

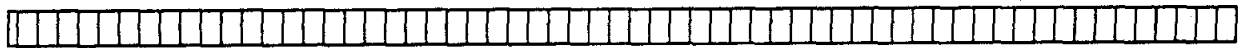
30TH ANNUAL REPORT

2001-2002



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AHMEDABAD STEELCRAFT LIMITED



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**BOARD OF DIRECTORS :**

Shri Anilbhai Kasturbhai Jhaveri	- Chairman & Managing Director
Shri Anandbhai Vipinbhai Shah	- Managing Director
Shri Anand N. Jhaveri	- Executive Director
Shri Darshan A. Jhaveri	- Executive Director
Shri Shashank I. Shah	- Executive Director
Shri Navinbhai Kasturbhai Jhaveri	
Shri Girishbhai Dahyabhai Shah	
Shri Ashok C. Gandhi	
Shri Kanishka H. Kaji	
Shri Jawahar I. Mehta	
Shri Gaurav A. Parikh	
Shri Viral A. Jhaveri	

BANKERS

: Central Bank of India
Lal Darwaja
Ahmedabad 380 001

AUDITORS

: DHIREN SHAH & CO.
Chartered Accountants
2nd Floor, Swastik Avenue,
Navrangpura, Ahmedabad 380 009

REGISTERED OFFICE

: 205, 206, "Abhijeet"
2nd Floor, Mithakhali Six Roads,
Navrangpura, Ahmedabad 380 006
Tele : 6401996/97
Fax : 91-79-6404656
E-mail : ascsteelad1@sancharnet.in
Website : www.steelcraft.co.in

FACTORY

: Odhav Road, Ahmedabad-382 410.



NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Ahmedabad Steelcraft Limited will be held on Thursday the 19th September, 2002 at 12.00 Noon in the premises of Gujarat Chamber of Commerce and Industry, Ashram Road, Ahmedabad - 380 009 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2002 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To declare dividend.
3. To appoint a Director in place of Shri Anil K. Jhaveri who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Shri Anand N. Jhaveri who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Shri Jawahar I. Mehta who retires by rotation and being eligible offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

7. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT Shri Viral A. Jhaveri who was appointed as Additional Director in terms of Section 260 of the Companies Act, 1956 to hold the office upto the date of this meeting be and is hereby appointed as Director of the Company liable to retire by rotation.

8. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Darshan A. Jhaveri be and is hereby appointed as Managing Director of the Company for the period of five years commencing from 01-10-02 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Darshan A. Jhaveri so as not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Darshan A. Jhaveri as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.



9. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.
- RESOLVED THAT in accordance with the provisions of Section 198,269,309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Viral A. Jhaveri be and is hereby appointed as Whole time Director designated as Executive Director of the Company for the period of five years commencing from 01-10-02 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Viral A. Jhaveri so as not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.
- RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Viral A. Jhaveri as minimum remuneration.
- RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.
10. To consider and if though fit to pass with or without modification the following resolution as an Ordinary Resolution.
- RESOLVED THAT in accordance with the provisions of Section 198,269,309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Girishbhai D. Shah be and is hereby appointed as Wholetime Director designated as Executive Director of the Company for the period of five years commencing form 01-10-02 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Girishbhai D. Shah so as not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.
- RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as state in the explanatory statement shall be paid to Shri Girishbhai D. Shah as minimum remuneration.
- RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.
11. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.
- RESOLVED THAT in accordance with the provisions of Section 269 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 remuneration payable to Shri Anand V. Shah who was appointed as Managing Director of the Company for the period of five years commencing form 17-10-98 be increased with effect from 01-10-02 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Anand V. Shah so as not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.
- RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Anand V. Shah as minimum remuneration.
- RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.



12. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.
 RESOLVED THAT in accordance with the provisions of Section 269 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 remuneration payable to Shri Anand N. Jhaveri who was appointed as Executive Director of the Company for the period of five years commencing from 01-04-2000 be increased with effect from 01-10-02 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Anand N. Jhaveri so as not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto. RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Anand N. Jhaveri as minimum remuneration. RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.
13. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.
 RESOLVED THAT in accordance with the provisions of Section 269 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 remuneration payable to Shri Shashank I. Shah who was appointed as Executive Director of the Company for the period of five years commencing from 01-11-99 be increased with effect from 01-10-02 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Shashank I. Shah so as not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto. RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Shashank Shah as minimum remuneration. RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

On Behalf of the Board of Directors

ANIL K. JHAVERI
 CHAIRMAN

Place : Ahmedabad

Date : 25.06.2002

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO Appoint a proxy to Attend and vote instead of Himself and a proxy need not be a Member. Proxies in order to be effective must be received at the Company's Registered office not less than 48 hours before the commencement of Meeting.
2. The Register of members and Share Transfer book of Company will remain closed from 12.9.2002 to 19.9.2002 (Both Days inclusive).
3. The Dividend as recommended by the board, if sanctioned at the Meeting, will be paid from 24-9-2002 to those members whose names appear on the Company's register of members on 19-9-2002. In respect of the shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
4. The explanatory statement pursuant to sections 173 (2) is annexed to notice in respect of item No. 7 to 13.
5. The Shareholders who have not encashed their dividend(s) for the financial year 1994-95 are requested to revalidate their dividend warrants before 30-10-2002.
 The dividend not encashed before 30-10-2002, will be transferred to Investor Protection Fund.



**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2)
OF THE COMPANIES ACT, 1956**

ITEM NO. 7

Mr. Viral A. Jhaveri was appointed as Additional Director of the Company by Board on 25-06-02 to hold the office upto the date of this Annual General Meeting. In the interest of the Company the Board recommends his appointment at the ensuing Annual General Meeting. The Company has received a Notice under Section 257 of the Companies Act, 1956 along with requisite deposit for his appointment at the Annual General Meeting.

Shri Viral Jhaveri, Shri Anil Jhaveri and Shri Navinbhai Jhaveri are concerned or interested in resolution as set out in Item No. 7 of the Notice.

ITEM NO. 8 TO 10

Subject to approval of Shareholders under section 269 of the Companies Act, 1956 thought is given by the management to appoint Shri Darshan Jhaveri as Managing Director for the period of five years with effect from 01-10-2002, Shri Viral A. Jhaveri and Shri Girish D. Shah as Whole Time Directors designated as Executive Directors for the period of five years with effect from 01-10-2002 respectively. Looking to their day to day involvement in the business of the Company, it was considered necessary to appoint these directors in the whole time employment of the Company.

The appointments are in accordance with the provisions of section 269 and Schedule XIII of the Companies Act, 1956.

The terms of their appointments are as under.

1. Salary

Sr. No.	Name of Director	Designation	Scale	Period	Remarks
1.	Darshan A. Jhaveri	Managing Director	25,000/- P.M.	5 Years w.e.f 01-10-2002	Not Liable to retire by rotation
2.	Viral A. Jhaveri	Wholetime Director Designated as Executive Director	25,000/- P.M.	5 Years w.e.f. 01-10-2002	Liable to retire by rotation
3.	Girish D. Shah	Wholetime Director Designated as Executive Director	25,000/- P.M.	5 Years w.e.f. 01-10-2002	Liable to retire by rotation



2. Perquisites

Following perquisites will be provided subject to condition that the total amount of perquisites will not exceed an amount equal to annual salary

Category A

- (a) Reimbursement of Expenses : Incurred by the appointee on gas, electricity and water valued as per Income Tax Rule subject to ceiling of 20% of salary.
- (b) Medical Reimbursement : Reimbursement of Medical Expenses incurred in connection with the medical treatment of self and family members not exceeding an amount equal to two months' salary in a year or six month's salary over a period of three years.
- (c) Leave Travel Concession (LTC) : Reimbursement of travelling expenses for self and family members twice in a block of four years with a facility to encash the LTC not availed in the said block.
- (d) Club Fees : Membership Fees not more than two clubs. However, admission fees shall not be admissible.
- (e) Insurance Premium : Insurance Premium for the personal accident for self and dependents not exceeding Rs. 10000/P.Y.

Category B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceilings on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.

Privileged Leave : As per the rules of the Company, Unclaimed Privileged Leave be encashed at the end of the year i.e. 31st March.

Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

Category C

Provision of car with Chauffeur for use on Company's Business and telephone at residence will not be considered as perquisites.

That in the event of loss or inadequacy of profits the aforesaid remuneration shall be paid to these Directors as minimum remuneration.

The above may also be treated as abstract of the terms of the appointments under section 302 of the Companies Act, 1956.

The Directors recommend the resolution as set out in item No. 8 to 10 in the notice.

Shri Darshan Jhaveri, Shri Viral Jhaveri, Shri Anil K. Jhaveri, Shri Navin K. Jhaveri and Shri Girish D. Shah are concerned or interested in the resolution set out in item No. 8 to 10 relating to their appointment as Director/Relative of the appointee.



ITEM NO 11 TO 13

Subject to the approval of Shareholders under section 310 of the Companies Act, 1956 thought is given by the management to increase the remuneration of Shri Anand V. Shah the Managing Director of the Company, Shri Anand N. Jhaveri and Shri Shashank I. Shah the Executive Directors of the Company with effect from 01-10-02. Shri Anand V. Shah the Managing Director of the Company, Shri Anand N. Jhaveri and Shri Shashank I. Shah the Whole Time Directors designated as Executive Directors were appointed by Shareholders in the Annual General Meetings held on 18-09-99 & 07-09-2000 for the period of five years respectively. Looking to their day to day involvement in the business of the Company it was considered necessary to increase the remuneration of these directors in the whole time employment of the Company. The existing scale of remuneration is Rs. 12,500-500-15000.

The remuneration payable to these Directors would be in accordance with the provisions of section 269 and schedule XIII of the Companies Act, 1956.

The revised scale are as under :

1. Salary

Sr. No.	Name of Director	Designation	Scale	Effective From	Remarks
1.	Anand V. Shah	Managing Director	25,000/-P.M.	01-10-2002	Not Liable to retire by rotation
2.	Anand N. Jhaveri	Wholetime Director Designated as Executive Director	25,000/-P.M.	01-10-2002	Liable to retire by rotation
3.	Shashank I. Shah	Wholetime Director Designated as Executive Director	25,000/-P.M.	01-10-2002	Liable to retire by rotation

2. Perquisites

Following perquisites will be provided subject to condition that the total amount of perquisites will not exceed an amount equal to annual salary.

Category A

- Reimbursement of Expenses : Incurred by the appointee on gas, electricity and water valued as per Income Tax Rule subject to ceiling of 20% of salary.
- Medical Reimbursement : Reimbursement of Medical Expenses incurred in connection with the medical treatment of self and family members not exceeding an amount equal to two month's salary in a year or six month's salary over a period of three years.



AHMEDABAD STEELCRAFT LIMITED

- (c) Leave Travel Concession (LTC) : Reimbursement of travelling expenses for self and family members twice in a block of four years with a facility to encash the LTC not availed in the said block.
- (d) Club Fees : Membership Fees not more than two clubs. However, admission fees shall not be admissible.
- (e) Insurance Premium : Insurance Premium for the personal accident for self and dependents not exceeding Rs. 10,000/- P.Y.

Category B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceilings on perquisites.

to the extent these either singly or put together are not taxable under Income Tax Act.

Privileged Leave : As per the rules of the Company. Unclaimed Privileged Leave be encashed at the end of the year i.e. 31st March.

Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

Category C

Provision of car with Chauffeur for use Company's Business and telephone at residence will not be considered as perquisites.

That in the event of loss or inadequacy of profits the aforesaid remuneration shall be paid to these Directors as minimum remuneration.

The above may also be treated as abstract of the terms of the appointments under section 302 of the Companies Act, 1956.

The Directors recommend the resolution as set out in item No. 11 to 13 in the notice.

Shri Darshan Jhaveri, Shri Yiral Jhaveri, Shri Anil K. Jhaveri, Shri Navin K. Jhaveri, Shri Anand Shah, Shri Anand Jhaveri, Shri Shashank Shah and Shri Girish Shah are concerned or interested in the resolution set out in item No. 11 to 13 relating to their remuneration.

On Behalf of Board of Directors

ANIL K. JHAVERI

CHAIRMAN

Date : 25-06-2002

Place : Ahmedabad

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