

TWENTY SECOND ANNUAL REPORT 2011-2012 OF PRESHA METALLURGICAL LIMITED

(Formally Known as JALAN METALLURGICAL LIMITED)

BOARD OF DIRECTOR

NILESHKUMAR HASMUKLAL KHATRI	- DIRECTOR
KAMLESH THOTHAWALA	- DIRECTOR
RAMANLAL NAGJIBHAI TRIVEDI	- DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Unite No. 9, Shiv Shakti Industrial Estate, Ground Floor,
JR Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai- 400011,
Ph No: 22-2301 6761 / 8261
Fax No: 22-2301 2517

REGISTERED OFFICE

A/302, MARUTI COMPLEX, NR NATUBHAI CIRCLE,
GOTRI ROAD, VADODARA-390006,
GUJARAT, INDIA

INDEX

Contents	Page No.
Notice of Annual General Meeting	01
Report of the Directors	03
Compliance Certificate	05
Corporate Governance Report	08
Auditors' Report	14
Balance Sheet	17
Profit and Loss Account	18
Cash Flow Statement	19
Notes forming part of the financial statements	20

N O T I C E

NOTICE is hereby given that the **Twenty Second Annual General Meeting** of the Members of **PRESHA METALLURGICAL LIMITED** (Formally known as JALAN METALLURGICAL LIMITED) will be held at the Registered Office of the Company at **A/302, MARUTI COMPLEX, NR NATUBHAI CIRCLE, GOTRI ROAD, VADODARA-390006, GUJARAT, INDIA** on **Friday, 31st day of August, 2012 at 2:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Kamlesh Thothawala**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N] be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Ramanlal Nagjibhai Trivedi, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 1st July, 2011 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr. Ramanlal Nagjibhai Trivedi**, be and is hereby appointed as a Director, subject to retire by rotation of the Company"

**By Order of the Board
For, PRESHA METALLURGICAL LIMITED**

**PLACE: VADODARA
DATE: 03.08.2012**

**(KAMLESH THOTHAWALA)
CHAIRMAN**

NOTES:

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. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.

(Formally known as JALAN METALLURGICAL LIMITED)

5. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2012 to 31st August, 2012.
7. M/s. Purva Sharegistry (India) Private Limited having its registered office at 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Mumbai-400011, Maharashtra, INDIA are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
8. The relevant Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed hereto.
9. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

MR. KAMLESH THOTHAWALA is Director of the Company. He has been associated with the Company w.e.f. 30th September, 2003. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Kamlesh Thothawala retires by rotation and being eligible offers himself for re-appointment.

ANNEXURE TO NOTICE:

**EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956**

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No.4

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr. Ramanlal Nagjibhai Trivedi, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 1st July 2011 Who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of MR .RAMANLAL NAGJIBHAI TRIVEDI, a director subject to retirement by rotation.

None of the Directors except Mr. Ramanlal Nagjibhai Trivedi is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

**By Order of the Board
For, PRESHA METALLURGICAL LIMITED**

**PLACE: VADODARA
DATE: 03.08.2012**

**(KAMLESH THOTHAWALA)
CHAIRMAN**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the Twenty Second Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2012**.

REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs.358412. The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

CHANGE OF BOARD OF DIRECTORS:

Mr. Kamlesh Thothawala Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr. Ramanlal Nagjibhai Trivedi was appointed as additional directors of the Company with effect from 01.07.2011 and is eligible for re-appointment as directors of the Company at the forthcoming Annual General Meeting and whose period of office will be liable to retire by rotation.

Mr. Dhaval Shethwala was ceased as a Director of the Company with effect from 01.07.2011 due to resignation. The management appreciated the services given by him during the tenure of the office as a Director.

CHANGES IN CAPITAL STRUCTURE:

☆ Authorised Share Capital

During the period under review, Company in Extra Ordinary General Meeting held on 21st April, 2011 has increased the Authorized Share Capital of the Company from Rs. 500 Lacs to Rs. 1500 Lacs. Thus, at present the Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lacs) equity share of Rs.10/- (Rupees Ten Only) each.

☆ Issued and Paid-up Share Capital

The Company in its Board Meeting held on 4th May 2012, converted and allotted 1,00,00,000 (One Crore) convertibles fully paid warrant in to equal number of equity shares of Rs.10/- each per share on preferential basis to other then promoters. Accordingly, after said allotment, the issued and paid-up share Capital of the Company stood at Rs.14,28,98,000- (Rupees Fourteen Crore Twenty Eight Lacs Ninety Eight Thousand Only), comprising of 1,42,89,800 (One Crore Forty Two Lacs Eighty Nine Thousand Eight Hundred) equity share of Rs.10/- (Rupees Ten Only) each.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL COMPLIANCE CERTIFICATE:

In accordance with the Section 383A of the Companies Act, 1956 and Companies (Appointment and Qualifications of Secretary) Amendment Rules, 2009, the Company has obtained a certificate from a secretary in whole-time practice confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

(Formally known as JALAN METALLURGICAL LIMITED)

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CORPORATE GOVERNANCE REPORT:

Your Company has complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

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

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out any manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- iii) the Directors have taken proper and sufficient care 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;
- iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, PRESHA METALLURGICAL LIMITED**

**PLACE: VADODARA
DATE: 03.08.2012**

**(KAMLESH THOTHAWALA)
CHAIRMAN**

Annexure to Director's Report**COMPLIANCE CERTIFICATE****Corporate Identity No.: L27101GJ1990PLC013568****Nominal Capital: Rs.15,00,00,000/-**

