



40th Annual Report

2014-2015





CRANEX LIMITED

Registered Office & Corporate Office

Registered Office: 9, DDA Market, Katwaria Sarai, New Delhi-110016

Corporate Office: 57/1, Industrial Area, Site-IV, Sahibabad (U.P.)-201010

Email: cranex1@yahoo.com

CIN : L74899DL1973PLC006503

Annual Report for the Financial Year 2014-2015

CORPORATE INFORMATION Board of Directors

Mr. Suresh Chandra Agrawal
Executive Director & Chairman
DIN- 01958471

Mr. Piyush Agrawal
Managing Director
DIN- 01761004

Mr. Chaitanya Agrawal
Whole-Time Director & CFO
DIN- 05108809

Mr. Amitabh Agrawal
Non- Executive Director
DIN- 03442336

Mr. Maman Chand Jain
Independent Director
DIN- 01958391

Mr. Ashwani Kumar Jindal
Independent Director
DIN- 01958501

Mr. Satish Kumar Agarwal
Independent Director
DIN- 06971326

Mrs. Asha Agarwal
Independent Director
DIN- 06965418

Ms. Khushboo Verma
Company Secretary

Contents

Sl.No.	Particulars	Pages No.
1.	Notice of Annual General Meeting	2
2.	Directors Report	7
3.	Management Discussion & Analysis Report	32
4.	Corporate Governance Report	34
5.	CFO Certification	51
6.	Auditors Report on Corporate Governance	52
7.	Auditors Report, Balance Sheet, Profit & Loss Account, Cash Flow Statement & Notes to Accounts	53
8.	Attendance Slip & Proxy Form	74

Statutory Auditors

M/s. P.D. Mittal & Co.,
Chartered Accountants
Mittal Bhawan, 70, Darya Ganj
Delhi-110002

Secretarial Auditors

M/s. Parveen Rastogi & Co.,
Company Secretaries
Flat No.-3, First Floor
Sood Building, Ram Nagar,
Paharganj, New Delhi-110055

Registrar and Transfer Agent

Link Intime India Private Limited
44 Community Center, 2nd
Floor, Naraina Industrial Area,
Phase I, Near PVR, Naraina,
New Delhi - 110028

Internal Auditors

M/s. Kudsia & Associates,
Chartered Accountants
152-A, DDA Flats
Shahpur Jat, New Delhi-
110049

Bankers :

1. Syndicate Bank, Sahibabad, Ghaziabad-201010 (U.P.)
2. State Bank of India, Maharajpur, Ghaziabad-201010 (U.P.)
3. CTBC Bank, Connaught Place, New Delhi-110001

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of Cranex Limited will be held on Wednesday, the 30th day of September, 2015 at 04.00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi-110057 to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015 and the Statement of Profit & Loss Account & Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Piyush Agrawal (DIN 01761004), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Ratify the appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the resolution passed by the Members of the Company at the 39th Annual General Meeting held on 30th September, 2014 and pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for ratification of the appointment of M/s P. D. Mittal & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of 39th Annual General Meeting until the conclusion of 42th Annual General Meeting of the Company to be held in 2017, subject to ratification of the appointment by the Members at every subsequent Annual General Meeting, as per the provisions of Companies Act, 2013, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

By Order of the Board of Directors
For Cranex Limited

Sd/-

Suresh Chandra Agrawal
Chairman
DIN: 01958471

Place: New Delhi
Date: 07.09.2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy should be deposited at the Registered office of the Company not later than FORTY-EIGHT HOURS before the commencement of the Annual General Meeting.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.

3. Register of Members and Share Transfer Books will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).

4. CUT OFF DATE:

i) This Notice is being sent to all the members whose name appears as on Friday, August 28, 2015 in the register of members or beneficial owners as received from M/s Link Intime India Private Limited, the Registrar and Transfer Agent of the Company.

ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, September 23, 2015 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

5. Members are requested to quote their Folio No. / Client ID / DP ID in all correspondences with the Company. They are also requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).

6. Pursuant to the requirement of Listing Agreement with Stock Exchange(s) on Corporate Governance, the information about the Directors proposed to be appointed/re-appointed is given in annexure to 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 respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

8. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at 7/1, Industrial Area, Site IV, Sahibabad (U.P.)-201010 at least 7 days in advance of the meeting so as to enable the management to keep the information ready.

