

## NOTICE

**NOTICE** is hereby given that 24<sup>th</sup> Annual General Meeting of the members of **Mewat Zinc Limited** will be held on Friday, the 28<sup>th</sup> day of **July, 2017** at 9.00 a.m. at Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110003 to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Ms. Neena Gupta (DIN: 00253592), who retires by rotation and being eligible, offers herself for re-appointment.
3. To Ratify the appointment of Messrs Manish Rustagi & Associates, Chartered Accountants (Firm Registration No. 018521N), as Statutory Auditors of the Company for the Financial Year 2017-18 and to fix their remuneration.

By the order of the Board  
For **MEWAT ZINC LIMITED**

Sd/-  
**Varsha Joshi**  
Company Secretary  
Membership No. ACS 35141

Regd. Office:  
1/24, Bansi House,  
Asaf Ali Road,  
New Delhi-110 002  
CIN : L27204DL1991PLC046120  
Date : 26/05/2017  
Place : New Delhi

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE 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 SHAREHOLDER.**

2. Information required under Regulation 17(4) of SEBI (Listing Obligation and Disclosure Requirements) (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22<sup>nd</sup> day of July, 2017 to Friday, the 28<sup>th</sup> day of July, 2017 (both days inclusive).
4. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death. Shareholders desirous of availing this facility may submit nomination in SH-13.
6. Pursuant to the provisions of Companies Act, 2013 read with rules framed thereunder, the company may send Notice of Annual General Meeting, Directors' Report, Audit Report, Audited Financial Statements and other documents through electronic mode. Further pursuant to first proviso to Rule 18 of the Companies (Management and Administration) Rules, 2014, the company shall provide the advance opportunity, atleast once in a financial year to the members to register their email addresses and changes therein. In view of the same, members are requested to kindly update their email addresses with DP in case of holding of shares in demat form and to the company / Company Registrar in case of holding shares in physical form.

7. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution / POA authorising their representatives to attend and vote on their behalf at the meeting.
8. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company by Monday, the 17<sup>th</sup> day of July, 2017 so that the required information can be made available at the meeting.
9. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
10. Members are requested to notify the Company immediately of any change in their address quoting ledger folio number.
11. Members/proxies are requested to deposit the enclosed attendance slip, duly filled in and signed at the meeting venue.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
13. The Equity Shares of the Company were listed with the BSE Ltd., stock exchanges at Delhi, Jaipur, Ahmedabad and Calcutta. The stock exchanges at Delhi, Jaipur and Ahmedabad are now non-operational/de-recognized. BSE Ltd. has restored the listing of equity shares of the Company w.e.f. 25<sup>th</sup> May 2017. Now the Shareholders can do the trading of shares at BSE Ltd.
14. Only registered members carrying the attendance slips and the holders of valid proxies registered with the company will be permitted to attend the meeting.

## 15. Voting through electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on July 25, 2017 (09:00 a.m.) and ends on July 27, 2017 (05:00 p.m.). During this period members of the Company, holding shares in physical form, as on the cut-off date of July 21, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The procedure and instructions** for members for remote e-voting are as under:

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company):**
  - a. Open e-mail and open PDF file viz."MZL-remote e-Voting.pdf" with your Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "Mewat Zinc Limited".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG

Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [bskashtwal@gmail.com](mailto:bskashtwal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**II. In case of Members receiving Physical copy of Notice of 24<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company or requesting physical copy)**

- a. Initial password is provided at the bottom of the Covering Letter for the 24<sup>th</sup> AGM
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No.: 1800-222-990.
- F. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- G. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- H. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 21, 2017.
- I. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. July 21, 2017., may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company at [mewatzinc@gmail.com](mailto:mewatzinc@gmail.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- J. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- K. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (21.07.2017) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- L. CS Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. FCS-3616 & CP No. 3169), Partner, M/s. RSM & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at this AGM and remote e-voting process in a fair and transparent manner.
- M. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- N. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting 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 and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.mewatzinc.com](http://www.mewatzinc.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the stock exchanges concerned.

By the order of the Board  
For **MEWAT ZINC LIMITED**

Sd/-  
**Varsha Joshi**  
Company Secretary  
Membership No. ACS 35141

Regd. Office:  
1/24, Bansi House,  
Asaf Ali Road,  
New Delhi-110 002  
CIN : L27204DL1991PLC046120  
Date : 26/05/2017  
Place : New Delhi

**DIRECTORS' REPORT and Management Discussion & Analysis**

To

The Members,

Your Directors present the 24<sup>th</sup> Annual Report together with Audited Accounts of your Company for the financial year ended on 31<sup>st</sup> March, 2017.

**FINANCIAL RESULTS**

The summarized financial results of the Company for the financial year 2016-17 are as under:-

(Amount in Rs.)

Particulars	2016-17	2015-16
Revenue from Operations and Other Income	3,76,53,450	2,47,79,200
Total Expenditure	3,73,91,291	2,45,31,394
Profit before Interest, Depreciation & Tax	2,81,427	2,67,074
Interest Cost	0	0
Depreciation	19,268	19,268
Profit/ (Loss) after Dep. and before Tax	2,62,159	2,47,806
Provision for		
- Current Tax (Net)	88,980	86,000
- MAT Credit Entitlement	0	0
- Deferred Tax	(3,872)	(1,198)
Prior Period Tax Adjustment	0	0
Net Profit/ (Loss) for the year after tax	1,77,051	1,63,004
Balance brought forward from previous year	(51,45,376)	(53,08,380)
Balance carried to Balance Sheet	(49,68,325)	(51,45,376)
Earnings per Share :-		
(i) Basic	0.04	0.04
(ii) Diluted	0.04	0.04

**DIVIDEND**

The Directors do not recommend any dividend on the equity shares for the year ended on 31<sup>st</sup> March, 2017.

**MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report of your company for the financial year ended on 31<sup>st</sup> March, 2017 is as under:

**(a) Industry Structure and Development**

Your Company is engaged in the trading activities and management expects that there is huge scope of development and growth in spite of competitive market conditions. During the current financial year the company has made impressive growth in terms of turnover of the company.

**(b) Opportunities and Threats**

The Company envisages huge growth in the trading activities sector as indicated in the current financial year. But increased cost of purchases, competitive market conditions and low margins are the major threats in the trading industry.

**(c) Segment - Wise and Product - Wise Performance**

The Company operates in single segment. Therefore, no Segment – Wise and Product – Wise performance is done by the Company.

**(d) Outlook**

The Company does not foresee and major threat to the growth prospective. Since the company is presently engaged in the trading activities, there is huge scope of growth in the industry.

**(e) Risk and Concerns**

The Company has constituted a committee of Directors to identify, monitor and minimize the risk and also to identify the business opportunities. The Committee is also entrusted the job of defining the framework for identification, assessment,

monitoring, and reporting of the risk and review of risk trends and its potential impact.

**(f) Internal Control Systems and its Adequacy**

The Company is availing the services of independent professionals to carry out the internal audit and ensure that recording and reporting of all transactions is adequate and proper. The necessary measures are taken to update the internal control system. The system also ensures that all the transactions are appropriately authorised, recorded and reported. All the measures are regularly reviewed by the management and necessary improvements are done.

**(g) Discussion on Financial Performance with respect to Operational Performance**

The financial performance during the current financial year in terms of sales has been very impressive and encouraging. The Company has earned profit of Rs. 2,62,159/- during the year under review.

**(h) Material Development in Human Resources / Industrial Relations**

The Company recognized the significance of human values and ensures that proper encouragement is given to the employees of the Company to motivate them. Employee's relations continued to be cordial throughout the year in the company.

