



SHREE PRECOATED STEELS LIMITED



ANNUAL REPORT 2013-14

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SHREE PRECOATED STEELS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Ishwarlal S Ajmera	Chairman & Managing Director
Shri Sanjay C Ajmera	Managing Director
Shri Dhaval R Ajmera	Director-Operations & Marketing
Shri Jagdish J Doshi	Independent Director
Shri Ambalal C Patel	Independent Director
Shri Nilesh Sarvaiya	Independent Director
Smt. Aarti Ramani*	Independent Director

*Appointed w.e.f. 12th August, 2014

COMPLIANCE OFFICER

Mr. Harish Taparia

AUDITORS

M/s. V. Parekh & Associates
Chartered Accountants
37, Hamam Street, 2nd Floor, Fort,
Mumbai - 400 001.

REGISTERED OFFICE

Rehman Building, 2nd Flr. Mezzanine,
24 Veer Nriman Road, Fort,
Mumbai-400 001
www.spsl.com
E-mail - investors.spsl@gmail.com

SIXTH ANNUAL GENERAL MEETING

Date	: 27th September, 2014
Day	: Saturday
Time	: 1.00 P.M
Place	: Activity Hall, Gr. Floor, Juhu Vile Parle Gymkhana Club, N. S. Road, JVPD Scheme, Vile Parle (West), Mumbai - 400 049.
Book Closure	: Saturday, 21st September, 2014 to Friday 27th, September, 2014 (Both days inclusive)

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt Limited,
Branch Office : Unit 1, Luthra Industrial Premises
Andheri Kurla Road, Safed Pool, Sakinaka,
Andheri (E), Mumbai - 400 072.



NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of the Shareholders of Shree Precoated Steels Limited will be held on Saturday, September 27, 2014 at 1.00 P.M. at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N. S. Road, JVPD Scheme, Vile Parle (West), Mumbai 400049 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Shri Sanjay C.Ajmera (DIN.00012496), Managing Director who retires by rotation and being eligible, offers himself for reappointment;
3. To re-appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the Audit committee of the Board of Directors, V. Parekh & Associates, Chartered Accountants (Reg.No.107488W) Mumbai, be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit Committee in consultation with the auditors in addition to out of pocket expenses, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.

SPECIAL BUSINESS:

4. To appoint Smt. Aarti Ramani as an Independent Director (DIN 06941013) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt Aarti Ramani, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to date of Annual General Meeting for FY 2018-19.”
5. To appoint Shri Ambalal C. Patel (DIN No.00037870) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

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“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement read with Schedule IV to the Companies Act, 2013, Mr, Ambalal C. Patel (DIN No. 00037870) Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation, to hold office for five consecutive years for a term up to date of Annual General Meeting for FY 2018-19.”

6. To appoint Shri Nilesh Sarvaiya (DIN No.00799636) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement read with Schedule IV to the Companies Act, 2013, Mr, Nilesh Sarvaiya (DIN No.00799636) Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation, to hold office for five consecutive years for a term up to date of Annual General Meeting for FY 2018-19.”

7. To appoint Shri Jagdish Doshi (DIN No.00065162) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement read with Schedule IV to the Companies Act, 2013, Mr, Jagdish Doshi (DIN No.00065162) Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation, to hold office for five consecutive years for a term up to date of Annual General Meeting for FY 2018-19.”

8. To approve payment of remuneration to Shri Ishwarlal S. Ajmera (DIN 00012206) as Chairman & Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of resolution passed at the 4th Annual General Meeting of the Company held on 28th September, 2012 approval of the Company be and is hereby accorded to the payment of remuneration to Shri Ishwarlal S. Ajmera, as Chairman & Managing Director of the Company, for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Ishwarlal S. Ajmera, subject to the same not exceeding the limits specified



under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT all other terms and conditions in relation to the appointment of Mr Ishwarlal S. Ajmera as Chairman & Managing Director shall remain unchanged

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To approve payment of remuneration to Shri Dhaval R. Ajmera (DIN00012504) as Director-Operations & Marketing in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of resolution passed at the 4th Annual General Meeting of the Company held on 28th September, 2012 approval of the Company be and is hereby accorded to the payment of remuneration to Shri Dhaval R. Ajmera, as Director - Operations & Marketing of the Company, for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Dhaval R. Ajmera, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT all other terms and conditions in relation to the appointment of Shri Dhaval R. Ajmera as Whole Time Director shall remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** under Section 180 (1) (c) of the Companies Act, 2013.

“**RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** in supersession of ordinary resolution passed by the shareholders in their Extra Ordinary General Meeting held on 6th April, 2008, and pursuant to Section 180(1) (C) and other applicable provisions, if any of the Companies Act, 2013 (herein after referred to as the “Act”) or any statutory modification or re-enactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, as it may deem think fit by way of loan, whether as rupee loans, foreign currency loans and/or any other financial facilities including non fund based facilities or issue of any debt securities including without limitations Bonds, debentures, and/ or other instruments whether convertible into equity/preference shares or not and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity /preference shares or in any other form from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, non-resident Indians, Foreign



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Institutional Investors or other Bodies Corporate or any other persons whether shareholders or not from any other source, located in India or abroad, whether unsecured or secured, and on such terms and conditions as may be considered suitable by the Board of Directors any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) the aggregate outstanding of which should not exceed, at any given time, Rs. 2000 crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these power to Committee of the Company or any other person.

RESOLVED FURTHER THAT the Borrowing already availed by the Board within the limit of Rs 2000 crores and all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect.”

11. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** under Section 180(1) (a) of the Companies Act, 2013.

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT in supersession of ordinary resolution passed by the shareholders in their Extra Ordinary General Meeting held on 6th April ,2008, and pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (herein after referred to as the “ Act”) or any statutory modification or re-enactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company , consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties and assets of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security,



finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to committee of the Company or any other person.”

By Order of the Board of Directors

For SHREE PRECOATED STEELS LTD.

Sd/-

Ishwarlal S. Ajmera

Chairman & Managing Director

Place : Mumbai

Date: 12th August, 2014

Registered Office:

Rahman Building, 2nd Flr, Mezzanine,

24 Veer Narimam Raoad,

Fort, Mumbai - 400 001

CIN : L70109MH2007PLC174206

email: investors.spsl@gmail.com

Notice



SHREE PRECOATED STEELS LIMITED

NOTE

- I. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- II. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- III. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Notice forming part of the Annual Report.
- IV. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- V. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- VI. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- VII. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays & Sundays, during business hours up to the date of the Meeting.
- VIII. The Company has notified closure of Register of Members and Share Transfer Books from 21st day, September, 2014 to 27th day, September, 2014 (both days inclusive) for Annual General Meeting.
- IX. 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 / RTA.
- X. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form annexed as part of the Annual Report and send the same to the office of R&TA of the Company.



- XI. Non-Resident Indian Members are requested to inform RTA immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- XII. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

By Order of the Board of Directors
For SHREE PRECOATED STEELS LTD.

Sd/-
Ishwarlal S. Ajmera
Chairman & Managing Director

Place : Mumbai

Date: 12th August, 2014

Registered Office:

Rehman Building, 2nd Flr, Mezzanine,

24 Veer Nariman Road,

Fort, Mumbai - 400 001

CIN: L70109MH2007PLC174206

email: investors.spsl@gmail.com

Notice



SHREE PRECOATED STEELS LIMITED

Explanatory Statements

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM No.4:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Smt.Aarti Ramani, as an Additional Director of the Company with effect from 12th August, 2014.

In terms of the provisions of Section 161(1) of the Act, Smt.Aarti Ramani would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt Aarti Ramani for the office of Director of the Company.

Smt Aarti Ramani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149(1) of the Act and the amended Listing Agreement, the Company should have at least one women Director. Also Sec 149 of the Act inter alia stipulates the criteria of independence that a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Smt Aarti Ramani that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Smt Aarti Ramani possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Smt Aarti Ramani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Smt Aarti Ramani is independent of the Management.

Brief resume of Smt Aarti Ramani, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Notice forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt Aarti Ramani is appointed as an Independent Director.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Save and except Smt Aarti Ramani and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.



The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item Nos. 5,6 & 7

Shri Ambalal C.Patel, Shri Nilesh Sarvaiya and Shri Jagdish J. Doshi are Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Ambalal C.Patel, Shri Nilesh Sarvaiya and Shri Jagdish J. Doshi as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 11th Annual General Meeting of the Company.

Shri Ambalal C.Patel, Shri Nilesh Sarvaiya and Shri Jagdish Doshi are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received declarations from them that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Ambalal C.Patel, Shri Nilesh Sarvaiya and Shri Jagdish J. Doshi fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Ambalal C. Patel, Shri Nilesh Sarvaiya and Shri Jagdish Doshi are independent of the management.

Brief resume of Shri Ambalal C.Patel, Shri Nilesh Sarvaiya and Shri Jagdish Doshi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Notice forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Ambalal C.Patel, Shri Nilesh Sarvaiya and Shri Jagdish Doshi are interested in the resolutions set out respectively at Item Nos. 5,6, and 7 of the Notice with regard to their respective appointments.

The relatives of Shri Ambalal C.Patel, Shri Nilesh Sarvaiya and Shri Jagdish Doshi may be deemed to be interested in the resolutions set out respectively at Item Nos. 5,6, and 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos.5,6 and 7 of the Notice for approval by the shareholders.



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ITEM NO. 8.

The Nomination and Remuneration Committee and the Board of Directors of the Company, at their meeting held on 12th August, 2014, had approved the payment of remuneration, the details whereof given hereunder of Shri Ishwarlal S. Ajmera as Managing Director of the Company for the balance tenure subject to the approval of members without varying any other terms of his appointment.

REMUNERATION :

a. BASIC SALARY & DEARNESS ALLOWANCE:

Rs. 1,50,000/- per month in the scale of Rs. 1,50,000/- Rs.3,00,000/- per month.

With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

b. PERQUISITES & ALLOWANCES:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and CMD such perquisites and allowances will, however, be subject to a maximum of 40% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

c. Reimbursement of Expenses

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

**D MINIMUM REMUNERATIONS:**

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to CMD by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V of the Act.

This may be treated as an abstract of the terms of appointment between the Company and Shri Ishwarlal S. Ajmera, under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

The Board commends the Special Resolutions set out at Item No.8 of the Notice for approval by the shareholders.

Except Shri Ishwarlal S. Ajmera, being an appointee, none of the Directors and Key managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions set out at item Nos.8 of the Notice.

The relatives of Shri Ishwarlal S. Ajmera, may be deemed to be interested in the resolutions set out at Item No.8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

INFORMATION PURSUANT TO SCHEDULE V PART (II) SECTION II TABLE A OF THE ACT:

Nature of Industry	The Company Operates in the real estate development Industry.		
Date or expected date of commencement of commercial production	The Company commence business from 17th September, 2007		
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N A		
Financial Performance based on given indicators for the financial year ended 31/03/14& 31/03/13	Particulars	31/03/2014 Rs (in Lacs)	31/03/2013 Rs (in lacs)
	Revenues	366.33	558.93
	Net Profit (before tax)	8.46	94.84
	Dividend %	NIL	NIL
Export performance and net foreign exchange collaborations	Not Applicable		
Foreign Investment or Collaboration, if any	The Company does not have any foreign collaboration		
Background details	Mr Ishwarlal S.Ajmera, who was appointed as the Chairman & Managing Director of the company for the period of 5 years w.e.f. from 24th April, 2012 . Approval for his Remuneration is now sought from the Shareholders. Further details are set out in the explanatory statement to item No 8 of the accompanying notice.		
Gross Annual remuneration with last employer	Annual Remuneration of Rs 9,43,788/- p.a. all inclusive of allowances and perquisites in the F.Y. 2013-14.		

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Recognition or awards	Recognised for his immense contribution as a pioneer of the group .He has been the main pillar of the group from the birth of all projects till the delivery ,majorly he played the role in administration and execution of the projects.
Job Profile and his suitability	Having a vast exposure of more than 60 years, he has shouldered the responsibilities of the group at various levels and operations of the of the Group.
Remuneration Proposed	Rs.1,50,000/- p.m in the scale of Rs.1,50,000/- to Rs.3,00,000/- plus allowances and perquisites as per company's rules, subject to ceiling stipulated in Sch V of the Act.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Your company is one of leading real estate developer. The proposed remuneration is comparable with the other companies of similar size and nature in the Industry.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	No pecuniary relationship apart from remuneration drawn from the company
Other information Reasons of loss or inadequate profits	The Company had sold its steel unit in 2009. Post Sale of its Undertaking, the company has undertaken real estate trading transactions to generate revenue, but at slow pace.
Steps taken or proposed to be taken for improvement	NA
Expected increase in Productivity and profits in measurable terms	NA
Disclosures	The details of the remuneration package is given in the explanatory statement as Item No.8.