9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to M/s. Link Intime India Private Limited or at the Corporate / Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

10. The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of annual report is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same and also to the auditors and directors of

the Company. For members who have not registered their email addresses, physical copies of the annual report along with aforesaid documents are being sent by the permitted mode.

Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company or M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

11. The Company has designated an exclusive e-mail ID called investors@cranexltd.com for redressal of shareholder's complaints/grievances in case you have any unresolved grievances, then please write to us at investors@cranexltd.com
12. Any other document referred to in the Notice thereto, will be available for inspection for the Members on any working day, except Sunday during 11.00 A.M. to 2.00 P.M. up to the date of Annual General Meeting at the Registered Office of the Company.
13. Members may please note that the Notice of the 40th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website <http://cranexltd.com/> for their download. 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. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
14. In compliance of Clause 35B of Listing Agreement, members are hereby informed that if any member does not have access to e-voting facility may write to the Company Secretary of the Company at the Corporate Office of the Company or may also mail to cranex1@yahoo.com asking for Ballot Form to cast the vote.
15. **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Instructions for members for voting electronically are as follows:

(A) In case of members receiving e-mail:

- (a) Log on to the e-voting website www.evotingindia.com
- (b) Click on "Shareholders" tab
- (c) Now enter your user ID

- (i) For CDSL : 16 Digit beneficiary ID
- (ii) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
- (iii) Members holding shares in physical form should enter Folio No. registered with the Company

- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for any Company, then use your existing login ID and password.
- (f) If you are a first time user, then follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in CAPITAL LETTER followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in CAPITAL LETTER followed by 8 digit CDSL/ NSDL Client ID. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'.
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 Wednesday, 23rd September, 2015 in the Dividend Bank details field.

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (i) Now, select the Electronic Voting Sequence Number - "150831051" along with "CRANEX LIMITED" from the drop down menu and click on "SUBMIT".
- (j) 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.
- (k) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (l) 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.
- (m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (n) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (o) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification Code 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 Corporate.
 - 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.
- (B) In case of members receiving the physical copy:
Please follow all steps from sl. no. (a) to sl. no. (o) above to cast vote.
- (C) The voting period begins on 09.00 A.M. on Sunday, 27th September, 2015 and ends on 05.00 P.M. on Tuesday, 29th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Wednesday, 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares.
- (D) Mr. Parveen Rastogi, proprietor of M/s Parveen Rastogi & Co., Company Secretaries Membership No. 4764 and C.P. No. 2883 (Address: Flat No.3, Sood Building, Tel Mill Marg, Ram Nagar, New Delhi-110055) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
- (E) The Scrutiniser shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall not later than 03rd October, 2015, submit a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
- (F) 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 <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com or call CDSL Toll Free No. 1800 200 5533 or to the Registrar & Share transfer Agent, Link Intime India Pvt. Ltd. 011 - 4141 0592/93/94 or write an email to delhi@linkintime.co.in.
- (G) The results as declared by the Chairman or a person authorised by him in writing alongwith the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. www.cranexltd.com and CDSL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited and Central Depository Services (India) Limited.
- (H) The resolutions listed in the Notice of the 40th AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.

By Order of the Board of Directors
For Cranex Limited

Sd/-
Suresh Chandra Agrawal
Chairman
DIN: 01958471

Place: New Delhi
Date: 07.09.2015

DIRECTORS REPORT

To,

Dear Members,

The Directors have pleasure in presenting the 40th Annual Report on the business and operations of the Company together with the financial results for the period ended 31st, March 2015.

