

**T W E N T Y T H I R D  
A N N U A L  
R E P O R T**

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**ALFA ICA (INDIA) LTD.**

# ALFA ICA (INDIA) LTD.

## ANNUAL REPORT 2013-2014

### BOARD OF DIRECTORS

Shyam Sunder Tibrewal	: Chairman
Rajendra Tikmani	: Managing Director
Inder Chand Nahta	: Independent Director
Rishi Tikmani	: Whole-time Director
Pooja Tikmani	: Woman Director
Sanjeev Sharma	: Independent Director

### REGD. OFFICE

1-4, Uma Industrial Estate  
Village Vasana - Iyawa,  
Tal. Sanand, Dist. Ahmedabad

### WORKS

Unit-I  
249/A, Uma Industrial Estate  
Village Vasana - Iyawa, Tal. Sanand, Dist.  
Ahmedabad

Unit-II  
204-205, Uma Industrial Estate,  
Village Vasana - Iyawa, Tal. Sanand, Dist.  
Ahmedabad

### CORPORATE OFFICE

Alfa Pallazzo, Near Shivranjani Cross Roads,  
Satellite Road, Ahmedabad - 380 015.

### AUDITORS

**O. P. Bhandari & Co.**  
Chartered Accountants

### BANKERS

State Bank of India  
Overseas Branch, Ahmedabad

### REGISTRAR AND SHARE TRANSFER AGENT

MCS Limited  
1<sup>st</sup> Floor, Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, Ahmedabad – 380009

### NOTE TO THE SHAREHOLDERS

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting, Shareholders are requested to kindly bring their copies to the meeting.

### DISCLAIMER STATEMENT

THIS AUDITED ANNUAL REPORT CONTAINING AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, SCHEDULES, NOTES TO THE ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31/03/2014 AND THE DOCUMENTS ATTACHED THERETO I.E REPORT OF THE AUDITORS, BOARD OF DIRECTORS, REPORT ON THE CORPORATE GOVERNANCE AND ANY OTHER ATTACHMENTS ARE PREPARED IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1956 AS PER GENERAL CIRCULAR 08/2014 ISSUED VIDE LETTER NO. 1/19/2013-CL-V DATED 04.04.2014 AND APPLICABLE PROVISIONS OF VARIOUS SECTIONS OF COMPANIES ACT 2013 WHICH WERE MADE APPLICABLE W.E.F 12/09/2013. HOWEVER IN PREPARATION OF THIS REPORT AT SOME PLACES A REFERENCE OF VARIOUS SECTIONS OF COMPANIES ACT 2013 ARE ALSO MADE AS AN ABUNDANT CAUTION.

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**NOTICE**

(Note: The business of meeting may be transacted through electronic voting system. For detailed information please refer note no. 14)

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of the **ALFA ICA (INDIA) LIMITED** will be held on Tuesday the 23<sup>rd</sup> September, 2014 at 04:00 P.M. at the Registered office of the Company at 1-4, Uma Industrial Estate, lawa, Sanand, Ahmedabad, 380015 to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider, approve and adopt the audited statement of accounts i.e. The audited Balance Sheet as at 31<sup>st</sup> March, 2014 The Profit & Loss Account for the year ended on that date, the report of the auditors and directors thereon.
- 2) To reappoint a director Mr. Shyam Sunder Tibrewal who retires by rotation and being eligible offers himself for reappointment
- 3) To consider and if thought fit to pass with or without modification following Resolution as an ORDINARY RESOLUTION:  
**RESOLVED THAT** pursuant to provisions of Section 139 (1) and other applicable provisions of the Companies Act 2013 (Corresponding provisions of Section 224(1B) of the Companies Act 1956) read with Rule 4 and 6 of the Companies (Audit and Auditors) Rules 2014 as in force, the consent of the members of the Company be and is hereby accorded to the Appointment of M/s. O.P. BHANDARI & Co., a firm of Chartered Accountants (CA FIRM Registration Number:112633W), as Statutory Auditors of the Company for the next three financial years i.e. for the financial years 2014-15, 2015-16 and 2016-17 and to fix their remuneration as per section 139(2) of the Companies Act 2013.

