

**42nd ANNUAL REPORT
2013-14**



AHMEDABAD STEELCRAFT LIMITED

(CIN : L27109GJ1972PLC011500)



AHMEDABAD STEELCRAFT LIMITED

BOARD OF DIRECTORS:

Shri Ashok C. Gandhi - Chairman
(DIN : 00022507)
Shri Anand V. Shah - Managing Director
(DIN : 00017452)
Shri Darshan A. Jhaveri - Managing Director
(DIN : 00489773)
Shri Shashank I. Shah - Executive Director
(DIN : 00545449)
Shri Anand N. Jhaveri - Executive Director
(DIN : 00489833)
Shri Girish D. Shah - Executive Director
(DIN : 00545407)
Shri Viral A. Jhaveri - Executive Director
(DIN : 00459644)
Shri Kanishka H. Kaji - Director
(DIN : 02329312)
Dr. Malay Mahadevia - Director
(DIN : 00064110)
(Resigned with effect from 22nd August-2013)
Shri Shrujal Patel - Additional Director
(DIN : 02087840)
(Appointed With effect from 23rd January - 2014)

BANKERS

: HDFC Bank Ltd.
Nr. Mithakhali Six Road,
Navrangpura,
Ahmedabad - 380 009.

AUDITORS

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

REGISTERED OFFICE : 401, 4th Floor, 637 Complex,
Panchvati 2nd Lane, Gulbai Tekra,
Ahmedabad - 380 006.
Tele : 91-79-26401996/97
Fax : 91-79-26404656
Website : www.steelcraft.co.in
Email : ascsteelad1@gmail.com

REGISTRAR & SHARE TRANSFER AGENT : Link In-Time India Private Limited
(Ahmedabad Branch)
303, 3rd Floor, Shopper's Plaza - V,
Opp.Municipal Market, Off.C.G. Road,
Navrangpura, Ahmedabad- 380009
Tele : 91-79-26465179
Email : ahmedabad@linkintime.co.in

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AHMEDABAD STEELCRAFT LIMITED

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of Ahmedabad Steelcraft Limited (CIN : L27109GJ1972PLC011500) will be held on the Thursday, the 4th September, 2014 at 12.00 Noon in the premises of The Sports Club of Gujarat Ltd., Stadium Road, Ahmedabad - 380 014 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Anand V. Shah (DIN: 00017452) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Shri Darshan A. Jhaveri (DIN: 00489773) who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration thereto.

SPECIAL BUSINESS

6. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.
RESOLVED THAT pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Shri Ashok C.Gandhi(DIN:00022507) fulfils the conditions specified in the Companies Act, 2013 for such appointment, this meeting approves the appointment of Shri Ashok C.Gandhi(DIN:00022507)as Independent Director for five years from 04/09/2014 as well as payment of the sitting fees to him as contained in the explanatory statement pertaining to this resolution and recommended by the Board.
7. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.
RESOLVED THAT pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Shri Kanishka H. Kaji (DIN:02329312) fulfils the conditions specified in the Companies Act, 2013 for such appointment, this Meeting approves the appointment of Shri Kanishka H.Kaji(DIN:02329312) as Independent Director for five years from 04/09/2014 as well as payment of the sitting fees to him as contained in the explanatory statement pertaining to this resolution and recommended by the Board.
8. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.
RESOLVED THAT pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Shri Shrujal S. Patel (DIN:02087840) fulfils the conditions specified in the Companies Act, 2013 for such appointment, this meeting approves the appointment of Shri Shrujal S. Patel (DIN:02087840) as Independent Director for five years from 04/09/2014 as well as payment of the sitting fees to him as contained in the explanatory statement pertaining to this resolution and recommended by the Board.

