



Improving Quality of Life

56th
Annual Report
2014-2015

Continued Corporate Social Responsibility Focus



School Building for Gram Panchayat High School,
Baghmunda Village, Jharsuguda District.



Girls' Hostel Building for Devaki Devi Girls' High School,
Panchgaon Village, Jharsuguda District.



Water Filtration Plant in Bisutka Village,
Jharsuguda District



A Lift Irrigation Project in Kureimal Village,
Jharsuguda District

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Board of Directors

(As on 11th May, 2015)

Mr. H. M. Nerurkar	(Chairman)
Mr. V. S. N. Murty	
Mr. Kotaro Kuroda	
Mr. Hiroshi Odawara	
Mr. Kiyotaka Oshikawa	
Mr. Rakesh Kulshreshtha	
Mr. Prem Shankar Shrivastava	
Mr. Sudhansu Pathak	
Mr. Akira Tsuneoka	
Mr. Kinji Matsushita	
Sunanda Lahiri	(Independent Director)
Mr. Sudhir Krishnaji Joshi	(Independent Director)
Mr. Toshikazu Takasu	
Mr. Sadayoshi Tateishi	
Mr. P. B. Panda	(Managing Director)

Senior Executives

Mr. C.S. Das	Executive Vice President & CFO
Mr. Sharad K. Sharma	Executive Vice President (Sales & Marketing, ICT)
Mr. Koji Tsuyuguchi	Executive Vice President (Technology)

Senior Company Secretary

Mr. Arabinda Debta

Registered Office

Belpahar- 768218
Dist: Jharsuguda (Odisha)
Phone No.: 06645-258417
Fax: 06645-250254

Bankers

Central Bank of India
State Bank of India
HDFC Bank Limited
Mizuho Bank Limited
HSBC Limited

Auditors

M/s N. M. Raiji & Co.
Chartered Accountants
Mumbai

Secretarial Auditors

M/s ADP & Associates
Company Secretaries
Bhubaneswar

Notice

Notice is hereby given that the 56th Annual General Meeting of TRL Krosaki Refractories Limited will be held on Tuesday, the 29th September, 2015, at 12:00 Noon IST at the Registered Office at Belpahar, Dist: Jharsuguda, Odisha 768218, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt:

- The Audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the reports of the Board of Directors and the Auditor thereon; and
- The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Report of the Auditor thereon.

Item No. 2 - Declaration of Dividend

To declare dividend of ` 1 per equity share of ` 10 each for the Financial Year 2014-15.

Item No. 3 - Appointment of a Director

To appoint a director in place of Mr. H. M. Nerurkar (DIN:00265887), who retires by rotation and, being eligible, seeks re-appointment.

Item No. 4 - Appointment of Auditors and fixation of their remuneration

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, Messrs N.M. Raiji & Co., Chartered Accountants (Firm's Registration No. 108296W) is hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 57th Annual General Meeting of the Company to be held in year 2016 to examine and audit the accounts of the Company for the Financial Year 2015-16 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS :

Item No. 5 - Appointment of Mr. P. B. Panda as a Director

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

“RESOLVED THAT Mr. P. B. Panda (DIN:07048273), who was appointed as an Additional Director of the company by the Board of Directors with effect from 1st January 2015, in terms of Section 161(1) of the Companies Act, 2013(the Act) and Article 155 of the Articles of Association of the company and who holds office up to the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

Item No. 6 - Appointment of Mr. P. B. Panda (DIN:07048273) as the Managing Director of the Company

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

“RESOLVED THAT pursuant to Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and, as amended from time to time, read with Schedule V to the Act and Rule 2 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder the Company hereby approves the appointment and terms of remuneration of Mr. P. B. Panda (DIN:07048273), Managing Director of the Company for the period from 1st January, 2015 to 31st December, 2017, not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner, as may be agreed to between the Directors and Mr. P. B. Panda.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No. 7 - Appointment of Mr. Sudhansu Pathak as a Director

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

“RESOLVED THAT Mr. Sudhansu Pathak (DIN 06545101) who was appointed as a Director of the company by the Board of Directors with effect from 8th May, 2013, in the casual vacancy caused on the Board by the resignation of Mr. Rajesh Chintak and who holds office in terms of Section 161(4) of the Companies Act, 2013(the Act) and Article 153 of the Articles of Association of the company up to the date of the forthcoming Annual General Meeting but who is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

Item No. 8 - Appointment of Mr. Akira Tsuneoka as a Director

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

“RESOLVED THAT Mr. Akira Tsuneoka(DIN 06570366) who was appointed as a Director of the company by the Board of Directors with effect from 8th May, 2013, in the casual vacancy caused on the Board by the resignation of Mr. Yujiro Ueda and who holds office in terms of Section 161(4) of the Companies Act, 2013(the Act) and Article 153 of the Articles of Association of the company up to the date of the forthcoming Annual General Meeting but who is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

Item No. 9 - Appointment of Sunanda Lahiri (DIN:00451473) as an Independent Director

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

“RESOLVED THAT Sunanda Lahiri (DIN: 00451473), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21st March, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Sunanda Lahiri (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from 21st March, 2015 to 20th March, 2020, be and is hereby approved.”

Item No. 10 - Appointment of Mr. Sudhir K. Joshi (DIN:00066366) as an Independent Director

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

“RESOLVED THAT Mr. Sudhir K. Joshi (DIN: 00066366), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21st March, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Sudhir K. Joshi (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from 21st March, 2015 to 20th March, 2020, be and is hereby approved.”

Item No. 11 - Appointment of Mr. Kinji Matsushita as a Director

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

“RESOLVED THAT Mr. Kinji Matsushita(DIN 03515430) who was appointed as an Additional Director of the company by the Board of Directors with effect from 11th March, 2015, in terms of Section 161(1) of the Companies Act, 2013(the Act) and Article 155 of the Articles of Association of the company and who holds office up to the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

Item No. 12 - Appointment of Mr. Toshikazu Takasu as a Director

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

“RESOLVED THAT Mr. Toshikazu Takasu(DIN 07119176) who was appointed as an Additional Director of the company by the Board of Directors with effect from 21st March, 2015, in terms of Section 161(1) of the Companies Act, 2013(the Act) and Article 155 of the Articles of Association of the company and who holds office up to the date of the forthcoming Annual General

Meeting but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

Item No. 13 - Appointment of Mr. Sadayoshi Tateishi as a Director

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

“**RESOLVED THAT** Mr. Sadayoshi Tateishi (DIN 03119411) who was appointed as an Additional Director of the company by the Board of Directors with effect from 21st March, 2015, in terms of Section 161(1) of the Companies Act, 2013(the Act) and Article 155 of the Articles of Association of the company and who holds office up to the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

NOTES :

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 5 to 13 forms part of this notice. Additional information in respect of Directors seeking appointments/ re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- (c) Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (d) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- (e) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (f) Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
- (g) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- (h) Pursuant to section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the fund. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2008 onwards, are requested to make their claims to the Company accordingly, without any delay.

Updating of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company and Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

By Order of the Board of Directors

Arabinda Debta

Senior Company Secretary

Kolkata

11th May, 2015

Registered Office:

Po: Belpahar, Dist. Jharsuguda, Odisha, Pin: 768218

CIN: U26921OR1958PLC000349

Website: www.trlkrosaki.com, Email : arabinda@trlkrosaki.com

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

The following Statement set out all material facts relating to Item Nos. 5 to 13 mentioned in the accompanying Notice.

Item Nos. 5 & 6

Mr. P. B. Panda (DIN:07048273), was appointed as an additional director of the Company by the Board of Directors with effect from 1st January, 2015. In terms of Section 161(1) of the Companies Act, 2013 and Article 155 of the Company's Articles of Association, Mr. P. B. Panda holds office as Director only till the date of the forthcoming Annual General Meeting, but is eligible for appointment. Notice has been received from a member as required by Section 160 of the Act, signifying its intention to propose the candidature of Mr. P. B. Panda for the office of Director.

Mr. P. B. Panda, born in 1958, is an engineer B.Sc. (Tech) Ceramics from Calcutta University in 80's. He has completed "Advanced Management Program" from IIM, Calcutta, "Productivity Enhancement Program" from AOTS, Japan and "Strategy Leadership Program" from ISB, Hyderabad and Executive Management program from Stern School of Business New York University. He has rich experience of more than 33 years in the Company.

The Board considers that Mr. P. B. Panda's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Panda as Director.

The Board of Directors has also appointed Mr. P. B. Panda as the Managing Director of the Company for a period of 3 years with effect from 1st January, 2015 upto 31st December, 2017, subject to the approval of the shareholders. With effect from 1st January, 2015, he is designated as Managing Director of the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 28th January, 2015, approved the terms and conditions of Mr. P. B. Panda's appointment, subject to the approval of the shareholders.

The main terms and conditions relating to the appointment of Mr. P. B. Panda as the Managing Director (MD) are as follows:

- (1) Period: From 1st January, 2015 to 31st December, 2017.
- (2) Nature of Duties:

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/or subsidiaries. This includes performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies and/or joint venture companies and/or subsidiaries or any other executive body or any committee of such a Company for which he may be allowed to receive remuneration as may be determined by the Board of such associated companies and/or joint venture companies and/or subsidiaries, subject to compliance with the applicable provisions of the prevailing laws and regulations.

- (3) (i) Remuneration:
 - (a) Salary: ` 2,63,600/- per month, with authority to the Board which expression shall include a Committee thereof, to fix his salary from time to time with in the maximum of ` 5,00,000/- per month. The annual increments will be merit based and take into accounts the Company's performance; such increments shall fall due on 1st April of every succeeding year.
 - (b) Commission or Performance linked remuneration based on certain performance criteria laid down by the Board;
 - (c) Benefits, perquisites and allowances as will be determined by the Board from time to time.
- (ii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of MD, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.
- (4) (i) The MD shall not become interested or otherwise concerned, directly or through his spouse and/or children, relatives in any selling agency of the Company.
- (ii) The terms and conditions of his appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and him, subject to such approvals as may be required.

- (iii) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
 - (iv) The employment of the MD may be terminated by the Company without notice or payment in lieu of notice:
 - (a) If the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or joint venture company or associated company to which he is required by the Agreement to render services; or
 - (b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him; or
 - (c) In the event the Board expresses its loss of confidence in him.
 - (v) Upon the termination by whatever means of the MD's employment:
 - (a) He shall immediately cease to hold offices held by him in any subsidiary or Joint Venture Company or associated company and other entities without claim for compensation for loss of office.
 - (b) He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or joint venture companies or associated companies.
 - (vi) The MD is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167(1)(h) of the Act. He shall not be liable to retire by rotation.
 - (vii) If and when the agreement expires or is terminated for any reason whatsoever, Mr. P. B. Panda will cease to be the MD and also cease to be a Director. If at any time he ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the MD and the agreement shall forthwith terminate. If at any time, he ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and MD of the Company.
 - (viii) The terms and conditions of appointment of MD also include clauses pertaining to adherence to the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (5) Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. General Information	
Nature of industry	Refractories
Date or expected date of commencement of commercial production	Company was incorporated and Certificate of Commencement of Business was received on 5th September, 1958. Commercial Production started on 1st September, 1959.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The details of financial performance of the Company for the years 2014-15 are provided in the Annual Report 2014-15 which accompanies this Notice.
Foreign investments or collaborations, if any	Krosaki Harima Corporation has invested in 1,06,59,000 equity shares @ ₹ 10 fully paid-up in the Company. The Company has two foreign subsidiaries the details of which are given in the Annual Report 2014-15 which accompanies this Notice.
II. Information about the appointee	
Background details	Mr. P. B. Panda is Managing Director of the Company
Past remuneration	Details of past remuneration are mentioned in the Annual Report 2014-15 which accompanies this Notice.
Recognition or awards	Mr. P. B. Panda has been conferred "Honorary Citizen" of Lioning province, China and awarded best "Foreign Investor Company" in Lioning province, China during his tenure as President & CEO of TRL China Limited, P.R.China (A subsidiary of the Company in P.R.China)

	Job profile and his suitability	Mr. P. B. Panda is an Engineer, B.Sc. (Tech) Ceramics from Calcutta University in 80's. Before his appointment Mr. Panda was COO of the Company. Mr. Panda was also President and CEO of TRL China Limited (a subsidiary Company). He has rich experience of more than 33 years in the Company in the areas of refractories manufacturing, R&D and management of Company. Taking this into consideration, the Board has appointed him as MD.
	Remuneration proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Before appointment as Managing Director, Mr. P. B. Panda was COO of the Company. The Board has fixed his remuneration keeping in view salary drawn by Mr. Panda as COO and higher responsibility as MD. The Company is the No.1 refractories manufacturer In India. The proposed salary is comparable with the salary of Past Managing Directors of the Company and in the Industry.
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration, Mr. P. B. Panda does not have any other pecuniary relationship with the Company.
III.	Other information	
	Reasons of loss or inadequate profits	The Company has significant investment for manufacture of new products and improving quality of existing products. Depreciation and interest of these are very high and these are yet to give full result. Slowdown in economy has also adversely affected the Company due to low capacity utilization.
	Steps taken or proposed to be taken for improvement	Board of Directors of the company have engaged The Boston Consulting Group (BCG) a world renowned consultancy firm to help the company to formulate strategy and to streamline its operation to enhance both its top line and bottom line in the short – medium term. The company has started implementing some of their recommendations. To strengthen technology division and quality control system, the Company has appointed two technology experts as Executive Vice President (Technology & Technical Support Services) and Vice President (QA, QC & Tech.), on secondment basis from Krosaki Harima Corporation, Japan.
	Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future. Acceptance of new products in the Market is improving.
IV.	Disclosure: As required, the information is provided under Corporate Governance Section of Annual Report 2014-15.	

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. P. B. Panda, to whom the resolutions relates, are concerned or interested in the resolutions mentioned at Item No. 5 & 6 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mr. P. B. Panda as MD as set out above.

The Board considers that Mr. P. B. Panda's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Panda as Managing Director.

Item No. 7

In the casual vacancy caused on the Board by the resignation of Mr. Rajesh Chintak, a Director liable to retire by rotation, the Board appointed Mr. Sudhansu Pathak with effect from 8th May, 2013.

In terms of Section 161(4) of the Act and Article 153 of the Company's Article of Association, Mr. Sudhansu Pathak holds office only till the date up to which Mr. Rajesh Chintka, in whose place he was appointed, would have held office, namely, till the date of the forthcoming Annual General Meeting, but is eligible for re-appointment.

As required by Section 160 of the Companies Act, 2013, notice has been received, together with the requisite deposit, from a member proposing the candidature of Mr. Sudhansu Pathak to the office of Director liable to retire by rotation.

Mr. Sudhansu Pathak, 53, joined the Company as Director on 8th May, 2013. He holds degree in Bachelor of Engineering (Metallurgy) from PEC, Chandigarh in 1984 and PGDBM from XLRI, Jamshedpur in 1990. He has also completed the General Management Programme at CEDEP, France. He joined Tata steel as a Graduate Trainee in July, 1984 and presently hold the position of Vice President (Steel Manufacturing). He has around 30 years of rich experience in various capacities at Tata Steel.

The Board considers that Mr. Sudhansu Pathak's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Pathak as Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sudhansu Pathak, to whom the resolutions relates, are concerned or interested in the resolution mentioned at Item No. 7 of the Notice.

Item No. 8

In the casual vacancy caused on the Board by the resignation of Mr. Yujiro Ueda, a Director liable to retire by rotation, the Board appointed Mr. Akira Tsuneoka with effect from 8th May, 2013.

In terms of Section 161(4) of the Act and Article 153 of the Company's Article of Association, Mr. Akira Tsuneoka holds office only till the date up to which Mr. Yujiro Ueda, in whose place he was appointed, would have held office, namely, till the date of the forthcoming Annual General Meeting, but is eligible for re-appointment.

As required by Section 160 of the Companies Act, 2013, notice has been received, together with the requisite deposit, from a member proposing the candidature of Mr. Akira Tsuneoka to the office of Director liable to retire by rotation.

Mr. Akira Tsuneoka, 64, joined the Company as Director on 8th May, 2013. A Master degree holder in Ferrous Metallurgy from Kyushu University, He has 26 years of experience in the area of steel making at Nippon Steel Corporation, Japan (Presently known as Nippon Steel Sumitomo Metal Corporation, Japan) and about 12 years of experience in the area of Manufacturing and Technology at Krosaki Harima Corporation, Japan.

The Board considers that Mr. Akira Tsuneoka's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Tsuneoka as Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Akira Tsuneoka, to whom the resolutions relates, are concerned or interested in the resolution mentioned at Item No. 8 of the Notice.

Item No. 9

Sunanda Lahiri, 68, is Bachelor of Electronics and Tele Communication Engineering from Jadavpur University, Kolkata. She has vast experience in Banking Industry. During her tenure of service at UCO Bank, she has handled Bank's Treasury and International Division. She has worked on various significant positions in UCO Bank's overseas branches. During her tenure, UCO Bank's Initial Public Offer was successfully launched. In June 2005, she joined as Executive Director of United Bank of India and retired in 2007.

The Board, at its meeting held on 11th March, 2015, appointed Sunanda Lahiri as an Additional Director of the Company as also an Independent Director, not liable to retire by rotation, with effect from 21st March, 2015 to 20th March, 2020, subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 155 of the Company's Article of Association, Sunanda Lahiri hold office as director only till the date of the forthcoming Annual General Meeting, but is eligible for re-appointment. As per section 160 of the Companies Act, 2013, notice has been received, together with the requisite deposit, from a member proposing the candidature of Sunanda Lahiri for the office of director.

The Company has received from Sunanda Lahiri (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that she meets the criteria of independence as provided in Section 149 (6) of Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Sunanda Lahiri as an Independent Director of the Company for a period commencing from 21st March, 2015 to 20th March, 2020. Sunanda Lahiri is not liable to retire by rotation and will be subject to the Policy on Retirement of Directors adopted by the Company.

In the opinion of the Board of Directors, Sunanda Lahiri fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the letter of appointment of Sunanda Lahiri as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

The Board considers that Sunanda Lahiri's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Sunanda Lahiri as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Sunanda Lahiri, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members.

Item No. 10

Mr. Sudhir K. Joshi, 64, is a Fellow Member of the Institute of Chartered Accountants of India and holder of MBA degree from University of Hull, UK. He is an Ex-Director (Finance) of Bharat Petroleum Corporation Limited, a fortune 500 Company where he had served over three decades. He was a member of the study group formed for the purpose of preparing a long term perspective plan for the oil industry in India, which had come out with the report titled 'Hydrocarbon Perspective : 2010 – Meeting the Challenges'. Mr. Joshi is instrumental in formulating and implementing the Foreign Exchange, Interest and Commodity Risk Policies as well as Credit Policy for BPCL. He has extensively dealt with Global and Domestic Institutional Investors for over two decades. Post retirement in August 2011, Mr. Joshi is actively engaged in Investment Banking & Capital Markets.

The Board, at its meeting held on 11th March, 2015, appointed Mr. Sudhir K. Joshi as an Additional Director of the Company as also an Independent Director, not liable to retire by rotation, with effect from 21st March, 2015 to 20th March, 2020, subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 155 of the Company's Article of Association, Mr. Sudhir K. Joshi hold office as director only till the date of the forthcoming Annual General Meeting, but is eligible for re-appointment. As per section 160 of the Companies Act, 2013, notice has been received, together with the requisite deposit, from a member proposing the candidature of Mr. Sudhir K. Joshi for the office of director.

The Company has received from Mr. Sudhir K. Joshi (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Sudhir K. Joshi as an Independent Director of the Company for a period commencing from 21st March, 2015 to 20th March, 2020. Mr. Sudhir K. Joshi is not liable to retire by rotation and will be subject to the Policy on Retirement of Directors adopted by the Company.

In the opinion of the Board of Directors, Mr. Sudhir K. Joshi fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the letter of appointment of Mr. Sudhir K. Joshi as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

The Board considers that Mr. Sudhir K. Joshi's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sudhir K. Joshi as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sudhir K. Joshi, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

The Board recommends the resolution set forth in Item No. 10 for the approval of the Members.

Item No. 11

Krosaki Harima Corporation, Japan nominated Mr. Kinji Matsushita vide their letter dated 4th March, 2015 as Director on the Board of Directors of TRL Krosaki Refractories Limited. Accordingly, the Board appointed Mr. Kinji Matsushita as additional director of the Company with effect from 11th March, 2015. As per section 161(1) of the Act and Article 155 of the Company's Article of Association, Mr. Kinji Matsushita hold office as director only till the date of the forthcoming Annual General Meeting, but is eligible for re-appointment. As per section 160 of the Companies Act, 2013, notice has been received, together with the requisite deposit, from a member proposing the candidature of Mr. Kinji Matsushita to the office of director liable to retire by rotation.

Mr. Kinji Matsushita, 58, is a Mechanical Engineer from Waseda University, Japan. Mr. Matsushita has around 35 years of experience in manufacturing, plant management and technical service.

The Board considers that Mr. Kinji Matsushita's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Matsushita as Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kinji Matsushita, to whom the resolutions relates, are concerned or interested in the resolution mentioned at Item No. 11 of the Notice.

Item No. 12

Krosaki Harima Corporation, Japan nominated Mr. Toshikazu Takasu vide their letter dated 4th March, 2015 as Director on the Board of Directors of TRL Krosaki Refractories Limited. Accordingly, the Board appointed Mr. Toshikazu Takasu as additional director of the Company with effect from 21st March, 2015. As per section 161(1) of the Act and Article 155 of the Company's Article of Association, Mr. Toshikazu Takasu hold office as director only till the date of the forthcoming Annual General Meeting, but is eligible for re-appointment. As per section 160 of the Companies Act, 2013, notice has been received, together with the requisite deposit, from a member proposing the candidature of Mr. Toshikazu Takasu to the office of director liable to retire by rotation.

Mr. Toshikazu Takasu, 56, is a Bachelor of Engineering from Akita University, Mining College, Department of Metallic Materials, Japan. Mr. Takasu has over 33 years of rich experience in the areas of production of refractories at Krosaki Harima Corporation (KHC), Japan. He is presently Corporate Officer, Senior General Manager of Flow Control Refractories Division of KHC. He has also served in significant positions in organizations like AG Tube Plant, Wuxi Refractories Co. Ltd. (China) and TYK Corporation. He also serves on the Boards of Krosaki Harima Cera Corporation and SN Refractories Tokao Co. Ltd.

The Board considers that Mr. Toshikazu Takasu's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Takasu as Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Toshikazu Takasu, to whom the resolutions relates, are concerned or interested in the resolution mentioned at Item No. 12 of the Notice.

Item No. 13

Krosaki Harima Corporation, Japan nominated Mr. Sadayoshi Tateishi vide their letter dated 4th March, 2015 as Director on the Board of Directors of TRL Krosaki Refractories Limited. Accordingly, the Board appointed Mr. Sadayoshi Tateishi as additional director of the Company with effect from 21st March, 2015. As per section 161(1) of the Act and Article 155 of the Company's Article of Association, Mr. Sadayoshi Tateishi hold office as director only till the date of the forthcoming Annual General Meeting, but is eligible for re-appointment. As per section 160 of the Companies Act, 2013, notice has been received, together with the requisite deposit, from a member proposing the candidature of Mr. Sadayoshi Tateishi to the office of director liable to retire by rotation.

Mr. Sadayoshi Tateishi, 56, is a B.Ec., 1982 (Kyushu University, Faculty of Economics, Department of Business), Japan. Mr. Tateishi has over 23 years of experience in the areas of Sales, Marketing and Business Planning at Krosaki Harima Corporation. He is presently the Group Manager of Overseas Business Division, Overseas Sales and Marketing Department, Sales Group 1. He also serves on the Boards of IFGL Refractories Limited, Krosaki USA, Inc. and Krosaki Magnesita Refractories, LLC.

The Board considers that Mr. Sadayoshi Tateishi's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Tateishi as Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sadayoshi Tateishi, to whom the resolutions relates, are concerned or interested in the resolution mentioned at Item No. 13 of the Notice.

By Order of the Board of Directors

Arabinda Debta

Senior Company Secretary

Kolkata
11th May, 2015

Registered Office:

Po: Belpahar, Dist. Jharsuguda
Odisha, Pin: 768218
CIN: U26921OR1958PLC000349
Website: www.trlkrosaki.com
Email : arabinda@trlkrosaki.com

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

Name of Director	Mr. H. M. Nerurkar (DIN:00265887)	Mr. P. B. Panda (DIN:07048273)	Mr. Sudhansu Pathak (DIN:06545101)	Mr. Akira Tsuneoka (DIN:06570366)	Sunanda Lahiri (DIN:00451473)
Date of Birth	20.10.1948	04.04.1958	22.10.1961	10.08.1951	07.08.1947
Date of Appointment	27.08.2011	01.01.2015	08.05.2013	08.05.2013	21.03.2015
Expertise in specific Functional Areas	Metallurgy	Manufacturing of Refractories	Metallurgy	Manufacturing & Technology	Banking Industry
Qualifications	B. Tech. in Metallurgy	B.Sc.(Tech) Ceramics	Bachelor of Engineering (Metallurgy)	Master in Ferrous Metallurgy	Bachelor of Electronics and Tele Communication Engineering
Directorship held in other public companies (excluding Foreign Companies)	6	-	2	-	3
Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees and Shareholders'/ Investors' grievance Committee)	-	-	-	-	1
Shareholding in the Company	-	-	-	-	-

Name of Director	Mr. Sudhir K. Joshi (DIN:00066366)	Mr. Kinji Matsushita (DIN:03515430)	Mr. Toshikazu Takasu (DIN:07119176)	Mr. Sadayoshi Tateishi (DIN:03119411)
Date of Birth	15.08.1951	24.01.1957	07.02.1959	14.10.1958
Date of Appointment	21.03.2015	11.03.2015	21.03.2015	21.03.2015
Expertise in specific Functional Areas	Finance, Management & Capital Markets	Manufacturing, Plant Management & Technical Service	Manufacturing	Sales, Marketing and Business Planning
Qualifications	Member of the Institute of Chartered Accountants of India & holder MBA Degree	Mechanical Engineering	Bachelor of Engineering (B.E.)	Bachelor of Economics
Directorship held in other public companies (excluding Foreign Companies)	2	-	-	-
Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees and Shareholders'/ Investors' grievance Committee)	2	-	-	-
Shareholding in the Company	-	-	-	-

Highlights

(` Crores)

	2014-15	2013-14	2012-13	2011-12	2010-11
Turnover	1073.80	917.54	928.89	964.04	926.87
Profit Before Interest, Depreciation & Taxes	51.49	52.66	56.86	79.10	100.06
Depreciation	18.30	23.43	24.82	23.66	21.46
Profit before Taxes	4.67	3.98	9.66	34.76	66.33
Profit After Taxes	2.80	2.89	6.92	24.54	42.69
Retained Earnings	18.59	23.87	29.29	39.70	25.77
Shareholders' Funds	271.73	273.40	272.96	268.48	252.45
Borrowings	211.89	227.07	201.60	158.77	113.09
Dividends	2.51	2.45	2.45	8.50	38.38
Shareholders' Funds - per Share (`)	130	131	131	128	121
Dividend - (%)	10	10	10	35	158
Employees - (Numbers)	1227	1259	1270	1292	1337

DIRECTORS' REPORT

The Board of Directors hereby presents the 56th Annual Report and Audited Standalone and Consolidated summary financial statements for the year ended 31st March, 2015.

Financial Results

(` Crores)

	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Gross Revenue	1073.80	917.54	1289.85	1115.86
Less Excise duty	79.15	63.95	113.70	94.53
Net Revenue	994.65	853.59	1176.15	1021.33
Less Total Expenses (net of expenditure transferred to capital)	943.02	800.63	1107.90	950.99
Profit before finance cost depreciation, Employees separation compensation and Taxes	51.63	52.96	68.25	70.34
Less Finance Cost	28.51	25.26	33.39	30.28
Less Depreciation	18.30	23.43	28.27	32.73
Less Employees Separation Compensation	0.15	0.29	0.15	0.29
Profit Before Tax	4.67	3.98	6.44	7.04
Provision for Income Tax :				
Current	(0.93)	(2.36)	(0.94)	(2.36)
Deferred	(0.94)	1.27	(0.94)	1.27
Profit after Taxes	2.80	2.89	4.56	5.96
Add share of profit of Associates	—	—	0.65	(0.48)
Less minority interest	—	—	0.14	0.24
Profit after tax, minority interest and share of profit of Associates	2.80	2.89	5.07	5.23
Add Balance brought forward from earlier year	40.44	39.99	22.76	19.98
Less adjustment of depreciation for previous year	1.96	—	1.96	—
Balance:	41.28	42.88	25.87	25.21
Which the Directors have apportioned as under to:-				
(i) Proposed dividend	2.09	2.09	2.09	2.09
(ii) Tax on Dividend	0.42	0.36	0.42	0.36
(iii) General Reserve	—	—	—	—
Total	2.51	2.45	2.51	2.45
Balance to be carried forward	38.77	40.43	23.36	22.76

Dividend

Your Directors are pleased to recommend a dividend of ₹ 1 per share, i.e. 10 % for the year ended 31st March, 2015, for approval by the shareholders at the forthcoming Annual General Meeting.

