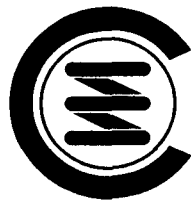


**25<sup>th</sup>**  
**ANNUAL REPORT**  
**2012-13**



***Coventry Coil-o-Matic (Haryana) Ltd.***



## CORPORATE INFORMATION

### Board of Directors

R.M. Bafna  
Wholetime Director

Arun Mittal  
Director

Narpat Raj Mohnot  
Director

### Board Committees

**Audit Committee**  
Arun Mittal  
Narpat Raj Mohnot  
R.M. Bafna

**Share Transfer and  
Investors' Grievance  
Committee**  
Arun Mittal  
R.M. Bafna

### Secretarial Advisor SIDDIQUI & ASSOCIATES

*Company Secretaries*  
D-49, Sarita Vihar  
New Delhi-110044

**Auditors**  
**SINGHI & CO.**  
Chartered Accountants  
401-408, Pragati House,  
47-48, Nehru Place  
New Delhi - 110019

**Bankers**  
Bank of India  
HDFC Bank Ltd

**Registered Office & Works**  
Vill- Salawas, Post- Sangwari,  
Distt- Rewari -123401 (Haryana)  
Website: [www.coventrycoil.co.in](http://www.coventrycoil.co.in)  
e-mail: [info@coilomatic.com](mailto:info@coilomatic.com)

**Administrative Office**  
209, Hans Bhawan  
1, Bahadur Shah Zafar Marg  
New Delhi - 110 002  
Ph. Nos: 011-23370390  
Fax : 011-23370621

### Registrars & Share Transfer Agents

#### LINK INTIME INDIA PVT. LTD.

44, Community Centre, 2nd Floor,  
Naraina Industrial Area, Phase-I, Near PVR,  
Naraina **New Delhi – 110028.**

TEL: (011) 41410592-93-94 FAX: (011) 41410591

E-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

| Contents                                | Page No. | Contents   | Page No. |
|---|----------|--|----------|
| Notice                                  | 3        | Balance Sheet  | 26       |
| Director's Report                       | 4 - 7    | Profit & Loss Account  | 27       |
| Compliance Certificate                  | 8 - 10   | Cash Flow Statement  | 28       |
| Corporate Governance Report             | 11 - 18  | Schedules Annexed to Balance Sheet and Profit & Loss Account | 29 - 42  |
| Management Discussion & Analysis Report | 19 - 21  | Proxy Form   | 43       |
| Auditors' Report                        | 22 - 25  |  |          |

**NOTICE**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Company shall be held on Wednesday, the 25<sup>th</sup> September, 2013 at 11:30 a.m. at its Registered Office - Village: Salawas, P.O. Sangwari, Distt. Rewari - 123 401 (Haryana), to transact the following business: -

**Ordinary Business:**

1. To receive, consider and adopt the Balance Sheet of the Company as at 31<sup>st</sup> March 2013 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. To appoint Director in place of Mr. Narpat Raj Mohnot, who retires by rotation, but being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s. Singhi & Co., Chartered Accountants, the retiring Auditors are eligible for re-appointment.

By order of the Board of Directors  
for **COVENTRY COIL-O-MATIC (HARYANA) LIMITED**

