

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF CROITRE INDUSTRIES LIMITED WILL BE HELD ON 28<sup>TH</sup> SEPTEMBER 2013, SATURDAY AT 4.00 PM AT THE REGISTERED OFFICE OF THE COMPANY, AT 8-2-87/89, 401, SRINIVAS PLAZA, SRINAGAR COLONY MAIN ROAD, PUNJAGUTTA, HYDERABAD, 500082 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited balance sheet of the company for the financial year ended 31, March 2013, the Profit and Loss account for the year ended as on date along with the schedules forming part of the same and the Cash Flow Statement for the period ended 31<sup>st</sup> March 2013 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Bansal, who retires by rotation and being eligible, offers him for reappointment.
3. To consider and if thought fit to pass the following resolution with or without modification(s) as an ordinary resolution:  
“ RESOLVED THAT M/s. Nitin Mittal & Co, Chartered Accountant, be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following resolution with or without modification(s) as an ordinary resolution:  
“ RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Rajesh Sharma who was appointed as an Additional Director in the meeting of the Board of Directors held on 21/06/2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation.”  
“ RESOLVED FURTHER THAT Mr. Deepak Bansal, Managing Director be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”
5. To consider and if thought fit to pass the following resolution with or without modification as an ordinary resolution:  
“ RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Sanjeev Kumar who was appointed as an Additional Director in the meeting of the Board of Directors held on 21/06/2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation.”  
“ RESOLVED FURTHER THAT Mr. Deepak Bansal, Managing Director be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

BY ORDER OF THE BOARD  
FOR CROITRE INDUSTRIES LIMITED

DEEPAK BANSAL  
(MANAGING DIRECTOR)

Place: MUMBAI  
Date: 05/09/2013

## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his/her stead and the proxy need not be a member of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the registered office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this notice.
2. An Explanatory Statement in pursuance to the provisions of Section 173 (1) of the Companies Act, 1956 is enclosed to this Notice.
3. Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2013 to September 28, 2013 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
4. For any investor-related queries, communication may be sent by mail to the Registered Office of the company situated at 8-2-87/89, 401, Srinivasa Plaza, Opp. Smiline Dental Hospital, Srinagar Colony Main Road, Punjagutta, Hyderabad - 500 082, Andhra Pradesh.
5. Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.2B in duplicate (which will be made available on request) to the R&T Agent.
6. Members/Proxies are requested to kindly take note of the following:
  - Copies of Annual Report will not be distributed at the venue of the meeting;
  - Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
  - Entry to the hall will be strictly on the basis of the entrance pass, which shall be provided at the counters at the venue, in exchange for duly completed and signed Attendance Slips; and
7. Members are requested to send their queries, if any on the operations of the Company, to reach the Compliance Officer at the Company's Registered Office, atleast 10 days before the meeting, so that the information can be compiled in advance.
8. Members are requested to notify change of address, if any, to the Company / Registrar & Share Transfer Agents.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT 1956; Item

4:

Mr. Rajesh Sharma was appointed as an Additional Director by the Board of Director w.e.f. 21/06/2013 in accordance with the provisions of Section 260 of the Companies Act, 1956. Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mr. Rajesh Sharma on the Board is desirable and would be beneficial to the company and hence recommend him to be appointed as Director of the Company.

In pursuance to the provisions of section 257 of the Companies Act 1956, the Additional Director appointed in the board meeting has to be regularized as Directors of the Company in the Annual General Meeting of the members of the company, otherwise the person will the seize to be the Director of the Company.

Hence, the appointment of the Mr. Rajesh Sharma as Director of the Company is placed before the members through an ordinary resolution.

None of the directors is concerned or interested in the resolutions. Your Board recommends the resolutions for your approval.

Item 7:

Mr. Sanjeev Kumar was appointed as an Additional Director by the Board of Director w.e.f. 21/06/2013 in accordance with the provisions of Section 260 of the Companies Act, 1956. Pursuant to Section 260 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mr. Rajesh Sharma on the Board is desirable and would be beneficial to the company and hence recommend him to be appointed as Director of the Company.

In pursuance to the provisions of section 257 of the Companies Act 1956, the Additional Director appointed in the board meeting has to be regularized as Directors of the Company in the Annual General Meeting of the members of the company, otherwise the person will the seize to be the Director of the Company.

Hence, the appointment of the Mr. Sanjeev Kumar as Director of the Company is placed before the members through an ordinary resolution.

None of the directors is concerned or interested in the resolutions. Your Board recommends the resolutions for your approval.

Place: Mumbai  
Date: 05/09/2013

BY ORDER OF THE BOARD  
CROITRE INDUSTRIES LIMITED

Deepak Bansal  
(Managing Director)

CROITRE INDUSTRIES LIMITED

25TH ANNUAL REPORT

REGD OFF: 8-2-87/89, 401, Srinivasa Plaza, Srinagar Colony Main Road, Opp. Smiline Dental Hospital,  
Punjagutta, Hyderabad - 500 082, Andhra Pradesh.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID *	
Client ID *	

Folio No.	
No. of Share(s) held	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 25th ANNUAL GENERAL MEETING of the Company at 8-2-87/89, 401, Srinivasa Plaza, Srinagar Colony Main Road, Opp. Smiline Dental Hospital, Punjagutta, Hyderabad - 500 082, Andhra Pradesh.

Signature of the Shareholder/Proxy

(To be signed at the time of handing over this slip)

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CROITRE INDUSTRIES LIMITED

REGD OFF: 8-2-87/89, 401, Srinivasa Plaza, Srinagar Colony Main Road, Opp. Smiline Dental Hospital,  
Punjagutta, Hyderabad - 500 082, Andhra Pradesh.

