

Directors' Report and Management Discussion and Analysis Report to the Shareholders

Dear Shareholders

Your Directors present the 10th Annual Report together with Statement of Profit & Loss for Financial Year (FY) ended on 31st March 2017 (FY 2016-2017) and Balance Sheet as on that date along with Notes, Cash Flow Statement and Auditors' Report forming part thereof.

Financial Results and Merger of IFGL Refractories Limited (IFGL)

Hon'ble National Company Law Tribunal, Kolkata Bench (Hon'ble Tribunal) by passing an Order on 3rd August 2017 sanctioned a Scheme for Amalgamation of IFGL with your Company on and from 1st April 2016. Accordingly, aforesaid Statements, highlights of the Financial Results given below, audited by Statutory Auditors, M/s Deloitte Haskins & Sells include results of operation of IFGL for FY 2016-2017 and thus not comparable with Audited Statements relating to preceding FY 2015-2016.

(₹ in Millions)

	Consolidated	Standalone
Total Revenue	7,682.66	3,756.58
Total Expenses	6,707.56	3,232.37
EBIDTA	975.10	524.21
Finance Costs	45.27	39.35
Depreciation and Amortisation Expense	441.50	371.09
Profit before Tax	488.33	113.77
Provision for Current Tax/Deferred Tax	46.49	(60.10)
Profit after Tax	*441.84	173.87
Earning Per Share (₹)	12.26	4.82

* including Minority Interest of ₹ 0.08

Pursuant to the Scheme sanctioned by Hon'ble Tribunal, your Company has inter-alia :

- Accounted for amalgamation under the 'Purchase Method' as per Accounting Standard 14 – Accounting for Amalgamation and ₹ 26,699 lacs, being the excess of the value of Equity Shares issued by your Company over fair value of assets and liabilities of IFGL transferred and or vested in your Company and cancellation of Equity Shares of your Company held by IFGL has been recognised as Goodwill.
- Useful life of said Goodwill has been estimated to be 10 years and is being accordingly amortised.
- Your Company has on 18th September 2017 issued and allotted 34,610,472 Equity Shares of ₹ 10/- each fully paid up to the Shareholders of IFGL on the record date, 15th September 2017.
- Equity Shares of your Company will be listed both on BSE Limited and National Stock Exchange of India Limited.

Profit before Tax mentioned hereinabove is after providing for ₹ 266.99 millions towards amortisation of said Goodwill.

Industry Review, Future Outlook and Expansion Plans

Market for refractories have a very strong link with the demand for Steel in as much as Iron and Steel Industry contribute more than

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60% of demand for refractories in volume terms. Global Market for refractories said to be around USD 45 billions in 2016 is slated to grow at a CAGR of 3.23% to USD 53 billions by 2021, as Global Steel Production has also been increasing. In India new policy on steel has been announced, which has set a target capacity of 300 million tonnes of steel by 2030. This new policy envisages increased per capita steel consumption of 160 kgs by 2030 from present level of 60 kgs and increased demand for high automotive steel, electrical steel and special steels, improvement of productivity in MSME steel sector by adoption of newer technologies. Demand for domestically manufactured steel is also likely to increase because of several policy initiatives announced by the Indian Government, some of those being preference to locally produced steel in projects, imposition of CVD for five years on import of certain stainless steel products. The global steel production is also on a positive trajectory, with the USA, most European countries and Japanese economies performing well. All these factors coupled with increased consumption of steel for infrastructure building are likely to have positive impact on your Company.

Following the merger, your Company has emerged and got transformed to an entity with greater financial and economic strengths and better financial and operational business prospects with simplified corporate structure, increased costs competitiveness, improved administrative controls, pooling of cash for deployment both for organic and inorganic growth opportunities etc. All these added factors will go on to maximize Shareholders value.

Your Company continues to be primarily manufacturer of specialized Refractories for use by producers of Iron and Steel with strategically located manufacturing facilities in India and Overseas. The Company is well known amongst Iron and Steel Industry globally and is supported by established brands and well trained marketing, selling and after sales team with an extensive network of facilitators, dealers and distributors.

Your Company has taken several measures for expanding its operations including capital expenditure to boost performance. About ₹ 100 million will be spent at Company's Kalunga (Odisha) manufacturing facilities to augment manufacturing of Slide Gate Refractories and Zirconia Nozzles. About ₹ 100 millions is also going to be spent to enhance manufacturing capacity of ISO products by 50% at its Kandla (Gujarat) facility. The German Subsidiary, Hofmann Ceramic GmbH is also doing capital expenditure to expand capacity and increase efficiency by automation. Your Company continues with initiatives for cost reduction and synergisation of resources available within the Group for optimization of revenues and margin expansion.

Subsidiaries

Following merger of IFGL, your Company has now operational subsidiaries in Peoples Republic of China, Germany, UK and USA. Immediate Subsidiary of your Company is IFGL Worldwide Holdings Limited (IWHL), Isle of Man. Total Revenue, PBT and PAT on consolidated basis for FY 2016-2017 of IWHL, which holds all the overseas subsidiaries, have been GBP 46.27 millions, GBP 4.23 millions and GBP 3.02 millions respectively.

Dividend

Following your Company's policy of distributing profits amongst the Shareholders, your Directors have recommended payment of Dividend @ 20% i.e. ₹ 2/- per Equity Shares for FY 2016-2017. Dividend will be paid on expanded 36,039,312 Equity Shares of ₹ 10/- each of your Company i.e. including 34,610,472 Equity Shares of ₹ 10/- each of your Company issued and allotted to holders of Equity Shares of IFGL. Total amount involved together with Dividend Distribution Tax is ₹ 86.75 millions.

Corporate Governance/Vigil Mechanism etc

During FY 2016-2017, provisions of Corporate Governance applied to your Company inasmuch as IFGL was listed on BSE and NSE. A Report on Corporate Governance compliances by IFGL duly certified by your Company's Statutory Auditors form part of this Report as **Annexure 'A'**.

Following scheme of Amalgamation sanctioned by the Hon'ble Tribunal, your Company has taken steps to list its Equity Shares both on BSE and NSE. ISIN allotted by Depositories, NSDL and CDSL to your Company's Equity Shares is INE133Y01011. Your Company has also adopted Corporate Governance Policies and Procedures practiced by IFGL and will continue to follow the philosophy for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

Effective 5th August 2017, your Company has also adopted and put in place Vigil Mechanism/Whistle Blower Policy, Policy for Prevention of Sexual Harassment of Women at work place etc followed by IFGL. During FY 2016-2017, no complaint was received under these Policies by IFGL. Policies and Systems for Internal Control including Financial, Risk Management and Transfer Pricing in place were/are commensurate to nature of business and size of your Company and are reviewed and updated from time to time as and when necessary.

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Disclosures

Form MGT 9, being extract of Annual Return, form part of this Report as **Annexure 'B'**. Said Form also provide information of IFGL wherever relevant and necessary. Several matters including those provided at Section 134(3) of the Companies Act, 2013 read with relevant provisions of the Companies (Accounts) Rules 2014 and Regulation 34 and 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) required to be included herein, have been dealt in Annexures hereto including Audited Financial Statements and Notes forming part thereof to the extent are related with IFGL. Those matters have not been included herein again for brevity. Information Regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in **Annexure 'C'** which also include those of IFGL. Transactions with related parties have been in ordinary course of business of your Company as well as IFGL and at arms length. Hence details thereof have not been given in Form AOC-2. Formal Annual Evaluation of the Board of IFGL and its Committees and Individual Directors (including Independent Directors) was carried out at IFGL's Board Meeting held on 6th May 2017. Further details are appearing in Report on Corporate Governance, being Annexure 'A' hereto.

IFGL regularly made Quarterly Presentations, Conference Calls and Interaction, following Announcement of Quarterly and Annual Results and these enhanced confidence of Investors therein. All said practices have also been adopted by your Company and will be pursued.

Following aforesaid merger, your Company has ceased to be the Subsidiary of IFGL and all Subsidiaries of IFGL have become Subsidiaries of your Company. Accordingly your Company does not have any Indian Subsidiary. A statement in Form AOC-1 having financial information of Subsidiary Companies form part of this Report as **Annexure 'D'**. Shareholders of your Company who are desirous of having complete Statement of Accounts and related detailed information of Subsidiary Companies, may send their request therefor to your Company's Registered Office. The same are being kept for inspection at Registered Office of your Company and its Subsidiaries Companies and also available on Company's website i.e. www.ifglref.com.

Directors Responsibility Statement

Your Directors state that :

- a) In preparation of Annual Accounts, the Applicable Accounting Standards have been followed.
- b) Accounting Policies selected and applied are consistent and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the Profit and Loss of your Company for that period.
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of your Company and for preventing and detecting fraud and other irregularities.
- d) the Annual Accounts have been prepared on a Going Concern basis.
- e) Internal Financial Controls i.e. Policies and Procedures for ensuring orderly and efficient conduct of business, including adherence to Company's Policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information, have been laid down and that such controls are adequate and operating effectively.
- f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems are adequate and operating effectively

Your Company's Statutory Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants have Audited the Statement of Accounts in accordance with Generally Accepted Accounting Standards and Practices as indicated in their Report.

CSR, Human Resource and Industrial Relations

Your Company as well as IFGL constituted Committee of the Directors on Corporate Social Responsibility. Following merger of IFGL with your Company, CSR Committee of your Company has been reconstituted and details relating thereto have been mentioned in Corporate Governance Report i.e. in Annexure 'A' hereto. Annual Report in compliance of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is forming part hereof as **Annexure 'E'**.

Your Company as well as IFGL also have had Nomination and Remuneration Committee of the Directors (effective 5th August 2017, Remuneration Committee of your Company renamed as Nomination and Remuneration Committee) following provisions of Section 178(1) of the Act. Subsequent to merger, said Committee has also been re-constituted and details thereof are also contained in Corporate Governance Report i.e. in Annexure 'A' hereto. Based on recommendation of said Committee, your Board has adopted a Nomination

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and Remuneration Policy, which is hosted on your Company's website www.ifglref.com. For the sake of brevity said Policy has not been reproduced here.

During FY 2016-2017, 3 persons employed with your Company (including IFGL) received Remuneration of ₹ 102 lacs per annum or more or ₹ 8.50 lacs per month or more. Mr S K Bajoria and Mr P Bajoria who have been Whole-time Directors of IFGL have been paid "minimum remuneration" for FY 2016-2017 with the approval of the Central Government as per provisions of Section 197(3) and other relevant applicable Sections of the Act. Your Company (including IFGL) have had 645 permanent employees in India. An Annexure having information following provisions of Section 134(3)(q) and 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report. This Annexure is however not being sent to Members as per provisions of Section 136 of the Act. Members desirous of having the Annexure may write to Company Secretary at the Registered Office. However the Annexure will also be available for inspection by the Members at Company's Registered Office upto conclusion of forthcoming Annual General Meeting. None of the Employee listed in said annexure is relative of any Director of the Company. None of the Employees either directly or indirectly held/hold more than two percent of Total Equity Share Capital of your Company (including IFGL) other than your Executive Chairman, Mr S K Bajoria.

Industrial Relations in your Company as well as IFGL remained cordial during FY 2016-2017. Conducive working environment was continued to be provided and employees were empowered by training. Compensation packages and benefits provided were also no less favourable than those of the peers.

Consolidated Financial Statements

In accordance with Accounting Standard 21 and other relevant provisions particularly Section 129(3) of the Act, Consolidated Financial Statements duly audited by Statutory Auditors, M/s Deloitte Haskins & Sells form part of this Annual Report. Consolidated Financial statements have been prepared based on Financial Statements (including Consolidated) of immediate Subsidiary Company i.e. IFGL Worldwide Holdings Limited, Isle of Man as approved by their Board.

Directors and Key Managerial Personnel (KMP's)

During FY 2016-2017, there have not been any change in Directors of your Company. Mr Hisatake Okumura ceased to be a Director of your Company on and from 6th May 2017. In vacancy arising, Mr Yuzo Kawatsu, a Senior Executive of Krosaki Harima Corporation, Japan, was appointed as an Additional Director of your Company on and from 11th May 2017. Following merger of IFGL, which became effective on and from 5th August 2017, the Board of Directors of your Company has been re-constituted and following is the composition thereof effective that date. Your Directors record their appreciation for the contribution made by Mr Okumara in his capacity as a Member of the Board.