Date: 26<sup>th</sup> July, 2013

Place: Rewari

**R.M. Bafna**

Executive Director

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. Members, who hold shares in Dematerialised form, are requested to bring their DP I.D. and Client I.D. for identification.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September 2013 to 25<sup>th</sup> September 2013 (both days inclusive).
5. Members are requested to bring their copy of the Annual Report, as Copies of the Report will not be distributed again at the Meeting.
6. Members who have multiple accounts are requested to intimate to the Company, the Ledger Folio Numbers of such accounts and send all relevant Share Certificates to enable the Company to consolidate all shareholding into one account. The Share Certificates will be returned back to the Members after consolidation.
7. Members are requested to notify the Company of any change in address in full with Pin code number.
8. Members desirous of getting any information about the accounts and operations of the Company are requested to send their queries to the Company at its Registered Office, so as to reach at least 10 days before the date of meeting to enable the Management to keep the information ready.
9. Members/proxy-holders are requested to produce at the entrance the attached Admission Slip duly completed and signed for admission to the meeting hall.
10. All documents referred to are open for inspection at the Registered Office of the Company during Office hours on any working days.
11. 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/Registrar and Share Transfer Agents Link Intime India Private Limited.
12. Information under clause 49(IV)(E) and 49(IV)(G)(i) of the Listing Agreement of the Director proposed to be reappointed in the Annual General Meeting scheduled to be held on 25<sup>th</sup> September 2013.  
Mr. Narpat Raj Mahnot, Director of the Company retires by rotation and being eligible, offers himself for reappointment. Mr. Narpat Raj Mahnot was co-opted on the Board on 29<sup>th</sup> September 2008. Mr. Narpat Raj Mahnot is an Independent Non-Executive Director. He is B.Com and has over 35 years of experience in Commercial Marketing. He is Director in the following other Companies.

| S.No. | Name of the Companies             | Nature of Interest |
|-------|-----------------------------------|--------------------|
| 1.    | Bangalaxmi Steel Trading Co. Ltd. | Director           |

The shareholding of Mr. Narpat Raj Mahnot in the Company as on 31<sup>st</sup> March 2013 is 100 Equity Shares.

**Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing the paperless compliance by the companies and has issued circulars stating that services of notice/documents including Annual Report can be sent by e-mail to its Members. To support this green initiatives of the Government in full measure, members who have not registered their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold the shares in physical form are requested to send the details of their e mail id to the Company or its Registrar and Share Transfer Agents Link Intime India Private Limited.



## DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have the pleasure in presenting the 25<sup>th</sup> Annual Report and the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2013.

### FINANCIAL RESULTS

|   |          | (₹ In lacs) |
|---|----------|-------------|
| Particulars   | 2012-13  | 2011-12     |
| Turnover  | 3680.20  | 3,874.62    |
| Other Income  | 54.08    | 51.10       |
| Increase/(Decrease) in Stocks                                     | 52.00    | 13.92       |
| TOTAL   | 3786.29  | 3,939.64    |
| Profit before Interest, Depreciation & Taxes                      | (30.10)  | 158.05      |
| Profit Before Tax   | (103.93) | 81.62       |
| Profit on Compulsory Acquisition of Land by NHAI                  | -        | 54.57       |
| <u>Less:</u> Provision For Tax (Including Deferred Tax)           | 30.75    | (36.65)     |
| Profit After Tax  | (73.18)  | 99.54       |
| Balance from Balance Sheet  | (110.14) | (209.23)    |
| Less : Unreconciled Allotment Money in Arrears <i>written off</i> | -        | 0.45        |
| Balance Carried to Balance Sheet                                  | (183.32) | (110.14)    |

### PERFORMANCE OVERVIEW

The financial year 2012-13 was extremely stressful for your Company due to slowdown in the Automobile market, volatile economic conditions, rise in input costs and depreciation of the Rupee.

The Net Sales of the Company decreased by about 5% amounting to ₹ 3680.20 lakhs for the 2012-13, thereby resulting in Operating Loss (before Interest, Depreciation and Taxes) of ₹ 30.10 lakhs as against an Operating Profit (PBITD) of ₹ 158.05 lakhs during 2011-12 and Net Loss (PAT) was at ₹ (73.18) lakhs compared with the Net Profit (PAT) of ₹ 99.54 lakhs for the previous year.

A detailed analysis of the Company's operations in terms of performance in markets, manufacturing activities, business outlook, risks and concerns forms part of the Management Discussion and Analysis, which is a separate section of the Annual Report.

