

BOARD OF DIRECTORS

- | | | |
|--|---|------------------------------|
| (1) Mr. Arun Kumar Sood | - | Chairman & Managing Director |
| (2) Mr. Ashish Kumar Sood | - | Executive Director |
| (3) Mr. Ajay Kumar Sood | - | Executive Director |
| (4) Mr. Kamalinder Kumar Singla | - | Independent Director |
| (5) Mr. Ramesh Kumar Sharma | - | Independent Director |
| (6) Mr. Jatinder Kumar Malik | - | Independent Director |
| (7) Ms. Megha Goel | - | Women Director |

COMPANY SECRETARY

CS. Jatin Kumar

CHIEF FINANCIAL OFFICER

Mr. Sushil Kumar

STATUTORY AUDITORS

M/s Vinay & Associates,
Chartered Accountants

SECRETARIAL AUDITOR

M/s Khanna Ashwani & Associates,
Practicing Company Secretaries.

**REGISTRAR AND TRANSFER
AGENT**

Sky Line Financial Services Ltd
D-153A, 1st Floor,
Okhla Industrial Area Phase - 1
New Delhi - 110020

REGISTERED OFFICE

C-179, Focal Point, Phase VI,
Ludhiana-141003, Punjab.
E-mail Id: -
asood@kumarautocast.com
CIN: - L27101PB1985PLC006100
PAN: - AAACK6718L

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NOTICE

NOTICE is hereby given that the **30th** Annual General Meeting of the Members of **Kumar Autocast Limited** will be held on **30th September, 2015** at **11:00 A.M.** at **C-179, Focal Point, Phase VI, Ludhiana-141003, Punjab** to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1: **Financial and Other Reports**

To receive, consider and adopt the Audited Balance Sheet as at **31st March, 2015**, Statement of Profit and Loss for the year ended on that date, together with Report of the Auditor's and Director's thereon.

ITEM NO.2: **Re-Appointment of Ashish Kumar Sood.**

To appoint Directors in place of **Sh. Ashish Kumar Sood (holding DIN. 00672179)**, who retires by rotation in terms of **Section 152(6)** of the Companies Act, 2013 and being eligible, offer themselves for re-appointment.

ITEM NO. 3: **Re - Appointment of Ajay Kumar Sood.**

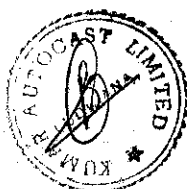
To appoint Directors in place of **Sh. Ajay Kumar Sood (holding DIN. 00685585)**, who retires by rotation in terms of **Section 152(6)** of the Companies Act, 2013 and being eligible, offer themselves for re-appointment.

ITEM NO.4: **Ratification of Appointment of Auditors**

To consider and ratify the appointment of Statutory Auditors of the company for the Financial Year **2015-16** and to fix their remuneration and in this regard 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 139, 142** and other applicable provisions, if any, of the **Companies Act, 2013** read with the **Companies (Audit and Auditors)**

Rules, 2014 and subject to approval by members of the company, the appointment of the **M/s Vinay & Associates**, (Firm Registration No. 004462N) **Chartered Accountants**, as the statutory Auditors of the Company for a term of consecutive **Three** years starting from Conclusion of **29th** Annual general Meeting till the conclusion of **32nd** Annual general Meeting of the company be and is hereby ratified at the **30th Annual General Meeting** of the Company at such remuneration as may be finalized by the Managing Director in Consultation



with auditor plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

ITEM NO. 5: Adoption of New Set of Memorandum & Article of Association of the Company.

To Adopt new Memorandum & Article of Association of the company containing regulations in conformity with Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of **Section 13, 14** and all other applicable provisions, if any, of **Companies Act, 2013** read with **Companies (Incorporation) Rules, 2014** (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Regulations contained in Memorandum & Article of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Memorandum & Article of Association of the company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

ITEM NO. 6: Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.

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

Resolved that consent of members of the company be and is hereby accorded in terms of the **Section 180(1)(c) and (2)** and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the company (hereinafter referred to as "The Board") for borrowing any sum or sums of monies from time to time for the purpose of the company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the company and its free reserves, provided that the total amount so borrowed by the board shall not at any time exceed the limit of **Rs.50 Crores (Rupees Fifty Crores Only)** over and above the paid up capital of the company and its free reserves."



ITEM NO. 7: Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.

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

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of **Section 180 (1) (a)** and other applicable provisions, if any, of the Companies Act, 2013 to mortgaging and/or creation of charge by the Board of Directors of the Company of all the immovable and moveable properties of the Company wheresoever's situate, present and future, and the whole of the undertaking of the Company to or in favour of any bank, financial institution or any other lending institutions, firms, bodies corporate or persons to secure the term loans, working capital limits, bank guarantee together with interest thereon within the limits of **Rs.50 Crores (Rupees Fifty Crores Only)** as specified by members resolution u/s 180(1)(c)".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to deal with any bank, financial institution or any other lending institutions, firms, bodies corporate or persons documents for creating mortgage and /or charge and for reserving the right and to do all such acts and things as may be necessary for giving effect to the above resolutions.

ITEM NO. 8: Confirmation of Ms. Megha Goel as Director of the company.

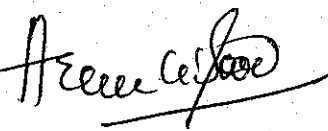
To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the approval of shareholders of the company be and is hereby accorded to appoint Ms. Megha Goel (DIN: 00643658) as director of the company who was appointed as an Additional Director in the meeting of the Board of Directors held on (25.03.2015) and whose term expires at the ensuing Annual General Meeting of the company .The Company has received a notice in writing proposing her candidature for the office of the Director of the Company whose period of office will be liable to determination by retirement of directors by rotation."

