



**SHREE PRECOATED STEELS LIMITED**

**7<sup>th</sup>**

**ANNUAL REPORT  
2014-15**



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## OBITUARY



### **SHRI ISHWARLAL S. AJMERA**

Chairman & Managing Director  
30<sup>th</sup> October, 1925 - 9<sup>th</sup> August, 2015

*It is with deep sorrow that we mourn the sad demise of our Chairman Shri Ishwarlal S. Ajmera, who left for his heavenly abode on 9th August, 2015. As the Chairman of your Company he contributed immensely towards building a strong foundation for the Company, and ensured the Company's ability to maximize returns for its stakeholders.*



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

|                                       |  |
|---------------------------------------|--|
| <b>*Late Shri Ishwarlal S. Ajmera</b> | - <i>Chairman and Managing Director</i>        |
| <b>Shri Sanjay C. Ajmera</b>          | - <i>Managing Director</i>                     |
| <b>Shri Dhaval R. Ajmera</b>          | - <i>Director - Operations &amp; Marketing</i> |
| <b>Shri Jagdish J. Doshi</b>          | - <i>Independent Director</i>                  |
| <b>Shri Ambalal C. Patel</b>          | - <i>Independent Director</i>                  |
| <b>Shri Nilesh H. Sarvaiya</b>        | - <i>Independent Director</i>                  |
| <b>Smt. Aarti M. Ramani</b>           | - <i>Independent Director</i>                  |

\* Ceased to be Chairman & Managing Director w.e.f. 9<sup>th</sup> August, 2015.

### CHIEF FINANCIAL OFFICER

Mr. Keshav Kunder

### COMPLIANCE OFFICER

Mr. Harish Taparia

### AUDITORS

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

### REGISTERED OFFICE

Rehman Building, 2nd Floor Mezzanine,  
24 Veer Nariman Road, Fort, Mumbai-400 001  
Tel.: 022 22841 777, Fax: 022 22044785  
Email: investors.spsl@ajmera.com  
Website: www.spsl.com

### CORPORATE IDENTITY NUMBER (CIN)

L70109MH2007PLC174206

### REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited  
Unit No. 1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri (East), Mumbai-400 07  
Tel: 022 28515606, Fax: 022 28512885  
Email: sharexindia@vsnl.com

### SEVENTH ANNUAL GENERAL MEETING

|       |  |
|-------|--|
| Date  | : 25th September, 2015   |
| Day   | : Friday   |
| Time  | : 1:00 p.m.  |
| Place | : Activity Hall, Ground Floor,<br>Juhu Vile Parle Gymkhana Club,<br>N. S. Road, JVPD Scheme,<br>Vile Parle (W)<br>Mumbai-400 049 |



## **NOTICE**

**NOTICE** is hereby given that the Seventh Annual General Meeting of the Shareholders of Shree Precoated Steels Limited will be held on Friday, 25th September, 2015 at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N.S Road, JVPD Scheme, Vile Parle (West), Mumbai - 400049 at 1.00 P.M. 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, 2015, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a director in place of Mr. Dhaval R. Ajmera (DIN: 00012504) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor and to fix their remuneration and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** in furtherance to the resolution passed in the Sixth Annual General Meeting held on September 27, 2014 appointing M/s V. Parekh & Associates, Chartered Accountants (Firm Registration Number 107488W) as the Statutory Auditors to hold office from the conclusion of the Sixth Annual General Meeting until the conclusion of the Eleventh Annual General Meeting and in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder, the appointment be and is hereby ratified from the conclusion of this Annual General Meeting (Subject to ratification of their appointment at every Annual General Meeting) until the conclusion of the Eleventh Annual General Meeting at such remuneration as may be recommended by the Audit Committee to the Board of Directors.”

By order of the Board of Directors  
For **SHREE PRECOATED STEELS LIMITED**

Place: Mumbai  
Date: 23rd July, 2015

**SANJAY C. AJMERA**  
**MANAGING DIRECTOR**  
(DIN: 00012496)

CIN:L70109MH2007PLC174206  
Registered Office:  
Rehman Building, 2nd Floor Mezzanine,  
24, Veer Nariman Road, Fort,  
Mumbai - 400 001  
Email id: investors.spsl@ajmera.com  
Website: www.spsl.com  
Tel.: 022 22841 777, Fax: 022 22044785

### **NOTE:**

- I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
- II. The particulars of Directors proposed to be reappointed, as required under Clause 49 of the listing agreement is annexed hereto.
- III. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2015 till Friday, 25th September, 2015 (both days inclusive) for Annual General Meeting.
- IV. Members / proxy are requested to bring a copy of Annual Report and attendance slip to the meeting.
- V. Members who hold shares in the dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.
- VI. The physical copies of notice of Seventh Annual General Meeting and the Annual Report 2014-15 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 4.00 pm except on holidays, upto the date of the Annual General Meeting of the Company.
- VII. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

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## SHREE PRECOATED STEELS LIMITED

### INSTRUCTIONS FOR E-VOTING

- a. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. The e-voting period will begin on 22nd September, 2015 at 9:00 a.m and end on 24th September, 2015 at 5:00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- e. The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- f. Click on Shareholders tab.
- g. Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- h. Next enter the Image Verification as displayed and Click on Login.
- i. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- j. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |   |
|--|---|
| <b>PAN</b>   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| <b>DOB</b>   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| <b>Dividend Bank Details</b>                               | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above in instruction (g)</li> </ul>   |

- k. After entering these details appropriately, click on “SUBMIT” tab.
- l. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- m. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- n. Click on the EVSN for the relevant **Shree Precoated Steels Limited** on which you choose to vote.
- o. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- p. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- q. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- r. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- s. You can also take out print of the voting done by you, by clicking on “Click here to print” option on the Voting page.
- t. If Demat account holder has forgotten the same password then Enter the User ID and the image



- verification code and click on Forgot Password & enter the details as prompted by the system.
- u. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and the Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- VIII The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off-date of 18th September, 2015.
- IX. The Company shall be making arrangements for the members to cast their votes in respect to the businesses either through electronic voting system or through poll, for members attending the meeting who have not cast their vote by remote voting.
- X. Mr. Haresh P Sanghvi, Practicing Company Secretary (Membership No. 2259) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make ‘not later than three days of conclusion of the meeting’ a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 5:00 PM, September 28, 2015.
- XII. The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website [www.spsl.com](http://www.spsl.com) and on the website of CDSL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.
- XIII Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at [investors.spsl@ajmera.com](mailto:investors.spsl@ajmera.com) atleast 7 days before the 7th Annual General Meeting.
- XIV Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company’s Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited.
- XV Members may also note that the Annual Report for FY 2014-15 will also be available on the Company’s website [www.spsl.com](http://www.spsl.com) for their download.
- XVI Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
- XVII The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/ Company.
- XVIII Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Sharex Dynamic (India) Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

By order of the Board of Directors  
For **SHREE PRECOATED STEELS LIMITED**

Place: Mumbai  
Date: 23rd July, 2015

**SANJAY C. AJMERA**  
**MANAGING DIRECTOR**  
(DIN: 00012496)

CIN:L70109MH2007PLC174206  
Registered Office:  
Rehman Building, 2nd Floor Mezzanine,  
24, Veer Nariman Road, Fort,  
Mumbai - 400 001  
Email id: [investors.spsl@ajmera.com](mailto:investors.spsl@ajmera.com)  
Tel.: 022 22841 777, Fax: 022 22044785

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**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT  
AT THE ANNUAL GENERAL MEETING**

(Pursuant to Clause 49 of the Listing Agreement)

|           |   |   |
|-----------|---|---|
| <b>A.</b> | <b>Name</b>   | <b>Shri Dhaval R. Ajmera</b>  |
|           | Date of Birth   | 22nd August, 1980   |
|           | Date of Appointment   | 24th April, 2012  |
|           | Expertise in specific functional area   | He has been recognized as a youngest entrepreneur in the real estate market. He has been handling the marketing strategies and branding of Ajmera Group. He is now in charge of Company's Marketing and Branding of the entire Group. |
|           | Qualifications  | M.B.A from Cadiff University  |
|           | Listed / Unlisted Public Companies in which outside Directorship held as on 23rd July, 2015 | - Prayosha Financing & Construction Company Limited<br>- Ajmera Clean Green Energy Limited<br>- Prudential Leasing Limited  |
|           | Chairmanships / Memberships of Committees of other Public companies                         |   |
|           | i. Audit Committee  | Nil   |
|           | ii. Stakeholders Relationship Committee   | Nil   |
|           | iii. Nomination and Remuneration Committee  | Nil   |
|           | Number of shares held in the Company  | 18,39,910   |

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.





## **DIRECTORS' REPORT AND MANAGEMENT DISCUSSION ANALYSIS**

To,

**The Members**

**SHREE PRECOATED STEELS LIMITED**

Your Directors have pleasure in presenting the Seventh Annual Report with the Audited Annual Accounts of the Company for the year ending 31st March, 2015.

### **FINANCIAL HIGHLIGHTS:**

The financial highlights of the Company for the year ended 31st March, 2015 as compared to the previous Financial Year are given below:

|  | (₹ in lakhs)      |                  |
|--|-------------------|------------------|
| <b>Particulars</b>   | <b>2014-2015</b>  | <b>2013-2014</b> |
| Revenue from Operations (net)  | <b>2612.31</b>    | 366.33           |
| EBIDTA   | <b>547.66</b>     | 15.33            |
| Less: Finance costs  | <b>0.89</b>       | -                |
| Less: Depreciation   | <b>3.58</b>       | 6.87             |
| Profit before Exceptional / Extra ordinary Items & Tax                       | <b>543.19</b>     | 8.46             |
| Exceptional / Extra ordinary Items   | <b>650.08</b>     | 3034.47          |
| Surplus for the year after Exceptional / Extra ordinary Items but before Tax | <b>1193.27</b>    | 3042.93          |
| Less: Tax Expense  |                   |                  |
| - Current Tax  | -                 | -                |
| - MAT credit utilization/entitlement   | -                 | -                |
| Profit after tax but before Exceptional / Extra ordinary Items               | <b>543.19</b>     | 8.46             |
| Less: Minority Interest  |                   |                  |
| Profit attributable to the shareholders of the Company                       | <b>543.19</b>     | 8.46             |
| Opening balance in Statement of Profit and Loss                              | <b>(14566.22)</b> | (17609.15)       |
| Amount available for appropriation   | -                 | -                |
| Final Dividend   | -                 | -                |
| Tax on Dividend  | -                 | -                |
| Transfer to general Reserve  | -                 | -                |
| <b>Closing Balance in the Statement of Profit and Loss</b>                   | <b>(13372.95)</b> | (14566.22)       |

Note : Previous year's figures have been re-grouped/re-classified wherever necessary.

### **OPERATIONAL REVIEW:**

Your Company has posted its best ever operational performance for the year under review. The commitment and untiring efforts of management, executives and staff at all the levels were instrumental in achieving these magnificent results.

Net revenue stood at ₹ 2612.31 lacs as compared to ₹ 366.33 for last year. The Company earned a Net profit after tax but before exceptional items of ₹ 543.19 lacs as compared to ₹ 8.46 lacs in the previous year.

### **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.

### **SHARE CAPITAL OF THE COMPANY:**

The Paid up Equity Share Capital, as at 31st March, 2015 was ₹ 82,79,80,420/- divided into 8,27,98,042 Equity shares, having face value of ₹ 10/- each fully paid up.

During the year under review, the Company has not issued any shares with differential voting rights neither granted any stock options nor sweat equity.

### **SUBSIDIARIES & ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary or Associate Company.

### **BOARD OF DIRECTORS:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Dhaval R. Ajmera, Director of the Company, retires by rotation and being eligible offers himself for re-appointment.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(7) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

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## DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under the provision of Section 134 of the Companies Act 2013, your Directors state that:

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

## KEY MANAGERIAL PERSONNEL :

During the year under review, the Company has appointed following persons as the Key Managerial Personnel as required under Section 203 of the Companies Act, 2013.

| Sr. No. | Name               | Designation             |
|---------|--------------------|-------------------------|
| 1       | Sanjay C. Ajmera   | Managing Director       |
| 2       | Shri Keshav Kunder | Chief Financial Officer |

## BOARD EVALUATION:

Pursuant to the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of working of its Committees. At the meeting of the Board all relevant factors that are material for evaluating performance of individual Directors, the Board and its various committees were discussed in detail. A structured questionnaire each for evaluation of the Board, its various Committees and individual Directors was prepared and recommended to the Board by Nomination & Remuneration Committee for doing the required evaluation after taking into consideration

the input received from the Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

## NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS :

The details of the number of meetings of the Board held during the Financial Year 2014-15 forms a part of the Corporate Governance Report.

## BOARD COMMITTEES :

The Company has the following statutory Committees of Board:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance Report

## REMUNERATION & NOMINATION POLICY :

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria for selection and appointment of Board Members. The details of the policy are explained in the Corporate Governance Report.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY :

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagement, if any. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company ([www.spsl.com](http://www.spsl.com))

## FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.



#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

There is no loan given, investment made, guarantee given or security provided by the Company to any entity covered under Section 186 of Companies Act, 2013.

#### **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on the arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Thus disclosure in form AOC-2 is not applicable. All Related Party Transactions are placed before the Audit Committee on quarterly basis specifying nature, value and terms and conditions of transactions. Prior approval of the Audit Committee is obtained for the transactions which are foreseen and repetitive in nature.

The policy on Related Party Transactions as approved by the Board is uploaded on Company's website [www.spsl.com](http://www.spsl.com).

#### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure "A"** and forms an integral part of this Report.

#### **STATUTORY AUDITORS:**

The Company's Auditors, M/s. V. Parekh & Associates Chartered Accountants, Mumbai was appointed in the last Annual General Meeting for a period of five financial Years. They have confirmed their eligibility under section 141 of the Companies Act, 2013 and the Rules framed thereunder for appointment as Statutory Auditors of the Company. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Audit Committee recommends the ratification of appointment of M/s. V. Parekh & Associates for Financial Year 2015-2016 to the Board of Directors, subject to ratification at the ensuing Annual General Meeting of the Company.

#### **SECRETARIAL AUDITORS:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed M/s. H P Sanghvi & Co. a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure "B"** and forms an integral part to this Report.

The Secretarial Auditor has observed that the Company has not appointed Company Secretary during the period under consideration. Your Director state that inspite of best efforts, Company could not find suitable person having regard to it's financial position. However, the Company has selected Company Secretary but could not appoint due to pending membership with the institute and was appointed as soon as membership was obtained.

#### **CORPORATE SOCIAL RESPONSIBILITY :**

Pursuant to Section 135 of Companies Act, 2013 and the relevant rules, the Board has constituted the Corporate Social Responsibility (CSR) Committee ,under the Chairmanship of the Mr. Sanjay C. Ajmera, Managing Director. The other members of the Committee are Mr. Dhaval R. Ajmera and Mr. Jagdish Doshi. A detailed CSR Policy has also been framed which is placed on the Company's website. As a part of its initiative under CSR, the Company is in process of finalization of Trust to undertake projects in the area of education, livelihood, health, water, sanitation and any other option eligible as specified. These projects will be in accordance with Schedule VII of Companies Act, 2013. The details as per Rule 8 of (Corporate Social Responsibility) Rules, 2014 is annexed herewith in **Annexure "C"**.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

#### **DEPOSITORY SERVICES :**

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE318K01017. Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

#### **CODE OF CONDUCT:**

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code has been posted on the Company's website [www.spsl.com](http://www.spsl.com). All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

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## SHREE PRECOATED STEELS LIMITED

### **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to provide healthy environment to all employees of Shree Precoated Steels Ltd and does not tolerate any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment policy in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year 2014-15, there were no complaints received by the Company.

### **PARTICULARS OF REMUNERATION TO DIRECTORS / EMPLOYEES:**

The information relating to remuneration of Directors as required under Section 197(12) is given in **Annexure "D"** Information as required under the provisions of Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure "D" to the Directors' Report. As per the proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employees or Directors or Director's related posted and working outside India are drawing more than ₹ 6 million per financial year or ₹ 500,000 /- per month, is not applicable to the Company.

### **RISK MANAGEMENT :**

The Audit Committee has also been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risks which the Company may be exposed to. The Board also reviews the risk management assessment and minimization procedures.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

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

### **CORPORATE GOVERNANCE:**

The Company has complied with the Corporate Governance requirements under the Company Act, 2013 and as stipulated as per Listing Agreement with the Stock Exchange. A separate section on Corporate Governance under Listing Agreement, along with a Certificate from Auditor's confirming the compliance is annexed and forms part of Annual Report.

### **INTERNAL CONTROL SYSTEMS:**

The Company has adequate internal control systems and procedures in place for effective and smooth conduct of business and to meet exigencies of operation and growth. The key business processes have been documented. The transactions are recorded and reported in conformity with generally accepted accounting practices. The internal control systems and procedures ensure reliability of financial reporting, compliance with the Company's policies and practices, governmental regulations and statutes. Internal Audit is conducted by independent firm of auditors. Internal Auditors regularly check the adequacy of the system, their observations are reviewed by the management and remedial measures, as necessary, are taken. Internal Auditors report directly to the Chairman of the Audit Committee to maintain its objectivity and independence.