Economic Environment

Global economy is still struggling to gain momentum as many high-income countries continue to grapple with legacies of the global financial crisis and emerging economies are less dynamic than in the past.

Global growth in 2014 was lower than initially expected. Growth picked up only marginally in 2014 to 2.6% from 2.5% in 2013. World GDP will grow by an estimated 3.0% in 2015 and 3.3% in 2016, supported by gradual recovery in high-income countries, low oil prices and receding domestic headwinds in developing countries. Lower oil price will lead to sizeable real income shifts to oil importing countries from oil exporting ones.

As per the latest available data, the advance estimates indicate a GDP growth of 7.4% in FY 2014-15 for India as compare to 6.9% in FY 2013-14 (with base as 2011-12). Inflation has eased throughout 2014-15. WIP based inflation eased to 3.9% in 2014 compare to 6.4% in 2013, likely due to the fall in global crude oil prices. Despite easing inflation, there was no improvement in industrial production. High interest rate and tight liquidity coupled with mining problem dampened business sentiment and investment. In comparison to FY 2013-14, investment as a percentage of GDP remained approximately the same.

The government of India and RBI are constantly introducing measures aimed at attracting investment and maintaining growth and improving the ease of doing business in India.

IMF chief has described India as a bright spot on cloudy global horizon. As per the Organization for Economic Cooperation & Development (OECD), India is expected to become the fastest growing economy over the next two years. As per the IMF forecast, Indian economy would grow by 7.5% in FY 2015-16.

Performance

After suffering negative growth in last two consecutive years mainly due to economic slowdown, the Company achieved positive growth during the year due to various performance improvement actions taken by the Company backed by sign of domestic economic growth. On standalone basis, the gross revenue of the Company grew to ₹ 1074 Crores from ₹ 918 Crores of the previous year; an increase of 17%. The consolidated revenue which include revenue of TRL China Limited were ₹ 1290 Crores compared to ₹ 1116 Crores for the previous year, a growth of 15.60%.

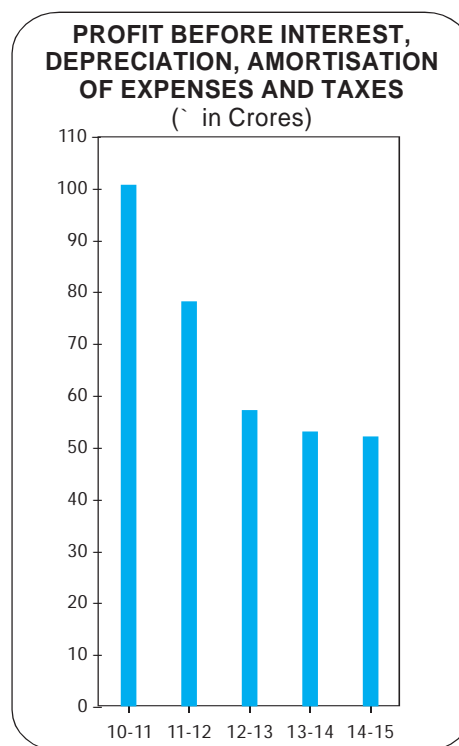
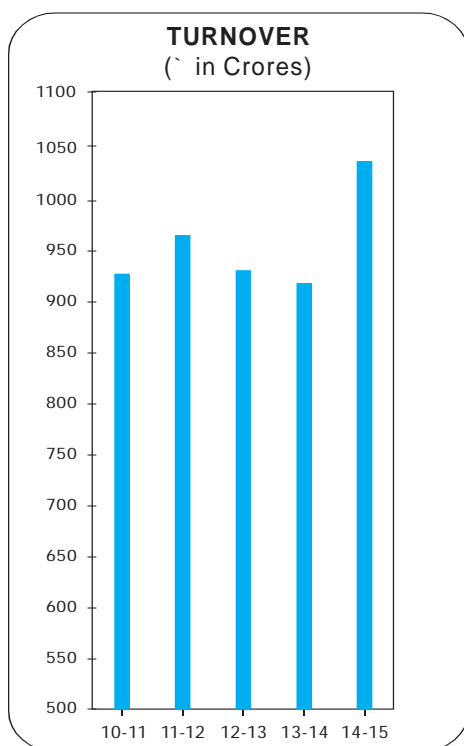
The standalone gross production during the year was 1,88,912 MT against 1,74,213 MT of the previous year; an increase of around 8.4%. The sales volume was 2,37,182 MT against 2,21,920 MT of the previous year; an increase of around 6.9%.

The Profit Before Tax (PBT) for the year was ₹ 4.67 Crores against ₹ 3.98 Crores of the previous year, an increase of 17%. The profit after tax was ₹ 2.79 Crores against ₹ 2.80 Crores of previous year. The consolidated profit was ₹ 4.56 Crores against ₹ 5.96 Crores of previous year.

International Business

Export from India in 2014-15 recorded a growth of just 0.09% as compared to 7.3% in 2013-14.

Despite dismal growth in Indian export during FY 2014-15, the export turnover of the company increased to ₹ 161 Crores



against ₹ 146 Crores of the previous year, a growth of over 10%.

The consolidated international business was ₹ 229 Crores against ₹ 208 Crores of the previous year.

During the year, the Company has received CAPEXIL's TOP Export Award for the year 2013-14.

New Projects

Commercial production from the new Flow Control Products Plant started during the year. Commercial production of Taphole Clay Plant had started during the last year.

Subsidiaries and Associates

TRL Asia Private Limited, incorporated in Singapore, is a subsidiary of the Company with 88% shareholding. TRL China Limited, incorporated in China, is a 100% subsidiary of TRL Asia Private Limited. TRL Asia Private Limited has no business except holding shares of TRL China Limited.

Performance of TRL China, a subsidiary of the Company continue to be in improvement path. Performance of MgO-C bricks of TRL China supplied to some customers' surpassed performance of its competitors and in many cases, the performance was at par with the competitors. Consistency in performance has enabled TRL China to improve its position in the market. Gross turnover of TRL China for the financial year 2014-15 was RMB 256 Million, 6% higher than the financial year 2013-14, gross turnover of RMB 241 Million. TRL China made a net profit of RMB 1.22 Million in the financial year 2014-15 against RMB 2.30 Million of the previous year. Decrease in profit was mainly due to increase in raw-material cost, which could not be passed due to fierce competition in the market. It has been assessed that performance of the TRL China will further improve during the current financial year.

The summary of performance and financial position of subsidiaries and associate companies is annexed herewith as "Annexure - A".

Management Discussion and Analysis

Management discussion and analysis given separately forms part of this report.

Consolidated Financial Statements

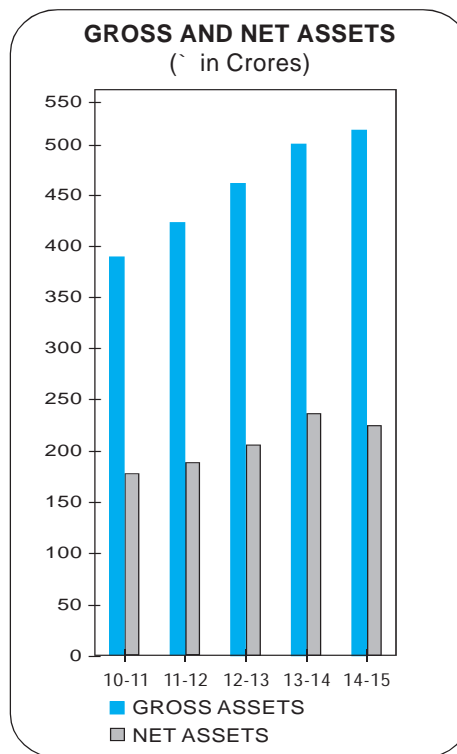
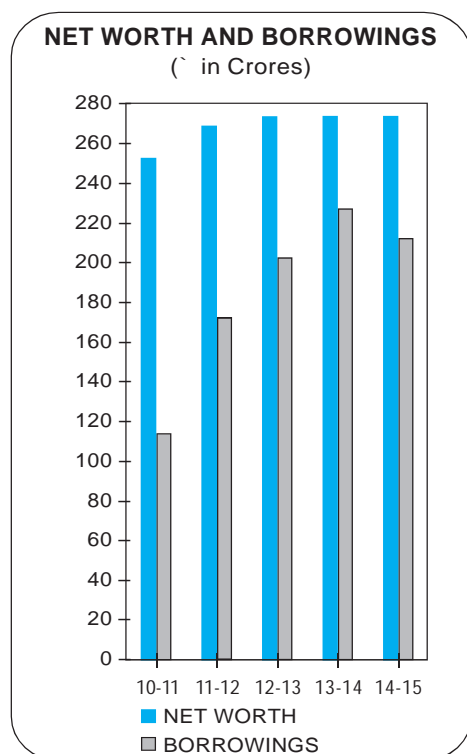
The consolidated financial statements of the Company form part of this Report.

Health, Safety and Environment

For the financial year 2014-15, the Company initiated various measures to ensure elimination of unsafe conditions and unsafe acts throughout the organization. Driven by the top management, implementation of various safety standards, focused training on different safety aspects and reinforcing safety observations & compliance thereof, were ensured to create a safe work place. The Safety Excellence Journey was further supported through planned safety campaigns & communication, observation of safety months on various safety themes and rewarding & recognizing safety achievements throughout the organization. The Company is already certified to Integrated Management System which includes OHSAS 18001.

TRL Krosaki was adjudged by Greentech Foundation for "Greentech Occupational Health & Safety Gold Award" consecutively for the second year.

Environment Management has always been a priority area for the company. The company has taken several initiatives to ensure that the environmental pollution level remains well within the prescribed norms. The state of art Effluent Treatment Plant, high efficiency ESPs & Bag Filters, online



Ambient Air Quality monitoring station etc. help in proper control and monitoring of pollution. During the year, the company achieved a green belt coverage of 33% which meets the prescribed norm.

The company bagged the prestigious “Greentech Gold Award” for Environment Management amongst all refractories industries in India for the year 2014-15.

Corporate Social Responsibility Initiatives

Annual Report on CSR activities of the Company in compliance with the Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014 is annexed herewith as “Annexure-B”.

Affirmative Action

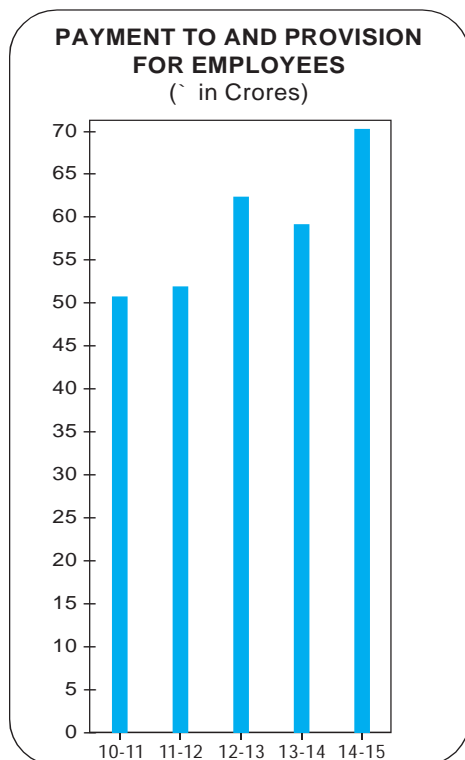
In line with its Affirmative Action Policy, which seeks to address the needs of the underprivileged section of the society, particularly the SC/ST communities, the company has undertaken various initiatives in the areas of Employment, Employability, Entrepreneurship and Education.

(i) Employment:

The Company follows the principle of ‘positive discrimination’ towards candidates from SC/ST communities, subject to merit and performance being equal with others while recruiting / selecting candidates for direct and indirect employment / engagements.

(ii) Employability:

The Rural Self Employment Training Institute (RSETI), as mentioned above, gives special focus on training SC/ST youths and help them get gainfully engaged. Around 50% of total trainees belong to the SC/ST communities.



(iii) Entrepreneurship:

The Company encourages and follows the principle of “Positive Discrimination” while selecting vendors in its supply chain provided quality, price and other considerations remaining equal with others.

(iv) Education:

Besides the “Ekalavya Scheme” which facilitates identification of poor but bright SC/ST students from SC/ST background and providing them with quality education, one SC/ST student was also supported during the year to help him pursue Diploma in Engineering course.

The Company's Affirmative Action Initiatives were duly recognized within the Tata Group of companies and it was awarded the “Affirmative Action Jury Award” for the year 2014.

United Nations Global Compact Compliance

The Company is committed to complying to the UN Global Compact Principles. As an equal opportunity employer, it does not carry any bias against any person based on caste, religion, race, marital status, sex, disability etc. It commits not to carry out any act which violates human rights. During the year, no case of violation of human rights has been reported. Energy conservation, environment protection and safety management are priority areas for the sustainability and growth of the Company. Accordingly, focused initiatives are taken in these areas to reduce generation of waste, promote recovery, recycle and reuse principle, reduce and contain pollution. Tata Code of Conduct serves as a Guide and drives ethical behavior across the organization and amongst all stakeholders.

Industrial Relations

The industrial relations in all the units and branches of the Company remained cordial and peaceful throughout the year. The Company has not lost even a single man-day in any of its manufacturing units.

Corporate Governance

Corporate Governance practices followed by the company is given in separate section which forms integral part of this Report.

Extract of Annual Return

Extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure - C”.

Vigil Mechanism/Whistleblower Policy

The Company has a vigil mechanism named whistleblower policy to deal with instances of fraud and mismanagement, if any. The policy has been posted on the website of the Company.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013:

- that in the preparation of annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- (b) that such accounting policies as mentioned in the Notes to the Accounts have been selected and applied consistently, and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2015, and of the profit of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual accounts have been prepared on a going concern basis;
- (e) that proper system has been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively;
- (f) that proper financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

Related Party Transactions

All related party transactions that were entered into during the Financial Year were on armed length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key-Managerial Personnel or other designated personnel. All related party transactions are placed before the Audit Committee for approval.

The Company has not entered in to any contract or arrangement or transaction covered under Sl. No.1 and Sl. No. 2 of FORM No. AOC-2 of the Companies Accounts Rules, 2014.

Remuneration Policy

The Board on recommendation of the Nomination and Remuneration Committee has framed a Policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Meetings

The details of the Board Meetings and Meeting of Committee of Directors are given in the Corporate Governance Report.

Secretarial Audit

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s ADP & Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure - D**".

Particulars of Loans, Guarantees or Investments

The details of loans, guarantees and investments covered under the provision of the Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

Risk Management

The Company has developed and implemented a Risk

Management Policy for the Company with an objective to develop a risk intelligent culture that supports decision making and helps improve performance. Although, the Company is not mandatorily required to constitute Risk Management Committee, the Company has proactively constituted a Risk Management Committee consisting of Managing Director and senior executives of the Company, as a good Corporate Governance initiative. The Committee has been mandated reviewing risks for the achievement of business objectives and actions taken to mitigate them.

Directors

- In accordance with the provisions of the Companies Act, 2013 and Article of Association of the Company, Mr. H. M. Nerurkar is retiring by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment.
- Dr. Arup Kumar Chattopadhyay, who was appointed as the Managing Director of the Company on 28th April, 2009 expressed his desire to step down from the position of Managing Directorship on 31st December, 2014. The directors respect his decision and place warm appreciation of the leadership and support extended by Dr. Chattopadhyay during his tenure as Managing Director of the Company.
- Mr. P. B. Panda, appointed as the additional Director and Managing Director of the Company with effect from 1st January, 2015 for a period of 3 Years. Mr. P. B. Panda will hold office till the date of the forthcoming Annual General Meeting (AGM) and notice has been received from a member proposing the candidature of Mr. P. B. Panda for being appointed as non-rotational Director of the Company.
- Mr. AkiraTsuneoka, who was appointed as a director of the Company by the Board with effect from 8th May, 2013, in the casual vacancy caused on the Board by the resignation of Mr.Yujiro Ueda and who holds office under Section 161 of the Companies Act, 2013 ("the Act") upto the date of the forthcoming Annual General Meeting but who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013.
- Mr. Sudhansu Pathak, who was appointed as a director of the Company by the Board with effect from 8th May, 2013, in the casual vacancy caused on the Board by the resignation of Mr. Rajesh Chintak and who holds office under Section 161 of the Companies Act, 2013 ("the Act") upto the date of the forthcoming Annual General Meeting but who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013.
- Mr. Koji Tsuyuguchi who was appointed as the director of the Company on 12th May, 2014 relinquished from the Directorship of the Company with effect from 4th March, 2015. The directors wish to place on record their warm appreciation of the valuable advice and support extended by Mr. Tsuyuguchi during his tenure as Director of the Company.

- Mr. Kinji Matsushita, nominated by Krosaki Harima Corporation, Japan, was appointed as additional director of the Company by the Board with effect from 11th March, 2015 under section 161(1) of the Companies Act, 2013 ("the Act"), and who holds office upto the date of forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013.
- Mr. Sadayoshi Tateishi and Mr. Toshikazu Takasu, nominated by Krosaki Harima Corporation, Japan were appointed as the additional directors with effect from 21st March, 2015 of the Company pursuant to section 161(1) of the Companies Act, 2013 ("the Act"), and who hold office upto the date of forthcoming Annual General Meeting but are eligible for appointment and in respect of whom the Company has received notices in writing from a member proposing their candidature for the office of Directors under the provisions of Section 160 of the Companies Act, 2013.
- Mr. Sudhir K. Joshi and Sunanda Lahiri were appointed Additional Directors of the Company in the category of Independent Director of the Company with effect from 21st March, 2015 for a period of 5 years with i.e. from 21st March, 2015 to 20th March, 2020 pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time.

Both the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

Key Managerial Personnel

- At the 500th Board Meeting held on 12th May, 2014, the Board of Directors approved the appointment of Dr. Arup Kumar Chattopadhyay, Managing Director, Mr. Chandra Sekhar Das, Executive Vice President and CFO and Mr. Arabinda Debta, Sr. Company Secretary as Key Managerial Personnel of the Company pursuant to section 203 of the Companies Act, 2013. The existing remuneration and the terms and conditions of appointment of the Key Managerial Personnel was approved by Nomination and Remuneration Committee of Directors.
- On resignation of Dr. Chattopadhyay from the Managing Directorship of the Company on 31st December, 2014, he ceased to be the Key Managerial Personnel of the Company.
- Mr. P. B. Panda on his appointment as the Managing Director of the Company w.e.f. 1st January, 2015, was appointed as the Key Managerial Personnel of the Company pursuant to section 203 of the Companies Act, 2013.

Auditors

M/s. N. M. Raiji & Co., present Auditors of the Company, retire at the forthcoming Annual General Meeting and as per Section 139(2) of the Companies Act, 2013 are eligible for

re-appointment for another two years. Pursuant to the provisions of Section 139 of the Companies Act, 2013, their re-appointment requires the approval of the members.

Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as "Annexure - E"

Significant and Material Orders Passed by the Regulators or Courts

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Company has not received any complaint on sexual harassment during the financial year 2014-15.

Deposits

The Company had stopped accepting deposits with effect from September 2013. All deposits accepted prior to September 2013, and not matured, has been repaid before 31st March, 2015 in compliance with Section 74 of the Companies Act, 2013.

Internal Financial Control System

The company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal controls, regulatory and statutory requirements. Internal Financial Control, which require that the directors review the effectiveness of internal controls and compliance control, financial and operational risks, risk assessment and management systems and related party transaction, have been complied with. Self-certification exercises are also conducted by which senior management certify effectiveness of the internal control system, their adherence to the code of conduct and company's policies and their compliance with company policy for financial or commercial transactions, if any, where they have personal interest or potential conflict of interest.

On behalf of the Board of Directors

Kolkata
11th May, 2015

H. M. Nerurkar
Chairman

Annexure A - Summary of Performance and Financial Position of Subsidiary and Associate Companies

(` in Crores)

	Subsidiary	Subsidiary	Associate
Name of the Company	TRL Asia Private Limited	TRL China Limited	Almora Magnesite Limited
Reporting Currency	CNY	CNY	INR
Exchange Rate	10.0532	10.0532	1
Capital	66.20	65.31	2.00
Reserves	(0.76)	(26.29)	1.49
Total Assets	65.48	150.31	12.03
Total Liabilities	0.04	111.29	8.54
Investments (Excluding investment in subsidiaries)	–	–	–
Turnover	0.02	257.55	26.59
Profit Before Tax	(0.03)	1.23	0.70
Provision for Taxation	–	–	–
Profit after Taxation	(0.03)	1.23	0.70
Proposed Dividend	–	–	–
Country	Singapore	China	India

Annexure B - Annual Report on Corporate Social Responsibility Activities (Pursuant to Section 135 of the Companies Act, 2013)

1. (A) Brief outline of the Company's CSR policy

TRL Krosaki acknowledges that being a member of the communities in which it functions; it has a responsibility to contribute to improve the quality of life of the communities. TRL Krosaki shall continue to relentlessly strive in its endeavor to facilitate economic, environmental and social sustainability of its communities.

TRL Krosaki's CSR initiatives will focus on broad thrust areas, such as, Education, Health, Livelihood and Infrastructure development. Besides, it will also undertake interventions in the areas of sports, disaster relief, environment, ethnicity etc. all aimed at improving the quality of life of the communities.

(B) Projects or Programs

For more than last forty years, the company has consistently and passionately carried forward the tradition of 'Giving Back to Communities', which is core to its CSR philosophy. It proactively reaches out to its target communities through a planned and focused approach. The key CSR programmes focus on the following areas;

I. Health and Sanitation

- (i) The Company, during the year, continued to participate in the joint programme with the Govt. & an NGO to help construction of regular toilets and bathrooms with 24 hours water supply in every rural house in different villages.
- (ii) In its endeavor to correct congenital cleft lip and cleft palate deformity cases, a number of surgical interventions were carried out at the company hospital to correct such deformities. The hospital is accredited by the "Smile Train", an NGO in the USA.
- (iii) During the year, Health Camps, Immunization camps were organized at different places in the community.

II. Education

- (i) Infrastructure supports by way of construction of class rooms, hostel rooms, toilets etc., were extended to different rural schools to help in improving the basic facilities and amenities.
- (ii) Merit cum means scholarship was granted to meritorious but poor students to help them access to quality education in B.R. High School and Belpahar English Medium School.
- (iii) Under the "Ekalavya scheme", poor but bright students from rural schools were identified and admitted in B. R. High School, which has a residential facility. These students are provided free lodging, boarding and study materials from class VI to class X.

III. Income generation & Environment

- (i) During the year, irrigation support infrastructure, such as, pumps, motors, pipelines were provided to villagers to help them to improve their yield.
- (ii) Fingerlings were supplied to villagers during the year to help them grow pisciculture and earn livelihood.
- (iii) The Company maintains a full-fledged nursery and supplies saplings to various educational institutes and rural households to help them develop green belts.

IV. Rural Self Employment Training Institute (RSETI)

The Company set up a full-fledged residential Training Institute at Belpahar in 2009. This Institute helps the Company to run its flagship CSR programme on "Employability". Unemployed youths from rural areas are provided various short duration skill development training to help them get gainfully engaged by way of self-employment or by wage employment. The Institute provides free lodging, boarding and training facilities to the trainees. It also provides a two year follow up support to the trainees after they pass out from the Institute. During the year, more than 800 trainees passed out from the Institute and the overall settlement rate was so far 85%, which is quite high by any standard. The contribution of the Institute was recognized both at the state and national levels during the year.

(C) Weblink:

<http://www.trlkrosaki.com/company/policies.html>

2. The composition of the CSR Committee.

Mr. Sudhansu Pathak, Chairman, Non- Executive Director

Mr. P. B. Panda, Managing Director

Mr. S. K. Joshi, Independent Director

3. Average net profit of the Company for last three financial years.

Average Net Profit: ` 16.13 Crore

4. Prescribed CSR expenditure (two percent of the amount as in item 3 above).

The Company is required to spend ` 32.26 Lakhs towards CSR.

5. Details of CSR spent during the financial year:

(a) Total amount spent for the financial year : ` 109.00 Lakhs

(b) Amount unspent, if any : Nil.

(c) Manner in which the amount spent during the financial year is detailed below :

(In ` Lakhs)

Sl. No.	Projects/Activities	Sector	Locations	Amount Outlay (Budget) Projects or Programme Wise Sub-heads: 1. Direct Expenditure (D) or programmes 2. Overheads (O)		Cumulative Expenditure up to reporting period (***)	Amount Spent: Direct or through Implementing agency
1	2	3	4	5		6	7
				(D)	(O)		
1	Scholarship to Poor & Meritorius students, " Ekalavya" Talent Search Examination, construction of additional class room , hostel rooms in Schools, Supply of laboratory apparatus in Schools, Electrical installations in School Buildings, financial support to schools for handicapped & differently abled children	Education	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	26.54	2.24	8.33 18.47 2.21	- Direct - BEST - Prerana
2	Organising health camps, Family Planning Camps, "Balyashree" Programme, "Operation Khushi" Programme, Immunization & National Pulse Polio programmes	Health Care	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	8.48	0.79	7.18	Direct
3	Installation of deep bores with platform for drinking water, Supply of drinking water through tankers (During summer season), Construction of bathrooms and toilets in every rural house.	Drinking Water & Sanitation	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	34.03	2.56	20.35	Direct
4	Supply of Pumps, Motors, Pipe Lines, Pump House to Promote irrigation, Distribution of Metal Storage Bins to SC/ST Farmers.	Agriculture	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	5.10	0.43	4.64	Direct

Sl. No.	Projects/Activities	Sector	Locations	Amount Outlay (Budget) Projects or Programme Wise Sub-heads: 1.Direct Expenditure (D) or programmes 2.Overheads (O)		Cumulative Expenditure up to reporting period (***)	Amount Spent: Direct or through Implementing agency
1	2	3	4	5		6	7
				(D)	(O)		
5	Promoting Skill Development Training to unemployed youth through the Rural Self Employment Training Institute (RSETI), Conducting Sewing Training Classes for rural ladies, Repairing of Sewing Machines for Sewing Centres, Supplying fingerlings to farmer to promote Pisciculture.	Sustainable Livelihood	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	20.73	1.50	4.39 21.14	-Direct -BEST
6	Extending financial support to cultural / social events to promote culture, promoting local artifacts & handicrafts, Conducting Annual Exhibitions / National Functions	Ethnicity	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	2.40	0.20	2.20	Direct
7	Providing Solar Lights to improve rural life during night, undertaking plantation programme, maintenance of plantation in Govt. Lands, Organizing Rural Awareness Programme & Quality of Life Programme through CBWE, Maintenance of Nursery & distribution of sampling to farmers, schools, Govt. Offices & Industries.	Environment	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	16.98	1.14	17.55	Direct
8	Construction of bathing Ghats in village ponds.	Rural Infrastructure	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	1.06	0.30	1.18	Direct
9	Supplying sports items to rural areas & schools, extending financial support for organizing sports events in rural areas.	Sports	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	1.36	0.11	1.15	Direct
10	Additional CSR Activities (on request of Local Government, MP & MLA)	Contingency	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	2.00	0.00	0.00	—
Total				118.68	9.27	108.79	

Names of Implementing Agencies: Belpahar Education Society (BEST) and Prerana (School of Mentally Challenged), both formed by the Company under Society Act, 1860.

(**): Cumulative Period (Column No. 6) commenced from 1st April, 2014.