Sl. No.	Director's Name	Designation	Appointment Date
1.	Mr Shishir Kumar Bajoria DIN : 00084004	Chairman and Whole-time Director – Promoter	07.09.2007
2.	Mr Pradeep Bajoria DIN : 00084031	Managing Director	07.09.2007
3.	Mr Kamal Sarda DIN : 03151258	Whole-time Director (Designated as Director & Chief Executive Officer and Chief Financial Officer)*	01.04.2012
4.	Mr Kanwar Satyabrata Sanyal DIN : 00009497	Non-Executive Independent Director	30.03.2012
5.	Mr Yuzo Kawatsu DIN : 07818936	Non-Executive Non Independent Director (Additional Director)	11.05.2017
6.	Mr Duraiswamy Gunaseela Rajan DIN : 00303060	Non-Executive Independent Director (Additional Director)	05.08.2017
7.	Mr Debal Kumar Banerji DIN : 03529129	Non-Executive Independent Director (Additional Director)	05.08.2017
8.	Prof Bharati Ray DIN : 06965340	Non-Executive Independent Director – Woman Director (Additional Director)	05.08.2017
9.	Prof Surendra Munshi DIN : 03558948	Non-Executive Independent Director (Additional Director)	05.08.2017
10.	Mr Sudhamoy Khasnobis DIN : 00025497	Non-Executive Independent Director (Additional Director)	05.08.2017

*Designated as Chief Financial Officer on and from 5th August 2017.

Directors' Report and Management Discussion and Analysis Report to the Shareholders *(Contd.)*

Provisions of Section 203 of the Act dealing with appointment of Key Managerial Personnel, became applicable to your Company effective 5th August 2017 and following are the Key Managerial Personnel of your Company.

Sl. No.	Director's Name	Designation	Appointment Date
1.	Mr Shishir Kumar Bajoria	Chairman	05.08.2017
2.	Mr Pradeep Bajoria	Managing Director	05.08.2017
3.	Mr Kamal Sarda	Director & Chief Executive Officer and Chief Financial Officer*	01.04.2012
4.	Mr Rajesh Agarwal	Company Secretary	05.08.2017

*Designated as Chief Financial Officer on and from 5th August 2017.

Details of meetings of the Board of Directors held during FY 2016-2017 and attendance thereat both of your Company and IFGL is given in Corporate Governance Report – Annexure 'A'. Following provisions of Section 173(1) of the Act, gap between two Board Meetings did not exceed one hundred twenty days.

All the Additional Directors will cease to hold their office at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment for further period. Independent Directors, Mr K S B Sanyal, Mr D G Rajan, Mr Debal Kumar Banerji, Prof Bharati Ray, Prof Surendra Munshi and Mr Sudhamoy Khasnobis of your Company have given their statement of declaration under Section 149(7) of the Act that they meet the criteria of Independence as provided in Section 149(6) of the Act and their declarations have been taken on record.

Effective 5th August 2017, the Board of Directors have adopted a Code of Conduct for the Board Members and Senior Management Employees of your Company. This Code similar to that adopted by IFGL helps your Company to maintain standard of Business Ethics and ensure compliance with legal requirements applicable to your Company. All Board Members and Senior Managerial Key Personnel of IFGL as on 31st March 2017 have confirmed compliance with this Code.

Cost Auditor

Following merger, Cost Auditor, M/s Mani & Co., were appointed as Cost Auditor of your Company for FY 2016-2017 and FY 2017-2018. Your Directors seek your approval for payment of remuneration not exceeding ₹ 3 lacs per annum for FY 2017-2018 at ensuing Annual General Meeting.

Secretarial Auditor

M/s S M Gupta & Co., Practicing Company Secretaries have carried out Secretarial Audit following provisions of Section 204 of the Act for FY 2016-2017. Their Report in Form MR 3, free of qualifications, form part hereof as **Annexure 'F'**.

Auditors' Report and Auditors

Report of the Auditors, including references made therein to the Notes forming part of the Statement of Accounts, are self explanatory.

Auditors, M/s Deloitte Haskins & Sells (Regn No. 302009E), Chartered Accountant will retire at conclusion of 12th Annual General Meeting of your Company. Following provisions of Section 139 of the Act, their appointment as Auditors of your Company is required to be ratified at ensuing Annual General Meeting.

Acknowledgement

Your Directors place on record their sincere appreciation for continued support received from all stakeholders particularly you the Shareholders.

On behalf of the Board of Directors

Kolkata
9th October 2017

S K Bajoria
(DIN : 00084004)
Chairman

P Bajoria
(DIN : 00084031)
Managing Director

Annexure 'A' to Directors' Report - Report on Corporate Governance

1. The Company's philosophy for Corporate Governance is to apply best management practices, compliance of law in true letter and spirit and adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

During Financial Year (FY) 2016-2017, Corporate Governance provisions did not apply to the Company, since the Company was unlisted. However, erstwhile IFGL Refractories Limited (IFGL), which amalgamated with the Company on and from 1st April 2016 following passing of an Order on 3rd August 2017 by Hon'ble National Company Law Tribunal, Kolkata Bench (Hon'ble Tribunal), was in full compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015). Following the Amalgamation Scheme sanctioned by Hon'ble Tribunal, the Company is in the process of listing its Equity Shares both with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and is committed to adhere consistently to Corporate Governance and thus meet all its obligations towards stakeholders.

2. Board of Directors

Following aforesaid amalgamation, whose scheme became effective on and from 5th August 2017, the Company has re-constituted its Board of Directors and following is the composition thereof.

Category	No. of Directors	%
Executive Directors	3	30
Non-Executive Non Independent Director	1	10
Non-Executive Independent Directors	5	50
Non-Executive Independent Woman Director	1	10
Total	10	100

Prior to scheme becoming effective, as on 31st March 2017, the Company was a subsidiary of IFGL and following was the composition of the Board of Directors.

Category	No. of Directors	%
Executive Director	1	20
Non-Executive Non Independent Directors	3	60
Non-Executive Independent Director	1	20
Non-Executive Independent Woman Director	–	–
Total	5	100

Following has been the Composition, Category, Directorship and Committee Membership in other Companies of the Board of Directors of IFGL as on 31st March 2017.

Name of Directors	Category of Directors	Members of the Board of other Public Limited Companies incorporated in India @	Total Number of Committee (d) Membership held in other Public Limited Companies [excluding Private Limited Companies, Foreign Companies and Companies of Section 8 of the Companies Act, 2013 (the Act)]	
			As Chairman	As Member
P Bajoria*	Executive	1	–	–
S K Bajoria* (a)	Executive	1	–	–
D K Banerji	Non-Executive (c)	–	–	–
S Khasnobis	Non-Executive (c)	–	–	–
Prof S Munshi	Non-Executive (c)	–	–	–
H Okumura* (ceased w.e.f 06.05.2017)	Non-Executive (b)	–	–	–
D G Rajan	Non-Executive (c)	6	5	–
Prof Bharati Ray	Non-Executive (c)	1	–	1
K S B Sanyal*	Non-Executive (c)	3	2	1

None of the above Directors are related inter-se.

@ excluding Directorship in the Company.

* Also Directors of the Company. Mr Kamal Sarada is Executive Whole Time Director of the Company.

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

- Also Promoter.
- A Senior Executive of Krosaki Harima Corporation, Japan, being Foreign Promoter of the Company.
- Also Independent.
- Only 2 (two) Committees viz Audit Committee and Stakeholders Relationship Committee are considered.

Mr K Dalmia and Prof A N Sadhu ceased to be Directors of IFGL on and from 12th November 2016 and 30th January 2017 respectively. Mr Yuzo Kawatsu was appointed as Director of IFGL on and from 11th May 2017.

None of the Directors of the Company and IFGL held the office of Director in more than the permissible number of Companies under Section 165 of the Act. Also, the Committee Chairpersonships/Memberships are within the limits laid down in Regulation 26(1) of the SEBI LODR, 2015. All Executive and Non-Executive (excepting Independent) Directors are liable to retire by rotation. The appointment of the Executive Directors, including tenure and terms of remuneration are also approved by the Members of the Company. Appointment of Non-Executive Directors, save as otherwise expressly provided in the Act, is made at the Company's General Meeting.

Non-Executive Directors (other than Mr K Dalmia) did not have any pecuniary relationship and/or transaction with IFGL other than payment of Sitting Fees (as indicated in paragraph 3.2C below) and/or reimbursement of out-of-pocket expenses for attending meetings of the Board and/or Committee(s) thereof.

During FY 2016-2017, the Board of Directors of the Company and IFGL met 5 (five) and 4 (four) times respectively and details thereof are as follows :

Board Meeting dates of the Company	No. of Directors present	Board Meeting dates of IFGL	No. of Directors present
14th May 2016	5	14th May 2016	10
1st August 2016	3	6th August 2016	7
6th August 2016	4		
12th November 2016	4	12th November 2016	8
11th February 2017	3	11th February 2017	6

Gap between two Board Meetings did not exceed 120 days prescribed under Section 173(1) of the Act and Regulation 17 of the SEBI LODR, 2015.

While the Company effected payment of ₹ 10,000/- towards Sitting Fees for attending each of the meeting of the Board, IFGL effected payment of ₹ 20,000/-. Annual General Meeting (AGM) of the Company and IFGL were held on 27th June 2016 and 19th August 2016 respectively. Attendance of the Directors at Board Meetings and AGM has been as follows :

Director's Name	Number of Board Meetings of the Company		Attended last AGM held on 27.06.2016	Number of Board Meetings of IFGL		Attended last AGM of IFGL held on 19.08.2016
	Held	Attended		Held	Attended	
P Bajoria	5	5	Yes	4	4	Yes
S K Bajoria	5	3	Yes	4	3	No
D K Banerji	NA	NA	NA	4	3	No
S Khasnobis	NA	NA	NA	4	3	No
Prof S Munshi	NA	NA	NA	4	4	No
H Okumura	5	2	No	4	2	No
D G Rajan	NA	NA	NA	4	4	No
Prof Bharati Ray	NA	NA	NA	4	3	No
K Sarda	5	5	Yes	NA	NA	NA
K S B Sanyal	5	4	No	4	3	Yes
K Dalmia (ceased w.e.f 12.11.2016)	NA	NA	NA	2	0	No
Prof A N Sadhu (ceased w.e.f 30.01.2017)	NA	NA	NA	3	2	No

As stated hereinbefore, the Company has been a Subsidiary of IFGL in as much as 51% of total issued, subscribed and paid up share capital of the Company was held by IFGL and out of balance, 29% held by Indian Promoter Group and 20% held by Foreign Promoter, Krosaki Harima Corporation (KHC), Japan.

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

IFGL was a Subsidiary of Bajoria Holdings Private Limited (BHPL), a Company, 100% shareholding whereof was held by Mr S K Bajoria and his family members. BHPL held 52.93% and KHC held 14.47% of total issued, subscribed and paid up share capital of IFGL. Particulars of shareholding of Non-Executive Directors of IFGL (both own or held by/for other person(s) on beneficial basis), as on 31st March 2017, are as follows :

Director's Name	No. of Shares held
D G Rajan	490
K S B Sanyal	Nil
H Okumura	Nil
S Khasnobis	Nil
D K Banerji	Nil
Prof S Munshi	Nil
Prof Bharati Ray	Nil

Information placed before the Board

The Company held its meetings of Board of Directors following requisite provisions of the Act. Similar has been the case with IFGL. Board Meetings of both the Company and IFGL were governed by a structured agenda. The Board members, with permission of the Chairman brought matters not covered in Agenda for consideration of the Board. All major Agenda items were backed by comprehensive background information to enable the Board to take informed decisions.

3. Committees of the Board

3.1 During FY 2016-2017, the Company neither had Audit Committee nor Stakeholders Relationship Committee nor Investment Committee. The Company only had Corporate Social Responsibility (CSR) Committee (constituted on 14th May 2016) and Remuneration Committee (known as Nomination and Remuneration Committee w.e.f 5th August 2017) and following are details thereof.

i) Corporate Social Responsibility Committee

Director's Name	Position
S K Bajoria	Chairman
K S B Sanyal	Member
K Sarda	Member

First meeting of the Committee was held on 6th August 2016, which was attended by all Committee members.

ii) Remuneration Committee

Director's Name	Position
S K Bajoria	Chairman
P Bajoria	Member
K S B Sanyal	Member

Meeting of the Committee was held on 14th May 2016 and all Committee members attended the same.

Both of these Committees have been reconstituted on and from 5th August 2017 following merger of IFGL becoming effective that date. Audit Committee, Stakeholders Relationship Committee and Investment Committee of Directors of the Company have also been constituted on that date.