PROXY FORM

I/We ..... of ..... being a Member/Members of  
CROITRE INDUSTRIES LIMITED hereby appoint..... of  
..... or failing him/her ..... of  
... as/my / our Proxy to attend and vote for me/us and on my/our  
behalf at the 25th Annual General Meeting of the Company to be held on 28<sup>th</sup> September 2013 at 4:00 PM  
and at any adjournment thereof.

Signed this ..... day of ..... 2013.

Folio No. .... DP ID\* ..... Client ID\* ...



(Signature of the Shareholder)

\* Applicable for investors holding shares in electronic form.

Notes :

1. The proxy need not be a member.
2. The proxy form duly signed across Revenue Stamp should reach Company's Registered Office atleast 48 hours before the time of the meeting.

CROITRE INDUSTRIES LIMITED

25TH ANNUAL REPORT

2012 - 2013

PARTICULARS	DETAILS
Board Of Directors	Mr. Deepak Bansal, Managing Director Mr. Rajesh Sharma, Director Mr. Sanjeev Kumar, Director Mr. Prabhu Chettiyar, Director
Audit Committee	Mr. Prabhu Chettiyar Mr. Rajesh Sharma Mr. Sanjeev Kumar
Remuneration Committee	Mr. Prabhu Chettiyar Mr. Rajesh Sharma Mr. Sanjeev Kumar
Investor's Grievance Committee	Mr. Deepak Bansal Mr. Rajesh Sharma Mr. Sanjeev Kumar
Statutory Auditors	M/s. Nitin Mittal & Co. Chartered Accountant
Bankers	Axis Bank Limited
Registered Office	8-2-87/89, 401, Srinivasa Plaza, Srinagar Colony Main Road, Opp. Smiline Dental Hospital, Punjagutta, Hyderabad - 500 082 Email: <a href="mailto:croitreindustries@gmail.com">croitreindustries@gmail.com</a>
Listing	Bombay Stock Exchange Ahmedabad Stock Exchange Madras Stock Exchange Hyderabad Stock Exchange
Registrar & Share transfer Agent	Bigshare Services Private Limited 306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500 082. E-mail: <a href="mailto:bsshyd@bigshareonline.com">bsshyd@bigshareonline.com</a>

## DIRECTORS REPORT

The Directors have pleasure in presenting the Twenty-Fifth Annual Report together with Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2013.

## FINANCIAL RESULT:

## PARTICULARS

	AS AT31/03/2013 (In Rs.) (In Lacs)	AS AT31/03/2012 (In Rs.) (In Lacs)
Sales	4339.52	2102.06
Other Income	0	81.75
Profit/(Loss) before Taxation	1.067	1.01
Provision of Current Tax	0.33	0
Net Profit after Tax	0.35	1.01
Balance Carried to Balance Sheet	0.35	1.01

## DIVIDEND:

Your directors do not recommend payment of dividend with a view to plough back the profits for future business expansion.

## REVIEW OF OPERATIONS:

The turnover of the Company has increased to Rs. 4339.52 lacs during the current financial year as compared to Rs. 2102.06 lacs in the previous year, which registered an increase of 106%. The profit before interest, depreciation and tax has marginally improved from Rs. 1.01 in lacs in the year 2011-12 to Rs. 1.06 during the current year i.e. a growth of 5.39%. The future outlook of the Company's business is dealt within the management discussion and analysis.

## COMPLIANCE OF CODE OF CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, a Report on Corporate Governance is given as Annexure 'A' to this Report.

## FIXED DEPOSITS:

The Company has not accepted any loans or deposits from the public in terms of Section 58A of the Companies Act, 1956 and Rules framed under the Companies (Acceptance of Deposits) Rules, 1975.

## RESEARCH AND DEVELOPMENT:

The company doesn't have any research & development activity to be carried out.

## DIRECTORS:

During the year Mr. Raj Kumar have resigned from the Board of Directors of the Company w.e.f. 20/06/2012 and Mr. Girdhar Bansal resigned from the Board of Directors of the Company w.e.f. 21/06/2013 and same was accepted by the Board of Directors. Mr. Rajesh Sharma and Mr. Sanjeev Kumar were appointed as the Additional Directors of the company with effect from 21/06/2013 till ensuing Annual General Meeting.

Mr. Rajesh Sharma and Mr. Sanjeev Kumar are being appointed as the Directors in the Annual General Meeting with the approval of the Members.

## AUDITORS:

M/S. Nitin Mittal & Co, Chartered Accountant, the statutory auditors of the company till the next ensuing Annual General Meeting.

## INDUSTRIAL RELATONS:

Your company is pleased to inform that the relations with employees including workmen at all levels continue to be warm and cordial.

## DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Sec 217 (2AA) of the Companies Act, 1956, your Directors hereby confirm

1. That in the preparation of the Annual Accounts, the applicable accounting standards had been followed

along with proper explanation relating to material departure.

2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for that period.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors had prepared the annual accounts on a going concern basis.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given below:

Our Company is committed to the conservation of the resources. There is no wastage of energy and the working groups formed by the company for this purpose, continuously monitor the consumption of various forms of energy and evaluate the option available for energy conservation. Investments will be made, when required, for any activity identified as a source for helping us to achieve further energy savings. The Company is not using any foreign technology.

ACKNOWLEDGMENTS:

The Board of Directors would like to record their appreciation of the continued support and co-operation received from the Government of India, Andhra Pradesh and the Financial Institutions. The Directors would also like to thank all the esteemed Customers, Dealers, Suppliers, and Auditors of the Company.

The Directors also wish to place on record their sincere appreciation of the employees at all levels for their dedicated contribution towards the growth of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FOR CROITRE INDUSTRIES LIMITED

(MANAGING DIRECTOR)

PLACE: Mumbai  
DATE: 05/09/2013