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**ITEM NO. 9.**

The Nomination and Remuneration Committee and the Board of Directors of the Company, at their meeting held on 12th August, 2014, had approved the payment of remuneration, the details whereof given hereinunder to Shri Dhaval R. Ajmera as Director-Operations & Marketing of the Company for the balance tenor subject to the approval of members without varying any other terms of his appointment.

REMUNERATION :**a. BASIC SALARY & DEARNESS ALLOWANCE:**

Rs.2,00,000/- per month in the scale of Rs.2,00,000/- to Rs 4,00,000/- per month.

With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

b. PERQUISITES & ALLOWANCES:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Director such perquisites and allowances will, however, be subject to a maximum of 33.33% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of calculating the said ceiling.

c. Reimbursement of Expenses

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.



SHREE PRECOATED STEELS LIMITED

d. MINIMUM REMUNERATIONS:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Director by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V of the Act.

This may be treated as an abstract of the terms of appointment between the Company and Shri Dhaval R. Ajmera, under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

The Board recommends the Special Resolutions set out at Item No.9 of the Notice for approval by the shareholders.

Except Shri Dhaval R. Ajmera, being an appointee, none of the Directors and Key managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions set out at item Nos.9 of the Notice.

The relatives of Shri Dhaval R. Ajmera, may be deemed to be interested in the resolutions set out at Item No.9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

INFORMATION PURSUANT TO SCHEDULE V PART (II) SECTION II TABLE A OF THE ACT:

Nature of Industry	The Company Operates in the real estate development Industry.		
Date or expected date of commencement of commercial production.	The Company commence business from 17th September, 2007		
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N A		
Financial Performance based on given indicators for the financial year ended 31/03/14 & 31/03/13	Particulars	31/03/2014 Rs (in Lacs)	31/03/2013 Rs (in lacs)
	Revenues	366.33	558.93
	Net Profit (before tax)	8.46	94.84
	Dividend %	NIL	NIL
Export performance and net foreign exchange collaborations	Not Applicable		
Foreign Investment or Collaboration, if any	Not Applicable		
Background details	Mr Dhaval R. Ajmera, who was appointed as the Director-Operations & Marketing of the company for the period of 5 years w.e.f. from 24th April 2012. Approval for his Remuneration is now sought from the Shareholders. Further details are set out in the explanatory statement to item No 9 of the accompanying notice.		
Gross Annual remuneration with last employer	Annual Remuneration of Rs 16,80,408/-p.a all inclusive of allowances and perquisites in F.Y. 2013-14		



Recognition or awards	He has been recognized as a youngest entrepreneur in the real estate market. Under his leadership, the projects have been awarded with Green commercial building Certification.
Job Profile and his suitability	M.B.A. from Cardiff University by qualification, has been handling the marketing strategies, execution and branding of Ajmera Group. He is now in-charge of Company's Marketing & Branding in of entire group.
Remuneration Proposed	Rs2,00,000/- p.m in the scale of Rs.2,00,000/- to 4,00,000/- plus allowances and perquisites as per company's rules, subject to ceiling stipulated in Sch V of the Act.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Your company is one of leading real estate developer .The proposed remuneration is comparable with the other companies of similar size and nature in the Industry.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	No pecuniary relationship apart from remuneration drawn from the company
Other information	
Reasons of loss or inadequate profits	The Company had sold its steel unit in 2009. Post Sale of its Underataking, the company has undertaken real estate trading transactions to generate revenue, but at slow pace.
Steps taken or proposed to be taken for improvement	NA
Expected increase in Productivity and profits in measurable terms	NA
Disclosures	The details of the remuneration package is given in the explanatory statement as Item No.9.



SHREE PRECOATED STEELS LIMITED

ITEM NO. 10 & 11:

At the Extra Ordinary General Meeting of the Company held on 6th April, 2008 the Members had, by way of Ordinary Resolutions and in pursuance of the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, approved of:

(i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 2000 crores at any point of time; and

(ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed i.e. upto Rs. 2000 crore, including interest, charges, etc. payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events.

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the members of the Company by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors commend the Resolutions at Item Nos. 10 and 11 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 10 and 11.

By Order of the Board of Directors

For SHREE PRECOATED STEELS LTD.

Sd/-

Ishwarlal S. Ajmera

Chairman & Managing Director

Place : Mumbai

Date: 12th August, 2014

Registered Office:

Rehman Building, 2nd Flr, Mezzanine,

24 Veer Nariman Road,

Fort, Mumbai - 400 001

CIN: L70109MH2007PLC174206

email: investors.spsl@gmail.com


INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As per the requirement of Clause 49 of the Listing agreement, the particulars of the Director who is proposed to be re-appointed is given below:-

A. Name	Shri Sanjay C. Ajmera
Date of Birth	20th November 1966
Date of Appointment / Period	24th April 2012 – 23rd April 2017
Expertise in specific functional area	Industrialist having 20 years over all experience in various fields.
Qualifications	MBA
Listed / Unlisted Public Companies in which outside Directorship held as on 12th August, 2014	Gujrat Funworld Limited Ajmera Realty & Infra India Limited
Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 12th August, 2014	NIL

Notice



SHREE PRECOATED STEELS LIMITED

Notice

B. Name	Smt Aarti Ramani
Date of Birth	12th August, 1960
Date of Appointment	12th August 2014
Expertise in specific functional area	Having 26 years experience in environmental clearance
Qualifications	Architech
Listed / Unlisted Public Companies in which outside Directorship held as on 12th August, 2014	Ajmera Realty & Infra India Limited
Chairman / Member of the Committees of the Board of the other Companies on which she is a Director as on 12th August, 2014	Ajmera Realty & Infra India Limited- Audit Committee
C. Name	Shri Ambalal C. Patel
Date of Birth	1st April, 1944
Date of appointment	13th May, 2014
Expertise in specific functional area	Over all 45 years experience in Metallurgy and Management
Qualifications	Bachelor of Engineering (Metallurgy)
Listed / Unlisted Public Companies in which outside Directorship held as on 12th August, 2014	1. Jindal Hotel Limited 2. Nandan Exim Limited 3. Vishal Malleable Limited 4. Laffans Petroleum Limited 5. SAL Steel Limited 6. Circuit Systems Limited 7. Sumeru Industries Limited 8. Chiripal Industries Limited 9. Ajmera Realty & Infra India Limited 10. CIL Nova Petrochemicals Ltd.
Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 12th August, 2014	Ajmera Realty & Infra India Limited -Audit Committee, Nomination and Remuneration committee.



D. Name	Shri Nilesh Sarvaiya
Date of Birth	7th April, 1969
Date of Appointment / Period	13th May, 2014
Expertise in specific functional area	Trading in Electrical Equipment
Qualifications	B.Com, DBM Mumbai
Listed / Unlisted Public Companies in which outside Directorship held as on 12th August, 2014	Prudential Leasing Ltd. Gruh Nirman Finance (India) Ltd.
Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 12th August, 2014	NIL



SHREE PRECOATED STEELS LIMITED

E. Name	Shri Jagdish J Doshi
Date of Birth	26th February, 1931
Date of appointment	13th May, 2014
Expertise in specific functional area	Involved in the development of Steel Industry for more than five decades.
Qualifications	M. S. (Illinois), D. I. C. (London), B. E. (Hons.) Bombay, P. Eng. (Ontario, Canada), Consulting Engineer.
Listed / Unlisted Public Companies in which outside Directorship held as on 12th August, 2014	Super Stainless and Hi Alloys Limited Four Seasons Marine & Air Services Limited Co-Nick Alloys (India) Limited Makmore Investment and Finance Company Private Limited Ajmera Realty & Infra India Limited
Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 12th August, 2014	Ajmera Realty & Infra India Limited Audit Committee Stakeholders Relationship Committee, Opening & Closing Bank Accounts Committee.

By Order of the Board of Directors
For **SHREE PRECOATED STEELS LTD.**

Sd/-

Ishwarlal S. Ajmera
Chairman & Managing Director

Place : Mumbai
Date : 12th August, 2014

Registered Office:
Rehman Building, 2nd Floor Mezzanine,
24 Veer Nariman Road, Fort, Mumbai - 400 001.

Notice



DIRECTORS' REPORT TO THE MEMBERS

To,

The Members,

The Board of Directors have pleasure in presenting the Sixth Annual Report of Shree Precoated Steels Ltd. and the Audited Financial Statements for the year ended 31 March, 2014 along with the Auditors' Report thereon.

FINANCIAL HIGH LIGHTS:

The financial performance of the Company, for the year ended March 31, 2014 is summarised below:

RESULTS OF OPERATION :

During the period under review, the Sales Turnover is Rs. 366.33 Lacs and the Company incurred Profit of Rs. 8.46 Lacs.

DIVIDEND :

In view of the carry forward losses incurred in the earlier years, the board regrets its inability to declare any dividend for the year under review.

(Rs. in Lacs)

Particulars	2013 - 2014	2012 - 2013
Revenue from Operations (net)	366.33	558.93
EBIDTA	15.33	104.87
Less: Finance costs	-	0.26
Less: Depreciation	6.87	9.77
Profit before Exceptional Items & Tax	8.46	94.84
Exceptional income	3034.47	-
Profit before Taxation	8.46	94.84
Less: Tax Expense		
-Current Tax	-	-
-Deferred Tax(charge)/credit	-	-
-MAT credit utilization/entitlement	-	-
Profit after tax	8.46	94.84
Less: Minority Interest		
Profit attributable to the shareholders of the Company	8.46	94.84
Opening balance in Statement of Profit and Loss	(17609.15)	(17703.99)
Amount available for appropriation		
Final Dividend		
Tax on Dividend		
Transfer to general Reserve		
Closing Balance in the Statement of Profit and Loss	(14566.22)	(17609.15)

PERFORMANCE:

Revenue :

Net revenue stood at Rs.366.33 Lacs as compared to Rs.558.93 Lacs in previous year. The Company earned a Net Profit after Tax of Rs.8.46 Lacs as compared to NPAT of Rs. 94.84 lacs in the previous year.

OPERATIONS:

DIRECTORS :

Mr. Sanjay C Ajmera, Managing Director retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Section 149(1) of the Act and as per the amended

Listing Agreement, the Company should have atleast one women Director on Board .The Board of Directors of your Company at the meeting held on 12th August, 2014 appointed Mrs. Aarti Ramani as an Additional/Independent Director, on the Board of Directors of your Company ,to hold the office up to ensuing Annual General Meeting. The Mrs. Aarti Ramani has overall 26 years experience in enviromental clearance and is expert in her field. She is Architech by qualification. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt Aarti Ramani for the office of Director of the Company.

In terms of Sections 149, 152, Schedule IV and

Directors' Report



SHREE PRECOATED STEELS LIMITED

other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors can hold office for a term of up to five (5) consecutive years on the Board of Directors of your Company and are not liable to retire by rotation. Accordingly, it is proposed to appoint Shri Ambalal C.Patel, Shri Jagdish Doshi, Shri Nilesh Sarvaiya and Smt. Aarti Ramani as Independent Directors of your Company up to 5 (five) consecutive years up to 31st March, 2019.

Appropriate resolutions for the appointment/reappointment of Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been detailed in the Notice. Your Directors recommend their appointment/re-appointment as Directors of your Company.

AUDITOR'S :

M/s. V Parekh & Associates- Chartered Accountants, Mumbai, Statutory auditors of the company having registration number 107488W retire at the ensuing AGM and are eligible for re-appointment. Pursuant to provision of section 139 of the Companies Act, 2013, they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth consecutive Annual General Meeting, subject to ratification at every Annual General Meeting.

The Company has received a certificate from the statutory auditors to the effect that their re-appointment, if made, would be within the limits under section 141(3)(g) of the Companies Act, 2013. The statutory auditors have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of The Institute of Chartered Accountants of India.