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

(₹ in lacs)

iii) Details of remuneration paid/payable to the Executive Directors and Non-Executive Directors of the Company for FY 2016-2017 are as follows :

Name of Directors	Salary and other benefits				Sitting Fees	
	Salary (including House Rent Allowance)	Commission	Contribution to Provident and other Funds	Other Perquisites	Board Meetings	Committee Meetings
K Sarda	59.82	–	3.58	1.98	–	–
P Bajoria	–	–	–	–	–	–
S K Bajoria	–	–	–	–	–	–
H Okumura	–	–	–	–	0.20	–
K S B Sanyal	–	–	–	–	0.40	0.10

3.2 During FY 2016-2017, IFGL have had five Board level Committees and their details are as follows :

A. Audit Committee

Audit Committee (the Committee) comprising of following three Non-Executive Independent Directors, all financially literate and having accounting or related Financial Management expertise.

Name of Directors	Position	No. of Meetings	
		Held	Attended
K S B Sanyal	Chairman	4	3
D G Rajan	Member	4	4
Prof A N Sadhu (resigned w.e.f 30.01.2017)	Member	3	2
D K Banerji (become Member w.e.f 11.02.2017)	Member	1	1

4 (four) meetings of the Committee were held on 14th May 2016, 6th August 2016, 12th November 2016 and 11th February 2017 during FY ended on 31st March 2017. Gap between two meetings never exceeded one hundred and twenty days.

Chairman, Managing Director, Chief Financial Officer, Internal Auditors and Statutory Auditors also attended said meetings as and when required by the Committee. Mr R Agarwal, Company Secretary, has been the Secretary to the Committee.

Unaudited Quarterly and Audited Annual Financial Results were reviewed, analysed and confirmed by the Committee before they were approved by the Board of Directors of IFGL for submission to the Stock Exchanges and publication in Newspapers in compliance of Regulation 47 of the SEBI LODR, 2015.

Terms of reference of the Committee included the powers and role included review of information, as specified in Part C of Schedule II of SEBI LODR, 2015, of IFGL as well as that of its Subsidiary Companies.

B. Corporate Social Responsibility Committee

Corporate Social Responsibility Committee (the Committee) constituted in compliance of Section 135 of the Act and Rules framed thereunder. Following its role and responsibility, the Committee formulated and recommended to the Board a Policy indicating CSR activities to be undertaken, expenditure to be incurred on account thereof and monitoring the same on an ongoing basis. Following Directors were the Members of the Committee :

Name of Directors	Position	No. of Meetings	
		Held	Attended
K S B Sanyal	Chairman	3	2
D K Banerji	Member	3	2
S K Bajoria	Member	3	3
Prof Bharati Ray	Member	3	3

3 (three) meetings of the Committee were held on 14th May 2016, 6th August 2016 and 12th November 2016 during FY ended on 31st March 2017.

Annexure 'A' to Directors' Report - Report on Corporate Governance (Contd.)

C. Nomination and Remuneration Committee

As per Para A of Part D of Schedule II of SEBI LODR, 2015, role of the Nomination and Remuneration Committee (the Committee) included formulation of criteria for determining qualification, positive attributes and independence of Directors and recommend to the Board, Policy relating to Remuneration of Directors, Key Managerial Personnel and other Employees. Role also included determination on behalf of the Board and on behalf of the Shareholders, the IFGL's Policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and/or to recommend remuneration including perquisites payable by the Company/IFGL on their appointment and/or re-appointment.

The Committee laid down criteria for evaluation of performance of Independent Directors and the Board, which inter-alia included concern for stakeholders, contribution to setting strategy and policy, directions, knowledge and approach to issues placed before the Board and also that the Directors excluding the Director whose performance is being evaluated, at their first meeting of each FY, evaluate performance and based on such evaluations, decide whether to extend or continue term of the appointment of the Independent Directors determined.

The Committee comprised of following Non-Executive Independent Directors :

Name of Directors	Position	No. of Meetings	
		Held	Attended
Prof A N Sadhu (resigned w.e.f 30.01.2017)	Chairman	2	1
D G Rajan	Chairman (effective 11.02.2017)	3	3
K S B Sanyal	Member	3	3
D K Banerji (appointed w.e.f 11.02.2017)	Member	1	1

3 (three) meetings of the Committee were held on 14th May 2016, 6th August 2016 and 11th February 2017 during FY ended on 31st March 2017.

Details of remuneration paid/payable to the Executive Directors and Non-Executive Directors of IFGL for FY 2016-2017 are as follows :

(₹ in lacs)

Name of Directors	Salary and other benefits				Sitting Fees	
	Salary (including House Rent Allowance)	Commission	Contribution to Provident and other Funds	Other Perquisites	Board Meetings	Committee Meetings
P Bajoria (e)*	187.20	22.00	74.19	2.00	–	–
S K Bajoria (e)**	132.00	28.00	60.45	15.62	–	–
D K Banerji	–	–	–	–	0.60	0.25
K Dalmia***	–	–	–	–	–	–
S Khasnobis	–	–	–	–	0.60	0.10
Prof S Munshi	–	–	–	–	0.80	–
H Okumura	–	–	–	–	0.40	–
D G Rajan	–	–	–	–	0.80	0.55
Prof A N Sadhu****	–	–	–	–	–	–
Prof Bharati Ray	–	–	–	–	0.60	0.15
K S B Sanyal	–	–	–	–	0.60	1.20

* Being Minimum Remuneration in accordance with Special Resolution passed by the Shareholders in their AGM held on 19th August 2016 and within the limit of approval of the Central Government under provisions of Section 197 of the Act of ₹ 286.32 lacs.

** Being Minimum Remuneration in accordance with Special Resolution passed by the Shareholders in their AGM held on 19th August 2016 and within the limit of approval of the Central Government under provisions of Section 197 of the Act of ₹ 236.21 lacs.

*** Resigned w.e.f 12th November 2016

**** Waived his entitlement to Sitting Fees. Resigned w.e.f 30th January 2017

e) i) Service Contract - 5 years (from 1st April 2015 to 31st March 2020)

ii) Notice period - 3 months Notice from either side

iii) Severance Fees - 3 months salary in lieu of Notice

iv) Commission - 1% of the 'Net Profit' eligible subject to total remuneration not exceeding 5% thereof for the FY.

No stock option was given to the Directors.

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

D. Stakeholders Relationship Committee

The Stakeholders Relationship Committee (the Committee) comprised of following Directors :

Name of Directors	Position	No. of Meetings	
		Held	Attended
K S B Sanyal	Chairman	13	13
S K Bajoria	Member	13	7
P Bajoria	Member	13	11

13 (thirteen) meetings of the Committee were held during the FY ended on 31st March 2017 and gap between two meetings never exceeded 30 (thirty) days.

Following Para B of Part D of Schedule II of the SEBI LODR, 2015, role of the Committee included redressal of Shareholders' complaints relating to Transfer/Transmission of Shares, Exchange of Share Certificates, Non-Receipt of Balance Sheet, Non-Receipt of declared Dividends etc.

Pursuant to Regulation 40 of the SEBI LODR, 2015, the Board of IFGL delegated the power of Share Transfer to the Company Secretary, Mr R Agarwal subject to ratification at the immediately succeeding meeting of the Committee.

Status of complaints of Shareholders/Investors is as under :

Number of complaints pending as on 1st April 2016	–
Number of complaints received during the FY	6
Number of complaints redressed during the FY	6
Number of complaints pending as on 31st March 2017	–

Most of the complaints received related to exchange of Share Certificates (a) consequent to reduction of paid up capital of Equity Shares of IFGL in the year 1996 and (b) amalgamation of Indo Flogates Limited with IFGL on and from 1st April 1999 pursuant to Orders of Hon'ble Orissa High Court of 5th November 1996 and 3rd August 2000 respectively, registration of Transfer/Transmission of Equity Shares, Issuance of Duplicate Share Certificates, Non-Receipt of Dividend Warrants and Annual Reports.

E. Investment Committee

Investment Committee (the Committee) comprised of following Directors :

Name of Directors	Position	No. of Meetings	
		Held	Attended
S K Bajoria	Chairman	3	2
P Bajoria	Member	3	3
S Khasnobis	Member	3	2

3 (three) meetings of the Committee were held on 14th May 2016, 6th August 2016 and 11th February 2017 during the FY ended on 31st March 2017.

Role of the Committee was to inter-alia examine and recommend measures for management of foreign currency exposures and opportunities for deployment of cash flow surpluses available with IFGL.

4. General Body Meetings

Location and time, where last three AGMs of the Company were held

AGM	FY	Date	Time	Place
7th	2013-2014	Monday, 30th June 2014	11 AM	3, Netaji Subhas Road, Kolkata 700 001
8th	2014-2015	Monday, 29th June 2015	11 AM	-do-
9th	2015-2016	Monday, 27th June 2016	11 AM	-do-

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

Location and time, where last three AGMs of IFGL were held

AGM	FY	Date	Time	Place
25th	2013-2014	Friday, 22nd August 2014	11 AM	Sector 'B', Kalunga Industrial Estate P.O. Kalunga 770 031, Dist. Sundergarh, Odisha
26th	2014-2015	Saturday, 22nd August 2015	11 AM	-do-
27th	2015-2016	Friday, 19th August 2016	11 AM	-do-

Special Resolutions passed at the last 3 (three) AGMs of the Company

FY	Items
2013-2014	i) Re-appointment of Mr Kamal Sarda (DIN : 03151258) for a period of three years from 1st April 2015 and payment of Remuneration.
	ii) Under Section 180(1)(c) of the Act for borrowing from time to time but not exceeding ₹ 100 crores.
	iii) Under Section 188 of the Act for entering into contracts/arrangements for sales, purchases etc with related parties.
2014-2015	i) Under Section 188 of the Act for entering into contracts/arrangements for sales, purchases etc with related parties.
2015-2016	Nil

Special Resolutions passed at the last 3 (three) AGMs of IFGL

FY	Items
2013-2014	i) Re-appointment of Mr S K Bajoria as Chairman for a period of five years from 1st April 2015 and payment of Remuneration.
	ii) Re-appointment of Mr P Bajoria as Managing Director for a period of five years from 1st April 2015 and payment of Remuneration.
	iii) Under Section 180(1)(c) of the Act for borrowing from time to time but not exceeding ₹ 500 crores and provide security in respect thereof in accordance with provisions of Section 180(1)(a) of the Act.
	iv) Under Section 188 of the Act for Mr Akshay Bajoria, son of Mr P Bajoria, to hold an office or place of profit.
	v) Under Section 188 of the Act for entering into contracts/arrangements for sales, purchases etc with related parties.
	vi) For alteration of Articles of Association.
2014-2015	i) Under Section 188 of the Act for entering into contracts/arrangements for sales, purchases etc with related parties.
2015-2016	i) Payment of Minimum Remuneration for FY 2016-2017 to the Chairman, Mr S K Bajoria.
	ii) Payment of Minimum Remuneration for FY 2016-2017 to the Managing Director, Mr P Bajoria.
	iii) Under Section 188 of the Act for entering into contracts/arrangements for sales, purchases etc with related parties.

Postal Ballot

The Company did not conduct any business through Postal Ballot during FY under review. However, IFGL conducted business through Postal Ballot in connection with its merger with the Company following Order of the Hon'ble Tribunal.

5. Means of Communication

During FY 2016-2017, the Company has been unlisted. Following Scheme of Amalgamation sanctioned by the Hon'ble Tribunal, the Company is in the process of getting its Equity Shares listed on BSE and NSE. Equity Shares of IFGL were listed both on BSE and NSE. Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance are the core of good governance. Towards this end :

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

- Quarterly Results of IFGL were announced within 45 days of the completion of the Quarter and Audited Annual Results were announced within 60 days of end of last Quarter and Stock Exchanges were immediately intimated after the same were taken on record by the Board. Further coverage was given for the benefit of the Shareholders and Investors by publication of the Financial Results in English and Odia newspapers (normally Business Standard – English and Utkal Mail – Odia) widely circulating in the State of Odisha. IFGL did not send half yearly reports to the Individual Shareholders.
- Audited/Unaudited Financial Results and other pertinent information of IFGL were also made available on its website i.e. www.ifglref.com, website of NSE i.e. www.nseindia.com and website of BSE i.e. www.bseindia.com.
- Information relating to Shareholding Pattern, entire Annual Report of IFGL and its Subsidiaries and Corporate Announcements/ Press Releases, Investors Presentation, Transcript of Quarterly Earnings Call with Investors, made by IFGL were also uploaded on its website www.ifglref.com.