We hereby declare that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

Kolkata

11th May, 2015

S. Pathak

Chairman of CSR Committee

S. K. Joshi

Independent Director

P. B. Panda

Managing Director

Annexure C - Extract Of Annual Return

As on 31st March, 2015

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

Form No. MGT-9

I. REGISTRATION AND OTHER DETAILS:

CIN	U26921OR1958PLC000349
Registration Date	5th September, 1958
Name of the Company	TRL Krosaki Refractories Limited
Category/Sub-Category of the Company	Public Company having share capital
Address of the Registered office and contact details	Po- Belpahar, Dist- Jharsuguda, Odisha, 768218, India Phone : +91 6645 258417, Fax: +91 6645 250243 Email : arabinda@trlkrosaki.com
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	The Company has an in-house Share Department at the registered office address. Phone: +91 6645 258417

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacturing of refractories products	23913	59
2	Manufacturing of monolithic products	23911	19
3	Others	NA	22

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Krosaki Harima Corporation 1-1, Higashihama-machi, Yahatanishi-ku Kitakyushu-city, 806-8586, Japan	NA	Holding	51	2(46)
2	TRL China Limited Metallurgical and Chemical Industrial Park, Bayuquan, Yingkou Liaoning Province, China -115212	NA	Subsidiary	100	2(87)
3	TRL Asia Private Limited, Singapore	NA	Subsidiary	88	2(87)
4	Almora Magnesite Limited Magnesite House, Ranidhara Road, Almora-263601 (Uttaranchal)	U26941UR1971PLC003453	Associate	39	2(6)

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

(i) Category-wise Shareholding

Category of Shareholders	Beginning of the year (1st April, 2014)				End of the year (31st March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	42,39,360	-	42,39,360	20.28	55,63,864	-	55,63,864	26.62	6.34
e) Banks/FI	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	42,39,360	-	42,39,360	20.28	55,63,864	-	55,63,864	26.62	6.34
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	106,59,000	-	106,59,000	51.00	106,59,000	-	106,59,000	51.00	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	106,59,000	-	106,59,000	51.00	106,59,000	-	106,59,000	51.00	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	148,98,360	-	148,98,360	71.28	162,22,864	-	162,22,864	77.62	6.34
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	9,62,500	-	9,62,500	4.61	9,62,500	-	9,62,500	4.61	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	9,62,500	-	9,62,500	4.61	9,62,500	-	9,62,500	4.61	-
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	14,27,994	23,53,150	37,81,144	18.09	1,03,490	23,53,150	24,56,640	11.75	(6.34)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	39,450	59,826	99,276	0.48	39,450	59,826	99,276	0.48	-

Category of Shareholders	Beginning of the year (1st April, 2014)				End of the year (31st March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8,98,510	2,60,210	11,58,720	5.54	8,98,510	2,60,210	11,58,720	5.54	-
Sub-total (B)(2):-	23,65,954	26,73,186	50,39,140	24.11	10,41,450	26,73,186	37,14,636	17.77	(6.34)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	33,28,454	26,73,186	60,01,640	28.72	20,03,950	26,73,186	46,77,136	22.38	(6.34)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Total (A+B+C)	182,26,814	26,73,186	209,00,000	100	182,26,814	26,73,186	209,00,000	100	-

(ii) **Shareholding of Promoters**

Sl. No.	Shareholder's Name	Beginning of the year (1st April, 2014)			End of the year (31st March, 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company shares	% of Shares Pledged / encumbered to total	
1	Tata Steel Limited	42,39,360	20.28	-	55,63,864	26.62	-	6.34
2	Krosaki Harima Corporation	106,59,000	51.00	-	106,59,000	51.00	-	-
	Total	148,98,360	71.28	-	162,22,864	77.62	-	6.34

(iii) **Change in Promoters' Shareholding**

Sl. No.		Shareholding at the beginning of the year i.e. 1st April 2014		Cumulative Shareholding during the year (1st April 2014 to 31st March 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Tata Steel Limited				
	At the beginning of the year	42,39,360	20.28	42,39,360	20.28
	Acquired during the year	13,24,504	6.34	13,24,504	6.34
	At the end of the year	55,63,864	26.62	55,63,864	26.62

(iv) Shareholding pattern of top ten shareholders

Sl. No.	Shareholders Name	Shareholding at the beginning of the year i.e. 1st April 2014		Cumulative Shareholding during the year (1st April 2014 to 31st March 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Krosaki Harima Corporation	106,59,000	51.00	106,59,000	51.00
2	Tata Steel Limited	42,39,360	20.28	55,63,864	26.62
3	Steel Authority of India Limited	22,03,150	10.54	22,03,150	10.54
4	Kalimati Investement Co. Limited	13,24,504	6.34	-	-
5	Life Insurance Corp. of India	9,62,500	4.61	9,62,500	4.61
6	Rajkumar Satyanarayan Nevatia	4,65,000	2.22	4,65,000	2.22
7	Her Highness Rajmata Gayatri Devi	1,84,570	0.88	1,84,570	0.88
8	Mr. Ajay Kumar Kayan	1,50,000	0.72	1,50,000	0.72
9	S. M. S. Investment Corp. Pvt. Limited	97,490	0.47	97,490	0.47
10	Man-Made Fibers Pvt. Limited	75,000	0.36	75,000	0.36
11	Alpic Finance Limited	70,000	0.33	70,000	0.33

(v) Shareholding of Directors and Key Managerial Personnel (KMP)

Sl. No.		Shareholding at the beginning of the year i.e. 1st April 2014		Shareholding at the end of the year i.e. 31st March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. C.S. Das, CFO	100	-	100	-

Note. : 1. Directors held no shares in the Company during the year.
2. Except CFO as above, other KMP held no shares in the Company during the year.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (In ` lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	9,639.77	12,441.67	625.24	22,706.68
(ii) Interest due but not paid	-	-	0.47	0.47
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	9,639.77	12,441.67	625.71	22,707.15
Change in Indebtedness during the financial year				
• Addition	-	947.97	-	947.97
• Reduction	1,840.70	-	625.71	2,466.41
Net Change	(1,840.70)	947.97	(625.71)	(1,518.44)
Indebtedness at the end of the financial year				
(i) Principal Amount	7,799.07	13,389.64	-	21,188.71
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7,799.07	13,389.64	-	21,188.71

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(In ` lakhs)

Sl. No	Particulars of Remuneration	Name of MD/MTD/ Manager		Total Amount
		Mr. P.B. Panda* MD	Dr. A.K Chattopadhyay* MD	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	17.97 1.97 -	78.01 7.90 -	95.98 9.87 -
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	42.18	-	42.18
	Total (A)	62.12	85.91	148.03
	Ceiling as per the Companies Act, 2013	Companies other than Listed Companies and subsidiary of a listed company may without Central Government approval pay remuneration beyond ceiling specified in Section II, Part II of Schedule V, subject to compliance with certain conditions mentioned therein (Rule 7(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014)		

* Part of the year.

B. Remuneration to other Directors:

(In ` lakhs)

Sl. No.	Name	Commission	Sitting Fees	Total Compensation
I	Non-Executive Directors			
1	Mr. H.M. Nerurkar	1.41	1.65	3.06
2	Mr. V.S.N. Murty	1.11	1.65	2.76
3	Mr. Sudhansu Pathak	0.66	1.20	1.86
4	Mr. Rakesh Kulshreshtha #	0.51	1.05	1.56
5	Mr. P.S. Shrivastava #	0.22	0.45	0.67
6	Mr. Kotaro Kuroda @	0.96	1.50	2.46
7	Mr. Hiroshi Odawara @	0.81	1.65	2.46
8	Mr. Kiyotaka Oshikawa @	0.59	1.20	1.79
9	Mr. Akira Tsuneoka @	0.51	1.05	1.56
10	Mr. Koji Tsuyuguchi @	0.66	1.35	2.01
11	Mr. Kinji Matsushita	NA	NA	-
12	Mr. Toshikazu Takasu	NA	NA	-
13	Mr. Sadayoshi Tateishi	NA	NA	-
	Total (I)	7.44	12.75	20.19
II	Independent Directors			
1	Sunanda Lahiri	NA	NA	-
2	Mr. Sudhir K. Joshi	NA	NA	-
	Total (II)			NA
	Grand Total (I + II)			20.19
	Overall ceiling as per the Companies Act, 2013 (commission)			` 7.54

Paid to Steel Authority of India Limited.

@ Paid to Krosaki Harima Corporation, Japan.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(In ` lakhs)

Sl. No	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. A. Debta Sr. Company Secretary	Mr. C.S. Das CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961.	9.99	70.35	80.34
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961.	1.75	8.62	10.37
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others	-	-	-
Total		11.74	78.97	90.71

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/ NCLT / Court]	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding	NONE				
B. DIRECTORS Penalty Punishment Compounding	NONE				
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding	NONE				

Kolkata
11th May, 2015

P. B. Panda
Managing Director

A. Debta
Senior Company Secretary

Annexure D - Form No. MR-3

Secretarial Audit Report for the Financial Year Ended 31st March, 2015

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TRL KROSAKI REFRACTORIES LIMITED
CIN-U26921OR1958PLC000349

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by TRL Krosaki Refractories Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of TRL Krosaki Refractories Limited's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under relating to Foreign Direct Investment or Overseas Direct Investment;
- (iv) Following other laws as are specifically applicable to the Company:
 - (a) Industries (Development and Regulation) Act, 1951;
 - (b) The Factories Act, 1948;
 - (c) Industrial Disputes Act, 1947;
 - (d) Contract Labour (Regulations and Abolition) Act, 1970;
 - (e) Employees State Insurance Act, 1948;
 - (f) Payment of Bonus Act, 1965;
 - (g) Water (Prevention & Control of Pollution) Act, 1974;
 - (h) Air (Prevention & Control of Pollution) Act, 1981.

The company complies with Statutory Tax Audit requirement under section 44AB of the Income Tax Act, 1961, which is done by Tax Auditor appointed in his Tax Audit Report, so we have not reviewed compliance of applicable Income Tax Laws to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards (though not mandatory during the year) issued by the Institute of Company Secretaries of India, under Section 118 (10) of the Companies Act, 2013 to the extent observed by the Company.

The management has represented and we have also checked that the Company being an unlisted Public Company the following Acts, Regulations, Guidelines, Agreements etc. as specified in the prescribed MR-3 Form were not applicable to the Company:

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and;
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (iii) Listing Agreements with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice was given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of minutes.

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 compliance with applicable laws, rules, regulations and guidelines.

We further report that there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Place: Bhubaneswar
Date: 2nd May, 2015

For ADP & Associates
Company Secretaries

(CS Ashok Kumar Mishra)
Partner
FCS-5128 CP No-3270

This Report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

'Annexure-A'

To

The Members,
TRL Krosaki Refractories Limited
U26921OR1958PLC000349

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules, regulations, guidelines, standards and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Bhubaneswar
Date: 2nd May, 2015

For ADP & Associates
Company Secretaries

(CS Ashok Kumar Mishra)
Partner
FCS-5128 CP No-3270

Annexure E - Conservation of energy, Technology absorption, Foreign Exchange earnings and Outgo

A. Conservation of Energy

- (a) Steps taken or impact on conservation of Energy
 - (i) Energy conservation measures taken.
 - (1) RTK 1 & 2 sintering zone lining are changed and kiln revamped to improve kiln efficiency.
 - (2) RTK 1 & 2 pet coke feed line smooth RAV changed for reduction of spillage and wastage of pet coke and system improvement.
 - (3) Use undersized coal 10-20 mm introduced to reduce consumption of prime coal.
 - (4) Low cost fuel substitute used in high temperature kilns.
 - (ii) Impact of above measures
 - (1) RTK output increased from 103 MT/Day to 108 MT/Day.
 - (2) Saving of ` 42 lakhs achieved due to saving of prime coal.
 - (3) A saving of ` 18 lakhs achieved by using alternative fuel in DTK and ` 4 lakhs is saved in HTK.
- (b) Steps taken by the Company for utilising alternate sources of Energy.
 - (1) FCP Department Tunnel kiln stabilized with 100% producer gas.
 - (2) Use of HSD as a fuel in kiln operation is eliminated.
 - (3) Trial with low cost tar based alternative fuel was taken to substitute FO in DTK & HTK.
- (c) Capital Investment on energy conservation equipment.

Maximization of petcoke firing in RTK-1 by relocating the existing petcoke feed system with an expenditure of ` 18.18 Lakhs.

B. Technology Absorption and Research & Development

(i) Efforts, in brief, made towards technology absorption;

- Number of new products have been introduced in the product basket with in-house development as well as with technical know-how with Krosaki Harima Corporation, Japan. Taphole Clay, New generation Flow Control Products; MgO-C for EAF & Converter and Repair Materials for Converter & EAF are developed with KHC technology.
- In-house developed materials are Spinel bricks for steel ladle in JSW, Toranglu & TSL, Jamshedpur; Al_2O_3 - ZrO_2 - Cr_2O_3 bricks for Copper Tuyere; Andalusite-Carbon (TRL AC 60) bricks for TSL, Scunthorpe, UK hot metal ladle; DBMC bricks for Copper; Magnesia-alumina spinel and MgO - ZrO_2 bricks for Lime Kiln; Al_2O_3 - MgO -C pressed WB & SB for medium sized ladle; improved quality MgO -C bricks for ladle & EAF and record life achieved in TSL, Jamshedpur and Usha Martin; burnt dolo bricks for AOD and achieved record life in Viraj and Salem Steel; Dolo B1 and Dolo F1 bricks for Arcelor Mittal Aparam VOD ladle; BF trough castable for IISCO; TRL Plast AK – 80 for CFBC boiler; high performing castables for 250 MW CFBC boiler of BHEL; high performing PCPF items for Jindal Hadded; burnt and unburnt 2 QC composite slide plate.
- Innovation in every field of business process is given as the thrust area. Awareness programme at different levels are carried out through classroom as well as shop floor training. To enhance the customer focus targeting towards the supply of “zero defect” products to the customers, a newly designed Quality Management System (QMS) has been implemented in the plant. Quality Assurance Department has organised several trend analysis experiments and reports to support operational discipline. 200 numbers of raw materials from new source have been evaluated by Quality Control Department. Out of 200 samples, 100 samples have been found suitable for our plant. Eco-Innovation projects like Development of Low Carbon MgO -C bricks; Development of value added products from waste materials is in progress. TRL Krosaki is working jointly with different institutes/Universities like National Institute of Technology, Rourkela; IIT-BHU, Varanasi; Central Glass & Ceramic Research Institute, Kolkata etc. on collaborative projects. Two joint projects with NIT, Rourkela are funded by the Department of Science & Technology (DST), Govt. of India.

(ii) Benefits derived as a result of above efforts (like product development, cost reduction, product development or import substitution)

- The performance of the TRL's products has shown superiority at customers' end (e.g. all time highest life of 6,358 heats life in TSL, LD3 Converter with TRL Krosaki's Magnesia-carbon, satisfactory life of 174.5 heats by use of alumina spinel brick in steel ladle of JSW, Toranglu ; Al_2O_3 - ZrO_2 - Cr_2O_3 bricks supplied to KCM, Zambia has given double life in Tuyere application; hot metal throughput of above 1,00,000 MT achieved in IISCO, BF trough (largest BF in India); TRL Plast AK – 80 high alumina plastic material has given satisfactory performance (> 3 years) in CFBC boiler at V. S. Lignite Ltd; Successful execution of 2 X 250 MW CFBC boiler of BHEL in terms of refractory supply and application at Bhavnagar, Gujarat; Successful implementation of AL 80 mechanism at Tata Steel, LD#1 with 5 heats achievement of slide plate; Record life of 103 heats at TSL, LD-1 160T ladle with improved quality of MgO-C brick & Record life of 698 heats achieved at Usha Martin 40T EAF; highest life of 89 heats and 155 heats achieved at Viraj & Salem Steel 60T AOD vessel respectively with burnt dolomite bricks with the help of Technical Support Service (TSS) with revised design; Performance tracking of major products are done by TSS in a prescribed format on a monthly basis and shared to all concerned; Overall life of DSP ladle was increased by modifying the design in the lower metal zone (prone to preferential erosion).
- Several successful trials of TRL Krosaki products have been carried out in the areas of Taphole clay in large Blast Furnaces; new generation Flow Control Products in Steel Plants; MgO-C bricks in EAF & Converter; DBMC bricks in Copper industries etc. to promote and expand the business share in Domestic and International Business.
- Savings in raw materials costs, higher product performance at customers' end, increased customer satisfaction etc. are going on continual basis.

(iii) In case of imported technology (imported during last three years reckoned from the beginning of the financial year) following information may be noted:

Details of Technology	Year of Import	Whether Technology fully absorbed	If not fully absorbed, areas where absorption has not taken place and the reason thereof.
Taphole Clay – Krosaki Harima Corporation, Japan	2011-12	Yes	NA
Flow Control Products (FCP) – Krosaki Harima Corporation, Japan	2011-12	Yes	NA
RH Snorkel - Krosaki Harima Corporation, Japan	2011-12	No	Partly implemented due to investment requirement and present market condition.
Wear Lining Material for Trough & Runner - Krosaki Harima Corporation, Japan	2012-13	Yes	Implemented
Repair Material – Krosaki Harima Corporation, Japan	2012-13	No	Under Implementation
Manufacturing of Slide Gate Device – Krosaki Harima Corporation, Japan	2013-14	No	Delayed due to market condition.

(iv) Expenditure of R&D

(a) Capital	:	₹ 35.32 Lakhs
(b) Recurring	:	₹ 542.38 Lakhs
(c) Total	:	₹ 577.70 Lakhs
(d) Total R&D expenditure as a percentage of total turnover	:	0.54 %

C. Foreign Exchange Earnings & Outgo

Foreign exchange earned	:	₹ 155.75 Crores
Foreign exchange used	:	₹ 232.79 Crores

On behalf of the Board of Directors

Kolkata
11th May, 2015

H. M. Nerurkar
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview

Refractories are composite materials used in large volume in extreme, usually corrosive environments as furnace lining for high temperature materials processing and other applications in which thermo chemical properties are critical. Refractories are therefore, facilitating or enabling materials and are essential to successful operations of any industry in which high temperature are used. About 70% of world refractory production is consumed by steel industry. In India, steel industry consumes around 75% of refractories produced. Other significant consumers of refractories are cement, lime, aluminum, copper, glass, chemicals, etc.

As the steel industry is the major consumer of refractories, the growth of refractories industry is closely linked with the growth of iron and steel industry. Dismal growth in manufacturing sector's output and low growth of steel consumption in India, in the year 2014-15 had adversely impacted growth of refractories industry. The low growth in manufacturing sector can be attributed to high interest rate, infrastructure bottlenecks and low domestic and external demand.

Performance Review

The highlights of financial performance are as under:

Sl. No.	Item	2014-15 ₹ Crores	2013-14 ₹ Crores	Change (%)
1	Sale of Products and Services (including Excise Duty)	1,071	914	17 ↑
2	Other Income	3	4	25 ↓
3	Total Income (1+2)	1,074	918	17 ↑
4	Manufacturing and other Expenses (including Excise Duty)	1,023	865	19 ↑
5	Earnings before interest, Depreciation and Taxes (EBIDTA)	52	53	2 ↓
6	EBIDTA margin	4.84%	5.74%	—
7	Depreciation	18	23	22 ↓
8	Finance Cost	29	25	16 ↑
9	Profit Before Tax	5	4	25 ↑
10	Profit After Tax	3	3	—

After suffering negative growth both in turnover and profit for last two years, the Company achieved positive growth in turnover and profit in the current year.

Depreciation during the year was ₹ 5 Crores less than the previous year due to calculation of depreciation on useful life basis in compliance with the new Schedule II to the Companies Act, 2013. Total finance cost for the year was ₹ 29 Crores against ₹ 28 Crores of previous year. However, after capitalization interest charged to profit and loss account during the year was ₹ 29 Crores against ₹ 25 Crores of previous year. Legal and professional expenditure of the company in the year was ₹ 18 Crores against ₹ 7 Crores of previous year. The increase of ₹ 11 Crores in legal and professional expenditure pertains to fees paid to Boston Consulting Group (BCG), engaged in profit enhancement project. Employees benefit expenses in the current period increased over previous year by ₹ 11 Crores out of which ₹ 6 Crores is on account of increase in retirement benefit provisions due to change in actuarial estimates based on reduced discount rate and the balance increase of ₹ 5 Crores pertains to normal increase in salary and medical expenses.

EBIDTA of FY 2014-15 was 2% lower than 2013-14, in spite of 17% growth in revenue mainly due to higher provisions made towards retirement benefits and increased professional expenses as mentioned above.

Borrowings and Liquidity

Borrowing for Capex decreased to ₹ 60 Crores from ₹ 82 Crores of last year due to repayment of term loan taken for Capex. Borrowing for working capital increased to ₹ 151 Crores from ₹ 145 Crores. Total current assets decreased by ₹ 18 Crores (₹ 412 Crores current year against ₹ 430 Crores last year). Inventories decreased by ₹ 27 Crores from ₹ 201 Crores last year to ₹ 174 Crores current year. Raw-materials inventory had decreased mainly due to increase in production. Stock of finished

products and WIP had decreased due to lifting of materials by customers which they had not lifted last year due to delay in execution of their projects. Total debtors has increased from ₹ 191 Crores in last year to ₹ 205 Crores, primarily due to lower discounting of bills.

The tight monetary policy of RBI to curtail inflation, continued for the fourth consecutive year, for which interest rate remained very high throughout the year.

Although, throughout the year, interest rate remained at a very high level, the average cost of borrowing contained at 10.26% for the year against 10.50% of previous year by availing short term loan and discounting bills at a lower rate.

Keeping in view, estimated better performance during the year 2015-16, current gearing level, and unutilized credit limits, the company is comfortable of managing its liquidity over the short term and medium term.

ICRA has assigned [ICRA]AA- (stable) (pronounced ICRA double A minus), rating to Fund Based Working Capital Limit and Term Loan and A1+ (pronounced A one Plus) rating to Non-fund Based Working Capital Limit and Short term Fund Based Working Capital Limit of the Company.

Human Resources

People are the assets and have been instrumental in driving the Company's performance year on year. Their passion, commitment, sense of ownership and team work has enabled the Company to fight the challenges at the market place and sustain its leadership position during 2014-15. In line with its Mission statement, the Company has always striven to offer a positive, supportive, open and high performance work culture where innovation and risk taking is encouraged, performance is recognized and employees are motivated to realize their true potential. The Company is an equal opportunity employer and believes in recognizing merit and potential in the selection process. As in the past, the Company has been working towards strengthening employee engagement through continuous communication, education, and welfare initiatives.

Focus has also been given to provide opportunities to employees to learn and grow within the organization. Over 85% of its employees were covered under various training programmes with an overall training man-days exceeding 10 man-days/man/ year, which is an industry benchmark in the country.

The Company closed the year with a manpower of 1,227 as on 31st March, 2015 against 1,259 employees in the rolls of the Company as on 31st March of the previous year.

Business Strategy

Last year, Board of Directors of the company had engaged The Boston Consulting Group (BCG), a world renowned consultancy firm to help the company to formulate strategy and to streamline its operation to enhance both its top line and bottom line in the short – medium term. The company has started implementing some of their recommendations. The Board of Directors has extended engagement of BCG up to 31st October, 2015 to bring all-round improvement in the performance of the Company.

To strengthen technology division and quality control system, the Company has appointed two technology experts as Executive Vice President (Technology & Technical Support Services) and Vice President (QA, QC & Tech.), on secondment basis from Krosaki Harima Corporation, Japan.

The above strategy of the Company is expected to improve its market presence and profitability.

Future outlook

Inflation has eased throughout the FY 2014-15, which is expected to lead to an expansionary monetary policy and boost industrial production.

Steel industry is one of the most promising industries across the world. Consumption of steel is an important indicator of economic progress of any country, it increases with an increase in demand for infrastructure, automobile and transportation. At 60 KG per capita, the country's steel consumption lags the global average by four times which indicates that there is a huge potential for growth.

Forward looking indicators suggest domestic demand is gathering momentum. Lower interest rates as well as the government's infrastructure and disinvestment programme should provide a boost to domestic industries. With the introduction of new products like Taphole Clay and higher quality Flow Control products and strengthening of technology division, the Company is fully geared to take advantage of the situation.

Risks and Concerns

Steel industry being the major consumer of refractories, holds key to the growth of refractories industry. Since last three years, several Iron and Steel projects have been stalled due to policy bottleneck, like obtaining environmental permissions, fuel linkages, mining permission or land acquisition.

Recently, the Government has taken several measures for industrial growth like expediting mining and environmental clearances, auctioning of coal mines etc. However, the land acquisition still remains biggest hurdle for infrastructure development and industrial growth.

Internal Control Systems

The Company has adequate internal control systems and procedures in place commensurate with the size and nature of its business. The effectiveness of internal control is continuously monitored by the Internal Audit Department of the Company. The Internal Audit's main objective is to provide to the Audit committee and the Board of Directors, an independent, objective and reasonable assurance of the adequacy and effectiveness of the organization's risk management, control and governance processes. Internal Audit also assesses opportunities for improvement in business process, systems and controls and provides recommendations designed to add value to the Organization. Internal Audit also follows up on the implementation of corrective actions and improvements in business processes after review by the Audit Committee and Senior Management.

The scope and authority of the Internal Auditors is derived from the Audit Charter approved by the Board of Directors. The Company has an Audit Committee of directors with three non-executive directors. To ensure independence, the Chief of Internal Audit has a direct reporting line to the Chairman of the Audit Committee and only indirectly to the Managing Director. The Audit Committee meets the Company's Statutory Auditors in order to ascertain their observations on financial reports and on control concerns. The Audit Committee's observations and suggestions are acted upon by the Management.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations are "Forward-Looking Statements". Actual results can differ materially from those expressed or implied. Important factors that could make a difference to Company's operations include economic conditions affecting demand/supply, price conditions in the domestic and overseas markets, changes in Government regulations, tax laws and other statutory and incidental factors.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-15

COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

TRL Krosaki Refractories Limited is not a Listed Company. Hence, the Corporate Governance norms are not statutorily mandatory for TRL Krosaki. However, your Company is committed to follow good corporate governance practices proactively. The Company emphasises the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. The Company believes that good corporate governance practices generate goodwill among business partners, customers and investors, earn respect from society, bring about a consistent sustainable growth and profitability for the Company and ensure competitive returns for the investors. The Corporate Governance Philosophy has been strengthened with the implementation of Tata Code of Conduct applicable to the Company, its Directors and its Employees.

BOARD OF DIRECTORS

Profiles:

Mr. Hemant Madhusudan Nerurkar was appointed as Chairman of the Board on 27th August, 2011. A Bachelor of Technology in metallurgical engineering from the College of Engineering, Pune University. Mr.Nerurkar has attended several management courses in India and overseas, including CEDEP in France. Mr.Nerurkar has vast experience of over 35 years in Tata Steel in various positions. He joined Tata Steel in 1972 and rose to the level of Managing Director in-charge of India and South East Asia Operation and superannuated from services on 31st October, 2013.

Mr. Nerurkar has been conferred with several prestigious awards such as the 'Tata Gold Medal 2004', 'SMS Demag Excellence Award 2002', 'Steel 80's Award-1990', 'SAIL Gold Medal – 1989', 'Visveswaraya Award-1988', 'NMD Award-1987', 'CEO with HR Orientation Award-2010', 'Maxell Foundation & Maharashtra Corporate Excellence Award-2012' and has been honoured with Melvin Jones Fellowship Award from Lions Club International.

Mr. P. B. Panda was appointed as Managing Director of the Board on 1st January, 2015. A B.Sc.(Tech) Ceramics from Calcutta University. He has completed "Advanced Management Program" from IIM, Calcutta, "Productivity Enhancement Program" from AOTS, Japan and "Strategy Leadership Program" from ISB, Hyderabad and Executive Management program from Stern School of Business, New York University. He is Fellow of Indian Institute of Ceramics, Life Member of Indian Ceramic Society & Indian Institute of Metals.

Mr. Vuppala Satyanarayana Murty joined the Company as Director on 5th May, 2008. A graduate in Commerce and Member of the Institute of Chartered Accountants of India, Mr.Murty has over 34 Years of experience in the area of Finance and Accounts at Tata Steel. He is in the Board of various Tata Group Companies.

Mr. Akira Tsuneoka joined the Company as Director on 8th May, 2013. A Master degree holder in Ferrous Metallurgy from Kyushu University, He has 26 years of experience in the area of steel making at Nippon Steel Corporation, Japan (Presently known as Nippon Steel Sumitomo Metal Corporation, Japan) and around 12 years of experience in the area of Manufacturing and Technology at Krosaki Harima Corporation, Japan.

Mr. Kotaro Kuroda joined the Company as Director on 31st May, 2011. A Bachelor of Science and Master of Science from Kyushu University, Mr. Kuroda has over 30 years of experience in the area of Research & Development, and he has served as Plant Manager of Monolithic Refractories. He has over five years of experience in General Management of the Manufacturing Division at Krosaki Harima Corporation, Japan.

Mr. Hiroshi Odawara joined the Company as Director on 31st May, 2011. A Bachelor of Economics from Nagasaki University in 1976, Mr.Odawara has over 35 years of experience in the area of Sales and Marketing at Krosaki Harima Corporation, Japan.

Mr.Kinji Matsushita joined the Company as Director on 11th March, 2015. He holds degree in Mechanical Engineering from Waseda University in 1980. Mr.Matsushita has over 30 years of experience in manufacturing plant management and technical service.

Mr. Kiyotaka Oshikawa joined the Company as Director on 31st May, 2011. A Bachelor of Political Science and Economics from Waseda University. Mr.Oshikawa has over 27 years of experience in the areas of Finance, Accounting and Corporate Planning.

Mr. Rakesh Kulshreshtha joined the Company as Director on 12th December, 2011. Mr. Kulshreshtha is a gold medalist in metallurgical engineering and has acquired additional qualifications in Industrial Engineering & Business Management and also a Black Belt in Six Sigma. During his 37 years of service in the Steel Industry, he has worked in different capacities in

Operations, Marketing, International Trade, Production Planning & Control, Raw Materials & Logistics, Management Services, and Total Quality Management & HR. Mr.Kulshreshtha has vast experience in Business Planning, Business Development, Mergers & Acquisitions, Joint Ventures, Information & Technology and Business Excellence.

Mr. Prem Shankar Shrivastava joined the Company as Director on 26th October, 2012. He holds degrees in Bachelor of Technology in Mechanical Engineering and Post Graduate Diploma in Materials Management. Mr.Shrivastava joined Steel Authority of India Limited (SAIL) in 1977 and superannuated from services in February, 2015. During his service in SAIL, he has worked in different capacities in Material Management, Inputs & Logistics Management and Production Planning & Control of the Integrated Steel Plant.