### **CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:**

The provisions of Section 134(3)(m) of the Companies Act, 2013, relating to conservation of energy and technology



absorption are not applicable to the Company. However, the Company has been continuously and extensively using technology in its operations.

During the year, there were no foreign exchange earnings/outgo.

#### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF COMPANY**

There were no material changes affecting the Company operations post 31st March, 2015 till the date of signing the Directors Report.

#### **RISK MANAGEMENT:**

The Company has laid down well-structured procedures for monitoring the risk management plan and implementing the risk mitigation measures. The risks are broadly classified into strategic risks, operational risks, financial risks and statutory compliance risks. These risks are rated based on factors such as past year experience, probability of occurrence, probability of non-detection and its impact on business. The top management reviews the strategic risks, the risks with high probability and high impact every quarter and presents its report along with risk mitigation plan to the Board of Directors on half-yearly basis. The strategic risks are considered in shaping the annual budgets. Other risks are covered as part of internal audit process and presented to the Audit Committee every quarter. The risk ratings are revalidated with the top management as part of the internal audit process every quarter. The strategic risks are taken into consideration in the annual planning process and these risks together with their mitigation plan are subject to review by the management on a quarterly

basis. The business processes risks and the related controls would be subjected to internal audit and reviewed on a quarterly basis. The overall re-assessment of risks at company level is carried out and presented to the Board on yearly basis for their review.

#### **ACKNOWLEDGEMENT:**

We are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchange, other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future. We wish to thank our investors, rating agencies, customers and all other business associates for their support.

Your Directors express their deep sense of appreciation for all the employees whose commitment, co-operation, active participation, dedication and professionalism has made the organization's growth possible. Finally, the Directors thank you for your continued trust and support.

#### **For and on behalf of the Board**

**SANJAY C. AJMERA**  
**MANAGING DIRECTOR**  
**(DIN: 00012496)**

**DHAVAL R. AJMERA**  
**DIRECTOR**  
**(DIN: 00012504)**

Place: Mumbai  
 Date: 23rd July, 2015

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**ANNEXURE "A"**  
**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended 31 March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

(a) REGISTRATION AND OTHER DETAILS:

|  |   |
|--|---|
| CIN  | L70109MH2007PLC174206   |
| Registration Date  | 17th September, 2007  |
| Name of the Company  | Shree Precoated Steels Limited  |
| Category of the Company  | Company Limited by Shares   |
| Sub-category of the Company  | Indian Non-Government Company   |
| Address of the Registered office & contact details                         | Rehman Building, 2nd Floor Mezzanine,<br>24 Veer Nariman Street,<br>Fort, Mumbai- 400 001<br>Email Id: <a href="mailto:investors.spsl@ajmera.com">investors.spsl@ajmera.com</a><br>Tel: +91-22-22843714<br>Fax: +91-22-26325902     |
| Whether listed company (Yes / No)  | Yes   |
| Name, Address & contact details of the Registrar & Transfer Agent, if any. | <b>Sharex Dynamic (India) Pvt. Ltd</b><br>Unit – 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072<br><b>Email:</b> sharexindia@vsnl.com<br><b>Tel:</b> 9122 2851 5606<br>9122 2851 5644 |

(b) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the company |
|--|-----------------------------------|------------------------------------|
| Real Estate Activities                           | '7010' & '7020'                   | 100                                |

(c) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| Name & Address of the Company | CIN/GLN | HOLDING / SUBSIDIARY / ASSOCIATE | % of shares held | APPLICABLE SECTION |
|-------------------------------|---------|----------------------------------|------------------|--------------------|
| ----- Not Applicable -----    |         |                                  |                  |                    |

**(d) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****I. Category-wise Share Holding**

| Category of Shareholders                                    | No. of Shares held at the beginning of the year<br>01/04/2014 |          |                 |                   | No. of Shares held at the end of the year<br>31/03/2015 |          |                 |                   | % Change during the year |
|---|---|----------|-----------------|-------------------|---|----------|-----------------|-------------------|--------------------------|
|   | Demat   | Physical | Total           | % of Total Shares | Demat   | Physical | Total           | % of Total Shares |                          |
| <b>(A) PROMOTER'S</b>                                       |   |          |                 |                   |   |          |                 |                   |                          |
| <b>(1) INDIAN</b>   |   |          |                 |                   |   |          |                 |                   |                          |
| (a) Individual  | 44032362  | 0        | 44032362        | 53.18             | 44032362  | 0        | 44032362        | 53.18             | 0                        |
| (b) Central Govt  | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (c) State Govt(s)   | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (d) Bodies Corporates                                       | 8039906   | 0        | 8039906         | 9.71              | 8039906   | 0        | 8039906         | 9.71              | 0                        |
| (e) FIINS / BANKS   | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (f) Any Other   | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| <b>Sub-total (A) (1):-</b>                                  | <b>52072268</b>   | <b>0</b> | <b>52072268</b> | <b>62.89</b>      | <b>52072268</b>   | <b>0</b> | <b>52072268</b> | <b>62.89</b>      | <b>0</b>                 |
| <b>(2) FOREIGN</b>  |   |          |                 |                   |   |          |                 |                   |                          |
| (a) Individual NRI / For Ind                                | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (b) Other Individual  | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (c) Bodies Corporates                                       | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (d) Banks / FI  | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (e) Qualified Foreign Investor                              | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| (f) Any Other Specify                                       | 0   | 0        | 0               | 0.00              | 0   | 0        | 0               | 0                 | 0                        |
| <b>Sub-total (A) (2):-</b>                                  | <b>0</b>  | <b>0</b> | <b>0</b>        | <b>0.00</b>       | <b>0</b>  | <b>0</b> | <b>0</b>        | <b>0</b>          | <b>0</b>                 |
| <b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b> | <b>52072268</b>   | <b>0</b> | <b>52072268</b> | <b>62.89</b>      | <b>52072268</b>   | <b>0</b> | <b>52072268</b> | <b>62.89</b>      | <b>0.00</b>              |
| <b>(B) (1) PUBLIC SHAREHOLDING</b>                          |   |          |                 |                   |   |          |                 |                   |                          |
| (a) Mutual Funds  | 504   | 0        | 504             | 0.001             | 504   | 0        | 504             | 0.001             | 0                        |
| (b) Banks / FI  | 252   | 0        | 252             | 0                 | 252   | 0        | 252             | 0                 | 0                        |
| (c) Central Govt  |   |          |                 |                   |   |          |                 |                   |                          |
| (d) State Govt  | 0   | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| (e) Venture Capital Funds                                   | 0   | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| (f) Insurance Companies                                     | 0   | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| (g) FIs   | 3781  | 0        | 3781            | 0.005             | 3781  | 0        | 3781            | 0.005             | 0                        |
| (h) Foreign Venture Capital Funds                           | 0   | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| (i) Others (specify)  | 0   | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |
| <b>Sub-total (B)(1):-</b>                                   | <b>4537</b>   | <b>0</b> | <b>4537</b>     | <b>0.006</b>      | <b>4537</b>   | <b>0</b> | <b>4537</b>     | <b>0.006</b>      | <b>0</b>                 |
| <b>(2) Non-Institutions</b>                                 |   |          |                 |                   |   |          |                 |                   |                          |
| <b>(a) BODIES CORP</b>                                      |   |          |                 |                   |   |          |                 |                   |                          |
| (i) Indian  | 1515511   | 854      | 1516365         | 1.831             | 1616582   | 854      | 1617436         | 1.953             | 0.122                    |
| (ii) Overseas   | 0   | 0        | 0               | 0                 | 0   | 0        | 0               | 0                 | 0                        |

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| Category of Shareholders   | No. of Shares held at the beginning of the year 01/04/2014 |               |                 |                   | No. of Shares held at the end of the year 31/03/2015 |               |                 |                   | % Change during the year |
|--|--|---------------|-----------------|-------------------|--|---------------|-----------------|-------------------|--------------------------|
|  | Demat  | Physical      | Total           | % of Total Shares | Demat  | Physical      | Total           | % of Total Shares |                          |
| <b>(b) Individuals</b>   |  |               |                 |                   |  |               |                 |                   |                          |
| (i) Individual shareholders holding nominal share capital upto ₹ 1 lakh          | 8638927  | 266254        | 8905181         | 10.755            | 8299882  | 264046        | 8563928         | 10.343            | -0.412                   |
| (ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 19064112   | 0             | 19064112        | 23.025            | 19454041   | 0             | 19454041        | 23.496            | 0.471                    |
| (c) Other (specify)  | 0  | 0             | 0               | 0                 | 0  | 0             | 0               | 0                 | 0                        |
| Non Resident Indians   | 1055162  | 4858          | 1060020         | 1.28              | 1045035  | 4788          | 1049823         | 1.268             | -0.012                   |
| Overseas Corporate Bodies  | 0  | 0             | 0               | 0                 | 0  | 0             | 0               | 0                 | 0                        |
| Foreign Nationals  | 0  | 0             | 0               | 0                 | 0  | 0             | 0               | 0                 | 0                        |
| Clearing Members   | 175559   | 0             | 175559          | 0.212             | 36009  | 0             | 36009           | 0.043             | -0.169                   |
| Trusts   | 0  | 0             | 0               | 0                 | 0  | 0             | 0               | 0                 | 0                        |
| Foreign Bodies - D R   | 0  | 0             | 0               | 0                 | 0  | 0             | 0               | 0                 | 0                        |
| <b>Sub-total (B)(2):-</b>  | <b>30449271</b>  | <b>271966</b> | <b>30721237</b> | <b>37.103</b>     | <b>30451549</b>                                      | <b>269688</b> | <b>30721237</b> | <b>37.103</b>     | <b>0</b>                 |
| <b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>                           | <b>30453808</b>  | <b>271966</b> | <b>30725774</b> | <b>37.109</b>     | <b>30456086</b>                                      | <b>269688</b> | <b>30725774</b> | <b>37.109</b>     | <b>0.0</b>               |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | <b>0</b>   | <b>0</b>      | <b>0</b>        | <b>0</b>          | <b>0</b>   | <b>0</b>      | <b>0</b>        | <b>0</b>          | <b>0.0</b>               |
| <b>Grand Total (A+B+C)</b>   | <b>82526076</b>  | <b>271966</b> | <b>82798042</b> | <b>100.00</b>     | <b>82528354</b>                                      | <b>269688</b> | <b>82798042</b> | <b>100.00</b>     | <b>0.0</b>               |

Note: There is no change in the shareholding of the promoters of the company.

### ii. Shareholding of the Promoters

| Sr. No. | Shareholder's Name                     | Shareholding at the beginning of the year 01/04/2014 |                                  |  | Share holding at the end of the Year 31/03/2015 |                                  |  | % change in share holding during the year |
|---------|--|--|----------------------------------|--|---|----------------------------------|--|---|
|         |  | No. of Shares  | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                                   | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |   |
| 1       | AJMERA WATER N AMUSEMENT PARK PVT LTD. | 5833333  | 7.045                            | 0  | 5833333   | 7.045                            | 0  | 0   |
| 2       | RUSHABH INVESTMENT PRIVATE LIMITED     | 700000   | 0.845                            | 0.845  | 700000  | 0.845                            | 0.845  | 0   |
| 3       | CHHOTALAL S AJMERA HUF                 | 1773002  | 2.141                            | 0  | 1773002   | 2.141                            | 0  | 0   |
| 4       | ISHWARLAL S AJMERA HUF                 | 1037027  | 1.252                            | 0  | 1037027   | 1.252                            | 0  | 0   |
| 5       | ATUL C AJMERA                          | 1251586  | 1.512                            | 0  | 1251586   | 1.512                            | 0  | 0   |
| 6       | NATWARLAL S AJMERA                     | 1057927  | 1.278                            | 0  | 1057927   | 1.278                            | 0  | 0   |





| Sr. No. | Shareholder's Name          | Shareholding at the beginning of the year 01/04/2014 |                                  |  | Share holding at the end of the Year 31/03/2015 |                                  |  | % change in share holding during the year |
|---------|-----------------------------|--|----------------------------------|--|---|----------------------------------|--|---|
|         |                             | No. of Shares  | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                                   | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |   |
| 7       | CHAITALI INVESTMENT PVT LTD | 871  | 0.001                            | 0  | 871   | 0.001                            | 0  | 0   |
| 8       | AJMERA CEMENTS PRIVATE LTD  | 1505702  | 1.819                            | 0  | 1505702   | 1.819                            | 0  | 0   |
| 9       | RAJNIKANT S AJMERA HUF      | 2111074  | 2.55                             | 0  | 2111074   | 2.55                             | 0  | 0   |
| 10      | ATUL C AJMERA HUF           | 776608   | 0.938                            | 0  | 776608  | 0.938                            | 0  | 0   |
| 11      | BIMAL ANANTRAI MEHTA        | 2100   | 0.003                            | 0  | 2100  | 0.003                            | 0  | 0   |
| 12      | RITA MITUL MEHTA            | 805  | 0.001                            | 0  | 805   | 0.001                            | 0  | 0   |
| 13      | HARSHADRAI MULJI SARVAIYA   | 24   | 0                                | 0  | 24  | 0                                | 0  | 0   |
| 14      | JYOTIBEN N AJMERA           | 921713   | 1.113                            | 0  | 921713  | 1.113                            | 0  | 0   |
| 15      | SHASHIKANT AJMERA           | 1694152  | 2.046                            | 0  | 1694152   | 2.046                            | 0  | 0   |
| 16      | JAYANT ISHWARLAL AJMERA     | 1861725  | 2.249                            | 0  | 1861725   | 2.249                            | 0  | 0   |
| 17      | RAJNIKANT S AJMERA          | 2096909  | 2.533                            | 0  | 2096909   | 2.533                            | 0  | 0   |
| 18      | SANJAY C AJMERA             | 1686472  | 2.037                            | 0  | 1686472   | 2.037                            | 0  | 0   |
| 19      | VIMLABEN B AJMERA           | 1709350  | 2.064                            | 0  | 3683253   | 4.448                            | 0  | 2.384                                     |
| 20      | SONAL BIMAL MEHTA           | 9490   | 0.011                            | 0  | 9490  | 0.011                            | 0  | 0   |
| 21      | CHHOTALAL S AJMERA          | 3433304  | 4.147                            | 0  | 3433304   | 4.147                            | 0  | 0   |
| 22      | BHANUMATI CHHAGANLAL AJMERA | 1149969  | 1.389                            | 0  | 1149969   | 1.389                            | 0  | 0   |
| 23      | BHARTI R AJMERA             | 1644615  | 1.986                            | 0  | 1644615   | 1.986                            | 0  | 0   |
| 24      | KOKILA S AJMERA             | 1421817  | 1.717                            | 0  | 1421817   | 1.717                            | 0  | 0   |
| 25      | SANJAY C AJMERA HUF         | 906108   | 1.094                            | 0  | 906108  | 1.094                            | 0  | 0   |
| 26      | MANOJ I AJMERA              | 1384435  | 1.672                            | 0  | 1384435   | 1.672                            | 0  | 0   |
| 27      | ISHWARLAL S AJMERA          | 367220   | 0.444                            | 0  | 367220  | 0.444                            | 0  | 0   |
| 28      | BHAVANA S AJMERA            | 1136325  | 1.372                            | 0  | 1642233   | 1.983                            | 0  | 0.611                                     |
| 29      | MEGHA S AJMERA              | 8043   | 0.01                             | 0  | 8043  | 0.01                             | 0  | 0   |
| 30      | RUPAL M AJMERA              | 940956   | 1.136                            | 0  | 940956  | 1.136                            | 0  | 0   |
| 31      | HETAL S AJMERA              | 1059182  | 1.279                            | 0  | 1059182   | 1.279                            | 0  | 0   |
| 32      | CHHAGANLAL S AJMERA         | 479461   | 0.579                            | 0  | 479461  | 0.579                            | 0  | 0   |
| 33      | DHAVAL R AJMERA             | 1839910  | 2.222                            | 0  | 1839910   | 2.222                            | 0  | 0   |
| 34      | CHARMI J AJMERA             | 8078   | 0.01                             | 0  | 8078  | 0.01                             | 0  | 0   |
| 35      | SONALI A AJMERA             | 1001423  | 1.209                            | 0  | 1001423   | 1.209                            | 0  | 0   |
| 36      | TANVI M AJMERA              | 311775   | 0.377                            | 0  | 311775  | 0.377                            | 0  | 0   |
| 37      | RUSHI M AJMERA              | 1150940  | 1.39                             | 0  | 1150940   | 1.39                             | 0  | 0   |
| 38      | MUMUKSHU A AJMERA           | 1496182  | 1.807                            | 0  | 1496182   | 1.807                            | 0  | 0   |
| 39      | MAYUR S AJMERA              | 1496908  | 1.808                            | 0  | 1496908   | 1.808                            | 0  | 0   |
| 40      | AAGNA S AJMERA              | 836108   | 1.01                             | 0  | 836108  | 1.01                             | 0  | 0   |
| 41      | AASHISH ATUL AJMERA         | 77777  | 0.094                            | 0  | 77777   | 0.094                            | 0  | 0   |
| 42      | PRACHI DHAVAL AJMERA        | 1412051  | 1.705                            | 0  | 1412051   | 1.705                            | 0  | 0   |

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## SHREE PRECOATED STEELS LIMITED

