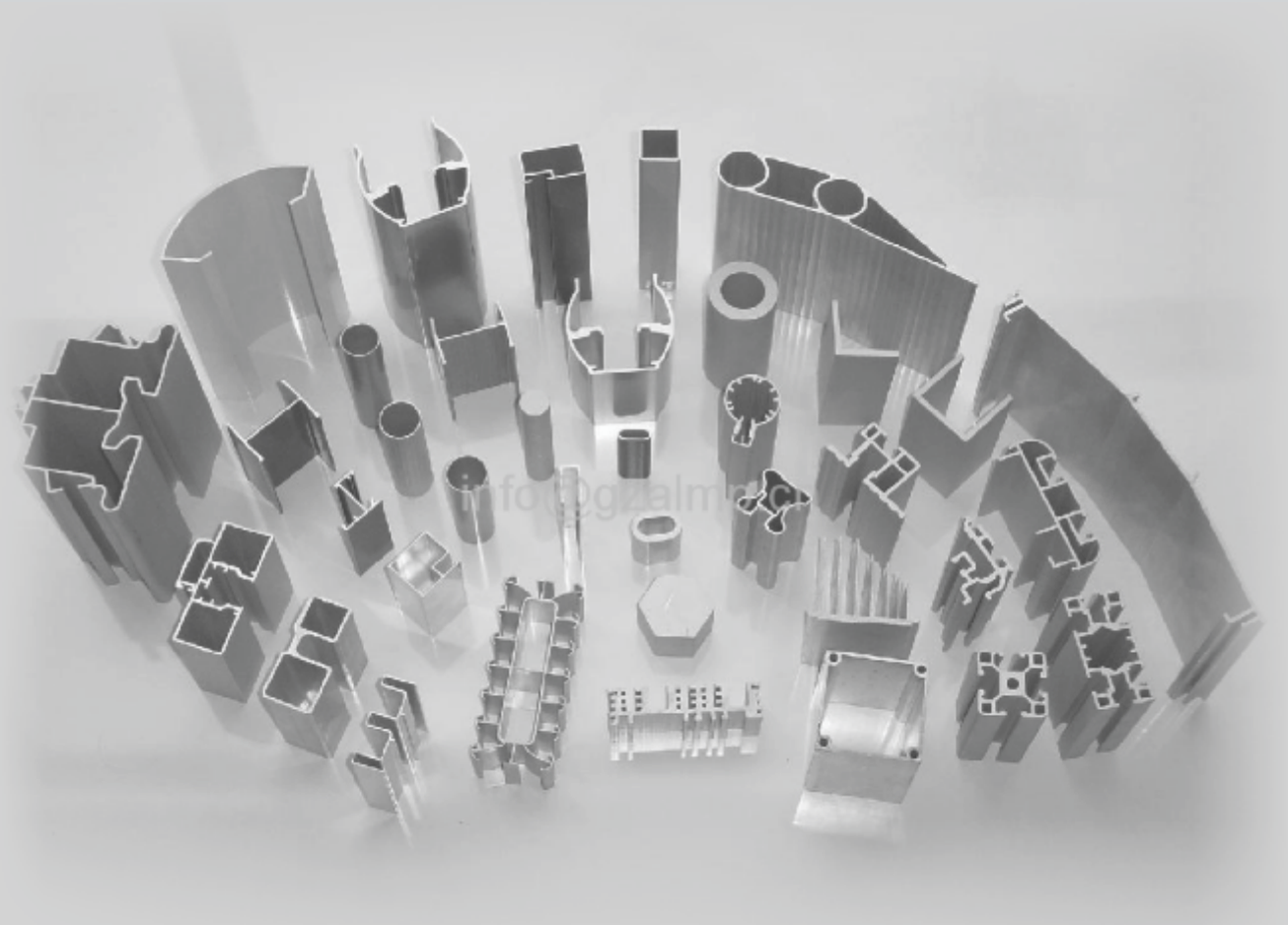
ANNUAL REPORT 2012 - 13



MAAN
ALUMINIUM LIMITED

Formerly known as Man Aluminium Limited

MAAN ALUMINIUM LTD
FORMALLY MAN ALUMINIUM

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ravinder Nath Jain	Executive Chairman
Mr. Mohinder Jain	Managing Director
Mr. Adish Jain	Promoter Director
Ms. Priti Jain	Promoter Director
Mr. Sunil Kumar Shandilya	Executive Director
Mr. Rajesh Jain	Independent Director
Mr. Parveen Kumar Adlakha	Independent Director
Mr. Ashok Jain	Independent Director
Mr. Rajinder Prakash Gupta	Independent Director
Mr. Amit Jain	Independent Director