Mr. Sudhansu Pathak joined the Company as Director on 8th May, 2013. He holds degree in Bachelor of Engineering (Metallurgy) from PEC, Chandigarh in 1984 and PGDBM from XLRI, Jamshedpur in 1990. He has also completed the General Management Programme at CEDEP, France. He joined Tata steel as a Graduate Trainee in July, 1984 and presently hold the position of Vice President (Steel Manufacturing). He has around 30 years of rich experience in various capacities at Tata Steel.

Sunanda Lahiri joined the Company on 21st March, 2015 as Woman Independent Director under the Companies Act, 2013. She is Bachelor of Electronics and Tele Communication Engineering from Jadavpur University, Kolkata. She has vast experience in Banking Industry. During her tenure of service at UCO Bank, she has handled Bank's Treasury and International Division. She has worked on various significant positions in UCO Bank's overseas branches. During her tenure, UCO Bank's Initial Public Offer was successfully launched. In June 2005, she joined as Executive Director of United Bank of India and retired from services in 2007.

Mr. Sudhir Krishnaji Joshi joined the Company on 21st March, 2015 as Independent Director. He is a fellow member of the Institute of Chartered Accountants of India and completed Master of Business Administration from University of Hull, UK. He was Director (Finance) of Bharat Petroleum Corporation Limited, a fortune 500 Company where he had served over three decades. He was a member of the study group formed for the purpose of preparing a long term perspective plan for the oil industry in India, which had come out with the report titled 'Hydrocarbon Perspective: 2010 – Meeting the Challenges'. Mr.Joshi is instrumental in formulating and implementing the Foreign Exchange, Interest and Commodity Risk Policies as well as Credit Policy for BPCL. He has extensively dealt with Global and Domestic Institutional Investors for over two decades. Post retirement in August 2011, Mr.Joshi is actively engaged in Investment Banking & Capital Markets.

Mr. Toshikazu Takasu joined the Company on 21st March, 2015. He has completed B.E. from Akita University, Mining College, Department of Metallic Materials in 1981. Mr.Takasu has over 33 years of rich experience in the areas of production at Krosaki Harima Corporation, Japan.

Mr. Sadayoshi Tateishi joined the Company on 21st March, 2015. He has completed B. Ec. from Kyushu University. Mr.Tateishi has over 23 years of experience in the areas of Sales, Marketing and Business Planning at Krosaki Harima Corporation, Japan.

CORPORATE GOVERNANCE

The Company has a Non-Executive Chairman and all other Directors except the Managing Director are Non-Executive Directors (NEDs). During the year 2014-15, the Company has appointed Mr. S. K. Joshi and Sunanda Lahiri as Non-Executive and Independent Directors to comply the requirement of appointment of Independent Director and Woman Director under the Companies Act, 2013.

None of the Directors on the Board is Director in the Board of more than Ten Public Companies (including directorship in private company which is either holding or subsidiary company of a public company) and more than Twenty Companies. Also, none of the Director on the Board is a Member on more than 10 Board Committees (Audit Committees and Shareholders' Grievance Committees) and a Chairman of more than 5 Committees, across all the Companies in which he or she is a Director.

The names and categories of Directors on the Board, their attendance at Board Meetings during the year, and at the last Annual General Meeting, and also the number of Directorships and Committee Memberships held by them in other Companies are given below:

Name	DIN	Category	No. of Board Meetings attended during 2014-15	Whether attended AGM held on 6th September, 2014	No. of Directorships in other Public Companies # As on 31.03.2015		No. of Committee Positions held in other Public Companies * As on 31.03.2015	
					As Chairman	As Director	As Chairman	As Member
Mr. H. M. Nerurkar (Chairman)	00265887	Non-Independent Non-Executive Director	7	Yes	-	6	-	-
Mr. V. S. N. Murty	00092348	Non-Independent-Non-Executive Director	7	Yes	-	4	-	3
Mr. Sudhansu Pathak	06545101	Non-Independent-Non-Executive Director	6	Yes	-	2	-	-
Mr. Kotaro Kuroda	03140089	Non-Independent-Non-Executive Director	6	No	-	-	-	-
Mr. Hiroshi Odawara	03514764	Non-Independent-Non-Executive Director	7	Yes	-	-	-	-
Mr. Kiyotaka Oshikawa	03515516	Non-Independent-Non-Executive Director	5	Yes	-	-	-	-
Mr. Akira Tsuneoka	06570366	Non-Independent-Non-Executive Director	7	Yes	-	-	-	-
Mr. Rakesh Kulshreshtha	03196186	Non-Independent-Non-Executive Director	7	Yes	-	-	-	-
Mr. P. S. Shrivastava	06397536	Non-Independent-Non-Executive Director	3	No	-	-	-	-
Mr. Kinji Matsushita (w.e.f. 11.03.2015)	03515430	Non-Independent-Non-Executive Director	NA	NA	-	-	-	-
Mr. Toshikazu Takasu (w.e.f. 21.03.2015)	07119176	Non-Independent-Non-Executive Director	NA	NA	-	-	-	-
Mr. Sadayoshi Tateishi (w.e.f. 21.03.2015)	03119411	Non-Independent-Non-Executive Director	NA	NA	-	-	-	-
Sunanda Lahiri (w.e.f. 21.03.2015)	00451473	Independent-Non-Executive Director	NA	NA	-	3	-	1
Mr. Sudhir K. Joshi (w.e.f. 21.03.2015)	00066366	Independent-Non-Executive Director	NA	NA	-	2	-	2
Mr. P. B. Panda (Managing Director w.e.f. 01.01.2015)	07048273	Executive Director	2	NA	-	-	-	-
Dr. A. K. Chattopadhyay (Managing Director upto 31.12.2014)	00201892	Executive Director	5	Yes	-	-	-	-
Mr. Koji Tsuyuguchi (upto 04.03.2015)	06865005	Non-Independent-Non-Executive Director	5	Yes	-	-	-	-

Excludes Directorships in Private and Foreign Companies.

* Chairmanship/ Membership of Audit Committee and Shareholders' Grievance Committee.

Seven Board Meetings were held during the financial year 2014-15 and the gap between two consecutive meetings did not exceed one hundred and twenty days.

The details of meetings attended by Directors are given below:

Date of Meeting	Mr.H.M. Nerurkar	Mr.V.S.N. Murty	Mr.Sudhansu Pathak	Mr.Kotaro Kuroda	Mr.Hiroshi Odawara	Mr. Koji Tsuyuguchi (upto 04.03.2015)
12th May, 2014	Yes	Yes	Yes	Yes	Yes	Yes
25th Jul, 2014	Yes	Yes	Yes	Yes	Yes	Yes
6th Sep, 2014	Yes	Yes	Yes	No	Yes	Yes
28th Oct, 2014	Yes	Yes	Yes	Yes	Yes	No
16th Dec, 2014	Yes	Yes	No	Yes	Yes	Yes
28th Jan, 2015	Yes	Yes	Yes	Yes	Yes	Yes
11th Mar, 2015	Yes	Yes	Yes	Yes	Yes	NA

Date of Meeting	Mr. Kiyotaka Oshikawa	Mr. Akira Tsuneoka	Mr. Rakesh Kulshreshtha	Mr. P.S. Shrivastava	Dr.A.K. Chattopadhyay (upto 31.12.2014)	Mr.P.B. Panda (w.e.f. 01.01.2015)
12th May, 2014	Yes	Yes	Yes	No	Yes	NA
25th Jul, 2014	Yes	Yes	Yes	No	Yes	NA
6th Sep, 2014	Yes	Yes	Yes	No	Yes	NA
28th Oct, 2014	No	Yes	Yes	No	Yes	NA
16th Dec, 2014	No	Yes	Yes	Yes	Yes	NA
28th Jan, 2015	Yes	Yes	Yes	Yes	NA	Yes
11th Mar, 2015	Yes	Yes	Yes	Yes	NA	Yes

Date of Meeting	Mr. Kinji Matsushita (w.e.f. 11.03.2015)	Sunanda Lahiri (w.e.f. 21.03.2015)	Mr. Sudhir K. Joshi (w.e.f. 21.03.2015)	Mr. Toshikazu Takasu (w.e.f. 21.03.2015)	Mr. Sadayoshi Tateishi (w.e.f. 21.03.2015)
12th May, 2014	NA	NA	NA	NA	NA
25th Jul, 2014	NA	NA	NA	NA	NA
6th Sep, 2014	NA	NA	NA	NA	NA
28th Oct, 2014	NA	NA	NA	NA	NA
16th Dec, 2014	NA	NA	NA	NA	NA
28th Jan, 2015	NA	NA	NA	NA	NA
11th Mar, 2015	NA	NA	NA	NA	NA

The Companies Act, 2013 read with the relevant rules made thereunder, now facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing.

Date of the Board Meetings in the ensuing year are decided well in advance and communicated to the Directors. The Agenda along with the explanatory notes are sent in advance to the Directors. Additional meetings of Board are held when deemed necessary by the Board.

The Board reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

AUDIT COMMITTEE

The Company has constituted an Audit Committee of Directors under Section 177 of the Companies Act, 2013. Audit Committee acts in accordance with the terms of reference specified in Audit Committee Charter, which is in line with regulatory requirements mandated by the Companies Act, 2013 and approved by the Board of Directors, which inter alia includes:

- To review compliance with internal control systems;
- To review the findings of the Internal Auditor relating to various functions of the Company;
- To hold periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the Auditors/Internal Auditors;
- To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board;
- To make recommendations to the Board on any matter relating to the financial management of the Company, including Statutory & Internal Audit Reports;
- Recommending the appointment of cost auditors and statutory auditors and fixation of their remuneration;
- Reviewing the Company's financial and risk management policies;
- To review and approve related party transactions whether such transactions are in the ordinary course of business and on arm's length pricing basis.

The Audit Committee may also review such matters as considered appropriate by it or referred to it by the Board.

Four Meetings of the Audit Committee were held during the financial year 2014-15.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below:

Date of Meeting	Mr. V. S. N. Murty Chairman, Non-Independent & Non-Executive	Mr. Sudhir K. Joshi Member (w.e.f.21.03.2015) Independent & Non-Executive	Sunanda Lahiri Member (w.e.f.21.03.2015) Independent & Non-Executive	Mr. Kiyotaka Oshikawa Member (upto 21.03.2015) Non-Independent & Non-Executive	Mr. Koji Tsuyuguchi Member (upto 04.03.2015) Non-Independent & Non-Executive
11th May, 2014	Yes	NA	NA	Yes	NA
24th Jul, 2014	Yes	NA	NA	No	Yes
27th Oct, 2014	Yes	NA	NA	Yes	No
27th Jan, 2015	Yes	NA	NA	Yes	Yes

Mr.V.S.N.Murty, Chairman of the Committee was present at the last Annual General Meeting held on 6th September, 2014.

The Audit Committee Meetings are attended by the Executive Vice President & CFO, General Manager (Internal Audit) and representative of Statutory Auditors are invited to the meetings. Other senior executives of the Company attended the meetings as and when required by the Committee. The Senior Company Secretary acts as the Secretary of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed and has reconstituted the existing "Remuneration and Governance Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Remuneration and Governance Committee was reconstituted and renamed Nomination and Remuneration Committee. Chairman of Nomination and Remuneration Committee is different from Chairman of Board of Directors. Mr.S.K.Joshi and Sunanda Lahiri, Independent Directors have been appointed as Members of the Committee.

Three Meetings of the Nomination and Remuneration Committee were held during the financial year 2014-15.

The composition of the Nomination and Remuneration Committee and the details of meeting attended by the Directors are given below.

Date of Meeting	Mr. Kotaro Kuroda Chairman, Non-Independent & Non-Executive	Mr.H. M. Nerurkar Member, Non-Independent & Non-Executive	Mr. S. K. Joshi Member, (w.e.f. 21.03.2015) Independent & Non-Executive	Sunanda Lahiri Member, (w.e.f.21.03.2015) Independent & Non-Executive	Mr. Hiroshi Odawara Member, (upto 21.03.2015) Non-Independent & Non-Executive
12th May, 2014	Yes	Yes	NA	NA	Yes
28th Jan, 2015	Yes	Yes	NA	NA	Yes
11th Mar, 2015	Yes	Yes	NA	NA	Yes

The Remuneration Policy approved by the Nomination and Remuneration Committee and Board are as follows:

REMUNERATION POLICY OF DIRECTORS, KMPs AND OTHER EMPLOYEES

The philosophy for remuneration of directors, Key Managerial Personnel (“**KMP**”) and all other employees of TRL Krosaki Refractories Limited (“**Company**”) is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 (“**Act**”). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee (“**NRC**”) has considered the factors laid down under Section 178(4) of the Act, which are as under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

For all matters related to remuneration to directors, the Parent Company/GIM Center may make suggestions from time to time, to Chairman, NRC or to representative of the Parent Company, who may incorporate the same while recommending to the Board.

Key principles governing this remuneration policy are as follows:

1. Remuneration for independent directors and non-independent non-executive directors

- 1.1. Overall remuneration should be reflective of the size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay the remuneration.
- 1.2. Independent directors (“**ID**”) and non-independent non-executive directors (“**NED**”) may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). Quantum of sitting fees and NED Commission may be subject to review on a periodic basis, as required.
- 1.3. Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- 1.4. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the company (taking into consideration the challenges faced by the company and its future growth imperatives).
- 1.5. Overall remuneration practices should be consistent with recognized best practices.
- 1.6. The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board, based on company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- 1.7. The NRC will recommend to the Board, the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- 1.8. In addition to the sitting fees and commission, the company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

2. Remuneration for managing director (“**MD**”)/ executive directors (“**EDs**”)/ KMP/ rest of the employees

- 2.1. The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence, remuneration should be:
 - 2.1.1. Market competitive (market for every role is defined as companies from which the company attracts talent or companies to which the company loses talent)

- 2.1.2. Driven by the role played by the individual,
- 2.1.3. Reflective of size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay,
- 2.1.4. Consistent with recognized best practices; and
- 2.1.5. Aligned to any regulatory requirements.
- 2.2. In terms of remuneration mix or composition
 - 2.2.1. The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
 - 2.2.2. Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
 - 2.2.3. In addition to the basic/ fixed salary, the company may provide employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The company may also provide all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
 - 2.2.4. The company provides retirement benefits as applicable.
 - 2.2.5. In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company may provide MD/ EDs such remuneration by way of bonus/performance linked incentive and/or commission calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.
 - 2.2.6. The company may provide the rest of the employees a performance linked bonus and/or performance linked incentive. The performance linked bonus/performance linked incentive would be driven by the outcome of the performance appraisal process and the performance of the company.

3. Remuneration payable to Director for services rendered in other capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

- The services rendered are of a professional nature; and
- The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

4. Premium on Insurance policy

- 4.1. Where any insurance is taken by the Parent Company or by the company on behalf of the Company's NEDs, for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration.
- 4.2. Where any insurance is taken by the Parent Company or by the company on behalf of the Company's MD/EDs, KMP and any other employees for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Policy implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

Review of the Policy

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

Applicability to subsidiaries, associates and joint venture companies

This policy may be adopted by the company's subsidiaries, associates and joint venture companies, if any, subject to suitable modifications and approval of the board of directors of the respective companies.

Compliance Responsibility

Compliance of this policy shall be the responsibility of the Company Secretary of the company who shall have the power to ask for any information or clarification from the management in this regard.

The Company paid Sitting Fees of ₹ 15,000/- per meeting to its NEDs, for attending Board and Committee Meetings.

DETAILS OF REMUNERATION TO DIRECTORS FOR 2014-15

(a) Non-Whole time Directors (₹ Lakhs)

Sl. No.	Name of the Director	Commission *	Sitting Fees
1	Mr.H.M.Nerurkar	1.41	1.65
2	Mr.V.S.N. Murty	1.11	1.65
3	Mr.Sudhansu Pathak	0.66	1.20
4	Mr.Akira Tsuneoka	0.51	1.05
5	Mr.Hiroshi Odawara	0.81	1.65
6	Mr.Kotaro Kuroda	0.96	1.50
7	Mr.Kiyotaka Oshikawa	0.59	1.20
8	Mr.Rakesh Kulshreshtha	0.51	1.05
9	Mr.P.S.Shrivastava	0.22	0.45
10	Mr.Koji Tsuyuguchi	0.66	1.35
11	Mr.Kinji Matsushita	NA	NA
12	Sunanda Lahiri	NA	NA
13	Mr.Sudhir K. Joshi	NA	NA
14	Mr.Toshikazu Takasu	NA	NA
15	Mr.Sadayoshi Tateishi	NA	NA

Note: (a) * Payable in 2015-16.

(b) Amounts indicated against Mr.Akira Tsuneoka, Mr.Hiroshi Odawara, Mr.Kotaro Kuroda, Mr.Kiyotaka Oshikawa and Mr.Koji Tsuyuguchi have been paid to Krosaki Harima Corporation, Japan.

(c) Amounts indicated against Mr.Rakesh Kulshreshtha and Mr.P.S.Shrivastava have been paid to Steel Authority of India Limited.

(b) Managing Director (₹ lakhs)

Name	Salary	Perquisites & Allowances	Performance Bonus @	Stock Options
Dr. A. K. Chattopadhyay (upto 31.12.2014)	78.01	7.90	—	—
Mr. P. B. Panda (w.e.f. 01.01.2015)	17.97	1.97	42.18	—

@ Payable in 2015-16.

Service Contract, Severance Fees and Notice Period

Period of Contract of MD : From 1st January, 2015 to 31st December, 2017

The contract may be terminated by either party giving the other party six months' notice or the Company paying six months' salary in lieu thereof.

There is no separate provision for payment of severance fees.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee pursuant to section 135 (1) of the Companies Act, 2013. The term of reference of the Corporate Social Responsibility Committee (CSR) are derived from Companies Act, 2013 and broadly comprises:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

Two Meetings of the Corporate Social Responsibility (CSR) Committee were held during the financial year 2014-15.

The composition of the CSR Committee and the details of meeting attended by the Directors are given below:

Date of Meeting	Mr. Sudhansu Pathak Chairman (w.e.f.28.01.2015) Member (upto 27.01.2015) Non-Independent- Non-Executive Director	Mr.P.B. Panda Member, (w.e.f. 28.01.2015) Managing Director (w.e.f.01.01.2015)	Mr. Sudhir K. Joshi Member, (w.e.f. 21.03.2015) Independent & Non-Executive Director	Mr. Koji Tsuyuguchi Member (upto 04.03.2015) Non-Independent & Non-Executive Director	Dr.A.K. Chattopadhyay Chairman (upto 31.12.2014) Managing Director (upto 31.12.2014)
24th Jul, 2014	Yes	NA	NA	Yes	Yes
14th Jan, 2015	Yes	NA	NA	Yes	NA

COMMITTEE OF BOARD

In addition to the above Committees on Corporate Governance, the Board has also constituted an additional committee known as Committee of Board.

The Committee of Board (COB) was constituted on 10th October, 2003 and its terms of reference amongst its other functions is to periodically review (1) Business and Strategy (2) Financial matters requiring special attention, (3) Long term financial projections and cash flow, (4) Capital expenditure programmes, (5) Organizational Structure. COB shall also periodically review Company's business plans, profit projections, ways and means position etc.

One Meeting of the Committee of Board (COB) was held during the financial year 2014-15.

The composition of the COB and the details of meeting attended by the Directors are given below.

Date of Meeting	Mr. H. M. Nerurkar Chairman, Non-Independent & Non-Executive Director	Mr. P. B. Panda Member, (w.e.f. 28.01.2015) Managing Director (w.e.f. 01.01.2015)	Mr. Kotaro Kuroda Member, Non-Independent & Non-Executive Director	Mr. Hiroshi Odawara Member, Non-Independent & Non-Executive Director	Dr. A. K. Chattopadhyay Member, (upto 31.12.2014) Managing Director (upto 31.12.2014)
12th May, 2014	Yes	NA	Yes	Yes	Yes

GENERAL BODY MEETINGS

- (a) Location and time, for last three Annual General Meetings (AGMs):

Company's Financial Year	Location	Date & Time
2013-14	Belpahar, Jharsuguda, Odisha – 768 218	6th September, 2014 at 1.00 PM
2012-13	Belpahar, Jharsuguda, Odisha – 768 218	21st September, 2013 at 1.00 PM
2011-12	Belpahar, Jharsuguda, Odisha – 768 218	15th September, 2012 at 1.00 PM

- (b) No Extra-Ordinary General Meeting of shareholders was held during the Financial Year 2014-15.

(c) Special Resolutions passed in previous three Annual General Meetings :

1. At the Annual General Meeting held on 6th September, 2014 the following two Special Resolutions have been passed:
 - a. Authority to Board of Directors to borrow in excess of the paid-up capital and free reserves under section 180(1)(c) of the Companies Act, 2013.
 - b. Creation of Charge on the assets of the Company under section 180(1)(a) of the Companies Act, 2013.
2. At the last Annual General Meeting held on 21st September, 2013, Special Resolutions for Re-appointment of Dr. A. K. Chattopadhyay as Managing Director for the period from 10th May, 2013 to 9th May, 2015 was passed unanimously.
3. At the Annual General Meeting held on 15th September, 2012, Special Resolution for Commission to Directors other than the Managing Director and Whole-time Directors was passed unanimously.

OTHER DISCLOSURES

The Board has received disclosures from key managerial personnel relating to financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interests of the Company at large.

GENERAL SHAREHOLDER INFORMATION

AGM: Date, time & venue - 29th September, 2015 at 12:00 Noon
TRL Krosaki Refractories Limited
At: Belpahar, Dist: Jharsuguda
Odisha - 768218

Particulars of Directors seeking appointment / re-appointment are given in the explanatory statement to the Notice of the Annual General Meeting to be held on 29th September, 2015.

Address for correspondence Sr. Company Secretary,
TRL Krosaki Refractories Limited
CIN-U26921OR1958PLC000349
PO: Belpahar – 768 218
Dist: Jharsuguda
Odisha. INDIA

Phone : +91 6645 258417
Fax : +91 6645 250243
e-mail : arabinda@trlkrosaki.com

Share Transfer System:

Share Transfers in physical form can be lodged with the Company at the above mentioned address. The transfers are normally processed within two weeks from the date of receipt if the documents are complete in all respects. Certain Directors and the Company Secretary are severally empowered to approve transfers.

Distribution of Shareholding as on 31st March, 2015

Number of Shares Slab	Number of Shareholders	% of Shareholders	Number of Shares Held	% of Shares Held
1-100	20	18.35	1,578	0.01
101-500	25	22.94	8,348	0.04
501-1000	16	14.68	15,350	0.07
1001-5000	15	13.76	41,500	0.20
5001-10000	6	5.50	43,500	0.21
10001-100000	20	18.35	6,01,640	2.88
Above 100000	7	6.42	201,88,084	96.59
Total :	109	100	209,00,000	100

Categories of Shareholding as on 31st March, 2015

Category of Shareholder	Number of Shares Held	Percentage of Share Capital
Foreign Holdings	106,59,000	51
Government Companies	22,03,150	10.54
Fls, Insurance Companies & Banks	9,62,500	4.61
Other Corporate Bodies	58,17,354	27.83
Mutual Funds	-	-
Directors & Relatives	-	-
Individual & Others	12,57,996	6.02
Total	209,00,000	100

Top ten shareholders of the Company as on 31st March, 2015

Sl.No.	Name of the Shareholders	No. of Shares Held	% of Holding
1	Krosaki Harima Corporation	106,59,000	51
2	Tata Steel Limited	55,63,864	26.62
3	Steel Authority of India Limited	22,03,150	10.54
4	Life Insurance Corp. of India	9,62,500	4.61
5	Rajkumar Satyanarayan Nevatia	4,65,000	2.22
6	Her Highness Rajmata Gayatri Devi	1,84,570	0.88
7	Mr. Ajay Kumar Kayan	1,50,000	0.72
8	S. M. S. Investment Corp. Pvt. Limited	97,490	0.47
9	Man-Made Fibers Pvt. Limited	75,000	0.36
10	Alpic Finance Limited	70,000	0.33

Dematerialisation of shares as on 31st March, 2015

1,82,26,814 equity shares of the Company representing 87.21% of the Company's Share Capital is dematerialized as on 31st March, 2015.

Unclaimed Dividend-

- All unclaimed /unpaid dividend amounts for the financial year 2006-07, have been transferred to Investor Education & Protection Fund and no claims will lie against the Company or the Fund in respect of the unclaimed amounts so transferred.
- The unclaimed dividend declared in respect of the financial year 2007-08 declared on 2nd August 2008, can be claimed by the shareholders by 1st August, 2015.

Address for Correspondence : TRL Krosaki Refractories Limited
 PO: Belpahar – 768 218, Dist: Jharsuguda
 Odisha. INDIA
 Phone :+91 6645 258417, Fax :+91 6645 250243
 E-mail : arabinda@trlkrosaki.com

OTHER INFORMATION TO THE SHAREHOLDERS

Dividend history for the last 10 years

Financial Year	Dividend Date	Rate	Financial Year	Dividend Date	Rate
2013-14	06.09.2014	10%	2008-09	05.09.2009	50%
2012-13	21.09.2013	10%	2007-08	02.08.2008	35%
2011-12	15.09.2012	35%	2006-07	29.09.2007	35%
2010-11	06.05.2011	158%	2005-06	26.08.2006	50%
2009-10	24.07.2010	55%	2004-05	27.08.2005	50%

Bank Details

Shareholders holding in the physical form are requested to notify/send the following to the Company to facilitate better servicing:-

- (i) any change in their address/mandate/bank details, and
- (ii) particulars of the bank account in which they wish their dividend to be credited, in case have not been furnished earlier.

Shareholders are advised that respective bank details and address as furnished by them or by Depositories to the Company, for shares held in the physical form and in the dematerialised form respectively, will be printed on their dividend warrants as a measure of protection against fraudulent encashment.

Nomination Facility

Shareholders who hold shares in the physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to the Company the prescribed Forms SH-13/SH-14. The Nomination Form can be downloaded from the Company's website www.trlkrosaki.com.

Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that:

- Instruction regarding bank details which they wish to have incorporated in future dividend warrants must be submitted to their Depository Participants (DP). As per the regulations of Depositories, the Company is obliged to print bank details on the dividend warrants, as furnished by the Depository to the Company.
- Instructions already given by them for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.
- Instructions regarding change of address, nomination and power of attorney should be given directly to their respective DP.

National – Electronic Clearing Service (NECS) Facility

As per RBI notification, with effect from 1st October, 2009, the remittance of dividend through Electronic Credit Service (ECS) is replaced by National Electronic Clearing Service (NECS). Shareholders were requested by the Company to intimate their Folio No(s), Name and Branch of the Bank in which they wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions (CBS) and the IFS Code / 9 digit MICR Code Number.

Shareholders who have already intimated the above information to the Depository Participants (DPs) / the Company need not take any further action in this regard.

Shareholders who have not intimated the DPs / the Company are requested to intimate the above information in respect of shares held in electronic form to the DPs and in respect of shares held in physical form, to the Company.

Those Shareholders who do not wish to avail of the NECS facility, are requested to furnish to the DPs/the Company, the name and Branch of the Bank and the Bank Account Number allotted by their banks after implementation of Core Banking Solutions, which will be printed on the warrants.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TRL KROSAKI REFRACTORIES LIMITED

1. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **TRL KROSAKI REFRACTORIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Standalone 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 standalone financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making 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.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report, under the provisions of the Act and the Rules made thereunder.

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

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

financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2015, and its profit and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
- B. As required by Section 143 (3) of the Act, we report that:
 - i. 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.
 - ii. In our opinion, proper books of account, as required by law, have been kept by the Company, so far as it appears from our examination of those books.
 - iii. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement, dealt with by this Report, are in agreement with the books of account.