**(i) Cautionary Statement**

The Statements in the "Management Discussion and Analysis Report" describe the Company's objectives, estimates and expectations, which may be a forward looking statement within the meaning of applicable laws, rules and regulations. The actual results may differ from those expressed or implied, depending upon the economic conditions and policies of the Government.

## **OPERATIONS**

During the year under review, the Company continued to carry on trading activities. Total revenue from the trading activities and other income amounted to Rs. 3,76,53,450/- as against Rs. 2,47,79,200/- in the previous year. Net profit after Depreciation and taxes has been Rs. 1,77,051 /- as against Rs. 1,63,004/- during the previous year. The Directors are expecting better performance in the coming year.

## **THE STATE OF AFFAIRS OF THE COMPANY**

The state of affairs of the Company is on the improvement track. The Directors are hopeful that in the coming years the financial strength will improve further.

## **FINANCE**

**(i) Share Capital**

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2017 was Rs.4.00 Crore. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

**(ii) Fixed Deposits**

The Company is not accepting any fixed deposits from the public. There are no fixed deposits remaining unpaid /unclaimed with the Company as on 31<sup>st</sup> March, 2017.

**(iii) Particulars of loans, guarantees or investments**

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 may be taken as Nil.

## **MATERIAL CHANGES & COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes or any other commitments which may affect the financial position of the Company.

## **RELATED PARTY TRANSACTIONS**

No related party transactions were entered into during the financial year 2016-17. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. The details of Related Party Policy is available on <http://mewatzinc.com/data/documents/Policy-on-Related-Party-Transactions.pdf>

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

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

## **LISTING OF SHARES**

The Equity Shares of the Company were listed with BSE Limited and the stock exchanges at Delhi, Jaipur, Ahmedabad and Calcutta. Delhi, Jaipur and Ahmedabad stock exchanges are now non-operational/de-recognized. The Company made necessary application to BSE Ltd. for restoration of listing and the Board of Directors have pleasure to inform that BSE Ltd. has restored

the listing of securities of the company w.e.f. 25<sup>th</sup> May, 2017. The Company has also paid listing fee to the BSE Ltd. for the F.Y. 2017-18.

## **SHARE TRANSFER SYSTEM**

The request regarding physical share transfers and share certificates should be addressed to Registrar and Transfer Agent. Such requests are processed within stipulated time from the date of receipt provided documents meet the stipulated requirement of statutory provisions in all respect. The share certificates duly endorsed are returned immediately to the shareholder by RTA. The details of transfer and transmission are placed before the Stakeholders Relationship Committee from time to time and the Board for noting and confirmation.

## **DIRECTORS**

### **(i) Retirement by rotation**

In accordance with the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Neena Gupta retires by rotation and is eligible for re-appointment.

### **(ii) Declarations by Independent Directors**

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 Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

### **(iii) Board Meetings**

During the year, Four (4) Board Meetings and Four (4) Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **(iv) Independent Directors Meeting**

During the Financial Year 2016-2017 one meeting of the Independent Directors was held on 27.03.2017 to discuss the evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole, evaluation of the performance of the Chairman of the Company taking into account the views of the executive and non-executive Directors and evaluation of the quality, content and timeliness of the flow of information between the management and Board which is necessary for the Board to perform its duties.

### **(v) Details of Directors or KMP appointed / resigned during the financial year.**

During the year under review no Directors or KMP was appointed or resigned.

## **COMPANY POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

The Company has formulated a remuneration policy which provides the manner of selection of Board of Directors, KMP and their remuneration. In case of appointment of independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to independent nature of the Directors viz-a-viz the company so as to enable the Board to discharge its performance and duties effectively. The Policy is also available on the website of the company at the following link <http://mewatzinc.com/data/documents/Nomination-and-Remuneration-Policy.pdf>

## **STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the company. However, pursuant to section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk in the Company.

## **DIRECTORS' 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 the section 134(3)(c) of the Companies Act, 2013:

- (i) That in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That such accounting policies, as mentioned in the Notes to the Financial Statements, have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit / (loss) of the Company for the year ended on that date;
- (iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the annual financial statements have been prepared on a going concern basis;
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## **ESTABLISHMENT OF VIGIL MECHANISM**

The Company has a Vigil Mechanism named as Whistle Blower Policy to deal with the instances of fraud and Mismanagement, if any. The Company has constituted a committee to look into complaint raised.

## **AUDITORS**

### **(i) Statutory Auditors**

M/s Manish Rustagi & Associates, Chartered Accountants, were appointed as statutory auditors of the Company upto the conclusion of 26<sup>th</sup> Annual General Meeting subject to ratification of their appointment at every annual general meeting held after 21<sup>st</sup> Annual General Meeting. They are eligible to be appointed as the statutory auditors and therefore, a resolution for the ratification of their appointment is recommended for the approval of the shareholders.

### **(ii) Auditors Report :**

The observations made in the auditor's report read together with relevant notes thereon are self explanatory and hence do not call for any further comments from the Directors under section 134(3)(f) of the Companies Act, 2013.

### **(iii) Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Baldev Singh Kashtwal, a Company Secretary in Practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure-A".

### **(iv) Internal Auditors**

The Company has appointed M/s Daga Arun & Company, Chartered Accountants as internal auditors of the company pursuant to section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014.

## **COMPOSITION OF AUDIT COMMITTEE**

The Company has constituted an Audit Committee. The details of the audit committee are given in the Corporate Governance Report which is annexed as "Annexure B" to the Board Report.

## **STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS INCLUDING INDEPENDENT DIRECTORS**

The Nomination and Remuneration Committee constituted in compliance with section 178 of the Companies Act, 2013 read with relevant rules framed thereunder and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has laid down a framework for the evaluation of the performance of the Directors including Independent Directors and the Committees of the Board.

## **SUBSIDIARY COMPANIES**

The Company does not have any subsidiary.

## **DISCLOSURE OF RELATIONSHIP BETWEEN THE DIRECTORS**

Mr. Jai Prakash Gupta, Chairman & Managing Director and Ms. Neena Gupta, Director & CFO are related to each other. Other Directors are not related to each other in anyway.

## **DETAIL OF FAMILIARIZATION PROGRAMME OF THE INDEPENDENT DIRECTORS**

During the year under review one familiarization Programme was conducted for the independent Directors of the Company. The details are available at <http://mewatzinc.com/data/documents/Code-of-Conduct-for-Board-Members-and-Senior-Management.pdf>

## **CORPORATE GOVERNANCE**

A Report on Corporate Governance along with a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance pursuant to Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure-B**.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO**

Since there were no manufacturing operations during the year, information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is not applicable.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in “**Form MGT-9**” is annexed herewith as “**Annexure – C**”.

## **NUMBER OF COMPLAINTS RECEIVED AND DISPOSED OFF DURING THE YEAR AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

During the year under review the company has not received any complaint as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **PARTICULARS OF EMPLOYEES**

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs.1.20 Crore per year during the financial year 2016-17.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company has formulated a CSR Policy pursuant to the provisions of the section 135 of the Companies Act, 2013 read with rules framed thereunder. At present the provisions are not applicable to the company. As and when these provisions become applicable, necessary steps will be taken to comply with the same.

## **ACKNOWLEDGEMENT**

The Directors of the Company wish to thank all the concerned agencies, bankers and the employees for the co- operation, assistance and support. The Directors also duly acknowledge the trust and confidence the shareholders and investors have reposed in the Company.

