

Corporate Governance Report

Corporate Governance Philosophy

We believe that good Corporate Governance is a key driver of sustainable corporate growth and long term value creation of our Stakeholders. Corporate Governance involves being responsive to aspirations of our Stakeholders besides ensuring compliance with regulatory requirements. The Company has always been taking the spirit of various legislations as guiding principles and proposes to go well beyond statutory compliance by establishing such systems and procedures as are required to make the management completely transparent and institutionally sound. We are committed to conduct the business upholding the core values like transparency, integrity, honesty, accountability and compliance of all statutes. We recognize that this is a conscious and continuous process across the Organisation, which enables the Company to adopt best practices as we incorporate improvements based on the past experience.

Board of Directors

As on 31st March, 2014 the Board consisted of 7 (Seven) Directors headed by Mr. Suresh Kumar Patni, Non-Executive Chairman with 2 (Two) Executive Directors and 5 (Five) Non-Executive Directors, of which, 4 (Four) were Independent. The composition of the Board during the year was in conformity with Clause 49 of the Listing Agreement executed with the Stock Exchanges.

None of the Directors on the Board are member of more than ten Committees and they do not act as Chairman of more than five Committees across all the Companies of which they are the Directors. The Directors regularly inform the Company about the changes in their positions as and when changes take place, apart from the annual disclosures.

The composition and category of the Board of Directors of the Company as on 31st March, 2014 along with the number of Board meetings attended by the Directors during the year 2013-14 are given below :

Name of the Director	Category	No. of Board Meetings Attended	No. of Directorship in other Public Limited Companies incorporated in India	No. of Committee positions held in other Public Limited Companies §		Whether attended the Last AGM
				As Member	As Chairman	
Mr. Suresh Kumar Patni	Promoter/ Non-Executive Chairman	16	12	2	-	No
Mr. Rohit Patni	Promoter/ Executive	15	10	-	-	Yes
Mr. Jatindra Nath Rudra	Independent/ Non-Executive	12	1	1	1	Yes
Mr. Jayanta Kumar Chatterjee	Independent/ Non-Executive	12	1	-	-	Yes
Mr. Asoke Kumar Basu	Independent/ Non-Executive	12	-	-	-	Yes
Mr. Jay Shanker Shukla	Independent/ Non-Executive	12	2	2	2	Yes
Mr. Dinesh Biyanee #	Executive	13	-	-	-	No

Notes :

§ Only two committees viz. Audit Committee and Stakeholders Relationship Committee are considered for this purpose.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Central Government and members in the ensuing Annual General Meeting, Mr. Dinesh Biyanee has been re-appointed as an Executive Director (Works) of the Company for a period of 1 year w.e.f. 1st April, 2014.

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1. None of the Non-Executive Directors have any pecuniary relationship or transactions with the Company except for holding Directorship & receiving sitting fees, save and except Mr. Suresh Kumar Patni who is also the promoter of the Companies, which has a business relation with the Company.
2. Mr. Rohit Patni, Managing Director is the son of Mr. Suresh Kumar Patni. No other Directors in the Board are related to each other.

Meeting

Sixteen (16) Board Meetings were held during the year 2013-14 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

1st April, 2013, 24th April, 2013, 16th May, 2013, 30th May, 2013, 12th June, 2013, 7th August, 2013, 13th August, 2013, 29th August, 2013, 28th October, 2013, 1st November, 2013, 29th November, 2013, 29th January, 2014, 14th February, 2014, 28th March, 2014, 29th March, 2014 and 31st March, 2014.

Notes

1. Board meeting are held at the Corporate Office of the Company. The Agenda along with explanatory notes are sent in advance to the Directors to get their input in the discussion. The information as specified in Annexure- IA to Clause 49 of the Listing Agreement entered into with the Stock Exchange is regularly made available to the Board whenever applicable.
2. The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

Code of Conduct

The Code of Conduct for the Board of Directors and Senior Management Personnel as adopted is available on the Company's website www.rohitferrotech.com. All the Members of the Board and Senior Management Personnel have affirmed the compliances of the Code of Conduct.