- iv. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- vi. 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:

a) The Company has disclosed the impact of

pending litigations on its financial position in its financial statements – Refer Note - 18, point no. – 2(a) to the financial statements;

- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For N. M. Raiji and Co.
Chartered Accountants

Firm's Registration Number: 108296W

Vinay D. Balse

Partner

Place : Mumbai

Dated : May 11, 2015

Membership Number: 39434

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 5(A) of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) In accordance with the phased programme for verification of fixed assets, certain items of fixed assets were physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (ii) (a) Stocks of inventories have been physically verified during the year by the management. The Company has a perpetual inventory system. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stock and the book stock were not material in relation to the operations of the Company and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, clause iii (a) and iii (b) of the Order are not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems, commensurate with the size of the Company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, with regard to deposits accepted from the public and there have been no proceedings before the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this matter.
- (vi) In our opinion and according to the information and explanations given to us, the Company is not required to maintain cost records under section 148(1) of the Companies Act, 2013, consequently, clause (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, value added tax, Cess and any other dues, during the year, with the appropriate authorities.
- (b) According to the information and explanations given to us, and on the basis of our examination of the books of account, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, value added tax, Cess were in arrears, as at March 31, 2015, for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us, following are the dues of Income-tax, Sales-tax, Excise Duty and Service Tax which have not been deposited on account of disputes with the related authorities:

Sl. No.	Nature of the Statute	Forum where dispute is Pending	Financial year to which the matter pertains	Amount (₹ In Lakhs)
1	Income Tax	CIT (Appeal)	2009-10	30.72
2	Central Excise	CESTAT	2003-04 to 2010-11 (Apr 03 to Sep 10)	145.31
3	Service Tax	CESTAT	2005-06 to 2008-09	20.14
4	Central Excise	Commissioner of Excise (Appeal)	Oct 10 to Jan 11	9.62
5	Sales Tax	Hon'ble High Court of Odisha	1987-88, 1988-89 , 1994-95 2007-08 to 2011-12	838.94
6	Sales Tax	Commissioner of Sales Tax	1986-87 to 1988-89	2.00
7	Sales Tax	Additional Commissioner of Sales Tax	2005-06 to 2011-12	238.23
8	Sales Tax	Sales Tax Tribunal	2007-08 to 2011-12	9.60
9	Sales Tax	Joint Commissioner of Sales Tax	2009-10 to 2011-12	375.16
10	Sales Tax	Deputy Commissioner of Sales Tax	1990-91, 1994-95 & 1995-96	4.93
Grand Total				1674.65

- (d) In our opinion and according to the information and explanations given to us, the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provision of Companies Act, 2013, and rules made there under, has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company does not have any outstanding debentures.
- (x) The Company has not given any guarantee for loans taken by others from bank or financial institutions, consequently, clause (x) of the Order is not applicable to the Company.
- (xi) According to the information and explanations given to us, term loans availed by the Company have been used for the purpose for which the loans were obtained.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

For **N. M. Raiji and Co.**
Chartered Accountants
Firm's Registration Number: 108296W

Vinay D. Balse

Partner

Place : Mumbai

Dated : May 11, 2015

Membership Number: 39434

BALANCE SHEET AS AT 31ST MARCH, 2015

			As at 31.03.2014
	Note	₹	₹
(I) EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	01	20,90,00,000	20,90,00,000
(b) Reserves and Surplus	02	250,83,41,269	252,50,26,262
		<u>271,73,41,269</u>	<u>273,40,26,262</u>
(2) Non-Current Liabilities			
(a) Long-term Borrowings	03	26,08,33,331	56,94,78,989
(b) Deferred tax Liabilities (net)		10,53,16,103	9,58,95,088
(c) Long-term Provisions	04	25,39,04,883	20,86,62,274
		<u>62,00,54,317</u>	<u>87,40,36,351</u>
(3) Current Liabilities			
(a) Short-term Borrowings	03	151,42,52,934	138,31,12,288
(b) Trade Payables	05	144,24,91,290	163,39,20,722
(c) Other Current Liabilities	05	55,13,49,865	50,25,05,390
(d) Short-term Provisions	04	12,44,16,783	12,63,12,660
		<u>363,25,10,872</u>	<u>364,58,51,060</u>
TOTAL EQUITY AND LIABILITIES		<u>696,99,06,458</u>	<u>725,39,13,673</u>
(II) ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	06	217,35,49,412	160,53,35,855
(ii) Capital work-in-progress	06	71,41,157	69,82,24,142
(iii) Intangible Assets	06	5,74,29,761	6,61,36,448
		<u>223,81,20,330</u>	<u>236,96,96,445</u>
(b) Non-current Investments	07	33,66,47,325	33,66,47,325
(c) Long-term Loans and Advances	08	27,68,60,572	23,88,48,701
		<u>285,16,28,227</u>	<u>294,51,92,471</u>
(2) Current Assets			
(a) Inventories	10	174,15,41,929	200,75,33,956
(b) Trade Receivables	09	205,44,40,794	190,87,63,273
(c) Cash and Bank Balances	11	2,97,35,310	8,05,65,323
(d) Short-term Loans and Advances	08	28,09,83,272	29,70,70,394
(e) Other Current Assets	09	1,15,76,926	1,47,88,256
		<u>411,82,78,231</u>	<u>430,87,21,202</u>
TOTAL ASSETS		<u>696,99,06,458</u>	<u>725,39,13,673</u>
Contingent Liabilities (refer Point No. 2 of Note 18)			
Notes on Balance Sheet and Statement of Profit & Loss	18		

As per our report annexed.
For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No:108296W

Vinay D. Balse
Partner
Membership No. 39434

C. S. Das
EVP & CFO

A. Debta
Sr. Company Secretary

Mumbai, May 11, 2015

For and on behalf of the Board
H. M. Nerurkar *Chairman*
P. B. Panda *Managing Director*

Kolkata, May 11, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

			Previous Year Apr'13 to Mar'14
	Note	₹	₹
I REVENUE			
Revenue from Operations	12	1071,33,49,488	913,97,88,679
Less: Excise duty recovered on Sales		79,15,32,148	63,95,06,347
		992,18,17,340	850,02,82,332
II Other Income	13	2,46,69,242	3,55,88,754
III Total Revenue (I + II)		994,64,86,582	853,58,71,086
IV EXPENSES			
(a) Raw Materials Consumed	14	393,12,49,945	326,64,00,966
(b) Purchases of finished, semi-finished and other products		174,99,41,655	194,61,85,824
(c) Changes in stock of finished goods, work-in-progress and stock-in-trade		19,50,20,342	(29,65,86,283)
(d) Employee Benefit Expenses	15	70,00,00,149	58,77,76,792
(e) Finance Costs	16	28,51,23,298	25,25,97,923
(f) Depreciation (Ref: Note 18 - point: 7)		18,29,90,883	23,42,64,544
(g) Other Expenses	17	286,44,79,906	255,57,07,609
		990,88,06,178	854,63,47,375
(h) Less: Expenditure (other than interest) capitalised		(90,44,051)	(5,02,35,811)
Total Expenses (IV)		989,97,62,127	849,61,11,564
V Profit before tax (III - IV)		4,67,24,455	3,97,59,522
VI Tax Expense :			
(1) Current tax		93,41,659	2,36,00,000
(2) Deferred tax		94,21,015	(1,27,51,510)
Total Tax Expense		1,87,62,674	1,08,48,490
VII Profit after tax (V-VI)		2,79,61,781	2,89,11,032
Earnings per equity share:			
Basic / Diluted		1.34	1.38
Notes on Balance Sheet and Statement of Profit & Loss	18		

As per our report annexed.
For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No:108296W

Vinay D. Balse
Partner
Membership No. 39434

Mumbai, May 11, 2015

C. S. Das
EVP & CFO

A. Debta
Sr. Company Secretary

For and on behalf of the Board
H. M. Nerurkar *Chairman*
P. B. Panda *Managing Director*

Kolkata, May 11, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Lakhs	Previous Year April '13 to March '14 Lakhs
A. Cash Flow from Operating Activities:		
Profit before Tax	467.24	397.60
Adjustments for :		
Depreciation	1,829.91	2,342.65
Dividend Income	(0.34)	(0.28)
Profit on sale of assets	(3.07)	(2.84)
Interest Income	(35.59)	(23.99)
Interest Expenses	2,851.23	2,525.98
Provision for Wealth Tax	1.44	2.23
	<u>4,643.58</u>	<u>4,843.75</u>
Operating Profit before Working Capital changes	5,110.82	5,241.35
Adjustments for :		
Trade and Other Receivables	(1,493.44)	(921.24)
Inventories	2,659.92	(2,981.36)
Trade Payables and Other Liabilities	(992.70)	4,011.56
	<u>173.78</u>	<u>108.96</u>
Cash Generated from Operations	5,284.60	5,350.32
Direct tax paid (net of refunds)	(245.14)	(360.08)
Net Cash from Operating Activities:A	<u>5,039.46</u>	<u>4,990.24</u>
B. Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(730.14)	(5,382.40)
Sale of Fixed Assets	23.39	8.58
Net movement in Creditors for Capital Goods	(154.99)	(61.37)
Interest Received	35.53	25.06
Dividend Received	0.34	0.28
Net Cash used in Investing Activities:B	<u>(825.87)</u>	<u>(5,409.85)</u>
C. Cash Flow from Financing Activities:		
Proceeds from borrowings	39,525.89	33,583.64
Repayment of borrowings	(41,043.84)	(31,036.46)
Interest paid	(2,959.42)	(2,509.63)
Dividend paid	(244.52)	(244.52)
Net Cash used in Financing Activities:C	<u>(4,721.89)</u>	<u>(206.97)</u>
Net decrease in cash and cash equivalents (A+B+C)	<u>(508.30)</u>	<u>(626.58)</u>
Cash and Cash equivalents as at 1st April, 2014 (Opening Balance)	<u>805.65</u>	<u>1432.23</u>
Cash and Cash equivalents as at 31st March , 2015 (Closing Balance)	<u>297.35</u>	<u>805.65</u>

Note: i) Figures in brackets represent outflows.

ii) Previous year figures have been recasted / restated wherever necessary.

As per our report annexed.

For N. M. Raiji & Co.

Chartered Accountants

Firm Registration No:108296W

Vinay D. Balse

Partner

Membership No. 39434

C. S. Das

EVP & CFO

A. Debta

Sr. Company Secretary

Mumbai, May 11, 2015

For and on behalf of the Board

H. M. Nerurkar

Chairman

P. B. Panda

Managing Director

Kolkata, May 11, 2015

NOTES FORMING PART OF BALANCE SHEET

NOTE 01 SHARE CAPITAL

As at 31.03.2015 As at 31.03.2014

Authorised :

2,50,00,000 Equity Shares of ₹ 10 each	25,00,00,000	25,00,00,000
	<u>25,00,00,000</u>	<u>25,00,00,000</u>

Issued :

2,09,00,000 Equity Shares of ₹ 10 each	20,90,00,000	20,90,00,000
	<u>20,90,00,000</u>	<u>20,90,00,000</u>

Subscribed and Paid-up :

2,09,00,000 (2,09,00,000) Equity Shares of ₹ 10 each, fully paid-up	20,90,00,000	20,90,00,000
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Total Share Capital

<u>20,90,00,000</u>	<u>20,90,00,000</u>
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Out of the above :

- a) 15,00,000 Shares of ₹ 10 each were allotted as fully paid-up bonus shares by capitalisation of General Reserve in the financial year 1977-78

- b) Reconciliation of Shares

	As at 31.03.2015		As at 01.04.2014	
	Number of Shares		Number of Shares	
Equity Shares as at the beginning and end of the year	2,09,00,000	20,90,00,000	2,09,00,000	20,90,00,000

- c) Share holders holding more than 5% shares

Name of the Share holders	As at 31.03.2015		As at 31.03.2014	
	Number of Shares held	% of holding	Number of Shares held	% of holding
Krosaki Harima Corporation - Japan	1,06,59,000	51.00	1,06,59,000	51.00
Tata Steel Limited	55,63,864	26.62	42,39,360	20.28
Steel Authority of India Limited	22,03,150	10.54	22,03,150	10.54
Kalimati Investment Company Limited	—	—	13,24,504	6.34

NOTES FORMING PART OF BALANCE SHEET

NOTE 02

RESERVES AND SURPLUS

	As at 31.03.2015	As at 31.03.2014
(a) Capital Reserve		
Balance as per last account	76,23,192	76,23,192
(b) Securities Premium Reserve		
Balance as per last account	75,73,04,560	75,73,04,560
(c) General Reserve		
Balance as per last account	135,57,30,232	135,57,30,232
(d) Statement of Profit and Loss :		
Balance brought forward from last year	40,43,68,278	39,99,09,201
Less:- Adjustment for depreciation (Ref: Note 18 - point: 7)	1,95,68,028	—
	38,48,00,250	39,99,09,201
Add: Profit after tax	2,79,61,781	2,89,11,032
	41,27,62,031	42,88,20,233
Less:- Appropriations		
(1) Proposed Dividend	2,09,00,000	2,09,00,000
(2) Corporate Dividend Tax	41,78,746	35,51,955
	38,76,83,285	40,43,68,278
Total Reserves and Surplus	250,83,41,269	252,50,26,262

NOTES FORMING PART OF BALANCE SHEET

	As at 31.03.2015				As at 31.03.2014			
	Long Term	Current maturities of Long-term *	Short Term	Total	Long Term	Current maturities of Long-term *	Short Term	Total
NOTE 03								
BORROWINGS								
A. Secured Borrowings								
(a) Term Loans								
— From Banks								
State Bank of India (Refer 1 below)	—	1,71,17,917	—	1,71,17,917	1,68,64,991	3,40,00,000	—	5,08,64,991
(b) Repayable on Demand								
— From Banks (Refer 2 below)	—	—	76,27,89,536	76,27,89,536	—	—	91,31,12,288	91,31,12,288
Total Secured Borrowings	—	1,71,17,917	76,27,89,536	77,99,07,453	1,68,64,991	3,40,00,000	91,31,12,288	96,39,77,279
B. Unsecured Borrowings								
(a) Term Loans								
From Mizuho Bank Ltd (Refer 3 below)	26,08,33,331	32,66,66,667	—	58,74,99,998	49,74,99,998	27,66,66,667	—	77,41,66,665
(b) Repayable on Demand								
— From Banks	—	—	8,14,63,398	8,14,63,398	—	—	—	—
(c) Short Term Loans								
From Banks	—	—	67,00,00,000	67,00,00,000	—	—	47,00,00,000	47,00,00,000
(d) Fixed Deposits	—	—	—	—	5,51,14,000	74,10,000	—	6,25,24,000
(e) Interest accrued and due thereon	—	—	—	—	—	46,597	—	46,597
Total Unsecured Borrowings	26,08,33,331	32,66,66,667	75,14,63,398	133,89,63,396	55,26,13,998	28,41,23,264	47,00,00,000	130,67,37,262
Total Borrowings	26,08,33,331	34,37,84,584	151,42,52,934	211,88,70,849	56,94,78,989	31,81,23,264	138,31,12,288	227,07,14,541

* Current maturities of long-term borrowings are reported as a part of Other Current Liabilities.

- 1) Secured by charge over Plant and Machinery, other equipments and fixed assets at the Company's existing plant site at Belpahar (Odisha) and repayable in 20 equal quarterly instalments. The next installment is due on 30th June, 2015.
- 2) Secured by hypothecation of current assets, both present and future, by way of pari-passu first charge and second charge over fixed assets.
- 3) Secured by Corporate Guarantee of Krosaki Harima Corporation, Japan, repayable in 12 quarterly instalments. The next installment is due on 30th June, 2015.

NOTES FORMING PART OF BALANCE SHEET

	As at 31.03.2015			As at 31.03.2014		
	Long Term	Short Term	Total	Long Term	Short Term	Total
NOTE 04						
PROVISIONS						
(a) Provision for Employee Benefits	21,41,28,315	7,96,77,685	29,38,06,000	16,83,54,380	8,23,86,220	25,07,40,600
(b) Provision for Employee Separation Compensation	1,04,03,627	44,90,204	1,48,93,831	1,30,80,922	43,04,337	1,73,85,259
(c) Provision for Tax (net of advance tax)	—	1,51,70,148	1,51,70,148	—	1,51,70,148	1,51,70,148
(d) Proposed Dividend	—	2,09,00,000	2,09,00,000	—	2,09,00,000	2,09,00,000
(e) Corporate Dividend Tax	—	41,78,746	41,78,746	—	35,51,955	35,51,955
(f) Other Provisions	2,93,72,941	—	2,93,72,941	2,72,26,972	—	2,72,26,972
Total Provisions	25,39,04,883	12,44,16,783	37,83,21,666	20,86,62,274	12,63,12,660	33,49,74,934

	As at 31.03.2015	As at 31.03.2014
NOTE 05		
TRADE AND OTHER PAYABLES		
Current Liabilities		
I) Trade Payables		
a) Creditors for Supplies / Services	116,09,58,419	134,08,32,708
b) Creditors for accrued wages and salaries	4,21,99,564	3,92,50,353
c) Acceptances	23,93,33,307	25,38,37,661
(I) Total Trade Payables	144,24,91,290	163,39,20,722
(II) Other Current Liabilities		
a) Current Maturities of long—term debt	34,37,84,584	31,80,76,667
b) Interest accrued but not due on borrowings	34,02,323	1,41,73,886
c) Interest accrued and due on borrowings	—	46,597
d) Unpaid Dividends	61,77,582	61,51,729
e) Unpaid Matured Deposits	—	1,30,000
f) Advances received from customers	10,88,97,958	8,08,19,481
g) Creditors for Other Liabilities	8,90,87,418	8,31,07,030
(II) Total Other Current Liabilities	55,13,49,865	50,25,05,390
(III) Total Trade and Other Payables	199,38,41,155	213,64,26,112

FIXED ASSETS

Note : Figures in brackets relate to the corresponding previous year.

* Refer Note-18 - Point:7

NOTES FORMING PART OF BALANCE SHEET

	No. of equity shares of Face Value of ` 10 each fully paid-up unless otherwise specified	As at 31.03.2015 Non-current ₹	As at 31.03.2014 Non-current ₹
NOTE 07			
INVESTMENTS			
A Trade Investments (At Cost)			
Equity Shares (Unquoted)			
1) Investment in Subsidiary Company			
TRL Asia Private Limited (Face value of SG\$ 1 each)	1,14,34,254	32,88,38,325	32,88,38,325
2) Investment in Associate Company			
Almora Magnesite Limited	77,990	77,99,000	77,99,000
B Other than Trade Investments (At Cost)			
Investment in Other Companies			
Equity Shares (Unquoted)			
Tata Construction and Projects Limited	1,44,202	18,42,020	18,42,020
Less : Provision for permanent diminution in value of investment		(18,42,020)	(18,42,020)
Equity Shares (Quoted)			
HDFC Bank Limited (Face Value of ` 2 each)	5,000	10,000	10,000
Debentures			
Other Instruments (Unquoted)			
Tata Construction and Projects Limited (10% Secured Debentures - Face Value of ` 100 each)	8,000	8,00,000	8,00,000
Less : Provision for permanent diminution in value of investment		(8,00,000)	(8,00,000)
Total Investments		33,66,47,325	33,66,47,325
Quoted Investments:			
- Cost (Net of provision for diminution)		10,000	10,000
- Market Value		51,12,750	37,44,000
Unquoted Investments:			
- Cost		33,66,37,325	33,66,37,325

NOTES FORMING PART OF BALANCE SHEET

	As at 31.03.2015			As at 31.03.2014		
	Long Term	Short Term	Total	Long Term	Short Term	Total
NOTE 08						
LOANS AND ADVANCES						
(a) Capital Advances	2,97,638	—	2,97,638	5,83,053	—	5,83,053
(b) Security Deposits	3,26,97,660	—	3,26,97,660	3,18,75,580	—	3,18,75,580
(c) Advances with public bodies	15,54,63,892	11,49,20,874	27,03,84,766	13,30,31,022	16,15,78,889	29,46,09,911
(d) Advance payment of Income tax (net of provisions)	8,84,01,382	—	8,84,01,382	7,33,59,046	—	7,33,59,046
(e) Other Loans and Advances	—	17,17,31,417	17,17,31,417	—	13,70,26,420	13,70,26,420
Gross Loans and Advances	27,68,60,572	28,66,52,291	56,35,12,863	23,88,48,701	29,86,05,309	53,74,54,010
Less: Provision for Doubtful Loans & Advances						
On Other Loans and Advances	—	56,69,019	56,69,019	—	15,34,915	15,34,915
Total Provision for Doubtful Loans & Advances	—	56,69,019	56,69,019	—	15,34,915	15,34,915
Total Loans and Advances	27,68,60,572	28,09,83,272	55,78,43,844	23,88,48,701	29,70,70,394	53,59,19,095

	As at 31.03.2015	As at 31.03.2014
NOTE 09		
TRADE RECEIVABLES AND OTHER ASSETS		
(A) Current Trade Receivable and Other Assets		
(a) Current Trade Receivables		
(i) More than six months	38,61,92,626	60,74,79,359
(ii) Others	167,42,04,015	130,70,53,402
Gross Current Trade Receivables	206,03,96,641	191,45,32,761
Less: Provision for doubtful debts	59,55,847	57,69,488
Net Current Trade Receivables	205,44,40,794	190,87,63,273
(b) Other Current Assets		
(i) Income accrued on Deposits	13,028	7,368
(ii) Other Current Assets	1,15,63,898	1,47,80,888
Total Other Current Assets	1,15,76,926	1,47,88,256

	As at 31.03.2015	As at 31.03.2014
NOTE 10		
INVENTORIES		
(a) Raw Materials (including purchased raw materials-in-transit at cost)	71,76,69,459	77,76,68,771
(b) Work-in-progress (at cost)	28,38,82,451	35,42,63,317
(c) Finished Goods produced by the company (at lower of cost and net realisable value)	49,09,03,013	57,63,60,026
(d) Stock-in-trade of goods acquired for trading (at lower of cost and net realisable value) (including purchased goods - in - transit)	8,52,83,019	12,44,65,482
(e) Stores and Spares (at cost)	11,04,63,506	11,34,60,728
(f) Loose Tools (at cost)	33,03,103	38,43,267
(g) Fuel (at cost)	5,00,37,378	5,74,72,365
Total Inventories	174,15,41,929	200,75,33,956

NOTES FORMING PART OF BALANCE SHEET

	As at 31.03.2015	As at 31.03.2014
NOTE 11		
CASH AND CASH EQUIVALENTS		
(a) Cash in hand	70,353	1,17,455
(b) Cheques, drafts on hand	—	15,65,550
(c) Balances with Banks :		
(i) In Current Account	2,33,42,375	7,26,48,589
(ii) In Deposit Account	1,45,000	82,000
(iii) for Dividend Payment	61,77,582	61,51,729
Total Cash and Cash Equivalents	2,97,35,310	8,05,65,323

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS

	Current Year April'14 to March'15	Previous Year April'13 to March'14
NOTE 12		
REVENUE FROM OPERATIONS		
(a) Sale of Products (including Excise Duty)	1020,30,28,239	868,11,65,107
(b) Income from Sale of Services	33,64,48,026	27,34,73,723
(c) Other Operating Income	17,38,73,223	18,51,49,849
Total Revenue from Operations	1071,33,49,488	913,97,88,679

NOTE 13

OTHER INCOME

(a) Interest received on sundry advances and deposits (Gross)	35,59,422	23,98,795
(b) Dividend Income	34,250	27,500
(c) Profit on sale of capital assets	3,07,260	2,83,858
(d) Credit Balances / Provisions no longer required written back (Net)	2,07,68,310	3,28,78,601
Total Other Income	2,46,69,242	3,55,88,754

NOTE 14

RAW MATERIAL CONSUMED

Opening Stock	77,76,68,771	75,73,80,445
Add: Purchases	387,12,50,633	328,66,89,292
	464,89,19,404	404,40,69,737
Less: Closing Stock	71,76,69,459	77,76,68,771
Cost of Material Consumed	393,12,49,945	326,64,00,966

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS

	Current Year April'14 to March'15	Previous Year April'13 to March'14
NOTE 15		
EMPLOYEE BENEFIT EXPENSES		
(a) Salaries and Wages, including Bonus	54,97,06,784	48,94,23,590
(b) Employee Separation Compensation	15,13,847	28,75,500
(c) Contribution to Provident and Other Funds	9,10,74,789	5,29,99,465
(d) Staff Welfare Expenses	5,77,04,729	4,24,78,237
Total Employee Benefit Expenses	70,00,00,149	58,77,76,792
NOTE 16		
FINANCE COSTS		
(a) Interest Expenses		
(i) On Fixed Loans	14,29,81,173	13,01,17,164
(ii) On Other Loans	14,44,85,184	14,91,18,807
(b) Other Borrowing Costs	15,16,556	18,73,333
Gross Interest	28,89,82,913	28,11,09,304
(c) Less: Interest capitalised	38,59,615	2,85,11,381
Total Finance Costs	28,51,23,298	25,25,97,923

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS

NOTE	17	Current Year April'14 to March'15	Previous Year April'13 to March'14
OTHER EXPENSES			
(a)	Stores and Spares Consumed	13,80,62,035	14,53,18,374
(b)	Repairs to Buildings	5,53,76,062	4,77,94,437
(c)	Repairs to Machinery	15,54,78,346	16,52,05,087
(d)	Fuel Consumed	96,92,98,157	91,87,56,770
(e)	Purchase of Power	21,40,50,333	20,30,38,775
(f)	Contractors Charges for Refractories Management	22,03,21,159	15,58,92,060
(g)	Conversion Charges	1,24,07,459	99,68,841
(h)	Freight and Handling Charges	54,84,95,357	47,77,82,477
(i)	Rent	2,35,66,733	2,21,98,495
(j)	Royalty	1,81,74,836	44,00,285
(k)	Rates and Taxes	77,35,950	98,92,362
(l)	Insurance Charges	38,06,188	46,87,274
(m)	Commission and Discounts	5,31,52,045	6,48,57,008
(n)	Provision for Wealth Tax	1,44,000	2,22,698
(o)	Provision for Doubtful Debts and Advances	85,40,045	23,57,659
(p)	Excise Duties (net)	(72,17,049)	2,21,59,991
(q)	Exchange (Gain) / Loss (net)	(13,48,480)	1,17,11,446
(r)	Legal and professional costs	18,41,01,930	6,68,88,817
(s)	Other Expenses	26,03,34,800	22,25,74,753
Total Other Expenses		286,44,79,906	255,57,07,609

Other Expenses include :

- Note. 17 (a)- Stores & Spares Consumed - ` 13,80,62,035 is exclusive of ` 17,67,86,114 (previous year : ` 17,41,89,176) charged to Repairs to buildings, Repairs to machinery and other accounts.
- Note. 17 (b)- Repairs to Buildings - ` 5,53,76,062 is exclusive of ` 8,26,643 (previous year : ` 7,61,942) charged to wages, salaries and other revenue accounts.
- Note. 17 (c)- Repairs to Machinery - ` 15,54,78,346 is exclusive of ` 5,47,28,186 (previous year : ` 7,34,54,447) charged to wages, salaries and other revenue accounts.
- Note. 17 (f)- Contractors charges for Refractories Management Expenses are the expenses incurred for erecting and relining of refractories at customer premises.
- Note. 17 (p) Excise Duty (Net) primarily comprises of the difference between the provision for excise duty made on finished goods as at the end of the previous year , reversed during the year and provision made as at the end of the current year.

	Current Year	Previous Year
Note . 17 (m) - Commission and Discount comprises of :-		
i) Commission paid to selling agents	5,11,68,113	6,29,96,400
ii) Discounts	19,83,931	18,60,608
Note. 17 (s) - Other expenses includes :		
Fees and out-of-pocket expenses paid to Auditors :		
i) Services as Auditors (including for audit in terms of Section 44AB of the Income Tax Act, 1961 ` 2,00,000 (Previous Year ` 1,62,000))	21,80,000	17,44,000
ii) Fees for other Services	—	1,55,000
iii) Out-of pocket expenses	77,406	36,024

NOTE - 18
NOTES ON THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS
1. ACCOUNTING POLICIES :

Accounts are maintained under the mercantile system of accounting, adopting the historical cost convention.

The Significant accounting policies are:

(i) Revenues :

- a) Sales comprise of sale of goods and services, net of trade discounts.
- b) Export incentives under the Duty Drawback Scheme are recognised on the basis of credits given in the bank account of the company.
- c) Bonus claims, linked to operating efficiency of products, are recognised upon their crystallisation.

(ii) Claims :

Claims on underwriters / carriers towards losses / damages are accounted when there is certainty that the claims are realisable.

(iii) Research and Development :

Revenue expenditure on Research and Development (R&D) is charged as expenditure of the year in which it is incurred. Capital expenditure on R&D is treated as an addition to fixed assets.

(iv) Retirement Benefits :

- a) Contribution to Provident Fund and Superannuation Fund (applicable to Officers only) is made at a predetermined rate to the Provident Fund Trust / Superannuation Fund Trust and charged to the Statement of Profit and Loss on an accrual basis.
- b) Provision for gratuity liability, accrued leave, post retirement medical benefits and pension to ex-managing directors is made on the basis of actuarial valuation.

(v) Employee Separation Scheme :

Compensation to employees who have opted for retirement under the Friendly Departure Scheme of the Company, is charged off in the year in which the employee is relieved from the services of the Company.

(vi) Fixed Assets :

Fixed assets are valued at cost less depreciation.

(vii) Borrowing Costs

Borrowing costs attributable to the acquisition of fixed assets and incurred up to the point of installation / commissioning of the assets are added to the cost of the respective assets.

(viii) Depreciation :

- a) Depreciation is provided under the straight line method based on the estimated useful life as determined by a technical evaluation of the assets in terms of Schedule II to the Companies Act, 2013. Assets individually costing up to ` 25,000 are fully depreciated in the year of acquisition. The estimated life of fixed assets have been determined as follows:

Nature of Assets	Useful Life (in years)
Tangible Assets	
Roads	10
Factory Building	30
Other Building (RCC Structure)	60
Grinder	8 to 15
Mixture, Press Drying Chambers, Shuttle Kiln	10 to 15
Gas Producer, Kiln other than Shaft Kiln	25
Shaft Kiln	25
Kiln Car	10

Nature of Assets	Useful Life (in years)
Workshop Equipment	10 to 15
Other equipment	5 to 15
Railway Siding	15
Furniture fittings, office equipment, motor car, Jeep, motor cycle, computer, cinema and audio visual equipment	5
Research and development equipment, hospital canteen equipment, electric fittings	10
Motor Lorry and mobile equipment	8
Intangible Assets	
Software	10
Development of mines	10 years or lease period which ever is less

As estimated useful life of some of the assets is significantly different from the useful life given in the Schedule II to Companies Act, 2013, the estimated useful life has been considered for computation of depreciation. The useful life of the assets has been assessed based on the number of years for which the assets have already been put to use and the estimated minimum balance period for which the assets can be used in the Company.

