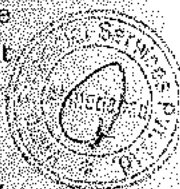
Dear Sirs,

We, Vivro Financial Services Private Limited ('Vivro', 'we', 'us', 'our'), refer to our engagement letter dated December 15, 2016 whereby Arfin India Limited (hereinafter referred to as 'ARFIN' the Transferee Company, 'You', 'Your') has appointed us as an Independent Merchant Banker for furnishing a "Fairness Opinion" on the valuation carried out by Sandip Desai & Co., Chartered Accountants, Ahmedabad, ("Valuer"), vide its Valuation Report dated May 20, 2017 pursuant to the proposed Scheme of Amalgamation of Mahendra Aluminum Company Limited (hereinafter referred to as 'MALCO', 'the Transferor Company') with Arfin India Limited pursuant to sections 230 - 232 of the Companies Act, 2013.

1. SOURCES OF INFORMATION

We have relied on the following information made available to us by the management of both the Companies for purpose of this opinion:

1. Memorandum and Articles of Association of ARFIN and MALCO;
2. Audited Financial Statements of ARFIN and MALCO for the year ended on March 31, 2015, March 31, 2016 and March 31, 2017;
3. Valuation Report prepared by Sandip Desai & Co., Chartered Accountants, Ahmedabad, dated May 20, 2017 for the purpose of ascertaining share exchange ratio for the proposed Scheme of Amalgamation of ARFIN and MALCO;
4. Draft Scheme of Arrangement in nature of Amalgamation of MALCO into ARFIN;
5. Shareholding Pattern of both the Companies as on March 31, 2017 as well as the proposed shareholding pattern after considering the effect of the proposed scheme of amalgamation;
6. Financial Projections of MALCO from April 1, 2017 to March 31, 2021 duly certified by the Management of MALCO;
7. Details of Market Price and trading volume of Equity Shares of ARFIN on BSE;
8. Such other information and explanations as required and which have been provided by the management of the Companies, which were considered relevant for purpose of carrying out this assignment.



2. BACKGROUND OF COMPANIES

❖ ARFIN INDIA LIMITED - TRANSFEREE COMPANY

Arfin India Limited is a public limited company incorporated on April 10, 1992 under the Companies Act, 1956 having its registered office situated at B 302, 3rd Floor, Pelican House, Near Natraj Cinema Gujarat Chamber of Commerce Building, Ashram Road Ahmedabad - 380 009. ARFIN is engaged in the business of manufacturing Aluminum Products, Auto & Cored Wire Products.

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are frequently traded on BSE Limited.

Financial Performance of ARFIN:

₹ in Lakhs

Particulars	2017A	2016A	2015A
Total Revenue	34,471.64	27,321.71	25,094.07
Profit Before Tax	2,052.58	1,000.66	705.31
Profit After Tax	1,301.77	660.98	467.13
Shareholders' Funds	5,388.95	2,377.20	1,770.71

Board of Directors of ARFIN:

Sr. No.	Names of Directors	Designation
1.	Jatin Mahendrakumar Shah	Managing Director
2.	Mahendrakumar Rikhavchand Shah	Chairman & Whole Time Director
3.	Pushpa Mahendra Shah	Executive Director
4.	Bherulal Lalchand Chopra	Additional Independent Director
5.	Dilip Kumar Daga	Independent Director
6.	Shantilal Mehta	Independent Director

Shareholding Pattern as on March 31, 2017:

Particulars	No of shares	Shareholding (%)
Promoters & Promoter Group	29,44,257	72.68%
Public	11,06,900	27.32%
Total	40,51,157	100%

❖ MAHENDRA ALUMINUM COMPANY LIMITED - TRANSFEROR COMPANY

MALCO is a Public Company incorporated on April 25, 1995 under the Companies Act, 1956. It is an unlisted public limited company having its registered office at B 302, 3rd Floor, Pelican House, Near Natraj Cinema Gujarat Chamber of Commerce Building, Ashram Road Ahmedabad - 380 009. MALCO is engaged in the business of manufacturing Aluminum Products and trading in Aluminum scrap.



Financial Performance of MALCO:

₹ in Lakhs

Particulars	2017A	2016A	2015A
Total Revenue	10,616.94	7,488.98	7,7720.57
Profit Before Tax	205.43	56.87	123.59
Profit After Tax	132.99	39.06	83.08
Shareholders' Funds	685.76	552.77	513.71

Board of Directors of MALCO:

Sr. No.	Names of Directors	Designation
1.	Jatin Mahendrakumar Shah	Director
2.	Mahendrakumar Rikhavchand Shah	Director
3.	Pushpa Mahendra Shah	Additional Director

Shareholding Pattern as on March 31, 2017:

Particulars	No of shares	Shareholding (%)
Promoters & Promoter Group	10,65,000	89.87%
Public	1,20,000	10.13%
Total	11,85,000	100%

3. DISCLAIMER & LIMITATIONS

This Fairness Opinion Report is prepared by Vivro under an engagement letter from Arfin India Limited on the basis of information, documents, papers and explanations given by the management, officers and staff of the Companies to Vivro.

In preparing the Fairness Opinion Report, Vivro has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and the financial data (which shall include, but not be limited to historical financial information, financial projections or forward looking statements that have a bearing on financial information) provided by the Companies. Vivro has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information. Actual performance, results of operations or facts may differ from management certified projected financial information or forward looking statements.

Our work does not constitute an audit or certification or due diligence of the past financials of the Companies and we have relied upon the information provided to us by the Companies as regards such working results.

Vivro has not conducted any independent valuation or appraisal of any of the assets or liabilities of the Company. As implied by the financial statements, Companies are assumed to have the



legal rights to the assets and be subject to those claims represented by the liabilities presented in their financial statements respectively. No investigation was undertaken to confirm these legal rights or claims.

Vivro shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out herein in this report.

Vivro has not provided any accounting, tax or legal advice to Companies. This Fairness Opinion Report should not be construed as investment advice or any form of recommendation either for making or divesting investment in the Company. The Companies are assumed to be in compliance with all the laws applicable to them.

This report does not constitute a solvency opinion or an investment recommendation and should not be construed as such.

This Fairness Opinion Report is furnished on strictly confidential basis. This report was prepared for the purpose stated in this report and may not be used for any other purpose. This report, its contents, and its conclusions may not be referred to or quoted, in whole or in part, in any registration statement, prospectus, public filing, loan agreement or other document without the prior approval of Vivro. The analysis and the report are not intended for general circulation or publication; they are not to be reproduced or distributed except for the stated purpose of the valuation.

Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed merger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

The Fairness Opinion Report is necessarily based on various factors and conditions as of the date of report, and the written and oral information made available to us until date hereof. It is understood that subsequent developments may affect the conclusions of this report and Vivro has no obligation to update, revise or reaffirm the fairness opinion given under this report.

4. SCOPE AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of ARFIN and MALCO have considered and proposed a Scheme of Amalgamation of MALCO with ARFIN, pursuant to the provisions of sections 230-232 and other relevant provisions of the Companies Act, 2013.

In order to comply with the requirements of the regulations, the Company has appointed Sandip Desai & Co., Chartered Accountants, Ahmedabad as the Valuer.

In this connection, the Management has engaged Vivro to submit a report on the Fairness of the Share Exchange Ratio provided by the Valuer. Our scope of work only includes forming an opinion on the fairness of the recommendation given by the Valuer on the exchange ratio arrived at for the purpose of the proposed Scheme of Arrangement and not on the fairness or economic rationale of the amalgamation per se.

This report is subject to the scope, assumptions, limitations and disclaimers detailed above. As such the report is to be ready in totality, not in parts and in conjunction with the relevant documents referred to herein. This report has been issued only for the purpose of facilitating the Amalgamation and should not be used for any other purpose.



5. VALUER'S RECOMMENDATION

After using several commonly used and accepted methods of determining the value of equity shares of a company, it has been recommended by the Valuer that the fair exchange ratio for the merger of MALCO with ARFIN shall be as follows:

"31 (Thirty One) equity shares of ARFIN of ₹ 10/- each fully paid up for every 100 (Hundred) equity shares of MALCO of ₹ 10/- each fully paid up."

6. OUR OPINION ON THE VALUER'S REPORT


The fairness opinion has been prepared based on the Valuer's report and our analysis of the various factors relevant to the Companies, having regard to the information submitted, management representations, key underlying assumptions and limitations.

In view of the above and on consideration of all relevant factors and circumstances, we believe that the Valuer's recommendation that 31 (Thirty One) equity shares of ARFIN of ₹ 10/- each fully paid up to be issued to the equity shareholders of MALCO for every 100 (Hundred) equity shares of ₹ 10/- each fully paid up held in MALCO, is Fair.

For, Vivro Financial Services Private Limited

Date: May 20, 2017
Place: Ahmedabad




Jayesh Vithani
Sr. Vice President



Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of Listed Entity: Arfin India Limited
2.	Scrip Code/Name of Scrip/Class of Security: 539151
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
	a. If under 31(1)(b) then indicate the report for Quarter ending
	b. If under 31(1)(c) then indicate date of allotment/extinguishment
4.	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

NSDL : 26/05/2017 CDSL : 26/05/2017



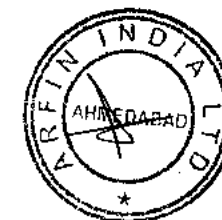
Arfin India Limited

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (As a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Class eg: X	Class eg: y	Total								
(A)	Promoter & Promoter Group	10	29,44,257	-	-	29,44,257	72.68	29,44,257	-	29,44,257	72.68	0	25,65,757	87.14	0	0	29,44,257	
(B)	Public	794	11,06,900	-	-	11,06,900	27.32	11,06,900	-	11,06,900	27.32	0	3,33,400	30.12	NA	NA	9,88,770	
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	0	-	-	NA	NA	-	
(C1)	Shares Underlying DRs	0	-	-	-	-	-	-	-	-	-	0	-	-	NA	NA	-	
(C2)	Shares Held By Employee Trust	0	-	-	-	-	-	-	-	-	-	0	-	-	NA	NA	-	
	Total	804	40,51,157	-	-	40,51,157	100.00	40,51,157	-	40,51,157	100.00	0	28,99,157	71.56	0	0	39,33,027	

NSDL : 26/05/2017

CDSL 26/05/2017



Artin India Limited

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VII) As a	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights		Total as % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class eg: X	Class eg: Y									Total
1 Indian																		
(a) Individuals / Hindu Undivided Family		10	29,44,257	-	-	29,44,257	72.68	29,44,257	-	29,44,257	72.68	-	72.68	25,65,757	87.14	-	-	29,44,257
Mahendrakumar Raktavchand Shah	AFDPS6796P	1	6,82,400	-	-	6,82,400	16.84	6,82,400	-	6,82,400	16.84	-	16.84	6,82,400	100.00	-	-	6,82,400
Jatin Mahendrakumar Shah	ASIMPS1116P	1	6,08,900	-	-	6,08,900	15.03	6,08,900	-	6,08,900	15.03	-	15.03	6,08,900	100.00	-	-	6,08,900
Pishpaten Mahendrakumar Shah	AEAPS1493F	1	5,97,700	-	-	5,97,700	14.75	5,97,700	-	5,97,700	14.75	-	14.75	5,97,700	100.00	-	-	5,97,700
Ravi Jatin Shah	AC_PN2862L	1	5,03,900	-	-	5,03,900	12.44	5,03,900	-	5,03,900	12.44	-	12.44	5,03,900	100.00	-	-	5,03,900
Jatin Mahendra Shah	AAEH18387H	1	1,80,500	-	-	1,80,500	4.46	1,80,500	-	1,80,500	4.46	-	4.46	-	-	-	-	1,80,500
Pooja Mahendrabhai Shah	BNIPS0792F	1	1,35,500	-	-	1,35,500	3.34	1,35,500	-	1,35,500	3.34	-	3.34	-	-	-	-	1,35,500
Krish Jatin Shah	EZYWPS2766E	1	1,00,000	-	-	1,00,000	2.47	1,00,000	-	1,00,000	2.47	-	2.47	1,00,000	100.00	-	-	1,00,000
Mahendra Kumar Kikhavchand Kuf	AAL-HKN0604A	1	62,500	-	-	62,500	1.54	62,500	-	62,500	1.54	-	1.54	-	-	-	-	62,500
Khushbu Mahendrabhai Shah	BRIPS0875D	1	47,857	-	-	47,857	1.18	47,857	-	47,857	1.18	-	1.18	47,857	100.00	-	-	47,857
Khwasli Jatin Shah	FSTPS5996E	1	25,000	-	-	25,000	0.62	25,000	-	25,000	0.62	-	0.62	25,000	100.00	-	-	25,000
(b) Central Government / State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Financial Institutions / Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Any Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)		10	29,44,257	-	-	29,44,257	72.68	29,44,257	-	29,44,257	72.68	-	72.68	25,65,757	87.14	-	-	29,44,257
2 Foreign																		
(a) Individuals (Non-Resident Individuals / Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b) Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e) Any Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Shareholding Of Promoter And Promoter Group (A)=(A)(1)+(A)(2)		10	29,44,257	-	-	29,44,257	72.68	29,44,257	-	29,44,257	72.68	-	72.68	25,65,757	87.14	-	-	29,44,257



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No. of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII) As a	(IX)			(X)	(XI)=(XII)+(X)	(XII)	(XIII)	(XIV)		
1	Institutions																
(a)	Mutual Fund														NA	NA	
(b)	Venture Capital Funds														NA	NA	
(c)	Alternate Investment Funds														NA	NA	
(d)	Foreign Venture Capital Investors														NA	NA	
(e)	Foreign Portfolio Investor														NA	NA	
(f)	Financial Institutions / Banks														NA	NA	
(g)	Insurance Companies														NA	NA	
(h)	Provident Funds/ Pension Funds														NA	NA	
(i)	Any Other (Specify)														NA	NA	
	Sub Total (B)(1)														NA	NA	
	Central Government/ State Government(s)/ President of India														NA	NA	
2	Sub Total (B)(2)														NA	NA	
3	Non-Institutions																
(a)	Individuals														NA	NA	
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		672	3,59,888	-	3,59,888	8.88	3,59,888	-	3,59,888	8.88	-	-	NA	NA		2,72,158
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		16	6,55,687	-	6,55,687	16.19	6,55,687	-	6,55,687	16.19	3,33,400	50.85	NA	NA		6,55,687
	Babta H Shah	AAHPB0534B		41,800	-	41,800	1.03	41,800	-	41,800	1.03	41,800	100.00	NA	NA		41,800
	Gopal Shantilal Shah	AKTP58859A		50,000	-	50,000	1.23	50,000	-	50,000	1.23	50,000	100.00	NA	NA		50,000
	Gopal Shantilal Shah	AKTP58859A		1,16,568	-	1,16,568	2.88	1,16,568	-	1,16,568	2.88	-	-	NA	NA		1,16,568
	Khotad Vartika Vijendra	AIMGPKB176P		50,000	-	50,000	1.23	50,000	-	50,000	1.23	50,000	100.00	NA	NA		50,000
	Parasrat Ghewarchand Nalatal	AAWPN0987D		50,000	-	50,000	1.23	50,000	-	50,000	1.23	-	-	NA	NA		50,000
	Rishabh Rameshkumar Shah	FMO2P5276ZL		40,910	-	40,910	1.01	40,910	-	40,910	1.01	-	-	NA	NA		40,910
	Shantilal Tulsiran Khator	ABGPK516GL		50,000	-	50,000	1.23	50,000	-	50,000	1.23	50,000	100.00	NA	NA		50,000
	Sumitra Lalitkumar Shah	AFDPS9344E		41,600	-	41,600	1.03	41,600	-	41,600	1.03	41,600	100.00	NA	NA		41,600
(b)	NBFCs registered with RB)														NA	NA	
(c)	Employee Trusts														NA	NA	
	Overseas Depositories(holding DRs) (balancing figure)														NA	NA	
(d)	Any Other (Specify)		106	91,325	-	91,325	2.25	91,325	-	91,325	2.25	-	-	NA	NA		60,925
	Hindu Undivided Family		33	23,931	-	23,931	0.59	23,931	-	23,931	0.59	-	-	NA	NA		23,931
	Non Resident Indians (Non Repat)		32	37,905	-	37,905	0.94	37,905	-	37,905	0.94	-	-	NA	NA		10,085
	Non Resident Indians (Repat)		2	217	-	217	0.01	217	-	217	0.01	-	-	NA	NA		217
	Clearing Member		16	2,144	-	2,144	0.05	2,144	-	2,144	0.05	-	-	NA	NA		2,144
	Bodies Corporate		23	27,128	-	27,128	0.67	27,128	-	27,128	0.67	-	-	NA	NA		24,628
	Sub Total (B)(3)		794	11,06,900	-	11,06,900	27.32	11,06,900	-	11,06,900	27.32	3,33,400	30.12	NA	NA		9,88,770
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		794	11,06,900	-	11,06,900	27.32	11,06,900	-	11,06,900	27.32	3,33,400	30.12	NA	NA		9,88,770



Arfin India Limited																		
Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder																		
Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C)	No. of Shares Underlying convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting						No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a	(IX)			(X)	(XI) =	(XII)		(XIII)		(XIV)	
1			-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
2			-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-

NSDL : 26/05/2017 CDSL : 26/05/2017



For, ARFIN INDIA LIMITED
mahesh B chhabra
 Director/Author. Signatory

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of Listed Entity: Arfin India Limited	
2.	Scrip Code/Name of Scrip/Class of Security: 539151	
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	
	a.	If under 31(1)(b) then indicate the report for Quarter ending
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment
4.	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?	Yes	
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Arfin India Limited

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
								Class eg: X	Class eg: y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)			(x)	(xi) = (vii)+(x) As a % of (A+B+C2)	(xii)		(xiii)		(xiv)	
(A)	Promoter & Promoter Group	10	32,74,407	-	-	32,74,407	74.11	32,74,407	-	32,74,407	74.11	-	74.11	25,65,757	78.36	-	-	32,74,407
(B)	Public	796	11,44,100	-	-	11,44,100	25.89	11,44,100	-	11,44,100	25.89	-	25.89	3,33,400	29.14	NA	NA	10,25,970
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
(C2)	Shares Held By Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
	Total	806	44,18,507	-	-	44,18,507	100.00	44,18,507	-	44,18,507	100.00	-	100.00	28,99,157	65.61	-	-	43,00,377



Arfin India Limited

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII) As a % of	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C) (IX)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form (XIV)	
								No of Voting Rights						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class eg: X	Class eg: Y	Total (IX)									
1	Indian																		
(a)	Individuals / Hindu Undivided Family		10	32,74,407	-	32,74,407	74.11	32,74,407	-	32,74,407	74.11	-	25,65,757	78.36	-	-	-	-	32,74,407
	Mahendrakumar Rikhavchand Shah	AFDP56796P	1	7,13,059	-	7,13,059	16.14	7,13,059	-	7,13,059	16.14	-	6,82,400	95.70	-	-	-	7,13,059	
	Jatin Mahendrakumar Shah	ASMP51116P	1	6,99,854	-	6,99,854	15.84	6,99,854	-	6,99,854	15.84	-	6,08,930	87.00	-	-	-	6,99,854	
	Pushyaben Mahendrakumar Shah	ACAPS1093F	1	6,00,056	-	6,00,056	13.58	6,00,056	-	6,00,056	13.58	-	5,97,700	99.61	-	-	-	6,00,056	
	Ravi Jatin Shah	ACLPN2862L	1	5,93,552	-	5,93,552	13.43	5,93,552	-	5,93,552	13.43	-	5,03,930	84.90	-	-	-	5,93,552	
	Jatin Mahendra Shah HUF	AATIH8387H	1	1,80,500	-	1,80,500	4.09	1,80,500	-	1,80,500	4.09	-	-	-	-	-	-	1,80,500	
	Pooja Mahendrabhai Shah	BRNPS0792P	1	2,23,850	-	2,23,850	5.07	2,23,850	-	2,23,850	5.07	-	-	-	-	-	-	2,23,850	
	Kishu Jatin Shah	F7WPS7766E	1	1,00,000	-	1,00,000	2.26	1,00,000	-	1,00,000	2.26	-	1,00,000	100.00	-	-	-	1,00,000	
	Mahendrakumar Rikhavchand Huf	AACIM0604A	1	90,679	-	90,679	2.05	90,679	-	90,679	2.05	-	-	-	-	-	-	90,679	
	Khashbu Mahendrabhai Shah	BRNPS0875D	1	47,857	-	47,857	1.08	47,857	-	47,857	1.08	-	47,857	100.00	-	-	-	47,857	
	Khwanik Jatin Shah	FSTPS5996F	1	25,000	-	25,000	0.57	25,000	-	25,000	0.57	-	25,000	100.00	-	-	-	25,000	
(b)	Central Government / State Government(s)																		
(c)	Financial Institutions / Banks																		
(d)	Any Other (Specify)																		
	Sub Total (A)(1)		10	32,74,407	-	32,74,407	74.11	32,74,407	-	32,74,407	74.11	-	25,65,757	78.36	-	-	-	32,74,407	
2	Foreign																		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)																		
(b)	Government																		
(c)	Institutions																		
(d)	Foreign Portfolio Investor																		
(e)	Any Other (Specify)																		
	Sub Total (A)(2)																		
	Total Shareholding Of Promoter And Promoter Group (A)=(A)(1)+(A)(2)		10	32,74,407	-	32,74,407	74.11	32,74,407	-	32,74,407	74.11	-	25,65,757	78.36	-	-	-	32,74,407	



Arfin India Limited

Table III - Statement showing shareholding pattern of the Public shareholder

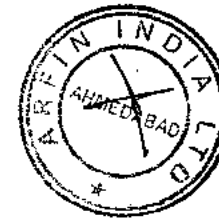
Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class eg: X	Class eg: y									(IX)
1																		
(a)																		
(a) Mutual Fund																NA	NA	-
(b) Venture Capital Funds																NA	NA	-
(c) Alternate Investment Funds																NA	NA	-
(d) Foreign Venture Capital Investors																NA	NA	-
(e) Foreign Portfolio Investor																NA	NA	-
(f) Financial Institutions / Banks																NA	NA	-
(g) Insurance Companies																NA	NA	-
(h) Provident Funds/ Pension Funds																NA	NA	-
(i) Any Other (Specify)																NA	NA	-
Sub Total (B)(1)																NA	NA	-
2																		
Central Government/ State Government(s)/ President of India																		
Sub Total (B)(2)																NA	NA	-
3																		
Non-Institutions																		
(a)																		
Individuals																		
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.			674	3,97,088	-	-	3,97,088	8.99	3,59,888	-	3,97,088	8.99	-	-	NA	NA	3,09,358	
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.			16	6,55,687	-	-	6,55,687	14.84	6,55,687	-	6,55,687	14.84	16.19	3,33,400	50.85	NA	NA	6,55,687
Bahita R Shah	AAHPB0534B		41,800	41,800	-	-	41,800	0.95	41,800	-	41,800	0.95	1.03	41,800	100.00	NA	NA	41,800
Gopal Shantilal Shah	AKTP58B59A		50,000	50,000	-	-	50,000	1.13	50,000	-	50,000	1.13	1.23	50,000	100.00	NA	NA	50,000
Gopal Shantilal Shah	AKTP58B59A		1,16,568	1,16,568	-	-	1,16,568	2.64	1,16,568	-	1,16,568	2.64	2.88	-	-	NA	NA	1,16,568
Khatod Vatik Vajendra	AMGPK8176P		50,000	50,000	-	-	50,000	1.13	50,000	-	50,000	1.13	1.23	50,000	100.00	NA	NA	50,000
Parasmal Ghewarchane Mahata	AAWPN0987D		50,000	50,000	-	-	50,000	1.13	50,000	-	50,000	1.13	1.23	-	-	NA	NA	50,000
Rihaash Rameshkumar Shah	FMQPS2762L		40,910	40,910	-	-	40,910	0.93	40,910	-	40,910	0.93	1.01	-	-	NA	NA	40,910
Shantilal Tulsiram Khatol	ABGPKS166L		50,000	50,000	-	-	50,000	1.13	50,000	-	50,000	1.13	1.23	50,000	100.00	NA	NA	50,000
Sumitra Lalikumar Shah	AFOPS9344L		41,600	41,600	-	-	41,600	0.94	41,600	-	41,600	0.94	1.03	41,600	100.00	NA	NA	41,600
(b)																		
NBFCs registered with RBI																		
(c)																		
Employee Trusts																		
(d)																		
Overseas Depositories(holding DRs) (balancing figure)																		
(e)																		
Any Other (Specify)			106	91,325	-	-	91,325	2.07	91,325	-	91,325	2.07	2.07	-	-	NA	NA	60,925
Hindu Undivided Family			33	23,931	-	-	23,931	0.54	23,931	-	23,931	0.54	0.54	-	-	NA	NA	23,931
Non Resident Indians (Non Repat)			32	37,905	-	-	37,905	0.86	37,905	-	37,905	0.86	0.86	-	-	NA	NA	10,005
Non Resident Indians (Repat)			2	217	-	-	217	0.00	217	-	217	0.00	0.00	-	-	NA	NA	217
Clearing Member			16	2,144	-	-	2,144	0.05	2,144	-	2,144	0.05	0.05	-	-	NA	NA	2,144
Bodies Corporate			23	27,128	-	-	27,128	0.61	27,128	-	27,128	0.61	-	-	-	NA	NA	24,628
Sub Total (B)(3)			796	11,44,100	-	-	11,44,100	25.89	11,44,100	-	11,44,100	25.89	25.89	3,33,400	29.14	NA	NA	9,88,770
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)			796	11,44,100	-	-	11,44,100	25.89	11,44,100	-	11,44,100	25.89	25.89	3,33,400	29.14	NA	NA	10,25,970



Arfin India Limited

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				Shares Underlying Outstanding convertible securities (including	Shareholding, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)		
								Class eg: X	Class eg: y	Total									No. (a)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a	(IX)				(X)	(XI)=	(XII)		(XIII)		(XIV)	
1	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-



FOR ARFIN INDIA LIMITED
mahesh-g shah
 Director/ Autho. Signatory

Shareholding Pattern as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of Entity: Mahendra Aluminium Company Limited	
2.	Scrip Code/Name of Scrip/Class of Security: Equity Shares	
3.	Share Holding Pattern	
	a.	If under 31(1)(b) then indicate the report for Quarter ending:
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment:
4.	Declaration: The entity is required to submit the following declaration to the extent of submission of information:-	

	Particulars	Yes*	No*
1	Whether the Entity has issued any partly paid up shares?		No
2	Whether the Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Entity has any shares against which depository receipts are issued?		No
4	Whether the Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

*The SHP under Regulation 31 is being filed by an Unlisted entity which is being amalgamated with the Listed Company.



Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		pledged or otherwise		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	(As a % of total Shares held)(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	6	10,65,000	0	0.00	10,65,000	89.87	10,65,000	0	10,65,000	89.87	0	89.87	0	0	NA	NA	0
(B)	Public	2	1,20,000	0	0.00	1,20,000	10.13	1,20,000	0	1,20,000	10.13	0	10.13	0	0	NA	NA	0
(C)	Non Promoter - Non Public				0.00				0			0		0	0	NA	NA	0
(C1)	Shares Underlying DRs	0		0	0.00	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
(C2)	Shares Held By Employee Trust	0		0	0.00	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Total	8	11,85,000	0	0.00	11,85,000	100.00	11,85,000	0	11,85,000	100.00	0	100.00	0	71.208	NA	NA	0



MAHENDRA ALUMINIUM COMPANY LIMITED

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Shares Underlying Outstanding convertible securities (including	ing, as a % assuming full conversion of convertible securities	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No. of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class eg: X	Class eg: Y									(X)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a %	(IX)			(X)	(XI)	(XII)	(XIII)	(XIV)			
1 Indian																		
(a) Individuals / Hindu Undivided Family		6	10,65,000	0	0	10,65,000	89.87	10,65,000	0	10,65,000	89.87	0	89.87	0	0	NA	NA	0
Mahendrakumar Rikhavchand Shah	AFDP56796P	1	98,900	0	0	98,900	8.35	98,900	0	98,900	8.35	0	8.35	0	0	NA	NA	0
Jatin Mahendrakumar Shah	ASMPS1116P	1	2,93,400	0	0	2,93,400	24.76	2,93,400	0	2,93,400	24.76	0	24.76	0	0	NA	NA	0
Pushpaben Mahendrakumar Shah	AEAPS1693F	1	7,600	0	0	7,600	0.64	7,600	0	7,600	0.64	0	0.64	0	0	NA	NA	0
Rani Jatin Shah	ACLPN2862L	1	2,89,200	0	0	2,89,200	24.41	2,89,200	0	2,89,200	24.41	0	24.41	0	0	NA	NA	0
Pooja Mahendrabhai Shah	BRIPSO792P	1	2,85,000	0	0	2,85,000	24.05	2,85,000	0	2,85,000	24.05	0	24.05	0	0	NA	NA	0
Mahendrakumar Rikhavchand HUF	AACHM0604A	1	90,900	0	0	90,900	7.67	90,900	0	90,900	7.67	0	7.67	0	0	NA	NA	0
(b) Central Government / State Government(s)		0	0	0	0	0	-	0	0	0	-	0	-	0	0	NA	NA	0
(c) Financial Institutions / Banks		0	0	0	0	0	-	0	0	0	-	0	-	0	0	NA	NA	0
(d) Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
Sub Total (A)(1)		6	10,65,000	0	0	10,65,000	89.87	10,65,000	0	10,65,000	89.87	0	89.87	0	0	NA	NA	0
2 Foreign		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(a) Individuals (Non-Resident Individuals / Foreign Individuals)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(b) Government		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(c) Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(d) Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(e) Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
Sub Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
Total Shareholding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)		6	10,65,000	0	0	10,65,000	89.87	10,65,000	0	10,65,000	89.87	0	89.87	0	0	NA	NA	0



Table III - Statement showing shareholding pattern of the Public shareholder

Sl. No.	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
									No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
									Class eg: X	Class eg: Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI)= (VII)+(X)	(XII)	(XIII)		(XIV)			
1	Institutions																		
(a)	Mutual Fund		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(b)	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(e)	Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(f)	Financial Institutions / Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(g)	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(i)	Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Sub Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
2	Central Government/ State Government(s)/ President of India																		
	Sub Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
3	Non-Institutions																		
(a)	Individuals																		
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		2	1,20,000	0	0	1,20,000	10.13	1,20,000	0	1,20,000	10.13	0	10.13	0	0	NA	NA	0
	Sunderdevi J. Nahta	ZZZZZ9999Z	1	60,000	0	0	60,000	5.06	60,000	0	60,000	5.06	0	5.06	0	0	NA	NA	0
	Jyotikadevi J. Nahta	ZZZZZ9999Z	1	60,000	0	0	60,000	5.06	60,000	0	60,000	5.06	0	5.06	0	0	NA	NA	0
(b)	NBFCs registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(c)	Employee Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(d)	Overseas Depositories(holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(e)	Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Hindu Undivided Family		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Non Resident Indians (Non Repat)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Non Resident Indians (Repat)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Clearing Member		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Bodies Corporate		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Sub Total (B)(3)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		2	1,20,000	0	0	1,20,000	10.13	1,20,000	0	1,20,000	10.13	0	10.13	0	0	NA	NA	0



Mahendra Aluminium Company Limited

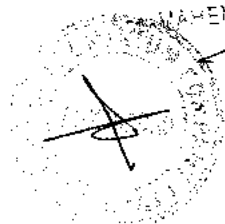
Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (VI) + (III) + (IV) + (V)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII) As a % of (A+B+C)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
								Class eg: X	Class eg: y	Total								
1 Custodian/DR Holder		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

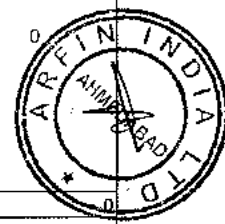


MAHENDRA ALUMINIUM COMPANY LIMITED
Jatin Shah
 Director / Authorised Signatory

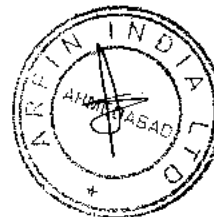
	Pre (As on May 20, 2017)		Post	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Promoter	10,65,000	89.87	NIL	
Public	1,20,000	10.13		
Custodian	-	-		
Total	11,85,000	100.00		
No. of Shareholders		8		0


 MAHENDRA ALUMINIUM COMPANY LIMITED
Latin Ghosh
 Director / Authorised Signatory

		Transferor Company MAHENDRA ALUMINIUM COMPANY LTD				Transferee company ARFIN INDIA LIMITED				
		Pre-arrangement		Post-arrangement		Pre-arrangement		Post-arrangement		
Sr	Description	Name of Shareholder	No.of shares	%	No.of shares	%	No.of shares	%	No.of shares	%
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
		Names of Promoter								
	Individuals/ Hindu Undivided Family	Mahendrakumar Rikhavchand Shah	98,900	8.35			6,82,400	16.84	7,13,059	16.14
		Jatin Mahendrakumar Shah	2,93,400	24.76			6,08,900	15.03	6,99,854	15.84
		Pushpaben Mahendrakumar Shah	7,600	0.64			5,97,700	14.75	6,00,056	13.58
		Rani Jatin Shah	2,89,200	24.41			5,03,900	12.44	5,93,552	13.43
		Mahendrakumar Rikhavchand HUF	90,900	7.67		0	62,500	1.54	90,679	2.05
		Jatin Mahendra Shah HUF				0	1,80,500	4.46	1,80,500	4.09
		Pooja Mahendrabhai Shah	2,85,000	24.05			1,35,500	3.34	2,23,850	5.07
		Khushbu Mahendrabhai Shah	0	0.00			47,857	1.18	47,857	1.08
		Krish Jatin Shah	0	0.00			1,00,000	2.47	1,00,000	2.26
		Khwaish Jatin Shah	0	0.00			25,000	0.62	25,000	0.57
(c)	Bodies Corporate		0	0.00	0	0	0	0.00	0	0
(d)	Financial Institutions/ Banks		0	0.00	0	0	0	0.00	0	0
(e)	Any Others		0	0.00	0	0	0	0	0	0
	Sub Total(A)(1)		10,65,000	89.87	0	0	29,44,257	72.68	32,74,407	74.11
2	Foreign									
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)		0	0.00	0	0	0	0.00	0	0
(b)	Bodies Corporate									
(c)	Institutions									
(d)	Any Others									
	Sub Total(A)(2)		0	0.00	0	0	0	0.00	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		10,65,000	89.87	0	0	29,44,257	72.68	32,74,407	74.11
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI									
(b)	Financial Institutions / Banks									
(c)	Central Government/ State Government(s)									
(d)	Venture Capital Funds		0	0.00	0	0	0	0	0	0
(e)	Insurance Companies									
(f)	Foreign Institutional Investors									
(g)	Foreign Venture Capital Investors									
(h)	Any Other									
	Sub-Total (B)(1)		0	0.00	0	0	0	0	0	0



		Transferor Company				Transferee company				
		MAHENDRA ALUMINIUM COMPANY LTD				ARFIN INDIA LIMITED				
		Pre-arrangement		Post-arrangement		Pre-arrangement		Post-arrangement		
Sr	Description	Name of Shareholder	No.of shares	%	No.of shares	%	No.of shares	%	No.of shares	%
	2 Non-institutions									
(a)	Bodies Corporate		0	0.00	0	0	0	0	0	0
(b)	Individuals									
i	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh		0	0.00	0	0	1,46,270	3.61	1,46,270	3.31
		Sunderdevi J. Nahta	60,000	5.06			0	0	18,600	0.42
		Jyotikadevi J. Nahta	60,000	5.06			0	0	18,600	0.42
		Gopal Shantilal Shah	0	0			50,000	1.23	50,000	1.13
		Khatod Vartika Vijendra	0	0			50,000	1.23	50,000	1.13
		Shantilal Tulsiram Khator	0	0			50,000	1.23	50,000	1.13
		Babita R Shah	0	0			41,800	1.03	41,800	0.95
		Sumitra Lalitkumar Shah	0	0			41,600	1.03	41,600	0.94
		Rishabh Rameshkumar Shah	0	0			40,910	1.01	40,910	0.93
		Manjudevi Madanlal Nahata	0	0			40,000	0.99	40,000	0.91
		Ratandevi Sureshkumar Nahata	0	0	0	0	40,000	0.99	40,000	0.91
		Sishiladevi Parasmal Nahata	0	0			40,000	0.99	40,000	0.91
		Pratik Lalitkumar Shah	0	0			35,309	0.87	35,309	0.80
		Babulal Sonmalji Balar	0	0			25,000	0.62	25,000	0.57
		Rameshkumar Babulal Shah	0	0			25,000	0.62	25,000	0.57
		Kishor Mohanlal Shah	0	0			24,200	0.60	24,200	0.55
		Sanjay Parikh	0	0			17,045	0.42	17,045	0.39
		Manjulaben Jagdish Shah	0	0			12,100	0.30	12,100	0.27
		Sanjay Bipinchandra Parikh	0	0			10,300	0.25	10,300	0.23
(c)	Any Other		0	0.00			4,17,366	10.30	4,17,366	9.45
	Sub-Total (B)(2)		1,20,000	10.13	0	0	11,06,900	27.32	11,44,100	25.89
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)		1,20,000	10.13			11,06,900	27.32	11,44,100	25.89
	TOTAL (A)+(B)						40,51,157	100.00	44,18,507	100.00
(C)	Shares held by Custodians and against which DRs have been issued		0	0.00			0	0.00	0	0
	GRAND TOTAL (A)+(B)+(C)		11,85,000	100.00		NIL	40,51,157	100.00	44,18,507	100.00



For, ARFIN INDIA LIMITED
Mahendra A. Chhabra
 Director/Author. Signatory



Arfin India Limited

The financial details and capital evolution of the Transferee Company for the previous 3 years as per the audited statement of accounts:

Name of the Company: Arfin India Limited – Transferee Company

(₹ in Lakhs)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	2016-17	2015-16	2014-15
Equity paid up capital	405.12	301.83	301.83
Reserves and surplus	4,983.83	2,075.37	1,468.88
Carry forward losses	-	-	-
Net Worth	5,388.95	2,377.20	1,770.71
Miscellaneous Expenditure	-	-	-
Secured loans	5,665.24	3,365.74	3,111.18
Unsecured Loans	398.52	947.27	247.10
Fixed Assets	2,157.46	1,840.54	1,420.78
Income from operations	34,379.54	27,287.56	24,994.94
Total Income	34,471.64	27,321.71	25,094.07
Total Expenditure	32,419.06	26,321.05	24,388.76
Profit before tax	2,052.58	1,000.66	705.31
Profit after tax	1,301.77	660.98	467.13
Cash Profit*	1,481.52	768.84	563.75
EPS – Basic	40.08	21.90	15.87
EPS –Diluted	38.87	21.90	15.87
Book Value	133.02	78.76	58.67

*Cash Profit= PAT + Deferred Tax Asset - Deferred Tax Liability + Depreciation

For Arfin India Limited

Mahendra R. Shah

Mahendra R. Shah

Chairman & Whole Time Director

(DIN: 00182746)



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CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h. Hotel Prestige, Tal-Kalol,
Dist. Gandhinagar, Chhatrai (Gujarat)
Ph. : 02764-232620/21
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ARFIN INDIA LIMITED

STATEMENT OF ADDITIONAL PARTICULARS FOR QUARTER AND YEAR ENDED 31st MARCH 2017

Sl. No.	Particulars	Quarter Ended		Year ended	
		31 Mar 17 (Audited)	31 Mar 16 (Unaudited)	31 Mar 17 (Audited)	31 Mar 16 (Unaudited)
1. Income from Operations					
	Revenue from operations	10,68,934	1,17,117	11,19,939	22,63,107
	Other income	1,07,514	1,14,111	2,29,100	1,94,434
	Operating Profit (Loss) before provision for depreciation	11,76,448	1,31,228	13,49,039	24,57,541
	Depreciation	19,172	1,271	33,100	44,017
	Operating Profit (Loss)	11,57,276	1,30,057	13,15,939	24,13,524
2. Expenses					
	Cost of sales	9,18,511	1,11,115	9,68,511	18,88,115
	Salaries & wages	9,100	1,111	19,511	1,952
	Electricity & power	(19,172)	(1,141)	(33,100)	(44,017)
	Freight & transport	17,500	1,111	18,511	19,511
	Interest	18,714	1,111	19,511	19,511
	Depreciation	12,172	1,111	13,100	14,011
	Other expenses	17,251	1,111	18,511	19,511
	Total Other Expenses	25,565	5,111	7,011	7,511
	Total Expenses	4,40,500	1,111	4,19,039	2,40,039
	Profit / (Loss) before provision for Depreciation & Tax (P.D.T.)	7,16,776	1,30,057	7,96,900	7,73,485
	Provision for Depreciation	9,172	1,111	19,511	1,952
	Profit / (Loss) before Tax (P.T.)	7,07,604	1,28,946	7,77,389	7,71,533
	Provision for Tax	9,172	1,111	19,511	1,952
	Profit / (Loss) after Tax (P.A.T.)	6,98,432	1,27,835	7,57,878	7,69,581
3. Tax Expense					
	Corporate Tax	20,172	1,111	21,511	22,011
	Provision for Tax	19,172	1,111	20,511	21,011
	Total Tax Expense	39,344	2,222	42,022	43,022
	Net Profit / (Loss) from continuing operations (P.A.T.)	6,59,088	1,25,613	7,15,856	7,26,559
	Extraordinary Profit / (Loss) from continuing operations	9,172	1,111	9,511	9,511
	Net Profit / (Loss) from continuing operations After Tax (P.A.T.)	6,68,260	1,26,724	7,25,367	7,36,070
	Profit / (Loss) from Discontinued Operations	9,172	1,111	9,511	9,511
	Extraordinary Profit / (Loss) from Discontinued Operations	18,714	1,111	19,511	19,511
	Profit / (Loss) before & After Extraordinary Profit / (Loss) of P.A.T. (Net Profit / (Loss) before & After Extraordinary Profit / (Loss) of P.A.T.)	6,87,074	1,27,835	7,44,878	7,55,581
	Provision for Tax	9,172	1,111	19,511	1,952
	Final Profit / (Loss)	6,77,902	1,26,724	7,25,367	7,53,629
4. STATEMENT OF ASSETS AND LIABILITIES					
Sl. No.	Particulars	As At 31 Mar 17 (Audited)	As At 31 Mar 16 (Audited)	(Rupees)	(Rupees)
A. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
	Equity Share Capital	105,112	105,112		
	Reserves and Surplus	1,00,111	1,00,111		
	Other Shareholders' Funds	9,172	9,172		
	Total Shareholders' Funds	2,14,395	2,14,395		
2. Non-Shareholders' Funds					
	Provision for Contingent Liabilities	9,172	9,172		
	Provision for Current Liabilities	1,111	1,111		
	Provision for Other Liabilities	9,172	9,172		
	Total Non-Shareholders' Funds	19,455	19,455		
	Total Equity and Liabilities	2,33,850	2,33,850		
B. Current Assets					
	Trade Receivables	1,111	1,111		
	Trade Payables	1,111	1,111		
	Other Current Assets	1,111	1,111		
	Total Current Assets	3,333	3,333		



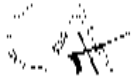
Assets		
Non-current Assets		
Property, Plant and Equipment	1,00,000	
Investment	1,00,000	
Current Assets	1,00,000	
Total Assets	2,00,000	
Equity and Liabilities		
Share Capital	1,00,000	
Reserves	1,00,000	
Total Equity and Liabilities	2,00,000	
Current Assets		
Inventory	1,00,000	
Trade Receivables	1,00,000	
Trade Payables	1,00,000	
Prepaid Expenses	1,00,000	
Other Current Assets	1,00,000	
Total Current Assets	5,00,000	
TOTAL ASSETS		
	6,00,000	6,00,000

- Notes:**
- The company has adopted the accounting policy of measuring all non-current assets at their fair value as at the reporting date and of measuring all current assets at their carrying amount.
 - The company has adopted the accounting policy of measuring all current assets at their carrying amount and of measuring all non-current assets at their fair value as at the reporting date.
 - The company has adopted the accounting policy of measuring all non-current assets at their fair value as at the reporting date and of measuring all current assets at their carrying amount.
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Dr. A. B. C. D. E. F. G. H. I. J. K. L. M. N. O. P. Q. R. S. T. U. V. W. X. Y. Z.