By the order of the Board  
For **MEWAT ZINC LIMITED**

Sd/-

**Jai Prakash Gupta**  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00253529

Date : 26/05/2017  
Place : New Delhi



**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017**

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

The Members  
Mewat Zinc Limited  
1/24, Bansi House,  
Asaf Ali Road,  
**New Delhi-110002**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mewat Zinc Limited (hereinafter called the Company"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Mewat Zinc Limited'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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the company has proper Board - Processes and Compliance – Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Mewat Zinc Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of :-

- (i) The Companies Act, 2013 ("the Act") and rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye - laws framed thereunder;
- (iv) The 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 to the Company during the Financial Year 2016-2017);**
- (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Financial Year 2016-2017);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Financial Year 2016-2017);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Financial Year 2016-2017);**
  - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Financial Year 2016-2017);** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Financial Year 2016-2017);**
- (vi) Indian Stamp Act, 1899;
- (vii) Industrial Dispute Act, 1947;
- (viii) Minimum Wages Act, 1948;
- (ix) Negotiable Instrument Act, 1881; and
- (x) Other Applicable Labour Laws.

I have also examined the compliance with respect to the applicable clauses of the following:-

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with the BSE Ltd.; and

(iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc. mentioned above.

I further report that the compliance by the Company of applicable fiscal laws, such as direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditors.

I further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Promoters Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;
- 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting; and
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period, there were no instances of :-

- (i) Public / Rights / Preferential Issue of Shares / Debenture / Sweat Equity;
- (ii) Redemption / Buy-back of Securities;
- (iii) Major decisions taken by the members in pursuant to section 180 of the Companies Act, 2013;
- (iv) Merger / Amalgamation / Reconstruction etc.;
- (v) Foreign Technical Collaborations.

**Sd/-**  
**CS BALDEV SINGH KASHTWAL**  
**PRACTISING COMPANY SECRETARY**  
**FCS NO. 3616, C. P. NO. 3169**

Place : Delhi

Dated : 26<sup>th</sup> May, 2017

Note : This report is to be read with my letter of even date which is annexed as an “**Annexure-A**” and forms an integral part of this report.

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**“Annexure-A”**

The Members  
Mewat Zinc Limited  
1/24, Bansi House,  
Asaf Ali Road,  
**New Delhi-110002**

I report that :-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- c) I have not verified the correctness and appropriateness of the financial statements of the Company.
- d) I have obtained the management representation about the compliance of laws, rules and regulations, wherever required.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on a random test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Sd/-**  
**CS BALDEV SINGH KASHTWAL**  
**PRACTISING COMPANY SECRETARY**  
**FCS NO. 3616, C. P. NO. 3169**

Place : Delhi

Dated : 26<sup>th</sup> May, 2017

**REPORT ON CORPORATE GOVERNANCE**

**1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance encompasses a set of systems and practices to ensure that the company's affairs are being managed in a manner which ensure accountability, transparency and fairness in all transactions in the widest sense. Your Company has consistently striven to implement best Corporate Governance practices reflecting its strong value system and ethical business conduct. The Company is committed to not only running its business in the best possible and transparent manner but also complying with all relevant rules and regulations.

**2. BOARD OF DIRECTORS**

The Board of Directors is comprised of five Directors. Out of five, two are executive Director and three Directors are non-executive and independent directors. The composition, category and their attendance at the Board meetings during the year and at the last Annual General Meeting as also the number of directorships/memberships of committees of other public limited companies as on 31<sup>st</sup> March, 2017, are as follows:

**a) Composition of the board:**

Name of Director	Category	No. of Board Meetings attended During 2016-17	Whether attended the last AGM	No. of Directorships in other public Limited Companies	No. of Committee position held in other Companies	
					Chairman	Member
Shri J.P. Gupta	Promoter and Executive	4	Yes	NIL	NIL	NIL
Ms. Neena Gupta	Promoter and Executive	4	Yes	NIL	NIL	NIL
Shri Lalit Mohan Saxena	Non- Executive and Independent	4	Yes	NIL	NIL	NIL
Shri Vijay khanna	Non- Executive and Independent	4	Yes	Nil	NIL	NIL
Shri Virender Goel	Non- Executive and Independent	4	Yes	Nil	NIL	NIL

**b) Details of Shares held by non-executive and independent directors:**

Name of Director	No. of Shares
Shri Lalit Mohan Saxena	NIL
Shri Vijay Khanna	NIL
Shri Virender Goel	NIL

**c) Number of Board Meetings:**

During the financial year 2016-2017, four (4) Board meetings were held on the following dates:

Sl. No.	Date
1	30/05/2016
2	28/07/2016
3	09/11/2016
4	10/02/2017

The maximum interval between any two meetings was not more than 120 days.

**d) Information Supplied to the Board:**

The Board of Directors has complete access to any information within the Company. At the Board meetings, the Directors are provided with all relevant information matters including the matters specified in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**e) Details of Remuneration paid to the Directors as per Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2016-2017**

Name of the Directors	Category	Amount (in Rs.)
Shri J.P. Gupta	Executive (CMD)	300000/-
Ms. Neena Gupta	Director and CFO	240000/-
Shri Lalit Mohan Saxena	Non- Executive and Independent	Nil
Shri Vijay khanna	Non- Executive and Independent	Nil
Shri Virender Goel	Non- Executive and Independent	Nil

**f) CODE OF CONDUCT**

The Board of Directors of the Company has adopted Code of Business Conduct and Ethics, In terms of the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The declaration regarding compliance with the code for the year ended 31<sup>st</sup> March, 2017 signed by the Chairman is attached and forms part of this report.

**g) DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT**

I, J.P Gupta, Chairman of Mewat Zinc Limited, hereby declare that all the board members and senior management personnel of the Company have affirmed compliance of the code of conduct for the year ended 31<sup>st</sup> March, 2017.

**h) WHISTLE BLOWER POLICY**

The company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. The Board of Directors of the Company has approved & adopted Whistle Blower Policy (Vigil Mechanism).

**i) CEO/CFO Certification**

A certificate from Ms. Neena Gupta Director & CFO, on the financial statements of the Company was placed before the Board.

**3. COMMITTEE OF THE BOARD**

**a) Audit Committee**

The audit committee of the Company as on 31st March, 2017 comprised of the following Directors.

Name of the Director	Category
Shri Virender Goel	Chairman
Shri L.M. Saxena	Member
Ms. Neena Gupta	Member

The constitution, scope and terms of reference of the Audit Committee confirm to the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. These broadly include the approval of the annual internal audit plans, review of financial reporting system, internal control system, ensuring compliance with regulatory guidelines, reviewing the quarterly, half yearly and annual financial results, interaction with statutory auditors and recommendation for appointment/removal of auditors.

During the year the Committee met four times on 30/05/2016, 28/07/2016, 09/11/2016, 10/02/2017

The attendance of the Directors on the above meetings was as follows:

Sr. No.	Name of Director	Category	No. of the Meetings attended
1	Shri Virender Goel	Chairman	4
2	Shri L.M. Saxena	Member	4
3	Ms. Neena Gupta	Member	4

The audit committee held detailed discussions with the statutory auditors on the Final Accounts and Quarterly Results. The recommendations of the Audit Committee are regularly submitted to the Board.

**b) Stakeholders' Relationship Committee:**

The Company has constituted Stakeholders Relationship Committee which comprises of two independent and one promoter Director. The Committee is vested with the requisite powers and authorities to specifically look into redressal

of shareholders and Investors grievances as also to oversee the functioning of the Share Department. No Complaint is pending as at 31<sup>st</sup> March, 2017. The Committee as on 31<sup>st</sup> March, 2017 comprised of the following Directors of the Company.

Sr. No.	Name of Director	Category
1	Mr. L.M. Saxena,	Chairman
2	Ms. J.P. Gupta,	Member
3	Mr. Vijay Khanna,	Member

During the year under review four meetings of Stakeholders Committee were held on 30/05/2016, 28/07/2016, 09/11/2016, 10/02/2017.

All valid requests for share transfer received during the year 2016-17 have been acted upon by the Company and no transfer is pending.

