

EXCEL CASTRONICS LIMITED

CIN: L24111GJ1992PLC018192

22nd ANNUAL REPORT 2013-14

REGISTERED OFFICE

**THE IMPERIAL HEIGHTS, B-301/302,
3RD FLOOR, OPP. BIG BAZAAR, 150 FT RING ROAD,
RAJKOT, GUJARAT - 360005**

AUDITORS:

M/S SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
AHMEDABAD.

BANKERS:

KOTAK MAHINDRA BANK
ICICI BANK

REGISTRAR AND**SHARE 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.

BOARD OF DIRECTORS:

JAYESH VALLABHAJI MADIYAR

ADDITIONAL DIRECTOR

KANTIJI SHANKARJI THAKOR

ADDITIONAL DIRECTOR

ARVIND THAKKAR

ADDITIONAL DIRECTOR

ARCHANA SHINDE

ADDITIONAL DIRECTOR

N O T I C E

Notice is hereby given that 29th Annual General Meeting of members of Starvox Electronics Limited will be held on Thursday, 18th September 2014 at 10:00 a.m. at Plot No. 39/1, Opp. Amraiwadi Talawadi, AEC Zonal Office Road, Amraiwadi, Ahmedabad – 380026 to transact the following businesses:

ORDINARY BUSINESS:

01. To receive, consider and adopt Audited Balance Sheet of the Company as on 31st March, 2014 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 a Director in place of Mr. Gordhanbhai Somabhai Patel, who retires by rotation and being eligible, offers himself for re-appointment.
03. 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 pursuant to provisions of section 139 and 142 of Companies Act 2013 M/s Arpan Chudgar & Associates, Chartered Accountants, Ahmedabad bearing Membership no. 131876 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 sixth annual general meeting of the company, subject to approval of the members from year to year and at such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS:

04. To consider and if thought fit to pass with or without modification the following resolution as **Ordinary Resolution**:

“RESOLVED THAT Mr. Bhavinkumar Arvindkumar Patel (holding DIN 06604431), who was appointed as an Additional Director of the Company by the Board of Directors w. e. f. 20/02/2014 and in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and as per the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

05. To consider and, if thought fit to pass with or without modification the following resolution as a **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 1,00,00,000 (Rupees One Crores) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- each to Rs. 4,00,00,000 (Rupees Four Crores) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs. 10/- each by creation of additional 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares.”

“FURTHER RESOLVED THAT pursuant to the provisions of Section 13 and 61 (1) (d) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the Members be and is hereby accorded for alteration Share Capital Clause V of the Memorandum of Association of the Company and now shall read as under:.

V “The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 40,00,000 (Forty Lacs) Equity Shares of face value of Rs.10 /- (Rupees Ten) each with power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

06. To consider and, if thought fit to pass with or without modification the following resolution as a **Ordinary Resolution**

“RESOLVED THAT pursuant to provisions of section 203 read with provision of section 196 and 197 of The Act and Schedule V and other applicable provisions, if any, of the Act, consent of the members be and is hereby accorded to re-appoint Mr. Jitendra C. Mehta as Managing Director of the Company w. e. f. 01st June 2014 for a period of 3 years on the following terms and conditions:

- (i) Salary of Rs. 28000/- (Rupees Twenty thousand only) per month in the grade of Rs. 28,000/— 1000/- 30000/-.
- (ii) In addition to salary, he shall be entitled to following perquisites:

Category A:

- a) Housing: the expenditure by the Company on hiring furnished accommodation for Managing Director will be subject to a ceiling of 60% of the salary over and above 10% payable by the Managing Director.

In Case the accommodation is owned by the Company, 10% of the salary of the Managing Director shall be deducted by the Company.

In case, no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance, subject to ceiling laid down above.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules 1962. This shall be however subject to a ceiling of 10% of the salary of Managing Director.

- b) Medical Reimbursement: Expenses incurred for the Managing Director and Family, subject to a ceiling of 1 months' salary in a year or 3 months' salary over a period of 3 months' salary over a period of 3 years.
- c) Leave Travel Concession: For the Managing Director and for his family, once in a year in accordance with the Rules specified by the Company.
- d) Club Fee: Fees of club subject to maximum of 2 clubs, excluding admission and Life Membership Fee.
- e) Personal Accident Insurance: Premium not exceeding Rs. 4,000/ per annum.

