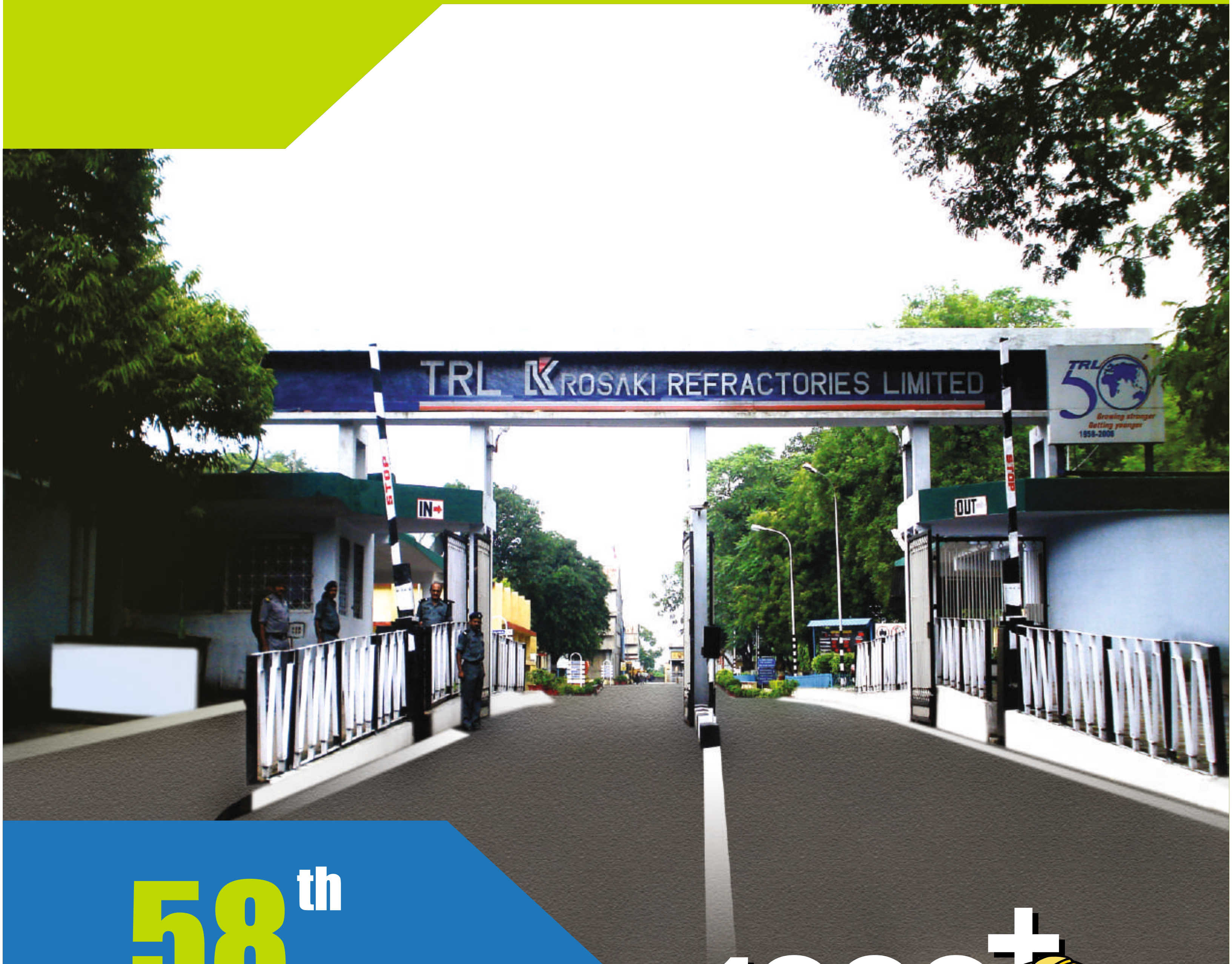
TRL KROSAKI



58th Annual Report

2016-2017

1000+

Reportable Accident Free Days

Accolades in EHS

1000+
Reportable Accident Free Days

Safety Innovation Award fom Institution of Engineers (India)

CII EHS Award 2017

CII ENCON appreciation certificate for excellence in energy conservation

Mines Safety Award 2016 from Directorate General Mines Safety, Bhubaneswar

Greentech Award for Environemnt Management

Fifty eighth annual report 2016 -17

Contents

Board of Directors

(As on 24th April, 2017)

Mr. H. M. Nerurkar	Chairman
Mr. P. B. Panda	Managing Director
Mr. V. S. N. Murty	
Mr. Kotaro Kuroda	
Mr. Hiroshi Odawara	
Mr. Kiyotaka Oshikawa	
Mr. Sudhansu Pathak	
Sunanda Lahiri	Independent Director
Mr. Sudhir Krishnaji Joshi	Independent Director
Mr. Toshikazu Takasu	
Mr. Sadayoshi Tateishi	
Mr. Junichi Sakane	
Mr. Takashi Matsunaga	
Mr. A. K. Rath	
Mr. H. P. Singh	

Senior Executives

Mr. C. S. Das	Executive Vice President & CFO
Mr. Koji Tsuyuguchi	Executive Vice President (Technology)
Mr. H. Sehgal	Sr. Vice President (Operations)
Mr. S. Sengupta	Sr. Vice President (Domestic Sales & Services)

Dy. G.M. & Company Secretary	Mr. Arabinda Debta
Registered Office	Belpahar- 768218 Dist: Jharsuguda (Odisha) Phone No.: 06645-258417
Bankers	Central Bank of India State Bank of India HDFC Bank Limited Mizuho Bank Limited ICICI Bank Limited
Auditors	M/s N. M. Raiji & Co. Chartered Accountants Mumbai
Secretarial Auditors	M/s ADP & Associates Company Secretaries Bhubaneswar
Cost Auditors	M/s JUP & Associates Cost Accountants Kolkata

NOTICE

Notice is hereby given that the 58th Annual General Meeting of TRL Krosaki Refractories Limited will be held on Wednesday, 28th June, 2017, at 11:00 AM IST at the Registered Office at Belpahar, Dist: Jharsuguda, Odisha 768218, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the reports of the Board of Directors and the Auditors thereon;

ITEM NO. 2 - ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of the Auditors thereon.

ITEM NO. 3 - DECLARATION OF DIVIDEND

To declare dividend of ₹ 6.30 per equity share of ₹ 10 each for the Financial Year 2016-17.

ITEM NO. 4 - 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. 5 - APPOINTMENT OF A DIRECTOR

To appoint a director in place of Mr.Sudhansu Pathak (DIN: 06545101),who retires by rotation and, being eligible, seeks re-appointment.

ITEM NO. 6 - APPOINTMENT OF A DIRECTOR

To appoint a director in place of Mr.Kiyotaka Oshikawa (DIN: 03515516),who retires by rotation and, being eligible, seeks re-appointment.

ITEM NO. 7 - 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, and pursuant to the recommendation of the Audit Committee, BSR & Co. LLP Chartered Accountants (Firm's Registration No.101248W/W-100022) is hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors Messrs N.M. Raiji & Co., Chartered Accountants (Firm's Registration No. 108296W), to hold office from the conclusion of 58th Annual General Meeting till the conclusion of the 63rd Annual General Meeting of the Company to be held in year 2022, subject to ratification by members at every AGM, as applicable, 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.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

SPECIAL BUSINESS:

ITEM NO. 8 - APPOINTMENT OF MR. JUNICHI SAKANE AS A DIRECTOR

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

"RESOLVED THAT Mr. Junichi Sakane (DIN: 07499890) who was appointed as a Director of the Company by the Board of Directors with effect from 25th April, 2016, in the casual vacancy caused on the Board by the resignation of Mr. Akira Tsuneoka 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 provision of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company".

ITEM NO. 9 - APPOINTMENT OF MR. ARUN KUMAR RATH AS A DIRECTOR

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

"RESLOVED THAT Mr. Arun Kumar Rath (DIN:07596590) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd November, 2016 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 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. 10- APPOINTMENT OF MR. HARENDRA PRASAD SINGH AS A DIRECTOR

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

"RESLOVED THAT Mr. Harendra Prasad Singh (DIN: 07605026) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd November, 2016 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 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. 11 - RATIFICATION OF COST AUDITORS' REMUNERATION

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration ₹1,10,000 (Rupees One Lakh and Ten Thousand Only) per financial year plus service tax and reimbursement of out-of-pocket expenses payable to Messrs JUP & Associates, Cost Accountants (Firm's Registration Number 000435) appointed as the Cost Auditors of the Company, to conduct the audit of the Cost Records pertaining to Refractories Mortars covered under Central Excise Tariff heading 3816 for the Financial year 2014-15, 2015-16 and 2016-17.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

ITEM NO. 12 - COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

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 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from 1st April, 2017."

NOTES:

(a) Additional information, pursuant to Secretarial Standard on General Meetings in respect of Director seeking 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) If dividend on Equity Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on and from June 28, 2017 to those members whose names are on the Company's Register of Members on or before Wednesday, June 28, 2017. In respect of Equity Shares held in electronic form, the dividend will be paid to the beneficial owners of shares as at the end of business hours on Wednesday, June 28, 2017, as per details furnished by the Depositories for this purpose. Shareholders are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.

(g) 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.

(h) 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.

(i) 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 ("**IEPF**") set up by the Government of India. Accordingly, the Company has transferred to the IEPF all unclaimed/ unpaid dividends in respect of the Financial year up to 2008-09. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2010 onwards, are requested to make their claims to the Company, without any delay. It may be noted that the unclaimed dividend for the Financial Year 2009-10 can be claimed by the shareholders by August 22, 2017. Member's attention is particularly drawn to the "Corporate Governance" section of Information to Investors in respect of unclaimed dividend.

The Ministry of Corporate Affairs ("**MCA**") on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 ("**IEPF Rules"**), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividend, as on the date of last AGM i.e. September 26, 2016, on the website of the IEPF viz. www.iefp.gov.in and under 'Investors' section on the website of the Company viz. www.trlkrosaki.com.

(j) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares for ease of portfolio management. Members can contact the Company or Depository.

(k) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with the Depository.

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

sd/-

ARABINDA DEBTA

Dy. GM & Company Secretary

(FCS : 6546)

Kolkata

24th April, 2017

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. 7 to 12 mentioned in the accompanying Notice.

Item Nos. 7 :

As per Section 139(2) of the Companies Act, 2013, read with Rule 5 of the Companies (Audit and Auditors) Rule, 2014, the Company cannot appoint an audit firm as auditors for more than two terms of five consecutive years. Further provided that, existing companies are required to comply this provision within three years from the date of commencement of this Act. Messrs N. M. Raiji & Co., Chartered Accountants, Mumbai was appointed as the Statutory Auditors of the Company at last AGM held on 26th September, 2016 and will hold office till the conclusion of 58th AGM. Messrs N. M. Raiji& Co. Chartered Accountants, Mumbai are the auditors of the Company from the inception of the Company and three years transitional provision will be completed at the 58th AGM and they will not be eligible for re-appointment at the next AGM.

In compliance with Section 139(2) of the Companies Act, 2013, the Board on the recommendation of Audit Committee, proposed to appoint BSR & Co. LLP as the statutory auditors of the Company for five years to hold office from conclusion of the 58th AGM, till the conclusion of 63rd AGM to be held in 2022. They have furnished a certificate regarding their consent and eligibility to act as the Statutory Auditors of the Company.

Item Nos. 8 :

In the casual vacancy caused on the Board by the resignation of Mr. Akira Tsuneoka, a Director liable to retire by rotation, the Board appointed Mr.Junichi Sakane with effect from 25th April 2016.

In terms of Section 161(4) of the Act and Article 153 of the Company's Articles of Association, Mr. Junuchi Sakane holds office only till the date up to which Mr. Akira Tsuneoka, 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 Krosaki Harima Corporation (KHC), Japan, a Member of the Company proposing the candidature of Mr.Junichi Sakane to the office of Director liable to retire by rotation.

Mr.Junichi Sakane, 61, joined Krosaki Harima Corporation on 1st February, 2004. He holds the degree in Master of Science from Tokyo University in 1980. He has 6 years of experience as Branch Chief Manager at Kimitsu Branch and 6 Years of Management experience in areas of Technical Management. He is Presently Director and Managing Corporate Officer of Krosaki Harima Corporation and also serves on the Board of Krosaki Magnesite Refractories LLC and Shin-Nippon Thermal Ceramics Corporation, Subsidiaries of Krosaki Harima Corporation. He has around 24 years of experience in areas of steel making and technical management in Nippon Steel Corporation and one year experience as research scholar at Department of Material Science of University of California, Berkeley.

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

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

Item Nos. 9 :

Steel Authority of India Limited (SAIL), has nominated Mr. Arun Kumar Rath vide their letter CA-15(29)/16 dated August 16, 2016 as Director on the Board of Directors of TRL Krosaki Refractories Limited. Accordingly, the Board considered the nomination of SAIL and appointed Mr. Arun Kumar Rath as additional director of the Company with effect from 22nd November, 2016. As per section 161(1) of the Act and Article 155 of the Company's Article of Association, Mr. Arun Kumar Rath 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 Steel Authority of India Limited (SAIL), a Member of the Company proposing the candidature of Mr. Arun Kumar Rath to the office of director liable to retire by rotation.

Mr.Rath, 58, is a distinguished alumnus of Institute of Technology, Rourkela, in Electrical Engineering. He started his career in Rourkela Steel Plant (RSP) in 1982. He has around 34 years of rich experience in Steel plants and has proved his mettle in Electrical Maintenance and repair of large Electrical Machines. Presently, Mr.Rath has taken charge as CEO, Durgapur Steel

Plant on 24th March, 2016. Prior to this, he was Executive Director (Projects) at IISCO Steel Plant, Burnpur.

Mr. Rath had undergone specialized training Programmes in India and abroad and has won several awards and recognitions including Jawahar Award from SAIL for his exemplary performance.

The Board considers that Mr. Arun Kumar Rath continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Rath as Director.

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

Item No. 10 :

Steel Authority of India Limited (SAIL), has nominated Mr.Harendra Prasad Singh vide their letter CA-15(29)/16 dated August 16, 2016 as Director on the Board of Directors of TRL Krosaki Refractories Limited. Accordingly, the Board considered the nomination of SAIL and appointed Mr.Harendra Prasad Singh as additional director of the Company with effect from 22nd November, 2016. As per section 161(1) of the Act and Article 155 of the Company's Articles of Association, Mr.Harendra Prasad Singh 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 Steel Authority of India Limited (SAIL) a member of the Company proposing the candidature of Mr.Harendra Prasad Singh to the office of director liable to retire by rotation.

Mr.Singh, 58, holds Bachelor degree of Mechanical Engineering from REC, Rourkela in 1979. He has around 36 year of rich experience in Steel Plant. He joined Rourkela Steel Plant (RSP) on 14th April 1980 as Graduate Engineer and rose to the level of General Manager on 8th Jan'16. He worked as In-charge of Growth Division of SAIL from Jan'16 to July'16. Presently, he is working as Executive Director (Materials Management) at Bokaro Steel Plant.

The Board considers that Mr.Harendra Prasad Singh continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Singh as Director.

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

Item No. 11 :

Refractories products manufactured and sold by the Company are covered under Central Excise Tariff Act (CETA) heading 3816 (Refractory mortar), 6902 (Refractory bricks) and 6903 (Refractory monolithics). CETA headings 6902 and 6903 are not covered in the table given in the Companies (Cost Record & Audits) Amendment Rule 2014. Although, CETA heading 3816 is covered under the Tariff heading column of the Table given in the Companies (Cost Record & Audits) Amendment Rule 2014, the product description given in the Table does not include product description given in CETA. Our view was that, the Companies (Cost Record & Audits) Amendment Rule 2014, is applicable, if both product description and CETA heading are covered in the Table given in the Rule. Accordingly, Cost Auditors was not appointed by the Company. However, Assistant Director, Cost Audit Branch, Ministry of Corporate Affairs, is of the view that, aforesaid Rule is applicable to the products covered under the CETA heading 3816, although, product description corresponding to CETA heading 3816 are not covered in the Table. To avoid litigation, the Board of Directors of the Company on the recommendation of Audit Committee, approved the appointment of Messrs JUP & Associates, Cost Accountants, Kolkata as the Cost Auditors of the Company for the Financial Year 2014-15, 2015-16 and 2016-17 in the current year to conduct Cost Audits pertaining to Refractories Mortars covered under Central Excise Tariff heading 3816 for the financial year 2014-15, 2015-16 and 2016-17, at a remuneration ₹1,10,000 (Rupees One Lakh and Ten Thousand Only) per financial year plus service tax and reimbursement of out-of-pocket expenses. Cost Audit report for the Financial Year 2014-15 and 2015-16 has been filed in XBRL mode. The due date for filing of the Cost Audit report of the Company for the Financial Year 2016-17 is 30th September, 2017.

Messrs JUP & Associates, Cost Accountants, Kolkata have furnished a certificate regarding their consent and eligibility to act as the Cost Auditors of the Company.

The Board has approved the remuneration of ₹1,10,000 (Rupees One Lakh and Ten Thousand Only) per financial year plus service tax and reimbursement of out-of-pocket expenses to Messrs JUP & Associates as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 11 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 11 of the Notice.

Item No. 12

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members.

The members of the Company at the 53rd Annual General Meeting held on 15th September, 2012, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from 1st April, 2012 and ending with 31st March, 2017.

Pursuant to Section 309 (7) of the erstwhile Companies Act, 1956 such approvals obtained from shareholders are valid only for a period of 5 years. Since the validity of the earlier resolution passed by the shareholders expires in the ensuing financial year i.e., 2016-17, approval is sought from Shareholders for renewal of the resolution for a further period of 5 years commencing from 1st April, 2017.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, remuneration not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for a further period of five years commencing from 1 April 2017. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2016-17 is provided in the annexure to the Directors Report and the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 12 of the notice.

The Board recommends the resolution set forth in Item No. 12 for the approval of the Members.

By Order of the Board of Directors
sd/-
ARABINDA DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata
24th April, 2017

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.S.Pathak (DIN: 06545101)	Mr.K.Oshikawa (DIN: 03515516)
Date of Birth	20.10.1948	22.10.1961	27.07.1960
Date of Appointment	27.08.2011	08.05.2013	31.05.2011
Expertise in specific Functional Areas	Metallurgy	Metallurgy	Finance, Accounting & Corporate Planning
Qualifications	B. Tech. (Metallurgy)	B.E. (Metallurgy)	Master of Science
Directorship held in other public companies (excluding Foreign Companies)	7	1	NIL
Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees and Stakeholder Relationship Committee)	6	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL

Name of Director	Mr.J.Sakane (DIN: 07499890)	Mr.A.K.Rath (DIN: 07596590)	Mr.H.P.Singh (DIN: 07605026)
Date of Birth	29.08.1955	30.05.1959	17.02.1959
Date of Appointment	25.04.2016	22.11.2016	22.11.2016
Expertise in specific Functional Areas	Steel Making and Technical Management	Electrical Engineering	Mechanical Engineering
Qualifications	Master of Science	B.Tech. (Electrical)	B.Tech (Mechanical)
Directorship held in other public companies (excluding Foreign Companies)	NIL	NIL	1
Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committees and Stakeholder Relationship Committee)	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL

Highlights

(₹ Crores)

	2016-17	2015-16	2014-15	2013-14	2012-13
Turnover	**1090.66**	1064.66	1074.78	917.54	928.89
Profit Before Interest, Depreciation & Taxes	**101.76**	67.46	52.47	52.66	56.86
Depreciation	**18.17**	18.65	18.30	23.43	24.82
Profit before Taxes	**63.15**	21.49	4.67	3.98	9.66
Profit After Taxes	**45.79**	13.31	2.80	2.89	6.92
Shareholders' Funds	**322.99**	284.48	271.73	273.40	272.96
Borrowings	**215.38**	230.54	211.89	227.07	201.60
Dividends	**15.85**	5.03	2.51	2.45	2.45
Shareholders' Funds - per Share (₹)	**155**	136	130	131	131
Dividend - (%)	**63**	20	10	10	10
Employees - (Numbers)	**1291**	1294	1227	1259	1270

DIRECTORS' REPORT

To
The Members,

The Board of Directors hereby presents the 58th Annual Report and Audited standalone and consolidated summary financial statements for the year ended 31st March, 2017.

Financial Results

(₹ Crores)

	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Gross Revenue	1,090.66	1,064.66	1245.10	1247.17
Less Total Expenses	1,003.57	997.21	1143.16	1161.53
Profit before finance cost, depreciation, Taxes and other comprehensive income	87.09	67.45	101.94	85.64
Less Finance Cost	20.44	27.31	22.44	30.90
Less Depreciation	18.17	18.65	24.28	28.80
Profit before exceptional item and tax	48.48	21.49	55.22	25.94
Add profit on sale of non-current investment	14.67	-	8.68	-
Profit before taxes	63.15	21.49	63.90	25.94
Less provision for Current taxation	17.07	5.27	17.07	5.27
Less provision for Deferred taxation	0.29	2.91	0.29	2.91
Profit after Taxes	45.79	13.31	46.54	17.76
Add share of profit of Associates	-	-	(1.47)	0.58
Less Non-controlling interest	-	-	(0.75)	(0.45)
Profit after tax, non-controlling interest and share of profit of Associates	45.79	13.31	44.32	17.89
Other comprehensive income	(2.44)	(1.10)	(2.44)	(1.10)
Total comprehensive income	43.35	12.21	41.88	16.79
Add Balance brought forward from earlier year	44.98	41.28	45.78	25.87
Balance:	88.33	53.49	87.66	42.66
Less				
(i) Dividend Paid for the previous year	4.18	2.09	4.18	2.09
(ii) Tax on Dividend	0.85	0.42	0.85	0.42
(iii) Transfer to General Reserve	-	6.00	-	6.00
Total	5.03	8.51	5.03	8.51
Balance carried forward	83.30	44.98	82.63	34.15

Dividend

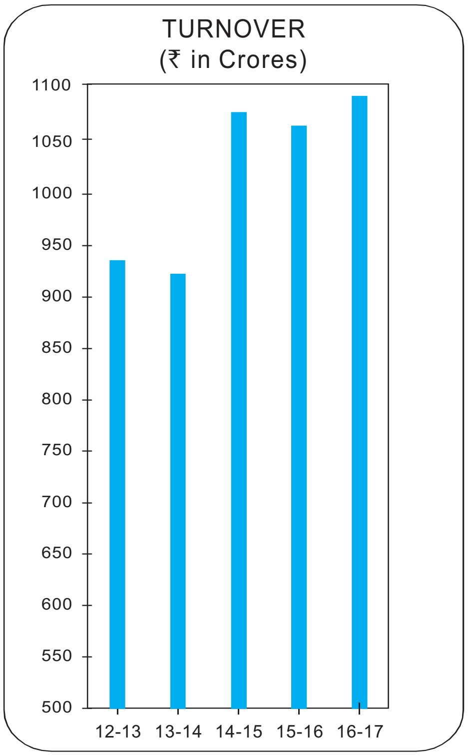
Your Directors are pleased to recommend a dividend of ₹ 6.30 per share, i.e. 63% for the year ended 31st March, 2017, for approval by the shareholders at the forthcoming Annual General Meeting.

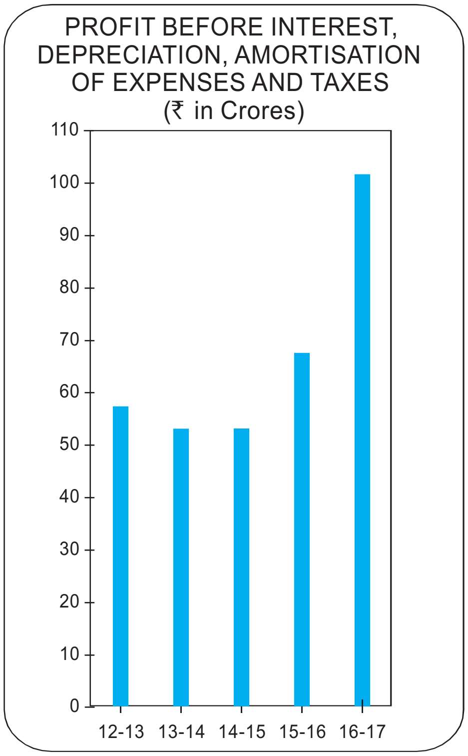
Economic Environment

Stagnant global trade, subdued investment, and heightened policy uncertainty marked another difficult year for the World Economy. Global growth for 2016 is estimated at 3.1 percent and is projected to be 3.5 percent in 2017 by IMF.

Advanced economies continue to struggle with subdued growth and low inflation amidst of increased uncertainty about policy direction tepid investment and sluggish productivity growth. Advanced economy growth is now estimated at 1.6 percent in 2016. Emerging market and developing economies (EMDEs) grew at an estimated 3.4 percent in 2016. Commodity exporters as a group continued to expand at markedly lower rates than commodity importers. Growth in commodity exporters for 2016 is estimated at 0.3 percent. Low commodity prices and weak global trade continued to create challenging conditions for commodity exporting EMDEs. Commodity importers are estimated to have grown 5.6 percent reflecting resilient domestic demand, low commodity prices and generally accommodative macroeconomic policies. Within the broader group of EMDEs, growth in low income countries (LICs) is estimated to have decelerated to 4.7 percent in 2016. Some oil and metal exporters slowed sharply, as they continued to struggle to adjust to low commodity prices. In addition, a number of LICs faced domestic headwinds, including draughts, political tensions, and security challenges. However, many commodity importing LICs continued to grow solidly. Global trade growth in 2016 recorded its weakest performance since the global financial crisis. Soft imports from major economies continued to depress trade flows, compounded by structural factors and increased protectionism. Financial market conditions for EMDEs, which were generally benign for most of 2016, tightened significantly following the USA Elections.

The Indian economy's high growth trajectory is likely to taper down in the Financial Year 2016-17, affected by lower consumption, weaker manufacturing and cash crisis. As per the first advanced estimates released by the government, the GDP growth rate in Financial Year 2016-17 is projected to be 7.1 percent, recording the lowest GDP growth rate since 2014-15. The impact of demonetization has not been factored in to the estimates released by the government, implying that the actual growth rate might be lower than 7 percent. The IMF and the World Bank forecasted India's GDP to grow at 6.8 percent and 7 percent respectively in Financial Year 2016-17. CPI inflation has remained largely steady throughout 2016-17 with average rate being 5 percent. The industrial sector is estimated to grow at 7.4 percent in 2016-17 compared with 9.3 percent in 2015-16, owing to a steep decline in the





demand of capital goods and consumer non-durable segment. In December 2016, OPEC announced a decision to reduce crude oil output from January 2017 onwards as a result oil prices have increased significantly.

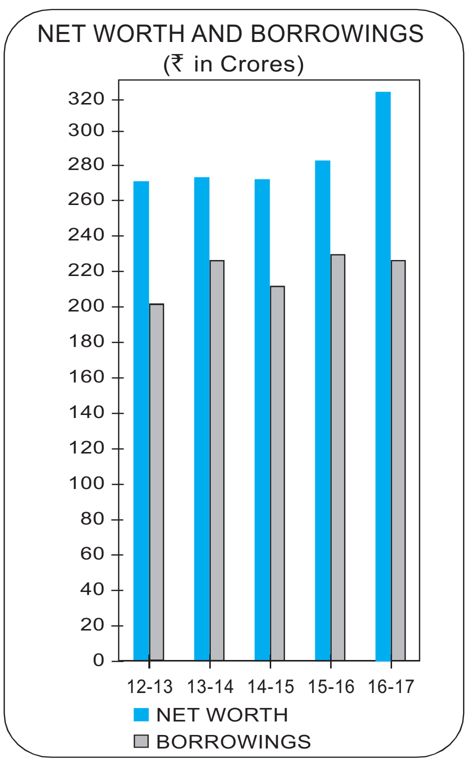
Economic Outlook

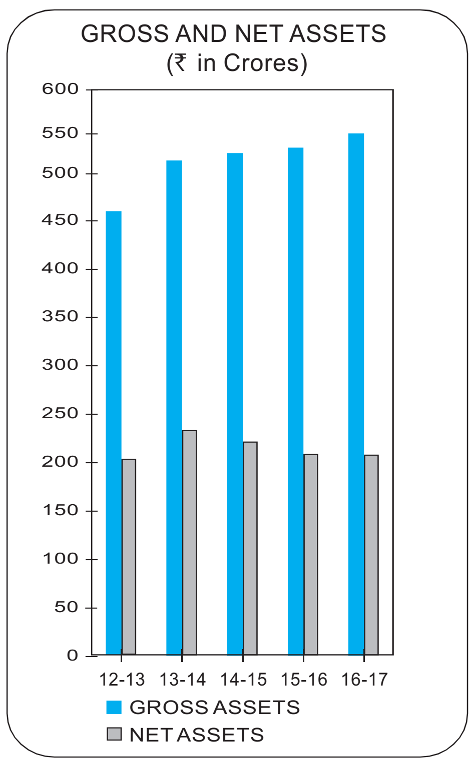
Economic activity in both advanced economies and EMDEs is forecasted to accelerate in 2017 and 2018, with global growth projected to be 3.5 percent and 3.6 percent respectively. Advanced economies are now projected to grow by 1.9 percent in 2017 and 2.0 percent in 2018, but uncertainty associated with policies of the new administration in United States and with the United Kingdom's decision to leave the European Union (BREXIT) could significantly influence the growth trajectory of advanced economies. The primary factor underlying the strengthening global outlook over 2017-18 is, however, the projected pickup in EMDE's growth. EMDE's economies are projected to grow by 4.5 percent in 2017 and 4.8 percent in 2018 against estimated growth rate of 4.1 percent in 2016. A gradual recovery in global trade is expected in 2017 and 2018, supported by projected rebound in import demand from large EMDE's.

During Financial Year 2017, India made significant stride towards strengthening its economic fundamentals – fiscal deficit was contained, current account deficit was reduced, inflation was abetted and trade deficit was reduced. Going forward, certain domestic and global development could potentially pose challenges for the Indian economy. A change in the USA fiscal and monetary policy and increasingly protectionist policies of several countries, could hamper India's growth prospects. While the former could result in increased capital outflow from the country, the later could hamper export growth. On the domestic front, the country is expected to face a significant declining demand owning to the lingering liquidity shortage, post demonetization. Moreover, stressed balance sheet of Indian corporates and high level NPAs in the banking system could act as deterrent for the private sector investment in the country. According to the economic survey, 2016-17, India's real GDP growth is projected at 7.1 percent for Financial Year 2017 and could be 6.75~7.5 percent in Financial Year 2018. India's growth momentum could get a boost from higher spending by the government and private players towards infrastructure development and capacity expansion. Further, implementation of GST, policy reform towards ease of doing business, rate cuts, migration towards a cashless society and social sector reforms are anticipated to provide and impetus to Indian economy.

Indian Accounting Standards (Ind AS)

As per the Companies (Indian Accounting Standards) Rules, 2015, the Company is required to prepare financial statements for the year 2016-17 in accordance with Indian Accounting Standards (Ind AS). Accordingly, current year financial statements have been prepared in accordance with Ind AS.





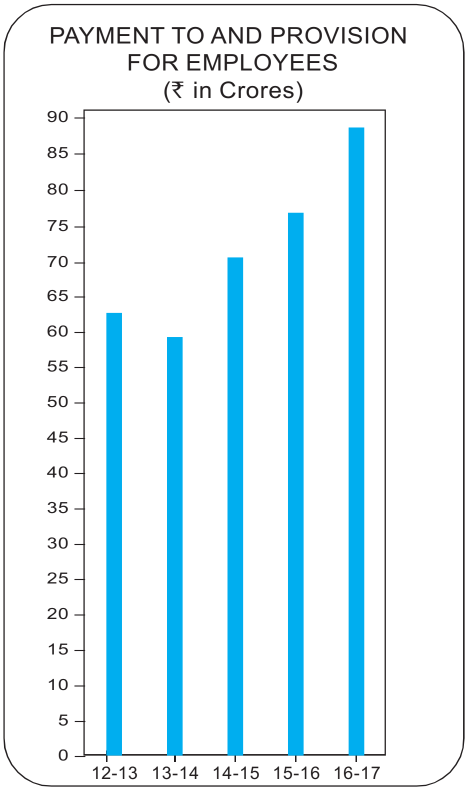
Performance

On standalone basis, the gross revenue of the Company was ₹ 1091 Crores against ₹ 1065 Crores of previous year; an increase of 2%.The consolidated revenue which includes revenue of TRL China Limited upto 5th December 2016 were ₹ 1245.09 Crores compare to ₹1247.17 Crores for the previous year. TRL China Ltd. ceased to be a subsidiary w.e.f 6th December, 2016. The export turnover of the Company increased to ₹ 188 Crores from ₹ 179 Crores of the previous year, a growth of over 5%.

