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## Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register the same with MOIL Limited or our R&T Agent (M/s Bigshare Services Private Limited) to enable the Company to send the Annual Reports through e-mail instead of physical form.



## BOARD OF DIRECTORS



**Shri G. P. Kundargi**  
Chairman-cum-Managing Director

## GOVERNMENT DIRECTORS



**Smt. Urvilla Khati**  
Jt. Secretary, Ministry of Steel,  
Govt. of India



**Shri Sheo Shekhar Shukla**  
Secretary Mineral Resources Department,  
Govt. of Madhya Pradesh

## INDEPENDENT DIRECTORS



**Ms Sunanda Prasad**



**Dr. A.K.Lomas**



**Shri J.P.Dange**



**Shri G.S. Grover**

## FUNCTIONAL DIRECTORS



**Shri M.P. Chaudhari**  
Director (Finance)



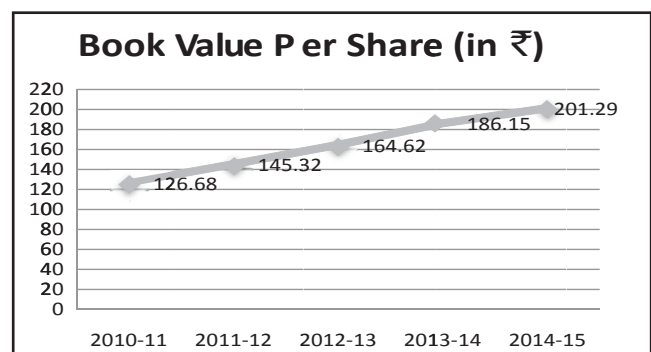
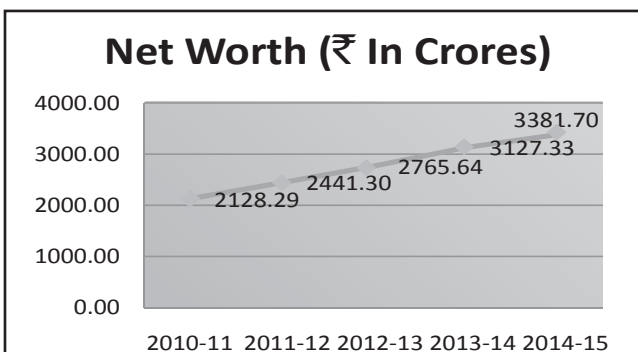
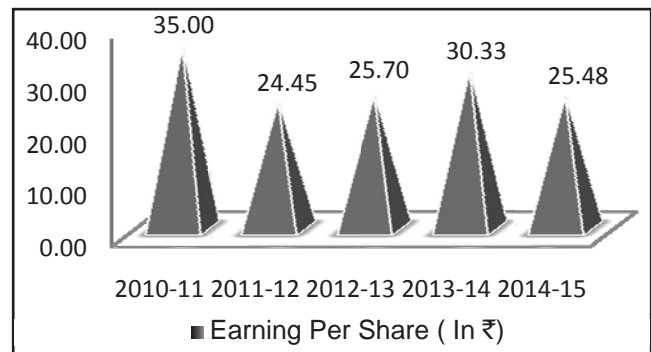
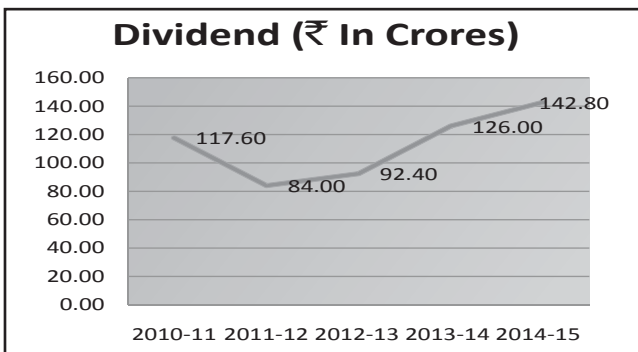
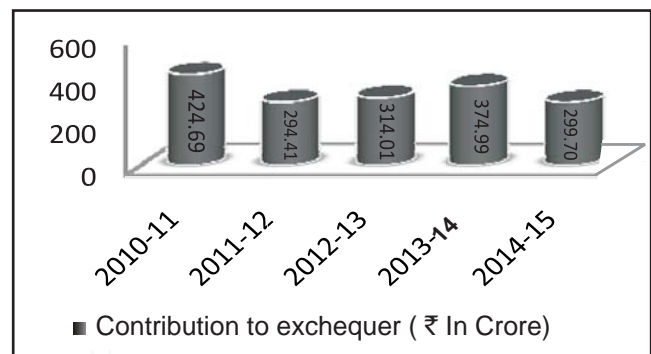
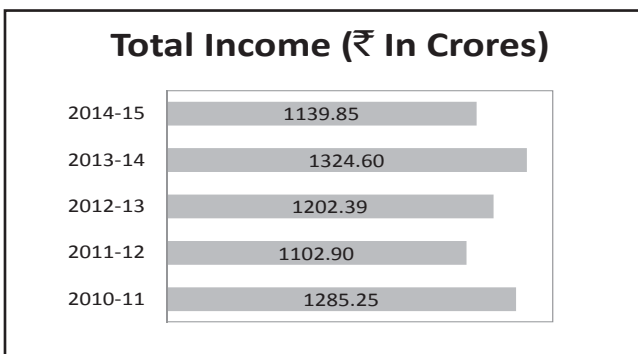
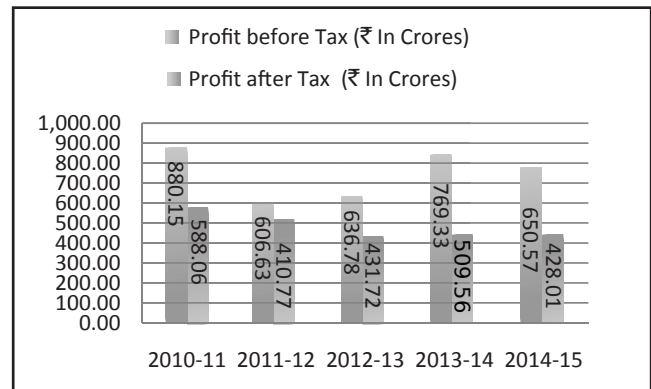
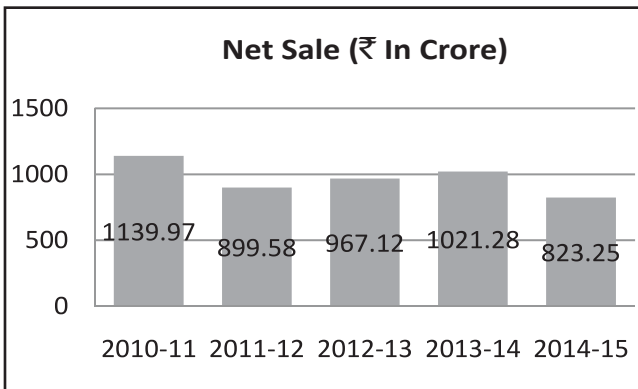
**Shri A.K. Jha**  
Director (Production & Planning)



**Shri T. K. Pattnaik**  
Director (Commercial)

## PERFORMANCE AT A GLANCE

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
<b>Financials (₹ in crores)</b>					
Net sales	<b>823.25</b>	1021.28	967.12	899.58	1139.97
Other income	<b>316.61</b>	303.32	235.27	203.32	145.28
Total income	<b>1139.86</b>	1324.6	1202.39	1102.9	1285.25
Gross margin	<b>695.65</b>	804.51	669.82	636.54	912.66
Profit before tax	<b>650.57</b>	769.33	636.78	606.63	880.15
Profit after tax	<b>428.01</b>	509.56	431.72	410.77	588.06
Dividend	<b>142.80</b>	126.00	92.40	84.00	117.60
Share capital	<b>168.00</b>	168.00	168.00	168.00	168.00
Reserves and surplus	<b>3213.70</b>	2959.33	2597.64	2273.31	1960.29
Networth	<b>3381.70</b>	3127.33	2765.64	2441.31	2128.29
Borrowings	<b>0.00</b>	0.00	0.00	0.00	0.00
Gross block	<b>610.72</b>	510.07	479.91	422.58	396.46
Working capital	<b>3030.68</b>	2805.27	2485.5	2184.36	1892.81
Capital employed	<b>3324.59</b>	3054.14	2734.45	2398.06	2097.29
<b>Important ratios</b>					
Profit before tax to capital employed %	<b>19.57</b>	25.19	23.29	25.30	41.97
Profit before tax to sales %	<b>79.02</b>	75.33	65.84	67.43	77.21
Debt- equity ratio	<b>0.00</b>	0.00	0.00	0.00	0.00
Earnings per share (₹) (on face value of ₹10)	<b>25.48</b>	30.33	25.70	24.45	35.00
<b>Contribution to Exchequer (₹ in crores)</b>					
Income tax	<b>193.83</b>	260.87	213.84	204.01	303.43
Dividend distribution tax	<b>28.55</b>	21.87	14.99	13.76	19.53
Sales tax and VAT	<b>20.23</b>	26.75	23.72	21.85	28.37
Royalty and cess	<b>35.06</b>	39.78	36.38	33.10	43.50
Excise duty	<b>7.91</b>	7.17	7.91	6.10	5.34
M.P. road cess	<b>14.12</b>	17.81	17.17	15.59	24.52
Total	<b>299.70</b>	374.25	314.01	294.41	424.69
<b>Production</b>					
Manganese ore (MT)	<b>1139156</b>	1134508	1138895	1070717	1150742
E.M.D. (MT)	<b>950</b>	923	786	714	805
Ferro manganese (MT)	<b>10045</b>	10042	9210	8694	9081
Electricity from wind mills (Kwh)	<b>32808711</b>	33206045	37545155	33022835	31039998





## CHAIRMAN'S STATEMENT

Dear Shareholders,

I feel extremely privileged and delighted in communicating once again with you on the occasion of 53rd Annual General Meeting and presenting Annual Report for the financial year 2014-15.

FY 2014-15 has been a year of challenges for mining & metals industry and, in particular, for manganese ore industry. Despite that, the company has been able to record a jump of 9.90% in its core production (i.e. ferro and silico grade of manganese ore, excluding fines). The core production stands at 9.77 lakh tonnes as against 8.89 lakh tonnes during F.Y. 2014-15. Production of all grades of manganese ores has increased slightly from 11.35 Lakh tonnes to 11.39 Lakh in comparison to previous year.

Manganese ore prices have been under pressure throughout the year. The company had to reduce prices of its various grades of manganese ores by about 27% during the year. Despite that, your company has been able to perform quite satisfactorily. With good marketing strategy, pricing policy and better product mix, your company has been able to maintain nearly same sales realization at ₹ 8233 PMT in comparison to ₹ 8351 PMT previous year. However, availability and supply of High grade Manganese Ore in international market is still a matter of concern for manganese industry in the country which continues putting pressure on pricing of manganese.

Your company has recorded sales turnover at ₹ 823.25 Crores during the financial year 2014-15, as compared to ₹ 1021.28 Crores in the previous year. The company has posted PBT and PAT of ₹ 650.57 Crores and ₹ 428.01 Crores, respectively, as against ₹ 769.33 Crores and ₹ 509.56 Crores last year.

MOIL is a dividend paying company since many years. I am pleased to inform that the Board of Directors of your Company has recommended a final dividend @ 35%, i.e., ₹ 3.50 per Equity Share for 2014-15. Thus, total dividend for the year 2014-15 works out to ₹ 8.50 per equity share as compared to ₹ 7.50 per equity share last year. Out of ₹ 8.50, your company has already paid Interim Dividend of ₹ 5.00 per Equity Share to the shareholders in March, 2015.

Year 2014-15 has been a historic year in the sphere of welfare and social security measures of your company's employees. I am pleased to inform that your company is the first Central Public Sector Enterprise (CPSE) under administrative Ministry of Steel to introduce Pension Scheme for its employees including staff and workers. I am truly thankful to the Ministry of Steel, Government of India for approving the Pension Scheme. This will go a long way in attracting and retaining talents in the company besides providing much needed social security to the employees and their dependents.

With a vision to become one of the best manganese ore mining companies of the world and in order to meet the demand of Manganese ore in the steel industry and to remain market leader in Manganese ore production, your company has planned for investments in development of its existing mines. The company has taken up various projects like deepening of Holmes shaft at Balaghat mine. Deepening of existing vertical shaft is expected to be commissioned during 2015-16 and in addition, installation work of another new vertical shaft is under progress at Chikla mine to enhance production. The company has completed sinking of vertical shaft at Munsar and Ukwa mines during the year. It has also taken up projects of sinking of 2nd vertical shaft at Munsar and Ukwa mine and deepening of vertical shaft at Kandri mine. Designing and preparation of estimate for sinking of large dia high speed 2<sup>nd</sup> vertical shaft at Gumgaon mine is also in progress.

I am pleased to inform that State of Govt. of Madhya Pradesh has granted long pending mining lease over an area 48.952 hectares in village Lugma adjacent to Ukwa mine, based on which 2nd vertical shaft has been planned. This will also help the company to develop the mine in a more systematic manner.

In addition, the long pending issue of forest clearance in respect of an area of 37.82 hectares at Kandri mine has been resolved and NoC has been obtained from Ministry of Environment and Forest. This will help to sustain and develop Kandri mine in coming years.



Your company is also planning for a large investment in expansion of its Balaghat mine by setting up large dia. shaft, mine development and ore beneficiation plant, etc. and for this purpose the consultant is being engaged to provide design, drawings, estimates, etc. The investment plan are, however, dependent on grant of requisite leases in favour of the company. In Balaghat, the company is also proposing to deepen its existing production shaft, for which works of designing and preparation of estimate are in progress.

As all you know, Government of Maharashtra has already approved grant of Prospecting License for an area of 597.44 hectares out of total 814.71 hectares reserved in favour of MOIL in the Nagpur and Bhandara districts and remaining areas are under process with them. The company had engaged National Geo-physical Research Institute (a part of CSRI - an autonomous body of the Govt. of India) for conducting Gravity-Magnetic Survey of 597.44 hectares area. NGRI has completed the survey and exploration by core drilling has indicated the presence of manganese ore in two of the P.L. areas and work of further core drilling for remaining P.L. areas is in progress. Your company is expecting that three new mines will be opened in these areas which will result in a quantum increase in production of MOIL in future.

Your Company always strives to attain highest level of Corporate Governance practices. Implementation of Integrity Pact, adoption of code of conduct and a well-defined Internal Control Framework add to the transparency of the Company's business practices. MOIL is complying with the Government Guidelines and listing agreements on Corporate Governance. However, filling up of vacant posts of Independent Directors is under process in the Ministry. A report on Corporate Governance compliances has been made part of the Boards' Report. I am pleased to inform that Department of Public Enterprises (DPE) has given Excellent rating to your company for complying with various norms of Corporate Governance for the year 2013-14 and it is expected to get excellent rating for 2014-15 also.

Being a good Corporate Citizen, your Company has always been on the forefront in extending its assistance for upliftment of the needy people of the society through development and improvement of the quality of life of internal as well as external stakeholders and society at large. Your Company has undertaken a number of CSR initiatives in the area of health, education, construction/renovation of roads and schools, water supply facilities, peripheral development, sports and culture, development etc., for community living in and around its area of operations as well as in other areas. DAV MOIL Public School at Chikla, one of the major projects completed by MOIL under its CSR, has received excellent response from the people of nearby areas. Under Swachh Bharat - Swachh Vidyalaya Abhiyan of Govt. of India, MOIL has constructed 100 toilets in 80 schools within anticipated time frame which has been highly appreciated by the Government of India. The company has also taken up skill development activities for the rural youth.

During the year, your company has formed a registered society/trust namely "MOIL Foundation" for the purpose of carrying out CSR activities. Under this, it is carrying out a "Community Development Program" on a large scale in association with Maharashtra Institute of Technology Transfer For Rural Areas (MITTRA) an associate of BAIF Development Research Foundation, Pune, which covers improved agricultural practices, soil health card, live stock development, water resource management, health awareness programme, providing bio-gas, solar lamps and personal toilets, schemes for women empowerment, education and skill development in 21 villages in the vicinity of its mines. The company has spent a sum of ₹ 13.57 Crores for CSR activities during the year 2014-15

The performance of manganese ore industry mainly depends on the performance of steel industry. India's per capita consumption of crude steel is about 60 Kgs compared to global average of about 215 kgs. India's steel demand is expected to rise considerably once the economy moves upto the next round of investment in infrastructure industry.

Worldwide, the production of crude steel grew by 1.2% in 2014 to 1662 million tonnes from 1642 million tonnes in 2013 while India's steel production grew from 81.30 million tonnes to 83.21 million tonnes registering a growth of 2.35% during 2014. In line with world steel production, the world Manganese ore production increased from 57.70 million tonnes in the calendar year 2013 to 59 million tonnes in calendar year 2014 registering a growth of 2.25% while in India the manganese ore production fell in 2014-15 from 2.57 million tonnes to 2.27 million tonnes when compared to previous year. In MOIL, production of manganese ore has marginally increased 11.39 lakh tonnes as against 11.35 lakh tonnes last year. However, the core production has increased by about 9.90 % during the year, as stated earlier.

At present, your company is the largest producer of manganese ore in the country with a share of about 50%. However, it is seen that India is importing large quantities of high grade manganese ore. During 2014-15 approximately 3.17 million tonnes of manganese ore has been imported as against approximately 2.195 million tonnes in the previous year. This indicates enough gaps between demand and supply, which provides opportunity for MOIL to increase its production, in particular, production of high grade manganese ore.

India has also set capacity target of 300 million tonnes of steel by 2030. This will definitely create the demand of manganese ore which will provide a very good opportunity for MOIL to increase its production and also increase its market share.

Your company has added about 5.98 million tonnes resources and with about 77.38 million tonnes of reserves and resources of manganese ore, MOIL is very well positioned to capitalize on India's steel demand growth given its dominant position, medium-to high-grade ore reserves, centrally located mines, low cost of production and strong customer ties.

In order to meet the requirement in future and maintain its leadership, MOIL has planned to enhance its production from present level of around 1.14 million tonnes to 2.0 million tonnes by 2020 and 3.0 million tonnes by 2030 for which strategic management plan has already been prepared.

Your Company is in the process of searching good mining property in and outside of the country. It has invited open ended expression of interest for potential investment opportunities, primarily for manganese ore and other minerals both within India and globally. Your Company, being a debt free Company with good cash reserves, is very well poised to grab any opportunity for brown field as well as green field projects.

The economy of the country is showing a sign of growth with increase in its GDP from 4.7% to 7.3% during 2014-15 and may touch 8.00 % during 2015-16. I am sure that policy of Government of India on infrastructure development will boost the demand of steel in the country which, in turn, will increase the demand of manganese ore also.

I am pleased to inform you that Ministry of Mines, Government of India has recently notified MOIL for conducting exploration for various minerals all over the country as per Section 4(1) of the MMDR Act, 1957. This is expected to open up newer opportunities to MOIL to expand its business in this area.

Your Company is one of the public sector enterprises in the country known for its continuous excellent performance and received MoU Excellent rating for the year 2013-14. The Company has been getting national /regional recognition for its good works in almost all the fields of its activities. During the year, it has received prestigious awards and recognitions like National Safety Award, Quality Circle Award, Trophy in International Convention on Quality Control Circles, Corporate Governance Excellent rating, etc.

I would like to take this opportunity to thank the Government of India, Ministry of Steel, Ministry of Environment & Forest, State Governments of Maharashtra and Madhya Pradesh, all Govt. Departments, our valued customers, Company's bankers, suppliers and all MOILIANS for their great contribution to Company's performance. At the same time, I wish to acknowledge the valuable guidance given by the Board of Directors of the Company without which it would have not been possible to lead the Company in progressive direction. I look forward to continued support and commitment of all stakeholders to Company's reaching new heights and enhancing stakeholders' value in coming years.

**G. P. Kundargi**

(Chairman-cum-Managing Director)



## NOTICE

NOTICE IS HEREBY GIVEN THAT 53<sup>rd</sup> Annual General Meeting of the Members of MOIL Limited will be held on Monday, the 31<sup>st</sup> August, 2015 at 11.30 A.M. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013, to transact the following business:

### ORDINARY BUSINESS

- (1) To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
- (2) To declare Final Dividend for the Financial Year 2014-15.
- (3) To consider continuation of the appointment of Shri M. P. Chaudhari, Director (Finance) (DIN: 05339308), as a Director liable to retire by rotation as per applicable provisions of the Companies Act, 2013, subject to terms and conditions as determined by the Government of India vide letter No. 1(2)/2011- RM-II dated 18.5.2012 and further order(s) in this regard, if any.
- (4) To authorise the Board of Directors to fix remuneration of statutory auditors of the Company for the financial year 2015-16 in compliance with the orders and directions of appointment by the Comptroller and Auditor-General of India.

### Special Business

- (5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ujwal P. Loya & Co., Cost Accountants, Nagpur, (ICWA Registration No. 101399), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the of the Company for the financial year ending 31<sup>st</sup> March, 2016, at a remuneration of ₹1,20,000/- (Rupees One Lakh Twenty Thousand) exclusive of service tax as applicable and reimbursement of actual travel and out-of-pocket expenses, be and is hereby ratified.  
RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Place: Nagpur

By order of the Board of Directors

Dated: 3<sup>rd</sup> August, 2015

**Neeraj D. Pandey**  
(Company Secretary)

### Regd. Office:

MOIL LIMITED,  
MOIL Bhawan,  
1A Katol Road,  
Nagpur - 440 013

### NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 5 is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, STAMPED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.



3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The President of India or the Governor of a State may appoint their authorised representative to attend and vote on their behalf at the Meeting and such authorised representative may appoint a Proxy under his signature.
5. Brief Resume of the Directors appointed since last Annual General Meeting and also of those whose appointment/re-appointment is proposed, as mandated under Clause 49 of Listing Agreement with the Stock Exchanges, is annexed hereto and forms part of the notice.
6. The Registrar of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> August, 2015 to 31<sup>st</sup> August, 2015 (Both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on and from 25<sup>th</sup> September 2015 to the Members or their mandates whose names appear in the Company's Register of Members on 31<sup>st</sup> August, 2015 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the beneficial owners of the shares whose names appear in the statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository (India) Limited at the close of business hours on 22<sup>nd</sup> August, 2015.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. Members are requested to:-
  - Note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed, at the meeting.
  - Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the hall will be strictly on the basis of the entry slip available at the counter at the venue to be exchanged with the attendance slip.
  - Quote the Folio/Client ID & DP ID Nos. in all correspondence.
  - Members, who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting
  - Note that due to strict security reasons, mobile phones, brief cases, eatables and other belongings are not allowed inside the Meeting Hall.
  - Note that no gifts/coupons will be distributed at the Annual General Meeting.
11. Members are requested to notify immediately any change of address:
  - To their Depository Participant(DP) in respect of shares held in dematerialized form, and
  - To the Company at its Registered Office or to its RTA, M/s. Bigshare Services Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number
12. Facility of payment of dividend through ECS / NECS is available. Those shareholders who are holding shares in electronic mode should register their ECS mandate with their respective depository participants directly and shareholders who are holding equity shares in physical mode, they are requested to deposit ECS mandate with the Company or RTA.
13. The Notice of the AGM along with the Annual Report for 2014-15 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website [www.moil.nic.in](http://www.moil.nic.in) for download by the shareholders. We request shareholders to update their mail address with their depository participant to ensure that the annual reports and other documents reach them on their preferred mail address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
14. As mandated by the Securities and Exchange of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their



Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA of the company.

15. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 dividends which had remained unclaimed for a period of seven years from the date of transfer of the same will have to be transferred to the 'Investor Education and Protection Fund' established by the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for various years are requested to make their claim to M/s. Bigshare Services Pvt. Ltd., Mumbai, RTA of the Company. Shareholders are requested to note that no claims shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims. It is to mention that there is no unclaimed dividend pending for seven years in MOIL.
16. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
17. Pursuant to Section 139(5) of Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India and in terms of Section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. The Members of the Company in the 52<sup>nd</sup> Annual General Meeting held on August 30<sup>th</sup>, 2014 had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2014-15. Accordingly, the Board of Directors had fixed audit fee of ₹ 3,50,000 plus service tax and out of pocket expenses. In line with the previous practice, the Members may authorise the Board to fix remuneration of Statutory Auditors as may be deemed fit by the Board.
18. The Government of India vide order No. 1(2)/2011- RM-II dated 18.5.2012 has appointed Shri M. P. Chaudhari, Director (Finance) (DIN: 05339308) of MOIL for a period of Five years. Shri M. P. Chaudhari had joined the company w.e.f. 01/08/2012. Pursuant to provisions of the Companies Act, 2013, Directors of the company (other than Independent Directors) are liable to retire by rotation. Hence, subject to terms and condition as determined by the Government of India in the above mentioned orders and further order(s) in this regard, if any, the consent of the members is hereby sought, as per applicable provisions of the Companies Act, for continuation of Shri M. P. Chaudhari as Director, though being longest in office a Director liable to retire by rotation, under the applicable provisions of the Companies Act, 2013.
19. The Board has recommended final dividend @ ₹ 3.50 per equity shares for the year 2014-15.
20. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (barring Saturday, Sunday and National Holiday), between 11:00 AM to 1:00 PM up to the date of AGM.
21. Voting through electronic means:
  - (I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the Notice convening the 53<sup>rd</sup> Annual General Meeting (AGM) to be held on Monday, 31<sup>st</sup> August 2015 at 11.30 AM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility. The facility of casting the votes by members using an electronic voting system from a place other than venue of the AGM is termed as "remote e-voting".
  - (II) The remote-e-voting period begins on 28<sup>th</sup> August, 2015 at 9.00 a.m. and ends on 30<sup>th</sup> August, 2015 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. 24<sup>th</sup> August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (III) The procedure for remote-e-voting is as follows:

**In case of members receiving e-mail**

    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on "Shareholders" tab.
    - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
    - (iv) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote-e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - (B) The voting period begins on 28.08.2015 at 9.00 a. m. and ends on 30.08.2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24. 08. 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and can contact Mr. Wenceslaus Furtado, Dy. Manager, CDSL India, 17<sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai - 400001 (Contact No. 1800 200 5533).
22. In terms of Section 139/143 of the Companies Act, 2013 M/s. J.S. Uberoi & Co., Chartered Accountants, Nagpur have been appointed by the Comptroller & Auditor General of India as auditors of MOIL for the year 2015-16 vide their letter no. CA/V/COY/CENTRAL GOVERNMENT, MANGOR (1) / 323 dated 10/07/2015.
  23. The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall only be able to exercise their right at the AGM through ballot paper.
  24. Mr. Amit K. Rajkotiya, Practising Company Secretary, Nagpur (Membership No. F5561 & Certificate of Practice No. 5162) has been appointed by the Board as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  25. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through ballot paper for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
  26. Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
  27. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.moil.nic.in](http://www.moil.nic.in) and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the National Stock Exchange Ltd. and BSE Ltd.
  28. The Address of Registrar and Transfer agents of the company is as follows:

**Bigshare Services Pvt. Ltd.**

E-2 & 3, Ansa Industrial Estate,

Saki-Vihar Road, Sakinaka.

Andheri(E), Mumbai - 400 072.

Tel: 91-22-2847 0652 | 40430200| 2847 0653

Fax: 91-22-2847 5207

E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: <http://www.bigshareonline.com>

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

#### Item No.5

As per the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee have approved the appointment of M/s. Ujwal P. Loya & Co., Cost Accountants, Nagpur, (ICWA Registration No. 101399) as Cost Auditors at a remuneration of ₹1,20,000/- (Rupees One Lakh T only) plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit for the financial year 2015-16.

A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M on working days and shall also be available at the meeting.

Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 requires the remuneration of the Cost Auditor shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2016.