AUDITORS' REPORT:

The observations made by the Auditors in their Report referring to the Notes forming part of the Accounts are self-explanatory and therefore and do not require any further comments as per Act.

LISTING:

The Company's equity shares are presently listed with Bombay Stock Exchange Ltd (Code - 533110)

CORPORATE GOVERNANCE :

The Company is committed to maintain the highest standards of Corporate Governance and adhere to

the Corporate Governance requirement set out by SEBI. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite Certificate from the Auditors of the company confirming compliance with conditions of Corporate Governance as stipulated under Clause 49, is attached to this report.

Pursuant to Clause 49 of the Listing Agreement with BSE & NSE, Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate for compliance of conditions of Corporate Governance and CEO Certificate on Code of Conduct is made as a part of the Annual Report.

CODE OF CONDUCT :

Pursuant to Clause 49 of the Listing Agreement, the declaration signed on the Code of Conduct by the Directors and senior management personnel for the year forms part of the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

Management's Discussion and Analysis Report for the year ended review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange.

Some of the events of the year include the following:-

1. Overview

The Management have rich experience of over four decades in the Steel related businesses and Real Estate business and have developed and established excellent business relationships in the Industry which can be helpful to the Company to form a strategic alliance with them in the future. The goodwill and expertise of the Company and Management is the greatest strength.

The Company has currently traded in Development rights and is exploring opportunities in real estate development and redevelopment projects. The company is focussing on projects related to trading of flats, development rights and investment in real estate, if right opportunity exists.

2. Future Outlook

In order to utilize their expertise and knowledge of the Management and the Company has explored various projects like trading in Steel commodities, undertaking construction contracts, trading in flats,



trading in Development rights and so on. The Company has earned its income during the year from such projects. The Company may also enter into venture of redevelopment projects, if sound opportunity persists.

The Company's Management has niche in real estate market since ages which is a boon to the Company and adds strength to the company's performance. Expansion and entering into the construction contracts are most likely arena of the year.

3. Risks and Concerns

Your Company is continuously evolving and improving systems and measures to take care of all the risk exigencies involved in our business.

4. Internal Controls and System

The company has implemented adequate internal control system enduring proper management information system and integration of various operations and functions of the organisation – all under one umbrella. This has resulted in harmonious monitoring and regulation of operations in a systemised manner in each and every activity of the Company. Correct use of funds, proper budgeting, efficient monitoring and its regulation by due approval and authorization policy enforcement have resulted in the use of funds in the most profitable and correct manner.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the

provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the Directors have prepared the annual accounts for the financial year ended 31st March, 2014 on a 'going concern' basis; and
- (v) That the company being a listed company the Directors had laid down internal financial control system to be followed by the company and that such internal financial controls were adequate and were operating effectively ;
- (vi) That the Director's had devised a proper system to ensure compliance with the provisions of all applicable Laws and that such systems were adequate and operating effectively.

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

SHREE PRECOATED STEELS LTD does not have any foreign exchange earnings and expenditure. Particulars relating to conservation of energy and technology absorption stipulated in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable to SHREE PRECOATED STEELS LTD.

The provisions of Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption are not applicable.

Since the company caters to domestic market only, it has not undertaken any activities relating to export, initiatives to increase exports, development of new export markets for products and services or formulated any export plans.

There are no transactions involving foreign exchanges during the year.

Your Company is glad to report that it continues to ensure that the air, water, and other environmental standards are achieved as per the prescribed norms.

PUBLIC DEPOSITS :

During the year under review, your company has not accepted or renewed any fixed Deposit from the public.



SHREE PRECOATED STEELS LIMITED

SECRETARIAL AUDIT REPORT:

The secretarial Audit Report for year ended March 31, 2014, issued by Mr. Haresh P. Sanghvi, Practising Company Secretary is provided separately in the annual report.

HUMAN RELATIONS:

Our Employees are most valuable Assets of the Company. We encourage innovation, meritocracy and pursuit of the excellence. We have set up scalable recruitment and human resources management process.

During the year employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company. There was a total understanding of the Management objectives by the workers. The Company has consistently tried to improve its HR policies and processes so as to acquire, retain & nurture the best of the available talent in the Industry.

PERSONNEL:

The information pursuant to section 217 (2A) of the Companies Act, 1956 and rules framed there under there was no employee falling under the category, hence no statement/particulars of employees have been annexed to this report.

CAUTIONARY STATEMENT :

Statements made in the Report, includes those stated under the caption "Management Discussion Analysis" describing the Company's plans, projections and expectations may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

APPRECIATION:

On behalf of the Directors of the Company, I would like to place on record our deep appreciation to our Shareholders, Customers, Business Partners, and Vendors. The Directors are thankful to the Government of India and the various Ministries, the state Governments and the various Ministries, and Municipal authorities of Mumbai and other cities where we are operational.

Finally, we appreciate and value the contributions made by all our employees and their families and all associated with the Company for making their organization successful.

The Directors express their appreciation to all the employees at various divisions for their diligence and contributions. The Directors record their appreciation for the support and co-operation received from franchisees, dealers, agents, suppliers, bankers and all other stakeholders. Last but not the least the Directors wish to thank the shareholders for their continued support.

By Order of the Board of Directors
For **SHREE PRECOATED STEELS LTD.**

Place : Mumbai
Date : 12th August, 2014

Registered Office:
Rehman Building, 2nd Floor Mezzanine,
24 Veer Nariman Road, Fort, Mumbai - 400 001.

Sd/-
Ishwarlal S. Ajmera
Chairman & Managing Director



CORPORATE GOVERNANCE REPORT

A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:-

The Company's philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. These pillars have been strongly cemented which is reflected in your Company's business practices and work culture. The sound governance processes and systems guide the Company on its journey towards continued success. The practice of responsible governance has enabled your Company to achieve sustainable growth, while meeting the aspirations of its stake holder's and societal expectations.

Your Company is committed to sound principles of Corporate Governance with respect to all of its procedures, policies and practices. The governance processes and systems are continuously reviewed to ensure highest ethical and responsible standards being practiced by your Company. Comprehensive disclosures, structured accountability in exercise of powers, adhering to best practices and commitment to compliance with regulations and statutes in letter as well as spirit have enabled your Company to enhance shareholder value. In fact, this has become an integral part of the way the business is done.

Your Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Agreement. This chapter, along with chapters on Management Discussion and Analysis and General Shareholder Information, constitutes compliance with Clause 49 of the Listing Agreement.

B. BOARD OF DIRECTORS:-

1. Composition & Category of Directors:-

As at 31.03.2014, the Board of Shree Precoated Steels Limited comprises of an Non Executive Chairman, two Executive Directors and three Non-Executive Independent Directors. The composition and category of Directors is as follows:

The Board has an optimum combination of Executive and Non-executive Directors, which is in conformity with the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges (Listing Agreement) in this regard. The Chairman of the Board is a Non Executive and Promoter Director. The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors. The Composition of the Board as follows:-

Name of Directors	Designation	Category
Shri Ishwarlal S. Ajmera	Chairman & Managing Director	Promoter & Executive
Shri Sanjay C Ajmera	Managing Director	Promoter & Executive
Shri Dhaval R Ajmera	Independent Director	Promoter & Executive
Shri Jagdish J. Doshi	Independent Director	Independent & Non-Executive
Shri Ambalal C. Patel	Independent Director	Independent & Non-Executive
Shri Nilesh Sarvaiya	Independent Director	Independent & Non-Executive
Mrs. Aarti Ramani*	Independent Director	Independent & Non-Executive

*Appointed w.e.f. 12th August, 2014

b. Attendance at the Board Meeting for the year ended 31st March, 2014 & the last Annual General Meeting and other directorship & Memberships in other Boards and Board Committees:-

Table 1

Name of Directors	Attendance		Directorship in other Public Limited Companies		Memberships / Chairmanships in Committees
	Board Meetings	Last AGM	Listed	Unlisted	
Shri Ishwarlal S. Ajmera	4	Yes	-	3	-
Shri Sanjay C. Ajmera	4	Yes	1	1	-
Shri Dhaval R. Ajmera	3	Yes	-	2	-
Shri Jagdish J. Doshi	4	Yes	1	2	3
Shri Ambalal C. Patel	3	Yes	8	1	3
Shri Nilesh Sarvaiya	4	Yes	-	2	-



SHREE PRECOATED STEELS LIMITED

3. Number of Board Meetings held:-

During the year ended 31st March, 2014, 4 (Four) Board Meetings were held on the following dates:

Date of Meeting	Directors Present
9th May 2013	6
12th August 2013	5
31st October 2013	6
13th February 2013	5

4. Scheduling for Board Meetings:

Four Board Meetings were held during the year. The Company has held at least one Board Meeting in every quarter and maximum time gap between any two meetings was not more than four months, thereby complying with applicable statutory requirement.

All necessary information including but not limited to those mentioned in Annexure I A to Clause 49, are placed before the Board of Directors. The Members of the Board are at liberty to bring up any matter for discussions at the Board Meetings and the functioning is democratic.

Minimum four pre scheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the company.

The meetings are usually held at the Company's office at "Citi Mall" Link Road, Andheri (West), Mumbai 400053.

All divisions/departments of the company are advised to schedule their work plans well in advance, particularly with regard to the matters requiring discussion / approval / decision at the Board/Board Committee meetings.

The Board is given presentations covering Finance, Sales, Marketing, major business segments and operations of the company, over view of the business operations of major subsidiary companies, all business areas of the company including business opportunities, business strategy and the risk management practices before taking on record the quarterly/annual financial results of the company.

5. Board material distributed in advance:

The agenda and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

6. Recording Minutes of proceedings at Board and Committee Meetings:

The Compliance officer records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the members of the Board/Board Committee for their comments. The minutes are entered in the Minutes Book within 30days from conclusion of the meeting.

C. BOARD COMMITTEE

In addition to functional Committees, your Board has constituted the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, under the mandatory requirement of Clause 49 of the Listing Agreement

1. AUDIT COMMITTEE :-

(i) Constitution and Composition:-

Composition:

The Audit committee comprise three Members as per details in the following:

Name	Category
Mr. Jagdish J Doshi	Non-Executive, Independent
Mr. Ambalal C Patel	Non-Executive, Independent
Mr. Nilesh Sarvaiya	Non-Executive, Independent
Mr. Sanjay C. Ajmera	Executive, Promoter

All the members of the Committee have good knowledge of finance, accounts and business management. Shri Jagdish J Doshi is the Chairman of the Committee. The composition of this Committee is in compliance with the requirements of Section 292A of the Companies Act, 1956, Section 177 of Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to:

- investigate any activity within its terms of reference
- seek information from any employee
- obtain outside legal or professional advice
- secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee invites Whole Time Director, CFO, Statutory Auditor(s) and Chief Internal Auditor to attend the meetings of the Audit Committee. The minutes of each Audit Committee are placed and discussed at the next meeting of the Board.

(ii) Objective:

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the company and its compliance with legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the company, the audit of the Company's financial statements, the appointments, independence, performance of internal auditors and the Company's risk management policies.

(iii) Terms of reference:

The Committee oversees the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors, the performance of internal auditors and the Company's risk management policies. Apart from the matters provided in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, the Committee reviews reports of the Internal Auditors and Statutory Auditors and discusses their findings, suggestions, internal control systems, scope of audit and observations of the statutory auditors.

The role of the Audit Committee, inter alia, includes the following:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-



appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service.

3. Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 217(2AA) of the Companies Act, 1956;
 - Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report, if any.
5. Reviewing with management quarterly, half-yearly, nine monthly and annual financial statements, standalone before submission to the Board for approval.
6. Reviewing with the management performance of statutory and internal auditors.
7. Discussion with the internal auditors on any significant findings and follow-up thereon.
8. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
9. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
10. Reviewing reports furnished by the internal auditors and statutory auditors and ensuring suitable follow-up thereon.
11. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders and creditors, if any.
12. Reviewing the appointment of the Chief Internal Auditor of the Company.
13. Reviewing the Company's financial and risk management policies.
14. Reviewing with the management and the Statutory Auditors anticipated changes in the Accounting Standards.
15. Reviewing the Management Discussion and Analysis of the financial condition and results of operations.
16. Reviewing the statements of significant related party transactions, the financial statements and investments made by the unlisted subsidiary companies.
17. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; and
18. Any other matter referred to by the Board of Directors.