By Order of the Board
For **Kumar Autocast Limited**

Place: Ludhiana
Date: 04.09.2015




(Arun Kumar Sood)

Managing Director
(DIN: - 00685937)

Notes:

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the Company. The proxy, in order to be effective must be received by the Company not less than 48 hours before the Meeting. The Blank Proxy form is enclosed.**
- 2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.**
- 3. 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 shareholder.**
- 4. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.**
- 5. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto.**
- 6. Members are requested to intimate their queries, if any, related to accounts atleast seven days in advance of meeting so that information can be made available and furnished at meeting.**
- 7. All documents referred to in the notice, unless otherwise specifically stated will be available for members for inspection at the registered office of the Company between 10.30 am to 12.30 pm from the date hereof upto the date of Annual General Meeting.**
- 8. Mr Ashwani Khanna proprietor of Khanna Ashwani & Associates been appointed as scrutinizer for providing the report on results of poll/vote for the resolution passed during the AGM.**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 2 & 3 OF THE ORDINARY BUSINESS

INFORMATION PURSUANT TO THE CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S) REGARDING DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING:

Name of the Director	Ashish Kumar Sood	Ajay Kumar Sood
Director Identification Number (DIN)	00672179	00685585
Date of Birth	28/01/1959	26/08/1954
Nationality	Indian	Indian
Date of Appointment on Board	01/10/2002	01/10/2002
Qualification	B.A	B.A, LLB
No. of Shares Held	39050	32200
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL
Relationship with other Directors	Related to Mr. Ajay Kumar Sood and Mr. Arun Kumar Sood	Related to Mr. Ashish Kumar Sood and Mr. Arun Kumar Sood



MEMORANDUM OF INTEREST:

Sh Arun Kumar Sood and the appointees themselves are deemed to be interested, however none of the other Directors/ Key Managerial Personnel (KMP) of the company/their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No. 2&3.

ITEM NO. 5 OF THE SPECIAL BUSINESS

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The existing Memorandum & Article of Association of the company ("MOA & AOA") are based on the Companies Act, 1956 and several regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 ("Act").

The Act is now largely in force. On September 12, 2013, The Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently on March 26, 2014, MCA notified most of the substantive Sections of the Act which Deal with the general working of Companies. With Coming into force of the Act, several regulations of existing MOA & AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing MOA & AOA by a new set of Memorandum & Article of Association.

The new MOA & AOA to be substituted in the place of existing MOA & AOA are based on Table 'A' and Table 'F' of the Act which sets out the model Memorandum & Article of Association for company limited by shares.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the notice for approval by the shareholders.

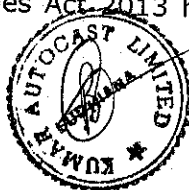
MEMORANDUM OF INTEREST:

None of the Directors/ Key Managerial Personnel (KMP) of the company/their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No. 4.

ITEM NO. 6 OF THE SPECIAL BUSINESS

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The company may avail credit/enhanced credit facilities from bank, financial institution or any other lending institutions, firms, bodies corporate or persons for day to day/long term fund requirements of the company. The new Companies Act 2013 has provided that every



company "Board" must take the consent of members for borrowings in excess of its paid up capital and free reserves.

As Section 180(1)(c) of the Companies Act, 2013 provides that a special resolution be passed authorizing Board of Directors of the company by fixing a limit up to which they can borrow funds, hence keeping in view the present funds requirements and future requirements the Special Resolution is proposed to authorize board of directors to borrow funds **Rs 50.00 Crores** in excess of its paid up capital and free reserves.

MEMORANDUM OF INTEREST:

None of the Directors/ Key Managerial Personnel (KMP) of the company/their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No. 5.

ITEM NO. 7 OF THE SPECIAL BUSINESS

Section 180 (1) (a) of the Companies Act, 2013 provides that the Board of Directors of every company shall not, without the consent of such company in extraordinary meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

According to 180(1)(a) of the Companies Act, 2013 a special resolution is to be passed authorizing Board of Directors to mortgage or/and create charge over the all the immovable and moveable properties of the Company and the whole of the undertaking of the Company to or in favour of any bank, financial institution or any other lending institutions, firms, bodies corporate or persons to secure the term loans, working capital limits, bank guarantee together with interest thereon which will be required for the day to day purpose of business in near future, within the overall limits of **Rs 50.00 Crores** in excess of its paid up capital and free reserves.

MEMORANDUM OF INTEREST:

None of the Directors/ Key Managerial Personnel (KMP) of the company/their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No. 6.

ITEM NO. 8 OF THE SPECIAL BUSINESS

Ms. Megha Goel was appointed as Additional Director of the company by board in the meeting held on 23.03.2015 as the women director within the provisions of 149(1) of Companies Act, 2013. As per the provisions of Act, every listed company must have a women director on the board of the company, in compliance of the above said provisions board has appointed Ms. Megha Goel as women director of the company.



INFORMATION PURSUANT TO THE CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S) REGARDING DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING:

Name of the Director	Megha Goel
Director Identification Number (DIN)	00643658
Date of Birth	23/07/1982
Nationality	Indian
Date of Appointment on Board	25/03/2015
Qualification	MBA
No. of Shares Held	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Shree Shailja Iron And Steels (P) Ltd Shree Balaji Build Estate (P) Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Relationship with other Directors	Related to Mr. Ajay Kumar Sood, Mr. Arun Kumar Sood and Ashish Kumar Sood.



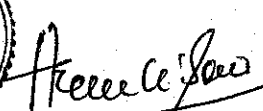
MEMORANDUM OF INTEREST:

Sh Arun Kumar Sood, Sh Ajay Kumar Sood, Sh. Ashish Kumar Sood and the appointee herself is deemed to be interested, however none of the other Directors/ Key Managerial Personnel (KMP) of the company/their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No. 8.

By and on behalf of the Board
Kumar Autocast Limited

Dated: 04.09.2015.

Place: Ludhiana




Ajay Kumar Sood **Arun Kumar Sood**
(W.T Director) **(Managing Director)**
DIN: 00685585 **DIN: 00685937**

DIRECTORS' REPORT

To,

The Members,

The Directors of your Company have pleasure in presenting their **30th Annual Report** on the affairs of the Company together with the Audited Accounts of the Company for the year ended **March 31, 2015**.

1. FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2015 is summarized below:

(Amt. in Lakhs)

PARTICULARS	2014-15	2013-14
Revenue from operations(Gross)	2979.45	2893.38
Profit before Depreciation, Interest & Tax (PBDIT)	189.95	178.87
Less: Interest & Financial Expenses	46.35	35.89
Profit Before Depreciation & Tax (PBDT)	143.60	142.98
Less: Depreciation	37.84	30.62
Profit Before Tax (PBT)	105.76	112.36
Less: Provision For Taxation	34.05	37.65
Deferred Tax Charge	0.02	-
Add: Deferred Tax Assets	-	1.54

Profit For The Period and After Tax (PAT)	71.50	76.25
Earnings Per Share (Rs.)		
-Basic	28.95	30.87
-Diluted	28.95	30.87



Balance Available for Appropriation	71.50	76.25
Less: Proposed Dividend on Equity Shares	-	-
Tax on Proposed Dividend	-	-
Transfer to General Reserve	-	-
Surplus Carried to Balance Sheet	71.50	76.25

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of Rule 7 of The Companies (Accounts) Rules, 2014) and the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as applicable. Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A. FINANCIAL ANALYSIS AND STATE OF COMPANY AFFAIRS:

PRODUCTION & SALES REVIEW:

During the year, the Revenue from operations was **Rs. 29,72,51,234.58** as against **Rs. 28,90,22,109.97** in the previous year. The Company earned other income of **Rs. 6,93,738.70** during the year as against **Rs. 3,16,216** during last year.

PROFITABILITY:

The Company earned profit before depreciation, interest and tax of **Rs. 1,89,95,686** as against **Rs. 1,78,87,052** in the previous year. After providing for depreciation of **Rs. 37,84,149.65** (Previous Year **Rs. 30,62,108.28**, the profit after tax was **Rs. 1,05,76,416.21** as against **Rs. 76,25,302.41** last year.

B. RESOURCE UTILISATION:

FIXED ASSETS:

The net fixed assets as at 31st March, 2015 were **Rs. 2,48,00,045.25** as against previous year's fixed assets of **Rs. 1,94,52,646.86**. During the year, there were additions of fixed assets amounting to **Rs. 91,62,205.50** (Previous Year **Rs. 73,67,377.87**).

CURRENT ASSETS:

The net current assets as on 31st March, 2015 were **Rs. 110,360,524.91** as against **Rs. 111,900,885.62** in the previous year.

C. FINANCIAL CONDITIONS AND LIQUIDITY:



Management believes that the Company's liquidity and capital resources are sufficient to meet its expected working capital needs and other anticipated cash requirements. The position of liquidity and capital resources of the Company is given below: -

CASH AND CASH EQUIVALENTS:

(Amt in Rs.)

Particulars	2014-15
Beginning of the Year	3,159,302
End of the Year	93,547
Net Cash provided/(used) by:	
- Operating Activities	4,215,339
- Investing Activities	9,131,548
- Financing Activities	1,850,453

3. DIVIDEND

To keep and conserve the profits and reserves for future expansion of the company the Board of Directors of the company has not recommended any dividend for the year **2014-2015**.

4. EXTRACT OF ANNUAL RETURN

As required 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 in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

5. NUMBER OF MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Ludhiana to discuss the complex business strategies. The Agenda of the Board / Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met Eleven times in financial year 2014 - 15 viz., on **18.06.2014, 26.06.2014, 05.07.2014, 02.09.2014, 07.10.2014, 31.10.2014, 19.12.2014, 24.12.2014, 26.12.2014, 10.01.2015 and 25.03.2015**. The maximum interval between any two meetings did not exceed 120 days

5. DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:



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

b). that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c). that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;

d). that Directors' have prepared the annual accounts on a going concern basis;

e). the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

f). the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. COMMENTS ON AUDITORS REPORT

There are no qualifications, reservation or adverse remark or disclaimer made:

(i) By the auditor in his report; and

(ii) By the company secretary in practice in his secretarial audit report.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The details of material contracts/ arrangements/ transactions at arm's length basis for the year ended 31st March, 2015 is annexed hereto in **Form AOC-2** and forms part of this report as **ANNEXURE II**.

9. TRANSFER TO RESERVES

NIL amount is transferred to the General Reserve. However an amount of **Rs. 7,150,841** is proposed to be retained in the surplus.

10. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In accordance with the provisions of Section 125(2) of the Companies Act, 2013 company has not having any unpaid dividend or excess share application amount in the book of accounts. As company has not declared any dividend in the previous year, hence no amount is transferred to Investor Education and Protection Fund.



11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Energy conservation continues to be an area of major emphasis in our Company. Efforts are made to optimize the energy cost while carrying out the manufacturing operations. Particulars with respect to conservation of energy and other areas as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are annexed hereto and form part of this report as **Annexure III** and is attached to this report.

13. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions as per section 135 of Companies Act, 2013 are not applicable.

14. BOARD EVALUATION

Pursuant to the provisions of the **Section 134** of the Companies Act, 2013 read with **Rule 8(4)** of the **Companies (Accounts) Rules, 2014**, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The performance evaluations of all the independent Directors have been done by the entire board excluding the director being evaluated. On the basis of the performance evaluation done by the board it shall be determined whether to extend or continue their term of appointment, whenever their respective term expires.

15. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

16. FINANCIAL HIGHLIGHTS

(Amt. in Lakhs)

PARTICULARS	2014-15	2013-14	2012-13	2011-12	2010-11
Revenue from operations(Gross)	2972.51	2890.22	2588.36	2520.47	2105.09
TOTAL INCOME	2979.44	2893.38	2595.29	2522.89	2106.72



Earnings before Depreciation, Finance Cost & Tax expenses (EBDIT)	189.96	178.87	109.97	99.11	79.95
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Less: Depreciation & Amortization	37.84	30.62	17.76	19.08	21.89
Finance Cost	46.35	35.89	24.05	11.49	6.34
PROFIT FOR THE YEAR	105.76	112.36	68.16	68.54	51.72
Equity Dividend%	-	-	-	-	-
Dividend payout	-	-	-	-	-
Equity Share Capital	24.70	24.61	24.61	24.61	24.61
Equity Share Suspense Account	-	-	-	-	-
Equity Share warrants	-	-	-	-	-
Reserves & Surplus	650.71	572.85	487.60	446.16	399.65
Net Worth	675.41	597.46	512.21	470.77	424.26
Borrowings (Long term & Short term)	332.32	305.14	329.59	4.21	79.40
Gross Fixed Assets	627.41	540.10	478.80	423.21	415.30
Less: Depreciation					
Net Fixed Assets	248.00	194.52	154.75	113.46	124.63
Investments	-	-	-	-	-
Face Value Per Share	10	10	10	10	10
EPS(Basic & Diluted)	28.95	30.87	17.38	18.89	14.47

17. DEPOSITS



The Company has not accepted and does not intend to accept any deposits from the public. As at 31st March, 2015 there are no outstanding/unclaimed deposits from the public.