The standalone gross production during the year was 2,01,489 MT against 1,84,719 MT of the previous year; an increase of around 9.1%. The sales volume was 2,36,723 MT against 2,32,105 MT of the previous year; an increase of around 2.0%.

Despite the impact of economic slowdown and lower industrial growth in the Financial Year 2016-17, the Profit before exceptional item, tax and other comprehensive income for the year was ₹ 48.48 Crores against ₹ 21.49 Crores of the previous year; an increase of 126%. Profit Before Tax after taking into account exceptional item for the year was ₹ 63.15 Crores against ₹ 21.49 Crores of the previous year. Profit After Tax (PAT) was ₹ 45.79 Crores against ₹ 13.31 Crores of the previous year. Total comprehensive income for the year was ₹ 43.54 Crores against ₹ 12.24 Crores previous year, an increase of 256%. The consolidated profit was ₹ 51.84 Crores against ₹ 16.76 Crores of the previous year.

Better product mix, improved operational efficiencies, aggressive cost reduction programmes and efficient finance management, largely contributed to the improved performance of the Company.



Credit Ratings

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.

Business Strategy

The Company has started realizing the benefits of multi-pronged growth strategy initiated two years ago:

- ❑ Increasing market share of focus product by following a discipline growth strategy balancing quality and volume growth while delivering high quality customer service.
- ❑ Introducing new products with technology support from Krosaki Harima Corporation, Japan.
- ❑ Ensuring quality consistency by strengthening quality assurance and quality control systems by direct engagement of technology experts from KHC, Japan.
- ❑ Developing process and services that reduce our costs.

In the current year, all new products of the Company consolidated their position in the market. Performance of Tap Hole Clay have been greatly appreciated by our customers, which has registered a revenue growth of around 15%. The Company has also emerged as one of the top service provider for trough management of steel plants. Trough management business have increased by 88% during the year. The new Flow Control mechanism introduced by the Company is also gathering traction in the market for its superior performance, which has helped the Company to improve sale of shaped Flow Control products. During the year, sale of Flow Control shaped products achieved a growth of around 46%.

The Company has taken new initiatives to strengthen its position in nonferrous industries. The Company has entered into tie-up with European Company Mettop GmbH to improve solution providing capabilities in copper industry. The Company has received Reidhammer certificate for its High Alumina products supplied to alumina industry, which has helped the Company to own a large project order in international market.

Subsidiaries and Associates

During the year, the Company sold 51% shares of TRL Asia Private Limited, a company incorporated in Singapore, to Krosaki Harima Corporation, Japan. The Company is now holding 37% of shares of TRL Asia Private Limited. TRL China Limited, incorporated in P.R. China, is a 100% subsidiary of TRL Asia Private Limited. Both TRL Asia Private Limited and TRL China Limited have ceased to be subsidiaries of the Company and TRL Asia Private Limited has become an Associate Company. Almora Magnesite Limited is another Associate Company.

In accordance with Section 129(3) of the Companies Act, 2013, consolidated financial statements of the Company with all its Associates have been prepared, which form part of the Annual Report. Further, the report on the performance and financial position of each of the Associate and salient features of the financial statement in the prescribed Form AOC-1 is given in notes to consolidated financial statements (Note No.38).

Management Discussion and Analysis

Management discussion and analysis given separately forms part of this report as **"Annexure - F"**

Consolidated Financial Statements

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

Health, Safety and Environment

In line with its Safety Excellence Journey, during the year, the company continued to focus on Safety as its “TOP PRIORITY”. Many new initiatives were introduced and existing ones were improved upon. Going beyond the factory premises, the Safety Excellence Journey was extended to the key Customer Sites and the Township.

The Company is already certified to Integrated Management System which includes OHSAS 18001 related to Safety & Occupational Health Management.

During the year, there was no reportable accident in the plant. As on March 31, 2017, the company had achieved a continuous 956 safe days without any reportable accident which is an all-time record. Safety ownership at all levels, comprehensive training, robust safety systems, employee motivation measures, focus on behavioral safety, timely statutory compliances thorough audits & closure of points, etc. have helped the Company to improve its overall safety performance.

The Company’s safety initiatives have been duly recognized State and National levels. During the year, the Company received the prestigious Safety Innovation Award from the Institution of Engineers and ESH Award from CII, Odisha chapter.

Employee Health has been identified as a focus area and all care is taken to ensure that the employees possess and maintain good health. Towards this, many initiatives were introduced during the year, such as, promoting preventive health care through awareness creation, yoga, creating a dedicated “Preventive Care Centre” in the hospital, covering all employees across locations for compulsory Annual Medical Checkup, etc. Besides, “Health Index Scores” for senior officers are calculated and is included in the Annual Individual Goal Sheet, which get assessed during the Annual Performance Appraisal. Robust Environment Management System has effectively controlled fugitive dust emission and during the year no case of occupational disease has been reported.

TRL Krosaki strives to follow sustainable and effective Environment Management Practices thereby protecting the environment and ensuring zero harm to the Nature. During the year, all the discharge standards pertaining to air quality & water quality stipulated in Consent to Operate, given by the State Pollution Control Board are maintained well within the norm. The Effluent Treatment Plant and Sewage Treatment Plant are operating on zero discharge concept. The treated water from these plants are reused completely and there is no discharge to outside the factory premises. During the year, the company has planted 5000 multispecies plants in factory premises as well as the Township and the greenbelt coverage exceeds 33% of total land, which is the statutory norm. All legal requirements with respect to ESH are timely complied. Our endeavor towards achieving a safer, healthier & pollution free work place is recognized and rewarded at State and National Levels. During the year, the company received the Greentech Award for Environment Management from Greentech foundation and ESH Best Practices Award from CII, Odisha Chapter.

Corporate Social Responsibility

The Company recognises that along with sustained financial performance, social and environmental stewardship is a key factor for holistic business growth. Since inception, the Company remained committed to its responsibility to build better society by focusing on areas such as Health, Sanitation, Education, Skill Development, Livelihood intervention, to name a few. Its social responsibility initiatives have yielded significant benefit to the society in the nearby areas of Company’s Plant. During the year, the Company spent over ₹ 81 Lakhs on CSR activities.

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 -A”.**

Industrial Relations

The industrial relations in all the units and branches of the Company remained cordial and peaceful throughout the year. During the year, long term wage agreement and bonus agreement were signed with the recognized Union of the Company giving substantial benefits to worker level employees. This has enhanced their motivation which has contributed towards improved performance of the Company.

Corporate Governance

Corporate Governance practices followed by the company are given in separate section which forms integral part of this Report as "**Annexure - G**".

Extract of Annual Return

Extract of the Annual Return in form MGT 9 is annexed herewith as "**Annexure - B**".

Vigil Mechanism

The Vigil Mechanism that provides a formal mechanism for all Directors, employees and vendors of the Company to approach the Ethics Counsellor/Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Code of Conduct.

The Vigil Mechanism comprises two policies viz., the Whistle Blower Policy for Directors & Employees; and Whistle Blower Policy for Vendors.

The Whistle Blower Policy for Directors and Employees is an extension of the Code of Conduct that requires every Director or Employee to promptly report to the Management any actual or possible violation of the Code or any event wherein he or she becomes aware of that, which could affect the business or reputation of the Company.

The Whistle Blower Policy for Vendors provides protection to vendors from any victimisation or unfair trade practice by the Company.

The disclosures reported are addressed in the manner and within the time frames prescribed in the Whistle Blower Policy. Under the Policy, every Director, employee or vendor of the Company has an assured access to the Ethics Counsellor/Chairman of the Audit Committee.

Internal Control System

The Board of Directors is responsible for ensuring that internal financial controls have been laid down in the Company and that such controls are adequate and are operating effectively. The foundation of Internal Financial Control (IFC) lies in the code of conduct, policies and procedures adopted by the management, corporate strategies, annual business planning process, management review and the risk management framework.

The Company has IFC framework commensurate with the size, scale and complexity of the operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorized use, executing transaction with proper authorization and ensuring compliance with the corporate policies. The control, based on the prevailing conditions and processes have been tested during the year and no reportable material weakness in the design or effectiveness was observed. The framework on internal financial controls over financial reporting has been reviewed by Internal and external Auditors.

The Company uses various IT platforms to keep the IFC framework robust and information management policy governs these IT platforms. The systems, standard operating procedures and controls are implemented by the executive leadership team and reviewed by internal audit team, whose findings and recommendation are placed before the Audit Committee.

The scope and authority of Internal Audit function is defined in internal audit charter. To maintain its objectivity and independence, the internal audit function reports to the Chairman of Audit Committee. Internal Audit team develops an annual audit plan based on the risk profile of the business activities. The internal audit plan is approved by the Audit Committee, which also reviews compliance to the plan.

The internal audit team monitors and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of the internal audit function, process owners undertake corrective actions in their respective areas and thereby strengthened the controls. Significant audit observations and corrective controls thereon are presented to the audit committee.

The Audit Committee reviews the reports submitted by the internal auditors in its meeting. Also the audit committee at frequent intervals has independent session with the external auditors and the management to discuss the adequacy and effectiveness of internal financial controls.

Directors' Responsibility Statement

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, including audit of internal financial controls over financial reporting by the statutory auditors and the review performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2016-17.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability confirms.

(a) that in the preparation of annual financial statement the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of Financial Year and of the profit and loss of the Company for that period;

(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 to ensure compliance with the provisions of all applicable laws were in place and such systems are adequate and operating effectively;

(f) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

Related Party Transactions

There have been no materially significant related party transactions between the Company and the Directors, Key-Managerial Personnel, holding and subsidiary Company or the relatives.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contracts or arrangements in Form AOC-2 does not form part of the report.

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 appointed Messrs ADP & Associates, practicing Company Secretaries as Secretarial Auditors to conduct Secretarial Audit of the Company for the Financial Year 2016-17. The Secretarial Audit Report is annexed herewith as "**Annexure - C**". There are no qualification/ observations in the said report.

Cost Auditors

Refractories products manufactured and sold by the Company are covered under Central Excise Tariff Act (CETA) heading 3816(Refractory mortar),6902(Refractory Bricks) and 6903 (Refractory Monolithics). CETA headings 6902 and 6903 are not covered in the table given in the Companies (Cost Record & Audits) Amendment Rule 2014. Although, CETA heading 3816 is covered under the Tariff heading column of the Table given in the Companies (Cost Record & Audits) Amendment Rule 2014, the product description given in the Table does not include product description given in CETA. Our view was that, the Companies (Cost Record & Audits) Amendment Rule 2014, is applicable, if both product description and CETA heading are covered in the Table given in the Rule. Accordingly, Cost Auditors was not appointed by the Company. However, Assistant Director, Cost Audit Branch, Ministry of Corporate Affairs, is of the view that, aforesaid Rule is applicable to the products covered under the CETA heading 3816, although, product description corresponding to CETA heading 3816 are not covered in the Table. To avoid litigation, the Board of Directors of the Company on the recommendation of Audit Committee, approved the appointment of Messrs JUP & Associates, as the Cost Auditors of the Company for the Financial Year 2014-15, 2015-16 and 2016-17 in the current year and Cost Audit reports for the Financial Year 2014-15 and 2015-16 have been filed in XBRL mode with Ministry of Corporate Affairs, Govt. of India. The due date for filing of the Cost Audit report of the Company for the Financial Year 2016-17 is 30th September, 2017.

Particulars of Loans, Guarantees or Investments

Particulars of Loans, Guarantees or Investments in accordance with Section 186 of the Companies Act, 2013 are given below:

Outstanding as at 31st March 2017

Particulars	Amount (₹ Crores)
Loan given	Nil
Guarantee given	Nil
Investment made (Refer Note 2 to Standalone Financial statement)	15.33

No investment has been made during the year.

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 Company's risk management process focused on ensuring that risk associated with operating environment of the Company are identified on timely basis and reasonably addressed.

Evaluation

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/ Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfilment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

The Chairman of the Board had discussion with the Independent Directors and the Executive and Non-Executive Directors. These meetings were intended to obtain Directors' inputs on effectiveness of Board/ Committee processes.

The Board considered and discussed the inputs received from the Directors.

Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non-Executive Directors.

Independent Directors Declaration

The Company has received the necessary declaration from each Independent Directors in accordance with Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid out in sub-section (6) of Section149 of the Companies Act, 2013.

Directors

- In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. H.M. Nerurkar (DIN: 00265887) is retiring by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment.
- In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sudhansu Pathak (DIN: 06545101) is retiring by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment.
- In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Kiyotaka Oshikawa (DIN: 03515516) is retiring by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment.
- Mr. Junuchi Sakane (DIN: 07499890) who was appointed as the director of the Company by the Board with effect from 25th April, 2016, in the casual vacancy caused on the Board by the resignation of Mr. Akira Tsuneoka 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 provision of Section 160 of the Companies Act, 2013.
- Mr. Arun Kumar Rath (DIN: 07596590) and Mr. Harendra Prasad Singh (DIN: 07605026), nominated by Steel Authority of India Limited, were appointed as the additional directors of the Company by the Board with effect from 22nd November, 2016 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 their candidature for the office of Directors under the provision of Section 160 of the Companies Act, 2013.

Key Managerial Personnel

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr.P.B.Panda, Managing Director, Mr.C.S.Das, Executive Vice President & CFO and Mr.Arabinda Debta, Dy. General Manager & Secretary. During the year, there has been no change in Key Managerial Personnel.

Employees

The information required under section 197(12) of the companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as "**Annexure - D**" forming part of this Report.

Auditors

Messrs N. M. Raiji & Co., present Auditors of the Company, retire at the forthcoming Annual General Meeting (AGM) and as per Section 139(2) of the Companies Act, 2013, are not eligible for re-appointment. The Board has recommended the appointment of BSR & Co. LLP, chartered accountants, as Auditors of the Company for a period of five years to hold office from conclusion of the ensuing AGM till the conclusion of 6th AGM to be held in 2022. As per the provision of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Accordingly, requisite resolution forms part of the notice convening the AGM.

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 have been no significant material orders passed by the regulators or courts or tribunals impacting 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.

During the year under review, the Company has received no complain for sexual harassment.

Deposits

During the year under review, the Company has not accepted any deposits under the Companies Act, 2013.

On behalf of the Board of Directors

sd/-
H.M.NERURKAR
Chairman
(DIN : 00265887)

Kolkata
24th April, 2017

Annexure A

Annual Report on Corporate Social Responsibility Activities

(Pursuant to Section 135 of the Companies Act, 2013)

I. Brief outline of the Company's Corporate Social Responsibility (CSR) policy.

As an integral part of our commitment to good corporate citizenship, TRL Krosaki believes in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations.

Every CSR initiative that is chosen to be supported and implemented lies within one of the broad areas of Education, Health & Sanitation, Sustainable Livelihood and Infrastructure Development. Besides, the company strives to promote local sports and games, ethnicity and environment protection.

The CSR Policy is posted on the company's website, the web link to which is http://www.trlkrosaki.com/aboutUs/policies.aspx

II. Composition of the CSR Committee of the Board.

Sl.No.	Name of Director	Category
1.	Mr.S.Pathak (Chairman)	Non-Executive Director
2.	Mr.P.B.Panda	Managing Director
3.	Mr.S.K.Joshi	Independent Director

The composition of the Committee is in compliance with Section 135 of the Companies Act, 2013.

III. Financial Details

Particulars	₹ Lakhs
Average net profit of the Company for last three financial years.	1149.53
Prescribed CSR Expenditure (2% of the average net profits for last three years)	22.99
Details of CSR spent during the financial year:	
Total amount spent :	81.40
Amount unspent	Nil

Manner in which the amount spent during the financial year is given as an Annexure to this report.

IV. Responsibility Statement

We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of CSR projects and activities in compliance with our CSR objectives.

sd/-
S. PATHAK
Chairman of CSR Committee
(DIN : 06545101)

sd/
P. B. PANDA
Managing Director
(DIN : 07048273)

Kolkata
24th April, 2017

ANNEXURE TO THE CSR ANNUAL REPORT

Manner in which the amount spent during the financial year is detailed below : (In ₹ Lakhs)

Sl. No.	CSR Project or Activities Identified	Sector in which the project is covered	Location of project	Amount Outlay	Amount Spent on the projects or programs	Cumulative Expenditure up to the reporting period	Amount Spent Direct or through Implementing agency
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1	Scholarship to Poor & Meritorius students under Merit-cum-Means Scheme and free education to students under "Ekalavya" Scheme, construction of toilets in schools, supply of MS desks, benches and beds to schools, financial support to schools for handicapped and differently abled children etc.	Education	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	33.93	27.43	27.43	Direct
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	4.77	6.16	6.16	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 rural house.	Drinking Water & Sanitation	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	15.12	13.31	13.31	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	5.94	4.20	4.20	Direct
5	Promoting Skill Development Training to unemployed youth through the Rural Self Employment Training Institute (RSETI), Conducting Sewing Training Classes for rural ladies, Supplying fingerlings to farmer to promote Pisciculture.	Sustainable Livelihood	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	23.67	19.08	1.05 18.03	-Direct -BEST
6	Extending financial support to cultural / social events to promote culture, promoting local artifacts and handicrafts, conducting annual exhibitions / national functions	Ethnicity	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	2.64	2.64	2.64	Direct
7	Providing Solar Lights to improve rural life during night, Maintenance of CD Nursery and distribution of sapling to farmers, schools, Govt. Offices & Industries.	Environment	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	7.82	6.66	6.66	Direct
8	Construction of Community Hall, bathing Ghats in village ponds.	Rural Infrastructure	At: Lakhanpur Block, Dist.: Jharsuguda, ODISHA	1.22	0.90	0.90	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	1.22	1.02	1.02	Direct
			Total	**96.33**	**81.40**	**81.40**	

Belpahar Education Society (BEST) formed by the Company under Society Act, 1860.

Annexure B

Extract of Annual Return

As on 31st March, 2017

[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 Email : arabinda@trlkrosaki.com
Whether listed Company	No
Name, Address and Contact details of Registrar and Transfer Agent	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	NIC Code of the Product	% to total turnover of the Company
1	Manufacturing of Refractories Bricks	23913	58
2	Manufacturing of Refractory Mortars, Monolithics or Castables	23911	37

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 Asia Pte Ltd 7, Temasek Boulevard # 12-02C Suntec Tower One Singapore - 038987	NA	Associate	37	2(6)
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, 2016)				End of the year (31st March, 2017)				% 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.	55,63,864	-	55,63,864	26.62	55,63,864	-	55,63,864	26.62	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	55,63,864	-	55,63,864	26.62	55,63,864	-	55,63,864	26.62	-
(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)	162,22,864	-	162,22,864	77.62	162,22,864	-	162,22,864	77.62	-
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) FIIs	-	-	-	-	-	-	-	-	-
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	1,03,490	23,53,150	24,56,640	11.75	1,03,490	23,53,150	24,56,640	11.75	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals/HUF									
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, 2016)				End of the year (31st March, 2017)				% 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):-	10,41,450	26,73,186	37,14,636	17.77	10,41,450	26,73,186	37,14,636	17.77	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	20,03,950	26,73,186	46,77,136	22.38	20,03,950	26,73,186	46,77,136	22.38	-
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, 2016)			End of the year (31st March, 2017)			% 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 shares	
1	Tata Steel Limited	55,63,864	26.62	-	55,63,864	26.62	-	-
2	Krosaki Harima Corporation	106,59,000	51.00	-	106,59,000	51.00	-	-
	Total	162,22,864	77.62	-	162,22,864	77.62	-	-

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year i.e. 1st April, 2016		Cumulative Shareholding during the year (1st April, 2016 to 31st March, 2017)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	162,22,864	77.62	-	-
	Changes during the year	NIL			
	At the end of the year	-	-	162,22,864	77.62

(iv) Shareholding pattern of top ten shareholders

Sl. No.	Shareholders Name	Shareholding at the beginning of the year i.e. 1st April, 2016		Cumulative Shareholding during the year (1st April, 2016 to 31st March, 2017)	
		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	55,63,864	26.62	55,63,864	26.62
3	Steel Authority of India Limited	22,03,150	10.54	22,03,150	10.54
4	Life Insurance Corp. of India	9,62,500	4.61	9,62,500	4.61
5	Raj kumar Satyanarayan Nevatia	4,65,000	2.22	4,65,000	2.22
6	Ajay Kumar Kayan	1,50,000	0.72	1,50,000	0.72
7	S. M. S. Investment Corp. Pvt. Limited	97,490	0.47	97,490	0.47
8	Devraj Singh	92,285	0.44	92,285	0.44
9	Lalitya Kumari	92,285	0.44	92,285	0.44
10	Man-Made Fibers Pvt. Limited	75,000	0.36	75,000	0.36

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

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year i.e. 1st April, 2016		Shareholding at the end of the year i.e. 31st March, 2017	
		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	Total Indebtedness
Indebtedness at the beginning of the financial year			
(i) Principal amount	5,621.64	17,432.63	23,054.27
(ii) Interest due but not paid	-	-	-
(iii) Interest accrued but not due	-	-	-
Total (i + ii + iii)	**5,621.64**	**17,432.63**	**23,054.27**
Change in Indebtedness during the financial year			
• Addition	2,798.52	-	2,798.52
• Reduction	-	4,314.73	4,314.73
Net Change	**2,798.52**	**(4,314.73)**	**(1,516.21)**
Indebtedness at the end of the financial year			
(i) Principal amount	8,420.16	13,117.90	21,538.06
(ii) Interest due but not paid	-	-	-
(iii) Interest accrued but not due	-	-	-
Total (i + ii + iii)	**8,420.16**	**13,117.90**	**21,538.06**

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/WTD/ Manager
		Mr. P.B. Panda MD
1	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	61.76
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	26.86
	(c) Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-
2	Stock Options	Nil
3	Sweat Equity	Nil
4	Commission	75.00
5	Others (Retirement Benefits)	-
	Total	163.62
	Ceiling as per the Companies Act, 2013	246.81

B. Remuneration to other Directors: (In ₹ lakhs)

Sl. No.	Name	Commission*	Sitting Fees	Total Compensation
I	**Non-Executive Directors**			
1	Mr. H.M. Nerurkar	5.27	2.45	7.72
2	Mr. V.S.N. Murty	4.25	2.45	6.70
3	Mr. Sudhansu Pathak**	—	1.70	1.70
4	Mr. Kotaro Kuroda@	2.22	1.55	3.77
5	Mr. Hiroshi Odawara @	2.43	2.15	4.58
6	Mr. Kiyotaka Oshikawa @	1.21	1.20	2.41
7	Mr. Toshikazu Takasu@	1.21	1.20	2.41
8	Mr. Sadayoshi Tateishi@	1.01	1.00	2.01
9	Mr. Takashi Matsunaga @	1.41	1.40	2.81
10	Mr. Junichi Sakane@	1.41	1.40	2.81
11	Mr. A. K. Rath #	0.20	0.20	0.40
12	Mr. H. P. Singh #	0.20	0.20	0.40
	Total (I)	20.82	16.90	37.72
II	**Independent Directors**			
1	Sunanda Lahiri	3.24	2.75	5.99
2	Mr. Sudhir K. Joshi	3.64	3.05	6.69
	Total (II)	6.88	5.80	12.68
	Grand Total (I + II)	27.70	22.70	50.40
	Overall ceiling as per the Companies Act, 2013 (commission)			49.36

** Paid to Tata Steel Limited
# Paid to Steel Authority of India Limited.
@ Paid to Krosaki Harima Corporation, Japan.
* Commission relates to financial year ended March 31, 2017. This will be paid after the AGM on June 28, 2017.

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 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.	16.26	89.41	105.67
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.	4.32	16.41	20.73
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961.	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others	-	-	-
	Total	**20.58**	**105.82**	**126.40**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties/punishments/compounding of offences for the year ended March 31, 2017

Kolkata
24th April, 2017

sd/-
P. B. PANDA
Managing Director
(DIN : 07048273)

sd/-
A. DEBTA
Company Secretary
(FCS : 6546)

Annexure C

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2017

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
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, 2017 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, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(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 thereunder 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 Auditors 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 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 (Issue and Listing of Debt Securities) Regulations, 2008;
  (f) The Securities and Exchange Board of India (Registers 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 Agreement 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 during the audit period the Company hassold 51% of its shareholding in its subsidiary TRL Asia Pte Limited to its holding Company Krosaki Harima Corporation, Japan as a result of which, both TRL Asia Pte Limited and its subsidiary TRL China Limited, have ceased to be subsidiaries of the Company.

Place: Bhubaneswar
Date: 10.04.2017

For **ADP & ASSOCIATES**
Company Secretaries

sd/-
(CS ASHOK KUMAR MISHRA)
Partner
FCS-5128, C.P. No-3270

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

Enclosure-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: 10.04.2017

For **ADP & ASSOCIATES**
Company Secretaries

sd/-
(CS ASHOK KUMAR MISHRA)
Partner
FCS-5128, C.P. No-3270

Annexure D

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014

Name	Designation/ Nature of duties	Gross Remuneration ₹	Net Remuneration ₹	Qualifications	Age (Years)	Total Experience (Years)	Date of Commencement of Employment	Particulars of last Employment held
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
P.B. Panda	Managing Director	1,51,06,979	80,66,576	B.Sc.(Tech.) Ceramic Tech.	58	35	17.10.1981	—
C.S. Das	Executive Vice President & Chief Finance Officer	1,05,82,281	59,40,328	B.Com, FCA, ACS	58	35	01.04.1996	IPITATA Refractories Limited (Presently Nilachal Refractories Limited)
K. Tsuyuguchi	Executive Vice President (Technology & Technical Support Service)	93,72,063	61,13,257	B.E (Mech. Engg.)	62	42	01.05.2015	Krosaki Harima Corporation, Japan.
H. Sehgal	Sr. Vice President (Operations)	56,39,194	36,57,337	B.Tech.(Mech.)	51	28	08.03.2007	Vardhaman Textiles
S.Sengupta	Sr. Vice President (DSS)	54,82,476	35,27,269	B.Tech. (Ceramic)	45	24	03.08.2009	IFGL Refractories Ltd.
H. Nagata	Vice President (Technical Support Service)	51,46,255	35,40,451	M.Tech. (Metallurgy)	58	34	01.07.2015	Krosaki Harima Corporation, Japan
M.V. Rao	Vice President (Finance) & Dy. CFO	50,57,382	31,91,730	AICWA	54	28	14.08.1992	Stiles India Ltd.
T.P. Dash	Vice President (HR, Safety & Environment)	48,80,546	30,83,020	MSc.(Chemestry), P.G.Diploma (Ecology& Env.), P.G. Diploma(Safety), P.HD.Env. Sc.	51	26	17.09.1991	JK Paper Ltd.
E. Arimitsu	Vice President (Technical & Q.A)	46,61,715	31,73,004	B.E(Chemical)	55	26	01.05.2015	Krosaki Harima Corporation, Japan
P.K. Naik	Vice President (BPH. Prodn.)	41,73,079	27,86,120	M.Tech. (Geology)	52	25	01.08.1991	—

Notes:

1. Gross Remuneration comprises Salary, allowances, monetary value of perquisites, commissions and the Company's contribution to Provident Fund and Superanuation Fund but excludes contribution to Gratuity Fund as separate figures are not available.
2. Net Remuneration is after tax and is exclusive of Company's contribution to Provident Fund and Superannuation Fund and monetary value of non- cash perquisites.
3. None of the above employees along with his spouse and dependent children hold 2% or more equity shares of the Company.
4. The nature of employment in all cases is contractual.
5. None of the above employees is a relative of any Director of the Company

On behalf of the Board of Directors

sd/-
H.M.NERURKAR
Chairman
(DIN : 00265887)

Kolkata
24th April, 2017

Annexure E

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo

A. Conservation of Energy

(i) Steps taken or impact on conservation of Energy

(a) Energy Conservation measures taken

(1) Inlet seal of Rotary kiln-1 has been modified from face plate seal to leaf seal thus reducing heat losses.

(2) Designed and installed petcoke filter for unloading petcoke into silos thus eliminating flow problems in Rotary Kiln.

(3) Petcoke consumption rate increased from 600 kg/hr to 800 kg/hr thus reducing specific oil consumption in Rotary Kiln.

(4) A major repair of firing zone burner area was taken to improve combustion efficiency in Silica Tunnel Kiln.

(5) Separate drives have been installed for exhaust fan and booster fan in Silica Tunnel Kiln to reduce breakdown in Kiln.

(6) Standby Rapid cooling fan and Contravac fan have been installed to reduce rejections due to temperature fluctuation during breakdown in Silica Tunnel Kiln.

(7) LED lights have been installed in Plant and Colony.

(8) Hot air line from chamber to tempering kiln is repaired and connection modified thereby reviving 20% lost capacity of Basic Tempering Kiln.

(9) Separate gas pipe lines have been provided for burners on both sides of Fireclay Tunnel Kiln-2 to reduce producer gas pressure fluctuations.

(b) Impact of above measures

(1) Saving of ₹ 4.5 crores over Financial Year 15-16 due to reduction in specific consumption of fuels.

(ii) Steps taken by the Company for utilizing alternate sources of Energy

Use of increased quantity of petcoke as a substitute of oil is established in Rotary Kiln.

(iii) Capital Investment on energy conservation equipment

LED lights for Plant and Township - ₹ 36.71 lakhs

B. Technology absorption, adaptation and innovation:

(i) Efforts, in brief, made towards technology absorption, adaptation and innovations

- 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. Improved quality of Taphole Clay to suit with various Blast Furnace operations, Unburnt Slide plate for higher performance, RH Snorkel with cooling arrangement, design of CAS-OB Snorkel,LD Converter and RH Gunning Material, are developed with KHC technology.
- In-house developed materials are Magnesia enriched Dolomite Bricks for stainless steel Customers; Improved quality Magnesia Spinel Bricks for Lime Kiln application, improved quality Resin Bonded Mag Dolo Bricks with higher Carbon for Slag ZONE application, High performanceAl_2O_3-Spinel bricks for production of ULC grade steel, Improved quality high alumina Bricks for Non-Recovery Coke oven application, Improved quality BF hot stove High alumina bricks, Trough Castable for COREX application, Fettling material based on Raw dolomite for EAF application, improved Quality direct bonded Magnesia-Chrome bricks for Copper Industry, Improved quality Alumina bricks for Anode Baking Furnace Application, high performance well block for Steel Ladle application and improved quality PCPF monolithic refractory for VAD Heat Shield application.
- Innovation in every field of business process are given as the thrust area. TRL Krosaki is working jointly with different Raw material suppliers like Almatis, Kerneos and National Institute of Technology, Rourkela, for development and upgradation of products.

(ii) Benefits derived as a result of above efforts

- Improved product performance and cost reduction.

(iii) Technology imported during five years reckoned from the beginning of the financial year

Details of Technology	Year of Import	Whether technology fully absorbed	Status of Implementation
Taphole Clay – Krosaki Harima Corporation, Japan	2011-12	Y	Implemented
Flow Control Products (FCP) – Krosaki Harima Corporation, Japan	2011-12	Y	Implemented
RH Snorkel - Krosaki Harima Corporation, Japan	2011-12	N	Under implementation
Wear Lining Material for Trough & Runner - Krosaki Harima Corporation, Japan	2012-13	Y	Implemented
Repair Material – Krosaki Harima Corporation, Japan	2012-13	Y	Implemented
Manufacturing of Slide Gate Device – Krosaki Harima Corporation, Japan	2013-14	Y	Implemented

C. Research & Development

(i) Specific areas in which R&D work was carried out by the Company

New product development, quality improvement of existing products, process improvement for higher yields, use of alternative raw materials. Major emphasis was given to the research in the field of gunning/fettling materials, development of products for Iron & Steel Sectors (such as Taphole clay, high performance Slide gate refractories, improved quality Dolomite Refractories, RH Snorkel refractories) and Non-Ferrous Metallurgical Industries like Copper, Aluminum etc.

(ii) Benefits delivered as a result of R&D Programmes

R&D activities has helped the Company in reducing the cost of raw materials through redesign of products as well as improvement in yield and reducing customer complaint. Sales through new/improved products during the year ending March 31, 2017 was ₹ 376.65 Crores.

(iii) Future plan of action

The Company continues its effort on developing new/customized products and improving quality of products to meet the future technological challenges and meet Customer expectations. R&D will continue to work on reducing input cost.