CFO AND COMPANY SECRETARY
Mr. Bijender Kumar Rithaliya

AUDITORS
Khandelwal and Khandelwal Associates
Chartered Accountants
Indore

BANKER(S)
1. State Bank of India,Commercial Branch, Indore
2. ICICI Bank, New Delhi
3. HDFC Bank, New Delhi

REGISTERED OFFICE
3/8, IInd Floor,
Asaf Ali Road, New Delhi-110002
Telephone: 91-011-23247868-72
Telefax : +91 - 011 - 23260320
Email : maan@siddharthametal.com
Website : www.maanaluminium.in

PLANT
Plot No. 67A, Plot No. 75, Sector 1,
Pithampur Industrial Area, Dist.: Dhar (M.P.),
Ph.: 07292 - 253446, 253618

INDORE OFFICE
427, Orbit Mall,
Scheme No. 54,
A.B. Road, Indore
Ph.: 0731-2570173, 2572233

REGISTRAR & SHARE TRANSFER AGENT
M/s. Link Intime India Pvt. Limited
44, Community Center, IInd Floor, Naraina Industrial Area,
Phase-I, Near PVR Naraina, New Delhi - 110028
Ph. : 011-41410592-3-4
Fax : 011-41410591
Email : delhi@linkintime.co.in

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CHAIRMAN'S SPEECH

It gives me immense pleasure to present your Company's results for the financial year ended March 31, 2013 at this 10th Annual General Meeting of the Company.

The Global economic scenario continues to be sluggish owing to slower growth in major economies and uncertainty in Eurozone. The macroeconomic and industrial scenario in the country during the year under review has been extremely challenging due to reduced GDP growth, high interest rates, steep inflation, high input costs coupled with adverse currency movements and fluctuating global commodity prices. The growth in GDP during 2012-13 is estimated at 5% as compared to a growth rate of 6.2% in 2011-12.

Your Company has achieved production of 5003 MT in 2012-13 as compared to 3166 MT during the previous year due to successful commissioning of its new press in the year under review. The Company is committed to further augment the production capacity provided there is a conducive business environment.

Your Company achieved a turnover of Rs. 10105.59 lacs during the year under review as against Rs. 12061.67 lacs during the earlier year.

The net margins in the main line products of your Company have been under pressure inspite of increased production , resulting in the net profit for the year under review reducing to Rs. 39.69 lacs as compared to the net profit of Rs. 40.23 lacs during the earlier year.

There is need for continous improvement in the products and the methods to achieve greater operational efficiencies and manufacturing of value added products. The development of new infrastructure in developing economies and replacement assets in developed economies are leading to increased demand for aluminium, and various measures taken by your Company are targeted to achieve a step up in its share in the domestic and overseas markets.

Your Company remains focussed on quality control, cost control and productivity improvement vide further automation of the production process. These efforts would facilitate in achieving partial offset of its high costs of production.

I would like to take this opportunity to thank all our consumers, business partners, shareholders and employees for continued commitment and support. I gratefully acknowledge the confidence and faith reposed by the shareholders in the Board and the Management team which has, in my view, spurred the Company to take on more challenges. Finally, I must applaud the tireless efforts, dedication and commitment of our employees who have helped us reach where we are now and look forward to their continued support in the journey forward.

Ravinder Nath Jain
Executive Chairman

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the members of Maan Aluminium Limited will be held on Monday, the 30th day of September, 2013 at The Connaught, 37, Shaheed Bhagat Singh Marg, Next to Shivaji Stadium, New Delhi-110001 at 10.30 AM to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr Adish Jain, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr Praveen Kumar Adlakha, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Ashok Jain, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Mr. Amit Jain, who retires by rotation and being eligible offers himself for re-appointment.
6. To re-appoint M/s. Khandelwal and Khandelwal Associates, Chartered Accountants, Indore (Firm Registration No. 008389C) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

7. **APPOINTMENT OF MS. PRITI JAIN AS DIRECTOR OF THE COMPANY**

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

   "RESOLVED THAT Ms. Priti Jain who was appointed as an additional director of the Company by the Board of Directors, pursuant to Section 260 of the Companies Act,1956, and who holds office upto the date of next Annual General Meeting and in respect of whom the Company has received notice in writing under Section 257 of the Companies Act,1956 along with requisite deposit, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company and will not be liable to retire by rotation"