- b) In respect of fixed assets having a balance useful life as on April 1, 2014, the written down value of such assets as on April 1, 2014 is charged off as depreciation, on the straight line method, over such balance useful life.

(ix) Impairment of Assets :

Impairment is recognized to the extent that the recoverable amount of the assets of a cash generating unit is lower than it's carrying amount; such impairment being charged to the statement of Profit and Loss in the year in which the impairment occurs.

(x) Foreign Exchange Transactions:

Foreign currency transactions and forward exchange contracts used to hedge foreign currency transactions are initially recognised at the spot rate on the date of the transaction/ contract.

Monetary assets and liabilities relating to foreign currency transactions and forward exchange contracts, remaining unsettled at the end of the year, are translated at the year end rates.

The differences in transactions and realised gains and losses on foreign exchange transactions, are recognised in the Statement of Profit and Loss. Further, in respect of transactions covered by forward exchange contracts, the difference between the contract rate and the spot rate on the date of the transaction is recognised in the Statement of Profit and Loss over the period of the contract.

(xi) Investments :

Investments, being long term investments, are valued at cost less provision for permanent diminution in the value of such investments.

(xii) Inventories :

Raw Materials are carried at lower of cost and net realisable value.

Purchased Raw Materials in transit are carried at cost.

Stores and spare parts are valued at or below cost.

Semi-finished products and Finished products are valued at lower of cost or net realisable value.

Cost of inventories is generally ascertained on the 'weighted average' basis. Finished and semi-finished products are valued on full absorption cost basis.

(xiii) Deferred Tax :

Deferred Tax is accounted for by computing the tax effect of timing differences which arise in one year and reverse in subsequent periods. Deferred tax assets are recognized only to the extent that there is a reasonable or virtual certainty, as the case may be, that they will be realised in future. Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their respective carrying values.

2 Contingent Liabilities

	a) Claims not acknowledged by the Company	As at 31.03.2015	As at 31.03.2014
		₹ Lakhs	₹ Lakhs
	(i) Excise & Service Tax	175.08	185.08
	(ii) Sales Tax and VAT	831.74	455.51
	(iii) Income Tax	402.72	402.72
	b) Guarantees amounting to ₹ 2477.62 Lakhs (Previous Year : ₹ 17,071.89 Lakhs), include Corporate Guarantee given by the Company to State Bank of India, Shanghai Branch, with respect to term loan and working capital limits sanctioned to TRL China Ltd. - ₹ Nil Lakhs (Previous Year : ₹ 14,666.16 Lakhs)		
	c) Bills Discounted - ₹ 4929.83 Lakhs (Previous Year : ₹ 8,118.42 Lakhs).		
	d) Other claims not acknowledged as debts - ₹ 67.91 Lakhs (Previous Year : ₹ 67.91 Lakhs).		
	e) Duty benefit on EPCG Licence received during the year ₹ Nil (Previous year : ₹ 80.52 Lakhs).		
3	Estimated amount of contracts remaining to be executed on Capital Account and not provided for, net of advances paid - ₹ 84.06 Lakhs (Previous Year : ₹ 877.36 Lakhs).		
4	The Amount payable within one year under the Friendly Departure Scheme - ₹ 44.90 Lakhs (Previous Year : ₹ 43.04 Lakhs).		
5	Exchange difference included in other expenses - ₹ 13.49 Lakhs (Gain) [Previous Year : ₹ 117.11 Lakhs (Loss)].		
6	Acceptances include bills discounted with SIDBI by suppliers, on the basis of acceptance of the Company - ₹ 1887.36 Lakhs (Previous Year : ₹ 2,033.24 Lakhs).		
7	In compliance with Schedule II of the Companies Act, 2013, where, as a result of reduction in the estimated useful life, the balance useful life of assets as on April 1, 2014, is nil, the written down value of such assets has been adjusted against retained earnings. Consequently, the written down value of assets amounting to ₹ 1.95 crores, having nil residual life as on April 1, 2014 has been adjusted against the retained earnings as at that date. Further, on account of change in the depreciation policy the depreciation charge for the year has reduced by ₹ 7.13 crores.		
8	For the purpose of reporting in compliance with Accounting Standard-17 - Segment Reporting, issued by the Institute of Chartered Accountants of India, the business segment has been considered as the primary segment and the geographic segment has been considered as the secondary segment. The refractories segment being the only business segment, necessary information has already been given in the Balance Sheet and Statement of Profit and Loss. The Company has two geographic segments; domestic and export. Revenue from the geographic segment, based on location of customers is - (a) Domestic : ₹ 91,039.78 Lakhs (Previous Year : ₹ 76,820.34 Lakhs) and (b) Rest of the world : ₹ 16,093.72 Lakhs (Previous Year : ₹ 14,577.55 Lakhs), total - ₹ 1,07,133.49 Lakhs (Previous Year : ₹ 91,397.89 Lakhs).		
9	Manufacturing and Other Expenses and Depreciation shown in the Statement of Profit & Loss, include ₹ 542.38 Lakhs (Previous Year : ₹ 372.71 Lakhs) and ₹ 32.35 Lakhs (Previous Year : ₹ 41.68 Lakhs), respectively, in respect of Research & Development activities undertaken during the year.		
10	The amount due to Micro and Small Enterprises, as defined in the The Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company. The total outstanding dues of Micro and Small Enterprises is ₹ 38.96 Lakhs (Previous year : ₹ 64.91 Lakhs). Since there has been no delay in making payment to Micro, Small and Medium Enterprises, no interest is paid, accrued, due, and payable.		
		Current Year	Previous year
		₹ Lakhs	₹ Lakhs
11	Value of Imports (CIF Value):		
	(i) Raw Materials	14,728.35	11,646.66
	(ii) Finished/ Semi Finished Products	7,153.89	7,468.48
	(iii) Components and Spares	200.91	17.62
	(iv) Capital Goods	-	1,853.72
	Total	22,083.15	20,986.48

12	Raw Materials Consumption	Current Year ` Lakhs	Previous year ` Lakhs
	(I) Magnesite	3,502.80	3,923.78
	(ii) Fused Alumina	3,225.59	3,808.03
	(iii) Tabular Alumina	4,717.50	3,514.20
	(iv) Calcined Bauxite	2,657.42	1,738.15
	(v) Raw Dolomite	2,913.60	2,147.22
	(vi) Quarzite	331.52	499.98
	(vii) Others	21,964.06	17,032.65
		<u>39,312.50</u>	<u>32,664.01</u>

13 Value of consumption of directly Imported and Indigenously obtained Raw Materials, Stores and Spare parts and the percentage of each to the total consumption :

	Raw Materials		Stores, spare parts and components	
	` Lakhs	%	` Lakhs	%
(a) Directly Imported	16,504.31 (15,195.34)	42 (47)	52.97 (19.50)	2 (1)
(b) Indigenously obtained	22,808.19 (17,468.67)	58 (53)	3,095.51 (3,175.58)	98 (99)
Total	39,312.50 (32,664.01)	100 (100)	3,148.48 (3,195.08)	100 (100)

14	Earnings in Foreign Exchange:-	Current Year ` Lakhs	Previous year ` Lakhs
i)	Export of Finished Products (FOB Value) (net of export claims)	14,967.28	12,663.24
ii)	Commission	316.84	311.06
iii)	Others (Application Services)	290.99	653.80

15	Expenditure in Foreign Currency :		
i)	Commission	447.12	525.34
ii)	Foreign branch expenses	324.30	274.39
iii)	Royalty	181.75	44.00
iv)	Payable on other accounts	243.34	113.73
	Total	<u>1,196.51</u>	<u>957.46</u>

16 Employee Benefits

- a) In line with the disclosure requirements under Accounting Standard (AS) 15 on Employee Benefits, the relevant details with respect to employee benefits are given here below:
- b) The Company has recognized, in the Statement of Profit and Loss for the year ended 31.03.2015, an amount of ` 322.70 lakhs (Previous year : ` 274.64 lakhs) being expenses under the defined contribution plans, as given below:

Benefit (Contribution to)	Current year ` Lakhs	Previous Year ` Lakhs
Superannuation Fund	216.97	206.28
Employee Pension Scheme	105.73	68.36
Total	<u>322.70</u>	<u>274.64</u>

c) The Company operates post retirement defined benefit plans as follows:

- a. Funded
 - (i) Post Retirement Gratuity
- b. Unfunded
 - (i) Post Retirement Medical benefits
 - (ii) Pensions to Directors

d) Details of the Post Retirement Gratuity plan are as follows:

Description	Current year ` Lakhs	Previous Year ` Lakhs
1). Reconciliation of opening and closing balances of obligation		
a. Obligation as at the beginning of the year	1,896.70	1,959.97
b. Current Service Cost	98.07	94.73
c. Interest Cost	163.22	147.32
d. Actuarial (gain)/loss	271.90	(68.30)
e. Benefits paid	(264.28)	(237.03)
f. Obligation as at the end of the year	2,165.61	1,896.70
The defined benefit obligation as at the end of the year is wholly funded by the Company.		
2). Change in Plan Assets (Reconciliation of opening & closing balances)		
a. Fair Value of plan assets as at the beginning of the year	1,780.12	1,799.34
b. Expected return on plan assets	160.93	160.68
c. Actuarial gain/(loss)	-	-
d. Contributions	128.07	57.12
e. Benefits paid	(264.28)	(237.02)
f. Fair Value of plan assets as at the end of the year	1,804.84	1,780.12
3). Reconciliation of fair value of assets and obligations at the end of the year		
a. Fair value of plan assets	1,804.84	1,780.12
b. Present value of obligation	2,165.61	1,896.70
c. Amount recognised in the balance sheet	360.77	116.58
4). Expense recognized in the year		
a. Current service cost	98.07	94.73
b. Interest cost	163.22	147.32
c. Expected return on plan assets	(160.93)	(160.68)
d. Actuarial (gain)/loss	271.90	(68.30)
e. Expense recognized for the year	372.26	13.07
The expense is disclosed in Note 15 in line item – Contribution to Provident & Other Funds		
5). Investment Details		
The full amount has been invested in the Cash Accumulation Scheme of Life Insurance Corporation of India.		
6). Assumptions	31.03.2015	31.03.2014
a. Discount rate (per annum)	7.90%	9.25%
b. Estimated rate of return on plan assets (per annum)	9.40%	9.40%
c. Rate of escalation in salary (per annum)	6.00%	5.00%

- e) Details of non-funded post retirement defined benefit obligations are as follows:

Description	Current Year		Previous Year	
	` Lakhs		` Lakhs	
	Medical	Ex-MD Pension	Medical	Ex-MD Pension
1). Reconciliation of opening and closing balances of obligation				
a. Obligation as at the beginning of the year	611.47	415.97	664.03	450.97
b. Current Service Cost	7.61	-	9.88	-
c. Interest Cost	54.36	37.18	51.68	34.96
d. Actuarial (gain)/loss	22.00	(9.12)	(78.25)	(42.10)
e. Benefits paid	(47.59)	(27.86)	(35.87)	(27.86)
f. Obligation as at the end of the year	647.85	416.17	611.47	415.97
2). Expense recognized in the year				
a. Current service cost	7.61	-	9.88	-
b. Interest cost	54.36	37.18	51.69	34.96
c. Actuarial (gain)/loss	22.00	(9.12)	(78.25)	(42.10)
d. Expense recognized in the year	83.97	28.06	(16.68)	(7.14)

The expense amounting to Medical : ` 83.97 lakhs [Previous year : ` (16.68) lakhs] and Ex-MD Pension : ` 28.06 lakhs [Previous year : ` (7.14) Lakhs] are disclosed in Note 15 under the line item - Staff Welfare Expenses.

3) Assumptions			Medical 31.03.15	Medical 31.03.14
a. Discount rate (per annum) at the beginning of the year			9.25%	8.00%
b. Discount rate (per annum) at the end of the year			7.90%	9.25%
c. Medical costs inflation rate			6.00%	5.00%
d. Average Medical Cost (` / Person)			1200	1155
e. Effect of 1% change in health care cost, on				
1% Increase			` Lakhs	` Lakhs
- aggregate current service and interest cost			67.10	71.17
- closing balance of obligation			96.32	70.70
1% Decrease				
- aggregate current service and interest cost			(58.28)	(53.83)
- closing balance of obligation			(78.40)	(59.84)
f) The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors.				
g) Amounts for the current and previous three years are as follows:				` Lakhs
(i) Gratuity (Funded)	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Defined benefit obligation	2,165.60	1,896.69	1,959.97	1,695.37
Plan assets	1,804.84	1,780.11	1,799.35	1,787.01
Surplus / (deficit)	(360.76)	(116.58)	(160.62)	91.64
Experience adjustments on plan assets	-	-	-	-
Experience adjustments on plan liabilities	33.60	(81.26)	(174.25)	(6.72)

	<u>31.03.2015</u>	<u>31.03.2014</u>	<u>31.03.2013</u>	<u>31.03.2012</u>
(ii) Post Retirement Medical Benefits				
Defined benefit obligation	647.85	611.48	664.03	593.67
Plan assets	-	-	-	-
Surplus / (deficit)	(647.85)	(611.48)	(664.03)	(593.67)
Experience adjustments on plan assets	-	-	-	-
Experience adjustments on plan liabilities	13.78	(9.76)	(0.38)	(29.93)

The above information has been certified by the actuary and has been relied upon by the Auditors.

h) Provident Fund

(a) In keeping with the Guidance on implementing Accounting Standard (AS) 15 on Employee Benefits, employer established provident fund trusts are treated as Defined Benefit Plans, since the Company is obliged to meet interest shortfall, if any, with respect to covered employees. The interest shortfall, if any, is calculated on the actual basis and provided in the accounts.

(b) The company has contributed ` 215.50 lakhs (Previous year : ` 242.27 lakhs) towards provident fund.

Related Party Disclosures

List of Related Parties :

RELATED COMPANIES OF TRL KROSAKI REFRACTORIES LIMITED

Sl.No.	Related Party	Country
A	Holding Company	
	Krosaki Harima Corporation	Japan
B	i) Subsidiary Company	
	TRL Asia Pte Limited	Singapore
	TRL China Limited	China
	ii) Subsidiary through Krosaki Harima Corporation, Japan	
1	KROSAKI HARIMA CERA CORPORATION	Japan
2	SN Refractory Tokai Co. Ltd.	Japan
3	Shin-Nippon Thermal Ceramics Corporation	Japan
4	Higashihama Sangyo Corporation	Japan
5	Ariake Material Limited	Japan
6	Krosaki Harima (Shanghai) Enterprise Management Co. Ltd.	China
7	Wuxi Krosaki Sujia Refractories Co. Ltd.	China
8	Yingkou Krosaki Refractory Co. Ltd.	China
9	Wuxi Krosaki Machinery Co. Ltd	China
10	Shenyang NEU-Krosaki Refractory Co. Ltd	China
11	Qinhuangdao Shougang Krosaki Refractories Co. Ltd.	China
12	Beijing Dongzu Xinye Kemao Co. Ltd.	China
13	Krosaki Amr Refractories, S.A.	Spain
14	Krosaki Harima Europe B.V.	Netherlands
15	Krosaki USA Inc.	USA
16	Krosaki Magnesita Refractories, LLC.	Brazil

C i) Associate Company

1 Almora Magnesite Limited India

ii) Associate through Krosaki Harima Corporation, Japan

1 KIKUTAKE SANGYO CORPORATION Japan
 2 Chugoku Chikuro Corporation Japan
 3 Maejima Kogyo Corporation Japan
 4 Godo Ceramics Corporation Japan
 5 Jinan Xinbao Refractories Co. Ltd. China
 6 Dandong Harima Refractories Co. Ltd. China
 7 Yingkou Krosaki Toshin Minerals Co. Ltd. China
 8 Shanghai Baoyejianshe Industrial Furnace Engineering & Technology Co. Ltd. China
 9 Yingkou Kyushu Refractories Co. Ltd. China
 10 Australia Krosaki CIC Australia Pty. Ltd. Australia
 11 IFGL Exports Limited India

D Promoters holding more than 20%

Tata Steel Limited India

E Key Management Personnel :

Dr. A.K.Chattopadhyay, Whole Time Director (Upto 31.12.2014)

Mr. P.B.Panda, Whole Time Director (From 01.01.2015)

F Relatives of Key Management Personnel :

Mr. Dinabandhu Panda

18 Transactions with Related Parties

	Current Year April'14 to March'15 ` in lakhs	Previous Year April'13 to March'14 ` in lakhs
I) Purchase of Raw Materials and Components		
Holding Company	4,230.58	4,793.86
Subsidiaries	3,267.71	1,838.29
Associates	116.63	123.49
Promoters holding more than 20%	478.12	1,432.94
II) Sales, Services and Other Income		
Holding Company	44.06	126.69
Subsidiaries	401.21	502.77
Associates	19.36	9.49
Promoters holding more than 20%	19,119.11	15,264.78
Fellow Subsidiaries	8.42	2.29
III) Receiving of Services from		
Promoters holding more than 20%	164.84	92.41
IV) Dividend paid		
Holding Company	106.59	106.59
Promoters holding more than 20%	55.64	42.39
V) Royalty paid to		
Holding Company	181.75	44.00
VI) Outstanding balances as at 31st March		
Debtors		
Holding Company	16.76	93.24
Subsidiaries	559.84	992.16
Associates	1.96	—
Promoters holding more than 20%	2,033.60	2,532.38

	Current Year April'14 to March'15 in lakhs	Previous Year April'13 to March'14 in lakhs
VII) Loans and Advances Given		
Holding Company	—	137.63
Promoters holding more than 20%	262.22	111.42
VIII) Advance from Customer		
Promoters holding more than 20%	—	23.03
IX) Creditors as at 31 March		
Holding Company	1,168.44	1,675.80
Subsidiaries	925.24	265.15
Associates	13.15	5.67
Promoters holding more than 20%	7.27	240.65
X) Key Management Personnel and Relatives		
Salary & Commission	183.80	147.70

19 Earnings per Share (EPS)

EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of shares outstanding during the year. The basic and diluted earnings per share has been calculated below

		Current Year	Previous Year
a) Profit after Tax (in Lakhs)	^	279.62	289.11
b) Profit attributable to Ordinary Share Holders	^	279.62	289.11
c) No of ordinary Shares of Basic EPS (in Lakhs)	Nos	209.00	209.00
d) Nominal Value per share	^	10.00	10.00
e) Basic Earning per Ordinary Share	^	1.34	1.38
20 Major Components of Deferred Tax Assets and Deferred Tax Liabilities		Current Year	Previous year
i) Deferred Tax Assets		^ Lakhs	^ Lakhs
a) Tax on expenditure allowed on payment basis U/S 43B of the Income Tax Act 1961. ("the Act")		525.05	390.99
b) In respect of unpaid royalty U/s 40(a) of the Act.		46.79	10.33
c) In respect of provision for doubtful debts and advances U/s 36(2) of the Act		37.72	23.70
d) Tax on difference between the amount charged in the books in respect of Early Retirement Compensation and the deduction allowed in respect thereof under the Act.		83.94	105.50
e) Unabsorbed Depreciation		260.03	—
		<u>953.52</u>	<u>530.52</u>
ii) Deferred Tax Liabilities			
On the timing difference between Book Depreciation and Income Tax Depreciation		2,006.69	1,489.47
Net Deferred Tax Liability		<u>1,053.16</u>	<u>958.95</u>

21 Figures in respect of the previous year have been recast to correspond to groupings of the current year.

As per our report annexed.

For N. M. Raiji & Co.

Chartered Accountants

Firm Registration No:108296W

Vinay D. Balse

Partner

Membership No. 39434

Mumbai, May 11, 2015

For and on behalf of the Board

H. M. Nerurkar

Chairman

P. B. Panda

Managing Director

C. S. Das

EVP & CFO

A. Debta

Sr. Company Secretary

Kolkata, May 11, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TRL KROSAKI REFRACTORIES LIMITED

1. Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **TRL KROSAKI REFRACTORIES LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2. Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates 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. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company has an adequate internal financial controls system over financial reporting in place 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group and its associates as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

5. Other Matters

We did not audit the financial statements of subsidiaries, whose consolidated financial statements reflect total assets of ₹ 150,48,13,319 as at March 31, 2015, total revenues of ₹ 218,00,63,197 and net cash outflow amounting to ₹ 74,81,381 for the year ended on that date, as considered in the consolidated financial statements. The consolidated

financial statements also include the Group's share of net profit of ₹ 65,12,297 for the year ended March 31, 2015, as considered in the consolidated financial statements, in respect of associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and associate, is based solely on such unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements certified by the Management.

6. Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- B. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - I. 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 of the aforesaid consolidated financial statements.
 - II. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - III. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - IV. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - V. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - VI. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 17, Point No. -3 to the consolidated financial statements.
 - ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For **N. M. Raiji and Co.**
Chartered Accountants
Firm's Registration Number: 108296W

Vinay D. Balse
Partner
Membership Number: 39434

Place: Mumbai
Date : May 11, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 6(A) of our report of even date)

- (i) (a) The Holding Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) In accordance with the phased programme for verification of fixed assets, certain items of fixed assets were physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (ii) (a) Stocks of inventories have been physically verified during the year by the management. The Holding Company has a perpetual inventory system. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Holding Company and the nature of its business.
- (c) The Holding Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stock and the book stock were not material in relation to the operations of the Holding Company and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Holding Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, clause iii (a) and iii (b) of the Order are not applicable to the Holding Company.
- (iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems, commensurate with the size of the Holding Company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- (v) In our opinion and according to the information and explanations given to us, the Holding Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, with regard to deposits accepted from the public and there have been no proceedings before the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this matter.
- (vi) In our opinion and according to the information and explanations given to us, the Holding Company is not required to maintain cost records under section 148(1) of the Companies Act, 2013, consequently, clause (vi) of the Order is not applicable to the Holding Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Holding Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, value added tax, Cess and any other dues, during the year, with the appropriate authorities.
- (b) According to the information and explanations given to us, and on the basis of our examination of the books of account, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, value added tax, Cess were in arrears, as at March 31, 2015, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, following are the dues of Income-tax, Sales-tax, Excise Duty and Service Tax which have not been deposited on account of disputes with the related authorities:

Sl. No.	Nature of the statute	Forum where dispute is Pending	Financial year to which the matter pertains	Amount (₹ In Lacs)
1	Income Tax	CIT (Appeal)	2009-10	30.72
2	Central Excise	CESTAT	2003-04 to 2010-11 (Apr 03 to Sep 10)	145.31
3	Service Tax	CESTAT	2005-06 to 2008-09	20.14
4	Central Excise	Commissioner of Excise (Appeal)	Oct 10 to Jan 11	9.62
5	Sales Tax	Hon'ble High Court of Odisha	1987-88, 1988-89, 1994-95, 2007-08 to 2011-12	838.94
6	Sales Tax	Commissioner of Sales Tax	1986-87 to 1988-89	2.00
7	Sales Tax	Additional Commissioner of Sales Tax	2005-06 to 2011-12	238.23
8	Sales Tax	Sales Tax Tribunal	2007-08 to 2011-12	9.60
9	Sales Tax	Joint Commissioner of Sales Tax	2009-10 to 2011-12	375.16
10	Sales Tax	Deputy Commissioner of Sales Tax	1990-91, 1994-95 & 1995-96	4.93
Grand Total				1,674.65

- (d) In our opinion and according to the information and explanations given to us, the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provision of Companies Act, 2013, and rules made there under, has been transferred to such fund within time.
- (viii) The Holding Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Holding Company has not defaulted in repayment of dues to financial institutions or banks. The Holding Company does not have any outstanding debentures.
- (x) The Holding Company has not given any guarantee for loans taken by others from bank or financial institutions, consequently, clause (x) of the Order is not applicable to the Holding Company.
- (xi) According to the information and explanations given to us, term loans availed by the Holding Company have been used for the purpose for which the loans were obtained.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Holding Company was noticed or reported during the year.

For **N. M. Raiji and Co.**
Chartered Accountants
Firm's Registration Number: 108296W

Vinay D. Balse
Partner
Membership Number: 39434

Place: Mumbai
Date : May 11, 2015

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

		As at 31.03.2014	
(I) EQUITY AND LIABILITIES	Note		
(1) Shareholders' Funds			
(a) Share Capital	01	20,90,00,000	20,90,00,000
(b) Reserves and Surplus	02	249,79,57,275	248,15,83,363
		270,69,57,275	269,05,83,363
(2) Minority Interest		4,33,77,149	3,97,92,523
(3) Non-Current Liabilities			
(a) Long-term Borrowings	03	26,08,33,332	63,85,87,399
(b) Deferred tax Liabilities (net)		10,53,16,103	9,58,95,088
(c) Long-term Provisions	04	25,39,04,883	20,86,62,274
		62,00,54,318	94,31,44,761
(4) Current Liabilities			
(a) Short-term Borrowings	03	194,98,22,592	182,69,61,598
(b) Trade Payables	05	188,28,03,354	218,06,62,822
(c) Other Current Liabilities	05	64,19,72,648	62,73,78,509
(d) Short-term Provisions	04	12,44,16,783	12,63,12,660
		459,90,15,377	476,13,15,589
TOTAL EQUITY AND LIABILITIES		796,94,04,119	843,48,36,236
(II) ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	06	297,98,56,642	247,64,89,130
(ii) Capital work-in-progress	06	71,41,157	69,82,24,142
(iii) Intangible Assets	06	5,74,29,761	6,61,36,448
		304,44,27,560	324,08,49,720
(b) Non-current Investments	07	1,36,02,112	70,89,815
(c) Long-term Loans and Advances	08	27,70,06,946	24,18,26,905
		333,50,36,618	348,97,66,440
(2) Current Assets			
(a) Inventories	10	203,44,11,956	234,42,22,768
(b) Trade Receivables	09	223,60,62,519	214,66,42,842
(c) Cash and Cash Equivalents	11	5,86,45,428	11,69,56,822
(d) Short-term Loans and Advances	08	29,36,70,672	32,24,59,108
(e) Other Current Assets	09	1,15,76,926	1,47,88,256
		463,43,67,501	494,50,69,796
TOTAL ASSETS		796,94,04,119	843,48,36,236
Notes to Consolidated Balance Sheet and Consolidated Statement of Profit and Loss.	17		

As per our report annexed.
For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No:108296W

Vinay D. Balse
Partner
Membership No. 39434

C. S. Das
EVP & CFO

A. Debta
Sr. Company Secretary

Mumbai, May 11, 2015

For and on behalf of the Board
H. M. Nerurkar *Chairman*
P. B. Panda *Managing Director*

Kolkata, May 11, 2015

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

			Previous Year Apr'13 to Mar'14
I REVENUE	Note		
Revenue from Operations	12	1287,36,23,214	1112,30,31,931
Less: Excise duty recovered on Sales		<u>113,70,11,940</u>	<u>94,52,99,012</u>
		1173,66,11,274	1017,77,32,919
II Other Income	13	<u>2,48,41,105</u>	<u>3,55,89,012</u>
III Total Revenue (I+II)		1176,14,52,379	1021,33,21,931
IV EXPENSES			
(a) Raw Materials Consumed		524,38,69,811	431,10,08,949
(b) Purchases of finished, semi-finished and other products		150,29,88,305	192,66,22,382
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		21,04,73,538	(31,54,40,919)
(d) Employee Benefits Expenses	14	81,33,57,702	68,88,66,185
(e) Finance Costs	15	33,39,39,823	30,27,75,766
(f) Depreciation (Ref Note : 17 Point-8)		28,27,10,497	32,73,33,036
(g) Other Expenses	16	<u>331,87,63,904</u>	<u>295,19,43,764</u>
		1170,61,03,580	1019,31,09,163
(h) Less: Expenditure (other than interest) capitalised.		<u>90,44,051</u>	<u>5,02,35,811</u>
Total Expenses (IV)		1169,70,59,529	1014,28,73,352
V Profit before tax (III - IV)		6,43,92,850	7,04,48,579
VI Tax Expense			
(1) Current tax		93,41,659	2,36,00,000
(2) Deferred tax		<u>94,21,015</u>	<u>(1,27,51,510)</u>
Total Tax Expense (VI)		1,87,62,674	1,08,48,490
VII Profit after tax (V - VI)		4,56,30,176	5,96,00,089
VIII Share of Profit / (loss) of associate		<u>65,12,297</u>	<u>(48,37,796)</u>
IX Minority Interest		<u>14,12,002</u>	<u>24,63,819</u>
X Profit for the year (VII+VIII-IX)		5,07,30,471	5,22,98,474
XI Earnings per equity share:			
Basic / Diluted		2.43	2.50

Notes to Consolidated Balance Sheet and Consolidated Statement of Profit and Loss.