(iv) Meetings and attendances:-

During the year ended 31st March 2014, the composition of the Audit committee and the details of the Meeting attended by the Members thereof were as follows:-

Name of Members	Category	No. of Meetings attended
Shri Jagdish J. Doshi (Chairman)	Non-Executive Independent	4
Shri Ambalal C. Patel (Member)	Non-Executive independent	3
Shri Sanjay C. Ajmera (Member)	Promoter Director	4
Shri Nilesh S Sarvaiya (Member)	*Non-Executive Independent	3

*Appointed as a member on 9th May, 2013

During the financial year 2013 – 14, four Audit Committee Meetings were held on following dates- . 9th May 2013, 12th August 2013, 31st October 2013 and 13th February 2014

Attendance of the Directors during the year is as follows:

Sr. No.	Date of Meeting	Directors Present
1	9th May, 2013	3
2	12th August 2013	3
3	31st October 2013	4
4	13th February 2014	4

2. NOMINATION AND REMUNERATION COMMITTEE

As on 31st March, 2014, the Nomination and Remuneration Committee, comprised of three Non Executive Director, viz, Shri Jagdish Doshi, Shri Ambalal C. Patel and Shri Nilesh Sarvaiya. In compliance with section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014 and revised Clause 49 of the Listing Agreement, the Remuneration Committee was re-constituted as i.e "Nomination and Remuneration Committee" of the Board of Directors of the Company.

The Committee's terms of reference includes

1. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
2. carry on the evaluation of every director's performance;
3. formulation of the criteria for determining qualifications, positive attributes and independence of a director;
4. recommend to the Board a policy, relating to the remuneration of the directors, key managerial



SHREE PRECOATED STEELS LIMITED

- personnel and other employees;
5. formulation of criteria for evaluation of Independent Directors and the Board;
 6. devising a policy on Board diversity; and
 7. any other matter as the Board may decide from time to time.

The erstwhile Remuneration committee had met once i.e on 30th June,2013 and all the Directors of the Committee were present.

3. REMUNERATION POLICY:

The Remuneration policy aims at attracting, retaining and motivating high caliber talent and ensures equity, fairness and consistency in rewarding the employees. The performance of individual, of the function as well as the performance of the Company forms the basis of the Remuneration Policy.

The salary structure of employees comprises of basic salary, perquisites, allowances and performance incentive. The salary involves a balance between fixed and variable pay which reflects the performance objectives of the individual as against the earmarked Key Performance Indicator's and the performance of the Company and the strategic objectives of the Company. The components of total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his individual performances, etc.

Details of remuneration paid to Directors of the Company are as follows:

MANAGING DIRECTORS:

The Nomination and Remuneration Committee comprising of Non-Executive Directors recommends to the Board the remuneration payable to the Managing Director within the overall limits approved by the shareholders.

The remuneration payable to Managing Directors, are decided considering the performance of the Company, his achievements against objectives as set out by the Nomination and Remuneration Committee and approved by the Board. It is also in line with industry standards. A comparative statement showing the remuneration paid by other companies of comparable size is considered by the Committee in deciding the remuneration payable to the Managing Director. His remuneration structure comprises of salary, perquisites, commission, etc. Annual increments are decided by the Nomination and Remuneration Committee and recommended to the Board within the limits mentioned in the contract and as approved by the shareholders. No severance is payable to him on termination of employment.

The erstwhile Remuneration Committee which was constituted in accordance with the Listing Agreement, considered and recommended to the Board of Directors, the remuneration payable to the Managing Directors of the Company within the overall limits approved by the shareholders.

NON EXECUTIVE DIRECTORS:

The Non-Executive Directors are paid remuneration by way of sitting fees.

Your Company benefits immensely from the expertise and invaluable experience of the Non-Executive / Independent Directors in achieving corporate excellence.

Details about Remuneration paid to the Directors for the year 2013-14 are as follows:

Name of Director	Salary	Allowances Fees (Rs.)	Sitting
Shri Ishwarlal S. Ajmera	8,20,788	1,23,000	NIL
Shri Sanjay C. Ajmera	20,71,560	1,35,000	Nil
Shri Dhaval R. Ajmera	15,45,408	1,35,000	NIL
Shri Jagdish J. Doshi	Nil	Nil	40,000
Shri Ambalal C. Patel	Nil	Nil	30,000
Shri Nilesh Sarvaiya	Nil	Nil	35000
Total	4437756	393000	105000

SHAREHOLDING OF DIRECTORS OF COMPANY AS AT 31st MARCH, 2014

Name of Directors	Number of Shares	% of total paid up capital
Mr.Ishwarlal S.Ajmera	3,67,220	0.44
Mr.Sanjay C.Ajmera	16,86,472	2.04
Mr.Dhaval R. Ajmera	1839910	2.22
Mr.Ambalal C.Patel	Nil	Nil
Mr.Jagdish Doshi	Nil	Nil
Mr.Nilesh Sarvaiya	Nil	Nil

- A. No commission or fixed components & performance-linked incentives have been paid to the Non-Executive Directors.
- B. The Company has not yet introduced any stock options for its Directors / Employees.
- C. All the Managing Directors have a contract period of 5 years and either party is entitled to terminate the Contract by giving not less than three months notice in writing to the other party.

No severance fees is payable to any of the Managing Directors/ Whole Time Director.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

During the financial year 2013-14, the nomenclature and terms of reference of Shareholders/Investors Grievance Committee was changed to Stakeholders Relationship Committee pursuant to Section 178 of the Companies Act, 2013.

During the financial year 2013-14, the Committee met four times on 8th April,2013, 7th July, 2013,7th October,2013 and 10th January,2014.

The details as to the composition of the Stakeholders relationship Committee, and the attendance of the members of the Committee during the financial year ended 31st March, 2014 are as follows:

**a. Composition:**

Name of Members	Category	No. of Meetings attended
Shri Jagdish J. Doshi (Chairman)	Non-Executive Independent	4
Shri Ishwarlal S . Ajmera (Member)	Promoter Director Executive Not-Independent	4
Shri Dhaval R . Ajmera (Member)	Promoter Director Executive Not-Independent	4

The Status of Investor's queries handled by the Company and also by the Registrars during the year ended on 31st march 2014 is given below:-

Number of complaints received from the shareholders during April 2013 to March 2014	5
Number of Complaints solved to the satisfaction of the Shareholders as on 31st March, 2014	5
Number of pending complaints / share transfers as on 31st March, 2014	NIL

b. Terms of reference:

The terms of reference for the Stakeholders relationship Committee as on 31st March, 2014 were as follows:

- o To issue duplicate share certificates as and when the requests are received by the Company;
- o To approve the register of members as on the record date(s) and/or book closure date(s) for receiving dividends and other corporate benefits; and
- o To review correspondence with the shareholders vis-à-vis legal cases and take appropriate decisions in that regard.
- o To monitor the implementation and compliance with the company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992.

c. Investors grievance redressal:

There were 5 complaints during the year under review which was duly redressed. There was no outstanding complaint as on March 31, 2014. No requests for transfer and for dematerialization were pending for approval as on March 31, 2014.

The Registrar and Share Transfer Agents, M/s. Sharex Dynamic (India) Private Limited (RTA), attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. Most of the investors' grievances / correspondences are attended within a period of 7 days from the date of receipt of such grievances.

The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving complaints / queries of the shareholders / investors and also takes initiatives for solving critical issues. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.



SHREE PRECOATED STEELS LIMITED

5. SHAREHOLDERS COMMUNICATION

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responds to questions and issues raised in timely and consistent manner. The corporate **website: www.spsl.com** has information for institutional and retail shareholders alike. Shareholders seeking information related to their shareholding may contact the company directly or through the Company's Registrars and Transfer Agents, details of which are available on company's **website. www.spsl.com**. The Company ensures that complaints and suggestions of its shareholders are responded in a timely and consistent manner. A shareholders' reference is provided with this annual report which is quite comprehensive and informative.

Name, Designation & address of Compliance Officer

Ms. Harish Taparia

Compliance Officer
Rehman Building, 2nd Floor, Mezzanin,
24 Veer Nariman Road, Fort, Mumbai – 400 001
Email: investors.spsl@ajmera.com
Tele: (022) -22841777
Fax: (022) -26325902

CODE OF CONDUCT

Pursuant to the amended Clause 49 of the Listing Agreement, the Company has adopted a Code of Conduct for Directors and Senior Management of the Company. The Code, while laying down, in detail, the standards of business conduct, ethics and governance, centers around the given philosophy:

Philosophy:

"Shree Precoated Steels Limited (SPSL) is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each Director, officer and employee is expected to comply with the letter and spirit of this Code.

The directors, officers and employees of the Company must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management."

A Copy of the Code has been put on the Company's **website www.spsl.com**

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them.

DECLARATION BY THE MANAGING DIRECTOR

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct and ethics for the Director and Senior Management in respect of the Financial Year 2013-14.

Sd/-
Sanjay C. Ajmera
Managing Director

Place : Mumbai

Date :12th August, 2014

6. SHAREHOLDERS INFORMATION

A. Means to Communication to shareholders:

- Directors' Report includes the Management Discussion & Analysis Report of the Company.
- The annual, half-yearly and quarterly results are regularly posted by the Company on its **website: www.spsl.com**. These are also submitted to The Bombay Stock Exchange Ltd. (BSE) in accordance with the Listing Agreement.
- Your Company's quarterly, half-yearly and annual financial results are published in The Business Standard (in English) and Apna Mahanagar (in Marathi).
- Shree Precoated Steels Limited communicates corporate financial and product information, online, on its **Website: www.spsl.com**



B. General Body Meetings :

For the year ended on	Date and Time	Venue	No. of Special Resolutions passed
31/03/2013	27th September 2013 at 12.45 p.m.	Activity Hall, Ground Floor, Juhu Vile Parle Gymkahana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400 049.	02
31.03.2012	28th September, 2012 at 5.00 p.m.	Esquire Hall, The Classique Club, Raheja Classique, Andheri Link Road, Andheri (West), Mumbai – 400 053	05
31.03.2011 (18 Months ended)	15th July, 2011 at 11:30 a.m.	Activity Hall, Ground Floor, Juhu Vile Parle Gymkahana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400 049.	03

- All Special Resolutions passed at the Annual General Meeting were passed with requisite majority.
- During the financial year 2013-14, no resolutions were passed by Postal Ballot.

C. Disclosures :

- The particulars of transactions between the Company and its related parties as per the Accounting Standard are set out in Schedule 9 of the Notes to Accounts of the Annual Report. However, these transactions are not likely to have material conflict with the Company's interest.
- No penalties / strictures have been imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.
- The Company has set up Whistle Blower Policy, with an objective to provide employees and Business Associates a Framework and to establish a formal mechanism or process whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication. The Independent Director, Mr. Ambalal C. Patel, is authorized to look after the grievances and ensure the protection of rights of Directors, Employees and Shareholders. The Employees may, where the matters are of grave nature, make Protected Disclosures directly to the Chairman of the Audit Commitment of the Board of Directors of the Company.
- Company has complied with all Mandatory Provisions of Clause 49 of the Listing Agreement.

D. General Information :

- Annual General Meeting :-**
 - Day, Date and Time
 - Venue

Saturday, 27th September, 2014 at 1.00 p.m.
“Activity Hall, Ground Floor, Juhu Vile Parle Gymkahana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400 049.”
- Financial Calendar (Tentative):-**
 - Year Ending
 - Annual General Meeting
 - Board Meeting for considering Un-audited Results of the Company for the Financial Year 2014-15.

31st March, 2015
September, 2015
Within 45 days from the end of the each quarter



SHREE PRECOATED STEELS LIMITED

d. Audited Results of the Company for the Financial Year 2014-15.	Within 60 days from the end of the Financial Year.
3. Book Closure Date	21st September 2014 to 27th September 2014 (both days inclusive)
4. Listing on Stock Exchanges	The Bombay Stock Exchange Ltd. (BSE)
5. a. Stock Code in the Bombay Stock Exchange, Mumbai – (BSE)	533110
b. Demat in ISIN numbers in NSDL & CDSL for Equity Shares	INE No. 318K01017

During the year under review, the Company has paid the Annual Listing fees payable to the Bombay Stock Exchange (BSE) in full.

E. Means of communication:

(i) Quarterly Results:

Quarterly results of the company are published in 'Business Standard' / 'Apna Mahanagar' and are displayed on the Company's website www.spsl.com.