None of the Directors and Key Managerial Personnel of the Company, their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### **Brief Resume of Directors appointed since last Annual General Meeting (AGM) / Proposed to be re-appointed at 53<sup>rd</sup> AGM**

Name	Shri M.P. Chaudhari	Smt. Urvilla Khati	Shri T. K. Pattnaik	Shri Sheo Shekhar Shukla
<b>Date of Birth / Age</b>	06-10-1962 (52 Years)	30-09-1961 (53Years)	07.07.1960 (55 Years)	22.09.1968 (46 Years)
<b>Date of first appointment on the Board</b>	01.08.2012	11.11.2014	02.02.2015	07.03.2015
<b>Qualification</b>	B. Com., A.C.A.	M.A., M.Phil. (International Politics), M. Phil (Social Science) Master's Diploma in Public Administration, MBA (Australia)	B.A. (Honours), M.A. (Pol. Sci.), M.A. (Pub. Admn.)	B.E., M. Tech (Nuclear Science),
<b>Experience / Expertise in specific functional area</b>	Shri M.P. Chaudhari is currently Director (Finance) of our Company. He is a Chartered Accountant. He started his career with M/s Bajaj Steel Industries Limited as a Accounts Officer and has worked in other private sector companies before joining MOIL in December, 1997 as Manager (Finance). Shri Chaudhari has more than 27 years experience in the field of finance, accounts and taxation.	From the Civil Services (IRPS) Has extensive experience in various administrative posts. Previously, as Joint Secretary in Ministry of Water Resources, RD & GR, Govt. of India and JS equivalent in Ministry of Railways	Shri T. K. Pattnaik is currently Director (Commercial) of our company. He started his career with SAIL as Management Trainee (Admn) in 1983 and has worked on various key position in SAIL upto the position of General Manager. His major assignments in	Shri Sheo Shekhar Shukla assumed office of Secretary, Govt. of Madhya Pradesh, Mineral Resources Department and the Managing Director, M.P. State Mining Corporation Limited on 22 <sup>nd</sup> August, 2014.



			<p>SAIL were Executive (Marketing) in Imports &amp; Exports Department, Sr. Executive in Commercial Department, Regional Manager (Fertilizers), Eastern Region; Branch Manager at Nagpur and Hyderabad; Regional Business Manager, Western Region; Regional Manager (Transport &amp; Shipping); Regional Manager (Long Products) as well as Regional Manager (Flat Products), Southern Region.</p> <p>He also worked with Govt. of India as Dy. Development Commissioner for Iron &amp; Steel on Reverse Foreign Services upon recommendations of UPSC between 1988-1990.</p>	<p>Before becoming the Secretary, 1994 batch IAS officer, Shri Shukla was CEO in Local Self Govt., Project Director in Urban Development, Collector, Burhanpur, Sagar, Ujjain and Bhopal districts, Managing Director, Rajya Bhandar Grah Nigam and Commissioner, Ujjain Division.</p>
<b>Terms and conditions of appointment / re-appointment @</b>	<p>He has been appointed as a Director (Finance) for the period of five years from date of assumption of charges on or after 01.08.2012 or till the date of superannuation or until further orders, whichever is earliest, vide order dated 18<sup>th</sup> May, 2012.</p>	<p>She has been appointed as a Nominee Director of Govt. of India, vide order dated 27<sup>th</sup> October, 2014.</p>	<p>He has been appointed as a Director (Commercial) for a period of five years w.e.f 02.02.2015 or till the date of superannuation or until further orders, whichever is earliest, vide order dated 27<sup>th</sup> January, 2015.</p>	<p>He has been appointed as a Nominee Director of Govt. of M.P. for the period from 07.03.2015 to 06.03.2018, vide order dated 22<sup>nd</sup> May, 2015.</p>
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company,</b>	NO	NO	NO	NO
<b>Number of Meetings of the Board attended during (During 2014-15)</b>	6 out of 6	2 out of 2	1 out of 1	N.A.

<b>Directorship held in other Companies (As on 31.3.2015)</b>	<ol style="list-style-type: none"> <li>SAIL &amp; MOIL Ferro Alloys Pvt. Ltd.</li> <li>RINMOIL Ferro Alloys Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Rashtriya Ispat Nigam Limited</li> <li>KIOCL Limited</li> </ol>	<ol style="list-style-type: none"> <li>SAIL &amp; MOIL Ferro Alloys Pvt. Ltd.</li> <li>RINMOIL Ferro Alloys Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>The Madhya Pradesh State Mining Corporation Limited</li> <li>Katni Bauxite Private Limited</li> <li>Kisan Mineral Private Limited</li> <li>MP AMRL (Bicharpur) Coal Company Limited</li> <li>MP AMRL (Marki Barka) Coal Company Limited</li> <li>MP AMRL (Semaria) Coal Company Limited</li> <li>MP AMRL (Morga) Coal Company Limited</li> <li>Fortune Stones Limited</li> <li>M.P. Sainik Coal Mining Private Limited</li> <li>MP Monnet Mining Company Limited</li> <li>MP Jaypee Coal Fields Limited</li> <li>Madhya Pradesh Jaypee Minerals Limited</li> <li>MP Jaypee Coal Limited</li> <li>Madhya Pradesh Road Development Corporation Limited</li> <li>Kerwa Coal Limited</li> <li>Singrauli Airport Corporation Limited</li> </ol>
<b>Membership / Chairmanship of Committees across all Public Companies*</b>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>	<ol style="list-style-type: none"> <li>M.P. Sainik Coal Mining Private Limited - Audit Committee Chairman</li> <li>Madhya Pradesh Jaypee Mineral Limited - Audit Committee Chairman</li> <li>MP Jaypee Coal Limited - Audit Committee Chairman</li> </ol>
<b>No. of Shares held</b>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>

@ MOIL, being a Govt. Company, all the appointments are made and terms & conditions thereto are fixed by the Govt. of India.

\*Membership/Chairmanship of Audit Committee and Stakeholders'/Investors' Grievance Committee of Public Limited Companies has been considered.

\*The details regarding remuneration have been given in Corporate Governance Report.

**BOARD'S REPORT TO SHAREHOLDERS****DEAR SHAREHOLDERS,**

On behalf of Board of Directors, I feel great pleasure in presenting the 53<sup>rd</sup> Annual Report of your Company, together with the Auditors Report and Financial Statements for the year ended on 31<sup>st</sup> March, 2015.

**FINANCIAL RESULTS:**

Financial results of 2014-15 and of the previous year are highlighted below:

₹ in crores

Particulars	2014-15	2013-14
Net sales	<b>823.25</b>	1021.28
Other income	<b>316.61</b>	303.32
Total income	<b>1139.86</b>	1324.60
Profit before interest, depreciation and tax (EBIDTA)	<b>695.65</b>	804.51
Depreciation	<b>45.08</b>	35.18
Profit before tax (PBT)	<b>650.57</b>	769.33
Less: Provision for taxation	<b>222.56</b>	259.76
Profit after tax (PAT)	<b>428.01</b>	509.56
Transfer to general reserve and CSR reserve	<b>250.18</b>	370.34

**KEY Financial Ratios:**

Ratios	2014-15	2013-14
EBIDTA to sales turnover (%)	<b>84.50</b>	78.77
PAT to net worth (%)	<b>12.66</b>	16.29
EBIDTA to average capital employed (%)	<b>21.81</b>	27.80
Earning per share (Face Value ₹ 10 each)	<b>25.48</b>	30.33
Book value per share	<b>201.29</b>	186.15

**DIVIDEND:**

MOIL is a dividend paying company since many years. Continuing the same during the year 2014-15, an Interim Dividend @ 50%, i.e., ₹ 5.00 per Equity Share, has been paid in the month of March, 2015. The Board of Directors of your company has further recommended a final dividend @ 35% i.e., ₹ 3.50 per Equity Share, for the year. The total dividend for the year 2014-15 works out to ₹ 8.50 per equity share as against ₹ 7.50 paid in previous year. Thus, the total dividend payout for the year works out to ₹ 142.80 Crore @ 8.5% (Previous year ₹ 126.00 Crores).

**FINANCIAL PERFORMANCE:**

Your company has recorded net sales (excluding excise duty) of ₹ 823.25 Crores during the financial year 2014-15, as compared to ₹ 1021.28 Crores of previous year. Profit before tax (PBT) for the year has decreased by 15.44% to ₹ 650.57 Crores, in comparison to previous year PBT of ₹ 769.33. The Company has earned a profit after tax (PAT) of ₹ 428.01 Crores as against ₹ 509.56 Crores in the previous year.

As per the Government Guidelines, your Company has deployed surplus funds in fixed deposits and earned an interest income which is included in total interest received of ₹ 279.77 crores (Previous Year ₹ 249.86 crores) and clubbed under other income. Other income also includes ₹ 24.41 crore (Previous year ₹ 45.75 crores) towards write back of provisions made in earlier years for employee benefits, no longer considered necessary now.



## SALES :

FY 2014-15 has been a year of challenges for mining and metals industry and, in particular, for manganese ore industry. There has been continuous pressure in pricing side of the ore due to heavy imports coupled with lesser demand which has resulted in piling up of inventories with ferro alloy producers. Despite that, during the year 2014-15 net sales of manganese ore was ₹ 749.55 Crores as against ₹ 946.16 Crores in the previous year. The company has sold 9.10 lakh tonnes of manganese ore in 2014-15 in comparison to 11.33 lakh tonnes in the previous year. Due to depressed market conditions, the sales quantity and turnover have come down by 19.68% and 20.78% respectively, in comparison to last year.

In respect of manufactured products of the company, viz., electrolytic manganese dioxide (EMD), ferro manganese and ferro manganese slag, the net sale during the year 2014-15 was ₹ 73.55 Crores in comparison to ₹ 73.78 Crores during previous year. The sale of EMD was 655 tonnes, as against 893 tonnes in the previous year, whereas sale of ferro manganese was at 8587 tonnes in comparison to 8707 tonnes during previous year.

## PRODUCTION AND PRODUCTIVITY:

Your company has produced 11.39 Lakh Tonnes of various grades of manganese ore as against 11.35 Lakh tonnes in previous year. The output per manshift (OMS), which is a measure of productivity, has been excellent at 0.818 tonnes (previous year 0.805 tonnes). The production of EMD has increased by 2.93%, from 923 tonnes to 950 tonnes during 2014-15. The production of ferro manganese also increased from 10042 tonnes to 10045 tonnes.

## CLOSING STOCK :

The Company has a closing stock of 2.48 lakh tonnes of manganese ore valued at ₹ 109.38 Crores as on 31.03.2015 as compared to 0.48 lakh tonnes of manganese ore valued at ₹ 20.63 Crores as on 31.03.2014. The closing stock of ferro manganese was 4001 tonnes valued at ₹ 16.36 Crores as on 31.03.2015 as against 2543 tonnes valued at ₹ 8.47 Crores as on 31.03.2014. The closing stock of EMD as on 31.03.2015 was 396 tonnes (previous year 101 Tonnes) valued at ₹ 3.47 Crores (previous year 0.91Crores).

## CAPITAL / VALUE ADDITION / DIVERSIFICATION PROJECTS:

In order to meet the demand of manganese ore in the steel industry and to remain market leader in manganese industry in our country, it is required to enhance the manganese ore production. In order to meet the requirement in future and maintain its leadership, MOIL has planned to enhance its production from present level of around 1.14 million tonnes to 2.0 million tonnes by 2020 and 3.0 million tonnes by 2030 for which strategic management plan has already been prepared. In this direction, your company has planned investments for development of existing mines, acquisition of new mines within and outside the country, acquisition of areas adjoining the mines, setting up value addition / diversification projects etc.

### • Capex and Mine Expansion Projects :

Capex plans of the company envisage investments in vertical shaft sinking/deepening projects, development of new leases/area for mining, regular additions/modifications/replacements in fixed assets, townships, research, development, etc. Total Capex during the year 2014-15 is ₹ 114.78 crores as against ₹ 85.46 crores in previous year. MOIL has undertaken various mine expansion projects to enhance the production from its existing mines. Some projects have already been completed and some are at various stages of implementation as under.

#### 1. COMPLETED PROJECTS / PROJECTS UNDER IMPLEMENTATION

- (i) Sinking of vertical shaft at Munsar mine at capital cost of ₹ 25.20 crores, completed in Nov. 2014.
- (ii) Sinking of vertical shaft at Ukwa mine at capital cost of ₹ 18.11 crores, completed in Nov. 2014.
- (iii) Deepening of Holmes (vertical) shaft from 300 mtrs depth to 435 mtrs depth at Balaghat at capital cost of ₹ 28.30 crores. The project is under progress and running as per schedule.
- (iv) Deepening of vertical shaft at Chikla mine from 109 mtrs to 169 mtrs at capital cost of ₹ 9.12 crores. The project is under progress and running as per schedule.
- (v) Sinking of second vertical shaft of 160 mtrs depth at Chikla mine at capital cost of ₹ 48.70 crores has been recently taken up and the implementation has started in Feb'15. Project is under progress and running as per schedule.

The above projects will help in sustaining the existing production level as well as enhancing the production.

#### 2. UPCOMING / NEW PROJECTS:

- (i) Sinking of 2<sup>nd</sup> vertical shaft of 160 mtrs depth at Munsar mine at an estimated capital cost of ₹ 51.32 Crores The company has floated open tender seeking offers from the prospective bidders and scrutiny of the offers received is in progress.



- (ii) Sinking of 2<sup>nd</sup> vertical shaft of 324 mtrs depth at Ukwa mine at an estimated capital cost of ₹ 77.15 Crores :- The company has floated open tender to seek offers from the prospective bidders
- (iii) Deepening of vertical shaft at Kandri mine from 185 mtrs to 245 mtrs at an estimated capital cost of ₹ 14.82 Crores:- The company has already floated open tender for the project and evaluation of the offers received is in progress.
- (iv) Sinking of large dia high speed 2<sup>nd</sup> vertical shaft of 310 mtrs depth at Gumgaon mine at an estimated capital cost of ₹ 150 crores :- Designing and preparation of estimate of the project are in progress.
- (v) Expansion of Balaghat mine by setting up large dia. shaft, mine development and ore beneficiation plant, etc. at an estimated cost of ₹ 545 crore :- Consultant is being engaged to provide design, drawings, estimates, etc.
- (vi) Deepening of Production shaft at Balaghat mine from 390 mtrs to 615 mtrs and allied works at capital cost of approx. ₹ 60.00 Crores :- Designing and preparation of estimate in progress.

The above projects will help in sustaining the existing production level as well as enhancing the production.

- **Acquisition of Mines in and outside Country**

MOIL has made plan to acquire manganese and other metalliferous minerals within and outside the country. For this, an open ended Expression of Interest (EoI) has been hosted on the website to seek offers from prospective owners who are willing to sell/offer controlling interest in their mining assets to MOIL. Proposals of acquisition of manganese ore, iron ore and chrome ore assets are scrutinized as and when offers are received against the EoI. The company has already empanelled reputed consultants for due diligence. So far, no appropriate proposal has been received.

- **SAIL & MOIL Ferro Alloys Pvt. Ltd and RINMOIL Ferro Alloys Pvt. Ltd:**

MOIL has two separate Joint Ventures (50:50) with Steel Authority of India Limited (SAIL) and Rashtriya Ispat Nigam Limited (RINL) for setting up Ferro Alloys Plant.

As per TEFR prepared by MECON Ltd, the projects are not viable at the present power tariffs of State Electricity Boards. Hence, other options to source power at cheaper rates are being explored. In view of this, there is no activity in both the joint venture companies during the year.

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statement of associate companies (Form AOC-1) are annexed as **Annexure I**.

- **Wind power generation**

MOIL has two wind farms of 4.8 MW and 15.2 MW situated at Nagda Hills and Ratedi Hills respectively in District Dewas near Indore. The power from 4.8 MW wind farm is being wheeled to Balaghat mine and is consumed in the mine as well as ferro manganese plant of the company. Power generated from 15.2 MW wind farm is sold to utility, i.e., Madhya Pradesh Power Management Company Limited. The company has generated 3.28 crore Kwh electricity in comparison to 3.32 Crores Kwh in previous year.

- **Exploration Business**

Ministry of Mines, Government of India has recently notified MOIL for conducting exploration for various minerals all over the country as per Section 4(1) of the MMDR Act, 1957. This opens up opportunities to MOIL to expand its business in this new area.

## RESEARCH & DEVELOPMENT:

MOIL is engaged in exploration, extraction, beneficiation and marketing of manganese ore and value added products such as EMD and ferro manganese. It operates underground and opencast mines. Manganese deposits are mostly hosted in poor to fair rock conditions with various difficult geo-mining conditions. The company is also working on old manganiferous dumps for secondary recovery of manganese ore by employing off the pit mining.

R&D activities are essential for efficient exploration, exploitation and processing of mineral reserves/resources in this era of globalisation and competition in mining industry. The R & D efforts are therefore directed towards meeting the challenges of safe and cost effective mining practices in underground and opencast mines due to increasing depth of mine workings. In order to address these issues effectively, MOIL has identified the following thrust areas for R & D works.

- Rock mechanics instrumentation and data monitoring is being carried out for the safety of underground workings with the help of strain bars in collaboration with Central Institute of Mining & Fuel Research (CIMFR), Nagpur.
- For utilisation of mineral rejects in gainful manner, beneficiation studies of mineral rejects/fines from the dumps are being conducted at Modern Mineral Processing Laboratory and Pilot Plant of Indian Bureau of Mines (IBM), Nagpur.

- Ventilation reorganization studies for mining at deeper levels have been conducted at Balaghat Mine for proper air current to employees in underground by Indian School of Mines (ISM), Dhanbad. It has improved the face ventilation and productivity in underground.
- For deeper exploration of manganese ore, extensive core drilling has been carried out at all the mines of the Company. It is generating additional quantity of resources of manganese ore for future exploitation.
- On the basis of the scientific studies conducted by Indian School of Mines (ISM), Dhanbad for Ukwa mine, new design of mechanized stoping operations and support systems has been introduced at Ukwa mine.
- R&D studies are going on for slope stability and monitoring by rock mechanics instruments by National Institute of Technology (NIT), Rourkela at Dongri Buzurg mine for better safety.
- As an alternative to sand as a fill material in void, use of bottom ash as fill material for consolidated hydraulic stowing at Ukwa mine is being carried out on experimental basis through in-house feasibility studies by technical department.
- For alternative fuel against Diesel in Ammonium Nitrate Fuel Oil (ANFO), blasting studies have been conducted at Dongri Buzurg Mine with CIMFR, Dhanbad.
- Hydro-geological studies for stope design in underground mining operations at Kandri Mine is being carried out by CIMFR, Nagpur for better safety and productivity.
- Blasting studies have been conducted for safe blast design to control ground vibrations in Dongri Buzurg, Beldongri, Tirodi and Munsar mine by CIMFR and VNIT, Nagpur.
- Investigation of Geo-physical and mechanical properties of rocks up to 650 mtrs from the surface has been conducted at Balaghat mine along with *insitu* stress estimation for the safety of the structure by CIMFR, Nagpur.
- Load Haul and Dump (LHD) machines have been introduced in the underground mine for development and mechanical handling of ROM for improvement in productivity.

Further details regarding R&D activities have been given in **Annexure –II**.

#### CONSERVATION OF ENERGY:

MOIL gives special emphasis on conservation of energy. Overall energy consumption at all mines of the company has been reduced by 7.90% in the year 2014-15 as compared to previous year. In case of ferro manganese plant, the reduction is 3.8%. This has been achieved by improvement in efficiency of machinery, power factor and regular monitoring performance of equipments.

Measures taken for reduction in energy consumption and future plans to this effect are as under.

- 3000 KVA and 1500 KVA D.G sets have been installed at Balaghat and Ukwa mine respectively. With new technology engines and alternator, the cost of generation will be reduced.
- Soft starter installed for 422 HP underground pump at Balaghat mine to reduce wear and tear and energy saving of about 2%.
- Electricity consumption per ton of production for mines and plants of the Company is as under.

Sr. No.	Particulars	KwH consumption PMT	
		2014-15	2013-14
1	Manganese ore	19.51	21.11
2	Ferro manganese	2815.14	2986.86

#### MINING LEASES AND EXPLORATION:

MOIL is having total 1730.096 hectares lease area as on 31st March 2015, out of which 700.066 hectares land is in Maharashtra and 1030.030 hectares land is in Madhya Pradesh. An area of 814.71 hectares was reserved by the Central Government in favor of MOIL, for prospecting of Manganese ore in Nagpur and Bhandara District of Maharashtra State. Out of 814.71 hectares area, State Govt. of Maharashtra has granted 597.44 hectares for prospecting of Manganese ore and remaining areas are under process.

National Geo-physical Research Institute, Hyderabad has completed Gravity-Magnetic Survey with 6946 stations over sanctioned 597.44 hectares P.L areas. Exploration by core drilling has indicated the presence of Manganese in two of the P.L. areas. Core drilling for remaining P.L. areas is to be commenced.

Exploration of additional Resources/New virgin deposits is a continuous process at MOIL. Exploration by core-drilling has added 5.98 Million Tonnes of *in situ* (Bed) resources. This has enhanced MOIL's total *in situ* Reserves and Resources to 77.38 Million Tonnes.



## ENTERPRISE RESOURCE PLANNING (ERP):

ERP implementation at MOIL envisages seamless integration of all business processes, enable decision making based on information that is visible and transparent across all levels. With a single transaction base that is shared, updated and drawn upon by the entire organization, standardization of all the master data across business functions are expected to be achieved. The as-is processes have been listed and documented in detail. Steering committee as well as core committee to carry out the implementation task has been formed. The best suited ERP product for MOIL and System Integrator (SI) has been finalized through open tendering and work-order has been placed. The project is expected to be completed in the next year.

## SAFETY AND OCCUPATIONAL HEALTH:

Your Company lays special emphasis to ensure safety in the mines and also takes continuous efforts to reduce the accidents by improving the standards of safety equipments through introduction of latest mining techniques and mechanization of mining operations. Following steps have been taken to improve the safety standards at the mines:

- Training and re-training of workers to inculcate safety consciousness.
- Regular meetings of Safety Committees in which accident analysis are made meticulously with a view to reduce the injury rate.
- A close interaction with employees at all levels to prevent accidents to the maximum extent possible.
- Imparting vocational and refresher training to each employee regularly apart from specialized training.
- Safety and Environment department had conducted training programs on
  - a) Importance of safety, health, and sustainability in mines.
  - b) Disasters management in mines.
  - c) Occupational health and safety in mine.
- MOIL has also received prestigious National Safety Awards (Mines) for Munsar & Ukwa mine for Longest Accident free period and lowest injury frequency rate respectively for the contest year 2012 from Hon'ble President of India.
- MOIL has obtained OHSAS 18001:2007 certification / re-certification for all its mines except small mines like Beldongri and Sitapatore.

## ENVIRONMENTAL PROTECTION:

Ecology conservation is crucial in today's era. It is imperative that the development process in a community is compatible with its environment as well as with the particular culture of that community. Your company, with a goal of achieving sustainable development has taken various proactive measures to reduce global warming. The Company is conscious of its responsibility towards environmental protection in and around its leasehold areas.

About 33000 saplings were planted during 2014-15 at different mines of the company. The cumulative plantation till date is about 18.46 Lakhs sapling. A drive has been initiated for plantation of Jatropha saplings in arid / dry areas and waste dumps whose seeds will be utilized for production of bio-fuel on trial basis. In order to be eco-friendly organization the company has set up Wind Energy Farm of Total 20 MW in the State of Madhya Pradesh, out of which electricity generated by 4.8 MW is consumed by the company and electricity generated by 15.2 MW Wind Farm is sold to State grid.

All the units including sand ghats have got Environment Clearance from the MoEF, New Delhi.

## VIGILANCE :

The functioning of vigilance department includes preventive as well as punitive vigilance and the main thrust is on the systems improvements in the organisation. Various activities of vigilance department during the year 2014-15 are as under:

- (1) ISO 9001-2008: ISO-9001:2008 Certificate of vigilance department has been re-validated on 22<sup>nd</sup> May 2014 and is valid till 22<sup>nd</sup> May, 2017.
- (2) Inspections: General and surprise inspections are being carried out regularly to ensure adherence to norms and eliminate deviations.
- (3) E-governance : The disposal of scrap/ surplus items and sale of manganese ore are being done through e-auctions. E-procurement is being done for purchases and work contracts above threshold value.
- (4) Structured Meetings of Vigilance: As per the instructions of Chief Vigilance Commission (CVC) and Ministry of Steel, structured meetings of vigilance department with the management are being conducted regularly. During 2014-15, two meetings were conducted. Issues related to e-governance, leveraging technology, tender management, award of works, recruitment policy, etc. have been discussed.

- (5) Leveraging technology: As per circulars of the Commission, effective use of website and leveraging technology in discharge of regulatory, enforcement activities and dealing with complaints has been emphasized. The main areas are contracts and procurements. Applications for registration of contractors/suppliers/consultants/vendors, etc., and status of bill payments to contractors / suppliers are posted on the company's website. All tender documents, online applications for recruitment and status, notices and other proformas are posted on the websites.
- (6) Updation of manuals: Various manuals such as purchase manual, works and contract manual, personnel manual, marketing manual, etc., have been prepared and put in practice. As per the instructions of the CVC and the Ministry, the said manuals are also posted on the Company's website/intranet and need-based updation of manuals is carried out.
- (7) Tenders and contracts: As per CVC circulars, action is taken to ensure that tenders/contracts issued above a threshold value are posted on the website regularly every month, and is being monitored.
- (8) Training programme : During 2014-15, vigilance department has conducted 6 training programmes at three different locations, covering 215 employees. Topics such as good governance - vigilance and other developments, Lokpal & Lokayukta Act 2013, vigilance awareness and preventive vigilance, etc., are covered.
- (9) System improvements : As an outcome of different investigations relating to complaints, study, inspection, etc, advisories and suggestions were given for the system improvement in the following areas :
  - (i) Procedure related to recruitment and promotion.
  - (ii) Preparation of estimates and rate schedules in work contracts.
  - (iii) Restructuring of capital asset register.
  - (iv) Policy of retention / destruction of records
  - (v) CCTV and Biometrics
  - (vi) Online vendor registration
  - (vii) Revision of WVR (Weight Volume Ratio)
  - (viii) Adoption of PAR
- (10) Annual Property Returns: There are 344 executives in the organization and all have submitted their Annual Property Returns. As per the CVC guidelines 20% of the returns have to be scrutinized every year. Accordingly, scrutiny of Annual Property Returns of executives has been carried out during the year.
- (11) Vigilance awareness week: Vigilance awareness week was observed from 27th October 2014 to 1st November 2014 at all the locations/offices of MOIL. On this occasion, vigilance department came out with the 3rd annual issue of vigilance magazine "SHUCHITA" which was released by the CMD of MOIL. Various competitions, workshops and seminars are conducted during the week for employees and students of school and colleges.

#### IMPLEMENTATION OF RTI:

With the advent of the Right to Information Act 2005 in India, MOIL has taken the major initiatives towards its effective implementation.

MOIL has appointed CPIOs at the Corporate Office and PIOs/APIOs have also been appointed in all its mines. Executive Director (Technical) & Addl. Charge Personnel Deptt. has been appointed/designated as Appellate Authority under the Act. Names of all PIOs/APIOs and the Appellate Authority have been also hosted in company's website.

The information in respect of company, its employees etc. have been prepared under 17 heads as prescribed in Section 4(1) (b) of the RTI Act, and the same been hosted on the company's portal. MOIL has been submitting necessary information and returns to the prescribed authorities and updating the same regularly.

A lot of awareness has been generated in order to make Company's employees aware about the intention and true spirit of this Act. The various provisions of the Act has been highlighted by issue of the circulars and asked them to keep transparency in day-to-day work and maintain all the records in a proper/systematic manner. Further, the Company has also hosted/updated in Company's website as much information *suo-moto* at regular intervals for the public, so that public has minimum resort to use the various provisions under the RTI Act to obtain information.

For the awareness of employees at large, seminars have been organised to make them understand the importance of RTI Act in the present scenario and highlighted the provisions of the Act.

During the year under report, the company received total 53 nos. applications under RTI Act, out of which 47 applications accepted and 6 rejected. All 9 appeals under RTI have been disposed off during the period.



## TRAINING PROGRAMMES:

During the year 2014-15, total 126 training programmes (internal and external) were conducted. It includes 58 vocational training programmes which were conducted for workers at Vocational training centre at mines. Out of 4616 participants who were imparted training during the year in various programmes, 1143 were executives, 605 non-executives and 2868 workers. Total 59824 mandays' of training was completed on various topics during the year under review. In addition to this, the company has also imparted training to apprentices under Apprentices Act, 1961.

MOIL has been encouraging its workmen to show their inherent skills and has been providing various platforms to exhibit their skill. In this direction, a skill development programme was organised under which, technical personnel were asked to prepare models in various fields of activities. A programme was organised in the Munsar Training Centre in March, 2014 which was observed as **"Young Talent Day"**. A total of 88 trade apprentices participated in the programme and 32 models of creative concepts were submitted. After evaluation of the technical team, prizes were awarded to the best models and team.