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

19. NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has Zero tolerance towards any action on the part of any one which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women working with the Company. The Policy framed by the Company in this regard provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

20. PARTICULARS NO. OF COMPLAINTS TO PREVENTION OF SEXUAL HARASSEMENT COMMITEE

Number of Complaints pending as on beginning of the financial year NIL

Number of Complaints filed during the financial year NIL

Number of Complaints pending as on the end of the financial year NIL

21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has well defined internal control system. The Company takes abundant care to design, review and monitor the working of internal control system. Internal audit in the organization is an independent appraisal activity and all significant issues are brought to the attention of the Audit Committee of the Board.

22. INTERNAL FINANCIAL CONTROL:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

23. A). DIRECTORS

i). APPOINTMENTS

INDEPENDENT/WOMEN DIRECTOR

At the 29th Annual General Meeting of the Company held on **30.09.2014**, the Members of the Company had designate **Sh. Ramesh Kumar Sharma, Sh. Kamalinder Kumar Singla** and **Sh. Jatinder Kumar Malik** as an Independent Directors of the Company, for a period of 5 years with effect from 06.12.2013. 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. Ms. Megha Goel were appointed as women director as per the provisions of Companies Act, 2013 w.e.f 25.03.2015.

DECLARATION UNDER SECTION 149(6):



All the Independent Directors have submitted their disclosures to the board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors.

ii). RETIREMENT BY ROTATION

Pursuant to the provisions of Section 152 of the Companies Act, 2013 **Sh. Ashish Kumar Sood (holding DIN. 00672179) and Sh. Ajay Kumar Sood (holding DIN. 00685585)** Whole-time Directors of the Company retires by rotation and being eligible offers himself for re-appointment.

B). KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of **Section 203** of the Companies Act, 2013 the below mentioned KMP's have been appointed/designated in the Board Meeting held on 25th March, 2015 and 11th Aug, 2015 as detailed below:

WHOLE TIME KEY MANAGERIAL PERSONNEL OF THE COMPANY	DESIGNATION
Mr. Arun kumar Sood	Managing Director
CS Jatin Kumar	Company Secretary(CS)
Mr Sushil Kumar	Chief Financial Officer(CFO)

24. AUDITORS AND AUDITORS REPORT

A). STATUTORY AUDITORS

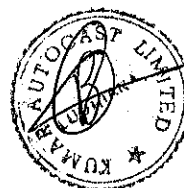
M/s Vinay & Associates, Chartered Accountants (Firm Registration No. 004462N) the Statutory Auditors of the Company, have been appointed by the Shareholders of the Company for three consecutive years i.e. from conclusion of 29th Annual General Meeting to the conclusion of 32nd Annual General Meeting, whose first year will be completed in the ensuing Annual General Meeting. Pursuant to provisions of Section 139 (1) of the Companies Act, 2013, this appointment shall be ratified by the Shareholders at every Annual General Meeting during their tenure. Therefore, it is recommended to the shareholders to ratify the appointment of **M/s Vinay & Associates**, the Statutory Auditors, in their forthcoming Annual General Meeting.

Further, the Statutory Auditors of the Company have submitted Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2015 which is self-explanatory.

B). SECRETARIAL AUDITOR

M/S Khanna Ashwani & Associates, Company Secretary in Practice, were appointed as Secretarial Auditor of the Company by the Board of Directors in their meeting held on 25.03.2015 for the financial year 2014-15.

The Secretarial Auditors of the Company have submitted their Report in Form No. MR-3 as required under Section 204, of the Companies Act, 2013 for the financial year ended 31st March, 2015. The Report forms part of this report as **Annexure IV**.



C). INTERNAL AUDITOR:

M/S J.S Bahl & Co, Chartered Accountants, were appointed as Internal Auditor of the Company pursuant to provisions of **Section 138** of the Companies Act, 2013 by the Board of Directors in their meeting held on 25.03.2015 to conduct internal audit of the functions and activities of the Company and maintain internal control systems of the Company.

25. BOARD COMMITTEES

A. AUDIT & RISK MANAGEMENT COMMITTEE.

The Audit and Risk Management committee of the Board of Directors was re-constituted on **18.06.2014** in conformity of provisions of the Companies Act, 2013. The committee comprises of three Independent directors i.e. **Sh. Ramesh Kumar Sharma, Sh. Kamalinder Kumar Singla** and **Sh. Jatinder Kumar Malik**. Sh. Ramesh Kumar Sharma is the Chairperson of the said committee. The Committee met Four (4) times during the year.

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee was re-constituted by the Board on **18.06.2014**, consisting of three Non Executive Independent directors i.e. **Sh. Ramesh Kumar Sharma, Sh. Kamalinder Kumar Singla** and **Sh. Jatinder Kumar Malik**. Sh. Kamalinder Kumar Singla is the Chairperson of said Committee. The Committee met two times during the year under review.

26. POLICIES

A). VIGIL MECGHANISM AND WHISTLE BLOWER POLICY

Pursuant to provisions of **Section 177 (9)** of the Companies Act, 2013, the Company has established a "Vigil Mechanism" incorporating Whistle Blower Policy in terms of the Listing Agreement for employees and directors of the Company, for expressing the genuine concerns of unethical behavior, frauds or violation of the codes of conduct by way of direct access to the Chairman/Chairman of the Audit Committee in exceptional cases. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

B). REMUNERATION POLICY

The Nomination & Remuneration Committee of the Company has formulated the Nomination & Remuneration policy on Director's appointment and remuneration includes the criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under **Section 178(3)** of the Companies Act, 2013. The Nomination & Remuneration Policy is annexed thereto and form part of this Report as **ANNEXURE V**.