Declaration

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and Senior Management Personnel of the Company have affirmed compliances with the Code of Conduct of the Company for the year ended 31st March, 2014.

For **Rohit Ferro-Tech Limited**

Rohit Patni
Managing Director

Kolkata, 25th August, 2014

Committees of Directors

1. Audit Committee

The Company has an Audit Committee within the scope as set out in Clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956.

The composition of the Audit Committee and the details of meetings attended by the Committee members are given below:

Name of the Member	Designation	Category	No. of Meetings Attended
Mr. Jay Shanker Shukla	Chairman	Independent/Non-Executive	6
Mr. Jatindra Nath Rudra	Member	Independent/Non-Executive	6
Mr. Jayanta Kumar Chatterjee	Member	Independent/Non-Executive	6

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The Managing Director and Chief Financial Officer are permanent invitees to the Committee. The Company Secretary acts as Secretary of the Audit Committee. The representative of internal auditors also attends the meeting. The Audit Committee invites, as and when considers appropriate, the representatives from the Statutory Auditors and Cost Auditors to be present at the meeting of the Committee.

The Audit Committee comprises of 3 (three) Directors all of whom are financially literate. All the members of the Committee are Independent/Non-Executive. Mr. Jay Shanker Shukla, Independent Director having expertise in finance, is the Chairman of the Audit Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 28th September, 2013.

During the financial year ended 31st March, 2014 six Audit Committee Meetings were held on 30th May, 2013; 7th August, 2013; 13th August, 2013; 29th August, 2013; 28th October, 2013 and 14th February, 2014.

The Annual Accounts along with the financial statement of the Company's wholly owned subsidiary M/s. SKP Overseas Pte. Ltd. for the year ended 31st March, 2014 were duly reviewed by the Audit Committee prior to adoption by the Board.

In compliance of provisions of Section 177 of the Companies Act, 2013 read with Revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the existing Audit Committee has been re-constituted on 30th day of May, 2014. The terms of reference of the Audit Committee includes the powers as laid down in Clause 49 (III) (C) and the role as stipulated in Clause 49 (III) (D) of the Listing Agreement and review of information as laid down in Clause 49 (III) (E).

The present composition of the committee after re-constitution is given below.

Name of the Member	Designation	Category
Mr. Jay Shanker Shukla	Chairman	Independent/Non-Executive
Mr. Jayanta Kumar Chatterjee	Member	Independent/Non-Executive
Mr. Asoke Kumar Basu	Member	Independent/Non-Executive

The terms of reference of the Audit Committee inter alia includes:

1. To oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. To recommend to the Board, the appointment, re-appointment, terms of appointment, replacement or removal and remuneration of the auditors.
3. To examine the Financial Statements and Auditors' Report thereon.
4. To review, with the management, the Quarterly Financial Statements before submission to the board for approval.
5. To approve the payment to statutory auditors for any other services rendered by the statutory auditors.
6. To review, with the management, the Annual Financial Statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
7. To approve or subsequently modify the transactions of the Company with related parties.

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8. To review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
9. To review, with the management and monitor the auditor's independence and performance of statutory and internal auditors, adequacy of the internal control systems and effectiveness of audit process.
10. To scrutinize inter-corporate loans and investments, if any.
11. To value of undertakings or assets of the Company, wherever it is necessary.
12. To evaluate the internal financial controls and risk management systems.
13. To monitor the end use of funds raised through public offers and related matters, if any.
14. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
15. To discuss with internal auditors any significant findings and follow up there on.
16. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
17. To call for comments of the auditors about internal control systems, scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the Company.
18. To give an option to the Auditors and the Key Managerial Person of the Company to be heard at the Audit Committee Meeting while considering the Auditors' Report.
19. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
21. To approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
22. To establish a Vigil Mechanism for the directors and employees of the Company to report genuine concerns in certain matters. The Mechanism shall provide adequate safeguard against victimization of persons who use the mechanism. The Chairman of the Audit Committee shall be easily available for the same.
23. To carry out any other function as is mentioned in the terms of reference of the Audit Committee from time to time.