8. **RE-APPOINTMENT OF MR. RAVINDER NATH JAIN AS EXECUTIVE CHAIRMAN:**

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

   "RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines for managerial remuneration issued by the Central Government or any other competent authority, from time to time, the consent of members be and is hereby accorded to the re- appointment of Mr. Ravinder Nath Jain, as Executive Chairman of the company for a period of three years with effect from 1st April,2013 on the terms and conditions, as are set out in the agreement to be entered into between the company and Mr. Ravinder Nath Jain, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee or any other Committee constituted by the Board in this behalf) to alter and vary the terms and Conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Ravinder Nath Jain.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **RE-APPOINTMENT OF MR. MOHINDER JAIN AS MANAGING DIRECTOR:**

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

   "RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines for managerial remuneration issued by the Central Government or any other competent authority, from time to time, the consent of members be and is hereby accorded to the re- appointment of Mr. Mohinder Jain, as Managing Director of the company for a period of three years with effect from 1st April,2013 on the terms and conditions, as are set out in the agreement to be entered into between the company and Mr. Mohinder Jain, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee or any other Committee constituted by the Board in this behalf) to alter and vary the terms and Conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Mohinder Jain.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the meeting.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2013 to 30th September, 2013 (both days inclusive).
5. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the information ready.
6. Members are requested to bring their copy of Annual Report to the meeting.
7. Non-Resident Indian Shareholders are requested to provide following information to M/s Link Intime India Pvt. Ltd. 44, Community Center, IInd Floor, Naraina Industrial, Area, Phase-I, Near PVR Naraina, New Delhi - 110028.
   a) The change in the Residential status on return to India for permanent settlement.
   b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
8. 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.
9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m.
10. As part of Green Initiative in the Corporate Governance, members whose e-mail addresses are registered will be sent the annual report through e-mail.
11. Information required under Clause 49 of the Listing Agreement on Directors Re-appointment/ Appointment:
    a) Mr. Adish Jain aged 26 years is a graduate in Business Administration and is the Promoter Director of the Company
    b) Mr. Praveen Kumar Adlakha aged 61 years has over 38 years of experience in banking and finance.
    c) Mr. Ashok Jain aged 58 years is a graduate and has experience of over 32 years in running business in various capacities.
    d) Mr. Amit Jain aged 28 years is a post graduate in marketing and business administration.

EXPLANATORY STATEMENT pursuant to the provisions of section 173(2) of the Companies Act, 1956.

ITEM NO. 7

The Board of Directors at the meeting held on 5th October , 2012 has appointed Ms. Priti Jain as Additional Director of the Company in accordance with the provisions of Section 260 of the Companies Act,1956. Pursuant to Section 260, a director appointed under the Section holds office upto the date of the next Annual General Meeting. The Company has received a notice from a member of the Company under Section 257 of the Companies Act, 1956 proposing her candidature for the office of the Director. Her office shall not be liable to retire by rotation, as per the provisions of the Companies Act, 1956.

Ms. Priti Jain aged 30 is a Master in Business Administration.

The Board recommends the resolution for approval of the members as an ordinary resolution.

Except Ms. Priti Jain herself, Mr. Ravinder Nath Jain, Executive Chairman and Mr. Mohinder Jain ,Managing Director , Mr. Adish Jain, Director, none of the other Directors of the Company is concerned or interested in the resolution.

ITEM NO. 8

Mr. Ravinder Nath Jain aged 54, is a hardcore businessman. He established aluminium trading business in 1980, and has gained vast experience of about 33 years in various capacities. He is responsible for planning & execution, finance & accounts, marketing, team building, interacting with clients etc.

The Board of Directors and also the Remuneration Committee in their respective meetings held on 28th March, 2013 re- appointed Mr. Ravinder Nath Jain as Executive Chairman of the company for a period of three years w.e.f. 1st April, 2013.

The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ravinder Nath Jain during his tenure as Executive Chairman are as under:

Basic Salary: Rs. 2,50,000/- p.m.