### iii. Change in the Promoters Shareholding

| Sr. No.  | Particulars   | Share holding at the beginning of the Year |                                  | Cumulative Share holding during the year |                                  |
|----------|---|--|----------------------------------|--|----------------------------------|
|          |   | No. of Shares                              | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>1</b> | <b>VIMLABEN B. AJMERA</b>   |  |                                  |  |                                  |
|          | At the beginning of the year  | 1709350                                    | 2.064                            | 1709350                                  | 2.064                            |
|          | Transmission of shares from Bhogilal S. Ajmera to Vimlaben on 20/06/2014        | 1973903                                    | 2.384                            | 3683253                                  | 4.448                            |
|          | At the end of the year  | -  | -                                | 3683253                                  | 4.448                            |
| <b>2</b> | <b>BHAVANA S. AJMERA</b>  |  |                                  |  |                                  |
|          | At the beginning of the year  | 1136325                                    | 1.372                            | 1136325                                  | 1.372                            |
|          | Transmission of shares of Surendra I. Ajmera to Bhavana S. Ajmera on 30/05/2014 | 505908                                     | 0.611                            | 1642233                                  | 1.983                            |
|          | At the end of the year  | -  | -                                | 1642233                                  | 1.983                            |

### iv. Shareholding Pattern of top ten Shareholders (Other than Promoters, Directors and Holders of ADRs ,GDRs)

| Sr. No.  | Name of the Shareholders | Share holding at the beginning of the Year |                                  | Cumulative Share holding during the year |                                  |
|----------|--------------------------|--|----------------------------------|--|----------------------------------|
|          |                          | No. of Shares                              | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>1</b> | <b>ANIL KUMAR MISRA</b>  |  |                                  |  |                                  |
|          | Opening balance          | 1998165                                    | 2.413                            | 1998165                                  | 2.413                            |
|          | Purchase on 11.04.2014   | 3970                                       | 0.005                            | 2002135                                  | 2.418                            |
|          | Purchase on 18.04.2014   | 4309                                       | 0.005                            | 2006444                                  | 2.423                            |
|          | Sale on 04.07.2014       | -14021                                     | -0.017                           | 1992423                                  | 2.406                            |
|          | Sale on 17.07.2014       | -13000                                     | -0.016                           | 1979423                                  | 2.391                            |
|          | Purchase on 01.08.2014   | 3500                                       | 0.004                            | 1982923                                  | 2.395                            |
|          | Purchase on 08.08.2014   | 3749                                       | 0.005                            | 1986672                                  | 2.399                            |
|          | Purchase on 15.08.2014   | 12415                                      | 0.015                            | 1999087                                  | 2.414                            |
|          | Purchase on 22.08.2014   | 6000                                       | 0.007                            | 2005087                                  | 2.422                            |
|          | Purchase on 29.08.2014   | 6613                                       | 0.008                            | 2011700                                  | 2.430                            |
|          | Purchase on 12.09.2014   | 8500                                       | 0.010                            | 2020200                                  | 2.440                            |
|          | Purchase on 10.10.2014   | 2000                                       | 0.002                            | 2022200                                  | 2.442                            |
|          | Purchase on 24.10.2014   | 655  | 0.001                            | 2022855                                  | 2.443                            |
|          | Purchase on 31.10.2014   | 464  | 0.001                            | 2023319                                  | 2.444                            |
|          | Purchase on 07.11.2014   | 6800                                       | 0.008                            | 2030119                                  | 2.452                            |
|          | Purchase on 14.11.2014   | 8640                                       | 0.010                            | 2038759                                  | 2.462                            |
|          | Purchase on 21.11.2014   | 3900                                       | 0.005                            | 2042659                                  | 2.467                            |
|          | Purchase on 12.12.2014   | 5700                                       | 0.007                            | 2048359                                  | 2.474                            |
|          | Purchase on 19.12.2014   | 5555                                       | 0.007                            | 2053914                                  | 2.481                            |
|          | Purchase on 09.01.2015   | 5126                                       | 0.006                            | 2059040                                  | 2.487                            |
|          | Purchase on 16.01.2015   | 32866                                      | 0.040                            | 2091906                                  | 2.527                            |
|          | Purchase on 23.01.2015   | 33740                                      | 0.041                            | 2125646                                  | 2.567                            |
|          | Purchase on 30.01.2015   | 8400                                       | 0.010                            | 2134046                                  | 2.577                            |
|          | Purchase on 06.02.2015   | 23719                                      | 0.029                            | 2157765                                  | 2.606                            |
|          | Purchase on 13.02.2015   | 19200                                      | 0.023                            | 2176965                                  | 2.629                            |
|          | Purchase on 27.02.2015   | 1000                                       | 0.001                            | 2177965                                  | 2.630                            |
|          | Purchase on 20.03.2015   | 15020                                      | 0.018                            | 2192985                                  | 2.649                            |
|          | Purchase on 27.03.2015   | 8950                                       | 0.011                            | 2201935                                  | 2.659                            |
|          | Purchase on 31.03.2015   | 3600                                       | 0.004                            | 2205535                                  | 2.664                            |
|          | Closing balance          |  | 2.413                            | 2205535                                  | 2.664                            |
| <b>2</b> | <b>NIMISH S AJMERA</b>   |  |                                  |  |                                  |
|          | Opening balance          | 1711022                                    | 2.067                            | 1711022                                  | 2.067                            |
|          | transaction              | -  | -                                |  |                                  |
|          | Closing balance          |  |                                  | 1711022                                  | 2.067                            |



| Sr. No.   | Name of the Shareholders     | Share holding at the beginning of the Year |                                  | Cumulative Share holding during the year |                                  |
|-----------|------------------------------|--|----------------------------------|--|----------------------------------|
|           |                              | No. of Shares                              | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>3</b>  | <b>ASHWIN B AJMERA</b>       |  |                                  |  |                                  |
|           | Opening balance              | 1199998                                    | 1.449                            | 1199998                                  | 1.449                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              |  |                                  | 1199998                                  | 1.449                            |
| <b>4</b>  | <b>ROOPA SHAILESH AJMERA</b> |  |                                  |  |                                  |
|           | Opening balance              | 995145                                     | 1.202                            | 995145                                   | 1.202                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              |  |                                  | 995145                                   | 1.202                            |
| <b>5</b>  | <b>TWISHAL N AJMERA</b>      |  |                                  |  |                                  |
|           | Opening balance              | 974625                                     | 1.177                            | 974625                                   | 1.177                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              |  |                                  | 974625                                   | 1.177                            |
| <b>6</b>  | <b>BANDISH B AJMERA</b>      |  |                                  |  |                                  |
|           | Opening balance              | 887069                                     | 1.071                            | 887069                                   | 1.071                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              |  |                                  | 887069                                   | 1.071                            |
| <b>7</b>  | <b>NIMISH S AJMERA HUF</b>   |  |                                  |  |                                  |
|           | Opening balance              | 883127                                     | 1.067                            | 883127                                   | 1.067                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              |  |                                  | 883127                                   | 1.067                            |
| <b>8</b>  | <b>MONA B AJMERA</b>         |  |                                  |  |                                  |
|           | Opening balance              | 725368                                     | 0.876                            | 725368                                   | 0.876                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              |  |                                  | 725368                                   | 0.876                            |
| <b>9</b>  | <b>SHAILESH B AJMERA</b>     |  |                                  |  |                                  |
|           | Opening balance              | 663670                                     | 0.802                            | 663670                                   | 0.802                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              | -  | -                                | 663670                                   | 0.802                            |
| <b>10</b> | <b>MANOJKUMAR BRAHMBHATT</b> |  |                                  |  |                                  |
|           | Opening balance              | 651636                                     | 0.787                            | 651636                                   | 0.787                            |
|           | transaction                  | -  | -                                |  |                                  |
|           | Closing balance              |  |                                  | 651636                                   | 0.787                            |

#### V. Shareholding Pattern of Directors and KMP:

| Sr. No.  | Directors                    | Share holding at the beginning of the Year |                                  | Cumulative Share holding during the year |                                  |
|----------|------------------------------|--|----------------------------------|--|----------------------------------|
|          |                              | No. of Shares                              | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>1</b> | <b>ISHWARLAL S. AJMERA</b>   |  |                                  |  |                                  |
|          | At the beginning of the year | 367220                                     | 0.444                            | 367220                                   | 0.444                            |
|          | At the end of the year       | 367220                                     | 0.444                            | 367220                                   | 0.444                            |
| <b>2</b> | <b>SANJAY C. AJMERA</b>      |  |                                  |  |                                  |
|          | At the beginning of the year | 1,686,472                                  | 2.037                            | 1,686,472                                | 2.037                            |
|          | At the end of the year       | 1,686,472                                  | 2.037                            | 1,686,472                                | 2.037                            |
| <b>3</b> | <b>DHAVAL R. AJMERA</b>      |  |                                  |  |                                  |
|          | At the beginning of the year | 1,839,910                                  | 2.222                            | 1,839,910                                | 2.222                            |
|          | At the end of the year       | 1,839,910                                  | 2.222                            | 1,839,910                                | 2.222                            |

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The following directors/Key Managerial Personnel (KMP) did not hold any shares during fiscal 2015:

| Sr. No. | Name of the Director's / KMP | Designation             |
|---------|------------------------------|-------------------------|
| 1.      | Ambalal C. Patel             | Independent Director    |
| 2.      | Jagdish J. Doshi             | Independent Director    |
| 3.      | Nilesh H. Sarvaiya           | Independent Director    |
| 4.      | Aarti Ramani                 | Independent Director    |
| 5.      | Keshav Kunder                | Chief Financial Officer |

### VI. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding /accrued but not due for payment.

(₹ In lacs)

|   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year |                                  |                 |          |                    |
| i) Principal Amount                                 | 1500.00                          | -               | -        | 1500.00            |
| ii) Interest due but not paid                       |                                  |                 |          |                    |
| iii) Interest accrued but not due                   |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                             | <b>1500.00</b>                   | <b>-</b>        | <b>-</b> | <b>1500.00</b>     |
| Change in Indebtedness during the financial year    |                                  |                 |          |                    |
| • Addition  | 70.64                            |                 |          | 70.64              |
| • Reduction   | (10.45)                          |                 |          | (10.45)            |
| <b>Net Change</b>                                   | <b>60.19</b>                     |                 |          | <b>60.19</b>       |
| Indebtedness at the end of the financial year       |                                  |                 |          |                    |
| i) Principal Amount                                 | 1560.19                          |                 |          | 1560.19            |
| ii) Interest due but not paid                       |                                  |                 |          |                    |
| iii) Interest accrued but not                       |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                             | <b>1560.19</b>                   |                 |          | <b>1560.19</b>     |

### VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNELS

#### A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sr. No. | Particulars of Remuneration   | Name of Managing Director/ Whole Time Director & Amount |                                    |                           | Total Amount     |
|---------|---|---|------------------------------------|---------------------------|------------------|
|         |   | Ishwarlal Ajmera<br>Chairman &<br>Managing Director     | Sanjay Ajmera<br>Managing Director | Dhaval Ajmera<br>Director |                  |
| 1       | Gross salary  |   |                                    |                           |                  |
|         | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 12,15,552   | NIL                                | 21,85,683                 | 34,01,235        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -   | -                                  | -                         | -                |
|         | (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961              | -   | -                                  | -                         | -                |
| 2       | Stock Option  | -   | -                                  | -                         | -                |
| 3       | Sweat Equity  | -   | -                                  | -                         | -                |
| 4       | Commission  |   |                                    |                           |                  |
|         | - as % of profit  | -   | -                                  | -                         | -                |
|         | - others, specify...  | -   | -                                  | -                         | -                |
| 5       | Others, please specify  |   |                                    |                           |                  |
|         | <b>Total (A)</b>  | <b>12,15,552</b>  | <b>NIL</b>                         | <b>21,85,683</b>          | <b>34,01,235</b> |
|         | Ceiling as per the Act  | Within the limits as approved by Shareholders           |                                    |                           |                  |

**B) Remuneration to other directors:**

| Sr. No. | Particulars of Remuneration   | Name of Directors |               |                 |               | Total Amount    |
|---------|---|-------------------|---------------|-----------------|---------------|-----------------|
|         |   | Ambalal Patel     | Jagdish Joshi | Nilesh Sarvaiya | Aarti Ramani  |                 |
| 1.      | <b>Independent Directors</b>  |                   |               |                 |               |                 |
|         | • Fee for attending board / committee meetings                      | 40,000            | 40,000        | 40,000          | 10,000        | 1,30,000        |
|         | • Commission  | -                 | -             | -               | -             | -               |
|         | • Others, please specify  | -                 | -             | -               | -             | -               |
|         | <b>Total (1)</b>  |                   |               |                 |               |                 |
| 2.      | <b>Other Non-Executive Directors</b>                                | -                 | -             | -               | -             | -               |
|         | • Fee for attending board / committee meetings                      | -                 | -             | -               | -             | -               |
|         | • Commission  | -                 | -             | -               | -             | -               |
|         | • Others, please specify  | -                 | -             | -               | -             | -               |
|         | <b>Total (2)</b>  | -                 | -             | -               | -             | -               |
|         | <b>Total (B) = (1+2)</b>  |                   |               |                 |               |                 |
|         | <b>Total Managerial Remuneration Overall Ceiling as per the Act</b> | <b>40,000</b>     | <b>40,000</b> | <b>40,000</b>   | <b>10,000</b> | <b>1,30,000</b> |

**C) Remuneration to Key Managerial Personnel, other than MD/Manager/WTD.**

|   | Particulars of Remuneration   | Key Managerial Personnel |                  |
|---|---|--------------------------|------------------|
|   |   | Keshav Kunder (CFO)      | Total            |
| 1 | Gross salary  |                          |                  |
|   | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 14,80,828                | 14,80,828        |
|   | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | NA                       | NIL              |
|   | (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961              | NA                       | NIL              |
| 2 | Stock Option  | NA                       | NIL              |
| 3 | Sweat Equity  | NA                       | NIL              |
| 4 | Commission<br>- as % of profit<br>- others, specify...                              | NA                       | NIL              |
|   | Others, please specify  | NA                       | -                |
|   | <b>Total</b>  | <b>14,80,828</b>         | <b>14,80,828</b> |

**VIII. Penalties/Punishment/ Compounding of Offence:**

There were no penalties / punishment / compounding of offences for the year ending March 31, 2015.

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**ANNEXURE B**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015**

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**SHREE PRECOATED STEELS LIMITED**  
Rehman Building, 2nd Flr. Mezzanine,  
24, Veer Nariman Road, Fort,  
Mumbai-400 001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHREE PRECOATED STEELS LIMITED** (hereinafter called the "Company") for the audit period covering the financial year ended on 31st March, 2015. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

We have also examined compliance of the following to the extent applicable.

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India ; and
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange with respect to the Company's listing of its securities.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company.

On the basis of our examination and representation made by the Company we report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except non compliance in respect of:

- (a) Non appointment of Company Secretary for the Financial Year 2014-15 as required under Section 203 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, since appointed.

**We Further Report that, there were no actions/ events in pursuance of:**

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014.
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, requiring compliance thereof by the Company during the period under review.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has obtained shareholders' approval for creation of charge, mortgage or hypothecation of the assets or properties of the Company in favour of lenders for borrowing made or to be made by the Company.

**H. P. SANGHVI & COMPANY  
COMPANY SECRETARIES**

Place: Mumbai.  
Date: 11th July, 2015

**HARESH SANGHVI**  
FCS 2259/CoP No. 3675

Note: This report is to be read with our letter of even date which is annexed as **ANNEXURE-I** and forms an integral part of this report.

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**ANNEXURE- I**

To,  
The Members,  
SHREE PRECOATED STEELS LIMITED  
Rehman Building, 2nd Flr. Mezzanine,  
24 Veer Nariman Road, Fort,  
Mumbai-400 001.

**Our report of even date is to be read along with this letter:**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**H. P. SANGHVI & COMPANY  
COMPANY SECRETARIES**

Place: Mumbai  
Date: 11th July, 2015

**H.P. SANGHVI  
HARESH SANGHVI  
FCS 2259/CoP No. 3675**





## ANNEXURE – C

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[As per Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014]

|   |  |  |
|---|--|--|
| 1 | A brief outline of the Company's CSR Policy, including overview of the projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs | <p>The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website i.e. www.spsl.com.</p> <p>The Terms of Reference of the Committee are as follows:-</p> <p>a) to frame the CSR Policy and its review from time-to-time.</p> <p>b) to ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.</p> <p>c) to ensure compliance with the laws, rules &amp; regulations governing the CSR and to periodically report to the Board of Directors.</p> |
| 2 | The Composition of the CSR Committee   | <p>1) Mr. Sanjay C. Ajmera (Managing Director)</p> <p>2) Mr. Dhaval R. Ajmera ( Director)</p> <p>3) Mr. Jagdish Doshi (Independent Director)</p>   |
| 3 | Average net Profits for last three years   | ₹ 35.19 Lakhs  |
| 4 | Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above) (Amount in lakhs)  | ₹ 0.70 Lakhs   |
| 5 | Details of CSR spent during the Financial year   |  |
|   | a. Total amount spent for the financial year   | Nil  |
|   | b. Amount unspent, if any  | ₹ 0.70 Lakhs   |

- 6) Reasons for not spending the two percent of average net profits of last three financial years or any part thereof: The Company is in process of identifying the purposes for which the amount is to be spend on this account and this utilization will be made through a Trust to accomplish the objective.
- 7) CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR Objectives and Policy of the Company.