2. Nomination and Remuneration Committee (erstwhile Remuneration Committee)

In compliance of provision of Section 178(1) of the Companies Act, 2013 read with Revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the existing Remuneration Committee has been renamed as Nomination and Remuneration Committee. The Committee consists of 3 (three) Non-Executive/Independent Directors. The Committee met twice during the year i.e., on 1st April, 2013 and 26th March, 2014. The present composition of the Nomination and Remuneration Committee and details of the meeting attended by the member are given below :

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Name of the Member	Designation	Category	No. of Meetings Attended
Mr. Jatindra Nath Rudra	Chairman	Independent/Non-Executive	2
Mr. Jayanta Kumar Chatterjee	Member	Independent/Non-Executive	2
Mr. Jay Shanker Shukla	Member	Independent/Non-Executive	2

The terms of reference of the Nomination and Remuneration Committee are as follows:

1. To identify person who are qualified to become Directors and who may be appointed in Senior Management as per their criteria.
2. To recommend to the Board the appointment and removal of the Directors and Senior Management.
3. To carry out evaluation of every Director's performance.
4. To formulate criteria for determining qualification, positive attributes and independence of a Director.
5. Devise a policy on Board diversity.
6. To recommend to the Board a policy relating to remuneration for the Directors, Key Managerial Personnel and other employees.
7. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
8. To perform such other functions as may be necessary or appropriate for performance of its duties.

The Chairman of the Committee has attended the last Annual General Meeting for giving replies to shareholder's queries; if any.

Remuneration Policy

A. For Executive Directors :

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee decides the remuneration of the Executive Directors subject to the approval of members. The remuneration structure comprises only of the salary. No severance fees is payable to the Directors on termination of the employment. The Company does not have any scheme for stock-option either for the Directors or for the employees.

B. For Non-Executive Directors :

The Non-executive Directors are paid sitting fees for attending each meeting of the Board and/or Committee thereof and the same is within the limits prescribed by the Companies Act, 1956.

Remuneration of Executive Directors

The Company has paid remuneration only by way of salary to its Executive Directors and the same is within the limits specified under Schedule XIII of the Companies Act, 1956 and duly approved by the Board as well as by the shareholders of the Company. Details of remuneration paid during 2013-14 are as follows :

Name of the Director and Designation	Salary paid (₹)	Period of Contract		Notice Period
		From	To	
Mr. Rohit Patni (Managing Director)	24,00,000	27th August, 2012	26th August, 2017	2 months
Mr. Dinesh Biyanee (Executive Director - Works)*	22,57,500	1st April, 2014	31st March, 2015	2 months

* Re-appointed w.e.f. 1st April, 2014.

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Remuneration of Non-Executive Directors

The remuneration of Non-Executive Directors consists of only sitting fees @ ₹ 2,500/- for attending each meeting of the Board of Directors or a Committee thereof. The details of fees paid during the year and the equity shares held by them as on 31st March, 2014 are as follows:

Name of the Member	Sitting Fees Paid (₹)	No. of Shares held as on 31st March, 2014
Mr. Asoke Kumar Basu	30,000	Nil
Mr. Jatindra Nath Rudra	52,500	Nil
Mr. Jayanta Kumar Chatterjee	52,500	Nil
Mr. Suresh Kumar Patni	42,500	21,86,403
Mr. Jay Shanker Shukla	50,000	Nil

3. Stakeholders Relationship Committee (*erstwhile* Investor Grievance cum Share Transfer Committee)

In compliance of provision of Section 178(5) of the Companies Act, 2013 read with Revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the existing Investor Grievance cum Share Transfer Committee has been renamed as Stakeholders Relationship Committee.

The Stakeholders Relationship Committee was constituted to specifically look into the redressal of investors' complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends, etc.

The Stakeholders Relationship Committee consists of three Non-Executive Directors, out of which two are Independent Directors. The Chairman of the Committee is an Independent Director.