(iv) Expenditure of R&D

(a) Capital : ₹ 249.04 Lakhs

(b) Recurring : ₹ 1302.72 Lakhs

(c) Total : ₹ 1551.76 Lakhs

(d) Total R&D expenditure as a percentage of total turnover : 1.42%

D. Foreign Exchange Earnings & outgo

Foreign exchange earned : ₹ 189.19 crores

Foreign exchange used : ₹ 251.47 crores

On behalf of the Board of Directors

sd/-
H. M. NERURKAR
Chairman
(DIN : 00265887)

Kolkata
24th April, 2017

Annexure F

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. Growth in steel production during the year 2016-17 was around 11.3%. However, domestic steel consumption grew only by 3% during the same period. India's steel export jumped 102.1% in 2016-17 making the country net exporter of steel. As per estimation, steel production will grow from 103 Million Tonnes in the year 2016-17 to 110 Million Tonnes in the year 2017-18. Steel consumption growth is expected to be driven by substantial infrastructure investment, growth in residential construction, growth of ship building, defense, automobile and manufacturing sectors. Refractories industry in India will derive benefit from growth of domestic steel industry.

Performance Review

The highlights of financial performance are as under:

Sl. No.	Item	2016-17 ₹ Crores	2015-16 ₹ Crores	Change (%)
1	Sale of Products and Services (including Excise Duty)	1086	1060	2 ↑
2	Other Income	5	5	-
3	Total Income (1+2)	1091	1065	2 ↑
4	Manufacturing and other Expenses (including Excise Duty)	1042	1043	-
5	Earnings before interest, Depreciation, Taxes, other comprehensive income and exceptional item	87	67	30 ↑
6	Other comprehensive income (Loss)	(2)	(1)	100 ↑
7	Earnings before interest, Depreciation, Taxes and exceptional item	85	66	29 ↑
8	Exceptional item	15	-	1500 ↑
9	Earnings before interest, Depreciation and Taxes	100	66	52 ↑
10	EBIDTA margin	9.1%	6.2%	47 ↑
11	Depreciation	18	19	5 ↓
12	Finance Cost	20	27	26 ↓
13	Profit Before Tax	63	21	200 ↑
14	Profit After Tax	46	13	254 ↑

Total finance cost for the year was ₹ 20 Crores against ₹ 27 Crores of previous year. Finance cost was lower mainly due to lower interest rate. Legal and professional expenditure of the company in the year was ₹ 9 Crores against ₹ 14 Crores of previous year. The decrease of ₹ 5 Crores in legal and professional expenditure pertains to primarily fees of Boston Consulting Group (BCG) paid in the previous year and no fee was payable in the current year. Employees benefit expenses in the current period increased over previous year by ₹14 Crores, primarily on account of impact of four years wage agreement signed with the recognized union and normal salary revision of other employees. Expenditure on royalty increase from ₹ 3.3Crores in previous year to ₹ 4.17 Crores in current year due to higher sale of royalty bearing products. Commission and discount increased from ₹ 7 Crores in previous year to ₹ 8 Crores in current year due to higher business through agents. Stores and spares consumption increased from ₹ 14 Crores from previous year to ₹ 20 Crores in current year primarily due to stores and spares supplied to the Customers. Repairs to buildings increased from ₹ 6 Crores in previous year to ₹ 9 Crores in current year on account of higher expenditure for township maintenance. Freight and handling charges increased from ₹ 54 Crores in the previous year to ₹ 61 in the current year primarily due to higher export and supply of materials to overseas customers on DDU basis. Contract charges for refractory management decreased from ₹ 23 Crores in previous year to ₹ 17 Crores in current year primarily due to lower refractory management service provided during the current year. Purchase of finished, semi- finished and other products decreased from ₹ 178 Crores in the previous year to ₹ 128 Crores in the current year primarily due to lower sale of traded products. Raw-materials consumption was higher mainly due to higher production.

A combination of well envisioned management initiatives, focused attitude and cost optimization initiatives coupled with lower raw-materials prices and lower interest cost resulted in achieving substantial growth in profits.

Customer Relationship

The Company endeavor to continuously understand the unique needs of its customers so as to develop and deliver value. The Company leverages technology to create stronger relationship with customers while maximizing its customer service capabilities. TRL Krosaki is focused on strengthening customer relationship through continuous introducing new and high quality products.

In steel sectors, the Company strengthens its site service teams and set up offices at the sites of many domestic customers and service team has been set up at key customers in Bangladesh.

Focus on safety has been one of the key drivers for the Company and the safety practices were strengthened through monitoring by dedicated safety officers at key customer sites. The Company received appreciation from Tata Steel and Bhushan Steel for improved safety practices.

In the non-steel sector, the Company introduced the concept of equipment management at Sterlite Copper at Tuticorin – a major copper producer in the Country and has engaged dedicated service team at the customer site to monitor the application of refractories & work on performance improvement.

Accolades & appreciations were received by the Company from its esteemed customers. Tata Steel conferred the “Best Vendor” Award, Sterlite Copper conferred the “ Best Vendor on Sustainability ” Award and JSW Steel acknowledged the efforts of the Company at their vendor meets in 2016.

Borrowings and Liquidity

Borrowing for Capex decreased to ₹ 6 Crores from ₹ 26 Crores of last year due to repayment of term loan taken for Capex. Borrowing for working capital increased from ₹ 204 Crores to ₹ 209 Crores. Total current assets increased by ₹ 29 Crores from ₹ 460 Crores last year to ₹ 489 Crores current year. Inventories increased by ₹ 14 Crores from ₹ 164 Crores last year to ₹ 178 Crores in the current year. Total trade receivables increased by ₹ 15 Crores from ₹ 262 Crores in last year to ₹ 277 Crores.

The average cost of borrowing was reduced to 8.46% for the year against 9.82% of previous year by availing short term loan and issuing commercial paper at lower rates.

Keeping in view, estimated better performance during the year 2016-17, current gearing level, and unutilized credit limits, the Company is comfortable of managing its liquidity over the short term and medium term.

Human Resources

TRL Krosaki has an enthusiastic team of employees which has played a pivotal role in the growth of the Company over the years. At every level of the Organization, the Company promote care, trust, team work and meritocracy. We recognize that over the course of employment, it is important to provide employees with ongoing education through various types of training be it in house or outside. During the year around 80% of total employees were covered under the various training programs.

TRL Krosaki employs a talent pool spread across different geographies; with a diverse workforce making it truly a multi-dimensional and cultural organisation with a pursuit of passion and innovation. During the year, a focused drive was taken to improve our gender diversity count by recruiting more numbers of competent female employees across functions.

During the year, various initiatives were undertaken to strengthen the existing HR practices which include implementation of an improved Performance Management System (PMS) aimed at making the entire process more transparent, clear and user friendly, 360 degree survey for the senior leadership team with the help of an external agency to help individual leader improve their leadership effectiveness.

Employees are encouraged to participate in small group activities, such as value engineering, work simplification, quality circle, which has contributed significantly for improvement in performance of the Company.

Annexure G

CORPORATE GOVERNANCE REPORT

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 emphasizes 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 Code of Conduct applicable to the Company, its Directors and its Employees.

Corporate Governance Guidelines

The Board has adopted the Tata Group Guidelines on Board Effectiveness to help fulfil its corporate governance responsibility towards its stakeholders. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate the Company's operations. Further, these guidelines allow the Board to make decisions that are independent of the Management.

Board of Directors

The Board of Directors ("the Board") is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

SIZE AND COMPOSITION OF THE BOARD

The Company has a Non-Executive Chairman and all other Directors except the Managing Director are Non-Executive Directors (NEDs).

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 Stakeholders' Relationship Committees) and a Chairman of more than 5 Committees, across all the Companies in which he or she is a Director.

Currently, the Board comprises; fifteen members consisting one Managing Director, twelve Non-Executive Directors (NEDs) and two Independent Directors (IDs) including a Woman Director. The Board periodically evaluates the need for change in its composition and size. Detailed profile of our Directors is available on our website: www.trlkrosaki.com .

None of the NEDs serve as IDs in over seven listed companies and none of the EDs or Whole-time Directors serve as IDs on any listed company.

The Company has issued formal appointment letter to Independent Directors. The terms and conditions of appointment of Independent Directors is available on the Company's website and can be accessed at http://www.trlkrosaki.com/aboutUs/Board-of-Directors.aspx

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	No. of Board Meetings attended during 2016-17	Whether attended AGM held on September, 26, 2016	No. of Directorships in other Public Companies # As on 31.03.2017		No. of Committee Positions held in other Public Companies * As on 31.03.2017	
				As Chairman	As Director	As Chairman	As Member
Non-Executive Directors							
Mr. H. M. Nerurkar, Chairman	00265887	7	Yes	2	5	3	3
Mr. V. S. N. Murty	00092348	7	Yes	-	2	-	2
Mr. Sudhansu Pathak	06545101	7	No	-	1	-	-
Mr. Kotaro Kuroda	03140089	4	Yes	-	-	-	-
Mr. Hiroshi Odawara	03514764	7	Yes	-	-	-	-
Mr. Kiyotaka Oshikawa	03515516	6	Yes	-	-	-	-
Mr. Toshikazu Takasu	07119176	6	Yes	-	-	-	-
Mr. Sadayoshi Tateishi	03119411	5	No	-	-	-	-
Mr. Junichi Sakane (w.e.f. 25.04.2016)	07499890	7	Yes	-	-	-	-
Mr. Takashi Matsunaga (w.e.f. 25.04.2016)	07498855	7	Yes	-	-	-	-
Mr. A. K. Rath (w.e.f. 22.11.2016)	07596590	1	NA	-	-	-	-
Mr. H. P. Singh (w.e.f. 22.11.2016)	07605026	1	NA	-	1	-	-
Independent Directors							
Sunanda Lahiri	00451473	7	Yes	-	5	-	3
Mr. Sudhir K. Joshi	00066366	7	Yes	-	4	-	2
Executive Director(s)							
Mr. P. B. Panda, Managing Director	07048273	7	Yes	-	-	-	-

Excludes Directorships in Private and Foreign Companies.

* Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee.

Board Meetings

SCHEDULING AND SELECTION OF AGENDA ITEMS FOR BOARD MEETINGS

Dates for Board meetings in the ensuing year are decided in advance. Most Board meetings are held at TRL Krosaki, 11th Floor, Tata Centre, Kolkata - 700001. The agenda and explanatory notes are sent to the Directors in advance. The Board periodically reviews compliance reports of all laws applicable to the Company. The Board meets at least once a quarter to review the quarterly results and other items on the agenda and also on the occasion of the Annual General Meeting ("AGM") of the shareholders. Additional meetings are held, when necessary. Committees of the Board usually meet the day before the formal Board meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval.

Seven Board Meetings were held during the financial year 2016-17 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. P.B. Panda	Mr. V. S. N. Murty	Mr. Sudhansu Pathak	Mr. Kotaro Kuroda
25th Apr, 2016	Yes	Yes	Yes	Yes	Yes
27th Jun, 2016	Yes	Yes	Yes	Yes	No
20th Jul, 2016	Yes	Yes	Yes	Yes	Yes
26th Sep, 2016	Yes	Yes	Yes	Yes	Yes
22nd Nov, 2016	Yes	Yes	Yes	Yes	No
25th Jan, 2017	Yes	Yes	Yes	Yes	Yes
21st Mar, 2017	Yes	Yes	Yes	Yes	No

Date of Meeting	Mr. Kiyotaka Oshikawa	Mr. Hiroshi Odawara	Sunanda Lahiri	Mr. Sudhir K. Joshi	Mr. Toshikazu Takasu
25th Apr, 2016	Yes	Yes	Yes	Yes	Yes
27th Jun, 2016	Yes	Yes	Yes	Yes	Yes
20th Jul, 2016	Yes	Yes	Yes	Yes	No
26th Sep, 2016	Yes	Yes	Yes	Yes	Yes
22nd Nov, 2016	Yes	Yes	Yes	Yes	Yes
25th Jan, 2017	No	Yes	Yes	Yes	Yes
21st Mar, 2017	Yes	Yes	Yes	Yes	Yes

Date of Meeting	Mr. Sadayoshi Tateishi	Mr. Junichi Sakane (w.e.f. 25.04.2016)	Mr. Takashi Matsunaga (w.e.f. 25.04.2016)	Mr. A. K. Rath (w.e.f. 22.11.2016)	Mr. H. P. Singh (w.e.f. 22.11.2016)
25th Apr, 2016	No	Yes	Yes	NA	NA
27th Jun, 2016	No	Yes	Yes	NA	NA
20th Jul, 2016	Yes	Yes	Yes	NA	NA
26th Sep, 2016	Yes	Yes	Yes	NA	NA
22nd Nov, 2016	Yes	Yes	Yes	No	No
25th Jan, 2017	Yes	Yes	Yes	Yes	Yes
21st Mar, 2017	Yes	Yes	Yes	No	No

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.

INDEPENDENT DIRECTORS MEETING

The Independent Directors met on 21th March, 2017 without the presence of Non Independent Directors and members of the Management. At this meeting, the Independent Directors inter alia evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

AUDIT COMMITTEE

The Company has constituted an Audit Committee of Directors under Section 177 of the Companies Act, 2013. The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the statutory auditors and notes the processes and safeguards employed by each of them.

The Audit Committee may also review such matters as considered appropriate by it or referred to it by the Board. Seven Meetings of the Audit Committee were held during the financial year 2016-17. 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) Independent & Non-Executive	Sunanda Lahiri (Member) Independent & Non-Executive
24th Apr, 2016	Yes	Yes	Yes
20th Jul, 2016	Yes	Yes	Yes
25th Sep, 2016	Yes	Yes	Yes
28th Oct, 2016	Yes	Yes	Yes
22nd Nov, 2016	Yes	Yes	Yes
24th Jan, 2017	Yes	Yes	Yes
20th Mar, 2017	Yes	Yes	Yes

Mr. V. S. N. Murty, Chairman of the Committee was present at the last Annual General Meeting held on 26th September, 2016.

The Audit Committee Meetings are attended by Mr.K.Oshikawa, Non-Executive Director, Executive Vice President & CFO, Sr.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 Dy. GM & Company Secretary acts as the Secretary of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted Nomination and Remuneration Committee of Directors under Section 178 of the Companies Act, 2013.

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.

Chairman of Nomination and Remuneration Committee, Mr. Kotaro Kuroda is different from Chairman of Board of Directors. Mr. S.K. Joshi and Sunanda Lahiri, Independent Directors are Members of the Committee. Two Meetings of the Nomination and Remuneration Committee were held during the financial year 2016-17. 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) Independent & Non-Executive	Sunanda Lahiri (Member) Independent & Non-Executive
24th Apr, 2016	Yes	Yes	Yes	Yes
26th Sep, 2016	Yes	Yes	Yes	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:

3.1. The services rendered are of a professional nature; and

3.2. 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 ₹ 20,000/- and ₹ 15,000/- per meeting to its NEDs, for attending any Board and Committee Meeting respectively.

DETAILS OF REMUNERATION TO DIRECTORS FOR 2016-17

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

Sl. No.	Name of the Director	Commission *	Sitting Fees
1	Mr. H. M. Nerurkar	5.27	2.45
2	Mr. V.S.N. Murty	4.25	2.45
3	Mr. Sudhansu Pathak	-	1.70
4	Mr. Kotaro Kuroda	2.22	1.55
5	Mr. Hiroshi Odawara	2.43	2.15
6	Mr. Kiyotaka Oshikawa	1.21	1.20
7	Sunanda Lahiri	3.24	2.75
8	Mr. Sudhir K. Joshi	3.64	3.05
9	Mr. Toshikazu Takasu	1.21	1.20
10	Mr. Sadayoshi Tateishi	1.01	1.00
11	Mr. Junichi Sakane	1.41	1.40
12	Mr. Takashi Matsunaga	1.41	1.40
13	Mr. A. K. Rath	0.20	0.20
14	Mr. H. P. Singh	0.20	0.20

Note:

(a) * Commission will be paid on shareholders adopting the financial statements for FY 2016-17 at the AGM scheduled to be held on June 28, 2017.

(b) Amounts indicated against Mr. Kotaro Kuroda, Mr. Hiroshi Odawara, Mr. Kiyotaka Oshikawa, Mr. Toshikazu Takasu, Mr. Sadayoshi Tateishi, Mr. Junichi Sakane and Mr. Takashi Matsunaga are paid to Krosaki Harima Corporation, Japan.

(c) Amounts indicated against Mr. A.K. Rath and Mr. H.P. Singh are paid to Steel Authority of India Limited.

(d) Amount indicated against Mr. Sudhansu Pathak is paid to Tata Steel Ltd.

(b) Managing Director (₹ lakhs)

Name	Salary	Perquisites & Allowances	Commission @	Stock Options
Mr.P.B.Panda	61.76	26.86	75.00	-

@ Commission will be paid on shareholders adopting the financial statements for FY 2016-17 at the AGM scheduled to be held on June 28, 2017.

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

In terms of Section 135 of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility (CSR) Committee to monitor the Corporate Social Responsibility Policy of the Company and the activities included in the policy.

The terms of reference of the Committee are:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

(b) To recommend the amount of expenditure to be incurred on CSR activities; and

(c) To monitor from time to time the CSR Policy of the Company.

Two Meetings of the Corporate Social Responsibility (CSR) Committee were held during the financial year 2016-17.
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) Non-Independent & Non-Executive Director	Mr. P.B. Panda (Member) Managing Director	Mr. Sudhir K. Joshi (Member) Independent & Non-Executive Director
25th Apr, 2016	Yes	Yes	Yes
24th Jan, 2017	Yes	Yes	Yes

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 and its terms of reference amongst its other functions is to periodically review:

- Business and Strategy
- Financial matters requiring special attention
- Long term financial projections and cash flow
- Capital expenditure programmes
- Organizational Structure.

COB shall also periodically review Company's business plans, profit projections, ways and means position etc. Five Meeting of the Committee of Board (COB) was held during the financial year 2016-17. 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	Mr. P. B. Panda (Member) Managing Director	Mr. Kotaro Kuroda (Member) Non-Independent & Non-Executive	Mr. Hiroshi Odawara (Member) Non-Independent & Non-Executive
25th Apr, 2016	Yes	Yes	Yes	Yes
26th Sep, 2016	Yes	Yes	Yes	Yes
22nd Nov, 2016	Yes	Yes	No	Yes
25th Jan, 2017	Yes	Yes	Yes	Yes
21st Mar, 2017	Yes	Yes	No	Yes

GENERAL BODY MEETINGS

(a) Location and time, for last three Annual General Meetings (AGMs) and details of Special Resolution Passed:

Financial Year	Date	Time	Location	Special Resolution Passed for
2015-16	26th Sept'16	1.00 PM	Belpahar, Jharsuguda, Odisha – 768 218	NIL
2014-15	29th Sept'15	12.00 Noon	Belpahar, Jharsuguda, Odisha – 768 218	Approval of Mr. P.B. Panda (DIN: 07048273), as the Managing Director of the company for the period from 1st Jan, 2015 to 31st Dec, 2017.
2013-14	6th Sept'14	1.00 PM	Belpahar, Jharsuguda, Odisha – 768 218	(a) Consent of the shareholders in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, to enable the Directors to borrow monies not exceeding ₹ 400 Crores. (b) Consent of the shareholders in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 to enable the Directors for creation of mortgages, charges and hypothecation of asset of the Company upto a value not exceeding ₹ 400 Crores.

(b) No Extra-Ordinary General Meeting of shareholders was held during the Year under review.

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.

INFORMATION TO INVESTORS

Annual General Meeting 2017

Date	**28th June, 2017**
Time	11:00 AM IST
Venue	TRL Krosaki Refractories Limited, Belpahar, Jharsuguda, Odisha 768218.
Financial Year	April 1 to March 31

Particulars of Directors seeking appointment / re-appointment are given in the annexure to the Notice of the Annual General Meeting to be held on 28th June, 2017.

Address for correspondence

Dy. GM & Company Secretary
TRL Krosaki Refractories Limited
CIN-U26921OR1958PLC000349
PO: Belpahar – 768 218
Dist.: Jharsuguda, Odisha, INDIA

Phone: +91 6645 258417
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, 2017

Number of Shares Slab	Number of Shareholders	% of Shareholders	Number of Shares Held	% of Shares Held
1-100	21	19.27	1,678	0.01
101-500	24	22.02	8,248	0.04
501-1000	16	14.68	15,350	0.07
1001-5000	15	13.76	41,500	0.20
5001-10000	4	3.67	31,500	0.15
10001-100000	23	21.10	7,98,210	3.82
Above 100000	6	5.50	2,00,03,514	95.71
Total	**109**	**100**	**2,09,00,000**	**100**

Categories of Shareholding as on 31st March, 2017

Category of Shareholder	Number of Shares Held	Percentage of Share Capital
Foreign Holdings	106,59,000	51
Government Companies	22,03,150	10.54
FIs, Insurance Companies & Banks	9,62,500	4.61
Other Corporate Bodies	58,17,354	27.83
Mutual Funds	-	-
Directors & Relatives	-	-
Key Managerial Personnel	100	-
Individual & Others	12,57,896	6.02
Total	**209,00,000**	**100**

Top Ten Shareholders of the Company as on 31st March, 2017

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	Ajay Kumar Kayan	1,50,000	0.72
7	S. M. S. Investment Corp. Pvt. Limited	97,490	0.47
8	Devraj Singh	92,285	0.44
9	Lalitya Kumari	92,285	0.44
10	Man-Made Fibers Pvt. Limited	75,000	0.36

Dematerialization of shares as on 31st March, 2017

We have established connectivity with the depository, i.e. National Security Depository Limited (NSDL). The International Securities Identification Number ("ISIN") allotted to the shares under the Depository System is **INE 012L01014**. 1,82,26,814 nos. of equity shares of the Company representing 87.21% of the Company's Share Capital is dematerialized as on 31st March, 2017.

Unclaimed Dividend-

- All unclaimed /unpaid dividend amounts upto financial year 2008-09, have been transferred to Investor Education & Protection Fund and no claims shall lie in respect there of with the Company.
- The unclaimed dividend in respect of the financial year 2009-10 can be claimed by the shareholders by 22nd August, 2017.

Address for Correspondence : Dy. GM & Company Secretary
TRL Krosaki Refractories Limited
PO: Belpahar – 768 218, Dist: Jharsuguda
Odisha, INDIA

Phone: +91 6645 258417, 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
2015-16	26.09.2016	20%	2010-11	06.05.2011	158%
2014-15	29.09.2015	10%	2009-10	24.07.2010	55%
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%

Bank Details

Shareholders holding in the physical form are requested to notify/send the following information 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 dematerialized 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 instructions regarding change of address, bank details, nomination and power of attorney should be given directly to the Depository Participant (DP).

Shares held in Physical Form

Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, nomination and power of attorney should be given to the Company.

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.

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.

INDEPENDENT AUDITOR'S 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, 2017, the statement of profit and loss (including other comprehensive income),cash flow statement and the statement of changes in equity 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 preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 ('The Act') read with relevant rules issued thereunder.

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 and the order under section 143 (11) of the Act.

We conducted our audit of financial statements 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 standalone financial statements are free from material mis statement.

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. 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, 2017, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account, as required by law, have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, as applicable.

(e) On the basis of the written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 23, point no. – (a) to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. The Company has provided requisite disclosures in the financial statements, as regards its holding and dealings in Specified Bank Notes, as defined in the Notification S.O. 3407(E) dated the 8th November, 2016, of the Ministry of Finance, during the period from 8th November 2016 to 30th December 2016; and such disclosures are in accordance with the books of accounts maintained by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure B**" a statement on the matters specified in paragraph 3 and 4 of the Order.

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

sd/-
VINAY D. BALSE
Partner
Membership Number: 39434

Place : Mumbai
Dated : April 25, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TRL KROSAKI REFRACTORIES LIMITED

(Referred to in Paragraph 1 point (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. **Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

   We have audited the internal financial controls over financial reporting of **TRL KROSAKI REFRACTORIES LIMITED** ("the Company") as at March 31, 2017, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

2. **Management's Responsibility for Internal Financial Controls**

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

3. **Auditors' Responsibility**

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

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

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

4. **Meaning of Internal Financial Controls over Financial Reporting**

   A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

5. **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

6. Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

sd/-
VINAY D. BALSE
Partner
Membership Number: 39434

Place : Mumbai
Dated : April 25, 2017

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TRL KROSAKI REFRACTORIES LIMITED

(Referred to in Paragraph 2 under the heading of "Report on Other Legal and Regulatory Requirements" 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.

(c) Title deeds of immovable properties are held in the name of the company.

(ii) 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. 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. Accordingly, clause (iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub – section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us and on the basis of our examination of the books of account, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess and any other dues, during the year, with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales-tax, Excise Duty and Service Tax which have not been deposited as on March 31, 2017, on account of disputes with the related authorities are given below:

Sl. No.	Nature of the Statute	Forum where dispute is Pending	Financial year to which the matter pertains	Amount (In ₹ Lakhs)
1	Income Tax	Income Tax	AY: 2011-12, AY: 2012-13 and AY 2013-14	1289.72
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	2010-11 to 2011-12 (Oct 10 to Jan 11)	50.48
5	Sales Tax	Hon'ble High Court of Odisha	1987-88, 1988-89, 1994-95, 2007-08 to 2011-12	1135.48
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	588.51
8	Sales Tax	Sales Tax Tribunal	2007-08 to 2011-12	2.39
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			**3614.12**

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions or banks. The Company does not have any outstanding debentures.

(ix) In our opinion and according to the information and explanations given to us, the Company has not availed any term loans during the year. The Company not being a listed company does not have any initial public offer or further public offer nor does the Company have any outstanding debentures.

(x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid Managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, and corresponding details have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, requirement under clause (xiv) is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, requirement under clause (xv) is not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

sd/-
VINAY D. BALSE
Partner
Membership Number: 39434

Place : Mumbai
Dated : April 25, 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note	₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
ASSETS				
(1) Non-Current Assets				
(a) Property, Plant and Equipment	01	199,13,60,557	203,38,58,836	217,35,49,412
(b) Capital work-in-progress	01	5,05,24,327	2,31,70,035	71,41,157
(c) Other Intangible assets	01	4,54,23,009	5,25,28,878	5,74,29,761
(d) Intangible assets under development	01	-	17,54,400	-
(e) Financial Assets				
(i) Trade Receivables	05	5,99,52,887	6,07,98,036	5,98,08,358
(ii) Investments	02	15,32,60,575	34,19,93,325	34,17,50,075
(iii) Other financial assets	03	7,63,55,349	4,70,87,633	5,00,86,678
(f) Non current tax asset (net)		9,91,77,005	10,16,05,885	8,84,01,382
(g) Other non-financial assets	04	18,09,26,268	14,92,98,159	18,29,42,480
		265,69,79,977	**281,20,95,187**	**296,11,09,303**
(2) Current Assets				
(a) Inventories	06	177,63,13,280	163,88,11,434	174,15,41,930
(b) Financial assets				
(i) Trade Receivables	05	276,52,74,630	261,95,10,415	248,85,60,797
(ii) Cash and bank balances	07	4,25,50,888	5,81,58,770	3,91,67,451
(iii) Other financial assets	03	1,69,04,230	1,53,00,428	84,79,471
(c) Other non-financial assets	04	25,64,09,265	23,35,68,556	23,85,65,815
		485,74,52,293	**456,53,49,603**	**451,63,15,464**
TOTAL ASSETS		**751,44,32,270**	**737,74,44,790**	**747,74,24,767**
EQUITY AND LIABILITIES				
(1) EQUITY				
(a) Share Capital	08	20,90,00,000	20,90,00,000	20,90,00,000
(b) Other Equity (refer statement of changes in 'Equity')		302,08,54,837	263,57,99,949	253,85,22,765
		322,98,54,837	284,47,99,949	274,75,22,765
(2) LIABILITIES				
(i) Non-Current Liabilities				
(a) Financial liabilities - Borrowings	09	-	6,45,45,455	25,81,06,058
(b) Provisions	12	29,44,74,946	26,58,37,895	25,39,04,883
(c) Deferred tax liabilities (net)		12,57,28,225	13,11,98,112	10,53,16,103
		42,02,03,171	**46,15,81,462**	**61,73,27,044**
(ii) Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	09	208,92,60,236	204,73,20,764	201,66,68,493
(ii) Trade payables	10	139,45,77,540	154,50,62,329	144,24,91,290
(iii) Other financial liabilities	11	7,14,78,611	20,19,37,230	35,60,91,762
(b) Provisions	12	10,66,47,070	8,71,56,712	8,41,67,889
(c) Other current liabilities	13	14,87,59,180	15,69,11,064	19,79,85,376
(d) Liabilities for current tax (net)		5,36,51,625	3,26,75,280	1,51,70,148
		386,43,74,262	**407,10,63,379**	**411,25,74,958**
TOTAL EQUITY AND LIABILITIES		**751,44,32,270**	**737,74,44,790**	**747,74,24,767**
Contingent liabilities (refer note - 23)				
Notes on Balance Sheet and Statement of Profit & Loss	21			

As per our report attached

For **N. M. Raiji & Co.**
Chartered Accountants
Firm Registration No:108296W

sd/-
VINAY D. BALSE
Partner
Membership No. 39434

Mumbai, April 25, 2017

For and on behalf of the Board

sd/-
H. M. NERURKAR
Chairman
(DIN : 00265887)

sd/-
P. B. PANDA
Managing Director
(DIN : 07048273)

sd/-
C. S. DAS
EVP & CFO

sd/-
A. DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

		Note	₹	Previous Year Apr'15 to Mar'16 ₹
I	Revenue from operations	14	1085,96,19,272	1059,78,97,999
II	Other Income	15	4,69,63,011	4,87,35,310
III	**Total Revenue (I + II)**		**1090,65,82,283**	**1064,66,33,309**
IV	**EXPENSES**			
	(a) Raw materials consumed	17	431,92,04,603	395,84,74,898
	(b) Purchases of finished, semi-finished and other products		128,36,92,505	177,72,31,824
	(c) Changes in stock of finished goods, work-in-progress and stock-in-trade		(4,04,71,821)	11,76,30,002
	(d) Employee benefit expenses	18	88,74,42,302	74,70,67,403
	(e) Finance costs	19	20,44,12,985	27,31,46,107
	(f) Depreciation		18,17,34,072	18,65,44,222
	(g) Other expenses	20	358,58,24,421	337,16,58,590
	Total Expenses (IV)		**1042,18,39,067**	**1043,17,53,046**
V	**Profit before exceptional item and tax (III - IV)**		**48,47,43,216**	**21,48,80,263**
VI	**Exceptional item**	16	14,67,67,748	-
VII	**Profit before tax (V+VI)**		**63,15,10,964**	**21,48,80,263**
VIII	Tax Expense			
	(a) Current tax		16,66,52,689	5,27,01,214
	(b) Taxation for earlier years		40,65,044	-
	(c) Deferred tax		28,78,504	2,90,58,801
	Total Tax Expense		**17,35,96,237**	**8,17,60,015**
IX	**Profit after tax (VII-VIII)**		**45,79,14,727**	**13,31,20,248**
X	**Other comprehensive income**			
	(a) Items that will not be reclassified to profit or loss		(3,08,98,586)	(1,39,41,110)
	(b) Income tax relating to items that will not be reclassified to profit or loss		83,48,391	31,76,792
			(2,25,50,195)	**(1,07,64,318)**
XI	**Total comprehensive income for the year (IX+X)**		**43,53,64,532**	**12,23,55,930**
XII	**Earnings per equity share**			
	Basic / Diluted		21.91	6.37
	Notes on Balance Sheet and Statement of Profit and loss	21		

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

sd/-
VINAY D. BALSE
Partner
Membership No. 39434

Mumbai, April 25, 2017

For and on behalf of the Board

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C. S. DAS
EVP & CFO

sd/-
A. DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

		₹	Previous Year April - March 2016 ₹
A.	**Cash Flow from Operating Activities:**		
	Profit before Tax	63,15,10,964	21,48,80,263
	Adjustments for:		
	Depreciation	18,17,34,072	18,65,44,222
	Dividend Income	(47,500)	(40,000)
	Profit on sale of investment	(14,67,67,748)	-
	Profit on sale of assets	(2,80,818)	(2,91,433)
	Finance Income	(85,53,568)	(103,78,715)
	Finance expenses	20,44,12,985	27,31,46,107
	Other non-cash items	(3,27,42,586)	(1,41,84,360)
	Operating profit before working capital changes	**82,92,65,801**	**64,96,76,084**
	Adjustments for:		
	Trade and Other Receivables	(23,06,56,840)	(9,49,07,005)
	Inventories	(13,75,01,846)	10,27,30,496
	Trade Payables and Other Liabilites	(11,13,22,714)	7,67,47,477
	Cash generated from operations	**34,97,84,401**	**73,42,47,052**
	Direct tax paid (net of refunds)	(14,73,12,508)	(4,85,58,188)
	Net Cash from Operating Activities..........A	**20,24,71,893**	**68,56,88,864**
B.	**Cash Flow from Investing Activities:**		
	Purchase of Fixed Assets	(15,91,56,503)	(6,00,99,110)
	Sale of Fixed Assets	17,07,505	6,54,502
	Movement in restricted deposits with banks	8,13,450	(26,312)
	Interest received	89,51,006	81,66,092
	Dividend received	47,500	40,000
	Sale of investment	33,73,44,498	-
	Net Cash used in Investing Activities .... B	**18,97,07,456**	**(5,12,64,828)**
C.	**Cash Flow from Financing activities:**		
	Proceeds from borrowings	102,89,96,973	60,65,23,212
	Repayment of borrowings	(118,06,18,097)	(92,23,82,797)
	Interest paid	(20,50,43,013)	(27,45,20,698)
	Dividend Paid	(5,03,09,644)	(2,50,78,746)
	Net Cash used in Financing Activities C	**(40,69,73,781)**	**(61,54,59,029)**
Net increase or (decrease) in cash or cash equivalents (A+B+C)		(1,47,94,432)	1,89,65,007
Cash & Cash equivalents as at 1st April		**5,18,09,876**	**3,28,44,869**
Cash & Cash equivalents as at 31st March		**3,70,15,444**	**5,18,09,876**

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

sd/-
VINAY D. BALSE
Partner
Membership No. 39434

Mumbai, April 25, 2017

For and on behalf of the Board

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Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

STATEMENT OF CHANGES IN EQUITY

(A) EQUITY SHARE CAPITAL

As at 31.03.2017

Particulars	Balance as at 01.04.2016	Changes in equity share capital during the year	Balance as at 31.03.2017
Equity Share Capital	20,90,00,000	—	20,90,00,000

As at 31.03.2016

Particulars	Balance as at 01.04.2015	Changes in equity share capital during the year	Balance as at 31.03.2016
Equity Share Capital	20,90,00,000	—	20,90,00,000

(B) OTHER EQUITY

As at 31.03.2017 ₹

Particulars	Reserve & Surplus			Investment Revaluation Reserve	Total Other Equity
	Retained Earnings	General Reserve	Security Premium Reserve		
Balance as at 1st April, 2016	**44,97,95,965**	**142,33,53,424**	**75,73,04,560**	**53,46,000**	**263,57,99,949**
Profit for the year	45,79,14,727	—	—	—	**45,79,14,727**
Dividend (Including dividend distribution tax)	(5,03,09,644)	—	—	—	**(5,03,09,644)**
Fair value gain on Equity Instrument	—	—	—	18,44,000	**18,44,000**
Remeasurement loss on defined benefit plans (Refer Note below)	(2,43,94,195)	—	—	—	**(2,43,94,195)**
Balance as at 31st March, 2017	**83,30,06,853**	**142,33,53,424**	**75,73,04,560**	**71,90,000**	**302,08,54,837**

As at 31.03.2016 ₹

Particulars	Reserve & Surplus			Investment Revaluation Reserve	Total Other Equity
	Retained Earnings	General Reserve	Security Premium Reserve		
Balance as at 1st April, 2015	41,27,62,031	136,33,53,424	75,73,04,560	51,02,750	**253,85,22,765**
Profit for the year	13,31,20,248	—	—	—	**13,31,20,248**
Dividend (Including dividend distribution tax)	(2,50,78,746)	—	—	—	**(2,50,78,746)**
Transferred to General Reserve	(6,00,00,000)	6,00,00,000	—	—	**—**
Fair value gain on Equity Instrument	—	—	—	2,43,250	**2,43,250**
Remeasurement loss on defined benefit plans (Refer Note below)	(1,10,07,568)	—	—	—	**(1,10,07,568)**
Balance as at 31st March, 2016	**44,97,95,965**	**142,33,53,424**	**75,73,04,560**	**53,46,000**	**263,57,99,949**

As at 01.04.2015 ₹

Particulars	Reserve & Surplus			Investment Revaluation Reserve	Total Other Equity
	Retained Earnings	General Reserve	Security Premium Reserve		
Balance as at 1st April, 2015	41,27,62,031	136,33,53,424	75,73,04,560	51,02,750	**253,85,22,765**

The nature of reserves are as follows:

1) **Security premium reserve:** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.
2) **Investment revaluation reserve:** Investment revaluation reserve is used to record the fair value changes in equity instrument designated at Fair Value through Other Comprehensive Income (FVOCI).
3) Remaining reserves are free reserves that are available for distribution of dividends.

