

# Frontier

YEARS  
DEDICATED  
TO THE  
UNDYING  
SPIRIT

*Annual Report*  
2013-2014

**FRONTIER  
SPRINGS LIMITED**



# FRONTIER SPRINGS LIMITED

## ANNUAL REPORT 2013-2014

### BOARD OF DIRECTORS

Shri KUNDAN LAL BHATIA, *Chairman & Managing Director*  
Shri KAPIL BHATIA, *Managing Director*  
Shri NEERAJ BHATIA, *CFO*  
Smt. SUSHMA BHATIA\*  
Smt. SONIA BHATIA\*\*  
Smt. MANJU BHATIA\*\*\*  
Smt. MAMTA BHATIA  
Shri PRADEEP K. GOENKA, *Independent Non-Executive Director*  
Shri R. K. BHATIA, *Independent Non-Executive Director*  
Shri YASHPAL, *Independent Non-Executive Director*  
Shri N.P. SINGH, *Independent Non-Executive Director*  
Shri R.N. TRIVEDI, *Independent Non-Executive Director*

\*ceased w.e.f.24.10.2013, \*\* ceased w.e.f.31.12.2013, \*\*\*appointed w.e.f.14-11-2013

### COMPANY SECRETARY & COMPLIANCE OFFICER

Shri DHRUV BHASIN

### AUDITORS

M/s. SANJAY NANDANI & Co.  
*Chartered Accountants*  
OFF No. 229, 2nd FLOOR,  
63/2, CITY CENTRE,  
THE MALL,  
KANPUR - 208 004

### BANKERS

STATE BANK OF INDIA  
INDUSTRIAL FINANCE BRANCH,  
SARVODAYA NAGAR, KANPUR – 208005 (U.P.)

### REGISTRAR AND SHARE TRANSFER AGENT

M/s. ALANKIT ASSIGNMENT LIMITED  
ALANKIT HOUSE, 2E/21,  
JHANDEWALAN EXTENSION  
NEW DELHI-110 055

### REGISTERED OFFICE

E-14, PANKI INDUSTRIAL AREA, SITE-1  
PANKI, KANPUR-208 022  
Website : <http://www.frontiersprings.co.in>

### PLANTS

- i) KM 25/4, KALPI ROAD, RANIA,  
KANPUR DEHAT - 209 304 (U.P.)
- ii) 91/2, VILLAGE KUNJA, NEAR DENTAL COLLEGE  
PAONTA SAHIB (H.P.)
- iii) E-14, PANKI INDUSTRIAL AREA  
SITE-I, KANPUR – 208022 (U.P.)

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## THIRTY FOURTH ANNUAL REPORT

### NOTICE

NOTICE Is hereby given that the Thirty Fourth Annual General Meeting of the Members of FRONTIER SPRINGS LIMITED will be held on Tuesday, 30th September, 2014, At 12.30 P.M. at the Registered Office of the Company at E-14, Panki Industrial Area Site-1, Kanpur-208022 to transact the following businesses :

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss Account & Cash Flow Statement for the financial year ended on that date together with Directors and Auditors' Report thereon.
2. To appoint a Director in place of Smt. Mamta Bhatia (DIN No. 03480368) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors of the Company by passing with or without modification(s) the following resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, and the rules made thereunder M/s Sanjay Nandani & Co., Chartered Accountants, Kanpur, (Firm registration no. 006941C) the retiring Auditors be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e 34th Annual General Meeting until the conclusion of the 37th Annual General Meeting (subject to ratification of the appointment by the members at every such Annual General Meeting held after this Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company."

#### SPECIAL BUSINESS:

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

Appointment of Shri P.K Goenka as Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force ) read with Schedule IV of the Companies Act, 2013, Shri P.K Goenka (DIN No. 00404746), Director of the Company whose period of office was liable to be determined by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

5. Appointment of Shri R.N Trivedi as Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force ) read with Schedule IV of the Companies Act, 2013, Shri R.N Trivedi (DIN No. 03243439), Director of the Company whose period of office was liable to be determined by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

6. Appointment of Shri Yash Pal as Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force ) read with Schedule IV of the Companies Act, 2013, Shri Yash Pal (DIN No. 00929185), Director of the Company whose period of office was liable to be determined by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

7. Appointment of Shri N.P Singh as Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force ) read with Schedule IV of the Companies Act, 2013, Shri N.P Singh (DIN No. 03519569), Director of the Company whose period of office was liable to be determined by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

8. Appointment of Shri R.K Bhatia as Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time

being in force ) read with Schedule IV of the Companies Act, 2013, Shri R.K Bhatia(DIN No. 0958948), Director of the Company whose period of office was liable to be determined by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