For and on behalf of the Board

Place: Ahmedabad
Date : 29.07.2014

Anand V. Shah (DIN:00017452) &
Darshan A. Jhaveri (DIN:00489773)
Managing Directors

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF COMPANY WILL REMAIN CLOSED FROM 28th AUGUST, 2014 TO 4th SEPTEMBER, 2014 (BOTH DAYS INCLUSIVE).
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013 IS ANNEXED TO NOTICE IN RESPECT OF ITEM NO.6 To 8.
4. THE MINISTER OF CORPORATE AFFAIRS HAS TAKEN A 'GREEN INITIATIVE IN CORPORATE GOVERNANCE' BY ISSUING CIRCULARS ALLOWING PAPERLESS COMPLIANCES BY COMPANIES THROUGH ELECTRONIC MODE. THE SHAREHOLDERS CAN NOW RECEIVE VARIOUS NOTICES AND DOCUMENTS THROUGH ELECTRONIC MODE BY REGISTERING THEIR E-MAIL ADDRESSES WITH THE COMPANY. SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS WITH THE COMPANY CAN NOW REGISTER THE SAME BY SUBMITTING DULY FILLED IN 'E-COMMUNICATION REGISTRATION FORM ATTACHED AT THE END OF THIS REPORT (ALSO AVAILABLE ON OUR WEBSITE (www.steelcraft.co.in), WITH M/S LINK IN TIME INDIA PRIVATE LIMITED. THE MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESS WITH THEIR DEPOSITORY PARTICIPANTS ONLY.



5. A BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IS GIVEN IN THE CORPORATE GOVERNANCE SECTION OF THE ANNUAL REPORT,
 6. THE SHARES OF THE COMPANY ARE LISTED ON BOMBAY STOCK EXCHANGE LTD. (BSE) AND THE LISTING FEES IN RESPECT THEREOF FOR THE YEAR - 2014-15 HAS BEEN PAID TO BSE.
 7. ALL ENQUIRIES AND CORRESPONDENCE REGARDING TRANSFER OF SHARES, DEMATERIALIZATION, ETC. SHOULD BE MADE WITH THE SHARE TRANSFER AGENTS OF THE COMPANY, M/S. LINK INTIME INDIA PRIVATE LIMITED, C-13, PANNALAL SILK MILS COMPOUND, L.B.S. MARG, BHANDUP (WEST), MUMBAI-400078.
 8. COPIES OF THE ANNUAL REPORT 2014 ARE BEING SENT BY ELECTRONIC MODE ONLY TO ALL THE MEMBERS WHOSE E-MAIL ADDRESSES 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 E-MAIL ADDRESSES, PHYSICAL COPIES OF THE ANNUAL REPORT 2014 ARE BEING SENT BY THE PERMITTED MODE.
 9. MEMBERS ARE REQUESTED TO NOTE THAT PURSUANT TO AMENDED CLAUSE 5A(II) IN THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, THE COMPANY IS REQUIRED TO TRANSFER ALL THE UNCLAIMED SHARES INTO ONE FOLIO IN THE NAME OF 'UNCLAIMED SUSPENSE ACCOUNT' AND THESE SHARES ARE TO BE DEMATERIALIZED AND KEPT WITH DEPOSITORY PARTICIPANTS. IN COMPLIANCE OF SAID CLAUSE, THE COMPANY HAS ALREADY ISSUED THREE REMINDERS TO THE SHAREHOLDERS WHOSE SHARES WERE UNCLAIMED. THE COMPANY HAS INITIATED NECESSARY STEPS FOR DEMATERIALIZATION OF SHARES WHICH HAVE REMAINED UNCLAIMED, AND SAME WILL BE TRANSFERRED INTO ONE FOLIO IN THE NAME OF 'UNCLAIMED SUSPENSE ACCOUNT' AND DEMATERIALIZED IN DUE COURSE.
 - 10) THE NOTICE OF THE FORTY SECOND AGM AND INSTRUCTIONS FOR E-VOTING, ALONG WITH THE ATTENDANCE SLIP/PROXY FORM, ARE SENT BY ELECTRIC MODE TO ALL MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH COMPANY/DEPOSITORY PARTICIPANT(S) UNLESS A MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE AFORESAID DOCUMENTS ARE SENT BY THE PERMITTED MODE. MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE FORTY SECOND AGM AND THE ANNUAL REPORT 2013-14 WILL BE AVAILABLE ON THE COMPANY'S WEBSITE, WWW.STEELCRAFT.CO.IN . THE PHYSICAL COPIES OF THE AFORESAID DOCUMENTS WILL ALSO BE AVAILABLE AT THE COMPANY'S REGISTERED OFFICE FOR INSPECTION DURING NORMAL BUSINESS HOURS ON WORKING DAYS. MEMBERS WHO REQUIRE COMMUNICATION IN PHYSICAL FORM IN ADDITION TO E-COMMUNICATION, OR HAVE ANY OTHER QUERIES, MAY WRITE TO US AT: ASCSTEELAD1@GMAIL.COM .
 - 11) Voting through electronic means:
 - a) Pursuant to the 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 the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
 - b) A member may exercise his vote at any Annual General Meeting (AGM) by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - c) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 25th July 2014, may cast their vote electronically.
 - d) The e-voting period commences at 9.00 a.m. on Thursday, 28th August 2014, and ends at 5.30 p.m on Saturday, 30th August 2014. The e-voting module shall be disabled by CDSL for voting thereafter.
- Company's EVSN number is 140724016**
- e) Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
 - g) The Board of Directors at their meeting have appointed Mr. Dilip.N.Motwani, Practicing Company Secretary, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - h) 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 at the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