## LABOUR WELFARE SCHEMES:

MOIL is carrying out numerous welfare schemes such as housing, drinking water, electricity, hospital, health camps, schools, home loans and interest subsidies on home loans etc. for the benefit of the employees as well as people residing in the adjacent areas of different mines which are situated in the remote areas. Salient features of such schemes are given below:-

- It is matter of great pride that MOIL is the first PSU under administrative Ministry of Steel to introduce Pension Scheme for its employees including staff and workers.
- For improvement of living standard and taking into consideration of aspiration of the employees, residential quarters have been constructed and allotted to majority of the employees.
- Providing adequate supply of drinking water to the employees residing in the mine colonies
- Colonies and streets of the camps are well illuminated. The employees have been provided with electricity for their residence on concessional rate.
- Hospitals have been setup at all the mines maintained by qualified doctors and supported by trained paramedical staff. The arrangement of OPD as well as indoor ward separately for male and female are provided. Ambulance is also provided to all the hospitals for attending emergencies. The patients are also being referred for medical treatments to specialized hospitals as per the requirement.
- Medical Insurance for retired employees.
- Assistance is extended in running Primary Schools at some of the mines where free education is imparted. School buses are provided at all the Mines so as to take children to nearby areas for High School/ College.
- As per schemes for reimbursement of tuition fees and scholarship to meritorious students, reimbursement of tuition fees to the children of staff and the workers are provided for taking education in professional courses.
- Two school buildings (at Ukwa and Bharveli) have been renovated and provided infrastructure, for better environment to the local children.

## WELFARE MEASURES TAKEN FOR SC/ST:

MOIL is a labour intensive organization with 6417 employees on its rolls as on 31.03.2015. About 75.21% of the total strength belongs to SC/ST/OBC including 44.25% belonging to SC/ST.

Your Company is also taking keen interest in development of the disadvantageous people living in the vicinity of the mines situated in remote areas by adopting villages near the mines and provided drinking water facilities, road maintenance, periodical medical check-ups and treatment to the people living in these villages, providing stationery, books etc. to the school adjacent to the mining areas. MOIL is also carrying out various "Community Development Programs" in and around its mines and initially 21 villages have been selected for these programs. All these villages are backward villages of Nagpur, Bhandara and Balaghat Districts.

## EMPOWERMENT OF WOMEN:

MOIL has 829 women employees which constitute 12.92% of its total workforce of 6417 as on 31.03.2015.

In compliance with the directives of the Supreme Court, guidelines relating to sexual harassment of women workers at work place were issued by Govt. of India, Ministry of Human Resources Development. Accordingly, a Complaints Committee comprising of three officials including a lady Doctor was constituted in the year 1999 & reconstituted in March' 2006. No case of any harassment has since been reported at any of the mines of the Company or its Corporate Office. The directives have been widely circulated to bring awareness amongst the women workers.

Mahila Mandals are working effectively at all the mines of the Company. Various cultural, social, educative and community activities, such as adult education, blood donation camps, eye camps, family planning etc. are being organized regularly, mostly for the benefit of women residing in the remote mine areas. The Company also grants maternity leave and special casual leave for family planning.

As part of its CSR activities, self help groups have been created at the mines which comprise women hailing from the remote villages. They are trained to make candles, washing powder, washing soaps, bamboo baskets, tailoring and various other vocational activities in order to make them self-reliant. This programme in MOIL has got very good response and a huge success.

### DISCLOSURE REQUIREMENTS UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

As per the provisions of the Sexual Harassment of Woman at The Workplace (Prevention, Prohibition & Redressal) Act 2013, a Sexual Harassment Committee has been set up in the Company to deal with the cases received under Sexual Harassment. The Committee members are as under:-

- |    |   |                       |
|----|---|-----------------------|
| 1. | Smt. Preeti Joshi, Chief (Legal)        | Head of the Committee |
| 2. | Smt. (Dr.) Bharti Rangari, Chief (M.S.) | Secretary             |
| 3. | Shri Nitin Pagnis, Chief (Per.)         | Member                |
| 4. | Shri Neeraj Pandey, Company Secretary   | Member                |
| 5. | Smt. Ujwala Abhyankar, Manager (Per.)   | Member                |
| 6. | Smt. Asha Singh, Ex-Principal           | Independent Member    |

The names of the Committee Members have been uploaded on Company's web site, i.e., [www.moil.nic.in](http://www.moil.nic.in)

The summary of the Sexual Harassment complaints received during the year 2014-15 are as under.

No. of complaints received	No. of complaints disposed off	No. of complaints pending
NIL	Not applicable.	Not applicable.

### PERSONNEL

The manpower as on 31.03.2015 of the company is given below:

Category	Executives	Non-Executives	P.R.Workers	Total
Male	320	2536	2732	5588
Female	19	119	691	829
<b>Total</b>	<b>339</b>	<b>2655</b>	<b>3423</b>	<b>6417</b>

The category-wise details of employees' strength as on 31.03.2015 are as under:

Group	Scheduled caste	Scheduled tribe	O.B.C.	Others	Total
A	30	8	36	130	204
B	47	12	83	117	259
C	334	224	418	497	1473
D	800	1321	1450	846	4417
Sweeper	64	0	0	0	64
<b>Total</b>	<b>1275</b>	<b>1565</b>	<b>1987</b>	<b>1590</b>	<b>6417</b>
<b>Total %</b>	<b>19.87%</b>	<b>24.39%</b>	<b>30.96%</b>	<b>24.78%</b>	<b>100%</b>



## GRIEVANCE REDRESSAL MECHANISM:

- (i) Employees' grievances – MOIL has its own grievance redressal procedure for Executives as well as non-executive employees. The grievances of employees are accordingly dealt with as per the rule.
- (ii) Public Grievance – All Grievance officials have been apprised of the manner in which the Public Grievance received are to be disposed off. The system adopted for dealing the grievance of Public was constituted on the basis of instructions received from various authorities in the past.
- (iii) The redressal of grievance machinery in MOIL consists of one Grievance Officer nominated for at each unit. The Grievance Officer nominated at Head Office co-ordinates with the Grievance Officers at the units for their effective performance.
- (iv) Monthly/quarterly reviewing of grievances by designated Public grievance officers at mines and corporate office.
- (v) The data related to grievances at the units are submitted by unit Grievance Officers in monthly / quarterly returns to the Head Office. The same are examined & submitted to Ministry.

## Status of Public and Employee Grievances for the period 01.04.2014 to 31.03.2015:

Sr. No.	Type of Grievances	Grievances outstanding as on 01.04.2014	No. of grievances as received during the period	No. of cases disposed off	No. of grievances pending on 31.03.2015
1	Public Grievances	Nil	Nil	Nil	Nil
2	Staff Grievances	Nil	586	586	Nil
	<b>TOTAL</b>	<b>Nil</b>	<b>586</b>	<b>586</b>	<b>Nil</b>

## CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABILITY:

Corporate Social Responsibility (CSR) in MOIL is a continuous process. MOIL has been carrying out CSR activities in a resolute manner from several years. The Company has framed a CSR Policy which is duly approved by the Board of Directors. Several schemes have been taken up and being implemented under CSR in the current financial year.

Under its CSR schemes, the company has constructed and is maintaining DAV MOIL Public School at Chikla in Bhandara district having a capacity of 1400 students, carrying out cataract surgeries under its Light to Lives program, for needy rural poor to eradicate blindness. It has carried out more than 3000 cataract surgeries so far. Under Swachh Bharat - Swachh Vidyalaya Abhiyan of Govt. of India, MOIL has constructed 100 toilets in 80 schools in given time frame which has been highly appreciated by the Government. It is also carrying out various infrastructural development works in villages located in the vicinity of its operational areas like construction of roads, community halls and restoration of water bodies, providing drinking water facility etc.

In addition, the company has formed a registered society/trust namely "MOIL Foundation" as per provisions of the Companies Act, 2013 for the purpose of carrying out CSR activities. Under this, it is carrying out a "Community Development Program" on a large scale in association with Maharashtra Institute of Technology Transfer For Rural Areas (MITTRA) an associate of BAIF Development Research Foundation, Pune, which covers improved agricultural practices, live stock development, water resource management, health awareness programme, providing bio-gas, solar lamps and personal toilets, schemes for women empowerment, education and skill development in 21 villages in the vicinity of its mines.

An annual report as required under Companies Act, 2013 is attached as **Annexure-III**.

## PROGRESSIVE USE OF HINDI:

In MOIL, about 97% of the works are being done in Hindi at mines. The Unicode system has been implanted in majority of computers of the Company. The Company has provided Hindi Language software in computers and imparting training to its employees, so that MOIL's employees can use the same in their day-to-day workings.

For propagating and implementation of the provisions of Official Language Act, 1963 the company is continuously organizing Hindi competitions like essay writing, noting, drafting, poetry and articles, etc., and the same are published in different magazines. Employees are being given re-training under the "Hindi Education Scheme" of the Home Ministry, in which 312 employees have already been given training for *Pragya* (Higher Level) which is a continuous process in the Company.

With support of the Ministry of Steel, MOIL has organized "Hindi Seminar" in Delhi in which representatives of 26 CPSEs and officers of Joint Secretary level and other employees of the Ministry participated.



The in-house magazine “Sankalp” and the excellent works done by the Company in the field of Hindi have been appreciated by the Nagar Rajbhasha Karyanvay Samiti, Nagpur. The officers and employees of MOIL are sent to participate in various competitions organized by the Samiti. Employees of the company are encouraged to participate in various competitions in Hindi conducted by other institutions.

#### **AWARDS AND ACCOLADES:**

MOIL is one of the public sector enterprises in the country known for its continuous excellent performance. The Company has been getting national /regional recognition for its good work in almost all the spheres of activities. The following are some of recognitions, the company has received at the national level.

- Two National Safety Awards presented by Shri Pranab Mukherjee, Hon’ble President of India to Ukwa mine for under longest accident free period category and to Munsar mine for under lowest injury frequency rate category.
- Performance Excellence Award 2013 (Individual) to Shri G.P. Kundargi, Chairman-cum-Managing Director, MOIL by Indian Institution of Industrial Engineering (IIIE)
- Gold Awards - CCQC-2014 organised by Quality Circle Forum, Nagpur Chapter
- Silver Trophy in International Convention on Quality Control Circles 2014 (ICQCC-2014) held in Colombo, Sri Lanka
- 1<sup>st</sup> Prize to MOIL Rescue Team in 45<sup>th</sup> All India Mine Rescue Competition for Coal and Non-Coal was held at Mines Rescue Station, Ramgarh, Jharkhand under the aegis of Director General of Mines Safety in different categories.
- Best participants of the Bhopal Vigyan Mela-2015 in the PSU category.
- EXCELLENT MoU Rating, 19th year in succession, with a composite score of 1.096 for the year 2013-14, highest among all PSUs in the Ministry of Steel,
- Corporate Governance EXCELLENT grading by DPE.

#### **DIRECTORS:**

During the year under review, Directors namely Shri Lokesh Chandra, Shri A.K. Mehra and Shri Apurva Chandra have retired from the Board of the Company. The Board places on records its sincere appreciation towards their invaluable contribution and guidance to the Board during their tenure.

The Government of India has appointed Ms. Urvilla Khati, Joint Secretary, Government of India, Ministry of Steel as Government of India-Nominee Director, Shri Tanmaya Kumar Pattnaik as Director (Commercial) and Shri S.S. Shukla as Government of Madhya Pradesh-Nominee Director on the Board of MOIL.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Independent Directors are generally appointed for a period of three years and the existing term of the all independent directors are expiring on 18.11.2016.

Pursuant to section 134(3) (q) read with rule (8) (5) (iv) of Companies (Accounts) Rules, 2014, the Board has identified Chairman-cum-Managing Director, Director (Finance), who is also designated as Chief finance Officer (CFO) of the company, and Company Secretary as Key Managerial Personnel.

#### **CHANGE IN ACCOUNTING POLICY:**

During the year, the company has changed its accounting policy due to enactment of Companies Act, 2013 related to charging of depreciation in accounts, in accordance with Schedule II of the said Act as detailed in Point No. 2 of Note No. 1.2 of notes to the accounts. The change in policy has no material effect on the accounts.

The company has also modified its existing accounting policy related to employee benefits incorporating additional information to elaborate the accounting policy followed, as per suggestion of the Government auditors. The modifications in policy statement do not change the existing practice or policy on employee benefits but bring in more clarity.

#### **APPOINTMENT AND REMUNERATION POLICY :**

Being a Central Public Sector Undertaking, the appointment, tenure, performance evaluation, remuneration, etc., of Directors are made/fixed by the Government of India.

The remuneration of officers is decided as per Government guidelines on Pay Revision and remunerations of other employees of the company are decided as per Wage Settlement Agreement entered with their Union every ten years. The appointments/promotions etc. of the employees are made as per Recruitment and Promotion Policy approved by the Board.



## **RISK MANAGEMENT POLICY:**

MOIL recognizes that risk is inherent to any business activity and that managing risk effectively is critical to the immediate and future success of the Company. The Risk Management Policy of the company establishes a system which helps in overseeing the risks, management of material business risks and also helps in internal control of the company. The same is also uploaded in the company's website [www.moil.nic.in](http://www.moil.nic.in).

## **DIRECTORS' RESPONSIBILITY STATEMENT :**

Your Directors state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit and loss of the company for the year ended on that date;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **STATUTORY AUDITORS :**

In terms of Section 143 (5) of the Companies Act, 2013 M/s J. S. Uberoi & Co., Chartered Accountants, Nagpur have been appointed by the Comptroller & Auditor General of India as auditors of your Company for the year 2014-15. There is no fraud reported by auditors of the company under sub-section (12) of section 143 of the Act.

The Statutory Auditors' Report is attached, which is self explanatory.

## **SECRETARIAL AUDITORS :**

The Board had appointed M/s A. Mehta and Co., Indore (M.P.), as a Secretarial Auditors for 2014-15. Their Report is enclosed herewith which is self explanatory. There is no qualification in the report except on composition of the Board of the company, as there are only four independent directors as against requirement of six. Being a Government Company, all the directors are appointed by the Government of India. The Board believes that the Government of India is in process of appointment of requisite number of directors on the Board of MOIL.

## **RELATED PARTY TRANSACTION:**

The Company has not entered into any materially significant related party transactions that may have potential conflict with the interests of the company at large. Nonetheless, transactions with related parties have been disclosed in point no. 13 of Note No. 1.2 of notes to the accounts. Hence, no disclosure is made in form AOC-2 as required in Section 134(3) read with Rule 8 of Companies (Accounts) Rules, 2014. The Company has Related Party Transaction Policy and the same is uploaded in its website [www.moil.nic.in](http://www.moil.nic.in).

## **VIGIL MECHANISM:**

The Company has a Whistle Blower Policy and the same is uploaded in its website [www.moil.nic.in](http://www.moil.nic.in). The company has a competent and independent vigilance department, headed by Chief Vigilance Officer (CVO) for monitoring any unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. All the personnel are having the access to the vigilance department for their complaints, grievances etc. Vigil mechanism has been established for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of persons who use such mechanism.

## **COST AUDIT:**

The Central Government has approved the appointment of M/s Ujwal P. Loya & Co., Cost Accountants, as the Cost Auditor of the Company to conduct audit of cost accounting records maintained by the Company for the year ended 31.03.2015. The due date for filing the Cost Audit Reports for the financial year ended 31st March, 2015 is 27<sup>th</sup> September, 2015. The report will be submitted within prescribed time limit. The Cost Audit Report and Compliance Report for the year 2013-14 were filed within the time limit as prescribed by the Ministry of Corporate Affairs.

**OTHER DISCLOSURES:**

- (i) Particulars with respect to R&D and Technology Absorption etc.: Particulars with respect to R&D and technology absorption, as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, forming part of this report, is enclosed as **Annexure-II** to this report.
- (ii) Foreign Exchange earnings and outgo: The Company has not made any export of manganese ore during the financial year 2014-15. During the year under review, the Company has incurred expenditure of ₹ 33.40 lakhs in foreign currency as against ₹ 50.99 Lakhs in the previous year.
- (iii) Particulars of Employees: There are no employees covered within the purview of Section 134(3) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) 2014, as amended from time to time.
- (iv) Deposits: During the year under review, MOIL has not accepted any deposits as provided under the Act.
- (v) Loans, guarantees and investments: There are no loans, guarantees & investments under section 186 of the Act.
- (vi) Composition of Audit Committee: The details regarding composition of Audit Committee are mentioned in Clause No. 3.1 (A) of the Corporate Governance Report which is a part of this Report
- (vii) Number of meetings of the Board: The details in this respect are given in Clause No. 2.2 of the Corporate Governance Report which is a part of this Report.
- (viii) Subsidiary Company: MOIL has no Subsidiary Company
- (ix) Extract of Annual Return: Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an Extract of Annual Return (Form MGT-9) as on the financial year ended on 31.03.2015 is annexed as **Annexure - IV**.

**DETAILS OF SHARES IN SUSPENSE ACCOUNT:**

The details of shares in suspense account are as follows:

Description	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 01.04.2014	20	340
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	06	102
Number of shareholders to whom shares were transferred from suspense account during the year	06	102
Shares transferred to unclaimed suspense account	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2015	14	238

The voting rights on these shares in suspense account as on 31.03.2015 shall remain frozen till the rightful owner of such shares claims the shares.

**MEMORANDUM OF UNDERSTANDING (MoU) :**

MOIL has been signing Memorandum of Understanding (MoU) with Ministry of Steel since more than 20 years. The MoU sets forth various targets and parameters of performance, which are assessed against actual achievements after close of financial year. From the year 1995-96, the company has been continuously getting *excellent* ratings. Your company has once again got *excellent* rating 19th year in succession for the year 2013-14. The rating for 2014-15 has not been issued so far.

Continuing the practice, MOIL has signed MoU with the Ministry of Steel for the year 2015-16.

**CORPORATE GOVERNANCE:**

The Company strives to attain high standards of Corporate Governance. A separate section on Corporate Governance is annexed and forms part of the Board's Report, and enclosed as **Annexure - V**.



## **MANAGEMENT DISCUSSION AND ANALYSIS:**

A report on Management Discussion and Analysis is placed at **Annexure - VI**.

## **INDUSTRIAL RELATIONS:**

Industrial relations in MOIL continued to be cordial and peaceful during the year 2014-15. There has not been any stoppage of work or any such labour agitation in the Company. The tempo for better production and productivity was maintained. Various Committees are constituted at the mine level and corporate level for discussing various issues for smooth functioning of the organisation and expeditious decisions for the settlement of grievances had been functioning satisfactorily.

## **ACKNOWLEDGEMENT:**

Your Directors acknowledge the support, cooperation and guidance received from the Govt. of India, Ministry of Steel, Ministry of Environment and Forest, State Governments of Maharashtra and Madhya Pradesh, all Government Departments, Company's shareholders, Bankers, valued customers, suppliers and all other stakeholders.

The employees of the Company have continued to display their commitment towards the pursuit of excellence. Your Directors take this opportunity to place on record their appreciation for the valuable contribution made by the employees and look forward to their services with zeal and dedication in the years ahead to enable the Company to scale even greater heights.

On behalf of the Board of Directors

Place: New Delhi

Date: 23.07.2015

**G.P. Kundargi**

**Chairman-cum-Managing Director**

## FORM NO. AOC.1

**Statement containing salient features of the financial statement of  
subsidiaries/associate companies/joint ventures**  
*(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of  
Companies (Accounts) Rules, 2014)*

**Part "A": Subsidiaries****(MOIL has no Subsidiary Company)**

(Information in respect of each subsidiary to be presented with amounts in Rs )

1.	Sl. No.	<b>Not Applicable</b>
2.	Name of the subsidiary	
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	
5.	Share capital	
6.	Reserves & surplus	
7.	Total assets	
8.	Total Liabilities	
9.	Investments	
10.	Turnover	
11.	Profit before taxation	
12.	Provision for taxation	
13.	Profit after taxation	
14.	Proposed Dividend	
15.	% of shareholding	
	Notes:	
1.	Names of subsidiaries which are yet to commence operations	
2.	Names of subsidiaries which have been liquidated or sold during the year.	

**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of Associates/Joint Ventures	RINMOIL Ferro Alloys Pvt. Ltd.	SAILMOIL Ferro Alloys Pvt. Ltd.
1. Latest audited Balance Sheet Date	31.03.2014	31.03.2014
2. Shares of Associate/Joint Ventures held by the company on the year end		
No.	1 lakh shares	1 lakh shares
Amount of Investment in Associates/Joint Venture	₹10 lakh	₹ 10 lakh
Extent of Holding %	50%	50%
3. Description of how there is significant influence	By virtue of 50% shareholding	
4. Reason why the associate/joint venture is not consolidated	As per Notification G.S.R. 723(E) dated 14.10.2014	



Name of Associates/Joint Ventures		RINMOIL Ferro Alloys Pvt. Ltd.	SAILMOIL Ferro Alloys Pvt. Ltd.
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet 2014-15 (as per Unaudited Accounts)	-	-
6.	Profit / Loss for the year		
i.	Considered in Consolidation	Nil	Nil
ii.	Not Considered in Consolidation	-	(-) 0.19 crores

- Names of associates or joint ventures which are yet to commence operations.
  - RINMOIL Ferro Alloys Pvt. Ltd.
  - SAILMOIL Ferro Alloys Pvt. Ltd.
- Names of associates or joint ventures which have been liquidated or sold during the year - **Not Applicable**

**Neeraj Pandey**  
Company Secretary

**Nitin P. Kajarekar**  
Dy. General Manager (Finance)

**Mukund P. Chaudhari**  
Director (Finance)

**G. P. Kundargi**  
Chairman-cum-Managing Director

## Annexure –II to Directors Report to Shareholders

Disclosure of particulars with respect to conservation of energy and technology absorption as required under section 134(3) (m) of the Companies Act, 2013

<b>(A) CONSERVATION OF ENERGY</b>			
1	The steps taken or impact on conservation of energy;	Impact	Amount Saved (₹ in lakh)
	(1) Balaghat Mine: 1. Installation of 11 KV Capacitor bank 2. Installation of 4000 cfm compressor 3. Replacement of old centrifugal pumps	Electricity consumption reduced by 8.16 Lac KWh in the year 2014-15 as compared to 2013-14.	67.97
	(2) Ferro Manganese Plant, Balaghat - Monitoring process & improvement in quality of raw material.	Electricity consumption reduced by 10.61 Lac KWh in the year 2014-15 as compared to 2013-14.	62.81
	(3) Ukwa Mine: Replacement of old centrifugal pumps.	Electricity consumption reduced by 1.34 Lac KWh in the year 2014-15 as compared to 2013-14.	12.16
2	The steps taken by the company for utilizing alternate sources of energy	Installation of solar power plants at mine is under process.	
3	The capital investment on energy conservation equipments;	Description of Work	Investment (₹ in lakh)
		(1) Balaghat Mine: 1. Installation of 11 KV Capacitor bank 2. Installation of 4000 cfm compressor 3. Replacement of old centrifugal pumps	10.57 109.74 24.62
		(2) Ferro Manganese Plant, Balaghat - Monitoring process & improvement in quality of raw material.	NIL
		(3) Ukwa Mine: Replacement of old centrifugal pumps.	10.48
		<b>Total Investment</b>	<b>155.41</b>

### **(B) TECHNOLOGY ABSORPTION**

(i) The efforts taken by the company under its Research & Development (R&D) activities and benefits derived there from are as follows.

Sl. No.	Areas	Benefit derived
1	Sustainable Development Framework (Environment)	As per the guidelines of Government of India for Sustainable Development Framework (SDF), Scientific evaluation of Mine Closure Plan for Dongri Buzurg Opencast Mine has been prepared by Indian Institute of Science and Technology (IIST), Shibpur. This will help for development of nearby villages.
2	Mineral Processing	For improvement of product quality of High Carbon Ferro Manganese (HCFeMn) alloy of Balaghat Mine process flow studies for de-phosphorisation of HCFeMn alloy is going on at CSIR-National Metallurgical Laboratory (NML), Jamshedpur.
3	Underground Mechanization	The Jumbo Drill Machine – Single boomer electro-Hydraulic drilling machines has been introduced at Balaghat Mine for drilling in development headings and stope drilling. Blast design pattern for better safety and productivity for this machine has been prepared through scientific investigations by IIT, Kharagpur. This has helped for faster development of underground headings, stope productivity and safety at Balaghat mine.



4	Exploration by Geophysical prospecting by Gravity-Magnetic method	National Geophysical Research Institute (NGRI), Hyderabad has been engaged for Geo-physical prospecting by Gravity and Magnetic method for high speed exploration of manganese ore reserves / resources in prospecting license areas of Nagpur and Bhandara districts of Maharashtra State.
5	Exploration of ore reserves	It is an ongoing process by which the ore body and surrounding areas in lease are being explored by drilling exploration core drilling hole by the company owns core drilling machines. Moreover, deeper exploration is done by outsourcing. By doing so, the company is adding ore reserves/ resources every year.
6	Mineral Conservation	For conservation of valuable mineral and better safety of underground mine workings, new stope design parameters for underground stoping has been prepared by National Institute of Rock Mechanics (NIRM), KGF for Chikla Mine. This will help to reduce the mineral blocked in insitu pillar.
7	Mines Safety (Rock Mechanics Instruments)	Level interval has been increased from 30m to 45m at Balaghat Mine below 12th level Rock mechanics instrumentation and data monitoring is being carried out for the safety of underground workings with the help of strain bars in collaboration with Central Institute of Mining & Fuel Research (CIMFR), Nagpur
8	Mine Environment	For improvement in underground working conditions, ventilation reorganization studies have been conducted by Indian Institute of Technology (IIT), Kharagpur at Gumgaon Mine and Indian School of Mines (ISM) at Balaghat Mine. This has helped for improvement in underground ventilation and in turn has improved safety and productivity.
9	XRF analyzer	The company has successfully introduced XRF analyzer at the mines and at the corporate office at Nagpur. This has improved the customer's satisfaction.
10	Control Blasting Techniques	CIMFR and VNIT has been engaged in for grounds vibration and fly rock problems in opencast mine. With these studies safety standard of opencast mines of the company has improved.
11	Environmental Friendly Machine	Modern high tech hydrostatic environmental friendly drilling machine has been deployed in opencast mine for better health and safety of the employees.
12	Improvement in safety standards	Addition to the present pre-mining supports, additional roof bolts and mechanical steel props and chocks were used. It has improved the safety standard of the underground mines and saved the timber.
13	Collaborative Research for alternative fill material for sand	Collaborative research project is going on with VNIT, Nagpur. Pilot hydraulic stowing plant is commissioned at VNIT premises for further studies. This will give some alternative material instead of sand for stowing in mines.
Overall, as a result of the above, the efforts have shown improvement in safety & productivity in mining operations. With this development, rapid mining technologies like long hole drilling for development headings, mechanical handling of ROM in stopes by SDL in underground has been introduced. Exploration by geophysical prospecting has earmarked new zones for core drilling.		
14	Introduction of VFD driven compressor and 4000 CFM compressor driven by HV motor.	Energy consumption is reduced by 1 – 2% of the equipments operated by compressed air.

(ii)	<b>Details of Import technology</b>	NIL
(iii)	<b>Expenditure on R &amp; D (₹ in crore)</b>	<b>6.00</b>



## Annexure -III

### FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a referenceto the web-linkto the CSR policy and projectsor programs.**

- The main objective of CSR policy is to lay down guidelines for the company to make CSR a key business process for substantial development for the society and environment with a balanced emphasis on all aspects of CSR and Sustainability – equally with regard to its internal operations, activities and processes, as well as in their response to externalities. CSR and Sustainability agenda is perceived to be equally applicable to internal stakeholders (particularly, the employees of a company).
- MOIL envisages CSR as a commitment to meet its social obligations by playing an active role to improve the quality of life of the communities and stakeholders on a sustainable basis, preferably in the project areas where it is operating. The company also undertakes to act as a good corporate citizen, subscribing to the process for substantial development for the society as well as environment.
- The main thrust of the CSR and sustainability activities would be on capacity building, empowerment of communities, inclusive socio-economic growth, environment protection, promotion of green and energy efficient technologies, development of backward regions, education and upliftment of the marginalized and under-privileged sections of the society, of the living beings in general and those of the project areas in particular:

✓ **Fundamental Needs**

Drinking Water, Human Health and Family Welfare, Animal Health, Sanitation and Public Health, Education, Irrigation.

✓ **Environmental**

Ecological Balance, Environment Protection, Afforestation, Control of Air and Water Pollution, Eco friendly Technologies, Non-Conventional Energy Sources. Water, waste or energy management, promotion of renewable sources of energy, biodiversity conservation, etc. Projects for reduction re-use and recycle of waste materials, rain-water harvesting and replenishing the ground water supply, protection, conservation and restoration of eco- system, reduction of carbon emissions through energy efficient and renewable energy technologies.