Perquisites and Allowances: In addition to the basic salaries, the Executive Chairman shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffer, medical/ accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

Minimum Remuneration: The remuneration payable to Mr. Ravinder Nath Jain, including salary, is subject to overall ceiling of Rs. 36 lacs per annum. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the aforesaid salaries shall be paid to the Executive Chairman in accordance with the applicable provisions of Schedule XIII of the said Act and subject to the approval of the Central Government, if any required.

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

Since the remuneration payable to Mr. Ravinder Nath Jain requires the approval of the members of the Company in General Meeting pursuant to Section 198, 269, 309 and 311 read with Schedule XIII to the Companies Act, 1956, the respective resolution as set out in the accompanying notice are recommended for approval of the members.

Except Mr. Mohinder Jain, Managing Director, Mr. Adish Jain, Ms. Priti Jain and Mr. Ravinder Nath Jain himself, none of the Directors of the Company is concerned or interested in the resolution.

The above may be regarded as an abstract of terms of re-appointment of the Executive Chairman and memorandum of interest under Section 302 of the Companies Act,1956.

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule XIII to the Companies Act, 1956 is given below

I GENERAL INFORMATION	
(1) Nature of industry	Manufacturing of Aluminium Extruded Products
(2) Date or expected date of commencement of commercial production	The company has a manufacturing facility at Pithampur Distt. Dhar (Madhya Pradesh) which is in operation for over Twenty Three years.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	The company is already operational.
(4) Financial performance	**In lacs**

Particular	2012-13	2011-12	2010-11
Turnover	10105.59	12061.67	13340.31
Profit Before Tax	66.79	56.58	149.00
Profit After Tax	39.69	40.23	84.32

(5) Export performance and net foreign exchange collaborations	FOB value of Exports Rs.1780.12 lakhs for the year ended 31.03.2013
(6) Foreign investments or collaborators, if any	NIL
II. INFORMATION ABOUT THE APPOINTEE:	
(1) Background details	Experience of over 33 years in business of Aluminium rods/ ingots/billets/ profiles.
(2) Past remuneration	Rs. 36 lacs per annum
(3) Recognition or awards	NIL
(4) Job profile and his suitability	Taking care of planning, execution and marketing, finance and accounts.
(5) Remuneration proposed	Rs. 36 lacs per annum
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	Not Available.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Holding 29.05% equity in the company.
III. OTHER INFORMATION	
(1) Reasons of loss or inadequate profits	The reason for inadequate profit is capacity constraint.
(2) Steps taken or proposed to be taken for improvement	The production capacity is being augmented which will help in improving the profitability
(3) Expected increase in productivity and profits in measurable terms	Productivity and profitability is expected to scale up substantially keeping in view vast experience of the Director.

ITEM NO. 9

Mr. Mohinder Jain aged 51, is a dedicated businessman. He established aluminium trading business in 1980, and has gained vast experience of about 33 years. He is responsible for planning & execution, finance & accounts, corporate affairs, team building, interacting with clients etc.

The Board of Directors and also the Remuneration Committee in their respective meetings held on 28th March, 2013 re-appointed Mr. Mohinder Jain as Managing Director of the company for a period of three years w.e.f. 1st April, 2013.

The broad particulars of remuneration payable to and the terms of the appointment of Mr. Mohinder Jain during his tenure as Managing Director are as under:

Basic Salary: Rs. 2,50,000/- p.m.

Perquisites and Allowances: In addition to the basic salaries, the Managing Director shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffer, medical/accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

Minimum Remuneration: The remuneration payable to Mr. Mohinder Jain, including salary, is subject to overall ceiling of Rs. 36 lacs per annum. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the aforesaid salaries shall be paid to the Managing Director in accordance with the applicable provisions of Schedule XIII of the said Act and subject to the approval of the Central Government, if any required.

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

Since the remuneration payable to Mr. Mohinder Jain requires the approval of the members of the Company in General Meeting pursuant to Section 198, 269 309 and 311 read with Schedule XIII to the Companies Act, 1956, the respective resolution as set out in the accompanying notice are recommended for approval of the members.

Except Mr. Ravinder Nath Jain, Executive Chairman,Mr. Adish Jain, Ms. Priti Jain and Mr. Mohinder Jain himself, none of the Directors of the Company is concerned or interested in the resolution.

The above may be regarded as an abstract of terms of re-appointment of the Managing Director and memorandum of interest under Section 302 of the Companies Act,1956.