### DIVIDEND

In order to conserve the resources of your Company, your Directors have not recommended any dividend for the financial year 2012-13.

### LITIGATIONS

Your Company is contesting in various Courts and Tribunals the exaggerated claims by the assignees of the various Terms Loans availed between 1990 and 1992 from a consortium of 3 Financial Institutions namely ICICI, IDBI and IFCI.

Status of the pending cases is detailed in Note No. 21B(viii) forming part of the Annual Report and Accounts.

### DIRECTORS

In terms of Article 136 of the Articles of Association of the Company, Mr. Narpal Raj Mahnot, Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 1956, as amended, the Directors hereby state and confirm that :

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. appropriate accounting policies have been selected and applied them consistently and have made judgements 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 and of the profit or loss of the Company for that period.
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts of the Company have been prepared on a "going concern basis".

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**LISTING**

The shares of your Company are listed on Delhi, Mumbai, Kolkatta and Ahmedabad Stock Exchanges, and pursuant to Clause 38 of the Listing Agreement, the Annual listing fees for the Current Financial Year has been paid.

**COMPLIANCE CERTIFICATE**

As per Section 383A of the Companies Act, 1956, the Compliance certificate as at 31st March, 2013 is attached herewith.

**CORPORATE GOVERNANCE**

Your Company has been following the principles and practices of good Corporate Governance. The Company has complied with Corporate Governance requirement, as stipulated under Clause 49 of the Listing agreement of Stock Exchange.

A separate report on Corporate Governance, together with a certificate from the statutory auditors confirming compliance with corporate governance requirement, has been annexed as part of this report.

**FIXED DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and, as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.

**AUDITORS AND AUDITORS' REPORT**

M/s Singhi & Co., Chartered Accountants, Statutory Auditors of the Company, retire at the forthcoming Annual General Meeting of the Company and being eligible, offer themselves for re-appointment. The Company has received a letter from the Statutory Auditors to the effect that their re-appointment, if made at the ensuing Annual General Meeting, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

Replies to the Qualifications given by the Auditors are set out in Annexure - I forming part of this Report.

All other observations of the Auditors are explained, wherever necessary, in the appropriate Notes to the Accounts.

**COST AUDITOR**

M/s Cheena & Associates, Cost Accountants, have been appointed by your Company for the Cost Compliance Report for the current financial year. The Cost Compliance Report for the year shall be placed before the Board.

**CASH FLOW STATEMENT**

A Cash Flow Statement, as required by an amended Clause of the Stock Exchange Listing Agreement is included in the Annual Report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO.**

In pursuance of the provisions of 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, the required particulars are set out in the Annexure - II forming part of this Report.

**PARTICULARS OF EMPLOYEES**

There were no employees drawing remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**INDUSTRIAL RELATIONS**

During the year under review, industrial relations in the Company continued to be cordial and peaceful.

**ACKNOWLEDGMENTS**

Your Directors wish to place on record their grateful appreciation for the co-operation and support extended to the Company by its Customers, Vendors and various agencies of the Central Government, State Government of Haryana and Banks.

Your Directors wish to place on record their sincere appreciation for the devoted services of all its employees and also express their gratitude to the member-shareholders for their continued patronage.

for and on behalf of the Board

Date: 26<sup>th</sup> July, 2013  
Place: Rewari

**ARUN MITTAL**  
Director

**R.M. BAFNA**  
Whole-time Director



## ANNEXURE TO DIRECTORS' REPORT

## ANNEXURE – I

### (A) BASIS FOR QUALIFIED OPINION IN THE AUDITORS' REPORT

The Company has not made provisions of Interest & Other Charges on Secured Loans taken from Financial Institutions/Banks ₹ 9,56,40,344/- as per interim order of the Divisional bench of Punjab and Haryana High Court, Chandigarh, as stated in Note No. -(viii) of other notes 21(B) had the Provision been made, the loss upto the year after tax ₹ 73,17,990/- would have resulted in loss ₹ 10,29,58,334/-, Reserve & Surplus (Balance of Profit and Loss Account would have been ₹ 11,39,71,828/- instead of ₹ 1,83,31,484/-)