✓ **Developmental**

Roads, Paths, Bridges, construction works and infrastructure in rural and back-ward areas,

✓ **Socially**

Promoting gender equality, old age homes, hostels, community centers, Night shelters, Women Empowerment, Welfare of weaker sections.

✓ **Sports and Games**

✓ **Preservation and promotion of heritage, art, music and culture in keeping with Indian tradition**

**Web link:** [http://moil.nic.in/writereaddata/PDF/CSR and Sustainability Policy of MOIL.pdf](http://moil.nic.in/writereaddata/PDF/CSR_and_Sustainability_Policy_of_MOIL.pdf)

2. **The Composition of the CSR Committee (As on 31.03.2015)**

1	Shri G.S. Grover	Independent Director- Chairman
2	Ms. Sunanda Prasad	Independent Director – Member
3	Shri A.K. Jha	Director (Prodn. & PIng.) - Member

3. **Average net profit of the company for last three financial years: ₹670.91Crores (approx)**

4. **Prescribed CSR Expenditure: ₹13.42 Crores (i.e., 2% of Average net profit of last 3 financial years)**



## 5. Details of CSR spent during the financial year (2014-15)

- (a) Total amount to be spent for the financial year: ₹13.57Crores (including ₹ 4.64 crores towards contribution to the corpus of MOIL Foundation [A registered society established by MOIL as mentioned in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules' 2014] for exclusively carrying out CSR activities.
- (b) Amount unspent, if any; **NIL**
- (c) Manner in which the amount spent during the financial year is detailed below.

1	2	3	4	5	6	7	8
S. 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 was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects/ or programs Sub-heads: (1) Direct expenditure on projects or programs (2)overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Construction of Nagar Bhavan (Community Hall).	Rural Development	Village :Khapa, Dist. Nagpur (M.S.)	76.10	76.10	98.01	M/s Prime Infrastructures.
2	Construction of Community Hall	Rural Development	Village: Mohkhed Dist. Chhindwada (M.P.)	36.66	39.42	46.43	M/s Vinod Hajare.
3	Construction of approach Road	Rural Development	Village : Sitasaongi Dist. Bhandara. (M.S.)	67.23	67.23	89.86	M/s S.H Chakole.
4	Construction of Check Dams for storing water under rain water harvesting	Rural Development	Village: Chicholi Road, Dist. Nagpur(M.S.)	10.00	6.35	6.35	M/s Prabhakar Fitting Works.
5	Construction of approach Road	Rural Development	Faizabad, U.P.	6.95	6.95	11.95	M/s HSCL
6	Construction of approach road to St. Josephs School	Rural Development	Village: Chicholi Road, Dist. Nagpur(M.S.)	10.00	33.00	33.00	M/s H.K. Gurubaxani
7	Construction of Cement Concrete approach Road	Rural Development	Village: Dongri Buzurg Dist.: Bhandara(M.S.)	41.00	41.00	41.00	M/s Hameed Saiyyad
8	Various Community Development Programme	Rural Development	21 villages of Nagpur, (M.S.) Bhandara and Balaghat districts of M.P.	369.86	50.00	50.00	Maharashtra Institute of Technology Transfer for Rural Areas (MITTRA)

9	Other works related with Rural developments like:	Rural Development		30.00	10.21	10.21	MITTRA
	i) Preparation of detailed project report in identified 21 villages Community Development Programme		21 villages of Nagpur, (M.S.), Bhandara and Balaghat Districts (M.P.) as per DPR.				
	ii) Providing Street Lights with accessories		Villages: Awlajhari, Bharveli, Hirapur, Bhatara in Balaghat Dist. (M.P)				
	iii) Construction of Shelters		Villages: Sindpuri Bhandara Dist. (M.S.)				
	iv) Reorientation of street lights		Village: Chicholi Road, Dist. Nagpur Dist (M.S.)				
10	(A) Light to Lives- Alleviation of Visual Impairment & Blindness.	Healthcare	Different villages of Dist. of Nagpur and Bhandara (M.S.)	74.09	44.98	136.18	M/S. Suraj Eye Institute, Nagpur
	(B) Other health care related works like:	Healthcare	Nagpur (M.S.)	25.00	2.98	2.98	
	i) Cataract surgeries of needy poor patients 100 numbers through						Lata Mangeshkar Hospital, Nagpur
	ii) Aid to persons with disability						NGO -ALPANA, Nagpur
	iii) Assistance working towards welfare of physically challenged persons						NGO – NAWPH, Nagpur
	iv) Assistance for purchase of Science Laboratory equipments for School						Amrapali Utkarsha Sangh- a social organisation, Nagpur
	v) Sponsorship to Society						DMI Campaign Trust, Nagpur
11	DAV MOIL Public School.	Education / Literacy	Village :Chikla Dist: Bhandara (M.S.)	192.67	128.32	722.33	MOIL



12	Construction of Two Nos. Classrooms along with verandah	Education / Literacy	Jaunpur (U.P)	12.03	12.03	20.42	M/s Bhagwati Chand
13	Construction & Renovation of School at Chikla	Education / Literacy	Chikla, Dist. Bhandara (M.S.)	7.57	7.57	7.57	M/s S.P Sheikh.
14	Adoption of RNT School at Balaghat, Ukwa & Chikla. (Three Schools)	Education / Literacy and sports	Balaghat, & Ukwa in Balaghat Dist. (M.P.) and Chikla, Dist. Bhandara (M.P.)	26.00	26.00	26.00	MOIL
15	Other works related with Education and Skill developments :	Education / Literacy and sports		10.00	7.50	7.50	MOIL
	(i) Assistance to for All India Hockey Tournament for promoting the sports		Balaghat (M.P.)				Nehru Sporting Club Balaghat
	(ii) Purchase of Science lab. equipment		Nagpur (M.S.)				Amrapali Utkarsha Sanstha, Nagpur
	iii) Supply of books to RNT school		Balaghat (M.P.)				MOIL
	iv) Mobile library		Nagpur (M.S.)				UPAY, NGO, Nagpur
	Construction of toilets in schools under Swachh Bharat – Swachh School mission of the Govt. of India	Education / Literacy and sports Promoting sanitation	Various villages in various districts of MP.	300.00	256.00	256.00	M/s Yogesh Bagde, M/s K.C Das, M/s Abhiskek Construction, M/s Irfan Ahmed, M/s Vinod Hajare
16	a) Providing drinking water by bore wells in the villages.	Drinking Water	Various Backward villages of districts of Bhandara, Balaghat & Nagpur	40.00	40.00	40.00	M/s P.R Borewells.
	b) Other works related to supply of drinking						
	i) Operation & Maintenance of water supply scheme		Village: Awlajhari, Dist. Balaghat (M.P)	10.00	1.72	1.72	MOIL
	ii) Drinking water supply by Installation of water cooler		Ramtek, Dist. Nagpur (M.S.)				
	iii) Installation of water kiosk		Nagpur (M.S.)				

17	a) Afforestation at mines: saplings including fencing	Environment Sustainability	Balaghat, Ukwa in Madhya Pradesh & Dongri and Chikla in Maharashtra	30.00	30.00	30.00	MOIL
	b) Other plantation related works includes:				6.21	6.21	MOIL
	(i) Maintenance of Plantation		Nagpur (M.S.)				
	(ii) Tree guards		Village: Sakoli, Dist. Bhandara (M.S)				
18	Contribution to the corpus of MOIL Foundation for CSR works			-	464.00	-	MITTRA
<b>Total</b>				<b>1398.16</b>	<b>1357.57</b>	-	

**6. Reasons for not spending the prescribed amount – Not Applicable.**

**7. Responsibility Statement**

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.'

**Shri G.P. Kundargi**

**Chairman-cum-Managing Director**

**Shri G.S. Grover**

**Chairman, CSR Committee**

**ANNEXURE- IV****EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2015

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

**Form No. MGT-9****I. REGISTRATION AND OTHER DETAILS:**

CIN	L99999MH1962GOI012398
Registration Date	22.06.1962
Name of the Company	MOIL Limited
Category / Sub-Category of the Company	Public Company/Limited by shares
Address of the Registered office and contact details	1-A, Katol Road, Nagpur- 440013. Email Id: compliance@moil.nic.in Website : www.moil.nic.in Telefax:- 0712-2806182 / 100
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka Andheri (E), Mumbai - 400 072. Tel: 91-22-2847 0652   40430200  28470653 Fax: 91-22-2847 5207 E-mail: investor@bigshareonline.com

**II. PRINCIPAL BUSINESSACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manganese ore	072	91.05%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	RINL MOIL	U27101AP2009PTC064546	Associate	50%	2(6)
2	SAIL MOIL	U27101CT2008PTC020786	Associate	50%	2(6)

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding

		No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter and Promoter Group										
<b>1. INDIAN</b>										
(a)	INDIVIDUAL / HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	CENTRAL / STATE GOVERNMENT(S)	134400000	0	134400000	80.00	134400000	0	134400000	80.00	0.00
(c)	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)									
<b>SUB TOTAL (A)(1) :</b>		<b>134400000</b>	<b>0</b>	<b>134400000</b>	<b>80.00</b>	<b>134400000</b>	<b>0</b>	<b>134400000</b>	<b>80.00</b>	<b>0.00</b>
<b>2. FOREIGN</b>										
(a)	NRIs-INDIVIDUAL	0	0	0	0.00	0	0	0	0.00	0.00
(b)	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
(c)	INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2) :		0	0	0	0.00	0	0	0	0.00	0.00
<b>Total holding for Promoters and Promoter group</b>	<b>(A)=(A)(1) + (A)(2)</b>	<b>134400000</b>	<b>0</b>	<b>134400000</b>	<b>80.00</b>	<b>134400000</b>	<b>0</b>	<b>134400000</b>	<b>80.00</b>	<b>0.00</b>
<b>(B) Public shareholding</b>										
<b>1. INSTITUTIONS</b>										
(a)	MUTUAL FUNDS / UTI	1438422	0	1438422	0.85	234711	0	234711	0.14	(0.72)
(b)	FINANCIAL INSTITUTIONS / BANKS	2224032	0	2224032	1.32	4170732	0	4170732	2.49	1.16



(c)	CENTRAL / STATE GOVERNMENT (S)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	INSURANCE COMPANIES	1011234	0	1011234	0.60	1186234	0	1186234	0.71	0.10
(f)	FII'S	12332518	0	12332518	7.34	12312538	0	12312538	7.33	(0.01)
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(i)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(1) :</b>		<b>17006206</b>	<b>0</b>	<b>17006206</b>	<b>10.12</b>	<b>17904215</b>	<b>0</b>	<b>17904215</b>	<b>10.6573</b>	<b>0.53</b>
<b>B 2. Non-institutions</b>										
(a)	BODIES CORPORATE	2240411	0	2240411	1.33	2773139	0	2773139	1.65	0.32
(b)	INDIVIDUAL									
(i)	(CAPITAL UPTO TO ₹ 1 Lakh)	13108368	166	13108534	7.80	11987083	231	11987314	7.14	(0.67)
(ii)	(CAPITAL GREATER THAN ₹ 1 Lakh)	887141	0	887141	0.53	513533	0	513533	0.31	(0.22)
(c)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(d)	<b>ANY OTHERS (Specify)</b>									
(i)	TRUSTS	22455	0	22455	0.01	26944	0	26944	0.01	0.00
(ii)	CLEARING MEMBER	66414	0	66414	0.03	36119	0	36119	0.02	(0.02)
(iii)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
(iv)	EMPLOYEE	13964	0	13964	0.00	10472	0	10472	0.00	(0.00)
(v)	FOREIGN NATIONALS	0	0	0	0.00	0	0	0	0.00	0.00
(vi)	NON RESIDENT INDIANS (NRI)	254535	0	254535	0.15	288707	0	288707	0.17	0.02
(vii)	OVERSEAS BODIES CORPORATES	0	0	0	0.00	59319	0	59319	0.03	0.04
(viii)	UNCLAIMED SUSPENSE ACCOUNT	340	0	340	0.00	238	0	238	0.00	0.00
<b>SUB TOTAL (B)(2) :</b>		<b>16593628</b>	<b>166</b>	<b>16593794</b>	<b>9.87</b>	<b>15695554</b>	<b>231</b>	<b>15695785</b>	<b>9.34</b>	<b>(0.53)</b>
Total Public Shareholding	(B)=(B)(1) + (B)(2)	<b>33599834</b>	<b>166</b>	<b>33600000</b>	<b>20.00</b>	<b>33599769</b>	<b>231</b>	<b>33600000</b>	<b>20.00</b>	<b>0.00</b>
Total (A) + (B) :		167999834	166	168000000	100.00	167999769	231	168000000	100.00	0.00



(C) Shares held by Custodians and against which Depository Receipts have been issued										
(a)	SHARES HELD BY CUSTODIANS	0	0	0	0.00	0.0000	0.00	0	0.0000	0.00
(i)	Promoter and Promoter Group	0	0	0	0.00	0.0000	0.00	0	0.0000	0.00
(ii)	Public	0	0	0	0.00	0.0000	0.00	0	0.0000	0.00
SUB TOTAL (C)(1) :		0	0	0	0.00	0.0000	0.00	0	0.0000	0.00
<b>Grand Total (A) + (B) + (C)</b>		<b>167999834</b>	<b>166</b>	<b>168000000</b>	<b>100.00</b>	<b>167999769</b>	<b>231</b>	<b>168000000</b>	<b>100.00</b>	<b>100.00</b>

(ii) Shareholding of Promoters

S. No	Share holder's Name	Shareholding at the beginning of the year on 01.04.2014			Share holding at the end of the year On 31.03.2015			% change in share holding 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	
1	President Of India	120235680	71.57	0.00	120235680	71.57	0.00	0.00
2	Governor Of Maharashtra	7757400	4.62	0.00	7757400	4.62	0.00	0.00
3	Governor Of Madhya Pradesh	6406920	3.81	0.00	6406920	3.81	0.00	0.00
<b>Total</b>		<b>134400000</b>	<b>80.00</b>	<b>0.00</b>	<b>134400000</b>	<b>80.00</b>	<b>0.00</b>	<b>0.00</b>

(iii) Change in Promoters' Shareholding

There is no change in promoter's shareholding as mentioned in point no. (ii) above.

Sl. No.		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
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat	-	-	-	-



**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.		Shareholding at the beginning of the year (01.04.2014)/end of the year (31.03.2015)		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):			Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase/ Decrease	Reasons	No. of shares	% of total shares of the company
1.	SOMERSET EMERGING MARKETS SMALLCAP FUND LLC	2462197	1.47	01/04/14				
				16/05/14	132005	Transfer	2594202	1.47
				08/08/14	115599	Transfer	2709801	1.54
				05/12/14	(58035)	Transfer	2651766	1.61
				06/02/15	(8392)	Transfer	2643374	1.58
				13/02/15	(40995)	Transfer	2602379	1.57
				17/02/15	(5981)	Transfer	2596398	1.55
				20/02/15	(21194)	Transfer	2575204	1.55
				27/02/15	(7481)	Transfer	2567723	1.53
		20/03/15	(84435)	Transfer	2483288	1.53		
2.	NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF PFS SOMERSET EMERGING MARKETS SMALL CAP FUND	635091	0.38	01/04/14				
				04/04/15	(9473)	Transfer	625618	0.37
				11/04/14	(66816)	Transfer	558802	0.33
				18/04/14	(35745)	Transfer	523057	0.31
				25/04/14	(70262)	Transfer	452795	0.27
				09/05/14	(35297)	Transfer	417498	0.25
				04/07/14	24939	Transfer	442437	0.26
				06/02/15	(1429)	Transfer	441008	0.26
				13/02/15	(6982)	Transfer	434026	0.26
				17/02/15	(1019)	Transfer	433007	0.26
				20/02/15	(3610)	Transfer	429397	0.26
				27/02/15	(1273)	Transfer	428124	0.25
				20/03/15	(14388)	Transfer	413736	0.25
		31/03/15	413736				0.25	
3.	DANSKE BANK A/S A/C FORENINGEN AP INVEST F.M.B.A	27081	0.02	01/04/14				
				11/04/14	136	Transfer	27217	0.02
				25/04/14	10046	Transfer	37263	0.02
				09/05/14	29440	Transfer	66703	0.04
				16/05/14	528	Transfer	67231	0.04
				20/06/14	8986	Transfer	76217	0.05
				30/06/14	180565	Transfer	256782	0.15
				04/07/14	73191	Transfer	329973	0.20
				11/07/14	30977	Transfer	360950	0.21
				01/08/14	24721	Transfer	385671	0.23
				08/08/14	40380	Transfer	426051	0.25
				03/10/14	3202	Transfer	429253	0.26
				10/10/14	158	Transfer	429411	0.26

				17/10/14	11480	Transfer	440891	0.26
				21/11/14	63822	Transfer	504713	0.30
				06/02/15	40425	Transfer	545138	0.32
				13/02/15	58571	Transfer	603709	0.36
		603709	0.36	31/03/15			603709	0.36
4.	DB INTERNATIONAL (ASIA) LTD	1661503	0.99	01/04/14				
				06/06/14	(48955)	Transfer	1612548	0.87
				13/06/14	(172924)	Transfer	1439624	0.87
				20/06/14	(1027)	Transfer	1438597	0.87
				30/06/14	(5321)	Transfer	1433276	0.87
				04/07/14	(9652)	Transfer	1423624	0.87
				11/07/14	(527)	Transfer	1423097	0.87
				15/08/14	1816	Transfer	1424913	0.87
				12/09/14	6923	Transfer	1431836	0.87
				30/09/14	(10981)	Transfer	1420855	0.87
				31/10/14	2383	Transfer	1423238	0.87
				14/11/14	(106)	Transfer	1423132	0.87
				28/11/14	15509	Transfer	1438641	0.87
				05/12/14	4100	Transfer	1442741	0.87
				09/01/15	4861	Transfer	1447602	0.87
				30/01/15	(2617)	Transfer	1444985	0.87
				27/02/15	19114	Transfer	1612548	0.87
		1464099	0.87	31/03/15			1464099	0.87
5.	NATIONAL PENSION SERVICE MANAGED BY MFS INSTITUTIONAL ADVISORS, INC.	682736	0.41	01/04/14				
				30/09/14	6150	Transfer	688886	0.41
				28/11/14	(9364)	Transfer	679522	0.40
				09/01/15	3950	Transfer	68347	0.41
				20/03/15	5775	Transfer	689247	0.41
		689247	0.41	31/03/15			689247	0.41
6.	LIFE INSURANCE CORPORATION OF INDIA	328131	0.20	01/04/14				
				07/11/14	115839	Transfer	443970	0.26
				14/11/14	6629	Transfer	450599	0.27
				21/11/14	34763	Transfer	485362	0.29
				28/11/14	21311	Transfer	506673	0.30
				19/12/14	42589	Transfer	549262	0.33
				31/12/14	164177	Transfer	713439	0.42
				02/01/15	5798	Transfer	719237	0.43
				09/01/15	76505	Transfer	795742	0.47
				16/01/15	1245	Transfer	796987	0.47
				13/03/15	16949	Transfer	813936	0.48
				20/03/15	134350	Transfer	948286	0.56
				27/03/15	47023	Transfer	995309	0.59
		1007796	0.60	31/03/15	12487	Transfer	1007796	0.60



7.	NATIONAL INSURANCE COMPANY LTD	634981	0.38	01/04/14				
				20/06/14	75000	Transfer	709981	0.42
				30/06/14	60000	Transfer	769981	0.46
				11/07/14	40000	Transfer	809981	0.48
		809981	0.48	31/03/15			809981	0.48
8.	UNITED INDIA INSURANCE COMPANY LIMITED	318754	0.18	01/04/14				
				01/08/14	30000	Transfer	348754	0.21
				08/08/14	29595	Transfer	378349	0.23
				15/08/14	40000	Transfer	418349	0.25
				22/08/14	45088	Transfer	463437	0.28
				29/08/14	68186	Transfer	531623	0.32
				05/09/14	76890	Transfer	608513	0.36
				12/09/14	73830	Transfer	682343	0.41
				19/09/14	58334	Transfer	740677	0.44
				30/09/14	110000	Transfer	850677	0.51
				10/10/14	22832	Transfer	873509	0.52
				17/10/14	40000	Transfer	913509	0.54
				24/10/14	30000	Transfer	943509	0.56
				31/10/14	40000	Transfer	983509	0.59
				07/11/14	40000	Transfer	1023509	0.61
				14/11/14	91000	Transfer	1114509	0.66
				21/11/14	70000	Transfer	1184509	0.71
				28/11/14	97595	Transfer	1282104	0.76
				05/12/14	113524	Transfer	1395628	0.83
				12/12/14	35339	Transfer	1430967	0.85
		1430967	0.85	31/03/15		1430967	0.85	
9.	MFS INTERNATIONAL NEW DISCOVERY FUND	5264681	3.13	01/04/14				
				23/05/14	(33000)	Transfer	5264681	3.13
				30/05/14	(93683)	Transfer	5231681	3.11
				06/06/14	(187436)	Transfer	5137998	3.06
				13/06/14	(675974)	Transfer	4950562	2.95
				20/06/14	(3967)	Transfer	4274588	2.54
				30/06/14	(3926)	Transfer	4270621	2.54
				04/07/14	(60078)	Transfer	4266695	2.54
				11/07/14	(5920)	Transfer	4206617	2.50
				4206617	2.50	31/03/15		4206617
10.	CHURCH COMMISSIONERS FOR ENGLAND RE SOMERSET	92431	0.06	01/04/14				
				17/10/14	70302	Transfer	162733	0.10
				24/10/14	81354	Transfer	244087	0.15
				31/10/14	26012	Transfer	270099	0.16
				07/11/14	41554	Transfer	311653	0.19
				14/11/14	18946	Transfer	330599	0.20
				21/11/14	303	Transfer	330902	0.20
				28/11/14	49697	Transfer	380599	0.23
		380599	0.23	31/03/15		380599	0.23	

(v) Shareholding of Directors and Key Managerial Personnel:

**No Directors and KMP are holding shares in the company except Shri Neeraj Dutt Pandey, Company Secretary, whose details are given below:**

S.No		Shareholding at the beginning of the year 01.04.2014		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase/ Decrease	Reasons	No. of shares	% of total shares of the company
1	Shri. Neeraj Dutt Pandey (Company Secretary)	1	0.00	N.A.	N.A.	N.A.	1	0.00

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment - **NIL**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year • Addition • Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due iii) Intrest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No	Particulars of Remuneration	Name of Director/MD/WTD					Total Amount
		Shri G.P Kundargi (CMD)	Shri M. P.Chaudhari Director (Finance)	Shri A.K.Jha Director (Prod.& PIng)	Shri.A.K.Mehra Director (Commercial) (Retired on 31.01.2015)	Shri.T.K.Pattnaik Director (Commercial) (Joined on 02.02.2015)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961  (b) Value of perquisites u/s 17(2) Income-tax Act,1961  (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	4622074	3590274	3566362	3858589	452956	16090255
		41900	3500	7300	8900	5000	146700
		–	–	–	–	–	–
2.	Stock Option	NIL	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify (Performance Linked Incentive)	NIL	NIL	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Total (A)</b>	4663974	3593774	3573662	3947589	457956	16236955
	Ceiling as per the Act	N.A					

### B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name Of Independent Directors				Total
		Dr. A.K. Lomas	Shri J.P. Dange	Shri G.S. Grover	Ms. Sunanda Prasad	
3.	Independent Directors  •Fee for attending board / committee meetings • Commission • Others, please specify	305000	2,50,000	225000	320000	1100000
	Total (1)	305000	250000	225000	320000	1100000
4.	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A
	Total (2)	–	–	–	–	–
	Total (B)=(1+2)	305000	250000	225000	320000	1100000
	Overall Ceiling as per the Act	N.A				

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	(Details of salary of CMD are mentioned in the VI A above)	1304845 1483 -	The Director (Finance) is the CFO of the company (Details are mentioned in the VI A above)	1304845 1483 -
2.	Stock Option	N.A.	N.A.	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4.	Commission -as % of profit - Others, specify...	N.A.	N.A.	N.A.	N.A.
5.	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	-	1306328	-	1306328

## VII. PENALTIES/PUNISHMENT/ COMPOUNDING OF OFFENCES:

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



## ANNEXURE- V

### CORPORATE GOVERNANCE REPORT

*“Corporate governance involves a set of relationships between a company’s management, its board, its shareholders and other stakeholders. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined.”*

*-: Organization for Economic Cooperation and Development*

MOIL, a “Schedule-A Miniratna Category-I” Company, is committed to doing business in an efficient, integrated, honest, accountable and ethical manner and believes Corporate governance is beyond the realm of law. It starts from the culture and mindset of management, and cannot be regulated by legislation alone.

#### 1. CORPORATE GOVERNANCE PHILOSOPHY

Good Corporate Governance goes beyond compliance of laws and involves a companywide commitment. This commitment starts with the Board of Directors, which executes its corporate governance responsibilities by focusing on the Company’s strategic and operational excellence in the best interests of all stakeholders in a balanced fashion with long term benefits to all.

Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. Traditional views of governance as a regulatory and compliance requirement have given way to adoption of governance tailored to the specific needs of the Company. Clause 49 has set the benchmark compliance rules for a listed company and the baseline for governance standards. MOIL not only adheres to the prescribed corporate practices as per Clause 49 but is constantly striving to adopt emerging best practices worldwide. It is our endeavour to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfillment of stated goals and objectives.

#### 2. BOARD OF DIRECTORS

MOIL is a Government Company within the meaning of Section 2(45) of Companies Act, 2013. As per the Articles of Association of MOIL, the power to appoint the Directors vests with the President of India. Therefore all the Directors on the Board of MOIL have been appointed by President of India, through Ministry of Steel. As on 31<sup>st</sup> March 2015, the Board of Directors of MOIL comprises of 10 directors [including Shri S.S. Shukla (Nominee Director of Government of Madhya Pradesh) who was appointed as Director w.e.f. 07.03.2015 by Government of India through Ministry of Steel vide order dated 22.05.2015] out of which 4 are Whole-time Directors including Chairman-cum-Managing Director, 2 Government Directors representing Govt. of India and Government of Madhya Pradesh and 4 Independent Directors. The composition of the Board of MOIL is not in conformity with Clause 49 of the Listing Agreement and DPE guidelines on Corporate Governance, as there are only four independent directors as against requirement of six.

##### 2.1 Composition of Board of Director of MOIL

**Category wise Composition of the Board of Directors as on 31<sup>st</sup> March, 2015 is as follows:**

##### **Whole-time Directors**

1. Shri G. P. Kundargi, Chairman-cum-Managing Director
2. Shri M. P. Chaudhari, Director (Finance)
3. Shri A. K. Jha, Director (Production and Planning)
4. Shri T. K. Pattnaik, Director (Commercial)

##### **Promoter Nominee Directors**

1. Smt. Urvilla Khatri, Nominee of Govt. of India
2. Shri S. S. Shukla, Nominee of Govt. of Madhya Pradesh

##### **Independent Directors**

1. Ms. Sunanda Prasad
2. Dr. A. K. Lomas
3. Shri J. P. Dange
4. Shri G. S. Grover



## 2.2 Attendance of each Director at the Meeting, Last AGM, Number of other company Directorship and Membership / Chairmanship of Committee during 2014-15

During the year 2014-15, six (6) Board meetings were held on 6<sup>th</sup> May, 2014, 23<sup>rd</sup> May, 2014, 12<sup>th</sup> August, 2014, 30<sup>th</sup> Sept., 2014, 11<sup>th</sup> Nov., 2014 and 14<sup>th</sup> February, 2015.

Name of the Director	Meetings Held during Tenure	No. of Board Meetings Attended	Last AGM Attended	No. of Other Director Ship	No. of Committee Membership / Chairmanship*		
					Committee Chairmanship	Committee Membership	
<b>Whole-time Directors</b>					<b>As on 31.03.2015</b>		
Shri G.P. Kundargi Chairman-cum-Managing Director	6	6	Yes	NIL	NIL	NIL	
Shri M.P. Chaudhari Director (Finance)	6	6	Yes	2	NIL	NIL	
Shri A.K. Jha Director (Prod. & PIng.)	6	6	Yes	2	NIL	NIL	
Shri A.K. Mehra Director (Commercial) (Retired on 31.01.15)	5	5	Yes	2	NIL	NIL	
Shri T.K. Pattnaik Director (Commercial) (w.e.f. 02.02.15)	1	1	No	2	NIL	NIL	
<b>Government Nominee Directors</b>							
Smt. Urvilla .Khata (Nominee of Govt. of India)	2	2	---	2	NIL	NIL	
Shri Apurva Chandra (Retired on 06/03/2015) (Nominee of Govt. of Maharashtra)	6	2	---	3	NIL	NIL	
Shri S.S. Shukla (Nominee of Govt. of Madhya Pradesh)	NIL	NIL	---	16	3	NIL	
<b>Independent Directors</b>							
Ms Sunanda Prasad	6	6	Yes	NIL	1	NIL	
Shri G.S. Grover	6	5	Yes	NIL	NIL	NIL	
Shri J.P. Dange	6	5	Yes	3	NIL	2	
Dr. A.K. Lomas	6	6	Yes	1	NIL	1	

\*Membership / Chairmanship of Audit Committee and Shareholders' / Investors' Grievance Committee of other Public Limited Companies has been considered.