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule XIII to the Companies Act, 1956 is given below:

I GENERAL INFORMATION	
(1) Nature of industry	Manufacturing of Aluminium Extruded Products
(2) Date or expected date of commencement of commercial production	The company has a manufacturing facility at Pithampur Distt. Dhar (Madhya Pradesh) which is in operation for over Twenty Three years.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	The company is already operational.
(4) Financial performance	**In lacs**

Particular	2012-13	2011-12	2010-11
Turnover	10105.59	12061.67	13340.31
Profit Before Tax	66.79	56.58	149.00
Profit After Tax	39.69	40.23	84.32

(5) Export performance and net foreign exchange collaborations	FOB value of Exports Rs.1780.12 lakhs for the year ended 31.03.2013
(6) Foreign investments or collaborators, if any	NIL
II. INFORMATION ABOUT THE APPOINTEE:	
(1) Background details	Experience of over 33 years in business of Aluminium rods/ingots/billets/ profiles.
(2) Past remuneration	Rs. 36 lacs per annum
(3) Recognition or awards	NIL
(4) Job profile and his suitability	Taking care of planning, execution and marketing, finance and accounts.
(5) Remuneration proposed	Rs. 36 lacs per annum
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	Not Available.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Holding 27.01% equity in the company.
III. OTHER INFORMATION	
(1) Reasons of loss or inadequate profits	The reason for inadequate profit is capacity constraint.
(2) Steps taken or proposed to be taken for improvement	The production capacity is being augmented which will help in improving the profitability
(3) Expected increase in productivity and profits in measurable terms	Productivity and profitability is expected to scale up substantially keeping in view vast experience of the Director.

By order of the Board of Directors
For Maan Aluminium Limited

Date : 13th August, 2013
Place : New Delhi

Bijender Kumar Rithaliya
CFO & Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors present you the Tenth Annual Report of your Company and the Audited Accounts for the financial year ended 31st March 2013.

THE YEAR AT A GLANCE

(₹ in Lacs)

PARTICULARS	Year Ended 31.03.2013	Year Ended 31.03.2012
Net Profit Before Depreciation	**244.17**	205.30
Less: Depreciation	**177.38**	148.62
Net Profit Before Tax	**66.79**	56.68
Less: Taxation	**27.10**	16.45
Profit After Tax	**39.69**	40.23
Add: Profit brought forward	**556.31**	516.08
Total Profit Available for Appropriation	**596.00**	556.31
Less: Appropriations	**-**	-
Balance carried to Balance Sheet	**596.00**	556.31

RESULTS OF OPERATIONS

The gross turnover of your Company for the 2012-13 is Rs. 10105.59 Lacs as against Rs. 12061.67 Lacs in the previous year. The Net Profit before tax stood at Rs. 66.79 Lacs as against Rs. 56.68 Lacs in the previous year. The Profit after Tax is Rs. 39.69 Lacs as against Rs. 40.23 Lacs in the previous year.

DIVIDEND

The Company's inadequate profits does not justify a dividend payout. Hence to conserve our reserves we are unable to recommend any dividend for the year under review.

FUTURE OUTLOOK

Aluminium Extrusion demand remains buoyant with ever growing uses in automotive, transportation, packaging, building and construction, marine, consumer durables, solar, industrial equipments, defence and power sectors.

DIRECTORS

Mr. Adish Jain, Promoter Director, Mr. Praveen Kumar Adlakha, Non Executive Independent Director, Mr. Ashok Jain, Non Executive Independent Director and Mr. Amit Jain, Non Executive Independent Director are due to retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. The brief resume of the aforesaid directors and other information have been detailed in the Corporate Governance Section of this report. Your Directors recommend their re-appointment as Directors of your Company.

FIXED DEPOSITS

Your Company has not accepted any fixed Deposit during the year 2012-13 and there are no outstanding fixed deposits from the public as on 31st March 2013.

PERSONNEL AND HUMAN CAPITAL

Your Company acknowledges that the role of Human Resources continues to remain strategic to organization's success. Management of the human resources is a key focus for your Company with processes and policies aligned to enable employees to meet their career objectives. The industrial relations remained cordial throughout the year.

In terms of notification dated 31.03.2011 issued by the Ministry of Corporate Affairs, Government of India, there are no employees covered under Section 217(2A) of the Companies Act,1956, in respect of whom, the particulars are required to be given.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control structure of your company is adequately designed to ensure the effectiveness of its operations, propriety in the utilization of funds, safeguarding of assets from unauthorized use or disposition, true and fair reporting and compliance with all the applicable regulatory laws and company policies.

