

**27<sup>th</sup>**  
**ANNUAL  
REPORT**

2018-19



**Shree Steel Wire Ropes Ltd.**



CIN No.: L45202MH1992PLC067466

<i>Board of Directors :</i>		
<b>Manoj Bansidhar Jeswani</b>	DIN: 00014509	<i>Chairman &amp; Managing Director</i>
<b>Anil Lachman Sajnani</b>	DIN: 00014257	<i>Whole Independent Director</i>
<b>Bhavna Manoj Jeswani</b>	DIN: 08201087	<i>Whole Independent Director</i>
<b>Yash Mukesh Vachhani</b>	DIN: 07874340	<i>Independent Director</i>
<b>Madhu Sanjay Totlani</b>	DIN: 08200689	<i>Independent Director</i>
<b>Mehak Hira Vachhani</b>	DIN: 08200623	<i>Independent Director</i>

*Compliance Officer :*  
**Manoj B. Jeswani**

*Statutory Auditor :*  
**Kailash Chand Jain & Co.**  
“Edena” 1st Floor, 97, Maharshi Karve Road,  
Near Income Tax Office, Mumbai 400 020.  
Tel.: (022) 22009131

*Practicing Company Secretary :*  
**Rushabh Doshi**

*Bankers :*  
**Corporation Bank**  
Chembur Branch.

*Registrar & Transfer Agent :*  
**Link Intime India Pvt. Ltd.**  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.  
Email: mt.helpdesk@linkintime.co.in

*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



## *27<sup>th</sup> Annual Report 2018-19*

**NOTICE** is hereby given that the Twenty Seventh (27<sup>th</sup>) Annual General Meeting of the members of **Shree Steel Wire Ropes Limited** will be held as scheduled below to transact the following business:

<b>Date-</b>	September 30, 2019
<b>Day-</b>	Monday
<b>Time-</b>	3:00 P.M.
<b>Place-</b>	183-185, K.I.D.C., Village-Dheku, Taluka-Khalapur, DIST. Raigad, Khopoli-410103

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statements of Profit and Loss Account for the Financial Year ended 31<sup>st</sup> March, 2019 and the Balance Sheet as on that date and the Reports of the Director's and Auditor's thereon.
2. To re-appoint Mr. Anil Lachman Sajnani (DIN: 00014257), who retires by rotation and is eligible for re-appointment.

### **3. Appointment of Auditors**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of M/s Kailashchand Jain & Co. Chartered Accountants (Registration No. 112318W), as the Statutory Auditors of the Company at such remuneration as may be mutually decided, by the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

By Order of the Board of Directors  
For **Shree Steel Wire Ropes Limited**

Sd/-

**Mr. MANOJ B. JESWANI**  
Director

Date: 23<sup>rd</sup> August, 2019

Place: Mumbai



## NOTES:

- Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item Nos. 2 of the Notice is also annexed.
- 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.
- 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.
- The register of members and the share transfer books of the company will remain closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive) in connection with the Annual General Meeting.
- SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 5th December 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
- 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.
- 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-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.
- 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. Anil L. Sajnani (DIN: 00014257)
2.	Date of Birth (Age)	13/01/1973 (46 Years)
3.	Nationality	Indian
4.	Expertise	Specialized in Sale and Finance has 21 years experience
5.	Relationship with other Directors and KMP	Nil
6.	No. of shares held in the Company	57165
7.	Date of Appointment	16/07/1997
8.	Qualification	Graduate
9.	Name of the Company where he is director	1. Basant Rubber Factory Pvt. Ltd. 2. Opa Hospitality Pvt. Ltd. 3. Bholenath Developers Limited 4. Mitha Estates Pvt. Ltd.
10.	Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee & Stake holder's Relationship Committee)	NA

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

11. 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.
12. 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.

**Procedure / Instructions for e-voting are as under: In case of members receiving e-mail:**

- (i) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- (ii) Log on to the e-voting website **www.evotingindia.com**
- (iii) Click on "Shareholders" tab to cast your vote
- (iv) Now, select the Electronic Voting Sequence Number-"EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID Followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the <AABCS4276J> in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & \*). 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.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) 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.



- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRl etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution /Authority letter in PDF format in the system for the scrutinizer to verify the same. Further, they are requested to send the scanned copy of the Board Resolution/Authority letter to the email id of the Scrutinizer ([r.doshi87@gmail.com](mailto:r.doshi87@gmail.com)), RTA ([jiny.elizabeth@linkintime.co.in](mailto:jiny.elizabeth@linkintime.co.in)) and Company ( [info@sswrl.com](mailto:info@sswrl.com))

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xiii) above to cast vote.
- (B) The voting period begins on 27th September, 2019 (9.00 a.m.) and ends on 29th September, 2019 (5.00 p.m.). 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 22nd September, 2018, 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. Rushabh Doshi, Company Secretary( A24406) has been appointed as the Scrutinizer to scrutinize thee- 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**  
Director

Date: 23<sup>rd</sup> August, 2019  
Place: Mumbai

## Board's Report

To,  
The Members,  
**Shree Steel Wire Ropes Limited**

Your Directors have pleasure in submitting their Twenty Seventh Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

### 1. Financial Results

The Company's financial performance for the year under review along with previous year figures are given hereunder:

		For the Year Ended 31 <sup>st</sup> March 2019 (₹)	For the Year Ended 31 <sup>st</sup> March 2018 (₹)
<b>I.</b>	<b>Income</b>		
<b>II.</b>	Revenue from operations (inclusive of Excise Duty & GST)	180,802,837	132,859,784
<b>III.</b>	Other income	745,487	2,716,120
	<b>Total Income</b> (I + II)	<b>181,548,324</b>	<b>135,575,904</b>
<b>IV.</b>	<b>Expenditure</b>		
	Cost of materials consumed	106,514,094	79,578,247
	Excise Duty	-	3,054,586
	Goods & Service Tax / Sales Tax	27,590,337	19,084,297
	Changes in inventories of finished goods and work-in- progress	703,733	(4,319,139)
	Employees benefits expense	20,102,464	14,748,273
	Finance costs	144,976	144,379
	Other expenses	15,426,730	12,090,014
	<b>Total Expenses</b>	<b>170,482,334</b>	<b>124,380,657</b>
<b>V.</b>	<b>Profit before Depreciation, Prior period expense &amp; tax</b>	<b>11,065,990</b>	<b>11,195,247</b>
<b>VI.</b>	Prior period expenses Sales Tax Assessment dues- Prior Period	-	(739,267)
<b>VII.</b>	<b>Profit before Depreciation &amp; Tax</b>	<b>11,065,990</b>	<b>10,455,980</b>
	Depreciation	1,606,893	1,364,393
<b>IX.</b>	<b>Profit before Tax</b> (VII - VIII)	<b>9,459,097</b>	<b>9,091,587</b>
<b>X.</b>	<b>Tax Expenses</b>		
	Current Tax	2,450,000	2,500,000
	Prior Period Taxes	(20,030)	(253,759)
	Deferred tax	2,457,791	(26,000)
<b>XI.</b>	<b>Profit after Tax</b> (IX - X)	<b>4,571,336</b>	<b>6,871,346</b>

The Company has adopted Indian Accounting Standard (IND AS) notified by the Ministry of Corporate Affairs with effect from April, 2017 and accordingly these financial results have been prepared in accordance with the recognition and measurement principles laid down in the IND AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India.



## **2. Dividend**

The Board of Directors has not recommended Dividend for the financial year 2018-2019.

## **3. Company's Business Performance**

Sales Income (Gross) for the year ended 31st March, 2019 amounted to Rs. 180,802,837/- as against Rs. 132,589,784/- for the previous year.

## **4. Business Overview**

The Company is engaged in manufacturing of Wire Rope, Wire Rope Allied Products and Railway OHE products. The management review is presented separately in the annual report.

## **5. Material changes and commitment if any affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of the report**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

## **6. Conservation of energy, technology absorption, foreign exchange earnings and outgo**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure "C" and is attached to this report.

## **7. Policy developed by the Company on its Corporate Social Responsibility (CSR)**

Your Company has constituted a Corporate Social Responsibility Committee, though the Company does not fall within the criteria to contribute towards the CSR policy.

## **8. Deposits**

Your Company had not accepted the deposits from the public as per Section 74 of Companies Act, 2013 read with Rule 20 of the Companies (Acceptance of Deposits) Rules, 2014.

## **9. Loans, Guarantees or Investments made under section 186 of the Companies Act, 2013**

The details of the Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013 by the Company, to other Body Corporate or persons are given in notes to the financial statements.

