

EXCEL CASTRONICS LIMITED

21ST ANNUAL REPORT

2012-13

: REGISTERED OFFICE:

306, SARTHIK COMPLEX,
NR. FUN REPUBLIC, SATELLITE,
AHMEDABAD – 380015

BOARD OF DIRECTORS:

KANTIJI THAKOR	-	EXECUTIVE DIRECTOR
PANKAJ R. JADAV	-	INDEPENDENT DIRECTOR
BHAVIN PATEL	-	INDEPENDENT DIRECTOR

AUDIT COMMITTEE:

PANKAJ JADAV	-	CHAIRMAN
BHAVIN PATEL	-	MEMBER
KANTIJI THAKOR	-	MEMBER

AUDITORS:

SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
AHMEDABAD – 380 015.

BANKERS:

KOTAK MAHINDRA BANK, AHMEDABAD

**REGISTRAR AND
TRANSFER AGENT:**

PURVA SHAREGISTRY (INDIA) PVT. LTD.
9 - SHIV SHAKTI INDL. ESTATE,
J. R. BORICHA MARG,
OPP. KASTURBA HOSPITAL,
LOWER PAREL (E),
MUMBAI – 400 011

CONTACT DETAILS:

(O) 079 – 26 92 95 54

Website: www.excelcastronics.com

email id: excelcastronics@gmail.com

NOTICE

Notice is hereby given that 21st Annual General Meeting of members of Excel Castronics Limited will be held on 28th September 2013 at 10:00 a.m. at the Registered Office of the Company situated at 306, Sarthik Complex, Nr. Fun Republic, Satellite, Ahmedabad – 380015 to transact the following ordinary businesses:

ORDINARY BUSINESS:

01. To receive, consider and adopt Audited Balance Sheet of the Company as on 31st March, 2013 and Profit and Loss Account for the year ended on the same date, together with the reports of Board of Directors and Auditors thereon.
02. To appoint statutory auditors and to fix their remuneration and in this regard to consider and if though fit, to pass, with or without modification the following resolution as an ordinary resolution:

“RESOLVED THAT M/s Samir M. Shah & Associates, Chartered Accountants, Ahmedabad be and is hereby appointed as statutory 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 at such remuneration as shall be fixed by the Board of Directors”

SPECIAL BUSINESSES:**03. Regularizing the Additional Director – Shri Kantiji Thakor:**

To Consider and if though fit, to pass the following resolution with or without modification(s), as an ordinary resolution:

“RESOLVED THAT **Shri Kantiji Thakor**, who was appointed as an Additional Director on the board of the Company w. e. f. 30/05/2013 pursuant to provisions of section 260 of the Companies Act 1956 and who shall hold such office up to the date of ensuing Annual General Meeting of the Company and in respect to which the Company has received a notice in writing from such Director under section 257 of the Companies Act 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

04. Regularizing the Additional Director – Shri Pankaj Jadav:

To Consider and if though fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“RESOLVED THAT **Shri Pankaj Jadav**, who was appointed as the Additional Director on the board of the Company w. e. f. 30/05/2013 pursuant to provisions of section 260 of the Companies Act 1956 and who shall hold such office up to the date of ensuing Annual General Meeting of the Company and in respect to which the Company has received a notice in writing from such Director under section 257 of the Companies Act 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

05. Regularizing the Additional Director – Shri Bhavin Patel:

To Consider and if though fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“RESOLVED THAT **Shri Bhavin Patel**, who was appointed as an Additional Director on the board of the Company w. e. f. 30/05/2013 pursuant to provisions of section 260 of the Companies Act 1956 and who shall hold such office up to the date of ensuing Annual General Meeting of the Company and in respect to which the Company has received a notice in writing from such Director under section 257 of the Companies Act 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and the proxy need not be the member of the company. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting.

2. The Register of Members of the company will remain close from September 23, 2013 to September 28, 2013 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2012 - 13.
3. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.
4. Member holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holdings in one folio.
5. Members/Proxies are requested to bring the copy of Annual Report and attendance slip duly filled in along with them to the Annual General Meeting, as extra copies will not be supplied at the meeting.
6. The relevant explanatory statement pursuant to section 173 (2) of the Companies Act 1956, in respect of special business, set out in the notice is herewith annexed.

