

23rd
Annual Report

2 0 1 4 - 2 0 1 5

HEERA ISPAT LIMITED

CIN : L27101GJ1992PLC018101

HEERA ISPAT LIMITED

23rd

AUDITED ANNUAL REPORT FOR THE YEAR 2014-15

COMPANY REGISTRATION NO.: 04-018101

CIN : L27101GJ1992PLC018101

Registered with Registrar of Companies,
Gujarat State

HEERA ISPAT LIMITED

REGD. OFFICE : 206, ASHWARATH COMPLEX, 2ND FLOOR
OPP, FORTUNE LANDMARK HOTEL,
USMANPURA, AHMEDABAD,
GUJARAT - 380013.
E MAIL ID:info@heeraispac.com

NOTE TO THE SHAREHOLDERS

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting, Shareholders are requested to kindly bring their copies to the meeting.

CIN : L27101GJ1992PLC018101

DATE OF INCORPORATION : 05/08/1992

COMPANY REGN NUMBER : 04-018101

NOMINAL SHARE CAPITAL : Rs.60,000,000/-

HEERA ISPAT LIMITED
23RD ANNUAL GENERAL MEETING - PROGRAMME

DATE : 30TH SEPTEMBER 2015

DAY : WEDNESDAY

TIME : 09.30 A.M

VENUE : HEAVY METAL HOUSE,
1, VIJAYVIHAR SOCIETY,
OPP. CHILDCARE HOSPITAL,
NAVRANPURA, AHMEDABAD,
GUJARAT - 380009.

NOTE TO SHAREHOLDERS :

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

CONTENTS :

1)	Board of Directors and Other Information
2)	Notice for the Annual General Meeting
3)	Directors' Report
4)	Corporate Governance Report
5)	Auditors' Report
6)	Balance Sheet
7)	Profit & Loss Account
8)	Schedules to the Balance Sheet and Profit & Loss Account
9)	Notes to the Accounts
10)	Balance Sheet Abstract and Company's General Business Profile
11)	Cash Flow Statement pursuant to Clause 32 of the Listing Agreement and Auditors' report there on
12)	Attendance Sheet & Proxy Form

HEERA ISPAT LIMITED**BOARD OF DIRECTORS :**

Dineshkumar Samarataji Rao	Managing Director and Chairman
Rameshchandra Tribhuvandas Mistry	Director
Dharmeshkumar Rameshchandra Mistry	Director
Alpesh Kiritbhai Patel	Director
Radheshyam RampalLodha	Director
Ramanugrah Singh	Director
Prakash Nemchand Shah	Director
Suhag Vijaykumar Shah	Director
Truptiben Dhavalbhai Jian	Director

SECRETARIAL AND CORPORATE LEGAL MATTERS :

Shri Kamlesh M. Shah & Co.,
(Practicing Company Secretary)

FINANCE, AUDIT AND TAXATION MATTERS :

M/s. DJNV& Co.
(Chartered Accountants)

BANKERS OF THE COMPANY :

HDFC BANK LIMITED
Mithakhali Branch,
Ahmedabad, Gujarat.

REGISTRAR AND SHARE TRANSFER AGENT :

Skyline Financial Services Pvt. Ltd
D-153/A, First Floor, Okhla Industrial Area, Phase-1,
New Delhi 110 020.
Tel.: +91 11 26812682-83, 011-64732681 to 88
Fax : +91 11 26812682
Web: www.skylinerta.com

REGD. OFFICE :

206, Ashwarath Complex,
2nd Floor,Opp, Fortune Landmark Hotel,
Usmanpura, Ahmedabad,
Gujarat - 380013.

INVESTORS GRIEVANCE AND COMPLIANCE OFFICER :

SUHAG SHAH
B/1, Aradhana Society,
Nr. Jay National Society,
Naranpura Char Rasta,
Ahmedabad, Gujarat.

NOTICE

NOTICE is hereby given to the Members of Heeralspat Limited that 23rd Annual General Meeting of the Members of the Company will be held on Wednesday the 30th September, 2015 at 09.30 A.M. at Heavy Metal House, 1 Vijayvihar Society, Opp. Childcare Hospital, Navrangpura, Ahmedabad 380009, Gujarat to transact the following Business.

ORDINARY BUSINESS :

1. To Receive, Consider, Approve and Adopt the Audited Statement of Account i.e. The Audited Balance Sheet as at 31/03/2015, the Profit & Loss Account for the Year ended on that date and the report of the Auditors and Directors thereon.
2. To Appoint a Director in place of Mr. Suhag Vijaykumar Shah, who retires by rotation and being eligible offers himself for re-appointment.
3. To Appoint a Director in place of Mr. Prakash Nemchand Shah who retire by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors M/s. DJNV & Co., Chartered Accountants, as a statutory Auditor for the Company for the next financial year and to hold the office as such from the date of conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
4. RESOLVED THAT pursuant to provisions of Section 139 (1) and other applicable provisions of the Companies Act 2013 (Corresponding provisions of Section 224(1B) of the Companies Act 1956) read with Rule 4 and 6 of the Companies (Audit and Auditors) Rules 2014 as in force, the consent of the members of the Company be and is hereby accorded to the Appointment of M/s DJNV & Co., a firm of Chartered Accountants (CA FIRM Registration Number: 115145W and CA Member No: 40650), as Statutory Auditors of the Company for the next financial year i.e. for the financial years 2015-16, and to fix their remuneration as per section 139(2) of the Companies Act 2013.

SPECIAL BUSINESS :

1. To appoint Mr. Ramanugrah Singh (DIN- 00369580) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Ramanugrah Singh (DIN-00369580) who was appointed as director liable to retire by rotation at last 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 an Independent Director of the Company to hold office for a term of 4 (four) consecutive years, from the date of this Annual General Meeting up to the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019."