Note:

Remeasurement loss on defined benefit plans includes actuarial gain / (loss) arising on defined benefit plans of Company (net of deferred taxes). Refer Note: 33 for details of these defined benefit plans.

NOTES FORMING PART OF BALANCE SHEET

NOTE 01

Property, Plant and Equipment

Description	Cost / (Deemed Cost) as at 01.04.2016 ₹	Additions ₹	Deductions ₹	Gross Block as at 31.03.2017 ₹	Accumulated Depreciation as at 01.04.2016 ₹	Depreciation for the Year Additions ₹	Depreciation for the Year Deductions ₹	Total Depreciation as at 31.03.2017 ₹	Net Block as at 31.03.2017 ₹
A. TANGIBLE ASSETS									
1. Freehold Land	8,93,64,338	—	13,14,056	8,80,50,282	—	—	—	—	8,80,50,282
	(8,93,64,338)	—	(—)	(8,93,64,338)	(—)	(—)	(—)	(—)	(8,93,64,338)
2. Buildings & Roads	54,36,72,279	—	—	54,36,72,279	1,82,59,676	1,87,27,182	—	3,69,86,858	50,66,85,421
	(54,18,03,398)	(24,41,401)	(5,72,520)	(54,36,72,279)	—	(1,86,88,187)	(4,28,511)	(1,82,59,676)	(52,54,12,603)
3. Plant & Machinery	143,49,70,150	11 ,62,79,720	86,14,047	154,26,35,823	12,70,38,623	12,30,32,697	86,14,042	24,14,57,278	130,11,78,545
	(141,76,53,364)	(1,78,51,460)	(5,34,674)	(143,49,70,150)	—	(12,75,73,299)	(5,34,676)	(12,70,38,623)	(130,79,31,527)
4. Railway Siding	1,34,48,476	—	—	1,34,48,476	14,44,974	14,44,974	—	28,89,948	1,05,58,528
	(1,34,48,476)	(—)	(—)	(1,34,48,476)	—	(14,44,974)	(—)	(14,44,974)	(1,20,03,502)
5. Furniture & Fixture	9,01,49,271	20,75,348	5,05,591	9,17,19,028	1,86,96,144	1,65,13,834	5,05,592	3,47,04,386	5,70,14,642
	(8,49,81,704)	(51,90,495)	(22,928)	(9,01,49,271)	—	(1,87,19,072)	(22,928)	(1,86,96,144)	(7,14,53,127)
6. Office Equipment	1,95,26,735	1,02,39,422	2,26,725	2,95,39,432	65,31,784	85,02,220	2,26,725	1,48,07,279	1,47,32,153
	(1,20,98,645)	(76,89,371)	(2,61,281)	(1,95,26,735)	—	(67,78,840)	(2,47,056)	(65,31,784)	(1,29,94,951)
7. Vehicles	1,51,06,125	31,98,949	26,54,329	1,56,50,745	4,07,337	46,44,124	25,41,702	25,09,759	1,31,40,986
	(1,41,99,487)	(54,24,740)	(45,18,102)	(1,51,06,125)	—	(47,20,602)	(43,13,265)	(4,07,337)	(1,46,98,788)
Total Tangible Assets	**220,62,37,374**	**13,17,93,439**	**1,33,14,748**	**232,47,16,065**	**17,23,78,538**	**17,28,65,031**	**1,18,88,061**	**33,33,55,508**	**199,13,60,557**
	(217,35,49,412)	(3,85,97,467)	(59,09,505)	(220,62,37,374)	—	(17,79,24,974)	(55,46,436)	(17,23,78,538)	(203,38,58,836)
B. INTANGIBLE ASSETS									
1. Development of Property	2,88,33,293	—	—	2,88,33,293	44,47,091	44,47,091	—	88,94,182	1,99,39,111
	(2,88,33,293)	—	(—)	(2,88,33,293)	—	(44,47,091)	(—)	(44,47,091)	(2,43,86,202)
2. Software	3,23,14,833	17,63,172	—	3,40,78,005	41,72,157	44,21,950	—	85,94,107	2,54,83,898
	(2,85,96,468)	(37,18,365)	(—)	(3,23,14,833)	—	(41,72,157)	(—)	(41,72,157)	(2,81,42,676)
Total Intangible Assets	**6,11,48,126**	**17,63,172**	**—**	**6,29,11,298**	**86,19,248**	**88,69,041**	**—**	**1,74,88,289**	**4,54,23,009**
	(5,74,29,761)	(37,18,365)	(—)	(6,11,48,126)	—	(86,19,248)	(—)	(86,19,248)	(5,25,28,878)
Total (A+B)	**226,73,85,500**	**13,35,56,611**	**1,33,14,748**	**238,76,27,363**	**18,09,97,786**	**18,17,34,072**	**1,18,88,061**	**35,08,43,797**	**203,67,83,566**
As at 31st March,2016	(223,09,79,173)	(4,23,15,832)	(59,09,505)	(226,73,85,500)	—	(18,65,44,222)	(55,46,436)	(18,09,97,786)	(208,63,87,714)
C. CAPITAL WORK IN PROGRESS									
1. Buildings, Plant and Machinery etc. under erection.									5,05,24,327
									(2,31,70,035)
2. Intangible assets under development									—
									(17,54,400)
Total Assets									**208,73,07,893**
									(211,13,12,149)

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

NOTE FORMING PART OF BALANCE SHEET

NOTE 02 : INVESTMENTS

		No. of equity shares of Face Value of ₹ 10 each fully paid-up unless otherwise specified	As at 31.03.2017 Non-current ₹	As at 31.03.2016 Non-current ₹	As at 01.04.2015 Non-current ₹
A.	**Investment in equity instruments**				
	***1)* Investment in Subsidiary Company**				
	TRL Asia Private Limited	—	—	32,88,38,325	32,88,38,325
	(Face value of SG$ 1 each)	(Previous year: 1,14,34,254)			
	***2)* Investment in Associate Company**				
	a) TRL Asia Private Limited (Face value of SG$ 1 each)	48,07,584	13,82,61,575	—	—
	b) Almora Magnesite Limited	77,990	77,99,000	77,99,000	77,99,000
	***3)* Investment in Other Companies**				
	a) Equity Shares (Unquoted)				
	Tata Construction and Projects Limited	1,44,202	18,42,020	18,42,020	18,42,020
	Less : Provision for permanent diminution in value of investment		(18,42,020)	(18,42,020)	(18,42,020)
	b) Equity Shares (Quoted)				
	HDFC Bank Limited (Market Value) (Face Value of Rs. 2 each)	5,000	72,00,000	53,56,000	51,12,750
B.	**Investment in debentures**				
	Investment in Other Companies				
	Tata Construction and Projects Limited (10% Secured Debentures — Face Value of Rs.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		**15,32,60,575**	**34,19,93,325**	**34,17,50,075**
	Quoted Investments:				
	— Cost (Net of provision for diminution)		10,000	10,000	10,000
	— Market Value		72,00,000	53,56,000	51,12,750
	Unquoted Investments:				
	— Cost		14,60,60,575	33,66,37,325	33,66,37,325

NOTES FORMING PART OF BALANCE SHEET

₹

03. Other financial assets	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
	Non-current	Current	Total	Non-current	Current	Total	Non-current	Current	Total
(a) Security deposits	3,98,67,346	53,95,613	**4,52,62,959**	3,86,48,652	60,09,946	**4,46,58,598**	3,90,32,598	63,33,155	**4,53,65,753**
(b) Interest accrued on deposits	—	22,25,651	**22,25,651**	—	26,23,089	**26,23,089**	—	13,028	**13,028**
(c) Deposit with bank (Maturity greater than 12 months)	2,80,00,000	—	**2,80,00,000**	—	—	—	—	—	—
(d) Loans to employees	84,88,003	92,82,966	**1,77,70,969**	84,38,981	66,67,393	**1,51,06,374**	1,10,54,080	21,33,288	**1,31,87,368**
Total Other financial assets	**7,63,55,349**	**1,69,04,230**	**9,32,59,579**	**4,70,87,633**	**1,53,00,428**	**6,23,88,061**	**5,00,86,678**	**84,79,471**	**5,85,66,149**

04. Other non-financial assets	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
	Non-current	Current	Total	Non-current	Current	Total	Non-current	Current	Total
(a) Capital advances	2,63,345	—	**2,63,345**	40,16,452	—	**40,16,452**	2,97,638	—	**2,97,638**
(b) Advance with public bodies	16,75,38,171	12,91,53,452	**29,66,91,623**	12,23,06,585	14,06,84,288	**26,29,90,873**	15,54,63,892	11,49,20,874	**27,03,84,766**
(c) Other loans and advances	1,31,24,752	13,41,57,475	**14,72,82,227**	2,29,75,122	9,86,33,890	**12,16,09,012**	2,71,80,950	12,93,13,960	**15,64,94,910**
Gross other non financial assets	**18,09,26,268**	**26,33,10,927**	**44,42,37,195**	**14,92,98,159**	**23,93,18,178**	**38,86,16,337**	**18,29,42,480**	**24,42,34,834**	**42,71,77,314**
Less: provision for bad & doubtful non-financial assets	**—**	**69,01,662**	**69,01,662**	**—**	**57,49,622**	**57,49,622**	**—**	**56,69,019**	**56,69,019**
Total Other non-financial assets	**18,09,26,268**	**25,64,09,265**	**43,73,35,533**	**14,92,98,159**	**23,35,68,556**	**38,28,66,715**	**18,29,42,480**	**23,85,65,815**	**42,15,08,295**

05. Trade receivables	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
Unsecured	Non-current	Current	Total	Non-current	Current	Total	Non-current	Current	Total
(a) More than six months	—	37,26,97,556	**37,26,97,556**	—	55,22,85,606	**55,22,85,606**	—	39,13,64,597	**39,13,64,597**
(b) Others	5,99,52,887	245,88,12,105	**251,87,64,992**	6,07,98,036	212,02,32,869	**218,10,30,905**	5,98,08,358	210,31,52,047	**216,29,60,405**
Gross Trade Receivables	**5,99,52,887**	**283,15,09,661**	**289,14,62,548**	**6,07,98,036**	**267,25,18,475**	**273,33,16,511**	**5,98,08,358**	**249,45,16,644**	**255,43,25,002**
Less: Provision for doubtful trade receivables	—	6,62,35,031	**6,62,35,031**	—	5,30,08,060	**5,30,08,060**	—	59,55,847	**59,55,847**
Total Trade Receivables	**5,99,52,887**	**276,52,74,630**	**282,52,27,517**	**6,07,98,036**	**261,95,10,415**	**268,03,08,451**	**5,98,08,358**	**248,85,60,797**	**254,83,69,155**

NOTES FORMING PART OF BALANCE SHEET

06. Inventories	₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
(a) Raw materials	84,34,16,377	75,51,15,984	71,76,69,459
(b) Work-in-progress	22,55,87,621	22,23,70,119	28,38,82,451
(c) Finished and semi-finished goods	54,00,06,751	46,34,88,042	49,09,03,014
(d) Stock-in-trade of goods acquired for trading	1,73,15,933	5,65,80,321	8,52,83,019
(e) Stores and spares	11,11,59,802	10,99,22,591	11,04,63,506
(f) Loose tools	30,47,674	29,28,653	33,03,103
(g) Fuel	3,57,79,122	2,84,05,724	5,00,37,378
Total Inventories	**177,63,13,280**	**163,88,11,434**	**174,15,41,930**
07 - Cash and bank balances			
(a) Cash in hand	94,789	1,81,038	70,353
(b) Unrestricted Balances with banks	3,69,20,655	5,16,28,838	3,27,74,516
Cash and cash equivalents	**3,70,15,444**	**5,18,09,876**	**3,28,44,869**
(c) Earmarked Balances with banks - Unpaid dividend	55,35,444	63,48,894	63,22,582
Total Cash and bank balances	**4,25,50,888**	**5,81,58,770**	**3,91,67,451**

NOTE FORMING PART OF BALANCE SHEET

08. Equity Share Capital

	₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
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	**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	**20,90,00,000**	**20,90,00,000**
Subscribed and Paid-up :			
2,09,00,000 Equity Shares of ₹ 10 each, fully paid-up	20,90,00,000	20,90,00,000	20,90,00,000
Total Share Capital	**20,90,00,000**	**20,90,00,000**	**20,90,00,000**

Note:

(a) The Company has only one class of shares referred to as equity shares having par value of ₹ 10 each. Holder of equity shares is entitled to one vote per share.

(b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Reconciliation of Shares Capital

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Opening Balance	20,90,00,000	20,90,00,000
Changes in equity share capital during the year	—	—
Closing Balance	**20,90,00,000**	**20,90,00,000**

d) Share holders holding more than 5% shares

Name of the Share holders	As at 31.03.2017		As at 31.03.2016		As at 01.04.2015	
	Number of Shares held	% of holding	Number of Shares held	% of holding	Number of Shares held	% of holding
Krosaki Harima Corporation - Japan (Holding company)	1,06,59,000	51.00	1,06,59,000	51.00	1,06,59,000	51.00
Tata Steel Limited	55,63,864	26.62	55,63,864	26.62	55,63,864	26.62
Steel Authority of India Limited	22,03,150	10.54	22,03,150	10.54	22,03,150	10.54

NOTE FORMING PART OF BALANCE SHEET

₹

09 - Borrowings

	As at 31.03.2017				As at 31.03.2016				As at 01.04.2015			
	Long Term	Current maturities of Long term *	Short Term	Total	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												
From banks	—	—	—	—	—	—	—	—	—	1,71,17,917	—	**1,71,17,917**
(b) Repayable on Demand												
From banks (Refer 1 below)	—	—	82,03,38,283	**82,03,38,283**	—	—	56,21,63,742	**56,21,63,742**	—	—	77,22,21,677	**77,22,21,677**
(c) Other Loans												
Buyers credit in foreign currency	—	—	2,16,77,306	**2,16,77,306**	—	—	—	—	—	—	—	—
Total Secured Borrowings	**—**	**—**	**84,20,15,589**	**84,20,15,589**	**—**	**—**	**56,21,63,742**	**56,21,63,742**	**—**	**1,71,17,917**	**77,22,21,677**	**78,93,39,594**
B. Unsecured Borrowings												
(a) Term Loans												
From banks (Refer 2 below)	—	6,45,45,463	—	**6,45,45,463**	6,45,45,455	19,35,60,604		**25,81,06,059**	25,81,06,058	32,93,93,940	—	**58,74,99,998**
(b) Other Loans												
(i) Short term loans	—	—	75,00,00,000	**75,00,00,000**	—	—	117,00,00,000	**117,00,00,000**	—	—	67,00,00,000	**67,00,00,000**
(ii) Repayable on demand	—	—	33,62,350	**33,62,350**	—	—	31,51,57,022	**31,51,57,022**	—	—	57,44,46,816	**57,44,46,816**
(iii) Commercial paper	—	—	49,38,82,297	**49,38,82,297**	—	—	—	—	—	—	—	—
Total Unsecured Borrowings	**—**	**6,45,45,463**	**124,72,44,647**	**131,17,90,110**	**6,45,45,455**	**19,35,60,604**	**148,51,57,022**	**174,32,63,081**	**25,81,06,058**	**32,93,93,940**	**124,44,46,816**	**183,19,46,814**
Total Borrowings	**—**	**6,45,45,463**	**208,92,60,236**	**215,38,05,699**	**6,45,45,455**	**19,35,60,604**	**204,73,20,764**	**230,54,26,823**	**25,81,06,058**	**34,65,11,857**	**201,66,68,493**	**262,12,86,408**

**** Current maturities of long-term borrowings are reported as a part of other current liabilities.***

1) Secured by hypothecation of current assets, both present and future, by way of pari—passu first charge and second charge over fixed assets.

2) Covered by Corporate Guarantee of Krosaki Harima Corporation, Japan , repayable in 12 quarterly installments . The next installment is due on 30th June, 2017.

NOTES FORMING PART OF BALANCE SHEET

10 - Trade payables

	₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
(a) Creditors for supplies / services	107,75,10,501	128,13,06,056	116,09,58,419
(b) Creditors for accrued wages and salaries	6,44,73,014	5,14,26,228	4,21,99,564
(c) Acceptances	25,25,94,025	21,23,30,045	23,93,33,307
Total Trade payables	**139,45,77,540**	**154,50,62,329**	**144,24,91,290**

11- Other financial liabilities

(a) Current maturities of long-term debt	6,45,45,463	19,35,60,604	34,65,11,857
(b) Interest accrued but not due on borrowings	13,97,704	20,27,732	34,02,323
(c) Unpaid dividends	55,35,444	63,48,894	61,77,582
Total Other financial liabilities	**7,14,78,611**	**20,19,37,230**	**35,60,91,762**

NOTES FORMING PART OF BALANCE SHEET

₹

12 - Provisions

	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
	Long Term	Short Term	Total	Long Term	Short Term	Total	Long Term	Short Term	Total
	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Provision for employee benefits	10,64,64,590	9,78,57,410	**20,43,22,000**	8,38,21,360	7,94,07,113	**16,32,28,473**	7,81,65,524	7,31,62,476	**15,13,28,000**
(b) Provision for retirement benefits	15,08,28,980	69,53,020	**15,77,82,000**	14,51,64,416	45,42,574	**14,97,06,990**	13,59,62,791	65,15,209	**14,24,78,000**
(c) Provision for employee separation compensation	35,16,495	18,36,640	**53,53,135**	53,33,209	32,07,025	**85,40,234**	1,04,03,627	44,90,204	**1,48,93,831**
(d) Other provisions	3,36,64,881	—	**3,36,64,881**	3,15,18,910	—	**3,15,18,910**	2,93,72,941	—	**2,93,72,941**
Total Provisions	**29,44,74,946**	**10,66,47,070**	**40,11,22,016**	**26,58,37,895**	**8,71,56,712**	**35,29,94,607**	**25,39,04,883**	**8,41,67,889**	**33,80,72,772**

13 - Other current liabilities

	As at 31.03.2017 ₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
(i) Advances received from customers	6,65,99,352	8,46,81,765	10,88,97,958
(ii) Employee recoveries and employer contributions	1,32,97,457	1,19,06,777	1,07,84,851
(iii) Statutory dues	6,88,62,371	6,03,22,522	7,83,02,567
Total Other current liabilities	**14,87,59,180**	**15,69,11,064**	**19,79,85,376**

NOTES FORMING PART OF STATEMENT OF PROFIT & LOSS

			Previous Year April'15 to March '16
14 - Revenue from operations		₹	₹
(a)	Sale of products (including excise duty)	1038,29,53,369	1008,11,44,600
(b)	Income from sale of services	27,08,59,067	32,78,12,995
(c)	Other operating income	20,58,06,836	18,89,40,404
Total Revenue from operations		**1085,96,19,272**	**1059,78,97,999**
15 - Other Income			
(a)	Dividend Income	47,500	40,000
(b)	Profit on sale of capital assets	2,80,818	2,91,433
(c)	Credit Balances written back	3,80,81,125	3,80,25,162
(d)	Interest Income	85,53,568	1,03,78,715
Total Other Income		**4,69,63,011**	**4,87,35,310**
16 - Exceptional Item			
Profit on sale of shares in subsidiary company		15,01,54,002	—
Less: Expenditure incurred on sale of shares		33,86,254	—
Total Exceptional Item		**14,67,67,748**	**—**
17 -Raw Material Consumed			
Opening stock		75,51,15,984	71,76,69,459
Add: Purchases		440,75,04,996	399,59,21,423
		516,26,20,980	471,35,90,882
Less:Closing stock		84,34,16,377	75,51,15,984
Cost of Material Consumed		**431,92,04,603**	**395,84,74,898**
18 - Employee Benefit Expense			
(a)	Salaries and wages, including bonus	73,97,45,175	61,80,83,763
(b)	Employee separation compensation	1,06,159	31,62,352
(c)	Contribution to provident and other funds	8,42,00,110	7,77,25,413
(d)	Staff welfare expenses	6,33,90,858	4,80,95,875
Total Employee Benefit Expense		**88,74,42,302**	**74,70,67,403**
19- Finance Costs			
(a)	Interest expense		
	(1) Interest on fixed loans	13,28,52,726	12,84,25,764
	(2) Interest on others loans	6,37,33,353	13,82,93,993
(b)	Other borrowing costs	78,26,906	64,26,350
Total Interest		**20,44,12,985**	**27,31,46,107**

NOTE FORMING PART OF STATEMENT OF PROFIT & LOSS

20 - Other Expenses		₹	Previous Year April'15 to March '16 ₹
(a)	Stores and spares consumed	19,63,41,687	13,55,23,809
(b)	Repairs to buildings	8,76,44,468	6,35,52,465
(c)	Repairs to machinery	17,53,65,456	16,39,26,545
(d)	Contractors Charges for Refractories Management	16,73,05,658	23,23,92,250
(e)	Fuel consumed	61,93,73,085	59,95,79,458
(f)	Purchase of power	21,32,03,820	20,38,18,970
(g)	Conversion charges	60,35,340	87,69,834
(h)	Freight and handling charges	61,09,49,642	54,41,67,250
(i)	Rent	3,14,10,091	2,89,89,369
(j)	Royalty	4,16,57,922	3,33,60,100
(k)	Rates and taxes	93,21,315	82,90,411
(l)	Insurance charges	44,97,957	41,22,615
(m)	Commission, discounts and rebates	8,42,93,010	7,04,86,610
(n)	Provision for doubtful debts	1,66,91,298	4,74,13,898
(o)	Excise duties*	84,94,68,874	76,70,55,758
(p)	Net loss on foreign currency transactions	4,89,32,700	1,95,37,786
(q)	Legal and other professional costs	9,37,64,684	13,93,94,829
(r)	Other expenses**	32,95,67,414	30,12,76,633
	Total Other Expenses	**358,58,24,421**	**337,16,58,590**

Note:

*Excise duties expense includes excise duty on sales of goods and incremental provision of excise duty on closing stock.

****Other expenses under 20(r) above includes:**

(A) 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 ₹ 2,00,000)}	20,77,000	21,87,488
(ii)	Fees for other Services	2,20,000	2,20,000
(iii)	Out-of pocket expenses	95,180	14,102
		23,92,180	**24,21,590**

(B) Expenditure incurred on corporate social responsibility activity amounting to ₹ 81,40,526 (Previous year: ₹ 69,42,095)

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NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

ACCOUNTING POLICIES

(1) GENERAL INFORMATION

TRL Krosaki Refractories Limited ("the Company") is a public limited Company incorporated in India with its registered office at Belpahar, Jharsuguda District, Odisha, India.

The Company offers a wide range of refractories like Basic, Dolomite, High Alumina, Monolithic, Silica, Flow Control and Tap Hole Clay.

The functional and presentation currency of the Company is Indian Rupee ("INR") which is the currency of the primary economic environment in which the Company operates.

(2) BASIS FOR PREPARATION

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards("Ind AS"), notified under the Companies (Indian Accounting Standards) Rules, 2015, with effect from April 1, 2016.

The transition from the previous GAAP (i.e., I GAAP) to Ind AS has been accounted for, in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards", with April 1, 2015 as the transition date.

The financial statements have been prepared under the historical cost convention, with the exception of certain assets and liabilities that are required to be carried at fair values by Ind-AS.

(3) USE OF ESTIMATES AND CRITICAL ACCOUNTING JUDGMENTS

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

Significant judgments and estimates relating to the carrying amounts of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets and commitments and contingencies.

(4) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied by the Company in preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements and in preparing the opening Ind AS statement of financial position as at April 1, 2015, for the purpose of transition to Ind AS, unless otherwise indicated.

I. Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

Sale of Goods:

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

Export incentives

Export incentives under the Duty Drawback Scheme are recognized on the basis of credits given in the bank or on receipt of duty credit scrips.

Bonus Claims

Bonus claims linked to operating efficiency of products are recognized upon their crystallization.

Rendering of services:

Revenue from a contract to provide service is recognized by reference to the stage of completion of the contract.

Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

II. Foreign currency transactions and translation

The financial statements of the Company are presented in INR, which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period.

Exchange differences arising on translation or settlement of long-term foreign currency monetary items is accounted in the statement of profit and loss for the period.

III. Borrowing Costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time that the assets are substantially ready for the intended use.

IV. Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss, as incurred. When a replacement occurs, the carrying amount of the replaced part is de-recognised.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction are added to the cost of eligible tangible assets.

Gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

V. Intangible assets

Development of property and software costs are included in the balance sheet as intangible assets, when they are clearly linked to long term economic benefits for the Company. These are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives. All other costs on development of property and software are recognised in the statement of profit and loss, as incurred.

VI. Depreciation and amortization of property, plant and equipment and intangible assets

Depreciation or amortization 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 charge of depreciation or amortization commences from the date the assets are available for their intended use. The estimated useful lives of assets and residual values are reviewed periodically and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use.

Depreciation on assets under construction commences only when the assets are ready for their intended use.

The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

Sl No	Nature of Assets	Useful Life (in years)
1	Roads	10
2	Factory Buildings	30
3	Other Buildings (RCC Structure)	60
4	Grinder	8 to 15
5	Mixture, Press Drying Chambers, Shuttle Kiln	10 to 15
6	Gas Producer, Kiln and Shaft Kiln	25
7	Kiln Car	10
8	Workshop Equipment	10 to 15
9	Other Equipment	5 to 15
10	Railway Siding	15
11	Furniture Fittings, Office Equipment, Motor Car, Jeep, Motor Cycle, Computer, Cinema and Audio Visual Equipment	5
12	Research and Development Equipment, Hospital Canteen Equipment, Electric Fittings	10
13	Motor Lorry and Mobile Equipment	8
Intangible Assets		
1	Software	10
2	Development of mines	10 years or lease period whichever is less

As the 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 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.

VII. Impairment

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. An impairment loss is recognized in the statement of profit and loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

VIII. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(a) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through profit or loss.

The Company in respect of certain equity instruments which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments.

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition. For financial instruments whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing of the proceeds received.

(b) Financial Liabilities and Equity Instruments

Classification as Debt or Equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

Derecognition of Financial Liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

(c) Derivative financial instruments and hedge accounting

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange. The instruments are confined principally to forward foreign exchange contracts. The instruments are employed as hedges of transactions included in the accounts or for highly probable forecast transactions/ firm contractual commitments.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The fair values for forward currency contracts are marked to market at the end of each reporting period. The Company adopts hedge accounting for forward contracts wherever possible. At the inception of each hedge, there is a formal, documented designation of the hedging relationship. This documentation includes, inter alia, items such as identification of the hedged item or transaction and the nature of the risk being hedged. At inception each hedge is expected to be highly effective in achieving an offset of changes in fair value or cash flows attributable to the hedged risk. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at the inception and on an ongoing basis. The ineffective portion of designated hedges are recognised immediately in the statement of profit and loss.

When hedge accounting is applied, the Company treats the hedge relationship in relation to foreign currency exposure as fair value hedges of recognised assets and liabilities changes in fair value of the hedged assets and liabilities, attributable to the risk being hedged, are recognised in the statement of profit and loss and compensate for the effective portion of the symmetrical changes in the fair value of the derivatives

In cases where hedge accounting is not applied, changes in the fair value of derivatives are recognised in the statement of profit and loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the statement of profit and loss for the period.

IX. Employee benefits

Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes, where the Company’s obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Defined benefit plans

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in Other Comprehensive Income. The service cost, net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense, when the plan amendment or curtailment occurs, or when any related restructuring cost or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation, as reduced by the fair value plan assets.

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.

X. Inventories

Finished goods and semi-finished goods inventories are stated at lower of cost and net realisable value. Costs are calculated on full absorption cost basis, which comprise direct materials, direct labour and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost of inventories is generally ascertained on the weighted average basis. Net realisable value is the price at which the inventories can be realised in the normal course of business, after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Provisions are made to cover non-moving and obsolete items based on historical experience of utilization on a product category basis.