6. General Shareholder Information

Date of AGM	Saturday, 23rd December 2017
Time	11 AM
Venue	Company's Registered Office
Financial Calendar 2017-2018 (tentative and subject to change)	<ul style="list-style-type: none"> Financial Year – April to March First Quarter Results – by second week of September 2017 Second Quarter Results – by second week of December 2017 Third Quarter Results – by second week of February 2018 Audited Results for the year ending 31st March 2018 – by last week of May 2018
Book Closure Period	Monday, 18th December 2017 to Saturday, 23rd December 2017
Dividend Payment Date	On Saturday, 9th September 2017 the Board of Directors of the Company has recommended payment of Dividend at the rate of 20% i.e. ₹ 2/- per Equity Share for financial year 2016-2017 subject to approval of the Shareholders at ensuing AGM. Payment of said Dividend will be made on or after Thursday, 28th December 2017.

Listing on Stock Exchanges

During FY 2016-2017, Equity Shares of the Company were not listed on Stock Exchanges. Following Scheme of Amalgamation sanctioned by the Hon'ble Tribunal, the Company has taken steps for listing of its Equity Shares both on BSE and NSE. In this connection, the Company has paid Processing Fee, Initial and Annual Listing Fee to both BSE and NSE. International Security Identification Number (ISIN) allotted to the Company under Depository Systems is INE133Y01011. Annual Custody Fee for FY 2017-2018 has been paid to the Depositories, NSDL and CDSL.

During FY 2016-2017, Equity Shares of IFGL were listed both on BSE and NSE under Stock Code Nos. 532133 and IFGLREFRAC(EQ) respectively. ISIN was allotted to IFGL's Shares under the Depository System has been INE023B01012. IFGL effected payment of Listing Fee for FY 2017-2018 to both of said Stock Exchanges and Annual Custody Fee to the Depositories, NSDL and CDSL.

Address for correspondence

Registered Office	McLeod House, 3, Netaji Subhas Road, Kolkata 700 001 Tel : +91 33 40106100, Fax : +91 33 22430886, +91 33 22480482 E-mail : ifgl.ho@ifgl.in and investorcomplaints@ifgl.in
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Corporate Identification Number (CIN)

CIN of the Company is U51909WB2007PLC118407. CIN of IFGL is L27202OR1989PLC002971.

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

Market Price Data

Equity Shares of IFGL were regularly traded on BSE and NSE. Following is the month-wise high/low prices of IFGL's Equity Shares on BSE and NSE for FY 2016-2017.

Months	BSE Limited		National Stock Exchange of India Limited	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
April 2016	108.45	84.65	108.70	84.95
May 2016	125.00	97.20	124.70	96.95
June 2016	119.90	106.70	119.70	105.10
July 2016	149.00	114.45	149.00	109.90
August 2016	155.00	118.60	154.40	116.60
September 2016	146.15	117.50	148.00	116.00
October 2016	172.20	126.15	171.95	124.00
November 2016	173.65	128.30	174.95	121.95
December 2016	185.50	150.00	185.85	148.30
January 2017	201.00	159.40	201.00	166.35
February 2017	224.00	185.00	224.40	183.00
March 2017	235.40	190.05	235.00	171.00

Increase or decrease in the SENSEX/NIFTY is not commensurate to fluctuations in Market Price.

7. Disclosures :

- A Statement in summary form of transactions with related parties in the ordinary course of business was placed periodically before the Board of Directors/Audit Committee. All transactions with the related parties have been on an arms length basis. A Policy on transactions with related parties have also been formulated, which has been hosted on Company's website www.ifglref.com.
- Neither the Company nor IFGL had any materially significant related party transactions, which may have potential conflict with interest of the Company.
- Financial Statements for the FY under review include effect of merger sanctioned by the Hon'ble Tribunal and no accounting treatment which was different from that prescribed in the Accounting Standard has been followed.
- For disclosures of related party relationship and transactions as per Accounting Standard 18, "Related Party Disclosures", Note 34 to the Annual Audited Accounts of the Company for the FY ended 31st March 2017 may be referred to.
- Both the Company and IFGL, during part of FY under review, supplied Refractories (of unique/special nature) to a company (where Mr K Dalmia being Director of IFGL upto 12th November 2016, happened to hold Directorship) as per the latter's requirements from time to time at prices and terms which were negotiated and mutually agreed. In the AGM of the Shareholders of the Company and IFGL held on Monday, 27th June 2016 and Friday, 19th August 2016, Resolutions under Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 have also been passed with regard to transactions with related parties.
- Resume and other information of the Directors proposed to be appointed/re-appointed at the ensuing AGM of the Company are given in the Notice relating thereto to the Shareholders as required under Regulation 36(3) of SEBI LODR, 2015.
- Nomination and Remuneration Committee of IFGL has devised a Policy on Board Diversity, a copy whereof is hosted on Company's website www.ifglref.com.
- A Management Discussion and Analysis Report has been included as a part of the Directors' Report to the Shareholders for FY ended 31st March 2017.
- In accordance with requirement of Corporate Governance, the Board of Directors of IFGL formulated a Code of Conduct for Board of Directors including Independent Directors and Senior Management Personnel and the compliance thereof has been affirmed by all concerned. The Code provided for duties of Independent Directors as laid down in the Act. Required declaration to this effect

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

signed by the Managing Director of the Company is appended as a separate Annexure to this Report. This Code of Conduct, adopted by the Company, has also been hosted on Company's website www.ifglref.com.

- No penalties/strictures were imposed on IFGL by any regulatory authority on any matter related to capital markets during last three years.
- The Company was a Non Material Indian Subsidiary of IFGL. Following principles of good Corporate Governance, Mr K S B Sanyal, being one of the Independent Directors of IFGL, was also a Director on the Board of the Company. Following Order of the Tribunal, the Company ceased to be Subsidiary of IFGL on and from 1st April 2016.
- Following Order of the Tribunal, Subsidiaries of IFGL have become Subsidiaries of the Company. Prior to that the Company did not have any Subsidiary. IFGL placed minutes of Subsidiaries before the Board and attention of the Directors was drawn to significant transactions and arrangement entered into by Subsidiary Companies. The Company has no Indian Subsidiary.
- IFGL laid down procedures to inform the Board Members about the risk assessment and minimisation procedures. Said procedures were periodically reviewed to ensure that Executive Management control risks through means of a properly defined framework. These procedures have also been adopted by the Company.
- IFGL formulated the Code of Conduct for prevention of Insider Trading in Securities of the Company by its Directors and Employees in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015. The Board of IFGL also formulated a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information following said SEBI Insider Trading Regulations. These Code of Conduct have been adopted by the Company and hosted on Company's website www.ifglref.com. For the purposes, the Company Secretary, Mr R Agarwal has been appointed as Compliance Officer and Director and Chief Executive Officer, Mr K Sarda appointed as Chief Investor Relations Officer.

IFGL appointed Strategic Growth Advisors Private Limited (Mr Samir Shah) of 402, Pressman House, Near Orchid Hotel, 70A, Nehru Road, Vile Parle (East), Mumbai 400 099 as Investor Relations Advisors. Quarterly Results and presentation made to analysts were hosted on website www.ifglref.com. Transcripts of Quarterly Conference Calls on Financial Performance were also hosted on said website. Following merger, said appointment has got transferred to the Company and all these practices will also be followed by the Company.

- The Board of Directors of IFGL and the Company has put in place a Policy on Prevention of Sexual Harassment following provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Copy of said Policy has been hosted on Company's website www.ifglref.com. During FY 2016-2017, no complaint regarding Sexual Harassment was received.
- The Board of Directors of the Company have received a Certificate from the Managing Director and Director and Chief Executive Officer, who is also Chief Financial Officer of the Company in compliance of Regulation 17(8) of SEBI LODR, 2015.
- IFGL had a Whistle Blower Policy, whereby Vigil Mechanism was established for Directors and Employees, both permanent and temporary, to report concerns about unethical conduct and improper practices or alleged fraud or violation of Code of Conduct or Ethics Policy, to the Managing Director or Compliance Officer or the Audit Committee soon after becoming aware of the same. Said Policy inter-alia provided for adequate safeguards against victimization of persons availing mechanism of the same and also providing for direct access to the Chairman of the Audit Committee in exceptional cases. The Company has adopted said policy and hosted a copy thereof on its website www.ifglref.com.
- Pursuant to Regulation 40 of SEBI LODR, 2015, Certificates, on half year basis, were issued by a Company Secretary-in-Practice for due compliance of Share Transfer formalities by IFGL and filed with Stock Exchanges within prescribed time.
- A Chartered Accountant in full time practice carried out Reconciliation of Share Capital Audit to reconcile total admitted capital with NSDL and CDSL and the total issued and listed capital of IFGL. The Audit confirmed that the total issued/paid up capital was in agreement with the aggregate of the total number of Shares in physical form and the total number of Shares in dematerialised form (held with NSDL and CDSL).
- IFGL complied all mandatory requirements of Corporate Governance. Compliance of non mandatory requirements by IFGL are dealt with at the end of the Report. IFGL sent Compliance Reports in format prescribed to Stock Exchanges within prescribed time.
- On merger becoming effective, Board of Directors of the Company has been reconstituted and the Independent Directors have confirmed that they meet criteria of 'Independence' as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015.
- Tenure of some of the Independent Directors of IFGL was more than nine years in aggregate considering their respective initial date of induction on the Board thereof. None of the Independent Directors of IFGL or the Company has/is serving as Independent

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

Directors in more than seven listed Companies. Formal letters of appointment have been issued to the Independent and hosted on Company's website www.ifglref.com.

- A meeting of the Independent Directors of IFGL was held on 14th May 2016, whereat all of them were present. Independent Directors following Company's Policy were familiarised with their roles, rights and responsibilities nature of industry in which IFGL operated, business models of IFGL etc. Details of familiarisation programmes forming part of Company's Policy therefor are hosted on the Company's website www.ifglref.com. These was followed by IFGL too.
- In a meeting held recently, the Independent Directors of IFGL inter-alia reviewed performance of the Non Independent Directors and the Board as a whole and the Chairperson of the Company taking into account views of Executive Directors and Non-Executive Directors Quality, Quantity and Timeliness of flow of information between the Company Management and the Board necessary for the Board to effectively and reasonably perform their duties was assessed. These were found to be satisfactory.
- Website www.ifglref.com of the Company is functional and provide information in accordance with Regulation 46 of SEBI LODR, 2015.
- In compliance of Regulation 7(3) of SEBI LODR, 2015, a Compliance Certificate duly signed both by Compliance Officer of IFGL and authorised representative of Share Transfer Agent for half year ended on 30th September 2016 and 31st March 2017 have been submitted to Stock Exchanges within time prescribed. IFGL has also made compliance of Regulation 7 and other Regulations relevant of Chapter III of SEBI LODR, 2015.
- Regulation 21 of SEBI LODR, 2015 regarding constitution of Risk Management Committee is not applicable either to IFGL or the Company.
- Major currency for exports of IFGL was Euro. Based on recommendation of the Investment Committee and supported by experts advice, IFGL from time to time entered into forward contracts to hedge risks on account of foreign exchange fluctuation.
- Following merger of IFGL with the Company, manufacturing facilities of the Company are situated at Plot Nos 638-644, Kandla Special Economic Zone, P.O. Gandhidham 370 230, Dist. Kutch, Gujarat and Sector 'A' and 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha.

Registrar and Share Transfer Agent for Physical and Demat Segments (RTA)

Maheshwari Datamatics Private Limited
6, Mangoe Lane (Surendra Mohan Ghosh Sarani)
2nd Floor, Kolkata 700 001
Phone : +91 33 22482248, Fax No : +91 33 22484787
E-mail : mdpldc@yahoo.com

They were RTA of IFGL and effective 21st August 2017 have become RTA of the Company also.

Compliance Officer

Mr Rajesh Agarwal, Company Secretary
3, Netaji Subhas Road, Kolkata 700 001
Phone : +91 33 40106114, Fax : +91 33 22430886
E-mail : rajesh.agarwal@ifgl.in

All communications on matters relating to Share Transfers, Dividend etc may be sent directly to Registrar and Share Transfer Agent and Complaints, if any, on these matters may also be sent to investorcomplaints@ifgl.in or to the Compliance Officer.

Share Transfer System

During FY 2016-2017, the Company did not receive Shares for transfer. IFGL registered Share Transfers within a maximum period of 15 (fifteen) days from the date of receipt provided the documents were complete in all respects. All Share Transfers were approved by the Company Secretary under the authority delegated to him.