C). RISK MANAGEMENT POLICY

The Audit & Risk Management Committee has formulated Risk Management Policy of the Company which has been subsequently approved by the Board of Directors of the Company. The aim of risk management policy is to maximize opportunities in all activities and to minimize adversity.

The policy includes identifying types of risks and its assessment, risk handling and monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company.



D). RELATED PARTY TRANSACTION POLICY

Related Party Transaction Policy, as formulated by the Company defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions that may have potential conflict with the interest of the Company at large. Transactions entered with related parties as defined under the Companies Act, 2013 during the Financial Year 2014-15 were mainly in the Ordinary Course of business and on an arm's length basis. Prior approval of the Audit and Risk Management Committee is obtained by the Company before entering into any Related Party Transaction as per the applicable provisions of the Companies Act 2013

27. SHARES

A). BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

B). SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

C). BONUS SHARES

No Bonus Shares were issued during the year under review.

D). EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme.

28. HUMAN RESOURCES / INDUSTRIAL RELATIONS:

The Company continues to lay emphasis on building and sustaining an excellent organization climate based on human performance. Performance management is the key word for the company. During the year the Company employed around 251 employees.

Pursuit of proactive policies for Industrial relations has resulted in a peaceful and harmonious situation on the shop floors of the various plants.

29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The disclosures in respect of managerial remuneration as required under section 197(12) read with **Rule 5(1)** of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto and form part of this report as **Annexure VI**.

None of the employee of the Company receives salary of **Rs. 60 Lacs** per annum or **Rs. 5 Lacs** per month or more during the Financial Year 2014-2015 as per **Rule 5(2)** and **5(3)** Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

In terms of section **197(14)** of the Companies Act, 2013, the Company does not have any Holding or Subsidiary Company.

30. LISTING WITH STOCK EXCHANGE



The Shares of the Company were listed on Ludhiana Stock Exchange Ltd but due to de-recognition of said stock exchange, LSE shall no longer be performing any Stock Exchange related activities post December 30, 2014.

In accordance with the SEBI guidelines, LSE has entered into agreement with National Stock Exchange (NSE) for shifting the Exclusive listed companies on Dissemination Board of NSE. National Stock Exchange Ltd vide circular no. **NSE/CML/28210** dated **November 28, 2014** has placed Exclusive listed companies of LSE on Dissemination Board and will be available for buying and selling on Dissemination Board of NSE w.e.f. December 01, 2014. However the company has submitted required documents to Dissemination Board of NSE.

31. CORPORATE GOVERNANCE REPORT

Clause 49 of listing agreement which outlines the corporate governance report is not applicable to our company, as our company's paid up capital is less than 10 crores and net worth is less than 25 crores for F.Y 2014 - 15.

32. STATUTORY DISCLOSURES

None of the Directors of the Company are disqualified under the provisions of section 164 of the Companies Act 2013. The Directors have made the requisite disclosures, as required under the Companies Act 2013.


33. ACKNOWLEDGEMENT


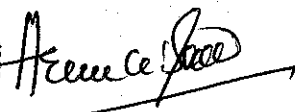
The Board of Directors places on record its sincere appreciation for the dedicated services rendered by the employees of the Company at all levels and the constructive co-operation extended by them. Your Directors would like to express their grateful appreciation for the assistance and support by all Government Authorities, Auditors, financial institutions, banks, suppliers, other business associates and last but not the least the Shareholders.

By and on behalf of the Board
Kumar Autocast Limited

Dated: 04.09.2015

Place: Ludhiana


Ajay Kumar Sood
(W.T Director)
DIN: 00685585



Arun Kumar Sood
(Managing Director)
DIN: 00685937

ANNEXURE 1 - EXTRACT OF ANNUAL RETURN

(Referred to Paragraph 17 under "Annual Return" section of our Report of even date)

FORM NO. MGT 9

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

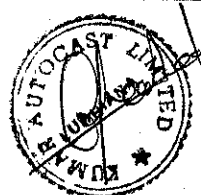
I. REGISTRATION & OTHER DETAILS:

1	CIN	L27101PB1985PLC006100
2	Registration Date	09/01/1985
3	Name of the Company	KUMAR AUTOCAST LIMITED
4	Category/Sub-category of the Company	Company Limited By Shares C-179, Focal Point, Phase VI, Ludhiana, Punjab
5	Address of the Registered office & contact details	Yes
6	Whether listed company	N.A. (Dissemination Board)
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services (P) Ltd D - 153A, 1 st Floor, Okhla Industrial Area, Phase 1 , New Delhi - 110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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



1	Casting	243-Casting of metals	100%
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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	178900	1798900	72.43%	-	178900	1798900	72.43%	0.00%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-



f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	-	178900	1798900	72.43%	-	178900	1798900	72.43%	0.00%
(2)									
Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	-	178900	1798900	72.43%	-	178900	1798900	72.43%	0.00%

B. Public Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-



g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

2. Non-Institutions

a) Bodies Corp.

i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	58000	58000	23.48%	-	58000	58000	23.48%	0%
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	10100	10100	4.09%	-	10100	10100	4.09%	0%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	68100	68100	27.57%	-	68100	68100	27.57%	0%
Total Public (B)	-	68100	68100	27.57%	-	68100	68100	27.57%	0%

C. Shares held by Custodian for GDRs & ADRs

Category of	No. of Shares held at the	No. of Shares held at the end of the	%
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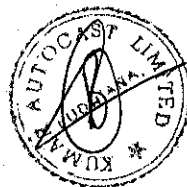
Shareholders	beginning of the year [As on 31-March-2014]				year [As on 31-March-2015]				Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Total (A+B+C)	0.00	247000	247000	100.00 %	0.00	247000	247000	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change 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	Arun Kumar Sood	83,950	33.99%	0.00	83950	33.99%	0.00	0.00%
2	Ajay Kumar Sood	32,200	13.04%	0.00	32200	13.04%	0.00	0.00%
3	Ashish Kumar Sood	39,050	15.81%	0.00	39050	15.81%	0.00	0.00%
4	Shama Sood	13,550	5.49%	0.00	13550	5.49%	0.00	0.00%
5	Alka Sood	50	0.02%	0.00	50	0.02%	0.00	0.00%
6	Seema Sood	10100	4.09%	0.00	10100	4.09%	0.00	0.00%

