



ADITYA FORGE LIMITED

DIRECTORS

SHRI NITIN R. PAREKH	Chairman & Managing Director
SHRI PANKAJ R. PAREKH	Director
SHRI MAHESH NANDANI	Director
SHRI SUBHASH DALAL	Director
SHRI VISHNUBHAI PATEL	Director

AUDITORS

M/S K J SHAH & CO.
Chartered Accountants
1st Floor, Satsang Apartment,
Kothi – Salatwada Road
BARODA – 390 001.

REGISTERED OFFICE

412 TO 415, G.I.D.C.,
RAMANGAMDI, POR – 391 243,
DIST. BARODA.

FACTORY

412 TO 415, G.I.D.C.,
RAMANGAMDI, POR – 391 243,
DIST. BARODA.

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NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of the Company will be held on Saturday, the 30th day of September, 2013 at 11.00 a.m. at 415 GIDC, Ramangandi, Por , N H 8 ,Vadodara to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Accounts for the year ended 31st March, 2013 along with Auditors' and Directors' Report thereon.
2. To appoint a Director in place of Mr. Pankaj Parekh, who retires by rotation and being eligible offers himself for re- appointment
3. To appoint a Director in place of Mr. Mahesh Nandani, who retires by rotation and being eligible offers himself for re- appointment.
4. To appoint M/s, K J Shah & CO Chartered Accountants, Vadodara the retiring auditors as auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next annual general meeting of the company and to fix their remuneration.

By Order of the Board,
For Aditya Forge Limited

Place : Vadodara.
Date: 08.09.2013

Mr . Nitin Parekh
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 22nd September, 2013 to 28th September, 2013.
6. Sharepro Services India Pvt Ltd 416-420, 4th Floor, Devnandam Mall, Opp. Sanyas Ashram, Ashram Road, Ellishbridge, Ahmedabad, Gujarat, 380006 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
7. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. Mahesh Nandani is Non-Executive Independent Director of the Company. He has rich experience in the field of Finance and HR. He has been associated with the Company w.e.f. 29th March, 2010. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Pankaj Parekh retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS' REPORT

Dear Members,

We are pleased to present the Twenty Second Annual Report of ADITYA FORGE LTD together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2013. The Financial Highlights for the year under review are given below:

(1) FINANCIAL AND WORKING RESULTS:

Particulars	2012-2013 (Rs.)	2011-2012 (Rs.)
TOTAL INCOME	186763976	271615106
TOTAL EXPENSES	213277338	259819285
GROSS PROFIT/(LOSS) BEFORE DEPRECIATION	-11027770	11795821
(Less): Depreciation	7742796	7730922
PROFIT / (LOSS) BEFORE TAXATION	-18770566	4064899
(Less): Provision for Deferred Tax	-	-
(Less): Provision for Fringe Benefit Tax	-	-
(Less): Tax Adjustments for prior year	620154	505507
NET PROFIT/(LOSS) AFTER TAX	-18150412	4570406
EARNING PER SHARE		
Basic	-4.21	1.06
Diluted	-4.21	1.06

Previous years figures have been re-grouped wherever necessary

FINANCIAL PERFORMANCE :

During the year under review, your Company has recorded a turnover of Rs. 18.67 Crore as against Rs. 27.16 Crore in the previous year. The Net loss (after tax and extra ordinary items) for the financial year ended 31st March 2013 is Rs.1.87 Crore as against Net Profit of Rs. 40.67 lacs in the previous year.

(2) DEPOSITS:

The Company has not accepted deposits from the public.

(3) DIVIDENDS:

In view of carried forward losses and current losses, your Directors do not recommend any dividend for the financial year under review.

(4) PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration of Rs. 60.00 lac p.a. or Rs. 5.00 Lac p.m. for part of the year or more and hence no particulars are required to be furnished under Section 217(2A) of the Companies Act, 1956.

(5) PARTICULARS RELATING TO CONSERVATION OF ENERGY:**A. CONSERVATION OF ENERGY:**

The information required under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Board of Directors) Rules, 1988 is annexed hereto and forms part of this Report.

B. FOREIGN EXCHANGE EARNINGS & OUTGO :

During the year, the Company has neither earned nor spent any foreign exchange.

(6) DIRECTORS' RESPONSIBILITY STATEMENT:

- i) Your Directors have followed the applicable Accounting standards along with proper explanation relating to material departures if any, while preparing the annual accounts;
- ii) Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the period;
- iii) Your Directors 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 and for preventing and detecting fraud and other irregularities;
- iv) Your Directors have prepared the annual accounts on a going concern basis.