**For and on behalf of the Board of Directors,  
Shree Precoated Steels Limited**

Place: Mumbai  
Date: 28th May, 2015

**Sanjay C. Ajmera**  
Managing Director  
DIN: 00012496

**Dhaval R. Ajmera**  
Director  
DIN: 00012504

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**ANNEXURE D**

**DETAILS OF RATIO OF REMUNERATION TO DIRECTORS**

[As per Section 197(12) r/w Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2014-15:

| Name of the Director      | Ratio to the Median |
|---------------------------|---------------------|
| Ishwarlal Shamalji Ajmera | 1.00                |
| Dhaval Rajnikant Ajmera   | 1.78                |

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2014-15:

| Name                      | Designation                  | % Increase |
|---------------------------|------------------------------|------------|
| Ishwarlal Shamalji Ajmera | Chairman & Managing Director | 20.00      |
| Dhaval Rajnikant Ajmera   | Director                     | 20.00      |
| Sanjay Chhotalal Ajmera   | Managing Director            | NIL        |
| Keshav Kunder             | Chief Financial Officer      | 11.90      |

- (iii) The percentage increase in the median remuneration of employees in the Financial Year: 12%
- (iv) The number of permanent employees on the rolls of Company as on 31st March, 2015 was 5 as against 4 as on 31st March, 2014.
- (v) The explanation on the relationship between average increase in remuneration and company performance.

The increase in company revenue for the Financial Year 13-14 over 12-13, was (Turnover) 64.20% and the average increase in remuneration given to employees was 13.00%.

The average increase in remuneration is not based on SPSL's performance alone, but also takes into consideration other factors like market benchmark data; the average increases being given by peer companies and overall budgetary impact within the Company.

The % increase which was given in FY 2014-15 was at similar levels as the rest of the industry and as factored in the budget for the year.

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;  
The remuneration of the Key Managerial Personnel was average 0.40 % of (FY 14-15) revenue and average 1.92% of (FY 14-15) Profits.
- (vii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

| Particulars                                  | 2015     | 2014     |
|--|----------|----------|
| Share price as at 31st March (amount in Rs.) | 2.67     | 1.50     |
| Number of Equity shares                      | 82798042 | 82798042 |
| PE Ratio                                     | 4.04     | 150      |
| Market Capitalisation (Rs. in Lakhs)         | 2210.71  | 1241.97  |
| EPS (amount in Rs.)                          | 0.66     | 0.01     |



- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average % increase given in 13-14 was 13.00 % for all employees who went through the compensation review cycle in the year. For the leadership team, the average increase was 20% on the fixed and variable components.

The compensation decisions for each year are taken after considering the following parameters: comparison of SPSL's salaries at various levels with benchmark data and the approved compensation budget as per the financial plan for the FY.

In addition the compensation revision of the senior leadership team is approved by the Compensation Committee (of the Board). The average % increase for managerial personnel is higher as their salaries were lower as compared to the benchmark data.

- (ix) comparison of each remuneration of the Key Managerial Personnel against the performance of the company

| Name             | % of revenue (14-15) | % of PAT |
|------------------|----------------------|----------|
| Sanjay C. Ajmera | NIL                  | NIL      |
| Keshav Kunder    | 0.57                 | 2.73     |

- (x) The key parameters for any variable component of remuneration availed by the directors;  
*The key parameters for variable components are Company PAT, EBITDA, Revenue and share price.*
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;  
*Not Applicable, as none of the employee has salary exceeding that of highest paid director.*
- (xii) Affirmation that the remuneration is as per the remuneration policy of the company.  
*Yes; the remuneration is as per the remuneration policy of the company.*

Notice

Director's Report

Corporate Governance Report

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**CORPORATE GOVERNANCE REPORT**

**INTRODUCTION:**

Corporate Governance is a continuous process at SPSL. It is about commitment to values and ethical business conduct. Systems, policies and frameworks are regularly upgraded to meet the challenges of rapid growth in a dynamic external business environment. Governance practices not only deal with the growing size of the business, but also increase in complexities of the organizational structure that supports such growth.

The Company strongly believes that Corporate Governance in any organization derives its genesis from culture and mindset of the organization and is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to the values. It is a way of life rather than a mere legal compulsion.

In India, Corporate Governance standards for listed companies are regulated by the Securities and Exchange Board of India (“SEBI”) through Clause 49 of the Listing Agreement with the Stock Exchanges. The New Companies Act, 2013 is brought in line with certain provisions of Clause 49 of the Listing Agreement. As a Company which believes in implementing Corporate Governance practices that go beyond just meeting the letter of law, not only meets with the mandated elements of Clause 49, but also incorporates the certain non-mandatory recommendations.

**1. COMPANIES PHILOSOPHY ON CORPORATE GOVERNANCE :**

Company’s philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company’s robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company’s Code of Business Conduct and its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company’s stakeholders.

This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Company has complied with the requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with the Stock Exchange.

**2. BOARD OF DIRECTORS**

**2.1 COMPOSITION:**

The composition of the Board of Directors of the

Company is governed by the relevant provisions of the Companies Act, 2013, the Rules made thereunder and revised Clause 49 of the Listing Agreement relating to Corporate Governance.

The Board has an optimum combination of executive and non-executive Directors. The Board presently comprises of 7 Directors. The Composition of the Board of Directors of the Company as on 31st March, 2015 was as follows:

| Sr. No. | Name of the Director    | Category                               | Date of Appointment |
|---------|-------------------------|--|---------------------|
| 1       | Mr. Ishwarlal S. Ajmera | Promoter, Chairman & Managing Director | 17 -Sep- 2007       |
| 2       | Mr. Sanjay C. Ajmera    | Executive, Managing Director           | 24 -Apr- 2012       |
| 3       | Mr. Dhaval R. Ajmera    | Executive, Director                    | 24 -Apr- 2012       |
| 4       | Mr. Ambalal C. Patel    | Independent Director                   | 30 -Apr- 2009       |
| 5       | Mr. Jagdish J. Doshi    | Independent Director                   | 30 -Apr- 2009       |
| 6       | Ms. Aarti M. Ramani     | Independent Director                   | 12 -Aug- 2014       |
| 7       | Mr. Nilesh H. Sarvaiya  | Independent Director                   | 30 -Jan-2010        |

**Notes:**

1. Independent Director means a Non-Executive Director, who fulfills the criteria as laid down in Clause 49(II)(B)(1) of Listing Agreement.
2. Ms. Aarti Ramani, a women Director, has been appointed as an Independent Director on the Board as required under Section 149(3) of the Companies Act, 2013 and clause 49(II)(A)(1) of Listing Agreement.
3. More than half of the Board comprise of the Independent Directors.

**2.2 MEETINGS, AGENDA AND PROCEEDINGS OF THE BOARD MEETING:**

During the year ended on 31st March, 2015, the Board of Directors had four meetings. These were held on 13th May, 2014, 12th August, 2014, 14th November, 2014 and 13th February, 2015. The last Annual General Meeting (AGM) was held on 27th September, 2014. The attendance record of the Directors at the Board Meetings during the year ended on 31st March, 2015 and at the last AGM is as under:-



| Sr. No | Name of Directors       | Category                     | No. of Board Meetings Attended | Attendance at last AGM |
|--------|-------------------------|------------------------------|--------------------------------|------------------------|
| 1      | Mr. Ishwarlal S. Ajmera | Chairman & Managing Director | 04                             | Present                |
| 2      | Mr. Sanjay C. Ajmera    | Managing Director            | 02                             | Present                |
| 3      | Mr. Dhaval R. Ajmera    | Director                     | 03                             | Present                |
| 4      | Mr. Jagdish J. Doshi    | Independent Director         | 04                             | Absent                 |
| 5      | Mr. Ambalal C. Patel    | Independent Director         | 04                             | Present                |
| 6      | Ms. Aarti M. Ramani     | Independent Director         | 02                             | Present                |
| 7      | Mr. Nilesh H. Sarvaiya  | Independent Director         | 04                             | Present                |

#### Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 13th February, 2015 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

#### Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the previous meetings of all the Board Committees. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Notice along with the Agenda items are generally circulated seven days prior to the Board Meeting.

#### Invitees & Proceedings:

Apart from the Board members, the Compliance Officer and CFO are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board.

The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

#### Post Meeting Action:

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments.

#### Support and Role of Compliance Officer:

The Compliance Officer is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

### 2.3 OTHER DIRECTORSHIPS:

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) held by the Directors as on 31st March, 2015, are given below:-

| Sr. No. | Name of Directors       | Director Identification Number (DIN) | Date of Appointment | Directorship in other Companies | Committee Positions in India |        |
|---------|-------------------------|--------------------------------------|---------------------|---------------------------------|------------------------------|--------|
|         |                         |                                      |                     |                                 | Chairman                     | Member |
| 1       | Mr. Ishwarlal S. Ajmera | 00012206                             | 17-Sep-2007         | 03                              | -                            | -      |
| 2       | Mr. Sanjay C. Ajmera    | 00012496                             | 24-Apr-2012         | 03                              | -                            | -      |
| 3       | Mr. Dhaval R. Ajmera    | 00012504                             | 24-Apr-2012         | 03                              | -                            | -      |
| 4       | Mr. Ambalal C. Patel    | 00037870                             | 30-Apr-2009         | 07                              | 03                           | 05     |



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| Sr. No. | Name of Directors   | Director Identification Number (DIN) | Date of Appointment | Directorship in other Companies | Committee Positions in India |        |
|---------|---------------------|--------------------------------------|---------------------|---------------------------------|------------------------------|--------|
|         |                     |                                      |                     |                                 | Chairman                     | Member |
| 5       | Ms. Aarti Ramani    | 06941013                             | 12-Aug-2014         | -                               | -                            | 01     |
| 6       | Mr. Jagdish Joshi   | 00065162                             | 30-Apr-2009         | 03                              | 02                           | 01     |
| 7       | Mr. Nilesh Sarvaiya | 00799636                             | 30-Jan-2010         | 03                              | -                            | -      |

### Notes:

1. None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies.
2. Number of Directorship held in other companies includes all Companies, whether listed or unlisted and excludes Private Limited Companies, Foreign Companies and Section 8 Companies.
3. The Committee Positions in India includes only Audit Committee and Stakeholders' Relationship Committee of public Limited Companies (whether listed or not) other than Shree Precoated Steels Limited.
4. The limits of directorship under of Independent directors and Executive directors are within the permissible limits.
5. None of the Director is a member in more than 10 committees or chairman of more than 5 committees across all Public Limited Companies in which he is a Director.
6. Independent Directors means a Non-Executive Director, who fulfills the criteria as laid down in clause 49(II)(B)(1) of the Listing Agreement.

### 2.4 INDUCTION AND TRAINING OF THE BOARD MEMBERS:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The induction for Independent Directors include interactive sessions with Executive Committee Members, Business and Functional Heads, visit to the Project site etc. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members.

### 2.5 EVALUATION OF THE BOARDS PERFORMANCE:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors were carried out by the Nomination and Remuneration Committee and entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### 2.6 PREVENTION OF INSIDER TRADING:

The Securities and Exchange Board of India vide notification dated January 15, 2015 notified The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which is effective from May 15, 2015. The Company has amended its Insider Trading Prohibition Policy accordingly. The Chief Finance Officer is the Chief Investor Relation Officer and Assistant Company Secretary is Compliance Officer for the said purpose.

The Company has instituted a comprehensive code of conduct for its directors, management and officers and the other connected persons with the Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, guidelines and procedures to be made while dealing with shares of the Company including the consequences of violations if any. The code clearly specifies, among other matters, that the Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, etc. as per the Policy. Disclosure of shareholding is taken from all the directors and Designated Employees and other connected persons of the Company.



- 3. COMMITTEE OF BOARD** - With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. Each of these Committees has been mandated to operate within a given framework.

### 3.1 AUDIT COMMITTEE:

The Board has constituted a well-qualified Audit Committee. Three-fourth members of the committee are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

#### 3.1.1 Composition and Meetings

The Audit Committee had four meetings during the year 2015. The attendance of each committee member was as under:-

| Sr. No | Name of Directors      | Category | No.of Board Meetings Attended |
|--------|------------------------|----------|-------------------------------|
| 1      | Mr. Jagdish J. Doshi   | Chairman | 04                            |
| 2      | Mr. Ambalal C.Patel    | Member   | 04                            |
| 3      | Mr. Nilesh H. Sarvaiya | Member   | 04                            |
| 4      | Mr. Sanjay C. Ajmera   | Member   | 02                            |

#### 3.1.2 Invitees/Participants

- (i) The CFO & Compliance Officer are the permanent invitees to all Audit Committee meetings to provide inputs on issues relating to internal audit findings, internal controls, accounts, taxation, risk management etc.
- (ii) The representatives of the Statutory Auditors have attended all the Audit Committee meetings held during the year.

#### 3.1.3 Terms Of Reference

The terms of reference of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchange read with Section 177 of the Companies Act, 2013. These broadly includes:-

- (i) Develop an annual plan for Committee,
- (ii) review of financial reporting processes,
- (iii) review of risk management, internal control and governance processes,
- (iv) discussions on quarterly, half yearly and annual financial statements,
- (v) interaction with statutory, internal and cost auditors,
- (vi) recommendation for appointment, remuneration and terms of appointment of auditors and
- (vii) risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:-

- i. Matters included in the Director's Responsibility Statement.
- ii. Changes, if any, in the accounting policies.
- iii. Major accounting estimates and significant adjustments in financial statement.
- iv. Compliance with listing and other legal requirements concerning financial statements.
- v. Disclosures in financial statement including related party transactions, Qualification in draft audit report.
- vi. Scrutiny of inter-corporate loans & investments.
- vii. Management's Discussions and Analysis of Company's operations.
- viii. Valuation of undertakings or assets of the company, wherever it is necessary.



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- ix. Periodical Internal Audit Reports and the report of Fraud Risk Management Committee.
- x. Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- xi. Letters of Statutory Auditors to management on internal control weakness, if any.
- xii. Major non routine transactions recorded in the financial statements involving exercise of judgment by the management.
- xiii. Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees.
- xiv. Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given, if any.

### 3.2 NOMINATION AND REMUNERATION COMMITTEE:

#### 3.2.1 Composition and Attendance at the Meeting

The committee consist of Three Members and all are non executive director.

The committee met 1 (one) time during the financial year ended 31st March, 2015 on 12th August 2014 and the attendance of Members at the meeting was as under:

| Sr. No | Name of Directors      | Category | No. of Meetings Attended |
|--------|------------------------|----------|--------------------------|
| 1      | Mr. Jagdish J. Doshi   | Chairman | 01                       |
| 2      | Mr. Ambalal C.Patel    | Member   | 01                       |
| 3      | Mr. Nilesh H. Sarvaiya | Member   | 01                       |

#### 3.2.2 Terms Of Reference

The Committee is empowered to –

- (i) Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- (ii) Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnels.
- (iii) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance.
- (iv) Conduct Annual performance review of MD and CEO and Senior Management Employees;
- (v) Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.

#### 3.2.3 Remuneration Policy

The Company follows a policy on remuneration of Directors and Senior Management Employees and Remuneration of Non-Executive Directors. The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies Managerial Remuneration Rule, 2014;
- ii. A Non-Executive director will also be entitled to receive commission on an annual basis of such sum as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee;





- iii. The Nomination & Remuneration Committee may recommend to the Board, the payment of commission on uniform basis to reinforce the principles of collective responsibility of the Board.
- iv. In determining the quantum of commission payable to the Directors, the Nomination & Remuneration Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.
- vi. The Nomination & Remuneration Committee may recommend to the Board, for the payment of additional commission to those Directors who are Members on the Audit Committee of the Board subject to a ceiling on the total commission payable may be decided;
- vii. In addition to the remuneration paid under Clause (ii) and (vi) above, the Chairman of the Audit Committee shall be paid an additional commission as may be recommended to the Board by the Nomination & Remuneration Committee;
- viii. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;
- ix. The Commission shall be payable on prorata basis to those Directors who occupy office for part of the year.
- x. The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company;

#### 3.2.4 Remuneration of Chairman, Managing Director & Executive Directors

- i. At the time of appointment or re-appointment, the Chairman, Managing Director & Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Chairman, Managing Director & Executive Directors within the overall limits prescribed under the Companies Act.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Chairman, Managing Director & Executive Directors are broadly divided into fixed and variable component.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the Nomination & Remuneration Committee shall consider the following:
  - a. the relationship of remuneration and performance benchmarks is clear;
  - b. balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
  - c. responsibility required to be shouldered by the Chairman, Managing Director & Executive Directors and the industry benchmarks and the current trends;
- v. The Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs.

#### 3.2.5 Remuneration of Senior Management Employees

The Managing Director and Executive Director will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned herein above, recommends the annual increment and performance incentive to the Nomination & Remuneration Committee for its review and approval.

#### 3.2.6 Remuneration to Non –Executive Directors

The Non-Executive Directors are paid sitting fees of 5,000/- per meeting for attending the Board and Audit Committee meetings except Share Transfer Committee, for which no sitting fees is paid. The CSR Committee members at their first meeting for this Financial Year has unanimously decided not to accept any sitting fees for the CSR Committee meeting to be attended by them. No commission is paid to them.