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of	% of	No. of	% of



				shares	total shares	shares	total shares
	At the beginning of the year						
	Changes during the year					No Change	
	At the end of the year						

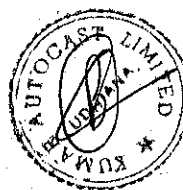
(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Raghubir Singh Panchal						
	At the beginning of the year			10100	4.09%	10100	4.09%
	Changes during the year			No Change	0.00%	No Change	0.00%
	At the end of the year			10100	4.09%	10100	4.09%
2	Sh. Paramjit Singh						
	At the beginning of the year			9000	3.64%	9000	3.64%
	Changes during the year			No Change	0.00%	No Change	0.00%
	At the end of the year			9000	3.64%	9000	3.64%
3	Smt. Rajinder Kaur						



	At the beginning of the year			4100	1.66	4100	1.66
	Changes during the year			No Change	0.00%	No Change	0.00%
	At the end of the year			4100	1.66	4100	1.66
4	Sh. Preet Mohinder Singh						
	At the beginning of the year			4000	1.62%	4000	1.62%
	Changes during the year			No Change	0.00%	No Change	0.00%
	At the end of the year			4000	1.62%	4000	1.62%
5	Vinod Sagar						
	At the beginning of the year			3500	1.42%	3500	1.42%
	Changes during the year			No Change	0.00%	No Change	0.00%
	At the end of the year			3500	1.42%	3500	1.42%
6	Smt Renu Sharma						
	At the beginning of the year			0	0%	0	0%
	Changes during the year	26.12.14	Purchase from Anil Kumar Sood	3500	1.42%	3500	1.42%
	At the end of the year			3500	1.42%	3500	1.42%
7	Sh. Rakesh Dhanda						
	At the beginning of			0	0%	0	0%



	the year						
	Changes during the year	26.12.14	Purchase from Achala Sood	2600	1.05%%	No Change	0.00%
	At the end of the year			10100	4.09%	10100	4.09%
8	Achala Sood						
	At the beginning of the year			2600	1.05%	2600	1.05%
	Changes during the year	26.12.14	Purchase from Sadhu Ram Mahindra	1500	0.61%	3700	1.49%
	Changes during the year	26.12.14	Sale to Rakesh Dhanda	2600	1.05%	1500	0.61%
	At the end of the year			1500	0.61%	1500	0.61%
9	Shivam Sood						
	At the beginning of the year			2050	0.83%	2050	0.83%
	Changes during the year			No Change	0.00%	No Change	0.00%
	At the end of the year			2050	0.83%	2050	0.83%
10	Sh. Surlinder Abrol						
	At the beginning of the year			0	0%	0	0%
	Changes during the year	26.12.14	Purchase from Avinash Sood	2050	0.83%	2050	0.83%
	At the end of the year			2050	0.83%	2050	0.83%

(v) Shareholding of Directors and Key Managerial Personnel:



SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Arun Kumar Sood						
	At the beginning of the year			83,950	33.99%	83,950	33.99%
	Changes during the year			No change	0.00%	No change	0.00%
	At the end of the year			83,950	33.99%	83,950	33.99%
2	Ajay Kumar Sood						
	At the beginning of the year			32,200	13.04%	32,200	13.04%
	Changes during the year			No change	0.00%	No change	0.00%
	At the end of the year			32,200	13.04%	32,200	13.04%
3	Ashish Kumar Sood						
	At the beginning of the year			39,050	15.81%	39,050	15.81%
	Changes during the year			No change	0.00%	No change	0.00%
	At the end of the year			39,050	15.81%	39,050	15.81%

*Other directors and KMP's do not have any shareholding in the company as on 31.03.2015

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	30,514,112.54	-	-	30,514,112.54
ii) Interest due but not	-	-	-	-

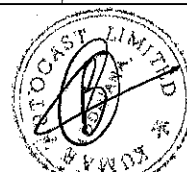


paid				
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	30,514,112.54	-	-	30,514,112.54
Change in Indebtedness during the financial year				
Addition				
Loan Taken	58,24,056.98	-	-	58,24,056.98
Interest On Loan		-	-	-
Reduction				
Loan Repaid		-	-	-
Net Change		-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	36,338,169.52	-	-	36,338,169.52
ii) Interest due but not paid	65,156	-	-	65,156
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	36,403,325.52	-	-	36,403,325.52

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1.	Gross salary	Arun Kumar	Ajay Kumar	Ashish Kumar	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,560,000	1,560,000	1,560,000	4,680,000
	(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				
2.	Stock Option	-			-
3.	Sweat Equity	-			-
4.	Commission - as % of profit - others, specify...	-			-
5.	Others, please specify	61,773	42,131	51,244	155,148
6.	Total (A)	1,621,773	1,603,131	1,611,244	4,836,148
	Ceiling as per the Act	-			8,400,000 in accordance to effective capital



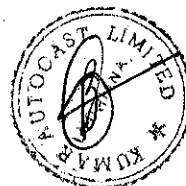
B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	N/A	N/A	N/A	N/A	-
	Total (1)					
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	N/A	N/A	N/A	N/A	-
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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	N/A	N/A	N/A	-
2.	Stock Option	N/A	N/A	N/A	-
3.	Sweat Equity	N/A	N/A	N/A	-
4.	Commission - as % of profit - others, specify...	N/A	N/A	N/A	-
5.	Others, please specify				
6.	Total				

*CFO and Company secretary were appointed w.e.f 25.03.2015 and 11.08.2015 respectively and salaries were not due for F.Y 2014-15, thereby remuneration details of company secretary and CFO is not applicable for F.Y 2014 - 15

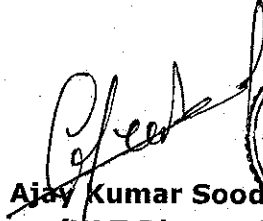




PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
B. Directors					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
C. Other Officers In Default					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				

By and on behalf of the Board
Kumar Autocast Limited

Dated: 04.09.2015
 Place: Ludhiana


 Ajay Kumar Sood
 (W.T Director)
 DIN: 00685585



 Arun Kumar Sood
 (Managing Director)
 DIN: 00685937

ANNEXURE 'II'**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	1. NIL
	Nature of Relationship	None
2.	Nature of contracts/arrangements/transaction	None
3.	Duration of the contracts/ arrangements/ transaction	NIL
4.	Amount (In Lakhs)	N.A.
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
6.	Date of approval by the Board	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	1. Mr. Ashish Kumar Sood 2. Mr. Arun Kumar Sood 3. Mr. Ajay Kumar Sood
	Nature of Relationship	Key Managerial Personnel
2.	Nature of contracts/arrangements/transaction	Employment Contract (Salaries)
3.	Duration of the contracts/ arrangements/ transaction	Ongoing
4.	Amount (In Lakhs)	Rs. 46.36 Lakhs P.A.