**SPECIAL BUSINESS:**

- 4) To consider and if thought fit to pass, with or without modification(s) the following resolution as an Ordinary Resolution.  
**RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956), Section 149(1) of the Companies Act, 2013 for appointment of woman director and the relevant article of Articles of Association of the Company Ms. Pooja Tikmani (holding DIN 06944249) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18<sup>th</sup> August, 2014 and in respect of whom the Company has received a notice in writing for her appointment as a Director of the Company whose period of office shall be liable to determination for retirement of Directors by rotation.  
**RESOLVED FURTHER THAT** Mr. Rajendra Tikmani, Managing Director (DIN: 00333842) of the company be and is hereby authorized, empowered and instructed to file necessary form in the office of the Registrar of Companies under his digital signature, and Mr. Kamlesh M. Shah, a Practicing Company Secretary of M/s. Kamlesh M. Shah & Co., be and is hereby requested to certify such forms under his digital signature, and also to intimate all other statutory authorities in time about changes in the constitution of the board of directors of the company within time with necessary supporting documents.
- 5) To consider and if thought fit to pass, with or without modification(s) the following resolution as an Ordinary Resolution.  
**RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and the relevant article of Articles of Association of the Company Mr. Sanjeev Sharma (holding DIN 00835187) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18<sup>th</sup> August, 2014 and in respect of whom the Company has received a notice in writing for his appointment as a Director of the Company whose period of office shall be liable to determination for retirement of Directors by rotation.  
**RESOLVED FURTHER THAT** Mr. Rajendra Tikmani, Managing Director (DIN: 00333842) of the company be and is hereby authorized, empowered and instructed to file necessary form in the office of the Registrar of Companies under his digital signature, and Mr. Kamlesh M. Shah, a Practicing Company Secretary of M/s. Kamlesh M. Shah & Co., be and is hereby requested to certify such forms under his digital signature, and also to intimate all other statutory authorities in time about changes in the constitution of the board of directors of the company within time with necessary supporting documents.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF ALFA ICA (INDIA) LIMITED.**

**PLACE : AHMEDABAD.  
DATE : 18.08.2014**

**Rajendra Tikmani  
Managing Director  
(DIN: 00333842)**

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## NOTES:

- 1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and that a proxy need not be a member of the company.
- 2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) The Register of members and share transfer books of the Company shall remain closed from 18/09/2014 TO 23/09/2014 (Both days inclusive) as per the provisions of section 154 of the Companies Act 1956 and the provisions of the Clause 16 of the Listing Agreement.
- 5) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 6) Members desiring any information on accounts are requested to write to the Company 7 days before the meeting to enable the management to keep the information ready
- 7) Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, MCS Ltd. Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.
- 8) All shareholders are requested to dematerialize their shareholding immediately as the shares are traded compulsorily in demat segment only.
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 10) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company
- 11) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2014 is uploaded on the BSE's website [www.alfaica.com](http://www.alfaica.com) and may be accessed by the members.
- 12) Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
- 13) Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

## 14) Instructions for e-voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

### In case of members receiving e-mail:

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now, select the "COMPANY NAME" i.e. ALFA ICA (INDIA) LIMITED from the drop down menu and click on "SUBMIT"

- iv) Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> i.e. The ALFA ICA (INDIA) LIMITED, on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.

### **General Instructions:**

- The voting period begins on 18<sup>th</sup> September 2014 at 9.00 a.m. and ends on 20<sup>th</sup> September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 26<sup>th</sup> August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- Mr. Kamlesh M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- The Results declared along with the Scrutinizer's Report shall be placed on the BSE's Company's website [www.alfaica.com](http://www.alfaica.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the ASE and BSE Limited.

### **INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 23<sup>rd</sup> ANNUAL GENERAL MEETING AS PER CLAUSE 49 OF THE LISTING AGREEMENT FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.**

Particulars	Mr. Shyam Sunder Tibrewal
Director Identification Number.	00500621
Date of Birth.	01/07/1952
Age.	62
Educational Qualification.	B.Com
Experience (No. of Years)	25
Business field in which Experience.	Manufacturing Experience of dyes / chemicals plastics
Date of Appointment as Director in the Company.	31/07/2008
Directorship held in any other Company.	1. Svar Synthetics Private Limited 2. Mayur Wovens Private Limited
Member of any Committees of the Directors in the Company.	Audit Committee & Stakeholder Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company.	N.A.

<b>Particulars</b>	Ms. Pooja Tikmani
<b>Director Identification Number.</b>	06944249
<b>Date of Birth.</b>	12/01/1980
<b>Age.</b>	34
<b>Educational Qualification.</b>	B.E.
<b>Experience (No. of Years)</b>	12
<b>Business field in which Experience.</b>	Incharge Purchase, Designe Selection, Environment / Pollution
<b>Date of Appointment as Director in the Company.</b>	18/08/2014
<b>Directorship held in any other Company.</b>	No other Directorship in any Company Held.
<b>Member of any Committees of the Directors in the Company.</b>	N.A.
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	N.A.