### c) Nomination and Remuneration Committee

The Company has constituted a Nomination and Remuneration Committee to recommend the package of the managerial personnel and to formulate a board policy framework for managerial remuneration. The remuneration to non-executive directors comprises of the sitting fees only. During the year, the company has not paid any sitting fee to the directors for attending the meetings of the Board and Committee meetings.

The Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2017 comprised of the following Non-Executive Directors of the Company.

Name of Director	Category
Mr. Virender Goel	Non- Executive and Independent
Mr. L.M. Saxena	Non- Executive and Independent
Mr. Vijay Khanna	Non- Executive and Independent

### 3. General Body Meetings

The last three Annual General meetings of the Company were held as under:

Year	Day	Date	Time	Venue
2014	Monday	3 <sup>rd</sup> September, 2014	09:00 A.M.	Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110003
2015	Wednesday	8 <sup>th</sup> July, 2015	09.00 A.M.	Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110003
2016	Friday	19 <sup>th</sup> August, 2016	09.00 A.M.	Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110003

### 4. Special Resolution passed during the last three years.

The Company passed a special resolution at the annual general meeting held on 08/07/2015 for the re-appointment of and payment of remuneration of Mr. J.P. Gupta, Managing Director of the Company.

### 5. DISCLOSURES

- (i) There were no transactions of material nature with the directors, promoters or relatives etc. during the year that had potential conflict with the interest of the Company at large. The details of Related Party Transactions have been reported in notes to accounts.
- (ii) The financial statement have been prepared in compliance with the requirement of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the company.
- (iii) The Company has not raised any funds from the capital market (public/rights/preferential issues etc.) during the financial year under review.
- (iv) No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other statutory authorities on any matter relating to the capital market during the last three years.

- (v) The Company has complied with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 7. MEANS OF COMMUNICATION

The Financial Results are communicated to all stock exchanges, where the Company's shares are listed, as soon as the same are approved and taken on record by the Board of Directors of the Company. The results are not sent individually to the shareholders. The Company published its financial results in the Newspaper both in English and in Hindi.

## 8. Auditors Certificate on Corporate Governance

A certificate has been obtained from the auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the stock exchanges. The same is annexed to this report.

## 9. GENERAL SHAREHOLDER INFORMATION

### • Annual General Meeting

Day	Friday
Date	28 <sup>th</sup> July, 2017
Time	09.00 A.M.
Venue	Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110 003

Book Closure: 22<sup>nd</sup> July, 2017 to 28<sup>th</sup> July, 2017

### • Financial Calendar 2017-2018 (tentative)

Financial Year	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018
First Quarter Results	4 <sup>th</sup> Week of July, 2017
Second Quarter Results	Before 14 <sup>th</sup> November, 2017
Third Quarter Results	Before 15 <sup>th</sup> February, 2018
Audited Results for the year 2017-2018	Before 30 <sup>th</sup> May, 2018
Dividend payment date	N/A

- **Registered office:** 1/24, Bansi House, Asaf Ali Road, New Delhi-110002

### • Listing of Securities

Sl. No.	Name of the Stock Exchange	Stock Code
1	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	513496
2	The Calcutta Stock Exchange Association Limited 7, Lyons Range, Dalhousie, Murgighata, BBD Bagh, Kolkata, West Bengal - 700 001	23440
3	The Delhi Stock Exchange Association Limited DSE House, 3/1, Asaf Ali Road, New Delhi - 110 002	These Stock Exchanges are now non operational / de-recognised.
4	Jaipur Stock Exchange Limited Stock Exchange Building , JLN Marg, Malviya Nagar, Jaipur, Rajasthan - 302 017	
5	The Stock Exchange Ahmedabad Kamdhenu Complex, Opp Sahajanand College, Panjrapole, Ahmedabad, Gujarat - 380 015	

### • Stock Market Data

No trading of Company's equity shares took place during the year 2016-17 in any of the stock exchanges.

### • Registrar and Share Transfer Agents

The Company has appointed M/s Abhipra Capital Limited, New Delhi as Registrar and Share Transfer Agent to handle both physical and demat share registry work having their office at:

#### **Abhipra Capital Limited**

Address:- A-387, Dilkhush Industrial Area,  
G.T. Karnal Road, Azadpur, Delhi-110033  
Phone No.: 91-11-42390909, Email ID: info@abhipra.com

- Dematerialization of Shares**

The Company has entered into an agreement with the NSDL and CDSL for joining the Depository system and to offer the depository services to the shareholders. The ISIN No. is **INE235U01012**.

- Distribution of Shareholding as on 31<sup>st</sup> March, 2017**

**DISTRIBUTION SCHEDULE**

No. of Share held	No. of Shareholders	% age of Shareholders	No. of Shares	Amount in Rs	% Age of Capital Equity
Upto 5000	1708	91.04	423000	4230000	10.58
5001-10000	126	6.72	119800	1198000	2.99
10001-20000	23	1.23	38100	381000	0.95
20001-30000	0	0.00	0	0	0.00
30001-40000	0	0.00	0	0	0.00
40001-50000	2	0.11	9800	98000	0.24
50001-100000	1	0.05	5900	59000	0.15
100001 AND ABOVE	16	0.85	3403400	34034000	85.09
Total	1876	100.00	4000000	40000000	100.00

- Shareholding Pattern as on 31<sup>st</sup> March 2017**

Category	No. of Shares	% of Total Capital
Promoters and Directors	2985230	74.63
Private Corporate Bodies	6600	0.17
Indian Public	1008170	25.20
<b>Total</b>	<b>4000000</b>	<b>100.00</b>

- Outstanding ADRs/ GDRs /Warrants etc** : **Not Applicable**
- Location of the plant** : Presently there are no manufacturing operations in the Company.
- Address of the Correspondence** : Regd. Office of the Company  
Mewat Zinc Limited  
1/24, Banshi House, Asaf Ali Road,  
New Delhi- 110002

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS ON 31<sup>ST</sup> MARCH, 2017.**

<b>NAME OF DIRECTOR</b>	<b>NEENA GUPTA</b>
DATE OF BIRTH	30.10.1951
NATIONALITY	Indian
QUALIFICATIONS	Graduate
DATE OF APPOINTMENT	30.10.1991
NO. OF SHARES	70000
EXPERIENCE	34 years
DIRECTORSHIP IN OTHER COMPANIES	NIL
CHAIRMAN/MEMBER OF COMMITTEES OF BOARD OF DIRECTORS IN OTHER PUBLIC COMPANIES	NIL
BRIEF RESUME	Ms. Neena Gupta aged about 65 years is a graduate and retired from banking services. She has approx. 34 years experience in dealing with financial matters.
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREA	Financial Matters

**AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015 WITH STOCK EXCHANGES**

To  
The Members  
**Mewat Zinc Limited**

We have examined the compliance of conditions of Corporate Governance by Mewat Zinc Limited for the year ended March 31, 2017 as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The conditions of the Corporate Governance is the responsibility of the management. Our examination as carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) issued by the Institute of Chartered Accountants of India and was limited to review the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned regulation.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2017, no investor grievances are pending against the Company for a period exceeding 15 days as per records maintained by the company which are presented to the Board of Directors of the Company.