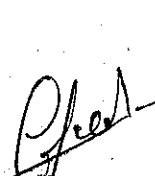

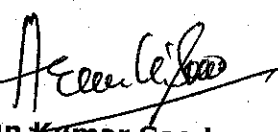
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Salary is payable to each directors on monthly basis at Rs. 130,000/-
6.	Date of approval by the Board	18.06.2014

Sl. No.	Particulars	Details
1.	Name (s) of the related party	1. Kumar Exports
	Nature of Relationship	Associate Firm
2.	Nature of contracts/arrangements/transaction	Sale & Purchase of Casting Materials
3.	Duration of the contracts/ arrangements/ transaction	Ongoing
4.	Amount (In Lakhs)	Rs. 2500 Lakhs
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale and Purchase of Casting and Forging Materials
6.	Date of approval by the Board	18.06.2014

By and on behalf of the Board
Kumar Autocast Limited

Dated: 04.09.2015

Place: Ludhiana




Ajay Kumar Sood **Arun Kumar Sood**
 (W.T Director) (Managing Director)
 DIN: 00685585 DIN: 00685937

ANNEXURE 'III'

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

1. The steps taken or impact on conservation of energy;

Kumar Autocast Limited continued to emphasize on the conservation and optimal utilization

of energy in manufacturing unit of the Company. The energy conservation measures Implemented during FY 2015 are listed below:

- Maintenance of the machines as per schedule.
- Lights in the Factory area are switched off whenever not required.
- Energy audit is conducted and recommendations are implemented.

2. Additional Investments & Proposals, if any, being implemented for Reduction of Consumption of Energy:

The company continued its efforts towards effective utilization of energy for reduction in power consumption. The Company is constantly exploring the use of alternate sources of energy that are commensurate with the scale of present operations and the type of products being manufactured.

3. The capital investment on energy conservation equipments;

During the year under review, there was no capital investment on Energy Conservation Equipments.

Disclosure of particulars with respect to conservation of energy:

Particulars	2014-15	2013-14
POWER CONSUMPTION		
Units Purchased (KWH)	6,353,852	6,977,696
Amount (Rs.)	47,880,192.00	52,443,731.50
Average Rate Per Unit (Rs.)	7.53	7.52

B. TECHNOLOGY ABSORPTION

(1) Efforts, in brief, made towards technology absorption, adaptation and innovation:

- Imparting training to personnel in various manufacturing techniques by experts.

(2) Benefits derived like Product Improvement, Cost Reduction, Product Development or



Import Substitution as a result of above efforts:

- Increase productivity.
- Power saving.
- Manpower cost reduced.
- Raw materials cost reduction.
- Production wastage reduced.

(3) Information regarding technology imported during the last 3 years

- The Details of Technology Imported - NIL
- The Year of Import - Not Applicable
- Whether Technology Has been Fully Absorbed - Not Applicable
- If Not Fully Absorbed, Areas Where Absorption has not taken place and the reasons thereof. - Not Applicable

(4) Expenditure on Research and Development

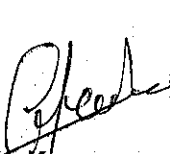
During the year under review the company did not incurred any expenses on Research and Development.

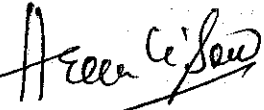
C. FOREIGN EXCHANGE EARNINGS AND OUTGO


During the year under review the company has imported the raw material using foreign exchange amounting to Rs. 13,70,600/-

By and on behalf of the Board
Kumar Autocast Limited

Dated: 04.09.2015
Place: Ludhiana


Ajay Kumar Sood
(W.T Director)
DIN: 00685585


Arun Kumar Sood
(Managing Director)
DIN: 00685937



SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015.

[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,
Kumar Autocast Limited
C-179, Focal Point
Phase VI,
LUDHIANA,
Punjab (India).

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices made by **Kumar Autocast 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 books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31.03.2015** 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 book, forms and returns filed and other records maintained by the company for the financial year ended on **31.03.2015** according to the provisions of:

- (i) The **Companies Act, 2013** (the Act) and the rules made thereunder;
- (ii) The **Securities Contracts (Regulation Act, 1956 ('SCRA'))** and the rules made thereunder - not applicable during the audit period
- (iii) The **Depositories Act, 1996** and the Regulations and Bye-laws framed thereunder - Not Applicable during the audit period.
- (iv) **Foreign Exchange Management Act, 1999** and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not applicable during the audit period.
- (v) The following Regulations and Guidelines prescribed under the **Securities and Exchange Board of India Act, 1992 ('SEBI Act')** not applicable during the audit period, as



the company is listed on the Ludhiana Stock Exchange being the Regional Stock Exchange which has been de recognized by the SEBI vide exit order WTM/RKA /MRD/166/2014 under the circular CIR/MRD/DSA/14/2012. The company is on Dissemination board of NSE and according to the circular treated as unlisted company; thereby SEBI regulations are not applicable. :-

(a) The Securities and Exchange Board of India (**Substantial Acquisition of Shares and Takeovers**) Regulations, 2011; - Not applicable during the audit period.

(b) The Securities and Exchange Board of India (**Prohibition of Insider Trading**) Regulations, 1992; - Not applicable during the audit period.