### 3. COMMITTEES

The Board committees focus on certain specific areas and make informed decisions with the authority delegated to them. Each committee of the Board functions according to its charter that defines its composition, scope, power and role in accordance with Companies Act, 2013 and the Listing Agreement and DPE Guidelines on Corporate Governance. Presently, the Company is having following Board Committees:

#### 3.1 Audit Committee of Board

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, independence, performance and remuneration of the statutory auditors, the performance of internal auditors, the Company's risk management policies, etc.



## A. Composition, Name of Members and Chairman

During 2014-15 the Audit Committee was re-constituted. At present, the Committee comprises of three members out of which two members are Independent Directors and one member is a Functional Director. The Composition of the Audit Committee meets the requirements of Companies Act, 2013 and Clause 49 of Listing Agreement. Following are the members of the committee as on 31.03.2015

1. Dr. A.K. Lomas, Chairman (Independent Director)
2. Ms. Sunanda Prasad, Member (Independent Director)
3. Shri A.K. Jha, Member, Director (Production & planning)

The Company Secretary acts as the Secretary to the Committee.

## B. Meetings and Attendance during the year

During the year under review, 7 meetings of the committee were held on 06.05.2014, 23.05.2014, 28.07.2014, 12.08.2014, 20.09.2014, 11.11.2014 and 14.02.2015 the details of which are as follows:

Name of Members	Meetings Held during Tenure of the Member of Committee	Meetings Attended
Shri J.P. Dange (Member & Chairman till 12.8.2014)	4	4
Dr. A.K. Lomas (Till 12.8.2014 member & Chairman thereafter)	7	7
Ms. Sunanda Prasad (Member from 12.8.2014)	3	3
Shri A.K. Jha, Member	7	7

## C. Brief description of terms of reference

The role of the audit committee includes the following:

1. Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
  2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees, as may be applicable.
  3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to.
    - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of provisions of the Companies Act.
    - b. Changes, if any, in accounting policies and practices and reasons for the same
    - c. Major accounting entries involving estimates based on the exercise of judgment by management
    - d. Significant adjustments made in the financial statements arising out of audit findings
    - e. Compliance with listing and other legal requirements relating to financial statements
    - f. Disclosure of any related party transactions
    - g. Qualifications if any, in the draft audit report.
  5. Reviewing the quarterly financial statements with the management before submission to the Board for approval.
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors and/or statutory auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
11. Discussion with statutory auditors about the nature and scope of audit as well as post-audit discussion to ascertain area of concern, if any.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors, if any.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Designating CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. To review the follow up action on the audit observations of the C&AG audit.
16. To review the follow up action taken on the recommendations of Committee on Public Undertakings (COPU) of the Parliament, if any.
17. Provide an open avenue of communication between the independent auditor, internal auditor and the Board.
18. Review with the independent auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of all audit resources.
19. Consider and review the following with the independent auditor and the management
  - a. The adequacy of internal controls including computerized information system controls and security, and
  - b. Related findings and recommendations of the independent auditor and internal auditor, together with the management responses.
20. Consider and review the following with the management, internal auditor and the independent auditor:
  - a. Significant findings during the year, including the status of previous audit recommendation.
  - b. Any difficulties encountered during audit work including any restrictions on the scope of activities or access to required information.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or as directed by the Board.

### 3.2 Nomination & Remuneration Committee

During the year under review, the committee has been constituted/re-constituted in terms Section 178 of the Companies Act 2013, Listing agreements and DPE guidelines in this regard.

#### A. Brief description of terms of reference

The committee is to

1. decide annual bonus/variable pay pool and policy for its distribution across the executives and non unionized supervisors, within the prescribed limits.
2. discharge such other responsibilities as may be applicable and prescribed, in Companies Act, 2013, DPE Guidelines and Listing Agreement and other Government Guidelines.

#### B. As on 31.03.2015, the Committee comprises of following members namely:

1. Ms. Sunanda Prasad (Independent Director) - Chairperson
2. Shri J.P. Dange (Independent Director) - Member
3. Shri G.S. Grover (Independent Director) – Member
4. Dr. A.K. Lomas (Independent Director) – Member



The Company Secretary of the Company acts as the Secretary to the Committee.

All Functional Directors shall also be ex-officio members of the Committee.

### C. Meetings of the Committee

During the period under report, one meeting of the committee was held on 10.01.2015. The details of meeting attended by the members are as follows:

Sr. No.	Name of Member	Total Meetings Held	Meetings Attended
1.	Ms. Sunanda Prasad	1	1
2.	Dr. A.K. Lomas	1	1
3.	Shri J.P. Dange	1	1
4.	Shri G.S. Grover	1	1

### D. Remuneration Policy

MOIL, being a Central Public Sector Undertaking, the appointment, tenure and remuneration of Directors are fixed by the Government of India.

The remuneration of officers is decided as per Government guidelines on Pay Revision and remunerations of other employees of the company are decided as per Wage Settlement Agreement entered with their Union every 10 years.

### E. Remuneration received by CMD and Functional Directors

Details of remuneration of CMD and Functional Directors of the Company paid during the financial year 2014-15

Sr. No.	Name of the Directors	Salary	Benefits	PF and other funds	Bonus/ Commission	Performance Linked Incentives	Stock option*	Total
1	Shri G. P. Kundargi, Chairman-cum-Managing Director	1889910	616211	335353	-	1822500	N.A.	4663974
2	Shri A. K. Mehra, Director(Commercial) (retired on 31.01.2015)	1676297	592185	287637	-	1356660	N.A.	3947589
3	Shri M.P. Chaudhari Director (Finance)	1595934	536164	268276	-	1193400	N.A.	3593774
4	Shri A.K. Jha Director (Production & Planning)	1752300	619300	294562	-	907500	N.A.	3573662
5	Shri T.K. Pattnaik Director(Commercial) (Appointed on 02.02.2015)	300450	107000	50506	-	0	N.A.	457956

\*The shareholding of all the Directors is NIL.

The Non- Executive Directors does not have any pecuniary relationship or transaction with the company except their fees/ re-imbusement in relation to meeting of the Board / committee attended by them.

The Directors are appointed by Government of India for a period of five years from the date of assumption of charge of the post on or till the date of his superannuation or until further orders, whichever is earlier.

The sitting fee was paid to Independent Directors, ₹20, 000 (Twenty Thousand) for attending each meeting of the Board and ₹15, 000 (Fifteen Thousand) for Committee thereof during the financial year 2014-15. The details regarding the same is provided in point VI (B) in form MGT-9, annexed as Annexure - V.

### 3.3 Stakeholders Relationship Committee

The Committee is entrusted with the responsibility to address the stakeholders (security holders) and investors complaints like transfer of shares, non-receipt of annual report, non-receipt of declared dividends, etc. The Committee also evaluates performance and service standards of the Registrar and Share Transfer Agent (RTA) of the Company, and also provides continuous guidance to improve the service levels for investors. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations. The Board has delegated the power of approving transfer of securities to the RTA and / or the Company Secretary.

#### A. Brief description of terms of reference

The responsibilities of the committee are as follows:

- (i) Redressal of investors' complaints
- (ii) Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities
- (iii) Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.
- (iv) Non-receipt of declared dividends, balance sheets of the company
- (v) Carrying out any other function contained in the Listing agreement as and when amended from time to time.
- (vi) Any other matter as determined by the Board from time to time.

#### B. Composition of the Committee:

During 2014-15 the Committee was re-constituted. The Committee comprises of the following members as on 31.03.2015:

1. Shri J.P. Dange, Independent Director - Chairman
2. Dr. A.K. Lomas, Independent Director - Member
3. Shri M.P. Chaudhari, Director (Finance)- Member
4. Shri T.K. Pattnaik, Director (Commercial) – Member

#### C. Meeting and attendance :

During the year 2014-15, four meetings of the Shareholders' / Investors' Grievance Committee were held on 23<sup>rd</sup> May, 12<sup>th</sup> August, 11<sup>th</sup> Nov., 2014 and 27<sup>th</sup> Jan., 2015. The details of meeting attended by the members are as follows:

Name of Member	Meetings Held during Tenure of the Member of Committee	Meetings Attended
Shri J.P. Dange (Member & Chairman after 12.8.2014)	2	2
Dr. A.K. Lomas, Member	4	4
Ms. Sunanda Prasad (Member & Chairperson till 12.8.2014)	2	2
Shri Mukund P. Chaudhari, Member	4	4
Shri A.K. Mehra, (Member till 31.01.2015)	4	4
Shri T.K. Pattnaik, (Member from 14.02.2015)	NIL	NIL

#### D. Name and designation of Compliance Officer :

Shri Neeraj Dutt Pandey, Company Secretary is the Compliance Officer of the Company

**E. Summary of Investors' Grievances**

During the financial year ending 31<sup>st</sup> March, 2015, the Company and Registrars have attended investor grievances expeditiously except for the cases constrained by disputes or legal impediment. The details of complaints are as follows:

Sr. No	Particulars	No. of Complaints
1	Balance as on 1 <sup>st</sup> April, 2014	1
2	Received during the year	74
3	Attended/Resolved during the year	75
4	Not solved to the satisfaction of shareholders	0
5	Pending as on 31st March, 2015	0

**3.4 Corporate Social Responsibility Committee**

The Committee has been constituted for formation/review of CSR and Sustainability policy, monitoring the progress of the CSR and Sustainability works sanctioned by the Company to ensure that they are carried out in terms of sanction. All the CSR and Sustainability proposals are put up to the Committee, before putting the same to the Board and if found appropriate, the Committee recommends the works to the Board.

**A. Brief description of terms of reference**

The responsibilities of the committee are as follows:

- (i) Review of CSR and sustainability policy of the company, if necessary,
- (ii) Review the compliance of the DPE guidelines on CSR and sustainability or under any law for time being in force,
- (iii) Review and monitoring of implementation of CSR and Sustainability projects approved by the Board of MOIL,
- (iv) Recommending, for approval of projects/schemes to be undertaken under CSR and Sustainability policy,
- (v) Any other matters as may be applicable and prescribed in the Companies Act, 2013, DPE Guidelines, determined by the Board from time to time.

**B. Composition of the Committee**

During the year under review, the committee has been constituted/re-constituted in terms provisions of Companies Act 2013, Listing agreements and DPE guidelines, as may be applicable. As on 31.03.2015, the Committee comprises following members namely:

- (i) Shri G.S. Grover (Independent Director) – Chairman
- (ii) Ms. Sunanda Prasad (Independent Director) – Member
- (iii) Shri A.K. Jha, Member

The Company Secretary of the Company acts as the Secretary to the Committee.

**C. Meetings of the Committee**

Seven meeting of CSR Committee were held during the financial year on 6<sup>th</sup> May, 11<sup>th</sup> July, 12<sup>th</sup> August, 20<sup>th</sup> September, 20<sup>th</sup> December, 2014 and 27 January & 21<sup>st</sup> March, 2015. The details of members and meeting attended by members of the Committee are as under:

Name of Member	Meetings Held during Tenure of the Member of Committee	Meetings Attended
Shri G.S. Grover (Member till 12.8.2014 and Chairman thereafter)	7	7
Ms. Sunanda Prasad	7	7
Shri J.P. Dange (Chairman and member till 12.8.2014)	4	4
Shri A.K. Jha	7	7

### 3.5. Risk Management Committee

In terms of provisions of Listing Agreements and other relevant provisions of the Companies Act, 2013, the Board of Directors of the company has constituted a Risk Management Committee. The Board has defined the roles and responsibilities of the Risk Management Committee and has delegated monitoring and reviewing of the risk management plan to the committee.

#### A. Brief description of terms of reference:

The responsibilities of the Company are as follows:

- (a) It shall lay down procedures to inform Board members about the risk assessment and minimization procedures.
- (b) It shall be responsible for framing, implementing and monitoring the risk management plan for the company.

#### B. Composition of the Committee

As on 31.03.2015, the Committee comprises following members namely:

- (i) Shri M.P. Chaudhari – Chairman
- (ii) Shri A.K. Jha – Member
- (iii) Shri T.K. Pattnaik – Member
- (iv) Shri C.B. Atulkar – Member (Senior Management before Board)

#### C. Meetings of the Committee

Two meetings of Risk Management Committee were held during the financial year on 18<sup>th</sup> December, 2014 and on 11<sup>th</sup> March, 2015. The details of members and meeting attended by members of the Committee are as under:

Name of Member	Meetings Held during Tenure of the Member of Committee	Meetings Attended
Shri M.P. Chaudhari	2	2
Shri A.K. Jha	2	2
Shri T.K. Pattnaik	2	2
Shri C.B. Atulkar	2	1

## 4 GENERAL BODY MEETING

4.1 The details of the last three Annual General Meetings of the Company are given below:

Year	Date	Time	Location	Special Resolution
2013-14	30 <sup>th</sup> August, 2014	11.30 A.M	MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013	NIL
2012-13	22 <sup>nd</sup> August, 2013	2.30 P.M.	MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013	NIL
2011-12	27 <sup>th</sup> July, 2012	2.30 P.M.	MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013	NIL

4.2 During the period under report no special resolution was passed through postal ballot.

4.3 No special resolution is proposed to be conducted through postal ballot in ensuing Annual General Meeting.

5. **Subsidiary Company Information:** There is no subsidiary company of MOIL.

## 6. DISCLOSURES

- (i) The Company has not entered into any materially significant related party transactions that may have potential conflict with the interests of the company at large. Nonetheless, transactions with related parties have been disclosed in point no. 13 of Note No. 1.2 of notes to the accounts. The company has the Related Party Transaction Policy and the same is uploaded in its website [www.moil.nic.in](http://www.moil.nic.in)



There was no case of non-compliance of provisions of Companies Act 1956/2013 or Rules and regulations of Stock Exchanges or SEBI or any statutory authority. These authorities have also not passed any strictures or imposed penalty on the company, on any matter related to capital markets, during the last three years. The Company has complied with the requirements of the Clause 49 and DPE Guidelines on Corporate Governance except provisions related to composition of the Board of Directors. MOIL is a Government company and Directors are appointed by President of India through Ministry of Steel. The appointment of Independent Directors is pending with the Ministry.

- (ii) Non-executive director are not holding any shares or convertible instruments in the Company.
- (iii) No personnel of the Company have been denied access to the audit committee.
- (iv) Whistle Blower Policy: The Company has a Whistle Blower Policy and the same is uploaded on its website [www.moil.nic.in](http://www.moil.nic.in). The company has a competent and independent vigilance department, headed by Chief Vigilance Officer (CVO), ITS officer, for monitoring any unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. And all the personnel are having the access to the vigilance department for their complaints, grievances etc.

### Adoption of Mandatory and Non-Mandatory Requirements of Clause 49

MOIL has complied with all mandatory requirements in Clause 49 (except mentioned above) of Listing Agreement. In respect of non-mandatory requirements as prescribed in Annexure XIII of Clause 49 of the listing agreement, the areas which are adopted by/complied with by the company are as under:

1. Since the Chairman-Cum-Managing Director is in full time employment of the Company, therefore separate maintenance of Chairman's office is not necessary. Further the Independent Directors are appointed by the Ministry of Steel, Government of India, for the tenure of three years, hence no Independent Director has served in aggregate of more than nine years.
2. The Company conducts meeting of the Independent Directors once in every year, the meeting of the Independent Director was held on 20th December, 2014.
3. The Company publishes the quarterly unaudited /audited financial results in leading National English Newspaper as mentioned under heading "Means of Communication". These unaudited/audited financial results are also posted on Company's website [www.moil.nic.in](http://www.moil.nic.in) but are not circulated separately. The Company communicates major events, achievements etc. through electronic media, newspapers and also on its website.
4. It is always Company's endeavour to present unqualified financial statements.
5. Being a government company, appointment / nomination of all the Directors including Chairman-cum-Managing Director are done by President of India, through Ministry of Steel.
6. Whenever required, Internal Auditor report to the Audit Committee.

## 7. MEANS OF COMMUNICATION

- 7.1 The Company normally publishes the quarterly unaudited/audited financial results in leading National English Newspaper [i.e., Economic times, MINT, Indian Express, Hitavada (Nagpur)], Marathi (Lokmat, Nagpur) and Hindi daily newspaper (i.e., Navbharat, Dainik Bhaskar).
- 7.2 These unaudited/audited financial results are also posted on Company's website [www.moil.nic.in](http://www.moil.nic.in).
- 7.3 The Company communicates official news, major events, performances, achievements, presentations etc. through electronic media, newspapers and also on website.

## 8. GENERAL SHAREHOLDER INFORMATION

### 8.1 Annual General Meeting

Date	Day	Time	Venue
31.08.2015	Monday	11.30 AM	MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013

### 8.2 Financial Year

The Company adopted financial year which begins from the 1<sup>st</sup> day of April and ended on 31<sup>st</sup> day of March, each year.

### 8.3 Date of Book Closure

24th August, 2015 to 31st August, 2015 (both days inclusive)

### 8.4 Dividend Payment Date

Dividend is paid /dispatched to shareholders within 30 days from the date of its declaration.





## 8.5 Listing on Stock Exchanges

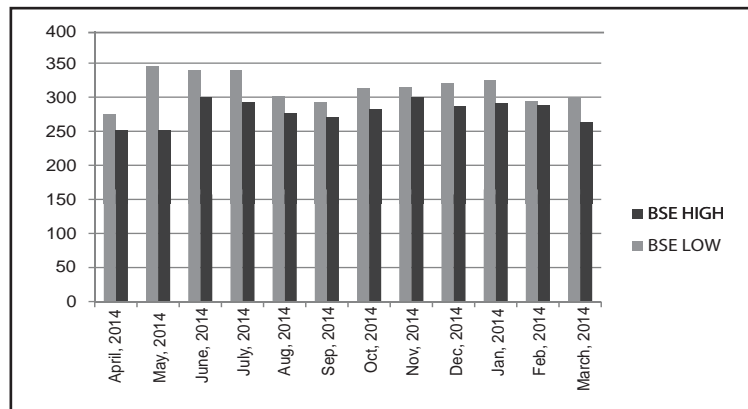
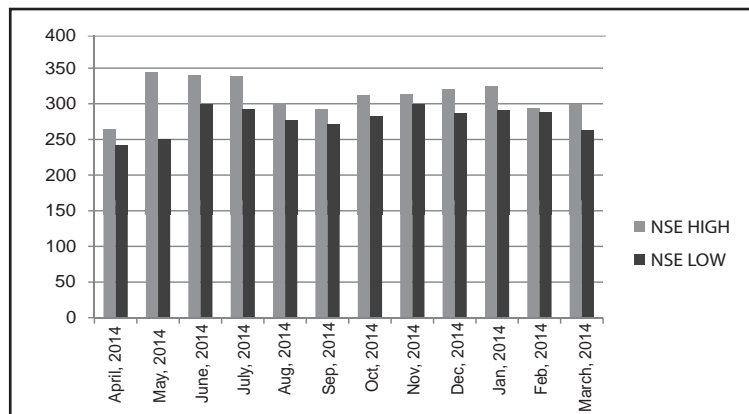
Your company's shares were listed on 15<sup>th</sup> December 2010. The details of Exchanges and stock code are as follows:

Stock Exchanges	Type of Shares	Stock Code
Bombay Stock Exchange Limited	Equity Shares	533286
National Stock Exchange of India Limited	Equity Shares	MOIL- EQ

The Annual Listing Fee for the year 2014-15 has been paid to both the above Exchanges.

Market Price Data: High, Low during each month in last financial year 2014-15:

Month	NSE		BSE	
	HIGH	LOW	HIGH	LOW
April, 2014	272.40	243.20	272.00	246.00
May, 2014	341.70	248.00	341.00	248.50
June, 2014	340.90	301.20	339.95	302.60
July, 2014	336.90	284.50	336.45	284.00
Aug., 2014	301.60	272.00	301.35	273.30
Sep., 2014	324.05	272.05	324.00	272.20
Oct., 2014	312.50	279.55	312.00	280.00
Nov., 2014	325.80	304.65	325.00	305.00
Dec., 2014	324.70	259.50	324.05	285.60
Jan., 2015	320.55	291.00	320.00	290.55
Feb., 2015	295.60	278.00	296.15	278.50
March, 2015	299.50	265.10	298.80	266.00





## 8.6 Performance in comparison to broad-based indices on NSE and BSE

Month	NSE		BSE	
	S&P CNX NIFTY	MOIL	SENSEX	MOIL
April, 2014	6696.4	255.00	22417.80	253.40
May, 2014	7229.95	310.05	24217.34	310.05
June, 2014	7611.35	324.45	25413.78	323.75
July, 2014	7721.30	298.15	25894.97	297.70
Aug., 2014	7954.35	295.30	26638.11	294.60
Sep., 2014	7964.80	286.20	26630.51	285.85
Oct., 2014	8322.20	311.10	27865.83	310.45
Nov., 2014	8588.25	316.85	28693.99	316.85
Dec., 2014	8282.70	316.45	27499.42	313.20
Jan., 2015	8808.90	292.80	29182.95	291.70
Feb., 2015	8901.85	279.60	29361.50	279.45
March, 2015	8491.00	276.60	27957.49	276.20

## 8.7 Name and address of Share and Transfer Agent

### Registrar and Transfer Agent (RTA)

#### Bigshare Services Pvt. Ltd.

E-2 & 3, Ansa Industrial Estate,

Saki-Vihar Road, Sakinaka.

Andheri(E), Mumbai - 400 072

**Tel:** 91-22-40430200

**Fax:** 91-22-2847 5207

**E-mail:** investor@bigshareonline.com

**Website:** www.bigshareonline.com

## 8.8 Share Transfer System

Entire share transfer activities under physical segment are being carried out by Bigshare Services Pvt. Ltd. The share transfer system consists of activities like receipt of share transfers along with transfer deed from transferees, its verification, preparation of Memorandum of transfers, etc. Share transfers /transmission are approved by sub-committee /authorised persons (Company Secretary). A summary of transfer/transmission of shares is placed at Stakeholders' Relationship Committee/ Board meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

## 8.9 Tentative Calendar for Board and Audit Committee meeting:

Quarter ending	Expected date of meeting
June 30, 2015	First week of August, 2015
September 30, 2015	First week of November, 2015
December 31, 2015	First week of February, 2016
March 31, 2016	Third week of May, 2016

In addition to above, meetings are also held as and when required.

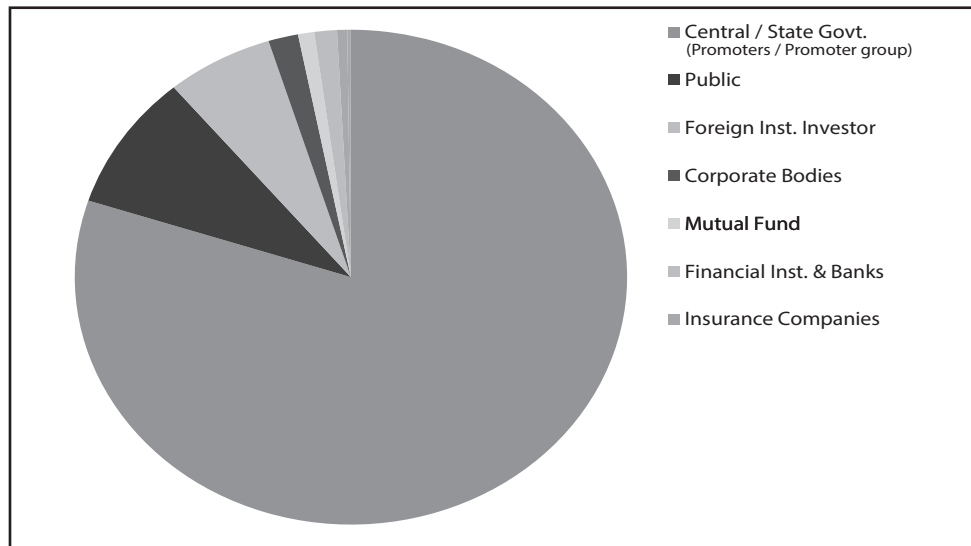
**8.10 Distribution of Shareholding**

**a. According to size, Percentage of holding as on 31<sup>st</sup> March, 2015**

Number of share	Number of ashareholders	% of ashareholders	Total no of shares	% of shares/
1-5000	324719	99.9274	12724010	7.5738
5001- 10000	100	0.0308	719792	0.4284
10001-20000	57	0.0175	770527	0.4586
20001-30000	19	0.0058	474056	0.2822
30001-40000	12	0.0037	402835	0.2398
40001-50000	6	0.0018	282071	0.1679
50001-100000	9	0.0028	620529	0.3694
100001 & above	33	0.0102	152006180	90.4799
<b>Total</b>	<b>324955</b>	<b>100.00</b>	<b>168000000</b>	<b>100.0000</b>

**b. Category wise Summary of Shareholding as on 31<sup>st</sup> March, 2015**

Category	No. of Shares Held	% of Total Shareholding
Central /State Govt. (Promoters/Promoter group)	134400000	80.00
Public	12500847	7.45
Foreign Inst. Investor	12312538	7.33
Corporate Bodies	2773377	1.65
Mutual Fund	234711	0.14
Financial Institutions & Banks	4170732	2.48
Insurance Companies	1186234	0.71
Non Resident Indians	288707	0.17
Clearing Member	36119	0.02
Trusts	26944	0.02
Employee	10472	0.01





## 8.11 Dematerialization of shares and liquidity

The Shares of the Company are dematerialized with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**No. of shares in dematerialized and physical mode are as on 31/03/2015:**

Category	No. of Shares	% of total Capital Issued
Shares in Demat mode with CDSL	4768440	2.84
Shares in Demat mode with NSDL	163231329	97.16
Shares in Physical mode	231	0.00
<b>Total</b>	<b>16,80,00,000</b>	<b>100.00</b>

The Company's Equity Shares are among the liquid and actively traded shares on the Indian Stock Exchanges ie. NSE and BSE.

## 8.12 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date & likely impact on equity:

No GDRs/ADRs/Warrants or convertible instruments have been issued by the Company.

## 8.13 Details of shares in suspense account:

The details of shares in suspense account are as follows:

Description	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 01.04.2014	20	340
Number of shareholders who approached company for transfer of shares from suspense account during the year	06	102
Number of shareholders to whom shares were transferred from suspense account during the year	06	102
Shares transferred to unclaimed suspense account	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2015	14	238

The voting rights on these shares in suspense account as on 31.03.2015 shall remain frozen till the rightful owner of such shares claims the shares.

## 8.14 Location of Mines and Wind Farms

### LIST OF MINES

Sr. No.	MINES NAME & ADDRESS
<b>MAHARASHTRA</b>	
1.	Chikla Mine, P.O.- Chikla, Tah.-Tumsar, Dist- Bhandara, Maharashtra, Pin-441920
2.	Dongri Buzurg Mine, P.O.- Dongri Buzurg, Tah.-Tumsar, Dist- Bhandara, Maharashtra, Pin-441907
3.	Beldongri Mine, P.O. – Satuk, Tah- Ramtek, Dist-Nagpur, Maharashtra, Pin-441105
4.	Kandri Mine, P.O. - Kandri, Tah- Ramtek, Dist-Nagpur, Maharashtra, Pin-441401

5.	Munsar Mine, P.O. - Mansar, Tah- Ramtek, Dist-Nagpur, Maharashtra, Pin-441106
6.	Gumgaon Mine, P.O. - Khapa, Tah-Saoner, Dist-Nagpur, Maharashtra, Pin-441101
<b>MADHYA PRADESH</b>	
7.	Balaghat Mine, P.O. Bharveli, Dist-Balaghat, M.P., Pin-481102
8.	Ukwa Mine, P.O.- Ukwa, Dist - Balaghat, M.P., Pin-481105
9.	Tirodi Mine, P.O Tirodi, Dist - Balaghat, M.P., Pin-481449
10.	Sitapatore Mine P.O. Sukli, Dist - Balaghat, M.P., Pin-481449
<b>PLANT</b>	
1.	Ferro Manganese Plant 10000 (TPY) capacity, Balaghat
2.	Electrolytic Manganese Dioxide (EMD) Plant (1000 TPY) capacity, Dongri Buzurg

**LIST OF WIND FARMS**

1	Nagda Hills, Dist. Dewas, M.P	Capacity 4.8 MW
2	Ratedi Hills, Dist. Dewas, M.P	Capacity 15.2 MW

**8.15 Address for correspondence****Registered Office:**

Company Secretary  
MOIL LIMITED,  
"MOIL Bhawan"  
1-A, Katol Road, Nagpur- 440 013  
Telefax – 0712 2806182/100  
Email: [compliance@moil.nic.in](mailto:compliance@moil.nic.in)  
Website: [www.moil.nic.in](http://www.moil.nic.in)

**9. CODE OF CONDUCT**

As a part of MOIL's persisting endeavour to set a high standard of conduct for its employees a 'Code of Business Conduct and Ethics' has been laid down for all Board Members and Senior Management personnel. A copy of the said Code has been placed on the company's website [www.moil.nic.in](http://www.moil.nic.in). All Board members and Senior Management personnel have affirmed compliance with MOIL's Code of Business Conduct and Ethics" for the financial year 2014-15

**Declaration**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all the Board Members and Senior Management of the Company have confirmed compliance with 'Code of Business Conduct and Ethics' for the year ended 31<sup>st</sup> March, 2015.