<b>Particulars</b>	Mr. Sanjeev Sharma
<b>Director Identification Number.</b>	000835187
<b>Date of Birth.</b>	14/06/1958
<b>Age.</b>	56
<b>Educational Qualification.</b>	B.Sc., LL.B, C.A. IIB, P.G.D.B.M
<b>Experience (No. of Years)</b>	18
<b>Business field in which Experience.</b>	Banking & Finance
<b>Date of Appointment as Director in the Company.</b>	18/08/2014
<b>Directorship held in any other Company.</b>	Quantum Banking Resource Center (P) Ltd.
<b>Member of any Committees of the Directors in the Company.</b>	N.A.
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	N.A.

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## AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS OF THE NOTICE CONVENING THE 23<sup>RD</sup> ANNUAL GENERAL MEETING.

### ITEM NO 4: APPOINTMENT OF MS. POOJA TIKMANI AS A DIRECTOR OF THE COMPANY

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) and 149(1) of the Companies Act, 2013 and the relevant article of Articles of Association of the Company, Ms. Pooja Tikmani as an Additional Director of the Company with effect from 18<sup>th</sup> August, 2014. In terms of the provisions of Section 161(1) and 149(1) of the Act, Mrs. Pooja Tikmani will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Pooja Tikmani for the office of Director of the Company. Ms. Pooja Tikmani is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that the appointment of Ms. Pooja Tikmani as a Director of the Company would be as per the Provisions of Section 149(1) of Companies Act 2013 as a Woman Director. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Ms. Pooja Tikmani, Mr. Rajendra Tikmani and Mr. Rishi Tikmani may be deemed to be interested or concerned in the proposed resolution.

### ITEM NO 5: APPOINTMENT OF MR. SANJEEV SHARMA AS A DIRECTOR OF THE COMPANY

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the relevant article of Articles of Association of the Company, Mr. Sanjeev Sharma as an Additional Director of the Company with effect from 18<sup>th</sup> August, 2014. In terms of the provisions of Section 161(1) of the Act, Mr. Sanjeev Sharma will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sanjeev Sharma for the office of Director of the Company. Mr. Sanjeev Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that the appointment of Mr. Sanjeev Sharma as a Director of the Company would be of immense benefit to the Company keeping in view his rich expertise and knowledge. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr. Sanjeev Sharma, no other directors, may be deemed to be interested or concerned in the proposed resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF ALFA ICA (INDIA) LIMITED.**

**PLACE : AHMEDABAD.  
DATE : 18.08.2014**

**Rajendra Tikmani  
Managing Director  
(DIN: 00333842)**



**DIRECTORS' REPORT**

To,  
**The Members,**  
**Alfa Ica (India) Limited**

Dear Shareholders,

Your Directors have pleasure in presenting the Twenty Third Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2014.

**FINANCIAL HIGHLIGHTS**

During the year under review the financial performance of the Company is as under:

<b>PARTICULARS</b>	<b>(In ₹)</b>	
	<b>2013-14</b>	<b>2012-13</b>
Income from Operation	<b>578,404,221</b>	570,177,259
Total Income	<b>580,599,062</b>	570,843,771
Total Expenditure	<b>570,606,378</b>	562,102,225
Provision for depreciation	<b>11,034,484</b>	10,537,475
Profit/ (loss) before tax	<b>9,992,684</b>	8,741,546
Tax expense	<b>(5,106,000)</b>	(5,047,915)
Deferred tax expense	<b>2,215,624</b>	1,323,580
Net Profit / (Loss) after tax for the year	<b>7,102,308</b>	5,017,211
Add : Balance B/F from previous year	<b>36,904,616</b>	37,887,405
Balance carried to next year	<b>44,006,924</b>	36,904,616

**DIVIDEND**

To conserve resources and to maintain liquidity, the directors do not recommend declaration of any dividend for the financial year.

**UNPAID / UNCLAIMED DIVIDEND**

The Company does not have any outstanding unpaid/unclaimed dividend which is required to be transferred to the Investors Education and Protection funds as per the provision of Section 205C of the Companies Act 1956. The Company does not have any outstanding liability on account of Interest and Principal on Deposits, Debentures or Share Application Money.

**WORLD ECONOMY**

Global economy continues to show weakness with overall economic growth slowing to 2.7 percent per annum in the first quarter of 2014, down from 3.6 percent registered in the previous quarter. During the current year recovery prospects look bleak on account of conflicts in Iraq, Libya, Palestine and Ukraine adding significant geopolitical risks to an already weak outlook. This could get further get accentuated if there is an upward pressure in crude prices due to the Middle East crisis. Any rise in US interest rates could add to the global slowdown.