The company had given physical possession of Approx. 10 Acre land whose approx. cost appearing in books is ₹ 12.02 Lac, to Alchemist Asset Reconstruction Company Ltd. assignees of IDBI & IFCI on 8th March 13 as per the directions of the Hon'ble Supreme Court who re-affirmed the Interim Orders of Hon'ble Punjab & Haryana High Court, Chandigarh of 09-08-2011. Since this was only an interim order and the amount is yet to be adjudicated, no effect has been given in the Fixed Assets Schedule of the Accounts, consequent effect of profit/loss on the said land in these Accounts.

#### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis of Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- In the case of Statement of Profit and Loss, of the Loss for the year ended on that date; and
- In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

#### Reply

The Company continues to be embroiled in various litigation cases before different authorities, detail of which including their current status, has been elaborated in Note No viii of Note 21(B) annexed to the Statement of Account. In view of the complexities & uncertainties involved in the cases it is not possible to quantify the impact thereof. Moreover the matter is sub judice. The Auditors' of the Company have expressed qualified opinion on the Statement of Accounts. The Company is hopeful that the action invoked under SARFAESI Act would be ultimately declared unsustainable and void by the Courts and the Courts would declare the high demands raised by the Kotak Mahindra Bank Limited (KMBL) and Alchemist Asset Reconstruction Company Limited (AARCL) (formerly known as Dhir & Dhir Asset Reconstruction and Securitisation Company Limited) as superfluous.

The assignees were given liberty by the Hon'ble Punjab and Haryana High Court, Chandigarh to recover further sum of ₹ 13.50 crores from the sale of extra land appurtenant to the factory premises. This had further been re-affirmed by Hon'ble Supreme Court with modifications. As per the directions of Hon'ble Supreme Court, dated on 01.03.2013, the Company has given physical possession of approx. 10 Acre land whose approx. cost appearing in books is ₹ 12.02 Lac. to Alchemist Asset Reconstruction Company Ltd. (AARCL) assignees of IDBI & IFCI on 08.03.2013. Since this was only an interim order, the amount is yet to be adjudicated and the case is sub-judice, neither any effect has been given in the Fixed Assets Schedule of the Statement of Accounts nor recognition of consequent effect of profit/loss of the said land has been made in these Accounts.

### (B) OBSERVATIONS MADE IN THE ANNEXURE TO THE AUDITORS' REPORT

#### (i) Para (ix) a

***According to the records of the Company, the Company is irregular in depositing undisputed statutory dues including provident fund, employees' state insurance, sales-tax, excise duty, cess and other statutory dues applicable to it with the appropriate authorities. There is ₹ 82626/- undisputed outstanding Service Tax at the year end for a period of more than six months from the date they became payable.***

#### Reply

Due to the continued recession in the market the Company faced short-term financial crisis, consequently, there was a minor disruption in the cycle of such deposits. There is no undisputed outstanding statutory dues as at the year end as on date except for ₹ 82,626/- towards Service Tax, which the Company is in the process of depositing within week with requisite authority.

#### (ii) Para (xi)

***In regard to the default in repayment of Term Loan, the divisional bench of Punjab and Haryana High Court, Chandigarh has passed an interim order of total long term loan, interest etc. for ₹ 18,50,00,000/- The Company has not made any provision during the year for balance amount of ₹ 9,56,40,344/- as referred to in note no. viii of other Notes 21 (B).***

#### Reply

The matter has been discussed in (A) above

## ANNEXURE - II

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

**A. CONSERVATION OF ENERGY**

The Company's operations involve low energy consumption. Wherever possible, energy conservation measures have already been implemented and there are no major areas where further energy conservation measures can be taken. However, efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

**FORM 'A'**

(See Rule 2)