QUALITY, RESEARCH & DEVELOPMENT

Quality is a way of life for the company and a key component for its success. Your Company ensures strict adherence to quality processes which are strictly benchmarked against world-class operating models and global practices.

Your Company believes that Research and Development in every aspect is an important path for improvisation of business. Particulars of activities relating thereto have been given in Annexure hereto.

INSURANCE

All the insurable interests of your Company including inventories, building, plant and machinery and liabilities under legislative enactments are adequately insured.

LISTING OF SHARES

Your Company's shares are listed and are being traded on the National Stock Exchange of India Limited & Bombay Stock Exchange Limited.

CORPORATE GOVERANCE

Pursuant to Clause-49 (VII) of the Listing Agreement a separate report on Corporate Governance forms part of the Annual Report. Your Company is compliant with the requirements of the Listing Agreement and necessary disclosures have been made in this regard in the Corporate Governance Report. The report on Corporate Governance is included as a part of the Annual Report.

A certificate from the statutory auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on Management Discussion and Analysis relating to business and economic environment surrounding your company is enclosed as a part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars in respect of conservation of energy, technology absorption, foreign exchange earning and outgo by the Company as per section 217(1) (e) of the Companies Act, 1956, are given as per Annexure of this report.

AUDITORS

At the forth coming Annual General Meeting as per term of appointment of M/s Khandelwal & Khandelwal Associates, Chartered Accountants, Statutory auditors of your Company retire and are eligible for re-appointment. Your Directors recommend their re-appointment for the ensuing year.

COST AUDITOR

As per the directive of Central Government pursuant to the provisions of Section 233B of the Companies Act, 1956, your Directors have re-appointed M/s. Vinod Bhatt & Co. a firm of Cost Accountants, to conduct the audit for the year ended 31st March, 2014

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act 1956, the Directors hereby confirm that:

- In preparation of the annual accounts, the applicable accounting standards have been followed.
- The accounting policies have been selected and applied consistently and the judgments and estimates made, 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.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis.

APPRECIATION

Your Directors wish to place on record their appreciation for the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the bankers, financial institutions, shareholders, dealers and customers for their continued support, assistance, without this appreciable support it not possible for the company to stands in competitive market, therefore company seeks this support in future too.

FOR AND ON BEHALF OF THE BOARD

Place : New Delhi — **Ravinder Nath Jain**

Date : 30.05.2013 — **Executive Chairman**

ANNEXURE TO THE DIRECTOR ' S REPORT

Particulars required Under Section 217 (1) (e) and under the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988.

FORM A

CONSERVATION OF ENERGY

A) Energy conservation measures taken:

Energy conservation devices have been installed and the equipments are maintained properly to reduce energy consumption. The new system is being devised to reduce electric power, fuel and water consumption. Industrial lighting in the plant area has been optimized.

B) Additional investment and proposals for reduction of consumption of energy:

By relocating/ modifying the available equipments, energy conservation measures are being implemented

C) Total energy consumption and energy consumption per unit production:

PARTICULARS	2012-13	2011-12
POWER AND FUEL CONSUMPTION :		
(i) Electricity Purchased (Units)	40,75,184	33,52,828
Total Amount (Rs.)	26,428,814	20,538,666
Rate per unit	6.49	6.12
(ii) Own Generation through D.G. Set:		
Generation Unit	-	-
Unit per liter of Oil	-	-
Cost per Unit	-	-
CONSUMPTION PER UNIT OF PRODUCTION		
Production in kgs	5003216	3166322
Consumption per unit of Production (per kg.)	0.81	1.06

FORM B

DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION
Research & Development (R&D)

1. The R&D unit of your Company is carrying out the following activities to support the business goals of your Company:
   - Development of new products and processes related to extrusion.
   - Upgradation of products and processes to reduce environment and safety concerns.
   - Development of characterization techniques, analytical test methods and application techniques essential for product development, quality improvement, Cost benefits, supply chain flexibility and crisis management.
   - Value engineering and improving formulation efficiency of existing products.
2. Benefits derived:
   - Process improvements being continued for improving productivity and energy efficiencies.
   - Improvement in quality and environment:
3. Future plan of action:
   - To enhance technical capabilities to sustain its competitive position in the market:
   - To reduce process loss.
4. Expenditure on Research and development:
   - Research & development is an integrated and ongoing business activity for which no separate business expenditure is allocated and identified.

