



## 22<sup>nd</sup> Annual Report 2013-14

NOTICE IS HEREBY GIVEN THAT THE **TWENTY SECOND 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-410103 ON **24 SEPTEMBER, 2014** AT 3:00 PM TO TRANSACT THE FOLLOWING BUSINESS.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 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. Manoj Jeswani (DIN 00014509), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
3. To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting hereafter and to consider and if thought fit to pass, with or without modification(s) the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee and Board of the Company, M/s N.D Mehta Associates., Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting held hereafter), at a remuneration and other terms as may be determined by the Audit Committee and finalized by the Board of Directors of the Company.

### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Anil Lachman Sajnani as an Independent Director.**

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

“RESOLVED THAT Mr. Anil Lachman Sajnani (DIN – 00014257 ) a Non – Executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with Clause 49 be and is hereby appointed as Independent Director of the Company not liable to retirement by rotation, for a term of five (5) consecutive years up to 31st March 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made there under.”

5. **Re-appointment of Mr. Subhash Shyamlal Motwani as an Independent Director.**

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

“RESOLVED THAT Mr. Subhash Shyamlal Motwani (DIN – 00014538 ) a Non – Executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with Clause 49 be and is hereby appointed as Independent Director of the Company not liable to retirement by rotation, for a term of five (5) consecutive years upto 31st March 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.”



**6. Re-appointment of Mr. Ashish Lachman Sajnani as an Independent Director.**

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

“RESOLVED THAT Mr. Ashish Lachman Sajnani (DIN – 000262225 ) a Non – Executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with Clause 49 be and is hereby appointed as Independent Director of the Company not liable to retirement by rotation, for a term of five (5) consecutive years upto 31st March 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. “

**7. Approve the revised remuneration of Mr. Manoj Jeswani as the Managing Director of the Company**

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

“RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) as per the limits specified in Schedule V of the Companies Act 2013, as approved by the Board of Directors on (DATE OF RESOLUTION) 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. 7,50,000/- p.a to Rs. 9,00,000/- per annum with effect from 1st April, 2013 and further increased from 9,00,000/- p.a to Rs1500000 per annum with effect from 1st April, 2014 on such terms and conditions including the remuneration.

“RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013 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 V of the Companies Act, 2013 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/-

Place: Khopoli  
Date: 30<sup>th</sup> May' 2014

Mr. MANOJ B. JESWANI  
Managing Director

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 18th September to 24th September (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 : Mr. Manoj Jeswani
  2. Age : 42 yrs
  3. Date of Appointment : 30/06/1999
  4. Qualification : MBA
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.
  9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime
  10. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.

**The instructions for members for voting electronically are as under:-**

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to **[www.evotingindia.com](http://www.evotingindia.com)** and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN*	<b>For Members holding shares in Demat Form and Physical Form</b> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>



- viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **<https://www.evotingindia.co.in>** and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**.
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)** and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **[www.evotingindia.co.in](http://www.evotingindia.co.in)** under help section or write an email to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**.

Mr. Virendra G Bhatt, Practicing Company Secretary (C.P. No. 124) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website [www.sswrl.com](http://www.sswrl.com) and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.

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

Sd/-  
Mr. MANOJ B. JESWANI  
Managing Director

Date: 30<sup>th</sup> May' 2014  
Place: MUMBAI

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

## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos 4 to 7 of the accompanying Notice:

Item No 4 to 6 – Appointment of Independent Directors

The Company at various times had appointed Mr . Anil Lachman Sajnani , Mr.Subhash Shyamlal Motwani and Mr. Ashish Lachman Sajnani as Directors , who satisfied the criteria of being Independent Director as per Clause 49 of the Listing Agreement entered into between the Stock Exchange and were liable to retire by rotation.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 came into effect from 1st April 2014, every listed public company is required to have at least one- third of the total number of directors as Independent Directors as defined in that Section who will not be liable to retire by rotation.

Keeping in view of the experience and expertise of the above referred directors and the contribution made by them to the Company. The Board of Directors considers it desirable that their continued association would be of immense benefit to the Company and hence the Company should continue to avail services and accordingly recommends the Resolutions as set out in Item Nos. 4 to 6 for approval of the members.