17

As per our report annexed.
For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No:108296W

Vinay D. Balse
Partner
Membership No. 39434

C. S. Das
EVP & CFO

A. Debta
Sr. Company Secretary

Mumbai, May 11, 2015

For and on behalf of the Board
H. M. Nerurkar *Chairman*
P. B. Panda *Managing Director*

Kolkata, May 11, 2015

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Previous Year
Apr'13 to Mar'14

A. Cash Flow from Operating activities:

Profit before taxes, minority interest & share of profit of associate	6,43,92,850	7,04,48,579
<i>Adjustments for:</i>		
Depreciation expenses	28,27,10,497	32,73,33,036
Dividend Income	(34,250)	(27,500)
Profit on sale of assets	(3,07,260)	(2,83,858)
Interest Income	(37,31,285)	(23,99,053)
Interest expenses	33,39,39,823	30,27,75,766
Foreign exchange (gain) / loss on consolidation	(2,08,74,499)	3,45,81,526
Provision for wealth tax	1,44,000	2,22,698
Operating profit before working capital changes	65,62,39,876	73,26,51,194
<i>Adjustments for:</i>		
Trade and other receivables	(7,75,51,956)	(12,54,17,434)
Inventories	30,98,10,812	(38,95,10,380)
Trade payables and other liabilities	(19,42,91,628)	51,15,22,129
Cash generated from operations	69,42,07,104	72,92,45,509
Direct tax paid (net of refunds)	(2,45,13,392)	(3,60,08,421)
Net Cash from Operating Activities.....A	66,96,93,712	69,32,37,088

B. Cash Flow from Investing Activities:

Purchase of fixed assets	(7,45,50,753)	(63,71,86,903)
Sale of fixed assets	23,38,992	8,58,026
Net movement in creditors for capital goods	(1,54,99,669)	(61,37,414)
Interest received	37,25,625	25,05,929
Dividend received	34,250	27,500
Net cash used in Investing Activities B	(8,39,51,555)	(63,99,32,862)

C. Cash Flow from Financing activities:

Proceeds from borrowings	395,25,86,917	341,74,40,710
Repayment of borrowings	(422,74,30,530)	(319,37,74,290)
Interest paid	(34,47,57,983)	(30,11,41,393)
Dividend Paid	(2,44,51,955)	(2,44,51,955)
Net Cash used in Financing Activities C	(64,40,53,551)	(10,19,26,928)

Net increase or (decrease) in cash or cash equivalents (A+B+C)

(5,83,11,394) (4,86,22,702)

Cash & Cash equivalents as at 1st April, 2014 (Opening Balance)

11,69,56,822 16,55,79,524

Cash & Cash equivalents as at 31st March, 2015 (Closing Balance)

5,86,45,428 11,69,56,822

As per our report annexed.

For N. M. Raiji & Co.

Chartered Accountants

Firm Registration No:108296W

Vinay D. Balse

Partner

Membership No. 39434

C. S. Das

EVP & CFO

A. Debta

Sr. Company Secretary

For and on behalf of the Board

H. M. Nerurkar

Chairman

P. B. Panda

Managing Director

Mumbai, May 11, 2015

Kolkata, May 11, 2015

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

	As at 31.03.2015	As at 31.03.2014
NOTE 01 : SHARE CAPITAL		
Authorised:		
2,50,00,000 Equity Shares of ₹ 10 each	25,00,00,000	25,00,00,000
	25,00,00,000	25,00,00,000
Issued:		
2,09,00,000 Equity Shares of ₹ 10 each	20,90,00,000	20,90,00,000
	20,90,00,000	20,90,00,000
Subscribed and paid-up :		
2,09,00,000 (2,09,00,000) Equity Shares of ₹ 10 each, fully paid-up	20,90,00,000	20,90,00,000
Total Share Capital	20,90,00,000	20,90,00,000

Out of the above :

- a) 15,00,000 shares of ₹ 10 each were allotted as fully paid-up bonus shares by capitalisation of General Reserve in the financial year 1977-78.
- b) Reconciliation of Shares

Particulars	As at 31.03.2015		As at 01.04.2014	
	Number of Shares		Number of Shares	
Equity Shares as at the beginning and end of the year	2,09,00,000	20,90,00,000	2,09,00,000	20,90,00,000

- c) Share holders holding more than 5% shares

Name of the Share holders	As at 31.03.2015		As at 31.03.2014	
	No. of shares held	% of holding	No. of shares held	% of holding
Krosaki Harima Corporation - Japan	1,06,59,000	51.00	1,06,59,000	51.00
Tata Steel Limited	55,63,864	26.62	42,39,360	20.28
Steel Authority of India Limited	22,03,150	10.54	22,03,150	10.54
Kalimati Investment Company Limited	—	—	13,24,504	6.34

02 - RESERVES & SURPLUS

	As at 31.03.2015	As at 31.03.2014
(a) Reserves representing unrealised gains		
Foreign Currency Translation Reserve	14,19,87,683	13,16,97,468
(b) Other Consolidated Reserves		
(1) Capital Reserve		
Balance as per last account	76,23,192	76,23,192
(2) Securities Premium Reserve		
Balance as per last account	75,73,04,560	75,73,04,560
(3) General Reserve		
Balance as per last account	135,73,70,908	135,73,70,908
(c) Statement of Profit and Loss :		
Balance brought forward from last year	22,75,87,235	19,97,40,716

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

	As at 31.03.2015	As at 31.03.2014
NOTE 02 : RESERVES AND SURPLUS (Contd....)		
Less: Adjustment for depreciation (Ref Note : 17 Point-8)	<u>1,95,68,028</u>	—
	20,80,19,207	19,97,40,716
Add: Profit after tax	<u>5,07,30,471</u>	<u>5,22,98,474</u>
	25,87,49,678	25,20,39,190
Less : Appropriation		
(i) Proposed Dividends	2,09,00,000	2,09,00,000
(ii) Corporate Dividend Tax	41,78,746	35,51,955
	<u>23,36,70,932</u>	<u>22,75,87,235</u>
Total Reserves and Surplus	<u>249,79,57,275</u>	<u>248,15,83,363</u>

NOTE 03 : BORROWINGS

	As at 31.03.2015				As at 31.03.2014			
	Long Term	Current maturities of Long-term *	Short Term	Total	Long Term	Current maturities of Long-term *	Short Term	Total
A. Secured Borrowings								
(a) Term Loans								
i) From Banks (Refer 1 below)	—	8,93,14,742	—	8,93,14,742	8,59,73,401	15,18,55,276	—	23,78,28,677
ii) Interest accrued and due on borrowings	—	—	—	—	—	7,40,552	—	7,40,552
(b) Repayable on Demand								
From Banks (Refer 2 below)	—	—	119,83,59,194	119,83,59,194	—	—	135,69,61,598	135,69,61,598
Total Secured Borrowings	<u>—</u>	<u>8,93,14,742</u>	<u>119,83,59,194</u>	<u>128,76,73,936</u>	<u>8,59,73,401</u>	<u>15,25,95,828</u>	<u>135,69,61,598</u>	<u>159,55,30,827</u>
B. Unsecured Borrowings								
(a) Term Loans								
From Banks (Refer 3 below)	26,08,33,332	32,66,66,667	—	58,74,99,999	49,74,99,998	27,66,66,667	—	77,41,66,665
(b) Short Term Loans								
From Banks	—	—	67,00,00,000	67,00,00,000	—	—	47,00,00,000	47,00,00,000
(c) Repayable on Demand								
— From Banks	—	—	8,14,63,398	8,14,63,398	—	—	—	—
(d) Fixed Deposits	—	—	—	—	5,51,14,000	74,10,000	—	6,25,24,000
(e) Interest accrued and due on fixed deposits	—	—	—	—	—	46,597	—	46,597
Total Unsecured Borrowings	<u>26,08,33,332</u>	<u>32,66,66,667</u>	<u>75,14,63,398</u>	<u>133,89,63,397</u>	<u>55,26,13,998</u>	<u>28,41,23,264</u>	<u>47,00,00,000</u>	<u>130,67,37,262</u>
Total Borrowings	<u>26,08,33,332</u>	<u>41,59,81,409</u>	<u>194,98,22,592</u>	<u>262,66,37,333</u>	<u>63,85,87,399</u>	<u>43,67,19,092</u>	<u>182,69,61,598</u>	<u>290,22,68,089</u>

* Current maturities of long—term borrowings are reported as a part of Other Current Liabilities.

Note: 1 Secured by charge over Plant and Machinery, other equipments and fixed assets at the Company's existing plant site at Belpahar (Odisha) repayable in 20 equal quarterly instalments. The next installment is due on 30th June, 2015. For foreign subsidiary company TRL China Ltd, secured by first charge by way of mortgage of building, plant and machinery. The next installment is due on 1st June, 2015.

Note: 2 Secured by hypothecation of current assets, both present and future, by way of pari—passu first charge and second charge over fixed assets. For foreign subsidiary company TRL China Ltd, secured by first charge by way of mortgage of building, plant and machinery

Note: 3 Secured by Corporate Guarantee of Krosaki Harima Corporation, Japan, repayable in 12 quarterly instalments. The next installment is due on 30th June, 2015.

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

NOTE 04 : PROVISIONS

	As at 31.03.2015			As at 31.03.2014		
	Long Term	Short Term	Total	Long Term	Short Term	Total
(a) Provision for Employee Benefits	21,41,28,315	7,96,77,685	29,38,06,000	16,83,54,380	8,23,86,220	25,07,40,600
(b) Provision for Employee Separation Compensation	1,04,03,627	44,90,204	1,48,93,831	1,30,80,922	43,04,337	1,73,85,259
(c) Provision for Tax	—	1,51,70,148	1,51,70,148	—	1,51,70,148	1,51,70,148
(d) Proposed Dividend	—	2,09,00,000	2,09,00,000	—	2,09,00,000	2,09,00,000
(e) Corporate Dividend Tax	—	41,78,746	41,78,746	—	35,51,955	35,51,955
(f) Other Provisions	2,93,72,941	—	2,93,72,941	2,72,26,972	—	2,72,26,972
Total Provisions	25,39,04,883	12,44,16,783	37,83,21,666	20,86,62,274	12,63,12,660	33,49,74,934

NOTE - 05 : TRADE AND OTHER PAYABLES

	As at 31.03.2015	As at 31.03.2014
Current Liabilities		
(I) Trade Payables		
(a) Creditors for Supplies / Services	159,95,34,476	188,58,58,500
(b) Creditors for accrued wages and salaries	4,39,35,571	4,09,66,661
(c) Acceptances	23,93,33,307	25,38,37,661
(I) Total Trade Payables	188,28,03,354	218,06,62,822
(II) Other Current Liabilities		
(a) Current Maturities of long-term debt	41,59,81,409	43,59,31,943
(b) Interest accrued but not due on borrowings	34,02,323	1,41,73,886
(c) Interest accrued and due on borrowings	—	46,597
(d) Unpaid Dividends	61,77,582	61,51,729
(e) Unpaid Matured Deposits	—	1,30,000
(f) Advances received from customers	10,88,97,958	8,08,19,481
(g) Creditors for Other Liabilities	10,75,13,376	9,01,24,873
(II) Total Other Current Liabilities	64,19,72,648	62,73,78,509
(III) Total Trade and Other Payables	252,47,76,002	280,80,41,331

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

NOTE 06 : FIXED ASSETS

Description	Gross Block at cost as at 01.04.2014	Additions	Deductions	Exchange Difference on Consolidation	Gross Block at cost as at 31.03.2015	Accumulated Depreciation as at 01.04.2014	Additions	Additional* depreciation charged to retained earnings	Deductions	Exchange difference on Consolidation	Total Depreciation up to 31.03.2015	Net Block as at 31.03.2015
A. TANGIBLE ASSETS												
1. Freehold Land	8,93,64,338 (8,93,64,338)	— (—)	— (—)	— (—)	8,93,64,338 (8,93,64,338)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	8,93,64,338 (8,93,64,338)
2. Leasehold Land	6,50,22,832 (5,88,54,026)	— (—)	— (—)	26,36,179 (61,68,806)	6,76,59,011 (6,50,22,832)	1,04,24,013 (82,60,659)	13,23,813 (12,35,962)	— (—)	— (—)	4,48,916 (9,27,392)	1,21,96,742 (1,04,24,013)	5,54,62,269 (5,45,98,819)
3. Buildings & Roads	117,47,28,573 (106,00,38,938)	11,68,77,407 (6,07,58,200)	— (—)	2,30,51,656 (5,39,31,435)	131,46,57,636 (117,47,28,573)	29,37,53,078 (24,03,35,437)	4,68,25,241 (4,19,16,740)	44,61,461 (—)	— (—)	60,52,430 (1,15,00,901)	35,10,92,210 (29,37,53,078)	96,35,65,426 (88,09,75,495)
4. Plant & Machinery	409,54,91,314 (390,41,34,956)	60,69,21,307 (12,35,82,080)	7,42,638 (55,20,535)	3,14,07,600 (7,32,94,813)	473,30,77,583 (409,54,91,314)	276,69,71,359 (248,77,54,559)	19,24,23,215 (25,03,96,093)	1,33,14,789 (—)	7,42,637 (55,20,539)	1,73,97,922 (3,43,41,246)	298,93,64,648 (276,69,71,359)	174,37,12,935 (132,85,19,955)
5. Railway Siding	2,46,80,832 (2,46,80,832)	— (—)	— (—)	— (—)	2,46,80,832 (2,46,80,832)	91,39,994 (80,90,930)	14,44,874 (10,49,064)	6,47,488 (—)	— (—)	— (—)	1,12,32,356 (91,39,994)	1,34,48,476 (1,55,40,838)
6. Furniture & Fixture	13,70,22,109 (11,98,68,693)	3,17,45,937 (2,02,53,773)	40,036 (31,88,854)	37,819 (88,497)	16,87,65,829 (13,70,22,109)	6,64,59,464 (5,81,16,680)	1,65,71,835 (83,27,300)	2,73,209 (—)	40,036 (28,765)	19,204 (44,249)	8,32,83,676 (6,64,59,464)	8,54,82,153 (7,05,62,645)
7. Office Equipment	11,72,19,731 (11,34,08,290)	31,93,338 (37,09,896)	2,98,860 (69,364)	75,342 (1,70,909)	12,01,89,551 (11,72,19,731)	9,82,12,821 (9,11,98,895)	85,73,733 (69,75,345)	8,71,081 (—)	2,86,757 (69,364)	48,224 (1,07,945)	10,74,19,102 (9,82,12,821)	1,27,20,449 (1,90,06,910)
8. Vehicles	5,48,09,608 (5,55,55,402)	62,68,619 (32,81,974)	67,97,623 (48,48,228)	3,50,615 (8,20,460)	5,46,31,219 (5,48,09,608)	3,68,89,478 (3,29,88,871)	62,13,969 (76,86,759)	— (—)	47,77,995 (42,74,057)	2,55,171 (4,87,905)	3,85,80,623 (3,68,89,478)	1,60,50,596 (1,79,20,130)
Total Tangible Assets	575,83,39,337 (542,59,05,475)	76,50,06,608 (21,15,85,923)	78,79,157 (1,36,26,981)	5,75,59,211 (13,44,74,920)	657,30,25,999 (575,83,39,337)	328,18,50,207 (292,67,46,031)	27,33,76,680 (31,75,87,263)	1,95,68,028 (—)	58,47,425 (98,92,725)	2,42,21,867 (4,74,09,638)	359,31,69,357 (328,18,50,207)	297,98,56,642 (247,64,89,130)
B. INTANGIBLE ASSETS												
1. Patents & Trademarks	1,47,70,383 (1,47,70,383)	— (—)	— (—)	— (—)	1,47,70,383 (1,47,70,383)	1,47,70,383 (1,47,70,383)	— (—)	— (—)	— (—)	— (—)	1,47,70,383 (1,47,70,383)	— (—)
2. Development of Property	5,39,96,289 (4,27,05,000)	— (1,12,91,289)	— (—)	— (—)	5,39,96,289 (5,39,96,289)	1,98,17,168 (1,39,33,707)	53,45,828 (58,83,461)	— (—)	— (—)	— (—)	2,51,62,996 (198,17,168)	2,88,33,293 (3,41,79,121)
3. Software	3,97,13,228 (3,09,06,883)	6,27,130 (88,06,345)	— (—)	— (—)	4,03,40,358 (3,97,13,228)	77,55,901 (38,93,589)	39,87,989 (38,62,312)	— (—)	— (—)	— (—)	1,17,43,890 (77,55,901)	2,85,96,468 (3,19,57,327)
Total Intangible Assets	10,84,79,900 (8,83,82,266)	6,27,130 (2,00,97,634)	— (—)	— (—)	10,91,07,030 (10,84,79,900)	4,23,43,452 (3,25,97,679)	93,33,817 (97,45,773)	— (—)	— (—)	— (—)	5,16,77,269 (4,23,43,452)	5,74,29,761 (6,61,36,448)
Total (A+B)	586,68,19,237 (551,42,87,741)	76,56,33,738 (23,16,83,557)	78,79,157 (1,36,26,981)	5,75,59,211 (13,44,74,920)	668,21,33,029 (586,68,19,237)	332,41,93,659 (295,93,43,710)	28,27,10,497 (32,73,33,036)	1,95,68,028 (—)	58,47,425 (98,92,725)	2,42,21,867 (4,74,09,638)	364,48,46,626 (332,41,93,659)	303,72,86,403 (254,26,25,578)
C. CAPITAL WORK IN PROGRESS												
1. Buildings, Plant and Machinery etc. under erection.	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)
Total Assets	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)	— (—)
Note : Figures in brackets relate to the corresponding previous year.												
* Refer to Note—17 —Point—8												

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

NOTE 07 : INVESTMENTS

	No. of equity shares of Face Value of ` 10 each fully paid-up unless otherwise specified	As at 31.03.2015 Non-current	As at 31.03.2014 Non-Current
A Trade Investments			
<u>Equity Shares (Unquoted)</u>			
Investment in Associate Company			
Almora Magnesite Limited			
Original Cost of Investment	77,990	77,99,000	77,99,000
Add: Accumulated Profit / (Loss) as at 31.03.2015		57,93,112	(7,19,185)
Carrying amount of Investments as at 31.03.2015		1,35,92,112	70,79,815
B Other than Trade Investments (At Cost)			
<u>Equity Shares (Unquoted)</u>			
a) Tata Construction and Projects Limited	1,44,202	18,42,020	18,42,020
Less : Provision for permanent diminution in value of investment		(18,42,020)	(18,42,020)
<u>Equity Shares (Quoted)</u>			
b) HDFC Bank Limited (Face Value of ` 2 each)	5,000	10,000	10,000
<u>Debentures (Unquoted)</u>			
<u>Other Instruments (Unquoted)</u>			
Tata Construction and Projects Limited (10% Secured Debentures - Face Value of ` 100 each)	8,000	8,00,000	8,00,000
Less : Provision for permanent diminution in value of investment		(8,00,000)	(8,00,000)
Total Investments		1,36,02,112	70,89,815
Quoted Investments:			
- Cost (Net of provision for diminution)		10,000	10,000
- Market Value		51,12,750	37,44,000
Unquoted Investments:			
- Cost		1,35,92,112	70,79,815

NOTE 08 : LOANS AND ADVANCES

	As at 31.03.2015			As at 31.03.2014		
	Long Term	Short Term	Total	Long Term	Short Term	Total
(a) Capital Advances	2,97,638	—	2,97,638	32,83,053	—	32,83,053
(b) Security Deposits	3,27,17,766	—	3,27,17,766	3,21,53,784	—	3,21,53,784
(c) Advance with public bodies	15,55,90,160	11,49,20,874	27,05,11,034	13,30,31,022	16,15,78,889	29,46,09,911
(d) Advance payment of Income tax (net of provisions)	8,84,01,382	—	8,84,01,382	7,33,59,046	—	7,33,59,046
(e) Other Loans and Advances	—	18,44,18,817	18,44,18,817	—	16,24,15,134	16,24,15,134
Gross Loans and Advances	27,70,06,946	29,93,39,691	57,63,46,637	24,18,26,905	32,39,94,023	56,58,20,928
Less: Provision for Doubtful Loans & Advances						
Other Loans and Advances	—	56,69,019	56,69,019	—	15,34,915	15,34,915
Total Provision for Doubtful Loans & Advances	—	56,69,019	56,69,019	—	15,34,915	15,34,915
Total Loans and Advances	27,70,06,946	29,36,70,672	57,06,77,618	24,18,26,905	32,24,59,108	56,42,86,013

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

NOTE 09 : TRADE AND OTHER RECEIVABLES

As at 31.03.2015

As at 31.03.2014

Current Trade Receivable and Other Assets

(a) Current Trade Receivables

(1) More than six months

49,70,86,156

79,37,15,095

(2) Others

176,44,26,561

137,06,94,741

Gross Current Trade Receivables

226,15,12,717

216,44,09,836

Less: Provision for doubtful debts

2,54,50,198

1,77,66,994

Net Current Trade Receivables

223,60,62,519

214,66,42,842

(b) Other Current Assets

Interest accrued on Deposits

13,028

7,368

Other Current Assets

1,15,63,898

1,47,80,888

Total Other Current Assets

1,15,76,926

1,47,88,256

NOTE 10 : INVENTORIES

(a) Raw Materials

(including purchased raw materials-in-transit at cost)

87,61,61,465

96,75,33,622

(b) Work-in-progress (at cost)

28,38,82,451

35,42,63,317

(c) Finished and semi-finished goods

(at lower of cost and net realisable value)

60,52,15,601

70,21,17,956

(d) Stock-in-trade of goods acquired for trading

(at lower of cost and net realisable value

(including purchased goods - in - transit))

8,52,83,019

12,44,65,482

(e) Fuel, Loose Tools, Stores and Spares (at cost)

18,38,69,420

19,58,42,391

Total Inventories

203,44,11,956

234,42,22,768

NOTE 11 : Cash and Cash Equivalents

(a) Cash in hand

2,37,256

2,27,925

(b) Cheques, drafts on hand

—

15,65,550

(c) Balances with Banks

(i) In Current Account

5,20,85,590

10,89,29,618

(ii) In Deposit Account

1,45,000

82,000

(iii) for Dividend Payment

61,77,582

61,51,729

Total Cash and Cash Equivalents

5,86,45,428

11,69,56,822

NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS

NOTE 12 : REVENUE FROM OPERATIONS

April'14 to March'15

April'13 to March'14

(a) Sale of Products (including Excise Duty)

1239,46,34,643

1069,52,84,728

(b) Income from Sale of Services

30,51,15,348

24,25,97,354

(c) Other Operating Income

17,38,73,223

18,51,49,849

Total Revenue from Operations

1287,36,23,214

1112,30,31,931

NOTE 13 : OTHER INCOME

(a) Interest Income

37,31,285

23,99,053

(b) Dividend Income

34,250

27,500

(c) Profit on sale of capital assets

3,07,260

2,83,858

(d) Credit Balances / Provisions no longer required written back (Net)

2,07,68,310

3,28,78,601

Total Other Income

2,48,41,105

3,55,89,012

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS

NOTE 14 : EMPLOYEE BENEFIT EXPENSES

	April'14 to March'15	April'13 to March'14
(a) Salaries and Wages including Bonus	63,03,73,274	56,15,27,082
(b) Employee Separation Compensation	15,13,847	28,75,500
(c) Contribution to Provident and Other Funds	11,55,87,465	7,54,22,141
(d) Staff Welfare Expenses	6,58,83,116	4,90,41,462
Total Employee Benefit Expenses	81,33,57,702	68,88,66,185

NOTE 15 : FINANCE COSTS

(a) Interest Expenses		
(1) On Fixed Loans	15,44,18,213	14,86,28,003
(2) On Other Loans	18,18,64,669	18,07,85,811
(b) Other Borrowing Costs	15,16,556	18,73,333
Gross Interest	33,77,99,438	33,12,87,147
(c) Less: Interest Capitalised	38,59,615	2,85,11,381
Total Finance Costs	33,39,39,823	30,27,75,766

NOTE 16 : OTHER EXPENSES

(a) Stores and Spares Consumed	15,67,50,289	16,88,53,000
(b) Repairs to Buildings	6,89,99,689	4,77,94,437
(c) Repairs to Machinery	18,55,18,541	19,07,86,293
(d) Contractors Charges for Refractories Management	22,27,28,363	16,38,74,032
(e) Fuel Consumed	96,92,98,157	91,87,56,770
(f) Purchase of Power	27,16,33,413	25,64,73,613
(g) Conversion Charges	1,24,07,459	1,17,81,844
(h) Freight and Handling Charges	76,77,31,850	64,97,55,939
(i) Rent	2,37,18,388	2,28,64,963
(j) Royalty	1,85,45,739	47,41,116
(k) Rates and Taxes	2,99,50,415	3,30,86,534
(l) Insurance Charges	67,00,582	75,11,506
(m) Commission and Discounts	6,71,30,753	6,33,23,141
(n) Provision for Wealth tax	1,44,000	2,22,698
(o) Provision for Doubtful Debts and Advances	4,34,00,386	3,11,13,867
(p) Excise Duties (net)	(72,17,049)	2,21,59,991
(q) Exchange (Gain) / Loss (net)	61,98,376	2,69,57,430
(r) Legal and other professional costs	18,70,59,135	6,98,22,337
(s) Other Expenses	28,80,65,418	26,20,64,253
Total Other Expenses	331,87,63,904	295,19,43,764

Other expenses includes :

Fees and out-of-pocket expenses paid to Auditors :

(i) As Auditors	30,48,320	27,75,784
(ii) For Taxation matters	2,69,928	2,30,628
(iii) For Other services	72,599	2,23,895
(iv) Auditors out-of-pocket expenses	91,394	58,903
	34,82,241	32,89,210

TRL KROSAKI REFRACTORIES LIMITED AND ITS SUBSIDIARIES

NOTE 17 :

NOTES ON THE CONSOLIDATED BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS OF THE COMPANY AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2015.

1 Principles of Consolidation:

The Consolidated Financial Statements relate to TRL Krosaki Refractories Limited ("the Company") and its majority owned Subsidiary Companies and Associates. The Consolidated Financial Statements have been prepared on the following basis:

- The financial statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard 21-Consolidated Financial Statements, as notified by the Companies (Accounting Standards) Rules, 2006.
- In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Exchange gains/ (losses) arising on conversion are recognized under Foreign Currency Translation Reserve (arising on consolidation).
- Investment in Associate Company has been accounted for under the equity method, as per Accounting Standard 23 'Accounting for investment in Associates in Consolidated Financial Statements', as notified by the Companies (Accounting Standards) Rules, 2006.
- The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company, i.e. 31st March 2015.
- Minority interest in the net assets of consolidated subsidiaries consists of :
 - (a) The amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and
 - (b) The minorities' share of movements in equity since the date the parent subsidiary relationship came into existence.
- Minority interest's share of net profit/(loss) for the year of consolidated subsidiaries is identified and adjusted against the profit after tax of the group.
- Intra-group balances and intra-group transactions and resulting unrealised profits are eliminated.

The list of Subsidiaries and Associate which are included in the consolidation and the Company's holding therein are as under:

<u>Name of the Subsidiary Company</u>	Ownership in % either directly or through Subsidiaries		Country of Incorporation
	2014-15	2013-14	
TRL Asia Pvt Ltd.	88%	88%	Singapore
TRL China Ltd. (Subsidiary of TRL Asia Pvt. Ltd.)	88%	88%	China
<u>Name of the Associate Company</u>			
Almora Magnesite Limited	39%	39%	India
In the case of the following, unaudited financial statements, as certified by the Management, have been considered for the purpose of consolidation.			
Almora Magnesite Limited (Associate)			
TRL Asia Pvt Limited (Subsidiary)			

2 Accounting Policies

Accounts are maintained under the mercantile system of accounting, adopting historical cost convention. The significant accounting policies are :

(i) Revenues :

- a) Sales comprise of sale of goods and services, net of trade discounts.
- b) Export incentives under the Duty Drawback Scheme are recognized on the basis of credits given in the bank account of the Company.
- c) Bonus claims, linked to operating efficiency of products, are recognized upon their crystallisation.

(ii) Claims :

Claims on underwriters / carriers towards losses / damages are accounted when there is certainty that the claim are realisable.

(iii) Research and Development :

Revenue expenditure on Research and Development (R&D) is charged as expenditure during the year in which it is incurred. Capital expenditure on R&D is treated as an addition to fixed assets.

(iv) Retirement Benefits :

- a) Contribution to Provident Fund and Superannuation Fund (applicable to Officers only) is made at a predetermined rate to the Provident Fund Trust / Superannuation Fund Trust and charged to the Statement of Profit and Loss on accrual basis.
- b) Provision for gratuity liability, accrued leave, post retirement medical benefits, sick leave salary and pension to ex-managing directors are made on the basis of discounted value.

(v) Employee Separation Scheme :

Compensation to employees who have opted for retirement under the Friendly Departure Scheme of the Company, is charged off in the year in which the employees are relieved from the services of the Company.

(vi) Fixed Assets :

Fixed assets are valued at cost less depreciation.

(vii) Borrowing Costs :

Borrowing costs attributable to the acquisition of fixed assets and incurred up to the point of installation / commissioning of the assets are added to the cost of the respective assets.

