



## *21<sup>st</sup> Annual Report 2012-13*

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST 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 30<sup>TH</sup> SEPTEMBER, 2013 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS.**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 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. Anil Lachman Sajani, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors M/s. N. D. Mehta Associates, Chartered Accountant to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize Board of Directors to fix their remuneration.

### **SPECIAL BUSINESS:**

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

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) as per the limits specified in Schedule XIII of the Companies Act, 1956, as approved by the Board of Directors on 31/10/2012 and subject to the approval of the shareholders in the ensuing Annual General Meeting, the remuneration of the Managing Director, Mr. Manoj Jeswani is increased from Rs. 6,00,000/- p.a to Rs. 7,50,000/- per annum with effect from 1<sup>st</sup> April, 2012 and further increased from 7,50,000/- p.a to Rs. 9,00,000 per annum with effect from 1<sup>st</sup> April, 2013 on such terms and conditions including the remuneration.

“RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 1956 wherein in any financial year company has no profits or inadequate profit; Mr. Manoj Jeswani will be paid minimum remuneration within the ceiling limits prescribed under Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof.”



“RESOLVED FURTHER THAT Directors or the Committee thereof be and is hereby authorized to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

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

Sd/-

Mr. MANOJ B. JESWANI  
Managing Director

Place: Khopoli

Date: 29<sup>th</sup> May' 2013

REGISTERED OFFICE:

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

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. 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.
3. The registered of members and the share transfer books of the company will remain closed from 23<sup>rd</sup> September, 2013 to 30<sup>th</sup> September, 2013 (both days inclusive) in connection with the Annual General Meeting.
4. 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.
5. 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.
6. As per the Listing Agreement, particulars of Directors who proposed to be re-appointed is furnished below:

Item No 2

- |                          |                      |
|--------------------------|----------------------|
| 1. NAME OF DIRECTOR :    | ANIL LACHMAN SAJNANI |
| 2. Age :                 | 40 yrs               |
| 3. Date of Appointment : | 16/07/1997           |
| 4. Qualification :       | B.Com                |

7. Members are requested to bring their copy of the Annual Report at the meeting.
8. 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.

The relevant Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed hereto.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

### ITEM NO.4

Mr. Manoj Jeswani was appointed as the Managing director of the company for three years with effect from 1st April, 2011 at a remuneration of 6,00,000/- p.a with the Shareholders approval at the Annual General Meeting held on 28<sup>th</sup> September, 2012. Mr. Manoj Jeswani is an MBA specialized in finance and has 15 years experience in the qualified field. As the remuneration paid to Mr. Manoj Jeswani is inadequate due to his high qualification and experience, the Remuneration Committee and subsequently the Board of Directors considered it just, fair and reasonable to revise remuneration upto Rs.7,50,000 p.a. including salary, perks and other benefits paid to Mr. Manoj Jeswani w.e.f. 1<sup>st</sup> April, 2012 and further increase it to Rs. 9,00,000 p.a with effect from 1st April, 2013 as an Managing Director of the Company. Shareholders' approval is sought for the variation in terms of remuneration of Mr. Manoj Jeswani as a Managing Director of the Company. The remuneration payable to Mr. Manoj Jeswani is within the limits provided under Section 198, 269, 309 and 310 read with Schedule XIII and other provisions of the Companies Act, 1956. Directors recommend the said resolution for your approval.

None of the directors except Mr. Manoj Jeswani is interested in the resolution.

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

Sd/-

Mr. MANOJ B. JESWANI  
Managing Director

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

Date: 29<sup>th</sup> May' 2013  
Place: MUMBAI



## Director's Report

To,  
The Members,  
Shree Steel Wire Ropes Limited

The Directors have pleasure in presenting the 21<sup>st</sup> Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS:

(Rs. In Lacs)

	31 <sup>st</sup> March 2013	31 <sup>st</sup> March 2012
SALES	715.06	536.44
NET PROFIT/(LOSS) BEFORE TAX	45.86	33.82
LESS: INCOME TAX	0.13	0.06
LESS: PROVISION FOR TAXATION	22.60	17.20
NET PROFIT/(LOSS) AFTER TAX	29.63	22.88
BALANCE B/F FROM EARLIER YEARS	198.72	175.84
BALANCE CARRIED TO BALANCE SHEET	228.35	198.72

### PERFORMANCE REVIEW:

During the year under review, your Company witnessed increase in the turnover, which stood at Rs.29.63 lacs as against Rs. 22.88 lacs in the accounting year 2011-12.