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.

XI. Provisions

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

Constructive obligation is an obligation that derives from an entity's actions where:

(a) By an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities; and

(b) As a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

XII. Income taxes

Tax expense for the year comprises current and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company’s liability for current tax is calculated using tax rates and tax laws enacted in the country.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in those case the tax is also recognised in other comprehensive income or directly in equity.

22 Explanation of Transition to IND AS

(i) Ind AS 101 "First time adoption of Indian accounting standards" permits companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS in the transition period. The Company, on transition to Ind AS, has availed the following key exemptions:-

(a) Property , plant and equipment:

The Company has elected to take the carrying value of its property, Plant & Equipment and intangible assets as per previous GAAP (IGAAP) as its deemed cost for Ind AS as at 1st April, 2015.

Particulars	Gross Block as at 1st April 2015 ₹	Accumulated Depreciation as at 1st April 2015 ₹	Deemed Cost as at 1st April 2015 ₹
Freehold Land	8,93,64,338	—	8,93,64,338
Buildings & Roads	72,29,69,794	18,11,66,396	54,18,03,398
Plant & Machinery	392,55,32,246	250,78,78,882	141,76,53,364
Railway Siding	2,46,80,832	1,12,32,356	1,34,48,476
Furniture & Fixture	16,77,64,932	8,27,83,228	8,49,81,704
Office Equipments	11,82,55,828	10,61,57,183	1,20,98,645
Vehicles	4,56,32,476	3,14,32,989	1,41,99,487
Total Tangible Assets	**509,42,00,446**	**292,06,51,034**	**217,35,49,412**
Patents & Trade Mark	1,47,70,383	1,47,70,383	—
Development of Property	5,39,96,289	2,51,62,996	2,88,33,293
Software	4,03,40,358	1,17,43,890	2,85,96,468
Total intangible Assets	**10,91,07,030**	**5,16,77,269**	**5,74,29,761**
Total	**520,33,07,476**	**297,23,28,303**	**223,09,79,173**

(b) Investment in subsidiary and associates

The Company has elected to take the carrying amount of all its investments in subsidiary and associate as at April 1, 2015 as its deemed cost for Ind AS.

(c) Financial Instruments

The Company has designated its investment in equity instruments, other than investment in subsidiary and associate, as at Fair Value through Other Comprehensive Income (FVOCI), based on facts and circumstances that existed on date of transition.

(d) Leases

Company has elected to carry out the assessment of leases based on conditions prevailing as at the date of transition.

(ii) Exceptions applicable to Company

(a) De-recognition of financial assets and liabilities

The Company has elected to apply the de-recognition provisions of Ind AS 109 (Financial Instruments) prospectively from the date of transition to Ind AS.

(b) Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 (Financial Instruments) on the basis of facts and circumstances that existed as at the date of transition to Ind AS.

(iii) Reconciliation between Previous GAAP and Ind AS

(a) Equity Reconciliation ₹

Particulars	**Note**	**As at April 1, 2015**	**As at March 31, 2016**
Equity as per Previous GAAP		**271,73,41,269**	**283,97,03,510**
Re-measurement			
(i) Financial Instruments	1	51,02,750	53,46,000
(ii) Reversal of proposed dividend and tax thereon	2	2,50,78,746	—
(iii) Others	4	—	(2,49,561)
Equity as per Ind AS		**274,75,22,765**	**284,47,99,949**

(b) Comprehensive Income Reconciliation ₹

Particulars	**Note**	**For the year ended March 31, 2016**
Net Profit as per Previous GAAP		**12,23,62,241**
(i) Employee Benefits	3	1,41,84,360
(ii) Tax impact on above adjustments	3	(31,76,792)
(iii) Others	4	(2,49,561)
Net profit as per Ind AS		**13,31,20,248**
Other Comprehensive Income as per Ind AS	5	(1,07,64,318)
Total Comprehensive Income as per Ind AS		**12,23,55,930**

Notes:

1 The Company has designated its equity investments, which are not held for trading, at Fair Value through Other Comprehensive Income (FVOCI). Impact of such fair value changes as on the date of Transition is recognised in the opening reserves and changes thereafter are recognised in Other Comprehensive Income.

2 Proposed dividend declared by the Company is accounted for once approved in the Annual General Meeting, as opposed to the earlier practice of accounting for the same after being proposed by the Board under IGAAP.

3 The Company has recognised all actuarial gains and losses on post retirement defined benefit schemes in other Comprehensive Income. Deferred taxes pertaining to these losses has also been recognized in other Comprehensive Income.

4 Other adjustment primarily includes re-measurement of retention at fair value.

5 Other Comprehensive Income includes the impact of fair valuation of quoted non-current investments and re-measurement gain / losses on actuarial valuation of post-employment defined benefits.

23 Contingent Liabilities

(a) Claims not acknowledged by the Company	**As at 31.03.2017** ₹	**As at 31.03.2016** ₹
(i) Excise & Service Tax	1,65,45,255	1,75,07,655
(ii) Sales Tax and VAT	13,41,31,662	13,00,99,371
(iii) Income Tax	10,98,59,702	8,74,88,725
(iv) Other Claims not acknowledge as debts*	1,88,41,203	59,41,203

* Demand by Mining Officer: Demand Notice has been raised by the Mining Officer, Cuttack Circle, Odisha, amounting to ₹ 1.29 Crores for excess production of fireclay over the quantity permitted under the scheme of mining for the period 2003-04 to 2006-07. The demand notice has been raised under Section 21(5) of the Mines and Minerals (Development and Regulations) Act (MMDR). However, the Act specifies that demand can be raised only when the land is occupied without lawful authority. The Company is of the view that, Section 21(5) of the MMDR Act is not applicable to it, as the mining has been carried out within the confines of the sanctioned mining lease area. Accordingly, the Company has filed a revision petition before the Mines Tribunal against the demand notice.

(b) Guarantees amounting to ₹ 31,09,92,386 (Previous Year : ₹ 116,04,50,158), 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 (Previous Year : ₹ 93,67,67,886)

(c) Bills Discounted - Nil (Previous Year : ₹ 25,14,62,080).

24 Estimated amount of contracts remaining to be executed on Capital Account and not provided for, net of advances paid ₹ 9,77,45,773 (Previous Year : ₹ 6,89,30,140).

25 The board has recommended a dividend of ₹ 6.30 per share i.e.63% on paid up share capital, for the year ended 31st March,2017. Accordingly , the dividend amount is ₹13,16,70,000 and dividend distribution tax is ₹ 2,68,05,379

26 Water Rate Dispute

The Company has been drawing water from Lilhari Nullha, a natural water stream. Up to 1994, as per the Orissa Irrigation Act, the water rate was payable for drawing water from irrigation work. Natural water streams like Lilhari Nullha were not covered in the definition of irrigation work, as given in Section 4(9) of the Act. Definition of 'government water source' was inserted in Section 4(6-a) of the Act in 1994, which covers natural water sources like Lilhari Nullha and the Company has been paying water rate since then. However, the Government of Orissa demanded an amount of ₹ 57,77,600/- towards water rate and penalty for the period prior to 1994, which has been stayed by the Hon'ble High Court of Orissa. Water Resources Department, Government of Orissa, has been charging monthly compounded interest @2% on the disputed amount and the total interest charged up to 31st March 2017 is ₹ 32,09,55,756/-. The total demand, together with interest as on 31st March 2017, is ₹ 32,70,04,122/-. As per the legal opinion obtained by the Company, the demand is not tenable under the law. As such, the amount has not been disclosed as a Contingent Liability.

27 (i) Amount required to be spent by the Company on Corporate Social Responsibility (CSR) activities during the year was ₹ 22,99,057.

(ii) Revenue expenditure charged to statement of Profit and Loss in respect of Corporate Social Responsibility (CSR) activities undertaken during the year is ₹ 81,40,526.

28 Segment Reporting: The Company manufacture and sell refractory products. The performance of the Company is assessed and reviewed by Chief Decision Maker (CODM) on this single segment basis.

29 Amounts due to Micro and Small Enterprises, as defined in 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 ₹ 65,87,888 (Previous Year: ₹ 9,28,417). Since there is no delay in the making of payments to Micro, Small and Medium Enterprises, no interest is paid, accrued, due, and payable.

30 Exceptional Item

During the year, the Company has sold 66,26,670 shares of Singapore Dollars (SGD) 1 each, of TRL Asia Private Limited, to Krosaki Harima Corporation, Japan, for SGD 71,91,000 out of its total holding of 1,14,34,254 equity shares in the Company and earned a profit of ₹14,67,67,748, which is net of expenditure incurred for sale of shares. The profit is on account of higher price and exchange rate difference between the date of investment and date of realisation of the amount.

31 Issue of Commercial Paper: The Company has issued commercial paper during the year to meet the working capital requirements and the maximum amount raised through issue of Commercial paper during Financial Year 2016-17 is ₹ 49,38,82,297 which is outstanding as at 31st March,2017 (Previous Year: ₹ Nil)

32 Inventories:

During the year an amount of ₹ 89,13,403 (Previous Year : ₹ 1,16,43,326) has been recognised in the statement of profit and loss as a written down of inventory to net realisable value. Further, ₹ 1,95,95,292 (Previous Year ₹ 8,94,119) has been provided for obsolescence and write off of inventory.

33 Employee Benefits

In line with the disclosure requirements under Ind AS 19 (Employee Benefits), the relevant details with respect to employee benefits are given here below:

1 Defined Contribution Plan

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to the schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans.

(a) **Provident Fund**

In accordance the prevailing law, eligible employees of the Company are entitled to receive benefits in respect of Provident Fund, a defined contribution plan, in which both the employees and the Company make monthly contributions at a specified percentage of the covered employees' salary.

As per the provisions of the Provident Fund and Misc. Provisions Act, contribution to provident Fund is made to an irrevocable trust set up by the Company and contribution to pension fund is deposited with the Regional Provident Fund Commissioner.

The rules of the Company's provident fund administered by a trust, required that if the Board of the Trustee are unable to pay interest at the rate declared by the Government for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company making interest shortfall a defined benefit.

(b) **Superannuation Fund**

The Company has a superannuation plan. Employees who are members of the superannuation plan are entitled to benefits depending on the contribution made by the Company and rate of interest declared by the superannuation trust.

Separate irrevocable trust is maintained for employees covered and entitled for this benefit. The Company contributes 15% of basic salary, of the eligible employees' to the trust every year. Such contributions are recognised as an expense when incurred. The Company has no further obligation beyond this contribution.

(c) Expenses recognised in respect of above

The Company has recognised, in the Statement of Profit and Loss for the year ended 31.03.2017, an amount of ₹ 6,64,72,256 (Previous Year : ₹ 5,94,58,387) being expenses under the defined contribution plans, as given below:

Benefit (Contribution to)	**Current Year 2016-17** ₹	**Previous Year 2015-16** ₹
Company's provident fund contribution to trust	2,44,53,588	2,14,85,886
Superannuation Fund	2,68,97,741	2,41,96,867
Employee Pension Scheme	1,51,20,927	1,37,75,634
	6,64,72,256	**5,94,58,387**

2 **Defined benefit plans**

The Company operates post retirement defined benefit plans as follows:

(a) **Funded**

(i) **Post Retirement Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days' salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established as trusts. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. The Company is exposed to actuarial risk and investment risk with respect to this plan.

(b) **Unfunded**

(i) **Post Retirement Medical benefits**

The Company has a Post-Retirement Medical Benefit Scheme (PRMB), under which the retired employees and their spouses are eligible for free medical benefits in the Company's hospital during their lifetime upto a ceiling fixed by the Company. The liability for the same is recognised annually on the basis of actuarial valuation.

(ii) **Pension to Directors**

The Company has Ex-MD Pension Scheme, under which the retired managing director gets a monthly pension. The liability for the same is recognised annually on the basis of actuarial valuation.

(c) (i) **Details of the Post Retirement Gratuity plan are as follows:**

		Description	Current Year As at 31.03.2017	Previous Year As at 31.03.2016
I		**Change in present value of defined benefit obligation during the year**	₹	₹
	1.	Present Value of defined benefit obligation as at the beginning of the year	21,36,66,780	21,65,60,270
	2.	Current Service Cost	1,20,90,880	1,13,36,430
	3.	Interest Cost on the DBO	1,54,99,130	1,54,71,300
	4.	Actuarial (gains)/ losses - Experience	52,41,560	1,33,23,530
	5.	Actuarial (gains)/ losses - Financial Assumptions	1,88,81,160	(15,82,720)
	6.	Benefits paid from plan assets	(3,98,55,220)	(4,14,42,030)
	7.	Closing Present Value of DBO	22,55,24,290	21,36,66,780
II		**Change in fair value of plan assets during the year**		
	1.	Fair Value of assets at the beginning of the year	17,70,93,540	18,04,83,860
	2.	Interest Income on Plan Assets	1,41,73,270	1,34,90,260
	3.	Employer contributions	4,00,00,000	2,20,00,000
	4.	Return on plan assets greater/(lesser) than discount rate	—	25,61,450
	5.	Benefits paid	(3,98,55,220)	(4,14,42,030)
	6.	Fair Value of Plan assets at the end of current period	19,14,11,590	17,70,93,540
III		**Net asset/ (liability) recognised in the balance sheet**		
	1.	Fair value of plan assets	19,14,11,590	17,70,93,540
	2.	Present value of obligation	22,55,24,290	21,36,66,780
	3.	Amount recognised in the balance sheet	3,41,12,700	3,65,73,240
IV		**Expense recognized in the statement of profit and loss for the year**		
	1.	Current service cost	1,20,90,880	1,13,36,430
	2.	Net interest on net defined benefit liability	13,25,860	19,81,040
	3.	Total expenses included in employee benefits expense	1,34,16,740	1,33,17,470
V		**Recognised in Other Comprehensive Income for the year**		
	1.	Actuarial (gain)/ loss due to DBO experience	52,41,560	1,33,23,530
	2.	Actuarial (gain)/ loss due to DBO assumption changes	1,88,81,160	(1,582,720)
	3.	Return on plan assets (greater)/less than discount rate	-	(2,561,450)
	4.	Actuarial (gains)/ losses recognized in OCI	2,41,22,720	91,79,360
VI		**Maturity profile of defined benefit obligation**		
	1.	Within the next 12 months (next annual reporting period)	1,67,83,940	1,68,87,350
	2.	Between 2 and 5 years	9,96,16,660	10,32,60,650
	3.	Between 6 and 10 years	12,26,45,060	10,99,52,720
VII		**Quantitative sensitivity analysis for significant assumption is as below**		
	1.	**Increase/ (decrease) on present value of defined benefits obligation at the end of the year**		
		(i) One percentage point increase in discount rate	(1,88,81,160)	(1,46,15,270)
		(ii) One percentage point decrease in discount rate	2,20,98,780	1,69,57,990
		(iii) One percentage point increase in rate of salary increase	2,21,01,860	1,71,31,680
		(iv) One percentage point decrease in rate of salary increase	(1,92,15,850)	(1,50,04,670)

2. **Sensitivity Analysis Method**

Sensitivity analysis is determined based on the expected movement in liability, if the assumptions were not proved to be true on different count.

(ii) **Investment Details**

The full amount has been invested in the Cash Accumulation Scheme of Life Insurance Corporation of India.

(iii) **Assumptions**

		31.03.2017	31.03.2016
a.	Discount rate (per annum)	7.00%	8.00%
b.	Rate of escalation in salary (per annum)	6.00%	6.00%

d) **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
I		**Reconciliation of opening and closing balances of obligation**				
	1.	Present Value of defined benefit obligation as at the beginning of the year	7,04,56,860	4,26,78,350	6,47,84,740	4,16,17,390
	2.	Current Service Cost	15,95,110	—	13,38,690	—
	3.	Interest Cost on the DBO	54,37,900	32,77,070	49,41,400	31,59,750
	4.	Actuarial (gains)/ losses - Experience	1,05,57,320	38,22,160	47,78,760	5,83,930
	5.	Actuarial (gains)/ losses - Financial Assumptions	(99,85,580)	42,27,320	(9,15,980)	5,58,290
	6.	Benefits paid directly by the Company	(49,66,340)	(34,30,000)	(44,70,750)	(32,41,010)
	7.	Closing Present Value of DBO	7,30,95,270	5,05,74,900	7,04,56,860	4,26,78,350
II		**Expense recognized in the statement of profit and loss for the year**				
	1.	Current service cost	15,95,110	—	13,38,690	—
	2.	Net interest on net defined benefit liability	54,37,900	32,77,070	49,41,400	31,59,750
	3.	Total expenses included in employee benefits expense	70,33,010	32,77,070	62,80,090	31,59,750
III		**Recognised in other comprehensive income for the year**				
	1.	Actuarial (gain)/ loss due to DBO experience	1,05,57,320	38,22,160	47,78,760	5,83,930
	2.	Actuarial (gain)/ loss due to DBO assumption changes	(99,85,580)	42,27,320	(9,15,980)	5,58,290
	3.	Actuarial (gains)/ losses recognized in OCI	5,71,740	80,49,480	38,62,780	11,42,220
IV		**Assumptions**				
	a.	Discount rate (per annum) at the beginning of the year	8.00%	8.00%	7.90%	7.90%
	b.	Discount rate (per annum) at the end of the year	7.00%	7.00%	8.00%	8.00%
	c.	Rate of pension increase	—	8.00%	—	8.00%
	c.	Medical costs inflation rate	4.00%	—	6.00%	—
	d.	Average Medical Cost (₹ / person)	1,600	—	1,350	—

Description	Current Year ₹ Medical	Current Year ₹ Ex-MD Pension	Previous Year ₹ Medical	Previous Year ₹ Ex-MD Pension
V Quantitative sensitivity analysis for significant assumption is as below				
Increase/ (decrease) on present value of defined benefits obligation at the end of the year				
(i) One percentage point increase in discount rate	(77,81,150)	(42,27,320)	(81,52,230)	(35,03,080)
(ii) One percentage point decrease in discount rate	95,81,620	49,04,530	1,01,55,700	40,57,740
(iii) One percentage point increase in medical inflation rate	97,85,070	—	1,02,61,830	—
(iv) One percentage point decrease in medical inflation rate	(80,53,070)	—	(83,60,830)	—
(v) One percentage point increase in pension rate	—	48,07,630	—	40,07,650
(vi) One percentage point decrease in pension rate	—	(42,27,320)	—	(35,25,920)
VI Maturity profile of defined benefit obligation				
1. Within the next 12 months (next annual reporting period)	40,00,260	31,92,000	32,38,000	14,82,750
2. Between 2 and 5 years	1,76,66,440	1,55,34,190	2,11,94,000	72,15,960
3. Between 6 and 10 years	2,63,60,850	2,75,14,920	6,03,39,000	1,27,81,280

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

34 INCOME TAXES

A. A reconciliation of the tax expense to the amount computed by applying the statutory income tax rate to the profit before taxes is summarised below:

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
Profit before tax	63,15,10,964	21,48,80,263
Less: Profit on sale of investment (not taxable as there is a capital loss)	(14,67,67,748)	—
Less: Expenses recognised in other comprehensive income	(3,27,42,586)	(1,41,84,360)
Adjusted profit before tax (A)	**45,20,00,630**	**20,06,95,903**
Tax rate (B)	34.608%	34.608%
Tax expense (A*B)	**15,64,28,378**	**6,94,56,838**
Add: Tax effect of expenses that are not deductible for tax purposes: CSR Expenses	17,97,895	24,02,520
Add: Taxation for earlier years	40,65,044	—
Add: Taxation on write back adjusted directly with general reserves	26,38,234	—
Less: Tax effect of Income exempt from tax: Dividend Income	(16,439)	(13,843)
Add: Additional tax expense (deferred tax expense) due to change in tax rate **#**	—	70,21,074
Add / (Less): Other differences	3,34,734	(2,83,366)
Income tax expense charged to the statement of profit and loss	**16,52,47,846**	**7,85,83,223**
Tax expense recognised in profit and loss	17,35,96,237	8,17,60,015
Deferred taxes recognised in other comprehensive income	(83,48,391)	(31,76,792)
Income tax expense charged to the statement of profit and loss	**16,52,47,846**	**7,85,83,223**

Tax rate during the previous year had changed from 32.445% to 34.608% due to increase in surcharge on income taxes from 5% to 12%.

B. The tax effect of significant temporary differences that resulted in deferred tax liability are as follows:

	Balance sheet			Recognised in profit / loss & other comprehensive income	
	As at 31.03.2017 ₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹	Current year 2016-17 ₹	Previous year 2015-16 ₹
Deductible temporary difference					
(i) Expense allowed on payment basis	6,71,69,179	5,98,37,058	5,25,04,662	73,32,121	73,32,396
(ii) Unpaid Royalty	69,98,792	53,47,147	46,79,491	16,51,645	6,67,656
(iii) Provision of doubtful debts and advances	2,53,11,146	2,03,34,859	37,71,688	49,76,287	1,65,63,171
(iv) Friendly departure scheme	46,28,542	62,61,827	83,93,943	(16,33,285)	(21,32,116)
(v) Unabsorbed depreciation	—	—	2,60,02,652	—	(2,60,02,652)
Total (A)	**10,41,07,659**	**9,17,80,891**	**9,53,52,436**	**1,23,26,768**	**(35,71,545)**
Taxable temporary difference					
Property, Plant & Equipment	22,98,35,884	22,29,79,003	20,06,68,539	68,56,881	2,23,10,464
Total (B)	**22,98,35,884**	**22,29,79,003**	**20,06,68,539**	**68,56,881**	**2,23,10,464**
Deferred Tax liability (B-A)	**12,57,28,225**	**13,11,98,112**	**10,53,16,103**		
Net impact in profit / loss & other comprehensive income ##				**(54,69,887)**	**2,58,82,009**

The total deferred tax expense recognised in other comprehensive income is ₹ 83,48,391 (Previous year: ₹ 31,76,792)

C. Reconciliation of deferred tax liability

Particulars	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Opening balance as at 1st April	13,11,98,112	10,53,16,103
Add: Deferred tax expense / (income) recognized in statement of profit and loss	(54,69,887)	2,58,82,009
Closing balance as at 31st March	12,57,28,225	13,11,98,112

35 FINANCIAL INSTRUMENTS

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 21(4)(VIII) to the financial statements.

(a) Financial assets and liabilities

The following table Presents carrying amount and Fair Value of each category of financial asset & liabilities.

Particulars	Amortised cost ₹	Fair value through other comprehensive income ₹	Derivative instruments in hedging relationship ₹	Total Carrying Value ₹	Total Fair Value ₹
As at 31.03.2017					
Financial assets					
Trade receivables	282,52,27,517	—	—	282,52,27,517	282,52,27,517
Investments	14,60,60,575	72,00,000	—	15,32,60,575	15,32,60,575
Cash and bank	4,25,50,888	—	—	4,25,50,888	4,25,50,888
Other financial assets	9,32,59,579	—	—	9,32,59,579	9,32,59,579
Total	**310,70,98,559**	**72,00,000**	**—**	**311,42,98,559**	**311,42,98,559**
Financial liabilities					
Borrowings	208,92,60,236	—	—	208,92,60,236	208,92,60,236
Trade payables	138,46,58,754	—	99,18,786	139,45,77,540	139,45,77,540
Other financial liabilities	7,14,78,611	—	—	7,14,78,611	7,14,78,611
Total	**354,53,97,601**	**—**	**99,18,786**	**355,53,16,387**	**355,53,16,387**
As at 31.03.2016					
Financial assets					
Trade receivables	268,03,08,451	—	—	268,03,08,451	268,03,08,451
Investments	33,66,37,325	53,56,000	—	34,19,93,325	34,19,93,325
Cash and bank	5,81,58,770	—	—	5,81,58,770	5,81,58,770
Other financial assets	6,23,88,061	—	—	6,23,88,061	6,23,88,061
Total	**313,74,92,607**	**53,56,000**	**—**	**314,28,48,607**	**314,28,48,607**
Financial liabilities					
Borrowings	211,18,66,219	—	—	211,18,66,219	211,18,66,219
Trade payables	154,50,62,329	—	—	154,50,62,329	154,50,62,329
Other financial liabilities	20,19,37,230	—	—	20,19,37,230	20,19,37,230
Total	**385,88,65,778**	**—**	**—**	**385,88,65,778**	**385,88,65,778**
As at 01.04.15					
Financial assets					
Trade receivables	254,83,69,155	—	—	254,83,69,155	254,83,69,155
Investments	33,66,37,325	51,12,750	—	34,17,50,075	34,17,50,075
Cash and bank	3,91,67,451	—	—	3,91,67,451	3,91,67,451
Other financial assets	5,85,66,149	—	—	5,85,66,149	5,85,66,149
Total	**298,27,40,080**	**51,12,750**	**—**	**298,78,52,830**	**298,78,52,830**
Financial liabilities					
Borrowings	227,47,74,551	—	—	227,47,74,551	227,47,74,551
Trade payables	144,24,91,290	—	—	144,24,91,290	144,24,91,290
Other financial liabilities	35,60,91,762	—	—	35,60,91,762	35,60,91,762
Total	**407,33,57,603**	**—**	**—**	**407,33,57,603**	**407,33,57,603**

(b) The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below

Level-1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level-2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level-3: Techniques which use inputs that have a significant effect on the recorded Fair Value that are not based on observable market data.

Particulars	Carrying Amount	Fair Value		
		Level 1	Level 2	Level 3
	₹	₹	₹	₹
As at 31.03.2017				
Financial assets				
Investment - Equity share (HDFC Bank)	72,00,000	72,00,000	—	—
Financial liabilities				
Derivative financial instruments- forward cover	99,18,786	99,18,786	—	—
As at 31.03.2016				
Financial assets				
Investment -Equity share (HDFC Bank)	53,56,000	53,56,000	—	—
Financial liabilities				
Derivative financial instruments - forward cover	—	—	—	—
As at 01.04.2015				
Financial assets				
Investment - Equity share (HDFC Bank)	51,12,750	51,12,750	—	—
Financial liabilities				
Derivative financial instruments - forward cover	—	—	—	—

(c) FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES:

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowings.

Interest rate risk

The Company's exposure to interest rate risk is minimal as the Company does not have any significant interest earning asset or interest bearing liability. As such, the Company is not exposed to significant interest rate risk as at the reporting date.

Foreign currency risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in overseas and purchases from overseas suppliers in various foreign currencies

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash and cash equivalents to manage its liquidity risk.

Credit Risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in a financial loss to the Company.

To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and agreeing of accounts receivable. Individual risk limits are set accordingly.

Financial assets are provided for when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for provision as per provisioning policy of the Company. Where loans or receivables have been provided, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in the statement of profit and loss.

(d) **Foreign Currency exposure as at 31.03.2017** ₹

Particulars	USD	EUR	JPY	GBP	Others	Total
Trade Receivables	57,05,71,866	5,98,01,151	—	1,92,68,506	—	64,96,41,523
Loans and advances	13,06,538	32,27,835	—	—	1,68,78,779	2,14,13,153
Bank balance in Current account	—	—	—	2,64,348	—	2,64,348
Trade Payables	(18,88,97,963)	(2,24,10,727)	(8,02,96,336)	9,91,965	(3,02,81,759)	(32,08,94,819)
Advance from Customers	(47,94,820)	(40,49,243)	—	—	—	(88,44,063)
Loan in Foreign Currency	(11,60,28,323)	(1,57,77,496)	—	(72,23,476)	—	(13,90,29,295)
Net Exposure	**26,21,57,299**	**2,07,91,521**	**(8,02,96,336)**	**1,33,01,343**	**(1,34,02,980)**	**20,25,50,846**

Foreign Currency exposure as at 31.03.2016 ₹

Particulars	USD	EUR	JPY	GBP	Others	Total
Trade Receivables	39,57,98,582	2,34,07,846	—	4,49,37,498	—	46,41,43,926
Loans and advances	4,46,42,943	16,28,816	—	—	1,72,23,693	6,34,95,452
Bank balance in Current account	—	—	—	3,11,826	—	3,11,826
Trade Payables	(18,05,48,185)	(3,30,75,467)	(19,55,15,694)	(13,42,560)	(3,08,95,488)	(44,13,77,394)
Advance from Customers	(1,14,98,910)	(5,82,144)	—	—	—	(1,20,81,054)
Loan in Foreign Currency	(18,05,24,423)	(2,46,60,424)	—	(1,03,32,022)	—	(21,55,16,869)
Net Exposure	**6,78,70,007**	**(3,32,81,373)**	**(19,55,15,694)**	**3,35,74,742**	**(1,36,71,795)**	**(14,10,24,113)**

(e) **1% increase or decrease in foreign currency exchange rates will have the following impact on profit before tax.** ₹

Particulars	**2016–2017**		**2015–2016**	
	1% Increase	**1% decrease**	**1% Increase**	**1% decrease**
USD	26,21,573	(26,21,573)	6,78,700	(6,78,700)
EUR	2,07,915	(2,07,915)	(3,32,814)	3,32,814
JPY	(8,02,963)	8,02,963	(19,55,157)	19,55,157
GBP	1,33,013	(1,33,013)	3,35,747	(3,35,747)
Others	(1,34,030)	1,34,030	(1,36,718)	1,36,718
Increase / (decrease) in profit	**20,25,508**	**(20,25,508)**	**(14,10,241)**	**14,10,241**

36 Disclosure of details of specified Bank notes (SBN) as required by notification G.S.R. 308(E) dated March 30, 2017.

₹

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1,81,000	2,10,702	3,91,702
(+) Permitted receipt	1,31,000	33,40,392	34,71,392
(–) Permitted payments	29,500	10,14,622	10,44,122
(–) Amount deposited in banks	2,82,500	23,46,290	26,28,790
Closing cash in hand as on 30.12.2016	—	1,90,182	1,90,182

37 Related Party Disclosures

List of related parties of TRL Krosaki Refractories Limited

Sl No	Name	Country of Incorporation	% of Equity Interest		
A.	**Holding Company**		**As at 31.03.2017**	**As at 31.03.2016**	**As at 01.04.2015**
	Krosaki Harima Corporation	Japan	51	51	51
B.	**Subsidiary Company**				
1	TRL Asia Pte Limited*	Singapore	*	88	88
2	TRL China Limited (step down subsidiary)*	China	*	88	88
C.	**Associate Company**				
1	TRL Asia Pte Limited*	Singapore	37	-	-
2	Almora Magnesite Limited	India	39	39	39
D.	**Promoters Holding more than 20%**				
	Tata Steel Limited	India	26.62	26.62	26.62
E.	**Fellow Subsidiaries**				
1	TRL China Limited	China			
2	Krosaki Harima (Shanghai) Enterprise Management Co. Ltd.	China			
3	Krosaki Amr Refractarios, S.A.	Spain			
4	Krosaki Harima Europe B.V.	Netherland			
5	Krosaki Magnesita Refractories, LLC.	Brazil			
F.	**Subsidiary of Tata Steel**				
1	Tayo Rolls Limited	India			
2	Indian Steel & Wire Products Ltd.	India			
3	Tata Metaliks Ltd.	India			
4	Tata Metaliks Di Pipes Limited	India			
5	Tata Sponge Iron Limited	India			
6	Natsteel Holdings Pte. Ltd.	Singapore			
7	Tata Steel UK Limited	United Kingdom			
8	British Steel Limited	United Kingdom			
G.	**Key Managerial Personnel:**				
	Mr. P.B.Panda (Managing Director)				
	Mr. H. M. Nerurkar (Chairman)				
	Mr. V.S.N. Murty				
	Mr. Sudhansu Pathak				
	Sunanda Lahiri				
	Mr. Sudhir Krishnaji Joshi				
	Mr. Kotaro Kuroda				
	Mr. Hiroshi Odawara				
	Mr. Kiyotaka Oshikawa				
	Mr. Toshikazu Takasu				
	Mr. Sadayoshi Tateishi				
	Mr.Takashi Matsunaga (w.e.f. 25.04.2016)				
	Mr. Junichi Sakane (w.e.f. 25.04.2016)				
	Mr. A. K. Rath (w.e.f. 22.11.2016)				
	Mr. H. P. Singh (w.e.f. 22.11.2016)				
	Mr. Kinji Matsushita (upto 30.03.2016)				

Mr. Akira Tsuneoka (upto 30.03.2016)

Mr. Rakesh Kulshreshtha (upto 21.01.2016)

Mr. P.S.Shrivastava (upto 30.01.2016)

H. Relative of Key Management Personnel

Mr. Dinabandhu Panda

Note:

1. The list contains those related parties with whom the Company has transactions during the current or previous year
2. *On 5th December 2016, Company sold 51% of its holding in TRL Asia Private Limited. (TRL China Limited is a wholly owned subsidairy of TRL Asia Private Limited)

Transactions with Related Parties

		Current Year April'16 to March'17 ₹	Previous Year April'15 to March'16 ₹
(I)	**Purchase of Raw Materials and Components :**		
	Holding Company	19,00,84,382	32,74,26,107
	Subsidiaries	—	33,97,59,377
	Fellow Subsidiaries	26,21,91,092	—
	Associates	1,26,86,262	1,44,37,480
	Promoters holding more than 20%	14,15,07,532	12,59,92,649
(II)	**Sales, Services and Other Income :**		
	Holding Company	1,30,49,607	1,06,96,890
	Subsidiaries	—	3,25,33,369
	Fellow Subsidiaries	3,79,64,686	28,80,800
	Associates	44,46,256	19,39,007
	Promoters holding more than 20%	211,10,61,868	195,35,37,081
	Subsidiaries of Tata Steel	20,85,46,228	17,02,08,988
(III)	**Receiving of Services from :**		
	Promoters holding more than 20%	1,56,95,066	1,73,31,104
	Subsidiaries of Tata Steel	71,98,228	—
(IV)	**Dividend paid :**		
	Holding Company	2,13,18,000	1,06,59,000
	Promoters holding more than 20%	1,11,27,728	55,63,864
(VI)	**Dividend received**		
	Associates		
	Promoters holding more than 20%		
(V)	**Royalty paid to :**		
	Holding Company	4,16,57,922	3,33,60,100
(VI)	Contribution to TRL Krosaki Refractories Limited Provident Fund Trust	2,44,53,588	2,14,85,886
(VII)	Contribution to TRL Krosaki Refractories Limited Super Annuation Fund Trust	2 ,68,97,741	2 ,41,96,867
(VIII)	**Key Management Personnel and Relatives :**		
	Particulars		
	1 Short term employee benefits	1 ,32,76,256	1 ,00,83,305
	2 Post Employee Benefits	13,19,385	10,83,564
	3 Sitting Fees	22,70,000	21,90,000
	4 Commission to directors	26,33,000	7,44,000

		As at 31.03.17 ₹	As at 31.03.16 ₹	As at 01.04.15 ₹
IX)	**Outstanding balances:**			
	Debtors			
	Holding Company	64,58,473	52,87,362	16,76,018
	Subsidiaries	—	2 ,10,58,723	5 ,59,83,867
	Fellow Subsidiaries	1 ,95,06,082	4,77,852	633,456
	Associates	21,62,187	11,80,590	1,96,223
	Promoters holding more than 20%	35 ,53,78,409	31 ,32,08,407	20 ,80,38,931
	Subsidiaries of Tata Steel	4 ,55,23,177	5 ,48,07,703	10 ,56,91,489
X)	**Loans and Advances Given :**			
	Promoters holding more than 20%	1 ,16,08,074	74,67,253	2 ,62,21,637
XI)	**Creditors**			
	Holding Company	8 ,55,57,878	16 ,52,33,208	11 ,68,43,742
	Subsidiaries	—	4 ,01,46,334	9 ,25,24,334
	Fellow Subsidiaries	66,23,128	—	—
	Associates	—	4,95,835	13,14,538
	Promoters holding more than 20%	—	9,44,420	7,26,826
	Subsidiaries of Tata Steel	10,57,604	—	—

38 Earning 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 2016-17	Previous Year 2015-16
a)	Profit after Tax	₹	45,79,14,727	13,31,20,248
b)	Profit attributable to Ordinary Share Holders	₹	45,79,14,727	13,31,20,248
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	₹	21.91	6.37

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

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

sd/-
VINAY D. BALSE
Partner
Membership No. 39434

Mumbai, April 25, 2017

For and on behalf of the Board

sd/-
H. M. NERURKAR
Chairman
(DIN : 00265887)

sd/-
P. B. PANDA
Managing Director
(DIN : 07048273)

sd/-
C. S. DAS
EVP & CFO

sd/-
A. DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

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 31st March, 2017, the Consolidated Statement of Profit and Loss (Including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated statement of change in equity 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 including other comprehensive income, consolidated cash flows and consolidated change in equity of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the Holding Company 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 there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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. 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, 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 31st March, 2017, and their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of change in equity for the year ended on that date.