AHMEDABAD STEELCRAFT LIMITED

- i) The Results shall be declared on or after the AGM of the Company. The Result declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.steelcraft.co.in 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 BSE Limited.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "AHMEDABAD STEELCRAFT LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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:

	FOR MEMBERS HOLDING SHARES IN DEMAT FORM and PHYSICAL FORM
PAN*	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.
DOB#	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.
Dividend Bank Details#	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.

- (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 <140724016> for the relevant < AHMEDABAD STEELCRAFT 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.
- 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 Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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 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 favour 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:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 28th August 2014, Thursday at 9.00 AM and ends on 30th August 2014, Saturday at 5.30 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 <25th July 2014>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

ANNEXURE 1

Particulars as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

- A. Conservation of Energy :** Particulars with respect to Conservation of Energy are not applicable as the Company has not done any manufacturing activities.
- B. (1) Research and Development : Not Applicable**
(2) Technology absorption : Not Applicable
- C. Foreign Exchange earnings and outgo :**
- | | | |
|-----------------------------------|---|--------------------------------------------------------------------|
| 1. Activities relating the Export | : | Exporter of Hot Rolled (Non-Alloy) Mild Steel Window Door Sections |
| 2. Foreign Exchange earned | : | ₹ 1091.35 Lacs |
| Foreign Exchange used | : | ₹ Nil |

For and on behalf of the Board

Place: Ahmedabad
Date : 29.07.2014

**Anand V. Shah (DIN:00017452) &
Darshan A. Jhaveri (DIN:00489773)
Managing Directors**



AHMEDABAD STEELCRAFT LIMITED

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 6 TO 8, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item 6 to 8 :-

Shri Ashok C. Gandhi(DIN:00022507) and Shri Kanishka H. Kaji(DIN:02329312) are the Independent Directors both appointed on 10/06/1994. In view of the provision of Section 149(4) of the Companies Act, 2013, the Company has to appoint an Independent Director for a term of 5 years. In view of the amendment in the Companies Act, these Directors are appointed in terms of the Section 149 of the Companies Act, 2013 for a period of 5 years, commencing from the date of Annual General Meeting i.e. 4th September, 2014. The office of these Directors shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board. Shri Ashok C. Gandhi(DIN:00022507) and Shri Kanishka H. Kaji(DIN:02329312) are Senior Advocates in the High Court and have vast experience of over four decades in Corporate and Revenue laws.

The Board is of the opinion that these Directors are person of integrity and possesses relevant expertise and experience. They have/ had not any pecuniary relationship with Company and its associates except for getting sitting fees for attending Board and Committee meetings. The Board is of the view that their appointment will be in the interest of the Company.