(ii) News Releases, Presentations, etc:

Official news releases and Official Media Releases are sent to the Stock Exchanges.

(iii) Website:

The Company's website: www.spsl.com contains a separate dedicated section 'Investor Relations' where shareholders information is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable form.

(iv) Annual Report:

Annual Report containing, inter alia, Audited Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website www.spsl.com

(v) Corporate Filing and Dissemination System (CFDS):

The CFDS portal jointly owned, managed and maintained by BSE is a single source to view information filed by listed companies. All

disclosures and communications to BSE are filed electronically through the CFDS portal and hard copies of the said disclosures and correspondence are also filed with the Stock Exchanges.

(vi) SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

(viii) Designated Exclusive email-id:

The Company has designated the following email-ids exclusively for investor servicing:

For queries on Annual Report
investors.spsl@ajmera.com

For queries in respect of shares in physical mode
sharexindia@vsnl.com



F. Market Price Data:-

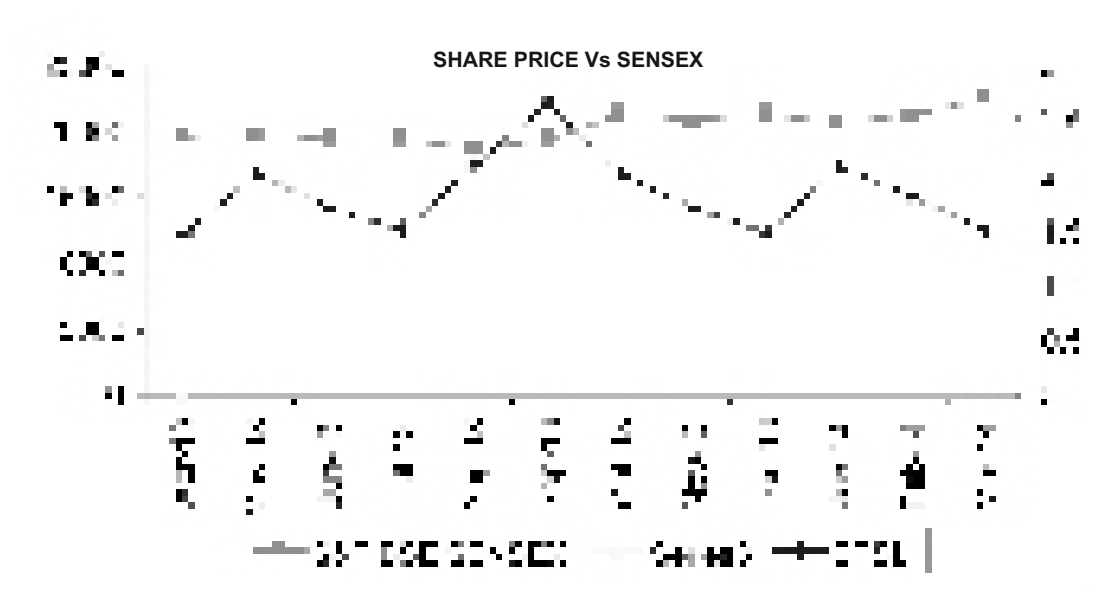
a Monthly Highs / Lows and number of shares traded of the Company in 2013 - 14 on BSE

BSE			
Month	High Price	Low Price	S & P BSE SENSEX (Closing)
Apr-13	2.24	1.45	19504.18
May-13	2.27	1.5	19760.3
Jun-13	2.07	1.62	19395.81
Jul-13	1.84	1.34	19345.7
Aug-13	2.13	1.36	18619.72
Sep-13	2.64	1.9	19379.77
Oct-13	2.9	2.01	21164.52
Nov-13	2.11	1.56	20791.93
Dec-13	1.7	1.34	21170.68
Jan-14	2.07	1.41	20513.85
Feb-14	2.41	1.77	21120.12
Mar-14	1.8	1.38	22386.27

Source: BSE/NSE websites

The closing market price on 31/03/2014 is Rs. 1.50 per equity share on BSE .

b. Graph of Share Price Vs SENSEX



Financial Year 2013 -2014



SHREE PRECOATED STEELS LIMITED

G. Share Transfer Agents

M/s. Sharex Dynamics (India) Pvt. Limited, (STA) are the Share Transfer Agents of the Company. The contact details of STA are given below:

Unit – 1, Luthra Industrial Premises,
Safed Pool, Andheri Kurla Road,
Andheri (E), Mumbai – 400 072
Email: sharexindia@vsnl.com
Tel: 9122 2851 5606 / 9122 2851 5644
Fax: 9122 2851 2885
Website: www.sharexindia.com

H. Share Transfer System (in physical segment)

For administrative convenience and to facilitate speedy approvals, authority has been delegated to the Share Transfer Agents (STA) and also to senior executives to approve share transfers upto specified limits. Share transfers / transmissions approved by the STA and/or the authorized executives are placed at the Board Meeting from time to time.

In case of shares in electronic form, the transfers are processed by NSDL / CDSL through respective Depository Participants.

In case of shares held in physical form, all transfers are completed within 15 days from the date of receipt of complete documents. As at March 31, 2014 there were no Equity Shares pending for transfer. Also, there were no demat requests pending as on March 31, 2014.

The Company obtains from a Company Secretary in Practice, half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

The Company is affecting the share transfer and returning the same within 15 days from the date of receipt, provided the documents are valid and complete in all respects.

I. Distribution of shareholdings

Distribution of shareholdings according to size class as on 31st March, 2014

No. of Shares	Number of shareholders		Shares held in each class	
	Number	%	Number	%
Up to 100	35079	77.97	687693	0.83
101 to 200	2705	6.01	415472	0.50
201 to 500	3200	7.13	1165994	1.41
501 to 1,000	1786	7.97	1460805	1.76
1,001 to 5,000	1680	3.73	3777583	4.56
5,001 to 10,000	264.09	0.59	1909361	2.31
10,001 to 100,000	201	0.45	5024459	6.07
100,001 & above	67	0.15	68356075	82.56
Total	44988	100.00	82798042	100



Distribution of shareholdings across categories as on 31st March, 2014

Sr. No	Category	Percentage %
1.	Promoter Holding	62.891
2.	NRI's /OCB's/FII's	1.280
3.	Institutions & Mutual Funds	0.005
4.	Indian Public	33.781
5.	Private Corporate Bodies	1.831
6.	Clearing Members	0.212
	Total	100

J. Dematerialization of shares:-

As on March 31, 2014, 35371643 equity shares (99.68%) of the total number of shares are in dematerialized form. The Company's shares are compulsorily traded in dematerialized form and are admitted in both the Depositories in India - National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Particulars of Shares	Equity Shares of Rs. 10 each	
	Number	% of total
Dematerialized Form		
NSDL	20034502	24.20
CDSL	62491574	75.47
Sub-Total	82526076	99.67
Physical Form	271966	0.33
TOTAL	82798042	100

As on 31st March, 2014 82526076 (99.67%) of the total number of Shares) are in dematerialized form.



SHREE PRECOATED STEELS LIMITED

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

I hereby certify that :

- a. I have reviewed the financial statements and the cash flow statement for the Financial year 2013 - 14 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws, rules and regulations;
- b. To the best of my knowledge and belief, there are no transactions entered into by the company during the Financial year 2013-14 which are fraudulent, illegal or violative of the companies code of conduct;
- c. I accept responsibility for establishing and maintaining internal controls over financial reporting and that I have evaluated the effectiveness of the Internal Control Systems of the Company and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which I am aware of and the steps I have taken or propose to take to rectify these deficiencies. In my opinion, there are adequate internal controls.
- d. I have indicated to the Auditors and the Audit Committee –
 - Significant changes in internal control over the financial reporting during the Financial year 2013-14
 - Significant changes in accounting policies during the Financial year 2013-14 and that the same have been disclosed in the notes to the financial statements; and
 - There was no fraud of which we have become aware of the management or an employee having a significant role in the company's internal control system.

Place : Mumbai
Date : 12th August, 2014

Sd/-
Sanjay C. Ajmera
Managing Director

CEO Certification

**Auditor's Certificate on Corporate Governance**

To
The Members,
Shree Precoated Steels Limited
Mumbai.

We have examined the records concerning the Company's compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with The Stock Exchange, Mumbai (BSE) for the year ended 31st March, 2014.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. The objective of our examination is to give our opinion on whether the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of Clause 49 of the Listing Agreement entered into by the Company with BSE and NSE. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for examination and the information and explanations given to us by the Company. Based on such examination, in our opinion, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of BSE.

We state that there are no investor's grievances pending against the Company for the period exceeding one month as at 31st March, 2014 as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency with which the management has conducted the affairs of the Company.

For and on behalf of
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS

Place : Mumbai
Dated : 12th August, 2014

Sd/-
RASESH V. PAREKH - PARTNER
Membership No. 38615

Auditors' Certificate On Corporate Governance



SHREE PRECOATED STEELS LIMITED

SECRETARIAL AUDIT REPORT

To
The Board of Directors,
Shree Precoated Steels Limited
Rehman Building, 2nd Floor Mazzanine,
23, Veer Nariman Street, Fort
Mumbai - 400001

We have examined the relevant registers, records and documents of Shree Precoated Steels Limited ("the Company") for the financial year ended on 31st March, 2014 ("the financial year"). Based on our examination and verification of the said registers, records and documents produced to us and according to the information and explanations given to us by the Company and the representations made by the Company and its officers, we report that -

1. The company has, in our opinion, complied with the provisions of the Companies Act, 1956 as also the applicable provisions of the Companies Act, 2013 ("the Act"), the rules made under the Act and the Memorandum and Articles of Association of the Company, with regards to:
 - a) Maintenance of various statutory registers and documents and making necessary entries therein;
 - b) closure of the Register of Members;
 - c) forms, returns, documents and resolutions required to be filed;
 - d) service of documents by the Company on its Members and the Auditors;
 - e) notice of Board meetings and Committee meetings of Directors;
 - f) the meetings of Directors and Committee of Directors including passing of resolution by circulation;
 - g) the 5th Annual General Meeting held on 27th September, 2013;
 - h) minutes of proceedings of General Meetings and of the Board and its Committee Meetings;
 - i) approvals of the Members, the Board of Directors, the Committees of directors and the government authorities, wherever required;
 - j) constitution of Board of Directors/ Committee(s) of Directors, appointment, reappointment of Directors including the Whole-time Director;
 - k) payment of remuneration to Directors ;
 - l) appointment and remuneration of Auditors;
 - m) borrowings and registration, modification and satisfaction of charges wherever applicable;
 - n) investments of the Company's funds including inter corporate loans and investments and loans to others;
 - o) form of the balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule 6 of the Act;
 - p) report of the Board of Directors;
 - q) contracts, common seal, registered office and publication of name of the Company; and
 - r) generally, the other applicable provisions of the ACt and the Rules made under the Act.
2. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interest in other entities.
3. The Directors have complied with disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
4. There was no prosecution initiated and no fines or penalties were imposed during the financial year under the Act, the Securities & Exchange Board of India Act, 1992; the Securities Contracts Regulations Act, 1956; the Depositories Act, 1996; Listing Agreements executed by the Company with the BSE Limited ("the Stock Exchange"); and the Rules, Regulations and Guidelines framed under the said Acts against / on the Company or its Directors and



Officers.

5. The Company has complied with the provisions of the Depositories Act, 1996 and the Bye-laws framed thereunder by the Depositories with regard to dematerialisation / rematerialisation of securities and reconciliation of records of dematerialised securities with all securities issued by the Company.
6. The Company has complied with the the requirements under the Listing Agreements entered into the stock exchange including requirements under Clause 49 of the said agreement relating to Corporate Governance.
7. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997/2011 including the provisions with regard to disclosures and maintenance of records required under the Regulations.
8. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the Regulations.