Explanation: For the purpose of category A "Family" means the spouse, the dependent children and dependent parents of the Managing Directors.

Category B

- f) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling of the perquisites to the extent these singly or together are not taxable under the Income Tax Act. Gratuity payable shall not exceed half a months' salary for each completed year of service.
- g) Encasement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Category C

- h) Provision of Car for use on Company's business and Telephone at residence will not be considered as perquisite. However personal long-distance call on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

Commission: He shall also be entitled to commission at a rate of 1% of the net profits of the Company computed in a manner laid down under section 197 of Companies Act 2013.

In case the Company has no profits or the profits are inadequate in any financial year during the term of office, the Managing Director shall be entitled to receive the above salary and perquisites as minimum remuneration.

However, total Remuneration by way of salary, commission, perquisites and other allowances shall not exceed 5% of the Net Profits of the Company computed in a manner laid down u/s 197 of the Act for one such Managing Director in any financial year.

The Company will reimburse to the Managing Director such expenses as he may incur on behalf of the Company.

The Managing Director shall be entitled to Earned Privileged Leave on Full pay and allowance as per the Rules of the Company not exceeding one month leave for every eleven months service.

The Managing Directors shall not be liable to retire by rotation.

The Managing Director shall not be entitled to receive any sitting fees for attending the meetings of the board of directors or committee thereof from the date of this appointment.

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be required to give effect to the said appointment of Mr. Jitendra C. Mehta as Managing Director of the Company."

7. Borrowing Powers u/s 180 (1)(c) of Companies Act 2013

"RESOLVED THAT pursuant to provisions of Section 180 (1) (C) of the Act and other enabling provisions, if any, of the Act and subject to statutory amendments thereto from time to time and as per clause 61 and 62 of Articles of Association and subject to consent of the members, the Board of Directors of the Company are authorized to borrow any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or

from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, and advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount up to which the moneys may be borrowed shall not exceed Rs. 250 crores (Rupees two hundred fifty Crores only) at any point of time on account of the principle.

8. Creation of charge on the assets of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT in suppression of the resolution passed u/s 293 (1)(a) of Companies Act 1956, and pursuant to the provisions of section 180 (1)(a) of Companies Act 2013 and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, the consent of the company be and is hereby accorded to the creation by the board of directors of the Company (herein after referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the board by this Resolution) of such mortgages, charges and hypothecation as may be necessary on such of the assets of the company, both present and future, in such manner, as the board / committee of board may direct, together with powers to takeover the management of the company in certain events, to or in favour of financial institution, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, (hereinafter referred to as "Lending Agencies") and Trustees for the holders of debentures / bonds / and/or other instruments which may be issued on private placement basis or otherwise to secure rupee term loan/ foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 250 Cr together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the company to the Trustees under the Trust Deed and to the Lending Agencies under the respective agreements / Loan Agreements / Debentures Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the board be and is hereby authorized to finalize the lending agencies/trustees, the documents for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modification to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

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 duly signed by the member. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriated resolution/ authority, as applicable.
2. The Register of Members of the company will remain closed from September 12, 2014 to September 18, 2014 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2013-14.
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 the provisions of section 102 of the Companies Act 2013 has been annexed with the notice.
7. 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.
8. Electronic copy of the Annual Report for financial year 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 said year is being sent in the permitted mode of dispatch. Members are requested to get their respective Email ID registered with the Company / RTA for prompt and effective communication.

9. Soft copy of Notice of the 29th 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 Participant(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 29th 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.
10. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the year 2013-14 are available on the Company's website www.starvoxelectronics.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Ahmedabad for inspection during normal business hours on working days.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities (India) Limited. (CDSL).
- II. The voting period shall begin on Friday, 12th September 2014 and shall end on Saturday, 13th September 2014.