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

For **Manish Rustagi & Associates**  
Chartered Accountants  
(Firm Regn. No.018521N)

Sd/-  
**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Place : New Delhi  
Date : 26/05/2017

**CERTIFICATION BY CHAIRMAN AND MANAGING DIRECTOR (CMD) AND  
CHIEF FINANCIAL OFFICER (CFO) TO THE BOARD  
(UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015)**

We, Jai Prakash Gupta, (Chairman and Managing Director) and Neena Gupta, Director, Chief Financial Officer of Mewat Zinc Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. We indicate to the auditors and to the audit committee:
  - a) Significant changes in internal control over financial reporting during the year;
  - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

Place : Delhi  
Date : 26/05/2017

Sd/-  
**Jai Prakash Gupta**  
Chairman & Managing Director  
(DIN : 00253529)

Sd/-  
**Neena Gupta**  
Director & CFO  
(DIN : 00253592)



**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED ON 31.03.2017**  
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i) CIN	L27204DL1991PLC046120
ii) Registration Date	23/10/1991
iii) Name of the Company	<b>MEWAT ZINC LIMITED</b>
iv) Category / sub-Category of the Company	Company Limited By Shares/Indian Non Government Company.
v) Address of the Registered office and contact details	1/24, Bansi House, Asaf Ali Road, New Delhi-110002, Phone No. : 011-23234316
vi) Whether listed company Yes/ No	<b>Yes</b>
vii) Name, Address and Contact detail of Registrar and Transfer Agent, if any	Abhipra Capital Limited, A-387, Dilkhush Industrial Area, Azadpur, Delhi-110033. Phone No. : 011-42390909

**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	Textile and Woollen Fabric	51121990	100.00%

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

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	%age of shares held	Applicable Section
1	N. A.	N. A.	N. A.	N. A.	N. A.
2	N. A.	N. A.	N. A.	N. A.	N. A.

**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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	2985230	2985230	74.63	2945630	39600	2985230	74.63	NIL
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	2985230	2985230	74.63	2945630	39600	2985230	74.63	NIL
<b>(2) Foreign</b>									
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI (e) Any Other.	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (2):-</b>									
<b>Total shareholding of Promoter(A)=(A)(1)+(A)(2)</b>	-	2985230	2985230	74.63	2945630	39600	2985230	74.63	NIL

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Bank / FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)									
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FI's	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Other (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
(a) Bodies Corporate									
(i) Indian	-	41600	41600	1.04	-	6600	6600	0.17	-0.87
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	-	584100	584100	14.60	500	583600	584100	14.60	NIL
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh© Others (specify)	-	389070	389070	9.73	-	424070	424070	10.60	+0.87
<b>Sub-total (B)(2):- Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	-	1014770	1014770	25.37	500	1014270	1014770	25.37	NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	4000000	4000000	100.00	2946130	1053870	4000000	100.00	NIL

ii) SHAREHOLDING OF PROMOTERS :-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares capital of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares capital of the company	% of Shares Pledged/ encumbered to total shares	
1	J.P. Gupta	273500	6.84	-	273500	6.84	-	-
2	J.P. Gupta (HUF)	2602130	65.05	-	2602130	65.05	-	-
3	Neena Gupta	70000	1.75	-	70000	1.75	-	-
4	Shyam Kumar	39600	0.99	-	39600	0.99	-	-
	<b>Total</b>	<b>2985230</b>	<b>74.63</b>	<b>-</b>	<b>2985230</b>	<b>74.63</b>	<b>-</b>	<b>-</b>

iii) CHANGE IN PROMOTER'S SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

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
1.	<b>Shyam Kumar</b>				
	At the Beginning of the year	-	-	-	-
	Increase / Decrease	-	-	-	-
	At the End of the year	-	-	-	-
2.	<b>J P Gupta HUF</b>				
	At the Beginning of the year	-	-	-	-
	Increase / Decrease	-	-	-	-
	At the End of the year	-	-	-	-

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDER'S OF GDRs AND ADRs):

Sl. No.	For Each of the Top 10 Shareholders (Name of Shareholder)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Chet Ram Aggarwal	120000	3.00	0	0.00
2.	Gayatri Devi Aggarwal	45000	1.13	0	0.00
3.	Purnima Aggarwal	39400	0.99	39400	0.99
4.	Sarat Kumar Barik	38400	0.96	38400	0.96
5.	Mukesh Kumar	38170	0.95	38170	0.95
6.	Mahesh Kumar	38000	0.95	38000	0.95
7.	Vinit Upadhyay	38000	0.95	38000	0.95
8.	Unilite Plastic Industries Pvt. Ltd.	35000	0.88	0	0.00
9.	Ritu	0	0.00	35000	0.88
10.	Hari Krishan and Ritu	0	0.00	35000	0.88
11.	Hari Krishan	0	0.00	35000	0.88
12.	Bharat Lal	0	0.00	35000	0.88
13.	Ram Singh Rawat	32100	0.80	32100	0.80
14.	Master Holding Pvt Ltd	5000	0.12	5000	0.12
	<b>TOTAL</b>	<b>429070</b>	<b>10.73</b>	<b>369070</b>	<b>9.24</b>

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	For Each of the Directors and KMP Name of Directors/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	J.P. Gupta	273500	6.84	273500	6.84
2	Neena Gupta	70000	1.75	70000	1.75
3.	Lalit Mohan Saxena	-	-	-	-
4.	Vijay Khanna	-	-	-	-
5.	Virender Goel	-	-	-	-
6.	Varsha Joshi	-	-	-	-

**V. INDEBTEDNESS**

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

**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
		J.P. Gupta Managing Director	Neena Gupta Director & CFO	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	300000	240000	540000
	(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	-	-	-
	Total (A)	300000	240000	540000
	Ceiling as per the Act	effective Capital falls in the slabs of negative or less than 5 crore		30.00 Lakhs

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		-	-	-	
1.	Independent Directors				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2.	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				300000
	Overall Ceiling as per the Act	effective Capital falls in the slabs of negative or less than 5 crore			30.00 Lakhs

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross salary				
	(a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961	-	150000	240000	390000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 Profit in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equit	-	-	-	-
4.	Commission	-	-	-	-
	- As % of profit	-	-	-	-
	- Others, specify.....	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	150000	240000	390000

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

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

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
MEWAT ZINC LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **MEWAT ZINC LIMITED** ("**the Company**") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, 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 stated in Section 134(5) of the Companies Act, 2013 ("the Act") 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 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 misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, of the state of affairs of the Company as at March 31, 2017, and its Profit and its Cash Flow for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c. The Balance Sheet, the Statement of Profit and Loss and the 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 March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The Company has provided requisite disclosures in the Financial Statements as to holding as well as dealing in specified bank notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 as Notified by the Ministry of Corporate Affairs, Govt. of India Notification No. G.S.R 308(E) dated March 30, 2017. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the Management - Refer Note 15.

For and on behalf of  
**Manish Rustagi & Associates**  
Chartered Accountants  
(Firm Regn. No.018521N)

Sd/-  
**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Place : New Delhi  
Date : 26/05/2017

## “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - c) The title deeds of immovable properties are held in the name of the company.
- 2)
  - a) The management has conducted the physical verification of inventory at reasonable intervals.
  - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance

of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable. According to information and explanations, Company is liable to register but not registered under D-VAT.  
b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute. N/A
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of  
**Manish Rustagi & Associates**  
Chartered Accountants  
(Firm Regn. No.018521N)

Sd/-  
**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Place : New Delhi  
Date : 26/05/2017

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Mewat Zinc Limited  
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013  
 (“the Act”)**

We have audited the internal financial controls over financial reporting of Mewat Zinc Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.