**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY**

|  |        | <u>31.03.2013</u> | <u>31.03.2012</u> |
|--|--------|-------------------|-------------------|
| <b>a) DHBVN Ltd.-Power Purchased</b>                         |        |                   |                   |
| DHBVN Ltd. - Power Purchased (kwh)                           | Units  | 33,47,657         | 33,58,443         |
| Total Amount   | ₹ lacs | 208.13            | 168.67            |
| Rate per Unit  | ₹      | 6.22              | 5.02              |
| <b>b) Captive Generation</b>                                 |        |                   |                   |
| D.G. Sets (kwh)  | Units  | 7,92,600          | 9,59,197          |
| Total Amount (HSD)   | ₹ lacs | 81.48             | 121.49            |
| Rate per Unit  | ₹      | 10.28             | 12.67             |
| <b>CONSUMPTION PER UNIT OF PRODUCTION - PRODUCT (SPRING)</b> |        |                   |                   |
| Electricity - Total Units (kwh)                              |        | 41,40,257         | 43,17,640         |
| - kwh / MT of Product  |        | 1,265             | 1,224             |

**B. TECHNOLOGY ABSORPTION****FORM 'B'****FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH & DEVELOPMENT (R & D)**

- a) Research & Development:**
- (1) Specific areas in which R & D is carried out by the Company:
    - Development of suspension springs for the 2-wheeler (Motorcycles and Scooters) Industry.
    - Improvement in wire processing line for better surface finish and reducing breakages and warranties.
  - (2) Benefits derived as a result of the above R & D:
    - Development of new markets such as the 2-wheeler industry where there was no presence.
  - (3) Future plan of action:
    - Review of existing products for developing cost effective products for other market areas.
    - Improvising its present manufacturing facilities for attaining higher market share.
  - (4) Expenditure on R & D:
    - As Research & Development is carried out by concerned areas, no separate accounts are, therefore, maintained.
- b) Technology absorption, adaptation & innovations:**
- (1) Efforts towards technology absorption, adaptation and innovation:
    - Increasing production efficiency by improving material handling systems and reducing stage work -in-process.
  - (2) Benefits derived as a result of above efforts:
    - Reduced development time for new products.

**C. FOREIGN EXCHANGE EARNINGS & OUTGO**

|                           | <u>2012-13</u> | <u>2011-12</u> |
|---------------------------|----------------|----------------|
| Foreign Exchange Earnings | ₹ 42,26,524    | ₹ 24,84,854    |
| Foreign Exchange Outgo    | ₹ 32,25,747    | ₹ 20,94,840    |

for and on behalf of the Board

Date: 26<sup>th</sup> July, 2013  
Place: Rewari

**ARUN MITTAL**  
Director

**R.M. BAFNA**  
Whole-time Director

7



## COMPLIANCE CERTIFICATE

### FORM

(Under section 383A of the Companies Act 1956)

(See rule 3)

To

The members,

**COVENTRY COIL-O-MATIC (HARYANA) LIMITED**

87<sup>th</sup> Km Stone, NH 8, Delhi Jaipur Road,

Village Salawas, Sangwari,

Dist. Rewari 123401 (Haryana)

I have examined the registers, records, books and papers of **Coventry Coil-o-Matic (Haryana) Limited (CIN No. L74999HR1988PLC030370)** required to be maintained under the Companies Act 1956, (the Act) and the rules there under and also the provisions contained in Memorandum of Associations of the company for the financial year ended on **31<sup>st</sup> March 2013**.