Following Scheme of Amalgamation sanctioned by the Hon'ble Tribunal, the Company has issued and allotted one Equity Share of ₹ 10/- each fully paid up for one Equity Share of ₹ 10/- each fully paid up held in IFGL on the record date, 15th September 2017. Pending receipt of listing and trading approval of BSE and NSE, all Equity Shares of the Company remain frozen. The Company has however constituted a Stakeholders Relationship Committee of the Directors, which shall inter-alia deal with matters relating to transfer/transmission of its Equity Shares and shall delegate authority therefor, if necessary. IFGL also had said Stakeholders Relationship Committee and ensure that transfers are registered within maximum of 15 days from the date of receipt provided documents are complete in all respects.

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

Distribution of Equity Shareholding

Following is the distribution of Company's Equity Shares subsequent to issue and allotment to the holders of Equity Shares of IFGL as per Order of the Hon'ble Tribunal.

Category	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Promoter's Holding*				
- Indian Promoters	6	0.03	20,514,618	56.92
- Foreign Promoter	1	0.01	5,590,156	15.51
Financial Institutions/Banks/Mutual Funds/UTI	24	0.13	1,763,610	4.90
Foreign Institutional Investors/Foreign Portfolio Investors	4	0.02	22,412	0.06
NBFCs registered with RBI	1	0.01	256	0.00
NRIs/Clearing Member	270	1.49	226,664	0.63
Private Body Corporate	213	1.17	2,526,719	7.01
Individuals	17,616	97.14	5,394,877	14.97
Total	18,135	100.00	36,039,312	100.00

* Not pledged or otherwise encumbered in any manner.

Number of Shares	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Upto 500	16,905	93.22	2,123,530	5.89
501 to 1000	553	3.05	460,525	1.28
1001 to 2000	273	1.51	425,176	1.18
2001 to 3000	109	0.60	278,509	0.77
3001 to 4000	54	0.30	193,904	0.54
4001 to 5000	46	0.25	216,608	0.60
5001 to 10000	97	0.53	683,084	1.90
10001 and above	98	0.54	31,657,976	87.84
Total	18,135	100.00	36,039,312	100.00

Distribution of Equity Shareholding as on 31st March 2017 of IFGL was as follows :

Category	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Promoter's Holding*				
- Indian Promoters	5	0.03	19,669,248	56.83
- Foreign Promoter	1	0.00	5,006,956	14.47
Financial Institutions/Banks/Mutual Funds/UTI	27	0.15	1,497,375	4.33
Foreign Institutional Investors/Foreign Portfolio Investors	4	0.02	42,903	0.12
NBFCs registered with RBI	1	0.00	221	0.00
NRIs/Clearing Member	408	2.23	357,900	1.03
Private Body Corporate	206	1.13	2,518,688	7.28
Individuals	17,646	96.44	5,517,181	15.94
Total	18,298	100.00	34,610,472	100.00

* Not pledged or otherwise encumbered in any manner.

Annexure 'A' to Directors' Report - Report on Corporate Governance (Contd.)

Number of Shares	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Upto 500	16,956	92.67	2,160,004	6.24
501 to 1000	586	3.20	481,889	1.39
1001 to 2000	314	1.72	478,041	1.38
2001 to 3000	125	0.68	321,538	0.93
3001 to 4000	63	0.34	226,526	0.66
4001 to 5000	56	0.31	263,272	0.76
5001 to 10000	101	0.55	713,940	2.06
10001 and above	97	0.53	29,965,262	86.58
Total	18,298	100.00	34,610,472	100.00

Dematerialisation of Shares and Liquidity

Equity Shares of the Company having ISIN : INE133Y01011 are available for dematerialisation with the Depositories, NSDL and CDSL and following is the distribution in physical and electronic mode subsequent to issue and allotment of Equity Shares on 18th September 2017 to the holders of Equity Shares of IFGL.

	Number of Shares	% of Total Equity Shares
In DEMAT with		
- NSDL	31,679,234	87.90%
- CDSL	2,267,112	6.29%
In Physical	2,092,966	5.81%

Equity Shares of IFGL having ISIN : INE023B01012 were also available for dematerialisation both on NSDL and CDSL and following has been the distribution in physical and dematerialised form as on 31st March 2017.

	Number of Shares	% of Total Equity Shares
In DEMAT with		
- NSDL	30,707,474	88.72%
- CDSL	2,354,023	6.80%
In Physical	1,548,975	4.48%

8. Unclaimed Dividend/Shares

The Company did not declare Dividend in any of the preceding financial years. All unclaimed/unpaid Dividend pertains to IFGL. Table below give information relating to said outstanding Dividends and dates when due for transfer to Investors Education and Protection Fund (IEPF).

FY	Date of Declaration of Dividend	Proposed Date for transfer to IEPF*
2010-2011	26.08.2011	25.10.2018
2011-2012	24.08.2012	23.10.2019
2012-2013	23.08.2013	22.10.2020
2013-2014	22.08.2014	21.10.2021
2014-2015	22.08.2015	21.10.2022
2015-2016	13.03.2016	12.05.2023

* Indicative dates. Actual dates may vary.

In accordance with Regulation 39(4) read with Schedule VI of SEBI LODR, 2015, IFGL opened an Unclaimed Suspense Demat Account with HDFC Bank Limited and all Equity Shares in physical form lying unclaimed pursuant to Public/Rights Issues of IFGL as well as by erstwhile Indo Flogates Limited, dematerialised and credited to said Demat Account.

Annexure 'A' to Directors' Report - Report on Corporate Governance *(Contd.)*

Whenever any request for said unclaimed Shares was received, Equity Shares either in electronic or physical forms were issued to the claimant concerned after debiting said Demat Account.

	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying at the beginning of the FY	52	4,488
Number of Shareholders who approached issuer for transfer of Shares from Suspense Account during the FY	2	210
Number of Shareholders to whom Shares were transferred from Suspense Account during the FY	2	210
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying at the end of the FY	50	4,278

Recently on 20th September 2017, Unclaimed Dividend relating to FY 2009-2010 has been transferred to IEPF following provisions of Section 124(5) of the Companies Act, 2013 read with Rule 5 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Formalities are in the process of being completed for transfer of Equity Shares pertaining to Unclaimed Dividend of FY 2007-2008 and FY 2009-2010 to Demat Account of IEPF following provisions of Section 124(6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 by 30th November 2017, details whereof will also be posted on Company's website : www.ifglref.com. Persons who have not yet claimed their above outstanding Dividends may send their requests to the Company. However claims in respect of Unclaimed Dividends already transferred to IEPF be lodged online in www.iepf.gov.in.

9. Status of Adoption of the Non Mandatory Requirements :

Non-Executive Chairman's Office/Separate persons to the post of Chairman and Managing Director :

IFGL had appointed Mr S K Bajoria as Executive Chairman and Mr P Bajoria as Managing Director. Following merger of IFGL becoming effective, the Company has appointed Mr S K Bajoria as Executive Chairman and Mr P Bajoria as Managing Director.

Audit Qualification

There is no qualification made by Statutory Auditors on Financial Statements of the FY under review. However emphasis on matter paragraph on Goodwill arising on merger and amortisation thereof has been included therein.

Other Items

Text in compliance of Regulation 33 of SEBI LODR, 2015 was published by IFGL in English and Vernacular Newspapers, filed with BSE and NSE and also hosted on its website. Internal Auditor of IFGL reported to Chairman and Managing Director and their Quarterly Reports were mandatorily placed before the Audit Committee for discussion. These practices will also be followed by the Company.

Steps wherever necessary were taken by IFGL to implement relevant and applicable provisions of the Act and Rules framed thereunder and also SEBI LODR, 2015. The Company's endeavor will be also to do so.

10. Auditors' Certificate on Corporate Governance

As required under Para E of Schedule V of SEBI LODR, 2015, Company's Statutory Auditors Certificate that the conditions of Corporate Governance has been complied by IFGL is attached.

Annexure 'A' to Directors' Report - Report on Corporate Governance (Contd.)**Annual Certificate under Regulation 34(3) read with Part D of Schedule V of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015****DECLARATION**

As required under Regulation 34(3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that affirmation for compliance of Code of Conduct has been received from all the Board Members and Senior Management Personnel i.e. Employees in the grades of General Manager and above, of erstwhile IFGL Refractories Limited (IFGL) for financial year ended 31st March 2017. The Company has also adopted said Code w.e.f 5th August 2017, being the date on which amalgamation of said IFGL with the Company following passing of an Order on 3rd August 2017 by the Hon'ble National Company Law Tribunal, Kolkata Bench become effective.

Kolkata
9th September 2017

P Bajoria
(DIN : 00084031)
Managing Director

Independent Auditors' Certificate on Corporate Governance**TO THE MEMBERS OF
IFGL EXPORTS LIMITED**

1. This Certificate is issued in accordance with the terms of our engagement letter dated 1st November 2016.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the statutory auditors of IFGL EXPORTS LIMITED ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2017, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management.
This responsibility includes the design, implementation and maintenance of Internal Control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Service Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the Listing Regulations during the year ended 31st March 2017.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 302009E)
A Bhattacharya
Partner
(Membership No. 054110)

Kolkata
9th October 2017

Annexure 'B' to Directors' Report - MGT 9

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended 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]

I. Registration & Other Details

1.	CIN	U51909WB2007PLC118407
2.	Registration Date	07.09.2007
3.	Name of the Company	IFGL Exports Limited
4.	Category/Sub Category of the Company	Public Limited Company
5.	Address of the Registered Office & Contact Details	McLeod House, 3, Netaji Subhas Road, Kolkata 700 001 Tel : +91 33 40106100, Fax : +91 33 22430886 E-mail : ifgl.ho@ifgl.in
6.	Whether Listed Company	Following Order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench on 3rd August 2017, IFGL Refractories Limited (CIN : L27202OR1989PLC002971) has amalgamated with the Company on and from 1st April 2016. Pursuant to the Scheme approved by the Hon'ble Tribunal, the Company will get its Equity Shares listed both on BSE Limited and National Stock Exchange of India Limited.
7.	Name, Address & Contact Details of the Registrar & Transfer Agent, if any	Maheshwari Datamatics Private Limited 6, Mangoe Lane (Surendra Mohan Ghosh Sarani) 2nd Floor, Kolkata 700 001 Tel : + 91 33 22482248, Fax : +91 33 22484787 E-mail : mdpldc@yahoo.com

II. Principal Business Activities of the Company (All the Business Activities contributing 10% or more of the Total Turnover of the Company)

Sl. No.	Name and Description of Main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1.	Manufacture and Sale of Refractory Mortars, Refractory Ceramic Products etc	2391	91.90
2.	Trading	-	6.43

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.	Bajoria Holdings Private Limited, India	U67120WB1983PTC036590	Holding Company	52.93 (held in erstwhile IFGL Refractories Limited)	2(46)
2.	IFGL Worldwide Holdings Limited, Isle of Man	NA	Subsidiary Company	100	2(87)
3.	IFGL Monocon Holdings Limited, UK	NA	Step down Subsidiary	100	2(87)
4.	Monocon International Refractories Limited, UK	NA	Step down Subsidiary	100	2(87)
5.	Monocon Overseas Limited, UK	NA	Step down Subsidiary	100	2(87)
6.	Mono Ceramics Inc., USA	NA	Step down Subsidiary	100	2(87)
7.	Monotec Refratarios Ltda, Brazil	NA	Step down Subsidiary	95	2(87)

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
8.	Tianjin Monocon Refractories Company Limited, PRC	NA	Step down Subsidiary	100	2(87)
9.	Tianjin Monocon Aluminious Refractories Company Limited, PRC	NA	Step down Subsidiary	100	2(87)
10.	Goricon Metallurgical Services Limited, UK	NA	Step down Subsidiary	100	2(87)
11.	IFGL GmbH, Germany	NA	Step down Subsidiary	100	2(87)
12.	Hofmann Ceramic GmbH, Germany	NA	Step down Subsidiary	100	2(87)
13.	Hofmann GmbH & Co. OHG, Germany	NA	Step down Subsidiary	100	2(87)
14.	Hofmann Ceramic CZ s.r.o., Czech Republic	NA	Step down Subsidiary	98.78	2(87)
15.	Hofmann Ceramic Limited, UK	NA	Step down Subsidiary	100	2(87)
16.	Hofmann Ceramic LLC, USA	NA	Step down Subsidiary	100	2(87)
17.	Hofmann Pyemetric LLC, USA	NA	Step down Subsidiary	51	2(87)
18.	IFGL Inc., USA	NA	Step down Subsidiary	100	2(87)
19.	EI Ceramics LLC, USA	NA	Step down Subsidiary	100	2(87)

