

20   
2011-12

# *Annual Report*



Shree Steel Wire Ropes Ltd.



*Board of Directors :*

**Mr. Chandru R. Chawla**

**Mr. Anil L. Sajnani**

**Mr. Manoj B. Jeswani**

**Mr. Ashish L. Sajnani**

**Mr. Subhash S. Motwani**

*Auditor :*

**N. D. Mehta Associates**

Balkrishna Chambers, Office No. 18, 2nd Floor,  
1/4, Issaji Street, Vadgadi, Mumbai 400 009.

Tel.: (022) 2344 1661

*Bankers :*

**Corporation Bank**

Chembur Branch.

*Registrar & Transfer Agent :*

**Link Intime India Pvt. Ltd.**

1st Floor, Pannalal Silk Mill Compound, L. B. S.,  
Bhandup (W), Mumbai 400 078.

Tel.: (022) 2596 3838

*Registered Office :*

Gat No. 183-184-185, K. I. D. C.,  
Village Dheku. Taluka - Khalapur, Dist - Raigad, Khopoli - 410 203

Tel.: (02912) 263547

*Administrative Office / Share Dept. :*

2nd Floor, Shiv Ashish Commercial Complex,  
Plot No. 10, 19th Road, Chembur, Mumbai 400 071. (INDIA)

Tel.: (022) 6739 9999 / 2527 4142

Fax: 91-22-2527 0999



## 20<sup>th</sup> Annual Report 2011-12

**NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE STEEL WIRE ROPES LIMITED, WILL BE HELD AT 183-185, K.I.D.C., VILLAGE-DHEKU, TALUKA-KHALAPUR, DIST. RAIGAD, KHOPOLI-410203 ON FRIDAY 28<sup>TH</sup> SEPT., 2012 AT 3:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashish Sajani, who retires by rotation and, being eligible, offers him for re-appointment.
3. To appoint M/s N D Mehta Associates, Chartered Accountants as auditors to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and authorize the Board of Directors to fix their remuneration.

### **SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to section 198, 269, read with schedule XIII, 309, 310 and 314 or any other applicable provisions of the Companies Act, 1956, Mr. Manoj Jeswani be and is hereby re-appointed as Managing Director of the Company with effect from 1st April, 2011 for a period of three years on such terms and conditions set out in the Agreement entered into between the Company and Mr. Manoj Jeswani, a copy of which initialed by Mr. Anil Sajani Director of the Company for the purpose of identification, is placed before the meeting.”

5. **To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to section 198, 269, read with schedule XIII, 309, 310 and 314 or any other applicable



provisions of the Companies Act, 1956, Mr. Chandru Chawla be and is hereby re-appointed as Managing Director of the Company with effect from 1st April, 2011 for a period of three years on such terms and conditions set out in the Agreement entered into between the Company and Mr. Chandru Chawla, a copy of which initialed by Mr. Anil Sajani Director of the Company for the purpose of identification, is placed before the meeting."

By Order of the Board of Directors  
**FOR SHREE STEEL WIRE ROPES LIMITED**

REGISTERED OFFICE:  
GATE NO 183-184-185, K.I.D.C,  
VILLAGE- DHEKU, DISTRICT- RAIGAD,  
KHOPOLI – 410203

Sd/-  
Mr.CHANDRU CHAWLA  
Chairman

Place: Khopoli  
Date: 31<sup>st</sup> May' 2012

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO 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.

A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. The relevant Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed hereto.
3. Members/Proxies should bring the attendance slip sent herewith duly, filled in for attending the meeting. You are requested to bring the copy of Annual Report sent to you.
4. The registered of members and the share transfer books of the company will remain closed from 21st September, 2012 to 28th September, 2012 (both days inclusive) in connection with the Annual General Meeting.
5. Members seeking any information on the Accounts are requested to write to the Company, which would reach 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.
6. Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys etc to the Registrar & Share Transfer Agents i.e. LINK INTIME PRIVATE LIMITED (Formerly Known as In Time Registry Limited), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078.
7. As per the Listing Agreement, particulars of Directors who proposed to be re-appointed is furnished below:

**Item No 2**

- |                        |   |                             |
|------------------------|---|-----------------------------|
| 1. NAME OF DIRECTOR    | : | ASHISH LACHMAN SAJNANI      |
| 2. Age                 | : | 18/10/1978                  |
| 3. Date of Appointment | : | 28/12/2005                  |
| 4. Qualification       | : | DIPLOMA IN HOTEL MANAGEMENT |

8. Members are requested to bring their copy of the Annual Report at the meeting.
9. Members holding shares in electronic form may please note that their bank details as furnished by the respective depositories to the company will be printed on their dividend warrants as per the applicable regulation of the

depositories and the company will not entertain any direct request from such members for change/ deletion in such bank details. Further instruction if any already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may give instruction regarding bank accounts in which they wish to receive dividend to their depository participants.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956:

### Item No. 4

In terms of the recommendation of Remuneration Committee and subject to the approval of the members, the Board of Directors in its meeting held on 03rd October, 2011 has re-appointed Mr. Manoj Jeswani as Managing Director of the Company for a period of Three Years w.e.f. 1st April, 2011 on such terms and conditions set out in the Agreement entered in to between the Company and Mr. Manoj Jeswani.

The remuneration recommended is fair and complies with the terms and conditions specified in Part I and Section II (A) of Part II of Schedule XIII to the Companies Act, 1956.

An abstract of the terms of the appointment giving details of the remuneration payable and perquisites to be provided to Mr. Manoj Jeswani are set out below:

#### 1. PERIOD OF APPOINTMENT:

The Appointment is for a period of Three Years w.e.f. 1st April, 2011.

#### 2. REMUNERATION:

Mr. Manoj Jeswani will receive a remuneration of Rs.50, 000/-p.m. (Perquisite as per Staff rules) effective from 1st April, 2011 as the Managing Director of the Company and the Board of Directors has power to increase the remuneration with the consultation of remuneration committee from time to time.

He is also be eligible to the following perquisites which shall not be included in the computation of the ceiling limit of remuneration.

A. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961

B. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and

C. Encashment of leave at the end of tenure.

### MINIMUM REMUNERATION

Notwithstanding anything contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II (A) of Part II of Schedule XIII to the Companies Act, 1956 as may be amended from time to time.

Your Directors recommend the resolution set out in Item No. 4 of the Notice convening the meeting.

None of the Directors of the Company are concerned or interested in the resolution. Except Mr. Manoj Jeswani.

This may be treated as abstract of the terms of the appointment of Mr. Manoj Jeswani in terms of Section 302 of the Act.

### Item No. 5

In terms of the recommendation of Remuneration Committee and subject to the approval of the members, the Board of Directors in its meeting held on 03rd October, 2011, has re – appointed Mr. Chandru Chawla as Whole-time Director of the Company for a period of Three Years w.e.f. 1st April, 2011 on such terms and conditions set out in the Agreement entered in to between the Company and Mr. Chandru Chawla.

The remuneration recommended is fair and complies with the terms and conditions specified in Part I and Section II (A) of Part II of Schedule XIII to the Companies Act, 1956.

An abstract of the terms of the appointment giving details of the remuneration payable and perquisites to be provided to Mr. Chandru Chawla are set out below:



## 1. PERIOD OF APPOINTMENT

The Appointment is for a period of Three Years w.e.f. 1st April, 2011.

## 2. REMUNERATION

Mr. Chandru Chawla will receive a remuneration of Rs. 50,000/-p.m. (Perquisites as per Staff Rules) effective from 1st April, 2011 as the Whole-time Director of the Company and the Board of Directors has power to increase the remuneration with the consultation of remuneration committee from time to time.

He is also be eligible to the following perquisites which shall not be included in the computation of the ceiling limit of remuneration.

- A. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- B. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- C. Encashment of leave at the end of tenure.

## MINIMUM REMUNERATION

Notwithstanding anything contrary herein contained, where in any financial year during the currency of the tenure of the Whole-time Director, of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II (A) of Part II of Schedule XIII to the Companies Act, 1956 as may be amended from time to time.