The Members,

PRESHA METALLURGICAL LIMITED

A/302, Maruti Complex,

Nr Natubhai Circle,

Gotri Road,

Vadodara-390006

I have examined the registers, records, books and papers of **PRESHA METALLURGICAL LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial ended **31st March, 2012**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
3. The company, being public limited company, comments are not required.
4. The Board of Directors met 15 (Fifteen) times on **12.05.2011, 30.05.2011, 18.06.2011, 01.07.2011, 11.08.2011, 15.11.2011, 14.02.2012, 29.02.2012, 01.03.2012, 02.03.2012, 05.03.2012, 12.03.2012, 16.03.2012, 21.03.2012, 26.03.2012** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of members and share transfer books from 23.06.2011 to 30.06.2011 (both the days inclusive) and necessary compliance of Section 154 of the Companies Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 30.06.2011 after giving due notice to the members of the company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. One Extra Ordinary General Meeting was held on 21.04.2011 in respect of change of name, Increase in authorized share capital and for Issue of Convertible Warrants on Preferential Basis of the Company during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into contracts specified under Section 297 of the Act during the financial year.
10. The company has made necessary entry in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the board of directors, members or central government.
12. The company has not issued duplicate share certificates during the financial year.

(Formally known as JALAN METALLURGICAL LIMITED)

13. The company:
- (i) The Company has delivered all the Certificates on allotment of Securities and on lodgment thereof for transfer/ transmission in accordance with the provisions of the Act during the financial year.
 - (ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declare during the financial year.
 - (iv) has no amount outstanding in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) has complied with the requirements of section 217 of the Act.
14. The board of directors of the company is duly constituted. There was appointment of Mr. Ramanlal Nagjibhai Trivedi as additional director of the company as on 01.07.2011 and Mr. Dhaval Shethwala was ceased as a Director of the Company with effect from 01.07.2011 during the financial year.
15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The Company has obtained the approval of Central Government and Registrar of Companies with respect to change of name of company form JALAN METALLURGICAL LIMITED to PRESHA METALLURGICAL LIMITED and alteration of Memorandum and Article respect to increase authorized share capital of the company during the financial year.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has issued 1,00,00,000 equity shares of Rs.10/- each during the financial year and complied with the provisions the Act.
20. The company has not bought back any shares during the financial year.
21. The company has not issued any preference shares or debentures so question of redemption of preference shares or debentures does not arise.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has neither raised nor accepted any deposits from Public during the financial year
24. The amount borrowed by the Company from Directors, members, public, financial institution, banks and others during the financial year ended 31st March, 2012 are within the borrowing limits of the Company as laid down in Section of 293 (1) (d) of the Act.
25. The Company has made loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to change of object of the company during the year under scrutiny.

28. The company has altered the provisions of the memorandum with respect to change of name of the company during the year under scrutiny.
29. The company has altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has altered its Articles of Association with respect to change of name of the company during the financial year.
31. I informed by the management of the Company that there was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishments was imposed on the company during the financial year, for offences under the act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards provident fund pursuant to section 418 of the companies act, 1956 during the financial year.

PLACE: BHILWARA

DATE: 03.08.2012

[SHUBHAM AGARAWAL]

Company Secretaries

C. P. NO.: 10640

ANNEXURE: "A" : SECRETARIAL COMPLIANCE CERTIFICATE

The Company has been maintaining the statutory records such as:

Sr.No.	Under Section	Name of the Register
1.	143	Register of Charges
2.	150	Register of Members
3.	193	Minutes Book of Annual General Meeting
4.	193	Minutes Book of Board Meeting
5.	209	Books of Accounts
6.	303	Register of Directors, Managing Director, Manager & Secretary
7.	307	Register of Directors Shareholdings

ANNEXURE: "B" : SECRETARIAL COMPLIANCE CERTIFICATE

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2012.

1. e-Form 23AC of Balance Sheet and Form 23ACA of Profit & Loss Account for the year 31.03.2009 filed U/s. 220 on 13.05.2011.
2. Form 20B of Annual Return of 31.03.2009 filed under Schedule-V to the Companies Act, 1956 on 13.05.2011, in respect of AGM held on 30.09.2009.
3. Form 23ACXBRL of Balance Sheet and Form 23ACAXBRL of Profit & Loss Account for the year 31.03.2011 filed U/s. 220 on 15.12.2011.
4. Form 20B of Annual Return of 31.03.2011 filed under Schedule-V to the Companies Act, 1956 on 27.08.2011, in respect of AGM held on 30.06.2011.
5. Form 66 of Compliance Certificate 31.03.2011 filed under Sub-Section (1) of Section 383A of the Companies Act, 1956 on 30.08.2011.
6. Form 23 dtd. 21.04.2011 for registration of resolution filed u/s.192 of the Act on 05.05.2011 in respect of respect of change of name u/s.21 of the Act, Alteration of Articles u/s. 31 and Increase in Authorised capital u/s. 31 read with 97(1)
7. Form 1B dtd. 21.04.2011 Application for approval of the Central Government for change of name of the Company filed u/s.21 of the Act on 05.05.2011.
8. Form 32 dated 01.07.2011 particular for change of Board of Directors filed u/s. 303(2) of the Act on 07.07.2011.

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