For MOIL Limited

Place: New Delhi  
Date: 23/07/2015

**G.P. Kundargi**  
Chairman-cum-Managing-Director



## 10. CEO/CFO CERTIFICATION

As required under clause 49 of Listing Agreement the Certificate duly signed by CEO and CFO of the Company is annexed to the Corporate Governance Report.

## 11. TRAINING OF BOARD MEMBERS

At the Board/ Committee Meetings, detailed presentations are made by senior executives/ professionals/ consultants on business related issues, Corporate governance risk assessment etc. The Company also nominates its directors for various seminars and training programmes conducted by various outside institutions/agencies.

## 12. FAMILIARISATION FOR INDEPENDENT DIRECTOR

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, business environment, business strategy and risks involved. Detailed presentations on the Company's business segments are also made at the separate meetings of the Independent Directors held during the year. Up-updates on relevant statutory changes are informed to the Directors. Site visits to various mines are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at [http://moil.nic.in/writereaddata/pdf/Familiriazation\\_Programme\\_for\\_Independet\\_Directors.pdf](http://moil.nic.in/writereaddata/pdf/Familiriazation_Programme_for_Independet_Directors.pdf)

## 13. REVIEW OF COMPLIANCE OF APPLICABLE LAWS

The Board has periodically reviewed the compliance reports of all applicable laws to the company and has ensured the compliance of all the applicable laws.

## 14. COMPLIANCE CERTIFICATE OF AUDITOR

Certificate from the Company's Auditor, CS Amit Rajkotia, Practising Company Secretary confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is attached to this Report.

## CEO and CFO Certification

To,  
The Board of Directors  
MOIL Limited  
Nagpur

- (a) We have reviewed financial statements and the cash flow statement of MOIL Limited for the year ended 31<sup>st</sup> March, 2015 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-15 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year 2014-15;
  - (ii) Significant changes in accounting policies during the year 2014-15 and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

M.P. Chaudhari  
**Director (Finance)**

**G.P. Kundargi**  
**Chairman-cum-Managing Director**

Place: New Delhi  
Date: 29/05/2015.



## ANNEXURE-VI

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR 2014-15

#### Preface

The Management Discussion and Analysis Report (MDAR) aims to elucidate the developments in the business environment, performance of the company in comparison to last report and the future outlook. MDAR is a part of the Board's Report. The performance of a company is linked with various factors including demand, supply, climatic conditions, economic conditions, political condition, Government regulations and policies, taxation and natural calamities, which are beyond the control of the company and could, make a significant difference to the Company's operations. Owing to this, certain statements made in this report pertaining to the projections, outlook, expectations, estimates etc., may eventually differ from actual.

#### A. Industry Structure and Market Scenario

India is a developing economy with a large population. The forces of economic growth will require continued investments in new infrastructure, new and larger cities, machinery and production to employ more people and drive the economy forward.

India already is the 4<sup>th</sup> largest producer of steel, with an expected steel use of 80 million tonnes in 2015 and 86 million tonnes in 2016. It is also expected to be one of the fastest growing economies/countries in steel use this year and next year.

According to WSA forecast, global apparent steel use is expected to increase by 0.5% to 1544 million tonnes in 2015, following growth of 0.6% in 2014. In 2016, world steel demand is expected to grow further by 1.4% to around 1565 million tonnes.

Worldwide, the production of crude steel grew by 1.2% in 2014 to 1662 million tonnes from 1642 million tonnes in 2013. India's steel production grew from 81.30 million tonnes to 83.21 million tonnes registering a growth of 2.35% during 2014. This indicates the growth rate of steel industry in India vis-à-vis the world. As per World Steel Association (WSA) the expected population growth, emerging new applications for steel and more sophisticated steel applications, the global steel market has a potential to grow by between 700 and 1000 million tonnes in the next 50 years.

The performance of manganese ore industry mainly depends on the performance of steel industry. In line with world steel production, the world Manganese ore production increased from 57.70 million tonnes in the calendar year 2013 to 59 million tonnes in calendar year 2014 registering a growth of 2.25%. While in India the manganese ore production fell in 2014-15 from 2.57 million tonnes to 2.27 million tonnes when compared to the year 2013-14.

#### B. Opportunities & Threats

##### Opportunities

- The Government is committed to attract investments in Indian steel sector from both domestic and foreign sources and facilitate speedy implementation of investment intentions on board, so as to reach desired crude steel capacity level to meet the domestic demand fully and also to ensure easy availability of vital inputs and necessary infrastructure to achieve a projected production.
- Domestic crude steel capacity in the country is likely to be 140 mt by 2016-17 and has the potential to reach 149 mt if all requirements are adequately met. India has set capacity target of 300 MT of steel by 2030 which will create the demand of manganese ore.
- MOIL being India's largest manganese ore producer, accounts for about 44% of the country's production. With about 77.38 million tonnes of reserves & resources of manganese ore, it is well positioned to capitalize on India's steel demand growth, given its dominant position, medium- to high-grade ore, centrally located mines, and strong customer ties.
- There is a good market potential for low / medium grade ores due to gradual switch over to use of Silico Manganese in steel production.
- Strong financials, i.e., huge cash reserves provides opportunity to go for major investment plans. MOIL has already planned large investments for developments of its existing mines which will increase the production and productivity to meet the future requirement of manganese ore.
- Central Government has reserved area of 814.71 Hector land in its Nagpur & Bhandara districts. After getting necessary clearances and completing formalities, it may provide a very good opportunity to cater the demand of manganese ore and to capitalize on India's steel demand growth. The State Government has already granted prospecting license for 597.44 hectares. It is expected that at least three new mines will be opened in these areas.
- Ministry of Mines, Government of India has recently *inter-alia* notified MOIL for conducting exploration for various minerals all over the country. This opens up opportunities to MOIL to expand its business.
- With vast experience in manganese ore mining, company may also plan for expansion into other minerals.



### MOIL's competitive strength

- Largest producer of manganese ore by volume in the country with larger reserves of high grade of manganese ore.
- MOIL has the strength of holding majority of total demonstrated reserves of high / medium grade manganese ore in the country.
- Strong financials with high net worth and zero debt.
- Availability of qualified technically skilled manpower with good work culture and industrial relation.
- Company's reserves are in Central Indian Manganese belt, with deposits being in general, of regular shape.
- Company has got logistic advantage, as all its mines are well connected with State / National Highways. Its mines are located in the railway network of South East Central Railway and are provided with railway sidings.
- MOIL continues to efficient and environmentally friendly mining Company.

### Threats

- Import of Manganese Ore is a biggest threat and challenge to the profit margin of the company.
- Decline in international price of the manganese ore results in fall in its domestic price.
- Major production of MOIL's comes from UG mines, where the cost of production is higher than OC mines. Any increase in the cost of UG mining would adversely impact margins
- Any delay in regulatory approvals, may also impact long term growth of the company.
- It is always a challenge to timely complete projects undertaken for development of mines particularly underground mines on schedule and cost, and any shortfall in this may affect targeted performance.
- The steel industry being cyclic in nature, manganese ore demand is exposed to growth of steel sector and its dependability on the sector may impact company's performance.
- The Company may also face risks in respect of high inventory of stocks at international level which may affect off take of manganese ore.

### Weakness

- Being a mining Company, MOIL is subject to extensive regulations surrounding health & safety of the people and environment. With constant evolving of regulatory standards and community expectations, the Company is exposed to increased compliance cost and unforeseen environmental remediation expenses.
- Delay in obtaining fresh mine leases in turn commissioning new mines, affecting company's investment plans.
- As the Company is mainly single product company, any adverse impact on the manganese ore industry may hit the profitability of the Company.
- MOIL's mines are very old and full mechanization is very difficult.
- The cost of production will also rise due to deposits reaching deeper horizons.

### C. Outlook

The demand for manganese and ferro alloy products depends directly on the outlook of the steel industry and growth of overall economy. Over 95% of the world's production of manganese is utilized in the desulphurization and strengthening of steel. In the past, demand for manganese ore and ferro alloys has increased considerably due to the increase in the production of steel.

WSA has projected that India's steel use is to grow by 6.2% to reach 80 million tonnes in 2015. Further, in 2016, the growth rate is forecast to grow more to 7.3% supported by the expectation that structural reforms will be implemented. The global apparent steel use is expected to increase by 0.5% to 1544 million tonnes in 2015, following growth of 0.6% in 2014. In 2016, world steel demand is expected to grow further by 1.4% to around 1565 million tonnes.

With the commitment of the Government towards infrastructure development in the country, the demand of steel is expected to increase which in turn will provide a great opportunity for the Manganese ore industry in the country as well. Manganese is used in steel alloys to increase many favourable characteristics such as strength, hardness, durability and corrosion resistance. Therefore, the growth of manganese ore industry is very well poised with the growth of steel industry.

In order to meet the requirement of manganese ore in future and maintain its leadership, MOIL has planned to enhance its production from present level of 1.1 million tonnes to 2.0 million tonnes by 2020 and 3.0 million tonnes by 2030 for which strategic management plan has already been prepared by the company.



The apparent steel use per capita in the country is about 60 kg, much lesser than the average per capita steel use of the world of about 215 kg. Infact, in most of the developed countries, it is more than 250 kg. This provides enough room for growth of steel industry in the country; in turn, increase the demand of manganese ore.

Domestic requirement of manganese ore has increased substantially to meet increased demand of steel coupled with export of manganese based alloys. This has made India net importer of manganese ore. The production of manganese ore in the country during 2014-15 has been about 2.27 million tonnes approx. Due to less availability of high grade manganese ore in India, the manufactures are regularly importing the manganese ore. The import during 2014-15 has been at 3.17 million tonnes approx. as against 2.195 million tonnes approx in 2013-14. This provides opportunity for MOIL to increase its production.

## D. Risks and Concerns

Manganese Ore industry is directly linked with Steel Industry which is cyclical in nature and has impact on demand of manganese ore. MOIL is a labour intensive organization. Though, the industrial relation has been excellent in the Company, the risk factors associated with labour may always play significant role on its production performance.

Apart from regulatory clearances for land and mine acquisition, the demand scenario looks uncertain for next couple of years with global economy still under recovery mode. In India, inflation, though has come down, still remains a concern and downside to growth. There is a need to improve supply-side measures and look at productivity improvement.

Oversupply of manganese ore in international market will always remain biggest area of concern and will continue to weaken the domestic manganese prices further if oversupply continues.

## E. Segment-wise or Product-wise Performance

### Sales Performance

During the year 2014-15 net sales of Manganese Ore was ₹749.55 Crores as against ₹ 946.16 Crores in the previous year registering a negative growth of 20.78%. The company has sold 9.10 Lakh tones of Manganese Ore in 2014-15 in comparison to 11.33 Lakh tones of Manganese Ore in the previous year. Since sales quantity is decreased by 19.68% in comparison to last year, the company has also registered a downward trend in sales turnover by 20.78% due to depressed market condition.

In respect of manufactured products of the company, viz., EMD, Ferro Manganese and Ferro Manganese Slag, the net sale during the year 2014-15 was ₹ 73.55 Crores in comparison to ₹ 73.78 Crores during previous year. The sale of Electrolytic Manganese Dioxide (EMD) was 655 tonnes, as against 893 tonnes in the previous year, whereas sale of Ferro Manganese was at 8587 tonnes in comparison to sales of 8707 tonnes during previous year

### Production

The Company has produced 11.39 lakh tonnes of various grades of manganese ore in current year as against production of 11.35 lakh tonnes during the last year. The production of Electrolytic Manganese Dioxide (EMD) was 950 tonnes (previous year 923 tonnes) whereas it produced ferro manganese of 10045 tonnes in comparison to 10042 tonnes of previous year. It has generated 13358 tonnes of Ferro Mn Slag during the year as against 12750 tonnes in the previous year. The wind turbine generator has generated 328.08 lakh (KwH) units during the year as compared to last year's 332.06 lakh (KwH) units.

## F. Internal Control Systems and their Adequacy

MOIL has put in place all the necessary internal controls and they are found quite adequate.

## G. Discussion on Financial Performance with respect to Operational Performance

The performance of Manganese Ore market in the country during 2014-15 has been poor in comparison to previous year resulting into downfall in company's top line and bottom line performance of F.Y. 2014-15. The financial and physical performances during the year are given below.

### Financial Performance

Particulars	₹ In Crore	
	2014-15	2013-14
Net Sales	823.25	1021.28
Other Income	316.61	303.32
Total Income	1139.86	1324.60
Total Expenditure	444.20	520.10
Gross Margin	695.65	804.51
Depreciation	45.08	35.18

Profit before tax for the year	650.57	769.33
Income Tax provision	222.56	259.76
Profit after tax for the year	428.01	509.56
Opening Profit in P & L Account	5.20	12.22
Dividend and Dividend Tax	171.35	147.87
Transfer to General Reserve and CSR Reserve	250.18	370.34
Balance of Profit Carried Over	9.73	5.20

The total revenue of the company has decreased by 13.95 % during the year from ₹ 1324.60 Crore in previous year to ₹ 1139.86 Crore. Due to depressed market conditions, the turnover of the company has been down by about 19.39 % at ₹ 823.25 Crore during the financial year 2014-15 in comparison to ₹ 1021.28 Crore of previous year. PBT for the year at ₹650.57 Crore, has decreased by 15.44% as compared to previous year, whereas Profit after Tax (PAT) has decreased by 16 %, ₹ 428.01 Crore, as against last year's PAT of ₹ 509.56 Crore. The EBIDTA margin of the company has increased from 78.77% to 84.50% during the year. With its continued prudent cash planning, the interest income of the Company grew at 11.97 % to ₹ 279.77 Crore in 2014-15 from ₹ 249.86 Crore of previous year.

### **Operational Performance**

FY 2014-15 has been a year of challenges for mining & metals industry and, in particular, for manganese ore industry. Despite that, the company has been able to record a jump of 9.90% in its core production. Considering the overall market condition, demand, and supply, the performance of the Company during the year has been quite satisfactory.

### **Production Review**

The company has produced 11.39 lakh tonnes of various grades of Manganese Ore as against 11.35 Lakh tonnes in previous year. The production of Electrolytic Manganese Dioxide (EMD) increased by 2.93%, from 923 tonnes to 950 tonnes during 2014-15. The production of Ferro Manganese has almost been same at 10042 tonnes as compared to 10045 tonnes during the previous year. The production of fines during the current year has been 162076 tonnes as against 245048 tonnes previous year.

The overall production of manganese ore has increased marginally, but the company has been able register a growth of 9.90% in its core production (manganese ore lumps & chips) which has increased from 889460 tonnes to 977080 in 2014-15, with the help of better planning and effective use of resources resulting into improved productivity.

The productivity of the Company's has been excellent as Output per Manshift is 0.818 tonnes (previous year 0.805 tonnes).

### **H. Material developments in Human Resources, Industrial Relations front, including number of people employed**

The employees of MOIL are very dedicated and loyal to the Company. The employees in general have remained with the Company through thick and thin. On the part of the management, it is ensuring all-round comfort levels to its employees, including the required training at all levels based on the need.

It is worth highlighting that industrial relations have been cordial all along during the year. Issue, if any, is sorted out through bipartite discussions at appropriate forum. The cooperation and support of workmen represented by the Kamgars' Unions in this regard is praiseworthy.

Continuing the growth path, an area of 814.71 hectares has been reserved by Central Government in favour of MOIL in Nagpur and Bhandara Districts of Maharashtra. Out of this, the State Government has granted prospecting licence for 597.44 hectares. It is expected that at least three new mines will be opened in these areas. Ministry of Mines, Government of India has recently notified MOIL for conducting exploration for various minerals all over the country. This opens up opportunities to MOIL to expand its business. Going ahead the same, MOIL has already approached Govt. of M.P. for MoU for exploration.

This will require people with specific skill and knowledge in times to come. In order to get people with requisite knowledge and skills, MOIL has to train /retrain its existing manpower and also to go for fresh induction in future.

As on 31<sup>st</sup> March 2015, total number of people employed are 6417

### **I. Environmental Protection and Conservation, Technological Conservation, Renewable Energy Developments, Foreign Exchange Conservation.**

Relevant Information in this regard is disclosed in the Board's Report.

### **J. Corporate Social Responsibility**

MOIL is actively involved in various CSR initiatives. Detailed information is disclosed in the Board's Report.



Amit K. Rajkotiya  
M. Com., LL.B., DFM, FCS  
Practising Company Secretary

102, Shree Laxmi Apartment, Above Shridhar Arts, Zenda Square,  
Dharampeth, NAGPUR- 440 010  
Ph. 0712-2545670, 6576572, Cell: 98231 22521  
e-mail : rajkotiyacs@gmail.com

## **CORPORATE GOVERNANCE CERTIFICATE**

To the Members,  
MOIL Limited,  
Nagpur

I have examined the compliance of conditions of Corporate Governance by MOIL Limited, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India and the Guidelines on Corporate Governance for Central Public Sector Enterprises, issued by the Government of India, Department of Public Enterprises (DPE), New Delhi.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination has been limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of the Corporate Governance as stipulated in the said Clause and DPE's Guidelines. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreements and DPE's Guidelines except provisions relating to composition of Board.

I state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Nagpur

Signature .

July 10, 2015

CS Amit K. Rajkotiya  
Practising Company Secretary  
FCS- 5561 CP No. 5162

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF MOIL LIMITED FOR THE YEAR ENDED 31 MARCH 2015**

The preparation of financial statements of MOIL Limited for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the Management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with Standards on Auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their revised Audit Report dated 25 June 2015.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6)(a) of the Act of the financial statements of MOIL Limited for the year ended 31 March 2015. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditor and is limited primarily to inquiries of the Statutory Auditor and Company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditor's report.

For and on the behalf of the  
Comptroller & Auditor General of India

(Tanuja Mittal)  
Principal Director of Commercial Audit &  
Ex-officio Member, Audit Board -III,  
New Delhi

Place: New Delhi  
Dated: 22 July, 2015



## Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED- 31st March 2015

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

To

The Members MOIL Limited MOIL Bhawan

1A- Katol Road

Nagpur- 440 013

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; which is not applicable to the Company
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; which is not applicable to the Company
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; which is not applicable to the Company
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; which is not applicable to the Company
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; which is not applicable to the Company and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; which is not applicable to the Company
- (vi) The Mines Act, 1952
- (vii) Mines and Minerals (Development and Regulation) Act, 1957
- (viii) The Iron Ore Mines Manganese Ore Mines and Chrome Ore Mines Labour Welfare Fund Act, 1976

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 is not applicable to the Company
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. In respect of compliance of Clause 49 of the Listing Agreement read with the requirements prescribed through guidelines issued by the Department of Public Enterprises, Government of India, relating to the appointment of Independent Directors for the due composition of the Board of Directors of the Company, the Company has informed that appointment of two independent directors in the Company, is in process and, and as informed, under consideration of the Government of India.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to observation stated herein. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through and recorded in the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

for A.Mehta & Co.

Place : Indore  
Date: 13.07.2015

Signature of Proprietor  
Ashok Mehta  
FCS No: 2566 / C P No: 2028



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members,  
MOIL LIMITED,  
Nagpur

This Audit Report supersedes the earlier Audit Report dated 29<sup>th</sup> May' 2015 and is being revised to include the report on Directions issued under section 143(5) of the Companies Act' 2013 as per the directions of the Comptroller & Auditor General of India vide their letter dated 19<sup>th</sup> June' 2015 and on matters stated in Clause 11(b) of Companies (Audit and Auditors) Rules'2014.

### Report on the Financial Statements

We have audited the accompanying financial statements of MOIL LIMITED, which comprises the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

### Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of Balance Sheet, of the State of Affairs of the Company as at 31st March 2015
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



**Report on other Legal and Regulatory Requirements**

- 1) As required under section 143(5) of the Companies Act' 2013 we give in the Annexure "A" a statement on directions issued by the Comptroller & Auditor General of India after complying the suggested methodology of audit, action taken thereon and its impact on the accounts and financial statements of the company.
- 2) As required by the Companies (Auditors Report) Order'2015 (the order) issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "B" a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
- 3) As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.
  - f) With respect to the other matters included in the auditor's report and to best of our information and according to the explanation given to us.
    - 1) The company has disclosed the impact of pending litigation on its financial position in its financial statement – Refer Note 1.2 to the financial statements.
    - 2) There are no long term contracts including derivative contracts, which require provision for material foreseeable losses.
    - 3) There are no amounts which were required to be transferred, to the investor's education and protection fund by the company.

**For M/s. J. S. Uberoi & Co.**  
**Chartered Accountants**  
**Firm Registration Number :- 111107W**

**CA Amarjeet Singh Sandhu**  
**Partner**  
**Membership Number :- 108665**

**Date of Report :- 25<sup>th</sup> June' 2015**  
**Place of Signature :- Nagpur**



## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

### MOIL LIMITED

( As referred to in Paragraph 1 of Report on Legal and Regulatory Requirements of our report on the statement of Directions under section 143(5) of the Companies Act' 2013 issued by the Comptroller & Auditor General of India for the Year 2014-15 )

Sr. No.	Direction	Reply																																								
1.	If the company has been selected to disinvestment, a complete status report in terms of valuation of assets (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process.	During the current financial year there is no disinvestment of shares by the Central/State Government(s).																																								
2.	Please report whether there are any cases of waiver/write off of debts/loans/interest. If yes, the reasons there for and the amount involved.	As informed and also during our audit we have not observed any case of waiver of debts / loans / interest etc. However, credit notes as per business terms have been issued to customers.																																								
3.	i) Whether proper records are maintained for inventories lying with third parties & assets received as gift from Govt. or other authorities.	No inventory is lying with third parties as on 31 <sup>st</sup> March 2015 and no assets is received as gift from government during 2014-15.																																								
4.	A report on age-wise analysis of pending legal/arbitration cases including the reasons of pendency and existence/ effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given.	<p>Number of pending/arbitration cases indicating the age-wise analysis and reasons for their pendencies are as under:-</p> <p><b>a) For Wages and Other Benefits to Employees :-</b></p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Age – Wise Analysis</th> <th>No. of cases Pending</th> <th>Amount (in lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>15 Years and Above</td> <td>10</td> <td>40.00</td> </tr> <tr> <td>2.</td> <td>10-15 Years</td> <td>04</td> <td>05.00</td> </tr> <tr> <td>3.</td> <td>5-10 Years</td> <td>24</td> <td>54.00</td> </tr> <tr> <td>4.</td> <td>0-5 Years</td> <td>23</td> <td>106.00</td> </tr> <tr> <td colspan="3"><b>Total Amount (In Lakhs)</b></td> <td><b>205.00</b></td> </tr> </tbody> </table> <p><b>b) For Contractor Claims :-</b></p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Age – Wise Analysis</th> <th>No. of cases Pending</th> <th>Amount (in lakhs)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>15 Years and Above</td> <td>01</td> <td>678.25</td> </tr> <tr> <td>2.</td> <td>5-10 Years</td> <td>01</td> <td>86.08</td> </tr> <tr> <td colspan="3"><b>Total Amount (In Lakhs)</b></td> <td><b>764.33</b></td> </tr> </tbody> </table>	Sr. No.	Age – Wise Analysis	No. of cases Pending	Amount (in lakhs)	1.	15 Years and Above	10	40.00	2.	10-15 Years	04	05.00	3.	5-10 Years	24	54.00	4.	0-5 Years	23	106.00	<b>Total Amount (In Lakhs)</b>			<b>205.00</b>	Sr. No.	Age – Wise Analysis	No. of cases Pending	Amount (in lakhs)	1.	15 Years and Above	01	678.25	2.	5-10 Years	01	86.08	<b>Total Amount (In Lakhs)</b>			<b>764.33</b>
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Sr. No.	Direction	Reply												
		<p>c) For Statutory Dues :-</p> <table border="1" data-bbox="906 381 1449 534"> <thead> <tr> <th data-bbox="906 381 963 468">Sr. No.</th> <th data-bbox="963 381 1187 468">Age – Wise Analysis</th> <th data-bbox="1187 381 1310 468">No. of cases Pending</th> <th data-bbox="1310 381 1449 468">Amount (in lakhs)</th> </tr> </thead> <tbody> <tr> <td data-bbox="906 468 963 499">1.</td> <td data-bbox="963 468 1187 499">5-10 Years</td> <td data-bbox="1187 468 1310 499">18</td> <td data-bbox="1310 468 1449 499"># 1644.76</td> </tr> <tr> <td colspan="3" data-bbox="906 499 1310 534"><b>Total Amount (In Lakhs)</b></td> <td data-bbox="1310 499 1449 534"><b>1644.76</b></td> </tr> </tbody> </table> <p data-bbox="906 555 1449 609">In our opinion, due legal process is followed, monitoring mechanism for expenditure is in place.</p> <p data-bbox="906 629 1449 712"># Includes a claim of ₹ 6.91 Lacs pertaining to 1986-87 but is received in 2011-12 and, hence, included in 0-5 years category.</p>	Sr. No.	Age – Wise Analysis	No. of cases Pending	Amount (in lakhs)	1.	5-10 Years	18	# 1644.76	<b>Total Amount (In Lakhs)</b>			<b>1644.76</b>
Sr. No.	Age – Wise Analysis	No. of cases Pending	Amount (in lakhs)											
1.	5-10 Years	18	# 1644.76											
<b>Total Amount (In Lakhs)</b>			<b>1644.76</b>											

**For M/s. J. S. Uberoi & Co.**  
**Chartered Accountants**  
**Firm Registration Number :- 111107W**

**CA Amarjeet Singh Sandhu**  
**Partner**  
**Membership Number :- 108665**

**Date of Report :- 25<sup>th</sup> June' 2015**  
**Place of Signature :- Nagpur**

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT****MOIL LIMITED**

(As referred to in Paragraph 2 of Report on Legal and Regulatory Requirements of our report Companies (Auditors Report) Order’ 2015 (the order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act for the Year 2014-15).