Your Directors recommend the resolution set out in Item No. 5 of the Notice convening the meeting.

None of the Directors of the Company are concerned or interested in the resolution. Except Mr. Chandru Chawla.

This may be treated as abstract of the terms of the appointment of Mr. Chandru Chawla in terms of Section 302 of the Act.

By Order of the Board of Directors  
FOR SHREE STEEL WIRE ROPES LIMITED

Sd/-

Mr. CHANDRU CHAWLA  
Chairman

REGISTERED OFFICE:  
GATE NO 183-184-185, K.I.D.C,  
VILLAGE- DHEKU, DISTRICT- RAIGAD,  
KHOPOLI – 410203

Date: 31<sup>st</sup> May, 2012  
Place: MUMBAI

## Director's Report

To,  
The Members,  
Shree Steel Wire Ropes Limited

The Directors have pleasure in presenting the 20<sup>th</sup> Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2012.

### FINANCIAL RESULTS:

(Rs. In Lacs)

	31 <sup>st</sup> March 2012	31 <sup>st</sup> March 2011
SALES	536.44	438.63
NET PROFIT/(LOSS) BEFORE TAX	33.82	37.79
LESS: INCOME TAX	0.06	0.14
LESS: PROVISION FOR TAXATION	17.20	15.30
NET PROFIT/(LOSS) AFTER TAX	22.88	28.17
BALANCE B/F FROM EARLIER YEARS	175.84	147.67
BALANCE CARRIED TO BALANCE SHEET	198.72	175.84

### PERFORMANCE REVIEW:

During the year under review, your Company witnessed increase in the turnover, which stood at Rs.536.44 lacs as against Rs. 438.63 lacs in the accounting year 2010-11.

### PUBLIC DEPOSITS:

The Company has complied the provisions as per Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

### DIVIDEND:

No dividend was declared during the Financial Year 2011-12..

### DIRECTORS:

In accordance to the provisions of the Companies Act, 1956 and the Company's Articles of Association Mr. Ashish Sajnani, Director of the Company retires by rotation and being eligible offers himself for re- appointment. Mr. Manoj Jeswani, Managing Director & Mr. Chandru Chawla, Whole – time Director be re appointed for the period of three years.

### AUDITORS:

The Company's Auditors M/s. N. D. Mehta & Associates, Chartered Accountants retires on the conclusion of the forthcoming Annual General Meeting and he has given his consent to act as Statutory Auditor of the Company.

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) OF THE COMPANIES Act, 1956, the Directors, based on the representation received from the operating management, confirm that:

- in preparation of the Annual Accounts for the year ended 31st March, 2012, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- the directors had selected such accounting policies and applied consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2012 and the profit of the Company for the year under review;
- 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;

- iv) the annual accounts for the year ended 31st March, 2012 have been prepared on a 'going concern basis'.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARINGS/OUTGO:**

Information in accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956 (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in annexure and forms part of this report.

#### **PARTICULARS OF EMPLOYEES:**

No employees of the Company was in receipt of remuneration during the financial year 2011-2012 in excess of the sum prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

#### **CORPORATE GOVERNANCE:**

Pursuant to Clause 49 of the listing agreements with Stock Exchanges, a Management Discussion & Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report.

#### **DISCLOSURE UNDER SECTION 274(1) (g):**

None of the Directors of the Company are disqualified for being appointed as Directors as specified under section 274(1) (g) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 2000.

#### **COMPANY SECRETARY COMPLIANCE CERTIFICATE**

The Company has obtained Compliance Certificate from Shri. Virendra G. Bhatt, a practicing Company Secretary, as under Section 383A (1) of the Companies Act, 1956, which is enclosed herewith forming part of the Director's Report.

#### **ACKNOWLEDGEMENT:**

Your Directors wish to thank all Shareholders, Suppliers, Customers, Banks and Employees for their co-operation and support.