In my opinion and to the best of information and according to the examinations carried out by me and explanation furnished to me, by the company, its officers and the agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all the entries there in have been duly recorded.
2. The company has duly filled the forms and returns as stated in Annexure 'B' to this certificate, with the Registrars of the Companies, Regional Director, Central Government, Company Law Board or other Authorities with in the time prescribed under the Act and the Rules made there under.
3. The company being, **Public** limited company has the minimum prescribed paid up capital and its maximum number of Members during the said financial year was **6115 (Six Thousand One Hundred & Fifteen Only)** excluding its present and past employees and the company during the year under scrutiny ;
  - 1) has not invited public to subscribe for its Shares or Debentures; and
  - 2) has not invited or accepted any deposit from persons other than its members, directors or their relatives,

**Not Applicable since the Company Is Listed Public Company**
4. The Board of Directors duly met **Four** times on **14.05.2012, 13.08.2012, 03.11.2012, and 13.02.2013** in respect of which meetings proper notices were given and proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed the Register of Members, and /or the Debenture holders from **19.09.2012 to 26.09.2012** and necessary compliance under section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on **31.03.2012** was held on **26.09.2012** after giving due notices to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. **No Extra Ordinary General Meeting** was held during the financial year ended on **31.03.2013**  
**Not Applicable as no Extra Ordinary General Meeting was held during the year.**
8. The company has advanced loans amounting to ₹ Nil to its directors and/or persons or firms or companies referred in the section 295 of the Act after complying with the provisions of the Act. **Not Applicable as there was no such Loan**
9. The company has duly complied with the provisions of section 297 of the Act in respect of the contracts specified in that section. **Not Applicable as there was no such Contract**
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. The Company has obtained necessary approvals from the Board of Directors, Members and the previous approval of the central Govt. pursuant to section 314 of the Act wherever applicable.  
**Not Applicable as there were no such Instances when section 314 could be Applicable.**
12. The Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.  
**Not Applicable as there was no such instances where the issue of duplicate Shares was involved**
13. The Company has
  - 1) delivered all the certificates on allotment of securities and on lodgment thereof for the transfer /transmission or any other purpose in accordance with the provision of the Act; **Share Certificates were delivered after Transfer or Transmission.**



- 2) deposited the amount of dividend declared including the interim dividend in the separate Bank account on Nil which is with in five days from the date of declaration of such dividend; **Not Applicable as no Dividend was declared**
- 3) paid/posted warrants for Dividends to the members with in a period of 30days from the date of declaration and that all unclaimed /unpaid dividends has transferred to Unpaid Dividend Account of the company with Nil Bank on, **Not Applicable since the Company has not declared any dividend**
- 4) Transferred the amounts in unpaid dividends account, applications money due for refund, matured, deposits, matured debentures, and the interest accrued there on which has remained unclaimed or unpaid for the period of seven years to Investor Education and the Protection Fund. **Not Applicable**
- 5) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of Directors, Additional Directors, Alternate Directors and Directors to fill the casual vacancies has been duly made.
15. The appointment of Managing Director/ Whole time Director/ Manager has been made in compliance with the provisions of section 269 read with schedule XIII to the Act and the approval of the Central Govt. has been obtained in respect of appointment of NIL not being in terms of Schedule XIII.  
**The reappointment of Executive Director was made as per the provisions of section 268/269 and the Company has applied for the approval of Central Government.**
16. The appointment of Sole selling agent was made in compliance of the provisions of the Act.  
**Not Applicable since no appointment was made during the year**
17. The company has obtained all necessary approvals of the Central Govt. Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act and the rules made there under.  
**The Approval of Central Government was required for appointment of Executive Director and it was applied for and no other approval from Company Law Board, Regional Director and Registrar of Companies was not required during the year.**
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has **issued and allotted NIL Equity Shares of ₹ 10/- each** during the financial year ending **31<sup>st</sup> March 2013..** **No Equity Shares were issued during the year**
20. The company has bought back shares during the year after complying with the provisions of the Act.  
**Not Applicable as the Company did not buy back the Shares during the year.**
21. The company has redeemed NIL preference shares debentures during the year after complying with the provisions of the Act. **Not Applicable as the Company did not have any Preference Shares**
22. The company whenever necessary has kept in abeyance rights to Dividend Rights Shares and Bonus Shares pending registration of transfer of shares in compliance with the provisions of the Act. **Not Applicable as no such situation arose during the year**
23. The company has complied with the provisions of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules 1975/ the applicable directions issued by the Reserve Bank of India/any other Authority in respect of Deposits accepted including unsecured loans taken, amounting to ₹ NIL raised by the company during the year and the company has filled the copy of Advertisement/Statement in lieu of Advertisement/necessary particulars as required with the Registrar of Companies on Nil, the Company has filed the Return of Deposit with the Registrar of Companies/Reserve Bank of India/other Authorities. **Not Applicable as no deposits were raised during the year. Moreover the Company is not having any fixed Deposit from the Public.**
24. The amount borrowed by the Company from Directors, Members, Public, Financial Institutions, Banks and others during the financial year ending **31<sup>st</sup> March 2013** is/ are with in the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in convened Annual, Extraordinary General Meeting.  
**Borrowings are within the limits of the Borrowing as per section 293 (1)(d) of the Act and the Resolution u/s 293 (1)(d) was not required during the year.**
25. The company has made loans and Investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for this purpose.  
**Not Applicable as the Company has not made any Loans & Investment or given guarantees or provided securities to other body corporate during the year.**
26. The Company has altered the provisions of the memorandum with respect to the change of Registered Office from one state to another state, of the company during the year under scrutiny after complying with the provisions of the Act.  
**Not Applicable since there was no change of Registered Office from one state to another state.**