The broad terms of reference includes the following:

- To review and ensure compliance of statutory provisions of the Companies Act, 1956 and/or Companies Act, 2013, the guidelines of SEBI and the Stock Exchanges and other statutory requirements relating to transfer and transmission of shares/debentures of the Company.
- To review and ensure that the Registrar/Company's Transfer House implements all statutory provisions as above.
- Approve transfers/transmission of shares/debenture and demat/remat of the shares/debenture.
- Approve issue of duplicate shares certificates/debenture certificates, issue of certificates on consolidation/sub-division/rematerialisation.
- To consider and resolve all shareholders queries, grievance and complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. are attended and redressed in an expeditious manner.
- Monitor implementation of Company's Code of Conduct for Prohibition of Insider Trading
- Any other matter referred by the Board relating to equity shareholders of the Company.

During the year under review, the Committee has met once on 31st March, 2014.

The composition of the committee and the attendance of the members in the meeting are given hereunder:

Name of the Member	Designation	Category	No. of Meetings Attended
Mr. Jayanta Kumar Chatterjee	Chairman	Independent/Non-Executive	1
Mr. Jatindra Nath Rudra	Member	Independent/Non-Executive	1
Mr. Suresh Kumar Patni	Member	Promoter/Non-Executive	1

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Mr. Pradip Kumar Agarwal, Company Secretary has been designated as Secretary to the Committee and as Compliance Officer of the Company. The Committee has delegated the authority to approve the requests for transfers/transmission, split and remat/demat of shares to the Company Secretary. The Committee reviews the transfer/demat/remat approved by the Company Secretary and take note thereof in their subsequent meeting.

The Company has not received any Investor's grievances/complaint during the year ended 31st March, 2014.

4. Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee of the Board of Directors was constituted on 7th May, 2014 in terms of the provisions of the Companies Act, 2013. The role of the Committee are as under :

1. Formulate and recommend to the Board the CSR Policy and any amendments thereof which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
2. Recommend the amount of expenditure to be incurred on the activities, as per CSR Policy.
3. Be responsible for implementation and monitoring of CSR projects or programmes or activities of the Company.
4. Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

The composition of the Committee is as under:

Name of the Member	Designation	Category
Mr. Asoke Kumar Basu	Chairman	Independent/Non-Executive
Mr. Dinesh Biyanee	Member	Executive
Mr. Suresh Kumar Patni	Member	Promoter/Non-Executive

Subsidiary Companies

The Company does not have any material non-listed Indian Subsidiary Company and hence, it is not required to have an Independent Director of the Company on the Board of such Subsidiary Company. Significant issues pertaining to Subsidiary companies are discussed at Audit Committee meetings of the Company.

The minutes of the Subsidiary companies are placed before the Board of Directors of the Company and the attention of the Directors is drawn to significant transactions and arrangements entered into by the Subsidiary companies.

General Body Meetings

The last three Annual General Meetings were held as under :

Financial Year	Date	Place	Time
2012-2013	28th September, 2013	'ROTARY SADAN' 94/2, Chowringhee Road Kolkata - 700 020	10.00 AM
2011-2012	25th September, 2012	'ROTARY SADAN' 94/2, Chowringhee Road Kolkata - 700 020	10.00 AM
2010-2011	15th September, 2011	'ROTARY SADAN' 94/2, Chowringhee Road Kolkata - 700 020	10.30 AM

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Special Resolutions Passed at the last three AGMs :

Financial Year	Items
2012-2013	None
2011-2012	Issue of Equity Shares to the Promoter and Non-Promoter Group on Preferential Basis.
2010-2011	None

No special resolution was passed through postal ballot in the last year. No special resolution requiring postal ballot is being proposed at the ensuing AGM.