Explanatory Statement under section 173 (2) of the Companies Act 1956:

In conformity with the provisions of Section 173(2) of the Companies Act 1956, the following Explanatory Statement sets out all material facts relating to Special Businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice:

Item No. 03, 4 and 5:

You would be pleased to note that the Hon'ble High Court of Gujarat at Ahmedabad vide its order dated 15.02.2013 has approved the composite scheme for reorganization of share capital and amalgamation Excel Castronics Limited and Indus Coils and Plates Limited with Ahmedabad Gases Limited. Pursuant to which the old Directors have ceased to be the members of the board and instead thereof, the new Directors have been appointed as an additional Directors on the Board w. e. f. 30.05.2013. Hence, it is proposed to regularize such Directors in the ensuing Annual General Meeting.

Mr. Kantiji Thakor, Mr. Bhavin Patel and Mr. Pankaj Jadav were appointed as an Additional Directors on the Board of Company w. e. f. 30.05.2013 pursuant to the provisions of section 262 of the Companies Act 1956 and as per clause no. 135 (a) of the Articles of Association of the Company and they shall hold such office only up to the date up to which the Director in whose place they were appointed, would have held office if it had not been vacated as aforesaid. A notice in writing has been received under section 257 of the Companies Act 1956 along with a deposit of Rs. 500 from a member signifying his intention to propose his appointment as Director of the Company.

The Directors themselves being considered for appointment in the meeting, they are interested to the extent appointment is concerned.

DATE : 30.05.2013

PLACE : AHMEDABAD

BY ORDER OF BOARD OF DIRECTORS

FOR EXCEL CASTRONICS LIMITED

**KANTIJI THAKOR
CHAIRMAN**

DIRECTORS' REPORT

Dear Members,

Your directors feel pleasure in presenting their 21st Annual Report together with the Audited Statements of accounts for the financial year ended on 31st March, 2013.

FINANCIAL RESULTS:

During the year under review, the company has gained notable results after shaking hands with other corporate bodies. The Company has made a net profit of Rs. **6.46 lacs** net of Taxation during the year under review. The financial results indicate positive results after gaining corporate synergy through brief extracts of the financial results during the year are as under:

Particulars	(In Lacs)	
	Current Year 2012 - 13 Rs.	Previous Year 2011 - 12 Rs.
Sales & Other Income	177.22	0.00
Profit / (Loss) before Depreciation & Taxation	7.08	(49.18)
Less/(Add) : Depreciation	0.57	0.57
Profit / (Loss) before Taxation	6.51	(49.75)
Less/(Add) : Prior Period Adjustments	0.00	0.00
Less/(Add) : Provision for Taxation	0.05	0.00
Profit / (Loss) after Appropriation	6.46	(49.75)
Deferred Tax Asset / (Liabilities)	0.00	0.00
Add. : Balance Brought forward	(268.72)	(218.97)
Balance Carried forward to Balance Sheet	10.80	(268.72)

OPERATIONS:

During the year, the company has commenced trading operations and has shown notable trade in the Commodity market. The company anticipates more development in the business in the year to come.

DIVIDEND:

The Company wishes to retain the profits for future development. Hence the Directors do not recommend any Dividend.

DEPOSIT:

The Company has not accepted any deposits from Public under section 58A from the public during the year under review.

DIRECTORS:

All the former Directors of the Company being Mr. Sumeet Sethi, Mr. Rohit Thakkar and Mr. Pravinbhai Joshi, have ceased to be the members of the Board w. e. f. 30.05.2013 with the approval of Composite scheme of amalgamation and with the scheme becoming effective and the new Directors Mr. Kantiji Thakor, Mr. Bhavin Patel and Mr. Pankaj Jadav have been appointed as Additional Directors on the Board of Company w. e. f. 30.05.2013.

STATUTORY AUDITORS:

M/s Samir M. Shah & Associates, Chartered Accountant, Ahmedabad, the Statutory Auditors of the Company holds the office until the conclusion of the ensuing Annual General Meeting. The Company has received a letter to the effect that their appointment, if made, will be within the prescribed limits under section 224 (1-b) of the Companies Act 1956. The said auditors will be appointed as the auditors of the Company at the ensuing Annual General Meeting. Hence, your Directors propose to appoint the Auditors as set out in the notice accompanying the Annual Accounts.