9. To ratify the remuneration of Cost Auditors for the financial year 2014-2015 by passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Rakesh Misra & Co. Cost Accountants, Kanpur (Firm Registration Number 00249), appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of 25,000/- (Rupees Twenty Five Thousand only) plus Govt. levies/tax plus out of actual pocket expenses, as recommended by the Audit Committee and approved the Board of Directors at its meeting held on May 16, 2014;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To appoint Smt Manju Bhatia(DIN: 03480362) as an Executive Director and in this regard to consider and if thought to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt Manju Bhatia(DIN: 03480362), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED THAT pursuant to the provisions of Sec-

tions 196 , 197 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Smt. Manju Bhatia (DIN – 03480362) as Wholetime Director of the Company for a period of five years from November 14, 2013 to November 13, 2018 on the terms and conditions of appointment and remuneration as approved by the Board of Directors of the Company and the Nomination & Remuneration Committee in their meeting held on November 14, 2013 and as set out in the in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and are hereby severally authorized to alter and vary such terms of reappointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Shareholders in their Annual General Meeting the consent of the members of the Company be and is hereby accorded under Section 180(1) (c) and other applicable provisions and rules framed there under of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), to the Board of Directors of the Company to borrow from time to time, monies for the business of the company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) will exceed the aggregate of paid up capital of the company and its free Reserves provided that the total amount of monies borrowed at any time, shall not exceed Rs. 5 Cr.(Rupees Five Crores Only)”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or which arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

- 12 To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolu-

## THIRTY FOURTH ANNUAL REPORT

tion passed at the Annual General Meeting and pursuant to section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, if required, in favour of Banks/ Financial Institutions / other investing agencies/ trustees for the holders of debentures/ bonds/ other instruments which may be issued to or subscribed by all or any of the financial institution/ banks/ any other investing agencies or any other person (s) / bodies corporate by way of private placement or otherwise to secure rupee/ foreign currency loans, debentures, bonds or other instrument(hereinafter collectively referred to as "Loans"), whether already borrowed or to be borrowed, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs. 5 Crore (Rupees Five Crores).

"RESOLVED FURTHER THAT the mortgage/charge created/to be created and/or all agreement(s)/documents executed/to be executed and all acts done in terms of the above resolution by and with the authority of the Board be and are hereby confirmed and ratified."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or which arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

*Registered Office :* By order of the Board  
E-14, Panki Industrial Area,  
Site-1, Panki,  
Kanpur-208022 DHRUV BHASIN  
Dated : 13.08.2014 *Company Secretary*  
CIN No : L17119UP1981PLC005212  
Web : www.frontiersprings.co.in  
Email : c.s@frontiersprings.co.in  
Phone : 0512-2691208 • Fax : 0512-2691209

### NOTES :

1. IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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, THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN BE PROXY FOR MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AN AGGREGATE NOT 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE MEETING IS ENCLOSED.
2. In terms of the provisions of Section 102 of Companies Act 2013, a statement setting out the material facts concerning special business to be transacted at the meeting is annexed and forms part of this notice.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 22nd September to 30th September, 2014 (both dates inclusive) for the purpose of Annual General Meeting.
4. Copies of the Notice of the 34th Annual General Meeting together with the annual Report are being sent by electronic mode to all the members whose email addresses are registered with the Company Depository Participant(s). Hard copies of annual Report will be supplied to those shareholders holding shares in electronic mode as and when required. For Members who have not registered their email addresses, physical copies of Annual Report, 2013 are being sent by the permitted mode.
5. Members holding shares in identical order of names in more than one folio are requested to write to the Company, enclosing the Share Certificates for consolidation of their holding into one folio.
6. Members holding Shares in physical form may write to the Company for change in their address, if any,

under their signature clearly quoting their folio numbers, old address along with the changed address with Pin Code, and Members holding Shares in electronic form may inform any change in address to their Depository Participants.

7. Members holding shares in electronic form are requested to provide their Client-ID and DP-ID numbers at the meeting for easy identification.
8. Members desirous of obtaining any information/clarification concerning the Accounts and Operation of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the Annual General Meeting, so that the desired information may be made available at the Annual General Meeting, if the Chairman permits to do so.
9. The Shares of the Company are compulsorily tradable in demat form. The equity Shares of the Company have been assigned ISIN INE572D01014. Members are requested to get their Shares dematerialized at the earliest to make them tradable.
10. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. The relevant details in respect of Directors seeking appointment and reappointment pursuant to Clause 49 of the Listing Agreement are enclosed herewith marked as Annexure 'A' to this Notice.
12. For convenience of the members and for proper conduct of the meeting, entry to the place of meeting will be regulated by Attendance Slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
13. The business set out in this notice is also being conducted through e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the company is pleased to offer the e-voting facility as an alternate to all its members to enable them to cast their votes electronically instead of casting the vote at the meeting. For this purpose the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

14. The notice of the meeting is being placed on the website of the company viz. [www.frontiersprings.co.in](http://www.frontiersprings.co.in)

15. Mr Amit Gupta, Company Secretary in Whole Time Practice, has been appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.

#### INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 34th Annual General Meeting to be held on 30/09/2014

2. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

3. The e-voting facility will be available during the following voting period:

Start Date & Time	End Date & Time
September 24, 2014 10:01 Hrs	September 26, 2014 18:00 Hrs

4. The instructions in case of members receiving e-mail for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Frontier Springs 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](http://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:

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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"> <li>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 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 member id / folio number in the Dividend Bank details field.</li> </ul>

(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 for the relevant Frontier Springs 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](mailto: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](mailto: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 of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting Physical Copy) in the permitted mode:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (ii) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

*Registered Office :* By order of the Board  
E-14, Panki Industrial Area,  
Site-1, Panki,  
Kanpur-208022  
Dated : 13.08.2014  
CIN No : L17119UP1981PLC005212  
Web. : [www.frontiersprings.co.in](http://www.frontiersprings.co.in)  
Email : [c.s@frontiersprings.co.in](mailto:c.s@frontiersprings.co.in)  
Phone : 0512-2691208 • Fax : 0512-2691209

DHRUV BHASIN  
*Company Secretary*

## **Explanatory Statement as required under Section 102 of the Companies Act, 2013.**

### **Item No. 4,5,6,7 & 8**

Mr. P K Goenka (DIN - 00404746), Mr. R N Trivedi (DIN -03243439), Mr. Yash Pal (DIN -00929185), Mr. N P Singh (DIN -3519569) & Mr. R K Bhatia (DIN -00958948) are Non Executive Independent Directors of the Company, whose period of office was liable to be determined by retirement by rotation under the erstwhile applicable provisions of Companies Act, 1956. Pursuant to provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the listing agreement, the independent Directors are not liable to retire by rotation and are required to be appointed by the Shareholders. Therefore it is proposed to appoint MR. P K Goenka, Mr. R N Trivedi, Mr. Yash Pal, Mr. N P Singh & Mr. R K Bhatia as an Independent Directors of the company to hold office for a term of consecutive five years from the conclusion of this meeting and whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has also received declarations from the proposed appointees that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Brief resume of the proposed appointees, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agree-

ment with the Stock Exchanges, are provided in the Annexure A to the Corporate Governance Report forming part of the Annual Report. Copy of the draft letters for respective appointments of the proposed appointees as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Board, the proposed appointees fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the proposed appointees as an Independent Director

Mr. P K Goenka, Mr. R N Trivedi, Mr. Yash Pal, Mr. N P Singh & Mr. R K Bhatia are interested in the resolutions set out respectively at Item Nos. 4, 5, 6, 7 and 8 of the Notice with regard to their respective appointments. The relatives of Mr. P K Goenka, Mr. R N Trivedi, Mr. Yash Pal, Mr. N P Singh & Mr. R K Bhatia may be deemed to be interested in the resolutions set out respectively at Item Nos. 4, 5, 6, 7 and 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos.

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4, 5, 6, 7 and 8 of the Notice for approval by the shareholders.

### Item No.9

The Board of Directors at its meeting held on May 16th 2014, based on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s Rakesh Misra & Associates, Cost Accountants (Firm Registration No. 00249), Kanpur as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015. The Board has approved the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) plus Govt. levies/tax plus out of actual pocket expenses, subject to ratification of the shareholders at ensuing annual general meeting.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

### Item No. 10

Smt. Manju Bhatia was appointed as an Additional Director by the Board of Directors with effect from November 14, 2013 and in terms of the provisions of the Act read with relevant provisions of the Companies Act, 1956 she holds office till the conclusion of this Annual General Meeting.

The Company has received a notice under Section 160 of the Act along with the deposit of the requisite amount proposing her candidature for the office of Director of the Company liable to retire by rotation

Smt. Manju Bhatia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director

Her brief particulars have been given below under the heading Directors seeking re-appointment /appointment

The Board considers it desirable to have the benefit of her advice and guidance and recommends the resolution at item No. 10 for approval of members as Ordinary Resolution.

Save and except Smt. Manju Bhatia as an appointee and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.10 of the Notice.

### Item No. 11 & 12

The Shareholders of the Company had authorised the Board of Directors of the Company to borrow money to the extent of Rs. five Crores excluding working capital credit facilities granted by the bankers in the ordinary course of business u/s 293(l)(d) of the Companies Act, 1956. In view of the enactment of new Companies Act, 2013 it is considered necessary to get the authorization of Shareholders u/s 180(l)(c) of the Companies Act, 2013 to borrow from time to time, monies for the business of the company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid up capital of the company and its Free Reserves provided that the total amount of monies borrowed at any time, shall not exceed Rs. Five Crores.