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity of the Company) :

(a) (i) Category wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian	–	1,727,800	1,727,800	79.99	–	2,332,530	2,332,530	79.99	0.00
2. Foreign	–	432,000	432,000	20.00	–	583,200	583,200	20.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	–	2,159,800	2,159,800	99.99	–	2,915,730	2,915,730	99.99	0.00
B. Public Shareholding									
1. Institutions	–	–	–	–	–	–	–	–	–
2. Non Institutions	–	200	200	0.01	–	270	270	0.01	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	–	200	200	0.01	–	270	270	0.01	0.00
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	–	2,160,000	2,160,000	100.00	–	2,916,000	2,916,000	100.00	0.00

Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity of erstwhile IFGL Refractories Limited) :

(b) (i) Category wise Shareholding

Category of Shareholders	No. of Shares held at beginning of the Year				No. of Shares held at end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/HUF	1,348,275	–	1,348,275	3.90	1,348,275	–	1,348,275	3.90	0.00
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt(s)	–	–	–	–	–	–	–	–	–

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

Category of Shareholders	No. of Shares held at beginning of the Year				No. of Shares held at end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Bodies Corporate	18,320,973	–	18,320,973	52.93	18,320,973	–	18,320,973	52.93	0.00
e) Banks/FI's	–	–	–	–	–	–	–	–	–
f) Any other	–	–	–	–	–	–	–	–	–
Sub Total (A)(1)	19,669,248	–	19,669,248	56.83	19,669,248	–	19,669,248	56.83	0.00
2. Foreign									
a) NRIs – Individuals	–	–	–	–	–	–	–	–	–
b) Other – Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corporate	5,006,956	–	5,006,956	14.47	5,006,956	–	5,006,956	14.47	0.00
d) Banks/FI's	–	–	–	–	–	–	–	–	–
e) Any other	–	–	–	–	–	–	–	–	–
Sub Total (A)(2)	5,006,956	–	5,006,956	14.47	5,006,956	–	5,006,956	14.47	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	24,676,204	–	24,676,204	71.30	24,676,204	–	24,676,204	71.30	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	641,087	10,280	651,367	1.88	1,471,081	10,280	1,481,361	4.28	2.40
b) Banks/FI's	–	2,605	2,605	0.01	13,409	2,605	16,014	0.05	0.04
c) Central Govt	291,880	–	291,880	0.84	–	–	–	–	(0.84)
d) State Govt(s)	–	–	–	–	–	–	–	–	–
e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
f) Insurance Companies	–	–	–	–	–	–	–	–	–
g) FIs	25,140	1,300	26,440	0.08	–	1,300	1,300	0.00	(0.07)
h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i) Others (Specify)									
- Foreign Portfolio Investors	18,100	–	18,100	0.05	41,603	–	41,603	0.12	0.07
Sub Total (B)(1)	976,207	14,185	990,392	2.86	1,526,093	14,185	1,540,278	4.45	1.59
2. Non Institutions									
a) Bodies Corporate									
i) Indian	2,587,686	39,730	2,627,416	7.59	2,479,028	39,660	2,518,688	7.27	(0.31)
ii) Overseas	–	–	–	–	–	–	–	–	–
b) Individuals									
i) Individual Shareholders holding Nominal Share Capital upto ₹ 1 lac	3,204,654	1,497,175	4,701,829	13.59	2,636,698	1,467,495	4,104,193	11.86	(1.73)
ii) Individual Shareholders holding Nominal Share Capital in excess of ₹ 1 lac	1,269,531	24,000	1,293,531	3.74	1,388,988	24,000	1,412,988	4.08	0.35
c) Others (Specify)									
i) Non Resident Indians	214,048	3,635	217,683	0.63	218,905	3,635	222,540	0.64	0.01
ii) Overseas Corporate Bodies	–	–	–	–	–	–	–	–	–

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

Category of Shareholders	No. of Shares held at beginning of the Year				No. of Shares held at end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
iii) Foreign Nationals	–	–	–	–	–	–	–	–	–
iv) Clearing Members	103,417	–	103,417	0.30	135,360	–	135,360	0.39	0.09
v) Trusts	–	–	–	–	–	–	–	–	–
vi) Foreign Bodies – D R	–	–	–	–	–	–	–	–	–
vii) Foreign Portfolio Investors	–	–	–	–	–	–	–	–	–
viii) NBFCs registered with RBI	–	–	–	–	221	–	221	0.00	0.00
ix) Employee Trusts	–	–	–	–	–	–	–	–	–
x) Domestic Corporate Unclaimed Shares Account	–	–	–	–	–	–	–	–	–
xi) Investor Education and Protection Fund Authority	–	–	–	–	–	–	–	–	–
Sub Total (B)(2)	7,379,336	1,564,540	8,943,876	25.84	6,859,200	1,534,790	8,393,990	24.25	(1.59)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8,355,543	1,578,725	9,934,268	28.70	8,385,293	1,548,975	9,934,268	28.70	(0.00)
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	33,031,747	1,578,725	34,610,472	100.00	33,061,497	1,548,975	34,610,472	100.00	0.00

(a) (ii) Shareholding of Promoters of the Company

Sl. No.	Shareholder's Name	Shareholding at beginning of the Year			Shareholding at end of the Year			% 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	% of Shares Pledged/ Encumbered to Total Shares	
	Indian Promoter							
	<i>Individuals/HUF</i>							
1.	Shishir Kumar Bajoria	526,600	24.38	–	710,910	24.38	–	–
2.	Smita Bajoria	200	0.01	–	270	0.01	–	–
3.	Mihir Bajoria	200	0.01	–	270	0.01	–	–
4.	S K Bajoria & Others (HUF)	200	0.01	–	270	0.01	–	–
	(A)	527,200	24.41	–	711,720	24.41	–	–
	<i>Bodies Corporate</i>							
5.	Bajoria Holdings Private Limited	98,800	4.57	–	133,380	4.57	–	–
6.	Bajoria Enterprises Limited	200	0.01	–	270	0.01	–	–
7.	IFGL Refractories Limited	1,101,600	51.00	51.00	1,487,160	51.00	51.00	–
	(B)	1,200,600	55.58	51.00	1,620,810	55.58	51.00	–
	Foreign Promoter							
	<i>Bodies Corporate</i>							
8.	Krosaki Harima Corporation, Japan (C)	432,000	20.00	–	583,200	20.00	–	–
	Total (A+B+C)	2,159,800	99.99	51.00	2,915,730	99.99	51.00	–

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

(b) (ii) Shareholding of Promoters of erstwhile IFGL Refractories Limited

Sl. No.	Shareholder's Name	Shareholding at beginning of the Year			Shareholding at end of the Year			% 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	% of Shares Pledged/ Encumbered to Total Shares	
	Indian Promoter							
	<i>Individuals/HUF</i>							
1.	Shishir Kumar Bajoria	770,732	2.23	-	770,732	2.23	-	-
2.	Smita Bajoria	44,343	0.13	-	44,343	0.13	-	-
3.	Mihir Bajoria	218,475	0.63	-	218,475	0.63	-	-
4.	S K Bajoria & Others (HUF)	314,725	0.91	-	314,725	0.91	-	-
	(A)	1,348,275	3.90	-	1,348,275	3.90	-	-
	<i>Bodies Corporate</i>							
5.	Bajoria Holdings Private Limited (B)	18,320,973	52.93	-	18,320,973	52.93	-	-
	Foreign Promoter							
	<i>Bodies Corporate</i>							
6.	Krosaki Harima Corporation, Japan (C)	5,006,956	14.47	-	5,006,956	14.47	-	-
	Total (A+B+C)	24,676,204	71.30	-	24,676,204	71.30	-	-

(a) (iii) Change in Promoters' Shareholding of the Company (please specify, if there is no change)

Sl. No.		Shareholding at beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
a)	At the beginning of the year	2,159,800	99.99		
b)	Changes during the year (allotted as Bonus Shares)	755,930			
c)	At the end of the year			2,915,730	99.99

(b) (iii) Change in Promoters' Shareholding of erstwhile IFGL Refractories Limited (please specify, if there is no change)

Sl. No.		Shareholding at beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
a)	At the beginning of the year	24,676,204	71.30		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			24,676,204	71.30

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

(a) (iv) Shareholding Pattern of Top Ten Shareholders of the Company (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
a)	At the beginning of the year	–	–		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			–	–

b) (iv) Shareholding Pattern of Top Ten Shareholders of erstwhile IFGL Refractories Limited (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Dhanlakshmi Vyapaar Private Limited				
a)	At the beginning of the year	952,142	2.75		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			952,142	2.75
2.	Santosh Tour and Travels Private Limited				
a)	At the beginning of the year	701,618	2.03		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			701,618	2.03
3.	DSP Blackrock Micro Cap Fund*				
a)	At the beginning of the year	–	–		
b)	Changes during the year				
	Bought during the year	456,290	1.32	456,290	1.32
	Sold during the year	–	–	456,290	1.32
c)	At the end of the year			456,290	1.32
4.	L&T Mutual Fund Trustee Limited-L&T Emerging Businesses Fund*				
a)	At the beginning of the year	–	–		
b)	Changes during the year				
	Bought during the year	336,314	0.97	336,314	0.97
	Sold during the year	–	–	336,314	0.97
c)	At the end of the year			336,314	0.97
5.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Balanced Advantage Fund				
a)	At the beginning of the year	295,100	0.85		
b)	Changes during the year				
	Bought during the year	164,175	0.47	459,275	1.32
	Sold during the year	(133,800)	(0.38)	325,475	0.94
c)	At the end of the year			325,475	0.94

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

Sl. No.	For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
6.	HDFC Small & Midcap Fund				
a)	At the beginning of the year	200,700	0.58		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			200,700	0.58
7.	India Infoline Limited*				
a)	At the beginning of the year	1	0.00		
b)	Changes during the year				
	Bought during the year	238,427	0.69	238,428	0.69
	Sold during the year	(122,414)	(0.35)	116,014	0.34
c)	At the end of the year			116,014	0.34
8.	Union KBC Small & Midcap Fund				
a)	At the beginning of the year	106,795	0.31		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			106,795	0.31
9.	Dotch Sales Private Limited*				
a)	At the beginning of the year	70,000	0.20		
b)	Changes during the year				
	Bought during the year	37,144	0.11	107,144	0.31
	Sold during the year	(7,144)	(0.02)	100,000	0.29
c)	At the end of the year			100,000	0.29
10.	Manan Finserve Private Limited*				
a)	At the beginning of the year	–	–		
b)	Changes during the year				
	Bought during the year	83,100	0.24	83,100	0.24
	Sold during the year	–	–	83,100	0.24
c)	At the end of the year			83,100	0.24
11.	Industrial Promotion and Investment Corporation of Orissa Limited#				
a)	At the beginning of the year	291,880	0.84		
b)	Changes during the year				
	Bought during the year	–	–	291,880	0.84
	Sold during the year	(291,880)	(0.84)	–	–
c)	At the end of the year			–	–
12.	Star Finvest Private Limited#				
a)	At the beginning of the year	110,000	0.32		
b)	Changes during the year				
	Bought during the year	92,486	0.27	202,486	0.59
	Sold during the year	(202,486)	(0.59)	–	–
c)	At the end of the year			–	–

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

Sl. No.	For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
13.	VLS Finance Limited#				
a)	At the beginning of the year	250,000	0.72		
b)	Changes during the year				
	Bought during the year	–	–	250,000	0.72
	Sold during the year	(172,459)	(0.50)	77,541	0.22
c)	At the end of the year			77,541	0.22
14.	Sangeeta Nirmal Bang#				
a)	At the beginning of the year	151,658	0.44		
b)	Changes during the year				
	Bought during the year	–	–	151,658	0.44
	Sold during the year	(151,658)	(0.44)	–	–
c)	At the end of the year			–	–
15.	Surender Kumar Gupta#				
a)	At the beginning of the year	119,799	0.35		
b)	Changes during the year				
	Bought during the year	–	–	119,799	0.35
	Sold during the year	(119,799)	(0.35)	–	–
c)	At the end of the year			–	–

* As on 31st March 2017

As on 1st April 2016

Note : Datewise details of increase/decrease hosted on Company's website i.e. www.ifglref.com.**(a) (v) Shareholding of Directors and Key Managerial Personnel of the Company**