None of the Directors hold any convertible instruments.



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The details of remuneration, sitting fees, performance bonus, and commission paid to each of the Directors during the year ended on 31st March, 2015 are given below:-

| Sr. No. | Name of the Director   | Remuneration<br>(in ₹) | Sitting Fees<br>(in ₹) | No. of shares held |
|---------|------------------------|------------------------|------------------------|--------------------|
| 1       | Mr. Ishwarlal S.Ajmera | 12,15,552              | NA                     | 3,67,220           |
| 2       | Mr. Sanjay C.Ajmera    | Nil                    | NA                     | 16,86,472          |
| 3       | Mr. Dhaval R.Ajmera    | 21,85,683              | NA                     | 18,39,910          |
| 4       | Mr. Jagdish J. Doshi   | NA                     | 40000                  | 0                  |
| 5       | Mr. Ambalal C.Patel    | NA                     | 40000                  | 0                  |
| 6       | Ms. Aarti M. Ramani    | NA                     | 10000                  | 0                  |
| 7       | Mr. Nilesh H. Sarvaiya | NA                     | 40000                  | 0                  |

### 3.2.7 Criteria of selection of Non-Executive Directors

- The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with, Directors having expertise in various fields.
- In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company, so as to enable the Board to discharge its function and duties effectively.
- The Nomination & Remuneration Committee shall considered the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director.
  - Qualification, expertise and experience of the Directors in their respective fields;
  - Personal, Professional or business standing;
  - Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Directors and his engagement level.

### 3.3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into allotment of shares kept in abeyance, allotment of shares on exercise of the stock options by the employees and allotment of privately placed preference shares, debentures and bonds, if any.

The Committee is headed by Mr. Jagdish Doshi, Independent Director and consists of the members as stated below. During the year ended on 31st March, 2015, this Committee had four meetings which were attended by the members as under:-

| Sr. No | Name of Directors       | Category | No. of Committee Meetings Attended |
|--------|-------------------------|----------|------------------------------------|
| 1      | Mr. Jagdish J. Doshi    | Chairman | 04                                 |
| 2      | Mr. Ishwarlal S. Ajmera | Member   | 04                                 |
| 3      | Mr. Dhaval R. Ajmera    | Member   | 04                                 |

Mr. Harish Taparia, Compliance Officer is responsible for the redressal of the investors' grievances.

The detailed particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year are as under:

| Nature of Complaint                  | Opening | Received during the year | Resolved  | Outstanding as on 31st March, 2015 |
|--------------------------------------|---------|--------------------------|-----------|------------------------------------|
| Non Receipt of Annual Report         | -       | 1                        | 1         | -                                  |
| Non-Receipt of Dividend              | -       | 3                        | 3         | -                                  |
| Non-Receipt of shares (Demerger)     | -       | 12                       | 12        | -                                  |
| Non-Receipt of shares (Split)        | -       | 1                        | 1         | -                                  |
| Non-Receipt of shares (Transmission) | -       | 1                        | 1         | -                                  |
| <b>TOTAL</b>                         |         | <b>18</b>                | <b>18</b> |                                    |

None of the complaints is pending for a period exceeding 30 days. All the requests for transfer of shares have been processed on time and there are no transfers pending for more than 15 days. Over and above the aforesaid complaints, the Company and its Registrar & Share Transfer Agent have handled queries on various matters such as change of address, change of bank particulars, ECS mandate, nomination request etc. and we are pleased to report that except for requests received during the year which are under process, all other queries / requests have been replied on time.



### 3.4 CSR COMMITTEE:

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The Committee is headed by Mr. Sanjay C. Ajmera, Managing Director of the Company.

This committee has been constituted by way of passing Board resolution at the board meeting dated 14th November, 2014 and Mr. Dhaval R. Ajmera, Director and Mr. Jagdish Doshi, Independent Director has been appointed as a member of the Committee with immediate effect.

The Committee met once to recommend the CSR policy to the board of Directors on 6th January, 2015, which was attended by all the members of the Committee

The Terms of Reference of the Committee are as follows:-

- a) To frame the CSR Policy and its review from time-to-time.
- b) To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- c) To ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

### 4. WHISTLE BLOWER POLICY:

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud & misconduct. The Audit Committee is committed to ensure fraud-free work environment and to this end the Committee has laid down a Vigil Mechanism Policy providing a platform to all the employee and directors to report any suspected or confirmed incident of fraud/misconduct.

In order to instill more confidence amongst Whistle Blowers, Adequate safeguards have been provided in the Policy to prevent victimization of anyone who is using this platform and direct access to the Chairman of the Audit Committee is also available in exceptional cases.

This policy is applicable to all the directors and employees of the Company. The policy is also posted on the website of the Company. i.e. [www.spsl.com](http://www.spsl.com)

The main objectives of the policy are as under:

- (i) To protect the brand, reputation and assets of the Company from loss or damage, resulting from suspected or confirmed incidents of fraud / misconduct.
- (ii) To provide guidance to all the employees and directors on reporting any suspicious activity and handling critical information and evidence.
- (iii) To provide healthy and fraud-free work culture.
- (iv) To ensure complete confidentiality.

### 5. GENERAL BODY MEETINGS :

#### Annual General Meeting of the earlier three years:

The Company convenes Annual General Meeting generally within six months of the close of the Corporate Financial Year. The details of Annual General Meetings held in last 3 years are as under:-

| Financial Year | Details of day, date, time and venue where AGM was held   | Summary of Special Resolutions passed  |
|----------------|---|--|
| 2011-12        | 4th AGM was conducted on Friday, 28th September, 2012 at 5.00 p.m. at Esquire Hall, The Classique Club, Raheja Classique, Andheri Link Road, Andheri (W), Mumbai - 400 053    | 1) Appointment and Remuneration of Shri Ishwarlal S. Ajmera as Chairman & Managing Director                            |
| 2012-13        | 5th AGM was conducted on Friday, 27th September, 2013 at 12.45 p.m. at Activity Hall, Gr. Floor, Juhu Vile Parle Gymkhana Club, JVPD Scheme, Vile Parle (W), Mumbai - 400 049 | 1) Alteration of other Object Clause(III-C) of Memorandum of Association of Company<br>2) Commencement of new business |



## SHREE PRECOATED STEELS LIMITED

| Financial Year | Details of day, date, time and venue where AGM was held  | Summary of Special Resolutions passed  |
|----------------|--|--|
| 2013-14        | 6th AGM was conducted on Saturday, 27th September, 2014 at 1.00 p.m. at Activity Hall, Gr. Floor, Juhu Vile Parle Gymkhana Club, JVPD Scheme, Vile Parle (W), Mumbai - 400 049 | 1) To approve payment of remuneration to Chairman & Managing Director<br>2) To approve payment of remuneration to Director-Operations & marketing<br>3) To give authority to the board of directors to borrow money from Banks/Financial Institutions and others, the aggregate outstanding of which should not exceed, at any given time, ₹ 2000 crores as per Section 180 (1) (c) of the Companies Act, 2013<br>4) To give authority to the Board of Directors to create charge / Hypothecation / security of its Assets against the borrowings taken by the Company as per Section 180(1)(a) of the Companies Act, 2013 |

All Special Resolutions passed at the Annual General Meetings were passed with requisite majority.

During the financial year, no resolutions were passed in Extra Ordinary General Meeting or by way of Postal Ballot.

### 6. DISCLOSURES:

- (i) The Company has formulated a policy on materiality of related party transactions and also on dealing with related party transactions. This policy is available on the Company's website i.e. [www.spsl.com](http://www.spsl.com)
- (ii) Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.
- (iii) During the year 2014-15, no materially significant transactions were entered into by the Company with the Promoters, Directors or the Management, or their relatives, that may have potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.
- (iv) The Company has followed all relevant Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing Financial Statements.
- (v) There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- (vi) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- (vii) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with the requirements under the Companies Act, 2013 and Listing Agreement. The policy is hosted on the website of the Company: [www.spsl.com](http://www.spsl.com)
- (viii) During the year ended 31st March, 2015, the Company does not have any material listed/unlisted subsidiary companies as defined in Clause 49 of the Listing Agreement. The Company has a policy for determining "material subsidiary" in line and the same is disclosed on the Company's website i.e [www.spsl.com](http://www.spsl.com)
- (ix) The Independent Directors have confirmed that they meet the criteria of Independence' as stipulated under Clause 49 of the Listing Agreement.



## 7. CEO/CFO CERTIFICATION

The Managing Director (MD) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Clause 49 of the listing agreement certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## 8. MEANS OF COMMUNICATION:

### i. Financial results

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchange immediately after these are approved by the Board. These are widely published in 'Financial Express' and 'Apla Mahanagar'.

### ii. News Releases, disclosures and announcements

Official new releases, disclosures and announcements are sent to the Bombay Stock Exchange under the applicable provisions of Listing Agreement.

### iii. Website

The Company's website: [www.spsl.com](http://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. 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.

### V. 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](mailto:investors.spsl@ajmera.com)

For queries in respect of shares in physical mode – [shareindia@vsnl.com](mailto:shareindia@vsnl.com)

## 9. GENERAL SHAREHOLDERS' INFORMATION:

### 9.1 Annual General Meeting

|            |   |
|------------|---|
| Day & Date | Friday, 25 <sup>th</sup> September, 2015  |
| Time       | 01:00 p.m   |
| Venue      | "Activity Hall", Ground Floor, Juhu Vile Parle Gymkhana Club, N.S. Road, JVPD Scheme, Vile Parle (West), Mumbai - 400 049 |

### 9.2 Financial Calendar

The Company follows the period from 1st April, 2015 to 31st March, 2016 as the Financial Year.

| For the Financial Year 2015-16                               | Tentative date of announcement of Financial Results |
|--|---|
| First Quarter ended as on June 30, 2015                      | July, 2015  |
| Second Quarter ended as on September 30, 2015                | October, 2015                                       |
| Third Quarter ended as on December 31, 2015                  | January, 2016                                       |
| Fourth Quarter and Financial Year ended as on March 31, 2016 | May, 2016   |
| Eight Annual General Meeting                                 | September, 2016                                     |

### 9.3 Book Closure

The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 19th September, 2015 till Friday, the 25th September, 2015 till (both days inclusive) as required under the Listing agreement.



## SHREE PRECOATED STEELS LIMITED

### 9.4 Listing of Shares & Other Securities

|   |                                 |                            |
|---|---------------------------------|----------------------------|
| A | Equity Shares Listed on         | Bombay Stock Exchange Ltd. |
| B | Stock Code                      | 533110                     |
| C | ISIN Code                       | INE318K01017               |
| D | Corporate Identity Number (CIN) | L70109MH2007PLC174206      |

### 9.5 Listing Fees

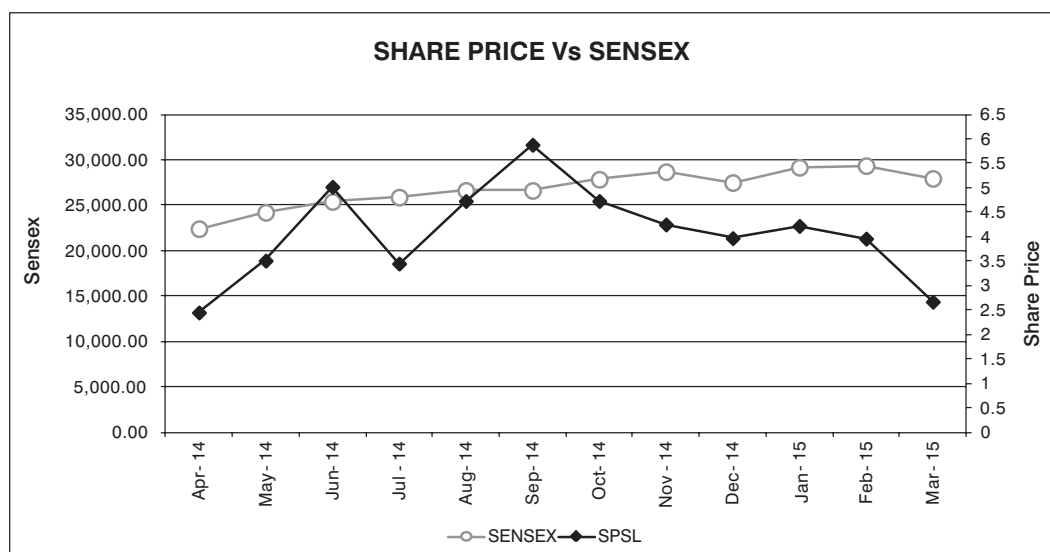
During the year under review, The Company has paid the Annual Listing Fees payable to the Bombay Stock Exchange (BSE) in full.

### 9.6 Market Price Data

The high / low market price of the shares during the Financial year 2015 at the Bombay Stock Exchange Limited were as under:

| Month  | Bombay Stock Exchange |      |       | S & P BSE SENSEX |
|--------|-----------------------|------|-------|------------------|
|        | High                  | Low  | Close | (Closing)        |
| 14-Apr | 2.64                  | 1.43 | 2.45  | 22,417.80        |
| 14-May | 3.51                  | 1.96 | 3.51  | 24,217.34        |
| 14-Jun | 5.33                  | 3.35 | 5.02  | 25,413.78        |
| 14-Jul | 5.15                  | 3.45 | 3.45  | 25,894.97        |
| 14-Aug | 4.73                  | 3.23 | 4.73  | 26,638.11        |
| 14-Sep | 6.75                  | 4.68 | 5.88  | 26,630.51        |
| 14-Oct | 6                     | 4.1  | 4.73  | 27,865.83        |
| 14-Nov | 5.45                  | 3.51 | 4.25  | 28,693.99        |
| 14-Dec | 4.99                  | 3.26 | 3.97  | 27,499.42        |
| 15-Jan | 4.94                  | 3.7  | 4.22  | 29,182.95        |
| 15-Feb | 4.6                   | 3.33 | 3.96  | 29,361.50        |
| 15-Mar | 4.5                   | 2.5  | 2.67  | 27,957.49        |

### 9.7 Performance in comparison to broad based indices





### 9.8 Registrar and Share Transfer Agents

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

#### Sharex Dynamics (India) Pvt. Limited

Unit – 1, Luthra Industrial Premises,  
Safed Pool, Andheri Kurla Road,  
Andheri (E), Mumbai – 400 072

Email: sharexindia@vsnl.com

Website: www.sharexindia.com

Tel: 9122 2851 5606

9122 2851 5644

Fax: 9122 2851 2885

### 9.9 Share Transfer System

Shares sent for transfer in physical form are registered and returned by our Registrar and Share Transfer Agent in 15 days of receipt of the documents, provided the documents are found to be in order. Shares under objection are returned within two weeks. The Share Transfer Agents considers the transfer proposals generally on a fortnight basis.

