



GAJRA BEVEL GEARS LIMITED

39th Annual Report 2013-14

ANNUAL REPORT 2013 -14

BOARD OF DIRECTORS:

Mr. Surendra Singh	: Chairman & Non Executive Director
Mr. Parmal Singh Raghuwanshi	: Independent Director
Mr. Dwarika Prasad Soni	: Independent Director
Mrs. Rani Singh	: Additional (Women) Director
Mr. Ranveer Singh	: Chief Executive Officer

COMPANY SECRETARY:

CS Shivani Khandelwal

CHIEF FINANCIAL OFFICER:

Mr. Atul Rangnekar

STATUTORY AUDITORS:

O.T.Gandhi & Co.
Chartered Accountants
4th Floor, Surya Sadhna Building
Malviya Nagar Square, A.B. Road,
Indore.

BANKERS

IDBI Bank Ltd.
Bank of Baroda

REGISTERED OFFICE AND PLANT:

Industrial Area, A.B. Road
Dewas (M.P.) 455001
Phone: 07272- 258493, 258494
Fax: 07272- 258001
Email: ssg@gajrabevel.com , secretary@gajrabevel.com
Website: www.gajrabevel.com

CORPORATE OFFICE:

3/1, Race Course Road,
Indore 452003
Phone: 0731 2434327, 4065246
Fax: 0731 2432909
Email: ssg@gajrabevel.com
: secretary@gajrabevel.com

REGISTRAR AND TRANSFER AGENT:

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup (W)
Mumbai 400078
Phone: 022- 25963838
Fax: 022-25946969
Email: sarita.mote@linkintime.co.in

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **GAJRA BEVEL GEARS LIMITED** will be held at the Registered Office of the Company at 3-7, Industrial Area, A.B. Road, Dewas, (M.P.) 455001, on Tuesday the 30th day of September, 2014 at 02:00 P.M. to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended (9 months from 1st July, 2013 to 31st March, 2014) on that date and the Reports of the Board of directors and Auditors thereon.
2. To appoint a Director in place of Mr. Surendra Singh, (DIN01260862) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s O.T. Gandhi & Co., Chartered Accountants (ICAI Firm Registration No. 001120C), the retiring Auditors of the Company subject to the peer reviewed by the ICAI be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty Second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of sections 203 and applicable provisions if any, of Companies Act 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Schedule V of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, approval of the Company be and is hereby accorded to the appointment of Mr. Ranveer Singh as the Chief Executive officer as one of the Key Managerial Person of the Company w.e.f. 1st June, 2014 on the Remuneration of Rs. 6,00,000/- Per Annum or such amount as may be decided or altered by the Board of directors from time to time on the terms and conditions including remuneration as set in the explanatory statement with this notice.

FURTHER RESOLVED THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds matters and things as in its

absolute discretion it may consider necessary expedient or desirable to give effect to this resolution and to revise the remuneration from time to time.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Parmal Singh Raghuwanshi, (DIN 01239211), who was holding positions of the Independent Director 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 the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Dwarika Prasad Soni (DIN 02616313), who was holding positions of the Independent Director and in respect of whom the company has received a notice in writing as required under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

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

“RESOLVED THAT Mrs. Rani Singh (DIN: 01015696) who was appointed as an additional director by the Board w.e.f. 14th August, 2014 pursuant to the provisions of section 161 of the Companies Act, 2013 to hold the office of the directors till the date of the annual general meeting and in respect of whom the Company has received a notice in writing as required under section 160 of the Companies Act, 2013 from a member proposing her as a candidate for the office of director, be and is hereby appointed as a Women Director of the Company, and she will be liable to retire by rotation.

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

RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of directors of the Company (hereinafter referred to as “ the Board”) to mortgaging and/ hypothecation, pledge or charging by the Board of directors of the Company of all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the company in such form and in such manner as the Board of directors may think fit for securing any loans and/or advances already obtained or that may be obtained from time to time any financial Institutions/banks/insurance companies, bodies corporate, firms or association or person or persons, and/or to secure any debentures issued, deposits and/or that may be issued and all interest, compounding interest/ additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the company to the concerned secured lenders within the overall borrowing limit of Rs 50.00 Crores (Rupees Fifty Crores) at any point of time.