## Management's Responsibility for Internal Financial Controls

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

## Auditors' Responsibility

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

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

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

## Meaning of Internal Financial Controls over Financial Reporting

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

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

## Opinion

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

For and on behalf of  
**Manish Rustagi & Associates**  
Chartered Accountants  
(Firm Regn. No.018521N)

Sd/-  
**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Place : New Delhi  
Date : 26/05/2017

**BALANCE SHEET AS AT 31ST MARCH, 2017**

(Amount in `)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Share Holder's Funds</b>			
a) Share Capital	I	40,000,000	40,000,000
b) Reserve & Surplus	II	(4,968,325)	(5,145,376)
c) Money received against share warrants		-	-
<b>(2) Share application money pending allotment</b>			
		-	-
<b>(3) Non-current liabilities</b>			
a) Long-term borrowings		-	-
b) Deferred tax liabilities (Net)	III	46,075	47,197
c) Other long term liabilities		-	-
d) Long-term provisions		-	-
<b>(4) Current Liabilities</b>			
a) Short-term borrowings		-	-
b) Trade payables	IV	15,563	-
c) Other current liabilities		-	-
d) Short-term provisions	V	469,841	554,697
<b>TOTAL</b>		<b>35,563,154</b>	<b>35,456,518</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
a) Fixed Assets			
(i) Tangible assets	VI	4,744	24,012
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
b) Non-current investments		-	-
c) Deferred tax assets (net)		-	-
d) Long-term loans and advances		-	-
e) Other non-current assets		-	-
<b>(2) Current assets</b>			
a) Current investment		-	-
b) Inventories	VII	32,230,786	35,310,744
c) Trade receivables	VIII	-	3,700
d) Cash and cash equivalents	IX	373,960	118,062
e) Short-term loans and advances	X	9,664	-
f) Other current assets	XI	2,944,000	-
<b>TOTAL</b>		<b>35,563,154</b>	<b>35,456,518</b>

Notes to Accounts and Accounting Policies  
As per our Report of even date attached.

I - XVI

For **Manish Rustagi & Associates**

Chartered Accountants  
Firm Regn. No. : 018521N

Sd/-  
**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Sd/-  
**Varsha Joshi**  
Company Secretary  
M. No. 35141

Sd/-  
**(Neena Gupta)**  
Director & CFO  
DIN : 00253592

Sd/-  
**(J. P. Gupta)**  
Chairman & Managing Director  
DIN : 00253529

Place : New Delhi  
Date : 26/05/2017

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

(Amount in `)

Particulars	Note No.	For the Year ended 31 <sup>st</sup> March, 2017	For the Year ended 31 <sup>st</sup> March, 2016
I Revenue from operations	XII	37,653,450	24,779,200
II Other Income		0	0
<b>III Total Revenue (I+II)</b>		<b>37,653,450</b>	<b>24,779,200</b>
<b>IV Expenses:</b>			
Cost of material consumed		0	0
Purchase of Stock-in -Trade		32,051,000	30,879,551
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	XIII	3,079,958	(7,731,789)
Employee benefits expenses	XIV	1,014,000	683,000
Finance cost		0	0
Depreciation and amortization expenses		19,268	19,268
Other expenses	XV	1,227,065	681,364
<b>Total Expenses</b>		<b>37,391,291</b>	<b>24,531,394</b>
V Profit before exceptional and extra-ordinary items and tax (III-IV)		262,159	247,806
VI Exceptional items		0	0
VII Profit before extra-ordinary items and tax (V-VI)		262,159	247,806
VIII Extra-ordinary items		0	0
IX Profit before tax (VII-VIII)		262,159	247,806
X Tax Expenses:			
(1) Current tax		88,980	86,000
(2) Deferred tax		(3,872)	(1,198)
XI Profit (loss) for the period from continuing operations (VII-X)		177,051	163,004
XII Profit(loss) from discontinuing operations		0	0
XIII Tax expenses of discontinuing operations		0	0
XIV Profit (Loss) from discontinuing operations (after tax) (XII-XIII)		0	0
XV Profit(loss) for the period (XI+XIV)		177,051	163,004
<b>XVI Earning per equity share:</b>			
(1) Basic		0.044	0.041
(2) Diluted		0.044	0.041

Notes to Accounts and Accounting Policies  
As per our Report of even date attached.

I - XVI

For **Manish Rustagi & Associates**

Chartered Accountants  
Firm Regn. No. : 018521N

Sd/-  
**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Sd/-  
**Varsha Joshi**  
Company Secretary  
M. No. 35141

Sd/-  
**(Neena Gupta)**  
Director & CFO  
DIN : 00253592

Sd/-  
**(J. P. Gupta)**  
Chairman & Managing Director  
DIN : 00253529

Place : New Delhi  
Date : 26/05/2017

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

(Amount in `)

Particulars	For the Year ended 31 <sup>st</sup> March, 2017	For the Year ended 31 <sup>st</sup> March, 2016
<b>A) Cash Flow from Operating Activities</b>		
Net Profit /(Loss) after current tax	173,179	161,806
<b>Adjustments For :</b>		
Depreciation	19,268	19,268
Operating Profit/(Loss) Before Working Capital Changes.	<u>192,447</u>	<u>181,074</u>
<b>Adjustment For :</b>		
Trade and other Receivables	(2,949,964)	5,756,800
Inventories	3,079,958	(7,731,789)
Trade Payables	(69,293)	(2,700,724)
	<u>60,701</u>	<u>(4,675,713)</u>
Cash used in operation	253,148	(4,494,639)
Net Cash used in operating activities	253,148	(4,494,639)
<b>B) Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Sale of Investment in Shares	0	0
Advance for Capital Goods	-	-
Net Cash used in Investing Activities	0	0
<b>C) Cash Flow from Financing Activities</b>		
Proceeds from issue of Share Capital	-	-
Secured Loan Received		
Capital Reserve	0	0
Miscellaneous Expenditure	0	-
Income Tax Receipts	2,750	-
Dividend Paid	-	-
Net Cash used in Financing Activities	2,750	0
Net Increase/Decrease in Cash and Cash Equivalents	255,898	(4,494,639)
Cash and Cash equivalents as on 01.04.2016 (Opening Balance)	118,062	4,612,701
Cash and Cash equivalents as on 31.03.2017 (Closing Balance)	373,960	118,062

Notes : As per our Report of even date attached.

- Cash and cash equivalents consists of cash in hand Rs.23633/- (Previous year Rs.2129/-) and balance with banks Rs.350327/- (Previous year Rs.115933/-)
- The above Cash flow statements has been prepared under 'Indirect Method' as stated in Accounting standard-3.
- Figures in bracket indicate outflow of cash and cash equivalents.

For **Manish Rustagi & Associates**

Chartered Accountants  
Firm Regn. No. : 018521N

Sd/-

**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Sd/-

**Varsha Joshi**  
Company Secretary  
M. No. 35141

Sd/-

**(Neena Gupta)**  
Director & CFO  
DIN : 00253592

Sd/-

**(J. P. Gupta)**  
Chairman & Managing Director  
DIN : 00253529

Place : New Delhi  
Date : 26/05/2017

# Mewat Zinc Limited

(Amount in `)

Particulars	As at		As at	
	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
<b>NOTE : I</b>				
<b>SHARE CAPITAL</b>				
<b>Authorised</b>				
50,00,000 Equity Shares of Rs.10/- each	50,000,000		50,000,000	
<b>Issued</b>				
40,00,000 Equity Shares of Rs.10/- each	40,000,000		40,000,000	
<b>Subscribed and paid-up</b>				
40,00,000 Equity Shares of Rs.10/- each	40,000,000		40,000,000	
	<u>40,000,000</u>		<u>40,000,000</u>	
<b>(a) Reconciliation of the shares outstanding at the beginning &amp; end of the reporting period.</b>				
	2016-17		2015-16	
	Nos.	Amount (`)	Nos.	Amount (`)
<b>At the beginning</b>				
Equity Shares of Rs.10/- each fully paid-up	4000000	4,00,00,000	4000000	4,00,00,000
Shares issued during the year	Nil		Nil	
<b>At the end</b>				
Equity Shares of Rs.10/- each fully paid-up	4000000	4,00,00,000	4000000	4,00,00,000
<b>Details of Shareholders holding more than 5% Shares</b>				
	No.	% age	No.	% age
<b>Equity Shares of Rs.10/- each fully paid-up</b>				
J.P. Gupta HUF	2602130	65.05	2602130	65.05
Jai Prakash Gupta	273500	6.84	273500	6.84
<b>NOTE : II</b>				
<b>RESERVE &amp; SURPLUS</b>				
Capital Reserve	1,500,000		1,500,000	
<b>Profit &amp; Loss Account</b>				
Opening Balance	(6,645,376)		(6,808,380)	
During the year	177,051		163,004	
<b>TOTAL</b>	<u>(6,468,325)</u>		<u>(6,645,376)</u>	
<b>GROSS TOTAL</b>	<u>(4,968,325)</u>		<u>(5,145,376)</u>	
<b>NOTE : III</b>				
<b>DEFERRED TAX RESERVE</b>				
Opening Balance	47,197		48,395	
During the year	(3,872)		(1,198)	
Adjustment during the year	2,750		0	
<b>TOTAL</b>	<u>46,075</u>		<u>47,197</u>	
<b>NOTE : IV</b>				
<b>TRADE PAYABLES</b>				
Less than 6 months	15,563		0	
Others	0		0	
	<u>15,563</u>		<u>0</u>	