FINANCIAL RESULTS

Financial results are presented in the table below:

	(Amount in Rupees)	
	Current year ended (12 months) 31-03-2015	Previous year ended (12 months) 31-03-2014
1. Gross Revenue	216,958,924	144,540,762
2. Profit before interest & Depreciation	10,750,820	10,041,238
3. Interest (Working Capital)	3,438,164	3,188,806
4. Profit after Interest but before depreciation	7,312,656	6,852,432
5. Depreciation	1,337,906	1,844,899
6. Profit/loss after depreciation	5,974,750	5,007,533
7. Exceptional Items	0	0
8. Profit before Extra ordinary items & tax	5,974,750	5,007,533
9. Extra ordinary items	0	0
10. Profit before tax	5,974,750	5,007,533
11. Provision for tax	1,764,090	1,704,720
12. Profit/loss after tax	4,210,660	3,302,813
Earnings per share (face value Rs. 10/-)		
Basic	0.70	0.55
Diluted	0.70	0.55

The above figures have been regrouped /reclassified as necessary as per the Revised Schedule VI of the Companies Act, 2013. The financial figures given in the attached Balance Sheet and Profit & Loss A/c have also been regrouped /reclassified as necessary.

COMPANY'S PERFORMANCE

The overall performance for the financial year ended 31st March, 2015 was satisfactory. The profits of company earned during the year were amounted to Rs. 4,210,660/-. However, your Directors are confident that the company will do much better in future and trying its level best to further improve its performance.

DIVIDENDS

Keeping in view the present financial position of the company, your Directors do not recommend any dividend for the year ended 31st March 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they 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 and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in website of company.

INTERNAL FINANCIAL CONTROL SYSTEM

According to Section 134(5) (e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOPs) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from M/s. Kudsia & Associates, Chartered Accountants, the Internal Auditors. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board.

NUMBER OF MEETINGS OF THE BOARD

Eight meetings of the board were held during the year. For details of the meetings of the board, please refer to the Corporate Governance report, which forms part of this report.

COMMITTEES OF THE BOARD

Detailed information on the Board and its Committees is provided in the Report on Corporate Governance forming part of this Annual Report.

MANDATORY COMMITTEE**Audit Committee**

As at March 31, 2015, the Audit Committee comprised of Two Independent Directors namely, Mr. Maman Chand Jain & Mr. Ashwani Kumar Jindal and one Non-Executive Director namely, Mr. Amitabh Agrawal. Mr. Maman Chand Jain is the Chairman of the Audit Committee. All the recommendations made by the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

As at March 31, 2015, the Nomination and Remuneration Committee comprised of Two Independent Directors namely, Mr. Maman Chand Jain & Mr. Ashwani Kumar Jindal and one Non-Executive Director namely, Mr. Amitabh Agrawal. Mr. Maman Chand Jain is the Chairman of the Nomination and Remuneration Committee.

Stakeholders Relationship Committee

As at March 31, 2015, the Stakeholders Relationship Committee comprised of Two Independent Directors namely, Mr. Maman Chand Jain & Mr. Ashwani Kumar Jindal and one Non-Executive Director namely, Mr. Amitabh Agrawal. Mr. Ashwani Kumar Jindal is the Chairman of the Stakeholders Relationship Committee.

Risk Management Committee

As at March 31, 2015, the Risk Management Committee comprised of One Whole Time Directors namely, Mr. Chaitanya Agrawal and one Non-Executive Director namely, Mr. Amitabh Agrawal. Mr. Chaitanya Agrawal is the Chairman of the Risk Management Committee.

NON-MANDATORY COMMITTEE**Management Committee**

As at March 31, 2015, the Management Committee comprised of one Executive Director namely Mr. Suresh Chandra Agrawal, one Managing Director namely, Mr. Piyush Agrawal, one Whole Time Directors namely, Mr. Chaitanya Agrawal and one Independent Director Mr. Ashwani Kumar Jindal. Mr. Piyush Agrawal is the Chairman of the Management Committee.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure I in the prescribed Form MGT-9, which forms part of this report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed as Annexure II. There are no employees who are drawing remuneration in excess of the limits as set out in provisions of Section 197(12) of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EMPLOYEES BENEFITS

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement to the profit and loss for the year when the contributions are due.

Pending determination of liability for gratuity payable, no provision has been made in the accounts for expenses of gratuity. The expenditure on account of gratuity is accounted in the year of payment. On account of non provision of gratuity payable, the profit has been over stated but the same cannot be quantified in absence of exact amount payable under this account

CODES, STANDARDS AND POLICIES AND COMPLIANCES THEREUNDER**CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL**

Your Company has adopted a Code of Conduct for its Board of Directors and the Senior Management Personnel. The Code requires the Directors and employees of the Company to act honestly, ethically and with integrity and in a