Disclosures

- There are no materially significant related party transactions, i.e. transactions of the Company of material in nature with its Promoters, Directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large. A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee. The pricing of all the transactions with the related parties were on an arm's length basis. A disclosure of related party relationship and transactions as per AS-18 is given in the Note No. : 36 to the Annual Accounts of the Company.
- The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in an Accounting Standard.
- The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No strictures or penalty were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years.
- The risk assessment and minimisation procedures are in place and the Board is regularly informed by the Senior Executives about the business risks, if any occurs, and the steps taken to mitigate the same.
- Whistle Blower Policy :
In order to strengthen the process of conducting the business in a fair, transparent and ethical manner, the Company has set up a Whistle Blower Policy or the Vigil Mechanism. The policy is intended to establish a mechanism for employees to report to the management genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics, for which a dedicated email id vigil.mechanism@rohitferrotech.com has been established. Mr. Jay Shanker Shukla, Chairman of the Audit Committee of the Company has been nominated by the Board as Ombudsperson for this purpose. The mechanism provides adequate safeguard against victimization of the persons using this mechanism. No employee was denied access to the Audit Committee.
- In terms of clause 49(IV)(F)(ii) of the Listing Agreement, the senior management has disclosed to the Board that they have no personal interest in the material, financial and commercial transactions of the Company that may have potential conflict with the interest of the Company at large.
- The Company has complied with all the mandatory requirements as mandated under Clause 49 of the Listing Agreement. A certificate from the Practicing Company Secretary to this effect has been included in this report. Besides mandatory requirements, the Company has constituted a Nomination and Remuneration Committee to consider and recommend the remuneration of the Directors. The extent of compliance relating to non-mandatory requirements is dealt under the head 'non-mandatory requirements'.

CEO/CFO Certification

The requisite certificate from the Managing Director and the Chief Financial Officer of the Company for the Financial Year ended 31st March, 2014 required to be given under Clause 49 (V) of the Listing Agreement has been placed before the Board meeting held on 30th May, 2014.

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Means of Communication

1. Financial Results

In compliance with the requirements of the Listing Agreements, the Company has intimated Audited Financial Results as well as the Unaudited Quarterly Results to the Stock Exchanges immediately after they are taken on record by the Board. Further coverage has been given for the information of the shareholders and investors by publication of the financial results in English National daily – “Financial Express” and in a local vernacular newspaper – “Dainik Statesman” widely circulated in the state of West Bengal. The results were also placed on the Company’s website at www.rohitferrotech.com.

2. Other Information

The Company has its own website www.rohitferrotech.com wherein other related information is available. The Company has a dedicated help desk email id: grievance@rohitferrotech.com in the secretarial department for providing necessary information to the investors as well as for registering any complaints/grievances. The Company posts on its website all its official news releases, important announcements and presentations made before the press meets, analysts and institutional investors from time to time for the benefit of its investors and public at large.

Profile of Directors Seeking Appointment/Re-appointment

Resume and other information of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting as required under Clause 49 of the Listing Agreement are given in the notice of ensuing Annual General Meeting as an Additional Information.

Management Discussion & Analysis Report

A Management Discussion & Analysis Report is given separately, and forms part of Annual report.

General Shareholder Information

1. Annual General Meeting (AGM)

Day, Date & Time : Thursday, 25th September, 2014 at 10.00 A.M.
Venue : PURBASHREE, Bharatiyam Cultural Multiplex, IB-201, Sector-III, Salt Lake City, Kolkata - 700 106

2. **Date of Book Closure** : 19th September, 2014 to 25th September, 2014
(both days inclusive)

3. **Dividend payment date** : N.A.

4. Financial Calendar

Indicative calendar of events for the financial year 2014-2015 is as under :

Financial Year : 1st April to 31st March

Financial Reporting for the quarters :

First Quarter	Disclosed on 12th August, 2014
Second Quarter and Half Yearly	Within 45 days from the end of the Quarter
Third Quarter and Nine Months	Within 45 days from the end of the Quarter
Fourth Quarter and Annual (Audited)	Within 60 days from the end of the Quarter/Financial Year
Annual General Meeting	On or before 30th September, 2015

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5. Listing of the Equity Shares on Stock Exchange

Name of the Stock Exchange	Address	Stock Code
Bombay Stock Exchange Limited (BSE)	“Phiroze Jeejeebhoy Towers” Dalal Street, Mumbai - 400 001	532731
The National Stock Exchange of India Ltd. (NSE)	“Exchange Plaza” Bandra - Kurla Complex Bandra (E), Mumbai - 400 051	ROHITFERRO

The Company has paid the listing fee for the year 2014-15 to both the Stock Exchanges where the shares of the Company are listed as well as custodial fees to the depository.