Signature of the Director
 Mr. A. B. C. D. E. F. G. H. I. J. K. L. M. N. O. P. Q. R. S. T. U. V. W. X. Y. Z.
 Mahendra B. Shah
 Director
 10/10/2024





RAMAN M. JAIN & CO.
Chartered Accountants

HEAD OFFICE: B-31/33, Ganga Pyram Avenue, Opp. CAJ Group College, Navjivan, Baramba, E-6,
Ahmedabad - 380 014. Ph: (0) 79428223, 27942819. Email: rakesh1983@y.co.in
BRANCH: A-220, Shilp Shopping Centre, Gangaanak Chowk, Palampur - 385 001, Baramba

Auditor's Report on Quarterly Financial Results and year to date Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
Board of Directors of Arfin India Limited,
Ahmedabad - 09, Gujarat, India

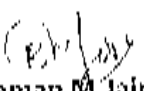
We have audited the Quarterly Financial Results of the Arfin India Limited for the quarter ended March 31, 2017 and the year to date results for the period April 1, 2016 to March 31, 2017, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These Quarterly Financial Results, as well as the year to date Financial Results have been prepared on the basis of the Interim Financial Statements, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Results based on our audit of such Interim Financial Statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed in Financial Results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these Quarterly Financial Results as well as the year to date results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2017 as well as the year to date results for the period from April 1, 2016 to March 31, 2017.

For, **Raman M. Jain & Co.**,
Chartered Accountants


Raman M. Jain
(Partner)
Membership No. 045790

Place: Ahmedabad
Date: May 20, 2017





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**Mahendra
Aluminium Company Limited**

Head Office:
302, Pelican House, Gujarat Chamber of Commerce,
Ashram Road, Ahmedabad 380 009
Ph: +91-79-26583791, Fax: +91-79-26583792

The financial details and capital evolution of the Transferor Company for the previous 3 years as per the audited statement of accounts:


Name of the Company: Mahendra Aluminium Company Limited - Transferor Company

(₹ in Lakhs)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	2016-17	2015-16	2014-15
Equity paid up capital	118.50	118.50	118.50
Reserves and surplus	567.26	434.26	395.21
Carry forward losses	-	-	-
Net Worth	685.76	552.77	513.71
Miscellaneous Expenditure	-	-	-
Secured loans	1,347.15	1,119.20	977.49
Unsecured Loans	395.00	395.00	-
Fixed Assets	307.78	312.58	285.37
Income from operations	10,589.58	7,470.71	7,704.95
Total Income	10,616.94	7,488.98	7,720.57
Total Expenditure	10,411.51	7,432.11	7,596.98
Profit before tax	205.43	56.87	123.59
Profit after tax	132.99	39.06	83.08
Cash Profit*	147.58	56.05	96.4
EPS - Basic & Diluted	11.22	3.30	7.01
Book Value	57.87	46.65	43.35

*Cash Profit = PAT + Deferred Tax Asset - Deferred Tax Liability + Depreciation

For Mahendra Aluminium Company Limited


Jatin M. Shah
Director
(DIN: 00182683)





RAMAN M. JAIN & CO.
Chartered Accountants

HEAD OFFICE : B - 31-33, Ghanshyam Avenue, Opp. C.U.Shah College, Navjivan, Income Tax,
Ahmedabad - 380 014. Ph. : (0) 27542823, 27542819 Email : rinkesh_1983@yahoo.co.in
BRANCH : A - 220, Shital Shopping Centre, Gurunanak Chawk, Palanpur - 385 001, Banaskantha

Annefude - B

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AUDITOR'S CERTIFICATE

To,

The Board of Directors,
Arfin India Limited,
B 302, Pelican House, 3rd Floor, Ashram Road,
Nr. Natraj Cinema, Gujarat Chamber of Commerce Building,
Ahmedabad - 380009,
Gujarat, India

We, Raman M. Jain & Co., Chartered Accountants (Firm Registration No.113290W), the statutory auditors of Arfin India Limited, have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Amalgamation between Arfin India Limited and Mahendra Aluminium Company Limited in terms of the provisions of sections 230 -232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under section 133 the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014.

This Certificate is issued at the request of the Arfin India Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

For Raman M. Jain & Co.
Chartered Accountants
FRN: 113290W


Raman M. Jain
Partner

Membership No.: 045790

Date: May 20, 2017
Place: Ahmedabad



Kothari & Gupta Associates

Chartered Accountants

18, Ground Floor, National Chambers, Near City Gold Cinema, Ashram Road, Ahmedabad - 380 009.
Phone : 079-4007 1149, 2658 6103 / 09 • Fax : 079-4007 1149 • E-mail : kotharigupta@gmail.com



AUDITOR'S CERTIFICATE

To,

The Board of Directors,
Mahendra Aluminium Company Limited,
B 302, Pelican House, 3rd Floor, Ashram Road,
Nr. Natraj Cinema, Gujarat Chamber of Commerce Building,
Ahmedabad - 380009,
Gujarat, India

We, Kothari & Gupta Associates Chartered Accountants (Firm Registration No.009457N), the statutory auditors of Mahendra Aluminium Company Limited, have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Amalgamation between Arfin India Limited and Mahendra Aluminium Company Limited in terms of the provisions of sections 230 -232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under section 133 the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014.

This Certificate is issued at the request of the Mahendra Aluminium Company Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

FOR KOTHARI & GUPTA ASSOCIATES

Chartered Accountants

FRN: 009457N



Date: May 20, 2017
Place: Ahmedabad



Mukesh Logar
MUKESHLOGAR

Partner

Membership No.: 101200



Arfin India Limited

COMPLIANCE REPORT AS PER THE FORMAT SPECIFIED IN ANNEXURE IV OF SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017

BSE Limited

The General Manager,
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Maharashtra, India

Dear Sir,

Subject: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed scheme of Amalgamation / Merger of Mahendra Aluminium Company Limited with Arfin India Limited

It is hereby certified that the draft scheme of arrangement involving Arfin India Limited (Transferee Company) and Mahendra Aluminium Company Limited (Transferor Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 including the following:

Sr. No.	Reference	Particulars	Whether Complied or not / details
1.	Regulation 17 to 27 of LODR Regulations	Corporate Governance Requirements	Yes, Complied
2.	Regulation 11 of LODR Regulations	Compliances with the security laws	Yes, Complied
Requirement of the SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Submitted
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, Shall be complied



Head Office: 302, Pelican House, Gujarat Chambers of Commerce, Ashram Road, Ahmedabad-380 009.
Phone : +91-79-26583791, +91-79-26583792
Fax : +91-79-26583792 Email : info@arfin.co.in
CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h. Hotel Prestige, Var Kalol, Dist. Gandhinagar, Chhatral (Gujarat)
Ph. : 02764-232820/21
Fax : +91-02764-232620

(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Submitted Refer Annexure - A
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Submitted Refer Annexure - B
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, Shall be complied

For Arfin India Limited

For Arfin India Limited

Purvesh Pandit
Purvesh Pandit
 Company Secretary



Jatin Shah
Jatin M. Shah
 Managing Director
 DIN: 00182683



May 20, 2017

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Arfin India Limited (Transferee Company) and Mahendra Aluminium Company Limited (Transferor Company) are in compliance with all the Accounting Standards applicable to a listed entity.

For Arfin India Limited

For Arfin India Limited

Vijay Lathi
Vijay Lathi
 Chief Financial Officer



Jatin Shah
Jatin M. Shah
 Managing Director
 DIN: 00182683



May 20, 2017



RAMAN M. JAIN & CO.
Chartered Accountants

HEAD OFFICE : B - 31-33, Ghanshyam Avenue, Opp. C.U.Shah College, Navjivan, Income Tax,
Ahmedabad - 380 014. Ph. : (0) 27542823, 27542819 Email : rinkesh_1983@yahoo.co.in
BRANCH : A - 220, Shital Shopping Centre, Gurunanak Chawk, Palanpur - 385 001, Banaskantha

STATUTORY AUDITOR'S CERTIFICATE ON MINIMUM PRICE

To,

The Board of Directors,
Arfin India Limited,
B 302, Pelican House,
3rd Floor, Ashram Road, Nr. Natraj Cinema,
Gujarat Chamber of Commerce Building,
Ahmedabad - 380009
Gujarat, India

We, Raman M. Jain & Co., Chartered Accountants (Firm Registration No.113290W), the statutory auditors of Arfin India Limited ("the Company", "the Transferee Company") have been requested by the Management of the Company to certify the "Computation of minimum price at which shares should be allotted" in Annexure to this Certificate. Annexure contains the details as required pursuant to Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("the ICDR Regulations"). This certificate is being addressed and provided to the Management for onward submission to BSE Limited (the "Stock Exchange"), in connection with the Proposed Scheme of Amalgamation ("the Scheme") between the Company and Mahendra Aluminium Company Limited ("the Transferor Company")

The relevant date for the purpose of computing the minimum price is May 20, 2017 ("the Relevant Date") being the date of the meeting in which the Board of Directors of the Company approved the Scheme.

In accordance with the pricing formula provided under Chapter VII of ICDR Regulations, the minimum price for issue of equity share is not less than higher of the following:

- i) The average of the weekly high and low of the volume weighted average prices of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- ii) The average of the weekly high and low of the volume weighted average prices of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

Our responsibility, for the purpose of this certificate is to certifying the minimum price and particulars of computation contained in the Annexure. We have conducted our verification in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Standards on Auditing issued by the Institute of Chartered Accountants of India



("ICAP"). We have verified Proposed Scheme of Amalgamation, Valuation Report from Independent Valuer and other relevant records and documents.

Pursuant to requirements of the ICDR Regulations it is our responsibility to certify that:

- a) The computation of the minimum price as per the Annexure is in accordance with Chapter VII of the ICDR Regulations.
- b) Per equity share price used for equity share valuation of the Transferee Company as considered in the valuation report, at least equals to the minimum price.

Based on our examination as above, we certify that:

- a) Minimum price of Rs. 496.95 per equity share as per the Annexure attached herewith is accurate and the method of computation read with the notes therein, is in accordance with Chapter VII of the ICDR Regulations; and
- b) Equity share price used in the valuation report as per market price method at least equals to the minimum price.

This Certificate is issued at the request of the Arfin India Limited pursuant to the requirements of ICDR Regulations for onward submission to BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

For Raman M. Jain & Co.
Chartered Accountants
FRN: 113290W

Raman M. Jain
Partner

Membership No.: 045790

Date: May 22, 2017

Place: Ahmedabad

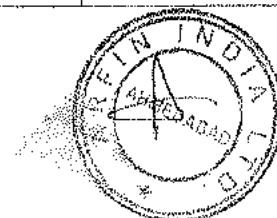


Annexure

Statement of Computation of Minimum Price pursuant to Chapter VII of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("the ICDR Regulations")

The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognized stock exchange during the twenty-six weeks and two weeks preceding the relevant date

Week	Start Date	End Date	High	Low	Average
1	15-05-2017	19-05-2017	504.12	499.53	501.82
2	08-05-2017	12-05-2017	498.67	485.50	492.08
3	02-05-2017	05-05-2017	490.41	482.02	486.21
4	24-04-2017	28-04-2017	489.59	473.71	481.65
5	17-04-2017	21-04-2017	501.25	473.63	487.44
6	10-04-2017	13-04-2017	499.34	494.99	497.16
7	03-04-2017	07-04-2017	497.37	493.77	495.57
8	27-03-2017	31-03-2017	494.09	466.97	480.53
9	20-03-2017	24-03-2017	498.00	492.66	495.33
10	14-03-2017	17-03-2017	499.88	487.60	493.74
11	06-03-2017	10-03-2017	511.02	477.19	494.10
12	27-02-2017	03-03-2017	507.07	499.41	503.24
13	20-02-2017	23-02-2017	507.22	498.30	502.76
14	13-02-2017	17-02-2017	512.15	500.63	506.39
15	06-02-2017	10-02-2017	500.97	440.24	470.60
16	30-01-2017	03-02-2017	455.64	428.06	441.85
17	23-01-2017	27-01-2017	478.19	463.03	470.61
18	16-01-2017	20-01-2017	481.39	468.26	474.83
19	09-01-2017	13-01-2017	496.50	483.83	490.17
20	02-01-2017	06-01-2017	520.85	475.38	498.11
21	26-12-2016	30-12-2016	486.43	467.42	476.93
22	19-12-2016	23-12-2016	494.61	470.97	482.79
23	12-12-2016	16-12-2016	507.13	496.36	501.75
24	05-12-2016	09-12-2016	517.50	463.08	490.29
25	28-11-2016	02-12-2016	443.65	387.07	415.36
26	21-11-2016	25-11-2016	371.39	357.51	364.45
i) Weighted Average Price of 26 weeks					480.61
ii) Weighted Average Price of 2 weeks					496.95
Higher of the above					496.95



Notes:

- 1) The relevant date for the purpose of arriving at the minimum price in terms of ICDR Regulations is May 20, 2017.
- 2) The company is traded only on BSE Limited ("BSE").
- 3) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the BSE during the twenty-six weeks/ two weeks preceding the Relevant Date is mentioned above. The Data for the same is taken from www.bseindia.com
- 4) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date is Rs. 480.61
- 5) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date is Rs. 496.95
- 6) Accordingly, Applicable Minimum Price is Rs. 496.95 (Higher of 4 & 5 above) .



DISCLOSURE OF INFORMATION PERTAINING TO MAHENDRA ALUMINIUM COMPANY LIMITED

The Board of Directors of the Company has, at their meeting held on May 20, 2017, approved the Scheme of Amalgamation of Mahendra Aluminium Company Limited (Transferor Company or MALCO) with the Company. In terms of SEBI Circular - CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"), the Company (being listed entity) is required to give the applicable information pertaining to MALCO (unlisted entity) in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 which is as follows:



MAHENDRA ALUMINIUM COMPANY LIMITED

The MALCO was originally incorporated as a public limited company with the name Arfin Enterprise Limited pursuant to certificate of incorporation dated April 25, 1995 issued by Registrar of Companies, Gujarat which name was subsequently changed to Mahendra Aluminium Company Limited vide fresh certificate of incorporation dated April 17, 2013.

Reg. Office: B - 302, 3rd Floor, Pelican House, GCCI Building, Near Natraj Cinema, Ashram Road, Ahmedabad – 380 009, Gujarat, India

Phone No.: 079 26583791 **Email:** mahendra@arfin.co.in

Corporate Identity Number: U65910GJ1995PLC025589

Contact Person: Mr. Jatin M. Shah – Director

PROMOTERS

**Mr. Mahendra R. Shah, Mrs. Pushpa M. Shah, Mahendra R. Shah – HUF,
Mr. Jatin M. Shah, Mrs. Rani J. Shah and Ms. Pooja Shah**

ISSUE AND LISTING OF EQUITY SHARES

Issue of 3,67,350 fully paid up equity shares of Rs. 10 each of Arfin India Limited to the shareholders of MALCO in the ratio of 31 equity shares for every 100 equity shares held by them in MALCO pursuant to and in terms of Scheme of Amalgamation. These equity shares are proposed to be listed on BSE Limited post Amalgamation.

STATUTORY AUDITOR

M/s Kothari & Gupta Associates

Chartered Accountants,

19, Ground Floor, National Chambers, Near City Gold Cinema, Ashram Road, Ahmedabad – 380 009.

Phone No.: 079 26586108 **Email:** kotharigupta@gmail.com

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Scheme of Amalgamation. For taking an investment decision, investors must rely on their own examination of the Scheme of Amalgamation, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the information given herein. Specific attention of the investors is invited to the section titled "Risk Factors" at page 7 of this document.



INDEX

Sr No.	Particulars	Page No.
1	Details of Promoters of MALCO	3
2	Business Model/Overview and Strategy	4
3	Brief Details of the Scheme	4
4	Capital Structure as on date	4
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6	Shareholding Pattern	5
7	Financial Performance	6
8	Objects of MALCO	6
9	Risk Factors	7
10	Summary of outstanding proceedings	7-8
11	Declaration page	8



DETAILS OF PROMOTERS OF MALCO

1. Mr. Mahendra R. Shah

Mr. Mahendra R. Shah, aged about 54 years, is Director of MALCO. Mr. Shah is a Science graduate from the Gujarat University. He started his business journey in 1992 and has over 25 years of rich industrial experience. He has experience in capital markets, textile and sugar business prior to entering into the metal business. He has represented Metal Industry on various topics of public interest in different forums. He has strong domain knowledge of Indian Metal Industry with good understanding of manufacturing, sales, imports, exports, International Markets and proven ability in business, setting up systems and procedures for robust growth.

He is having rich experience in the field of Corporate and Strategic Planning, Corporate Finance & Restructuring, Risk Management System and Process Implementation, raising capital through innovative financial products and is a good leader with strong relationship with stakeholders and employees.

Mr. Mahendra R. Shah is spouse of Mrs. Pushpa M. Shah and Father of Mr. Jatin M. Shah.

2. Mrs. Pushpa M. Shah

Mrs. Pushpa M. Shah aged about 50 years, is a commerce graduate from the Maharashtra University. She is having expertise in functional areas of MALCO and has experience of over 17 years in the aluminium industry. She is instrumental in the growth of the MALCO.

Mrs. Pushpa M. Shah is spouse of Mr. Mahendra R. Shah and Mother of Mr. Jatin M. Shah.

3. Mr. Jatin M. Shah

Mr. Jatin M. Shah, aged about 33 years is a commerce graduate having experience of more than 10 years in aluminium industry. He is director in MALCO since June, 2012.

He was appointed Chairman of Gujarat chapter of Auto Die Casting Components and is actively engaged in the management of the MALCO and looks into the marketing of its products.

He is son of Mr. Mahendra R. Shah and Mrs. Pushpa M. Shah.

4. Mrs. Rani J. Shah

Mrs. Rani J. Shah, aged about 33 years, is a Commerce Graduate from Gujarat University, Ahmedabad, having over 8 years of experience as a lady entrepreneur. She is having knowledge in Metal Industry and has strong competency in Cost Analysis & Budgeting in business. She is also engaged in various social activities / services and is part time fashion designer.

5. Ms. Pooja Shah

Ms. Pooja M. Shah, aged about 26 years, is post graduate in commerce from Gujarat University, Ahmedabad. She joined the business in 2012 and has over 5 years of experience. She has represented Metal Industry on various topics of public interest in different forums. She has good understanding of imports, exports and is actively involved in business development and marketing.



BUSINESS MODEL/OVERVIEW AND STRATEGY

Mahendra Aluminium Company Limited is engaged in manufacturing aluminium products and trading in aluminium scrap. The Company has through innovative products, quality products and affordable prices helped customers enjoy better quality products.

The Company is one of the prominent names in aluminum recycling and ferro alloys segment. With a progressive vision and the requisite industrial capacity, the company presently caters to steel and power sector through manufacturing and supply of Aluminium Deox products viz; Aluminium Cubes and Aluminium Ingots.

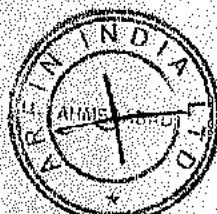
The Company's progressive infrastructure is its major strength. The company's delivery time is generally 2-3 days for all major orders, which is considered to be one of the lowest in the industry. It has highly equipped in house manufacturing facility with the best combination of man and machine.

BRIEF DETAILS OF THE SCHEME

Transferor Company	Mahendra Aluminium Company Limited
Transferee Company	Arfin India Limited
Appointed Date	April 01, 2017
Swap Ratio	31 (Thirty One) Equity Shares of the face value of Rs. 10/- each as fully paid up of the Transferee Company for every 100 (Hundred) Equity Shares of the face value of Rs 10/- each held in the Transferor Company
Date of Approval by the Board	May 20, 2017
Brief Objects of Scheme	<ul style="list-style-type: none"> - Consolidation and Integration of business operation leading to greater efficiency. - Cost Reduction and Economies of Scale. - Better Utilization of Resources. - Pooling of Resources and increase in Competitiveness. - Increase in Market Share.

CAPITAL STRUCTURE AS ON DATE

Particulars	Amount (INR)
Authorised Share capital	
15,00,000 Equity Shares of face value of INR 10/- each	1,50,00,000
TOTAL	1,50,00,000
Issued, subscribed and paid-up Equity Share Capital	
11,85,000 fully-paid up equity shares of face value of INR 10/- each	1,18,50,000
TOTAL	1,18,50,000



BOARD OF DIRECTORS

The Board of Directors of MALCO comprises of following directors:

Sr. No.	Name	DIN	Designation	Qualification & Experience
1	Mr. Mahendra R. Shah	00182746	Director	Science graduate with experience of more than 22 years in the Aluminium Industry and having rich experience in the field of Corporate and Strategic Planning, Corporate Finance & Restructuring, Risk Management System and Process Implementation, raising capital through innovative financial products.
2	Mrs. Pushpa M. Shah	00182754	Additional Director	Commerce graduate from the Maharashtra University and having expertise in functional areas of the Company and has experience of over 17 years in the Aluminium industry.
3	Mr. Jatin M. Shah	00182683	Director	Commerce graduate with experience of more than 10 years in the Aluminium Industry.

SHAREHOLDING PATTERN

Sr. No.	Name of Shareholders	Pre-Scheme Holding		Shares to be issued pursuant to Scheme
		No. of Shares held	%	No. of Shares
A	Promoter & Promoter Group:			
1	Mr. Mahendra R. Shah	98,900	8.35	30,659
2	Mrs. Pushpa M. Shah	7,600	0.64	2,356
3	Mahendra R. Shah – HUF	90,900	7.67	28,179
4	Mr. Jatin M. Shah	2,93,400	24.76	90,954
5	Mrs. Rani J. Shah	2,89,200	24.41	89,652
6	Ms. Pooja Shah	2,85,000	24.05	88,350
	Total (A)	10,65,000	89.87	3,30,150
B	Public Shareholder			
1	Sunderdevi J. Nahta	60,000	5.06	18,600
2	Jyotikadevi J. Nahta	60,000	5.06	18,600
	Total (B)	1,20,000	10.13	37,200
	Total Shareholding (A+B)	11,85,000	100.00	3,67,350



FINANCIAL PERFORMANCE

The brief financial performance of MALCO for preceding five financial years is as under:

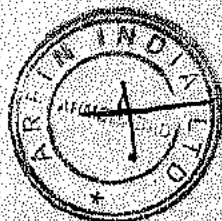
(Amount in Rs. Lakhs unless otherwise stated)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Total Income from operation	10,589.58	7,470.71	7,704.95	6,937.81	5330.58
Net Profit/(loss) before tax & extraordinary items	205.43	56.87	123.59	48.09	30.64
Net Profit/(loss) after tax & extraordinary items	132.99	39.06	83.08	33.61	21.48
Equity Share Capital	118.50	118.50	118.50	118.50	118.50
Reserves & Surplus	567.26	434.27	395.21	312.25	278.64
Net Worth	685.76	552.77	513.71	430.75	397.14
Basic earnings per share	11.22	3.30	7.01	2.84	1.81
Diluted earnings per share	11.22	3.30	7.01	2.84	1.81
Return on Net Worth (%)	19.39	7.07	16.17	7.80	5.41
Net Asset Value per share	57.87	46.65	43.35	36.35	33.51

OBJECTS OF MALCO

The main objects for which MALCO was incorporated are as under:

- a. To set up, operate, fabricate, market and deal in steel furnace, steel rolling mills, steel rolling plant and to re-roll mild, low, medium, high carbon and alloy steel and alloy cold rolled and hot rolled strips, refine alloy and manufacture ingots, skelped billets of special steel and alloy steels and to act as steel makers, steel converters ship breakers and to manufacture metallurgical products in all forms.
- b. To manufacture, produce, trade, export, import, market and deal in re-rolled sections of all sizes and specifications of ferrous and nonferrous, including angles, bars, flats, plates, rods, rails, rounds, octagons, hexagons, joint channels, sheets, strips, plates and cold twisted bars and other structures, steel extruded sections, forgings and to manufacture and deal in domestic goods made up of any metals and to manufacture and deal in steel and aluminium furniture and foils manufactured from aluminium and other ferrous and non-ferrous metals.
- c. To carry on the business of manufacturers, fabricators, exporters of and dealers in wrought iron, pig iron, copper, brass, aluminium and other metals, metal alloys and scrap metals, skullcap and metallic residue and mineral substances or compounds or products of any kind or description whatever.
- d. To provide consultancy and other services including financial, investment, management, technical and making of surveys and reports thereon and to manage the invest portfolios of various individuals, firms, companies and other persons and to act as consultants for estates properties and other assets, to carry on promotion of business and in particular to form, constitute, float, to finance, lead and advance moneys, prepare projects and feasibility reports and credit appraisal reports for and on behalf of any companies, associates, undertakings, firms, individuals and all other entities.



- e. To undertake bills discounting business, to purchase, finance, discount, rediscount, bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills.

RISK FACTORS

The Company is proposing a Scheme of Amalgamation with MALCO and post Amalgamation the business of MALCO will be merged with the Company. The proposed Amalgamation involves certain elements of risks which, *inter alia*, include the following:

1. Non-receipt of necessary approval:

The proposed amalgamation is subject to approval of shareholders and creditors of the respective companies, approval of BSE Limited (Stock Exchange), SEBI and NCLT. Non-receipt of approval from any of the aforementioned authority will defeat the proposed amalgamation and the objects and benefits mentioned in the proposed scheme will not be achieved.

2. Failure of Post Amalgamation Integration:

Post amalgamation the business of MALCO will be merged with existing business of the Company which involves integration of entire business systems, policies, procedures etc. any failure in integration of businesses will adversely affect the operation of the Company and may erode the financial performance of the Company.

3. Rationalization:

The business growth of MALCO is largely dependent upon the strategic decisions and leadership of its existing management team. Post Amalgamation, the Company may as a part of rationalization, discontinue services of employees of MALCO. This rationalization may adversely affect the objects for which the amalgamation is proposed.

4. Non-renewal of Licenses:

The business of MALCO is subject to certain licenses and permits which requires renewal from time to time. Post amalgamation all those licenses and permits will be shifted in the name of the Company and any failure of the Company to renew any such license or permit may adversely affect the continuance of the business.

5. Increased cost of operation:

The proposed amalgamation of MALCO will extend the business operation of the Company and this may increase the cost of operating the business of the Company.

SUMMARY OF OUTSTANDING LITIGATIONS

- a. Total No. of Litigation outstanding against the company and total amount involved in it: NIL
b. Top 5 Material Litigation outstanding against the Company: NIL
c. Regulatory Action against the Company by ROC, MCA or other authority: NIL
d. Brief details of criminal proceeding against the promoters of the Company: NIL



e. Miscellaneous pending proceeding(s):

During financial year 2016-17, till the month of August 2016, the company has imported raw material Throb Ingots and paid custom duty as per the applicable rate i.e. 2.5% of material value, considering as it is raw material for company. From the month of August 2016, company has imported same material and Custom department (Mundra Port & Ahmedabad ICD) has issued notice considering the same material as finished goods and demanded custom duty @7.5% of material value. The matter went for debate and only for the clearance of material from custom department, the Company has deposited difference amount as extra custom duty of ₹ 134,484/- (At Mundra Port) and given Bank Guarantee for extra custom duty of ₹ 43,93,690/- (At Mundra Port & Ahmedabad ICD) at the cost of litigation against the custom department.

Company has filed appeal before Commissioner of Custom Appeals, Ahmedabad, against the custom demand and the Matter is pending.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of SEBI Circular and Part D of Schedule VIII of SEBI (ICDR) Regulations, 2009 have been complied with and no statement made in this Information Document is contrary to the provisions of SEBI Circular or SEBI (ICDR) Regulations, 2009. We further certify that all statements in this Information Memorandum are true and correct.



To,
The Board of Directors,
Arfin India Limited
B 302, 3rd Floor, Pelican House,
Near Natraj Cinema,
Gujarat Chamber of Commerce Building,
Ashram Road, Ahmedabad - 380 009

Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to Mahendra Aluminum Company Limited in relation to proposed Scheme of Amalgamation of Mahendra Aluminum Company Limited with Arfin India Limited.

Dear Sirs,

We, Vivro Financial Services Private Limited ('Vivro'), refer to our engagement letter dated May 20, 2017 whereby Arfin India Limited (hereinafter referred to as 'Arfin' or the Transferee Company') has appointed us for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to Mahendra Aluminum Company Limited (hereinafter referred to as 'MALCO' or 'the Transferor Company') pursuant to the proposed Scheme of Amalgamation of Mahendra Aluminum Company Limited with Arfin India Limited pursuant to sections 230 - 232 of the Companies Act, 2013.

Regulatory Requirement:

SEBI vide its Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a Scheme of Arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a scheme of arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in part D of Schedule VIII of SEBI (ICDR) Regulations, 2009.

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.

Disclaimer and Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and in compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
2. This Certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entity viz., MALCO and is not an opinion on the Scheme of Amalgamation or its success.



3. This Certificate is issued on the basis of examination of information and documents provided by MALCO and information which is available in the public domain and wherever required, the appropriate representations from MALCO have also been obtained.
4. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed scheme of amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

Certification:

We state and confirm as follows:

1. We have examined various documents and other materials in connection with finalization of draft disclosure of information dated May 20, 2017, pertaining to MALCO ("Information Memorandum") which will be circulated to the members of Arfin at the time of seeking their consent to the proposed scheme of amalgamation of MALCO with Arfin as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of MALCO, its directors, other officers and on independent verification of contents of Information Memorandum and other papers furnished to us, WE CONFIRM that:
 - a. The information contained in the Information Memorandum is in conformity with the relevant documents, materials and other papers related to MALCO;
 - b. The Information Memorandum contains applicable information pertaining to MALCO as required in terms of SEBI Circulars which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed scheme of amalgamation.

For, Vivro Financial Services Private Limited



Jayesh Vithlani
 Jayesh Vithlani
 Sr. Vice President

Date: May 24, 2017
 Place: Ahmedabad





Arfin India Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT THE MEETING HELD ON SATURDAY, MAY 20, 2017 AT 10.30 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 8-302, PELICAN HOUSE, GUJARAT CHAMBER OF COMMERCE BUILDING, NR. NATRAJ CINEMA, ASHRAM ROAD, AHMEDABAD - 380009, GUJARAT, INDIA

CONSIDERATION AND APPROVAL OF SCHEME OF AMALGAMATION OF MAHENDRA ALUMINIUM COMPANY LIMITED WITH ARFIN INDIA LIMITED

"RESOLVED THAT pursuant to the provisions of Section 230 to 235 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Point 10 of Sub Clause B of the Object Clause of the Memorandum of the Association of the Company, based on the recommendation of the Audit Committee and subject to such approvals as may be necessary from the Hon'ble National Company Law Tribunal at Ahmedabad and further subject to the approvals of shareholders, creditors of the Company and other statutory agencies and in supersession of the Board Resolution dated May 15, 2017, the Board do hereby consider and approve the following :-

1. Proposal of amalgamation of Mahendra Aluminium Company Limited, (the "Transferor Company" or "MALCO") (CIN: U65910GJ1995PLC025589) with Arfin India Limited ("Transferee Company", "ARFIN", or "the Company"), (CIN: L65990GJ1992PLC017460) with Appointed Date as April 01, 2017 and
2. Draft Scheme of amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited as placed before the Board, initialed by the Chairman for the purpose of identification.
3. The Report of the Audit Committee on the Scheme of amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited along with its recommendations.



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Ashram Road, Ahmedabad-380 009.
Phone : +91-79-26583791, +91-79-26583792
Fax : +91-79-26583792 Email : info@arfin.co.in
CIN No. : L65990GJ1992PLC017460

Works : T10/1, Kavi Estate, B/h. Hotel Prestige, Tal-Kalol,
Dist. Gandhinagar, Chhatral (Gujarat)
Ph. : 02764-232620/21
Fax : +91-02764-232620

RESOLVED FURTHER THAT the fair share exchange ratio for exchange of the equity shares of Mahendra Aluminium Company Limited with the Equity Shares of Arfin India Limited as per Valuation Report dated May 20, 2017 on Share Valuation and Exchange Ratio as issued by M/s. Sandip Desai & Co., Chartered Accountants, Ahmedabad and the Fairness Opinion letter dated May 20, 2017 on the valuation report, issued by Vivro Financial Services Private Limited, Category 1 Merchant Banker, as placed before the Board and as recommended by the Audit Committee be and is hereby considered and accepted by the Board and that in the opinion of the Board, the said Scheme of Amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited will be of advantage and beneficial to the shareholders of the Company and the terms thereof are fair and reasonable and the proposed proportion of allotment of shares of 31 (Thirty One) equity shares of Rs.10/- each by Arfin India Limited for every 100 (One Hundred) equity Shares of Rs.10/- each held by the shareholders of Mahendra Aluminium Company Limited is fair and reasonable.

RESOLVED FURTHER THAT Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer be and are hereby authorized severally to do all acts, deeds, things and documents as may be necessary, required, warranted and expedient to give effect to the above resolutions including to make revision, modifications, alterations, if any, required in respect of the draft scheme of amalgamation as may be directed / advised by the statutory authorities and directed by the National Company Law Tribunal at Ahmedabad in this regard.

RESOLVED FURTHER THAT Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer be and are authorized severally to take all steps necessary, in connection with giving effect to the proposal of amalgamation of the above said companies including, but not limited to filing of –

- a. Applications to the NCLT for directions to get the approval of the shareholders / creditors of the Company through postal ballot / e-voting and / or directions for holding the meetings of shareholders / creditors as the case may be and as directed by the said National Company Law Tribunal at Ahmedabad.



- b. Petitions for confirmation of the Scheme by the National Company Law Tribunal at Ahmedabad.
- c. To engage suitable advocate to make necessary application for getting the approval of the National Company Law Tribunal at Ahmedabad for the scheme and other related matters thereof and suitable consultants / experts / advisors / other consultants / advisors on such remuneration as may be deemed fit, as may be expedient and necessary to give effect to the Scheme;
- d. To determine / nominate BSE Ltd as Designated Stock Exchange (DSE), where the company's shares are listed, to be the Exchange through which clearance could be obtained from SEBI on the Scheme of amalgamation of the said companies, and to do all such acts, deeds and things as may be considered necessary and expedient in relation thereto;

RESOLVED FURTHER THAT, Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer be and are hereby authorized severally to do all such acts, deeds and things in the course of amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited, including securing approvals, clearances from the authorities concerned under relevant Acts and Regulations thereof;

RESOLVED FURTHER THAT this resolution be placed in the notice calling for the shareholders meeting either physically or through Postal Ballot / e-voting, to seek the approval of the shareholders/creditors of the company, authorizing severally Mr. Mahendra R. Shah, Chairman & Whole Time Director, Mr. Jatin M. Shah, Managing Director, Mr. Vijay Lathi, Chief Financial Officer and Mr. Purvesh Pandit, Company Secretary and Compliance Officer and / or any other person authorized by the Board of Directors, to take all such steps as may be necessary / expedient/ warranted and to do all such acts, deeds, things and matters as may be considered necessary / expedient to give effect to the aforesaid scheme of amalgamation and also to accept such alteration, modifications and / or conditions, if any, which may be proposed, required or imposed by the National Company Law Tribunal, Ahmedabad while sanctioning the scheme of amalgamation.



RESOLVED FURTHER THAT certified true copy of the above resolutions be hereby forwarded to the authorities concerned."

Certified to be true

For Arfin India Limited

Mahendra R. Shah

Mahendra R. Shah

Chairman & Whole Time Director

DIN: 00182746





Arfin India Limited

BRIEF PARTICULARS OF THE TRANSFEREE AND TRANSFEROR COMPANIES:

Particulars	Transferee Company	Transferor Company
Name of the Company	Arfin India Limited	Mahendra Aluminium Company Limited
Date of Incorporation & details of name changes, if any	Arfin India Limited is presently a Public Limited listed Company incorporated on April 10, 1992 under the Companies Act, 1956 under the name of Arvindkumar Rameshkumar Investment Private Limited. The Company was later converted into public limited company under the applicable provisions of the Companies Act, 1956 and, consequently, the name was changed to Arfin India Limited with effect from December 19, 1995.	Mahendra Aluminium Company Limited is presently a Public Limited Company incorporated on April 25, 1995 under the Companies Act, 1956 under the name of Arfin Enterprise Limited. The name of the Company was later changed to Mahendra Aluminium Company Limited with effect from April 17, 2013.
Registered Office	B-302, 3 rd Floor, Pelican House, Near Natraj Cinema, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad-380 009, Gujarat, India	B-302, 3 rd Floor, Pelican House, Near Natraj Cinema, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad-380 009, Gujarat, India
Brief particulars of the scheme	Amalgamation of Mahendra Aluminium Company Limited ("MALCO" or "Transferor Company") with Arfin India Limited ("ARFIN" or "Transferee Company") pursuant to sections 230-232 of the Companies Act, 2013.	
Rationale of the Scheme	<p>a) The merger will consolidate the business activity and will lead to greater efficiency in the overall business and achieve integration of the business operations as well as synergy benefits through combined operations of both the entities.</p> <p>b) Since the products of both the companies are similar in nature, the contemplated merger will lead to economies of scale which in turn will promote cost efficiency by means of reduction in administrative overheads, reduction in multiplicity of legal and regulatory compliances, and help run the business more effectively and economically resulting in better utilization of resources.</p> <p>c) The proposed amalgamation will contribute in fulfilling and furthering the objects of the companies. It will strengthen, consolidate and stabilize the business of these companies and will facilitate further expansion and growth of their business.</p> <p>d) The proposed amalgamation shall improve the efficiency of management, organizational capability from pooling of resources.</p>	



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Fax : +91-79-26593792 Email : info@arfin.co.in
CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h. Hotel Prestige, Tal-Kalol,
Dist. Gandhinagar, Chhatral (Gujarat)
Ph. : 02764-232620/21
Fax : +91-02764-232620

Particulars	Transferee Company	Transferor Company
	<p>capital having skill, talents and vast experience and thereby increase competitiveness in the industry.</p> <p>e) The Transferee Company will have benefit of the combined assets and man-power of both the companies. The combined resources will enhance its capability to expand and increase its market share more effectively.</p> <p>f) The proposed amalgamation will create enhanced value for shareholders and allow a focused strategy in operations, which would be in the best interest of all its shareholders, creditors and all persons connected with the companies.</p>	
Date of Board Resolution passed by the Board of Directors of the Company approving the scheme	May 20, 2017	May 20, 2017
Appointed Date	April 01, 2017	April 01, 2017
Name of the Exchange(s) where securities of the company are listed	BSE Limited	NA
Nature of Business	Arfin India Limited is engaged in the manufacturing of aluminum cored wires, ferro alloys, aluminum alloys and other aluminum products used as de-oxys. It is also engaged in the trading of copper scrap and nickel cathodes.	Mahendra Aluminium Company Limited is engaged in manufacturing and supply of Aluminium Deox products viz: Aluminium Cubes and Aluminium Ingots. The Company is also engaged into the business of trading of Metal Scrap since its inception.
Capital before the scheme	<p>Authorised Share Capital:</p> <p>1,10,00,000 equity shares of face value of Rs. 10/- each – Rs. 11,00,00,000/-</p> <p>Issued, subscribed and paid-up share capital:</p> <p>40,51,157 fully-paid up equity shares of face value of Rs. 10/- each – Rs. 4,05,11,570/-</p>	<p>Authorised Share Capital:</p> <p>15,00,000 equity shares of face value of Rs. 10/- each – Rs. 1,50,00,000/-</p> <p>Issued, subscribed and paid-up share capital:</p> <p>11,85,000 fully-paid up equity shares of face value of Rs. 10/- each – Rs. 1,18,50,000/-</p>
No. of Shares to be issued	3,67,350 fully – paid up equity shares of face value of Rs. 10/- each will be issued by Arfin India Limited as Purchase Consideration of Amalgamation.	
Cancellation of Shares on account of cross holding, if any	No Cancellation of Shares on account of cross holding	No Cancellation of Shares on account of cross holding



Particulars	Transferee Company	Transferor Company		
Relationship between the companies involved in the scheme	The Companies are having common promoters and directors. Accordingly, ARFIN and MALCO are group companies.			
Capital after the scheme	<p>Authorised Share Capital:</p> <p>1,25,00,000 equity shares of face value of Rs. 10/- each – Rs. 12,50,00,000/-</p> <p>Issued, subscribed and paid-up share capital:</p> <p>44,18,507 fully-paid up equity shares of face value of Rs. 10/- each – Rs. 4,41,85,070/-</p>	NIL		
Net Worth (As per Audited Financial Statements as of March 31, 2017)	(Rs. in Lakhs)	(Rs. in Lakhs)		
Pre	5,388.95	685.76		
Post	7,214.51	NIL		
Valuation by Independent Chartered Accountant – Name of the Valuer/ Valuer Firm and Reg. No.	Sandip Desai & Co. Chartered Accountants FRN: 111812W			
Methods of valuation and value per share arrived under each method with weight given to each method, if any	Annexure A	Annexure A		
Exchange Ratio	31 (Thirty One) Equity Shares of the face value of Rs. 10/- each as fully paid up of the Transferee Company for every 100 (Hundred) Equity Shares of the face value of Rs 10/- each held in the Transferor Company			
Name of the Merchant Banker giving fairness opinion	Vivro Financial Services Private Limited			
Shareholding Pattern of Transferee Company	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	29,44,257	72.68%	32,74,407	74.11%
Public	11,06,900	27.32%	11,44,100	25.89%
Custodian	-	-	-	-
Total	40,51,157	100.00%	44,18,507	100.00%
No. of Shareholders	783		785	
Name of the Promoters	Mahendra Shah Jatin M Shah Pushpa M. Shah Rani J Shah Jatin Shah (HUF) Pooja Shah	Jatin M Shah Rani J Shah Pooja Shah Mahendra Shah Mahendra Shah (HUF) Pushpa M. Shah		



Particulars	Transferee Company	Transferor Company
	Krish J Shah Mahendra Shah (HUF) Khushbu Mahendrabhai Shah Khwaish J Shah	
Name of Directors	Mahendra R. Shah Jatin M. Shah Pushpa M. Shah Bherulal Chopra Shantilal Mehta Dilip Kumar Daga	Jatin M. Shah Mahendra R. Shah Pushpa M. Shah
Details regarding change in Management Control, if any	No Change	

ANNEXURE A

Method of Valuation	Arfin India Limited		Mahendra Aluminium Company Limited	
	Value Per Share (Rs.)	Weights	Value Per Share (Rs.)	Weights
Market Price Method (As per Chapter VII of ICDR Regulations)	496.95	1	-	-
Discounted Cash Flow Method	-	-	152.96	1
Fair Value per Share	496.95		152.96	
Exchange Ratio (Rounding Off)	31		100	

For Arfin India Limited

Mahendra R. Shah



Mahendra R. Shah
Chairman & Whole Time Director
DIN: 00182746

Date: May 20, 2017
Place: Ahmedabad



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RAMAN M. JAIN & CO.
Chartered Accountants

HEAD OFFICE : B - 31-33, Ghanshyam Avenue, Opp. C.U.Shah College, Navjivan, Income Tax, Ahmedabad - 380 014. Ph. : (0) 27542823, 27542819 Email : rnkesh_1983@yahoo.co.in
BRANCH : A - 220, Shital Shopping Centre, Gurunanak Chawk, Palanpur - 385 001. Baraskantha

NETWORTH CERTIFICATE

1. We have examined the audited books of accounts as at March 31, 2017 and other relevant records and documents maintained by Arfin India Limited ("the Company" or "the Transferee Company") and Mahendra Aluminium Company Limited ("the Transferor Company") for the purpose of certifying the accompanying "Statement of Computation of pre-amalgamation and post-amalgamation net worth of the Company as at March 31, 2017("the Statement")
2. The Company's Management is responsible for preparation of the Statement from the audited financial statements of the Company and Transferor Company as at March 31, 2017 and the Scheme of Amalgamation as approved by the Board of Directors of the Company dated May 20, 2017. This includes collecting, collating and validating data and presentation thereof in the Statement and the design, implementation and maintenance of internal controls relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
3. Our responsibility, for the purpose of this certificate, is to certify the particulars contained in the Statement, on the basis of the audited books of accounts and other relevant records and documents maintained by the Transferee Company and the Transferor Company.

We have conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purpose and Standards on Auditing issued by the Institute of Chartered Accountants of India, in so far as applicable for the purpose of this certificate.

4. On the basis of our examination of such audited books of accounts and other relevant records and documents, and according to the information, explanations and representations provided to us by the management of the Transferee Company and the Transferor Company as at March 31, 2017 computed in accordance with paragraph 3 above is in agreement with the aforesaid audited books of accounts and other records and documents maintained by the Company and Transferor Company and the Scheme of Amalgamation as approved by the Board of Directors of the Company dated May 20, 2017.
5. This Certificate has been issued at the request of the Company for the purpose of submission to the Stock Exchange along with the Scheme of Amalgamation having the "Appointed Date" of April 1, 2017 and is not to be used, referred to or distributed for any other purpose without our prior consent.



Date: May 20, 2017
Place: Ahmedabad



For Raman M. Jain & Co.
Chartered Accountants
ERN: 113290W

Raman M. Jain
Partner
Membership No.: 045790

Statement of computation of pre-amalgamation and post-amalgamation net worth of the Company as at March 31, 2017

(₹ in Lakhs)

Particulars	Arfin India Limited	
	pre-amalgamation	post-amalgamation
Equity Share Capital	405.12	441.86
Free Reserves		
Surplus in Statement of Profit and Loss	2,594.10	2,594.10
General Reserve	215.00	215.00
Securities Premium Reserve	2,148.56	3,937.18
Capital Reserve	26.38	26.38
Total Net Worth	5,388.96	7,214.52

Note:

1. Net Worth = Equity Share Capital + Free Reserves and Surplus - Miscellaneous expenditure to the extent not written off
2. Free Reserves mean all reserves created out of profits and Securities Premium Account but shall exclude any reserves created out of revaluation of assets.