### 9.10 Distribution of Shareholding

The shareholding distribution of the equity shares as on 31st March, 2015 is given below:

| No. of Equity shares | Shareholders |               | Shares held in each class |               |
|----------------------|--------------|---------------|---------------------------|---------------|
|                      | Number       | %             | Number                    | %             |
| Up to 100            | 34052        | 78.60         | 657117                    | 0.79          |
| 101 to 200           | 2486         | 5.74          | 382408                    | 0.46          |
| 201 to 500           | 2945         | 6.80          | 1068232                   | 1.29          |
| 501 to 1,000         | 1688         | 3.90          | 1383477                   | 1.67          |
| 1,001 to 5,000       | 1635         | 3.77          | 3687432                   | 4.45          |
| 5,001 to 10,000      | 261          | 0.60          | 1901863                   | 2.30          |
| 10,001 to 1,00,000   | 191          | 0.44          | 5103226                   | 6.16          |
| 1,00,001 & above     | 65           | 0.15          | 68614287                  | 82.87         |
| <b>Total</b>         | <b>43323</b> | <b>100.00</b> | <b>82798042</b>           | <b>100.00</b> |



## SHREE PRECOATED STEELS LIMITED

### 9.11 Shareholding Pattern

The shareholding of different categories of the shareholders as on 31st March, 2015 is given below:-

| Category code | Category of Shareholder   | Number of Share holders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares |                   | Shares pledged or otherwise encumbered |                               |
|---------------|---|-------------------------|------------------------|--|--|-------------------|--|-------------------------------|
|               |   |                         |                        |  | As a % of (A+B) <sup>1</sup>                                 | As a % of (A+B+C) | Number of shares                       | As a % of Total No. of Shares |
| <b>(A)</b>    | <b>Promoter and Promoter Group</b>  |                         |                        |  |  |                   |  |                               |
| <b>1</b>      | <b>Indian</b>   |                         |                        |  |  |                   |  |                               |
| a             | Individual/Huf  | 38                      | 44032362               | 44032362                                     | 53.180   | 53.180            | 0                                      | 0.000                         |
| b             | Central/State Gov   | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
| c             | Bodies Corporates   | 4                       | 8039906                | 8039906                                      | 9.710  | 9.710             | 700000                                 | 8.707                         |
| d             | Fins / Banks  | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
| e             | Any Other specify   | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
|               | <b>Sub Total(A)(1)</b>  | <b>42</b>               | <b>52072268</b>        | <b>52072268</b>                              | <b>62.891</b>  | <b>62.891</b>     | <b>700000</b>                          | <b>1.344</b>                  |
| <b>2</b>      | <b>Foreign</b>  |                         |                        |  |  |                   |  |                               |
| a             | Indv NRI/For Ind  | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
| b             | Bodies Corporate  | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
| c             | Institutions  | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
| d             | Qualified For.Inv.  | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
| e             | Any Other Specify   | 0                       | 0                      | 0  | 0.000  | 0.000             | 0                                      | 0.000                         |
|               | <b>Sub Total(A)(2)</b>  | <b>0</b>                | <b>0</b>               | <b>0</b>                                     | <b>0.000</b>   | <b>0.000</b>      | <b>0</b>                               | <b>0.000</b>                  |
|               | <b>Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)</b> | <b>42</b>               | <b>52072268</b>        | <b>52072268</b>                              | <b>62.891</b>  | <b>62.891</b>     | <b>700000</b>                          | <b>1.344</b>                  |
| <b>(B)</b>    | <b>Public shareholding</b>  |                         |                        |  |  |                   |  |                               |
| <b>1</b>      | <b>Institutions</b>   |                         |                        |  |  |                   |  |                               |
| a             | Mutual Funds  | 1                       | 504                    | 504  | 0.001  | 0.001             |  |                               |
| b             | Fins / Banks  | 3                       | 252                    | 252  | 0.000  | 0.000             |  |                               |
| c             | Central/State Govt  | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
| d             | Venture Cap Fund  | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
| e             | Insurance Comp(s)   | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
| f             | Foreign Ins Invest  | 1                       | 3781                   | 3781   | 0.005  | 0.005             |  |                               |
| g             | Foreign Ven Cap In  | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
| h             | Qualified For.Inv.  | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
| i             | Any Other -Specify  | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
|               | <b>Sub-Total (B)(1)</b>   | <b>5</b>                | <b>4537</b>            | <b>4537</b>                                  | <b>0.005</b>   | <b>0.005</b>      |  |                               |





| Category code | Category of Shareholder                               | Number of Share holders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares |                   | Shares pledged or otherwise encumbered |                               |
|---------------|---|-------------------------|------------------------|--|--|-------------------|--|-------------------------------|
|               |   |                         |                        |  | As a % of (A+B) <sup>1</sup>                                 | As a % of (A+B+C) | Number of shares                       | As a % of Total No. of Shares |
| <b>2</b>      | <b>Non-institutions</b>                               |                         |                        |  |  |                   |  |                               |
| a             | Bodies Corporates                                     | 311                     | 1617436                | 1616582                                      | 1.953  | 1.953             |  |                               |
| b             | Individuals   |                         |                        |  |  |                   |  |                               |
|               | i) upto ₹ 1-Lac                                       | 42594                   | 8563928                | 8299882                                      | 10.343   | 10.343            |  |                               |
|               | ii) above ₹ 1-Lac                                     | 185                     | 19454041               | 19454041                                     | 23.496   | 23.496            |  |                               |
| c             | Qualified For.Inv.                                    | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
| d             | Any Other -Clr-Mem                                    | 10                      | 36009                  | 36009  | 0.043  | 0.043             |  |                               |
|               | -OCB  | 0                       | 0                      | 0  | 0.000  | 0.000             |  |                               |
|               | -NRI  | 176                     | 1049823                | 1045035                                      | 1.268  | 1.268             |  |                               |
|               | <b>Sub-Total (B)(2)</b>                               | <b>43276</b>            | <b>30721237</b>        | <b>30451549</b>                              | <b>37.104</b>  | <b>37.104</b>     |  |                               |
| <b>(B)</b>    | <b>Total (B) = (B)(1) + (B)(2)</b>                    | <b>43281</b>            | <b>30725774</b>        | <b>30456086</b>                              | <b>37.109</b>  | <b>37.109</b>     |  |                               |
|               | <b>TOTAL (A) + (B)</b>                                | <b>43323</b>            | <b>82798042</b>        | <b>82528354</b>                              |  | <b>100.00</b>     | <b>700000</b>                          | <b>0.845</b>                  |
| <b>(C)</b>    | <b>Held by Custodians against Depository Receipts</b> |                         |                        |  |  |                   |  |                               |
|               | PROMOTER & PRO GRP                                    | 0                       | 0                      | 0  |  | 0.000             |  |                               |
|               | PUBLIC  | 0                       | 0                      | 0  |  | 0.000             |  |                               |
|               | <b>GRAND TOTAL (A) + (B) + (C)</b>                    | <b>43323</b>            | <b>82798042</b>        | <b>82528354</b>                              |  | <b>100.00</b>     | <b>700000</b>                          | <b>0.845</b>                  |

#### 9.12 Dematerialisation of Shares

About 99.67 % (82528354 shares) of the total equity share capital are held in dematerialized form with NSDL and CDSL as on 31st March, 2015.

| Particulars of Shares | Equity Shares of ₹ 10/- each |                           |
|-----------------------|------------------------------|---------------------------|
|                       | Number                       | % of total Issued Capital |
| Dematerialized Form   |                              |                           |
| NSDL                  | 19977698                     | 24.13                     |
| CDSL                  | 62550656                     | 75.54                     |
| Sub - Total           | 82528354                     | 99.67                     |
| Physical Form         | 269688                       | 0.33                      |
| <b>TOTAL</b>          | <b>82798042</b>              | <b>100.00</b>             |

Notice

Director's Report

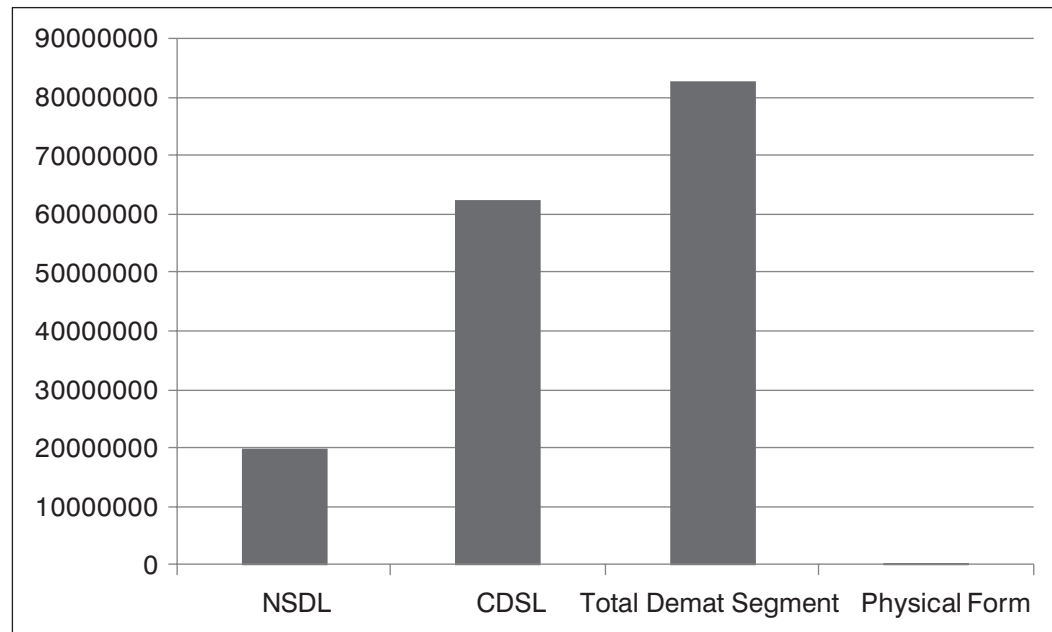
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## SHREE PRECOATED STEELS LIMITED

As on 31st March, 2015, the number of shares held in dematerialised and physical mode are as under:



### Shares held in Demat or Electronic Form

For Shares transferred in electronic form, after confirmation of sale/purchase transaction from the Broker, Shareholders should approach their Depository Participants (DPs) with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for separate communication to either Company or Share Transfer Agent to register such Share transfers in electronic/demat Form. For matters regarding shares held in demat/electronic form and for matters related to change of address, change of Bank mandates etc., Shareholders should communicate directly with their respective Depository Participant.

### Shares held in Physical form

For matters regarding shares transferred in physical form, share certificates, change of address etc., Shareholders should communicate with Sharex Dynamic (India) Private Limited, our Registrar and Share Transfer Agent.

### 9.13 Mandatory requirement of PAN

SEBI vide its circular dated 7th January, 2010 has made it mandatory to furnish PAN copy in the following cases:

- (i) Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders;
- (ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.
- (iii) Transposition of shares – in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

### 9.14 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchange, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.



#### 9.15 Address for Correspondence

- (a) The Compliance Officer,  
 "Rehman Building, 2nd Floor Mezzanine,  
 24 Veer Nariman Road,  
 Fort, Mumbai - 400 001.  
 Phone No: (022) 22841777  
 Fax: (022) 22044785  
 Email ID: investors.spssl@ajmera.com

- (b) Exclusive e-mail id for Investor Grievances:

Pursuant to Clause 47(f) of the Listing Agreement, the following e-mail ID has been designated for communicating investors' grievances:- investors.spssl@ajmera.com

#### 9.16 Registered Office

Rehman Building, 2nd Floor Mezzanine, 24, Veer Nariman Road, Fort, Mumbai - 400 001, Maharashtra, India.  
 Tel: +91-22-2284 3714/ Fax: +91-22-2204 4785

#### 10. CODE OF CONDUCT

The Company has adopted the Code of Conduct for all employees of the Company, including the Managing Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. The Codes are posted on the Company's website.

All Board members and senior management personnel (as per Clause 49 of the Listing Agreement) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director forms part of this Report.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Directors are inter-se related to each other.

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

#### DECLARATION BY 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 2014-15.

**Place: Mumbai**  
**Date: 23rd July, 2015**

**Sanjay C. Ajmera**  
**Managing Director**  
**(DIN: 00012496)**

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## SHREE PRECOATED STEELS LIMITED

### CEO / CFO CERTIFICATION

We hereby certify that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year 2014 - 2015 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 and regulations;
- b. To the best of our knowledge and belief, there are no transactions entered into by the company during the financial year which are fraudulent, illegal or violative of the company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
- d. We have indicated to the Auditors and the Audit Committee –
  - Significant changes in internal control over the financial reporting during the financial year 2014-15
  - Significant changes in accounting policies during the year 2014-15 and that the same have been disclosed in the notes to financial statements; and
  - There was no fraud of which we become aware of the management or an employee having a significant role in the company's internal control system over the financial reporting.

Place: Mumbai  
Date: 28th May, 2015

**Sanjay C. Ajmera**  
Managing Director

**Keshav Kunder**  
Chief Financial Officer

### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

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 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance note on Certification of Corporate Governance (as stipulated in the provisions of Clause 49 of the Listing Agreement), issued by Institute of Chartered Accountants of India, entered into by the Company with BSE. 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 during the Financial Year 2014-15 there are no investor's grievances pending against the Company for the period exceeding one month as per the records maintained by the Shareholders/Investors Grievance 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: 23rd July, 2015

**RASESH V. PAREKH (PARTNER)**  
Membership No. 38615



## INDEPENDENT AUDITOR'S REPORT

The Members,  
**SHREE PRECOATED STEELS LIMITED**  
 MUMBAI

### Report on the Financial Statements

1. We have audited the accompanying financial statements of **SHREE PRECOATED STEELS LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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.
5. 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.
6. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

8. 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:
  - a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
  - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
  - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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- 10 As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) 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.
  - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- FOR AND ON BEHALF OF  
V. PAREKH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REGN NO. 107488W**
- Place: Mumbai      **RASESH V. PAREKH - PARTNER**  
Dated : 28th May, 2015      **MEMBERSHIP NO. 38615**

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## **ANNEXURE REFERRED TO IN PARAGRAPH 9 TO OUR REPORT ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015**

1. In respect of it's Fixed Assets:
- (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) These fixed assets have been physically verified by the management at reasonable intervals. Discrepancies noticed during the course of such verification are dealt with adequately in the books of accounts.
2. In respect of it's inventories:
- (a) Physical verification of inventory 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.
3. The company has not granted any loan, secured or unsecured, to the company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. There an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. 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.

5. The company has not accepted deposits, the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
6. The Central Government has not prescribed maintenance of Cost Records under Section 148(1) of the Act in respect of the 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.
7. a. The Company is generally 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. There is no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

- b. The Company does not have any dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute, Except the amounts involved and the forum where dispute is pending given below:-

| Name of Statute   | Nature of Dues                  | Amount (₹ in Lacs) | Year              | 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                |

- c. The Company has transferred the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. The Company has accumulated losses at the end of the financial year and however, it has not incurred cash losses in the current and the immediately preceding financial year.
9. 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.
10. 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.

11. Based on the information and explanations given to us by the Management, Term Loans obtained during the year were applied for the purpose for which the loans were obtained.
12. 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.

**FOR AND ON BEHALF OF  
V. PAREKH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REGN NO. 107488W**

Place: Mumbai  
Dated : 28th May, 2015

**RASESH V. PAREKH - PARTNER  
MEMBERSHIP NO. 38615**

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**SHREE PRECOATED STEELS LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2015**

| Particulars   | Notes | As on<br>31st March, 2015<br>(₹ In lacs) | As on<br>31st March, 2014<br>(₹ In lacs) |
|---|-------|--|--|
| <b>I. EQUITY AND LIABILITIES</b>                                      |       |  |  |
| <b>(1) Shareholder's Funds</b>  |       |  |  |
| (a) Share Capital   | 3     | <b>8279.80</b>                           | 8279.80                                  |
| (b) Reserves and Surplus  | 4     | <b>(7039.45)</b>                         | (8232.72)                                |
| <b>(2) Non-Current Liabilities</b>                                    |       |  |  |
| (a) Long-term borrowings  | 5     | <b>1538.24</b>                           | 1500.00                                  |
| (b) Other Long term liabilities                                       | 6     | <b>585.31</b>                            | 533.48                                   |
| (c) Long term provisions  | 7     | <b>16.39</b>                             | 8.42                                     |
| <b>(3) Current Liabilities</b>  |       |  |  |
| (a) Trade payables  | 8     | <b>450.95</b>                            | 543.15                                   |
| (b) Other current liabilities   | 9     | <b>25.54</b>                             | 8.51                                     |
| <b>Total</b>  |       | <b>3856.78</b>                           | 2640.64                                  |
| <b>II. ASSETS</b>   |       |  |  |
| <b>(1) Non-current assets</b>   |       |  |  |
| (a) Fixed assets  |       |  |  |
| (i) Tangible assets   | 10    | <b>85.86</b>                             | 3.60                                     |
| (b) Long-term loans and advances                                      | 11    | <b>0.36</b>                              | 0.36                                     |
| <b>(2) Current assets</b>   |       |  |  |
| (a) Inventories   | 12    | <b>1117.29</b>                           | 1554.39                                  |
| (b) Trade receivables   | 13    | <b>209.63</b>                            | 274.52                                   |
| (c) Cash and cash equivalents   | 14    | <b>13.62</b>                             | 285.84                                   |
| (d) Short-term loans and advances                                     | 15    | <b>1414.98</b>                           | 5.98                                     |
| (e) Other current assets  | 16    | <b>1015.04</b>                           | 515.95                                   |
| <b>Total</b>  |       | <b>3856.78</b>                           | 2640.64                                  |
| Significant Accounting policies and notes to the Financial Statements | 2     |  |  |

As per our report of even date

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

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

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

**SANJAY C. AJMERA**  
MANAGING DIRECTOR

**DHAVAL R. AJMERA**  
DIRECTOR

**KESHAV KUNDER**  
CHIEF FINANCIAL  
OFFICER

Place: Mumbai  
Dated: 28th May, 2015

Place: Mumbai  
Dated: 28th May, 2015





## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

| Particulars   | Notes      | Year ended<br>31st March, 2015<br>(₹ In lacs) | Year ended<br>31st March, 2014<br>(₹ In lacs) |
|---|------------|---|---|
| <b>I. Revenue from operations</b>   | 17         | <b>2,612.31</b>                               | 322.24  |
| <b>II. Other Income</b>   | 18         | -   | 44.09   |
| <b>III. Total Revenue (I + II)</b>  |            | <b>2,612.31</b>                               | 366.33  |
| <b>IV. Expenses:</b>  |            |   |   |
| Purchase of Stock in Trade  |            | 307.89  | 440.51  |
| Construction & Other expenses   | 19         | 1,750.49                                      | -   |
| Changes in inventories of finished goods, work in progress and Stock-in-trade                 | 20         | (92.74)                                       | (167.46)                                      |
| Employee benefit expenses   | 21         | 62.89   | 49.64   |
| Financial costs   | 22         | 0.89  | -   |
| Depreciation and amortization expenses  | 10         | 3.58  | 6.87  |
| Other expenses  | 23         | 36.12   | 28.31   |
| <b>Total Expenses (IV)</b>  |            | <b>2,069.12</b>                               | 357.87  |
| <b>V. Profit before exceptional and extraordinary items and tax</b>                           | (III - IV) | <b>543.19</b>                                 | 8.46  |
| <b>VI. Exceptional Items</b><br>(Refer Note 30)   |            | <b>650.08</b>                                 | -   |
| <b>VII. Profit before extraordinary items and tax (V + VI)</b>                                |            | <b>1,193.27</b>                               | 8.46  |
| <b>VIII. Profit before tax</b>  |            | <b>1,193.27</b>                               | 8.46  |
| <b>IX. Tax expense:</b>   |            |   |   |
| (1) Adjustment During the year  |            | -   | -   |
| (2) Deferred tax  |            | -   | -   |
| <b>X. Profit for the year from continuing operations</b>                                      |            | <b>1,193.27</b>                               | 8.46  |
| <b>XI. Extraordinary Items</b>  |            | -   | 3,034.47                                      |
| <b>XII. Surplus for the year</b>  |            | <b>1,193.27</b>                               | 3,042.93                                      |
| <b>XIII. Earning per equity share before exceptional / extraordinary items and after Tax:</b> |            |   |   |
| (1) Basic   | 24         | <b>0.66</b>                                   | 0.01  |
| (2) Diluted   | 24         | -   | -   |
| Significant Accounting policies and notes to the Financial Statements                         | 2          |   |   |