DIRECTORS' RESPONSIBILITY STATEMENT:

The directors declare and confirm:

- (A) that in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- (B) that the Directors 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 affairs of the Company at the end of the financial year ended on 31st March, 2013 and of the profit of the company for the that year.
- (C) That the Directors have taken proper and sufficient care for maintenance of adequate accounting records for the year ended 31st March 2013 in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities.
- (D) That the Directors have prepared the accounts for the financial year ended 31st March 2013 on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSOPTION, FOREIGN EXCHANGE EARNIGS AND OUTGO:

The major element of energy is power consumption. The Company is involved into the trading of commodities. Hence the company is not required to furnish the information with regard to consumption under 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.

PARTICULARS OF EMPLOYEES:

There is no employee in the Company drawing remuneration for which information is required to be furnished under section 217 (2A) of the Companies Act 1956 read with Companies (Particulars of Employees) Rules 1975 as amended.

APPRECIATION:

The Directors feel pleasure thanking all the stakeholders who have reposed their faith in the management and the company and for their valuable support and cooperation.

For and on behalf of the Board of Directors

**PLACE: AHMEDABAD
DATE: 30/05/2013**

**KANTIJI THAKOR
DIRECTOR**

**PANKAJ JADAV
DIRECTOR**

Management Discussions & Analysis

OVERVIEW:

The commercial presence of the Castor seeds all over the world has increased the manufacture and trade in Castor Seeds. India is the world's largest producer of castor seed and meets 90% of the global demand for castor oil requirement. India produces 8 to 8.5 lakh tonnes of castor seed annually, and accounts for more than 60% of the entire global production.

Castor seeds are basically a tropical plant belonging to the Euphorbiaceae family, is cultivated around the world for its non-edible oilseed. Castor is basically a tropical crop that can survive in arid conditions. It is an annual crop and is grown by sowing the seeds.

Opportunity and Threat:

The Castor seeds being unique in nature, have wide range of application in the Industries. It is being used in many industries like cosmetics, surface coatings, toiletries, pharmaceuticals, perfums, soaps etc. The seeds can be used either in crud form or in hydrogenated form. Looking to the industrial growth of Indian castor industry, the market scope is expanding day by day.

Risk Factors:

The Risk factor is but naturally involved in any type of industry including natural risk. During the last few years, due to better price realization in Cotton and Pulses, the farmers have shifted from castor thus reducing the trading scope for castor.

Future Outlook:

The castor market has been well developed especially in state of Gujarat, Andhra Pradesh and Rajasthan. Your company foresees better trading options of castor seeds.

Internal Control System and their Adequacy:

The Internal Control System comprises of exercising control at various stages and is established in order to provide reasonable assurance for:

- i) Safeguarding Assets and their usage,
- ii) Maintenance of Proper Accounting Records and,
- iii) Adequacy and Reliability of the information used for carrying on Business Operations.

The Directors handle most of the day-to-day functions. The Directors are regularly looking after all the key areas of the Operations. Additionally the Audit Committee is reviewing all Audit Plans with significant control over all the matters and issues, internal control etc.

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Code of Governance:

As per the listing agreement clause 49, this report on Corporate Governance is given in order to enable the shareholders to get a true and fair view of the company's policies and procedures. The main aim of the company is to act in the best interest of its shareholders, customers, employees and society.

Your company has been providing a true and fair view of its accounts and policy matters to the shareholders through full transparency and full disclosure. For the company, its' shareholders interests are on the first priority of consideration while taking any decision.

I. BOARD OF DIRECTORS:

As on 31st March 2013, the strength of the Board of Directors of the Company has an optimum combination of Executive and Non Executive Directors. The Board of Directors comprises of three Directors of which one is executive Director and the two are non executive Directors. The Composition is in conformity with the provisions of the Clause 49 (I)(A) of the Listing Agreement.