Sl. No.	For each of the Directors and Key Managerial Person	Shareholding at beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	S K Bajoria				
a)	At the beginning of the year	526,600	24.38		
b)	Changes during the year				
	Bought during the year (allotted as Bonus Shares)	184,310	–	710,910	24.38
	Sold during the year	–	–	710,910	24.38
c)	At the end of the year			710,910	24.38
2.	P Bajoria				
a)	At the beginning of the year	200	0.01		
	Bought during the year (allotted as Bonus Shares)	70	–	270	0.01
	Sold during the year	–	–	270	0.01
c)	At the end of the year			270	0.01

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

(b) (v) Shareholding of Directors and Key Managerial Personnel of erstwhile IFGL Refractories Limited

Sl. No.	For each of the Directors and Key Managerial Person	Shareholding at beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	S K Bajoria, Chairman				
a)	At the beginning of the year	770,732	2.23		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			770,732	2.23
2.	P Bajoria, Managing Director				
a)	At the beginning of the year	61,000	0.18		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			61,000	0.18
3.	D G Rajan, Independent Director				
a)	At the beginning of the year	390	0.00		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			390	0.00
4.	R Agarwal, Company Secretary				
a)	At the beginning of the year	2,319	0.00		
b)	Changes during the year	NO CHANGES DURING THE YEAR			
c)	At the end of the year			2,319	0.00

(₹ in lacs)

V. Indebtedness – Indebtedness of the Company (merged entity) including Interest Outstanding/Accrued but not due for Payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	2,343.71	–	–	2,343.71
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	9.50	–	–	9.50
Total (i+ii+iii)	2,353.21	–	–	2,353.21
Change in Indebtedness during the Financial Year				
- Addition	4,767.54	–	–	4,767.54
- Reduction	9.50	–	–	9.50
Net Change	4,758.04	–	–	4,758.04
Indebtedness at the end of the Financial Year				
i) Principal Amount	7,111.25	–	–	7,111.25
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	4.28	–	–	4.28
Total (i+ii+iii)	7,115.53	–	–	7,115.53

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

(₹ in lacs)

VI. Remuneration of Directors and Key Managerial Personnel of both the Company and erstwhile IFGL Refractories Limited**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		S K Bajoria Chairman	P Bajoria Managing Director	K Sarda Director & CEO	
1.	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	132.00	187.20	59.82	379.02
	b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	48.62*	41.00**	1.98	91.60
	c) Profits in lieu of Salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of Profit	28.00	22.00	-	50.00
	- Others, Specify	-	-	-	-
5.	Others, please specify				
	- Contribution to Provident Fund	15.84	18.72	2.55	37.11
	- Gratuity	11.61	16.47	1.03	29.11
	Total	236.07	285.39	65.38	586.84
	Ceiling as per the Act	@236.21	@@286.32		

* Including monetary value of Perquisites not taxable but excluding ₹ 0.29 on account of Motor Car.

** Including monetary value of Perquisites not taxable but excluding ₹ 0.40 on account of Motor Car.

@ As per Central Government approval letter dated 31st March 2017.

@@ As per Central Government approval letter dated 6th April 2017.

B. (i) Remuneration to Other Directors of the Company

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		K S B Sanyal	H Okumura	
1.	Independent Directors			
	Fee for attending Board/Committee Meetings	0.50	-	0.50
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	0.50	-	0.50
2.	Other Non-Executive Directors			
	Fee for attending Board/Committee Meetings	-	0.20	0.20
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	0.20	0.20
	Total (1+2)	0.50	0.20	0.70
	Total Managerial Remuneration			0.70
	Overall Ceiling as per the Act	Sitting Fee paid is within limit prescribed at Section 197 of the Act		

Annexure 'B' to Directors' Report - MGT 9 (Contd.)

(₹ in lacs)

B. (ii) Remuneration to other directors of erstwhile IFGL Refractories Limited

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		D K Banerji	S Khasnobis	Prof S Munshi	D G Rajan	Prof B Ray	K S B Sanyal	Prof A N Sadhu*	
1.	Independent Directors								
	Fee for attending Board/ Committee Meetings	0.85	0.70	0.80	1.35	0.75	1.80	–	6.25
	Commission	–	–	–	–	–	–	–	–
	Others, please specify	–	–	–	–	–	–	–	–
	Total (1)	0.85	0.70	0.80	1.35	0.75	1.80	–	6.25
2.	Other Non-Executive Directors	K Dalmia	H Okumura						
	Fee for attending Board/ Committee Meetings	–	0.40						0.40
	Commission	–	–						–
	Others, please specify	–	–						–
	Total (2)	–	0.40						0.40
	Total (1+2)	0.85	1.10	0.80	1.35	0.75	1.80	–	6.65
	Total Managerial Remuneration								6.65
	Overall Ceiling as per the Act	Sitting Fee paid is within limit prescribed at Section 197 of the Act							

*Waved his entitlement of Sitting Fees.

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

Sl. No.	Particulars of Remuneration	Key Managerial Remuneration			Total Amount
		R Agarwal, Company Secretary	K Poddar, Chief Financial Officer	Mansi Damani, Company Secretary (upto 05.08.2017)	
1.	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	70.73	31.12	12.96	114.81
	b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	5.60*	0.66	0.56	6.82
	c) Profits in lieu of Salary u/s 17(3) of the Income Tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission				
	- as % of Profit	–	–	–	–
	- Others, specify	–	–	–	–
5.	Others, please specify				
	- Contribution to Provident Fund	1.96	0.22	0.81	2.99
	- Gratuity	1.20	0.06	0.32	1.58
	Total	79.49	32.06	14.65	126.20

* Including monetary value of Perquisites not taxable but excluding ₹ 0.22 on account of Motor Car.

Annexure 'B' to Directors' Report - MGT 9 *(Contd.)*

VII. Penalties/Punishment/Compounding of Offences of both the Company and erstwhile IFGL Refractories Limited

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding Fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure 'C' to Directors' Report

Information under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and Rule 8(3) of Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for financial year ended on 31st March 2017

A. Conservation of Energy

Steps taken or impact on conservation of energy, steps taken for utilizing alternate sources of energy and capital investment on energy conservation equipments.

Both the Company and erstwhile IFGL Refractories Limited (IFGL) during FY 2016-2017 took steps for energy conservation, utilization of alternate energy and investment therefor in equipments. From time to time and as and when necessary, on continual basis, systems, equipments and appliances existing were replaced with those having higher energy efficiency. At several places, solar energy fittings were installed. Energy utilization was closely monitored and wastage avoided including by adopting wherever possible improved processes involving lesser consumption of energy.

Details of total energy consumption and energy consumption per unit of production are given in enclosed **Form A**.

B. Technology Absorption

Efforts made towards technology absorption, benefits derived therefrom, details of imported technologies and expenditure incurred on Research & Development

The Company has in-house Research and Development facility i.e. one each situated at manufacturing facility at Kalunga Industrial Estate, Odisha (India), Cincinnati, USA and Germany. Said R&D facilities work on improvement in product quality and performance, development of raw materials including quality up-gradation and substitutes, enhancement of production capacity and capability and other important areas like customers satisfaction, cost competitiveness, cost control etc. Issues faced by departments involved in production, quality control, application and others are referred and these facilities work on them and provide inputs thereon. These efforts and inputs received from time to time from various stakeholders including providers of technologies bring about and foster requisite desired advantages to keep pace with rapid changes taking place in dynamic market in the products segment the Company is operating in.

During last 3 FYs including FY 2016-2017, the Company have not imported any technology.

R&D activities are an integral part of the manufacturing activities carried out by the Company. Expenditure incurred on R&D are not captured separately unless substantial in nature.

C. Foreign Exchange Earnings and Outgo

Total Foreign Exchange used and earned :

(₹ in Millions)

1.	Foreign Exchange Outgo	
	i) CIF Value of Imports of Raw Materials, Stores and Spares, Trading Items and Capital Goods	716.58
	ii) Others	135.71
2.	Foreign Exchange Earnings	
	FOB Value of Exports	2,426.50

Annexure 'C' to Directors' Report (Contd.)

Form – A

Disclosure of particulars with respect to conservation of energy

	For the year ended 31st March 2017*	
	Unit at Kalunga Industrial Estate (Odisha)	Unit at Kandla SEZ (Gujarat)
A. Power & Fuel Consumption		
1. Electricity		
a) Purchased		
Units (KWH)	5,360,420	1,755,408
Total Amount (₹ in Millions)	33.89	10.69
Rate/Unit (₹)	6.32	6.09
b) Own Generation		
i) Through Diesel Generator		
Units (KWH)	259,740	11,264
Units per Ltr of Diesel Oil	2.96	2.08
Cost/Unit (₹)	19.71	28.31
ii) Through Steam Turbine/Generator		
Units (KWH)	Nil	Nil
Units per Ltr of Fuel Oil/Gas	Nil	Nil
Cost/Unit (₹)	Nil	Nil
2. Coal (Specify quality and where used)		
Quantity	Nil	Nil
Total Cost	Nil	Nil
Average Rate	Nil	Nil
3. LDO		
Quantity (Kilo Ltr)	Nil	Nil
Total Cost (₹ in Millions)	Nil	Nil
Average Rate (₹/Ltr)	Nil	Nil
4. LPG		
Quantity (MT)	1,548.07	433.07
Total Cost (₹ in Millions)	64.30	13.71
Average Rate (₹/MT)	41,536.75	31,655.80
5. Others/Internal generation		
Quantity	Nil	Nil
Total Cost	Nil	Nil
Rate/Unit	Nil	Nil
B. Consumption per unit of production		
Products-Refractories		
Electricity (KWH/Pc)	7.14	13.06
LDO (Ltrs/Pc)	Nil	Nil
Coal	Nil	Nil
LPG (Kgs/Pc)	2.06	3.22
HSD (Ltrs/Pc)	0.12	0.04

* Following merger of IFGL with the Company on and from 1st April 2016. Hence figures for FY 2015-2016 have not been given.

Annexure 'D' to Directors' Report

Statement (Form AOC 1) Containing Salient Features of Financial Statements of Subsidiaries as at 31st March 2017
 [Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014] (₹ in lacs)

Subsidiary's Name and Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Tax	Provision for Tax	Profit/(Loss) after Tax	Proposed Dividend	% of Shareholding
Subsidiary											
IFGL Worldwide Holdings Limited, Isle of Man (GBP)	5,161.92	4,590.62	4,938.57	-	-	-	318.22	-	318.22	-	100
Step Down Subsidiaries											
EI Ceramics LLC, USA (USD)	909.92	1,857.75	5,690.61	2,922.94	-	11,739.75	1,669.85	545.94	1,123.91	-	100
Goricon Metallurgical Services Limited, UK (GBP)	48.77	407.74	476.29	19.77	-	96.40	36.78	7.44	29.34	-	100
Hofmann Ceramic CZ s.r.o., Czech Republic (Euro)*	47.60	(332.89)	253.60	538.90	-	903.04	130.58	24.87	105.71	-	98.78
Hofmann Ceramic GmbH, Germany (Euro)	179.11	2,418.48	3,213.34	718.98	-	7,350.89	300.12	86.83	213.29	-	100
Hofmann Ceramic LLC, USA (GBP)	14.47	56.81	77.70	6.42	-	-	19.85	6.69	13.16	159.61@	100
Hofmann Ceramic Limited, UK (GBP)	0.08	-	0.08	-	-	-	-	-	-	-	100
Hofmann GmbH & Co. OHG, Germany (Euro)	80.25	1,169.28	1,899.03	649.50	-	-	112.94	16.94	96.00	-	100
Hofmann Pymetric LLC, USA (GBP)	0.28	8.78	12.11	3.05	-	-	(1.68)	-	(1.68)	-	51
IFGL GmbH, Germany (Euro)	4,300.80	(79.39)	38.27	113.83	-	-	(0.04)	-	(0.04)	-	100
IFGL Inc., USA (USD)	2,601.28	3,567.43	16.44	1,040.51	-	-	405.54	(5.14)	410.68	-	100
IFGL Monocon Holdings Limited, UK (GBP)	4,064.50	-	-	20.32	-	-	-	-	-	-	100
Mono Ceramics Inc., USA (GBP)	2,118.46	3,404.95	4,533.59	1,204.54	-	5,908.61	264.95	35.82	229.13	-	100
Monocon International Refractories Limited, UK (GBP)	0.08	9,394.59	9,611.74	8,048.70	-	15,520.34	786.63	181.03	605.60	-	100
Monocon Overseas Limited, UK (GBP)	0.81	6,524.67	3.65	590.46	-	-	(0.11)	-	(0.11)	-	100
Monotec Refractories Ltda, Brazil (GBP)*	223.53	(223.53)	-	-	-	-	-	-	-	-	95
Tianjin Monocon Aluminous Refractories Company Limited, PRC (GBP)*	421.84	749.67	1,325.38	153.87	-	2,392.43	400.93	100.41	300.52	179.13 @@	100
Tianjin Monocon Refractories Company Limited, PRC (GBP)*	113.81	493.20	1,394.13	787.12	-	3,673.21	336.46	84.26	252.20	136.06 @@	100

@ Paid to Holding Company, Mono Ceramics Inc., USA

@@ Paid to Holding Company, IFGL Worldwide Holdings Limited, Isle of Man

* Reporting currencies of these subsidiaries have been converted in EURO/GBP for convenience

NOTES :

- Balance Sheet figures have been converted into Indian Rupees by applying year end Foreign Exchange Closing Rate of ₹ 68.89 equivalent to 1 Euro, ₹ 81.29 equivalent to 1 GBP and ₹ 65.03 equivalent to 1 USD. Profit and Loss figure have however been converted into Indian Rupees by using Average Exchange Rate of ₹ 73.49 equivalent to 1 Euro, ₹ 87.85 equivalent to 1 GBP and ₹ 66.95 equivalent to 1 USD.
- Investment exclude investments made in Subsidiary Companies.
- The Company neither had nor have Associates/Joint Ventures.
- Reporting period of Subsidiaries is mentioned at Note 2.2 on Consolidated Statement of Accounts.