As per our report of even date

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

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

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

**SANJAY C. AJMERA**  
MANAGING DIRECTOR

**DHAVAL R. AJMERA**  
DIRECTOR

**KESHAV KUNDER**  
CHIEF FINANCIAL  
OFFICER

Place: Mumbai  
Dated: 28th May, 2015

Place: Mumbai  
Dated: 28th May, 2015

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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

| Particulars   | Year ended<br>31st March, 2015<br>(₹ In lacs) | Year ended<br>31st March, 2014<br>(₹ In lacs) |
|---|---|---|
| <b>Cash Flow From Operating Activities:</b>                                     |   |   |
| <b>Profit before tax</b>  | <b>543.19</b>                                 | 8.46  |
| Non-cash adjustment to reconcile profit before tax to net cash flows            |   |   |
| Depreciation/amortisation   | <b>3.58</b>                                   | 6.87  |
| Interest Expense  | <b>0.89</b>                                   | -   |
| Exceptional / Extra ordinary Items  | <b>650.08</b>                                 | 3034.47                                       |
| <b>Operating Profit before working capital changes</b>                          | <b>1197.74</b>                                | 3049.80                                       |
| <b>Movements in working capital:</b>  |   |   |
| Increase/(decrease) in trade payables   | <b>(92.20)</b>                                | (52.69)                                       |
| Increase/(decrease) in long-term provision                                      | <b>7.97</b>                                   | 3.83  |
| Increase/(decrease) in Other Long-term Liabilities                              | <b>51.83</b>                                  | (634.64)                                      |
| Increase/(decrease) in Other Current Liabilities                                | <b>17.02</b>                                  | (3.22)  |
| Decrease/(increase) in trade receivables  | <b>64.89</b>                                  | 205.83  |
| Decrease/(increase) in inventories  | <b>437.10</b>                                 | (1257.45)                                     |
| Decrease/(increase) in long-term loans and advances                             | -   | -   |
| Decrease/(increase) in short-term loans and advances                            | <b>(1409.00)</b>                              | 1362.63                                       |
| Decrease/(increase) in other Non current assets                                 | <b>0.00</b>                                   | 1470.13                                       |
| Decrease/(increase) in other current assets                                     | <b>(499.09)</b>                               | (41.52)                                       |
| Cash generated from/(used in) operating activities                              | <b>(223.73)</b>                               | 4102.71                                       |
| Direct taxes paid   | -   | -   |
| <b>Net cash flow from/(used in) operating activities (A)</b>                    | <b>(223.73)</b>                               | 4102.71                                       |
| <b>Cash flow from investing activities:</b>                                     |   |   |
| Purchase of fixed assets including intangible assets, CWIP and Capital advances | <b>(85.85)</b>                                | -   |
| Proceeds from sale of assets  | -   | -   |
| Proceeds from sale of assets  | -   | -   |
| <b>Net cash flow from/(used in) investing activities (B)</b>                    | <b>(85.85)</b>                                | -   |
| <b>Cash flow from financing activities:</b>                                     |   |   |
| Proceed/(Repayment) of long-term borrowings                                     | <b>38.24</b>                                  | (3861.44)                                     |
| Interest paid   | <b>(0.89)</b>                                 | -   |
| <b>Net cash flow from/(used in) financing activities (C)</b>                    | <b>37.35</b>                                  | (3861.44)                                     |
| <b>Net increase/(decrease) in cash and cash equivalents (A)+(B)+ (C)</b>        | <b>(272.22)</b>                               | 241.28  |
| Cash and cash equivalents at the beginning of the year                          | <b>285.84</b>                                 | 44.56   |
| <b>Cash and cash equivalents at the end of the year</b>                         | <b>13.62</b>                                  | 285.84  |
| Significant Accounting policies and notes to the Financial Statements           |   |   |

As per our report of even date

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

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

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

**SANJAY C. AJMERA**  
MANAGING DIRECTOR

**DHAVAL R. AJMERA**  
DIRECTOR

**KESHAV KUNDER**  
CHIEF FINANCIAL  
OFFICER

Place: Mumbai  
Dated: 28th May, 2015

Place: Mumbai  
Dated: 28th May, 2015



## 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 as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rule 2014 and the relevant provisions 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

The Company has provided for depreciation on straight line method over the useful life of assets as prescribed under Part C of Schedule II of Companies Act, 2013.

#### 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

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is required, the 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. Excise duty 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 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 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 an 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.



| Sr. No. | Particulars  | As at 31st March, 2015   |                        | As at 31st March, 2014 |                 |
|---------|--|--------------------------|------------------------|------------------------|-----------------|
|         |  | ₹ In lacs                |                        | ₹ In lacs              |                 |
| 3       | <b>Share capital</b>   |                          |                        |                        |                 |
|         | <b>Authorised</b><br>8,50,00,000 (Previous year 8,50,00,000) Equity Shares of ₹ 10/- each  |                          | <b>8,500.00</b>        |                        | 8,500.00        |
|         |  |                          | <u>8,500.00</u>        |                        | <u>8,500.00</u> |
|         | <b>Issued, subscribed and fully paid up</b><br>8,27,98,042 (Previous Year 8,27,98,042) Equity Shares of ₹ 10/- each fully paid up.   |                          | <b>8,279.80</b>        |                        | 8,279.80        |
|         |  |                          | <u>8,279.80</u>        |                        | <u>8,279.80</u> |
| a.      | <b>Reconciliation of shares outstanding at the beginning and at the end of the reporting period</b>  |                          |                        |                        |                 |
|         | <b>Equity shares</b>   | As at 31st March, 2015   |                        | As at 31st March, 2014 |                 |
|         |  | Nos.                     | ₹ In lacs              | Nos.                   | ₹ In lacs       |
|         | At the beginning of the Year   | <b>82,798,042</b>        | <b>8,279.80</b>        | 82,798,042             | 8,279.80        |
|         | Issued during the year - Bonus   | -                        | -                      | -                      | -               |
|         | Issued during the year - ESOP  | -                        | -                      | -                      | -               |
|         | <b>Outstanding at the end of the year</b>  | <u><b>82,798,042</b></u> | <u><b>8,279.80</b></u> | <u>82,798,042</u>      | <u>8,279.80</u> |
| b.      | <b>Term/rights attached to equity shares</b>   |                          |                        |                        |                 |
|         | The company has only one class of equity shares having a par value of ₹ 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, 2015, the amount of per share dividend recognised as distributions to equity shareholders was ₹ NIL (Previous Year ₹ NIL).   |                          |                        |                        |                 |
| c.      | <b>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:</b>  |                          |                        |                        |                 |
|         |  | As at 31st March, 2015   |                        | As at 31st March, 2014 |                 |
|         |  | No. of shares            |                        | No. of shares          |                 |
|         | 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             |

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## SHREE PRECOATED STEELS LIMITED

| Sr. No. | Particulars  | As at 31st March, 2015<br>(₹ In lacs) |           | As at 31st March, 2014<br>(₹ In lacs) |           |
|---------|--|---------------------------------------|-----------|---------------------------------------|-----------|
|         | For the period of five years starting from preceding date  |                                       |           |                                       |           |
|         |  | No. of Shares                         |           | No. of Shares                         |           |
|         | F.Y. 2014-2015   |                                       | NIL       |                                       | NIL       |
|         | F.Y. 2013-2014   |                                       | NIL       |                                       | NIL       |
|         | F.Y. 2012-2013   |                                       | NIL       |                                       | NIL       |
|         | F.Y. 2011-2012   |                                       | NIL       |                                       | NIL       |
|         | F.Y. 2009-2011   |                                       | NIL       |                                       | NIL       |
| d       | <b>Details of shareholders holding more than 5% shares in the company</b>  |                                       |           |                                       |           |
|         |  | Nos.                                  | % holding | Nos.                                  | % holding |
|         | Equity shares of ₹ 10 each fully paid  |                                       |           |                                       |           |
|         | 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       | <b>Reserves and Surplus :</b>  |                                       |           |                                       |           |
|         | <b>Capital Reserve</b>   |                                       |           |                                       |           |
|         | Balance as per last financial statements   | 30.00                                 |           | 30.00                                 |           |
|         | Less: amount transferred to the statement of profit and loss as reduction from depreciation  | -                                     |           | -                                     |           |
|         | <b>Closing Balance</b>   | <b>30.00</b>                          |           | <b>30.00</b>                          |           |
|         | <b>General reserve</b>   |                                       |           |                                       |           |
|         | Balance as per last financial statements   | 6,303.51                              |           | 6,303.51                              |           |
|         | <b>Closing Balance</b>   | <b>6,303.51</b>                       |           | <b>6,303.51</b>                       |           |
|         | <b>Surplus/(deficit) in the statement of profit and loss</b>   |                                       |           |                                       |           |
|         | Balance as per last financial statements (A)   | (14,566.23)                           |           | (17,609.15)                           |           |
|         | Add: Surplus for the Year (B)  | 1,193.27                              |           | 3,042.93                              |           |
|         | <b>Closing Balance (A+B)</b>   | <b>(13,372.96)</b>                    |           | <b>(14,566.23)</b>                    |           |
|         | <b>Total Reserves and Surplus</b>  | <b>(7,039.45)</b>                     |           | <b>(8,232.72)</b>                     |           |





| Sr. No.  | Particulars  | As at 31st March, 2015 |                 | As at 31st March, 2014 |                 |
|--|--|------------------------|-----------------|------------------------|-----------------|
|  |  | (₹ In lacs)            |                 | (₹ In lacs)            |                 |
| 5  | <b>Long-term borrowings</b>                            |                        |                 |                        |                 |
|  | From Corporate Bodies                                  |                        | 1,500.00        |                        | 1,500.00        |
|  | Others   |                        | 38.24           |                        | -               |
|  | <b>Total</b>   |                        | <b>1,538.24</b> |                        | <b>1,500.00</b> |
|  | <b>The above amount includes</b>                       |                        |                 |                        |                 |
|  | Secured borrowings                                     |                        | 1,538.24        |                        | 1,500.00        |
|  | Unsecured borrowings                                   |                        | -               |                        | -               |
|  | <b>Total Amount</b>                                    |                        | <b>1,538.24</b> |                        | <b>1,500.00</b> |
| The Company borrowed term loan aggregating to ₹ 1500.00 lacs (Previous Year ₹ 1500.00 lacs) by secured against company's moveable properties, Book Debts and receivables and others includes loan borrowed from ICICI Bank Limited @ interest rate of 10.24% p.a. against security of vehicle. |  |                        |                 |                        |                 |
| 6  | <b>Other long-term Liability</b>                       |                        |                 |                        |                 |
|  | Others   |                        | 334.42          |                        | 300.99          |
|  | Advance from customers                                 |                        | 250.89          |                        | 232.49          |
|  | <b>Total</b>   |                        | <b>585.31</b>   |                        | <b>533.48</b>   |
| 7  | <b>Long-term Provisions</b>                            |                        |                 |                        |                 |
|  | <b>Provisions for employee benefits</b>                |                        |                 |                        |                 |
|  | Provision for gratuity                                 |                        | 6.72            |                        | 3.30            |
|  | Provision for leave benefits                           |                        | 9.67            |                        | 5.12            |
|  | <b>Total</b>   |                        | <b>16.39</b>    |                        | <b>8.42</b>     |
| 8  | <b>Trade payables</b>                                  |                        |                 |                        |                 |
|  | <b>Trade payables (including acceptance)</b>           |                        |                 |                        |                 |
|  | Due to micro and small enterprises (Refer note no: 29) |                        | -               |                        | -               |
|  | Others   |                        | 450.95          |                        | 543.15          |
|  | <b>Total</b>   |                        | <b>450.95</b>   |                        | <b>543.15</b>   |
| 9  | <b>Other Current Liabilities</b>                       |                        |                 |                        |                 |
|  | Current maturities of long-term borrowings             |                        | 21.95           |                        | -               |
|  | Others   |                        | 3.59            |                        | 8.51            |
|  | <b>Total</b>   |                        | <b>25.54</b>    |                        | <b>8.51</b>     |

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**Notes to Financial Statements for the Year ended 31st March, 2015**

**Note No.10 for Tangible Assets**

| Sr. No | Particulars   | Gross Block      |              |                           | Depreciation     |                    |              | Net Block     |                |                 |                 |
|--------|---------------|------------------|--------------|---------------------------|------------------|--------------------|--------------|---------------|----------------|-----------------|-----------------|
|        |               | As at 01.04.2014 | Additions    | Deletions During the year | As at 31.03.2015 | Dep. On 01.04.2014 | For the Year | On Deletion   | Upto 31-Mar-15 | As at 31-Mar-15 | As at 31-Mar-14 |
| 1      | Land          | 3.45             | -            | -                         | 3.45             | -                  | -            | -             | -              | 3.45            | 3.45            |
| 2      | Vehicles      | 112.93           | 85.84        | -                         | 198.77           | 112.78             | 3.58         | 116.36        | 116.36         | 82.41           | 0.15            |
|        | <b>TOTAL</b>  | <b>116.38</b>    | <b>85.84</b> | <b>-</b>                  | <b>202.22</b>    | <b>112.78</b>      | <b>3.58</b>  | <b>116.36</b> | <b>116.36</b>  | <b>85.86</b>    | <b>3.60</b>     |
|        | Previous Year | 116.38           | -            | -                         | 116.38           | 105.91             | 6.87         | -             | 112.78         | 3.60            | 10.47           |

**PREVIOUS YEAR:**

**Note No.10 for Tangible Assets**

| Sr. No | Particulars   | Gross Block      |           |                           | Depreciation     |                    |              | Net Block     |                |                 |                 |
|--------|---------------|------------------|-----------|---------------------------|------------------|--------------------|--------------|---------------|----------------|-----------------|-----------------|
|        |               | As at 01.04.2013 | Additions | Deletions During the year | As at 31.03.2014 | Dep. On 01.04.2013 | 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      | Vehicles      | 112.93           | -         | -                         | 112.93           | 105.91             | 6.87         | 112.78        | 112.78         | 0.15            | 7.02            |
|        | <b>TOTAL</b>  | <b>116.38</b>    | <b>-</b>  | <b>-</b>                  | <b>116.38</b>    | <b>105.91</b>      | <b>6.87</b>  | <b>112.78</b> | <b>112.78</b>  | <b>3.60</b>     | <b>10.47</b>    |
|        | Previous Year | 116.38           | -         | -                         | 116.38           | 96.14              | 9.77         | -             | 105.91         | 10.47           | 20.24           |



| Sr. No.   | Particulars   | As at 31st March, 2015   |                | As at 31st March, 2014 |                |
|---|---|--------------------------|----------------|------------------------|----------------|
|   |   | (₹ In lacs)              |                | (₹ In lacs)            |                |
| 11  | <b>Long-term loans and advances</b>                                   |                          |                |                        |                |
|   | Security deposits   |                          |                |                        |                |
|   | Secured, considered good  |                          | -              |                        | -              |
|   | unsecured, considered good  |                          | 0.36           |                        | 0.36           |
|   | Doubtful  |                          | -              |                        | -              |
|   |   |                          | 0.36           |                        | 0.36           |
|   | <b>Total</b>  |                          | <b>0.36</b>    |                        | <b>0.36</b>    |
| 12  | <b>Inventories:(Valued at lower of Cost and net realisable value)</b> |                          |                |                        |                |
|   | Stock in Trade  |                          | 323.09         |                        | 230.35         |
|   | <b>Work in Progress:</b>  |                          |                |                        |                |
|   | Opening   | 1324.04                  |                | 234.05                 |                |
|   | Add: Additions during the year  | 1220.65                  |                | 1,089.99               |                |
|   |   | 2,544.69                 |                | 1,324.04               |                |
|   | Less: Cost transferred to Profit & Loss account                       | 1750.49                  |                | -                      |                |
|   | Closing Work in Progress  |                          | 794.20         |                        | 1324.04        |
|   | <b>Total</b>  |                          | <b>1117.29</b> |                        | <b>1554.39</b> |
|   | 13  | <b>Trade receivables</b> |                |                        |                |
| <b>Outstanding for a period exceeding six months from the date they are due for payment</b> |   |                          |                |                        |                |
| Secured, considered good  |   |                          | -              |                        | -              |
| Unsecured, considered good  |   |                          | 120.44         |                        | 274.52         |
| Doubtful  |   |                          | -              |                        | -              |
|   |   |                          | 120.44         |                        | 274.52         |
| Provisions for doubtful receivables   |   |                          |                |                        |                |
| <b>Total(A)</b>   |   |                          | <b>120.44</b>  |                        | <b>274.52</b>  |
| <b>Other Receivables:</b>   |   |                          |                |                        |                |
| Secured, considered good  |   |                          |                |                        |                |
| Unsecured, considered good  |   |                          | 89.19          |                        | -              |
| Doubtful  |   |                          | -              |                        | -              |
|   |   |                          | 89.19          |                        | -              |
| Provisions for doubtful receivables   |   | -                        |                | -                      |                |
| <b>Total(B)</b>   |   | <b>89.19</b>             |                | <b>-</b>               |                |
| <b>Total (A+B)</b>  |   | <b>209.63</b>            |                | <b>274.52</b>          |                |