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets\
  - (b) As explained to us, the management has physically verified fixed assets at the year end and no material discrepancies were noticed on such verification. In our opinion, verification of fixed assets at the year end is reasonable having regard to the size of the Company and the nature of assets.
- (ii) (a) In our opinion, verification of inventory at the year end is reasonable having regard to the size of the company and the nature of its business.
  - (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and the discrepancies noticed on such physical verification between physical stock and book records were not material and have been adequately dealt with in the books of accounts.
- (iii) According to the information and explanations given to us, the company has neither granted nor taken any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system.
- (v) According to the information and explanations given to us, the company has not accepted any deposits under the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) The Central Government has prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 and *prima facie* the prescribed cost records have been maintained. We have however not made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has generally been regular in depositing with appropriate authorities the undisputed statutory dues including Profession Tax, Provident Fund Income-tax, Sales-tax, Excise Duty, Cess and other statutory dues applicable to it during the year.
  - (b) The dues of Profession Tax, Income Tax and Sales Tax which have not been deposited by the Company on account of various disputes relating to Assessment Dues are as follows :-

Name of Statute	Amount Demanded (In ₹ Lacs)	Amount Paid Under Protest (In ₹ Lacs)	Period to Which Amount Relates	Forum where the Dispute is Pending
Profession Tax Act, 1975	2.27 7.70	1.13 1.93	2006-07 2007-08	Sales Tax Appellate (MS)
Income Tax Act, 1961	253.00	253.00	2006-07	Income Tax Appellate Tribunal
	127.26	127.26	2007-08	
	451.79	451.79	2008-09	
	60.01	60.01	2009-10	
	45.01	45.01	2010-11	
	205.10	-	2009-10	Commissioner of Income Tax (Appeals)
	116.99	116.99	2011-12	
	310.23	310.23	2012-13	

Name of Statute	Amount Demanded (In ₹ Lacs)	Amount Paid Under Protest (In ₹ Lacs)	Period to Which Amount Relates	Forum where the Dispute is Pending
M. P. Entry Tax Act, 1975	13.68	6.70	2008-09	MP Commercial Tax Appellate Board, Bhopal
M. S. VAT Act, 2002	13.68 4.22	- -	2009-10 2010-11	Sales Tax Appellate (MS)
M. P. VAT Act, 2002	2.28	0.65	2010-11	MPVAT Appellate (JBP)
	3.68 9.15	1.47 6.08	2011-12 2012-13	
M. S. CST Act, 1956	11.32	-	2010-11	Sales Tax Appellate (MS)
M. P. CST Act, 1956	15.08	-	2012-13	MPCT Appellate (JBP)

(c) According to the information and explanations given to us, there were no amounts which are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

- (viii) The Company does not have accumulated losses at the year end and has not incurred cash losses during the financial year ended on that day or in the immediately preceding financial year.
- (ix) The company has neither taken any loan from a financial institution or bank nor issued any debentures.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the information and explanations given to us, the company has not taken any loans during the year.
- (xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

**For M/s. J. S. Uberoi & Co.**  
**Chartered Accountants**  
**Firm Registration Number :- 111107W**

**CA Amarjeet Singh Sandhu**  
**Partner**  
**Membership Number :- 108665**

**Date of Report :- 25<sup>th</sup> June' 2015**  
**Place of Signature :- Nagpur**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

₹ in Lakhs

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share capital	2.1	<b>16800.00</b>	16800.00
(b) Reserves and surplus	2.2	<b>321370.17</b>	<u>295933.24</u>
		<b>338170.17</b>	312733.24
<b>(2) Non-current liabilities</b>			
(a) Long-term borrowings		<b>0.00</b>	0.00
(b) Deferred tax liabilities (Net)	1.2(14)	<b>1100.64</b>	0.00
(c) Long-term provisions	3.1	<b>786.05</b>	11281.29
(d) Long-term liabilities	3.2	<b>240.48</b>	<u>463.70</u>
		<b>2127.17</b>	11744.99
<b>(3) Current liabilities</b>			
(a) Short-term borrowings		<b>0.00</b>	0.00
(b) Trade payables	4.1	<b>351.39</b>	695.70
(c) Other current liabilities	5.1	<b>15393.85</b>	14939.84
(d) Short-term provisions	5.2	<b>8752.72</b>	<u>7068.67</u>
		<b>24497.96</b>	22704.21
	TOTAL	<b>364795.30</b>	<u>347182.44</u>
<b>II ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	6.1	<b>28527.69</b>	22265.15
(ii) Intangible assets	6.1	<b>863.38</b>	968.36
(iii) Capital work-in-progress	6.1	<b>5255.04</b>	6882.55
(iv) Intangible assets under development		<b>35.15</b>	14.70
(b) Non-current investments	7.1	<b>421.29</b>	421.29
(c) Deferred tax assets (Net)	1.2 (14)	<b>0.00</b>	1654.22
(d) Long-term loans and advances	8.1	<b>5744.96</b>	5568.51
(e) Other non-current assets	8.2	<b>2233.49</b>	<u>738.75</u>
		<b>43081.00</b>	38513.53
<b>(2) Current assets</b>			
(a) Current investments		<b>0.00</b>	0.00
(b) Inventories	9.1	<b>14422.45</b>	4910.93
(c) Trade receivables	9.2	<b>10724.02</b>	11317.56
(d) Cash and cash equivalents	9.3	<b>282989.09</b>	279283.41
(e) Short-term loans and advances	10.1	<b>2174.33</b>	1582.02
(f) Other Current assets	10.2	<b>11404.41</b>	<u>11574.99</u>
		<b>321714.30</b>	308668.91
	TOTAL	<b>364795.30</b>	<u>347182.44</u>

Significant accounting policies and notes to accounts 1.1 and 1.2

As per our report of even date

**For M/s J.S Uberoi & Co.**Chartered Accountants,  
Firm Registration Number 111107W**Neeraj Pandey**  
Company Secretary**Nitin P.Kajarekar**  
Dy. General Manager (Finance)**CA. Amarjeet Singh Sandhu**Partner  
Membership Number : 108665**Mukund P.Chaudhari**  
Director (Finance)**G.P.Kundargi**  
Chairman-cum-Managing Director

Place : New Delhi

Date : 29<sup>th</sup> May, 2015

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015

₹ in Lakhs

Particulars	Note No.	For the year 2014-15	For the year 2013-14
1 Revenue from operations (Net of excise duty)	11.1	<b>82325.15</b>	102128.38
2 Other Income	11.2	<b>31660.59</b>	30332.05
Total Revenue		<b>113985.74</b>	132460.43
3 Expenses :			
Cost of material consumed	12.1	<b>2407.10</b>	2583.84
Changes in inventories of finished goods, work-in-process and stock-in-trade	13.1	<b>-9481.47</b>	661.64
Employee benefits expenses	14.1	<b>26277.26</b>	25608.84
Depreciation and amortisation	6.1	<b>4508.14</b>	3518.23
Other expenses	14.2	<b>26345.89</b>	24298.19
Sub total		<b>50056.92</b>	56670.74
Less: - Inter unit transfer		<b>1128.38</b>	1142.99
Total expenses		<b>48928.54</b>	55527.75
4 Profit before exceptional and extraordinary items and tax		<b>65057.20</b>	76932.68
5 Exceptional items		<b>0.00</b>	0.00
6 Profit before extraordinary items and tax		<b>65057.20</b>	76932.68
7 Extraordinary items		<b>0.00</b>	0.00
8 Profit before tax		<b>65057.20</b>	76932.68
9 Tax expense			
(a) Current tax		<b>19383.39</b>	26087.41
(b) Deferred tax		<b>2872.76</b>	-110.95
		<b>22256.15</b>	25976.46
10 Profit after tax for the period		<b>42801.05</b>	50956.22
11 Earnings per equity share :			
(a) Basic		25.48	30.33
(b) Diluted		25.48	30.33

Significant accounting policies and notes to account 1.1 and 1.2

**For M/s J.S Uberoi & Co.**

Chartered Accountants,  
Firm Registration Number 111107W

**Neeraj Pandey**  
Company Secretary

**Nitin P.Kajarekar**  
Dy. General Manager (Finance)

**CA. Amarjeet Singh Sandhu**

Partner  
Membership Number : 108665

**Mukund P.Chaudhari**  
Director (Finance)

**G.P.Kundargi**  
Chairman-cum-Managing Director

Place : New Delhi

Date : 29<sup>th</sup> May, 2015



## NOTE NO. 1.1

### SIGNIFICANT ACCOUNTING POLICIES

#### 1 Accounting for fixed assets

##### (a) Valuation of fixed assets

Fixed assets are maintained at cost less accumulated depreciation.

##### (b) Depreciation and amortization

Depreciation is calculated (i) on straight line method in case of Wind Turbine Generators and (ii) on written down value method on all other assets, based on useful life of various assets, as specified in Schedule II to Companies Act, 2013, as amended from time to time. Depreciation for full month is calculated when any asset is first put to use on any day during that month.

Cost of leasehold land, including net present value of diverted forest land is amortised over the period of lease.

##### (c) Write-off losses on assets

All assets dismantled/discarded are written off assuming that scrap value for the same is Nil. If and when such discarded assets are disposed off partially or fully, the amounts realized during the year on account of sale are credited to profit and loss account of that year.

##### (d) Expenditure during construction period

All expenditure during construction period on specific projects, identifiable as relating to such projects, is debited to the said projects up to the date of completion and commissioning thereof.

##### (e) Interest during construction period

Interest on loans (including other related financing costs on loans) pertaining to specific assets incurred during construction period upto completion is capitalized.

##### (f) Impairment of assets

Company assesses, at each balance sheet date, whether there is any indication that asset may be impaired. If any such indication exists, Company estimates the recoverable amount of assets. If such recoverable amount is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If there is any indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

#### 2 Investments

Long term investments in shares are carried at cost. Diminution in value, if any, is provided for, if it is not of temporary nature.

#### 3 Valuation of closing stock

Inventories are valued on following basis.

##### (a) Finished goods

(i) Manganese ore of all grades (except fines, hutch dust and HIMS rejects) :- At cost at mines including depreciation on mine assets or net realizable value, whichever is less.

(ii) Manganese ore fines, hutch dust and HIMS rejects :- At cost per tonne on jigging/processing, transportation, etc., allocated on technical estimates or net realizable value, whichever is less.

(iii) Manganese ore at port :- At landed cost at the port or net realizable value, whichever is less. Landed cost includes freight, unloading charges, sampling charges, etc.

Difference between physical and book stocks are not adjusted, so long as the overall position of stocks at mines is found to be excess when compared with overall book stocks. As and when ore is actually dispatched, excess or shortage after railing/shipment against each stack is ascertained and the same is accounted for in the books of the company in that year.

(iv) Electrolytic manganese di-oxide [EMD] (including stock as on 31<sup>st</sup> March at different stages of production, ascertained by technical estimation as to percentage of completed units of EMD) :- At current year's cost of production including plant's depreciation or net realizable value, whichever is less.

(v) (a) Ferro manganese/silico manganese including stock in cake form as on 31<sup>st</sup> March, determined by technical assessment:-At current year's cost of production including plant's depreciation/(less realizable value of slag) or net realizable price, whichever is less.

(b) Stock in process :- The quantity of ferro manganese/silico manganese in process cannot be weighed, seen or assessed and, hence, no value is assigned.



(c) Stock of slag :- Slag is a molten mass of impurities generated during manufacture of ferro manganese, which is treated as scrap and, accordingly, valued at net realizable price.

**(b) Stores inventory** (Stores, spares, timber, explosives, fuel and lubricants and raw materials) :- At cost on weighted average method.

- (i) Physical verification of all stores, spares, etc., is conducted at the end of each year. Difference between physical stock and book stock is investigated and necessary adjustments are carried out in the books of accounts.
- (ii) In case of ferro manganese plant, stock of raw materials, except manganese ore at plant, is valued at cost on weighted average method. The stock of manganese ore at plant is valued at current year's cost of production or net realizable value, whichever is less, *plus* cost of transport and other charges, if any. Opening and closing stock of ore at the plant is grouped under the head "Stock of raw materials".

#### 4 Sales

Sales invoices are raised and revenue is recognized in the books of accounts only after dispatch of goods based on railway receipt/lorry receipt/delivery challan.

**(a) Manganese ore sales**

- (i) Supplementary invoices are raised for variation in quality on receipt of laboratory analysis reports. Analysis reports received in subsequent year up to a cut-off date are considered in year of dispatch. Accordingly, supplementary invoices are raised and accounted for in the same year. In respect of analysis reports received after the cut-off date, the same are raised in subsequent year.
- (ii) Sales include royalty.

**(b) EMD/ferro manganese/silico manganese/slag sales**

Sales of EMD, ferro manganese and slag include excise duty and education cess applicable thereon.

**(c) Sale of electricity to M. P. Electricity Distribution Company Limited**

Revenue is recognized on the basis of energy injected into grid for sale, at tariff rate agreed in power purchase agreement.

#### 5 Other income

(a) Interest income from sundry debtors is recognized in line with AS-9 of the Institute of Chartered Accountants of India as under –

- (i) In as far as the realization is supported by letter of credit through bank from the debtors, where there is certainty of its realization, the recognition is made on accrual basis.

Interest billed to customers for credit terms beyond current financial year is recognized in the year to which it pertains.

- (ii) In as far as the realization is not supported by letter of credit through bank and directly billed by the company where its realization is uncertain, based on management's experience, as and when actual realization made is recognized as income.

(b) Interest income on deposits and advances is recognized on accrual basis.

(c) Memorandum records have been kept in respect of replaced/worn-out parts/scrap capital items. When they are disposed off, proceeds are taken as miscellaneous receipt of that year.

#### 6 Captive consumption

**Manganese ore**

Manganese ore, fines, HIMS rejects issued as raw material for production of EMD/ferro manganese is valued at current year's cost of production and fines/HIMS rejects are valued at per tonne rate, as adopted for valuation of stock. Consumption of the ore is accounted on average cost. Value of ore issued is reduced from ore raising/operating expenses and is considered as raw material consumption in "Manufacturing Expenses".

**Electricity**

Power generated at wind turbine generator units and consumed at mine/plant, are charged to respective units at the cost of generation.

#### 7 Sales tax, income tax, etc.

(a) In respect of sales tax, income tax, etc., the amount payable or receivable as per assessment order is accounted for in the year in which the said order is received and accepted by the company, irrespective of the year to which the order relates.

(b) Set off is claimed on sales tax on purchases. Difference between set off claimed and actual set off allowed is accounted for in the year in which the assessment order is received and accepted by the company.



## 8 Employee benefits :

### (a) Short term employee benefits

Short term employee benefits are recognized as expense at the undiscounted amount in the statement of profit and loss in the year in which the related service is rendered.

### (b) Post-employment benefits

Post-employment benefits consist of benefits like provident fund, gratuity, leave encashment, pension and medical facilities.

#### (i) Defined benefit plan

Post-employment benefits like gratuity and leave encashment are recognized as an expense in the statement of profit and loss in the year in which the employee has rendered services. The expenses are recognized at the present value of the amounts payable, determined by using actuarial valuation techniques. Actuarial gains and losses in respect of these post-employment benefits are charged to the statement of profit and loss.

Benefits like medical facilities are covered by an insurance policy and amount of insurance premium is charged to the statement of profit and loss in the year in which it is incurred.

#### (ii) Defined contribution plan

Defined contribution plans (provident fund, pension) are post-employment benefit plans, under which the company pays fixed contributions into separate entities (funds). The company's contribution to defined contribution plans is recognized in the statement of profit and loss of the year to which it relates

## 9 V.R.S. expenditure

The company charges full amount of the expenditure in profit and loss account in the year of incurrence.

## 10 Accounting for subsidies from Welfare Commissioner

### (a) Labour quarters

The company has constructed/under construction some labour quarters, for which the company is receiving subsidy from the Welfare Commissioner. Since the land on which such quarters are constructed is surrendered to the Welfare Commissioner and the property (quarters constructed) vests with the Welfare Commissioner, the entire expenditure incurred by the company is charged to and the subsidy received is also credited to revenue in the year in which the expenditure is incurred/subsidy is received.

### (c) Welfare assets

Entire expenditure for acquisition of assets like school bus, ambulance, water supply scheme, etc., under welfare schemes is debited to relevant asset account in the year in which expenditure is incurred. Amount of subsidy received is credited to the same asset head in the year of receipt and depreciation is then charged on such reduced value of the asset from that year.

## 11 Claims by the company

Amount of claims lodged with insurance company/railways are accounted for on the basis of amount claimed during the year on assessing reasonable certainty of their realisation and the difference, if any, is adjusted on settlement of the claims.

## 12 Prepaid expenses

Expenses are treated as prepaid only where the payments exceed ₹ 1.00 lakh in each case.

## 13 Provision for doubtful debts

Provision for bad and doubtful debts is made based on a case-to-case review of sundry debtors outstanding for more than two years. Debts outstanding from private parties for more than three years are invariably provided.

## 14 Research and development expenditure

Research and development expenditure is charged to profit and loss account in the year of incurrence. However, expenditure on fixed assets relating to research and development is treated in the same way as other fixed assets.

## 15 Mine closure expenditure

Financial implications towards final mine closure plans under relevant Acts and Rules are technically estimated, based on total available ore reserves of all mines. The same are provided in accounts, on year to year basis, after taking into consideration overall production of all mines.

## 16 Net present value for diversion of forest land for non-forest purposes

The liability is recognized on receipt of necessary permission from the concerned authorities.

## 17 Prior period expenses

Corrections of fundamental errors of commission or omission in earlier year(s) are done by debiting/crediting prior period adjustments account.

## 18 Significant events occurring after balance sheet date

Impact of significant events after the date of balance sheet and approval thereof is given effect to either by moderation of the balance sheet and profit and loss statement or by specific mention in the Directors' Report.

**NOTE NO. 1.2****NOTES ON ACCOUNTS FOR YEAR ENDED 31<sup>ST</sup> MARCH, 2015****1 Contingent liabilities**

- (a) Claims against the company not acknowledged as debts -

₹ in lakhs

Particulars of claims		31-03-2015	31-03-2014
(i)	By employees for wages and other benefits	<b>205.00</b>	159.00
(ii)	By Forest Department for payment of transit fee on railing of ore from Tirodi mine	<b>86.08</b>	86.08
(iii)	Interest on arbitration award		
(iv)	Entry tax, central sales tax and value added tax and employees' professional tax	<b>678.25</b> <b>75.37</b>	562.73 18.24
(v)	Disputed income tax under appeal [Tax already paid ₹1364.29 (₹ 1054.06) lakhs]	<b>1569.39</b>	1054.06
(vi)	Contingent liability on financial assurance under bank guarantees /letter of credits (Represented by fixed deposits of equivalent amount)	<b>296.30</b>	333.40

- (b) Estimated amount of contracts remaining to be executed on capital account and not provided for is ₹ 8856.26 (₹ 7831.01) lakhs. Advance paid for such contracts is ₹ 78.99 (₹ 34.13) lakhs.

- 2 Change in accounting policy – During the year under consideration, the company has changed its accounting policy on depreciation and amortization of fixed assets, in line with Schedule II of Companies Act, 2013. The change has resulted in increase in current year's depreciation by ₹ 548.28 lakhs. According to transition provisions contained in Part C, Schedule II of Companies Act, 2013 an amount of ₹ 117.90 lakhs has been reduced from deferred tax liability and the net amount of ₹ 228.97 lakhs has been charged to retained earnings.

- 3 Land measuring 761.60 Sq. Mtrs. belonging to the company is acquired by Nagpur Improvement Trust for its Integrated Road Development Plan. Writ petition filed by the company seeking compensation is admitted by the High Court, Nagpur. Pending outcome of writ petition, no adjustment is done in books.

Additions to plant and machinery [Note No. 6.1] include vertical shafts at Munsar and Ukwa mines (₹ 3865.92 lakhs), which are commissioned during the year. Production from these shafts is expected to commence within a time span of eighteen to twenty-four months, after completion of initial development.

- 4 (a) Physical verification of inventories is carried out at the end of the year.  
 (b) Production and inventory of manganese ore as well as bulk raw materials and ferro manganese are determined as per weight volume ratio by the production/technical department and the same are accounted for accordingly.  
 (c) Inventory of raw materials includes stock of manganese ore of 145.14 (60.50) MT valuing ₹ 6.49 (₹ 3.17) lakhs lying in ferro manganese plant site on 31.03.2015.

- 5 Letters for year-end balance confirmation of sundry debtors and sundry creditors have been sent to the parties. Out of total outstanding of ₹ 11114.77 lakhs as on 31.03.2015, balance of ₹ 288.15 lakhs have been reconciled. In respect of confirmations received, the company is under process of scrutinizing and reconciling the balances.

- 6 Documentation in respect of secured loans to employees is pending in some cases.

- 7 For anticipated loss on disposal of obsolete stores/spares, provision of ₹ 1.49 (₹ 3.23) lakhs made in accounts is considered adequate.

- 8 During the financial year 2012-13, the company has detected embezzlement of funds committed by one of its employees to the tune of ₹ 31.03 lakh. The matter has been investigated and no further cases have been detected. Provision is not considered necessary since the amount is recoverable.

- 9 Income tax deducted at source from interest and rent received by the company amounts to ₹ 2763.59 (₹ 2663.53) lakhs. Tax deduction certificates are awaited in some cases.



10 Disclosures relating to micro, small and medium enterprises [MSME]

₹ in lakhs

Sr No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Principal amount remaining unpaid to MSMEs Interest due on the above, remaining unpaid	<b>156.49</b> Nil	50.70 Nil
2	Interest paid in terms of Section 16 of MSME Development Act [MSMEDA] along with payments made beyond the appointed day during the year	Nil	Nil
3	Interest due and payable for delay in making payment (paid but beyond the appointed day) but without adding the interest specified under MSMEDA	Nil	Nil
4	Interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
5	Further interest remaining due and payable in succeeding year (until such date by which the interest dues as above are actually paid to the small enterprises), for the purpose of disallowance as a deductible expenditure under Section 23 of MSMEDA	Nil	Nil

11 (a) Other expenses (Note No. 14.2) include –

₹ in lakhs

Particulars		31-03-2015	31-03-2014
1	Travelling expenses of		
	(a) Chairman-cum-Managing Director	<b>22.41</b>	72.69
	(b) Directors	<b>51.36</b>	61.40
2	Auditor's remuneration		
	(a) Audit fee		
	For statutory audit	<b>3.93</b>	3.93
	For limited review of quarterly accounts	<b>2.95</b>	2.95
	Out of pocket expenses	Nil	Nil
	(b) Other services	<b>1.59</b>	<u>1.59</u>
		<b>8.47</b>	<u>8.47</u>
3	Advertisements include expenditure on public relations and publicity	<b>144.13</b>	72.97

(b) No provision has been made in terms of Mines and Mineral (Development and Regulation) Amendment Act, 2015 towards contribution to District Mineral Foundation and National Mineral Exploration Trust since the relevant Rules have not yet been notified and the Trusts have not been formed.

12 **Defined obligations** - Disclosures as per Accounting Standard 15 (Revised) are as under.

₹ in lakhs

Particulars	Gratuity		Leave encashment	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
<b>Reconciliation of opening and closing balance of funded obligation, as assessed by an independent actuary</b>				
At the beginning of the year	<b>12091.43</b>	11684.60	<b>4108.77</b>	4726.60
Current service cost	<b>590.69</b>	605.49	<b>286.40</b>	297.10
Interest cost	<b>967.31</b>	934.77	<b>328.70</b>	378.13
Actuarial (gain)/loss	<b>-760.21</b>	-364.04	<b>-533.92</b>	-1093.34
Benefits paid	<b>-1044.33</b>	-769.39	<b>-297.04</b>	-199.72
At the close of the year	<b>11844.90</b>	12091.43	<b>3892.91</b>	4108.77

<b>Reconciliation of opening/closing balance of fair value of plan assets</b>				
At the beginning of the year	<b>11902.07</b>	10694.27	<b>4928.20</b>	4299.66
Expected return on plan assets	<b>1089.04</b>	967.83	<b>450.93</b>	389.12
Actuarial (gain)/loss	<b>121.84</b>	17.45	<b>-9.72</b>	12.19
Employer contribution	<b>189.36</b>	991.91	<b>0.00</b>	426.94
Benefits paid	<b>-1044.33</b>	-769.39	<b>-297.04</b>	-199.72
At the close of the year	<b>12257.98</b>	11902.07	<b>5072.36</b>	4928.20
<b>Reconciliation of fair value of assets and funded obligations</b>				
Present value of plan assets at the end of the year	<b>12257.98</b>	11902.07	<b>5072.36</b>	4928.20
Present value of obligation at the end of the year	<b>11844.90</b>	12091.43	<b>3892.91</b>	4108.77
Liability/(-) prepaid expenses recognized in balance sheet	<b>-413.08</b>	189.36	<b>-1179.45</b>	-819.43
<b>Expenses recognised in profit and loss account</b>				
Current service cost	<b>590.69</b>	605.49	<b>286.40</b>	297.10
Interest cost	<b>967.31</b>	934.77	<b>328.70</b>	378.13
Expected return on plan assets	<b>-1089.04</b>	-967.83	<b>-450.93</b>	-389.12
Actuarial (gain)/loss	<b>-882.05</b>	-381.49	<b>-524.20</b>	-1105.54
Total expenses recognized in the profit & loss account	<b>-413.08</b>	190.94	<b>-360.03</b>	-819.43
<b>Actuarial assumptions</b>	<b>(1994-96)</b>	(1994-96)	<b>(1994-96)</b>	(1994-96)
Mortality Table (LIC)	<b>Ultimate</b>	Ultimate	<b>Ultimate</b>	Ultimate
Discount rate (per annum)	<b>8.00%</b>	8.00%	<b>8.00%</b>	8.00%
Expected return on Plan assets (per annum)	<b>9.15%</b>	9.05%	<b>9.15%</b>	9.05%
Rate of escalation in salary (Per annum)	<b>5.00%</b>	5.00%	<b>5.00%</b>	5.00%

13 **Transactions with related parties** – Disclosures of transactions with related parties as per Accounting Standard 18 are as under.

(i) List of related parties and relationship

1	Shri G. P. Kundargi	Key management personnel
2	Shri A. K. Mehra	Key management personnel
3	Shri M. P. Chaudhari	Key management personnel
4	Shri A. K. Jha	Key management personnel
5	Shri T. K. Pattnaik	Key management personnel
6	SAIL & MOIL Ferro Alloys Pvt. Ltd.	Joint venture company
7	RINMOIL Ferro Alloys Pvt. Ltd.	Joint venture company



(ii) Transactions during the year with related parties

₹ in lakhs

Particulars		2014-15	2013-14
1	Managerial remuneration		
	(a) Salaries and allowances	148.54	118.55
	(b) Contribution to provident fund	8.88	7.43
	(c) Actual/estimated value of perquisites	4.95	4.44
	(d) Total	162.37	130.42
2	Reimbursement of traveling expenses	73.77	134.09

14 **Deferred tax assets/liability** – Disclosures as per Accounting Standard 22 are as under.

₹ in lakhs

Sr No	Particulars	2014-15/31 <sup>st</sup> March, 2015	2013-14/31 <sup>st</sup> March, 2014
1	<b>Deferred tax liability</b> Related to depreciation	1407.81	1779.30
2	<b>Deferred tax assets</b> Disallowances under the Income Tax Act	307.17	3433.52
3	Net deferred tax liability/(-)asset	1100.64	-1654.22
4a	Deferred tax for profit and loss account : Increase/(-)decrease in liability	2872.76	-110.95
4b	Reduction in deferred tax liability due to transition provisions considered separately	117.90	0.00

15 **Joint ventures** - Disclosures as per Accounting Standard 27 are as follows.

(a) Particulars about joint venture companies

Name of joint venture company	Incorporation details		Proportion of owner-ship	Subscript-ion for capital ₹ - Lakhs
	Country	Date		
SAIL&MOIL Ferro Alloys Pvt Ltd	India	31.07.2008	50%	410.00
RINMOIL Ferro Alloys Pvt Ltd.	India	29.07.2009	50%	10.00

**(b) Financial particulars**

₹ in lakhs

Particulars	Position as at	
	31.03.2015 (Unaudited)	31.03.2014 (Audited)
Aggregate amount of company's interest as per accounts of joint venture companies –		
(i) SAIL& MOIL Ferro Alloys Pvt. Ltd.		
Share capital	10.00	10.00
Share application money pending allotment	400.00	400.00
Reserves and surplus	-137.21	-118.18
Current liabilities	1.38	1.75
Fixed assets (net) and capital work in progress	174.15	186.34
Long term loans and advances	0.01	0.01
Current assets	100.01	107.22
Income	7.89	7.49
Expenditure	26.92	26.71
Contingent liabilities and capital commitments	9.00	9.00
(ii) RINMOIL Ferro Alloys Pvt. Ltd.		
Share capital	10.00	10.00
Reserves and surplus	-0.31	-0.31
Current liabilities	0.39	0.42
Non-current liabilities	89.82	89.82
Fixed assets (net) and capital work in progress	81.94	76.16
Long term loans and advances	1.86	1.09
Current assets	16.10	22.68
Income	Nil	Nil
Expenditure	Nil	Nil
Contingent liabilities and capital commitments	411.95	411.95

 16 **Provisions** – Disclosure of particulars as per Accounting Standard 29 are as under.

₹ in lakhs

Particulars of provisions	Opening balance 01.04.2014	Provision	Provision written back/ used	Closing balance 31.03.2015
Final mine closure expenses	703.23 (626.42)	82.82 (76.81)	-- --	786.05 (703.23)
Bad and doubtful debts and advances	62.42 (33.14)	7.00 (29.28)	(1.51) --	67.91 (62.42)

In respect of provision for final mine closure expenses, cash outflow is expected at the time of closure of mines.

17 Imports of capital goods during the year ₹ Nil (₹ 398.71) lakh.

18 Expenditure in foreign currency for travelling ₹ 5.57 (₹ 28.56) lakh and miscellaneous expenses ₹ 27.83 (₹ 22.43) lakh

19 Provisions no longer required to the tune of ₹ 2441.09 (₹ 4481.84) lakhs are on account of employee benefits expenses.