For Arfin India Limited

Mahendra R. Shah

Mahendra R. Shah
Chairman & Whole Time Director
DIN: 00182746



Kothari & Gupta Associates

Chartered Accountants

18, Ground Floor, National Chambers, Near City Gold Cinema, Ashram Road, Ahmedabad - 380 009.
Phone : 079-4007 1148, 2658 6108 / 09 • Fax : 079-4007 1149 • E-mail : kotharigupta@gmail.com



NETWORTH CERTIFICATE

We are issuing this net worth certificate in connection with the proposed scheme of amalgamation of Mahendra Aluminium Company Limited ("the Transferor Company") with Arfin India Limited ("the Transferee Company").

We have examined the audited books of account as at and for the year ended March 31, 2017 and other relevant records and documents maintained by Mahendra Aluminium Company Limited ("the Transferor Company") for the purpose of certifying the Pre-amalgamation net worth of the Company as at March 31, 2017.

On the basis of our examination of such audited books of account and other relevant records and documents, and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the Pre-Amalgamation Net Worth of Mahendra Aluminium Company Limited as at March 31, 2017 is as detailed herein below:

(₹ in Lakhs)

Particulars	Amount
Equity Share Capital	118.50
Free Reserves	
Surplus in Statement of Profit and Loss	400.76
Securities Premium Reserve	166.50
Total Net Worth	685.76

Note:

1. Net Worth = Equity Share Capital + Free Reserves and Surplus - Miscellaneous expenditure to the extent not written off
2. Free Reserves mean all reserves created out of profits and Securities Premium Account but shall exclude any reserves created out of revaluation of assets.

*This Certificate has been issued at the request of the Company for the purpose of submission to the Stock Exchange along with the Scheme of Amalgamation having the "Appointed Date" of April 1, 2017 and is not to be used, referred to or distributed for any other purpose without our prior consent.



Date: May 20, 2017
Place: Ahmedabad

For KOTHARI & GUPTA ASSOCIATES
Chartered Accountants
FRN: 009457N




MUKESHLOGAR

Partner
Membership No.: 101200



Arfin India Limited

ANNEXURE VI

Details of Capital evolution of the transferee / resulting Company:

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
01-Apr-92	400	10/-	Subscribed Capital	400	Listed
30-Mar-93	15,500	10/-	Further Allotment of Shares	15,900	Listed
01-Feb-96	4,41,500	10/-	Further Allotment of Shares	4,41,500	Listed
14-Jun-96	4,18,800	15/-	Further Allotment of Shares	8,76,200	Listed
21-Jun-96	3,35,200	15/-	Further Allotment of Shares	12,11,400	Listed
20-Jul-96	18,06,900	15/-	IPO	30,18,300	Listed
10,55,000 Equity shares were Forfeited on October 21, 2013 due to non-payment of call money				19,63,300	
21-Oct-2013	5,00,00	40/-	Reissue of Forfeited Equity Shares	24,63,300	Listed
20-Dec-2013	4,00,00	40/-	Reissue of Forfeited Equity Shares	28,63,300	Listed
25-Sep-2014	1,55,000	40/-	Reissue of Forfeited Equity Shares	30,18,300	Listed
5-Jan-2017	5,47,857	175/-	Conversion of Warrants into Equity Shares.	35,66,157	Listed
11-Jan-2017	4,35,000	175/-	Conversion of Warrants into Equity Shares.	40,01,157	Listed
24-Feb-2017	50,000	175/-	Conversion of Warrants into Equity Shares.	40,51,157	Listed



For, ARFIN INDIA LIMITED
Mehesh R Shah
 Director/Author. Signatory

Head Office: 302, Pelican House, Gujarat Chambers of Commerce,
 Ashram Road, Ahmedabad-380 009.
 Phone : +91-79-26583791, +91-79-26583792
 Fax : +91-79-26583792 Email : info@arfin.co.in
 CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h. Hotel Prestige, Tal-Kalol,
 Dist. Gandhinagar, Chhatal (Gujarat)
 Ph. : 02764-232620/21
 Fax : +91-02764-232620



101
**Mahendra
Aluminium Company Limited**

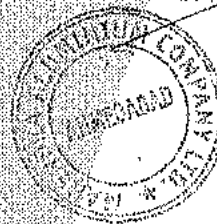
Head Office:
302, Pelican House, Gujarat Chamber of Commerce,
Ashram Road, ahmedabad 380 009
Ph.: +91-79-26583791, Fax: +91-79-26583792

Details of Capital evolution of the transferor Company:

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
25-Apr-95	700	10/-	Subscribed Capital	700	-
01-Mar-97	11,800	10/-	Further Allotment of Shares	12,500	-
08-Sep-97	87,500	10/-	Further Allotment of Shares	1,00,000	-
30-Aug-98	51,500	10/-	Further Allotment of Shares	1,51,500	-
01-Jan-00	98,500	10/-	Further Allotment of Shares	2,50,000	-
30-Mar-00	50,000	10/-	Further Allotment of Shares	3,00,000	-
08-Apr-04	2,00,000	10/-	Further Allotment of Shares	5,00,000	-
25-Jul-07	5,00,000	10/-	Further Allotment of Shares	10,00,000	-
19-Mar-08	75,000	100/-	Further Allotment of Shares	10,75,000	-
13-Mar-09	40,000	100/-	Further Allotment of Shares	11,15,000	-
12-Dec-11	70,000	100/-	Further Allotment of Shares	11,85,000	-



For, MAHENDRA ALUMINIUM COMPANY LIMITED



Jatendra
Director / Authorised Signatory

CIN. U65910G11995PLC025589



Arfin India Limited

CONFIRMATION

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Mahendra Aluminium Company Limited with Arfin India Limited

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation, to be presented to the NCLT- Ahmedabad does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement, to be forwarded by the company to the shareholders u/s 230-232 of the Companies Act, 2013, it shall disclose:
 - i) The pre and post- amalgamation (expected) capital structure and shareholding pattern;
 - ii) The "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company;
 - iii) Information about unlisted companies involved in the scheme as per the format provided in Part D of Schedule VII of the ICDR Regulations.
 - iv) The Complaint report as per Annexure III.
 - v) The observation letter issued by the stock exchange.
- c) The draft scheme of amalgamation together with all documents mentioned in Para (A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link given hereunder:

<http://www.arfin.co.in/amalgamation.html>



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Ashram Road, Ahmedabad-380 009.
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CIN No. : L65990GJ1992PLC017460

Works : 118/1, Ravi Estate, B/h. Hotel Prestige, Tal-Kalol,
Dist. Gandhinagar, Chhatral (Gujarat)
Ph. : 02764-232620/21
Fax : +91-02764-232620

- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

Date: May 31, 2017

Place: Ahmedabad

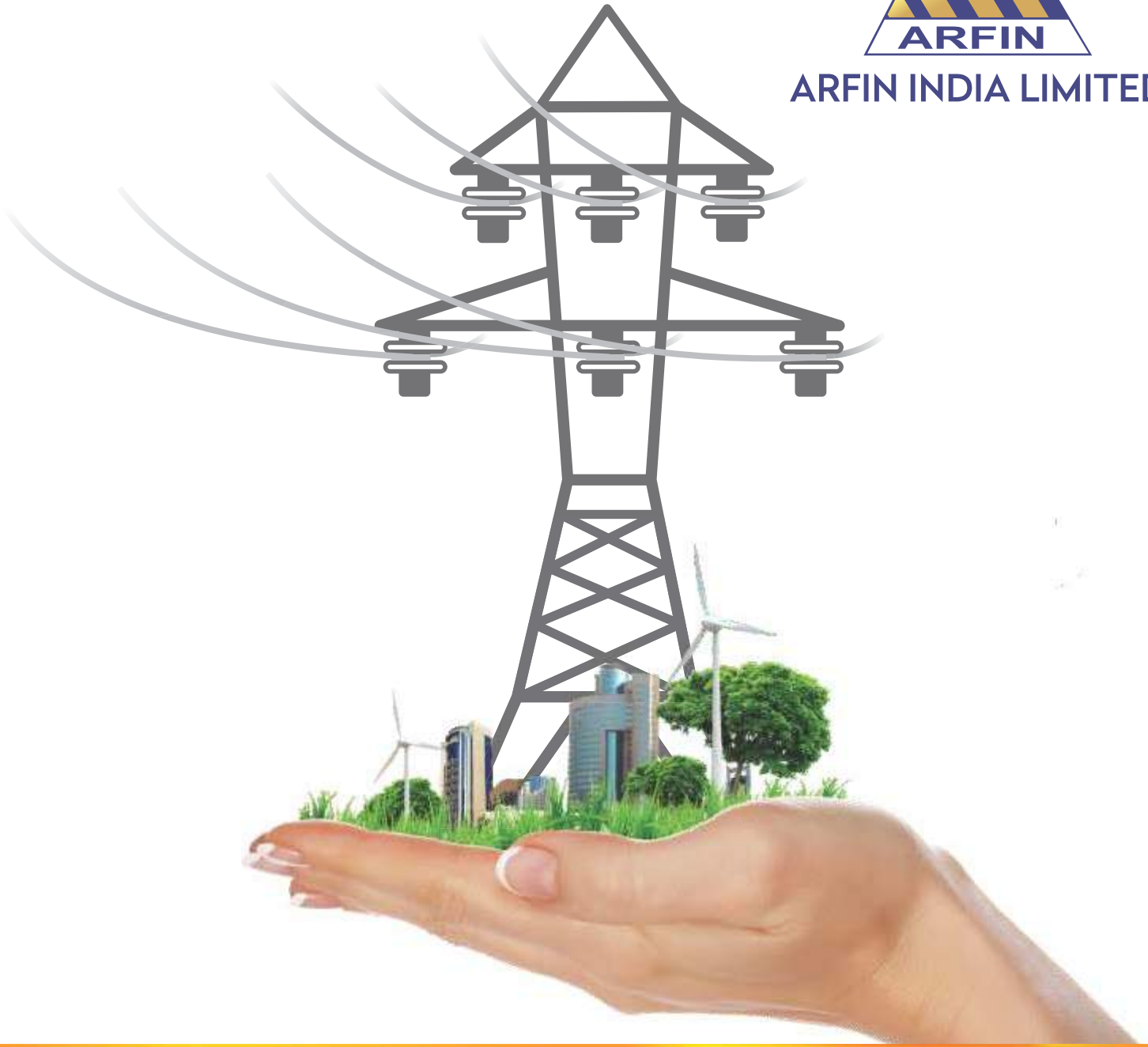
For Arfin India Limited



Jatin M. Shah
Managing Director
DIN: 00182683



ARFIN INDIA LIMITED




Power is Growth!

ANNUAL REPORT 2015-16

A photograph of a long, straight road stretching into the distance under a dramatic sunset sky. The sun is low on the horizon, creating a bright glow and casting long shadows. The sky is filled with wispy clouds, and the overall color palette is dominated by warm oranges, yellows, and reds. The road is flanked by grassy fields and a few trees on the right side.

Power is Growth!

A sunset over a field with a road leading into the distance. The sky is filled with orange and yellow clouds, and the ground is a mix of green and brown. A road with white lines curves through the field towards the horizon.

Power is most influential when it is invisible, like a sign of strength or an act of development. An organization's ability to learn and translate that learning into action, is the ultimate Power of Growth and it is never by mere chance, it is the result of forces working together.

Arfin India Limited is entering into the Power Sector business during 2016-17 through Cable & Conductors Plant which defines the Power is Growth for the Company.

Arfin India Limited is bringing together a range of products. The Company has diversified and is in process of diversifying further the existing businesses through addition of new product lines viz. Alloy Products, Cored Wire Products and its entry into the Power Sector through Cable & Conductors Plant.

Arfin has two drivers to its powerful growth; one is consumption which arises out of demographic advantages and other is infrastructure.

We become powerful when we accept our own weaknesses and continuously improve it. Sustainable growth is the pathway to the future which offers a framework to generate powerful organization.



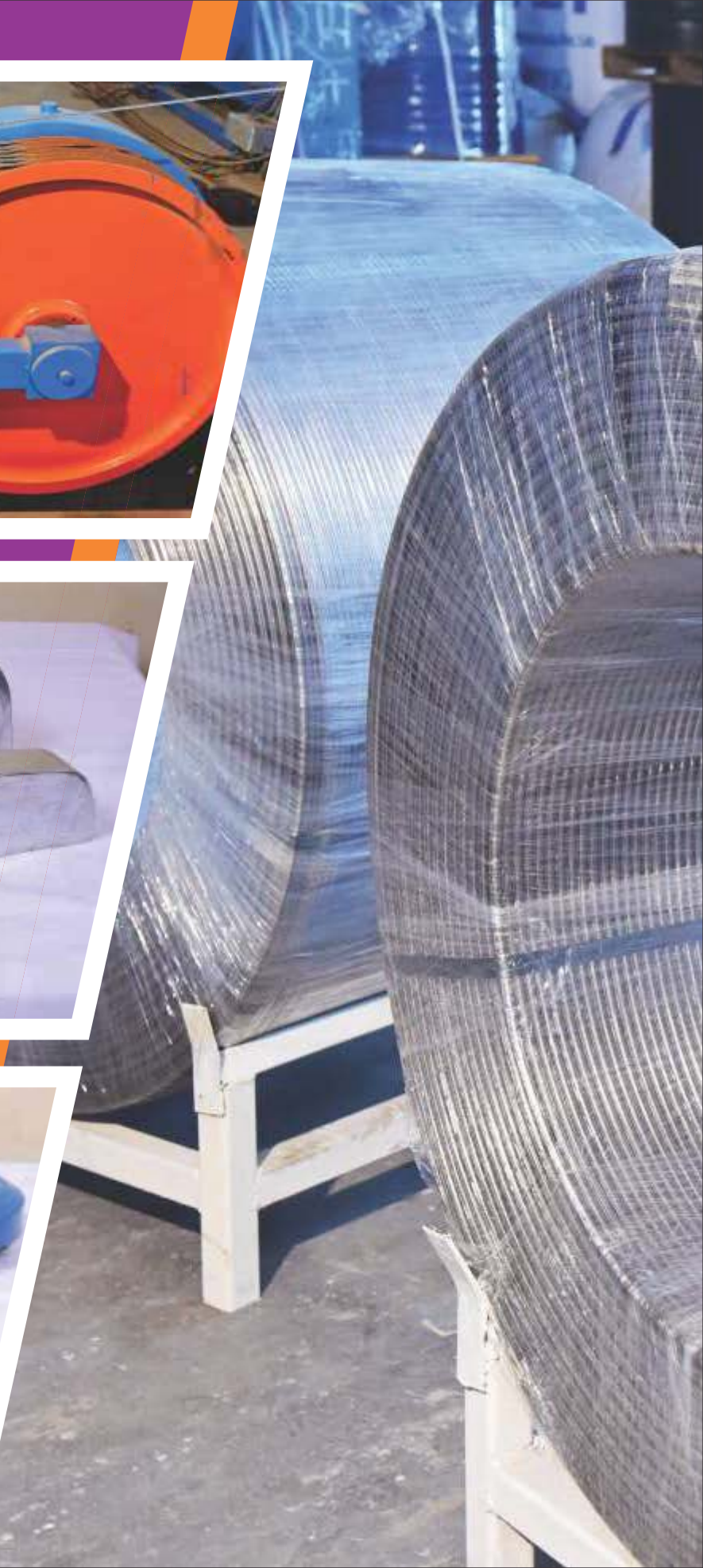
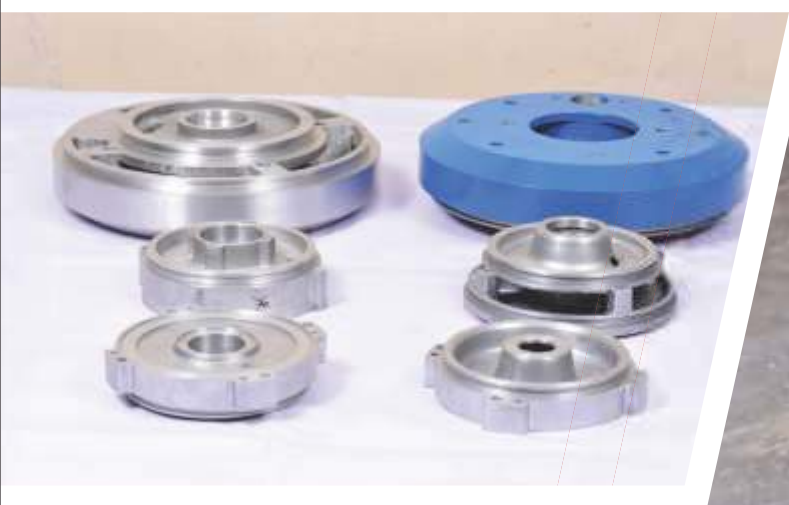
For Arfin, the most fun is the powerful way to growth. Without continual growth and progress, words such as improvement, achievement and success have no meaning.







We offer products and quality destinations for industry, irrespective of their location, size and expectations as they are a source of continuous inspiration.





ARFIN INDIA LTD
Prod. Co. Code
857
9000
Perforated



CORPORATE OFFICE





Chairman's Message



Business Overview



New Projects



Management Discussion and Analysis Report

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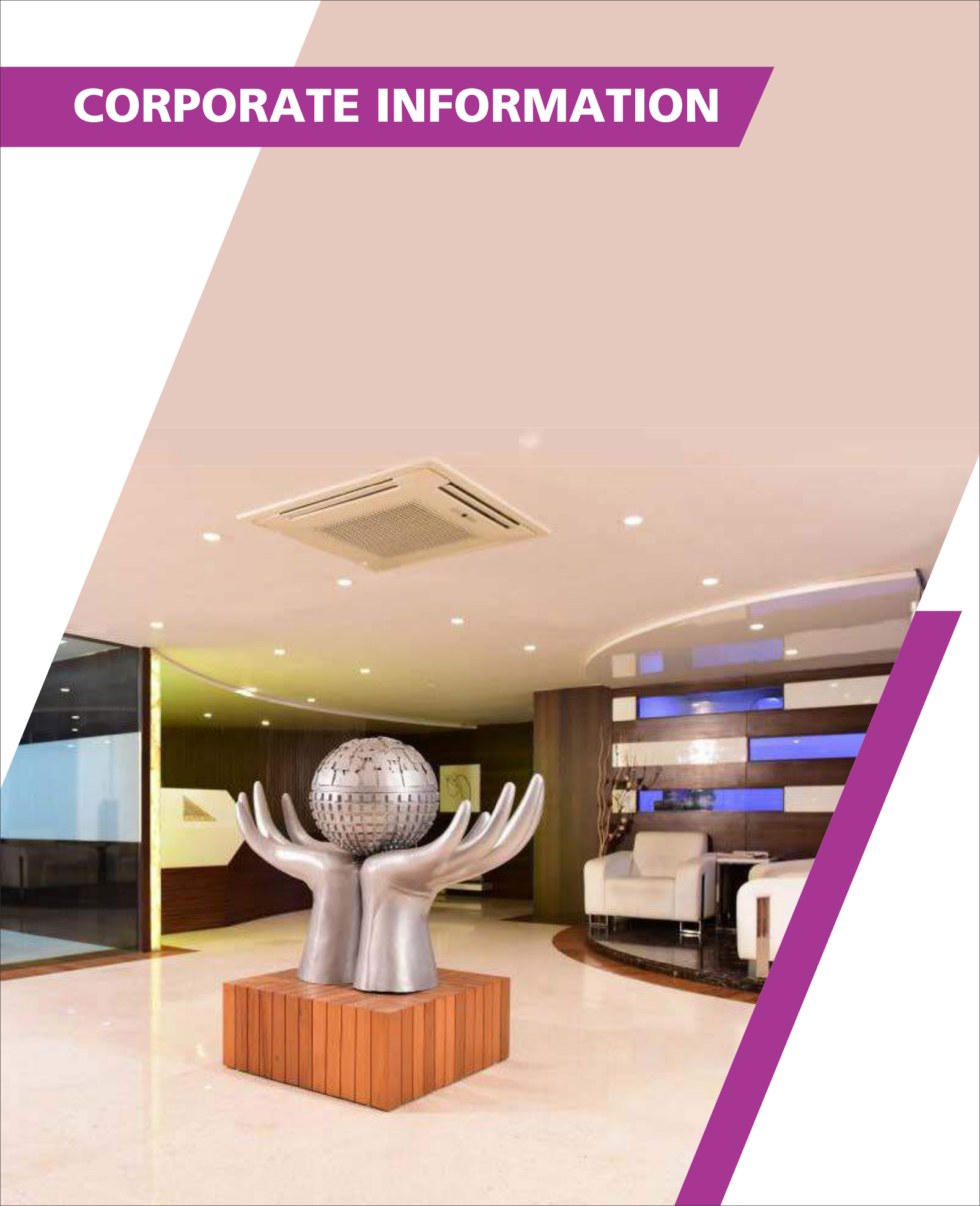
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CORPORATE INFORMATION



BOARD OF DIRECTORS

MAHENDRA R. SHAH

Chairman

JATIN M. SHAH

Managing Director

PUSHPA M. SHAH

Executive Director

SHANTILAL MEHTA

Independent Director

DILIP KUMAR DAGA

Independent Director

RAMESHKUMAR B. SHAH

Independent Director

CHIEF FINANCIAL OFFICER

Vijay Lathi

COMPANY SECRETARY

Purvesh Pandit

STATUTORY AUDITORS

Raman M. Jain & Co., Ahmedabad

SECRETARIAL AUDITORS

Kamlesh M. Shah & Co., Ahmedabad

COST AUDITORS

C. B. Modh & Co., Ahmedabad

BANKERS

Axis Bank Limited

IDBI Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited

Unit No. 303, Shoppers Plaza-V,

Opposite Municipal Market, Off C.G. Road,

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Tel.: +91 79 26465179

Fax: +91 79 26465179

Email: ahmedabad@linkintime.co.in

Website: www.linkintime.co.in

REGISTERED & CORPORATE OFFICE

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CIN: L65990GJ1992PLC017460

Tel.: +91 79 26583791, 92

Fax: +91 79 26583792

Email: investors@arfin.co.in

Website: www.arfin.co.in

WORKS

118/1, Ravi Industrial Estate, Billeshwarpura,

Behind Hotel Prestige, Chhatral - 382729,

Taluka - Kalol, District - Gandhinagar,

Gujarat, India.

Tel.: +91 2764 232620

Fax: +91 2764 232621



Our Vision

To be a premier name in its business segment by fully understanding the diverse market requirements and providing clients with the right products to achieve consistent success.





Chairman's Message

“Arfin is consistently and strongly investing in products and technologies that would make sure powerful as well as rapid growth of the Company. The Company is continuously stimulating markets with addition of new product lines that will seize the increased market demand.”

Dear Stakeholders,

We are pleased to share with you the Annual Report of your Company for the financial year 2015-16. During the year, your Company has delivered strong performance, achieved Gross Sales of ₹ 31,977 Lacs, Profit After Tax of ₹ 660.98 Lacs with EBIDTA margins of 5.48%. The Earnings per Equity Share has increased to ₹ 21.90. Your Company has sold 20,000 metric tons of goods during the year. It has been an eventful year seen in the context of addition of new product lines and capacity expansion. The core business portfolio has performed very well with all the key segments posting steady growth led by Aluminium Deox and Aluminium Wire Rod businesses. During the year, the Company has commenced commercial production and sales from Alloys and Cored Wire business. The Cored Wire Plant was started during March 2015 and got matured during the year. Set up of Cable & Conductors Plant has been completed during the year and trial production from this plant has also been done. The Company is in process of getting ISI Mark and other regulatory approvals to start commercial production from the Cable & Conductors Plant.

The role of new product lines is bringing together a range of products which has diversified and is in process of diversifying further the existing businesses through addition of new products viz. Alloy Products, Cored Wire Products and the Company's entry into the Power Sector through Cable & Conductors Plant.



“Your Company’s increased & balanced portfolio of products and operational excellence have been the key drivers of this worthy performance.”

Your Company’s focus on building and strengthening a wide portfolio of products has started delivering results.

We are happy to share that your Company is one of the fast growing organizations in the Aluminium Sector.

The existing plant of Cored Wire is running at full capacity and is fully booked for 2016-17. Your Company has ordered one more machine of Cored Wire to meet the increased customer demand. This second plant is expected to be commissioned for commercial production during the 3rd quarter of 2016-17. Your Company has started commercial production from Alloy Plant during the year. Alloy business picked up well during last quarter of 2015-16 and currently the plant is running at full capacity. The Company is planning to expand its present capacity of Alloy Plant to fulfill increased customer demand.

During 2015-16, all key macro metrics which influence the growth of the economy have been improved. The fiscal deficit and inflation has been stabilized. More relevant, these improvements are sustainable in nature as the policy framework, like

aligning domestic oil prices to global movements for instance, have been implemented. Further, large investments by government in roads, railways, defense and other sectors will play a catalyst role in reviving the economy.

Interest rates too are trending downwards apart from a possibility of good monsoon. These factors will create a more enabling environment for large and small businesses going forward.

Overall prospects of the Company appears to be bright given its performance, efficient treasury management and robust credit appraisal system. Branch presence across the country helps the Company to enhance the growth rate achieved by it since last few years.

Our desire goes beyond becoming a larger robust Aluminium Products manufacturing Company. Based on detailed deliberations, we have decided to focus on these six product lines viz; Aluminium Wire Rod, Aluminium Deox, Cored Wire, Alloy Products, Automobile Products and Cable & Conductors which we believe have robust sales potential in Indian as well international markets.

“Power sector entry will be a cornerstone of robust growth and development to the Company and we will be able to sustain this growth on account of better margins due to forward integration of the product lines.”

I would like to assure you that all our employees are working extremely hard with great dedication, high energy and strong commitment for your Company. I sincerely thank them all. I would also like to thank all our stakeholders for reposing their faith in us and thanks to our regulators, for their constant support and guidance.

I also express my thanks to all fellow Directors for their invaluable contribution through their guidance and encouragement, which have been momentous for the success of the Company. Finally, I thank each and every shareholder, large and small, for your support and trust.

I assure you that each one of us is committed to build a Company that is high on corporate governance, is of great value for society and is a Company that you will be proud of.

With Regards,

Yours sincerely,



Mahendra R. Shah
Chairman

Highlights 2015-16

**CORED WIRE BUSINESS GOT MATURED
DURING 2015-16**

**CABLE & CONDUCTORS PLANT
COMMISSIONED SUCCESSFULLY DURING
2015-16**

**DIVERSIFICATION OF BUSINESSES THROUGH
ADDITION OF NEW PRODUCT LINES**

37%

**CAGR (COMPOUNDED ANNUAL GROWTH RATE) IN
EBIDTA FOR 3 YEARS**

2015-16

Improved operational efficiencies, substantial reduction in cost of power & fuel and reduction in cost of borrowings have resulted into consistent growth in Gross Margins, EBIDTA & Profit After Tax.

Gross Margins improved from 12.72% in 2014-15 to 13.06% in 2015-16.

EBIDTA Margins improved from 5.06% in 2014-15 to 5.48% in 2015-16.

Profit After Tax has increased to ₹ 660.98 Lacs during 2015-16 in compare to ₹ 467.13 Lacs during 2014-15.

31.87%

RETURN ON NET WORTH

25.10%

RETURN ON CAPITAL EMPLOYED

24.26%

VOLUME GROWTH

NET SALES (₹ in Lacs)

2014	19,037
2015	24,995
2016	27,288

SALES QUANTITY (MT)

2014	11,965
2015	16,071
2016	20,008

EBIDTA (₹ in Lacs)

2014	629
2015	1,265
2016	1,497

PAT (₹ in Lacs)

2014	265
2015	467
2016	661

EPS (₹)

2014	9.24
2015	15.87
2016	21.90

ARFIN at a GLANCE

Arfin started its journey in the field of Aluminium Products manufacturing during January 2012 and today Arfin is a name to reckon and market leader in the Aluminium Sector. Our mission is to be a premier name in its business segment by fully understanding the diverse market requirements and providing clients with the right products to achieve consistent success.

The Company's manufacturing facilities are located at Chhatral industrial area within the vicinity of Ahmedabad. Arfin has corporate office in Ahmedabad. The Company has presence in West, South, East and Northern zones of the country. The Company has set up branch offices at Hospet (Karnataka), Salem (Tamilnadu), Bhiwandi (Maharashtra), Faridabad (Haryana) and Rudrapur (Uttarakhand).

Arfin India Limited is bringing together a range of products which has diversified and is in process of diversifying further the existing businesses through addition of new product lines viz. Alloy Products, Cored Wire Products and it's entry into the Power Sector through Cable & Conductors Plant.

Everything Arfin does begin with the customers and the goal is always to exceed their expectations. We offer products and quality destinations for industry, irrespective of their location, size and expectations as they are a source of continuous inspiration.



Business Overview

“Our quality customer base, domain expertise and deep understanding of the customer requirements, production capacity investments and prominent leadership combined with our business verticals put us in a pole position to make a significant impact in the Aluminium Industry.”

The strategy and operations of the Company are driven by the Board with experience and vision to steer the Company in Indian as well as global markets. The Company has seeded several initiatives and projects that will bear fruits in the upcoming years. Arfin is currently one of the fastest growing Companies in Aluminium Sector in India. The Company has diversified and is in the process of diversifying the business through addition of more products lines viz. Cored Wire Products, Alloy Products and its entry into the Power Sector through Cable & Conductors Plant. Also, ongoing focus on continuous improvement is helping us to achieve even greater efficiencies. The Company covers supply of these product lines mainly to the Steel Sector, Automobile Sector and Power Sector Companies in India as well as abroad. The Company has sold 20,000 metric ton of goods registering year on year volume growth of 24% during the year although the market sentiment was quite slow during second and third quarter of the year. The last quarter of the year was bumper quarter posting highest quarterly sales and profit for the Company. The Company has crossed sales of ₹ 300 Crores first time and is looking forward to cross more milestones

during the upcoming period.

During the last fiscal year, overall capacity utilization of Aluminium Producers in India has fallen due to volatile London Metal Exchange (LME) prices, currency fluctuations, China slow down etc. The Indian Aluminium Industry capacity has increased during first half of 2015-16 but its utilization was down. Average LME prices of aluminium during 2015-16 were around USD 1,500 on account of volatility in global markets during last fiscal year. However, the Indian economy will remain the world's fastest growing economy on account of policy and reform measures the government has taken in last two years. Indian economy has a huge infrastructure demand looking at current infrastructure which will push growth of the Company. The success of the Aluminium Industry is attributed to the sharp focus on the product lines leading to better cost control, better customer service and consequently faster growth at higher profitability. Government initiatives like Make in India, Smart City Projects, Start up India and its focus on ease of doing business will fuel the growth prospectus of the Industry. Overall, all the developments



“Arfin continues to invest in people, processes and technology as the Company acknowledges that these are vital elements for mitigating various risks posed by the environment.”

are in the positive direction & in the segments which happened to be the areas of focus for your Company.

During the year, Arfin has been able to manage well due to balanced portfolio of export sales and import of raw materials. Around 40% of raw materials are sourced from international markets which are covered under natural hedge against export sale proceeds during the year.


The Company’s operations are in the mode of diversification through addition of more products lines. The Company aims to be a leader in its business segment through these six product lines viz. Aluminium Wire Rod, Aluminium Deox, Cored Wire, Alloy Products, Automobile Parts and Cable & Conductors. Out of these six products lines Aluminium Wire Rod, Aluminium Deox and Cored Wire businesses are matured businesses. The Company started Aluminium Alloy business during last quarter of the year and is expecting big volumes during 2016-17. The Company has added 16 premium customers in the Alloy segment during the year which helped diversification of businesses.

The Company forays its venture into Aluminium based Master Alloys business through addition of new plant at the existing premises. Initial plant set up has been completed and the Company plans to start commercial production by 3rd quarter of 2016-17. Master Alloy is a base metal such as Aluminium, Copper or Nickel combined with a relatively high percentage of one or two other elements. It is a semi finished product and is manufactured for its usage as a raw material by the Metal Industry.

The Company constantly launches and takes initiatives that contribute to happier and more productive talent. It is on the belief that a happier employee has a greater drive to perform and adapt to meet changing needs. The Company always believes that its biggest asset has been the people employed in its business who come from a large cross section of social and economic backgrounds. The themes set for the year were simplicity, happiness, satisfaction and growth that lead building a performance driven culture. A performance driven culture demands higher efficiency and productivity and the key to achieving higher productivity is attraction, development and nurturing of higher caliber individuals. Keeping this objective in mind, the HR Department of the Company has taken number of innovative initiatives. The main objective is to meet the organizational goals and unless not fully sentiment with significant role of the HR, an organization cannot attain evolution through its human capital.







“Today, we are moving forward at a pace like never before and each step of this journey has been paved by our steady foundation, our values and our sound business model.”

The Company is in process of organizing its production and warehousing activities through addition of more space. During the year, the Company has acquired two more land plots near the existing plant for production of finished goods and warehousing. Shed and construction work has almost completed on both the plots. These plots will be used for commissioning of new plants of Cored Wire & Alloy products and warehousing of raw material & finished goods. The Company is in process of separating warehouses for raw materials and finished goods to better control the inventory inwards

and outwards which will smoothen the logistics process. During the year, the Company has set up highly equipped laboratory for testing of cable & conductor products. The Company has separate laboratory set up for other products too. Each and every batch of production is tested for quality check before supplying to the customers. The Company has in-house quality check team which is fully dedicated for inspection and testing of materials. The Company has created total production capacity of 53,600 metric tons per annum covering 6 main verticals.

“Our business is firmly anchored across multi product lines that are well positioned and our relationship with customers has always been paramount.”

The initiative taken by the Company of shifting from gas based fuel consumption to furnace oil consumption has resulted in substantial saving in cost of power and fuel which has ultimately increased the bottom line and strengthened the balance sheet of the Company. The Company has also benefitted on account of scale of increased volume and continuously improved operational efficiencies. There is a separate in-house team which constantly analyses, understands and works upon to reduce the cost of production without any impact on quality of products manufactured. During the second and third quarter of the year, although market was slow but Arfin has been able to achieve 24% volume growth during the year.

Arfin envisages strong growth in near term as economic growth has picked up and the government is promoting infrastructure investments and consumption through various initiatives taken during last 2 years post formation of new government in central. The Company also envisages robust growth on the horizon too, as the sectors it caters to are not only large but also growing and is still quite under-penetrated from the perspective of infrastructure. To ready itself for this take off in growth, the Company has put in place robust internal risk management systems & processes and supportive technology.



Aluminium Wire Rod

“The Company believes its efforts to continuously strengthen its production capacity, timely delivery and quality of products have helped building a stable and healthy portfolio.”

Aluminium Wire Rod business is one of the matured businesses in Arfin India Limited which mainly caters to the Steel Sector. Arfin covers almost all major steel players in India. Aluminium Wire Rod is used to deoxidize the steel and to complete the steel manufacturing process. Our highly skilled technicians are equipped with state of the art, microscopes and testers to make sure that the product meets customer requirements. This is a high volume & low operating cost business which has a quality customer base across the steel industry in India. This business has performed well during the year and has contributed significantly in achieving business targets. During the year, this business has added gross sales of ₹ 12,297 Lacs which is 38.46% of the total sales. This plant has

in built capacity of 15,000 metric tons and the Company has sold approx 7,320 metric ton goods which is equal to 48.80% capacity of the plant. The Company has set up its in-house separate laboratory for testing and inspection of each and every batch of finished goods produced and sold to our esteemed customers.

This product is the main raw material for Cable & Conductors Plant and will be used as forward integration of the existing product line. Once Cable & Conductors Plant gets operational, the Company has plan to add one more Aluminium Wire Rod plant to meet the production requirements of Cable & Conductors Plant.

“Evolution has been the key theory of success over the past 5 years and we have transformed from a single Aluminium Deox business image into a Company with diversified portfolio of businesses.”

The Company has already occupied the additional space required for set up of Aluminium Wire Rod Plant which will be set up as soon as the Cable & Conductors Plant gets operational. This business vertical adds value to the business through scale of operations and current market demand.

Arfin always believes in quality, commitment and timely delivery of goods. These are the key drivers to

our success story since its inception. This vertical has significant potential to grow further and this is the basic material used in infrastructural growth of the country. The reforms and initiatives taken by government of India for infrastructure growth of the country will further boost the growth of this segment. We believe that proper utilization of existing capacity and resources can result in increased customer base in India as well as abroad.



Aluminium Deox (Cubes, Shots & Notchbars)

“And what we are doing in Arfin is we are moving from a basic manufacturing Company to one that is diversified, including into the Power Sector and Automobiles.”

Aluminium Deox business is also one of the matured businesses in Arfin India Limited which mainly caters to Steel Sector in India as well as abroad. Arfin covers almost all major steel players in India and Saudi Basic Industries Corporation (SABIC) in Saudi Arabia. Aluminium Deox products are also used to deoxidize the steel and to complete the steel manufacturing process. This is also a high volume & low operating cost business which has a quality customer base across the steel industry in India as well as abroad. This business has performed well during the year and

has contributed significantly in achieving business targets. During the year, this business has added gross sales of ₹ 15,287 Lacs which is 47.80% of the total sales. This plant has in-built capacity of 20,000 metric tons per annum and the Company has sold approx 10,572 metric tons goods which is equal to 52.86% capacity of the plant. The Company has set up its separate in-house laboratory for testing and inspection of each and every batch of finished goods produced and sold to our esteemed customers.





Aluminium Auto Products

“As the sector demand is immense, we are trying to add more major clients in our portfolio and we are very optimistic about its development as we are continuously in touch with the major companies of this sector.”

The Indian Auto Industry is one of the largest Auto Industries of the world. The growing interest of companies in exploring rural markets further aided the growth of the sector. India is also a prominent auto exporter and has strong export growth expectations for the near future. The Government of India encourages Foreign Direct Investment (FDI) in the automobile sector and allows 100% FDI under automatic route.

We are at the initial stage of production of automobile parts and this business is growing gradually. Gujarat is growing as an Automobile hub and we are into this

business for last 2 years. The Company will be benefitted due to its early mover advantage in this business segment. Arfin started its production of Gravity Die Casting parts for the Automobile segment to begin with. It is having a good production capacity with highly experienced workforce. Though we have not reached our optimum capacity but we are positive about it as Gujarat is becoming a global Auto hub. Even around Ahmedabad, the Ford, Tata Nano, Suzuki, Hero group and many more companies have set-up their facilities and looking for the local vendors.





Cored Wire Mill

“Cored Wire is mainly supplied to the Steel Sector and used for desulphurization and inclusion-modification in the Steel Industries.

Newly started business of Cored Wire got matured during the year and the current plant is running at its full capacity since 3rd quarter of the year and is fully booked for 2016-17. The Company has already ordered one more plant to meet the increased market demand. The Company has already created space required for the installation and commissioning of the second Cored Wire plant. The second plant is expected to start commercial production from second quarter of the 2016-17. During the year, the Company has sold 356 metric tons of goods and has been able to add gross sales of ₹ 1,582 Lacs for the year. Cored Wire is mainly supplied to the Steel Sector and used for desulphurization and inclusion-modification in the Steel Industries. The existing plant has total capacity of 600 metric tons per annum and the Company is adding another machine having capacity of 600 metric tons per annum.

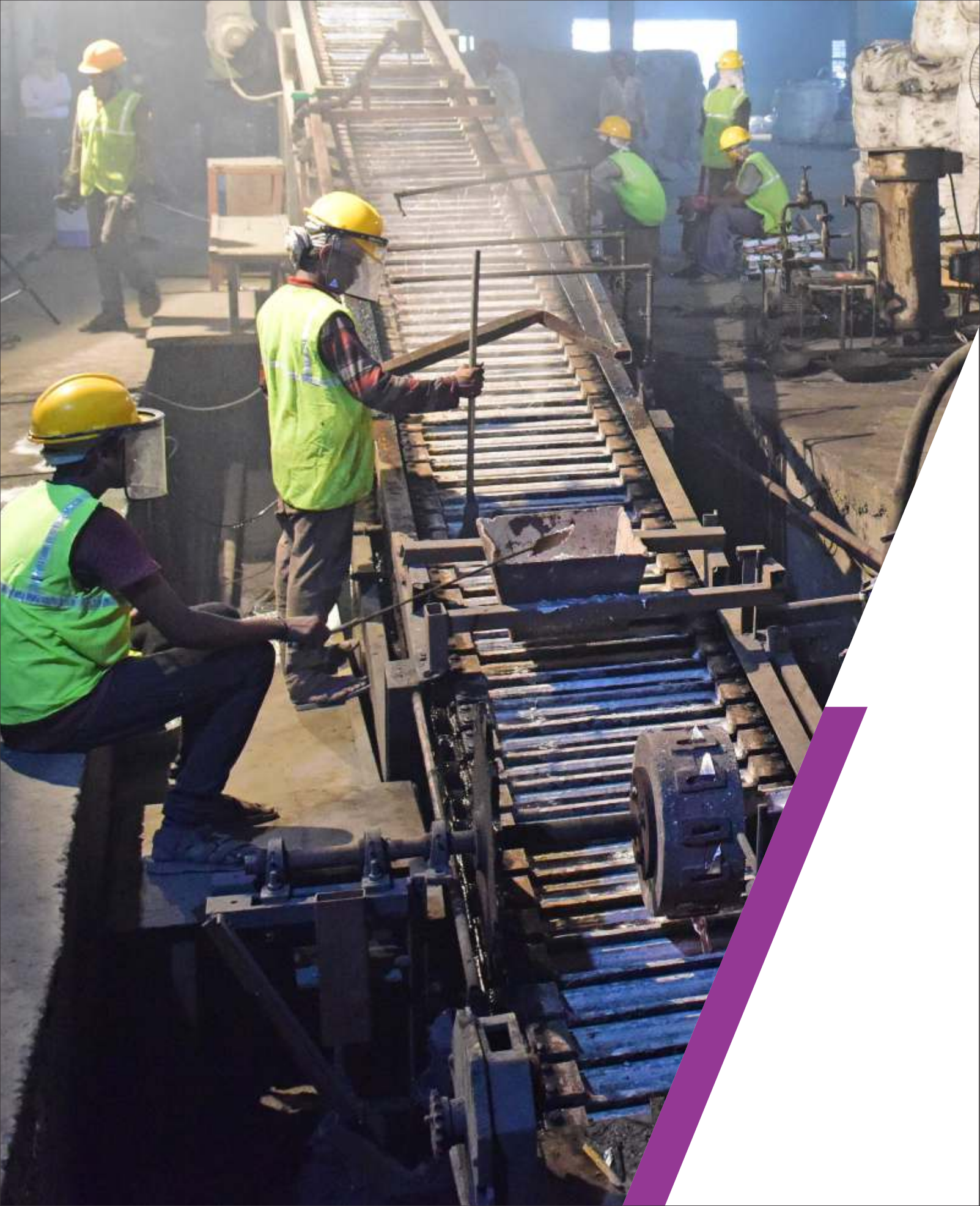
The products of Cored Wire Mill are:

- Calcium Silicon Cored Wire
- CaFe Cored Wire
- Calcium Cored Wire
- Graphite Cored Wire

The encapsulated Calcium Silicide in steel sheath (called Cored Wire) is injected into the steel melt with the help of wire injection system with the purpose of high recovery of Ca in steel than the virgin Ca / CaSi lumps addition into the ladle.

The current concern with automation, cost, consistency and large amount of fumes coming in work space, the Cored Wire is a revolutionizing technology for all the steel producers which would enhance their grade qualities with negligible pollution and hazards.







Aluminium Alloy Ingots

“We cater to the Aluminum Die Casting & Other Industries also by not only supplying them the Aluminum Alloy of exact compositions as per international standards, but also by ensuring the perfect molecular structure and strengths of Alloys through proper degassing and filtration at molten stage.”

Arfin started commercial production and sales of Aluminium Alloy products during the month of November 2015. The existing plant has been running at its full capacity since March 2016. The Company plans to buy one more plant to meet the increased market demand. The Company has already created space required for the installation and commissioning of the second Alloy Plant. During the year, the Company has sold 738 metric ton of goods and has been able to add gross sales of ₹ 1,099 Lacs for the year. The existing plant has total capacity of 6,000 metric tons per annum.