For **H.P. Sanghvi & Co.**
Company Secretaries

Sd/-
Haresh P.Sanghvi
Proprietor
Membership No. 3675

Place : Mumbai,
Date : 12th August,2014

Secretarial Audit Report



SHREE PRECOATED STEELS LIMITED

AUDITORS' REPORT

**THE MEMBERS,
SHREE PRECOATED STEELS LIMITED,
MUMBAI.**

1. Report on the Financial Statements

We have audited the accompanying financial statements of "SHREE PRECOATED STEELS LIMITED," which comprise the Balance Sheet as at 31st March 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards *referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated September 13, 2013 of the ministry of corporate affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2014;
- in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by section 227(3) of the Act, we report that:

- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the general circular 15/2013 dated September 13, 2013 of the ministry of corporate affairs in respect of section 133 of the Companies Act, 2013.
- on the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For and on behalf of
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 107488W**

Place : Mumbai
Dated : 13th May, 2014

**RASESH V. PAREKH - PARTNER
Membership No. 38615**

Auditors' Report



ANNEXURE REFERRED TO IN PARA 5 OF OUR REPORT OF EVEN DATE

- i. In respect of its Fixed Assets:
- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b. The fixed assets have been physically verified by the Management at reasonable intervals. No material discrepancies were noticed during the course of such verification.
 - c. The disposal of part of fixed assets, in our opinion has not affected the going concern.
- ii. In respect of its inventories:
- a. The physical verification of inventories has been conducted at reasonable intervals by the Management.
 - b. In our opinion and according to the explanations given to us, the procedures for physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - c. In our opinion and according to the explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were observed during the course of physical verification.
- iii. a. The Company has not granted any loans to any entity covered in the register maintained under Section 301 of the Act.
- b. The Company has taken interest free unsecured loans from one promoters companies covered in the register maintained under section 301 of the Act. The maximum amount involved during the year and year end balance of the loans taken from such companies was Rs. 1500.00 lacs.
- c. In our opinion and according to the information and explanations given to us, the terms and conditions on which loan have been taken from companies, firm or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- d. There were no stipulations as to the repayment of the loans taken as the same are repayable on demand.
- iv. In our opinion, and according to the explanations given to us, the Company has adequate internal control systems commensurate with the size of the Company with regard to the purchase of inventory, fixed assets and sale of goods. During the course of our audit no major weakness has been noticed in the internal controls. We have not observed any failure on the part of the Company to correct major weakness in internal control system.
- v. a) Based on the audit procedures applied by us and according to the information and explanations provided to us by the Management, we are of the opinion that the particulars of the contract or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that Section.
- b) According to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 301 of the Act have been made at prices which are reasonable having regard to prevailing market prices at relevant time.
- vi. In our opinion and according to the explanations given to us the Company has not accepted any deposits within the meaning of Section 58A and Section 58AA or any other relevant provisions of the Act and the rules framed there under.
- vii. The Company does not have any formal internal audit system.
- viii. The Central Government has not prescribed maintenance of Cost Records under Section 209 (1) (d) of the Act in respect of activities of the Company. We have broadly reviewed the accounts and records have been made and maintained. We have not, made a detailed examination of the same.
- ix. a. According to the information and explanations given to us the Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, investor education fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues to the extent applicable to it.
- b. In respect of Contingent dues on account of Sales tax, Service tax and Custom duty dues disputed by the Company including liability of the unit vested in to the company pursuant to Demerger and not being paid vis-à-vis forums where such disputes are pending are mentioned below:



SHREE PRECOATED STEELS LIMITED

Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which amount relates	Forum where pending
Service Tax	GTA of Services	22.85	2005 -06	Appeal has been filed in CESTAT.
Service Tax	Cenvat credit on Service Tax	95.84	2006-07 & 2007-08	Appeal has been filed in CESTAT.
Arbitration Award	Damages for non supply of Goods	338.71	2005-06	Mumbai High Court

- x. The Company's accumulated losses are more than 50% of its net worth, however company has not incurred any cash losses in current as well as preceding financial year.
- xi. In our opinion and according to information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holder.
- xii. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a Chit Fund or a Nidhi / Mutual Benefit Society. Therefore, the provisions of clause are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of the clause are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us the Company has not given any guarantees for loans taken by others from banks and institutions
- xvi. Based on the information and explanations given to us by the Management, no term Loans obtained during the year.
- xvii. According to the information and explanation given to us and on overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term investment.
- xviii. The Company has not made any preferential allotment of shares to any of the entities/ persons covered in the register maintained under Section 301 of the Act.
- xix. The Company has not issued any debentures during the year, which required creation of security or charge.
- xx. The company has not raised any money by public issue during the year ended.
- xxi. Based on the audit procedures performed and information and explanations given by the Management, we report that no fraud on or by the Company has been noticed or reported during the year ended.

For and on behalf of
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 107488W

Place : Mumbai
Dated : 13th May, 2014

RASESH V. PAREKH - PARTNER
Membership No. 38615



Balance Sheet as at 31st March 2014

(Rs. in Lacs)

	Notes	As at 31st March 2014	As at 31st March 2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	8279.80	8279.80
(b) Reserves and Surplus	4	(8232.72)	(11275.64)
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	1500.00	5361.44
(b) Other Long term liabilities	6	533.48	1168.12
(c) Long term provisions	7	8.42	4.59
(3) Current Liabilities			
(a) Trade payables	8	543.15	595.84
(b) Other current liabilities	9	8.51	11.73
Total		2640.64	4145.88
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets			
(i) Tangible assets	10	3.60	10.47
(b) Long term loans and advances	11	0.36	0.36
(c) Other non-current assets	12	-	1470.15
(2) Current Assets			
(a) Inventories	13	1554.39	296.94
(b) Trade receivables	14	274.52	480.36
(c) Cash and cash equivalents	15	285.84	44.56
(d) Short-term loans and advances	16	5.98	1368.61
(e) Other current assets	17	515.95	474.43
Total		2640.64	4145.88

Significant Accounting policies and notes to the Financial Statements 2

As per our Audit Report of even date
For and on behalf of

V. PAREKH & ASSOCIATES

Chartered Accountants
Firm Registration No. : 107488W

RASESH V. PAREKH PARTNER
Membership No. 38615

Place : Mumbai
Dated : 13th May, 2014

For and on behalf of Board
ISHWARLAL S. AJMERA - CHAIRMAN & MANAGING DIRECTOR

SANJAY C. AJMERA - MANAGING DIRECTOR

Place : Mumbai
Dated : 13th May, 2014

Balance Sheet



SHREE PRECOATED STEELS LIMITED

Statements of Profit & Loss for the year ended 31st March 2014

(Rs. in Lacs)

	Notes	Year ended 31st March 2014	Year ended 31st March 2013
I. Revenue from operations	18	322.24	551.81
II. Other Income	19	44.09	7.12
III. Total Revenue (I +II)		366.33	558.93
IV. Expenses:			
Purchase of Stock In Trade		440.51	442.40
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(167.46)	(62.89)
Employee benefit expenses	21	49.64	44.48
Financial costs	22	-	0.26
Depreciation and amortization expenses	10	6.87	9.77
Other expenses	23	28.31	30.07
IV. Total Expenses		357.87	464.09
V. Profit before exceptional and extraordinary items and tax	(III - IV)	8.46	94.84
VI. Extraordinary Items		---	---
VII. Profit before extraordinary items and tax (V - VI)		8.46	94.84
VIII. Tax expense:		---	---
(1) Adjustment During the year		---	---
(2) Deferred tax		---	---
IX. Profit for the year from continuing operations		8.46	94.84
X. Extraordinary Items (Refer Note 30)		3,034.47	-
XI. Surplus for the year		3,042.93	94.84
XII. Earning per equity share before extraordinary items and after Tax:			
(1) Basic	24	0.01	0.11
(2) Diluted	24	---	---
Significant Accounting policies and notes to the Financial Statements	2		

As per our Audit Report of even date

For and on behalf of

V. PAREKH & ASSOCIATES

Chartered Accountants

Firm Registration No. : 107488W

RASESH V. PAREKH PARTNER
Membership No. 38615

Place : Mumbai
Dated : 13th May, 2014

For and on behalf of Board
ISHWARLAL S. AJMERA - CHAIRMAN & MANAGING DIRECTOR

SANJAY C. AJMERA - MANAGING DIRECTOR

Place : Mumbai
Dated : 13th May, 2014



Cash Flow Statements for the year ended 31st March 2014

	(Rs. in Lacs)	
	Year ended 31st March 2014	Year ended 31st March 2013
Cash Flow From Operating Activities:		
Profit before tax	8.46	94.84
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/amortisation	6.87	9.77
(Profit) Loss/ on sale of assets	---	---
Interest Expense	---	0.26
Extra Ordinary Items	3034.47	---
Operating Profit before working capital changes	3049.80	104.87
Movements in working capital:		
Increase/(decrease) in trade payables	(52.69)	211.79
Increase/(decrease) in long term provision	3.83	3.20
Increase/(decrease) in Other Long term Liabilities	(634.64)	19.40
Increase/(decrease) in Other Current Liabilities	(3.22)	10.87
Decrease/(increase) in trade receivables	205.83	(276.24)
Decrease/(increase) in inventories	(1257.45)	(296.94)
Decrease/(increase) in Long term loans and advances	-	(0.30)
Decrease/(increase) in short term loans and advances	1362.63	(1190.75)
Decrease/(increase) in other Non current assets	1470.15	109.31
Decrease/(increase) in other current assets	(41.52)	779.98
Cash generated from/(used in) operating activities	4102.72	(524.80)
Direct taxes paid	---	---
Net cash flow from/(used in) operating activities (A)	4102.72	(524.80)
Cash flow from investing activities:		
Proceeds from sale of assets	---	---
Net cash flow from/(used in) investing activities (B)	---	---
Cash flow from financing activities:		
Proceed/(Repayment) of long term borrowings	(3861.44)	554.50
Interest paid	---	(0.26)
Net cash flow from/(used in) financing activities (C)	(3861.44)	554.24
Net increase/(decrease) in cash and cash equivalents (A)+(B)+ (C)	241.28	29.45
Cash and cash equivalents at the beginning of the year	44.56	15.11
Cash and cash equivalents at the end of the year	285.84	44.56

Significant Accounting policies and notes to the Financial Statements

2

As per our Audit Report of even date
For and on behalf of
V. PAREKH & ASSOCIATES
Chartered Accountants
Firm Registration No. : 107488W

RASESH V. PAREKH PARTNER
Membership No. 38615

Place : Mumbai
Dated : 13th May, 2014

For and on behalf of Board
ISHWARLAL S. AJMERA - CHAIRMAN & MANAGING DIRECTOR

SANJAY C. AJMERA - MANAGING DIRECTOR

Place : Mumbai
Dated : 13th May, 2014

Cash Flow Statements



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

Notes to Accounts:

1. Corporate Information

Shree Precoated Steels Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on one stock exchanges in India. The company engaged in the Manufacturing, Processing, Trading of Steel Products and Real Estate business.

2. SIGNIFICANT ACCOUNTING POLICIES:

a Basis of Preparation

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with the general circular 15/2013 dated September 13, 2013 of the ministry of corporate affairs in respect of section 133 of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

b. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these adjustments are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c. Current and Non Current Classification

An asset is classified as current when it satisfies any of the following criteria :

- i. It is expected to be realized/ settled, or is intended for sale or consumption, in the companies normal operating cycle or
- ii. It is held primarily for the purpose of being traded or
- iii. It is expected to be realized/ due to be settled within 12 months after the reporting date or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date or
- v. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets and liabilities are classified as non current

d Tangible Fixed Assets:

Fixed assets, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any .The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from de recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Gains or losses arising from de recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

f. Depreciation and Amortization

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the schedule XIV to the companies Act, 1956, whichever is higher.

Intangible assets are amortized on a straight line basis over the estimated useful economics life

g. Impairment of Tangible and Intangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the



Notes to Financial Statements for the Year ended 31st March, 2014

company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generated units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining net selling price, recent market transaction is taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

h Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must be met before revenue is recognized

Sale of Goods:

Revenue from sale of goods is recognized when all the risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. If the company collects sales taxes and value added taxes (VAT) on behalf of the government and , therefore ,these are not economic benefits flowing to the company . Hence they are excluded from revenue . Exciseduty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from Services:

Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when the services are rendered.

i. Revenue from Real estate projects is recognized when it is reasonably certain that the ultimate collection will be made and that there is buyers commitment to make the complete payment.