20 Additional information to statement of profit and loss

(a) Production, sales, opening and closing stocks -

Particulars	Year ended 31-03-2015		Year ended 31-03-2014	
	Qty (MT)	₹ in lakhs	Qty (MT)	₹ in lakhs
a) Production/generation -				
Manganese ore	1139156	--	1134508	--
E.M.D.	950	--	923	--
Ferro manganese	10045	--	10042	--
Ferro manganese slag	13358	--	12750	--
Wind power (KwH)	32808711	--	33206045	--
b) Sales -				
Manganese ore	910443	74954.60	1132919	94615.66
E.M.D.	655	541.59	893	735.54
Ferro manganese	8587	4954.22	8707	4788.50
Ferro manganese slag	13913	1068.59	15352	1137.01
Power to MPEDCL(KwH)	23992560	806.15	25387018	851.68
c) Opening stock -				
Manganese ore	48358	2062.60	76815	3072.26
E.M.D.	101	90.69	71	51.81
Ferro manganese	2543	846.51	1208	489.30
Ferro manganese slag	5802	500.74	8378	548.83
d) Closing stock -				
Manganese ore	248360	10937.69	48358	2062.60
E.M.D.	396	346.80	101	90.69
Ferro manganese	4001	1636.45	2543	846.51
Ferro manganese slag	5247	316.62	5776	500.74
Note :				
Closing stock of manganese ore is arrived at after adjustment of issue of ore for production of - EMD	3702		3889	
Ferro manganese	25009		26157	
Generation of power from wind mills includes utilization for captive consumption (KwH)	8816151		7819027	

(b) Licensed and installed capacity and capacity utilization -

Particulars	Year ended 31-03-2015		Year ended 31-03-2014	
	Qty (MT)	Capacity utilization	Qty (MT)	Capacity utilization
a) Licnsed and installed capacity				
E.M.D.	1000	--	1000	--
Ferro manganese	10000	--	10000	--
Wind power (KwH)	40000000	--	40000000	--
b) Production and capacity utilisation				
E.M.D.	950	95%	923	92%
Ferro manganese	10045	100%	10042	100%
Wind power (KwH)	32808711	82%	33206045	83%

21 Corresponding figures for previous year have been shown in brackets and regrouped, wherever necessary, to make them comparable.



## NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015

₹ in Lakhs

Particulars	As at March 31, 2015		As at March 31, 2014	
<b>Note 2.1 - Share capital</b>				
<b>Authorised</b>				
Equity shares :	Number	250000000		25000000
	Face value in ₹		10.00	10.00
	Amount	25000.00		25000.00
<b>Issued, subscribed and fully paid-up</b>				
Equity shares :	Number	168000000		168000000
	Face value in ₹		10.00	10.00
	Amount	16800.00		16800.00
	Total			

The company has only one class of shares as equity shares of ₹ 10 each par value with one voting right for one equity share and right to equal dividend proportionate to the shareholding.

Particulars of bonus shares issued by capitalisation of reserves in the last five years :

Financial year	No. of shares	Reserves capitalised	
		General reserve	Capital reserve
2009-10	140000000	13993.39	6.61

### Reconciliation Statement

Number of shares at the beginning	168000000	168000000
Add : Shares issued during the year	0	0
Number of shares at the end	168000000	168000000

### Details of shareholding of each shareholder holding more than 5 % of shares :

Name of the shareholder	No. of shares held	% of shareholding	No. of shares held	% of shareholding
Government of India	120235680	71.57	120235680	71.57

Particulars	As at March 31, 2015		As at March 31, 2014	
<b>Note 2.2 Reserves and surplus</b>				
<b>General reserve</b>				
As per last balance sheet	295378.79		258378.79	
(+) Transfer from surplus in profit and loss account	25000.00		37000.00	
		320378.79		295378.79
<b>CSR (corporate social responsibility) reserve</b>				
As per last balance sheet	34.00		163.41	
(+) Transfer from profit and loss account	18.00		34.00	
(-) Transfer to profit and loss account	34.00		163.41	
		18.00		34.00
<b>Surplus in profit and loss account</b>				
As per last balance sheet	520.45		1221.62	
Less : Depreciation as per transitional provisions [Refer to Note No. 1.2 (2)]	228.96		0.00	
Add : Profit after tax from statement of profit and loss	42801.05		50956.22	
Add : Transfer from CSR (corporate social responsibility) reserve	34.00		163.41	
Amount available for appropriation	43126.54		52341.25	



Particulars	As at March 31, 2015	As at March 31, 2014
Less : Appropriations -		
Transfer to CSR (corporate social responsibility) reserve	18.00	34.00
Interim dividend @ 50% (40%)	8400.00	6720.00
Proposed final dividend @ 35% (35%)	5880.00	5880.00
Tax on interim dividend including surcharge and cess	1679.51	1142.07
Tax on final dividend for earlier year	0.00	45.42
Tax on final dividend including surcharge and cess	1175.65	999.31
Transfer to general reserve	25000.00	37000.00
	<b>42153.16</b>	<b>51820.80</b>
<b>Balance carried forward</b>	<b>973.38</b>	520.45
<b>Total</b>	<b>321370.17</b>	<b>295933.24</b>

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Note 3.1 - Long-term provisions</b>		
(a) Provision for pension fund	0.00	10578.06
(b) Provision for final mine closure expenses	786.05	703.23
Total	<b>786.05</b>	<b>11281.29</b>
<b>Note 3.2 - Long-term liabilities</b>		
(a) Security deposits from suppliers, contractors and others		
Total	<b>240.48</b>	<b>463.70</b>
<b>Note 4.1 - Trade payables</b>	Total	<b>351.39</b>
<b>Note 5.1 - Other current liabilities</b>		
(a) Advances from customers	671.12	1008.66
(b) Security deposits from suppliers, contractors and others	2416.43	2058.08
(c) Liabilities for expenses	7055.48	7133.68
(d) Unclaimed dividend pending encashment of warrants	111.07	391.11
(e) Liabilities for capital expenditure	2781.76	1410.01
(f) Other liabilities	2357.99	2938.30
Total	<b>15393.85</b>	<b>14939.84</b>
<b>Note 5.2 - Short-term provisions</b>		
(a) Proposed dividend on equity shares	5880.00	5880.00
(b) Provision for tax on proposed dividend	1175.65	999.31
(c) Provision for unavailed leave -		
Liability on balance sheet date	3892.91	4108.77
(-) Fund with Life Insurance Corporation of India	5072.36	4928.20
	* -1179.45	0.00
(d) Provision for gratuity	* -413.08	0.00
(e) Provision for pension fund	1697.07	0.00
Total	<b>8752.72</b>	<b>7068.67</b>
Total	<b>24497.96</b>	<b>22704.21</b>

\* Excess of fund with LIC over liability clubbed under prepaid expenses [Note 10.1 (b) (vi) Short-term loans and advances]

## NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015

**Note 6.1 - Fixed assets** ₹ in Lakhs

Sr No	Description of assets	Gross block			Depreciation			Net block		
		As at 31.03.2014	Additions	Deductions	As at 31.03.2015	For the year	Deductions	Adjusted in retained earnings	As at 31.03.2015	As at 31.03.2014
<b>A</b>	<b>Tangible assets</b>									
1	Freehold land	1073.42	46.56	0.00	1119.98	0.00	0.00	0.00	1119.98	1073.42
2	Buildings	11594.33	2485.06	9.38	14070.01	1012.28	6.99	148.99	10030.25	8708.85
3	Plant and machinery	34313.45	8224.50	964.10	41573.85	3072.07	902.93	164.32	16814.37	11887.43
4	Furniture and fixtures	332.86	88.70	13.03	408.53	19.06	11.93	32.36	139.32	103.14
5	Office equipments	491.52	30.90	0.00	522.42	150.93	0.00	0.00	90.03	210.06
6	Vehicles	854.37	189.15	27.49	1016.03	135.09	26.12	1.20	333.74	282.25
		48659.95	11064.87	1014.00	58710.82	4389.43	947.97	346.87	28527.69	22265.15
<b>B</b>	<b>Intangible assets</b>									
1	Leasehold land	2347.51	13.73	0.00	2361.24	118.71	0.00	0.00	863.38	968.36
		51007.46	11078.60	1014.00	61072.06	27773.95	947.97	346.87	29391.07	23233.51
<b>C</b>	<b>Capital work in progress-</b>								5255.04	6882.55
<b>D</b>	<b>Intangible assets under development</b>								35.15	14.70
<b>E</b>	<b>Total net fixed assets</b>	47991.31	3426.72	410.57	51007.46	24639.18	383.46	0.00	34681.26	30130.76
	<b>Previous year</b>					3518.23			27773.95	20704.80

1 Buildings also include land wherever consideration for land is not paid separately

2 Depreciation for the period includes depreciation on -

(a) Assets of manufacturing units

(b) Assets of power generating units

3 There is no impairment loss as on the balance sheet date

<b>For 2014-15</b>	<b>For 2013-14</b>
73.58	67.49
174.68	1006.71



## NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015

₹ in Lakhs

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Note 7.1 - Non-current Investments (Unquoted) - At cost</b>		
<b>Fully paid-up shares of Co-operative Stores/Societies at mines :</b>		
(a) 500 (500) Shares of ₹ 5 each of Co-operative Stores (unregistered)	0.03	0.03
(b) 1612 (1612) Shares of ₹ 25 each of Co-operative Societies	0.40	0.40
(c) 8556 (8556) Shares of ₹ 10 each of Co-operative Societies	0.86	0.86
	<b>1.29</b>	1.29
<b>Investment in joint ventures (Initial subscription) :</b>		
(a) 100000 (100000) Equity shares of ₹ 10 each fully paid-up in SAIL & MOIL FERRO ALLOYS PVT. LTD.	10.00	10.00
(b) 100000 (100000) Equity shares of ₹ 10 each fully paid-up in RINMOIL Ferro Alloys Pvt. Ltd.	10.00	10.00
	<b>20.00</b>	20.00
<b>Advance for share allotment</b>		
Advance to SAIL & MOIL Ferro Alloys Pvt. Ltd. against allotment of shares (pending increase in authorised share capital)	400.00	400.00
Total	<b>421.29</b>	421.29
<b>Note 8.1 - Long-term loans and advances</b>		
<b>(a) Secured</b>		
Loans and advances to employees	86.74	65.48
<b>(b) Unsecured</b>		
Loans and advances to employees	6.87	6.03
(c) Advance payment of income tax (Net)	5651.35	5497.00
Total	<b>5744.96</b>	5568.51
<b>Note 8.2 - Other non-current assets</b>		
(a) Interest accrued but not due on fixed and other deposits	0.00	0.00
(b) Interest accrued but not due on loans to employees	35.18	40.84
(c) Deposit with railway, electricity boards and others (Unsecured)	712.67	663.78
(d) Advances for capital items	1485.64	34.13
Total	<b>2233.49</b>	738.75
<b>Note 9.1 - Inventories [As certified by the management]</b>		
(a) Raw materials	56.81	101.29
(b) Work-in-process	5.17	4.11
(c) Finished goods	13232.39	3674.17
(d) Stores in transit	3.15	190.96
(e) Stores and spares		
(-) Provision for obsolete stores and spares	1126.42	943.63
	1.49	3.23
Total	<b>1124.93</b>	940.40
	<b>14422.45</b>	4910.93

## NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015

₹ in Lakhs

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Note 9.2 - Trade receivables (Unsecured)</b>		
(i) Considered good		
Debts overdue for a period exceeding six months	18.89	38.54
Other debts	10705.13	11279.02
	10724.02	11317.56
(ii) Considered doubtful		
Debts overdue for a period exceeding six months	39.36	32.36
	10763.38	11349.92
(-) Provision for doubtful debts	39.36	32.36
Total	10724.02	11317.56
<b>Note 9.3 - Cash and cash equivalents</b>		
(i) Cash in hand	13.53	8.13
(ii) Balance with banks		
In fixed deposits	280990.00	277293.62
In fixed deposits (as margin money against bank guarantees/LCs)	296.30	333.40
In special dividend account pending encashment of warrants	111.07	391.11
In current accounts	1578.19	1257.15
Total	282989.09	279283.41
Balances in fixed deposits include deposits maturing after 12 months	0.18	0.00
<b>Note 10.1 - Short term loans and advances</b>		
(a) Secured		
(i) Loans and advances to employees	59.25	54.35
(b) Unsecured		
(i) Advances to employees	194.52	161.51
(ii) Advances for purchase of stores, spares etc	82.06	289.61
(-) Provision for doubtful advances	11.75	13.26
	70.31	276.35
(iii) Advances to contractors and others	72.29	103.08
(-) Provision for doubtful advances	16.28	16.28
(a) Advances to officers	22.80	53.59
Advances to Chairman-cum-Managing Director	0.00	0.00
(b) RINMOIL Ferro Alloys Private Limited, a joint venture company	33.21	33.31
(v) Claims receivable	0.53	0.53
(-) Provision for doubtful claims	0.53	0.53
	0.00	0.00
(vi) Pre-paid expenses	1794.24	1003.01
Total	2174.33	1582.02
<b>Note 10.2 - Other current assets</b>		
(i) Interest accrued on fixed and other deposits	10632.84	10913.82
(ii) Sundry receivable	771.57	661.17
Total	11404.41	11574.99



## NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015

₹ in Lakhs

Particulars	For financial year 2014-15	For financial year 2013-14
<b>Note 11.1 - Revenue from operations</b>		
(a) Sale of mining products	74954.60	94615.66
(b) Sale of manufactured products	7355.21	7377.90
(c) Sale of power	806.15	851.68
	<b>83115.96</b>	102845.24
(-) Excise duty on manufactured products	790.81	716.86
Total	<b>82325.15</b>	102128.38
<b>Note 11.2 - Other income</b>		
<b>1 Other income</b>		
(a) Interest received		
(i) On fixed deposits	27550.72	23999.41
(ii) Others	426.27	987.06
	<b>27976.99</b>	24986.47
(b) Recoveries from employees	10.69	10.04
(c) Sale of scrap	142.61	0.31
(d) Sales tax set-off/refund	240.30	238.18
(e) Miscellaneous income	847.16	521.70
<b>2 Provisions written back</b>		
(a) Provision for anticipated loss on sale of obsolete stores	1.75	0.70
(b) Provisions no longer required	2441.09	4574.65
Total	<b>31660.59</b>	30332.05
<b>Note 12.1 - Cost of raw material consumed</b>		
<b>Electrolytic manganese di-oxide plant</b>		
(a) Manganese ore	20.77	19.22
(b) Sulphuric acid	21.88	24.03
(c) Sodium carbonate	2.00	3.84
(d) Others	4.57	4.30
	<b>49.22</b>	51.39
<b>Ferro manganese plant</b>		
(a) Manganese ore	1260.08	1294.14
(b) Coke	710.00	804.29
(c) Carbon paste	33.48	49.59
(d) Others	354.32	384.43
	<b>2357.88</b>	2532.45
Total	<b>2407.10</b>	2583.84

## NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015

₹ in Lakhs

Particulars	For financial year 2014-15	For financial year 2013-14
<b>Note 13.1 - Changes in inventories of finished goods, work-in-process and stock-in-trade</b>		
(a) Mining products		
Closing stock	<b>10937.69</b>	2062.60
(-) Opening stock	<b>2062.60</b>	3072.26
	<b>8875.09</b>	-1009.66
(b) Manufactured products		
Closing stock	<b>2299.87</b>	1615.68
(-) Opening stock	<b>1615.68</b>	1224.65
	<b>684.19</b>	391.03
A	<b>9559.28</b>	-618.63
Less :		
<b>Excise duty on stock of manufactured products</b>		
On closing stock	<b>255.54</b>	177.73
(-) Opening stock	<b>177.73</b>	134.72
B	<b>77.81</b>	43.01
Net accretion/-decretion [A - B]	<b>9481.47</b>	-661.64
<b>Note 14.1 - Employee benefit expenses</b>		
Salaries, wages and bonus	<b>21628.27</b>	20641.99
Contribution to provident fund and other funds	<b>3212.40</b>	3586.83
Welfare expenses	<b>1436.59</b>	1380.02
Total	<b>26277.26</b>	25608.84

**NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015**

₹ in Lakhs

Particulars	For financial year 2014-15	For financial year 2013-14
<b>Note 14.2 - Other expenses</b>		
<b>Other manufacturing and administrative expenses, selling expenses and write offs</b>		
1 Transport, railing and other works through contractors	<b>6951.35</b>	5467.39
2 Consumption of stores and spares	<b>5587.96</b>	5150.49
3 Power and fuel	<b>4076.60</b>	3736.75
4 Repairs and maintenance to buildings	<b>379.56</b>	389.62
5 Repairs and maintenance to plant & machinery	<b>1124.16</b>	1042.88
6 Repairs and maintenance to others	<b>151.40</b>	144.72
	<b>1655.12</b>	1577.22
7 Rent	<b>31.31</b>	28.38
8 Rates and taxes	<b>212.62</b>	206.70
9 Insurance	<b>225.05</b>	202.42
10 Auditor's remuneration	<b>8.47</b>	8.47
11 Directors' sitting fees	<b>12.36</b>	10.60
12 Advertisements	<b>252.05</b>	177.70
13 Expenditure on corporate social responsibility and sustainable development	<b>1357.57</b>	1036.04
14 Miscellaneous expenses	<b>1593.11</b>	1489.47
15 Royalty and cess	<b>3389.33</b>	3859.54
16 Cash discount on sales	<b>160.81</b>	105.49
17 Service charges on e-auctions	<b>61.22</b>	54.86
18 Sampling expenses	<b>11.61</b>	15.40
	<b>3622.97</b>	4035.29
19 Exploratory drilling at mines	<b>444.86</b>	573.37
20 Expenditure on blasting/rock mechanics/stop design studies, etc.	<b>155.28</b>	346.01
	<b>600.14</b>	919.38
21 Write off of discarded assets	<b>66.04</b>	22.09
22 Write off of shortage of stores and spares	<b>4.86</b>	2.17
23 Provision for doubtful debts and advances	<b>5.49</b>	29.28
24 Provision for final mine closure expenses	<b>82.82</b>	76.81
25 Prior period items	<b>0.00</b>	121.54
	<b>159.21</b>	251.89
Total	<b>26345.89</b>	24298.19

Note No. 1.1 to 14.2 form an integral part of financial statements.

**For M/s J.S Uberoi & Co.**Chartered Accountants,  
Firm Registration Number 111107W**Neeraj Pandey**  
Company Secretary**Nitin P.Kajarekar**  
Dy. General Manager (Finance)**CA. Amarjeet Singh Sandhu**Partner  
Membership Number : 108665**Mukund P.Chaudhari**  
Director (Finance)**G.P.Kundargi**  
Chairman-cum-Managing DirectorPlace : New Delhi  
Date : 29<sup>th</sup> May, 2015



## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015

₹ in Lakhs

Particulars	For financial year 2014-15	For financial year 2013-14
<b>A Cash flow from operating activities</b>		
Net profit before tax and dividend	65057.20	76932.68
<u>Adjustment for -</u>		
(a) Interest on fixed deposits	-27550.72	-23999.41
(b) Depreciation	4508.14	3518.23
(c) Deductions from fixed assets	66.03	27.11
	<u>-22976.55</u>	<u>-20454.07</u>
<b>Operating profit before changes in working capital</b>	<b>42080.65</b>	<b>56478.61</b>
<u>Adjustments for -</u>		
(a) Inventories	-9511.53	237.82
(b) Sundry debtors	593.52	17492.29
(c) Other current/non-current assets (short-term and long-term)	176.25	191.65
(d) Loans and advances (short-term and long-term)	-2269.17	4183.94
(e) Liabilities and provisions (short-term and long-term)	<u>-8924.69</u>	<u>-2477.72</u>
	<b>-19935.62</b>	<b>19627.98</b>
Cash generated from operations	<b>22145.03</b>	<b>76106.59</b>
Provision for taxation during the year	<b>-19383.39</b>	<b>-26087.41</b>
<b>Net cash from operating activities</b>	<b>2761.64</b>	<b>50019.18</b>
<b>B Cash flow from investing activities</b>		
(a) Interest on fixed deposits	27550.72	23999.41
(b) Purchase of fixed assets	-9471.53	-7626.81
(c) Purchase/sale of investments	0.00	0.00
Net cash used in investing activities	<b>18079.19</b>	<b>16372.60</b>
<b>C Cash flow from financing activities</b>		
(a) Dividend (including dividend distribution tax)	-17135.16	-14786.79
<b>D Net increase/(-) decrease in cash and cash equivalents</b>	<b>3705.67</b>	<b>51604.99</b>
<b>E Opening cash and cash equivalents</b>	<b>279283.41</b>	<b>227678.42</b>
<b>Closing cash and cash equivalents</b>	<b>282989.08</b>	<b>279283.41</b>
<b>Net increase/(-) decrease in cash and cash equivalents</b>	<b>3705.67</b>	<b>51604.99</b>
Cash and cash equivalents include balances in special dividend accounts, pending encashment of warrants, which are not available to the company for its use	111.07	391.11

As per our report of even date

**For M/s J.S Uberoi & Co.**Chartered Accountants,  
Firm Registration Number 111107W**Neeraj Pandey**  
Company Secretary**Nitin P.Kajarekar**  
Dy. General Manager (Finance)**CA. Amarjeet Singh Sandhu**  
Partner  
Membership Number : 108665**Mukund P.Chaudhari**  
Director (Finance)**G.P.Kundargi**  
Chairman-cum-Managing DirectorPlace : New Delhi  
Date : 29<sup>th</sup> May, 2015



## INFORMATION ABOUT BUSINESS SEGMENTS

Company has identified three business segments, viz., mining, manufacturing and power generation as per Accounting Standard AS-17 on Segment Reporting

₹ in Lakhs

Sr No	Particulars	Mining		Manufacturing		Power generation		Eliminations		Consolidated	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>1</b>	<b>Revenue</b>										
	(a) External sales (Gross)	74954.60	94615.66	7355.21	7377.90	806.15	851.68	0.00	0.00	83115.96	102845.24
	(b) Inter-segment sales	1128.38	1142.99	0.00	0.00	547.91	463.23	-1676.29	-1606.22	0.00	0.00
	(c) Total revenue	76082.98	95758.65	7355.21	7377.90	1354.06	1314.91	-1676.29	-1606.22	83115.96	102845.24
<b>2</b>	<b>Results</b>										
	(a) Segment result	30706.89	44825.37	1660.53	1606.15	1029.19	169.11	0.00	0.00	33396.61	46600.63
	(b) Other income (incl write back)	31660.58	30332.05	0.00	0.00	0.00	0.00	0.00	0.00	31660.58	30332.05
	(c) Total segment result	62367.47	75157.42	1660.53	1606.15	1029.19	169.11	0.00	0.00	65057.19	76932.68
	(d) Profit before tax									65057.19	76932.68
	(e) Provision for income tax									19383.39	26087.41
	(f) Deferred tax liability									2872.76	-110.95
	(g) Profit after tax									42801.04	50956.22
Sr No	Particulars	Mining		Manufacturing		Power generation		Unallocated #		Consolidated	
		31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
<b>3</b>	<b>Other information</b>										
	(a) Segment assets	53788.75	38105.15	2999.24	2553.22	3193.15	3374.11	304814.16	303149.96	364795.30	347182.44
	(b) Segment liabilities	9271.59	8537.51	329.55	372.79	382.14	376.99	16641.85	25161.90	26625.13	34449.19
	(c) Capital expenditure	8897.75	7496.38	48.34	75.35	0.00	0.00	525.46	55.07	9471.55	7626.80
	(d) Depreciation for the period ended..	4259.89	2444.02	73.58	67.49	174.68	1006.71	0.00	0.00	4508.15	3518.22

Note: Electricity charges of consuming units are grossed up by the amount of credit given by Madhya Pradesh Electricity Distribution Company Ltd., in power bills on account of power generated and the same is recognised as inter-segment revenue of power generating unit so as to arrive at the segment revenue.

# Includes unallocated capital expenditure, corporate assets and corporate liabilities

## STATEMENT OF SOCIAL AMENITIES - EXPENSES AND INCOME FOR YEAR 2014-15

₹ in Lakhs

Sr. No.	Particulars	Current year				Total	
		Township	Education	Medical *	Welfare #	For 2014-15	For 2013-14
1	Salaries and wages	87.74	65.70	88.16	531.85	<b>773.45</b>	743.55
2	Contribution to provident fund	10.53	7.88	10.58	63.82	<b>92.81</b>	62.92
3	Consumption of stores	9.15	41.11	9.05	48.73	<b>108.04</b>	95.09
4	Power	151.17	0.00	12.99	68.62	<b>232.78</b>	163.92
5	Drugs and injections	0.00	0.00	113.69	0.00	<b>113.69</b>	96.71
6	Miscellaneous expenses	2.85	59.22	175.08	215.73	<b>452.88</b>	463.58
7	Contractors - Repairs to buildings/others	359.23	1.36	2.22	74.06	<b>436.87</b>	393.69
	Sub total A	620.67	175.27	411.77	1002.81	<b>2210.52</b>	2019.46
8	Depreciation	496.68	50.03	17.48	14.14	<b>578.33</b>	249.87
9	Interest	0.00	0.00	0.00	0.00	<b>0.00</b>	0.00
	Sub total B	496.68	50.03	17.48	14.14	<b>578.33</b>	249.87
10	Total expenses [A + B] Sub total	1117.35	225.30	429.25	1016.95	<b>2788.85</b>	2269.33
	Less :						
	Income from electricity	5.63	0.00	0.00	0.00	<b>5.63</b>	4.02
	Receipts from school bus	0.00	0.00	0.00	2.63	<b>2.63</b>	2.21
	Reimbursement from Welfare Commissioner for sports/medical/others	0.00	0.00	0.00	0.00	<b>0.00</b>	0.00
	Sub total D	5.63	0.00	0.00	2.63	<b>8.26</b>	6.23
<b>11</b>	<b>Net expenses [C - D]</b>	<b>1111.72</b>	<b>225.30</b>	<b>429.25</b>	<b>1014.32</b>	<b>2780.59</b>	<b>2263.10</b>
	* Over and above statutory requirements	# Including social and cultural activities					





MOIL LIMITED

(A Government of India Enterprise)  
Regd. Off.: MOIL Bhawan, 1A Katol Road,  
NAGPUR – 440 013

Website: www.moil.nic.in, E-Mail ID: [compliance@moil.nic.in](mailto:compliance@moil.nic.in), Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

### Proxy form

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

Name of the member (s) :.....  
Registered address :.....  
E-mail Id :.....  
Folio No/ Client Id/ DP ID :.....  
No. of Shares :.....

I/We, being the member of the above named company, hereby appoint

Name :.....  
Address :.....  
E-mail Id :.....  
Signature :.....

**or failing him/her**

Name :.....  
Address :.....  
E-mail Id :.....  
Signature :.....

**or failing him/her**

Name :.....  
Address :.....  
E-mail Id :.....  
Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, 31<sup>st</sup> August, 2015 at 11.30 a.m. at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	Adoption of audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon.		
2	Declaration of dividend on the equity shares for the financial year 2014-15.		
3	Consideration of continuation of appointment of Shri M. P. Chaudhari as a Director liable to retire by rotation		
4	Fixation of remuneration of the Statutory Auditors of the Company for the year 2015-16		
<b>Special Business</b>			
5	Ratification of remuneration of the Cost Auditors of the Company for the year 2015-16		

Signed this..... day of..... 2015.

.....  
Signature of Proxy holder(s)

.....  
Signature of shareholder

Affix ₹ 1  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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**MOIL LIMITED**

(A Government of India Enterprise)  
Regd. Off.: MOIL Bhawan, 1A Katol Road,  
NAGPUR – 440 013

Website: [www.moil.nic.in](http://www.moil.nic.in), E-Mail ID: [compliance@moil.nic.in](mailto:compliance@moil.nic.in), Ph.: 0712- 2806182, Fax: 0712-2591661, CIN: L99999MH1962GOI012398

**ATTENDANCE SLIP**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Member/Proxy \_\_\_\_\_  
(First) (Middle) (Surname)

I hereby record my presence at the 53<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, 31<sup>st</sup> August, 2015 at 11.30 am at MOIL Ltd., Golden Jubilee Hall, West Court Premises, In-front-of Z.P. (Ex-Govt.) High School, Katol Road, Nagpur - 440 013.

Folio / Client ID	
-------------------	--

DP ID Nos.	
------------	--

No. of Shares held	
--------------------	--

\_\_\_\_\_  
(Signature of Member/Proxy)

**Note: This attendance slip is valid only in case shares are held on the date of meeting.**

### ROUTE MAP OF 53<sup>rd</sup> AGM VENUE