Kolkata
9th September 2017

R Agarwal
Company Secretary

Kamal Sarda
Director, Chief Executive Officer
and Chief Financial Officer

P Bajoria
Managing Director

S K Bajoria
Chairman

Annexure 'E' to Directors' Report

Annual Report on Corporate Social Responsibility (CSR) activities for Financial Year 2016-2017

1 & 2.	A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs and composition of CSR Committee.	This Annual Report provide for CSR activities pursued by IFGL Exports Limited (the Company) as well as IFGL Refractories Limited, amalgamated with the Company following passing of Order on 3rd August 2017 by the Hon'ble National Company Law Tribunal Kolkata Bench. During FY 2016-2017, CSR activities permissible were pursued through Income Tax registered IFGL Refractories Welfare Trust, also having recognition for deduction under Section 80G of the Income Tax Act, 1961. Both of the Companies adopted CSR Policy and constituted CSR Committees. CSR Policy of the Company presently in force is hosted on its website, www.ifglref.com . Members comprising of CSR Committees and further details there about are given in Corporate Governance Report at Para 3 thereof.
3.	Average Net Profit of the Company for last three Financial Years	₹ 346.31 lacs
4.	Prescribed CSR expenditure (two percent of the amount mentioned in item 3 above)	₹ 6.93 lacs
5.	Details of CSR spent during the Financial Year :	
	a) Total amount to be spent for the Financial Year	₹ 72 lacs
	b) Amount unspent, if any	Not applicable
	c) Manner in which the amount spent during Financial Year	

Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs 1. Local area or other 2. Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub heads : 1. Direct expenditure on projects or programs 2. Over heads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency
1	2	3	4	5	6	7	8
1.	a) Priyadarshini UP School	Promotion of Eductaion	P.O. Kalunga, Dist. Sundergarh, Odisha	Open	₹ 7.79 lacs	*	Through Implementing Agency
	b) Kalunga Shilpanchala Bidyalaya			Open	₹ 7.06 lacs	*	
2.	a) Free Allopathy Clinic	Promotion of health care including preventive health care	Dist. Sundergarh, Odisha	Open	₹ 2.59 lacs	*	
	b) Free Homeopathic Clinic			Open	₹ 1.12 lacs	*	
	c) Free bed at Rajasthan Seva Sadan			Open	₹ 1.20 lacs	*	

Annexure 'E' to Directors' Report (Contd.)

Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs 1. Local area or other 2. Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub heads : 1. Direct expenditure on projects or programs 2. Over heads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency
1	2	3	4	5	6	7	8
3.	a) IDC Sulabh Souchalaya at Kalunga Industrial Estate	Promotion of sanitation	Dist. Sundergarh, Odisha	Open	₹ 1.31 lacs	*	Through Implementing Agency
	b) Souchalaya at Vedvyas UP School			Open	₹ 1.19 lacs	*	
	c) Souchalaya at Kilinga Oram Basti			Open	₹ 6.91 lacs	*	
	d) Souchalaya at Kilinga Village			Open	₹ 2.21 lacs	*	
	e) IDC Souchalaya at Kharatola Jhartarang			Open	₹ 2.51 lacs	*	
4.	Contribution to Enrico Piperno Tennis Trust	Promotion of Sport	Kolkata, India	Open	₹ 3.00 lacs	*	
5.	Others	Charitable Contributions	Kolkata/Rourkela, India	Open	₹ 2.83 lacs	*	

*Expenses incurred during FY 2016-2017 for on-going handholding.

6.	In case the Company has failed to spend the two percent of the Average Net Profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.	Not applicable
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company.	Implementation and monitoring of CSR Policy has been in compliance with CSR objectives and policy of the Company as well as said IFGL.

Kolkata
9th September 2017

S K Bajoria
(DIN : 00084004)
Member, CSR Committee

Prof Bharati Ray
(DIN : 06965340)
Chairman, CSR Committee

Annexure 'F' to Directors' Report

FORM NO. MR 3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March 2017

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

TO THE MEMBERS

IFGL EXPORTS LIMITED

Regd Office : 3, Netaji Subhas Road

Kolkata - 700 001

(CIN : U51909WB2007PLC118407)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IFGL REFRATORIES LIMITED (IRL) or Transferor Company and IFGL EXPORTS LIMITED (IEL) or Transferee Company. This is a combined report of the merged entity and the names of IRL and IEL have been used herein interchangeably but relating to one and the same merged entity. Secretarial Audit was conducted in accordance with the Guidance Note issued by The Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and read with the Statutory Auditors' Report on Financial Statements and Compliance of the conditions of Corporate Governance and also the information provided by the Company, its officers; agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has, during the audit period covering the financial year ended on 31st March 2017 generally complied with the applicable 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 IFGL REFRATORIES LIMITED and IFGL EXPORTS LIMITED for the financial year ended on 31st March 2017 according to the applicable provisions of :

1. The Companies Act, 2013 (the Act) and the Rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye Laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the Company - The Company had no FDI/ODI/ECB transactions during the year except in ordinary course of business.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company as during the year, the Transferee Company has been unlisted :
 - 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 as replaced by the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Securities were issued by the Company as mentioned hereinafter.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as replaced by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - No instances were reported during the year.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - No instances were reported during the year.

Annexure 'F' to Directors' Report *(Contd.)*

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - The Company has duly appointed a SEBI authorized Category I Registrar and Share Transfer Agent as required under Law.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - No delisting was done during the year.
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - No Buyback was done during the year.
6. The following other laws specifically applicable to the Company :
- a) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - b) The Contract Labour (Regulation and Abolition) Act, 1970
 - c) Explosives Act, 1884
 - d) The Environment (Protection) Act, 1986
 - e) The Water (Prevention and Control of Pollution) Act, 1974

We have also examined compliance with the applicable clauses of the following :

- i. Secretarial Standards issued by The Institute of Company Secretaries of India - which came into effect from 01.07.2015.

We further report that during the year under report, the following events took place :

- i) A Scheme for Amalgamation of IFGL Refractories Limited (Transferor Company or the Company or IRL) with IFGL Exports Limited (Transferee Company or the Subsidiary Company or IEL) u/s 230 and 232 of the Companies Act, 2013 and other applicable provisions of the said Act was approved by the Shareholders of the Transferor Company as per notice dated 20.02.2017 at the meeting convened and held on 03.04.2017, as per the orders of Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench, Kolkata.
- ii) Salient features of said Scheme are as follows as per report of the Audit Committee of the Transferor Company :
 - a. Appointed date - 1st April 2016
 - b. All assets and liabilities of the Transferor Company shall get transferred to and become assets and liabilities of the Transferee Company.
 - c. All Equity Shares of the Transferee Company held by the Transferor Company will stand cancelled.
 - d. All Shareholders of the Transferor Company (other than the Transferor Company itself) will receive Shares of the Transferee Company as per Share Exchange Ratio approved by the Board of Directors of both Transferor and Transferee Companies. Accordingly 1 (one) Equity Share of the Transferee Company of face value of ₹ 10/- each credited as fully paid up for every 1 (one) Equity Share of face value of ₹ 10/- each credited as fully paid up held in the Transferor Company will be issued and allotted on the scheme becoming effective.
 - e. The new Equity Shares issued by amalgamated company pursuant to the Amalgamation shall after relevant approvals will be listed/admitted to trading on the BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Transferor Company are listed and/or admitted to trading.
 - f. Name of the amalgamated entity will change to "IFGL Refractories Limited".
 - g. The Registered Office of the amalgamated entity will be shifted to Sector - 'B', Kalunga Industrial Estate, Kalunga, Rourkela, Sundargarh (Odisha), PIN - 770 031.
 - h. Upon the Scheme becoming effective, the Company shall stand dissolved without winding up.
- iii) The Scheme was approved by the Hon'ble NCLT, Kolkata Bench, Kolkata vide its Order dated 03.08.2017.
- iv) The Order of the Hon'ble Bench was filed with the offices of the Registrar of Companies, West Bengal and Odisha via MCA Portal on 05.08.2017 and hence the effective date of the Scheme was 05.08.2017.
- v) Mr Kamal Sarma was appointed as CEO and CFO of IFGL Exports Limited (Merged Entity) on 05.08.2017.
- vi) The Company will be issuing 34,610,472 Equity Shares of ₹ 10/- each fully paid up to the Shareholders of IRL on the record date being 15.09.2017. These Shares will be listed both on BSE and NSE.
- vii) Other follow up actions to implement the Amalgamation scheme are under process.

Annexure 'F' to Directors' Report (Contd.)

- viii) The amount required to be spent on CSR activities was ₹ 7 lacs and a sum of ₹ 72 lacs has been spent during the financial year ended 31st March 2017. The whole amount has been given to the implementing agency.
- ix) Post Merger, the Authorised Share Capital of the Company is ₹ 630,000,000/- i.e. Authorised Share Capital of the Transferor Company has got added with its Authorised Share Capital.
- x) The Company allotted 756000 Equity Shares of ₹ 10/- each face value fully paid up on 06.08.2016 in the ratio of 3.5:10 i.e. three and a half Equity Shares for every ten Equity Shares held, by capitalisation of amounts lying to the credit of Share Premium Account.
- xi) No Dividend was declared for financial year ended 31st March 2009 and hence no amount was due to be transferred to the IEPF.
- xii) The Company has adopted the Dividend Distribution Policy as required under Regulation 43A of the LODR, 2015 as amended which inter-alia provides as follows :

“The Company's philosophy is to distribute maximum available profits in the opinion of the Board of Directors to the Shareholders”

- xiii) Following merger of IRL with the Company, all Subsidiaries of IRL have become Subsidiaries of the Company.

We further report that as far as we have been able to ascertain –

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. 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.
5. As informed to us, during the audit period the company has had no other events except those already informed to the Stock Exchanges as required under the Listing Regulations.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the Company and its Officers for systems and mechanism set-up by the company for compliances under applicable laws. Our examination, on a test check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned Corporate Laws of the Union of India.

(S. M. Gupta)

Partner

S. M. Gupta & Co.

Company Secretaries

Firm Registration No. : P1993WB046600

FCS No : 896

CP No : 2053

Kolkata

9th September 2017

Encl : Annexure 'A' forming an integral part of this Report

Annexure 'F' to Directors' Report *(Contd.)*

ANNEXURE A

TO THE MEMBERS

IFGL EXPORTS LIMITED

Regd Office : 3, Netaji Subhas Road

Kolkata -700 001

(CIN : U51909WB2007PLC118407)

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

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audits.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the fairness of the contents of the secretarial records. The verification was done on test basis to ensure that 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 and regulations 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 basis to the extent applicable to the Company.
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.

(S. M. Gupta)

Partner

S. M. Gupta & Co.

Company Secretaries

Firm Registration No. : P1993WB046600

FCS No : 896

CP No : 2053

Kolkata

9th September 2017