Relevant instructions for e-voting:

- i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- ii) Click on "Shareholders" tab.
- iii) Now, select the "COMPANY NAME" 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.
- 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 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:

viii) Members who are first time users, shall follow the steps given below:

- Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - 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.
 - 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
 - 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.
 - Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
- 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.
- ix) After entering these details appropriately, click on "SUBMIT" tab.
 - x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password reation' 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.
 - xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- xiii) 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.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Institutional Shareholders & Custodians

- xix) 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
- xx) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- xxi) After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- xxii) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxiii) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.cdsl.com
- xxv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- xxvi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xxvii) The e-voting period commences on 12th September, 2014 (10.00 am) and ends on 13th September, 2014 (5:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xxviii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 18th August, 2014.
- xxix) Jagdish Akhani, Practicing Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxx) 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 favour or against, if any, forthwith to the Chairman of the Company.
- xxxi) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.starvox.co.in> and on the website of CDSL within two(2) days of passing of the resolutions of the AGM of the Company and will be communicated to The Bombay Stock Exchange Limited.
- xxxii) 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 (9.00 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.

Date: 30.05.2014
Place: Ahmedabad

By order of the board,
For, Starvox Electronics Limited

Bhavin Patel
Chairman

DIRECTORS' REPORT

Dear Members,

Your Directors feel pleasure in presenting their 22nd Annual Report together with the Audited Statements of accounts for the Financial Year ended on 31st March, 2014.

FINANCIAL RESULTS:

During the year under review, the Company has shown notable performance. The extracts of financial results 2013-14 are as under:

(Rs. In Lacs)

| Particulars | Current Year 2013 - 14 Rs. | Previous Year 2012 - 13 Rs. |
|----------------------------------|----------------------------------|-----------------------------------|
| Sales & Other Income | 406.67 | 177.22 |
| Financial Expenses | 0.07 | 0.11 |
| Depreciation | 1.38 | 0.57 |
| Profit / (Loss) Before Taxation | 4.44 | 6.52 |
| Provision for Income Tax | NIL | NIL |
| Provision for Deferred Tax | 40.57 | NIL |
| Profit after Taxation | 45.02 | 6.47 |
| Prior Period Adjustment | NIL | NIL |
| Transfer to General Reserve | NIL | NIL |
| Surplus brought forward | 10.80 | (268.72) |
| Balance Carried to Balance Sheet | 55.82 | 10.80 |

The financial figures shows the following trends:

- Increase in Revenue by Rs. 231 Lacs.
- Increase in PAT by Rs. 38.00 Lacs
- Increase in EPS by Rs. 1.08

OPERATIONS:

During the year, the company has shown notable progress in its business operations. After switching into the Castor Seeds business, the Company is able to generate more revenues and profit. However, the tough competitive market has decreased the profitability of the Company. The company anticipates more development in the business in the year to come.

The Ahmedabad Stock Exchange Limited has confirmed the delisting application of the Company. Now the equity shares of the Company are listed with The Bombay Stock Exchange Ltd. only.

DIVIDEND:

Due to insufficient profits, Directors do not recommend any dividend.

DEPOSITS:

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

DIRECTORS:

Mr. Kantiji Thakor Director of the Company whose term of office is liable to determination by retirement of directors by rotation at this Annual General Meeting and being eligible for reappointment, offers himself for reappointment.

Mr. Bhavin Patel has resigned from the Company due to his preoccupation. Board takes on record his valuable contribution in the Company. During the year Mr. Jayesh Madiyar was appointed as Additional Director w. e. f. 24/06/2014 and his term of office expires at this Annual General Meeting. On request received from members, name of Mr. Jayesh Madiyar is recommended for appointment as Director in Company and subsequently also as a Managing Director of the Company w. e. f. 02/09/2014.

STATUTORY AUDITORS:

As per Section 139 of the Companies Act, 2013 and Rules as Companies (Audit & Auditors) Rules 2014, the statutory auditor of the Company, being chartered accountant shall hold the office in such capacity up to six years. Accordingly the term of office of M/s Samir M. Shah & Associates, Chartered Accountant, Ahmedabad, expires. Hence the board recommends the appointment of M/s Arpan Chudgar & Associates, Chartered Accountant, Ahmedabad as Statutory Auditor of the Company for the financial year 2014-15. The Company has received a letter to the effect that their appointment, if made, will be within the prescribed limits under section 139 (1) and section 141 of the Companies Act 2013. The appointment of auditors is required to be confirmed by the members in every Annual General Meeting, hence, your Directors propose to appoint the Statutory Auditors as set out in the notice accompanying the Annual Accounts.