(viii) Depreciation :

- a) Depreciation is provided under the straight line method based on the estimated useful life as determined by a technical evaluation of the assets in terms of Schedule II to the Companies Act, 2013. Assets individually costing up to ` 25,000 are fully depreciated in the year of acquisition. The estimated life of fixed assets have been determined as follows:

Nature of Assets	Useful Life (in years)
Tangible Assets	
Roads	10
Factory Building	30
Other Building (RCC Structure)	60
Grinder	8 to 15
Mixture, Press Drying Chambers, Shuttle Kiln	10 to 15
Gas Producer, Kiln other than Shaft Kiln	25
Shaft Kiln	25
Kiln Car	10
Workshop Equipment	10 to 15
Other equipment	5 to 15
Railway Siding	15

Nature of Assets	Useful Life (in years)
Furniture fittings, office equipment, motor car, Jeep, motor cycle, computer, cinema and audio visual equipment	5
Research and development equipment, hospital, canteen equipment, electric fittings	10
Motor Lorry and mobile equipment	8
Intangible Assets	
Software	10
Development of mines	10 years or lease year which ever is less

As estimated useful life of some of the assets is significantly different from the useful life given in the Schedule II to Companies Act, 2013, the estimated useful life has been considered for computation of depreciation. The useful life of the assets has been assessed based on the number of years for which the assets have already been put to use and the estimated minimum balance year for which the assets can be used in the Company.

In respect of fixed assets having a balance useful life as on April 1, 2014, the written down value of such assets as on April 1, 2014 is charged off as depreciation, on the straight line method, over such balance useful life.

- b) In the case of a foreign subsidiary, the assets are depreciated on a straight line basis over the estimated useful lives of the assets. Leasehold land of foreign subsidiary is amortized over the life of the lease.

(ix) Impairment of Assets :

Impairment is recognized to the extent that the recoverable amount of the assets of a cash generating unit is lower than it's carrying amount; such impairment being charged to the Statement of Profit and Loss in the year in which the impairment occurs.

(x) Foreign Exchange Transactions:

Foreign currency transactions and forward exchange contracts, used to hedge foreign currency transactions, are initially recognised at the spot rate on the date of the transaction / contract.

Monetary assets and liabilities relating to foreign currency transactions and forward exchange contracts remaining unsettled at the end of the year, are translated at the year end rates.

The Company has elected to account for exchange differences arising on translation or settlement of long-term foreign currency monetary items in accordance with Companies (Accounting Standards) Amendment Rules, 2009 pertaining to Accounting Standard 11 (AS-11) notified by Government of India on 31st March 2009 (as amended on 29th December 2011). Accordingly, the effect of exchange difference on long term foreign currency monetary item is accounted by addition or deduction to the cost of the assets so far it relates to depreciable capital assets.

The differences in translation and settlement of foreign currency transactions, other than long-term foreign currency monetary items as mentioned above, and forward exchange contract are recognised in the Statement of Profit and Loss.

In respect of transactions covered by forward exchange contract, the difference between the contract rate and the spot rate on the date of the transaction is amortised in the Statement of Profit and Loss over the Year of contract.

(xi) Investments :

Investments, being long term investments, are valued at cost less provision for permanent diminution in the value of such investments.

(xii) Inventories :

Raw Materials are carried at lower of cost and net realisable value.

Purchased Raw Materials in transit are carried at cost.

Stores and spare parts are valued at or below cost.

Semi-finished products and Finished products are valued at lower of cost or net realizable value.

Cost of inventories is generally ascertained on the 'weighted average' basis. Finished and semi-finished products are valued on full absorption cost basis.

(xiii) Deferred Tax :

Deferred Tax is accounted for by computing the tax effect of timing differences which arise in one year and reverse in subsequent years. Deferred tax assets are recognized only to the extent that there is a reasonable or virtual certainty, as the case may be, that they will be realised in future. Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their respective carrying values.

3 Contingent Liabilities

- a) Contingent Liability in respect of sales tax, excise duty, service tax and income tax demanded but contended as not due and, therefore, not provided in accounts - ` 8,31,74,361 (Previous Year : ` 4,55,51,826), ` 1,54,93,523 (Previous Year : ` 1,64,93,523), ` 20,14,132 (Previous Year : ` 20,14,132) and ` 4,02,72,458 (Previous Year : ` 4,02,72,458) respectively.
- b) Bank Guarantees - ` 25,26,36,643 (Previous Year: ` 24,51,42,228).
- c) Bills Discounted - ` 76,18,46,397 (Previous Year : ` 100,65,89,814).
- d) Other claims not acknowledged as debts - ` 67,91,203 (Previous Year : ` 67,91,203).
- 4 Estimated amount of contracts remaining to be executed on Capital Account and not provided for, amount to ` 84,06,477 (Previous Year : ` 8,77,36,897).
- 5 The amount payable within one year under the Friendly Departure Scheme aggregates ` 44,90,204 (Previous Year : ` 43,04,337).
- 6 Exchange difference included in Other Expenses - ` 61,98,376 (Loss) [Previous Year : ` 2,69,57,430 (Loss)].
- 7 Acceptances include bills discounted with SIDBI by suppliers, on the basis of acceptance of the Company - ` 18,87,35,836 (Previous Year : ` 20,33,24,337)
- 8 In compliance with Schedule II of the Companies Act, 2013, where, as a result of reduction in the estimated useful life, the balance useful life of assets as on April 1, 2014, is nil, the written down value of such assets has been adjusted against retained earnings. Consequently, the written down value of assets amounting to ` 1,95,68,028, having nil residual life as on April 1, 2014 has been adjusted against the retained earnings as at that date.
Further, on account of change in the depreciation policy the depreciation charge for the year has reduced by ` 7,13,44,932.
- 9 For the purpose of reporting, in compliance with Accounting Standard - 17 segment reporting, issued by the Institute of Chartered Accountants of India, the business segment has been considered as the primary segment and the geographic segment has been considered as the secondary segment. Refractories segment being the only business segment, necessary information has already been given in the Balance Sheet and Statement of Profit and Loss. The Company has two geographic segments; domestic and export sales. Revenue from geographic segments based on location of customers is - a) Domestic : ` 1058,28,76,193 (Previous Year : ` 904,30,20,139) and b) Rest of the world : ` 229,07,47,021 (Previous Year : ` 208,00,11,792); Total - ` 1287,36,23,214 (Previous Year : ` 1112,30,31,931).
- 10 Amounts due to Micro and Small Enterprises, as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006, have been determined to the extent that such parties have been identified on the basis of information available with the Company. The total outstanding dues of Micro and Small Enterprises is ` 38,95,906 (Previous Year: ` 64,91,242). Since there is no delay in the making of payments to Micro, Small and Medium Enterprises, no interest is paid, accrued, due, and payable.

11 Employee Benefits

- a) The Company has recognized, in the Statement of Profit and Loss for the Year ended 31.03.2015, an amount of ` 3,22,70,425 (Previous Year : ` 2,74,63,923) expenses under the defined contribution plans as given below:

Benefit (Contribution to)		Previous Year
Superannuation Fund	2,16,97,328	2,06,27,597
Employee Pension Scheme	1,05,73,097	68,36,326
Total	3,22,70,425	2,74,63,923

b) The Company operates post retirement defined benefit plans as follows:

- a. Funded:
 - (i) Post Retirement Gratuity
- b. Unfunded:
 - (i) Post Retirement Medical benefits
 - (ii) Pensions to Directors

d) Details of the Post Retirement Gratuity plan are as follows:

Description		Previous Year
1) Reconciliation of opening and closing balances of obligation		
a. Obligation as at the beginning of the year	18,96,70,155	19,59,97,800
b. Current Service Cost	98,07,000	94,73,210
c. Interest Cost	1,63,22,000	1,47,31,680
d. Actuarial (gain)/loss	2,71,90,000	(68,29,760)
e. Benefits paid	(2,64,28,387)	(2,37,02,775)
f. Obligation as at the end of the year	21,65,60,768	18,96,70,155
The defined benefit obligation at the end of the year is wholly funded by the company.		
2) Change in Plan Assets (Reconciliation of opening & closing balances)		
a. Fair Value of plan assets as at the beginning of the year	17,80,12,485	17,99,34,800
b. Expected return on plan assets	1,60,93,000	1,60,68,320
c. Actuarial gain/(loss)	—	—
d. Contributions	1,28,07,000	57,12,140
e. Benefits paid	(2,64,28,387)	(2,37,02,775)
f. Fair Value of plan assets as at the end of the year	18,04,84,098	17,80,12,485
3) Reconciliation of fair value of assets and obligations at the end of the Year		
a. Fair value of plan assets	18,04,84,098	17,80,12,485
b. Present value of obligation	21,65,60,768	18,96,70,155
c. Amount recognised in the balance sheet	3,60,76,670	1,16,57,670
4) Expense recognized in the Year		
a. Current service cost	98,07,000	94,73,210
b. Interest cost	1,63,22,000	1,47,31,680
c. Expected return on plan assets	(1,60,93,000)	(1,60,68,320)
d. Actuarial (gain)/loss	2,71,90,000	(68,29,760)
e. Expense recognized in the year	3,72,26,000	13,06,810
The expense is disclosed in Note 14 in line item – Contribution to Provident & Other Funds.		
5) Investment Details		
The full amount has been invested in cash accumulation scheme of Life Insurance Corporation of India.		
6) Assumptions	31.03.2015	31.03.2014
a. Discount rate (per annum)	7.90%	9.25%
b. Estimated rate of return on plan assets (per annum)	9.40%	9.40%
c. Rate of escalation in salary (per annum)	6.00%	5.00%

e) Details of non-funded post retirement defined benefit obligations are as follows:

Description	Current Year		Previous Year	
	Medical	Ex-MD Pension	Medical	Ex-MD Pension
1) Reconciliation of opening and closing balances of obligation				
a. Obligation as at the beginning of the year	6,11,47,641	4,15,96,600	6,64,03,000	4,50,97,000
b. Current Service Cost	7,60,660	—	9,88,000	—
c. Interest Cost	54,36,000	37,18,000	51,69,000	34,96,000
d. Actuarial (gain)/loss	22,00,270	(9,12,000)	(78,25,000)	(42,10,000)
e. Benefits paid	(47,59,450)	(27,86,400)	(35,87,359)	(27,86,400)
f. Obligation as at the end of the year	6,47,85,121	4,16,16,200	6,11,47,641	4,15,96,600
2) Expense recognized in the year				
a. Current service cost	7,60,660	—	9,88,000	—
b. Interest cost	54,36,000	37,18,000	51,69,000	34,96,000
c. Actuarial (gain)/loss	22,00,270	(9,12,000)	(78,25,000)	(42,10,000)
d. Expense recognized in the year	83,96,930	28,06,000	(16,68,000)	(7,14,000)
The expense amounting to Medical : ₹ 83,96,930 (Previous Year : ₹ 16,68,000) and Ex-MD Pension : ₹ 28,06,000 (Previous Year : ₹ 7,14,000) are disclosed in Note 14 under the line item - Staff Welfare Expenses.				
3) Assumptions		Medical 31.03.2015	Medical 31.03.2014	
a. Discount rate (per annum) at the beginning of the year		9.25%	8.00%	
b. Discount rate (per annum) at the end of the year		7.90%	9.25%	
c. Medical costs inflation rate		6.00%	5.00%	
d. Average Medical Cost (Rs./person)		1200	1155	
e. Effect of 1% change in health care cost, on				
1% Increase				
- aggregate current service and interest cost		67,09,850	71,17,000	
- closing balance of obligation		96,31,919	70,69,970	
1% Decrease				
- aggregate current service and interest cost		(58,27,500)	(53,83,000)	
- closing balance of obligation		(78,39,941)	(59,83,570)	
f) The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors.				
g) Amounts for the current and previous three years are as follows:	31.03.2015	31.03.2014	31.03.2013	31.03.2012
(i) Gratuity (Funded)				
Defined benefit obligation	21,65,60,768	18,96,70,155	19,59,97,800	16,95,36,800
Plan assets	18,04,84,098	17,80,12,485	17,99,34,800	17,87,00,800
Surplus / (deficit)	(3,60,76,670)	(1,16,57,670)	(1,60,63,000)	91,64,000
Experience adjustments on plan assets	—	—	—	—
Experience adjustments on plan liabilities	33,60,150	(81,26,000)	(1,74,25,000)	(6,71,950)
(ii) Post Retirement Medical Benefits				
Defined benefit obligation	6,47,85,121	6,11,47,641	6,64,03,000	5,93,67,640
Plan assets	—	—	—	—
Surplus / (deficit)	(6,47,85,121)	(6,11,47,641)	(6,64,03,000)	(5,93,67,640)
Experience adjustments on plan assets	—	—	—	—
Experience adjustments on plan liabilities	1,37,84,350	(9,76,880)	(38,540)	(29,93,260)

The above information has been certified by the actuary and has been relied upon by the Auditors.

h) Provident Fund

- (a) In keeping with the Guidance on implementing Accounting Standard (AS) 15 (Revised) on Employee Benefits notified by the Companies (Accounting Standards) Rules, 2006, employer established provident fund trusts are treated as Defined Benefit Plans, since the Company is obliged to meet interest shortfall, if any, with respect to covered employees. The interest shortfall, if any, is calculated on the actual basis and provided in the accounts.
- (b) The company has contributed ` 2,15,49,644 (Previous Year : ` 2,42,27,289) towards provident fund.

12 Related Party Disclosures

LIST OF RELATED PARTIES OF TRL KROSAKI REFRACTORIES LIMITED

Sl. No.	Related Party	Country
A	Holding Company	
	Krosaki Harima Corporation	Japan
B	Subsidiary through Krosaki Harima Corporation, Japan	
1	Krosaki Harima Cera Corporation	Japan
2	SN Refractory Tokai Co. Ltd.	Japan
3	Shin-Nippon Thermal Ceramics Corporation	Japan
4	Higashihama Sangyo Corporation	Japan
5	Ariake Material Limited	Japan
6	Krosaki Harima (Shanghai) Enterprise Management Co. Ltd.	China
7	Wuxi Krosaki Sujia Refractories Co. Ltd.	China
8	Yingkou Krosaki Refractory Co. Ltd.	China
9	Wuxi Krosaki Machinery Co. Ltd	China
10	Shenyang NEU-Krosaki Refractory Co. Ltd	China
11	Qinhuangdao Shougang Krosaki Refractories Co. Ltd.	China
12	Beijing Dongzu Xinye Kemao Co. Ltd.	China
13	Krosaki Amr Refractories, S.A.	Spain
14	Krosaki Harima Europe B.V.	Netherland
15	Krosaki USA Inc.	USA
16	Krosaki Magnesita Refractories, LLC.	Brazil
C	Associate through Krosaki Harima Corporation, Japan	
1	Kikutake Sangyo Corporation	Japan
2	Chugoku Chikuro Corporation	Japan
3	Maejima Kogyo Corporation	Japan
4	Godo Ceramics Corporation	Japan
5	Jinan Xinbao Refractories Co. Ltd.	China
6	Dandong Harima Refractories Co. Ltd.	China
7	Yingkou Krosaki Toshin Minerals Co. Ltd	China
8	Shanghai Baoyejianshe Industrial Furnace Engineering & Technology Co. Ltd.	China
9	Yingkou Kyushu Refractories Co. Ltd.	China
10	Australia Krosaki CIC Australia Pty. Ltd.	Australia
11	IFGL Exports Limited	India
D	Promoters holding more than 20%	
	Tata Steel Limited	India
E	Key Management Personnel :	
	Dr. A.K Chattopadhyay, Whole Time Director (Upto 31.12.2014)	
	Mr. P.B Panda, Whole Time Director (From 01.01.2015)	
F	Relatives of Key Management Personnel :	
	Mr. Dinabandhu Panda	

13 Transactions with Related Parties

		Current Year April 14 to Mar 15	Previous Year April 13 to Mar 14
I) Purchase of Raw Materials			
i) Purchase of Raw Material and Components			
Holding Company		42,30,57,081	47,93,86,061
Promoters holding more than 20%		4,78,12,280	14,32,94,061
ii) Sales, Services and Other Income			
Holding Company		44,05,944	1,26,69,420
Promoters holding more than 20%		280,46,06,078	228,44,98,692
Fellow Subsidiaries		8,41,658	2,29,346
iii) Receiving of Services from			
Promoters holding more than 20%		1,64,83,584	92,41,333
iv) Dividend paid			
Holding Company		1,06,59,000	1,06,59,000
Promoters holding more than 20%		55,63,864	42,39,360
v) Royalty Paid			
Holding Company		1,81,74,836	44,00,285
vi) Outstanding balances as at 31st March			
Debtors			
Holding Company		16,76,018	93,23,963
Promoters holding more than 20%		26,40,19,947	35,26,36,029
vii) Loans and Advances Given			
Holding Company		—	1,37,63,296
Promoters holding more than 20%		2,62,21,637	1,11,42,225
viii) Advance from Customer			
Promoters holding more than 20%		—	23,03,000
ix) Creditors as at 31st March			
Holding Company		11,68,43,742	16,75,80,122
Promoters holding more than 20%		7,26,826	2,40,65,373
x) Key Management Personnel and Relatives			
Salaries & Commission		1,83,79,582	1,47,70,193

14 Earnings per Share (EPS)

EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of shares outstanding during the year. The basic and diluted earnings per share has been calculated below;

		Current Year	Previous Year
a) Profit after tax, Minority Interest and share of profit of Associates	^	5,07,30,471	5,22,98,474
b) Profit attributable to Ordinary Share Holders	^	5,07,30,471	5,22,98,474
c) No of ordinary Shares of Basic EPS	Nos.	2,09,00,000	2,09,00,000
d) Nominal Value per share	^	10.00	10.00
e) Basic / diluted Earning per Ordinary Share	^	2.43	2.50

15 Major Components of Deferred Tax Assets and Deferred Tax Liabilities

	As at 31.03.15	As at 31.03.14
i) Deferred Tax Assets		
a) Tax on expenditure allowed on payment basis u/s 43B of the Income Tax Act 1961. ("the Act")	5,25,04,662	3,90,99,864
b) In respect of unpaid royalty u/s 40(a) of the Act.	46,79,491	10,32,743
c) In respect of provision for doubtful debts and advances u/s 36(2) of the Act.	37,71,688	23,69,914
d) Tax on difference between the amount charged in the books in respect of Early Retirement Compensation and the deduction allowed in respect thereof under the Act.	83,93,943	1,05,49,761
e) Unabsorbed depreciation	2,60,02,651	-
	9,53,52,435	5,30,52,282
ii) Deferred Tax Liabilities		
On the timing Difference between Book Depreciation and Income Tax Depreciation	20,06,68,538	14,89,47,370
Net Deferred Tax Liability	10,53,16,103	9,58,95,088

16 Additional Information as per Part II of Schedule III, Companies Act, 2013

Name of the Entity	Net Assets		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount
Parent: TRL Krosaki Refractories Limited	88.05%	238,34,47,531	56.38%	2,86,03,599
Subsidiary Foreign: TRL Asia Private Limited (Consolidated Accounts)	11.74%	31,77,16,632	30.78%	1,56,14,576
Minority Interest	1.60%	4,33,77,149	2.78%	14,12,002
Associate (Indian): Almora Magnisite	0.21%	57,93,112	12.84%	65,12,297
Total	101.60%	275,03,34,424	102.78%	5,21,42,474

17 Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Figures in `)

1	Name of the subsidiary	TRL ASIA PRIVATE LIMITED	TRL CHINA LIMITED
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April to March	April to March
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	CNY, Ex. rate as on 31st March, 2015 - ` 10.0532	CNY, Ex. rate as on 31st March, 2015 - ` 10.0532
4	Share capital	66,20,26,674	65,30,91,581
5	Reserves & Surplus	(75,89,322)	(26,28,78,634)
6	Total Assets	65,48,40,828	150,30,64,056
7	Total Liabilities	4,03,475	111,28,51,108
8	Investments	65,30,91,581	NIL
9	Turnover	1,75,278	257,55,46,268

(Figures in `)

10	Profit before Taxation	(2,98,882)	1,22,99,346
11	Provision for Taxation	NIL	NIL
12	Profit after Taxation	(2,98,882)	1,22,99,346
13	Proposed Dividend	NIL	NIL
14	% of Shareholding	88%	88%

Part “B”: Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies.

(Figures in `)

Name of Associates		Almora Magnesite Limited
1	Latest audited Balance Sheet Date	3/31/2014
2	Shares of Associate held by the Company on the year end (Nos)	77,990
	Amount of Investment in Associates	77,99,000
	Extend of Holding %	38.995%
3	Description of how there is significant influence	Through Share Holding
4	Reason why the associate / JV not consolidated	NA
5	Net worth attributable to Shareholding as per latest audited Balance Sheet 31st March,2014.	1,08,47,156
	Net worth attributable to Shareholding as on Balance Sheet 31st March,2015 (Unaudited)	1,35,92,112
6	Profit / Loss for the year (2014-15) (Un audited)	
	i. Considered in Consolidation	65,12,297
	ii. Not Considered in Consolidation	5,26,954

18 Figures in respect of the previous year have been recast to correspond to groupings of current year.

As per our report annexed.
For N. M. Raiji & Co.
Chartered Accountants
Firm Registration No:108296W

Vinay D. Balse
Partner
Membership No. 39434

Mumbai, May 11, 2015

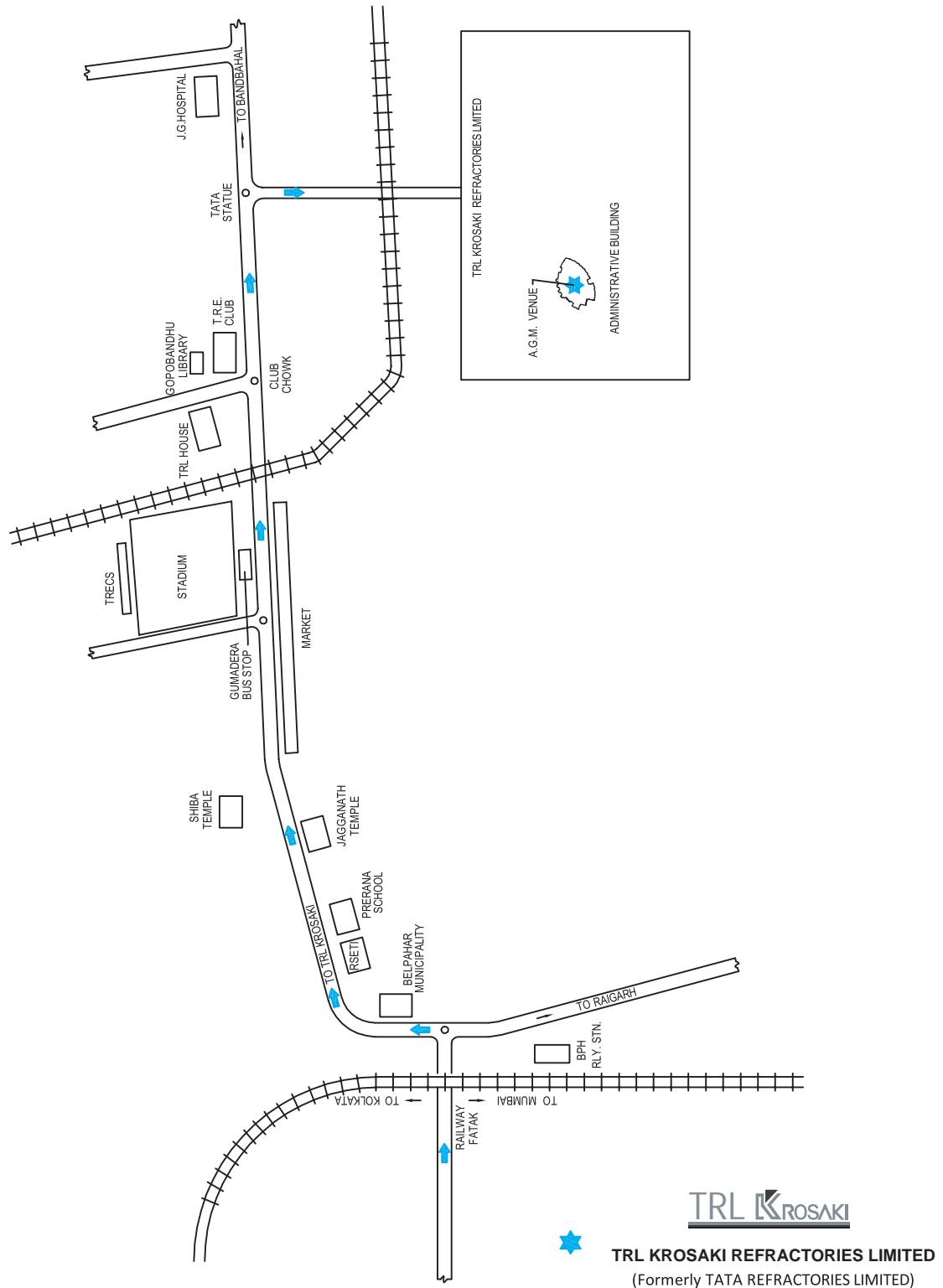
C. S. Das
EVP & CFO

A. Debta
Sr. Company Secretary

For and on behalf of the Board
H. M. Nerurkar *Chairman*
P. B. Panda *Managing Director*

Kolkata, May 11, 2015

Route Map to the AGM Venue





TRL Krosaki Refractories Limited

Registered Office: Belpahar, Dist.: Jharsuguda, Odisha- 768218.
 Tel.: +91 6645 258389/258391/258396 Fax: +91 6645 250243/254.
 Corporate Identification No. : (CIN) - U26921OR1958PLC000349
 Website: www.trlkrosaki.com , Email: arabinda@trlkrosaki.com

Attendance Slip

(To be presented at the entrance)

56th ANNUAL GENERAL MEETING ON TUESDAY, 29TH SEPTEMBER, 2015 AT 12.00 NOON.

At Registered Office: Belpahar, Dist.: Jharsuguda, Odisha- 768218.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxyholder: _____ Signature: _____

I hereby record my presence at the 56th Annual General Meeting of the Company held on Tuesday, 29th September, 2015 at 12.00 Noon IST at Registered Office P.O. Belpahar, Dist.: Jharsuguda, Odisha-768218.

1. Only Members/Proxyholder can attend the Meeting.

2. Member/Proxyholder should bring his/her copy of the annual report for reference at the meeting.



TRL Krosaki Refractories Limited

Registered Office: Belpahar, Dist.: Jharsuguda, Odisha- 768218.
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 Corporate Identification No. : (CIN) - U26921OR1958PLC000349
 Website: www.trlkrosaki.com , Email: arabinda@trlkrosaki.com

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No. /Client ID No. _____ DP ID No. _____

I/We, being the member(s) of _____ Equity Shares of TRL Krosaki Refractories Limited, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____ Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____ Signature: _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company to be held on Tuesday, 29th September, 2015 at 12.00 Noon IST at Registered Office P.O. Belpahar, Dist.: Jharsuguda, Odisha-768218 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

**I wish the above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Consider and adopt : (a) The Audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the reports of the Board of Directors and the Auditor thereon; and (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Report of the Auditor thereon.		

2	Declaration of dividend on equity Shares for the Financial Year 2014-15		
3	Appointment of Director in place of Mr.H.M. Nerurkar (DIN:00265887), who retires by rotation and being eligible, seeks re-appointment		
4	Appointment of Auditors and fix their remuneration		
Special Business			
5	Appointment of Mr. P.B. Panda (DIN:07048273), as a Director of the Company		
6	Appointment of Mr. P.B. Panda (DIN:07048273) as the Managing Director of the Company		
7	Appointment of Mr. Sudhansu Pathak (DIN:06545101), as a Director of the Company		
8	Appointment of Mr. Akira Tsuneoka (DIN:06570366), as a Director of the Company		
9	Appointment of Sunanda Lahiri (DIN:00451473) as an Independent Director of the Company		
10	Appointment of Mr. Sudhir K. Joshi (DIN:00066366) as an Independent Director of the Company		
11	Appointment of Mr. Kinji Matsushita (DIN:03515430), as a Director of the Company		
12	Appointment of Mr. Toshikazu Takasu(DIN:07119176), as a Director of the Company		
13	Appointment of Mr. Sadayoshi Tateishi(DIN:03119411), as a Director of the Company		

Signed this _____ day of _____ 2015



Signature of Shareholder _____ Signature of Proxyholder(s) _____

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company P.O. Belpahar, Dist.: Jharsuguda, Odisha-768218 not less than 48 hours before the commencement of the Meeting.
- **2. This is only optional, please put a '✓' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he/she so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated .

To,
TRL Krosaki Refractories Limited

Registered Office :
P.O. Belpahar,
Dist. Jharsuguda-768218
Odisha

Updation of Shareholders Information

I/We request you to record the following information against my/our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholders)	
Tel. No. with STD Code:	
Mobile No.:	
E-mail id:	

*Self-attested copy of the document(s) enclosed.

Bank Details:

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

*A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio Number.

Place:

Date:

Signature of Sole/First holder

Awards & Accolades



Golden Peacock Award for
Environment Management



Greentech Gold Award for
Environment Management



Greentech Gold Award for Safety



Quality Circle Awards in All Odisha Quality
Circle Convention, Bhubaneswar



Golden Peacock Environment Management Award 2015

TRL  ROSAKI REFRACTORIES LIMITED

CIN : U26921OR1958PLC000349
Belpahar Jharsuguda Odisha 768 218
Visit us at: www.trlkrosaki.com