Technology Absorption, Adaptation & Innovation
All developments were done indigenously.

FOREIGN EXCHANGE EARNING AND OUTGO

Rs. in Lacs

PARTICULARS	2012-13	2011-12
a) Foreign Exchange Earnings (FOB Value of Exports)	1780.12	825.91
b) Foreign Exchange Outgo	2233.43	1305.74

MANAGEMENT'S DISCUSSION AND ANALYSIS

MACRO-ECONOMIC SCENARIO AND OPPORTUNITIES

India is fifth largest producer of aluminium in the world and Aluminium is the biggest non-ferrous industry in the world economy and one of the significant industries in Indian economy. The Indian industry is likely to see double digit growth over next few years owing to consistently growing demand from architectural, building, construction and automobile sectors. The per capita consumption of aluminium metal in developed countries is about 20 to 30 Kgs. However, in India, the per capita consumption of aluminium is only 1.3 Kgs. Thus there is a vast scope for the industry to develop under the current scenario.

Aluminium being lightweight, durable and anti-corrosive is the metal of choice for leading designers, architects, engineers, all of whom are looking for a material which combines functionality and cost- effectiveness with forward looking form and design potential.

THREATS

The aluminium industry continues to be affected to a large extent by the volatility in the aluminium raw material prices, foreign exchange fluctuations and low quality aluminium products being dumped by neighboring countries.

BUSINESS REVIEW

The new press installed during 2012-13 has augmented the production levels. During 2012-13, the Company has achieved production of 5003 MT as compared to 3166 MT during the previous year. Considering the installed capacity of 9000 MT, we have significant spare capacity to increase production and sales level. Accordingly Company has geared-up marketing activities and production, so as to achieve Production and sale of 9000 MT in 2 years time.

FUTURE OUTLOOK

The future for Aluminium and Aluminium extrusion in India looks promising with the low per capita consumption in the country coupled with high and good quality reserves of Bauxite. Awareness of the utility of aluminium in various industrial sectors is growing and it provides a lower cost option as to use of various metals in different sectors.

RISK AND CONCERN

The Company identifies all type of risk at an early stage which helps it to control them better. The risks are normally perceives from Price fluctuation, government policies, market competition and retention of manpower.

QUALITY CONTROL

Your Company continues to focus on sustained quality control and has build a strong Brand image among competition. The Company's manufacturing facility is accredited with the prestigious ISO-9001:2008 certification endorsing its strong quality systems.

REVIEW OF COMPANY'S OPERATION

The turnover during the year was Rs. 10105.59 Lacs as compared to Rs. 12061.67 Lacs in the previous year which was due to lower trading sales. The net profit after tax is Rs. 39.69 Lacs as compared to Rs. 40.23 Lacs in the previous year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has internal control system commensurate with its size and nature of business, to ensure that all assets are safeguarded and protected against unauthorized use and that all transactions are authorized, recorded and correctly reported. The internal risks are identified which in turn are allocated to respective designated owners to manage and control the risks. Assets are fully insured against all threats to mitigate risks against unforeseen events.

STATUTORY COMPLIANCE

All the statutory compliance with respect to SEBI regulations, provisions of the listing agreement with the Stock Exchanges, Income Tax Act, Sales Tax Act, Companies Act, 1956 and all other applicable Acts, and Rules & Regulations are complied with.

INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT

The Company has always valued its workforce as their biggest asset. The Company has pool of competitive, dedicated and enthusiastic personnel which is the driving force behind its accelerated growth. The Company's policies and practices ensure a favourable working environment with innovation and motivation. The Company has always put great emphasis on training and honing the skills of staff at various levels.

The industrial relations continued to remain cordial at all levels of employees during the year.

HEALTH & SAFETY

The Company continuously focuses on the health and safety of all its workers and staff. Adequate safety measures have been taken at the plant for the prevention of accidents or other untoward incident. The necessary medical facilities are available for the workers and staff to maintain good health.

CAUTIONARY STATEMENT

Statements in the Management's Discussion and Analysis report describing the Company's objections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations and futuristic in nature. Actual performance may differ materially from those either expressed or implied. Such statements represent intentions of the management and the efforts put in to realize certain goals. The success in realizing these depends on various factors both internal and external. Investors, therefore, are requested to make their own independent judgment before taking any investment decisions.