# Mewat Zinc Limited

(Amount in `)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>NOTE : V</b>		
<b>SHORT-TERM PROVISION</b>		
Listing Fees Payable	400,341	400,341
Provision for Audit Fees	29,500	29,500
Provision for Secretarial Fees	25,000	25,000
Provision for Income Tax	0	87,356
Director Remuneration payable	0	0
Expenses Payable	15,000	12,500
	<b>469,841</b>	<b>554,697</b>

## NOTE : VI FIXED ASSETS & DEPRECIATION

Particulars	Gross Block				Depreciation				Net Block	
	As on 31.03.2016	Addition	Sale	As on 31.03.2017	As on 31.03.2016	During the year	Written off	As on 31.03.2017	As on 31.03.2017	As on 31.03.2016
Air Conditioner	90139	-	-	90,139	88331	1808	-	90,139	-	1808
Computer	33800	-	-	33,800	11596	17460	-	29,056	4,744	22204
Current Year	123939	-	-	123939	99927	19268	-	119195	4744	24012
Previous Year	123939	0	0	123939	80659	19268	-	99927	24012	43280

(Amount in `)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>NOTE : VII</b>		
<b>INVENTORY</b>		
(Valued and certified by the management)		
Finished Goods	32,230,786	35,310,744
Raw Material	0	0
	<b>32,230,786</b>	<b>35,310,744</b>

## NOTE : VIII

### SUNDRY DEBTORS

(Unsecured, Considered good)

over six months	0	0
others	0	3,700
	<b>0</b>	<b>3,700</b>

## NOTE : IX

### CASH & BANK BALANCES

Cash at Bank	350,327	115,933
Cash in Hand	23,633	2,129
<b>(Balance with Bank are with schedule Bank in Current Account)</b>	<b>373,960</b>	<b>118,062</b>

# Mewat Zinc Limited

(Amount in `)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>NOTE : X</b>		
<b>LOAN AND ADVANCES</b>		
Advance Tax	9,664	-
Deferred Tax	-	-
	<u>9,664</u>	<u>0</u>

<b>NOTE : XI</b>		
<b>OTHER CURRENT ASSETS</b>		
Deferred Assests	2,944,000	-
	<u>2,944,000</u>	<u>-</u>

Particulars	For the Year ended on 31 <sup>st</sup> March, 2017	For the Year ended on 31 <sup>st</sup> March, 2016
<b>NOTE : XII</b>		
<b>SALE</b>	37,653,450	24,779,200
(Sales of Textile Items)	<u>37,653,450</u>	<u>24,779,200</u>

<b>NOTE : XIII</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Opening Stock	35,310,744	27,578,955
Less: Closing Stock	32,230,786	35,310,744
<b>TOTAL</b>	<u>3,079,958</u>	<u>(7,731,789)</u>

<b>NOTE : XIV</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salary	474,000	383,000
Remuneration to Directors	540,000	300,000
<b>TOTAL</b>	<u>1,014,000</u>	<u>683,000</u>

<b>NOTE : XV</b>		
<b>OTHER EXPENSES</b>		
Bank Charges	7,986	2,280
Listing Fees	965,000	252,810
Fee, Subscription & Publication	24,863	118,836
Professional Charges	14,663	113,500
Postage	31,556	4,702
Advertisement, Printing & Stationery	74,817	82,835
conveyance Expenses	0	12,000
Remuneration to auditors	29,500	29,500
Internal Audit & Secretarial Fees	25,000	25,000
Telephone Expenses	9,705	0
AGM/Misc Expenses	43,975	39,901
<b>TOTAL</b>	<u>1,227,065</u>	<u>681,364</u>

**NOTE : XVI**

**NOTES TO ACCOUNTS & SIGNIFICANT ACCOUNTING POLICIES**

**1) Significant Accounting Policies:**

- The accounts have been prepared primarily on the Historical Cost Convention.
- Fixed Assets are shown at cost less depreciation. Cost comprises the purchase price and other attributable expenses.
- During the year Depreciation on fixed assets has been provided on straight line method in the manner specified in schedule II of the Companies Act, 2013.
- Trading goods (Inventories) are valued at cost or market price whichever is less.
- The Company does not have any employee for more than five years except Director and Director do not want retirement benefit. Therefore, no provision for retirement benefit has been made as required under AS - 15.
- No Provision for contingent liability. It will be provided on Payment Basis
- Accounts have been prepared on the basis of accepted Accounting Standards except mentioned above.

**2) Managerial Remuneration under section 197 of the Companies Act, 2013. (Amounts in `)**

	2016-2017	2015-2016
(a) Salary to Managing Director	300,000	150,000
(b) Salary to CFO (Director)	240,000	150,000

**3) Payments to auditors:**

(a) Audit Fees	19,500	19,500
(b) Tax Audit Fees	10,000	10,000
(c) Out of Pocket Expenses	-	-

(4) Expenses and earning in foreign currency: Nil

(5) Capital Reserve includes matured Inter corporate deposit aggregating Rs.15 Lakh

(6) The confirmation from parties, short term provision and trade receivables is yet to be received.

**(7) Earning Per Share (Amounts in `)**

	2016-2017	2015-2016
<b>Basic :</b>		
Net Profit after deferred Tax	177,051	163,004
Weighted average No. of fully Paid-up Equity Shares Outstanding During the Year	40,00,000	40,00,000
Earning Per Share	0.044	0.041
<b>Diluted :</b>		
Net Profit after Deferred tax	177,051	163,004
Weighted average No. of fully Paid-up Equity Shares Outstanding During the Year	40,00,000	40,00,000
Earning Per Share	0.044	0.041

8) The company operates in single segment from one place.

9) The Company moved an application to BSE Limited, Mumbai for restoration of listing and BSE Ltd. has restored the listing of securities w.e.f. 25<sup>th</sup> May, 2017.

10) List of related Parties as on 31.03.2017 - 1. Mr. J.P. Gupta (Chairman & Managing Director)  
2. Ms. Neena Gupta (Director & CFO)

11) Transactions with Related Parties - 1. Remuneration of Rs.300000/- paid to Mr. J.P. Gupta  
2. Remuneration of Rs.240000/- paid to Ms. Neena Gupta

12) Previous year figures have been regrouped wherever necessary.



13) Miscellaneous Expenditure includes Annual General Meeting Expenses.

14) Contingent Liabilities:

- (a) Pending Case in ITAT for Accounting Year 1995-96 & 1996-97 has been decided in favour of the Company. Current Demand is Nil. Department has filed appeal in Delhi High Court.
- (b) Liability of M/s. Perutek Services Limited for Rs.15 Lacs and Interest thereon, if any.