(7) DIRECTORATE:

Mr. Pankaj Parekh and Mr. Mahesh Nandani who retire by rotation from the Directorship at the ensuing Annual General Meeting and being eligible offer himself for retirement.

(8) AUDITORS:

M/s K.J Shah & Co, Chartered Accountants, Auditors of the Company retires at the conclusion of this Annual General Meeting and being eligible offer themselves for reappointment. You are requested to appoint Auditors and fix their remuneration.

(9) ACKNOWLEDGEMENTS:

Your Directors take opportunity to express their gratitude to government, employees and shareholders for their valuable support and co-operation.

FOR AND ON BEHALF OF THE BOARD

Place : Vadodara

Date : 08th September ,2013


Pankaj Parekh
Managing Director

INFORMATION AS PER SECTION 217(1)(E) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2013.

I. **CONSERVATION OF ENERGY:**

- a) Energy conservation measures taken:
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:
- c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
- d) Total energy consumption and energy consumption per unit of production as per Form-A of the Annexure in respect of Industries specified in the schedule thereto:

ANNEXURE

FORM A

Form for disclosure of particulars with respect of conservation of energy

(A) Power and Fuel consumption:	<u>2012-2013</u>	<u>2011-2012</u>
1. Electricity:		
(a) Purchased:		
Units (HT Line)		
Total Amount [Rs.]		
Rate [Rs.]/unit		
(b) Own Generation:		
(i) Through Diesel Generation	N.A	N.A
Units		
Qty. Purchased (Ltrs.)		
Total Amount [Rs.]		
Units per Ltr. of Diesel Oil		
Cost/Unit		
(ii) Through steam turbine /Generator	N.A	N.A
Units		
Units per Litre. of Fuel Oil/Gas		
Cost/Units		
2. Coal (specify quality and where used):	N.A	N.A
(Agro Waste for Boiler)		
Quantity (Tonnes)		
Total Cost [Rs.]		
Average Rate [Rs./MT]		
3. Furnace Oil:	N.A	N.A
Quantity (K. Ltrs.)		
Total Amount		
Average Rate		
4. Others/internal generation (please give details)	N.A	N.A
Quantity		
Total Cost		
Rate/unit		

(B) Consumption per unit of production: N.A

	Standard (if any)	Current year	Previous year
Products (with details) unit			
Electricity			
Furnace Oil			
Coal (specify quality)			
Others (specify)			

NOTES:

- (1) Please give separate details for different products/items produced by the company and covered under these rules.
- (2) Please give reasons for variation in the consumption of power and fuel from standards of previous year.
- (3) In case of production of different varieties/specifications consumption details may be given for equivalent production.

FORM B**Form for disclosure of particulars with respect to absorption.****Research & Development (R&D):**

- (1) Specific areas in which R&D carried out by the Company :
- (2) Benefits derived as a result of the above R&D :
- (3) Future Plan of Action :
- (4) Expenditure on R&D :
 - (a) Capital
 - (b) Recurring
 - (c) Total
 - (d) Total R&D expenditure as a Percentage of total turnover.

Technology absorption, adaptation and innovation: N.A

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:
2. Benefits derived as a result of the above efforts e.g. products improvement, cost reduction, product development, import substitution, etc.:
3. In case of imported technology (imported during the last 5 years from the beginning of the financial year), following information may be furnished:
 - (a) Technology imported.
 - (b) Year of import.
 - (c) Has technology been fully absorbed?
 - (d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action.

II FOREIGN EXCHANGE EARNINGS & OUTGO

- a) Foreign Exchange Earned : NIL
- b) Foreign Exchange Used : NIL

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31st MARCH, 2013**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to “enhance shareholder value, keeping in view the interests of other stakeholders”. This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders’ wealth whilst not being detrimental to other stakeholders’ interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

It is evident that real onus of achieving the desired level of Corporate Governance, lies in the proactive initiatives taken to achieve desired results and not in the external measures like breadth and depth of a code or stringency of enforcement of norms.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2012. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors do not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held: During the financial year 2012-13 the Board met 06 (Six) times on 30.04.2012, 28.07.2012, 25.08.2012, 22.11.2012, 25.01.2013, 15.03.2013. The maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meetings during the year 2012-13