Shri Shrujal S. Patel(DIN:02087840) was appointed as an Additional Independent Director on 23rd January, 2014 to hold the office upto the date of Annual General Meeting. The Company has received a notice from a member under section 160 of the Companies Act, along with the deposit of Rs.1,00,000/-(Rupees One Lakh only), refundable on election of the said Director as Independent Director under Section 149 of the Companies Act, 2013, with effect from 4th September, 2014.

The office of this Director shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board. The Board is of the opinion that this Director is person of integrity and possesses relevant expertise and experience. The Board is of the view that his appointment will be in the interest of the Company.

Shri Shrujal S. Patel(DIN:02087840) is commerce graduate and has vast experience of over two decades in Industrial Finance.

SITTING FEES RECOMMENDED FOR INDEPENDENT DIRECTORS

Sr. No	Name of Directors	DIN	Sitting fees for Attending	
			Board Meeting	Committee Meeting
1.	Shri Ashok C. Gandhi	00022507	20000	10000+5000
2.	Shri Kanishka H. Kaji	02329312	20000	10000+5000
3.	Shri Shrujal S. Patel	02087840	20000	----

During the last three years, Shri Ashok C. Gandhi and Shri Kanishka H. Kaji were paid the sitting fees for attending the Board and Committee meetings.

There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above.

The Company has not granted any stock option to any of its Directors.

During 2013-14, the Company did not advance any loans to any of its Directors.

Shri Shrujal S. Patel was appointed in the year 2013-14. He has not been paid any remuneration by way of sitting fees during the Financial Year 2013-14 and has no pecuniary relationship with Company.

Directorship held in the other Companies by the aforesaid Directors are as follows :

Sr. No	Name of Directors	DIN	Directorship in other Companies
1.	Shri Ashok C. Gandhi	00022507	Amol Dicalite Limited Bloom Dekor Ltd Aarvee Denims And Exports Ltd Gujarat Ambuja Exports Limited Dishman Pharmaceuticals & Chemicals Limited Confederation Of Indian Clubs
2.	Shri Kanishka H. Kaji	02329312	--
3.	Shri Shrujal S. Patel	02087840	Ishaan Marketing Private Limited Shreenath Smart Technologies Private Limited Tech - Bio Media Private Limited Eco Label Solutions Private Limited SNS Soft Tech Private Limited Arrow Digital Private Limited

For and on behalf of the Board

Place: Ahmedabad
Date : 29.07.2014

Anand V. Shah (DIN:00017452) &
Darshan A. Jhaveri (DIN:00489773)
Managing Directors



DIRECTORS' REPORT

To:

The Shareholders,

Your Directors have pleasure in presenting their 42nd Annual Report together with Audited Accounts for the year ended on 31st March 2014.

1. FINANCIAL RESULTS:

	2013-2014 (₹ In Lacs)	2012-2013 (₹ In Lacs)
Profit/(Loss) before Depreciation and Taxation	208.80	99.18
Less:		
Exceptional Item	—	1.09
Provision for Depreciation	17.11	17.47
Provision for taxation	9.20	—
Deferred tax Liability	1.42	2.32
Short Provision of Income Tax of earlier years	—	—
Profit/ (Loss) after tax	181.07	78.30
Profit/(Loss) brought forward from last year	1699.90	1669.16
Total :	1880.97	1747.46
APPROPRIATIONS:		
Proposed Dividend	40.92	40.92
Tax on Dividend	6.64	6.64
Transfer to General Reserve	—	—
Balance carried to Balance Sheet	1833.41	1699.90

2. OPERATIONS :

The income of the company during the year was Rs. 13.89 Crores in comparison of Rs. 8.62 Crore in the previous year. The profitability of the Company is enhanced by 131.25% during the Financial Year 2013-14. The Company continues the trading of Hot Rolled (Non-Alloy) Mild Steel Window sections and Angles. Major trading activities are relating to export in overseas market. The management is hopeful to enhance the trading activities in still better coming years.

The Company continues to be partner of LLPs without any change. The operational activities has commenced and the management is confident in achieving higher amount of profits in current and upcoming years.