5. Other matters

The consolidated financial statements also include the Group's share of net loss of ₹ 1.47 crore for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of two associates, 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 associates, and our report in sub section (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. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

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

1. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) 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.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Change in Equity 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

(d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, as applicable.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company, none of the director is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in “Annexure A”, which is based on the auditors’ reports of the Holding company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company’s internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in 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 22, point no. – (a) and (b) to the consolidated financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

iv. The Holding Company has provided requisite disclosures in the financial statements, as regards its holding and dealings in Specified Bank Notes, as defined in the Notification S.O. 3407(E) dated the 8th November, 2016, of the Ministry of Finance, during the period from 8th November 2016 to 30th December 2016; and such disclosures are in accordance with the books of accounts maintained by the Company.

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

Vinay D. Balse
Partner
Membership Number: 39434

Place : Mumbai
Dated : April 25, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TRL KROSAKI REFRACTORIES LIMITED

(Referred to in Paragraph 1 point (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **TRL KROSAKI REFRACTORIES LIMITED** ("the Holding Company") as at March 31, 2017, in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Vinay D. Balse
Partner
Membership Number: 39434

Place : Mumbai
Dated : April 25, 2017

TRL KROSAKI REFRACTORIES LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note	₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	01	199,13,60,551	270,03,38,580	292,43,94,373
(b) Capital work-in-progress	01	5,05,24,327	2,31,70,035	71,41,157
(c) Other Intangible assets	01	4,54,23,009	5,25,28,878	5,74,29,761
(d) Intangible assets under development	01	—	17,54,400	—
(e) Financial Assets				
(i) Trade receivables	05	5,99,52,887	6,07,98,036	5,98,08,358
(ii) Investments	02	25,71,10,335	2,27,42,455	1,87,04,862
(iii) Other financial assets	03	7,63,55,349	4,72,02,637	5,01,06,784
(f) Non current tax asset (net)		9,91,77,005	10,16,05,885	8,84,01,382
(g) Other non-financial assets	04	18,09,26,268	20,47,53,358	23,85,31,017
		276,08,29,731	321,48,94,264	344,45,17,694
(2) Current assets				
(a) Inventories	06	177,63,13,286	190,01,66,360	203,44,11,956
(b) Financial assets				
(i) Trade receivables	05	276,52,74,630	313,14,25,556	293,90,45,501
(ii) Cash and bank balances	07	4,25,50,888	8,57,65,781	6,80,77,569
(iii) Other financial assets	03	1,69,04,230	1,53,00,428	84,79,471
(c) Other non-financial assets	04	25,64,09,265	24,61,56,282	25,12,53,215
		485,74,52,299	537,88,14,407	530,12,67,712
TOTAL ASSETS		**761,82,82,030**	**859,37,08,671**	**874,57,85,406**
EQUITY AND LIABILITIES				
(1) EQUITY				
(a) Share Capital	08	20,90,00,000	20,90,00,000	20,90,00,000
(b) Other equity (refer statement of Changes in 'Equity')		312,47,04,594	267,06,54,446	252,81,38,771
(c) Non controlling interest		—	4,94,29,985	4,33,77,149
		333,37,04,594	292,90,84,431	278,05,15,920
(2) LIABILITIES				
(i) Non-current liabilities				
(a) Financial liabilities - Borrowings	9	—	6,45,45,455	25,81,06,059
(b) Provisions	12	29,44,74,946	26,58,37,895	25,39,04,883
(c) Deferred tax liabilities		12,57,28,225	13,11,98,112	10,53,16,103
		42,02,03,171	46,15,81,462	61,73,27,045
(ii) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	9	208,92,60,236	272,26,72,703	272,11,01,129
(ii) Trade payables	10	139,45,77,543	197,85,35,111	188,28,03,354
(iii) Other financial liabilities	11	7,14,78,611	20,19,37,230	42,82,88,587
(b) Provisions	12	10,66,47,070	8,71,56,712	8,41,67,889
(c) Other current liabilities	13	14,87,59,180	18,00,65,742	21,64,11,334
(d) Liabilities for current tax (Net)		5,36,51,625	3,26,75,280	1,51,70,148
		386,43,74,265	520,30,42,778	534,79,42,441
TOTAL EQUITY AND LIABILITIES		**761,82,82,030**	**859,37,08,671**	**874,57,85,406**
Contingent Liabilities (refer Note 22)				
Notes on Balance Sheet and Statement of Profit & Loss	20			

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

sd/-
VINAY D. BALSE
Partner
Membership No. 39434
Mumbai, April 25, 2017

For and on behalf of the Board

sd/-
H. M. NERURKAR
Chairman
(DIN : 00265887)

sd/-
P. B. PANDA
Managing Director
(DIN : 07048273)

sd/-
C. S. DAS
EVP & CFO

sd/-
A. DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

TRL KROSAKI REFRACTORIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

		Note	₹	Previous Year Apr'15 to Mar'16 ₹
I	Revenue from operations	14	1240,39,91,778	1242,30,08,768
II	Other Income	15	4,69,63,082	4,87,35,503
III	**Total Revenue (I+II)**		**1245,09,54,860**	**1247,17,44,271**
IV	**EXPENSES**			
	(a) Raw materials consumed		525,79,17,278	508,67,57,515
	(b) Purchases of finished, semi-finished and other products		114,60,36,097	159,77,33,693
	(c) Changes in stock of finished goods, work-in-progress and stock-in-trade		(4,65,92,011)	7,83,44,348
	(d) Employee benefit expenses	17	97,49,43,569	86,61,38,015
	(e) Finance costs	18	22,43,63,667	30,90,44,663
	(f) Depreciation		24,28,12,661	28,79,76,063
	(g) Other expenses	19	409,92,37,327	398,63,60,021
	Total Expenses (IV)		**1189,87,18,588**	**1221,23,54,318**
V	**Profit before exceptional item and tax (III - IV)**		**55,22,36,272**	**25,93,89,953**
VI	**Exceptional item**	16	**8,67,60,329**	—
VII	**Share of profit of associates**		**(1,46,72,960)**	**57,59,633**
VIII	**Profit before tax (V+VI+VII)**		**62,43,23,641**	**26,51,49,586**
IX	**Tax Expense**			
	(a) Current tax		16,66,52,689	5,27,01,214
	(b) Taxation for earlier years		40,65,044	—
	(c) Deferred tax		28,78,504	2,90,58,801
	Total tax expense		**17,35,96,237**	**8,17,60,015**
X	**Profit after tax (VIII - IX)**		**45,07,27,404**	**18,33,89,571**
XI	**Profit for the period attributable to:**			
	Owners of the Company		44,32,41,766	17,88,55,035
	Non controlling interests		74,85,638	45,34,536
			45,07,27,404	**18,33,89,571**
XII	**Other comprehensive income**			
	A (i) Items that will not be reclassified to profit or loss		7,80,36,679	(1,39,41,110)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		83,48,391	31,76,792
	B (i) Items that will be reclassified to profit or loss		(1,27,11,920)	(5,63,973)
	(ii) Income tax on items that will be reclassified to profit or loss			
	Total Other comprehensive income (XII)		**7,36,73,150**	**(1,13,28,291)**
XIII	**Total comprehensive income for the period (X+XII)**		**52,44,00,554**	**17,20,61,280**
XIV	**Total comprehensive income for the period attributable to:**			
	Owners of the Company		51,84,40,346	16,75,94,421
	Non controlling interests		59,60,208	44,66,859
			52,44,00,554	**17,20,61,280**
XV	**Earnings per equity share**			
	Basic / Diluted		21.21	8.56
	Notes on Balance sheet and Statement of Profit and Loss	**20**		

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

sd/-
VINAY D. BALSE
Partner
Membership No. 39434

Mumbai, April 25, 2017

For and on behalf of the Board

sd/-
H. M. NERURKAR
Chairman
(DIN : 00265887)

sd/-
P. B. PANDA
Managing Director
(DIN : 07048273)

sd/-
C. S. DAS
EVP & CFO

sd/-
A. DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

TRL KROSAKI REFRACTORIES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

			Previous Year April - March 2016
		₹	₹
A.	**Cash Flow from Operating activities:**		
	Profit before Tax	62,43,23,641	26,51,49,586
	Adjustments for:		
	Share of (profit)/loss from associates	1,46,72,960	(57,59,633)
	Depreciation expense	24,28,12,661	28,79,76,063
	Dividend Income	(47,500)	(40,000)
	Profit on sale of investment	(8,67,60,329)	—
	Profit on sale of assets	(2,80,818)	(2,91,433)
	Finance Income	(85,53,639)	(1,03,78,908)
	Finance expenses	22,43,63,667	30,90,44,663
	Foreign exchange loss/(gain) on consolidation	—	(1,19,97,298)
	Other non cash items	7,61,92,679	(1,41,84,360)
	Adjustment for sale of subsidiary*	(28,50,64,532)	—
	Operating profit before working capital changes	**80,16,58,790**	**81,95,18,680**
	Adjustments for:		
	Trade and other receivables	(23,06,56,840)	(15,61,99,328)
	Inventories	(13,75,01,846)	13,42,45,596
	Trade payables and other liabilities	(11,13,22,714)	7,46,36,915
	Cash generated from operations	**32,21,77,390**	**87,22,01,863**
	Direct tax paid (net of refunds)	(14,73,12,508)	(4,85,58,188)
	Net Cash from Operating Activities..........A	**17,48,64,882**	**82,36,43,675**
B.	**Cash Flow from Investing Activities:**		
	Purchase of fixed assets	(15,91,56,503)	(6,21,81,151)
	Sale of fixed assets	17,07,505	6,54,503
	Movement in restricted deposits with banks	8,13,450	(26,312)
	Interest received	89,51,006	81,66,285
	Dividend received	47,500	40,000
	Sale of investment	33,73,44,498	—
	Net cash used in Investing Activities .... B	**18,97,07,456**	**(5,33,46,675)**
C.	**Cash Flow from Financing activities:**		
	Proceeds from borrowings	102,89,96,973	60,65,23,212
	Repayment of borrowings	(118,06,18,097)	(102,36,60,312)
	Interest paid	(20,50,43,013)	(31,04,19,254)
	Dividend Paid	(5,03,09,644)	(2,50,78,746)
	Net Cash used in Financing Activities C	**(40,69,73,781)**	**(75,26,35,100)**
	Net increase or (decrease) in cash or cash equivalents (A+B+C)**	(4,24,01,443)	1,76,61,900
	Cash & Cash equivalents as at 1st April	**7,94,16,887**	**6,17,54,987**
Cash & Cash equivalents as at 31st March		**3,70,15,444**	**7,94,16,887**

Note:

* This adjustment has been carried out to remove the effect of subsidiary consolidation as the only subsidiary has been sold during the year.

** The amount of net decrease for current year represent movement in standalone accounts as the only subsidiary of the Company has been sold during the year and hence line by line consolidation has not been done.

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

sd/-
VINAY D. BALSE
Partner
Membership No. 39434

Mumbai, April 25, 2017

For and on behalf of the Board

sd/-
H. M. NERURKAR
Chairman
(DIN : 00265887)

sd/-
P. B. PANDA
Managing Director
(DIN : 07048273)

sd/-
C. S. DAS
EVP & CFO

sd/-
A. DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

TRL KROSAKI REFRACTORIES LIMITED

CONSOLIDATED STATEMENT OF CHARGES IN EQUITY

(A) EQUITY SHARE CAPITAL

As at 31.03.2017

Particulars	Balance as at 01.04.2016	Changes in equity share capital during the year	Balance as at 31.03.2017
Equity Share Capital	20,90,00,000	—	20,90,00,000

As at 31.03.2016

Particulars	Balance as at 01.04.2015	Changes in equity share capital during the year	Balance as at 31.03.2016
Equity Share Capital	20,90,00,000	—	20,90,00,000

(B) OTHER EQUITY

As at 31.03.2017 ₹

Particulars	Reserves & Surplus			Investment Revaluation Reserve	Foreign Currency Translation Reserve (FCTR)	Total Other Equity
	Retained Earnings	General Reserve	Security Premium Reserve			
Balance as at 1st April, 2016	34,15,18,399	142,49,94,100	75,73,04,560	53,46,000	14,14,91,387	267,06,54,446
Adjustment of opening balance due to sale of subsidiary	11,62,24,343	-	-	-	-	11,62,24,343
Profit for the year	44,32,41,766	-	-	-	-	44,32,41,766
Dividend (Including dividend distribution tax)	(5,03,09,644)	-	-	-	-	(5,03,09,644)
Fair value gain on equity instrument	-	-	-	11,07,79,265	-	11,07,79,265
Change in FCTR during the year	-	-	-	-	(1,11,86,490)	(1,11,86,490)
Remeasurement loss on defined benefit plans (Refer Note below)	(2,43,94,195)	-	-	-	-	(2,43,94,195)
Reclassified to statement of profit and loss	-	-	-	-	(13,03,04,897)	(13,03,04,897)
Balance as at 31st March, 2017	**82,62,80,669**	**142,49,94,100**	**75,73,04,560**	**11,61,25,265**	**-**	**312,47,04,594**

As at 31.03.2016 ₹

Particulars	Reserves & Surplus			Investment Revaluation Reserve	Foreign Currency Translation Reserve (FCTR)	Total Other Equity
	Retained Earnings	General Reserve	Security Premium Reserve			
Balance as at 1st April, 2015	25,87,49,678	136,49,94,100	75,73,04,560	51,02,750	14,19,87,683	252,81,38,771
Profit for the year	17,88,55,035	-	-	-	-	17,88,55,035
Dividend (Including dividend distribution tax)	(2,50,78,746)	-	-	-	-	(2,50,78,746)
Transferred to general reserve	(6,00,00,000)	6,00,00,000	-	-	-	-
Fair value gain on equity instrument	-	-	-	2,43,250	-	2,43,250
Change in FCTR during the year	-	-	-	-	(4,96,296)	(4,96,296)
Remeasurement loss on defined benefit plans (Refer Note below)	(1,10,07,568)	-	-	-	-	(1,10,07,568)
Balance as at 31st March, 2016	**34,15,18,399**	**142,49,94,100**	**75,73,04,560**	**53,46,000**	**14,14,91,387**	**267,06,54,446**

As at 01.04.2015 ₹

Particulars	Reserve & Surplus			Investment Revaluation Reserve	Foreign Currency Translation Reserve (FCTR)	Total Other Equity
	Retained Earnings	General Reserve	Security Premium Reserve			
Balance as at 1st April, 2015	25,87,49,678	136,49,94,100	75,73,04,560	51,02,750	14,19,87,683	**252,81,38,771**

The nature of reserves are as follows:

1) Security premium reserve: Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013
2) Investment revaluation reserve: Investment revaluation reserve is used to record the fair value changes in equity instrument designated at Fair Value through Other Comprehensive Income (FVOCI)
3) Foreign Currency Translation Reserve: This reserve is used to record the foreign exchange translation differences arising on translation of foreign subsidiary into presentation currency of consolidated accounts.
4) Remaining reserves are free reserves that are available for distribution of dividends.

Note:

Remeasurement loss on defined benefit plans includes actuarial gain / (loss) arising on defined benefit plans of Company (net of deferred taxes). Refer Note: 32 for details of these defined benefit plans.

TRL KROSAKI REFRACTORIES LIMITED
NOTE FORMING PART OF CONSOLIDATED BALANCE SHEET

NOTE 01 : PROPERTY, PLANT & EQUIPMENT

₹

Description	Cost / (Deemed Cost) as at 01.04.2016	Additions	Deductions	Exchange Difference on Consolidation	Adjustment for sale of Shares in Subsidiary	Gross Block as at 31.03.2017	Accumulated Depreciation as at 01.04.2016	Depreciation for the Period: Additions	Depreciation for the Period: Deductions	Exchange Difference on Consolidation	Adjustment for sale of Shares in Subsidiary	Total Depreciation as at 31.03.2017	Net Block as at 31.03.2017
A. TANGIBLE ASSETS													
1. Freehold Land & Road	9,00,64,831	-	13,14,056	-	-	8,87,50,775	87,025	87,025	-	-	-	1,74,050	8,85,76,725
	(9,00,64,831)	(-)	(-)	(-)	(-)	(9,00,64,831)	(-)	(87,025)	(-)	(-)	-	(87,025)	(8,99,77,806)
2 Buildings	97,81,72,274	-	-	-	43,52,00,488	54,29,71,786	5,15,63,264	3,76,19,991	-	-	5,23,70,441	3,68,12,814	50,61,58,972
	(96,28,64,933)	(32,25,891)	(5,72,520)	(1,26,53,970)	(-)	(97,81,72,274)	(-)	(4,80,46,170)	(4,28,511)	(39,45,605)	-	(5,15,63,264)	(92,66,09,010)
3 Plant & Machinery	177,94,69,287	11,62,79,720	86,14,047	-	34,44,99,137	154,26,35,823	20,87,57,601	16,50,02,031	86,14,042	-	12,36,88,312	24,14,57,278	130,11,78,545
	(174,37,12,935)	(190,20,679)	(5,34,674)	(1,72,70,347)	(-)	(177,94,69,287)	(-)	(19,82,47,379)	(5,34,675)	(110,44,897)	-	(20,87,57,601)	(157,07,11,686)
4 Railway Siding	1,34,48,476	-	-	-	-	1,34,48,476	14,44,974	14,44,974	-	-	-	28,89,948	1,05,58,528
	(1,34,48,476)	(-)	(-)	(-)	(-)	(1,34,48,476)	(-)	(14,44,974)	(-)	(-)	-	(14,44,974)	(1,20,03,502)
5 Furniture, Fixture	9,06,71,125	20,75,348	5,05,591	-	5,21,854	9,17,19,028	1,87,06,847	1,65,13,838	5,05,592	-	10,707	3,47,04,386	5,70,14,642
	(8,54,82,153)	(51,90,495)	(22,928)	(21,405)	(-)	(9,06,71,125)	(-)	(187,19,072)	(,22,928)	(10,703)	-	(187,06,847)	(7,19,64,278)
6 Office Equipments	2,03,68,226	1,02,39,422	2,26,725	-	8,41,491	2,95,39,432	66,62,265	86,31,637	2,26,725	-	2,59,898	1,48,07,279	1,47,32,153
	(1,27,70,449)	(78,17,703)	(2,61,281)	(41,355)	(-)	(2,03,68,226)	(-)	(68,81,250)	(2,47,056)	(28,071)	-	(66,62,265)	(1,37,05,961)
7 Vehicles	1,71,49,683	31,98,948	26,54,329	-	20,43,557	1,56,50,745	17,83,346	46,44,124	25,41,702	-	13,76,009	25,09,759	1,31,40,986
	(1,60,50,596)	(54,24,740)	(45,18,102)	(1,92,449)	(-)	(1,71,49,683)	(-)	(59,30,945)	(43,13,265)	(1,65,666)		(17,83,346)	(1,53,66,337)
Total Tangible Assets	**298,93,43,902**	**13,17,93,438**	**1,33,14,748**	**-**	**78,31,06,527**	**232,47,16,065**	**28,90,05,322**	**23,39,43,620**	**1,18,88,061**	**-**	**17,77,05,367**	**33,33,55,514**	**199,13,60,551**
	(292,43,94,373)	(406,79,508)	(59,09,505)	(3,01,79,526)	(-)	(298,93,43,902)	(-)	(27,93,56,815)	(55,46,435)	(1,51,94,942)	-	(28,90,05,322)	(270,03,38,580)
B. INTANGIBLE ASSETS													
1. Development of Property	2,88,33,293	-	-	-	-	2,88,33,293	44,47,091	44,47,091	-			88,94,182	1,99,39,111
	(2,88,33,293)	-	(-)	(-)	(-)	(2,88,33,293)	(-)	(44,47,091)	(-)	(-)		(44,47,091)	(2,43,86,202)
2 Software	3,23,14,833	17,63,172	-	-	-	3,40,78,005	41,72,157	44,21,950	-	-		85,94,107	2,54,83,898
	(2,85,96,468)	(37,18,365)	(-)	(-)	(-)	(3,23,14,833)	(-)	(41,72,157)	(-)	(-)		(41,72,157)	(2,81,42,676)
Total Intangible Assets	**6,11,48,126**	**17,63,172**	**-**	**-**	**-**	**6,29,11,298**	**86,19,248**	**88,69,041**	**-**	**-**		**1,74,88,289**	**4,54,23,009**
	(5,74,29,761)	**(37,18,365)**	**(-)**	**(-)**	**(-)**	**(6,11,48,126)**	**(-)**	**(86,19,248)**	**(-)**	**(-)**		**(86,19,248)**	**(5,25,28,878)**
Total (A+B)	**305,04,92,028**	**13,35,56,610**	**1,33,14,748**	**-**	**78,31,06,527**	**238,76,27,363**	**29,76,24,570**	**24,28,12,661**	**1,18,88,061**	**-**	**17,77,05,367**	**35,08,43,803**	**203,67,83,560**
As at 31st Mar, 2016	(298,18,24,134)	(443,97,873)	(59,09,505)	(3,01,79,526)	(-)	(305,04,92,028)	-	(28,79,76,063)	(55,46,435)	(1,51,94,942)	-	(29,76,24,570)	(275,28,67,458)
C. CAPITAL WORK IN PROGRESS													
1. Buildings, Plant and Machinery etc. under erection.													5,05,24,327
													(2,31,70,035)
2. Intangible assets under development													—
													(17,54,400)
Total Assets													**208,73,07,887**
													(277.77.91.893)

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

TRL KROSAKI REFRACTORIES LIMITED

NOTE FORMING PART OF CONSOLIDATED BALANCE SHEET

NOTE: 02 INVESTMENTS	No. of equity shares of Face Value of ₹ 10 each fully paid-up unless otherwise specified	As at 31.03.2017 Non-current ₹	As at 31.03.2016 Non-current ₹	As at 01.04.2015 Non-current ₹
A. Investment in equity instruments				
***1)* Investment in Associate Company**				
a) Almora Magnesite Limited				
Original Cost of Investment	77,990	77,99,000	77,99,000	77,99,000
Add: Accumulated Profit		1,00,79,339	95,87,455	57,93,112
Carrying amount of Investment		1,78,78,339	1,73,86,455	1,35,92,112
b) TRL Asia Pte Ltd				
(Face value of SG$ 1 each,)	48,07,584	13,82,61,575	-	-
Add: Fair valuation of retained interest		10,89,35,265	-	-
Add: Profit / (loss) for the period		(1,51,64,844)	-	-
Carrying amount of Investment		23,20,31,996	-	-
2) Investment in Other Companies				
a) Equity Shares (Unquoted)				
Tata Construction and Projects Limited	1,44,202	18,42,020	18,42,020	18,42,020
Less : Provision for permanent diminution in value of investment		(18,42,020)	(18,42,020)	(18,42,020)
Carrying amount of Investment		-	-	-
b) Equity Shares (Quoted)				
HDFC Bank Limited (Market Value) (Face Value of Rs. 2 each)	5,000	72,00,000	53,56,000	51,12,750
B. Investment in debentures				
Investment in Other Companies				
Tata Construction and Projects Limited (10% Secured Debentures -	8,000	-	8,00,000	8,00,000
Face Value of Rs.100 each)				
Less : Provision for permanent diminution in value of investment		-	(8,00,000)	(8,00,000)
Carrying amount of Investment		-	-	-
Total Investments		**25,71,10,335**	**2,27,42,455**	**1,87,04,862**
Quoted Investments:				
- Cost		10,000	10,000	10,000
- Market Value		72,00,000	53,56,000	51,12,750
Unquoted Investments:				
- Cost		24,99,10,335	1,73,86,455	1,35,92,112

TRL KROSAKI REFRACTORIES LIMITED
NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

₹

03 - Other financial assets	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
	Non current	Current	Total	Non current	Current	Total	Non current	Current	Total
(a) Security deposits	3,98,67,346	53,95,613	**4,52,62,959**	3,87,63,656	60,09,946	**4,47,73,602**	3,90,52,704	63,33,155	**4,53,85,859**
(b) Interest accrued on deposits	-	22,25,651	**22,25,651**	-	26,23,089	**26,23,089**	-	13,028	**13,028**
(c) Deposit with bank (Maturity greater than 12 months)	2,80,00,000	-	**2,80,00,000**	-	-	**-**	-	-	**-**
(d) Loans to employees	84,88,003	92,82,966	**1,77,70,969**	84,38,981	66,67,393	**1,51,06,374**	1,10,54,080	21,33,288	**1,31,87,368**
Total other financial assets	**7,63,55,349**	**1,69,04,230**	**9,32,59,579**	**4,72,02,637**	**1,53,00,428**	**6,25,03,065**	**5,01,06,784**	**84,79,471**	**5,85,86,255**

04- Other non-financial assets	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
	Non current	Current	Total	Non current	Current	Total	Non current	Current	Total
(a) Capital advances	2,63,345	-	**2,63,345**	40,16,452	-	**40,16,452**	2,97,638	-	**2,97,638**
(b) Advance with public bodies	16,75,38,171	12,91,53,452	**29,66,91,623**	12,24,92,366	14,06,84,288	**26,31,76,654**	15,55,90,160	11,49,20,874	**27,05,11,034**
(c) Other loans and advances	1,31,24,752	13,41,57,475	**14,72,82,227**	2,29,75,122	11,12,21,616	**13,41,96,738**	2,71,80,950	14,20,01,360	**16,91,82,310**
(d) Prepaid Lease Payments	-	-	-	5,52,69,418	-	**5,52,69,418**	5,54,62,269	-	**5,54,62,269**
Gross other non financial assets	**18,09,26,268**	**26,33,10,927**	**44,42,37,195**	**20,47,53,358**	**25,19,05,904**	**45,66,59,262**	**23,85,31,017**	**25,69,22,234**	**49,54,53,251**
Less: Provision for bad & doubtful non-financial assets	-	69,01,662	**69,01,662**	-	57,49,622	**57,49,622**	-	56,69,019	**56,69,019**
Total Other non-financial assets	**18,09,26,268**	**25,64,09,265**	**43,73,35,533**	**20,47,53,358**	**24,61,56,282**	**45,09,09,640**	**23,85,31,017**	**25,12,53,215**	**48,97,84,232**

05 - Trade receivables	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
Unsecured	Non current	Current	Total	Non current	Current	Total	Non current	Current	Total
(a) More than six months	-	37,26,97,556	**37,26,97,556**	-	63,81,86,402	**63,81,86,402**	-	50,22,58,127	**50,22,58,127**
(b) Others	5,99,52,887	245,88,12,105	**251,87,64,992**	6,07,98,036	255,01,56,605	**261,09,54,641**	5,98,08,358	246,22,37,572	**252,20,45,930**
Gross Trade Receivables	**5,99,52,887**	**283,15,09,661**	**289,14,62,548**	**6,07,98,036**	**318,83,43,007**	**324,91,41,043**	**5,98,08,358**	**296,44,95,699**	**302,43,04,057**
Less: Provision for doubtful trade receivables	-	6,62,35,031	**6,62,35,031**	-	5,69,17,451	**5,69,17,451**	-	2,54,50,198	**2,54,50,198**
Net trade receivables	**5,99,52,887**	**276,52,74,630**	**282,52,27,517**	**6,07,98,036**	**313,14,25,556**	**319,22,23,592**	**5,98,08,358**	**293,90,45,501**	**299,88,53,859**

TRL KROSAKI REFRACTORIES LIMITED
NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

06. Inventories	₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
(a) Raw materials	84,34,16,383	83,99,28,061	87,61,61,465
(b) Work-in-progress	22,55,87,621	22,23,70,119	28,38,82,451
(c) Finished and semi-finished goods	54,00,06,751	61,93,80,001	60,52,15,601
(d) Stock-in-trade of goods acquired for trading	1,73,15,933	5,72,91,024	8,52,83,019
(e) Stores and spares	11,11,59,802	12,98,62,778	13,05,28,939
(f) Loose tools	30,47,674	29,28,653	33,03,103
(g) Fuel	3,57,79,122	2,84,05,724	5,00,37,378
Total Inventories	**177,63,13,286**	**190,01,66,360**	**203,44,11,956**
07 - Cash and bank balances			
(a) Cash in hand	94,789	3,16,301	2,37,256
(b) Unrestricted Balances with banks	3,69,20,655	7,91,00,586	6,15,17,731
Total cash and cash equivalents	**3,70,15,444**	**7,94,16,887**	**6,17,54,987**
(c) Earmarked Balances with banks - Unpaid dividend	55,35,444	63,48,894	63,22,582
Total cash and bank balances	**4,25,50,888**	**8,57,65,781**	**6,80,77,569**
08- Equity Share Capital			
Authorised :			
2,50,00,000 Equity Shares of Rs. 10 each	25,00,00,000	25,00,00,000	25,00,00,000
	25,00,00,000	**25,00,00,000**	**25,00,00,000**
Issued :			
2,09,00,000 Equity Shares of Rs. 10 each	20,90,00,000	20,90,00,000	20,90,00,000
	20,90,00,000	**20,90,00,000**	**20,90,00,000**
Subscribed and Paid-up :			
2,09,00,000 Equity Shares of Rs.10 each, fully paid-up	20,90,00,000	20,90,00,000	20,90,00,000
Total Share Capital	**20,90,00,000**	**20,90,00,000**	**20,90,00,000**

Notes:

a) The Company has only one class of shares referred to as equity shares having par value of ₹ 10 each. Holder of equity shares is entitled to one vote per share.

b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) **Reconciliation of Shares**

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Opening Balance	20,90,00,000	20,90,00,000
Changes in equity share capital during the year	-	-
Closing Balance	**20,90,00,000**	**20,90,00,000**

d) **Share holders holding more than 5% shares**

Name of the Share holders	As at 31.03.2017 Number of Shares held	As at 31.03.2017 % of holding	As at 31.03.2016 Number of Shares held	As at 31.03.2016 % of holding	As at 01.04.2015 Number of Shares held	As at 01.04.2015 % of holding
Krosaki Harima Corporation - Japan (Holding company)	1,06,59,000	51.00	1,06,59,000	51.00	1,06,59,000	51.00
Tata Steel Limited	55,63,864	26.62	55,63,864	26.62	55,63,864	26.62
Steel Authority of India Limited	22,03,150	10.54	22,03,150	10.54	22,03,150	10.54

TRL KROSAKI REFRACTORIES LIMITED

NOTE FORMING PART OF CONSOLIDATED BALANCE SHEET

09 - Borrowings

₹

	As at 31.03.2017				As at 31.03.2016				As at 01.04.2015			
	Long Term	Current maturities of Long term *	Short Term	Total	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												
From banks	—	—	—	—	—	—	—	—	—	8,93,14,742	—	**8,93,14,742**
(b) Repayable on Demand												
From banks (Refer 1 below)	—	—	82,03,38,283	**82,03,38,283**	—	—	123,75,15,681	**123,75,15,681**	—	—	147,66,54,314	**147,66,54,314**
(c) Other Loans												
Buyers credit in foreign currency	—	—	2,16,77,306	**2,16,77,306**	—	—	—	—	—	—	—	—
Total Secured Borrowings	—	—	**84,20,15,589**	**84,20,15,589**	—	—	**123,75,15,681**	**123,75,15,681**	—	**8,93,14,742**	**147,66,54,314**	**156,59,69,056**
B. Unsecured Borrowings												
(a) Term Loans												
From banks (Refer 2 below)	—	6,45,45,463	—	**6,45,45,463**	6,45,45,455	19,35,60,604	—	**25,81,06,059**	25,81,06,059	32,93,93,940	—	**58,74,99,999**
(b) Other Loans												
(i) Short term loans	—	—	75,00,00,000	**75,00,00,000**	—	—	117,00,00,000	**117,00,00,000**	—	—	67,00,00,000	**67,00,00,000**
(ii) Repayable on demand	—	—	33,62,350	**33,62,350**	—	—	31,51,57,022	**31,51,57,022**	—	—	57,44,46,815	**57,44,46,815**
(iii) Commercial paper	—	—	49,38,82,297	**49,38,82,297**	—	—	—	—	—	—	—	—
Total Unsecured Borrowings	—	**6,45,45,463**	**124,72,44,647**	**131,17,90,110**	**6,45,45,455**	**19,35,60,604**	**148,51,57,022**	**174,32,63,081**	**25,81,06,059**	**32,93,93,940**	**124,44,46,815**	**183,19,46,814**
Total Borrowings	—	**6,45,45,463**	**208,92,60,236**	**215,38,05,699**	**6,45,45,455**	**19,35,60,604**	**272,26,72,703**	**298,07,78,762**	**25,81,06,059**	**41,87,08,682**	**272,11,01,129**	**339,79,15,870**

**** Current maturities of long-term borrowings will be reported as a part of other current liabilities.***

1) Secured by hypothecation of current assets, both present and future, by way of pari-passu first charge and second charge over fixed assets.