### 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:

The Board of Directors of the Company does not recommend any dividend during the Financial Year 2012-2013.

### DIRECTORS:

In accordance to the provisions of the Companies Act, 1956 and the company's Articles of Association, Mr. Anil L Sajnani, Director of the Company retire by rotation and he being eligible offers himself for re- appointment.

Mr. Chandru Chawla deceased on 6<sup>th</sup> June, 2013. The Board appreciates the invaluable contributions made by Late Mr. Chandru Ramchand Chawla as a Director of the company from the time of his appointment until his death.

### 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:

Your Directors give hereunder Directors Responsibility Statement pertaining to the accounts of the company

- that in preparation of the Annual Accounts for the year ended 31<sup>st</sup> March, 2013, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- that 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 31<sup>st</sup> March, 2013 and the profit of the Company for the year under review;
- that 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) that the annual accounts for the year ended 31<sup>st</sup> March, 2013 have been prepared on a 'going concern basis'.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/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 2012-2013 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. MANOJ B. JESWANI  
Managing Director

Place: Mumbai

Date: 29<sup>th</sup> May' 2013



## 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, 2013.

### 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	2012-2013	2011-2012
1. <b>Electricity Purchased:</b>		
Units (Lac KWH)	2.31	1.97
Total Amount (Rs. In Lac)	17.30	12.42
Average Rate/KWH (Rupees)	7.49	6.31

#### B. CONSUMPTION PER UNIT OF PRODUCTION

PARTICULARS	2012-2013	2011-2012
1. Electricity (KWH)	0.53	0.52

#### FORM – B

#### C. 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.

#### D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

PARTICULARS	2012-2013	2011-2012
Total Foreign Exchange Earned	---	---
Total Foreign Exchange Outgo	---	---

#### EXPORT INITIATIVES

The Company is trying to take initiatives for Export

For and on behalf of the Board of Directors

Sd/-

Mr. MANOJ B. JESWANI  
Managing Director

Place: Mumbai

Date: 29<sup>th</sup> May' 2013

## 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, 2013**. 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 kept and maintained all registers as stated in Annexure 'A' to this certificate as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made thereunder
3. The Company being a **Public Limited company** has the prescribed paid-up capital.
4. The Board of Directors duly met Four times respectively on 31/05/2012, 31/07/2012, 31/10/2012, and 31/01/2013 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 from 21<sup>st</sup> September, 2012 to 28th September, 2012, both the days inclusive, during the financial year.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2012 was held on 28th September, 2012 after giving due notice to the members of the Company and the resolutions 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 Auditor's Report, the Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. As per Auditor's Report, the Company has made necessary entries in the register maintained under Section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act, as such the Company was not required to obtain any approvals from the Board, 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 no allotment or transmission of securities during the financial year but there was transfer of shares.  
ii) The Company was not required to deposit any amount in a separate Bank account as the dividend warrants were posted within 5 days of declaration.  
iii) The Company was not required to post the dividend warrants to the members as no Dividend was declared during the year.  
iv) The Company has generally complied with the requirements of section 217 of the Act.





14. The Board of Directors was duly constituted .There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has re-appointed Mr. Manoj Jeswani as Managing Director and Mr. Chandru Chawla as the Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2011 with the approval of the shareholders at he Annual General Meeting held on 28<sup>th</sup> September, 2012.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and /or such authorities prescribed under various provisions of the Act.
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 thereunder.
19. The Company has not issued any share, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per the information and explanation given by the Company, it has complied with the provisions of Section 58A and 58AA of the Companies Act, 1956 during the financial year.
24. The Company has not made any fresh borrowings during the financial year ended on 31<sup>st</sup> March, 2013
25. As per the information provided, the Company has not made any 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 from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the object of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. As per the information provided by the Company, there was no prosecution initiated against or show cause notices received by 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. As per the information provided to us, the Company has deposited both Employee's and employer's contribution to Provident Fund with prescribed Authorities pursuant to Section 418 of the Act.