The observations contained in the Audi report submitted by M/s Samir M. Shah & Associates, Chartered Accountant, Ahmedabad are self explanatory and does not require any further explanation.

ENVIRONMENT, HEALTH AND SAFETY

The Company accords the highest priority to health, environment and safety. The Company does not carry on manufacturing operations. The Company takes at most care for the employees and ensures compliance with the applicable rules and regulation applicable to the Company.

CORPORATE GOVERNANCE

As required under Clause 49 of the Listing Agreement, the Company complies with all the conditions prescribed there under. As part of Clause 49 requirement, Management Discussion and Analysis Report and Corporate Governance Report have been prepared and is annexed to Directors Report for the financial year 2013-14.

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, 2014 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 2014 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 2014 on a going concern basis.

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

During the financial year 2013-14, Company has not undertaken any manufacturing operations. Company has neither earned nor spent anything in foreign currency. Hence no disclosure is required under this head pursuant to Companies (Disclosure of particulars in the report of 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 from time to time.

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.

PLACE: AHMEDABAD

DATE: 29.05.2014

**BY ORDER OF THE BOARD
FOR EXCEL CASTRONICS LIMITED**

**KANTIJI THAKOR
DIRECTOR**

CORPORATE GOVERNANCE REPORT

I. 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 and other stakeholders.

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 while taking any decision.

II. Board of Directors and Composition:

During the year under review, seven Board Meetings were held during the year 2013 - 14. The dates on which the meeting held were as follows: 30/05/2013, 26/07/2013, 05/09/2013, 15/11/2013, 14/12/2013, 13/02/2014 and 28/03/2014. The maximum time gap between any two meetings was not more than four calendar months. 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.

| Sr. No | Name of Director | Designation | Attendance Particulars | | Total Nos. of other Directorship and Membership | |
|--------|-------------------|-------------|------------------------|-----|---|-------------|
| | | | BM | AGM | Directorship | Memberships |
| 1 | Sumeet Sethi | NED | 1 | - | 2 | 2 |
| 2 | Pravinbhai Joshi | ID | 1 | - | - | - |
| 3 | Rohit Thakkar | NED | 1 | - | - | - |
| 4 | Bhavinkumar Patel | NED | 6 | 1 | 2 | - |
| 5 | Pankaj Jadav | NED | 2 | 1 | 1 | 1 |
| 6 | Kantiji Thakor | NED | 6 | 1 | - | - |
| 7 | Arvind Thakkar | ID | 3 | - | 2 | 2 |
| 8 | Archanaben Shinde | ID | 3 | - | 1 | 1 |

ED – Executive Directors, NED – Non Executive Director, ID – Independent Director.

Details of Appointment and Resignation are as under:

Mr. Sumeet Sethi resigned w. e. f. 30.05.2013

Mr. Pravin Joshi resigned w. e. f. 30.05.2013

Mr. Rohit Thakkar resigned w. e. f. 30.05.2013

Mr. Bhavin Patel appointed w. e. f. 30.05.2013

Mr. Pankaj Jadav resigned w. e. f. 02.01.2014

Mr. Kantiji Thakor appointed w. e. f. 30.05.2013

Mr. Arvind Thakkar and Ms. Archana Shinde appointed w. e. f. 14.12.2013

III. Audit Committee:

The Board of Directors of Company has constituted an Audit Committee, comprising of directors as mentioned below. The terms of reference of the committee are as provided under the Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. 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 committee met on the following dates to approve the financial results and go through the company's accounting policies and presentations.

Composition and Attendance of Audit Committee:

| Name of Members of Audit Committee | Designation | 30.05.13 | 26.07.13 | 15.11.13 | 13.02.14 |
|------------------------------------|-------------|----------|----------|----------|----------|
| Mr. Bhavin Patel | Chairman | ✓ | ✓ | ✓ | - |
| Mr. Pankaj Jadav | Member | ✓ | ✓ | ✓ | - |
| Mr. Kantiji Thakor | Director | ✓ | ✓ | ✓ | ✓ |
| Mr. Arvind Thakkar | Chairman | - | - | - | ✓ |
| Mr. Archanaben Shinde | Member | - | - | - | ✓ |