2) Covered by Corporate Guarantee of Krosaki Harima Corporation, Japan , repayable in 12 quarterly installments . The next installment is due on 30th June, 2017.

TRL KROSAKI REFRACTORIES LIMITED

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

10 - Trade payables

		₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
(a)	Creditors for supplies / services	107,75,10,504	170,75,45,784	159,95,34,476
(b)	Creditors for accrued wages and salaries	6,44,73,014	5,86,59,282	4,39,35,571
(c)	Acceptances	25,25,94,025	21,23,30,045	23,93,33,307
	Total trade payables	**139,45,77,543**	**197,85,35,111**	**188,28,03,354**

11- Other financial liabilities

(a)	Current maturities of long-term debt	6,45,45,463	19,35,60,604	41,87,08,682
(b)	Interest accrued but not due on borrowings	13,97,704	20,27,732	34,02,323
(c)	Unpaid dividends	55,35,444	63,48,894	61,77,582
	Total other financial liabilities	**7,14,78,611**	**20,19,37,230**	**42,82,88,587**

TRL KROSAKI REFRACTORIES LIMITED

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

₹

12 - Provisions

	As at 31.03.2017			As at 31.03.2016			As at 01.04.2015		
	Long Term	Short Term	Total	Long Term	Short Term	Total	Long Term	Short Term	Total
	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Provision for employee benefits	10,64,64,590	9,78,57,410	**20,43,22,000**	8,38,21,360	7,94,07,113	**16,32,28,473**	7,81,65,524	7,31,62,476	**15,13,28,000**
(b) Provision for retirement benefits	15,08,28,980	69,53,020	**15,77,82,000**	14,51,64,416	45,42,574	**14,97,06,990**	13,59,62,791	65,15,209	**14,24,78,000**
(c) Provision for employee separation compensation	35,16,495	18,36,640	**53,53,135**	53,33,209	32,07,025	**85,40,234**	1,04,03,627	44,90,204	**1,48,93,831**
(d) Other provisions	3,36,64,881	—	**3,36,64,881**	3,15,18,910	—	**3,15,18,910**	2,93,72,941	—	**2,93,72,941**
Total Provisions	**29,44,74,946**	**10,66,47,070**	**40,11,22,016**	**26,58,37,895**	**8,71,56,712**	**35,29,94,607**	**25,39,04,883**	**8,41,67,889**	**33,80,72,772**

13 - Other current liabilities	As at 31.03.2017 ₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹
(i) Advances received from customers	6,65,99,352	8,46,81,765	10,88,97,958
(ii) Employee recoveries and employer contributions	1,32,97,457	1,39,68,198	1,25,20,860
(iii) Statutory dues	6,88,62,371	7,36,06,776	8,73,68,136
(iv) Others	—	78,09,003	76,24,380
Total Other liabilities	**14,87,59,180**	**18,00,65,742**	**21,64,11,334**

TRL KROSAKI REFRACTORIES LIMITED

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET

		Previous Year April'15 to March '16
14 - Revenue from operations	₹	₹
(a) Sale of products (including excise duty)	1194,30,65,495	1193,85,47,763
(b) Income from sale of services	25,51,19,447	29,55,20,601
(c) Other operating income	20,58,06,836	18,89,40,404
Total Revenue from operations	**1240,39,91,778**	**1242,30,08,768**
15 - Other Income		
(a) Dividend Income	47,500	40,000
(b) Profit on sale of capital assets	2,80,818	2,91,433
(c) Credit Balances written back	3,80,81,125	3,80,25,162
(d) Interest Income	85,53,639	1,03,78,908
Total Other Income	**4,69,63,082**	**4,87,35,503**
16 - Exceptional Item		
Profit on sale of shares in subsidiary company	15,01,54,002	—
Less: Expenditure incurred on sale of shares	(33,86,254)	—
Less: Adjustment of net asset of subsidiary on date of sale	(7,40,87,973)	—
Less: Adjustment of opening balance of subsidiary reserve & surplus	(11,62,24,343)	—
Add: Foreign currency translation reserve reclassified to profit and loss	13,03,04,897	—
Total Exceptional Item	**8,67,60,329**	**—**
17 - Employee Benefit Expense		
(a) Salaries and wages, including bonus	80,14,03,442	70,09,44,790
(b) Employee separation compensation	1,06,159	31,62,352
(c) Contribution to provident and other funds	10,41,87,685	10,45,91,421
(d) Staff welfare expenses	6,92,46,283	5,74,39,452
Total Employee Benefit Expense	**97,49,43,569**	**86,61,38,015**
18- Finance costs		
(a) Interest expense		
(1) Interest on fixed loans	13,28,52,726	13,12,31,743
(2) Interest on other loans	8,36,84,035	17,13,86,570
(b) Other borrowing costs	78,26,906	64,26,350
Total Finance Costs	**22,43,63,667**	**30,90,44,663**

TRL KROSAKI REFRACTORIES LIMITED

NOTE FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT & LOSS

19 - Other Expenses	₹	Previous Year April'15 to March '16 ₹
(a) Stores and spares consumed	21,41,03,407	15,40,82,521
(b) Repairs to buildings	9,11,99,562	6,72,17,704
(c) Repairs to machinery	17,82,92,479	17,26,95,016
(d) Contractors Charges for Refractories Management	16,73,05,658	23,23,92,250
(e) Fuel consumed	61,93,73,085	59,95,79,458
(f) Purchase of power	25,05,40,441	25,79,81,120
(g) Conversion charges	66,33,592	92,73,175
(h) Freight and handling charges	69,97,21,387	70,60,74,651
(i) Rent	3,15,33,794	2,91,72,262
(j) Royalty	4,29,01,339	3,40,88,195
(k) Rates and taxes	2,52,83,457	2,36,26,545
(l) Insurance charges	52,98,936	66,62,963
(m) Commission, discounts and rebates	8,94,25,447	7,88,51,935
(n) Provision for doubtful debts	4,77,28,126	5,72,73,780
(o) Excise duties*	109,26,67,445	106,70,92,044
(p) Net loss on foreign currency transactions	2,80,12,717	(62,38,477)
(q) Legal and other professional costs	9,57,86,534	14,24,41,342
(r) Other expenses**	41,34,29,921	35,40,93,537
Total Other Expenses	**409,92,37,327**	**398,63,60,021**

Note:

*Excise duties expense includes excise duty on sales of goods and incremental provision of excise duty on closing stock.

****Other expenses under 10(r) above includes:**

(A) 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 ₹ 2,49,117 (Previous Year ₹ 4,69,928))	29,40,340	35,62,913
ii) Fees for other Services	2,20,000	2,94,441
iii) Out-of pocket expenses	1,11,550	38,685
	32,71,890	**38,96,039**

(B) Expenditure incurred on Corporate Social Responsibility activity amounting to ₹ 81,40,526 (Previous year: ₹ 69,42,095)

Note -20 :NOTES TO CONSOLIDATED BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

1. General Information

TRL Krosaki Refractories Limited ("the Company") is a public limited Company incorporated in India with its registered office at Belpahar, Jharsuguda District, Odisha, India.

The Company and its subsidiaries (collectively referred to as "the Group") offers a wide range of refractories like Basic, Dolomite, High Alumina, Monolithic, Silica, Flow Control and Tap Hole Clay.

The consolidated financial statements as at March, 31 2017 present the financial position of the group as well as its interests in associate companies.

The functional and presentation currency of the Company and the presentation currency of the group is Indian rupees ("INR") which is the currency of the primary economic environment in which the Company operates.

As on March 31, 2017, Krosaki Harima Corporation, Japan owns 51% of the Ordinary Shares of TRL Krosaki Refractories Limited, and has the ability to significantly influence the Company's operations.

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

Particulars	Ownership in %		Country of Incorporation
	As at March 31, 2017	As at March 31, 2016	
Subsidiary Company			
TRLAsia Pte. Ltd. (Upto Dec 04, 2016)	—	88%	Singapore
TRL China Ltd. (Subsidiary of TRLAsia Pte. Ltd.)	—	88%	China
Associate Company			
AlmoraMagnesite Limited	38.995%	38.995%	India
TRLAsia Pte. Ltd. (From Dec 05, 2016)	37%	—	Singapore

2. Basis for preparation

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Indian Accounting Standards("Ind AS"), notified under the Companies (Indian Accounting Standards) Rules, 2015, with effect from April 1, 2016.

The transition from the previous GAAP (i.e., I GAAP) to Ind AS has been accounted for, in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards", with April 1, 2015 as the transition date. In accordance with Ind As 101 "First time adoption of Indian Accounting Standard", the group has presented a reconciliation from the presentation of financial statements under accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of total equity as at April 1, 2015 & March 31 2016 and of total comprehensive income for the year ended March 31 2016.

The financial statements have been prepared under the historical cost convention, with the exception of certain assets and liabilities that are required to be carried at fair values by Ind-AS.

3. Use of estimates and critical accounting judgments

In presentation of the consolidated financial statements, the group makes judgments, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

Significant judgments and estimates relating to the carrying amounts of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible and intangible assets, provision for employees' benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

4. Significant Accounting Policies

The significant accounting policies applied by the Group in preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements and in preparing the opening IndAS statement of financial position as at April 1, 2015, for the purpose of transition to Ind AS, unless otherwise indicated.

(a) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company, i.e. its subsidiaries. They also include the Group's share of profits, net assets and retained post acquisition reserves of associates that are consolidated using the equity method of consolidation.

Control is achieved when the Company is exposed to, or has rights to the variable returns of the equity and the ability to affect those returns through its power over the entity.

The result of subsidiaries and associates acquired or disposed off during the year are included in the consolidated statement of profit and loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Intra-group transactions, balances, incomes and expenses are eliminated on consolidation.

Non-controlling interest in the assets (excluding goodwill) off consolidated subsidiaries are identified separately from the Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition, plus the non-controlling interests' share of subsequent change in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

(b) Investment in Associates:

Associates are those enterprises in which the group has significant influence, but does not have control.

Investments in associates are accounted for under the equity method and are initially recognized at cost, from the date that significant influence commences until the date that significant influence ceases. Subsequent changes in the carrying value reflect the post acquisition changes in the groups' share of net assets of the associate.

(c) Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

Sale of Goods:

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

Export incentives

Export incentives under the Duty Drawback Scheme are recognized on the basis of credits given in the bank or on receipt of duty credit scrips.

Bonus Claims

Bonus claims linked to operating efficiency of products are recognized upon their crystallization.

Rendering of services:

Revenue from a contract to provide service is recognized by reference to the stage of completion of the contract.

Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

(d) Foreign currency transactions and translation

The consolidated financial statements of the Group are presented in INR, which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the separate financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period.

Exchange differences arising on translation or settlement of long-term foreign currency monetary items is accounted in the statement of profit and loss for the period.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in INR using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity. On the disposal of a foreign operation, all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to the statement of profit and loss.

(e) Borrowing Costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time that the assets are substantially ready for the intended use.

(f) Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying amount of the replaced part is de-recognised.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs during the period of construction are added to the cost of eligible tangible assets.

Gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

(g) Intangible assets

Development of property and software costs are included in the balance sheet as intangible assets, when they are clearly linked to long term economic benefits for the Group. These are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives. All other costs on development property and software are expensed in the statement of profit and loss as incurred.

(h) Depreciation and amortization of property, plant and equipment and intangible assets

Depreciation or amortization 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 charge of depreciation or amortization commences from the date the assets are available for their intended use. The estimated useful lives of assets and residual values are reviewed periodically and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use.

Depreciation on assets under construction commences only when the assets are ready for their intended use.

The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

Sl No	Nature of Assets	Useful Life (in years)
1	Roads	10
2	Factory Buildings	30
3	Other Buildings (RCC Structure)	60
4	Grinder	8 to 15
5	Mixture, Press Drying Chambers, Shuttle Kiln	10 to 15
6	Gas Producer, Kiln and Shaft Kiln	25
7	Kiln Car	10
8	Workshop Equipment	10 to 15
9	Other Equipment	5 to 15
10	Railway Siding	15
11	Furniture fittings, office equipment, motor car, Jeep, motor cycle, computer, cinema and audio visual equipment	5
12	Research and development equipment, hospital and canteen equipment, electric fittings	10
13	Motor Lorry and mobile equipment	8

Intangible Assets		
1	Software	10
2	Development of mines	10 years or lease period whichever is less

As the 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 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.

(i) Impairment

At each balance sheet date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. An impairment loss is recognized in the statement of profit and loss as and when the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

(j) Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(a) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through profit or loss.

The Group in respect of certain equity instruments which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments.

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition. For financial instruments whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing of the proceeds received.

(b) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

(c) Derivative financial instruments and hedge accounting

In the ordinary course of business, the Group uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange. The instruments are confined principally to forward foreign exchange contracts. The instruments are employed as hedges of transactions included in the accounts or for highly probable forecast transactions/ firm contractual commitments.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The fair values for forward currency contracts are marked to market at the end of each reporting period. The Group adopts hedge accounting for forward contracts wherever possible. At the inception of each hedge, there is a formal, documented designation of the hedging relationship. This documentation includes, inter alia, items such as identification of the hedged item or transaction and the nature of the risk being hedged. At inception, each hedge is expected to be highly effective in achieving an offset of changes in fair value or cash flows attributable to the hedged risk. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at the inception and on an ongoing basis. The ineffective portion of designated hedges are recognised immediately in the statement of profit and loss.

When hedge accounting is applied, Group treats the hedge relationship in relation to foreign currency exposure as fair value hedges of recognised assets and liabilities. Changes in fair value of the hedged assets and liabilities attributable to the risk being hedged, are recognised in the statement of profit and loss and compensate for the effective portion of the symmetrical changes in the fair value of the derivatives

In cases where hedge accounting is not applied, changes in the fair value of derivatives are recognised in the statement of profit and loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the statement of profit and loss for the period.

(k) Employee benefits

Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes, where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Defined benefit plans

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in Other Comprehensive Income. The service cost, net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense, when the plan amendment or curtailment occurs, or when any related restructuring cost or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation, as reduced by the fair value plan assets.

Employee Separation Scheme:

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

(l) Inventories

Finished goods and semi-finished goods inventories are stated at lower of cost and net realisable value. Costs are calculated on full absorption cost basis, which comprise direct materials, direct labour and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost of inventories is generally ascertained on the weighted average basis. Net realisable value is the price at which the inventories can be realised in the normal course of business, after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Provisions are made to cover non-moving and obsolete items based on historical experience of utilization on a product category basis.

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.

(m) Provisions

Provisions are recognised in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

Constructive obligation is an obligation that derives from an entity's actions where:

(a) By an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities; and

(b) As a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

n) Income taxes

Tax expense for the year comprises current and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws enacted in the country.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

21 Explanation of Transition to IND AS

(i) Ind AS 101 " First time adoption of Indian accounting standards " permits companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS in the transition period. The Group, on transition to Ind AS, has availed the following key exemptions:-

a Property, Plant and Equipment:

The Group has elected to take the carrying value of its property, Plant & Equipment and intangible assets as per previous GAAP (I GAAP) as its deemed cost for Ind AS as at 1st April, 2015.

Particulars	Gross Block as at 1st April-2015	Accumulated Depreciation as at 1st April-2015	Deemed Cost as at 1st April-2015
	₹	₹	₹
Freehold Land & Roads	9,72,40,150	71,75,319	9,00,64,831
Buildings	130,67,81,824	34,39,16,891	96,28,64,933
Plant & Machinery	473,30,77,583	298,93,64,648	174,37,12,935
Railway Siding	2,46,80,832	1,12,32,356	1,34,48,476
Furniture & Fixture	16,87,65,829	8,32,83,676	8,54,82,153
Office Equipments	12,01,89,551	10,74,19,102	1,27,70,449
Vehicles	5,46,31,219	3,85,80,623	1,60,50,596
Total Tangible Assets	**650,53,66,988**	**358,09,72,615**	**292,43,94,373**
Patents & Trade Mark	1,47,70,383	1,47,70,383	-
Development of Property	5,39,96,289	2,51,62,996	2,88,33,293
Software	4,03,40,358	1,17,43,890	2,85,96,468
Total intangible Assets	**10,91,07,030**	**5,16,77,269**	**5,74,29,761**
Total	**661,44,74,018**	**363,26,49,884**	**298,18,24,134**

b Investment in subsidiary and associates

The Group has elected to take the carrying amount of all its investments in subsidiary and associate as at April 1, 2015 as its deemed cost for Ind AS.

c Financial Instruments

The Group has designated its investment in equity instruments, other than investment in subsidiary and associate, as at Fair Value through Other Comprehensive Income (FVOCI), based on facts and circumstances that existed on the date of the transition.

d Leases

The Group has elected to carry out the assessment of leases based on conditions prevailing as at the date of transition.

(ii) Exceptions applicable to Group

a De-recognition of financial assets and liabilities

The Group has elected to apply the de-recognition provisions of Ind AS 109 (Financial Instruments) prospectively from the date of transition to Ind AS.

b Classification and measurement of financial assets

The Group has classified the financial assets in accordance with Ind AS 109 (Financial Instruments) on the basis of facts and circumstances that existed as at the date of transition to Ind AS.

(iii) Reconciliation between Previous GAAP and Ind AS

1 Equity Reconciliation

Particulars	**Note**	**As at April 1, 2015 ₹**	**As at March 31, 2016 ₹**
Equity as per Previous GAAP		**270,69,57,275**	**287,45,58,007**
Re-measurement			
(i) Financial Instruments	1	51,02,750	53,46,000
(ii) Reversal of proposed dividend and tax thereon	2	2,50,78,746	-
(iii) Others	4	-	(2,49,561)
Equity as per Ind AS		**273,71,38,771**	**287,96,54,446**

2 Comprehensive Income Reconciliation

Particulars	**Note**	**For the year ended 31-Mar-16 ₹**
Net Profit as per Previous GAAP		**16,80,97,028**
(i) Employee Benefits	3	1,41,84,360
(ii) Tax impact on above adjustments	3	(31,76,792)
(iii) Others	4	(2,49,561)
Net profit as per Ind AS		**17,88,55,035**
Other Comprehensive Income as per Ind AS	5	(1,12,60,614)
Total Comprehensive Income as per Ind AS		**16,75,94,421**

Notes:

1 The Group has designated its equity investments, which are not held for trading, at Fair Value through Other Comprehensive Income (FVOCI). The Impact of such fair value changes as on the date of transition is recognised in the opening reserves and changes thereafter are recognised in Other Comprehensive Income.

2 Proposed dividend declared by the Holding Company is accounted for once approved in the Annual General Meeting, as opposed to the earlier practice of accounting for the same after being proposed by the Board under IGAAP.

3 The Group has recognised all actuarial gains and losses on post retirement defined benefit schemes in other comprehensive income. Deferred taxes pertaining to these losses has also been recognized in other comprehensive income.

4 Other adjustment primarily include re-measurement of retention at fair value.

5 Other Comprehensive Income includes the impact of fair valuation of quoted non-current investments, re-measurement gain / losses on actuarial valuation of post-employment defined benefits and movement in foreign currency translation reserve.

22 Contingent Liabilities

a) Claims not acknowledged by the Group	**As at 31.03.2017 ₹**	**As at 31.03.2016 ₹**
(i) Excise & Service Tax	1,65,45,255	1,75,07,655
(ii) Sales Tax and VAT	13,41,31,662	13,00,99,371
(iii) Income Tax	10,98,59,702	8,74,88,725
(iv) Other Claims not acknowledge as debts*	1,88,41,203	59,41,203

* Demand by Mining Officer: Demand Notice has been raised by the Mining Officer, Cuttack Circle, Odisha, amounting to ₹ 1.29 Crores for excess production of fireclay over the quantity permitted under the scheme

of mining for the period 2003-04 to 2006-07. The demand notice has been raised under Section 21(5) of the Mines and Minerals (Development and Regulations) Act (MMDR). However, the Act specifies that demand can be raised only when the land is occupied without lawful authority. The Company is of the view that, Section 21(5) of the MMDR Act is not applicable to it, as the mining has been carried out within the confines of the sanctioned mining lease area. Accordingly, the Holding Company has filed a revision petition before the Mines Tribunal against the demand notice.

b) Bank Guarantee - ₹ 31,09,92,386 (Previous Year : ₹ 22,59,75,818)

c) Corporate Guarantee given by the Holding Company to State Bank of India, Shanghai Branch, with respect to term loan and working capital limits sanctioned to TRL China Ltd. - ₹ Nil (Previous Year : ₹ 93,67,67,886)

d) Bills Discounted - Nil (Previous Year : ₹ 50,27,37,359).

23 Estimated amount of contracts remaining to be executed on Capital Account and not provided for, net of advances paid ₹ 9,77,45,773 (Previous Year : ₹ 6,89,30,140).

24 The board has recommended a dividend of ₹ 6.30 per share i.e. 63% of on paid up share capital, for the year ended 31st March, 2017. Accordingly, the dividend amount is ₹ 13,16,70,000 and dividend distribution tax is ₹ 2,68,05,379.

25 Water Rate Dispute

The Holding Company has been drawing water from Lilhari Nullha, a natural water stream. Up to 1994, as per the Orissa Irrigation Act, the water rate was payable for drawing water from irrigation work. Natural water streams like Lilhari Nullha were not covered in the definition of irrigation work, as given in Section 4(9) of the Act. Definition of 'Government water source' was inserted in Section 4(6-a) of the Act in 1994, which covers natural water sources like Lilhari Nullha and the Holding Company has been paying water rate since then. However, the Government of Orissa demanded an amount of ₹ 57,77,600/- towards water rate and penalty for the period prior to 1994, which has been stayed by the Hon'ble High Court of Orissa. Water Resources Department, Government of Orissa, has been charging monthly compounded interest @2% on the disputed amount and the total interest charged up to 31st March 2017 is ₹ 32,09,55,756/-. The total demand, together with interest as on 31st March 2017, is ₹ 32,70,04,122/-. As per the legal opinion obtained by the Holding Company, the demand is not tenable under the law. As such, the amount has not been disclosed as a Contingent Liability.

26 (i) Amount required to be spent by the Group on Corporate Social Responsibility (CSR) activities during the year was ₹ 22,99,057.

(ii) Revenue expenditure charged to statement of Profit and Loss in respect of Corporate Social Responsibility (CSR) activities undertaken during the year is ₹ 81,40,526.

27 Segment Reporting: The Group manufacture and sell refractory products. The performance of the Group is assessed and reviewed by Chief Decision Maker (CODM) on this single segment basis.

28 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 Group. The total outstanding dues of Micro and Small Enterprises is ₹ 65,87,888 (Previous Year: ₹ 9,28,417). Since there is no delay in the making of payments to Micro, Small and Medium Enterprises, no interest is paid, accrued, due, and payable.

29 Exceptional Item

During the year, the Holding Company has sold 66,26,670 shares of Singapore Dollars (SGD) 1 each, of TRL Asia Private Limited (its subsidiary company), to Krosaki Harima Corporation, Japan, for SGD 71,91,000, out of its total holding of 1,14,34,254 equity shares in the subsidiary company and earned a profit of ₹ 8,67,60,329, which is net of expenditure incurred for sale of shares and adjustments on account of consolidation.

30 Issue of Commercial Paper: The Holding Company has issued commercial paper during the year to meet the working capital requirements and the maximum amount raised through issue of Commercial paper during Financial Year 2016-17 is ₹ 49,38,82,297 which is outstanding as at 31st March,2017 (Previous Year: ₹ Nil)

31 Inventories:

During the year an amount of ₹ 89,13,403 (Previous Year : ₹ 1,16,43,326) has been recognised in the statement of profit and loss as a written down of inventory to net realisable value. Further, ₹ 1,95,95,292 (Previous Year ₹ 8,94,119) has been provided for obsolescence and write off of inventory.

32 Employee Benefits

In line with the disclosure requirements under Ind AS 19 (Employee Benefits), the relevant details with respect to employee benefits are given here below:

1 Defined Contribution Plan

The Company and its subsidiary participate in a number of defined contribution plans on behalf of relevant personnel. Any expense recognized in relation to the schemes represents the value of contributions payable during the period by the Company and its subsidiaries at rates specified by the rules of those plans.

a) Provident Fund & Social Security Fund

In accordance with Indian law, eligible employees of the Holding Company are entitled to receive benefits in respect of Provident Fund, a defined contribution plan, in which both the employees and the Holding Company make monthly contributions at a specified percentage of the covered employees' salary.

As per the provisions of the Provident Fund and Misc. Provisions Act, contribution to provident Fund is made to an irrevocable trust set up by the Holding Company and contribution to pension fund is deposited with the Regional Provident Fund Commissioner.

The rules of the Holding Company's provident fund administered by a trust, required that if the Board of the Trustee are unable to pay interest at the rate declared by the Government for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Holding Company making interest shortfall a defined benefit.

In case of subsidiary company, contribution is made to a social security fund established by government of country in which company operates.

b) Superannuation Fund

The Holding Company has a superannuation plan. Employees who are members of the superannuation plan are entitled to benefits depending on the contribution made by Holding Company and rate of interest declared by the superannuation trust.

Separate irrevocable trust is maintained for employees covered and entitled for this benefit. The Holding Company contributes 15% of basic salary, of the eligible employees' to the trust every year. Such contributions are recognized as an expense when incurred. The Holding Company has no further obligation beyond this contribution.

c) Expenses recognised in respect of above

The Group has recognized, in the Statement of Profit and Loss account for the year ended 31.03.2017, an amount of ₹ 8,64,59,831 (Previous Year : ₹ 8,63,24,395) being expenses under the defined contribution plans, as given below:

	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
Holding Company's provident fund contribution to trust	2,44,53,588	2,14,85,886
Superannuation Fund	2,68,97,741	2,41,96,867
Employee Pension Scheme	1,51,20,927	1,37,75,634
Subsidiary Contribution to Social Security Fund	1,99,87,575	2,68,66,008
	8,64,59,831	**8,63,24,395**

2 Defined benefit plans

The Holding Company operates post retirement defined benefit plans as follows:

a. Funded

(i) Post Retirement Gratuity

The Holding Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established as trusts. The Holding Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. The Company is exposed to actuarial risk and investment risk with respect to this plan.

b. Unfunded:

(i) Post Retirement Medical benefits

The Holding Company has Post-Retirement Medical Benefit Scheme (PRMB), under which the retired employees and their spouses are eligible for free medical benefits in Company's hospital during their lifetime upto a ceiling fixed by the Company. The liability for the same is recognised annually on the basis of actuarial valuation.

(ii) Pension to Directors

The Holding Company has Ex MD Pension Scheme, under which the retired managing director gets a monthly pension. The liability for the same is recognised annually on the basis of actuarial valuation.