The procedure for Postal Ballot for the amendment in the object clause was completed in the Financial Year 2013-14 and the Company proposes to start the activities as passed by the shareholders on 13/04/2013, in the near future.

In the general election, the new Government is elected. The new Government is very positive for the growth and development of the country, especially in infrastructure and housing. This will definitely boost our business in the coming years.

In view of the same, the management is of the opinion that:

1. Real estate as an attractive investment option
2. Improved real estate transparency levels
3. Wider option to choose from.
4. Availability of high-quality residential formats.
5. Competitive home loan rates.
6. Flexible home loan financing-EMI holiday by developers.
7. Increased NRI buyer interests

And exactly for such reasons residential offerings have evolved to accommodate concepts of themed projects, designer homes, green homes etc. Today people want to live, work, play entertain, be entertained, flaunt, relax, rejuvenate, study, exercise when it comes to 'where' they stay.

In order to bring the construction quality at par with the global standards, developer have introduced contemporary technologies such as Mivan and PERT to their construction. The advanced technologies have not only reduced the cost of construction, but also brought



AHMEDABAD STEELCRAFT LIMITED

down construction turnaround time significantly in the recent past. There has been greater awareness about green building construction in the last decade.

All these above factors will not only improve the performance of Company but will consequently help in increasing the net worth of Stakeholders. However the Management is concerned about the increase in Service Tax apart, from this the prices of raw material; cement etc. may affect the margin of the Company.

The Company had invested about Rs. 4.03 Crore up to 31.03.2014 in Light Works LLC in Mongolia for carrying on mining activities.

3. DIVIDEND:

The Board recommends 10% dividend on equity shares i.e. Re. 1/- per Equity share (Last Year Re 1/-Per Equity Share) for the financial year ended 31-03-2014. The Dividend will be paid to members whose name appear in the Register of Member as on 28/08/2014.

4. DEPOSITORY SYSTEMS:

Your Company has entered into an agreement with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). This enables you to hold your shares in a dematerialized form with either of these depositories.

Since this mode facilitates quick transfers and prevents forgery, those shareholders who have not opted for these facilities are advised to dematerialize their shares in their own interest. Your Company has also made arrangements for simultaneous dematerialization of the physical shares lodged for transfer.

The Company has appointed M/s.Link In Time India Private Limited as R & T agent. Henceforth all the communication relating to Demat of shares/ Transfer of shares/ Change of address etc. be send to

Link In-Time India Private Limited (Ahmedabad Branch)

303, Shopper's Plaza - V

Opp.Municipal Market, Off.C.G.Road

Navrangpura, Ahmedabad- 380009

Tel No : 079-26465179

Email: ahmedabad@linkintime.com

No of Shares demated 37,21,247 being 91% of Paid-up Capital.

5. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA)/ 134(3)(5) of the Companies Act, 1956/2013 with respect to Directors Responsibility Statement, it is hereby confirmed:

That in the preparation of the accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures. This is subject to Accounting Standard 13 in which case the current investments have been valued at cost.

That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and of the profit or loss of the Company for the year under review.

That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956/2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

That the Directors have prepared the accounts for the Financial Year ended 31st March, 2014 on a 'going concern' basis.

6. INSURANCE:

All the assets of the Company have been adequately insured.

7. DIRECTORS:

As per the provisions of Articles of Association, Shri Anand V. Shah (DIN: 00017452) and Shri Darshan A. Jhaveri (DIN: 00489773) retire from the Board by rotation and being eligible offer themselves for reappointment.

Shri Ashok C. Gandhi (DIN: 00022507) and Shri Kanishka H. Kaji (DIN: 02329312) are the independent Directors both appointed on 10/06/1994. In view of the provision of Section 149(4) of the Companies Act, 2013, the Company has to appoint an independent Director for a term of 5 years. Accordingly, these Directors are appointed in terms of the Section 149 of the Companies Act, 2013 for a period of 5 years, commencing from the date of Annual General Meeting i.e. 4th September, 2014. The office of these Directors shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board. Shri Ashok C. Gandhi (DIN: 00022507) and Shri Kanishka H. Kaji (DIN: 02329312) are Senior Advocates in the High Court and have vast experience of over four decades in Corporate and Revenue laws.