We currently produce (but not restricted to) the alloys which are HS1S, AC4C, AC2A, ADC12, ALSI132, LM13, LM24, LM25, LM6, LM2, AC4B, AC4B-IM, AC2C, AS12U, HD 4, A383, A356 customized as per customer requirements. Our Foundry Alloys are produced to meet individual customer specifications in the main alloy groups meeting specification in accordance with BS & JIS Standards. We are equipped with the state of the art technology that includes furnace like skelner & rotary furnace, continuous casting machine, optical emission spectrometer and advanced lab having facilities of testing aluminum alloys in all the major parameters. We are having an automatic conveyor line for efficient

and timely production of the goods.

Aluminum alloys is used in several end use industries viz. automotive, construction, transportation, packaging, electrical, machinery and others such as sporting goods etc. Accounting for a 40% share of the total aluminum alloys consumption in 2016, the transportation sector emerged as the leading application segment. This industry is also projected to become the fastest growing segment by 2020 owing to rising demand for Aluminum Alloys from sectors such as automotive, aerospace and marine. There has been increased demand for fuel efficiency of vehicles and durable automobile components made from hard yet light-weight Aluminum Alloys. This is expected to spur the consumption rate of aluminum alloys in the automotive sector. The aerospace sector, on the other hand, has been presenting strong opportunities for Aluminum Alloys with the growing demand for the manufacturing of high-strength and light-weight components.

Global Aluminium Alloys market is largely fueled by the rapid growth of the transportation & construction industry, developing at a modest 4.80% CAGR from 2014 to 2020.



Cable & Conductors

“This product line will be a forward integration of existing product line of Aluminium Wire Rod. We will be producing Aluminium Conductors from Aluminium Wire Rod.”

The Cable & Conductors Plant set up has been completed and the trial production has also been completed from the plant. The Company is in process of getting ISI mark to start commercial production of cable & conductor products. Arfin has state of the art, manufacturing machineries completely equipped, up-to-date laboratory which ensure rigid check at every stage of production and a self-oriented workshop to suit the entire check-up and maintenance of machines, inflow and outflow of material. This product line will be a forward integration of existing product line of Aluminium Wire Rod. We will produce Aluminium Conductors from Aluminium Wire Rod. This forward integration of product line will add higher margins to the business.

Initially, we will cater private companies for sell of cable & conductor products and later on will start selling to the state electricity companies.

The salient features about product range of this venture are as under:

AERIAL BUNCHED CABLES

Aerial Bunched Cables (ABC) is a very novel concept for over head power distribution. When compared to the conventional bare conductor over head distribution system, ABC provides higher safety and reliability, low power losses and ultimate system economy by reducing installation, maintenance and operative cost. This system is ideal for rural distribution and attractive for installation in difficult

terrains such as hilly areas, forest areas, coastal areas etc. Aerial Bunched Cables is also considered to be the best choice for power distribution in congested urban areas with narrow lanes and by lanes. In developing urban complex, Aerial Bunched Cables is a better choice because of flexibility for rerouting as demanded by changes in urban development plan.

AAAC CONDUCTORS

All Aluminium Alloy Conductors (AAAC) is used as bare overhead conductor for power transmission and distribution lines on aerial circuits that require larger mechanical resistance than All Aluminium Conductors (AAC). AAAC also has better characteristics and a better strength to weight ratio than AAC. AAAC Cables have lower weight and slightly lower resistance per unit length.

ACSR CONDUCTORS

Aluminium Conductors Steel Reinforced (ACSR) consists of stranded or solid steel core enclosed by strands of aluminum. These ACSR conductors are made available in broad range of steels varying from as low as 6% to as high as 40%. The superior strength of these conductors is ideal for overhead ground wires, river crossings, installations involving extra long span and many other applications. These conductors ensure high tensile strength, manufactured using best quality materials.



New Projects

Master Alloys

“Master Alloy is a base metal such as Aluminium, Copper or Nickel combined with a relatively high percentage of one or two other elements. It is a semi finished product and is manufactured for its usage as a raw material by the Metal Industry.”

The Company forays its venture into Aluminium based Master Alloys business through addition of new plant at the existing premises. Initial plant set up is complete and the Company plans to start commercial production by 3rd quarter of 2016-17. Master Alloys are produced in various shapes viz. Ingots, Waffle Plate, Rod in Coils etc. Master Alloys are used worldwide. Invariably, these products are used in plants where metal is melted, alloyed with various elements and then cast into shapes. This can be aluminium, iron, steel or even precious metal such as gold. There are various reasons for adding master alloys to melt. One of the main applications is composition adjustment i.e. changing the composition of the liquid metal to achieve the desired chemical specification. Another important application

is structure control, influencing the microstructure of a metal during the casting and solidification process in order to change its properties. Such properties include mechanical strength, ductility, electrical conductivity, cast ability or surface appearance. A Master Alloy is sometimes also referred to as Hardener, Grain Refiner or Modifier depending on its application.

Reasons for using Master Alloys instead of a pure metal can be economical or technical or both. Sometimes elements show high losses or poor yield when added in pure form. A Master Alloy often provides the solution, as it dissolves much quicker at lower temperatures, saving valuable energy and production time.





Jatin M. Shah
Managing Director

Management Discussion and Analysis Report

Industry Structure and Developments

In the previous decade, the Indian Aluminium Industry experienced substantial success among the other industries despite of the fact that globally aluminium industry continued to go through a difficult phase. The aluminium market in India is still growing at a CAGR of 9% to 10% over the last five years and it is going to remain so in the near future. This favourable situation is expected mainly due to the government's focus on uniform infrastructure development in the rural areas, cultural changes resulting in more & more nuclear families with higher disposable income. In order to take advantage of favourable situations, the Indian aluminium industry is developing fast and the advancement in its technologies is boosting the growth even faster. It has a bright future and it can become one of the largest players in the global aluminium market as in India, the consumptions are fairly low as compared to developed countries.

For Indian economy, the financial year 2015-16 witnessed divergent trend among other major economies. According to the International Monetary Fund, the global economy is expected to grow at a faster rate during the financial year 2016-17. This is due to the fact that slowdown in production in China and Russia is expected to be more than offset by recovery of the developed economies and growth in south-east Asia. The currency movements and interest rates continue to be risks for growth. Developed economies are expected to grow moderately. After posting stronger and broader growth at the end of 2015, the USA is carrying the momentum into 2016 with increased consumer spending and trade activity, falling unemployment rate and improved investor sentiment. GDP growth during 2015-16 has inched up to about 7.6% against 7.2% during 2014-15 due to improving economic sentiments but demand at the grass root level remained stagnant and is only expected to pick up from 2016-17. There is hope for improving economic scenario worldwide which may lead to revival of demand with better opportunities.

Further, during 2015-16 the Indian steel industry's production was impacted by the inadequacy of iron ore with inconsistency in quality and supply. Demand from the sectors like infrastructure, real estate, automobiles, uses of specialized steel in automobiles and power sectors has put Indian steel industry on the world map. The country is having an honour of being amongst top 5 largest steel producing countries in the world.

Management Discussion and Analysis Report

Opportunities And Threats

Opportunities

After a spell of slowness in the industry as well as the economy as a whole over the past couple of years, the economy is undergoing a course correction and appears poised to embark on a new growth trajectory. Economic growth will inevitably increase incomes in both urban and rural India. With more liberalized outlook of the government, most of the existing units are being modernized to enhance their production capacities to meet the new challenges. The demand for aluminium wire rods in the country is likely to show a higher growth with increased governmental investment in the power transmission sector. Research & Development efforts to bring in new usages and applications, exploration and collaboration with other industries where aluminium could substitute other materials, development of alloys to suit the requirements of various industries, changing the design pattern with a view to improving the functionalities of different products etc. may be attempted. Opportunities to be explored in the Indian market are as follows:

- Unexplored rural market and rapid urbanization
- Likely flow of foreign investment under “Make in India” concept
- Increased investment by government on infrastructure
- Increasing production in auto segment leading to increase in steel and aluminium consumption
- Increasing production in auto segment fuelling increase of aluminium consumption

Threats

Global prices of aluminium have remained under pressure on account of number of factors including the high global inventory of the metal, concerns about the performance of the Chinese economy, the appreciation in the USD etc. Prices of aluminium are generally expected to remain low in the near-term due

to the subdued global demand for the metal as well as the uncertain macro-economic environment prevailing globally. Although demand growth has been lower than expected in China – the world’s largest producer and consumer of the metal, apprehensions of oversupply remain constant, due to ramping up of smelting projects by many primary Chinese producers. Overall, the growth rate of primary metal supply in India is higher than the demand growth for the primary metal which may lead to a widening of the surplus.

Power is one of the major inputs for aluminium production, constituting roughly around 40% of the production cost. Substantial increase in cost of coal in the recent past has put additional cost pressure on aluminium producers in India. On the other hand, the availability of low-cost aluminium from smelters in West Asia is expected to impact Indian smelters as in India, the production capacity has increased considerably in the past decade due to cheap gas from oil refineries making the region ideal to set up aluminium plants. Other threat perceptions for the Indian aluminium industry include competition from large scale scrap imports, large scale availability of substitute materials particularly plastics and increasing input costs. Below mentioned are bullet points giving brief idea of the threats:

- Global economic slowdown
- Heavy imports due to dumping of material by competitors
- Technological change / obsolescence
- Higher duties and taxes
- Substitute products

Product / Plant wise Performance

The Company is engaged only in one business of manufacturing and trading of non-ferrous metal and does not have any other segment or activity. Hence segment wise reporting is not required to be given. Product / Plant wise performance has been given as follows:

Management Discussion and Analysis Report

Aluminium Wire Rod

The Company has installed capacity of 15,000 metric tons per annum in the business of Aluminium Wire Rod. The sales quantity figure during the financial year under report stood at 7,319 metric tons which amounts to ₹ 12,297.07 Lacs.

The Company expects Aluminium Wire Rod product sales volume to increase by around 10% during 2016-17.

Aluminium Deox

The Company is having installed capacity of 20,000 metric tons per annum in Aluminium Deox. The sales during the financial year under report was 10,572 metric tons amounting to ₹ 15,286.83 Lacs. It reflects increase in sales volume at the rate of 60.08% in terms of quantity and 40.54% in terms of sales amount for Aluminium Deox Products over the last financial year.

The Company expects Aluminium Deox product sales volume to increase by around 10% during 2016-17.

Cored Wire

The Company is having Cored Wire Plant with capacity of 600 metric tons per annum. The sales quantity during the financial year under report was 356 metric tons which amounts to ₹ 1,582.83 Lacs.

The Company has ordered one more plant to increase the production capacity. New plant is expected to be commissioned during the second quarter of 2016-17.

Aluminium Alloy Ingots

The Company is having installed capacity of 6,000 metric tons per annum of Aluminium Alloy plant. The sales during the financial year under report stood at 738 metric tons.

Newly established Alloy plant was set up successfully and thereafter commercial production started during

the year. The Company expects to sale 500 metric tons per month during 2016-17 at full capacity utilization of the existing plant. Also the Company plans to procure one more plant of Alloy to meet the increased market demand.

Outlook

Investors keeping an eye on aluminium prices are no doubt well aware that the metal has been in a consistent state of weakness in 2015-16. The country's stock market fluctuations this year brought down a large basket of commodities, including base metals like copper and iron as well as critical metals like manganese and tungsten, of course, industrial metals like aluminium and vanadium were also affected.

Over capacity in China will cap prices on the upside over the next ten years. China will remain in surplus and exports will rise.

Business Highlights

Your Company has delivered robust operational performance during 2015-16 through registering a strong top line and bottom line growth. The new plants which took up their positions are Alloy plant and Cored Wire plant. These new set ups have given a drastic boost to the future growth of the Company.

Consequent upon that, the Company has achieved 41.50% growth in its net profit over the last financial year ended on March 31, 2015. A wider customer base has been exposed due to additional plants and the same has resulted into increased sales and improved profitability. The expansion of the product base has also helped in achieving economies of scale. The salient points for the business overview of the Company during the financial year 2015-16 are as follows:

- Sales Volume of **20,008 metric tons**
- Highest ever Turnover of **₹ 31,977.66 Lacs**
- Strong operating performance delivering highest ever EBIDTA of **₹ 1,496.61 Lacs**
- Profit after tax of **₹ 660.98 Lacs**

Management Discussion and Analysis Report

Further, Cored Wire Mill and Alloy Plant achieved significant progress on all their strategic expansions. Export of the Company has increased 2.42% in compare to the previous financial year.

Though having few adverse factors in the economy like volatility in forex market, increased competition etc., the Company has recorded a notable growth during the financial year under report and improved the overall productivity and efficiency. Commissioning of new plants and products shall let the Company to be at the highest peak in the upcoming years.

Risks and Concerns

Your Company faces risk with similar to those faced by the companies operating in the non-ferrous metal sector. The volatility of the primary metal LME linked price on account of fluctuation in USD and LME continues to be a key issue. The success or failure is linked on how effectively Companies are able to manage their purchase to tide over these critical periods.

Arfin's focus is on the risks that threaten the achievement of business objectives of the group over the short to medium term. An overview of these risks is provided hereafter.

Risks classified as per Company's Risk Management Policy are:

- Strategic Risk
- Operational Risk
- Financial Risk
- Hazardous Risk

Other risks include Employment Risk, Industry Risk, Raw Material Risk, Regulatory Risks, Economic uncertainty and Price volatility resulting from demand uncertainty.

Although the Board recognizes presence of these risks, but there are no risks which in the opinion of the Board threaten the existence of the Company. Further, the Company is well equipped with proper risk management mechanism for all the risks which may

pose challenges and the Board is confident about its ability to deal with them.

Keeping the Risk Two Steps Behind

The Board of the Company believes in the motto: To improve performance, one has to understand how to manage risk better. The Company has been integrating concepts of strategic planning, operations management and internal control to mitigate and monitor various risks involving IT security, market, financial reporting, exchange, contractual compliance, policy compliance and so on. The Company has laid down a well-defined risk management mechanism covering the risk mapping & trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risks.

Arfin recognizes that above risks need to be managed to protect its customers, employees, shareholders and other stakeholders, to achieve its business objectives and to enable the sustainable growth. An integrated system of risk management and internal controls framework has been deployed taking into account various factors such as size and nature of the inherent risk and the regulatory environment. The risk management framework undergoes continuous improvement to allow the management to optimize its management of risk exposures while taking advantage of business opportunities.

Internal Control Systems and its Adequacy

Your Company's internal control procedures are adequate to ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations.

Your Company has taken steps to make its internal financial control in line with the benchmark prevailing in the industry. The Company maintains a system of

Management Discussion and Analysis Report

internal controls designed to provide reasonable assurance regarding the following:

- Effectiveness and efficiency of operations
- Accuracy and completeness of the accounting records
- Adequacy for safeguard of assets
- Timely preparation of reliable financial information
- Prevention and detection of frauds and errors, if any

Key controls have been tested during the financial year and corrective and preventive actions have been taken for weaknesses, if any.

The internal controls and governance process are duly reviewed for their adequacy and effectiveness through periodic audits by the internal audit function. Risk based internal audit plan is approved by the Audit Committee which also reviews adequacy and effectiveness of your Company's internal financial controls. The Audit Committee is periodically briefed on the corrective and preventive actions taken to deal with the discrepancies.

Financial Performance *vis-à-vis* Operational Performance

Details with respect to financial performance *vis-à-vis* operational performance are given at the end of this Management Discussion and Analysis Report.

Human Relations / Industrial Relations

The Company has a team of qualified, and experienced professionals. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have cordial relations with its employees at all the levels & units. 52 employees were employed as on March 31, 2016 on payroll.

The Company's human resource policies and strategies seek to ensure a high level of motivation among employees so that they play a significant role in

achieving the Company's goals. The Company has initiated various in-house training programs for skill advancement. It accords highest priority to ensure safety and protection of health of its employees which are essential to, and form an integral part of every HR development endeavour. There were no cases of sexual harassment of woman at work place. Also, there are no instances of child labour / forced labour / involuntary labour and discriminatory employment during the year.

The Company has proven a track record of hiring and retaining highly qualified professionals. The Company has made continuous focus on introducing new ideas and innovative services for client convenience and cost reduction.

Cautionary Statement

Certain statements in this Annual Report more particularly in the Management Discussion and Analysis Report describing the Company's strength, strategies, objectives, predictions, expectations and estimates may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation affecting demand / supply, price conditions in the domestic markets in which Company operates, significant changes in political and economic environment in India, applicable statues, litigations, labour relations that may impact the Company's business as well as its ability to implement its strategies. Further, market data and product information contained in this Report are based on information gathered from various published and unpublished reports, and their accuracy, reliability and completeness cannot be assured. The Company does not undertake to update these statements.

Review of Financial Performance of the Company for the Period Under Report

Sales

The Company's revenue from operations has increased from ₹ 28,028.69 Lacs to ₹ 30,688.92 Lacs during the year 2015-16 registering year on year growth of 9.49%. This growth was on account of increase in product lines, volume growth and stellar performance by the business.

Profit Before Tax (PBT)

Profit before Tax has increased to ₹ 1,000.66 Lacs during the year 2015-16 in compare to ₹ 705.31 Lacs during the previous financial year registering year on year growth of 41.87%. With improved product mix and better operating efficiencies in business, the Company managed to deliver a robust performance. Operating gains on the back of enhanced efficiencies, aided by various strategic initiatives for value maximization and waste to wealth initiatives enabled the business to register best ever operating performance.

Interest

Financial Cost outflow has decreased from ₹ 484.74 Lacs to ₹ 407.76 Lacs in 2015-16. The decrease in finance cost is on account of use of low cost funding of buyers credit for import and PCFC against export of goods.

The interest & financial charges cover during the year under report has improved to 3.67 times as compared to 2.61 times in the preceding year.

Net Profit

Net profit for the financial year under report stood at ₹ 660.98 Lacs as compared to ₹ 467.13 Lacs in previous financial year registering a strong year on year growth of 41.50%.

Dividend

Management of the Company has decided to share

progress and growth of the Company with Shareholders by paying them dividend at higher rate. The Board has recommended a Final Dividend of ₹ 1.50 (15%) per equity share having face value of ₹ 10/- each on 30,18,300 equity shares for 2015-16. That is increase of dividend at the rate of 50% compared to the previous financial year.

Capital Employed

The Capital Employed in the business increased by ₹ 1,633.97 Lacs during 2015-16. This is reflected in the liabilities side of the Balance Sheet through an increase in Shareholders' Fund by ₹ 606.49 Lacs and increase in Borrowings by ₹ 1,027.48 Lacs. Return on Capital Employed for the year was 25.10%.

Surplus Management

The Company generated a Cash Profit of ₹ 749.16 Lacs for the year 2015-16 as compared to ₹ 542.57 Lacs during the previous financial year. The cash profit is ploughed back into the business to fund the growth. Growth of the Company has partly been funded by the cash generated from the business and partly by the additional funds borrowed.

Equity Share Capital

During the year, the Company's equity share capital stood at 30,18,300 Shares of ₹ 10/- each amounting to total paid up equity share capital of ₹ 3,01,83,000/-. There was no increase or decrease in total equity shares outstanding.

Debt-Equity

Debt Equity Ratio of the Company has marginally improved to 1.85 as at March 31, 2016 in compare to 1.91 as at March 31, 2015.

Earnings Per Share (EPS)

The Company's Basic and Diluted Earnings Per Share for the year 2015-16 has increased to ₹ 21.90 in

Review of Financial Performance of the Company for the Period Under Report

compare to ₹ 15.87 per equity share during the previous financial year 2014-15.

Cash Earnings Per Share

The Company's Cash Earnings Per Share during 2015-16 has also increased to ₹ 24.82 in compare to ₹ 18.44 during preceding financial year.

Notice

NOTICE is hereby given that the **24th Annual General Meeting** of the members of the Company, **M/s. Arfin India Limited** will be held on Saturday, September 10, 2016 at 12:00 noon at Regency Ballroom, Hyatt Regency, 17A, Ashram Road, Usmanpura, Ahmedabad - 380014, Gujarat, India, to transact the following businesses:

Ordinary Business

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 together with the reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a Final Dividend on equity share of the Company for the financial year ended on March 31, 2016.

3. Appointment of Director Retiring by Rotation

To appoint a Director in place of Mr. Mahendra R. Shah (DIN: 00182746), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Ratification of Re-appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139(1) and other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 read with first Proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, re-appointment of M/s. Raman M. Jain & Co. (Firm Registration No.: 113290W), Chartered Accountants, Ahmedabad, made at the 22nd Annual General Meeting of the members of the Company, be and is hereby ratified

to hold the office, till the conclusion of next Annual General Meeting, on payment of such remuneration as may be decided mutually by Mr. Mahendra R. Shah, Whole Time Director and Audit Committee in consultation with the said firm of Auditors.”

Special Business

5. Appointment of Mr. Shantilal Mehta (DIN: 06459451) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of Schedule IV of the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, appointment / change in designation of Mr. Shantilal Mehta (in respect of whom, the Company has, pursuant to the provisions of Section 160 of the Companies Act, 2013, received a notice in writing along with deposit of requisite amount from a member proposing his candidature for the office of Independent Director) made / done by the Board of Directors at its meeting held on November 5, 2015, be and is hereby approved by the members of the Company for a term of five consecutive years effective from the date of the Board meeting said above and that Mr. Shantilal Mehta shall not be liable to retire by rotation.”

6. Appointment of Mrs. Pushpa M. Shah (DIN: 00182754) as an Executive Director

To consider and if thought fit, to pass, the following

Notice

resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 160, 161(1) and other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mrs. Pushpa M. Shah, who was appointed as an Additional Executive Director by

the Board of Directors at its meeting held on November 5, 2015, who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has, pursuant to the provisions of Section 160 of the Companies Act, 2013, received a notice in writing along with deposit of requisite amount from a member proposing her candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.”

7. Approval for Remuneration to Mrs. Pushpa M. Shah (DIN: 00182754), Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto, approval of members of the Company be and is hereby accorded to the remuneration payable / being paid to Mrs. Pushpa M. Shah, an Executive Director of the Company effective from the date of her appointment, as shown below:

Particulars	Amount in ₹ Per Annum
Basic Salary	11,73,400
Medical Reimbursement	25,000
Ad-hoc Allowance	1,40,792
Leave Travel Allowance	20,000
Provident Fund – Employer’s Contribution	1,40,808
Performance Bonus	5,00,000
Total	20,00,000

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mrs. Pushpa M. Shah as an Executive Director, the Company has no profits or its profits are inadequate, she shall be paid within such maximum remuneration as permissible under provisions of Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include Committee(s) thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Notice

8. Borrowings in Excess of Aggregate of Paid-up Share Capital & Free Reserves

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(c) & other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Committee(s) of the Board constituted to exercise its powers, including the powers conferred by this resolution) to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board may deem fit from Banks, Financial Institutions, Directors, Shareholders or any other lenders notwithstanding that the money or moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purposes, provided that the total amount so borrowed and remaining outstanding at any particular time shall not exceed ₹ 300 Crores”.

Registered Office

B-302, 3rd Floor, Pelican House,
GCC Building, Ashram Road,
Ahmedabad – 380009,
Gujarat, India.
CIN: L65990GJ1992PLC017460
Tel. No.: +91 079 26583791, 92,
Fax: +91 79 26583792,
Email: investors@arfin.co.in,
Website: www.arfin.co.in

“RESOLVED FURTHER THAT in connection with the above, the Board / Committee(s) of Directors and Secretary be and are hereby jointly / severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

9. Ratification of Remuneration Payable to Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and other provisions, if any, applicable to the Company, for the time being in force, the annual remuneration of ₹ 40,000/- plus service tax and out of pocket expenses be paid / payable to Mr. Chiragkumar Bipinkumar Modh, Proprietor of M/s. C. B. Modh & Co. (Firm Registration No.: 101474), Cost Accountants, Ahmedabad, who has been appointed as the Cost Auditors by the Board of Directors, to conduct audit of the cost records maintained by the Company for the financial year ending on March 31, 2017 be and is hereby ratified and confirmed.”

For & on behalf of Board of Directors

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

Place: Ahmedabad
Date: July 22, 2016

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The Instrument appointing proxies in order to be effective must be deposited at the Company's registered office, duly completed and signed not less than 48 hours before the commencement of the AGM.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. In case of a member who is holding more than 10% of the total share capital of the Company, a single person can be appointed as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a Body Corporate, it shall be under its seal or be signed by an officer or an attorney duly authorized by it. A proxy form is annexed at the end of this annual report.

Members / Proxies / Authorized Representatives are requested to bring their copies of the Annual Reports and the attendance slips sent herewith to attend the Annual General Meeting, as no extra copies of Annual Report would be made available at the Annual General Meeting and are further requested to quote their Folio Numbers / BO ID in all the correspondences.

In case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote at the meeting.

2. As per the provisions of Regulation 36(3) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information in case of new appointment / reappointment of

Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted are annexed hereto.

3. The Register of Members and Share Transfer Register of the Company will remain closed on Monday, September 5, 2016.
4. The Board has recommended a dividend of ₹ 1.50 (15%) per equity share of ₹ 10/- each, which, if approved by the members at this Annual General Meeting, will be paid on or after Friday, September 16, 2016 in respect of shares held in physical form, to those members whose names shall appear in the Company's Register of Members as on Saturday, September 3, 2016 and in respect of shares held in the electronic form, to those 'Deemed Members' whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) at the close of business hours on Saturday, September 3, 2016.

Members are informed that no tax will be deducted at source on the dividend payable to them.

5. In terms of the Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listed Companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS), Direct Credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. for making cash payments like dividend etc. to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their Depository Participants (DP) and the members

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holding securities in physical form are requested to send a request to the Registrar and Share Transfer Agents i.e. M/s. Link Intime India Private Limited, Unit No. 303, Shoppers Plaza - V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India or to the Company Secretary of the Company.

6. Non-Resident Indian Shareholders are requested to inform the Registrars, M/s. Link Intime India Private Limited immediately about:
 - a) change in the Residential status on return to India for permanent settlement, if any.
 - b) particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.

Members are requested to address all correspondence including change in address, bank account details and dividend matters to M/s Link Intime at Unit No. 303, Shoppers Plaza - V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India. Members whose shareholding is in the electronic mode are requested to update the change of address and updation of bank account details to their respective DPs.

7. Corporate members intending to send their authorized representative(s) to attend the meeting pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board resolution together with specimen signature(s) of the authorized representative(s) to attend and vote on their behalf at the meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every

participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar.

9. In terms of Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance, all the members holding shares in electronic form are requested to intimate their email addresses to their respective Depository Participants and members holding shares in physical form are requested to intimate their e-mail address to the Company's Registrar and Share Transfer Agent whose e-mail id is ahmedabad@linkintime.co.in mentioning the Company's name i.e. Arfin India Limited, so as to enable the Company to send the Annual Report, Accounts, Notices and other documents through electronic mode to their e-mail addresses.

Electronic copy of the Annual Report including Notice of ensuing Annual General Meeting of the Company inter alia indicating process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose e-mail addresses are registered with the Depository Participants / Company. Physical copies of the same have been sent to those members whose email addresses are not registered with the Depository Participants / Company indicating the process and manner of e-voting. The members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2016, free of cost, upon sending a request to the Company Secretary of the Company.

10. Members seeking any information about the

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accounts and / or operations of the Company are requested to write to the Company Secretary at least 10 days before the date of Annual General Meeting to enable the Management to keep the information ready at the meeting.

All the documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10:00 am to 1:00 pm prior to the date of the Annual General Meeting and shall also be made available for inspection at the meeting.

11. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 & the Register of Contracts or Arrangements, in which Directors are Interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Registered Office of the Company and at the ensuing Annual General Meeting.
12. The equity shares of the Company are at present listed with the Bombay Stock Exchange, the Ahmedabad Stock Exchange and the Calcutta Stock Exchange. The listing fee for the financial year under report has been paid timely.
13. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making a nomination are requested to send their requests in Form No. SH - 13 in duplicate (which will be made available on request), to the Registrar and Share Transfer Agent of the Company.

14. The Annual Report 2015-16 as circulated to the members of the Company is also available on the website of the Company at www.arfin.co.in.

15. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to exercise members' right to vote at the ensuing Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the ensuing Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting (e-voting from a place other than AGM) shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members for voting electronically are as under:

In case of members receiving e-mail:

- i. The voting period begins on Wednesday, September 7, 2016 at 9:00 AM (IST) and ends on Friday, September 9, 2016 at 5:00 PM (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), Saturday, September

Notes

- 3, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website www.evotingindia.com
 - iii. Click on “Members/ Shareholders” tab.
 - iv. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form
 - vii. If you are a first time user then follow the steps given below for login:
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both members holding shares in demat as well as physical form).</p> <p>Members who have not updated their PAN with the Company / Registrar / Depository Participant are requested to use the sequence number mentioned on address slip / email pertaining to the notice of this Annual General Meeting.</p>
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company, please enter the Member id / Folio Number in the Dividend Bank Details field as mentioned in instruction (iv).</p>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders
 - x. For members holding shares in physical form, the details can be used only for e-
 - for voting for resolutions of any other Company also on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

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voting on the resolutions contained in this Notice.

- xi. Click on the EVSN (Electronic Voting Sequence Number) of Arfin India Limited.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the voting page.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non-Individual Members and Custodians:
 - Non-Individual members (i.e. other than

Individuals, HUF and NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios/demat accounts.

- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Further, contact details of the official responsible to address the grievances connected with



Notes

voting by electronic means is as under:

Mr. Purvesh Pandit

Company Secretary
Arfin India Limited
B-302, 3rd Floor, Pelican House,
Gujarat Chamber of Commerce Building,
Ashram Road, Ahmedabad – 380009,
Gujarat, India.
Tel. No.: +91 79 26583791, 92,
Fax: +91 79 26583792,
Email: investors@arfin.co.in,
Website: www.arfin.co.in

16. The voting rights of the members shall be in proportion to the paid up equity share capital of the Company held by them, as on the cut-off date i.e. Saturday, September 3, 2016. **Further, a person who is not a member as on the cut-off date should treat this Notice for information purpose only. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Saturday, September 3, 2016, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or through the poll paper at the AGM by following the procedure mentioned in this part.**
17. The Company has appointed Mr. Kamlesh M. Shah, Proprietor of M/s. Kamlesh M. Shah & Co., Practicing Company Secretary, Ahmedabad (ICSI Membership Number: ACS 8356, Certificate of Practice Number: 2072), who in the opinion of the Board is a duly qualified person as a Scrutinizer and he will scrutinize the

voting processes in a fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count votes cast at the meeting, thereafter unblock votes cast through remote e-voting in presence of at least two witnesses not in employment of the Company and make a Consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.arfin.co.in and on the website of CDSL and shall be communicated to the Stock Exchanges within the time prescribed by the law.
20. The resolution shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being with requisite majority.
21. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Explanatory Statement

Additional Information for the Director proposed to be appointed / reappointed at the Annual General Meeting pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In respect of Item No. 3

Name of Director	Mr. Mahendra R. Shah
Director Identification Number	00182746
Original Date of Appointment	September 9, 1998
Date of Appointment at Current Designation	October 1, 2014
Brief resume of the Director including nature of expertise in specific functional areas	<p>Mr. Mahendra R. Shah, aged 53 years, is currently the Chairman & Whole Time Director of Arfin India Limited, Flagship Company of Arfin Group. Mr. Shah is a Science graduate from the Gujarat University.</p> <p>Mr. Shah started his business journey in the Aluminium Industry in 1995 and has over 22 years of rich industrial experience. He has also experience in Capital Markets, Textile and Sugar business prior to entering into the Metal business. He has also represented Metal Industry on various topics of public interest in different forums.</p> <p>He has Strong domain knowledge of Indian Metal Industry with good understanding of Manufacturing, Sales, Imports, Exports, International Markets and proven ability in Business, Setting Up Systems and Procedures for Robust Growth.</p> <p>He is having rich experience in the field of Corporate and Strategic Planning, Corporate Finance & Restructuring, Risk Management System and Process Implementation, Raising Capital through innovative financial products and is a very good leader with strong relationship with stakeholders and employees.</p>
No. of Shares held in Company as on March 31, 2016	5,13,400
Directorships and Committee memberships held in other Listed Companies	Nil
Inter-se relationships between Directors	Mr. Shah is related to Mrs. Pushpa M. Shah and Mr. Jatin M. Shah by way of being their spouse and father respectively.

Explanatory Statement

Pursuant to Provisions of Section 102 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following Explanatory Statement sets out all the material facts relating to the Special Businesses under Item No. 5 to 9 of the accompanying Notice dated July 22, 2016.

In Respect of Item No. 5

Mr. Shantilal Mehta (DIN: 06459451) is holding post

As per the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information of the Director proposed for appointment/ re-appointment is given below:

Name of Director	Mr. Shantilal Mehta
Director Identification Number	06459451
Original Date of Appointment	January 22, 2013
Date of Appointment at Current Designation	November 5, 2015
Brief resume of the Director including nature of expertise in specific functional areas	<p>Mr. Shantilal Mehta is a Qualified Mechanical Engineer and the Mentor, Founder and Guide to the Aluminium Wire Rod and Cable & Conductors Plant of the Arfin India Limited. He is also the Advisor and Consultant to many Aluminium Wire Rod & Conductor Plants.</p> <p>He is a member of the Technical Committee of Bureau of Indian Standards 1985 (Chandigarh Chapter), Blood Bank PGI Chandigarh.</p> <p>Nature of expertise includes strong domain knowledge of Indian aluminium recycling and conductor industry, rich experience in the field of aluminium wire rod production, conductor plant setup, strategic planning, risks management and systems & process implementation.</p>
No. of Shares held in Company as on March 31, 2016	Nil
Directorships and Committee memberships held in other Listed Companies	Nil
Inter-se relationships between Directors	Independent to the Company and its Directors.

of Director since January 2013 as a Non-Executive Director of the Company. He has been appointed (change in designation) as an Independent Director of the Company by the Board at its meeting held on November 5, 2015 for a period of five consecutive years. He fulfills all the conditions of independence as stipulated under provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Statement

The above qualification and expertise of Mr. Shantilal Mehta may be considered as justification for choosing him as an Independent Director.

Except Mr. Shantilal Mehta in general, none of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed resolution.

It is in the Company's interest that it should continue to avail his services as a member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shantilal Mehta, as an Independent Director, for the approval by shareholders of the Company.

In Respect of Item No. 6

Mrs. Pushpa M. Shah (DIN: 00182754) has been

appointed on November 5, 2015 as an Additional Executive Director of the Company by the Board of Directors, pursuant to the provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013. According to the provisions of the said Section, she will hold office only up to the date of ensuing Annual General Meeting. As required under the provisions of Section 160 of the above Act, a notice in writing has been received from a member of the Company proposing her candidature for the post of Executive Director along with deposit of requisite amount. The Company has also received consent from her for being continued on the said post. Further, under the provisions of Section 152 of the Companies Act, 2013, Mrs. Pushpa M. Shah shall be included in the total number of Directors for the purpose of determining Directors to retire by rotation at the Annual General Meetings.

As per the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information of the Director proposed for appointment / re-appointment is given below:

Name of Director	Mrs. Pushpa M. Shah
Director Identification Number	00182754
Date of Appointment	November 5, 2015
Brief resume of the Director including nature of expertise in specific functional areas	Mrs. Pushpa M. Shah aged about 50 years, born on June 21, 1966 falls under the category of promoters of the Company and is a commerce graduate from the Maharashtra University. She was appointed as an Additional Executive Director and is now being proposed for approval of members for the post of Executive Director of the Company. Her expertise in the functional areas includes sound knowledge of business and her experience of around 16 years in the aluminium industry adds value and expertise to her profile.
No. of Shares held in Company as on March 31, 2016	4,36,700
Directorships and Committee memberships held in other companies	NIL
Inter-se relationships between Directors	Mrs. Pushpa M. Shah is related to Mr. Mahendra R. Shah and Mr. Jatin M. Shah by way of being their spouse and mother respectively.

Explanatory Statement

Except Mrs. Pushpa M. Shah (Additional Executive Director proposed for regularization), Mr. Mahendra R. Shah, Executive Chairman & Whole Time Director and Mr. Jatin M. Shah, Managing Director of the Company being her relatives and promoters of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in

the resolution set out in this item of the Notice.

It is in the Company's interest that it should continue to avail her services as a member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Pushpa M. Shah, as an Executive Director, for approval by shareholders of the Company.

In Respect of Item No. 7

Mrs. Pushpa M. Shah (DIN: 00182754) has been appointed as an Additional Executive Director at the meeting of Board of Directors of the Company held on November 5, 2015. Being an Executive Director, she is entitled for remuneration as per the standards prevailing in the industry.

The members are requested to take note that the following is the remuneration paid / being paid to Mrs. Pushpa M. Shah, for and from the financial year 2015-16 onwards which is also being put here for their approval:

Particulars	Amount In ₹ Per Annum
Basic Salary	11,73,400
Medical Reimbursement	25,000
Ad-hoc Allowance	1,40,792
Leave Travel Allowance	20,000
Provident Fund – Employer's Contribution	1,40,808
Performance Bonus	5,00,000
Total	20,00,000

Considering the fact that above mentioned remuneration along with the remuneration being paid to the other Executive Directors of the Company is inadequate, as per the provisions of Chapter XIII of the Companies Act, 2013, approval is also sought in terms of provisions of Section 197 of the Companies Act, 2013 read with provisions of Section II of Part II of Schedule V for the remuneration paid / payable to Mrs. Pushpa M. Shah as an Executive Director of the Company. Accordingly, the Board recommends passing of the resolution as set out in Item No. 7 by way of a special resolution.

Except Mrs. Pushpa M. Shah, Mr. Mahendra R. Shah, Executive Chairman & Whole Time Director and Mr.

Jatin M. Shah, Managing Director of the Company being her relatives and promoters of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in this item of the Notice.

Note: The members may take note of the following additional disclosure made in terms of Section II of Part II of Schedule V of the Companies Act, 2013 which forms part of the Explanatory Statement in respect of the above resolution.

Explanatory Statement

Information as per Schedule V of the Companies Act, 2013:

I. General Information

- i. **Nature of Industry:** The Company falls under the category of Aluminium Industry.
- ii. **Date or expected date of commencement of commercial production:** The Company was incorporated in 1992 and has already commenced commercial production since the financial year 2011-12.
- iii. **Financial Performance based on given indicators:**

₹ In Lacs

Particulars	2015-16	2014-15	2013-14
Total Revenue	27,321.71	25,094.07	19,055.86
Profit before Tax	1,000.66	705.31	401.45
Profit after Tax	660.98	467.13	264.51

- iv. **Foreign Investments or Collaborations, if any:** Nil

II. Information about the appointee(s)

1	Background Details	Mrs. Pushpa M. Shah falls under the category of Promoters of the Company. Mrs. Shah is Graduate in Commerce.
2	Past Remuneration	₹ 11,16,665/- paid during the financial year 2015-16 (for 5 months being her holding period)
3	Recognition or Awards	-
4	Job Profile and Suitability	Mrs. Pushpa M. Shah is being appointed as an Executive Director of the Company. She will devote her time in managing the affairs of the Company. Her 16 years' experience in the aluminium industry makes her most suitable person for the post.
5	Remuneration Proposed	₹ 20 Lacs per annum
6	Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of Person and Position	Mrs. Pushpa M. Shah carries vast and enriched experience in the business line of the Company. Mrs. Shah has been instrumental in the growth of the Company and the remuneration paid to her is fully justifiable and comparable to that prevailing in the industry. Mrs. Shah shall be looking after and responsible for managing affairs of the Company.
7	Pecuniary Relationship, directly or indirectly with the Company or relationship with the Managerial Personnel, if any	Mrs. Pushpa M. Shah falls under the category of Promoters and is related to Mr. Mahendra R. Shah and Mr. Jatin M. Shah by way of being their Spouse and Mother respectively.

Explanatory Statement

III. Other information

i. Reasons for loss or inadequate profits:

The Company has earned a handsome amount of profit during the financial year under report and is expecting to earn even more during the current financial year, but if the collective remuneration to all the Directors exceeds 11% of the net profit earned (calculated as per provisions of Section 198 of the Companies Act, 2013) during the financial year, the profit shall be considered as inadequate profit as per Company's interpretation. Thus, in spite of having a handsome amount of profit, just for the sake of provisions of Chapter XIII of the Companies Act, 2013 the profit has been considered as inadequate profit.

ii. Steps taken or proposed to be taken for improvement:

Not Applicable.

iii. Expected increase in productivity and profits:

The Company expects better performance in all the parameters in the upcoming years.

IV. Disclosure

The Corporate Governance Report which forms part of this Annual Report also contains details of the remuneration paid to Mrs. Pushpa M. Shah.

In Respect of Item No. 8

The Company is required to borrow funds from time to time in order to meet its short term as well as long term business objectives, from various external agencies like Banks, Financial Institutions, Directors, Shareholders, Body Corporate, Individuals or from any other kind of lenders. According to the provisions of Section 180(1)(c) of the Companies Act, 2013, the

total amount of such borrowings including outstanding, at anytime cannot exceed the aggregate of paid up share capital and free reserves of the Company, except with the consent of the members. Considering the growth of the Company, the Board feels that the current limit in this regard is not adequate and needs enhancement & accordingly the resolution having no. 8 has been proposed to increase the limits of borrowings from the existing limit to ₹ 300 Crores.

It is recommended that the resolution be passed as a special resolution. None of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the resolution except to the extent of their shareholding in the Company.

In Respect of Item No. 9

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint a cost auditor on recommendation of the Audit Committee. Remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee, the Board of Directors has considered and approved appointment of Mr. Chiragkumar Bipinkumar Modh, Proprietor of M/s. C. B. Modh & Co., Cost Accountants, Ahmedabad, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2017 at a remuneration as mentioned in the resolution no. 9 of the notice. The resolution set out in Item No. 9 of the notice is proposed to be passed as an ordinary resolution for approval and ratification of remuneration payable to the said Cost Auditor for the said financial year, in terms of provisions of Section 148 of the Companies Act, 2013.

Explanatory Statement

None of the Directors, Key Managerial Personnel of the Company or their relatives is in anyway, concerned

or interested, financially or otherwise, in the said resolution.

Registered Office

B-302, 3rd Floor, Pelican House,
GCCCI Building, Ashram Road,
Ahmedabad – 380009,
Gujarat, India.
CIN: L65990GJ1992PLC017460
Tel. No.: +91 079 26583791, 92,
Fax: +91 79 26583792,
Email: investors@arfin.co.in,
Website: www.arfin.co.in

For & on behalf of the Board of Directors

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

Place: Ahmedabad
Date: July 22, 2016

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 24th Annual Report on the Businesses and Operations of the Company together with Audited Accounts for the financial year ended on March 31, 2016.

1. Financial Summary

₹ In Lacs

Particulars	2015-16	2014-15
Revenue from Operations	30,688.92	28,028.69
Less: Central Excise Duty	3401.36	3,033.74
Net Revenue From Operations	27,287.56	24,994.94
Profit / (Loss) Before Tax	1,000.66	705.31
Provisions for Income Tax including Deferred Tax	339.68	238.18
Profit / (Loss) After Tax	660.98	467.13
Proposed Dividend	45.27	30.18
Transfer to General Reserves	75.00	40.00
Profit Carried to Balance Sheet	660.98	467.13
Accumulated Balance of Profit	1,489.85	958.36

2. State of Company's Affair

Your Company's performance during the financial year under report has increased in terms of production, sales quantity as well as turnover.

During the financial year under report, the Company achieved a gross turnover of ₹ 31,977.66 Lacs compared to ₹ 29,122.75 Lacs during the previous financial year. The Profit Before Depreciation, Interest and Tax (PBDIT) has increased from ₹ 1,265.49 Lacs to ₹ 1,496.61 Lacs. Net Profit After Tax increased from ₹ 467.13 Lacs to ₹ 660.98 Lacs. In view of infrastructural development of growing Indian economy, the Directors are hopeful of even more increase in demand for Company's products resulting into satisfactory top & bottom line growth of the Company in near future. Detailed analysis as to review of the Company's operational and financial performance is given in the Management Discussion & Analysis Report.

3. Dividend

Considering the profit, growth and bright future of the Company, the Directors have decided to share

the Company's profit with the Shareholders by way of giving them Final Dividend at a rate which is 50% more than that given in the financial year ended on March 31, 2015. Accordingly, the Directors are pleased to recommend a dividend of ₹ 1.50 (15%) per equity share on 30,18,300 equity shares of the Company of ₹ 10/- each for the financial year ended on March 31, 2016. The total amount of Final Dividend recommended is ₹ 45.27 Lacs and dividend distribution tax would be ₹ 9.22 Lacs.

4. Listing

With Regional Stock Exchanges

The equity shares of the Company are listed with the Ahmedabad Stock Exchange Limited and the Calcutta Stock Exchange Limited and the listing fees has been duly and timely paid to both the Stock Exchanges during the financial year under report.

With Bombay Stock Exchange

During the financial year under report, 30,18,300 equity shares of the Company having face value of ₹ 10/- each got listed with the Bombay Stock Exchange ("BSE") w.e.f. May 28, 2015 under the

Directors' Report

“Direct Listing Route.” Initial as well as Annual Listing fees have been duly and timely paid by the Company to BSE.