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

		Description	Current Year As at 31.03.17 ₹	Previous Year As at 31.03.16 ₹
I		**Change in present value of defined benefit obligation during the year**		
	1.	Present Value of defined benefit obligation as at the beginning of the year	21,36,66,780	21,65,60,270
	2.	Current Service Cost	1,20,90,880	1,13,36,430
	3.	Interest Cost on the DBO	1,54,99,130	1,54,71,300
	4.	Actuarial (gains)/ losses - Experience	52,41,560	1,33,23,530
	5.	Actuarial (gains)/ losses - Financial Assumptions	1,88,81,160	(15,82,720)
	6.	Benefits paid from plan assets	(3,98,55,220)	(4,14,42,030)
	7.	Closing Present Value of DBO	22,55,24,290	21,36,66,780
II		**Change in fair value of plan assets during the year**		
	1.	Fair Value of assets at the beginning of the year	17,70,93,540	18,04,83,860
	2.	Interest Income on Plan Assets	1,41,73,270	1,34,90,260
	3.	Employer contributions	4,00,00,000	2,20,00,000
	4.	Return on plan assets greater/(lesser) than discount rate	-	25,61,450
	5.	Benefits paid	(3,98,55,220)	(4,14,42,030)
	6.	Fair Value of Plan assets at the end of current period	19,14,11,590	17,70,93,540
III		**Net asset/ (liability) recognised in the balance sheet**		
	1.	Fair value of plan assets	19,14,11,590	17,70,93,540
	2.	Present value of obligation	22,55,24,290	21,36,66,780
	3.	Amount recognised in the balance sheet	3,41,12,700	3,65,73,240
IV		**Expense recognized in the statement of profit and loss for the year**		
	1.	Current service cost	1,20,90,880	1,13,36,430
	2.	Net interest on net defined benefit liability	13,25,860	19,81,040
	3.	Total expenses included in employee benefits expense	1,34,16,740	1,33,17,470
V		**Recognised in other comprehensive income for the year**		
	1.	Actuarial (gain)/ loss due to DBO experience	52,41,560	1,33,23,530
	2.	Actuarial (gain)/ loss due to DBO assumption changes	1,88,81,160	(15,82,720)
	3.	Return on plan assets (greater)/less than discount rate	-	(25,61,450)
	4.	Actuarial (gains)/ losses recognized in OCI	2,41,22,720	91,79,360

VI	**Maturity profile of defined benefit obligation**		
	1. Within the next 12 months (next annual reporting period)	1,67,83,940	1,68,87,350
	2. Between 2 and 5 years	9,96,16,660	10,32,60,650
	3. Between 6 and 10 years	12,26,45,060	10,99,52,720
VII	**Quantitative sensitivity analysis for significant assumption is as below**		
	1. Increase/ (decrease) on present value of defined benefits obligation at the end of the year		
	(i) One percentage point increase in discount rate	(1,88,81,160)	(1,46,15,270)
	(ii) One percentage point decrease in discount rate	2,20,98,780	1,69,57,990
	(iii) One percentage point increase in rate of salary increase	2,21,01,860	1,71,31,680
	(iv) One percentage point decrease in rate of salary increase	(1,92,15,850)	(1,50,04,670)

2. **Sensitivity Analysis Method**

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.

ii). Investment Details

The full amount has been invested in the Cash Accumulation Scheme of Life Insurance Corporation of India.

iii). Assumptions	**31.03.17**	**31.03.16**
a. Discount rate (per annum)	7.00%	8.00%
b. Rate of escalation in salary (per annum)	6.00%	6.00%

d) 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
I Reconciliation of opening and closing balances of obligation				
1. Present Value of defined benefit obligation as at the beginning of the year	7,04,56,860	4,26,78,350	6,47,84,740	4,16,17,390
2. Current Service Cost	15,95,110	-	13,38,690	-
3. Interest Cost on the DBO	54,37,900	32,77,070	49,41,400	31,59,750
4. Actuarial (gains)/ losses - Experience	1,05,57,320	38,22,160	47,78,760	5,83,930
5. Actuarial (gains)/ losses - Financial Assumptions	(99,85,580)	42,27,320	(9,15,980)	5,58,290
6. Benefits paid directly by the Holding Company	(49,66,340)	(34,30,000)	(44,70,750)	(32,41,010)
7. Closing Present Value of DBO	7,30,95,270	5,05,74,900	7,04,56,860	4,26,78,350
II Expense recognized in the statement of profit and loss for the year				
1. Current service cost	15,95,110	-	13,38,690	-
2. Net interest on net defined benefit liability	54,37,900	32,77,070	49,41,400	31,59,750
3. Total expenses included in employee benefits expense	70,33,010	32,77,070	62,80,090	31,59,750
III Recognised in other comprehensive income for the year				
1. Actuarial (gain)/ loss due to DBO experience	1,05,57,320	38,22,160	47,78,760	5,83,930
2. Actuarial (gain)/ loss due to DBO assumption changes	(99,85,580)	42,27,320	(9,15,980)	5,58,290
3. Actuarial (gains)/ losses recognized in OCI	5,71,740	80,49,480	38,62,780	11,42,220

IV	**Assumptions**					
	a.	Discount rate (per annum) at the beginning of the year	8.00%	8.00%	7.90%	7.90%
	b.	Discount rate (per annum) at the end of the year	7.00%	7.00%	8.00%	8.00%
	c.	Rate of pension increase	-	8.00%	-	8.00%
	c.	Medical costs inflation rate	4.00%	-	6.00%	-
	d.	Average Medical Cost (₹/person)	1,600.00	-	1,350.00	-
V	**Quantitative sensitivity analysis for significant assumption is as below**					
	Increase/ (decrease) on present value of defined benefits obligation at the end of the year					
	(i)	One percentage point increase in discount rate	(77,81,150)	(42,27,320)	(81,52,230)	(35,03,080)
	(ii)	One percentage point decrease in discount rate	95,81,620	49,04,530	1,01,55,700	40,57,740
	(iii)	One percentage point increase in medical inflation rate	97,85,070	-	1,02,61,830	-
	(iv)	One percentage point decrease in medical inflation rate	(80,53,070)	-	(83,60,830)	-
	(v)	One percentage point increase in pension rate	-	48,07,630	-	40,07,650
	(vi)	One percentage point decrease in pension rate	-	(42,27,320)	-	(35,25,920)
VI	**Maturity profile of defined benefit obligation**					
	1.	Within the next 12 months (next annual reporting period)	40,00,260	31,92,000	32,38,000	14,82,750
	2.	Between 2 and 5 years	1,76,66,440	1,55,34,190	2,11,94,000	72,15,960
	3.	Between 6 and 10 years	2,63,60,850	2,75,14,920	6,03,39,000	1,27,81,280

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

33 INCOME TAXES

A. A reconciliation of the tax expense to the amount computed by applying the statutory income tax rate to the profit before taxes is summarized below:

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
Profit before tax	62,43,23,641	26,51,49,586
Less: Profit on sale of investment (not taxable as there is a capital loss)	(8,67,60,329)	-
Less: (Profit) / loss of associate company	1,46,72,960	(57,59,633)
Less: Profit for subsidiary (There is no tax liability in case of subsidiary company)	(6,74,93,056)	(445,09,690)
Less: Expenses recognised in other comprehensive income	(3,27,42,586)	(1,41,84,360)
Adjusted profit before tax (A)	**45,20,00,630**	**20,06,95,903**
Tax rate (B)	34.608%	34.608%
Tax expense (A*B)	**15,64,28,378**	**6,94,56,838**
Add: Tax effect of expenses that are not deductible for tax purposes: CSR Expenses	17,97,895	24,02,520
Add: Taxation for earlier years	40,65,044	-
Add: Taxation on write back adjusted directly with general reserves	26,38,234	-
Less: Tax effect of Income exempt from tax: Dividend Income	(16,439)	(13,843)
Add: Additional tax expense (deferred tax expense) due to change in tax rate **#**	-	70,21,074
Add / (Less): Other differences	3,34,734	(2,83,366)
Income tax expense charged to the statement of profit and loss	**16,52,47,846**	**7,85,83,223**
Tax expense recognised in profit and loss	17,35,96,237	8,17,60,015
Deferred taxes recognised in other comprehensive income	(83,48,391)	(31,76,792)
Income tax expense charged to the statement of profit and loss	**16,52,47,846**	**7,85,83,223**

Tax rate during the previous year had changed from 32.445% to 34.608% due to increase in surcharge on income taxes from 5% to 12%.

B. The tax effect of significant temporary differences that resulted in deferred tax liability are as follows:

	Balance sheet			Recognized in profit / loss & other comprehensive income	
	As at 31.03.2017 ₹	As at 31.03.2016 ₹	As at 01.04.2015 ₹	Current year 2016-17 ₹	Previous year 2015-16 ₹
Deductible temporary difference					
(i) Expense allowed on payment basis	6,71,69,179	5,98,37,058	5,25,04,662	73,32,121	73,32,396
(ii) Unpaid Royalty	69,98,792	53,47,147	46,79,491	16,51,645	6,67,656
(iii) Provision of doubtful debts and advances	2,53,11,146	2,03,34,859	37,71,688	49,76,287	1,65,63,171
(iv) Friendly departure scheme	46,28,542	62,61,827	83,93,943	(16,33,285)	(21,32,116)
(v) Unabsorbed depreciation	-	-	2,60,02,652	-	(2,60,02,652)
Total (A)	**10,41,07,659**	**9,17,80,891**	**9,53,52,436**	**1,23,26,768**	**(35,71,545)**
Taxable temporary difference					
Property, Plant & Equipment	22,98,35,884	22,29,79,003	20,06,68,539	68,56,881	2,23,10,464
Total (B)	**22,98,35,884**	**22,29,79,003**	**20,06,68,539**	**68,56,881**	**2,23,10,464**
Deferred Tax liability (B-A)	**12,57,28,225**	**13,11,98,112**	**10,53,16,103**		
Net impact in profit / loss & other comprehensive income #				**(54,69,887)**	**2,58,82,009**

The total deferred tax expense recognised in other comprehensive income is ₹ 83,48,391 (Previous year: ₹ 31,76,792)

C. Reconciliation of deferred tax liability

Particulars	**As at 31.03.17** ₹	**As at 31.03.16** ₹
Opening balance as at 1st April	13,11,98,112	10,53,16,103
Add: Deferred tax expense / (income) recognized in statement of profit and loss	(54,69,887)	2,58,82,009
Closing balance as at 31st March	12,57,28,225	13,11,98,112

34 FINANCIAL INSTRUMENTS

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 21(4)(VIII) to the financial statements.

(a) Financial assets and liabilities

The following table presents carrying amount and fair value of each category of financial asset & liabilities.

Particulars	Amortised cost ₹	Fair value through other comprehensive income ₹	Derivative instruments in hedging relationship ₹	Total Carrying Value ₹	Total Fair Value ₹
As at 31.03.2017					
Financial assets					
Trade receivables	282,52,27,517	—	—	282,52,27,517	282,52,27,517
Investments	24,99,10,335	72,00,000	—	25,71,10,335	25,71,10,335
Cash and bank	4,25,50,888	—	—	4,25,50,888	4,25,50,888
Other financial assets	9,32,59,579	—	—	9,32,59,579	9,32,59,579
Total	**321,09,48,319**	**72,00,000**	—	**321,81,48,319**	**321,81,48,319**
Financial liabilities					
Borrowings	208,92,60,236	—	—	208,92,60,236	208,92,60,236
Trade payables	138,46,58,757	—	99,18,786	139,45,77,543	139,45,77,543
Other financial liabilities	7,14,78,611	—	—	7,14,78,611	7,14,78,611
Total	**354,53,97,604**	—	**99,18,786**	**355,53,16,390**	**355,53,16,390**
As at 31.03.2016					
Financial assets					
Trade receivables	319,22,23,592	—	—	319,22,23,592	319,22,23,592
Investments	1,73,86,455	53,56,000	—	2,27,42,455	2,27,42,455
Cash and bank	8,57,65,781	—	—	8,57,65,781	8,57,65,781
Other financial assets	6,25,03,065	—	—	6,25,03,065	6,25,03,065
Total	**335,78,78,893**	**53,56,000**	—	**336,32,34,893**	**336,32,34,893**
Financial liabilities					
Borrowings	278,72,18,158	—	—	278,72,18,158	278,72,18,158
Trade payables	197,85,35,111	—	—	197,85,35,111	197,85,35,111
Other financial liabilities	20,19,37,230	—	—	20,19,37,230	20,19,37,230
Total	**496,76,90,499**	—	—	**496,76,90,499**	**496,76,90,499**
As at 01.04.2015					
Financial assets					
Trade receivables	299,88,53,859	—	—	299,88,53,859	299,88,53,859
Investments	1,35,92,112	51,12,750	—	1,87,04,862	1,87,04,862
Cash and bank	6,80,77,569	—	—	6,80,77,569	6,80,77,569
Other financial assets	5,85,86,255	—	—	5,85,86,255	5,85,86,255
Total	**313,91,09,795**	**51,12,750**	—	**314,42,22,545**	**314,42,22,545**
Financial liabilities					
Borrowings	297,92,07,188	—	—	297,92,07,188	297,92,07,188
Trade payables	188,28,03,354	—	—	188,28,03,354	188,28,03,354
Other financial liabilities	42,82,88,587	—	—	42,82,88,587	42,82,88,587
Total	**529,02,99,129**	—	—	**529,02,99,129**	**529,02,99,129**

(b) The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below

Level-1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level-2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level-3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Particulars	Carrying Amount	Fair Value		
		Level 1	Level 2	Level 3
	₹	₹	₹	₹
As at 31.03.2017				
Financial assets				
Investment - Equity share (HDFC Bank)	72,00,000	72,00,000	—	—
Financial liabilities				
Derivative financial instruments - forward cover	99,18,786	99,18,786	—	—
As at 31.03.2016				
Financial assets				
Investment - Equity share (HDFC Bank)	53,56,000	53,56,000	—	—
Financial liabilities				
Derivative financial instruments - forward cover	—	—	—	—
As at 01.04.2015				
Financial assets				
Investment - Equity share (HDFC Bank)	51,12,750	51,12,750	—	—
Financial liabilities				
Derivative financial instruments - forward cover	—	—	—	—

(c) FINANCIAL RISK MANAGEMENT POLICIES AND OBJECTIVES:

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, payables and loans and borrowings.

The Group manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowings.

Interest rate risk

The Group's exposure to interest rate risk is minimal as the Group does not have any significant interest earning asset or interest bearing liability. As such, the Group is not exposed to significant interest rate risk as at the reporting date.

Foreign currency risk

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales and services in overseas and purchases from overseas suppliers in various foreign currencies.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group maintains sufficient cash and cash equivalents to manage its liquidity risk.

Credit Risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in a financial loss to the Group.

To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and agreeing of accounts receivable. Individual risk limits are set accordingly.

Financial assets are provided for when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categorises a loan or receivable for provision as per provisioning policy of the Group. Where loans or receivables have been provided, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in the statement of profit and loss.

(d) Foreign Currency exposure as at 31.03.2017 ₹

Particulars	USD	EUR	JPY	GBP	Others	Total
Trade Receivables	57,05,71,866	5,98,01,151	—	1,92,68,506	—	64,96,41,523
Loans and advances	13,06,538	32,27,835	—	—	1,68,78,779	2,14,13,153
Bank balance in Current account	—	—	—	2,64,348	—	2,64,348
Trade Payables	(18,88,97,963)	(2,24,10,727)	(8,02,96,336)	9,91,965	(3,02,81,759)	(32,08,94,819)
Advance from Customers	(47,94,820)	(40,49,243)	—	—	—	(88,44,063)
Loan in Foreign Currency	(11,60,28,323)	(1,57,77,496)	—	(72,23,476)	—	(13,90,29,295)
Net Exposure	**26,21,57,299**	**2,07,91,521**	**(8,02,96,336)**	**1,33,01,343**	**(1,34,02,980)**	**20,25,50,847**

Foreign Currency exposure as at 31.03.2016 ₹

Particulars	USD	EUR	JPY	GBP	Others	Total
Trade Receivables	87,53,77,314	4,96,37,214	—	14,68,64,153	15,434,093	108,73,12,774
Loans and advances	4,46,42,943	16,28,816	—	—	3,01,12,204	7,63,83,963
Bank balance in Current account	43,23,361	9,33,866	—	60,92,932	1,52,18,335	2,65,68,494
Trade Payables	(18,05,48,185)	(3,30,75,467)	(19,55,15,694)	(13,42,560)	(54,76,57,280)	(95,81,39,186)
Advance from Customers	(1,32,38,114)	(5,82,144)	—	(2,36,315)	(51,34,100)	(1,91,90,673)
Loan in Foreign Currency	(35,15,49,906)	(2,46,60,424)	—	(9,05,81,818)	(42,40,76,660)	(89,08,68,808)
Net Exposure	**37,90,07,413**	**(61,18,139)**	**(19,55,15,694)**	**6,07,96,392**	**(91,61,03,408)**	**(67,79,33,436)**

(e) 1% increase or decrease in foreign currency exchange rates will have the following impact on profit before tax. ₹

Particulars	**2016—2017**		**2015—2016**	
	1% Increase	**1% decrease**	**1% Increase**	**1% decrease**
USD	26,21,573	(26,21,573)	37,90,074	(37,90,074)
EUR	2,07,915	(2,07,915)	(61,181)	61,181
JPY	(8,02,963)	8,02,963	(19,55,157)	19,55,157
GBP	1,33,013	(1,33,013)	6,07,964	(6,07,964)
Others	(1,34,030)	1,34,030	(91,61,034)	91,61,034
Increase / (decrease) in profit	**20,25,508**	**(20,25,508)**	**(67,79,334)**	**67,79,334**

35 Disclosure of details of specified Bank notes (SBN) as required by notification G.S.R. 308(E) dated March 30, 2017.

₹

Particulars	**SBNs**	**Other denomination notes**	**Total**
Closing cash in hand as on 08.11.2016	1,81,000	2,10,702	3,91,702
(+) Permitted receipt	1,31,000	33,40,392	34,71,392
(–) Permitted payments	29,500	10,14,622	10,44,122
(–) Amount deposited in banks	2,82,500	23,46,290	26,28,790
Closing cash in hand as on 30.12.2016	**—**	**1,90,182**	**1,90,182**

36 Related Party Disclosures

List of related parties of TRL Krosaki Refractories Limited

Sl No		Name	Country of Incorporation	% of Equity Interest		
				As at 31.03.2017	As at 31.03.2016	As at 01.04.2015
A.	**Holding Company**					
	Krosaki Harima Corporation		Japan	51	51	51
B.	**Associate Company**					
	1	TRL Asia Pte Limited*	Singapore	37	-	-
	2	Almora Magnesite Limited	India	39	39	39
C.	**Promoters Holding more than 20%**					
	Tata Steel Limited		India	26.62	26.62	26.62
D.	**Fellow Subsidiaries**					
	1	TRL China Limited	China			
	2	Krosaki Harima (Shanghai) Enterprise Management Co. Ltd.	China			
	3	Krosaki Amr Refractarios, S.A.	Spain			
	4	Krosaki Harima Europe B.V.	Netherland			
	5	Krosaki Magnesita Refractories, LLC.	Brazil			
E.	**Subsidiary of Tata Steel**					
	1	Tayo Rolls Limited	India			
	2	Indian Steel & Wire Products Ltd	India			
	3	Tata Metaliks Ltd	India			
	4	Tata Metaliks Di Pipes Limited	India			
	5	Tata Sponge Iron Limited	India			
	6	Natsteel Holdings Pte Ltd	Singapore			
	7	Tata Steel UK Limited	United Kingdom			
	8	British Steel Limited	United Kingdom			
F.	**Key Managerial Personnel:**					
	Mr. P.B.Panda (Managing Director)					
	Mr. H. M. Nerurkar (Chairman)					
	Mr. V.S.N. Murty					
	Mr. Sudhansu Pathak					
	Sunanda Lahiri					
	Mr. Sudhir Krishnaji Joshi					
	Mr. Kotaro Kuroda					
	Mr. Hiroshi Odawara					
	Mr. Kiyotaka Oshikawa					
	Mr. Toshikazu Takasu					
	Mr. Sadayoshi Tateishi					
	Mr.Takashi Matsunaga (w.e.f. 25.04.2016)					
	Mr. Junichi Sakane (w.e.f. 25.04.2016)					
	Mr. A. K. Rath (w.e.f. 22.11.2016)					
	Mr. H. P. Singh (w.e.f. 22.11.2016)					
	Mr. Kinji Matsushita (upto 30.03.2016)					
	Mr. Akira Tsuneoka (upto 30.03.2016)					
	Mr. Rakesh Kulshreshtha (upto 21.01.2016)					
	Mr. P.S.Shrivastava (upto 30.01.2016)					

G. Relative of Key Management Personnel

Mr. Dinabandhu Panda

Note:

1. The list contains those related parties with whom the Company has transactions during the current or previous year

37 Transactions with Related Parties

		Current Year April'16 to March'17 ₹	Previous Year April'15 to March'16 ₹
(I)	**Purchase of Raw Materials and Components :**		
	Holding Company	19,00,84,382	32,74,26,107
	Fellow Subsidiaries	26,21,91,092	—
	Associates	1,26,86,262	1,44,37,480
	Promoters holding more than 20%	14,15,07,532	12,59,92,649
(II)	**Sales, Services and Other Income :**		
	Holding Company	1,30,49,607	1,06,96,890
	Fellow Subsidiaries	9,81,50,079	6,48,90,830
	Associates	44,46,256	19,39,007
	Promoters holding more than 20%	266,16,45,904	256,00,15,608
	Subsidiaries of Tata Steel	20,85,46,228	17,02,08,988
(III)	**Receiving of Services from :**		
	Promoters holding more than 20%	1,56,95,066	1,73,31,104
	Subsidiaries of Tata Steel	71,98,228	—
(IV)	**Dividend paid :**		
	Holding Company	2,13,18,000	1,06,59,000
	Promoters holding more than 20%	1,11,27,728	55,63,864
(VI)	**Dividend received**		
	Associates		
	Promoters holding more than 20%		
(V)	**Royalty paid to :**		
	Holding Company	4,16,57,922	3,33,60,100
(VI)	Contribution to TRL Krosaki Refractories Limited Provident Fund Trust	2,44,53,588	2,14,85,886
(VII)	Contribution to TRL Krosaki Refractories Limited Super Annuation Fund Trust	2 ,68,97,741	2 ,41,96,867
(VIII)	**Key Management Personnel and Relatives :**		
	Particulars		
	1 Short term employee benefits	1 ,32,76,256	1 ,00,83,305
	2 Post Employee Benefits	13,19,385	10,83,564
	3 Sitting Fees	22,70,000	21,90,000
	4 Commission to directors	26,33,000	7,44,000

		As at 31.03.17 ₹	As at 31.03.16 ₹	As at 01.04.15 ₹
(IX)	**Outstanding balances:**			
	Debtors			
	Holding Company	64,58,473	52,87,362	16,76,018
	Fellow Subsidiaries	1 ,95,06,082	4,77,852	6,33,456
	Associates	21,62,187	11,80,590	1,96,223
	Promoters holding more than 20%	35 ,53,78,409	31 ,32,08,407	26 ,40,19,947
	Subsidiaries of Tata Steel	4 ,55,23,177	5 ,48,07,703	10 ,56,91,489

		₹	As at 31.03.16 ₹	As at 01.04.15 ₹
X)	**Loans and Advances Given :**			
	Promoters holding more than 20%	1 ,16,08,074	74,67,253	2 ,62,21,637
XI)	**Creditors**			
	Holding Company	8 ,55,57,878	16 ,52,33,208	11 ,68,43,742
	Fellow Subsidiaries	66,23,128	—	—
	Associates	—	4,95,835	13,14,538
	Promoters holding more than 20%	—	9,44,420	7,26,826
	Subsidiaries of Tata Steel	10,57,604	—	—

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

Name of the Entity	Net Assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit and loss	Amount ₹	As % of consolidated comprehensive income	Amount ₹	As % of total comprehensive income.	Amount ₹
Parent: TRL Krosaki Refractories Limited	96.88%	322,98,54,834	101.59%	45,79,14,726	102.07%	7,51,98,580	101.66%	53,31,13,306
Associate (Foreign): TRL Asia Pte. Ltd.	2.81%	9,37,70,421	-3.36%	(1,51,64,844)	0.00%	-	-2.89%	(1,51,64,844)
Associate (Indian): Almora Magnisite Limited	0.30%	1,00,79,339	0.11%	4,91,884	0.00%	-	0.09%	4,91,884
Non Controlling interest*	-	-	1.66%	74,85,638	-2.07%	(15,25,430)	1.14%	59,60,208
Total	**100.00%**	**333,37,04,594**	**100.00%**	**45,07,27,404**	**100.00%**	**7,36,73,150**	**100.00%**	**52,44,00,554**

* Minority interest has been derecognized from consolidated financial statement as holding company has lost its control in its only subsidiary company.

Form AOC-I

(Pursuant to sub-section (3) of section 129 of the Companies Act, 2013, related to associate and joint ventures)

Part "A": Subsidiaries NA

Part "B": Associates

Name of Associates		**TRL Asia Pte Ltd**	**Almora Magnesite Limited**
1.	Latest audited Balance Sheet Date	31st March,2017	31st March-2016
2.	Date on which the associate was associated or acquired	05th December, 2016	30th March,1973
3.	Share of Associate by the Company on the year end.		
	Number	48,07,584	77,990
	Amount of Investment (₹)	13,82,61,575	77,99,000
	Extent of Holding (in percentage)	37%	38.995%
4.	Description of how there is significant influence	Share Holding	Share Holding
5.	Reason why the associate is not consolidated	NA	NA
6.	Networth attribute to share holding as per latest audited Balance Sheet (₹)	15,62,12,625	1,77,14,888
7.	Profit or Loss for the year		
	i) Considered in Consolidation	(1,51,64,844)	4,91,884
	ii) Not Considered in Consolidation	—	—

39 Fair valuation of remaining interest in subsidiary

During the year Holding Company has sold 51% stake in its subsidiary company, TRL Asia Pte Ltd on 5th December-2016. This has resulted into change in status of TRL Asia Pte Ltd from subsidiary Company to associate Company (as percentage holding reduced from 88% to 37%). The Company has made line by line consolidation of its subsidiary, TRL Asia Pte Ltd , up to the date of sale of share and there after consolidation is made on equity method of accounting.

As per the requirement of Ind AS 110 “Consolidated Financial Statements”, in the event of loss of control in subsidiary the remaining interest needs to be revalued at fair value. Accordingly, the holding company has revalued its remaining interest in TRL Asia Pte Ltd based on valuation carried out for sale of shares. The changes due to this fair valuation amounting to ₹ 10,89,35,265 has been recognized in other comprehensive income and accumulated in separate component of equity called as “Investment Revaluation Reserve”.

40 Earning 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 earning per share has been calculated below

			Current Year 2016-17	Previous Year 2015-16
a)	Profit after Tax	₹	44,32,41,766	17,88,55,035
b)	Profit attributable to Ordinary Share Holders	₹	44,32,41,766	17,88,55,035
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	₹	21.21	8.56

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

As per our report attached

For **N. M. Raiji & Co.**
Chartered Accountants
Firm Registration No:108296W

sd/-
VINAY D. BALSE
Partner
Membership No. 39434

Mumbai, April 25, 2017

For and on behalf of the Board

sd/-
H. M. NERURKAR
Chairman
(DIN : 00265887)

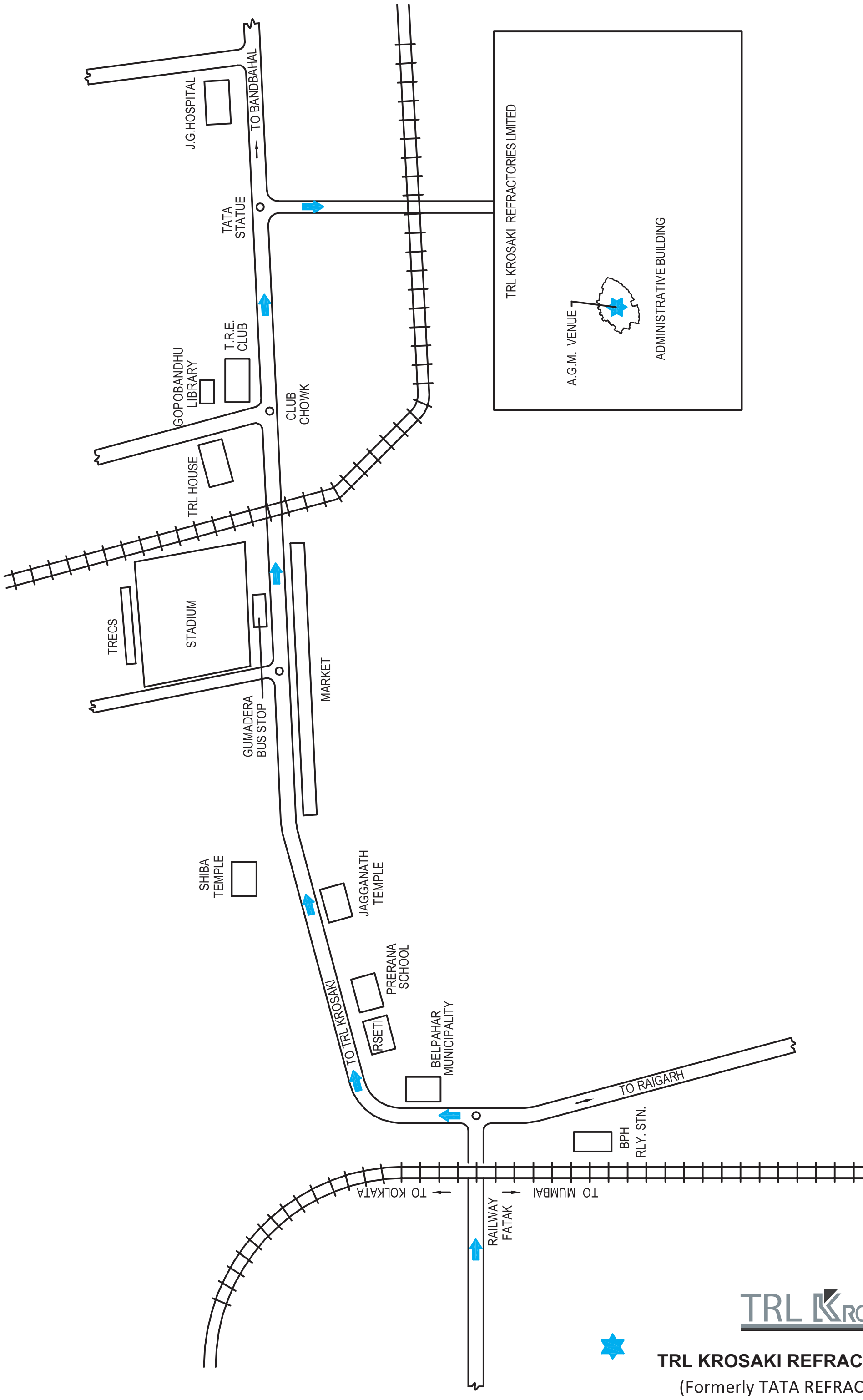
sd/-
P. B. PANDA
Managing Director
(DIN : 07048273)

sd/-
C. S. DAS
EVP & CFO

sd/-
A. DEBTA
Dy. GM & Company Secretary
(FCS : 6546)

Kolkata, April 24, 2017

Route Map to the AGM Venue



TRL KROSAKI REFRACTORIES LIMITED

(Formerly TATA REFRACTORIES LIMITED)

TRL Krosaki Refractories Limited

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

Attendance Slip

(To be presented at the entrance)

58th ANNUAL GENERAL MEETING ON WEDNESDAY, 28TH JUNE, 2017 AT 11:00 A.M. IST

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 58th Annual General Meeting of the Company held on Wednesday, 28th June, 2017 at 11.00 A.M. 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.
Tel.: +91 6645 258389/258391/258396 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 58th Annual General Meeting of the Company to be held on Wednesday, 28th June, 2017 at 11.00 A.M. 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 the Audited Standalone Financial Statement for the financial year ended 31 March, 2017 and the reports of the Board of Directors and Auditor thereon.		
2	Consider and adopt the Audited Consolidated Financial Statement for the financial year ended 31 March, 2017 and the reports of the Auditor thereon.		
3	Declaration of dividend on Ordinary(equity) Shares for Financial Year 2016-17.		
4	Appointment of Director in place of Mr. H.M.Nerurkar (DIN: 00265887),who retires by rotation and being eligible, seeks re-appointment.		
5	Appointment of Director in place of Mr. S.Pathak (DIN: 06545101), who retires by rotation and being eligible, seeks re-appointment.		
6	Appointment of Director in place of Mr. K.Oshikawa (DIN: 03515516),who retires by rotation and being eligible, seeks re-appointment.		
7	Appointment of Messrs BSR & Co. LLP, Chartered Accountants as Statutory Auditors for the Company from the conclusion of 58th Annual General Meeting till the conclusion of the 63th Annual General Meeting to be held in 2022.		
Special Business			
8.	Appointment of Mr. Junichi Sakane (DIN: 07499890) as a Director of the Company.		
9.	Appointment of Mr. Arun Kumar Rath (DIN: 07596590) as a Director of the Company.		
10.	Appointment of Mr. H.P. Singh (DIN: 07605026) as a Director of the Company.		
11.	Ratification of Cost Autitors' Remunerations for Financial year 2014-15, 2015-16 and 2016-17.		
12.	Commission to Non-executive Directors of the Company for a period of 5 years commencing from 1st April, 2017.		

Signed this ______________________day of ____________________2017

AFFIX
Revenue
Stamp of

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)	
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

Customer Appreciations

Sustainability Award 2017 from Vedanta

Excellent
Vendor Award 2016
from JSW Steel

Improving Quality of Life

TRL KROSAKI REFRACTORIES LIMITED

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

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