## **10. Related Party Contracts & Arrangements**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in **Form AOC-2** is not applicable.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval Disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements.

## **11. Subsidiaries, Joint Ventures and Associate Companies**

The Company does not have any Subsidiary, Joint venture or Associate Company.

## **12. Corporate Governance**

As per the Regulation 27(2) of SEBI (SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Disclosure Requirements), 2015, it is not mandatory for the Company to attach a separate Corporate Governance report as Annexure to the Boards' Report.

## **13. Corporate Social Responsibility**

As per section 135 of the Companies Act, 2013 corporate social responsibility is not applicable to company.



#### 14. Particulars of Employees

The information required in accordance with Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, the Company has no person in its employment drawing salary of Rs. 60 lakhs per annum or Rs. 5 lakhs per month as defined under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) and 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### 15. Extract of Annual Return

The extract of Annual Return (MGT-9) pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure -A and is attached to this Report.

As per Rule 8A (1)(a) of Companies (Accounts) Amendment Rules, 2018 the Company shall disclose the Web Address, if any, where Annual Return referred to in Sub-Section (3) of Section 92 of the Companies Act, 2013 has been placed at the Company's Website **www.sswrl.com**

#### 16. Number of Board Meetings conducted during the year under review

During the financial year 2018-19, Five (5) Board Meetings were held on 30<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 14<sup>th</sup> November, 2018, 14<sup>th</sup> February, 2019 and 28<sup>th</sup> February, 2019. The Board Meetings were held in compliance with the Companies Act, 2013. The gap between any two meetings did not exceed 120 days.

#### 17. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:-

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis; and
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

#### 18. Disclosure under section 164(2) of the Companies Act, 2013

The Company has received the disclosure in Form DIR – 8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

#### 19. Declaration of Independent Directors

The Independent Directors submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

#### 20. Evaluation of the Board's Performance

In compliance with the requirements of Section 134(3) (p) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the performance of the Board was carried out during the year under review. The Board was evaluated for its performance based on the following factors:



- i. Attendance of Board Meetings and Committees;
- ii. Contribution made to the Board discussions and future planning;
- iii. Level of commitment to the stakeholders' interest;
- iv. Initiatives towards the growth of the business and profitability;
- v. Providing outlook, view points and feedback taking the Company ahead beyond expectations.

**21. Company's policy relating to Directors appointment, payment of remuneration and discharge of their duties**

The Board has framed a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178 (3) of the Companies Act, 2013 based on the recommendation of Nomination and Remuneration Committee.

**22. Directors and Key Managerial Personnel information**

**Retirement by Rotation**

In accordance with the provisions of the Companies Act, 2013, Mr. Anil Lachman Sajani's (DIN: 00014257) re-appointment has been included in the Notice convening the Annual General Meeting of the Company.

**23. Secretarial Audit**

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has got the Secretarial Audit conducted from the Practicing Company Secretary.

A Secretarial Audit Report issued by Ms. Nisha Uchil, Company Secretaries, in Form MR - 3, in respect of the secretarial audit of the Company for the financial year ended 31st March 2019, is furnished and attached to this Report.

**24. Auditors**

Pursuant to the provisions of Section 139(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Kailashchand Jain & Co., Chartered Accountants (Registration No. 112318W) are appointed as Statutory Auditors for a period of Five years from the conclusion of 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018 until the conclusion of 31<sup>st</sup> Annual General Meeting of the Company to be held in the year 2023.

The Company has received necessary certificate from Auditors pursuant to Section 139 and 141 of the Companies Act, 2013 regarding their eligibility for appointment.

**25. Cost Auditors**

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 as the turnover of the Company for the preceding financial year 2017-18 was less than Rupees 35 Crores.

**26. Auditors Report**

The notes to accounts referred to in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments.

**27. Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors and the Practicing Company Secretary in their reports**

As per the Auditors observation we hereby clarify that we have given Loans and advances only to gain high interest rate and it has been given to the known party, further we are not changing the nature of business.

**28. Nomination & Remuneration Policy**

The Board of Directors of the Company has, on recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration.

**29. Disclosure of Composition of Audit Committee and providing Vigil Mechanism**

Your Company has constituted an Audit Committee as required under Section 177 of the Companies Act, 2013 and has also established Vigil Mechanism for their employees and Directors to report their genuine concerns or grievances. The Board has accepted all the recommendations of the Audit Committee during the year under review as and when brought to their notice.