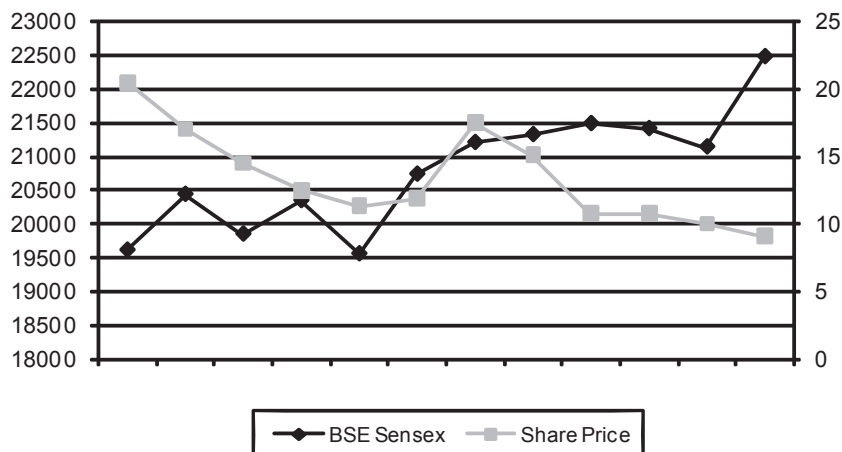
6. The International Security Identification Number (ISIN) for NSDL & CDSL: INE248H01012.

7. Market Price Data

The Stock Market data on BSE & NSE for the last twelve months are provided herein:

Month	National Stock Exchange of India Limited (₹)		Bombay Stock Exchange Limited (₹)	
	HIGH	LOW	HIGH	LOW
April, 2013	20.35	14.44	20.45	14.60
May, 2013	18.00	13.55	17.00	13.75
June, 2013	15.90	9.30	14.49	9.40
July, 2013	13.45	9.15	12.50	9.36
August, 2013	11.20	9.15	11.30	9.17
September, 2013	12.00	9.80	11.89	9.90
October, 2013	17.15	10.25	17.45	10.40
November, 2013	15.10	10.40	15.10	10.45
December, 2013	10.85	9.80	10.80	9.81
January, 2014	10.75	8.85	10.75	9.00
February, 2014	9.90	7.30	10.00	7.34
March, 2014	9.00	6.90	9.08	7.02

8. Performance of the Company in comparison with BSE Sensex



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9. Shareholding Pattern as on 31st March, 2014

Category	No. of Shares	% of holding
Promoter & Promoter Group	8,19,17,842	72.00
Bodies Corporate	1,07,89,973	9.48
Individuals	1,97,39,134	17.35
Non-Resident Individuals	10,48,349	0.92
Clearing Member	2,80,825	0.25
Total	11,37,76,123	100.00

10. Distribution of Shareholding as on 31st March, 2014

Range	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total
Upto 500	13,932	73.71	24,11,767	2.12
501 to 1000	2,143	11.34	18,28,109	1.61
1001 to 2000	1,206	6.38	18,90,457	1.66
2001 to 3000	500	2.65	13,01,698	1.14
3001 to 4000	199	1.05	7,23,420	0.64
4001 to 5000	212	1.12	10,08,500	0.89
5001 to 10000	362	1.92	27,37,663	2.40
10001 and above	347	1.83	10,18,74,509	89.54
Total	18,901	100.00	11,37,76,123	100.00

11. Dematerialization of shares and Liquidity

The Company's shares are compulsorily traded in dematerialised form which is available for trading on both NSDL and CDSL. As on 31st March, 2014; 11,37,61,521 equity shares representing 99.99 % of the share capital are held in dematerialized form viz., CDSL - 9,35,68,331 equity shares and NSDL - 2,01,93,190 equity shares.

