



DEEPTI ALLOY STEEL LIMITED

23rd Annual Report

F.Y. 2014-15

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CORPORATE INFORMATION

DEEPTI ALLOY STEEL LIMITED

CIN: L27109GJ1993PLC018943

BOARD OF DIRECTORS	
Rameshchandra Agrawal <i>DIN: 02325030</i> <i>Managing Director</i>	Rakesh Kumar Ajmera <i>DIN: 06534398</i> <i>Independent Director</i>
Manju Agrawal <i>DIN: 02325041</i> <i>Non-Executive Director</i>	Manish Bhadviya <i>DIN: 06534370</i> <i>Independent Director</i>
KEY MANAGERIAL PERSONNEL Darshil A. Hiranandani <i>CFO</i> Riddhi N. Shah <i>CS & Compliance Officer</i>	SECRETARIAL AUDITOR Anand S. Lavingia <i>Practicing Company Secretary</i> AUDITORS Mukesh Laddha & Associates <i>Chartered Accountants</i>
REGISTERED OFFICE 317, Village-Kharval, Taluko-Dharampur, <i>Dist. Valsad, Gujarat, India</i> <i>Phn No.: 0260-2421575</i> <i>E-mail: investor.deepti@gmail.com</i> <i>Web site: www.deeptialloysteel.com</i>	REGISTRAR AND SHARE TRANSFER AGENT Satellite Corporate Services Private Limited. <i>B-302, Sony Apartment, Opp. St. Jude High School, 90 ft. Road, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai – 400 072, Maharashtra.</i>

NOTICE OF MEETING

NOTICE is hereby given that the 23rd **ANNUAL GENERAL MEETING** of the Members of **DEEPTI ALLOY STEEL LIMITED** will be held at registered office situated at Plot No. 317, Kharvel, Ta-Dharampur, Dist: Valsad on Wednesday, September 30, 2015, at 11.00 A. M. to transact the following businesses:

ORDINARY BUSINESSES:-

1. To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2015 and the reports of the Directors' and the Auditors' thereon.
2. To appoint Mrs. Manju R Agrawal, who retires by rotation, being eligible, offer herself for the office of Director of the Company.
3. To appoint Statutory Auditor and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions of the Companies Act 2013, and the Rules framed there under M/s. Ladha & Associates, Chartered Accountants, Ahmedabad (FRN: 136083W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company (Subject to ratification of appointment at every subsequent AGM) and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration.”

SPECIAL BUSINESS: -

4. Re-appointment of Rameshchandra Agrawal (DIN: 02325030) as Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the member be and is hereby accorded for the re-appointment of Mr. Rameshchandra Agrawal (DIN: 02325030) as Managing Director of the Company for a further period of 5 years (five) years, with effect from August 30, 2015 at a Remuneration of Rs. 10,000/- per month.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and condition of reappointment and remuneration structure of Mr. Rameshchandra Agrawal, Managing Director of the Company, subject to overall limit of remuneration of Rs. 50,000/- per month and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

Registered office:

Plot No. 317,
Kharvel, Ta-Dharampur,
Dist- Valsad,
Gujarat

Date: September 04, 2015

Place: Valsad

**By Order of the Board
For, Deepti Alloy Steel Limited**

**Rameshchandra Agrawal
Managing Director
DIN: 02325030**

NOTES

1. A member entitled to attend and vote at the Annual General Meeting of the company may appoint a proxy to attend and vote on a poll on his behalf and proxy need not to be member of the Company. The instrument appointing a proxy must be deposited with the company at its registered office not less than 48 hours before the time for holding the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. Corporate members intending to send their authorized representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
3. Members/proxies/authorized representatives are requested to bring their attendance slip along with their copy of annual report to the meeting.
4. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 21, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of ensuing Annual General Meeting.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e Satellite Corporate Services Private Limited.

10. 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 physical form can submit their PAN to the Company or contact our Registrar and Transfer Agent i.e. Satellite Corporate Services Private Limited.
11. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the details of Directors seeking appointment / re-appointment in the ensuing Annual General Meeting to be held on September 30, 2015 are provided as annexure to the Notice. The Directors have furnished consent/declaration for appointment/ reappointment as required under the Companies Act, 2013 and the Rules made there under.
12. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 7 days in advance before the meeting so as to enable the management to keep information ready.
13. The Annual Report 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.

The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. Your email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/ documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode.

In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2015 would be dispatched.

14. Members may also note that the Notice of the ensuing AGM and the Annual Report 2014-15 will be available on the Company's website <http://deeptialloysteel.com>. 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.
15. With a view to using natural resources responsibly and to support the "Green Initiative", we request Shareholders to update their email address, with their Depository Participants to enable the Company to send the Annual Report and other communications electronically.
16. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

17. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting are annexed to the Notice.

“VOTING THROUGH ELECTRONIC MEANS”

The Company is pleased to offer remote e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS –

The instructions for shareholders voting electronically are as under:

- I. The remote e-voting period commences on September 27, 2015 (09:00 am) and ends on September 29, 2015 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants(s)) :
 - i. Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “EVEN” of “**M/s. Deepti Alloy Steel Limited**”.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.

- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to krishivadvisory@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of ensuing AGM (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy):
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the ensuing AGM:

EVEN (Remote e-voting Event Number)

<u>USER ID</u>	<u>PASSWORD/PIN</u>
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 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. 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).
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2015.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Share Transfer Agent of the Company i.e. **M/s. Satellite Corporate Services Private Limited**.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “**Forgot User Details/Password**” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the ensuing AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only i.e. September 23, 2015 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.