Place: Mumbai

Date: 29<sup>th</sup> May, 2013

Sd/-  
**Virendra G. Bhatt**  
Practising Company Secretary  
C.P. No. 124  
A.C.S. No. 1157



## **ANNEXURE - A**

1. Register of Members u/s 150 & Index of Members u/s.151
2. Register of Contracts u/s 301
3. Minutes Books of Board Meetings & General Meeting
4. Register of Investments u/s 372A
5. Register of Share Transfers u/s 108
6. Register of Charges u/s 143
7. Register of Directors u/s 303
8. Register of Directors' Shareholding u/s 307.

## **ANNEXURE - B**

Forms and returns filed by the Company with the Registrar of Companies, during the financial year ending on 31<sup>st</sup> March 2013.

1. Annual Return u/s 159 till the date of AGM filed on 9/11/2012 bearing ROC Challan No. P95307658.
2. Balance Sheet u/s 210 for the financial year ended on 31st March 2012 filed on 02/04/2013 bearing ROC Challan No. Q07912090.
3. Compliance Certificate filed under section 383A for the financial year ending on 31st March 2012 filed on 21/11/2012 bearing ROC Challan No. P96197215.
4. Form 62 for Statement in Lieu of Advertisement was filed on 20/11/2012 bearing ROC Challan No. B62092267.
5. Form 62 filed on 13/06/2012 bearing ROC Challan No. B41104365.
6. Form 23 filed on 18/07/2012 bearing ROC Challan No. B43537083.
7. Form 25C filed on 18/07/2012 bearing ROC Challan No. B43545631 for re-appointment of Managing Director Mr. Manoj Jeswani.
8. Form 25C filed on 10/08/2012 bearing ROC Challan No. B45149473 for re-appointment of Whole time Director Mr. Chandru Chawla.



# Corporate Governance

## PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is concerned with creation of long term value of shareholders while also balancing interest of other stakeholders' viz. Employees, Creditors, Government and the society at large. Corporate governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources flows and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution it makes to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In Sum, Corporate Governance reinforces the concept of "Your Company" and emphasis that the chairman and Board of Directors are your fiduciaries and trustees, engaged in pushing the business forward and maximizing value for you, the shareholders.

## CORPORATE GOVERNANCE

Your Company believes in adopting the best corporate governance practices and protecting rights and interest of stakeholders. We further believe that the shareholders have the right to know complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The report on corporate governance is divided into five parts:

- 1) Board of Directors
- 2) Committees of the Board
- 3) Disclosure
- 4) Means of Communication
- 5) Shareholder Information

### I. BOARD OF DIRECTORS

#### A. The details of the Board of directors of the Company are given below :

Name of Directors	Designation	No. of Board Meetings attended	Directorship in Other Limited Companies and Memberships as on 31.03.2013			Attendance at last AGM
			Other Board (Exclude Shree Steel Wire Ropes Ltd.)	Other Board Committees (exclude Shree Steel Wire Ropes Ltd.)		
				Chairman	Member	
*Mr. Chandru R. Chawla	Chairman, Executive Whole Time Director	4	4	None	None	Yes
Mr. Manoj B. Jeswani	Managing Director	4	1	None	None	Yes
Mr. Anil L. Sajani	Non Executive Independent Director	4	5	None	None	Yes
Mr. Ashish L. Sajani	Non Executive Independent Director	4	3	None	None	Yes
Mr. Subhash S. Motwani	Non Executive Independent Director	4	None	None	None	Yes

\*Due to untimely demise of the Director Mr. Chandru Ramchandra Chawla on 6<sup>th</sup> June, 2013; Mr. Chandru Chawla ceases to be the Director.

### B. BOARD PROCEDURES

The Board Members are given appropriate documents and information in advance of each Board and Committee Meetings to enable the Board to discharge its responsibilities effectively, the Managing Director reviews the overall Company Performance.