The composition of Board of Directors as on 31st March 2013 along with their attendance at the Board Meeting and last Annual General Meeting is as under:

Name of Director	Designation	Experience	Attendance Particulars		Nos. of other Directorship and Membership	
			BM	AGM	Directorship	Comm. Memb.
Sumeet Sethi	Director	A young businessman having a sound knowledge of Management & Financial matters as well as good decision taker.	8	1	3	2
Rohit Thakkar	Director	A graduate having broad experience of dealing in and with the market and is a good decision taker.	8	1	1	2
Pravinbhai Joshi	Director	A good manager and looks after the business operations of the Company.	8	1	1	2

Details of Directorship given above exclude the Directorships in Private Companies and companies registered under section 25 of the Companies Act 1956. Details of committee membership include membership / Chairmanship of Audit Committee and Share Holders Grievances' Committee.

None of the Directors are related to each other.

The aforementioned Directors have ceased to be the Directors of the Company w. e. f. 30.05.2013 as per the composite scheme of amalgamation approved with order of Hon'ble High Court of Gujarat at Ahmedabad on 15.02.2013. Hence the new Directors have been appointed on the Board of Company and the details of new Directors are as under:

Sr. No	Name of Director	Designation	Experience
1	Kantiji Thakor	Executive Director	A young businessman with experience of more than 3 years in the Commodities market.
2	Pankaj Jadav	Non Executive Independent Director	A Young Director with decision making power having more than 5 years of experience in the management.
3	Bhavin Patel	Non Executive Independent Director	A Young Director with Strong law back ground with additional skills of management and finance.

BOARD MEETING:

The Board meetings of the Company are normally held at the registered office of the Company at Ahmedabad. The board meets at least once in a quarter with a gap between two meetings not exceeding four months.

During the year 2012 -13, the Board of Directors met 8 times during the year. The dates on which the meetings were held, are: 25/04/2012, 02/07/2012, 28/07/2012, 11/08/2012, 30/08/2012, 17/10/2012, 07/01/2013, 28/3/2013. None of the directors of the company was a member of more than 10 committees nor was the chairman of more than 5 committees across all companies in which he/she was a director.

II. COMMITTEES OF THE BOARD:

At present your Company has two Board level committees viz Audit Committee and Shareholders' Grievances Committee. Both the committees are constituted with combination of Executive and non executive independent Directors.

A. Audit Committee:

The terms of reference of the committee are as provided under the Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The committee verifies the accounting policies framed by the company and gives suggestions for modification of the same as and when required. The committee also overlooks the internal audit section of the company.

The Audit committee comprised of three members viz. Mr. Sumeet Sethi, Mr. Rohit Thakkar and Mr. Pravin Joshi. However with change in all Directors of Company w. e. f. 30.05.2013, the Audit committee was reconstituted w. e. f. 30th May 2013. At present the Audit Committee comprised of three members viz. Mr. Kantiji Thakor, Mr. Bhavin Patel and Mr. Pankaj Jadav.

Composition and Attendance in the Audit Committee Meeting for the year ended 31.03.2013 are as under:

Name of Members of Audit Committee	Designation	Attendance Particulars (Date of Meetings Attended)
Rohit Thakkar	Chairman	02.07.2012, 28.07.2012, 17.10.2012, 07.01.2013
Sumeet Sethi	Member	02.07.2012, 28.07.2012, 17.10.2012, 07.01.2013
Pravin Joshi	Member	02.07.2012, 28.07.2012, 17.10.2012, 07.01.2013

The Committee meets to review the accounting policies and to approve the unaudited / Audited Financial results of the Company in compliance with Clause 41 of the Listing Agreement.

B. Shareholder and Investor Grievance Committee:

The Share Holders' and Investor Grievances Committee is set up in compliance with the requirements of the Clause 49 of Listing Agreement. The Committee comprised of one executive Director and two other non executive directors. The members of the committee are:

Shri Pravinbhai Joshi- Chairman.
Shri Sumeet S. Sethi- Member.
Shri Rohit Thakka - Member.

The Committee processes to redress the stakeholders complaints like non transfer of shares, non receipt of Annual Reports etc. The Board has designated Shri Sumeet Sethi as the Compliance Officer.

The Company has appointed M/s. Purva Sharegistry (India) Pvt. Ltd. as its Registrar and Share Transfer Agent. The company gets the transfer and transmission related works done through Registrar and Share Transfer Agent.

The committee met from time to time during the year to redress the Shareholder grievances. The Committee is authorized to review the process of share transfer and dematerialization of shares. The Company did not have investor's complaints pending as on 31/03/2013.