5. Details in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal audit function is well defined. To maintain its objectivity and independence, the internal audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all the locations of the Company. Based on the report of internal audit function, process owners undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

6. Details of Subsidiary / Joint Venture / Associate Companies

The Company doesn't have any Subsidiary, Joint Venture or Associate Company.

Group Companies to the Arfin India Limited includes M/s. Mahendra Aluminium Company Limited & M/s. Krish Ferro Industries Private Limited.

7. Material Changes and Commitment, if any, affecting the Financial Position of the Company

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these Financial Statements relate and on the date of this report. Further, during the financial year under report, no significant or material orders have been passed by any of the regulators or courts or tribunals impacting the going concern

status and operations of the Company in future.

8. Deposits

During the financial year under report, your Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

9. Statutory Auditors

M/s. Raman M. Jain & Co., Statutory Auditors of the Company were re-appointed at the 22nd Annual General Meeting of the Company for a period of three consecutive financial years (including transitional period). In accordance with the provisions of Section 139 of the Companies Act, 2013 & Rules framed there under, the Board recommends the members to ratify their appointment from the conclusion of this 24th Annual General Meeting up to the conclusion of 25th Annual General Meeting.

The Auditors' Report for the financial year ended on March 31, 2016 forms part of this Annual Report and the same does not contain any qualification, reservation or adverse remark.

10. Secretarial Auditors

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of your Company has appointed M/s. Kamlesh M. Shah & Co., Practicing Company Secretaries, Ahmedabad as a Secretarial Auditors to conduct an Audit of secretarial records and compliances, for the financial year ending on March 31, 2017.

The Secretarial Audit Report for the financial year ended on March 31, 2016 is annexed herewith as **Annexure-5** to this report and the same does not contain any qualification, reservation or adverse remarks.

Directors' Report

11. Cost Auditors

The Board of Directors of your Company has appointed M/s. C. B. Modh & Co., Cost Accountants, Ahmedabad, as Cost Auditors to conduct Audit of Cost Records for financial year ending on March 31, 2017.

12. Share Capital

During the financial year under report, the Company didn't make any issue of equity shares with differential voting rights, sweat equity shares or under employee stock options scheme.

Further, the Company didn't make any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

13. Directors & Key Managerial Personnel

I. Cessation of Directors

During the financial year under report, Ms. Mona Chhappia resigned from the post of Additional Independent Director of the Company w.e.f. September 10, 2015 and thus ceases to be Director of the Company. The Board places on record its sincere appreciation for the valuable services rendered by Ms. Mona Chhappia during her tenure.

II. Retirement by Rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Mahendra R. Shah (DIN: 00182746) will retire by rotation at this Annual General Meeting of the Company and being eligible, offers himself for reappointment. The Board recommends his appointment.

In this connection, it is clarified that as per the Articles of Association of the Company, the Managing Director and Whole Time Director are not liable to retire by rotation unless otherwise decided by the Board. Since there are only 3 Non Independent Directors out of whom one is Whole Time Director and another is Managing Director, to

comply with the provisions of Section 152(6) of the said Act, both the aforesaid Directors who are otherwise Non Rotational Directors, have consented to be liable to retire by rotation and the Board has decided that Mr. Mahendra R. Shah being longest in office would retire by rotation.

III. Appointment

a. Executive Directors

During the financial year under report, Mrs. Pushpa M. Shah (DIN: 00182754), has been appointed as an Additional Executive Director of the Company w.e.f. November 5, 2015. Her appointment is proposed for approval of the members.

b. Independent Directors

During the financial year under report, Mr. Shantilal Mehta (DIN: 06459451) has been designated as an Independent Director of the Company w.e.f. November 5, 2015. His appointment as an Independent Director is proposed for approval of the members.

Further, Mr. Dilip Kumar Daga and Mr. Rameshkumar Babulal Shah, who were originally appointed as Additional Independent Directors by the Board at its meeting held on August 25, 2014 were appointed as Independent Directors by the members at the previous Annual General Meeting held on September 27, 2015.

The Independent Directors have submitted the declaration of independence, as required pursuant to the provisions of Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided under Section 149(6).

A separate meeting of Independent Directors of the Company was held on March 29, 2016 in accordance with the provisions of Clause VII of the Schedule IV of the Companies Act, 2013.

Directors' Report

c. Company Secretary and Compliance Officer

During the financial year under report, Ms. Riddhi N. Shah resigned and thus ceases to be Company Secretary of the Company w.e.f. July 20, 2015.

Further, Mr. Durgesh D. Soni, a member of the Institute of Company Secretaries of India (ICSI), who was appointed in her place as the Company Secretary and Compliance Officer of the Company at the meeting of Board of Directors held on July 20, 2015, resigned and thus ceases to be the Company Secretary of the Company w.e.f. closure of working hours of May 6, 2016.

Mr. Purvesh Pandit, a member of the Institute of Company Secretaries of India (ICSI) was appointed in his place as Company Secretary and Compliance Officer of the Company at the meeting of Board of Director held on May 21, 2016.

IV. Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has appointed Mrs. Pushpa M. Shah as Woman Director on the Board of the Company during the financial year under report. She is an Executive Director of the Company.

V. Evaluation of the Board's Performance

During the financial year under report, exercise of evaluation was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & Committee(s), experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of each individual Director including the Board's Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgments, safeguarding of minority

shareholders' interest etc.

The evaluation of the Independent Directors was carried out by the entire Board excluding Independent Directors and that of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company. This may be considered as a statement under provisions of Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014. The Board of your Company is composed with proper number of Executive and Non-Executive Directors.

VI. Remuneration Policy

The Company follows a policy on remuneration of Directors and Senior Management Employees. The policy has been approved by the Nomination & Remuneration Committee and the Board. More details on the same has been given in the Corporate Governance Report.

The policy on Remuneration of Directors, Key Managerial Personnel and Senior Employees can be accessed on website of the Company at following web link:

<http://www.arfin.co.in/pdf/policies/remuneration-of-directors-key-managerial-personnel-and-senior-employees-policy.pdf>

14. Number of Meetings of Board of Directors

The Board of Directors met 6 times during the financial year ended on March 31, 2016. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

15. Composition of Audit Committee

The Board has constituted an Audit Committee which comprises of Mr. Dilip Kumar Daga as the Chairman and Mr. Rameshkumar Babulal Shah & Mr. Mahendra R. Shah as members.

Directors' Report

Further, all the recommendations were accepted by the Board of Directors during the period under report. More details on the committee are given in the Corporate Governance Report.

16. Related Party Transactions

All the related party transactions are being entered on arm's length basis, in ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

All the related party transactions are presented to the Audit Committee and the Board. Omnibus approval has been obtained from Audit Committee, Board of Directors and members for the transactions with the related parties.

The Policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website at the following web link: <http://www.arfin.co.in/pdf/policies/related-party-transactions-policy.pdf>

17. Establishment of Vigil Mechanism / Whistle Blower Policy for Directors and Employees

The Company promotes ethical behavior in all its business activities and has put in place a mechanism wherein the employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Board. The Whistle Blower Policy has been duly communicated within the Company.

Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee in this regard.

The said Vigil Mechanism / Whistle Blower Policy has been uploaded on website of the Company and can be accessed at following web link: <http://www.arfin.co.in/pdf/policies/vigil-mechanism-or-whistle-blower-policy.pdf>

18. Nomination and Remuneration Committee

The Board has constituted a Nomination and Remuneration Committee which comprises of Mr. Rameshkumar Babulal Shah as the Chairman and Mr. Dilip Kumar Daga & Mr. Shantilal Mehta as members. The policy, required to be formulated by the Nomination and Remuneration Committee, under Section 178(3) of the Companies Act, 2013 is uploaded on the Company's website at the web link:

<http://www.arfin.co.in/pdf/policies/remuneration-of-directors-key-managerial-personnel-and-senior-employees-policy.pdf>

More details on the Committee has been given in the Corporate Governance Report.

19. Stakeholder Relationship Committee

The Board has constituted a Stakeholder Relationship Committee which comprises of Mr. Shantilal Mehta as the Chairman and Mr. Mahendra R. Shah & Mr. Purvesh Pandit as members.

The above Committee has been reconstituted and Mr. Purvesh Pandit has taken place as a member of the Committee with effect from May 21, 2016, as approved by the Board at its meeting held on that day.

More details on the Committee has been given in the Corporate Governance Report.

Directors' Report

20. Internal Complaints Committee (ICC)

At the Board meeting held on May 22, 2015, the Company has constituted a committee named "Internal Complaints Committee" at its Registered / Corporate Office. The said committee has been formulated both to comply with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there under and to provide the employees safety against harassment, if any.

A policy adopted by the Company for Prevention of Sexual Harassment is available on its website at the following web link:

<http://www.arfin.co.in/pdf/policies/prevention-of-sexual-harassment-policy.pdf>

During the financial year ended on March 31, 2016, the Company did not receive any complaints pertaining to sexual harassment.

21. Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

The Company did not grant / make any Loan / Investment and provide Guarantees in respect of loans availed by others, under the provisions of Section 186 of the Companies Act, 2013 and Rules framed there under during the financial year under report.

22. Managerial Remuneration

The Company follows a policy on remuneration of Directors, KMPs and Senior Management Employees. The Company has paid remuneration to the Executive as well as sitting fees to the Non Executive Directors during the financial year under report. More details on the Managerial Remuneration has been given in the Corporate Governance Report.

23. Management Discussion & Analysis Report

A detailed analysis of the Company's performance is made in the Management Discussion and Analysis Report, which forms part of this Annual Report.

24. Corporate Governance Report

Your Company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. A Report on Corporate Governance as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

25. Code of Conduct

The Board has laid down a Code of Conduct ("Code") for the Board Members, Managerial Personnel and for Senior Management Employees of the Company. This Code has been posted on the Company's website at <http://arfin.co.in/code-conduct.html>. All the Board Members and Senior Management Personnel have affirmed compliance with this Code. A declaration signed by the Managing Director to this effect forms part of the Corporate Governance Report.

The Board has also laid down a Code of Conduct for the Independent Directors pursuant to the provisions of Section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is a guide to the professional conduct for Independent Directors and has been uploaded on the website of the Company at following web link:

<http://www.arfin.co.in/pdf/disclosures/terms-and-conditions-of-appointment-of-independent-directors.pdf>

26. Risk Management Policy

The Board of Directors has developed and implemented a Risk Management Policy for the Company. It has identified and assessed internal and external risks, with potential impact and likelihood that may impact the Company in achieving its strategic objectives or may threaten its existence. The Policy lays down the procedures for risk identification, description, evaluation,

Directors' Report

estimation, reporting and development of action plan. The policy includes identification of elements of risks which mainly covers Strategic Risk, Operational Risk, Financial Risk and Hazardous Risks. The same can be accessed from the website of the Company at following web link:

<http://www.arfin.co.in/pdf/policies/risk-management-policy.pdf>

More details on the risk and concern factors has been given in the Management Discussion & Analysis Report.

27. Corporate Social Responsibility

During the financial year ended on March 31, 2016, the Company has attracted criteria for Corporate Social Responsibility (CSR) by crossing net profit beyond ₹ 5 Crores, pursuant to the provisions of Section 135 of the Companies Act, 2013 including Rules framed there under and thus provision of amount for CSR activities has been made for the financial year ended on March 31, 2016.

Accordingly, the Company has constituted a Corporate Social Responsibility Committee with following Directors:

- Mr. Mahendra R. Shah
- Mr. Shantilal Mehta
- Mrs. Pushpa M. Shah

The Committee at its first meeting held on July 11, 2016 approved the Corporate Social Policy. The same can be accessed from the website of the Company at following web link:

<http://www.arfin.co.in/pdf/policies/corporate-social-responsibility-policy.pdf>

28. Directors' Responsibility Statement

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors, based on the representations received from the head of the various departments, and after due enquiry, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended on March 31, 2016 and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (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.

29. Disclosure u/s 164(2) of the Companies Act, 2013

The Company has received the disclosure in Form DIR-8 from its Directors being appointed or reappointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

Directors' Report

30. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as to conservation of energy, technology absorption and foreign exchange earnings and outgo required to be disclosed in terms of Section 134 of the Companies Act, 2013 & Rule 8 of the Companies (Accounts) Rules, 2014 have been given separately as **Annexure – 1.**

31. Extract of Annual Return

The Extract of Annual Return in the Form MGT-9 is enclosed herewith as **Annexure – 2.**

32. Form AOC-2

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred in Section 188(1) of the Companies Act, 2013 is enclosed herewith as **Annexure – 3.**

33. Disclosure as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The details as per Rule 5(1) & (2) of the aforesaid Rule are enclosed herewith as **Annexure – 4.**

34. Secretarial Audit Report

The Secretarial Audit Report given by Mr. Kamlesh M. Shah, Proprietor of M/s. Kamlesh M. Shah & Co., Practicing Company Secretary, Ahmedabad, is enclosed herewith as **Annexure - 5.**

35. Auditors Certificate on Corporate Governance

A Certificate from Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure - 6.**

36. Disclaimer

Though, the applicability and adherence of provisions of regulations relating to Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being not mandated under the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Companies falling under the criteria of having Paid up Equity Share Capital not exceeding ₹ 10 Crores and Net Worth not exceeding ₹ 25 Crores as on the last date of previous financial year, the Board of Directors of your Company has still made sufficient efforts to comply with the provisions related to Corporate Governance and to disclose the relevant information in the Directors' Report, Corporate Governance Report and in the entire Annual Report, to the extent possible as a matter of prudence and good governance.

37. Acknowledgments

Your Directors express their deep sense of gratitude to the Bankers, Central & State Governments, their departments, the local authorities, other Regulators and the Stock Exchanges for their continued guidance and support.

We would also like to place on record our sincere appreciation for the dedication, commitment and hard work put in by every member of the Arfin family. The Board further expresses that the credit of the success of Arfin goes to each & every member of Arfin family equally. The Management is deeply grateful for the confidence and faith that all the stakeholders have always reposed in them.

For and on Behalf of the Board of Directors

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

Place: Ahmedabad
Date: July 22, 2016

Annexure 1 to the Directors' Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
[Pursuant to the Provisions of Section 134 of the Companies Act, 2013 read with the
Companies (Accounts) Rules, 2014]

(A) Conservation of Energy

(i) steps taken or impact on conservation of energy	Nil
(ii) steps taken by the Company for utilizing alternate sources of energy	Nil
(iii) capital investment on energy conservation equipments	Nil

(B) Technology Absorption

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

(C) Foreign Exchange Earnings and Outgo

Description	₹ in Lacs
Foreign Exchange Earned (Actual Inflow)	
Sale of Finished Goods	3,504.27
Others	-
Total	3,504.27
Foreign Exchange Used (Actual Outflow)	
Import of Raw Material	8,057.68
Import of Stores	0.61
Import of Capital Goods	-
Foreign Travelling Expenses	7.91
Others	25.07
Total	8,091.27

For and on Behalf of the Board of Directors

Place: Ahmedabad
Date: July 22, 2016

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

Annexure 2 to the Directors' Report

Form No. MGT-9

Extract of Annual Return

As on the Financial Year ended on March 31, 2016

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

I. Registration & Other Details

1	Corporate Identification Number	L65990GJ1992PLC017460
2	Registration Date	April 10, 1992
3	Name of the Company	Arfin India Limited
4	Category / Sub-Category of the Company	Public Company Limited by Shares
5	Address of the Registered Office & Contact Details	B-302, 3 rd Floor, Pelican House, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad – 380009, Gujarat, India. Tel. No.: +91 79 26583791, 92, Fax: +91 79 26583792, Email: investors@arfin.co.in , Website: www.arfin.co.in
6	Whether Listed Company	Yes
Details of Stock Exchanges where Shares are listed:		
Stock Exchange(s)		Script Code
Bombay Stock Exchange		539151
Ahmedabad Stock Exchange		05027
Calcutta Stock Exchange		10011140
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Unit No. 303, Shoppers Plaza - V, Opp. Municipal Market, Behind Shoppers Plaza II Off C G Road, Ahmedabad 380009, Gujarat, India. Tel.: +91 79 26465179, Fax: +91 79 26465179, Email: ahmedabad@linkintime.co.in , Website: www.linkintime.co.in

II. Principal Business Activities of the Company

All the business activities contributing 10 % or more of the total turnover of the Company are given below:

Sr. No.	Name and Description of Main Product / Services	NIC Code of the Product	% to Total Turnover of the Company
1.	Aluminium	242	92.14

(*NIC Codes – 2008)

III. Particulars of Holding, Subsidiary and Associate Companies

The Company doesn't have any Holding, Subsidiary or Associate Company.

h. Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
i. Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub Total – (B1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2. NON – INSTITUTIONS																			
a. Bodies Corporate	-	2,500	2,500	2,500	0.08	1,250	2,500	3,750	0.12	0.04									
b. Individuals																			
i. individual shareholders holding nominal share capital upto ₹ 1 Lac	-	1,36,400	1,36,400	1,36,400	4.52	1,46,668	1,05,400	2,52,068	8.35	3.83									
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 Lac	2,49,100	2,41,800	4,90,900	4,90,900	16.26	4,74,744	24,200	4,98,944	16.53	0.27									
c. Others																			
i. HUF	39,500	100	39,600	39,600	1.31	17,486	-	17,486	0.58	(0.73)									
ii. NRI (Non Repatriable)	-	1,67,700	1,67,700	1,67,700	5.56	-	62,700	62,700	2.08	(3.48)									
iii. Clearing Members	-	-	-	-	-	2,752	-	2,752	0.09	0.09									
Sub Total – (B2)	2,88,600	5,48,500	8,37,100	8,37,100	27.73	6,42,900	1,94,800	8,37,700	27.75	0.02									
Net Total (B1+B2)	2,88,600	5,48,500	8,37,100	8,37,100	27.73	6,42,900	1,94,800	8,37,700	27.75	0.02									
C. SHARES HELD BY CUSTODIANS FOR GDRs & ADRs																			
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Total (C)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	18,82,600	11,35,700	30,18,300	30,18,300	100.00	28,23,500	1,94,800	30,18,300	100.00	-									

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Financial Year – April 1, 2015			Shareholding at the End of the Financial Year – March 31, 2016			% Change in Share Holding During the Financial Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	
1	Mahendra R. Shah	5,13,400	17.01	-	5,13,400	17.01	-	-
2	Jatin M. Shah	4,48,900	14.87	-	4,48,900	14.87	-	-
3	Pushpa M. Shah	4,36,700	14.47	-	4,36,700	14.47	-	-
4	Rani J. Shah	4,03,900	13.38	-	4,03,900	13.38	-	-
5	Jatin M. Shah (HUF)	1,77,700	5.89	-	1,77,700	5.89	-	-
6	Pooja M. Shah	1,32,500	4.39	-	1,32,500	4.39	-	-
7	Mahendra R. Shah (HUF)	62,500	2.07	-	62,500	2.07	-	-
8	Khushbu M. Shah	5,000	0.17	-	5,000	0.17	-	-
9	Jitendra S. Shah*	300	0.01	-	-	-	-	(0.01)
10	Shankarlal R. Shah*	100	0.003	-	-	-	-	(0.003)
11	Sukanraj Shah*	100	0.003	-	-	-	-	(0.003)
12	Vikram S. Shah*	100	0.003	-	-	-	-	(0.003)
	Total	21,81,200	72.27		21,80,600	72.25		(0.02)

* Reclassified as public shareholders during the financial year under report and thus details of shareholding have not been given as at March 31, 2016.

Annexure 2 to the Directors' Report

iii. Change in Promoters' Shareholding

Sr. No	Name of the Shareholder	Shareholding at Beginning Year – April 1, 2015		Cumulative Shareholding During the Financial Year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
1	Mahendra R. Shah				
	At Beginning of the Year	5,13,400	17.01	5,13,400	17.01
2	Jatin M. Shah				
	At Beginning of the Year	4,48,900	14.87	4,48,900	14.87
3	Pushpa M. Shah				
	At Beginning of the Year	4,36,700	14.47	4,36,700	14.47
4	Rani J. Shah				
	At Beginning of the Year	4,03,900	13.38	4,03,900	13.38
5	Jatin M. Shah (HUF)				
	At Beginning of the Year	1,77,700	5.89	1,77,700	5.89
6	Pooja M. Shah				
	At Beginning of the Year	1,32,500	4.39	1,32,500	4.39
7	Mahendra R. Shah (HUF)				
	At Beginning of the Year	62,500	2.07	62,500	2.07
8	Khushbu M. Shah				
	At Beginning of the Year	5,000	0.17	5,000	0.17
9	Jitendra S. Shah*				
	At Beginning of the Year	300	0.01	300	0.01
10	Shankarlal R. Shah*				
	At Beginning of the Year	100	0.003	100	0.003
11	Sukanraj Shah*				
	At Beginning of the Year	100	0.003	100	0.003
12	Vikram S. Shah*				
	At Beginning of the Year	100	0.003	100	0.003

*Reclassified as public shareholders during the financial year under report and thus there is a decrease of 0.02% in shareholding of the Promoters.

Annexure 2 to the Directors' Report

iv. Shareholding Pattern of Top Ten Shareholders (Other Than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Name of the Shareholder	Shareholding at Beginning Year – April 1, 2015		Cumulative Shareholding During the Financial Year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
1	Shah Priti Gopal				
	At the Beginning of the Year	1,50,000	4.97	1,50,000	4.97
	Sold on December 4, 2015	(2,811)	(0.09)	1,47,189	4.88
	Sold on December 11, 2015	(305)	(0.01)	1,46,884	4.87
	Sold on December 18, 2015	(290)	(0.01)	1,46,594	4.86
	Sold on December 31, 2015	(1,050)	(0.03)	1,45,544	4.82
	Sold on January 8, 2016	(993)	(0.03)	1,44,551	4.79
	At the End of the Year			1,44,551	4.79
2	Rishabh Rameshkumar Shah				
	At the Beginning of the Year	54,300	1.80	54,300	1.80
	Sold on May 29, 2015	(20)	(0.00)	54,280	1.80
	Sold on June 5, 2015	(50)	(0.00)	54,230	1.80
	Sold on June 12, 2015	(210)	(0.01)	54,020	1.79
	Sold on June 19, 2015	(300)	(0.01)	53,720	1.78
	Sold on June 26, 2015	(300)	(0.01)	53,420	1.77
	Sold on July 3, 2015	(200)	(0.01)	53,220	1.76
	Sold on July 10, 2015	(800)	(0.03)	52,420	1.74
	Sold on July 17, 2015	(300)	(0.01)	52,120	1.73
	Sold on July 24, 2015	(1,900)	(0.06)	50,220	1.66
	Sold on July 31, 2015	(1,200)	(0.04)	49,020	1.62
	Sold on August 7, 2015	(900)	(0.03)	48,120	1.59
	Sold on August 14, 2015	(900)	(0.03)	47,220	1.56
	Sold on August 21, 2015	(900)	(0.03)	46,320	1.53
	Sold on August 28, 2015	(600)	(0.02)	45,720	1.51
Sold on September 4, 2015	(1,200)	(0.04)	44,520	1.48	
Sold on October 30, 2015	(1,000)	(0.03)	43,520	1.44	
	At the End of the Year			43,520	1.44
3	Ratandevi Sureshkumar Nahata				
	At the Beginning of the Year	40,000	1.33	40,000	1.33
	At the End of the Year			40,000	1.33
4	Manjudevi Madanlal Nahata				
	At the Beginning of the Year	40,000	1.33	40,000	1.33
	At the End of the Year			40,000	1.33
5	Sishiladevi Parasmal Nahata				
	At the Beginning of the Year	40,000	1.33	40,000	1.33
	At the End of the Year			40,000	1.33

Annexure 2 to the Directors' Report

Sr. No	Name of the Shareholder	Shareholding at Beginning Year – April 1, 2015		Cumulative Shareholding During the Financial Year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
6	Pratik Lalitkumar Shah				
	At the Beginning of the Year	44,800	1.48	44,800	1.48
	Sold on May 29, 2015	(20)	(0.00)	44,780	1.48
	Sold on June 12, 2015	(20)	(0.00)	44,760	1.48
	Sold on June 19, 2015	(200)	(0.01)	44,560	1.48
	Sold on July 3, 2015	(600)	(0.02)	43,960	1.46
	Sold on July 10, 2015	(200)	(0.01)	43,760	1.45
	Sold on July 17, 2015	(100)	(0.00)	43,660	1.45
	Sold on July 24, 2015	(600)	(0.02)	43,060	1.43
	Sold on July 31, 2015	(700)	(0.02)	42,360	1.40
	Sold on August 7, 2015	(1,000)	(0.03)	41,360	1.37
	Sold on August 14, 2015	(600)	(0.02)	40,760	1.35
	Sold on August 21, 2015	(800)	(0.03)	39,960	1.32
	Sold on August 28, 2015	(400)	(0.01)	39,560	1.31
	Sold on September 4, 2015	(1,300)	(0.04)	38,260	1.27
	Sold on October 30, 2015	(450)	(0.01)	37,810	1.25
At the End of the Year			37,810	1.25	
7	Jagdish Babulal Shah (HUF)				
	At the Beginning of the Year	39,500	1.31	39,500	1.31
	Sold on June 26, 2015	(200)	(0.01)	39,300	1.30
	Sold on June 30, 2015	(200)	(0.01)	39,100	1.30
	Sold on July 17, 2015	(100)	(0.00)	39,000	1.29
	Sold on July 24, 2015	(200)	(0.01)	38,800	1.29
	Sold on July 31, 2015	(100)	(0.00)	38,700	1.28
	Sold on August 7, 2015	(900)	(0.03)	37,800	1.25
	Sold on August 14, 2015	(600)	(0.02)	37,200	1.23
	Sold on August 21, 2015	(800)	(0.03)	36,400	1.21
	Sold on August 28, 2015	(500)	(0.02)	35,900	1.19
	Sold on September 4, 2015	(1,200)	(0.04)	34,700	1.15
	At the End of the Year			34,700	1.15
8	Kantaben Shah				
	At the Beginning of the Year	46,000	1.52	46,000	1.52
	Sold on September 4, 2015	(10,500)	(0.35)	35,500	1.18
	Sold on January 15, 2016	(1,500)	(0.05)	34,000	1.13
At the End of the Year			34,000	1.13	
9	Sanjay Parikh				
	At the Beginning of the Year	37,700	1.25	37,700	1.25
Sold on August 14, 2015	(200)	(0.01)	37,500	1.24	

Annexure 2 to the Directors' Report

Sr. No	Name of the Shareholder	Shareholding at Beginning Year – April 1, 2015		Cumulative Shareholding During the Financial Year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
	Sold on August 21, 2015	(500)	(0.02)	37,000	1.23
	Sold on August 28, 2015	(500)	(0.02)	36,500	1.21
	Sold on September 4, 2015	(500)	(0.02)	36,000	1.19
	Sold on October 9, 2015	(200)	(0.01)	35,800	1.19
	Sold on October 23, 2015	(259)	(0.01)	35,541	1.18
	Sold on October 30, 2015	(292)	(0.01)	35,249	1.17
	Sold on November 6, 2015	(750)	(0.02)	34,499	1.14
	Sold on November 13, 2015	(88)	(0.003)	34,411	1.14
	Sold on November 27, 2015	(554)	(0.02)	33,857	1.12
	Sold on January 8, 2016	(500)	(0.02)	33,357	1.11
	At the End of the Year			33,357	1.11
10	Kishor Mohanlal Shah				
	At the Beginning of the Year	24,200	0.80	24,200	0.80
	At the End of the Year			24,200	0.80
11	Dilip Shah*				
	At the Beginning of the Year	46,000	1.52	46,000	1.52
	Sold on July 31, 2015	(600)	(0.02)	45,400	1.50
	Sold on September 4, 2015	(7,000)	(0.23)	38,400	1.27
	Sold on January 15, 2016	(37,600)	(1.25)	800	0.03
	At the End of the Year			800	0.03
12	Hasumati Shah*				
	At the Beginning of the Year	46,000	1.52	46,000	1.52
	Sold on January 15, 2016	(46,000)	(1.52)	-	-
	At the End of the Year			-	-

*Ceased to be in the list of top 10 shareholders as on March 31, 2016. The same are reflected above since the shareholders were in the list of top 10 shareholders as on March 31, 2015.

Annexure 2 to the Directors' Report

v. Shareholding of Directors and Key Managerial Personnel

Sr. No	Name of the Directors/ Key Managerial Personnel	Shareholding at Beginning Year – April 1, 2015		Cumulative Shareholding During the Financial Year	
		No. of Shares	% of Total Share Capital of the Company	No. of Shares	% of Total Share Capital of the Company
1	Mahendra R. Shah				
	At Beginning of the Year	5,13,400	17.01	5,13,400	17.01
2	Jatin M. Shah				
	At Beginning of the Year	4,48,900	14.87	4,48,900	14.87
3	Pushpa M. Shah ¹				
	At Beginning of the Year	4,36,700	14.47	4,36,700	14.47
4	Dilip Kumar Daga				
	At Beginning of the Year	2,500	0.08	2,500	0.08
5	Rameshkumar Babulal Shah				
	At Beginning of the Year	-	-	-	-
6	Shantilal Mehta				
	At Beginning of the Year	-	-	-	-
7	Mona Chhopia ²				
	At Beginning of the Year	-	-	-	-
8	Vijay Lathi ³				
	At Beginning of the Year	-	-	-	-
9	Durgesh D. Soni ⁴				
	At Beginning of the Year	-	-	-	-
10	Riddhi N. Shah ⁵				
	At Beginning of the Year	-	-	-	-

¹ Appointed w.e.f. November 5, 2015

² Resigned w.e.f. September 10, 2015

³ Appointed w.e.f. May 22, 2015

⁴ Appointed w.e.f. July 20, 2015 & Resigned w.e.f. May 6, 2016

⁵ Resigned w.e.f. July 20, 2015

Annexure 2 to the Directors' Report

V. Indebtedness

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

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year - April 1, 2015				
1) Principle Amount	3,127.61	247.10	-	3,374.71
2) Interest due but not paid	-	-	-	-
3) Interest Accrued but not due	-	-	-	-
Total (1+2+3)	3,127.61	247.10	-	3,374.71
Change in Indebtedness during the financial year				
Addition	1,403.43	713.04	-	2,116.47
Reduction	(1,076.12)	(12.88)	-	(1,089)
Net Change	327.31	700.17	-	1,027.48
Indebtedness at the end of the Financial Year - March 31, 2016				
1) Principle Amount	3,454.92	947.27	-	4,402.19
2) Interest Due but not paid	-	-	-	-
3) Interest Accrued but not due	-	-	-	-
Total (1+2+3)	3,454.92	947.27	-	4,402.19

VI. Remuneration of Directors and Key Managerial Personnel

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

Sr. No.	Particulars of Remuneration	Whole Time Director	Managing Director	Total Amount (₹)
		Mr. Mahendra R. Shah (₹)	Mr. Jatin M. Shah (₹)	
1	Basic Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	31,73,424	31,73,424	63,46,848
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of Salary u/s 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As % of Profit	-	-	-
	- Others, Specify	-	-	-

Annexure 2 to the Directors' Report

Sr. No.	Particulars of Remuneration	Whole Time Director	Managing Director	Total Amount (₹)
		Mr. Mahendra R. Shah (₹)	Mr. Jatin M. Shah (₹)	
5	Others			
	Ad Hoc Allowance	3,80,772	3,80,772	7,61,544
	Medical Reimbursement	25,000	25,000	50,000
	Contribution of Employer to the Provident Fund	3,80,804	3,80,804	7,61,608
	Performance Bonus	15,00,000	15,00,000	30,00,000
	Total	54,60,000	54,60,000	1,09,20,000

Ceiling as per the Act: ₹ 84 Lacs per Managerial Person as per Section II of Part II of Schedule V of the Companies Act, 2013.

*(Excluding Gratuity Provision)

B. Salary of Other Directors

I. Other Executive Directors

Amount in ₹

Sr. No.	Particulars of Remuneration	Mrs. Pushpa M. Shah (appointed w. e. f. November 5, 2015)
1	Gross Salary	
	(a) Salary as per Provisions Contained in Section 17(1) of the Income Tax Act, 1961	4,88,915
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	-
	(c) Profits in lieu of Salary u/s 17(3) Income Tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	
	- As % of Profit	-
	- Other, Specify	-
5	Others	
	Ad Hoc Allowance	58,665
	Medical Reimbursement	10,415
	Contribution of Employer to the Provident Fund	68,670
	Performance Bonus	5,00,000
	Total	11,16,665

Ceiling as per the Act: Approval of members is proposed at this AGM under Section II of Part II of Schedule V of the Companies Act, 2013

Annexure 2 to the Directors' Report

II. Non-Executive Independent Directors

Amount in ₹

Particulars of Salary	Name of Directors				Total Amount
	Mr. Rameshkumar Babulal Shah	Mr. Dilip Kumar Daga	Mr. Shantilal Mehta	Ms. Mona Chhopia ¹	
Fee for Attending Board Meeting	40,000	40,000	40,000	20,000	1,40,000
Fee for Attending Committee Meetings	20,000	20,000	-	-	40,000
Commission	-	-	-	-	-
Others	-	-	-	-	-
Total	60,000	60,000	40,000	20,000	1,80,000

Ceiling as per the Companies Act, 2013

Section 197(5) read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 allows payment to each of the Non Executive Directors upto ₹ 1 lac per meeting attended. Payment to the Directors in this respect is well within the limits.

¹Resigned w.e.f. September 10, 2015

Overall Ceiling as per the Companies Act, 2013

11% of the Net Profit of the Company subject to the provisions of Chapter XIII & Schedule thereto

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD.

Amount in ₹

Sr. No.	Particulars of Remuneration	Mr. Vijay Lathi (Chief Financial Officer) ¹	Mr. Durgesh D. Soni (Company Secretary) ²	Ms. Riddhi N. Shah (Company Secretary) ³
1	Gross Salary			
	(a) Salary as per Provisions Contained in Section 17(1) of the Income Tax Act, 1961	245,287	1,25,702	8,902
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	6,45,492	-	-
	(c) Profits in lieu of Salary u/s 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	-As % of Profit	-	-	-
	-Others, Specify	-	-	-
5	Others	-	-	-
	Medical Reimbursement	21,516	-	-

Annexure 2 to the Directors' Report

Amount in ₹

Sr. No.	Particulars of Remuneration	Mr. Vijay Lathi (Chief Financial Officer) ¹	Mr. Durgesh D. Soni (Company Secretary) ²	Ms. Riddhi N. Shah (Company Secretary) ³
	House Rent Allowance	1,22,643	-	4,451
	Special Allowance	8,58,504	-	13,960
	Contribution to the Provident Fund	-	-	1,068
	ESIC – Company's Contribution	-	-	1,299
	Bonus	-	2,449	1,062
	Total	18,93,442	1,28,151	30,742

¹ appointed w.e.f. May 22, 2015

² appointed w.e.f. July 20, 2015 and resigned w.e.f. May 6, 2016

³ resigned w.e.f. July 20, 2015

VII. Penalties / Punishment / Compounding of Offences (Under the Companies Act 1956 / 2013):

There were no penalties, punishment or compounding of offences during the financial year ended on March 31, 2016.

For and on Behalf of the Board of Directors

Place: Ahmedabad
Date: July 22, 2016

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

Annexure 3 to the Directors' Report

Form No. AOC - 2

[Pursuant to clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of Contracts / Arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under third proviso thereto.

1.Details of Contract or Arrangements of Transactions not at arm's length price: Nil

2.Details of Material Contracts or Arrangement or Transactions at Arm's Length Basis:

Name(s) of the Related Party and Nature of Relationship (a)	Nature of Contracts / Arrangements / Transactions (b)	Duration of the Contracts / Arrangements / Transactions (c)	Salient Terms of the Contracts or Arrangements or Transactions including the Value (in ₹), if any (d)	Date(s) of Approval by the Board, (e)	Amount Paid as Advances, if any (f)
Mahendra Aluminium Company Limited (Group Company)	Sales	Not Applicable	14,24,65,482	The transactions were considered, reviewed and approved by the Board in the immediately next Board Meeting subsequent to the transactions.	The Company has paid / received advances for the said transactions as & when deemed appropriate by both the parties mutually.
	Purchase		31,75,60,590		
	Rent Received		1,20,000		
	Rent Payment		3,00,000		
	Purchase of Fixed Assets				

For and on Behalf of the Board of Directors

Place: Ahmedabad
Date: July 22, 2016

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

Annexure 4 to the Directors' Report

Disclosure as per Section 197(12) of the Companies Act, 2013 & Rule 5(1) & (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule 5(1)

i. The Ratio of the Remuneration of Each Director to the Median Remuneration of the Employees of the Company for the Financial Year ended on March 31, 2016

Name	Designation	Ratio to Median Employee
Mr. Mahendra R. Shah	Executive Chairman & Whole Time Director	29.35 : 1
Mr. Jatin M. Shah	Managing Director	29.35 : 1
Mrs. Pushpa M. Shah ¹	Executive Director	6.00 : 1
Mr. Rameshkumar Babulal Shah	Non-Executive Independent Director	Being Non-Executive Directors, only sitting fees was paid and thus ratio of remuneration to the remuneration of median employee is not being given.
Mr. Dilip Kumar Daga	Non-Executive Independent Director	
Mr. Shantilal Mehta	Non-Executive Independent Director	
Ms. Mona Chhappia ²	Non-Executive Independent Director	

¹ Appointed w.e.f. November 5, 2015

² Resigned w.e.f. September 10, 2015

ii. The Percentage increase in Remuneration of Each Director, Chief Financial Officer and Company Secretary during the Financial Year ended on March 31, 2016

Name	Designation	% increase in Remuneration in the Financial Year 2015-16
Mr. Mahendra R. Shah	Executive Chairman & Whole Time Director	182.17
Mr. Jatin M. Shah	Managing Director	182.17
Mrs. Pushpa M. Shah ¹	Executive Director	Appointed during the year
Mr. Rameshkumar Babulal Shah	Non-Executive Independent Director	NA
Mr. Dilip Kumar Daga	Non-Executive Independent Director	NA
Mr. Shantilal Mehta	Non-Executive Independent Director	NA
Ms. Mona Chhappia ²	Non-Executive Independent Director	NA
Mr. Vijay Lathi ³	Chief Financial Officer	Appointed during the year
Mr. Durgesh D. Soni ⁴	Company Secretary & Compliance Officer	Appointed during the year
Ms. Riddhi N. Shah ⁵	Company Secretary & Compliance Officer	NA

¹ Appointed w.e.f. November 5, 2015

² Resigned w.e.f. September 10, 2015

³ Appointed w.e.f. May 22, 2015

⁴ Appointed w.e.f. July 20, 2015 & resigned w.e.f. May 6, 2016

⁵ Resigned w.e.f. July 20, 2015

Annexure 4 to the Directors' Report

- iii. The Percentage increase in the Median Remuneration of Employees in the Financial Year ended on March 31, 2016: Nil
- iv. The Number of Permanent Employees on the Rolls of Company as at March 31, 2016: 52 Employees
- v. Average Percentile increase already made in the Salaries of Employees other than the Managerial Personnel in the last financial year and its Comparison with the Percentile Increase in the Managerial Remuneration:
There was no increase in Average percentage of Salary of the Employees other than Managerial Personnel.
- vi. It is affirmed that the Remuneration is as per the Remuneration Policy of the Company.

Rule 5(2)

Detail of top 10 employees in terms of remuneration drawn is given below:

Sr. No.	Name of the Employee	Remuneration Per Annum (₹)
1	Mr. Rajeshkumar Rajbhar	8,40,000
2	Mr. Jagdish Joshi	7,48,800
3	Mr. Anant Sureshbhai Patel	5,16,000
4	Mr. Bharatbhai Mistry	4,08,000
5	Mr. Atul Sharma	3,60,000
6	Mr. Aakash Soni	3,30,000
7	Mr. Aslamkhan Nobatkhan Pathan	3,00,000
8	Mr. Ramesh M. Rajput	3,00,000
9	Mr. Vinay Sivabhai Prajapati	2,52,000
10a	Mr. Rahul Pratap Bhaskar	2,41,500
10b	Mr. Pankaj Patel	2,41,500

For and on Behalf of the Board of Directors

Place: Ahmedabad
Date: July 22, 2016

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

Annexure 5 to the Directors' Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2016
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ARFIN INDIA LIMITED
CIN: L65990GJ1992PLC017460

I / We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ARFIN INDIA LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me / us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my / our opinion thereon.

Based on my / our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by it, its officers, agents and authorized representatives during the conduct of secretarial audit, I / We hereby report that in my / our opinion, the Company has, during the audit period covering the financial year commencing from April 1, 2015 to March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board – processes and compliances – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I / We have examined the books, papers, minute books, forms and returns filed and record maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, if any; and
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Training) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Annexure 5 to the Directors' Report

- (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

As stated in the **Annexure – A**, all the Laws, Rules, Regulations are applicable specifically to the Company.

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

- I. Secretarial Standard 1 & 2 issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Stock Exchanges and Listing Regulations.

During the period under review, the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I / We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executives Directors, Independent Directors and Woman Director.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

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

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

I / We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable Laws, Rules, Regulations and Guidelines.

I / We further report that during the audit period, the Company has not made any:

- (I) Public / Right / Preferential issue of shares / debentures / sweat equity, etc.;
- (II) Redemption / buy-back of securities;
- (III) Merger / amalgamation / reconstruction etc.; and
- (IV) Foreign technical collaborations.

For Kamlesh M. Shah & Co.,
Practicing Company Secretary

Place: Ahmedabad
Date: July 22, 2016

Kamlesh M. Shah
(Proprietor)
ACS: 8356, COP: 2072

Annexure 5 to the Directors' Report

Annexure-A

Securities Laws

1. All Price Sensitive Information was informed to the Stock Exchanges from time to time.
2. All investor complaints directly received by the RTA & Company have been recorded on the same date of receipts and have been resolved within reasonable time.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour / Bonded labour in any of its establishments.
3. Provisions which relate to compliances of PF / ESIC / Gratuity Act are applicable to the Company.

Environmental Laws

As the Company is engaged in the manufacturing activities, the Environmental Laws are applicable to it and it has properly complied with the provisions to the extent applicable.

Taxation Laws

The Company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other concerned departments.

For Kamlesh M. Shah & Co.,
Practicing Company Secretary

Place: Ahmedabad
Date: July 22, 2016

Kamlesh M. Shah
(Proprietor)
ACS: 8356, COP: 2072

Annexure 6 to the Directors' Report

Auditors' Certificate on Corporate Governance

To
The Members,
Arfin India Limited,

We have examined the compliance of conditions of Corporate Governance by ARFIN INDIA LIMITED for the financial year ended on March 31, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges for the period commencing from April 1, 2015 to November 30, 2015 and as per relevant provisions of the SEBI (Listing of Securities and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulation for the period commencing from December 1, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause / Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that though, the applicability of adherence of provisions of regulations relating to Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being not mandated under the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Companies falling under the criteria of having Paid up Equity Share Capital not exceeding ₹ 10 Crores and Net Worth not exceeding ₹ 25 Crores as on the last date of previous financial year, the Board of Directors of the Company has still made sufficient efforts to comply with provisions of the said Regulations and to disclose the relevant information in the entire Annual Report, to the extent possible as a matter of prudence and good governance.

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

For Raman M. Jain & Co.,
Chartered Accountants
Firm Registration No.: 113290W

Place: Ahmedabad
Date: July 22, 2016

Raman M. Jain
(Partner)
Membership No.: 045790

Corporate Governance Report

1. Company's Philosophy on Code of Corporate Governance

At Arfin, we view Corporate Governance in its widest sense, almost like trusteeship, integrity, transparency, accountability and compliance with laws which are the columns of good governance & are involved in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company's philosophy on Corporate Governance is to enhance the long-term economic value of the Company and to give sustainable return to its stakeholders i.e. the society at large by adopting best corporate practices in fair and transparent manner by aligning interest of the Company with that of its shareholders / other key stakeholders. Corporate Governance is not merely compliance or simply creating checks and balances but it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. This, together with sustainable development policies followed by the Company, has enabled your Company to earn trust and goodwill of its investors, business partners, employees and the communities in which it operates.

Note

Though, the applicability of adherence of provisions of regulations relating to the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being not mandated under the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Companies falling under the criteria of having Paid up Equity Share Capital not exceeding ₹ 10 Crores and Net Worth not exceeding ₹ 25 Crores as on the last date of previous financial year, the Board of Directors of your Company has still made sufficient efforts to comply with provisions of the said regulations and to disclose the relevant information in the Corporate Governance Report and in the entire Annual Report, to the extent possible as a matter of prudence and good governance.