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attendance
		Held	Attended	
Shri Nitin R Parekh	Managing Director –Promoter	06	04	Yes
Shri Pankaj R Parekh	Director- Promoter	06	06	Yes
Shri Mahesh Nandani	Independent Director	06	06	Yes
Shri Subhash Dalal	Independent Director	06	06	Yes
Shri Vishnu Patel	Independent Director	06	06	Yes

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

3. AUDIT COMMITTEE

The Audit committee consists of three members including two Non-executive Directors viz. Mr.Mahesh Nandani and Shri Vishnubhai Patel independent Directors and Shri Nitin R Parekh, Managing Director. In addition to the Audit committee members, head of accounts and the Statutory Auditors attend the meetings.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings- 2012

During the year under review, Audit committee meetings were held five times on 30.04.2012, 28.07.2012, 25.08.2012, 23.11.2012, 18.02.2013 under the Chairmanship of Mr. Mahesh Nandani , attendance of the members as under.

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
Shri Subhash Dalal	Independent Director	05	05
Shri Vishnubhai Patel	Independent Director	05	05
Shri Nitin R Parekh	Managing Director –Promoter	05	05

4. REMUNERATION COMMITTEE

The committee comprises of all independent non-executive Directors with Shri Vishnubhai Patel as Chairman, Shri Subhash Dalal and Shri Mahesh Nandani as other members of the committee. The remuneration policy aims at rewarding performance, based on systematic and periodic review of achievements. The remuneration policy is in consonance with the prevailing industrial practices and laws.

During the year under review, no meeting of Remuneration Committee was held.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

Investors' Grievance committee is headed by Mr. Pankaj Parekh, an Independent Director, Shri Nitin Parekh and Mr. Mahesh Nandani as members of the committee. The committee supervises and transfer /transmission/ transposition/ issue of duplicate share certificates in lieu of lost /misplaced/ worn out etc. Share certificate, issue of fresh share certificate in view of rematerialization of shares, consolidation and division and incidental matters relating to shares.

6. GENERAL BODY MEETINGS:

Location and time for last 3 years Annual General Meetings:

Details of AGM	Location	Date & Time	No. of Special Resolution passed
Eighteenth	Regd. Office of the Company at 415, GIDC, Ramangamdi, N.H. No. 8, Por, dist. Vadodara	29/09/2010 At 12.00 Noon	NIL
Nineteenth	-do-	30/09/2011 11: 00 AM	NIL
Twentieth	-do-	29/09/2012 11: 00 AM	NIL

7. DISCLOSURES

- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April, 2012 to 31st March, 2013.
Date and time of Annual General Meeting	30 th September, 2013, and 11:00 A.M.
Venue of Annual General Meeting	415, GIDC, Ramangamdi, N.H. No. 8, Por, dist. Vadodara.
Dates of Book Closure	22 nd September, 2013 to 28 th September, 2013
Listing on Stock Exchange	BSE Limited, Mumbai
Stock Code and Scrip-ID	522150(BSE) and ADTYFRG (BSE)
Demat ISIN No.	INE281H01013
Financial calendar	
Unaudited results for the quarter ending on 30th June, 2012	Mid August, 2013
Unaudited results for the quarter ending on 30th September, 2012	Mid November, 2013
Unaudited results for the quarter ending on 31st December, 2012	Mid February, 2014
Unaudited results for the quarter ending on 31st March, 2013	Mid May, 2014

10. CATEGORIES OF SHAREOWNERS AS ON 31-03-2013

Category	No. of Shares Held	Voting Strength (%)
Promoters	1488100	34.54
Resident Individuals	2441761	56.67
Financial Institutions/ Banks	--	--
Bodies Corporate	335415	7.78
NRIs/ OCBs	36312	0.84
Directors Relatives	--	--
Others	7012	0.16
Total	4308600	100.00

11. Registrar and share transfer Agent: Sharepro Services India Pvt Ltd

416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashtram,
Ashtram Road, Ellisbridge, Ahmedabad - 380 006.

Share transfer, transmission and dematerialization of shares are registered and returned well within the stipulated period.

12. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2013:

Sl. No.	Category (Shares)	Holders	Shares	% to total shares
1	1-500	3364	869118	20.17
2	501-1000	425	379101	8.80
3	1001-2000	196	322284	7.48
4	2001-3000	65	168885	3.92
5	3001-4000	32	115356	2.68
6	4001-5000	46	223696	5.20
7	5001-10000	43	308690	7.17
8	10001-20000	17	245700	5.70
9	Above 20000	14	1675770	38.90
	TOTAL	4202	4308600	100.02