Revenue from real estate under development is recognized upon transfer of all significant risks and rewards of ownership of such real estate, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreement, except for the contracts where the company still has obligations to perform substantial acts even after the transfer of all significant risks and rewards. In such cases, the revenue is recognized on percentage of completion method,

when the stage of completion of each project reaches a reasonable level of progress. The revenue is recognized in proportion that the contract cost incurred for work performed up to the reporting date bear to the estimated total contract cost.

ii. Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

iii. Dividend Income

Dividend income is recognized with the company's right to receive dividend is established by the reporting date.

iv. Other Income

Other Income is accounted on accrual basis

i. Foreign currency transactions

Foreign currency transaction are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences

i. Exchange difference arising on a monetary item that, in substance forms part of the company's net investment in a non-integral foreign operation is accumulated in the foreign currency translation reserve until the disposal of the net investment. On the disposal of such net investment, the cumulative amount of the exchange differences which have been deferred and which relates to that investment is recognized as income or as expenses in the same period in which the gain or loss on disposal is recognized.

ii. Exchange difference arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. For this purpose, the



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

company treats a foreign monetary item as "long-term foreign currency monetary items", if it has a term of 12 months or more at the date of its origination.

iii. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Translation Difference Account" and amortized over the remaining life of the concerned monetary item.

iv. All other exchange differences are recognized as income or as expenses in the period in which they arise.

j. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates two defined benefit plans for its employee, viz., gratuity and post employment medical benefit liability. The costs of providing benefits under these plans are determined on the basis actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short – term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave excepted to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

k. Income Taxes

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax

jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

In the situation where the company is entitled to a tax holiday under the income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdiction where it operates, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which after the tax holiday is recognized in the year in which the timing differences originate. However, the restrict recognition of deferred tax assets to the extent that it has become reasonable certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax can be realized. For recognition of deferred taxes, the timing difference which originates first is considered to reverse first.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognized unrecognized deferred asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that is no longer reasonably certain or virtually



Notes to Financial Statements for the Year ended 31st March, 2014

certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such written-down is reserved to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specific period, i. e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognize MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

i. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right issue, share split, and reserve share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

m. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined

based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

n. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

o. Cash and cash equivalents

Cash and cash equivalent for the purposes of cash flow statement comprises cash at bank and in hand and short-term investments with an original maturity of three months or less.



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

(Rs. in Lacs)

	As at 31st March 2014		As at 31st March 2013	
3 : SHARE CAPITAL				
<u>AUTHORISED</u>				
8,50,00,000 (Previous year 8,50,00,000) Equity Shares of Rs. 10/- each		8,500.00		8,500.00
		8,500.00		8,500.00
Issued, subscribed and fully paid up				
8,27,98,042 (Previous Year 8,27,98,042) Equity Shares of Rs.10/- each fully paid up.		8,279.80		8,279.80
		8,279.80		8,279.80
a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period				
Equity shares	Nos.	Rs. in lacs	Nos.	Rs. in lacs
At the beginning of the year	82,798,042	8,279.80	82,798,042	8,279.80
Issued during the year - Bonus	-	-	-	-
Issued during the year - ESOP	-	-	-	-
Outstanding at the end of the year	82,798,042	8,279.80	82,798,042	8,279.80
b. Term/rights attached to equity shares				
The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
During the year ended 31st March, 2014, the amount of per share dividend recognised as distributions to equity shareholders was Rs. NIL (Previous year Rs. NIL).				
c. Aggregate numbers of bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:				
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium.		Nil		Nil
Equity shares allotted as fully paid-up pursuant to contracts for considerations other than cash.		Nil		Nil
Equity shares bought back by the company		Nil		Nil



Notes to Financial Statements for the Year ended 31st March, 2014

	As at 31st March 2014		As at 31st March 2013	
For the period of five years starting from preceding date Share issued for consideration other than cash:				
F.Y. 2013-2014				NIL
F.Y. 2012-2013				NIL
F.Y. 2011-2012				NIL
F.Y. 2009-2011				NIL
F.Y. 2008-2009 **				8,27,88,042
**During F.Y. 2008-2009 the company has issued total 8,27,88,042 shares (PY NIL) pursuant to the Demerger Scheme of Steel division from Ajmera Realty & Infra India Limited.				
d. Details of shareholders holding more than 5% shares in the company				
Equity shares of Rs. 10 each fully paid	Nos.	%	Nos.	%
Ajmera Water N Amusement Park Private Limited	5,833,333	7.05	5,833,333	7.05
As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.				
4. Reserves and Surplus :				
Capital Reserve				
Balance as per last financial statements		30.00		30.00
Less: amount transferred to the statement of profit and loss as reduction from depreciation		-		-
Closing Balance		30.00		30.00
General reserve				
Balance as per last financial statements		6,303.51		6,303.51
Closing Balance		6,303.51		6,303.51
Surplus/(deficit) in the statement of profit and loss				
Balance as per last financial statements	(A)	(17,609.15)		(17,703.99)
Add: Surplus for the Year	(B)	3,042.93		94.84
Closing Balance	(A+B)	(14,566.22)		(17,609.15)
Total Reserves and Surplus		(8,232.72)		(11,275.64)



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

	As at 31st March 2014	As at 31st March 2013
5 Long term borrowings		
From Corporate Bodies	1,500.00	661.44
Others	-	4,700.00
Total	1,500.00	5361.44
The above amount includes		
Secured borrowings	1,500.00	5,340.58
Unsecured borrowings	-	20.86
Total Amount	1,500.00	5361.44
The Company borrowed term loan aggregating to Rs. 1500 lacs (Previous year Rs. 5340.58 Lacs) by secured against company's moveable properties, Book Debts and receivables.		
6 Other long term liability		
Others	300.99	297.02
Advance from customers	232.49	871.10
Total	533.48	1,168.12
7 Long term Provisions		
Provisions for employee benefits		
Provision for gratuity	3.30	1.88
Provision for leave benefits	5.12	2.71
Total	8.42	4.59
8 Trade Payables		
Trade payables (including acceptance)		
Due to micro and small enterprises (Refer note no: 29)	-	-
Others	543.15	595.84
Total	543.15	595.84
9 Other Current Liabilities		
Others		
Provision for Wealth Tax	-	0.91
Provision for Bonus	-	2.93
Others	8.51	8.61
Total	8.51	11.73



Notes to Financial Statements for the Year ended 31st March, 2014

Note No.10 Tangible Assets

Sr. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As on 1-Apr-13	Additions	Deductions during the Year	As on 31-Mar-14	Dep. On 1-Apr-13	For the Year	On Deletion	Upto 31-Mar-14	As at 31-Mar-14	As at 31-Mar-13
1	Land	3.45	-	-	3.45	-	-	-	-	3.45	3.45
2	Building	-	-	-	-	-	-	-	-	-	-
3	Vehicles	112.93	-	-	112.93	105.91	6.87	-	112.78	0.15	7.02
	TOTAL	116.38	-	-	116.38	105.91	6.87	-	112.78	3.60	10.47
	Previous Year	116.38	-	-	116.38	96.14	9.77	-	105.91	10.47	20.24

Note No.10 (a) for Intangible Assets

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As on 1-Apr-13	Additions	Deductions during the Year	As on 31-Mar-14	Dep. On 1-Apr-13	For the Year	On Deletion	Upto 31-Mar-14	As at 31-Mar-14	As at 31-Mar-13
Intangible Assets	-	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-	-	-	-	-

Notes To Financial Statements



Notes to Financial Statements for the Year ended 31st March, 2014

PREVIOUS YEAR
Note No.10 (a) for Intangible Assets

	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As on 1-Apr-12	Additions	Deductions during the Year	As on 31-Mar-13	Dep. On 1-Apr-12	For the Year	On Deletion	Upto 31-Mar-13	As at 31-Mar-12
1	Land	3.45	-	-	3.45	-	-	-	-	3.45
2	Building	-	-	-	-	-	-	-	-	-
3	Vehicles	112.93	-	-	112.93	96.14	9.77	105.91	16.79	7.02
	TOTAL	116.38	-	-	116.38	96.14	9.77	105.91	20.24	10.47
	Previous Year	197.76	-	81.38	116.38	107.32	11.01	96.14	90.44	20.24

Note No.10 (a) for Intangible Assets

	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As on 1-Apr-12	Additions	Deductions during the Year	As on 31-Mar-13	Dep. On 1-Apr-12	For the Year	On Deletion	Upto 31-Mar-13	As at 31-Mar-12
	Intangible Assets	-	-	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-	-



Notes to Financial Statements for the Year ended 31st March, 2014

(Rs. in Lacs)

	As at 31st March 2014	As at 31st March 2013
11. Long term loans and advances		
Security deposits		
Secured, considered good	-	-
unsecured, considered good	0.36	0.36
Doubtful	-	-
	<u>0.36</u>	<u>0.36</u>
Provision for doubtful advances	-	-
Total	<u>0.36</u>	<u>0.36</u>
12. Other non current assets	-	1,470.15
Total	<u>-</u>	<u>1,470.15</u>
13 Inventories:(Valued at lower of Cost and net realisable value)		
Stock in Trade	230.35	62.89
Work in Progress:		
Opening	234.05	-
Add: Additions during the year	1,089.99	234.05
Total	<u>1554.39</u>	<u>296.94</u>
14. Trade receivables		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Secured, considered good	274.52	480.36
Unsecured, considered good	-	78.12
Doubtful	-	-
	<u>274.52</u>	<u>558.48</u>
Provisions for doubtful receivables	-	78.12
Total	<u>274.52</u>	<u>480.36</u>
15. Cash and cash equivalent		
Balance with banks:		
On current accounts	284.59	44.08
Cash on Hand	1.25	0.48
Total	<u>285.84</u>	<u>44.56</u>
16. Short term loans and advances		
Unsecured, considered good:		
Advances to related parties for purchases of Flats	-	1,193.11
(A)	<u>-</u>	<u>1,193.11</u>
Other loans and advances		
Advance income tax (net of provision for taxation)	5.98	175.50
Prepaid expenses	-	-
(B)	<u>5.98</u>	<u>175.50</u>
Total	<u>(A)+(B) 5.98</u>	<u>1,368.61</u>
17. Other current assets:		
Advance to Suppliers:(Unsecured)	197.75	198.77
Doubtful	-	65.12
	<u>197.75</u>	<u>263.89</u>
Less: Provision for Doubtful advances	-	65.12
	<u>197.75</u>	<u>198.77</u>
Other Current Assets	318.21	275.66
Total	<u>515.95</u>	<u>474.43</u>

Notes To Financial Statements



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

	(Rs. in Lacs)	
	Year ended 31st March 2014	Year ended 31st March 2013
18. Revenue from operations		
Sales of products		
Sales of Flats	322.24	416.38
Other operating revenue		
Others	-	135.43
Revenue from operations	322.24	551.81
19. Other Income		
Profit on Sale of Fixed Assets	-	-
Interest income on		
Bank deposits	0.33	0.11
Others	43.76	7.01
	44.09	7.12
20. Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Stock in Trade at the beginning of the Year	62.89	-
Stock in Trade at the end of the Year	230.35	62.89
(Increase)/Decrease in Stock in Trade	(167.46)	(62.89)
21. Employee benefit expenses		
Salaries, wages and bonus	47.91	42.48
Gratuity expense	1.42	1.43
Staff welfare expenses	0.31	0.57
	49.64	44.48
22. Financial costs		
Interest	-	0.01
Bank charges	-	0.25
	-	0.26



Notes to Financial Statements for the Year ended 31st March, 2014

(Rs. in Lacs)

	Year ended 31st March 2014	Year ended 31st March 2013
23 Other Expenses		
Repairs and Maintenance - Others	-	0.02
Advertising and sales promotions	0.45	0.47
Travelling and Conveyance	1.49	0.27
Payment to Auditors	0.50	0.50
Miscellaneous Expenses	0.82	6.21
Communication Expenses	0.88	0.87
Legal & Professional Fees	11.89	3.48
Vehicle Expenses	-	1.72
Share Transfer & Mailing Expenses	2.72	-
Listing Fees	1.10	5.23
Membership and Subscription	2.34	1.90
Postage & Courier	2.82	4.25
Printing & Stationery expenses	2.31	4.45
Board Meeting Fees	1.00	0.70
	28.31	30.07
Payment to auditor		
As auditor:		
Audit fee	0.25	0.25
Tax audit fee	0.15	0.15
In other capacity:		
Other services(certification fees)	0.10	0.10
	0.50	0.50
24 Earning per share (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations.		
Profit after tax (A)	846324	9483862
No.of outstanding equity share (B)	82798042	82798042
Earning per share (EPS) (A)/(B)	0.01	0.11

Notes To Financial Statements



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

25. Employee Benefit

Consequent to Revised Accounting Standards 15 (AS-15) "Employee Benefits" read with guidance note on implementation of AS-15 issued by Institute of Chartered Accountants of India, effective from April 1,2007, the company has reviewed and revised its accounting policy in respect of employee benefits.