RESOLVED FURTHER THAT the securities created or to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the Board of directors of the Company and the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized create or revise/renew the securities/or release the securities and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

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

RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 as may be applicable (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of directors of the Company (hereinafter referred to as “ the Board”) for borrowing any sum or sums of monies from time to time for the purpose of the Company’s business on such terms and conditions and with or without security from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, of India or otherwise from the foreign parties/entities subject to the provisions of the FDI and/or FEMA, as may be considered appropriate and suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be

obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free-reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 50.00 Crores (Rupees. Fifty Crores) over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT Board of directors and the Director(s) or the person authorized by the Board be and is jointly/or severally authorized to do as they may think fit and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution.

By Orders of the Board

Date: 14th August, 2014

Place: Indore

Gajra Bevel Gears Ltd.

CIN: L34300MP1974PLC001598

3-7, Industrial Area, A.B. Road

Dewas (M.P.) 455001

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
4. The company has notified closure of register of members and share transfer books from September, 26th 2014 to September, 30th 2014 (both days inclusive).
5. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
7. Members seeking any information are requested to write to the Company by email at secretary@gajrabevel.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share

Shivani Khandelwal
Company Secretary
ACS 34141

accounts and to the Registrar and Share Transfer Agent of the Company at Link Intime India Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078.

9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report s being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2013-14 will also available for downloading on Company's website www.gajrabevel.com.
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the meeting.
13. **Voting through electronic means**
 - i. The e-voting period begins on Friday, September 26, 2014 from 9.00 A.M. to 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on "Shareholders" tab.
 - iv. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<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"> 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. 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.
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 member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach 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 <company name> 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 same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <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.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

DETAILS OF THE DIRECTORS & CEO SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	Mr. Ranveer Singh	Mr. Parmal Singh Raghuwanshi	Mr. Surendra Singh	Mr. Dwarika Prasad Soni	Mrs. Rani Singh
Date of Birth	16/07/1963	04/07/1949	16/06/1956	12/11/1974	07/02/1956
Date of Appointment	01/06/2014	31/10/2007	17/11/1986	01/10/2007	14/08/2014
Expertise / Experience in specific functional areas	Having about 25 years wide experience in the field of Business and Industry.	Having about 30 years wide experience in the field of Business and Industry.	Having about 25 years wide experience in the field of Business and Industry.	Having about 20 years wide experience in the field of Business and Industry.	-
Qualification	Mechanical Engineer	BE (electric)	B.A. (HONS.)	B.Com	B.A.
No. & % of Equity Shares held	-	-	1926980 (20.50%)	-	301630 (3.21%)
List of outside Company's directorship held	1. Garha Gears Ltd. 2. Garha Utilbroc ce Tools Ltd.	1. Garha Gears Ltd. 2. Garha Utilbroc ce Tools Ltd. 3. Garha Resorts and Sports Pvt. Ltd. 4. Garha Holding Pvt. Ltd. 5. Gajara Investments Pvt. Ltd. 6. Garha Computers Pvt. Ltd. 7. Gujrat Gajra	-	1. Garha Gears Ltd. 2. Garha Utilbroc ce Tools Ltd. 3. Garha Resorts and Sports Pvt. Ltd. 4. Garha Holding Pvt. Ltd. 5. Gajara Investments Pvt. Ltd. 6. Garha Computers Pvt. Ltd.	-

		Pinions Ltd.			
Chairman / Member of the Committees of the Board of Directors of the Company	-	1. Audit Committee 2. Nomination and Remuneration Committee. 3. Stakeholders relationship Committee.	-	1. Audit Committee 2. Nomination and Remuneration Committee. 3. Stakeholders Relationship Committee.	-
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	-	-	-	-	-

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3:

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s O.T. Gandhi & Co., Chartered Accountants (ICAI Firm Registration No.001120C), Indore have been the Auditors of the Company since more than 5 years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement. In view of the above, M/s O.T. Gandhi & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of directors has, at its meeting held on 30th May, 2014 proposed the re-appointment of M/s O.T. Gandhi & Co., Chartered Accountants as the statutory auditors for a period of three years up to the conclusion of the 42nd annual general meeting to be held in the calendar year 2017 and to hold office from the conclusion of this AGM (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution as set out at Item No. 3 for approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested in any manner in the Resolution.

Item No. 4:

As per the provisions of section 203 of the Companies Act, 2013 read with Company's (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Company shall have Chief Executive Officer as the Key Managerial Person. Therefore, the Board of directors at their meeting held on 30th May, 2014 has appointed Mr. Ranveer Singh as the Chief Executive Officer.

Mr. Ranveer Singh holds the degree of Mechanical Engineer and has wide experience in the field of Business and Industry. He has also served the company as a director for more than seven years.