Further as per terms of sanction, the borrowings made by the Company by taking term loan/ working capital/other credit facilities from banks, financial Institutions etc. are secured by first charges/ second charges in favour of the lenders, on the assets of the Company. The Shareholders of the Company had authorized the Board of Directors of the Company for creation of charge on assets of the Company for securing borrowings up to the limit of Rs. 5 Crores. In view of the enactment of new Companies Act, 2013 it is considered necessary to get the authorization of Shareholders u/s 180(1) (a) of the Companies Act, 2013 for creation of charge on assets of the Company for securing borrowings up to the limit of Rs. Five Crores.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Special Resolutions set out at Item Nos.11 & 12 of the Notice for approval by the shareholders.

## DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting the Thirty Fourth Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March 2014.

### FINANCIAL RESULTS

(Rs. in Lacs)		
Particulars	2013-14	2012-13
Income from Operation	<b>3,802.64</b>	3918.17
Profit Before Int., Dep., & Tax	<b>420.36</b>	455.76
Interest	<b>76.04</b>	77.42
Depreciation	<b>118.61</b>	107.45
Profit/(loss) Before Tax	<b>225.71</b>	270.89
Income Tax :		
Current year Tax	<b>(46.22)</b>	(52.64)
Deferred Tax	<b>(10.79)</b>	(17.75)
Profit/(Loss) After Tax	<b>168.70</b>	200.50
Profit/(Loss) B/f from P.Y.	<b>1,324.77</b>	1130.67
Balance available for appropriation	<b>1,493.47</b>	1331.17
Proposed Dividend / Dividend Tax Paid	<b>0</b>	6.39
Profit/(Loss) transferred to Reserves & Surplus	<b>1,493.47</b>	1324.78

### OPERATIONS

The operation of the Company during the financial year under review were slightly down with turnover of Rs. 3802.63 Lacs as against Rs. 3918.17 Lacs in preceding year. The net profit during the year was lower at Rs.168.70 Lacs as against Rs. 200.49 Lacs in the preceding year. The recessionary conditions, flagging demand coupled with depressed price realization brought the overall turnover and profitability of the Company under pressure. However, best possible efforts are being made to increase the production as the market is indicating revival signs, Therefore, we are confident for a better performance in near future.

### DIVIDEND

As already reported in the previous year's Directors' Report, your Company has completed the setting up of forging plant for manufacturing of forging items for supply to Indian Railways and other Heavy Industries. The Company is in the process of increasing the capacity of the existing plant. To conserve resources for the expansion of the plant and to consolidate the financial position of the company, your Directors consider it prudent not to recommend any dividend for the year.

## EXPANSION

### Forging Division

Your company has already set up the forging plant and the management is taking conducive steps to further expand the forging division by expanding its product base. Approval of screw coupling, knuckle pins with washer, yoke pin and knuckle thrower have been obtained from Research Design & Management Organization (R.D.S.O) in addition to Draft gear Forging, Hanger and Hanger Block. The company is further expanding Forging unit at Rania and is in process to install a new hammer which would be used to produce products of heavy industries. Export orders are also being executed.

### Coil Springs

Your company would be the first one to receive orders for manufacturing of springs for Linke-Hofmann Busch(LHB) coaches which were being imported till date by Indian Railways thereby increase the revenue of the company as a result the profitability would increase in the near future. Presently LHB coaches are used in premium air conditioned services such as Rajdhani, Shatabdi and Duronto trains. We are optimistic that in the coming years the company would reach to new heights. The execution of such kind of orders would increase the turnover manifold. The Company has also obtained Part 1 Vendor Registration for supply GM LOCO Springs to DLW Varanasi.

### DIRECTORS

Shri Prem Sagar, Smt.Sushma Bhatia & Smt.Sonia Bhatia resigned from directorship of the Company w.e.f 29.05.2013, 24.10.2013 & 31.12.2013 respectively. Smt. Manju Bhatia was appointed as an Additional Director of the Company w.e.f.14.11.2013 and is proposed to be regularized as an ordinary director at ensuing 34th annual general meeting of the Company.

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the listing agreement the Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Accordingly Mr. P K Goenka, Mr.R N Trivedi, Mr. Yash Pal, Mr. N P Singh & Mr. R K Bhatia are proposed to be appointed as an Independent Directors of the company to hold office for a term of consecutive five years from the conclusion of ensuing 34th annual general meeting and whose period of office shall not be liable to determination by retirement of directors by rotation.

Pursuant to the provisions of the Companies Act, 2013 and Articles of the Association of the Company, Smt. Mamta Bhatia, Director of the Company retire from the Board by rotation and being eligible she has offered herself for re-appointment.

The Board re-commends for their re-appointment at ensuing annual general meeting.