The Board is of the opinion that these Directors are person of integrity and possesses relevant expertise and experience. They have/ had not any pecuniary relationship with Company and its associates except for getting sitting fees for attending Board and Committee meetings. The Board is of the view that their appointment will be in the interest of the Company.

Shri Shrujal S. Patel (DIN: 02087840) was appointed as an Additional Director on 23rd January, 2014 to hold the office up to the date of Annual General Meeting. The Company has received a notice from a member under section 160 of the Companies Act, along with the deposit of Rs. 1,00,000/- (Rupees One Lakh only), refundable on election of the said Director as independent Director under section 149 of the Companies Act, 2013, with effect from 4th September, 2014.

The office of this Director shall not be determined for the purpose of calculating rotational Directors as well as the strength of the Board. The Board is of the opinion that this Director is a person of integrity and possesses relevant expertise and experience. The Board is of the view that his appointment will be in the interest of the Company.

Shri Shrujal S. Patel (DIN: 02087840) is commerce graduate and has vast experience of over two decades in Industrial Finance.

SITTING FEES RECOMMENDED FOR INDEPENDENT DIRECTORS

Sr. No	Name of Directors	DIN	Sitting fees for Attending	
			Board Meeting	Committe Meeting
1.	Shri Ashok C. Gandhi	00022507	20000	10000+5000
2.	Shri Kanishka H. Kaji	02329312	20000	10000+5000
3.	Shri Shrujal S. Patel	02087840	20000	----

During the last three years, Shri Ashok C. Gandhi (DIN: 00022507) and Shri Kanishka H. Kaji (DIN: 02329312) were paid the sitting fees for attending the Board and Committee meeting.

There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

During 2013-14, the Company did not advance any loans to any of its Directors.

Shri Shrujal S. Patel (DIN: 02087840) was appointed in the year 2013-14. He has not been paid any remuneration by way of sitting fees during the Financial Year 2013-14 and has no pecuniary relationship with Company.

Directorship held in the other Companies by the aforesaid Directors are as follows:

Sr. No	Name of Directors	DIN	Directorship in other Companies
1.	Shri Ashok C. Gandhi	00022507	AmolDicalite Limited Bloom Dekor Ltd Aarvee Denims And Exports Ltd Gujarat Ambuja Exports Limited Dishman Pharmaceuticals And Chemicals Limited Confederation Of Indian Clubs
2.	Shri Kanishka H. Kaji	02329312	-----
3.	Shri Shrujal S. Patel	02087840	Ishaan Marketing Private Limited Shreenath Smart Technologies Private Limited Tech - Bio Media Private Limited Eco Label Solutions Private Limited SNS Soft Tech Private Limited Arrow Digital Private Limited

The Board therefore, recommends their appointment as an Independent Director in terms of Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

8. DECLARATION ABOUT INDEPENDENT DIRECTORS. THE INDEPENDENT DIRECTORS HAVE GIVEN DECLARATION UNDER SECTION 149 (6) d (7) OF THE COMPANIES ACT, 2013.

The Company has received the declarations from Independent Directors u/s 149 (7) of the Companies Act, 2013 that they have made the criteria of Independent Director as prescribed under section 149 (6) in respect of:

- I. First Board meeting he attends after the appointment made under section 152 (5) of the Companies Act, 2013,
- II. At the first meeting of Board in every financial year.
- III. Whenever there is any change in the circumstance which may affect their status as Independent Director.

9. AUDITOR'S REPORT:

The remarks made by the Auditors in their Report have been suitably dealt with in the schedules and notes and therefore do not call for any further clarification.

10. APPOINTMENT OF AUDITORS:

M/s. Dhiren Shah and Co., auditors of the Company, retires at the ensuing Annual General Meeting and being eligible offer