12. Registrar and Share Transfer Agent

M/s. Maheshwari Datamatics Pvt. Ltd. of 6, Mangoe Lane (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata - 700 001 are the Registrar and Share Transfer Agent of the Company, both for Physical and Demat Segments. Accordingly, all communications on matters relating to Share Transfers, Dividend etc. may be sent directly to them. Complaints, if any, on these matters may also be sent to the Compliance Officer of the Company.

13. Share Transfer System

The share transfer requests are processed on behalf of the Company by Registrar & Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd. and are placed before the Company Secretary who has been delegated the authority by Stakeholders Relationship Committee (erstwhile Investor Grievance cum Share Transfer Committee) to approve transfers. The Company Secretary addresses all the requests fortnightly.

14. Outstanding ADR's & GDR's, Warrants or any other convertible instruments, conversion date and likely impact on equity shares

During the year under review, the Company has not issued any ADR's & GDR's, Warrants or any other convertible instruments. The Company has at present no outstanding ADR's/GDR's/Warrants to be converted that has an impact on the equity shares of the Company.

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15. Name, Designation & Address of Compliance Officer for Complaints & Correspondence

Mr. Pradip Kumar Agarwal

Company Secretary & Compliance Officer
Rohit Ferro-Tech Limited
SKP House,
132A, S. P. Mukherjee Road
Kolkata - 700 026
Phone : +91 33 4016 8000/8100
Fax : +91 33 4016 8189/8107
Email Id : cs@rohitferrotech.com

Address for Correspondence

Registered Office :

Rohit Ferro-Tech Limited
35, C. R. Avenue,
Kolkata - 700 012
Phone : +91 33 4064 0021/0022
Email Id : grievance@rohitferrotech.com
CIN : L27101WB2000PLC091629

Corporate Office :

Rohit Ferro-Tech Limited
SKP House,
132A, S. P. Mukherjee Road
Kolkata - 700 026
Phone : +91 33 4016 8000/8100
Fax : +91 33 4016 8189/8107

16. Plant Locations

Bishnupur	WBIIDC Road, P.O. Dwarika, Bishnupur - 722 122 Dist : Bankura (West Bengal)
Jajpur	Kalinganagar Industrial Complex, Duburi - 755 026 Dist : Jajpur (Odisha)
Haldia	Jaynagar, P.O. : Buniaraichak, PS : Durgachak Dist : Purba Medinipur (West Bengal)

Non-Mandatory Requirements

1. The Board :

The Non-Executive Chairman has an office at the Company's premises.

2. Nomination and Remuneration Committee :

The Company has a Nomination and Remuneration Committee comprising of 3 (three) Independent Non-Executive Directors as stated under 'Committees of Directors' in this report.

3. Audit Qualifications :

The Auditor's Report on Annual Accounts (Consolidated) of the Company includes certain observations which are based on the Auditor's Observations on the Financial Statements of the Company's Subsidiary in Singapore. The necessary explanations by the Board of Directors on the said observation are given in their report attached with the Annual Report.

Corporate Governance Report

4. Other Items :

The rest of the non-mandatory requirements such as Shareholder's Rights, Training of Board members and Mechanism for evaluation of Non-Executive Board members will be implemented by the Company as and when required.

For **Rohit Ferro-Tech Limited**

Suresh Kumar Patni
Chairman

Kolkata, 25th August, 2014

Certificate of Compliance with the Corporate Governance requirements under Clause 49 of the Listing Agreement

To
The members of
Rohit Ferro-Tech Limited

We have examined the compliance of conditions of Corporate Governance by Rohit Ferro-Tech Limited, for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance of conditions of Corporate Governance as stipulated in the said clause. 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 according to the explanations given to us, and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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 **A J & Associates**
Company Secretaries

Abhijeet Jain
Proprietor
C.P. No. 3426

Kolkata, 25th August, 2014