The Committee has been reconstituted w. e. f. 30th May 2013 with appointment of new Directors on the Board w. e. f. 30.05.2013. Hence at present the Committee comprises of the following members:

Mr. Bhavin Patel - Chairman.
Mr. Kantiji Thakor - Member.
Mr. Pankaj Jadav. - Member.

C. Remuneration of Directors and details of Director's Shareholding

The Company has not set up the Remuneration committee. The company does not pay any remuneration to Directors of the Company by way of Salary, Commission.

III. GENERAL BODY MEETINGS:

The last three Annual General meetings of the Company were held within the statutory time period, the details thereof are as under:

Year	Date	Time	Venue
2011- 12	18/09/2012	4.00 pm	Registered office of the Company.
2010-11	30/09/2011	4.00 pm	Registered office of the Company.
2009-10	30/09/2010	4.00 pm	Registered office of the Company.

During the year under review, as per the order of Hon'ble High Court of Gujarat, a Court convened meeting was held on 11th December 2012 to consider the Composite scheme of arrangement for revival of your Company and to reorganize the share capital structure and to amalgamate Excel Castronics Limited and Indus Coils and Plates Limited with the Company. Based on that, the Hon'ble High Court of Gujarat at Ahmedabad has approved the subject scheme on 15.02.2013 vide its order no. 5551/13.

Pursuant to which the name of the Company has been changed from "Ahmedabad Gases Limited" to "Excel Castronics Limited"
During the year ended on 31st March, 2013 there have been no resolutions passed by the Company's shareholders through postal ballot.

IV. DISCLOSURES:**Disclosures on materially significant related party transactions:**

There are no materially significant related party transactions i. e. transactions between the Company and its Promoters, Directors or Management or with their relatives etc. having potential conflict on the interest of the Company at large except payment of Sitting fees to Director for Rs. 9000/-.

Code of Conduct:

The Board of directors of your company have laid down a code of conduct ("the Code") applicable to all members of Board and senior management of your company. In compliance with the Code, the Directors of the Company have affirmed compliance with the Code for the year ended on 31st March 2013. A declaration to this effect signed by the Directors form part of the Annual Report.

The Company has also adopted the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the company has formulated, adopted and has implemented the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

Cases of Non Compliance / Penalties:

There are no cases of non compliance by the Company on any matter related to the Capital markets during the last three financial years. Similarly, there are no penalties imposed on the Company by the Stock Exchanges, SEBI or any other statutory authorities on any matter during the last three years.

Compliance with the Corporate Governance:

The Company has complied with all the mandatory requirements laid down by the Corporate Governance code. The Company has complied with all the requirements of the Listing agreement with the Stock Exchange as well as regulations and guidelines issued by SEBI.

V. MEANS OF COMMUNICATION

During the year, quarterly unaudited financial results with the limited review report and annual audited financial results of the Company were submitted to the Stock Exchange on their approval by the Board of Directors within due time. The company normally publishes the quarterly financial results in the regional news paper having its wide circulation in English daily and vernacular language. The Company regularly updates the Financial Results on the website.

Management Discussion and Analysis Report forms part of this Annual Report.

SEBI Complaints Redress System (SCORES)

The Investors complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized Database of all Complaints, online upload of Action taken reports (ATR) by concerned Companies and online viewing by investors of action taken on the complaint and its current status.

VI. GENERAL SHAREHOLDER INFORMATION:

Day, Date and Time of 21 st AGM	28 th September 2013, Saturday at 10.00 am.
Venue of AGM	306, Sarthik Complex, Nr. Fun Republic, Iscon Cross Road, Satellite, Ahmedabad – 380015.
Book Closure Date	24 th September 2013 to 28 th September 2013.
Financial Year	01 st April to 31 st March.
Compliance officer	Mr. Kantiji Thakor – Director
Email for Investor Complaints	ahmedabadgases@gmail.com ; excelcastronics@gmail.com
ISIN with CDSL and NSDL	INE501O01028

A. Financial year (Tentative):

First quarter ending 30 th June 2013	:	14 th August 2013
Second quarter ending 30 th September 2013	:	14 th November 2013
Third quarter ending on 31 st December 2013	:	15 th February 2014
Fourth quarter ending on 31 st March 2014	:	30 th May 2014.