2. Board of Directors

a. Composition of the Board

The Board of Directors at Arfin is headed by Mr. Mahendra R. Shah, Executive Chairman & Whole Time Director of the Company. The Independent Directors on the Board are experienced, competent and highly reputed persons from their respective fields. The Independent Directors take active part at the Board and Committee Meetings, which adds vision, strategic direction and value in the decision making process of the Board of Directors. As at March 31, 2016 the composition of the Board of Directors is given below:

- Promoter, Executive Chairman, Whole Time Director (Mr. Mahendra R. Shah)
- Promoter, Executive, Managing Director (Mr. Jatin M. Shah)
- Promoter, Executive Director (Mrs. Pushpa M. Shah)
- Three Non-Executive, Independent Directors (Mr. Shantilal Mehta, Mr. Dilip Kumar Daga and Mr. Rameshkumar Babulal Shah)

Corporate Governance Report

b. Attendance of each Director at Board Meetings and last Annual General Meeting

The Board meets at least once a quarter to review the quarterly financial results and operations of your Company. In addition, the Board also meets as and when necessary to address specific issues relating to the business of your Company.

During the financial year ended on March 31, 2016, six Board meetings were held on the following dates:

1. May 22, 2015
2. June 25, 2015
3. July 20, 2015
4. September 22, 2015
5. November 5, 2015
6. February 10, 2016

Attendance of each Director at Board Meetings and at last Annual General Meeting (AGM) held on September 27, 2015 is as under:

Sr. No.	Name of Director	Sr. No. of Meeting stated above						Attendance at last AGM
		1	2	3	4	5	6	
1	Mr. Mahendra R. Shah	✓	✓	✓	✓	✓	✓	✓
2	Mr. Jatin M. Shah	✓	✓	✓	✓	✓	✓	✓
3	Mrs. Pushpa M. Shah ¹	NA	NA	NA	NA	NA	✓	✓ ³
4	Mr. Shantilal Mehta	✓	X	✓	X	✓	✓	✓
5	Mr. Dilip Kumar Daga	✓	X	✓	X	✓	✓	✓
6	Mr. Rameshkumar Babulal Shah	✓	X	✓	X	✓	✓	✓
7	Ms. Mona Chhapiya ²	✓	X	✓	NA	NA	NA	NA

¹ Appointed w.e.f. November 5, 2015

² Resigned w.e.f. September 10, 2015

³ Attended as Promoter, not as Director

Corporate Governance Report

c. The number of Directorships on the Board and Board Committees of other Companies, of which the Directors are Members / Chairman, as on March 31, 2016 is given as under

Sr. No.	Name of Director	Relationship Inter-se Directors	No. of other Directorships (Other than Arfin India Limited)	No. of Board Committees (Other than Arfin India Limited)	
				Chairman	Member
1	Mr. Mahendra R. Shah	Related to Mrs. Pushpa M. Shah & Mr. Jatin M. Shah	2	-	-
2	Mr. Jatin M. Shah	Related to Mr. Mahendra R. Shah & Mrs. Pushpa M. Shah	2	-	-
3	Mrs. Pushpa M. Shah ¹	Related to Mr. Mahendra R. Shah & Mr. Jatin M. Shah	-	-	-
4	Mr. Shantilal Mehta	-	-	-	-
5	Mr. Dilip Kumar Daga	-	1	-	1
6	Mr. Rameshkumar Babulal Shah	-	3	-	-
7	Ms. Mona Chhapiya ²	-	-	-	-

¹Appointed w.e.f. November 5, 2015

²Resigned w.e.f. September 10, 2015

d. Number and Dates of Meetings of the Board of Directors

Please refer Point (b) above.

e. Relationship Between Directors Inter-se

Please refer Point (c) above.

f. No. of Shares and Convertible Instruments held by the Non-Executive Directors

Sr. No.	Name of the Non-Executive Director	No. of Equity Shares held as on March 31, 2016	No. of Convertible Instruments held as on March 31, 2016
1	Mr. Shantilal Mehta	Nil	Not Issued by the Company
2	Mr. Dilip Kumar Daga	2,500	
3	Mr. Rameshkumar Babulal Shah	Nil	

g. Web Link of Familiarization Programs imparted to the Independent Directors

Not applicable in terms of provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Governance Report

3. Audit Committee

a. Brief Description of Terms of Reference

The terms of reference of the Audit Committee are very extensive. The Audit Committee analyses the matters falling in its terms of reference and also addresses higher issues and inspects those facts that could be of significant concerns to the Company.

The Committee acts as a bridge between the Statutory and the Internal Auditors and the Board of Directors of the Company. It is authorized to select and establish accounting policies, review reports of the Statutory and the Internal Auditors and meet with them to discuss and deliberate their suggestions, findings and other related matters. Further, it is empowered to make necessary discussion with internal auditor regarding internal control weakness and any other significant findings and follow up thereon.

Apart from having access to all the required information from the Company, the Committee can also obtain outside professional advice whenever required.

The Committee is authorized to oversee the functioning of the Whistle Blower Policy / Vigil Mechanism. The Committee is also empowered to review, inter alia, the remuneration payable to the Internal Auditors and Statutory Auditors, fees payable for other services and to recommend changes in the Auditors, if thought proper.

Further, the committee is authorized to, inter alia, monitor, review and evaluate the Auditor's independence, performance and effectiveness of the audit process, oversight of the Company's financial reporting process and the disclosure of its financial information, reviewing with the management the quarterly, half yearly and annual financial statements before submission to the Board for approval, examination of the financial statements and the Auditors' Report thereon, approval of transactions of

the Company with its related parties including consequent modifications thereof, grant omnibus approvals subject to fulfillment of certain conditions, analysis of inter-corporate loans and investments, valuation of undertakings or assets of the Company wherever it is necessary, evaluation of internal financial controls and risk management systems.

Further, it is also empowered to review the Management Discussion and Analysis of financial condition and results of operations and statement of significant related party transactions. It also looks into any other matter as referred to it by the Board of Directors from time to time.

Generally all the items stated in Section 177(4) of the Companies Act, 2013 and Point A of Part C of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are covered under the roles of the Audit Committee.

The Audit Committee has been granted powers as prescribed under provisions of the Regulation 18(2) (c) of the aforesaid Regulations and reviews all the information as prescribed in Point B of the Part C of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Composition of Audit Committee

As at March 31, 2016, the following Directors were members of the Audit Committee:

- (i) **Mr. Dilip Kumar Daga:** Chairman, Independent, Non-Executive Director
- (ii) **Mr. Rameshkumar Babulal Shah:** Independent, Non-Executive Director
- (iii) **Mr. Mahendra R. Shah:** Non Independent, Executive Director

All members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

Corporate Governance Report

Mr. Purvesh Pandit, Company Secretary & Compliance Officer acts as Secretary of the Committee.

c. Meetings & Attendance

During the financial year ended on March 31, 2016, four meetings were held on: (i) May 22, 2015, (ii) July 20, 2015, (iii) November 5, 2015 and (iv) February 10, 2016. All three members of the Audit Committee had attended all the Audit Committee Meetings.

4. Nomination & Remuneration Committee

a. Brief Description of Terms of Reference includes:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. devising a policy on Diversity of Board of Directors;
4. identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
5. to recommend to the Board, whether to extend or continue the terms of appointment of the Independent Director, on the basis of the report of performance evaluation; and
6. deciding quantum of Commission / Sitting Fee or other amounts of Non-Executive Directors of the Company.

b. Composition of the Committee

As at March 31, 2016, the following Directors were

members of the Nomination and Remuneration Committee:

- (i) **Mr. Rameshkumar Babulal Shah:** Chairman, Independent, Non-Executive Director
- (ii) **Mr. Dilip Kumar Daga:** Independent, Non-Executive Director
- (iii) **Mr. Shantilal Mehta:** Independent, Non-Executive Director

Mr. Purvesh Pandit, Company Secretary & Compliance Officer of the Company acts as Secretary of the Committee.

c. Meetings & Attendance

During the financial year ended on March 31, 2016, one committee meeting was held on April 13, 2015. All three committee members attended the meeting. Further, other resolutions have been passed by way of circular resolution as and when required.

d. Performance Evaluation Criteria of Independent Directors

The performance evaluation criteria of the Independent Directors are determined by the Nomination and Remuneration Committee. An Indicative list of the factors that may be evaluated includes participation and contribution by the Director, commitment, effective deployment of knowledge, expertise of their field, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgment.

5. Remuneration of Directors

a. Pecuniary Relationship or Transactions of the Non-Executive Directors vis-à-vis Company

Apart from receiving sitting fees for attending Board and Committee meetings, no transaction for payment of any sum has been made with Non-Executive Directors vis-a-vis your Company.

Corporate Governance Report

b. Criteria of making payments to the Non-Executive Directors

As decided by the Board at its meeting held on May 22, 2015 the Non-Executive Directors of the Company have been paid sitting fees of

₹ 10,000/- for attending each of the Board meetings and ₹ 5,000/- for attending each of the Committee meetings held thereafter, during the financial year under report.

c. Disclosure of Remuneration

The amount of remuneration paid to the Directors of the Company during the financial year ended on March 31, 2016 is as follows:

Amount in ₹

Particulars of Remuneration	Mr. Mahendra R. Shah	Mr. Jatin M. Shah	Mrs. Pushpa M. Shah ¹
	Whole Time Director	Managing Director	Executive Director
Basic Salary	31,73,424	31,73,424	4,88,915
Ad Hoc Allowance	3,80,772	3,80,772	58,665
Medical Reimbursement	24,996	24,996	10,415
Contribution of Employer to the Provident Fund	3,80,808	3,80,808	68,670
Performance Bonus	15,00,000	15,00,000	5,00,000
Total	54,60,000	54,60,000	11,16,665

¹ Appointed w.e.f. November 5, 2015

Amount in ₹

Non-Executive Directors	Mr. Rameshkumar Babulal Shah	Mr. Dilip Kumar Daga	Mr. Shantilal Mehta	Ms. Mona Chhopia ¹	Total
Sitting fees Paid	60,000	60,000	40,000	20,000	1,80,000

¹ Resigned w.e.f. September 10, 2015

6. Stakeholder Relationship Committee or Shareholders' / Investors' Grievance Committee

a. Composition

As at July 22, 2016, the followings were members of the Stakeholder Relationship Committee / Shareholders' / Investors' Grievance Committee:

- (i) **Mr. Shantilal Mehta:** Chairman, Independent, Non-Executive Director
- (ii) **Mr. Mahendra R. Shah:** Non Independent, Executive Director
- (iii) **Mr. Purvesh Pandit:** Company Secretary & Compliance Officer*

*Consequent upon change in Company Secretary, reconstitution of the Stakeholder Relationship Committee took place at the Board Meeting dated May 21, 2016 where Mr. Purvesh Pandit, Company Secretary has been appointed as Member in place of erstwhile Company Secretary Mr. Durgesh D. Soni.

Corporate Governance Report

b. Status of Complaints

As at March 31, 2016, the Company had two pending Investors' Complaints for which action taken reports / replies had already been sent by the Company. Further, out of the aforesaid two complaints, one complaint was resolved on April 4, 2016.

7. General Body Meetings

a. Dates, time and places of last three Annual General Meetings (AGMs) held are given below:

AGM	Place	Date	Time	No. of Special Resolution(s) set out at AGM
2014-15 23 rd AGM	Gujarat Chamber of Commerce Hall, Opp. H. K. College, Ashram Road, Ahmedabad – 380009, Gujarat, India.	Sunday, September 27, 2015	11:00 am	9
2013-14 22 nd AGM	B-302, 3 rd Floor, Pelican House, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad – 380009, Gujarat, India.	Tuesday, July 22, 2014	3:30 pm	-
2012-13 21 st AGM	B-302, 3 rd Floor, Pelican House, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad – 380009, Gujarat, India.	Monday, September 30, 2013	5:30 pm	-

b. Details of Special Resolutions passed last year through Postal Ballot

Last year, none of the resolutions had been passed through postal ballot.

c. **Person who conducted Postal Ballot Exercise:** Not Applicable

d. Special Resolution proposed to be conducted through Postal Ballot

None of the resolutions has been proposed by passing through postal ballot at the ensuing Annual General Meeting.

e. **Procedure for postal ballot:** Not Applicable

8. Means of Communication

The Annual, Half Yearly and Quarterly results are submitted to the Stock Exchange(s) in accordance with the provisions of the Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same are normally published in "The Economic Times" all India publications. Management Discussion and Analysis Report forms part of the Annual Report of the Company.

All vital information relating to the Company viz. Report on Corporate Governance, Financial Results, Shareholding Pattern, Stock Exchange Submissions etc. are simultaneously posted on Company's website viz. www.arfin.co.in. Further, Financial Results, Shareholding Pattern, Quarterly Corporate Governance Report etc. are also uploaded on websites of the Stock Exchange(s) where the equity shares of the Company are listed.

Corporate Governance Report

Official news releases, as & when required are displayed at the website of the Company at www.arfin.co.in. Quarterly Presentations in the form of Investor Updates are being uploaded on the website of the Company.

9. General Shareholders Information

a. Annual General Meeting

Date	: Saturday, September 10, 2016
Time	: 12:00 Noon
Venue	: Regency Ballroom, Hyatt Regency 17A, Ashram Road, Usmanpura, Ahmedabad - 380014, Gujarat, India.
Book Closure Date	: Monday, September 5, 2016

b. Financial Year / Calendar

(a)	First Quarter Results	Within 45 days from the closure of Quarter ended on June 30, 2016
(b)	Second Quarter Results	Within 45 days from the closure of Quarter ending on September 30, 2016
(c)	Third Quarter Results	Within 45 days from the closure of Quarter ending on December 31, 2016
(d)	Results for the Financial Year ending on March 31, 2017	Within 60 days from the closure of Quarter / Financial Year ending on March 31, 2017

c. Dividend Payment Date

The Final Dividend, if declared for the financial year 2015-16, in the ensuing Annual General Meeting shall be paid on or after Friday, September 16, 2016.

d. Listing on Stock Exchanges

Sr. No.	Name of Stock Exchange	Address	Script Code
1	Bombay Stock Exchange*	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.	539151
2	Ahmedabad Stock Exchange	A-2, Kamdhenu Complex, Opposite Sahajanand College, 120 Feet Ring Rd, Panjara Pol, Ambawadi, Ahmedabad – 380015, Gujarat, India.	05027
3	Calcutta Stock Exchange	7, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata – 700001, West Bengal, India.	10011140

ISIN: INE784R01015

*During the financial year under report, after payment of initial as well as annual listing fees, 30,18,300 Equity Shares of the Company got listed on the Bombay Stock Exchange w.e.f. May 28, 2015 under the Direct Listing Route.

The listing fee has been duly and timely paid to all the Stock Exchanges for the financial year under report.

Corporate Governance Report

e. Stock (Scrip) Code

Please refer point 9 (d) above.

f. Market Price Data

Month(s)	B S E		
	High (₹)	Low (₹)	Volume (No. of Shares)
2015			
April*	-	-	-
May	26.23	24.99	140
June	63.50	27.50	1,910
July	99.45	64.75	10,289
August	150.10	101.40	15,293
September	162.30	122.90	13,208
October	153.30	128.00	9,161
November	179.00	137.90	7,251
December	149.00	130.00	13,659
2016			
January	139.70	122.10	12,180
February	126.90	108.30	3,296
March	115.00	102.10	15,655

*Equity Shares of the Company are listed on BSE from May 2015 onwards
(Source: Bombay Stock Exchange Portal)

g. Performance in Comparison to Broad - Based Indices

Month(s)	Months Closing Price of BSE Sensex Index (Amount in ₹)	% Increase / (Decrease) in compare to previous month	Month Closing Prices of Company's Equity Shares on BSE (Amount in ₹)	% increase / (Decrease) in compare to previous month
2015				
April*	27,011.31	(3.38)	-	-
May	27,828.44	3.03	26.23	-
June	27,780.83	(0.17)	63.50	142.09
July	28,114.56	1.20	99.45	56.61
August	26,283.09	(6.51)	150.10	50.93
September	26,154.83	(0.49)	138.30	(7.86)
October	26,656.83	1.92	144.00	4.12
November	26,145.67	(1.92)	154.00	6.94
December	26,117.54	(0.11)	135.00	(12.34)
2016				
January	24,870.69	(4.77)	122.80	(9.04)
February	23,002.00	(7.51)	108.30	(11.81)
March	25,341.86	10.17	102.10	(5.72)

(Source: Bombay Stock Exchange Portal)

Corporate Governance Report

h. Suspension of Securities

During the financial year under report and during any of the previous financial years, the securities of the Company were never suspended from trading on any of the Stock Exchanges.

i. Registrar & Share Transfer Agent

M/s. Link Intime India Private Limited
Unit No. 303, Shoppers Plaza - V,
Opp. Municipal Market, Off C. G. Road,
Navrangpura, Ahmedabad – 380009,
Gujarat, India.
Tel.: +91 79 26465179,
Fax: +91 79 26465179,
Email: ahmedabad@linkintime.co.in,
Website: www.linkintime.co.in

j. Share Transfer System

Share transfer work of physical segment is attended by the Company's Registrar & Share Transfer Agent within the prescribed period under law.

k. Distribution of Shareholding as at March 31, 2016

No. of Equity Share Held	No. of Shareholders	% of Shareholders	No. of Equity Shares Held	% of Shareholding
Upto 500	586	82.54	70,647	2.34
501 To 1,000	44	6.20	36,320	1.20
1,001 To 2,000	25	3.52	35,972	1.19
2,001 To 3,000	13	1.83	32,517	1.08
3,001 To 4,000	2	0.28	7,100	0.24
4,001 To 5,000	6	0.85	28,800	0.95
5,001 To 10,000	13	1.83	98,400	3.26
10,001 And Above	21	2.96	27,08,544	89.74
Total	710	100.00	30,18,300	100.00

Corporate Governance Report

Category of Shareholders as at March 31, 2016

Category	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Share Holding
A. Promoter & Promoter Group	8	1.13	21,80,600	72.25
B. Public Shareholding				-
(a) Bodies Corporate	8	1.13	3,750	0.12
(b) Resident Individuals	641	90.28	7,51,012	24.88
(c) HUF	18	2.54	17,486	0.58
(d) NRI (Individuals)	31	4.37	62,700	2.08
(e) Clearing Members	4	0.56	2,752	0.09
Total	710	100.00	30,18,300	100.00

I. Break up of Shares in physical & demat form as at March 31, 2016

Particulars	No. of Shares	% of Shares
Physical Segment	1,94,800	6.45
Demat Segment		
• CDSL	25,64,039	84.95
• NSDL	2,59,461	8.60
Total	30,18,300	100.00

The Company's equity shares have been allotted ISIN INE784R01015 both by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

m. The Company has not issued any GDRs / ADRs / Warrants or any Convertible Instruments.

n. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Commodities form a part of the raw materials required for Company's Products portfolio and hence Commodity price risk is one of the important market risks for the Company. Your Company has a strong framework and governance mechanism in place to ensure that the organization is adequately protected from the market volatility in terms of price and availability. A robust planning and strategy ensures the Company's interests are protected despite volatility in commodity prices.

Your Company has managed the foreign exchange risk with appropriate activities in accordance with the policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with the no material residual risk.

o. Plant Location

118/1, Ravi Industrial Estate,
Behind Hotel Prestige,
Billeshwarpura, Chhatral – 382729,
Taluka - Kalol, Dist. Gandhinagar,
Gujarat, India.

Corporate Governance Report

p. Address of Correspondence

Company	Registrar & Share Transfer Agent
Mr. Purvesh Pandit Company Secretary & Compliance Officer Arfin India Limited B-302, 3 rd Floor, Pelican House, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad –380009, Gujarat, India. Tel.: +91 79 26583791, 92, Fax: +91 79 26583792, Email: investors@arfin.co.in , Website: www.arfin.co.in	M/s. Link Intime India Private Limited Unit No. 303, Shoppers Plaza - V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India. Tel.: +91 79 26465179, Fax: +91 79 26465179, Email: ahmedabad@linkintime.co.in , Website: www.linkintime.co.in

10. Others Disclosures

- The Company doesn't have any material significant related party transactions that may have potential conflict with the interests of the Company at large.
- No penalties or strictures have been imposed on the Company by the Stock Exchange(s) or the SEBI or any other statutory authority on any matter related to the capital markets during the last three financial years.
- Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly established a Vigil Mechanism / Whistle Blower Policy for Directors and Employees at the Board Meeting held on May 22, 2015. Mr. Mahendra R. Shah, Whole Time Director and Mr. Jatin M. Shah, Managing Director of the Company do hereby affirm that no personnel are being denied access to the Audit Committee to report genuine concerns in this regard.
- Though, the applicability of adherence of provisions of regulations relating to Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being not mandated under the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Companies falling under the criteria of having Paid up Equity Share Capital not exceeding ₹ 10 Crores and Net Worth not exceeding ₹ 25 Crores as on the last date of previous financial year, the Board of Directors of your Company has still made sufficient efforts to comply with the provisions related to Corporate Governance and to disclose the relevant information in the Directors' Report, Corporate Governance Report and in the entire Annual Report, to the extent possible as a matter of prudence and good governance.

Further, the Company has complied with the non-mandatory requirements relating to having regime of financial statements with audit report with unmodified opinion, appointment of separate persons to the post of Chairman and Managing Director and reporting by Internal Auditor directly to the Audit Committee.
- The Company doesn't have any subsidiaries and thus it has not adopted any policy for determination of material subsidiaries.
- Web link of the Policy on dealing with related party transactions is as follows:
<http://arfin.co.in/pdf/policies/related-party-transactions-policy.pdf>

Corporate Governance Report

g. For information on Commodity Price Risks and Commodity Hedging Activities, please refer Point 9 (n) above.

11. Non Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) above, with reasons thereof

The Company has complied with all the provisions of Corporate Governance related to the matters enumerated in the point 2 to 10 above to the extent applicable.

12. Compliance with Discretionary Requirements under Listing Regulations

Please refer Point 10(d) above.

13. Disclosures of Requirements of Corporate Governance specified in Regulation 17 to 27 and clause (b) to (i) of Sub-regulation (2) of Regulation 46

Sr. No.	Particulars	Regulation	Compliance Status	Compliance Observed For
1	Board of Directors	17	Yes	<ul style="list-style-type: none"> → Board Composition → Meeting of Board of Directors → Review of compliance reports → Plans for orderly succession for appointments → Code of Conduct → Fees / compensation → Minimum information to be placed before the Board → Compliance Certificate → Risk Assessment & Management → Performance Evaluation of Independent Directors
2	Audit Committee	18	Yes	<ul style="list-style-type: none"> → Composition → Meeting of Audit Committee → Powers of Audit Committee → Roles of Audit Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> → Composition → Roles of the Committee
4	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> → Composition → Roles of the Committee
5	Risk Management Committee	21	Not Applicable	<ul style="list-style-type: none"> → Not Applicable

Corporate Governance Report

Sr. No.	Particulars	Regulation	Compliance Status	Compliance Observed For
6	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> → Formulation of Vigil Mechanism for Directors and employees → Direct access to the Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> → Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions → Omnibus approval of Audit Committee
8	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	The Company doesn't have any subsidiary.
9	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> → Maximum Directorship and Tenure → Meeting of Independent Directors
10	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> → Memberships / Chairmanships in the Committees → Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel → Disclosure of shareholding by Non-Executive Directors → Disclosures by Senior Management about potential conflicts of interest
11	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> → Compliance with discretionary requirements → Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> → Terms and conditions of appointment of Independent Directors → Composition of various Committees of Board of Directors → Code of Business Conduct and Ethics for Directors and Managerial Personnel → Details of establishment of Vigil Mechanism / Whistle Blower Policy → Criteria of making payment to the Non-Executive Directors → Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions

Corporate Governance Report

14. Declaration by the Managing Director affirming compliance of Code of Conduct

The Board of Directors has adopted a Code of Conduct & Policy for the Directors and Senior Management Personnel of the Company. This Code is a comprehensive code applicable to all the Executives as well as Non-Executive Directors and members of the Senior Management. A copy of the Code has been uploaded on the Company's website at web link: <http://www.arfin.co.in/code-conduct.html>.

The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration signed by the Managing Director in this regard is given below:

“I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmations that they have complied with the code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect to the financial year ended on March 31, 2016.”

Yours' Sincerely
For **Arfin India Limited**

Jatin M. Shah
(Managing Director)
(DIN: 00182683)

Place: Ahmedabad
Date: July 22, 2016

15. Compliance Certificate on Corporate Governance

A certificate from Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance has been attached as an Annexure to the Directors' Report.

16. Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

- (a) Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year: Nil
- (b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: Nil
- (d) Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year: Nil
- (e) There remains no shares in the demat suspense account or unclaimed suspense account as on March 31, 2016.



Corporate Governance Report

17. Reconciliation of Share Capital Audit

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total Issued and Paid-Up Share Capital of the Company. This audit is carried out every quarter. The audit, inter alia, confirms that the Listed and Paid-Up Share Capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

For and on Behalf of the Board of Directors

Place: Ahmedabad
Date: July 22, 2016

Mahendra R. Shah
(Chairman)
(DIN: 00182746)

MD & CFO CERTIFICATION

To,
The Board of Directors,
Arfin India Limited

We, Mr. Jatin M. Shah, Managing Director and Mr. Vijay Lathi, Chief Financial Officer of the Company, do hereby certify that on the basis of the review of the financial statements and the cash flow statement of Arfin India Limited for the financial year ended on March 31, 2016 and that to the best of our knowledge and belief, we state that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading; and
(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the financial year;
 - (ii) significant changes, if any, in accounting policies made during the financial year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,

Jatin M. Shah
Managing Director
(DIN: 00182683)

Place: Ahmedabad
Date: July 22, 2016

Vijay Lathi
Chief Financial Officer

5 Year Financial Summary

5 YEAR FINANCIAL SUMMARY - BALANCE SHEET

₹ in Lacs

PARTICULARS	31-Mar-12	31-Mar-13	31-Mar-14	31-Mar-15	31-Mar-16
EQUITY AND LIABILITIES					
SHAREHOLDERS FUNDS					
Share Capital	186.77	186.77	290.21	301.83	301.83
Reserves and Surplus	112.99	421.84	988.53	1,468.88	2,075.37
	299.77	608.61	1,278.74	1,770.71	2,377.20
NON-CURRENT LIABILITIES					
Long Term Borrowings	472.61	811.05	969.78	247.10	1,094.90
Deferred Tax Liabilities (Net)	21.65	49.27	76.22	97.40	117.08
	494.25	860.32	1,046.00	344.50	1,211.98
CURRENT LIABILITIES					
Short Term Borrowings	103.48	1,737.35	2,349.75	3,111.18	3,218.11
Trade Payables	589.32	2,101.11	2,676.64	3,566.69	4,635.89
Other Current Liabilities	42.85	81.98	78.41	29.02	103.81
Short Term Provisions	1.87	60.94	49.97	156.03	366.07
	737.52	3,981.38	5,154.77	6,862.91	8,323.88
TOTAL	1,531.54	5,450.31	7,479.50	8,978.12	11,913.06
ASSETS					
NON-CURRENT ASSETS					
Fixed Assets					
Tangible Assets (Net Block)	394.56	821.80	925.61	1,212.36	1,410.72
Capital Work-In-Progress	0.00	13.45	0.00	208.42	429.82
Non Current Investments	172.11	0.00	0.00	0.00	0.00
Long Term Loans and Advances	17.93	20.22	23.17	19.51	19.25
	584.59	855.46	948.78	1,440.29	1,859.79
CURRENT ASSETS					
Inventories	543.60	1,269.87	2,705.65	4,408.18	6,189.48
Trade Receivables	227.04	2,774.54	3,512.62	2,318.14	3,289.81
Cash and Cash Equivalents	42.40	399.42	233.42	385.59	396.35
Short Term Loans and Advances	133.91	151.01	79.03	425.92	177.63
	946.95	4,594.85	6,530.72	7,537.83	10,053.27
TOTAL	1,531.54	5,450.31	7,479.50	8,978.12	11,913.06

5 Year Financial Summary

5 YEAR FINANCIAL SUMMARY - STATEMENT OF PROFIT AND LOSS

₹ in Lacs

PARTICULARS	Mar-12	Mar-13	Mar-14	Mar-15	Mar-16
Domestic Sales	1,692.42	18,333.59	21,143.55	24,607.07	27,184.65
Export Sales	0.00	272.90	175.88	3,421.61	3,504.27
Revenue From Operations	1,692.42	18,606.49	21,319.43	28,028.69	30,688.92
Less: Excise Duty	145.02	1,719.81	2,282.00	3,033.74	3,401.36
Revenue From Operations (Net)	1,547.40	16,886.68	19,037.43	24,994.94	27,287.56
Other Operating Income	66.87	4.42	0.00	0.00	0.00
Income From Operations	1,614.27	16,891.10	19,037.43	24,994.94	27,287.56
Cost of Goods Sold	1,456.59	15,421.69	16,960.68	21,814.45	23,722.74
Gross Margin	157.68	1,469.41	2,076.76	3,180.49	3,564.82
Other Income	4.06	66.00	18.43	99.13	34.15
Total Income	161.74	1,535.41	2,095.19	3,279.62	3,598.97
EXPENSES					
Manufacturing Expenses	102.27	692.51	1,078.07	1,359.23	1,289.09
Selling & Distribution Expense	0.04	113.95	223.80	408.94	420.62
Employee Benefit Expense	19.05	77.74	105.84	162.72	270.75
Administrative Expenses	6.26	73.01	58.69	83.24	121.90
Total Operating Expenses	127.61	957.20	1,466.40	2,014.13	2,102.36
PBDIT	34.12	578.22	628.79	1,265.49	1,496.61
Finance Cost	13.25	113.45	185.16	484.74	407.76
PBDT	20.87	464.76	443.62	780.76	1,088.85
Depreciation	2.56	23.29	42.17	75.44	88.19
PBT	18.31	441.47	401.45	705.31	1,000.66
Current Tax	3.47	105.00	110.00	217.00	320.00
Deferred Tax	3.11	27.62	26.95	21.18	19.68
PAT	11.73	308.84	264.51	467.13	660.98

5 Year Financial Summary

RATIOS

FINANCIAL PERFORMANCE	Mar-12	Mar-13	Mar-14	Mar-15	Mar-16
Cost of Goods Sold / Net Sales	90.23%	91.30%	89.09%	87.28%	86.94%
Manpower Costs / Net Sales	1.18%	0.46%	0.56%	0.65%	0.99%
Manufacturing Expenses / Net Sales	6.34%	4.10%	5.66%	5.44%	4.72%
Finance Cost / Net Sales	0.82%	0.67%	0.97%	1.94%	1.49%
PBDIT / Interest (Debt Service Coverage Ratio)	2.58	5.10	3.40	2.61	3.67

PROFITABILITY	Mar-12	Mar-13	Mar-14	Mar-15	Mar-16
PBDIT / Net Sales	2.11%	3.42%	3.30%	5.06%	5.48%
PBDT / Net Sales	1.29%	2.75%	2.33%	3.12%	3.99%
Net Profit / Net Sales	0.73%	1.83%	1.39%	1.87%	2.42%
RONW (PAT / Average Net Worth)	3.99%	68.00%	28.03%	30.64%	31.87%
ROCE (PBDIT / Average Capital Employed)	5.24%	27.88%	15.90%	25.77%	25.10%

BALANCE SHEET	Mar-12	Mar-13	Mar-14	Mar-15	Mar-16
Debt-Equity Ratio	2.05	4.31	2.66	1.91	1.85
Debtors Turnover (Days)	49	54	58	29	38
Inventory Turnover (Days)	123	27	52	64	83
Current Ratio	1.28	1.15	1.27	1.10	1.21
Quick Ratio	0.55	0.84	0.74	0.46	0.46
Asset Turnover (Total Income / Total Assets)	1.07	3.14	2.57	2.83	2.32

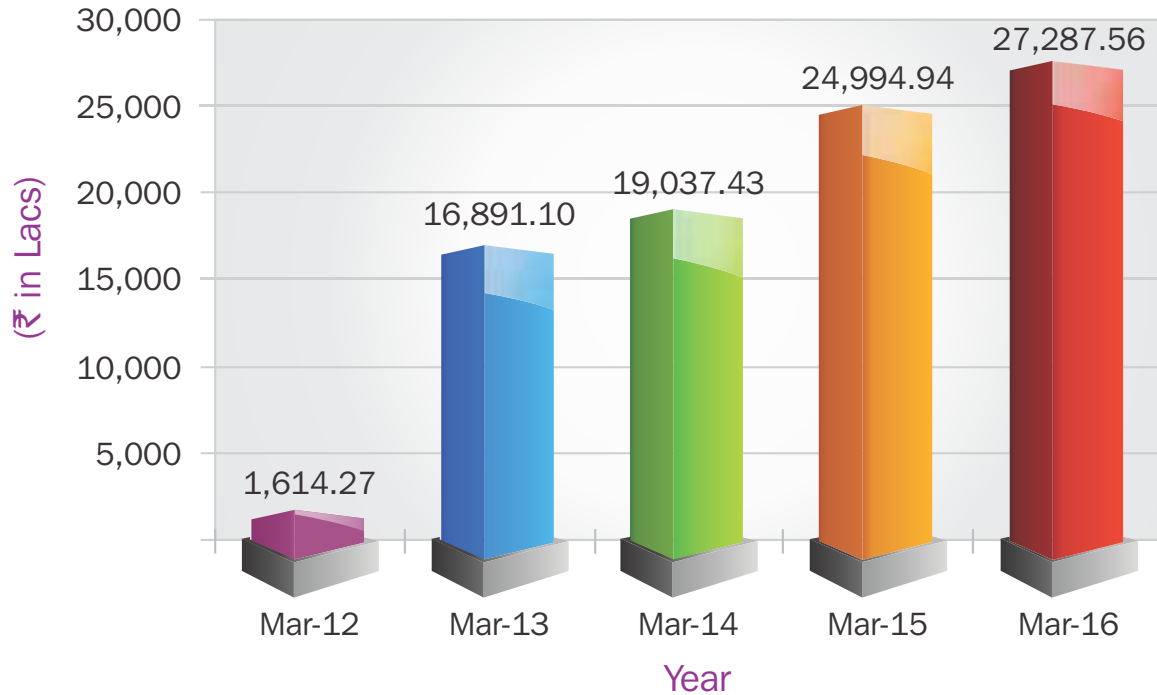
PER SHARE DATA	Mar-12	Mar-13	Mar-14	Mar-15	Mar-16
Basic Earnings Per Share (₹)	0.39	10.23	9.24	15.87	21.90
Basic Cash Earnings Per Share (₹)	0.47	11.00	10.71	18.44	24.82
Book Value Per Share (₹)	9.93	20.16	44.66	58.67	78.76

₹ in Lacs

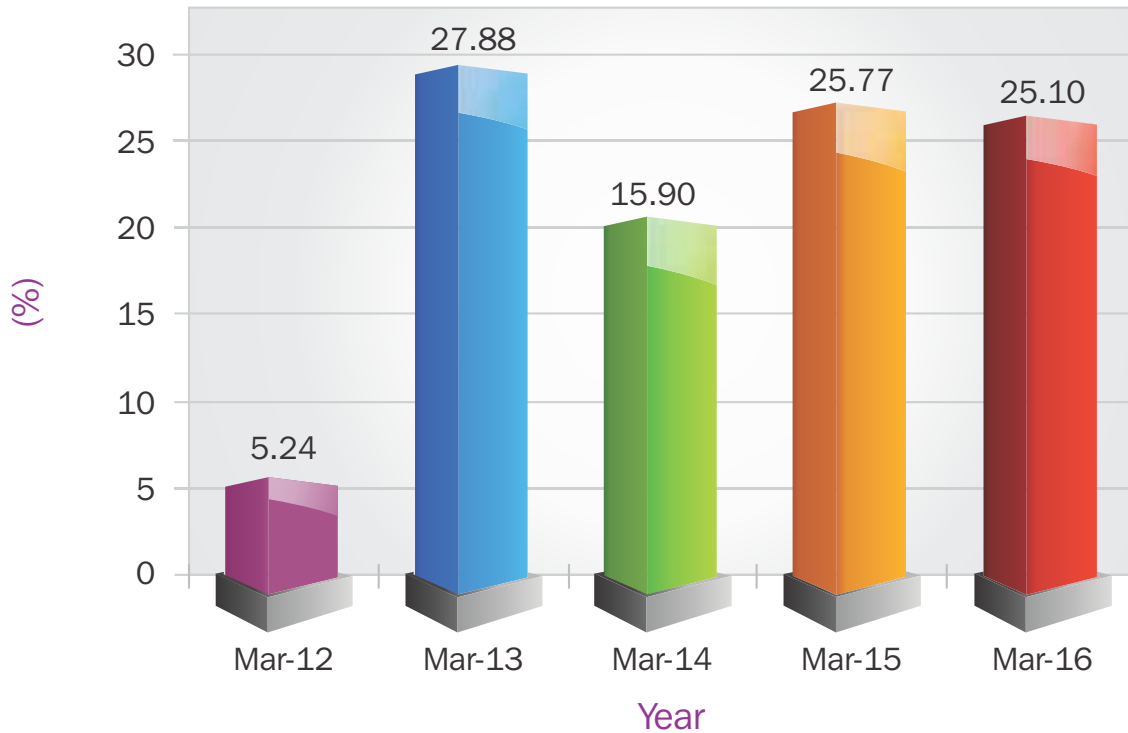
KEY FINANCIAL PARAMETERS	Mar-12	Mar-13	Mar-14	Mar-15	Mar-16
Net Sales	1,614.27	16,891.10	19,037.43	24,994.94	27,287.56
Profit Before Depreciation, Interest and Tax	34.12	578.22	628.79	1,265.49	1,496.61
Profit Before Tax	18.31	441.47	401.45	705.31	1,000.66
Profit After Tax	11.73	308.84	264.51	467.13	660.98
Cash Profit	14.29	332.14	306.68	542.57	749.16

5 Year Financial Summary

GROWTH IN NET SALES (₹ in Lacs)

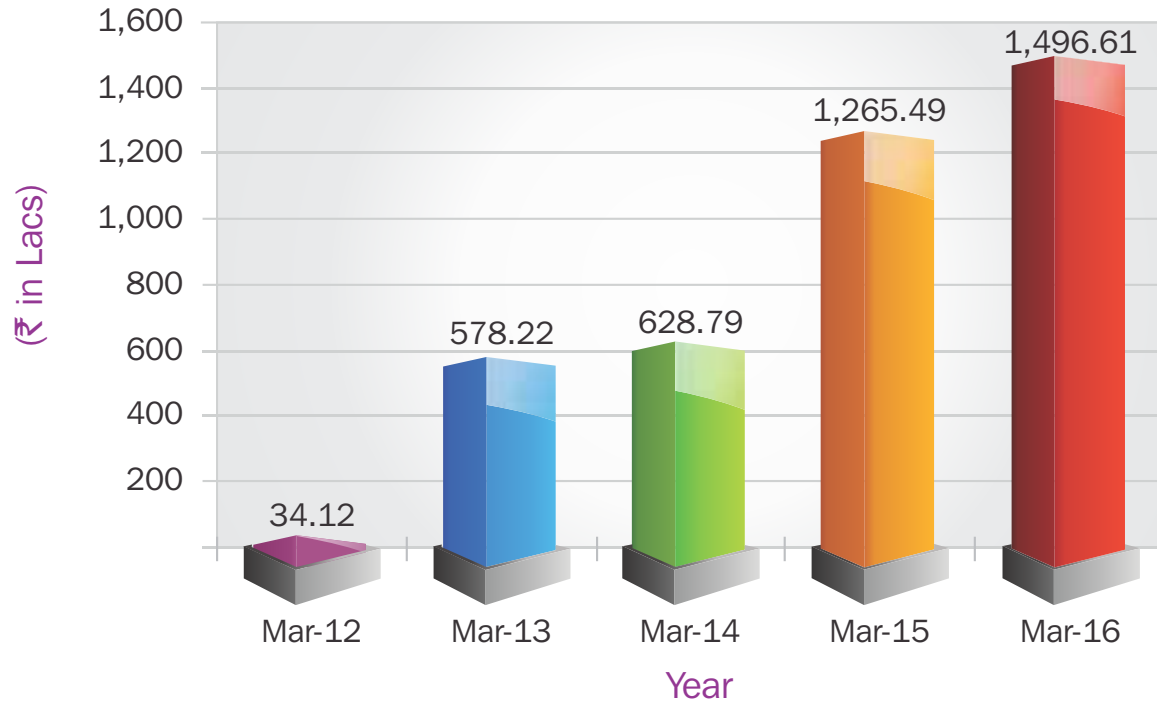


ROCE (%)

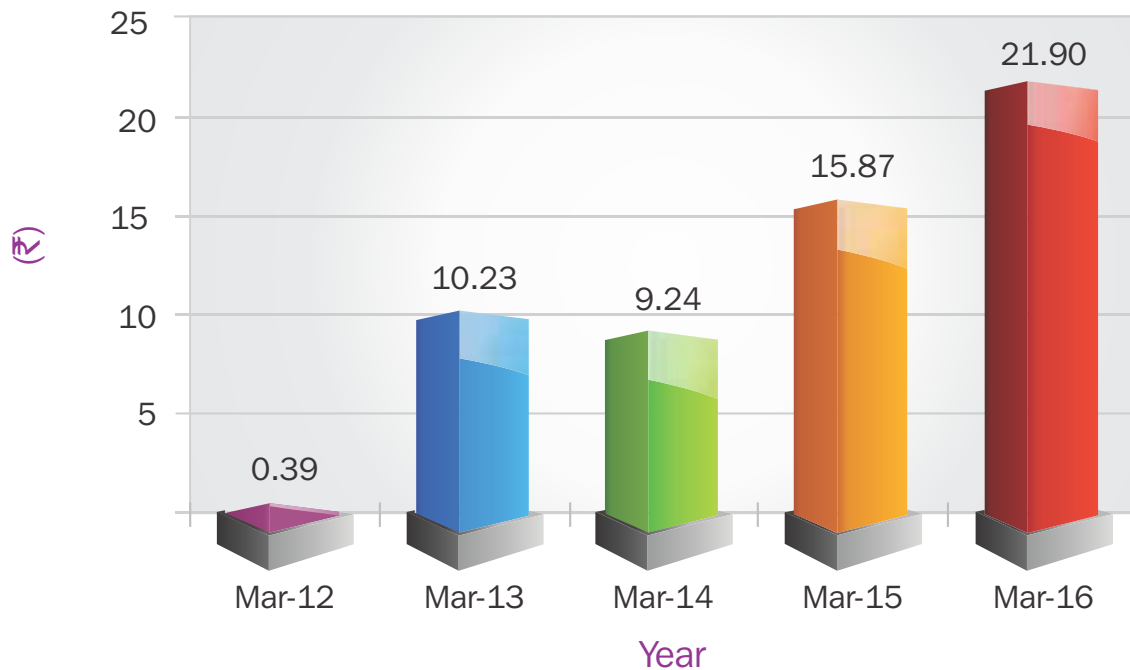


5 Year Financial Summary

GROWTH IN PBDIT (₹ in Lacs)

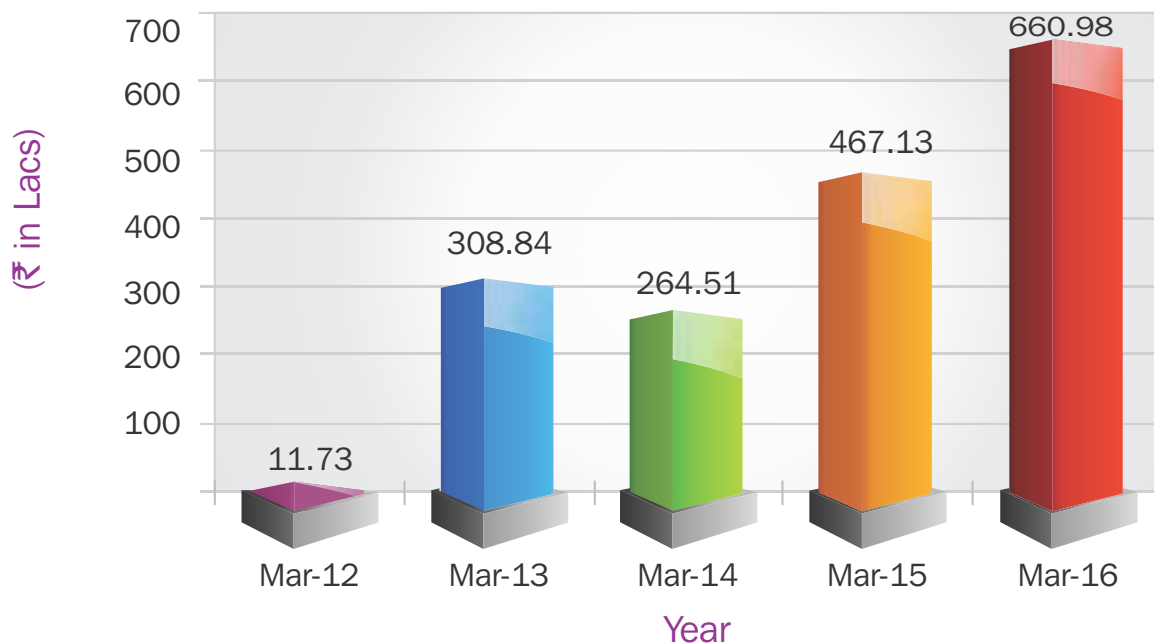


EARNINGS PER SHARE (₹)

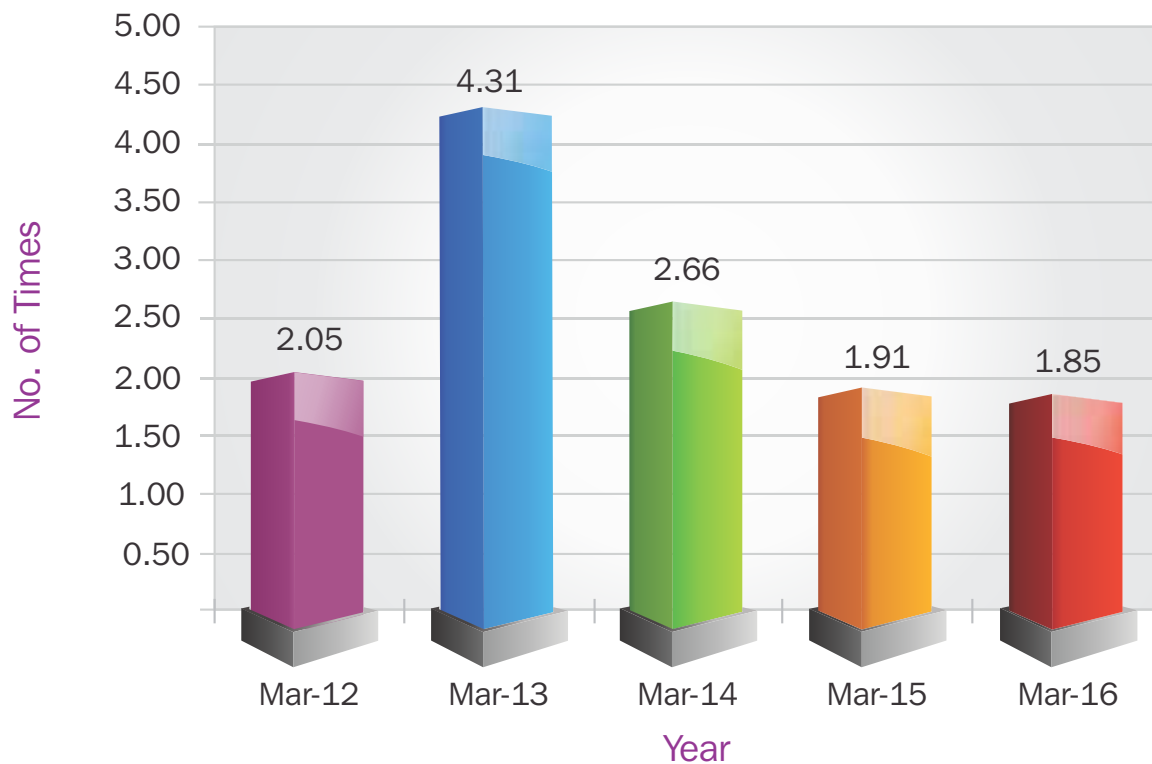


5 Year Financial Summary

GROWTH IN PROFIT AFTER TAX (₹ in Lacs)



DEBT-EQUITY RATIO (X)



AUDITORS' REPORT

To,
**The Members of
Arfin India Limited**

Reports on Financial Statements

1. We have audited the accompanying Financial Statements of Arfin India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Board of Directors of the Company is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounting) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable & prudent and design, implementation & maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and

completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these Financial Statements based on our audit.
4. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidences about the amounts and disclosures in the Financial Statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the Auditor considers Internal Financial Controls relevant to the Company's preparation of the Financial Statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate Internal Financial Control Systems over financial reporting and the

AUDITORS' REPORT

operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Financial Statements.

7. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the 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:
 - a) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
 - b) In the case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
 - c) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation

given to us, we give in the Annexure – B, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

10. As required by Section 143(3) of the Act, we further report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of accounts as required by the law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - d) in our opinion, the aforesaid Financial Statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of written representations received from the Directors as on March 31, 2016, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016, from being appointed as a Director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure - A**;
 - g) In our opinion and to the best of our information and according to the explanations given to us, we



AUDITORS' REPORT

report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014;

- (i) The Company does not have any pending litigations which would impact its financial position;
- (ii) In our opinion and as per the information and explanations provided to us, the Company has not entered into any long term contracts

including derivative contracts, requiring provisions, under the applicable law or Accounting Standards, for material foreseeable losses, and

- (iii) There has not been any occasion during the year under report to transfer any sums to the Investor Education and Protection Fund and thus the question of delay in transferring such sums does not arise.

For Raman M. Jain & Co.,
Chartered Accountants
Firm Registration No.: 113290W

Raman M. Jain
(Partner)
Membership No.: 045790

Place: Ahmedabad
Date: May 21, 2016

AUDITORS' REPORT

Annexure A to the Independent Auditors' Report

Referred to in Paragraph 10(f) of the Independent Auditor's Report of even date to the members of **Arfin India Limited** on the Financial Statements for the year ended on **March 31, 2016**.

Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Act.

1. We have audited the Internal Financial Controls over financial reporting of **Arfin India Limited** ("the Company") as on March 31, 2016 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over financial reporting and the Standards on Auditing, deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over financial reporting was established and maintained and if such controls operated effectively in all the material respects.
4. Our audit involves performing procedure to obtain audit evidences about the adequacy of the Internal Financial Control Systems over financial reporting and their operating effectiveness. Our audit of Internal Financial Control Systems over financial reporting includes 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 judgment, including the assessment of the risks of material misstatement, if any, of the Financial Statements, whether due to fraud or error.
5. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Control Systems over financial reporting.

AUDITORS' REPORT

Meaning of Internal Financial Control Systems over Financial Reporting

6. A Company's Internal Financial Control Systems 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 Systems over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and depositions of the assets of the Company; (ii) provide reasonable assurance that the transactions are recorded as necessary to permit preparations of financial statements in accordance with the Generally Accepted Accounting Principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Control Systems over Financial Reporting

7. Because of the inherent limitations of Internal Financial Control Systems 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 to be detected. Also, projections of any evaluation of the Internal Financial Control Systems over financial reporting to future periods are subject to the risk that the Internal Financial Control Systems 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

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

For Raman M. Jain & Co.,
Chartered Accountants
Firm Registration No.: 113290W

Place: Ahmedabad
Date: May 21, 2016

Raman M. Jain
(Partner)
Membership No.: 045790

AUDITORS' REPORT

Annexure B to the Independent Auditor's Report

Referred to in Paragraph 9 of the Independent Auditor's Report of even date to the members of **Arfin India Limited** on the Financial Statements for the year ended on **March 31, 2016**.

- (1) In respect of Fixed Assets
 - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year according to a phased program designed by the Company to cover all the items, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, fixed assets have been physically verified by the management during the year and according to the information and explanations given to us, no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties other than self constructed immovable properties, as disclosed in fixed assets to the Financial Statements, are held in the name of Company.
- (2) In our opinion and according to the information and explanations given to us, physical verification of inventories has been conducted at reasonable intervals by the management during the year and discrepancies noticed on verification between the physical stocks and book records were not material having regard to the size of the Company.
- (3) In respect of loans, secured or unsecured, granted by the Company to Companies, Firms, LLP or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013, according to the information and explanation given to us:

The Company has not granted any secured or unsecured loans to Companies, Firms, LLP or other parties covered in the register maintained

under Section 189 of the Companies Act, 2013. Therefore, the provisions of Clause III of Paragraph 3 of the aforesaid Order, in our opinion, are not applicable to the Company.

- (4) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or given any guarantee or provided any security or made any investment to any parties covered under Section 185 of the Act. The Company has not advanced any loans or given guarantees or provided any security or made investments pursuant to the provisions of Section 186 of the Act.
- (5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and Rules framed there under, with regard to the deposits accepted from the public are not applicable to the Company.
- (6) We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules prescribed by the Central Government for the maintenance of cost records under Sub-section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company, and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination for the same with a view to determine whether they are accurate or complete.
- (7) In respect of Statutory Dues:
 - (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other statutory dues, if any. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty etc. were

AUDITORS' REPORT

- outstanding as at March 31, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, service tax, value added tax, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- (8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to any banks or financial institutions or government. The Company has not issued any Debentures.
- (9) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). However, term loans obtained were prima facie, applied by the Company during the year, for the purpose for which they were raised.
- (10) To the best of our knowledge and belief, during the course of our examination of the books and records of the Company, carried out with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across of any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year nor we have been informed of any such case by the management.
- (11) To the best of our knowledge and belief and according to the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (12) As the Company is not Nidhi Company and the Nidhi Rules, 2014 are not applicable to it; the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (13) To the best of our knowledge and belief and according to the information and explanations given to us, all the transactions with related parties are in compliance with the provisions of Section 177 and Section 188 of the Act, wherever applicable. The details of related party transactions have been disclosed in the Financial Statements, as required under Accounting Standard (AS) 18, Related Party Disclosures, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- (14) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (15) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with them. Consequently, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

According to the nature of business of the Company, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Consequently, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Raman M. Jain & Co.,
Chartered Accountants
Firm Registration No.: 113290W

Raman M. Jain
(Partner)

Membership No.: 045790

Place: Ahmedabad
Date: May 21, 2016

Financial Statements and Notes



Balance Sheet As At March 31, 2016

₹ In Lacs

	Note	As At March 31, 2016	As At March 31, 2015
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	301.83	301.83
Reserves and Surplus	3	2,075.37	1,468.88
Money Received Against Share Warrants		0.00	0.00
		2,377.20	1,770.71
SHARE APPLICATION MONEY PENDING ALLOTMENT			
		0.00	0.00
NON CURRENT LIABILITIES			
Long Term Borrowings	4	1,094.90	247.10
Deferred Tax Liabilities (Net)	5	117.08	97.40
Other Long Term Liabilities	6	0.00	0.00
Long Term Provisions	7	0.00	0.00
		1,211.98	344.50
CURRENT LIABILITIES			
Short Term Borrowings	8	3,218.11	3,111.18
Trade Payables	9	4,635.89	3,566.69
Other Current Liabilities	10	103.81	29.02
Short Term Provisions	11	366.07	156.03
		8,323.88	6,862.91
		11,913.06	8,978.12
TOTAL ASSETS			
NON CURRENT ASSETS			
Fixed Assets	12		
Tangible Assets		1,410.72	1,212.36
Intangible Assets		0.00	0.00
Capital Work-In-Progress		429.82	208.42
Non Current Investments	13	0.00	0.00
Long Term Loans and Advances	14	19.25	19.51
Other Non Current Assets	15	0.00	0.00
		1,859.79	1,440.29
CURRENT ASSETS			
Current Investments	16	0.00	0.00
Inventories	17	6,189.48	4,408.18
Trade Receivables	18	3,289.81	2,318.14
Cash and Cash Equivalents	19	396.35	385.59
Short Term Loans and Advances	20	177.63	425.92
Other Current Assets	21	0.00	0.00
		10,053.27	7,537.83
		11,913.06	8,978.12

The accompanying notes 1 to 31 are integral part of these Financial Statements.

As per our Report of even date attached

For Raman M. Jain & Co.,

Chartered Accountants

Firm Registration No.: 113290W

Raman M. Jain

(Partner)

Membership No.: 045790

Place: Ahmedabad

Date: May 21, 2016

For & on Behalf of Board of Directors

Mahendra R. Shah

Chairman

Jatin M. Shah

Managing Director

Purvash Pandit

Company Secretary

Vijay Lathi

Chief Financial Officer

Statement of Profit And Loss For The Year Ended March 31, 2016

₹ In Lacs

	Note	As At March 31, 2016	As At March 31, 2015
REVENUE			
Revenue From Operations	22	30,688.92	28,028.69
Less: Central Excise Duty		3,401.36	3,033.74
Revenue From Operations (Net)		27,287.56	24,994.94
Other Income	23	34.15	99.13
Total Revenue		27,321.71	25,094.07
EXPENSES			
Cost of Materials Consumed	24	23,317.48	21,761.22
Purchases of Stock-In-Trade		18.97	442.28
Changes In Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade	25	386.29	(389.05)
Employee Benefits Expense	26	270.75	162.72
Finance Costs	27	407.76	484.74
Depreciation and Amortization Expense	12	88.19	75.44
Other Expenses	28	1,831.61	1,851.41
Total Expenses		26,321.05	24,388.76
Profit Before Tax		1,000.66	705.31
Tax Expense			
Current Tax	29	320.00	217.00
Deferred Tax		19.68	21.18
Profit / (Loss) for the Period		660.98	467.13
Earnings Per Equity Share (Face Value of ₹ 10/- Each)			
Basic and Diluted	30	21.9	15.87

The accompanying notes 1 to 31 are integral part of these Financial Statements.

As per our Report of even date attached

For Raman M. Jain & Co.,

Chartered Accountants

Firm Registration No.: 113290W

Raman M. Jain

(Partner)

Membership No.: 045790

Place: Ahmedabad

Date: May 21, 2016

For & on Behalf of Board of Directors

Mahendra R. Shah

Chairman

Jatin M. Shah

Managing Director

Purvash Pandit

Company Secretary

Vijay Lathi

Chief Financial Officer



Notes Forming Part of the Financial Statements

Note-1 Significant Accounting Policies

a) Basis of Preparation of Financial Statements

The Financial Statements have been prepared under the historical cost convention, in accordance with the Generally Accepted Accounting Principles and provisions of the Companies Act, 2013. All Income and Expenditure having material bearing on the Financial Statements are recognized on accrual basis.

b) Use of Estimates

The preparation of the Financial Statements in conformity with the Generally Accepted Accounting Policies requires the management to make estimates and assumptions that affect the reported amount of Assets and Liabilities, Revenues and Expenses and disclosure of Contingent Liabilities. Such estimates and assumptions are based on the management's evaluation of relevant facts and circumstances as on date of Financial Statements. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

c) Revenue Recognition

Revenue / Income and Cost / Expenditure are generally accounted on accrual basis as they are earned / incurred, except those with significant uncertainties.

Dividend Income from investment is recognized as and when received.

Other Incomes are accounted for on accrual basis except when the recovery is uncertain, it is accounted for on receipt basis.

Claims made against the Company, if any, are evaluated as to type thereof, period for which they are outstanding and appropriate provisions made. Claims are stated net of recoveries, if any, from insurance Companies and others.

Administrative and other expenses are stated net of recoveries, wherever applicable.

d) Fixed Assets

Fixed Assets acquired by the Company are reported at acquisition value, with deductions for accumulated depreciation and impairment of losses, if any. The acquisition value indicates the purchase price and expenses directly attributable to the assets to bring them to the office and in the working condition for their intended use.

e) Depreciation

Depreciation on fixed assets is calculated on a straight line basis using the rates arrived at based on the useful lives defined under Schedule II of the Companies Act, 2013.

f) Investments

Investments are accounted at the cost plus brokerage and stamp charges. Long term Investments are valued at cost less provision for diminution other than temporary, in value, if any. Profit or Losses on investment are calculated on FIFO Method and are accounted as and when realized.

Notes Forming Part of the Financial Statements

g) Inventories

Inventories at the end of the year are valued at the Lower of the Cost Price or Net Realizable Value after providing for obsolescence and other losses, wherever considered necessary. Cost of Finished Goods comprises of cost of purchase, cost of conversion and costs incurred in bringing them to their respective present locations and conditions.

h) Miscellaneous Expenditure

Preliminary expenses and pre-operative expenses are amortized over a period of 10 years.

i) Retirement Benefits

i) Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is availed.

ii) Defined Contribution Plan

Monthly contribution to the provident fund which is under defined contribution scheme is charged to the Statement of Profit and Loss and deposited with the provident fund authorities on monthly basis.

Defined Benefit Plans

Post employment and other long term employee benefits (Gratuities) are recognized as an expense in the Statement of Profit and Loss as un-funded plan for the period in which employee has rendered services. The expenses are recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gain or loss in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

j) Taxes on Income

i) Current tax is determined on the basis of amount of tax payable on taxable income for the year.

ii) In accordance with the Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, amount of the deferred tax for timing difference between the book and tax profits for the year is accounted for using the tax rate and laws that have been enacted or substantively enacted as of the Balance Sheet date. Deferred Tax Assets arising from temporary timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future.

k) Expenses

Material known liabilities are provided for and on the basis of available information / estimates with the Management.

Whenever external evidences for expenses are not available, the management has taken care of proper authorization of such expenses.

l) Transaction in Foreign Currency

Foreign currency transactions are recorded at the exchange rate prevailing on the date of such transactions. Foreign currency monetary assets and liabilities are reported using the closing rate. Gains and losses arising on account of difference in foreign exchange rates on settlement / translation of monetary assets and liabilities on the closing date are recognized in the Statement of Profit and Loss.



Notes Forming Part of the Financial Statements

m) Government Grants and Subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them and (ii) the grant/ subsidy will be received.

Where the grant or subsidy relates to revenue, it is recognized as an income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an expense, it is deducted from the related expenses.

n) Borrowing Cost

Borrowing costs are recognized in the period to which they relate, regardless of how the funds have been utilized, except where they relate to the financing of new assets requiring a substantial period of time for their intended future use. Interest on borrowings, if any, is capitalized up to the date when the asset is ready for its intended use. The amount of interest capitalized for the period is determined by applying the interest rate applicable to the appropriate borrowing.

o) Earnings Per Share

Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Dilutive earnings per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

p) Impairments of Assets

At each of the Balance Sheet date, the Company reviews the carrying amount of fixed assets to determine whether there is an indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment of loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the assets to their present value.

q) Provisions and Contingent Liabilities

Provisions involving substantial degrees of estimation in measurement are recognized when there is present obligation as a result of the past events and it is probable that there will be an outflow of the resources. Provisions (excluding long term benefits) are not discounted to its present value and are determined based on the best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes to accounts. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

r) Cash Flow Statement

The Cash Flow Statement is prepared by the "Indirect Method" set out in the Accounting Standard 3 on Cash Flow Statements and presents the cash flow by Operating, Investing and Financing activities of the Company.

Cash and Cash Equivalents presented in the Cash Flow Statement consist of Cash-in-Hand, Bank Balances and Demand Deposits with the Banks.

Notes Forming Part of the Financial Statements

2 SHARE CAPITAL

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	AUTHORIZED SHARE CAPITAL		
	1,10,00,000 Equity Shares of ₹ 10/- Each (Previous Year 35,00,000)	1,100.00	350.00
		1,100.00	350.00
2	ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
	At the Beginning of the Year	301.83	290.21
	Add: Issued During the Year	0.00	15.50
	Add: Issued on Account of Merger / Conversion / Bonus / Split	0.00	0.00
	Less: Deduction on Forfeiture of Shares	0.00	3.88
	Issued Share Capital at the End of the Period	301.83	301.83
	Less: Calls Unpaid (Showing Aggregate Value of Calls Unpaid by the Directors and Members)	0.00	0.00
	At the End of Reporting Period	301.83	301.83
	Add: Equity Shares Forfeited	0.00	0.00
	Total	301.83	301.83

2.1 The Reconciliation of the Number of Shares Outstanding as at March 31, 2016 and March 31, 2015 is Set Out Below

Particulars	As At March 31, 2016		As At March 31, 2015	
	No. of Shares	(₹ In Lacs)	No. of Shares	(₹ In Lacs)
Equity Shares				
Shares Outstanding at the Beginning of the Year	30,18,300	301.83	28,63,300	286.33
Add: Shares Issued During the Year	0	0.00	155,000	15.50
Less: Buy Back / Forfeited Shares	0	0.00	0	0.00
Shares Outstanding at the End of the Year	30,18,300	301.83	30,18,300	301.83

Notes Forming Part of the Financial Statements

2.2 The Details of Shareholders Holding More Than 5% Shares is Set Out Below

Sr. No.	Name of the Shareholders	As At March 31, 2016		As At March 31, 2015	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Mahendra R. Shah	5,13,400	17.01	5,13,400	17.01
2	Jatin M. Shah	4,48,900	14.87	4,48,900	14.87
3	Pushpa M. Shah	4,36,700	14.47	4,36,700	14.47
4	Rani J. Shah	4,03,900	13.38	4,03,900	13.38
5	Jatin M. Shah-HUF	1,77,700	5.89	1,77,700	5.89

2.3 The Company has only One Class of Ordinary Equity Shares and the Holders of these Ordinary Equity Shares are entitled to receive Dividends as and when declared by the Company. All Shares rank Equally with regard to the Company's Residual Assets.

3 RESERVES AND SURPLUS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	CAPITAL RESERVE		
	Opening Balance	26.38	22.50
	Add: Created During the Year	0.00	3.88
	Less: Transferred to General Reserve	0.00	0.00
		26.38	26.38
II	SECURITIES PREMIUM RESERVE		
	Opening Balance	444.15	397.65
	Add: Amount Received on Conversion of FCCB / From Proceeds of Right Issue / on Account of Merger / Re-Issue of Forfeited Shares etc.	0.00	46.50
	Add / (Less): Call in Arrears Received	0.00	0.00
	Less: Right Share Issue Expenses Written Off	0.00	0.00
	Less: Deduction on Forfeiture of Shares	0.00	0.00
	Less: Call in Arrears	0.00	0.00
	Less: Bonus Shares Issued by the Capitalization of Share Premium	0.00	0.00
		444.15	444.15
III	GENERAL RESERVE		
	Opening Balance	40.00	0.00
	Add: Transferred During the Year From Statement of Profit and Loss	75.00	40.00
	Add: Any Others	0.00	0.00
	Less: Utilization During the Year	0.00	0.00
		115.00	40.00

Notes Forming Part of the Financial Statements

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
IV SURPLUS IN STATEMENT OF PROFIT AND LOSS			
	Opening Balance	958.36	568.39
	Add: Profit for the Year	660.98	467.13
	Add: Addition During the Year (Including Transferred from Reserve)	0.00	0.00
	Less: Appropriations		
	Proposed Dividend on Equity Shares	45.27	30.18
	Tax on Dividend	9.22	6.03
	Residual Value of Fixed Assets Transferred	0.00	0.94
	Transferred to General Reserve	75.00	40.00
		1,489.85	958.36
Total		2,075.37	1,468.88

4 LONG TERM BORROWINGS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I TERM LOANS			
(a) Secured			
(i) From Banks			
	HDFC Bank - (Car Loan)	51.19	0.00
	i) Tenure of Loan is 36 Months and Repayable in Equal Monthly Installments. Present Rate of Interest is 9.35% per annum.		
	ii) Nature of Security: Loan is Secured by Pledge of Car.		
	iii) Loan is Guaranteed by following Directors:		
	(1) Mr. Mahendra R. Shah (2) Mr. Jatin M. Shah		
	(ii) From Other Parties		
	Tata Capital Financial Services Limited - (Term Loan)	96.44	0.00
	i) Tenure of Loan is 36 Months and Repayable in Equal Monthly Installments.		
	Present Rate of Interest is 12.50% per annum.		
	ii) Nature of Security: Secured by Hypothecation of Plant and Machinery Purchased out of Bank Finance.		
	iii) Loan is Guaranteed by following Directors:		
	(1) Mr. Mahendra R. Shah (2) Mr. Jatin M. Shah		
		147.63	0.00
(b) Unsecured			
	(i) From Bank	0.00	0.00
	(ii) From Other Parties	0.00	0.00
		0.00	0.00

Notes Forming Part of the Financial Statements

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
II	LOANS AND ADVANCES FROM RELATED PARTIES		
	(a) Secured	0.00	0.00
		0.00	0.00
	(b) Unsecured		
	Mr. Mahendra R. Shah	135.72	148.60
	Mrs. Pushpa M. Shah	109.90	0.00
	Mr. Jatin M. Shah	136.64	98.50
		382.27	247.10
III	DEFERRED PAYMENT LIABILITIES		
	(a) Secured	0.00	0.00
	(b) Unsecured	0.00	0.00
		0.00	0.00
IV	OTHER LOANS AND ADVANCES		
	(a) Secured	0.00	0.00
	(b) Unsecured (Inter Corporate Deposits)	565.00	0.00
		565.00	0.00
	Total	1,094.90	247.10

Notes: (i) As Per the management's explanation, the above loans are for long term and repayable over a period of three to five years from the date of Balance Sheet.

5 DEFERRED TAX LIABILITY (NET)

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	DEFERRED TAX LIABILITIES		
	Related to Fixed Assets	117.08	97.40
	Related to Others	0.00	0.00
		117.08	97.40
II	LESS: DEFERRED TAX ASSETS		
	Related to Fixed Assets	0.00	0.00
	Related to Others	0.00	0.00
		0.00	0.00
	Total	117.08	97.40

Notes Forming Part of the Financial Statements

6 OTHER LONG TERM LIABILITIES

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	Trade Payables	0.00	0.00
II	Others	0.00	0.00
	Total	0.00	0.00

7 LONG TERM PROVISIONS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
	PROVISIONS FOR EMPLOYEE BENEFITS		
I	Provision for Leave Encashment	0.00	0.00
II	Others	0.00	0.00
	Total	0.00	0.00

8 SHORT TERM BORROWINGS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	LOANS REPAYABLE ON DEMAND		
	(a) Secured		
	(i) From banks		
	Axis Bank Limited - Cash Credit Limits	680.47	366.44
	Axis Bank Limited - Buyer's Credit Limits	806.08	845.27
	Axis Bank Limited - PCFC Limits	0.00	300.44
	IDBI Bank Limited - Cash Credit Limits	1,058.03	189.00
	IDBI Bank Limited - Buyer's Credit Limits	673.52	810.63
	IDBI Bank Limited - PCFC Limits	0.00	599.40
	All the above loans are secured by following:		
	1) Nature of Security: (i) Secured by Hypothecation of Entire Current Assets Including Book Debts and Stock at Present and in Future.		
	2) Collateral Security: (i) Mortgage of Factory Land and Building at "118/1, Ravi Industrial Estate" situated at Bileshwarpura Village, Chhatral – 382729, Gandhinagar, Gujarat, India.		
	(ii) Mortgage of Office Building situated at "B-302, Pelican House, Near GCCI Compound, Ashram Road, Ahmedabad – 380009, Gujarat, India.		
	3) Rate of Interest on Cash Credit Loans is in Range Between 10.75% to 11.25%.		
	4) All the above Short Term Cash Credit Loans are Renewable Every year		

Notes Forming Part of the Financial Statements

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
5)	Loans are Guaranteed by the following Directors:		
	(a) Mr. Mahendra R. Shah (b) Mr. Jatin M. Shah		
	(c) Mrs. Pushpa M. Shah		
	(ii) From Other Parties	0.00	0.00
		3,218.11	3,111.18
	(b) Unsecured		
	(i) From Banks	0.00	0.00
	(ii) From Other Parties	0.00	0.00
		0.00	0.00
		3,218.11	3,111.18
II	LOANS AND ADVANCES FROM RELATED PARTIES		
	(a) Secured	0.00	0.00
	(b) Unsecured	0.00	0.00
		0.00	0.00
III	DEPOSITS		
	(a) Secured	0.00	0.00
	(b) Unsecured	0.00	0.00
		0.00	0.00
	Total	3,218.11	3,111.18

9. TRADE PAYABLES

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Due to Micro, Small and Medium Enterprises	0.00	0.00
2	Due to Others	4,635.89	3,566.69
	Total	4,635.89	3,566.69

10. OTHER CURRENT LIABILITIES

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Current Maturities of Long Term Debt	89.18	16.43
2	Unpaid Dividends	1.13	0.00
3	Creditors for Capital Goods	13.50	12.59
4	Other Payables	0.00	0.00
	Total	103.81	29.02

10.1 Unpaid Dividend is not due for credit to the Investor Education and Protection Fund.

Notes Forming Part of the Financial Statements

11 SHORT TERM PROVISIONS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	PROVISIONS FOR EMPLOYEE BENEFITS		
	Provision for Bonus	0.00	0.00
	Provision for Gratuity	3.90	0.00
		3.90	0.00
II	OTHERS		
	Provision for Income Tax (Net off Advance Tax and TDS)	209.43	84.02
	Proposed Dividend	45.27	30.18
	Provision For Dividend Distribution Tax	9.22	6.03
	Service Tax Payable	0.06	1.69
	Audit Fees Payable	0.00	1.23
	VAT Payable	66.99	11.14
	CSR Expenses Payable	10.11	0.00
	CST Payable	1.51	0.00
	Professional Tax Payable	0.00	0.03
	ESIC Payable	0.09	0.00
	Provident Fund Payable	1.72	0.00
	TDS Payable	17.79	20.47
	Unpaid Expenses	0.00	1.24
		362.17	156.03
	Total	366.07	156.03

Notes Forming Part of the Financial Statements

12 FIXED ASSETS

₹ In Lacs

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As At April 1, 2015	Addition During the Year	Sales and / or Adjust-ment During the Year	As At March 31, 2016	Up to March 31, 2015	For the Year	Adjust-ment for the Year	Up to March 31, 2016	As At March 31, 2016	As At March 31, 2015
(I) TANGIBLE ASSETS										
Factory Land	78.02	59.60	0.00	137.62	0.00	0.00	0.00	0.00	137.62	78.02
Factory Building	375.86	64.80	0.00	440.66	23.34	13.63	0.00	36.98	403.69	352.52
Plant and Machineries	703.55	66.85	0.00	770.40	74.31	50.89	0.00	125.19	645.20	629.24
Computer	9.69	0.71	0.00	10.41	6.44	1.36	0.00	7.80	2.60	3.26
Furniture and Fixtures	28.13	0.21	0.00	28.35	6.98	2.33	0.00	9.31	19.04	21.16
Vehicles	93.38	90.37	0.00	183.75	25.33	14.18	0.00	39.51	144.24	68.05
Office Equipments	21.82	4.01	0.00	25.83	6.36	4.94	0.00	11.30	14.53	15.46
Office Building Pelican House	55.37	0.00	0.00	55.37	10.71	0.86	0.00	11.57	43.80	44.66
Total (I)	1,365.83	286.55	0.00	1,652.38	153.47	88.19	0.00	241.65	1,410.72	1,212.36
(II) INTANGIBLE ASSETS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(III) CAPITAL WORK IN PROGRESS	208.42	221.40	0.00	429.82	0.00	0.00	0.00	0.00	429.82	208.42
Total (I) + (II) + (III)	1,574.25	507.95	0.00	2,082.20	153.47	88.19	0.00	241.65	1,840.55	1,420.79

Notes Forming Part of the Financial Statements

13 NON CURRENT INVESTMENTS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	TRADE INVESTMENT		
	(a) Investment In Property	0.00	0.00
	(b) Investment In Equity Instruments	0.00	0.00
	(c) Other Non Current Investments (Specify Nature)	0.00	0.00
II	OTHER INVESTMENTS		
	(a) Investment In Property	0.00	0.00
	(b) Investment In Equity Instruments In Equity Shares of Associate Company - (Unquoted, Fully Paid up)	0.00	0.00
	(c) Investment In Government and Trust Securities	0.00	0.00
	(d) Investment In Partnership Firms	0.00	0.00
	(e) Other Non Current Investments (Specify Nature) (Previous Year)	0.00	0.00
	AGGREGATE		
	NIL		
	QUOTED		
	NIL		
	UNQUOTED		
	NIL		
	Total	0.00	0.00

14 LONG TERM LOANS AND ADVANCES

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
	UNSECURED, CONSIDERED GOOD UNLESS OTHERWISE STATED		
I	CAPITAL ADVANCES		
	Advance Against Fixed Assets	0.00	0.00
		0.00	0.00
II	OTHER LOANS AND ADVANCES		
	Sundry Deposits and Advances	19.25	19.51
		19.25	19.51
	Total	19.25	19.51

Notes Forming Part of the Financial Statements

15 OTHER NON CURRENT ASSETS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	LONG TERM TRADE RECEIVABLES		
	Unsecured, Considered Good	0.00	0.00
II	OTHERS		
	Bank Fixed Deposit for More Than 12 Months (Transferred From Cash & Bank Balances)	0.00	0.00
	Total	0.00	0.00

16 CURRENT INVESTMENTS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Investment In Mutual Fund	0.00	0.00
2	Investment In Equity Shares	0.00	0.00
3	Investment In Others	0.00	0.00
	AGGREGATE		
	NIL		
	QUOTED		
	NIL		
	UNQUOTED		
	NIL		
	Total	0.00	0.00

17 INVENTORIES (AT LOWER OF COST OR NET REALIZABLE VALUE)

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Raw Materials	5,502.16	3,328.74
2	Work-In-Progress	0.00	0.00
3	Stores and Spares	16.71	22.53
4	Finished Goods	670.61	1,056.90
5	Stock-In-Trade	0.00	0.00
	Total	6,189.48	4,408.18

Notes Forming Part of the Financial Statements

18 TRADE RECEIVABLES

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	OUTSTANDING FOR NOT MORE THAN SIX MONTHS		
	(a) Secured, Considered Good	0.00	0.00
	(b) Unsecured, Considered Good	3,285.89	2,244.43
	(c) Others Considered Doubtful	0.00	0.00
	Less: (d) Allowance for Bad and Doubtful Debts	0.00	0.00
		3,285.89	2,244.43
II	OUTSTANDING FOR MORE THAN SIX MONTHS		
	(a) Secured, Considered Good	0.00	0.00
	(b) Unsecured, Considered Good	3.92	73.71
	(c) Others Considered Doubtful	0.00	0.00
	Less: (d) Allowance for Bad and Doubtful Debts	0.00	0.00
		3.92	73.71
	Total	3,289.81	2,318.14

19 CASH AND CASH EQUIVALENTS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	CASH AND BANK BALANCES		
	(a) Balances With Scheduled Banks	0.51	2.79
	(b) Cash in Hand	9.29	5.42
	(c) Others		
	In Fixed Deposits for Less Than 3 Months	0.00	0.00
		9.81	8.22
II	OTHER BANK BALANCES		
	(a) Fixed Deposits With Banks		
	Fixed Deposit for Less than 12 Months	385.42	377.37
	Fixed Deposit for More than 12 Months	0.00	0.00
	(b) Earmarked Balances With Banks (Unpaid Dividend)	1.13	0.00
		386.55	377.37
	Less: Bank Fixed Deposit for More than 12 Months Transferred to Non Current Assets	0.00	0.00
		386.55	377.37
	Total	396.35	385.59

Notes Forming Part of the Financial Statements

20 SHORT TERM LOANS AND ADVANCES

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
	UNSECURED, CONSIDERED GOOD		
I	LOANS AND ADVANCES TO RELATED PARTIES	0.00	0.00
		0.00	0.00
II	OTHERS		
	Advance Recoverable in Cash or in Kind or for Value to be Received	47.99	35.13
	Loans and Advances to the Staff	0.21	0.97
	Deferred Cenvat Credit Receivable	4.75	7.48
	SED Claim Receivable	0.07	0.00
	Interest Receivable	2.69	4.48
	Service Tax Receivable	3.69	3.43
	Excise Duty Claim Receivable	94.67	209.61
	PLA / Cenvat (Excise Duty) Credit Receivable	8.97	7.70
	Preliminary Expense to the Extent Not Written off	9.29	0.00
	Vat Receivable	0.00	152.66
	Pre-Paid Expenses	5.30	4.46
		177.63	425.92
	Total	177.63	425.92

21 OTHER CURRENT ASSETS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Interest Accrued on Investments	0.00	0.00
2	Advance Premium on Forward Contracts	0.00	0.00
	Total	0.00	0.00

Notes Forming Part of the Financial Statements

22 REVENUE FROM OPERATIONS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	REVENUE FROM OPERATIONS		
	Sale of Products		
	Domestic Sales	28,473.39	25,701.14
	Export Sales (*)	3,504.27	3,421.61
		31,977.66	29,122.75
	(*) Earning in Foreign Exchange		
II	OTHER OPERATING REVENUE		
	Job Work Charges	0.00	0.00
	Revenue From Operations (Gross)	31,977.66	29,122.75
	Less: VAT / CST	1,288.73	1,094.07
		30,688.92	28,028.69
	Less: Central Excise Duty	3,401.36	3,033.74
	Revenue From Operations (Net)	27,287.56	24,994.94
	Total	27,287.56	24,994.94

22.1 The above sales include Trading sales of ₹ 20.79 Lacs during the year (Previous Year ₹ 471.87 Lacs)

23 OTHER INCOME

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Interest Income	31.75	26.23
2	Dividend Income	0.00	0.00
3	Profit on Sale of Shares	0.00	0.00
4	Other Non Operating Income		
	Gain on Exchange Rate Fluctuation	0.00	70.20
	Rent Income	2.40	2.40
	Discount / Sundry Balances Written Back	0.00	0.30
		2.40	72.90
	Total	34.15	99.13

Notes Forming Part of the Financial Statements

24 COST OF MATERIALS CONSUMED

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	Raw Material		
	Opening Stock	3,328.74	2,030.26
	Add: Purchases	25,204.47	22,758.52
		28,533.21	24,788.78
	Less: Closing Stock	5,502.16	3,328.74
		23,031.06	21,460.04
II	Packing Material and Consumable Stores		
	Opening Stock	22.53	7.54
	Add: Purchases	280.60	316.18
		303.13	323.71
	Less: Closing Stock	16.70	22.53
		286.43	301.18
	Total	23,317.48	21,761.22

25 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	Finished Goods		
	Opening Stock	1,056.90	665.90
	Less: Closing Stock	670.61	1,056.90
		386.29	(391.00)
II	Stock-In-Trade		
	Opening Stock	0.00	1.96
	Less: Closing Stock	0.00	0.00
		0.00	1.96
	Total	386.29	(389.05)

Notes Forming Part of the Financial Statements

26 EMPLOYEE BENEFITS EXPENSE

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Salaries, Wages and Bonus	141.71	109.15
2	Directors' Salary Expense	112.16	42.85
3	Contribution to Provident Fund / ESIC / Gratuity	16.28	10.10
4	Staff Welfare Expenses	0.60	0.62
	Total	270.75	162.72

27 FINANCE COSTS

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	INTEREST EXPENSE		
	For Short Term Borrowings		
	To Bank	374.58	440.11
	To Others	18.90	14.35
	For Others (Term Loan)	4.07	7.33
		397.56	461.79
II	OTHER BORROWING COSTS		
	Bank Charges and Commission	66.18	18.25
	Interest from Customers on Delay in Payment	(74.13)	(40.43)
	Bank Loan Processing and Documentation Charges	18.15	45.13
		10.20	22.94
	Total	407.76	484.74

28 OTHER EXPENSES

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
I	MANUFACTURING EXPENSES		
	Electricity Expenses	77.07	37.83
	Gas and Fuel Expenses	261.14	694.40
	Freight Inward-Octroi-Coolies and Cartages	59.55	45.06
	Repairs and Maintenance		
	To Buildings	1.79	0.16
	To Plant and Machineries	22.58	14.09
	To Other Assets	9.21	7.49
	CHA Agency Charges - Import	42.92	26.45
	Clearing and Forwarding Expenses	268.46	158.34
	Consultancy Expenses – Plant	9.00	9.00
	Job Work Charges	120.42	95.25

Notes Forming Part of the Financial Statements

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
	Crane and Forklift Expenses	3.97	5.19
	Security Expenses	20.88	16.17
	Demurrage and Detention Charges	274.01	146.72
	Bhatthi Consumable Items and Maintenance Expenses	92.07	66.10
	Water Expenses	15.79	10.56
	VAT Expenses and VAT Credit Not Available	10.25	26.43
		1,289.09	1,359.23
II	SELLING AND DISTRIBUTION EXPENSES		
	Freight Outward, Detention, Cartages and Others	368.41	334.31
	CHA Agency Charges - Export	2.21	1.73
	Clearing and Forwarding Expense - Export	21.36	34.23
	Commission and Other Expenses	0.14	1.47
	Traveling Expenses		
	For Directors	14.88	26.20
	For Staff and Guests	1.93	7.95
	Advertisement Expenses	11.69	3.05
		420.62	408.94
III	ADMINISTRATIVE EXPENSES		
	Insurance Premium Expenses	3.63	6.70
	Rent Expenses	8.92	3.73
	Rates and Taxes	1.11	1.17
	Payments to Auditors		
	As Auditor		
	Statutory Audit Fees	1.50	1.12
	Tax Audit Fees	0.11	0.11
	For Other Services (Income Tax)	0.11	0.11
	Donation Expenses	0.00	0.35
	Electricity Expenses	2.05	2.51
	Foreign Exchange Fluctuation Loss	12.10	0.00
	Premium paid on Hedging of Currency	4.00	0.00
	Income Tax Expense	1.81	0.82
	CSR Expenses	10.11	0.00
	Directors' Sitting Fees	1.80	0.00
	Interest on VAT, Service Tax and Custom Duty	6.42	4.03
	Legal and Professional Fees	17.97	20.90
	License, Membership and Annual Subscription Fees	8.24	0.79
	Listing Fees Expenses	2.92	9.95

Notes Forming Part of the Financial Statements

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
	Office Expenses	0.99	1.16
	Penalty Expenses	0.81	6.55
	Petrol and Conveyance Expenses	7.05	2.85
	Postage and Courier Expenses	0.98	0.96
	Printing and Stationery Expenses	6.08	4.21
	Recruitment Expenses	0.09	0.56
	ROC and Filling Fees	0.20	0.96
	Service Tax Expenses	8.86	7.67
	Telephone and Internet Expenses	5.04	3.89
	Other Expenses	9.00	2.14
		121.90	83.24
	Total	1,831.61	1,851.41

28.1 C. I. F. VALUE OF IMPORTS

Sr. No.	Particulars	As At March 31, 2016		As At March 31, 2015	
		M.T.	(₹ In Lacs)	M.T.	(₹ In Lacs)
1	Raw Materials	8,805.01	8,057.68	7,700.77	7,109.32
2	Stores	0.00	0.61	0.00	0.00
3	Capital Goods	0.00	0.00	0.00	17.18

28.2 EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Travelling Expenses	7.91	1.22
2	Interest Expenses	25.07	13.02
	Total	32.98	14.25

Notes Forming Part of the Financial Statements

28.3 VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, STORES & SPARES CONSUMED AND PERCENTAGE THEREOF

Sr. No.	Particulars	As At March 31, 2016		As At March 31, 2015	
		M.T.	(₹ In Lacs)	M.T.	(₹ In Lacs)
a) RAW MATERIALS					
1	Imported	6,122.76	5,762.84	6,941.21	6,228.37
	Percentage (%)	27.67	25.02	35.67	29.02
2	Indigenous	16,003.31	17,268.22	12,519.56	15,231.67
	Percentage (%)	72.33	74.98	64.33	70.98
	Total	22,126.08	23,031.06	19,460.77	21,460.04
b) STORES AND SPARES					
1	Imported	0.00	0.61	0.00	0.00
	Percentage (%)	0.00	0.21	0.00	0.00
2	Indigenous	0.00	285.82	0.00	301.18
	Percentage (%)	0.00	99.79	0.00	100.00
	Total	0.00	286.43	0.00	301.18

28.4 EARNINGS IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Sale of Products (On FOB Basis)	3,504.27	3,421.61
	Total	3,504.27	3,421.61

29. CURRENT TAX

₹ In Lacs

Sr. No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Current Tax	320.00	217.00
	Total	320.00	217.00

30. EARNINGS PER SHARE

Sr No.	Particulars	As At March 31, 2016	As At March 31, 2015
1	Profit Attributable to the Equity Shareholders (A) (₹ in Lacs)	660.98	467.13
2	Basic / Weighted Average Number of Equity Shares Outstanding During the Period (B)	30,18,300	29,43,136
3	Nominal Value of Equity Shares (₹)	10.00	10.00
4	Basic / Diluted Earnings Per Share [C=A/B] (₹)	21.90	15.87

Notes Forming Part of the Financial Statements

NOTE – 31

- The balances in respect of Sundry Debtors, Current Liabilities and Loans and Advances are subject to confirmations and reconciliations, if any.
- In the opinion of the Board of Directors & Management, the Current Assets, Current Liabilities, Unsecured Loans and Loans & Advances are approximately of the value stated, if realized in the ordinary course of business. The provisions for depreciation and for all known liabilities are adequate and not in excess of amounts reasonably necessary.
- In the opinion of the management, the Company is mainly engaged in a single segment of manufacturing & trading of non ferrous metals, therefore there are no separate reportable segments as per Accounting Standard 17 on "Segment Reporting".
- The borrowing costs capitalized during the year ended on March 31, 2016 was ₹ 8.02 Lacs.