Further the Board of Directors of the Company are of the opinion that the above referred directors fulfill the conditions specified the Companies Act,2013 and Rules made there under for being appointed as independent directors and they are independent on the management

Apart from the above referred Directors and their relatives none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

## ITEM NO.7

Mr. Manoj Jeswani was appointed as the Managing director of the company for three years with effect from 1st April, 2012 at a remuneration of 6,00,000/- p.a with the Shareholders approval at the Annual General Meeting held on 28th 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. 9,00,000 p.a. including salary, perks and other benefits paid to Mr. Manoj Jeswani w.e.f. 1st April, 2013 and further increase it to Rs.15,00,000 p.a with effect from 1st April, 2014 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 197 read with Schedule V and other provisions of the Companies Act, 2013. Directors recommend the said resolution for your approval.

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





## Director's Report

To,  
The Members,  
Shree Steel Wire Ropes Limited

The Directors have pleasure in presenting the **22<sup>nd</sup> Annual Report** along with the Audited Accounts of the Company for the year ended 31st March, 2014.

### FINANCIAL RESULTS:

( ₹ In Lacs)

	31 <sup>st</sup> March 2014	31 <sup>st</sup> March 2013
SALES	989.27	715.06
NET PROFIT/(LOSS) BEFORE TAX	128.93	45.86
LESS: INCOME TAX	0.30	0.13
LESS: PROVISION FOR TAXATION	30.06	22.60
NET PROFIT/(LOSS) AFTER TAX	99.63	29.63
BALANCE B/F FROM EARLIER YEARS	228.35	198.72
BALANCE CARRIED TO BALANCE SHEET	327.98	228.35

### PERFORMANCE REVIEW:

During the year under review, the Company witnessed increase in the turnover, which stood at Rs 99.63 lacs as against Rs 29.63 lacs in the accounting year 2012-13.

### PUBLIC DEPOSITS:

The Company had accepted the deposits from the public 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 for the Financial Year 2013-2014.

### DIRECTORS:

In accordance to the provisions of the Companies Act, 2013 and the Company's Articles of Association of the Company, Mr. Anil Lachman Sajnani, Mr. Subhash Shyamlal Motwani and Mr. Ashish Lachman Sajnani designated as Independent Director shall hold office up to the date of the ensuing Annual General Meeting and who retire by rotation and they being eligible offer themselves for re-appointment.

### AUDITORS:

Company's Auditors M/s. N. D. Mehta & Associates, Chartered Accountants hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Board of Directors of the Company recommends for members approval the re-appointment of the Auditors to hold office from the conclusion of this Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting).

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in preparation of the Annual Accounts for the year ended 31st March, 2014, the applicable Accounting Standards have 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 31st March, 2014 and the profit of the Company for the year under review;

- iii) 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 31st March, 2014 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 2013-2014 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: 30<sup>th</sup> May' 2014



## 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, 2014.

### 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	2013-2014	2012-2013
1. <b>Electricity Purchased:</b>		
Units (Lac KWH)	2.35	2.31
Total Amount (Rs. In Lac)	16.72	17.30
Average Rate/KWH (Rupees)	7.13	7.49

#### B. CONSUMPTION PER UNIT OF PRODUCTION

PARTICULARS	2013-2014	2012-2013
1. Electricity (KWH)	0.54	0.53

#### FORM – B

#### C. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION.

##### 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	2013-2014	2012-2013
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: 30<sup>th</sup> May' 2014



# 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 there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2014**. 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 minimum prescribed paid-up capital.
4. The Board of Directors duly met Six times respectively on 31/05/2013, 11/06/2013, 31/07/2013, 25/09/2013, 31/10/2013 and 31/01/2014 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 23<sup>rd</sup> September, 2013 to 30<sup>th</sup> September, 2013, both the days inclusive, during the financial year.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2013 was held on 30<sup>th</sup> September, 2013 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, there is no transactions as per the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. As per Auditor's Report, the Company is not required to enter 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. During the year Mr.Chandru Chawla has ceased to be a Director due to his death
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, 2014
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: 30<sup>th</sup> May, 2014

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