(c) The Securities and Exchange Board of India (**Issue of Capital and Disclosure Requirements**) Regulations, 2009; - Not applicable during the audit period.

(d) The Securities and Exchange Board of India (**Employee Stock Option Scheme and Employee Stock Purchase Scheme**) Guidelines, 1999; - Not applicable during the audit period.

(e) The Securities and Exchange Board of India (**Issue and Listing of Debt Securities**) Regulations, 2008; - Not applicable during the audit period.

(f) The Securities and Exchange Board of India (**Registrar to an Issue and Share Transfer Agents**) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable during the audit period.

(g) The Securities and Exchange Board of India (**Delisting of Equity Shares**) Regulations, 2009; - Not applicable during the audit period. and

(h) The Securities and Exchange Board of India (**Buyback of Securities**) Regulations, 1998; - Not applicable during the audit period.

(vi) **Other Applicable laws.**

We have relied on the representation made by the Company & its Officers for system and mechanism formed by the Company for compliances under other applicable Acts as Environmental Laws & Labour Laws.

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

(i) The Listing Agreements entered into by the Company with Stock Exchange(s) being not applicable during the audit period.

(ii) Secretarial Standards issued by The Institute of Company Secretaries of India (However Not notified by ICSI and MCA during the period of our audit hence not applicable on Company).

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However to comply with the provisions of Section 203 of Companies Act, 2013, company has appointed CS Jatin Kumar, whole time company secretary as Key Managerial Personnel only on 11.08.2015.

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**. 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 Companies Act, 2013.

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 while the dissenting members' views are captured and recorded as part of 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.

Place: Ludhiana

Date: 04.09.2015

Signature:

Sd/-

Ashwani Khanna

FCS No. 3254

CP No. 2220

ANNEXURE 'V'

NOMINATION & REMUNERATION POLICY OF THE COMPANY:

1. PREFACE:

Pursuant to the **Section 178** of the Companies Act, 2013 read with the **Rule 6** of the Companies (Meeting of the Board and its powers) Rules, 2014, the Nomination and Remuneration committee of the Board of the Company has formulated a policy to decide the criteria for the appointment and for the remuneration to the Directors, key managerial personnel and other employees. The Policy also aims to attract, motivate and retain manpower in a competitive and global markets scenario which is formulated by the Committee and approved by the Board of Directors in their meeting held on **24.12.2014**.

Produced here below is the "**Nomination & Remuneration Policy**" of the Company in compliance with **Section 178** of the Companies Act, 2013 for the object as mentioned herein.

2. ROLE OF THE COMMITTEE:

- a) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to Board their appointment and removal.
 - b) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
 - c) To recommend to the Board remuneration policy related to remuneration of Directors (Whole Time Directors, Executive Directors etc), Key Managerial Personnel and other employees while ensuring the following:-
 - That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
 - That relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - That remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate of the working of the company and its goals.
- To formulate criteria for evaluation of Directors and the Board.
-To devise a policy on Board diversity.

3. MEMBERSHIP:



- a). The Committee shall consist of a minimum 3 non-executive directors, majority of them being Independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

4. CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

5. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

6. COMMITTEE MEMBERS' INTERESTS:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

7. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

8. VOTING:

- a) Decisions of the Committee shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

9. MINUTES OF COMMITTEE MEETING:



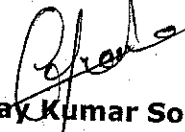
The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.



10. EFFECTIVE DATE & AMENDMENTS:

This policy will be effective from **24.12.2014** and may be amended subject to the approval of Board of Directors.

Dated: 04.09.2015
Place: Ludhiana

By and on behalf of the Board
Kumar Autocast Limited


Ajay Kumar Sood
(W.T Director)
DIN: 00685585



Arun Kumar Sood
(Managing Director)
DIN: 00685937

ANNEXURE 'VI'**Particulars of Employees and Related Disclosures****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director / KMP for the Financial Year 2014-15 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2014-15	Ratio of Remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Arun Kumar Sood, Executive Director	16.21	NIL	12.77:1	Profit before interest, depreciation and tax increased by 5.8% and profit after tax decreased by 6.63% in financial year 2014-15.
2.	Ashish Kumar Sood, Executive Director	16.11	NIL	12.68:1	
3.	Ajay Kumar Sood, Executive Director	16.03	NIL	12.62:1	
4.	Kamalinder Kumar Singla, Non-Executive Independent Director	-	-	-	-
5.	Ramesh Kumar Sharma, Non-Executive Independent Director	-	-	-	-

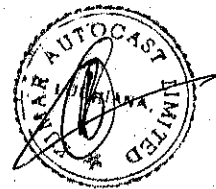


6.	Jatinder Kumar Malik, Non-Executive Independent Director	-	-	-	-
7.	Chief Financial officer	-	-	-	-
8.	Company Secretary	-	-	-	-

* Details not given as **Mr. Kamalinder Kumar Singla, Mr. Ramesh Kumar Sharma and Mr. Jatinder Kumar Malik** were appointed as Independent Directors w.e.f. 30th September, 2014.

** Details not given as Mr. Jatin Kumar was appointed as Company Secretary w.e.f. 11th August, 2015.

*** Details not given as Mr. Sushil Kumar was appointed as Chief Financial Officer w.e.f. 25th March, 2015 and salary as CFO is not due for F.Y 2014-15.



Form No. MGT-11

Proxy Form

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

CIN: L27101PB1985PLC006100

Name of the company: Kumar Autocast Limited

Registered office: C-179, Focal Point, Phase VI, Ludhiana-141003, Punjab.

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

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

2. 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 **30th** Annual general meeting of the company, to be held on the 30th day of September, 2015, at **11:00 A.M.** at **C-179, Focal Point, Phase VI, Ludhiana** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March,		

	2015		
2.	Re-appointment of Sh. Ashish Kumar Sood and Sh. Ajay Kumar Sood Whole-time Directors of the Company.		
3.	Re-appointment of M/s Vinay & Associates , Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Adoption of New Set of Memorandum & Article of Association of the Company		
5.	Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013		
6.	Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013		
7.	Confirmation of Ms. Megha Goel as Director of the company.		

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

Signature of shareholder

Signature of Proxy holder(s)

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.