5. Related Party Transaction

As per the Accounting Standard 18 on "Related Party Disclosures", disclosure of transactions with related parties as defined therein are given below:

List of related parties with whom transactions have taken place and Nature of relationship.

a) Key Managerial Personnel ("KMP"):

- Mahendra R. Shah - Chairman
- Jatin M. Shah - Managing Director
- Pushpa M. Shah - Director

b) Enterprises significantly influenced by the Directors and or their relatives

- Mahendra Aluminium Company Limited - Sister Concern
- Krish Ferro Industries Private Limited - Sister Concern
- Mahendra Corporation - Sister Concern

Transactions with Related Parties during the year

The following transactions were carried out with the Related Parties in the ordinary course of business.

c) Details of Related Party Transactions with "KMP":

₹ In Lacs

Particulars	Mahendra R. Shah	Jatin M. Shah	Pushpa M. Shah
Remuneration Paid	50.79 (17.82)	50.79 (17.82)	10.58 (6.31)
Receipt of Loans	345.30 (252.24)	251.85 (172.20)	110.00 (156.25)
Repayments of Loans	358.18 (103.64)	213.71 (73.70)	0.09 (156.25)

Note: Figures in brackets are for previous financial year 2014-15.

Notes Forming Part of the Financial Statements

d) Details of Related Party Transactions with Enterprises significantly influenced by the Key Managerial Personnel and / or their Relatives & Sister Concerns:

₹ In Lacs

Particulars	Mahendra Aluminium Co. Limited	Mahendra Corporation	Krish Ferro Industries Pvt. Ltd.
EXPENSES			
Purchase & Job work Charges	3,175.61 (3,275.04)	NIL (449.35)	239.53 (213.05)
Interest Expenses	NIL (NIL)	NIL (NIL)	NIL (13.05)
Rent Expenses	3.00 (1.75)	NIL (NIL)	NIL (NIL)
Purchase of Fixed Assets	NIL (16.56)	NIL (NIL)	NIL (NIL)
INCOME			
Rent Income	1.20 (1.20)	NIL (NIL)	1.20 (1.20)
Sales & Job Work Income	1,424.65 (486.20)	375.56 (165.17)	NIL (NIL)
BALANCES AS AT MARCH 31, 2016			
Trade Receivables	NIL (NIL)	332.25 (NIL)	NIL (NIL)
Trade Payables	NIL (852.33)	NIL (263.37)	280.92 (NIL)

Note: Figures in brackets are for previous financial year 2014-15.

5 Employee Benefits

a) Defined Benefit Plan

Defined Contribution Plan

The Company has recognized the following amount in the Statement of Profit and Loss which is included under contribution to funds.

₹ In Lacs

Particulars	2015-16	2014-15
Contribution to Provident Fund	10.58	5.71

Notes Forming Part of the Financial Statements

b) Defined Benefit Plan (Un-Funded Gratuity)

1.1 Table Showing Changes in Present Value of Obligations

Particulars	Amount In ₹	
	2015-16	
Present Value of the Obligation at the beginning of the period	1,68,578	
Interest Cost	13,486	
Current Service Cost	2,16,304	
Benefits Paid (if any)	0	
Actuarial (Gain) / Loss	(8,681)	
Present Value of the Obligation at the end of the period	3,89,687	

1.2 Key Results (The Amount to be Recognized in the Balance Sheet)

Particulars	Amount In ₹	
	2015-16	
Present Value of the Obligation at the end of the period	3,89,687	
Fair Value of Plan Assets at the End of the Year	0	
Net Liability / (Asset) Recognized in Balance Sheet & Related Analysis	3,89,687	
Funded Status	(3,89,687)	

1.3 Expense Recognized in the Statement of Profit and Loss

Particulars	2015-16	
	Interest Cost	13,486
Current Service Cost	216,304	
Expected Return on Plan Asset	0	
Net Actuarial (Gain) / Loss Recognized in the period	(8,681)	
Expenses to be Recognized in the Statement of Profit and Loss	221,109	

2.1 The Assumptions Employed for the Calculations are Tabulated

Particulars	Amount In ₹	
	2015-16	
Discount Rate	8% Per Annum	
Salary Growth Rate	6% Per Annum	
Mortality	IALM 2006-08 Ultimate	

Notes Forming Part of the Financial Statements

6. The estimated rate of escalation in salary, if any, is considered in actuarial valuation which takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
7. The Company has not received information from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosure, if any, relating to amount unpaid as at the Balance Sheet date together with interest paid or payable as per the requirement under the said act, have not been made.
8. In the opinion of the Board, Current Assets and Loans & Advances have a value of the least equal to the amounts shown in the Balance Sheet, if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of amount considered reasonably necessary.
9. For the year ended on March 31, 2016, the Board of Directors of the Company has recommended a Final Dividend of ₹ 1.50 (i.e. 15%) Per Equity Share (Previous Year ₹ 1/- Per Equity Share i.e. 10%) to the Equity Shareholders. Dividend, if approved, at the ensuing Annual General Meeting, will be paid / credited to those members whose names appear on the Company's Register of Members on Record Date.
10. Previous year's figures have been regrouped, reclassified & rearranged wherever considered necessary.

As Per Our Report of Even Date Attached

For Raman M. Jain & Co.,

Chartered Accountants

Firm Registration No.: 113290W

For Raman M. Jain

(Partner)

Membership No.: 045790

Place: Ahmedabad

Date: May 21, 2016

For & on Behalf of Board of Directors

Mahendra R. Shah

Chairman

Jatin M. Shah

Managing Director

Purvash Pandit

Company Secretary

Vijay Lathi

Chief Financial Officer

Cash Flow Statement For The Year Ended March 31, 2016

₹ In Lacs

Particulars	As At March 31, 2016	As At March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	1,000.66	705.31
Adjustments for:		
Depreciation	88.19	75.44
Interest, Dividend etc. Received	(34.15)	(28.63)
Profit on Sale of Assets	0.00	0.00
Loss on Sale of Assets	0.00	0.00
Miscellaneous Expenditure	0.00	0.00
	54.04	46.81
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,054.70	752.12
Adjustments:		
Trade and Other Receivables	(723.12)	851.26
Inventories	(1,781.30)	(1,702.52)
Trade Payable / Provision	877.74	742.89
	(1,626.67)	(108.38)
CASH GENERATED FROM OPERATIONS	(571.98)	643.74
Interest and Finance Charges Received	0.00	0.00
Excess Provision Written Back	0.00	0.00
Income Tax and FBT Paid	0.00	0.00
	0.00	0.00
NET CASH FROM OPERATING ACTIVITIES	(571.98)	643.74
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(286.55)	(363.14)
Sale of Investment	0.00	0.00
Sale of Fixed Assets	0.00	0.00
Capital Expenditure on WIP	(221.40)	(208.42)
Interest, Dividend etc. Received	34.15	28.63
NET CASH FLOW FROM INVESTING ACTIVITIES	(473.80)	(542.93)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Share Capital / Calls in Arrears Received	0.00	62.00
Net Increase in Borrowings	1,027.48	(10.64)
Share Issue Expenses	0.00	0.00
Dividend Paid	29.06	0.00
NET CASH FROM FINANCING ACTIVITIES	1,056.53	51.36
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	10.76	152.17
CASH AND CASH EQUIVALENTS - OPENING BALANCE	385.59	233.42
CASH AND CASH EQUIVALENTS - CLOSING BALANCE	396.35	385.59

As per our Report of even date attached

For Raman M. Jain & Co.,

Chartered Accountants

Firm Registration No.: 113290W

For Raman M. Jain

(Partner)

Membership No.: 045790

Place: Ahmedabad

Date: May 21, 2016

For & on Behalf of Board of Directors

Mahendra R. Shah

Chairman

Jatin M. Shah

Managing Director

Purvash Pandit

Company Secretary

Vijay Lathi

Chief Financial Officer



Auditors' Certificate

We have examined the attached Cash Flow Statement of **Arfin India Limited** for the year ended on March 31, 2016. The statement has been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreements with the Stock Exchanges and is based on agreement with the corresponding Statement of Profit & Loss and Balance Sheet of the Company covered by our report of even date to the members of the Company.

For Raman M. Jain & Co.,
Chartered Accountants
Firm Registration No.: 113290W

Raman M. Jain
(Partner)
Membership No.: 045790

Place: Ahmedabad
Date: May 21, 2016



ARFIN INDIA LIMITED

ARFIN INDIA LIMITED

Registered Office: B-302, 3rd Floor, Pelican House, Gujarat Chamber of Commerce Building,
Ashram Road, Ahmedabad – 380009, Gujarat, India. CIN: L65990GJ1992PLC017460,
Ph. No.: +91 79 26583791, 92, Fax: +91 79 26583792,
Email: investors@arfin.co.in, Website: www.arfin.co.in

24th Annual General Meeting – Saturday, September 10, 2016 at 12:00 noon
at Regency Ballroom, Hyatt Regency,
17A, Ashram Road, Usmanpura, Ahmedabad – 380014, Gujarat, India.

ATTENDANCE SLIP

(To be presented at the entrance)

Full Name and Address of the Shareholder :

Full Name of the Proxy
(to be filled in if Proxy Form has been
duly deposited with the Company) :

Registered Folio No. / DP ID & Client ID :

No. of Equity Shares held :

Email ID :

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby accord my presence at the 24th Annual General Meeting of the Company on Saturday, September 10, 2016 at 12:00 noon.


Signature of the Member / Proxy

(To be signed at the time of handling over this slip)

Notes

1. Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.
2. Joint shareholders may use xerox copies or obtain additional Attendance Slip at the venue of the meeting.
3. Bodies Corporate, whether a Company or not, who are members, may attend through their authorized representative appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.

Route Map to the Venue of the AGM

 Regency Ballroom, Hyatt Regency,
17A, Ashram Road, Usmanpura,
Ahmedabad – 380014, Gujarat, India.





ARFIN INDIA LIMITED

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Ph. No.: +91 79 26583791, 92, Fax: +91 79 26583792,
Email: investors@arfin.co.in, Website: www.arfin.co.in

24th Annual General Meeting – Saturday, September 10, 2016 at 12:00 noon

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 :

Email ID :

Registered Folio No. / DP ID & Client ID :

I / We, being the member(s) holding equity shares of Arfin India Limited, hereby appoint;

Name: _____

Address: _____

Email ID: _____ Signature: _____ or failing him /
her

Name: _____

Address: _____

Email ID: _____ Signature: _____ or failing him /
her

Name: _____

Address: _____

Email ID: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of
the Company, to be held on Saturday, September 10, 2016 at 12:00 noon at Regency Ballroom, Hyatt Regency,
17A, Ashram Road, Usmanpura, Ahmedabad - 380014, Gujarat, India, and at any adjournment thereof in respect of
such resolutions as are indicated overleaf:

Proxy Form

Sr. No.	Resolution	Vote – Refer Note 4	
		For	Against

Ordinary Businesses

1	Adoption of Financial Statements of the Company and Reports of Directors and Auditors thereon		
2	Declaration of Final Dividend on Equity Shares		
3	Re-appointment of a Director in place of Mr. Mahendra R. Shah, who retires by rotation and being eligible, offers himself for re-appointment		
4	Ratification of re-appointment of Statutory Auditors		

Special Businesses

5	Appointment of Mr. Shantilal Mehta as an Independent Director		
6	Appointment of Mrs. Pushpa M. Shah as an Executive Director		
7	Approval for remuneration to Mrs. Pushpa M. Shah		
8	Borrowings in excess of aggregate of Paid-up Share Capital & Free Reserves		
9	Ratification of Remuneration payable to Cost Auditors		

Signed this _____ day of _____, 2016.

Affix Revenue Stamp of not less than ₹ 1/-

Signature of the of Member _____

Signature of 1st Proxy Holder

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder

Notes

1. For the Resolutions, Explanatory Statements and Notes, please refer to the notice of the 24th Annual General Meeting.
2. 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.
3. A Proxy need not be a member of the Company.
4. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
5. Those Members who have multiple folios with different joint holders may use xerox copies of this Attendance Slip / Proxy Form.



ARFIN INDIA LIMITED

The report contains forward-looking statements, which may be identified by their use of words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’, or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company’s strategy for growth, product development, market position, expenditures, and financial results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions / expectations are accurate or will be realized.

The Company’s actual results, performance or achievements could differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or event.



ARFIN INDIA LIMITED

REGISTERED OFFICE:

B-302, 3rd Floor, Pelican House,
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Ashram Road, Ahmedabad - 380009, Gujarat, India.
Phone: +91 79 26583791, 92

FACTORY:

118/1, Ravi Industrial Estate, Behind Hotel Prestige,
Billeshwarpura, Chhatral - 382729, Taluka: Kalol,
District: Gandhinagar, Gujarat, India.
Phone: +91 2764 232620, 21

CIN: L65990GJ1992PLC017460 | Email: info@arfin.co.in | Web: www.arfin.co.in



KOTHARI & GUPTA ASSOCIATES

CHARTERED ACCOUNTANTS

ANNUAL REPORT

F.Y. 2016-17

A.Y. 2017-18

MAHENDRA ALUMINIUM COMPANY
LIMITED

18, Ground Floor, National Chambers, Near City Gold Cinema, Ashram Road, Ahmedabad – 380009

E-mail – kotharigupta@gmail.com , Ph. no. 079- 2658 6108 / 109, Fax no: 079- 4007 1149.



INDEPENDENT AUDITOR'S REPORT

To,

The Members of

MAHENDRA ALUMINIUM COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of **MAHENDRA ALUMINIUM COMPANY LIMITED**, which comprise of the Balance Sheet as at **March 31, 2017**, the Statement of Profit and Loss, for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure to Auditor's Report a statement on the matters specified in paragraphs 3 and 4 of the order to the extent applicable.



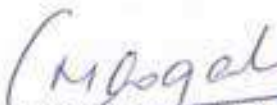
As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the Directors as on March 31, 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2017 from being appointed as a Director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. In our opinion and as per the information and explanation given to us, the Company has not entered into any long term contracts including derivative contracts for which there were any material foreseeable losses, and



- iii. The Company is not required to transfer any sums to the Investor Education and Protection Fund as there has not been any occasion which requires the Company to transfer such amount.
- iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes (SBNs) during the period from 8th November 2016 to 30th December 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management.

For, KOTHARI & GUPTA ASSOCIATES
Chartered Accountants
Firm Registration No. 009457N


MUKESH LOGAR

(PARTNER)

Membership No. 101200

Place: Ahmedabad

Date: May 09, 2017



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE
TO THE MEMBERS OF MAHENDRA ALUMINIUM COMPANY LIMITED, AS
AT AND FOR THE YEAR ENDED MARCH 31, 2017

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Financial Statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

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

(b) The fixed assets have been physically verified by the Management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of immovable properties are held in the name of the company.
- ii. (a) The Management has conducted physical verification of inventories at reasonable intervals during the year.

(b) The Company is maintaining proper records of inventories and no material discrepancies between physical inventory and book records were noticed on physical verification.
- iii. The Company has not granted any loan, secured or unsecured to Companies, firms, LLP or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii)(a) to (c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for maintenance of the cost records under Sub-Section (1) of Section 148 of the Companies Act, 2013.



- vii. (a) Undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Material Statutory Dues, as applicable, have generally been deposited with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, there are no dues in respect of Duty of Excise, Duty of Customs and Cess that have not been deposited with the appropriate authorities on account of any dispute.
- viii. The Company has not defaulted in repayment of dues to the financial institutions and banks during the year. The Company has not issued any debentures.
- ix. The company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. No fraud on or by the Company has been noticed or reported during the period covered by our audit.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.



- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For, KOTHARI & GUPTA ASSOCIATES

Chartered Accountants

Firm Registration No.: 009457N

M Logar



MUKESH LOGAR
(PARTNER)

Membership No.: 101200

Date: May 09, 2017

Place: Ahmedabad

MAHENDRA ALUMINIUM COMPANY LIMITED

BALANCE SHEET AS AT MARCH 31, 2017

Amount in ₹

	Note	As At March 31, 2017	As At March 31, 2016
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	11,850,000	11,850,000
Reserves And Surplus	3	56,725,840	43,426,814
		68,575,840	55,276,814
NON CURRENT LIABILITIES			
Long Term Borrowings	4	39,500,000	39,500,000
Deferred Tax Liabilities (Net)	5	1,514,148	1,269,920
		41,014,148	40,769,920
CURRENT LIABILITIES			
Short Term Borrowings	6	134,715,451	111,919,643
Trade Payables	7	34,199,557	49,924,045
Other Current Liabilities	8	1,753,961	1,724,814
Short Term Provisions	9	4,790,676	-
		175,459,645	163,568,502
		285,049,633	259,615,237
ASSETS			
NON CURRENT ASSETS			
Fixed Assets	10		
Tangible Assets		30,777,337	31,257,263
Intangible Assets		788	1,089
Non Current Investments	11	100	100
Long Term Loans & Advances	12	390,998	390,998
		31,169,223	31,649,450
CURRENT ASSETS			
Inventories	13	49,726,168	61,186,846
Trade Receivables	14	193,050,475	161,206,167
Cash And Cash Equivalents	15	9,785,767	3,611,547
Short Term Loans And Advances	16	1,317,999	1,961,227
		253,880,410	227,965,787
		285,049,633	259,615,237

The accompanying notes 1 to 25 are integral part of these Financial Statements.

As Per Our Report of Even Date Attached

For, KOTHARI & GUPTA ASSOCIATES

Chartered Accountants

Firm's Registration Number: 009457N

M Logar
Mukesh Logar
(Partner)

(Partner)

Membership Number: 101200



For & on Behalf of Board of Directors

Mahendra R. Shah

Mahendra R. Shah
Director
DIN: 00182746



Jatin M. Shah

Jatin M. Shah
Director
DIN: 00182683

Place: Ahmedabad

Date: May 09, 2017

MAHENDRA ALUMINIUM COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

Amount in ₹

	Note	As At March 31, 2017	As At March 31, 2016
REVENUE			
Revenue From Operations	17	1,112,171,293	793,589,723
Less: Central Excise Duty		53,213,358	46,518,367
Revenue From Operations (Net)		1,058,957,935	747,071,356
Other Income	18	2,736,338	1,826,213
Total Revenue		1,061,694,273	748,897,569
EXPENSES			
Cost of Materials Consumed	19	952,610,067	696,819,691
Changes In Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade	20	2,130,522	(2,909,742)
Employee Benefits Expense	21	2,638,235	2,216,552
Finance Costs	22	19,493,903	15,905,903
Depreciation and Amortization Expense	23	1,214,775	1,176,491
Other Expenses	24	63,063,518	30,001,844
Total Expenses		1,041,151,020	743,210,738
Profit Before Tax		20,543,253	5,686,831
Tax Expense			
Current Tax		7,000,000	1,257,886
Deferred Tax		244,228	523,350
Profit / (Loss) For The Period		13,299,026	3,905,595
Earnings Per Equity Share (Face Value of m10/- Each) Basic and Diluted	25(5)	11.22	3.30

The accompanying notes 1 to 25 are integral part of these Financial Statements.

As Per Our Report of Even Date Attached
For, **KOTHARI & GUPTA ASSOCIATES**
Chartered Accountants

Firm's Registration Number: 009457N

Mb9al

Mukesh Logar
(Partner)

Membership Number: 101200



Place: Ahmedabad
Date: May 09, 2017

For & on Behalf of Board of Directors

Mahendra R. Shah

Mahendra R. Shah
Director
DIN: 00182746



Jatin M. Shah

Jatin M. Shah
Director
DIN: 00182683

MAHENDRA ALUMINIUM COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Amount in ₹

Particulars	As At March 31, 2017	As At March 31, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	20,543,253	5,686,831
Adjustments For:		
Add: Depreciation & Amortisation	1,214,775	1,176,491
Interest & Other Financial Charges	19,493,903	15,905,903
	20,708,678	17,082,394
Less: Profit on Sale of Plant & Machinery	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	41,251,931	22,769,225
CHANGE IN WORKING CAPITAL		
Adjustments For:		
Add: Decrease in Trade Receivables	-	43,034,194
Increase in Other Current Liabilities	-	-
Decrease in Short Term Loans & Advances	643,228	7,335,553
Decrease in Inventories	11,460,678	-
Increase in Trade Payable	-	-
Increase in Short Term Provisions	-	-
	12,103,906	50,369,747
Less: Decrease in Trade Payable	(15,724,488)	(93,859,842)
Decrease in Short Term Provisions	52,927	(1,093,065)
Decrease in Other Current Liabilities	29,147	(1,366,165)
Increase in Trade Receivables	(31,844,308)	-
Increase in Inventories	-	(5,931,739)
	(47,486,722)	(102,250,811)
CASH GENERATED FROM OPERATIONS	5,869,115	(29,111,839)
Less: Income Tax Paid (Net)	2,262,251	1,910,943
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	3,606,864	(31,022,782)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Add: Sale of Investment	-	-
Sale of Fixed Assets	3,536	-
	3,536	-
Less: Long Term Loans & Advances	-	(390,998)
Purchase of Fixed Assets	(738,084)	(3,897,462)
NET CASH FLOW FROM INVESTING ACTIVITIES (B)	(734,548)	(4,288,460)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Add: Increase / (Decrease) in Working Capital Loan	22,795,808	14,170,475
Increase / (Decrease) in Borrowings	-	39,500,000
	22,795,808	53,670,475
Less: Interest & Other Financial Charges	19,493,903	15,905,903
NET CASH FLOW FROM FINANCIAL ACTIVITIES (C)	3,301,905	37,764,572
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	6,174,221	2,453,330
CASH AND CASH EQUIVALENTS - OPENING BALANCE	3,611,547	1,158,216
CASH AND CASH EQUIVALENTS - CLOSING BALANCE	9,785,767	3,611,547

As Per Our Report of Even Date Attached

For, KOTHARI & GUPTA ASSOCIATES

Chartered Accountants

Firm's Registration Number: 009457N

Mogal
Mukesh Logar
(Partner)

Membership Number: 101200



Place: Ahmedabad

Date: May 09, 2017

For & on Behalf of Board of Directors

Mahendra R. Shah
Mahendra R. Shah
Director
DIN: 00182746



Jatin M. Shah
Jatin M. Shah
Director
DIN: 00182683

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting	The Financial Statements are prepared on accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAPs) in India, provisions of the Companies Act, 2013 and comply material aspects with the Accounting Standards notified under the Companies Act, 2013.
b) Going Concern	These financial statement is prepared on a realisation basis (not on going concern basis) because management intends for the merger of the company in the foreseeable period from the balance sheet date.
c) Use of Estimates	The preparation of Financial Statements in conformity with GAAPs requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure relating to contingent liabilities as at the date of the Financial Statements and reported amounts of income and expenses during the reporting period. Accounting estimates could change from period to period and actual results could differ from those estimates. Changes in estimates are reflected in the Financial Statements in the period in which changes are made and if material, their effects are disclosed in the notes to the Financial Statements.
d) Fixed Assets	Fixed Assets are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freights, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working condition for its intended use but net of recoverable duties like CENVAT.
e) Depreciation	Depreciation on fixed assets is provided on pro rata basis as per the Schedule II of the Companies Act, 2013 on Straight Line Method. Schedule II of the Companies Act, 2013 prescribes useful lives for fixed assets which are in many cases different from lives prescribed under the erstwhile Schedule XIV. The Management has re-estimated useful lives of all its fixed assets and depreciation is accordingly allocated over the useful life of individual assets as per Part C of Schedule II of the Companies Act, 2013.
f) Revaluation of Fixed Assets	No Revaluation of Fixed Assets has been done during the Financial Year ended March 31, 2017.
g) Investments	Investments are stated at cost.
h) Inventories	Raw Material and Work in Progress have been valued at cost and Finished Goods have been valued at cost or net realizable value, whichever is lower. Cost of inventories comprises of cost of purchase, cost of conversion and cost incurred to bring them in present location and condition.
i) Revenue Recognition	Sales Revenue is recognized on accrual basis and is exclusive of taxes.
j) Dividends	The Company has not proposed any dividend for and / or during the current Financial Year 2016-17.
k) Retirement Benefit	Monthly contribution to the defined contribution plans such as Provident Fund is deposited periodically with the Provident Fund Authorities. The Company has not provided for Gratuity to the employees in the books of accounts upto the period under audit. The Gratuity is being accounted for on payment basis.
l) Taxes on Income	During the year, the Company has complied with "AS - 22 Accounting for Taxes on Income". The difference that result between the profit offered for income tax and the profit as per Financial Statements is identified and Deferred Tax Liability is recognized for timing difference, that originates in one accounting period and reverses in another, based on the tax effect of the prevailing enacted regulations in force.
m) Foreign Currency Transactions	Any income or expense on account of exchange difference between the date of transaction and on settlement date or on translation is recognized in the Statement of Profit and Loss as income or expense.
n) Cash Flow Statement	Cash Flow Statement is prepared by the Indirect Method as per Accounting Standard - 3 representing the Cash Flow by Operating, Investing and Financial activities of the Company.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2 SHARE CAPITAL

Particulars	As At March 31, 2017		As At March 31, 2016	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
AUTHORIZED SHARE CAPITAL Equity Shares of ₹ 10/- each	1,500,000	15,000,000	1,500,000	15,000,000
ISSUED , SUBSCRIBED & PAID UP SHARE CAPITAL Equity Shares of ₹10/- Each Fully Paid Up	1,185,000	11,850,000	1,185,000	11,850,000
Total	1,185,000	11,850,000	1,185,000	11,850,000

2.1 The Reconciliation of the Number of Shares Outstanding as at March 31, 2017 and March 31, 2016 is Set Out Below

Equity Shares	As At March 31, 2017		As At March 31, 2016	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Shares Outstanding at Beginning of the Year	1,185,000	11,850,000	1,185,000	11,850,000
Add: Shares Issued During the Year	-	-	-	-
Less: Shares Cancelled During the Year	-	-	-	-
Shares Outstanding At The End of The Year	1,185,000	11,850,000	1,185,000	11,850,000

2.2 Terms / Rights Attached to Equity Shares: The Company has only one class of Equity Shares having Face Value of ₹ 10/- each per share. Each holder of Equity Shares is entitled for one vote per share.

2.3 The Details of Shareholder Holding More Than 5% Shares is Set Out Below

Shareholder Name	As At March 31, 2017		As At March 31, 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Jatin M. Shah	293,400	24.76%	293,400	24.76%
Rani J. Shah	289,200	24.41%	289,200	24.41%
Pooja M. Shah	285,000	24.05%	285,000	24.05%
Mahendra Rikhavchand Shah	98,900	8.35%	98,900	8.35%
Mahendra R. Shah - As Karta of Mahendra R. Shah (HUF)	90,900	7.67%	75,900	6.41%
Sunderdevi G. Nahta	60,000	5.06%	60,000	5.06%
Jyotikadevi J. Nahta	60,000	5.06%	60,000	5.06%
Total	1,177,400	99.36%	1,162,400	98.10%



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Amount in ₹

3 RESERVES & SURPLUS			
Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016
I	RESERVES		
	SHARE PREMIUM ACCOUNT		
	Opening Balance	16,650,000	16,650,000
	Add: Premium on Shares Issued During the Year	-	-
	Less: Utilized During the Year	-	-
	Closing Balance	16,650,000	16,650,000
II	SURPLUS IN STATEMENT OF PROFIT AND LOSS		
	Opening Balance	26,776,814	22,871,219
	Add: Profit for the Year	13,299,026	3,905,595
	Less: Adjustments Due to Applicability of Schedule II of the Companies Act, 2013	-	-
	Add: Prior Year Adjustments	-	-
	Closing Balance	40,075,840	26,776,814
	Total	56,725,840	43,426,814

4 LONG TERM BORROWINGS			
Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
I	SECURED LOANS	-	-
II	UNSECURED LOANS		
	Inter Corporate Deposits		
	From Related Parties	-	-
	Other Unsecured Loans		
	From Unrelated Parties	39,500,000	39,500,000
	Total	39,500,000	39,500,000

5 DEFERRED TAX LIABILITY (NET)			
Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
I	DEFERRED TAX LIABILITY		
	Created Out of Difference in Earlier Years	1,269,920	746,570
	Less: Excess of Depreciation as per Books of Accounts over Income Tax	-	-
	Add: Excess of Depreciation as per Income Tax over Books of Accounts	244,228	523,350
	Total	1,514,148	1,269,920

6 SHORT TERM BORROWINGS			
Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
I	SECURED LOANS		
	Axis Bank Limited - Cash Credit Limits	90,748,168	97,917,839
	Axis Bank Limited - Buyers Credit Limits	43,967,283	14,001,804
	Total	134,715,451	111,919,643



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Amount in ₹

6.1 Working Capital Assistance is secured by the First Charge on entire Current Assets including Stock and Book Debts of the Company. It has Collateral Securities by way of Equitable Mortgage of Land and Building belonging to the Company situated at 117/1, Ravi Industrial Estate, Billeshwarpura, Chhatral, Taluka - Kalol, Dist. - Gandhinagar - 382729, Gujarat. The assistance is further secured by Personal Guarantees of Directors.

7 TRADE PAYABLES

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Trade Payable for Goods	26,845,028	49,840,991
	Trade Payable for Expenses	7,292,380	83,054
	Trade Payable for Capital Goods & Consumables	62,149	-
	Total	34,199,557	49,924,045

8 OTHER CURRENT LIABILITIES

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Statutory Payables	1,753,961	1,724,814
	Total	1,753,961	1,724,814

9 SHORT TERM PROVISIONS

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Provision for Taxation (Net of Advance Tax & TDS)	4,737,749	-
	Salary Payable	52,927	-
	Total	4,790,676	-

11 NON CURRENT INVESTMENTS

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Investment in Unquoted Equity Shares	100	100
	Total	100	100

12 LONG TERM LOANS & ADVANCES

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Uttar Gujarat Vij Company (Deposits)	390,998	390,998
	Total	390,998	390,998

13 INVENTORIES (AT LOWER OF COST OR NET REALIZABLE VALUE)

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Stock of Trading and Finished Goods	6,312,466	8,442,988
	Stock of Raw Material	43,413,702	52,743,858
	Total	49,726,168	61,186,846



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

10 FIXED ASSETS

Amount in ₹

Description	Gross Block				Depreciation				Net Block			
	As At April 1, 2016	Addition During The Year	Sales and / or Adjustment During The Year	Disposal	As At March 31, 2017	Up to March 31, 2016	For The Year	Depreciation Transferred to Reserves	Depreciation Reversal on Sale / Transfer	Up to March 31, 2017	As At March 31, 2017	As At March 31, 2016
(I) TANGIBLE ASSETS												
Leasehold Land	-	-	-	-	-	-	-	-	-	-	-	-
Freehold Land	9,541,958	-	-	-	9,541,958	-	-	-	-	-	9,541,958	9,541,958
Factory Building	17,251,117	235,221	-	-	17,486,338	1,222,716	550,078	-	-	1,772,794	15,713,544	16,028,401
Plant & Machineries	3,762,711	479,970	-	-	4,242,681	334,779	249,509	-	-	584,288	3,658,393	3,427,932
Electric Installations	125,705	-	-	-	125,705	17,268	12,014	-	-	29,282	96,423	108,437
Furniture and Fixtures	755,324	-	-	-	755,324	464,574	101,138	-	-	565,712	189,612	290,750
Computers	397,889	-	-	-	397,889	361,934	18,570	-	-	380,504	17,385	35,955
Office Equipments	328,127	22,893	-	-	351,020	144,446	45,272	-	-	189,718	161,302	183,681
Vehicles	1,875,987	-	-	67,279	1,808,708	876,709	171,796	-	63,743	984,762	823,946	999,278
Used Shipping Container	695,758	-	-	-	695,758	54,886	66,097	-	-	120,983	574,775	640,872
Total (I)	34,734,576	738,084	-	67,279	35,405,380.73	3,477,312	1,214,474	-	63,743	4,628,043	30,777,337.24	31,257,263
(II) INTANGIBLE ASSETS												
Softwares	15,750	-	-	-	15,750	14,661	301	-	-	14,962	788	1,089
(III) CAPITAL WORK IN PROGRESS												
Total (I) + (II) + (III)	34,750,326	738,084	-	67,279	35,421,130.73	3,491,973	1,214,775	-	63,743	4,643,005.50	30,778,125.23	31,258,352



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Amount in ₹

14 TRADE RECEIVABLES

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	UNSECURED, CONSIDERED GOOD		
	Outstanding for a Period Exceeding Six Months	-	-
	Outstanding for a Period Less Than Six Months	193,050,475	161,206,167
	Total	193,050,475	161,206,167

15 CASH & CASH EQUIVALENTS

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Cash on Hand	1,328,099	1,319,657
	Bank Fixed Deposit For Less Than 12 Months	8,446,522	2,265,578
	Balance with Banks - Current Account	11,147	26,312
	Total	9,785,767	3,611,547

16 SHORT TERM LOANS & ADVANCES

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	UNSECURED CONSIDERED GOOD		
	Prepaid Expenses	120,939	78,677
	Balance with Government Authorities	814,248	1,547,609
	Advance to Creditors	315,000	334,941
	Interest Receivable	30,302	-
	Loans And Advances to Staff	37,510	-
	Total	1,317,999	1,961,227

17 REVENUE FROM OPERATIONS

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
I	REVENUE FROM OPERATIONS		
	Sale of Products		
	Domestic Sales	1,112,171,293	793,589,723
	Export Sales (*)	-	-
		1,112,171,293	793,589,723
	(*) Earnings in Foreign Exchange		
II	OTHER OPERATING REVENUE		
	Job Work Income	-	-
	Revenue From Operations (Gross)	1,112,171,293	793,589,723
	Less: Central Excise Duty	53,213,358	46,518,367
	Revenue from Operations (Net)	1,058,957,935	747,071,356

18 OTHER INCOME

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Interest Received on Fixed Deposits	452,982	334,826
	Rent Income	300,000	300,000
	Other Interest Income	1,956,523	474,594
	Sundry Balance Written Off	26,833	716,793
	Total	2,736,338	1,826,213



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Amount in ₹

19 COST OF RAW MATERIALS CONSUMED

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Opening Stock	52,743,858	49,721,861
	Add: Purchases	866,765,296	684,001,079
	Add: Custom Duty	82,876,181	18,063,953
	Less: SAD Refund	6,361,566	2,223,345
	Sub Total	996,023,769	749,563,549
	Less: Closing Stock	43,413,702	52,743,858
	Total	952,610,067	696,819,691

20 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
I	OPENING STOCK		
	Finished Goods	8,442,988	5,533,246
	Sub Total	8,442,988	5,533,246
II	CLOSING STOCK		
	Finished Goods	6,312,466	8,442,988
	Sub Total	6,312,466	8,442,988
	Total (I - II)	2,130,522	(2,909,742)

21 EMPLOYEE BENEFIT EXPENSES

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Salaries and Allowances to Staff	1,071,107	159,742
	Bonus to Staff	173,675	7,000
	Performance Bonus / Incentive to Directors	333,333	500,000
	Salary and Allowance to Directors	1,000,000	1,500,000
	Staff Welfare Expenses	60,120	49,810
	Total	2,638,235	2,216,552

22 FINANCE COSTS

Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Bank Charges	1,435,256	966,229
	Bank Interest	11,369,671	13,535,079
	Loan Processing Charges	878,707	660,920
	Other Interest	5,810,269	743,674
	Total	19,493,903	15,905,903



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Amount in ₹

23 DEPRECIATION & AMORTIZATION EXPENSES			
Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
	Depreciation	1,214,775	1,176,491
	Total	1,214,775	1,176,491
24 OTHER EXPENSES			
Sr. No.	Particulars	As At March 31, 2017	As At March 31, 2016
I	MANUFACTURING & OTHER DIRECT EXPENSES		
	Power & Fuel Expenses	9,026,659	8,439,861
	Bhatti Consumables	8,505,335	6,008,995
	Demurrage & Detention Charges	23,639,010	938,750
	Freight Inward	3,131,085	2,399,143
	Imports - CHA Charges	1,962,983	426,758
	Imports - Clearing & Forwarding Expenses	13,871,755	2,626,921
	Repairs & Maintenance - Factory	583,795	339,381
	Other Manufacturing Expenses	463,682	1,065,077
	Sub Total	61,184,304	22,244,886
II	SELLING AND DISTRIBUTION EXPENSES	1,970,829	1,938,816
III	ADMINISTRATIVE & OTHER EXPENSES		
	Auditors' Remuneration	51,750	45,000
	Computer Maintenance Expenses	78,982	68,540
	Conveyance Expenses	41,630	70,690
	Exchange Rate Fluctuation - Imports	(2,519,640)	3,501,651
	Filing Fees - ROC	3,980	5,654
	Income Tax Expenses	-	72,615
	Insurance Premium	123,601	84,722
	Interest on Late Payment of Statutory Dues	354,025	48,218
	Legal & Professional Charges	81,290	162,938
	Packing Expenses	665,200	741,400
	Petrol Expenses - Vehicles	49,760	94,690
	Postage & Courier Expenses	22,237	23,580
	Printing & Stationary Expenses	83,180	78,695
	Rent - Office Building	120,000	120,000
	Rent - Factory	264,000	240,000
	Repairs & Maintenance - Office	68,940	52,030
	Repairs & Maintenance - Vehicles	42,470	60,860
	Telephone Expenses	25,988	24,308
	Travelling Expenses - Domestic	67,400	61,330
	Miscellaneous Expenses	283,592	261,220
	Sub Total	(91,615)	5,818,142
	Total	63,063,518	30,001,844



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 25(1): CAPITAL COMMITMENTS

There are no such commitments remaining to be executed on capital account.

Note 25(2): CONTINGENT LIABILITIES NOT PROVIDED FOR

Unexpired Bank guarantee as on 31st March 2017 amounting to ₹ 43,93,690 /-

Note 25(3): THIRD PARTY CONFIRMATIONS

All the balances of Debtors, Creditors, Loans & Advances and Deposits from various business associates are subject to confirmation.

Note 25(4): MANAGERIAL REMUNERATION

Directors' Remuneration is within the limit specified under the provisions of Chapter XIII of the Companies Act, 2013.

Note 25(5): EARNINGS PER SHARE

Particulars	2016-17	2015-16
(a) Profit After Tax attributable to Equity Shareholders (₹)	13,699,026	3,905,595
(b) Number of Equity Shares Outstanding During the Year	1,185,000	1,185,000
(c) Face Value Per Equity Share (₹)	10.00	10.00
(d) Basic & Diluted Earnings Per Share (₹)	11.56	3.30

Amount in ₹

Note 25(6): DETAILS OF DUES TO MICRO & SMALL ENTERPRISES UNDER THE MSMED ACT, 2006

Particulars	2016-17	2015-16
(i) Principal Amount Remaining Unpaid to any Supplier at the end of Accounting Year	26,845,028	49,840,991
(ii) Interest Due Thereon Remaining Unpaid to any Supplier at the end of Accounting Year	-	-
(iii) Amount of Interest Paid along with the Amounts of Payment Made to the Supplier Beyond the Appointed Day	-	-
(iv) The Amount of Interest Due and Payable for Delay in Making Payment but Without Adding the Interest Under MSMED	-	-
(v) Amount of Interest Accrued & Remaining Unpaid at the end of the Accounting Year	-	-
(vi) Amount of Further Interest Due and Payable even in the Succeeding Year, Until Such Date When the Interest Dues as Above Actually	-	-

* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the Auditors.

Note 25(7): CIF VALUE OF IMPORTS

Amount in ₹

Particulars	2016-17	2015-16
Trading Goods	488,071,061	323,626,029

Note 25(8): EXPENDITURE IN FOREIGN CURRENCY

Amount in ₹

Particulars	2016-17	2015-16
Foreign Bank Charges	127,192	3,542
Exchange Rate Fluctuation - Imports	(2,519,640)	3,501,651

Note 25(9): EARNINGS IN FOREIGN CURRENCY

Amount in ₹

Particulars	2016-17	2015-16
Earnings in Foreign Currency	-	-



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 25(10): SEGMENT REPORTING

The Company is in the activity of Trading and Manufacturing of Aluminium Castings and Related Products only. Considering the nature of Company's business & operations, there are no separate reportable segments (business and / or geographical) in accordance with the requirements of Accounting Standard 17 - 'Segment Reporting', prescribed under the Companies (Accounting Standards) Rules, 2006.

Note 25(11): REALIZATION OF VALUE OF CURRENT ASSETS AND LOANS & ADVANCES

In the opinion of Management, all items of Current Assets, Loans & Advances continue to have a realisable value of atleast the amount at which they are stated in the Balance Sheet unless and otherwise stated.

Note 25(12): RELATED PARTY DISCLOSURES

a) List of Related Parties for the Financial Year Ended on March 31, 2017

Directors

- 1 Mahendra R. Shah
- 2 Jatin M. Shah
- 3 Pooja M. Shah (Resigned w.e.f. November 24, 2016)
- 4 Pushpaben M. Shah (Appointed w.e.f. November 24, 2016)

Enterprises significantly influenced by Directors or their relatives

- 1 Mahendra Corporation
- 2 Arfin India Limited
- 3 Krish Ferro Industries Private Limited
(Formerly known as Arfin Capital Limited)



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

b) OUTSTANDING BALANCES WITH RELATED PARTIES AS AT MARCH 31, 2017

Amount in ₹

Outstanding Balances	Subsidiaries	Associates	Key Managerial Personnel / Directors	Relatives of Key Managerial Personnel / Directors	Enterprises Where Control Exists	Total
As Debtors	-	-	-	-	19,363,082	19,363,082
As Loans & Advances Receivables	-	-	-	-	-	-
As Creditors	-	-	-	-	3,734,738	3,734,738
As Loans & Advances Payable	-	-	-	-	-	-
Salary Payable	-	-	-	-	-	-
Rent Payable	-	-	-	-	-	-

c) RELATED PARTY TRANSACTIONS DURING THE FINANCIAL YEAR ENDED MARCH 31, 2017

Amount in ₹

Particulars	Subsidiaries	Associates	Key Managerial Personnel / Directors	Relatives of Key Managerial Personnel / Directors	Enterprises Where Control Exists	Total
Sale of Goods / Services*						
Arfin India Limited	-	-	-	-	598,280,084	598,280,084
Mahendra Corporation	-	-	-	-	30,518,760	30,518,760
Rent Received						
Arfin India Limited	-	-	-	-	300,000	300,000
Purchase of Goods*						
Arfin India Limited	-	-	-	-	278,700,950	278,700,950
Mahendra Corporation	-	-	-	-	63,281,190	63,281,190
Rent Paid						
Arfin India Limited	-	-	-	-	120,000	120,000
Salary, Bonus & Remuneration Paid						
Pooja M. Shah	-	-	-	2,000,004	-	2,000,004

* Notes: 1. Sales to Related Parties shown above are net of Vat.

2. Purchases from Related Parties shown above are net of Vat & Excise Duty.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 25(13): DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

a) FORWARD CONTRACTS OUTSTANDING AS AT THE BALANCE SHEET DATE

Nature of Derivative	Currency	March 31, 2017			March 31, 2016			Purpose
		(Amount in USD)	Year End Rate	Amount in ₹	(Amount in USD)	Year End Rate	Amount in ₹	
Forward Book	USD	377,486.30	65.74	24,816,577.64		NIL		Import of Raw Materials

b) UNHEDGED FOREIGN CURRENCY EXPOSURE AS AT THE BALANCE SHEET DATE

Nature of Exposure	Currency	March 31, 2017			March 31, 2016			Purpose
		(Amount in USD)	Year End Rate	Amount in ₹	(Amount in USD)	Year End Rate	Amount in ₹	
Buyers Credit		300,495.38	64.85	19,487,125.39	210,597.60	66.49	14,001,804	Import of Raw Materials

Note 25(14):

Discloser of details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8-11-2016	950,000	177,848	1,127,848
(+) Permitted receipts		440,000	440,000
(-) Permitted payments		79,270	79,270
(-) Amount deposited in Banks	950,000		950,000
Closing cash in hand as on 30-12-2016		538,578	538,578

Note 25(15):

Company has paid custom duty of ₹ 2,01,726 under protest against Throb shipment and out of which ₹ 1,34,484 is shown as receivable custom duty

Note 25(16):

Closing Stocks are taken, verified & valued by the Management and Certified by the Directors of the Company.

Note 25(17):

Figures of Previous Year have been Regrouped / Reclassified wherever necessary to correspond with the Current Year's Classification / Disclosure.

Note 25(18):

Whenever Original Bills / Vouchers were not available during the course of our Audit, we have relied upon the Bills / Vouchers Prepared, Produced and Certified by the Management.

Note 25(19):

We have obtained Certificate from Directors of the Company regarding Cash on Hand, Stamps on Hand and Imprest Money with Employees.

Note 25(20):

We have obtained closing cash balance certificate with denominations from the management as at 8th November 2016 and as at 30th December 2016 in respect of Specified bank notes (SBNs) and other denomination notes

Note 25(21):

Notes forming part of Financial Statements 2 to 16 form part of the Balance Sheet as at March 31, 2017 and Notes 17 to 25 form part of the Statement of Profit and Loss for the Year Ended March 31, 2017.