Sr. No.	Particulars	Amount in Rs. as on 31.03.2014		
		Gratuity unfunded	Leave Salary unfunded	Total
[I]	Reconciliation in Present Value of Obligation (PVO) - defined benefits			
	Current Service Cost	1,32,625	1,81,359	3,13,984
	Interest Cost	1,24,038	1,61,882	2,85,920
	Actuarial (gain)/ losses	15,060	21,715	36,775
	Benefits Paid	3,997	8,134	12,131
	Past service cost	(5,812)	37,042	31,230
	PVO at the beginning of the year	14,541	8,465	23,006
	PVO at end of the year	-	-	-
		1,88,253	2,71,437	4,59,690
		45,677	92,956	1,38,633
		3,30,126	5,11,553	8,41,679
		1,88,253	2,71,437	4,59,690
[II]	Change in fair value of plan assets :	-	-	-
	Expected Return on plan assets	-	-	-
	Actuarial (gain)/ losses	-	-	-
	Contribution by employers	-	-	-
	Benefits Paid	-	-	-
	Fair value of plan assets at the beginning of the year	-	-	-
	Fair value of plan assets at end of the year	-	-	-
[III]	Reconciliation of PVO and fair value of plan assets :			
	PVO at end of year	3,30,126	5,11,553	8,41,679
	Fair value of plan assets at end of the year	1,88,253	2,71,437	4,59,690
	Funded status	NIL	NIL	NIL
	Unrecognised actuarial (gain)/ losses	NIL	NIL	NIL
	Net assets/(liability) recognised in the balance sheet	(3,30,126)	(5,11,553)	8,41,679
		(1,88,253)	(2,71,437)	(4,59,690)



Notes to Financial Statements for the Year ended 31st March, 2014

Sr. No.	Particulars	Amount in Rs. as on 31.03.2014		
		Gratuity unfunded	Leave Salary unfunded	Total
[IV]	Net cost for the year ended March 31, 2014 :			
	Current Service Cost	1,32,625	1,81,359	3,13,984
		1,24,038	1,61,882	2,85,920
	Interest Cost	15,060	21,715	36,775
		3,997	8,134	12,131
	Expected Return on plan assets	NIL	NIL	NIL
		NIL	NIL	NIL
	Actuarial (gain)/ losses	(5,812)	37,042	31,230
		14,541	8,465	23,006
	Net Cost	1,41,873	2,40,116	3,81,989
		1,88,253	2,71,437	4,59,690
[V]	Category of assets as at March 31, 2014	-	-	--
[VI]	Actual return of plan assets	-	-	--
[VII]	Assumption used in accounting for the Gratuity & Leave Salary plan:			
	Discount rate (%)	9%	9%	
		8%	8%	
	Salary escalation rate(%)	8%	8%	
		7.5%	7.5%	
	Expected amount of return on plan assets	--	--	

Figures in Bold represents current financial year & others represents for previous year.



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

26. Segment Information:

The Company primarily deals in the business of Real Estate and hence there is no Primary reportable segment in the context of Accounting Standard – 17 issued by Institute of Chartered Accountants of India (ICAI).

27. Related Party Disclosures:

The related party and relationships, as identified by the Management and relied upon by the Auditors, with whom transactions have taken place during the year ended are :

a. List of related parties and their relationship:

Name of the Party	Relationship
A.G. Estate Private Limited	Associate
Ajmera Cement Private Limited	Associate
Ajmera Realty & Infra India Ltd.	Associate
Ajmera Housing Corporation Bangalore	Associate
Ajmera Housing Corporation	Associate
Ajmera Steel Strips Limited	Associate
Ajmera Water N Amusement Park Private Limited	Associate
Bombay Freezco Private Limited	Associate
Jolly Brothers Private Limited	Associate
Vijay Nagar Appartment	Associate
Rushabh Investments Pvt. Ltd.	Associate
Yogi Nagar Vasahat Private Limited	Associate
Four Brothers	Associate
Nilkanth Tech Park Private Limited	Associate

b. Directors and their relatives :

Name of the Party	Relationship
Shri Rajnikant S. Ajmera	Relative
Shri Rajnikant S. Ajmera – HUF	Relative
Shri Ishwarlal S. Ajmera	Chairman & Managing Director
Shri Ishwarlal S. Ajmera – HUF	Relative
Shri Sanjay C Ajmera	Managing Director
Late Shri Bhogilal S. Ajmera	Relative
Shri Natwarlal S. Ajmera	Relative
Shri Shashikant S. Ajmera	Relative
Late Shri Surendra I. Ajmera	Relative
Shri. Manoj I. Ajmera	Relative
Shri. Jayant I. Ajmera	Relative
Shri. Atul C. Ajmera	Relative
Smt. Bharati R. Ajmera	Relative
Shri. Dhaval R. Ajmera	Director



Notes to Financial Statements for the Year ended 31st March, 2014

c. Related Party Transactions:

(Rs. in Lacs)

Transactions	Associates/ Subsidiary	Directors and Relatives	Key Management Personnel	Year ended 31.03.2014 Balances
Finance received / (repaid) in form of loans	838.56 (4145.50)	NIL NIL	NIL NIL	1500.00 661.44

Note : Bold figures represents for Current Year

d. Disclosure in respect of material transactions with related parties

(Rs. in Lacs)

Nature of Transaction	Related Parties	Year ended on 31 .03. 2014	Year ended on 31.03.2013
Finance received / (repaid) in form of Loans	- Ajmera Cements Private Limited	859.42	(2045.50)
	- Sankalp Holdings Pvt. Ltd.	(15.00)	(2100.00)
	- Bombay Freezco Private. Limited.	(5.86)	
Advance paid (received) for purchase of Flats.	- Yogi Developers Corporation	(199.88)	199.88
	- Vijay Nagar Corporation	(593.23)	593.23
	- Ajmera Housing Corporation - Bangalore	(235.00)	235.00

28. Contingent Liabilities

Contingent Liabilities not provided for in respect of :

Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which Amount relates	Forum where pending
Service Tax	GTA of Services	22.85	2005 -06	Appeal has been filed in CESTAT.
Service Tax	Cenvat credit on Service Tax	95.84	2006-07 & 2007-08	Appeal has been filed in CESTAT.
Arbitration Award	Damages for non Supply of goods	338.71	2005-06	Mumbai High Court

29. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

There are no delays in payment to Micro and Small enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The above information and that given in Note No. 8 regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.



SHREE PRECOATED STEELS LIMITED

Notes to Financial Statements for the Year ended 31st March, 2014

30. Extra Ordinary items:

During the year company has written back old liability which is not payable amounting to Rs 4700 lacs and the company has also written off Rs 1665.53 lacs lying as sundry balances/ export receivables, as the same is not likely to materialise. The net balance amounting to Rs 3034.47 lacs has been adjusted as extraordinary items in Profit & Loss account

31. Taxation

a) During the year, the Company has not made any provision for Income Tax including Minimum Alternate (MAT) on account of accumulated losses as per Income Tax Act as well as under Companies Act.

b) The Company has, on account of substantial unabsorbed depreciation and Business Loss as per Income Tax Act 1961. However, as a prudent policy, the said Deferred Tax Asset has not been recognized, which is in accordance with the Accounting Standard 22.

32. Value of Import Calculated on CIF Basis: - NIL-

33. Earnings & Expenditure in Foreign Currency (accrual basis): - NIL-

34. Imported and indigenous raw materials, components and spare parts consumed: - NIL-

35. Regrouping of Previous Year Figures.

The company has reclassified/regrouped/rearranged previous year figures to conform to this year's classification/regrouping/rearrangement.

36. The balances in Debtors, Creditors, bank balances and advance accounts are subject to confirmation and reconciliation if any. However, as per the management opinion no material impact on financial statements out of such reconciliation is anticipated.

As per our Audit Report of even date
For and on behalf of
V. PAREKH & ASSOCIATES
Chartered Accountants
Firm Registration No. : 107488W

RASESH V. PAREKH PARTNER
Membership No. 38615

Place : Mumbai
Dated : 13th May, 2014

For and on behalf of Board
ISHWARLAL S. AJMERA - CHAIRMAN & MANAGING DIRECTOR

SANJAY C. AJMERA - MANAGING DIRECTOR

Place : Mumbai
Dated : 13th May, 2014



Form No. SH-13 Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

Shree Precoated Steels Limited
Rehman Building, 2nd Flr. Mezzanine,
24 Veer Nriman Road, Fort,
Mumbai-400 001

I/We _____
the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No	No. of Securities	Certificates No	Distinctive No.

2) PARTICULARS OF NOMINEE/S —

- (a) Name:
 (b) Date of Birth:
 (c) Father's/Mother's/Spouse's name:
 (d) Occupation:
 (e) Nationality:
 (f) Address:
 (g) E-mail id:
 (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
 (b) Date of attaining majority:
 (c) Name of guardian:
 (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signature: _____

Witness with name and address: _____

TEAR HERE

Nomination Form



SHREE PRECOATED STEELS LIMITED

CIN: L70109MH2007PLC174206

REGISTERED OFFICE : Rehman Building, 2nd Flr. Mezzanine, 24 Veer Nriman Road, Fort, Mumbai-400 001

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP ID*		Folio No.	
Client ID*		No. of shares	

Name and Address of the Shareholder

I hereby record my presence at the 6th Annual General Meeting of the Company held on Saturday, 27th September, 2014 at 1:00 p.m at Activity Hall, Ground Floor, Juhu Gymkhana Club, J. V. P. D Scheme, Vile Parle (W), Mumbai - 400049.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder/Proxy.

Note : Please cut here and bring the above Attendance Slip to the Meeting

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

SHREE PRECOATED STEELS LIMITED

CIN: L70109MH2007PLC174206

REGISTERED OFFICE : Rehman Building, 2nd Flr. Mezzanine, 24 Veer Nriman Road, Fort, Mumbai-400 001

I/We, being the Member(s), of _____ shares of the SHREE PRECOATED STEELS LIMITED hereby appoint

- 1) _____ of _____ having email id _____ of failing him/her
 2) _____ of _____ having email id _____ of failing him/her
 3) _____ of _____ having email id _____.

Name of the Member(s)		E-mail ID	
Registered Address		Folio No/Client No*	
		DP ID*	

And whose signature(s) are appended below as as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on 27th September, 2014 at 1.00 p.m at Activity Hall, Ground Floor, Juhu Gymkhana Club, J. V. P. D Scheme, Vile Parle (W), Mumbai-400049 and at any adjournment thereof in respect of such resolutions as are indicated below:-

** I wish my above proxy to vote as indicated in the box below:

Resolution	For	Against
1. Consider and adopt Audited Financial statement of company for FY ended 2013-14		
2. Re-appointment of Shri Sanjay C Ajmera who retires by rotation		
3. Re-appointment of Statutory Auditors and fixing their remuneration		
4. Appointment of Smt Aarti Ramani, as an Independent Director		
5. Appointment of Mr. Ambalal C Patel, as an Independent Director		
6. Appointment of Mr. Nilesh Sarvaiya, as an Independent Director		
7. Appointment of Mr. Jagdish J. Doshi, as an Independent Director		
8. Approval of payment of remuneration to Mr. Ishwarlal S. Ajmera - Chairman and Managing Director		
9. Approval of payment of remuneration to Mr. Dhaval R. Ajmera - Director		
10. Approval of Borrowing power pursuant to section 180(1) (c) of the Companies Act 2013		
11. Approval of creation of mortgage, pursuant to section 180(1) (a) of the Companies Act 2013		

Attendance Slip & Proxy



SHREE PRECOATED STEELS LIMITED

Attendance Slip & Proxy

Signed this Day of 2014

Revenue Stamp

Signature of Shareholder(s) _____

Signature of Proxy holder(s) (1) _____ (2) _____ (3) _____

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not to be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- (6) ** It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



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REGISTERED POST/ COURIER

STAMP

If undelivered please return to:

Sharex Dynamic (India) Pvt Ltd.
Unit: SHREE PRECOATED STEELS LTD.
Unit No. 1, Luthra Industrial Premises,
Andheri Kurla Road, Safed Pool, Sakinaka,
Andheri (East), Mumbai - 400072.