15) **Disclosure of Specified Bank Notes (SBN) held and Transacted during the period from 08.11.2016 to 30.12.2016 as required under the Notification No. G.S.R 308(E) dated March 30, 2017 issued by Ministry of Corporate Affairs, Govt. of India is given below :** *(Amounts in `)*

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	1090000	359129	<b>1449129</b>
+ Permitted receipts	0	0	<b>0</b>
+ Withdrawal from Banks	0	0	<b>0</b>
- Permitted Payments	0	27496	<b>27496</b>
- Amount deposited in banks	1090000	0	<b>1090000</b>
Closing cash in hand as on December 30, 2016	0	331633	<b>331633</b>

16) Quantitative Details of Sales and Purchases

	YEAR ENDED 31-03-2017			YEAR ENDED 31-03-2016		
	Unit	Quantity	Value (`)	Unit	Quantity	Value (`)
<b>A) Opening Stock</b>						
Gold	<b>Kg</b>	<b>9.75</b>	<b>2,56,03,500</b>	Kg	9.75	2,55,88,875
Other Items	<b>Nos.</b>	<b>1821</b>	<b>97,07,244</b>	Nos.	347	19,90,080
<b>B) Sale</b>						
Other Items	<b>Nos.</b>	<b>6626</b>	<b>3,76,53,450</b>	Nos.	4434	2,47,79,200
<b>C) Purchases</b>						
Gold	<b>Kg</b>	<b>-</b>	<b>-</b>	Kg	-	-
Other Items	<b>Nos.</b>	<b>6032</b>	<b>3,20,51,000</b>	Nos.	5908	3,08,79,551
<b>D) Closing Stock</b>						
Gold	<b>Kg</b>	<b>9.75</b>	<b>2,56,03,500</b>	Kg	9.75	2,56,03,500
Other Items	<b>Nos.</b>	<b>1227</b>	<b>66,27,286</b>	Nos.	1821	97,07,244

\*Notes : Other items includes Woollen & Textiles Fabric. The items are numerous.

As per our Report of even date attached.

For **Manish Rustagi & Associates**

Chartered Accountants  
Firm Regn. No. : 018521N

Sd/-  
**(Manish Rustagi)**  
Proprietor  
M. No. 099611

Sd/-  
**Varsha Joshi**  
Company Secretary  
M. No. 35141


Sd/-  
**(Neena Gupta)**  
Director & CFO  
DIN : 00253592

Sd/-  
**(J. P. Gupta)**  
Chairman & Managing Director  
DIN : 00253529

Place : New Delhi  
Date : 26/05/2017

## Route Map of 24<sup>th</sup> AGM Venue



 Indian Social Institute,  
10, Institutional Area, Lodi Road,  
New Delhi-110 003

# MEWAT ZINC LIMITED

CIN : L27204DL1991PLC046120

Regd. Office : 1/24, Bansi House Asaf Ali Road,

New Delhi - 110 002,

Phone No.: 011-23234316

E-mail: mewatzinc@gmail.com, Website : www.mewatzinc.com

## 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]*

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

- Name : ..... Address : .....  
E-mail Id : ..... Signature: ....., or failing him
- Name : ..... Address : .....  
E-mail Id : ..... Signature: ....., or failing him
- 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 24th Annual general meeting of the company, to be held on the Friday, 28th July, 2017 at 9.00 A.M. at India Social Institute, 10, Institutional Area, Lodi Road, New Delhi- 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

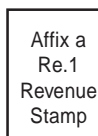
#### Item Description of Resolution No.

- To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors & Auditors thereon.
- To appoint a Director in place of Ms. Neena Gupta (DIN: 00253592), who retires by rotation and being eligible, offers herself for re-appointment.
- To Ratify the appointment of Messrs Manish Rustagi & Associates, Chartered Accountants (Firm Registration No. 018521N), as Statutory Auditors of the Company for the Financial Year 2017-18 and to fix their remuneration.

Signed this.....day of.....2017.

Signature of Shareholder (s) .....

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.**



# MEWAT ZINC LIMITED

CIN : L27204DL1991PLC046120

Regd. Office : 1/24, Bansi House, Asaf Ali Road,  
New Delhi - 110 002,

Phone No.: 011-23234316

E-mail: mewatzinc@gmail.com, Website : www.mewatzinc.com

## ATTENDANCE SLIP

24th Annual General Meeting - 28th July, 2017

Reg. Folio Number/DP. Id\*/CLIENT Id\* : .....

No. of Shares held : .....

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 24th Annual General Meeting of the Company held on Friday, the 28th July, 2017 at 9.00 A.M. at Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi- 110003 and at any adjournment thereof.

Name of Member : .....

Name of Proxy : .....

.....  
Member's/Proxy's Signature\*\*

- NOTE:**
1. Please fill this attendance slip and hand it over at the entrance of the Hall.
  2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
  3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.









**24<sup>th</sup>**

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**Annual Report  
2016-2017**

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## BOARD OF DIRECTORS

SI. NO.	NAME	DESIGNATION	DIN	ADDRESS
1.	JAI PRAKASH GUPTA	MANAGING DIRECTOR	00253529	B-3/65, Block No. B-3, Safdarjung Enclave, New Delhi-110029
2.	NEENA GUPTA	DIRECTOR	00253592	B-3/65, Block No. B-3, Safdarjung Enclave, New Delhi-110029
3.	LALIT MOHAN SAXENA	INDEPENDENT DIRECTOR	00321898	8511, Pocket-8, Sector-C, Vasant Kunj, New Delhi-110057
4.	VIRENDER GOEL	INDEPENDENT DIRECTOR	07140835	A-75, Hilltop Appts., Freedom Fighter Enclave, IGNOU Road, New Delhi-110068
5.	VIJAY KHANNA	INDEPENDENT DIRECTOR	07140826	342, Kucha Ghasi Ram, Chandni Chowk, Delhi-110006

<b>CHIEF FINANCIAL OFFICER (CFO)</b>	: MS. NEENA GUPTA
<b>COMPANY SECRETARY</b>	: MS. VARSHA JOSHI
<b>STATUTORY AUDITORS</b>	: MANISH RUSTAGI & ASSOCIATES, CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. : 018521N
<b>INTERNAL AUDITORS</b>	: DAGA ARUN & CO. CHARTERED ACCOUNTANTS, NEW DELHI
<b>REGISTERED OFFICE</b>	: 1/24, BANSI HOUSE, ASAF ALI ROAD, NEW DELHI-110002
<b>REGISTRAR &amp; TRANSFER AGENTS</b>	: ABHIPRA CAPITAL LIMITED, A-387, DILKHUSH INDUSTRIAL, AREA, AZADPUR, DELHI-110033

### LISTING OF SHARES

SI. No.	Name of the Stock Exchange	Stock Code
1	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	513496
2	The Calcutta Stock Exchange Association Limited 7, Lyons Range, Dalhousie, Murgighata, BBD Bagh, Kolkata, West Bengal - 700 001	23440
3	The Delhi Stock Exchange Association Limited DSE House, 3/1, Asaf Ali Road, New Delhi - 110 002	These Stock Exchanges are now non operational / de-recognised.
4	Jaipur Stock Exchange Limited Stock Exchange Building , JLN Marg, Malviya Nagar, Jaipur, Rajasthan - 302 017	
5	The Stock Exchange Ahmedabad Kamdhenu Complex, Opp Sahajanand College, Panjrapole, Ahmedabad, Gujarat - 380 015	

### 24<sup>TH</sup> ANNUAL GENERAL MEETING

Day	: Friday
Date	: 28 <sup>th</sup> July, 2017
Time	: 09:00 A.M.
Venue	: Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110 003.

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*If undelivered, please return to :*

**Mewat Zinc Limited**

1/24, Banshi House, Asaf Ali Road  
New Delhi - 110 002