For Board of Directors

Sd/-

Mr. CHANDRU CHAWLA  
Chairman

Place: Mumbai

Date: 31<sup>st</sup> May' 2012

## Annexure to Director's Report

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULE, 1988 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012.

### I. CONSERVATION OF ENERGY

The Company continues to take adequate measures for conservation and saving of energy.

#### FORM – A

#### A. POWER AND FUEL CONSUMPTION

PARTICULARS	2011-2012	2010-2011
<b>1. Electricity Purchased:</b>		
Unit Purchased (Lac KWH)	1.97	2.15
Total Amount (Rs. In Lac)	12.42	12.80
Average Rate/KWH (Rupees)	6.31	5.94
<b>2. LPG Consumed</b>		
Unit Purchased (Lac KWH)	---	---
Total Amount (Rs. In Lac)	---	---
Average Rate/KWH (Rupees)	---	---

#### B. CONSUMPTION PER UNIT OF PRODUCTION

PARTICULARS	2011-2012	2010-2011
1. Electricity (KWH)	0.52	0.44

#### FORM – B

### II. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION AS PER FORM – B:

#### A. RESEARCH AND DEVELOPMENT

There is no formal Research and Development. However, the Company has developed many import substitute items for Indian Defence & Indian Air Force.

#### B. TECHNOLOGY ABSORPTION

The company has not imported or brought any technology during the period under review.

### III. FOREIGN EXCHANGE EARNINGS AND OUTGO.

PARTICULARS	2011-2012	2010-2011
<b>The Company had earned Foreign Exchange as under on (FOB Basis):</b>		
1. On its Direct Export.	---	---
2. On its Export as Supporting Manufacturer.	---	---
<b>The Foreign Exchange outgoings as under:</b>		
1. Travelling	---	---
2. Bank Charges	---	---
3. Import of Raw Material	---	---

For and on behalf of the Board of Directors  
Sd/-

Mr. CHANDRU CHAWLA  
Chairman

Place: Khopili  
Date: 31<sup>st</sup> May' 2012



## Compliance Certificate

(Pursuant to section 383A of the Companies Act, 1956)

Name of the Company : **SHREE STEEL WIRE ROPES LIMITED**  
Registration No : 11-067466  
Authorised Capital : Rs. 50,000,000/- Paid-Up Capital: - Rs.32,988,400 /-

To,  
The Members of  
**SHREE STEEL WIRE ROPES LIMITED**

I have examined the registers, records, books and papers of **SHREE STEEL WIRE ROPES LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31<sup>st</sup> 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 and agents, I certify that in respect of the aforesaid financial year:

1. The company has maintained statutory registers as stated in **Annexure 'A'** to this certificate as per the provisions and the rules made thereunder.
2. The company has filed the forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies. There were no returns required to be filed to Regional Director, Central Government, Company Law Board or other authorities.
3. The Company being a **Public Limited company** has the prescribed paid-up capital.
4. The Board of Directors duly met Five times respectively on 30/05/2011, 30/07/2011, 30/09/2011, 31/10/2011, 31/01/2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minute's book maintained for the purpose.
5. The Company has closed its Register of Members from 23<sup>rd</sup> September 2011 to 30<sup>th</sup> September 2011 during the financial year.
6. The Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2011 was held on 30<sup>th</sup> September, 2011 after giving due notice to the members of the Company and the resolution passed thereat were duly recorded in the minutes book maintained for the purpose.
7. No extraordinary meeting was held during the financial year.
8. As per the information provided & Auditors Report, during the year 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. As per the information provided & Auditors Report, during the year the Company has not entered into contracts falling within purview of Section 297 of the Act.
10. The Company was not required to make any entries 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 as the case may be.
12. The Company has not issued duplicate share certificates during the financial year.
13. i) There was transfer but no allotment or transmission of securities during the financial year.  
ii) The Company has not deposited any amount in a separate bank account as no dividend was declared during the financial year.  
iii) The Company has not posted warrants to any members of the Company as no dividend was declared during the financial year.  
iv) The Company has complied with the requirement of section 217 of the Act.