2. To appoint Mr. Alpesh Kirtibhai Patel (DIN- 00389094) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Alpesh Kirtibhai Patel (DIN- 00389094) who was appointed as director liable to retire by rotation at last 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 an Independent Director of the Company to hold office for a term of 4 (four) consecutive years, from the date of this Annual General Meeting up to the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019."

3. To appoint Mr. Radhesham Rampal Lodh (DIN- 02694786) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Radhesham Rampal Lodh (DIN- 02694786) who was appointed as director liable to retire by rotation at last 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 an Independent Director of the Company to hold office for a term of 4 (four) consecutive years, from the date of this Annual General Meeting up to the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019."

4. To appoint Mr. Prakash Nemchand Shah (DIN- 06376987) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s)

or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Prakash Nemchand Shah (DIN- 06376987) who was appointed as director liable to retire by rotation at last 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 an Independent Director of the Company to hold office for a term of 4 (four) consecutive years, from the date of this Annual General Meeting up to the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019."

5. To appoint Mr. Suhag Vijaykumar Shah (DIN- 06398147) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Suhag Vijaykumar Shah (DIN- 06398147) who was appointed as director liable to retire by rotation at last 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 an Independent Director of the Company to hold office for a term of 4 (four) consecutive years, from the date of this Annual General Meeting up to the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019."

6. To appoint Mr. Truptiben Dhavalbhai Jain (DIN- 07162438) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 149 (1) , 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Ms. Truptiben Dhavalbhai Jain (DIN- 07162438) who was appointed as Additional And Woman director by the Board of Directors, who hold the office as such only up to the date of this Annual General Meeting, who is eligible for appointment as Director of the Company, and she has given her consent to act as Woman Director of the Company if so appointed, and in respect of whom the Company has received notices from some members proposing her candidature, be and is hereby appointed as Independent Woman Director for a period of 5 consecutive years i.e. up to the date of conclusion of the Annual General Meeting for the financial year 2019-20 and that she shall not be liable to retire by rotation at every Annual General Meeting.

DATE : 30th May, 2015

PLACE : Ahmedabad

By order of the Board of Directors of Heera Ispat Limited

Sd/-
(Dinesh Rao)
Chairman and Managing Director
DIN : 06379029

The Register of Members of the Company will remain closed from 23/09/2015 TO 30/09/2015 (both days inclusive).

NOTES :

- 1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and that a proxy need not be a member of the company.
- 2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
- 4) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 5) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.
- 6) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 7) The Register of members and share transfer books of the Company shall remain closed from 26/09/2015 TO 29/09/2015 (Both days inclusive) as per the provisions of section 154 of the Companies Act 1956 and the provisions of the Clause 16 of the Listing Agreement.
- 8) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 9) Members desiring any information on accounts are requested to write to the company 7 days before the meeting to enable the management to keep the information ready.
- 10) Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, System Support Service Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.
- 11) All shareholders are requested to dematerialize their shareholding immediately as the shares are traded compulsorily in demat segment only.
- 12) 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.
- 13) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 14) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2015 is uploaded on the Company's website www.devikaproteins.com and may be accessed by the members.
- 15) Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes 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 for 2014- 15 are being sent in the permitted mode.
- 16) Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes 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 Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 17) Instructions for e-voting: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 21st 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):

In case of members receiving e-mail :

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" i.e. "HEERA ISPAT 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. (6 Digit Alpha-Numeric)
- (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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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 last 8 digits of the demat account/folio number in the PAN field.
	<ul style="list-style-type: none"> In case the folio 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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.
	<ul style="list-style-type: none"> 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 the cut-off date in the Dividend Bank details field.

- (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 <Company Name> i.e. The HEERA ISPA 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 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 favor 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 :

Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.

General Instructions:

- a. The voting period begins on 27th September 2015 at 11.00 A.M. and ends on 29th September, 2015 at 5.00 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 (record date) of 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The EVSN Number for e.voting generated on the website www.evotingindia.com is 140728018.
 - b. 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.
 - c. Mr. Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - d. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (xviii) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dhartiproteins.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the ASE and BSE Limited.

INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 23rd ANNUAL GENERAL MEETING AS PER CLAUSE 49 OF THE LISTING AGREEMENT FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

Particulars	Mr. Suhag V. Shah
Director Identification Number	06398147
Date of Birth	27/01/1982
Age	33 Years
Educational Qualification	HSC
Experience (No. of Years)	5
Business field in which Experience	Steel Business
Date of Appointment as Director in the Company	18/10/2012
Directorship held in any other Company	No other Directorship in any Company Held
Member of any Committees of the Directors in the Company	Not Applicable
Member of any committees of the Directors in other Companies with names of the Company	N.A.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.

Particulars	Mr. Prakash Nemchand Shah
Director Identification Number	06376987
Date of Birth	16/11/1975
Age	39 Years
Educational Qualification	B Com
Experience (No. of Years)	18
Business field in which Experience	Steel Business
Date of Appointment as Director in the Company	15/09/2012
Directorship held in any other Company	No other Directorship in any Company Held
Member of any Committees of the Directors in the Company	N.A
Member of any committees of the Directors in other Companies with names of the Company	N.A
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A

Particulars	Mr. Ramanugrah Singh
Director Identification Number.	06398147
Date of Birth.	27/01/1982
Age.	33 years
Educational Qualification.	HSC
Experience (No. of Years)	5
Business field in which Experience.	Steel Business
Date of Appointment as Director in the Company.	18/10/2012
Directorship held in any other Company.	No other Directorship in any Company Held
Member of any Committees of the Directors in the Company.	Not Applicable
Member of any committees of the Directors in other Companies with names of the Company.	N.A.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.