27. The Company has altered the provisions of the memorandum with respect to the object of the company during the year under scrutiny after complying with the provisions of the Act.  
**Not Applicable as the Object Clause of the Company was not altered during the year.**
28. The company has altered the provisions of the memorandum with respect to Name of the company during the year under scrutiny and complied with the provisions of the Act.  
**Not Applicable as the Name of the Company was not changed during the year.**
29. The company has altered the provisions of the memorandum with respect to Share Capital the company during the year under scrutiny and complied with the provisions of the Act.  
**Not Applicable as the Capital Clause of the Company was not altered during the year.**
30. The Company has altered its articles of associations after obtaining the approval of members in the General Meeting and the Amendments to the Articles of Association have been duly registered with the Registrar of Companies. **Not Applicable**
31. A list of prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also fines and penalties or any other punishment imposed on the company in such cases is attached.  
**Not Applicable as the Company did not receive any Show Cause Notice or notice of Prosecution during the year.**
32. The company has received ₹ Nil as security from its employees during the year under certification and the same has been deposited as per provisions of section 417(1) of the Act.  
**Not Applicable as no security deposit was received during the year.**
33. The Company has deposited both the Employee's and the Employer's contribution to Provident Fund with the prescribed authorities pursuant to section 418 of the Act.

for Siddiqui & Associates  
Company Secretaries  
K.O.SIDDIQUI  
FCS 2229 ;CP 1284

Place New Delhi  
Date: 09.07. 2013

**Annexure A**

**Registers as maintained by the Company**

1. Register of members u/s 150 & 151
2. Minutes Book of Directors and members u/s 193 (1) and 196
3. Books of accounts u/s 209 and 209A
4. Register of contracts u/s 301
5. Register of Directors particulars u/s 303 and 304
6. Register of Directors shareholding u/s 307
7. Annual Return u/s 159
8. Register of Charges u/s 143

**Annexure B**

**Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending on 31<sup>st</sup> March 2013**

| S. No | Particulars                | Receipt No. | Receipt Date |
|-------|----------------------------|-------------|--------------|
| 1     | Form 20B for FY 2011-2012  | Q04606232   | 19.12.2012   |
| 2     | Form 23AC for FY 2011-2012 | Q03252533   | 28.11.2012   |
| 3     | Form 66 for FY 2011-2012   | P91754515   | 24.10.2012   |
| 4     | Form 23                    | B62628052   | 28.11.2012   |