Although there have been some significant forward pushes for the BRICS economies with agreement on the establishment of a new multilateral BRICS Bank, but Developing countries are headed for a third consecutive year of disappointing growth below 5 percent. A weak 2014 first quarter has delayed an expected pick-up in economic activity. With the exception of China and Russia, stock markets have done well in emerging economies, notably India and Indonesia. A gradual tightening of fiscal policy and structural reforms may be required, to restore world fiscal health, still suffering the pangs of 2008 financial crisis.

**INDIAN ECONOMY**

Last three years have been challenging for the Indian economy, with real GDP growth sliding from an average of 8.4 percent over the period 2003-10 to 5.3 percent during 2011-13. The economic parameters are expected to improve with the formation of a new Government at the centre and a fresh push for reforms in the infrastructure sector. It is estimated that the economy has grown at 5.5 % during the first quarter of the current fiscal. Continued buoyancy on the Stock markets has resulted in fresh forex inflows. Forex reserves at USD 320 bn provide a good hedge against any weakness in the global crude prices. Reserve Bank of India is still maintaining a cautious approach on the interest rate front with no significant let down in headline inflation.

Despite a weak economic scenario your company has been able to maintain its topline, and has in fact improved profitability with a rigorous control over expenses. Exports to Europe, US and Australia continue to be steady. Your Company expects to do better in the current fiscal with a bigger push into the European markets.

**SHARE CAPITAL STRUCTURE**

During the year under review there were no changes in the Authorized, Issued, Subscribed and Paid up Share Capital Structure of the Company.

**BUY BACK OF EQUITY SHARES**

The Company had not made any Buy Back of its paid up equity shares during the year in terms of section 77A, 77AA and 77B of the Companies Act 1956. Hence no specific disclosure is required to be made in this report

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## YEAR UNDER REVIEW

During the year under review the Company has earned total income of ₹ 580,599,062/- (Previous Year of ₹ 570,843,771) from business. After deducting all administrative expenses and depreciation and necessary adjustments for taxation, etc. of ₹ 570,606,378/- (Previous Year of ₹ 562,102,225), the company has earned a net profit of ₹ 7,102,308 /- (Previous of ₹ 5,017,211/-).

## DEMATERIALISATION OF SECURITIES

Your Company's Equity shares are admitted in the System of Dematerialization by both the Depositories namely NSDL and CDSL. The Company has signed tripartite Agreement through Registrar and Share Transfer Agent M/s MCS Limited. The Investors are advised to take advantage of timely dematerialization of their securities. The ISIN allotted to your Company is **INE042C01010**. Total Share dematerialized up to 31st March 2014 were **3252780** which constitute 80.51% of total capital. Your Directors request all the shareholders to dematerialize their shareholding in the company as early as possible.

## COMPLIANCE TO CODE OF CORPORATE GOVERNANCE

The Complete Report on Corporate Governance is given as ANNEXURE-A to this report.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and perceptions on existing business, future out look of the industry, future expansion and diversification plans of the Company and future course of action for the development of the Company are fully explained in a separate para in Corporate Governance Report.

## DEPOSITS

During the year under review your company has neither invited nor accepted any public deposit as defined under Section 58A of the Companies Act-1956.

## DIRECTORS

Mr Shyam Sunder Tibrewal shall retire by rotation at the ensuing Annual General Meeting as per provisions of Law. He is eligible for reappointment and has offered himself for directorship of the company. Your directors recommend for his reappointment.

## INSURANCE

All the existing properties of the company have been adequately insured from the approved insurance companies. The Directors record that during the year there was no insurance claim made by the company.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provision contained in Section 134(5) of the Companies Act 2013 (Corresponding Section 217(2AA) of the Companies Act, 1956), the Directors of your Company confirm:

- A. That in the preparation of the annual accounts, as far as possible and except the Accounting Standards which are mentioned by the Auditors in their Report and the Notes to the Accounts separately, the applicable accounting standards has been followed and no material departure has been made from the same;
- B. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- C. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- D. That they have prepared the annual accounts on a going concern basis.
- E. The Directors, in the case of Listed Company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operative effectively.
- F. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## DECLARATION AS TO INDEPENDENT DIRECTORS: (Pursuant to Provisions of section 149(6) OF the Companies Act 2013).

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.
- (4) Who are or were not related to promoters or directors in the company, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,