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## SHREE PRECOATED STEELS LIMITED

| Sr. No.      | Particulars  | As at 31st March, 2015 |                 | As at 31st March, 2014 |               |
|--------------|--|------------------------|-----------------|------------------------|---------------|
|              |  | (₹ In lacs)            |                 | (₹ In lacs)            |               |
| 14           | <b>Cash and cash equivalent</b>                    |                        |                 |                        |               |
|              | <b>Balance with banks:</b>                         |                        |                 |                        |               |
|              | On current accounts                                |                        | 13.28           |                        | 284.59        |
|              | Cash on Hand                                       |                        | 0.33            |                        | 1.25          |
|              | <b>Total</b>                                       |                        | <u>13.62</u>    |                        | <u>285.84</u> |
| 15           | <b>Short-term loans and advances</b>               |                        |                 |                        |               |
|              | unsecured, considered good:                        |                        |                 |                        |               |
|              | Advances to related parties                        |                        | 1,383.33        |                        | -             |
|              |  | (A)                    | <u>1,383.33</u> |                        | <u>-</u>      |
|              | <b>Other loans and advances</b>                    |                        |                 |                        |               |
|              | Advance income tax (net of provision for taxation) |                        | 31.65           |                        | 5.98          |
|              | Prepaid expenses                                   |                        | -               |                        | -             |
|              | (B)  | <u>31.65</u>           |                 | <u>5.98</u>            |               |
|              | <b>Total (A)+ (B)</b>                              |                        | <u>1,414.98</u> |                        | <u>5.98</u>   |
| 16           | <b>Other current assets:</b>                       |                        |                 |                        |               |
|              | Advance to Suppliers:(Unsecured )                  |                        | 42.27           |                        | 197.75        |
|              | Doubtful   |                        | -               |                        | -             |
|              |  |                        | <u>42.27</u>    |                        | <u>197.75</u> |
|              | Less: Provision for Doubtful advances              |                        | -               |                        | -             |
|              |  |                        | <u>42.27</u>    |                        | <u>197.75</u> |
|              | Other Current Assets                               |                        | 972.77          |                        | 318.21        |
| <b>Total</b> |  | <u>1,015.04</u>        |                 | <u>515.95</u>          |               |



| Sr. No. | Particulars  | Year ended<br>31st March, 2015<br>(₹ in lacs) | Year ended<br>31st March, 2014<br>(₹ in lacs) |
|---------|--|---|---|
| 17      | <b>Revenue from operations</b>   |   |   |
|         | <b>Sales of products</b>   |   |   |
|         | Sale of Flats  | 2612.31                                       | 322.24  |
|         | <b>Other operating revenue</b>   |   |   |
|         | Others   | -   | -   |
|         | <b>Revenue from operations</b>   | <b>2612.31</b>                                | <b>322.24</b>                                 |
| 18      | <b>Other Income</b>  |   |   |
|         | <b>Interest income on</b>  |   |   |
|         | Bank deposits  | -   | 0.33  |
|         | others   | -   | 43.76   |
|         |  | -   | 44.09   |
| 19      | <b>Construction and Other Expenses:</b>  |   |   |
|         | Material Cost  | 376.56  | -   |
|         | Labour Cost  | 1344.49                                       | -   |
|         | Legal & Professional Expenses  | 3.84  | -   |
|         | Marketing Expenses   | 21.12   | -   |
|         | Other Expenses   | 4.49  | -   |
|         |  | <b>1750.49</b>                                | -   |
| 20      | <b>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b> |   |   |
|         | Stock in Trade at the beginning of the Year  | 230.35  | 62.89   |
|         | Stock in Trade at the end of the Year  | 323.09  | 230.35  |
|         | <b>(Increase) in Stock in Trade</b>  | <b>(92.74)</b>                                | <b>(167.46)</b>                               |
| 21      | <b>Employee benefit expenses:</b>  |   |   |
|         | Salaries, wages and bonus  | 59.10   | 47.91   |
|         | Gratuity expense   | 3.42  | 1.42  |
|         | Staff welfare expenses   | 0.37  | 0.31  |
|         |  | <b>62.89</b>                                  | <b>49.64</b>                                  |
| 22      | <b>Financial costs</b>   |   |   |
|         | Interest   | 0.89  | -   |
|         |  | <b>0.89</b>                                   | -   |

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| Sr.<br>No. | Particulars  | Year ended<br>31st March, 2015<br>(₹ in lacs) | Year ended<br>31st March, 2014<br>(₹ in lacs) |
|------------|--|---|---|
| <b>23</b>  | <b>Other Expenses</b>  |   |   |
|            | Repairs and maintenance - Others   | 0.22  | -   |
|            | Advertising and sales promotions   | 0.66  | 0.45  |
|            | Travelling and Conveyance  | 2.64  | 1.49  |
|            | Payment to Auditors  | 1.05  | 0.50  |
|            | Miscellaneous Expenses   | 7.44  | 0.82  |
|            | Communication Expenses   | 1.01  | 0.88  |
|            | Legal & Professional Fees  | 4.60  | 11.89   |
|            | Vehicle Expenses   | 0.18  | -   |
|            | Share Transfer & Mailing Expenses  | 2.58  | 2.72  |
|            | Listing Fees   | 1.87  | 1.10  |
|            | Membership and Subscription  | 2.24  | 2.34  |
|            | Bank charges   | 0.02  | -   |
|            | Insurance  | 0.49  | -   |
|            | Postage & Courier  | 3.14  | 2.82  |
|            | Professional Tax (Company)   | 0.02  | -   |
|            | Rent   | 2.82  | -   |
|            | Printing & Stationery expenses   | 3.85  | 2.31  |
|            | Board Meeting Fees   | 1.30  | 1.00  |
|            |  | <b>36.12</b>                                  | <b>28.31</b>                                  |
|            | <b>Payment to Auditor:</b>   |   |   |
|            | <b>As Auditor:</b>   |   |   |
|            | Audit fee  | 0.75  | 0.25  |
|            | Tax audit fee  | 0.30  | 0.15  |
|            | In other capacity:   |   |   |
|            | Other services (certification fees)  | -   | 0.10  |
|            |  | <b>1.05</b>                                   | <b>0.50</b>                                   |
| <b>24</b>  | <b>Earning per share (EPS)</b>   |   |   |
|            | The following reflects the profit and share data used in the basic and diluted EPS computations. |   |   |
|            | Profit/(loss) after tax (A)  | <b>54319132</b>                               | 846000  |
|            | No. of outstanding equity share (B)  | <b>82798042</b>                               | 82798042                                      |
|            | <b>Earning per share (EPS) (A)/(B)</b>   | <b>0.66</b>                                   | <b>0.01</b>                                   |



## 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 ₹<br>as on 31.03.2015 |                            |                    |
|---------|---|---------------------------------|----------------------------|--------------------|
|         |   | Gratuity<br>(Unfunded)          | Leave Salary<br>(Unfunded) | Total              |
| [I]     | <b>Reconciliation in Present Value of Obligation (PVO) - defined benefits</b> |                                 |                            |                    |
|         | <b>Current Service Cost</b>   | <b>1,99,299</b>                 | <b>2,35,599</b>            | <b>4,34,898</b>    |
|         |   | 1,32,625                        | 1,81,359                   | 3,13,984           |
|         | <b>Interest Cost</b>  | <b>29,711</b>                   | <b>46,040</b>              | <b>75,751</b>      |
|         |   | 15,060                          | 21,715                     | 36,775             |
|         | <b>Actuarial (gain)/ losses</b>   | <b>1,12,961</b>                 | <b>1,73,670</b>            | <b>2,86,631</b>    |
|         |   | (5,812)                         | 37,042                     | 31,230             |
|         | <b>Benefits Paid</b>  | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Past service cost</b>  | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>PVO at the beginning of the year</b>                                       | <b>3,30,126</b>                 | <b>5,11,553</b>            | <b>8,41,679</b>    |
|         |   | 1,88,253                        | 2,71,437                   | 4,59,690           |
|         | <b>PVO at end of the year</b>   | <b>6,72,097</b>                 | <b>9,66,862</b>            | <b>16,38,959</b>   |
|         |   | 3,30,126                        | 5,11,553                   | 8,41,679           |
| [II]    | <b>Change in fair value of plan assets :</b>                                  |                                 |                            |                    |
|         | <b>Expected Return on plan assets</b>   | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Actuarial (gain)/ losses</b>   | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Contribution by employers</b>  | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Benefits Paid</b>  | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Fair value of plan assets at the beginning of the year</b>                 | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Fair value of plan assets at end of the year</b>                           | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
| [III]   | <b>Reconciliation of PVO and fair value of plan assets :</b>                  |                                 |                            |                    |
|         | <b>PVO at end of year</b>   | <b>6,72,097</b>                 | <b>9,66,862</b>            | <b>16,38,959</b>   |
|         |   | 3,30,126                        | 5,11,553                   | 8,41,679           |
|         | <b>Fair value of plan assets at end of the year</b>                           | <b>NIL</b>                      | <b>NIL</b>                 | <b>NIL</b>         |
|         |   | NIL                             | NIL                        | NIL                |
|         | <b>Funded status</b>  | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Unrecognised actuarial (gain)/ losses</b>                                  | -                               | -                          | -                  |
|         |   | -                               | -                          | -                  |
|         | <b>Net assets/(liability) recognised in the balance sheet</b>                 | <b>(6,72,097)</b>               | <b>(9,66,862)</b>          | <b>(16,38,959)</b> |
|         |   | (3,30,126)                      | (5,11,553)                 | 8,41,679           |

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| Sr. No. | Particulars  | Amount in ₹<br>as on 31.03.2015 |                            |                 |
|---------|--|---------------------------------|----------------------------|-----------------|
|         |  | Gratuity<br>(Unfunded)          | Leave Salary<br>(Unfunded) | Total           |
| [IV]    | <b>Net cost for the year ended March 31, 2015 :</b>                            |                                 |                            |                 |
|         | <b>Current Service Cost</b>  | <b>1,99,299</b>                 | <b>2,35,599</b>            | <b>4,34,898</b> |
|         |  | 1,32,625                        | 1,81,359                   | 3,13,984        |
|         | <b>Interest Cost</b>   | <b>29,711</b>                   | <b>46,040</b>              | <b>75,751</b>   |
|         |  | 15,060                          | 21,715                     | 36,775          |
|         | <b>Expected Return on plan assets</b>  | <b>NIL</b>                      | <b>NIL</b>                 | <b>NIL</b>      |
|         |  | NIL                             | NIL                        | NIL             |
|         | <b>Actuarial (gain)/ losses</b>  | <b>1,12,961</b>                 | <b>1,73,670</b>            | <b>2,86,631</b> |
|         |  | (5,812)                         | 37,042                     | 31,230          |
|         | <b>Net Cost</b>  | <b>3,41,971</b>                 | <b>4,55,309</b>            | <b>7,97,280</b> |
|         |  | 1,41,873                        | 2,40,116                   | 3,81,989        |
| [V]     | <b>Category of assets as at March 31, 2015</b>                                 | -                               | -                          | -               |
|         |  | -                               | -                          | -               |
| [VI]    | <b>Actual return of plan assets</b>  | -                               | -                          | -               |
|         |  | -                               | -                          | -               |
| [VII]   | <b>Assumption used in accounting for the Gratuity &amp; Leave Salary plan:</b> |                                 |                            |                 |
|         | <b>Discount rate (%)</b>   | <b>7.75%</b>                    | <b>7.75%</b>               |                 |
|         |  | 9%                              | 9%                         |                 |
|         | <b>Salary escalation rate(%)</b>   | <b>8%</b>                       | <b>8%</b>                  |                 |
|         |  | 8%                              | 8%                         |                 |
|         | <b>Expected amount of return on plan assets</b>                                | -                               | -                          | -               |
|         |  | -                               | -                          | -               |

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

**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 Apartment                         | Associate    |
| Rushabh Investments Pvt. Ltd.                 | Associate    |
| Yogi Nagar Vasahat Private Limited            | Associate    |





| Name of the Party                  | Relationship |
|------------------------------------|--------------|
| 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. Bharti R. Ajmera          | Relative                     |
| Shri. Dhaval R. Ajmera         | Director                     |

c. **Related Party Transactions:**

(₹ In Lacs)

| Transactions  | Associates/<br>Subsidiary | Directors and<br>Relatives | Key<br>Management<br>Personnel | Year ended<br>31.03.15<br>Balances |
|---|---------------------------|----------------------------|--------------------------------|------------------------------------|
| <b>Finance received / (repaid)<br/>in form of Loans</b> | -                         | -                          | -                              | <b>1500.00</b>                     |
|   | 838.56                    | NIL                        | NIL                            | 1500.00                            |

**Note: Bold figures represents for current year**

d. **Key Managerial Personnel :**

- i) Mr. Sanjay C. Ajmera (Managing Director)
- ii) Mr. Keshav Kunder (Chief Financial Officer)

Relatives of Key Managerial Personnel :

- Mrs. Hetal S. Ajmera
- Mr. Mayur S. Ajmera
- Late Shri Chhotalal S. Ajmera
- Mrs. Sonal B. Mehta
- Ms. Aashna S. Ajmera
- Mr. Atul C. Ajmera
- Late Smt. Veenaben C. Ajmera

e. **Disclosure in respect of material transactions with related parties**

(₹ In Lacs)

| Nature of Transaction                           | Related Parties                             | Year ended on<br>31.03.2015 | Year ended on<br>31.03.2014 |
|---|---|-----------------------------|-----------------------------|
| Finance received / (repaid)<br>in form of Loans | - Ajmera Cements Private Limited            | -                           | 859.42                      |
|   | - Sankalp Holdings Private Limited.         | -                           | (15.00)                     |
|   | - Bombay Freezco Private Limited.           | -                           | (5.86)                      |
| Advance Paid/(received)                         | - Ajmera Cement Private Limited             | 1383.33                     | -                           |
|   | - Yogi Developers Corporation               | -                           | (199.88)                    |
|   | - Vijay Nagar Corporation                   | -                           | (593.23)                    |
|   | - Ajmera Housing Corporation -<br>Bangalore | -                           | (235.00)                    |

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**28. Contingent Liabilities:**

Contingent Liabilities not provided for in respect of:

| Name of Statute   | Nature of Dues                     | Amount<br>(₹ in Lacs) | Period to which<br>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<br>Service Tax    | 95.84                 | 2006-07 &<br>2007-08              | Appeal has been filed in CESTAT. |
| Arbitration Award | Damages for non<br>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.

**30. Exceptional items:**

Exceptional items represents amount receivable from Export benefits of earlier years, which was written off in the previous year on account of uncertainty but due to certainty in the opinion of the management, same have been accounted in the books of account.

**31. TAXATION:**

- (a) During the Year, the Company has not made any provision for income tax including Minimum Alternate Tax(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 report of even date  
For and on behalf of  
**V. PAREKH & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 107488W

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

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

**SANJAY C. AJMERA**  
MANAGING DIRECTOR

**DHAVAL R. AJMERA**  
DIRECTOR

**KESHAV KUNDER**  
CHIEF FINANCIAL  
OFFICER

Place: Mumbai  
Dated: 28th May, 2015

Place: Mumbai  
Dated: 28th May, 2015

**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 Floor Mazzanine,  
24, Veer Nariman Street, Fort,  
Mumbai – 400001

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 : \_\_\_\_\_



## SHREE PRECOATED STEELS LIMITED

CIN : L70109MH2007PLC174206

**Registered office** :Rehman Building, 2<sup>nd</sup> Floor Mezzanine, 24, Veer Nariman Road, Fort, Mumbai – 400001.

**Tel:**022-22841777.**Fax:**022-22044785 **Website:**www. spsl.com.**Email Id:**investors.spsl@ajmera.com

### 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*     |  |
| Client ID* |  |

|               |  |
|---------------|--|
| Folio no.     |  |
| No. of Shares |  |

**Name and Address of the shareholder:**

I/We hereby record my/our presence at the 7<sup>th</sup> Annual General Meeting of the Company held on Friday, 25<sup>th</sup> September, 2015 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**

## SHREE PRECOATED STEELS LIMITED

CIN : L70109MH2007PLC174206

**Registered office** :Rehman Building, 2<sup>nd</sup> Floor Mezzanine, 24, Veer Nariman Road, Fort, Mumbai – 400001.

**Tel:**022-22841777.**Fax:**022-22044785 **Website:**www. spsl.com.**Email Id:**investors.spsl@ajmera.com

### PROXY FORM

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

I/We, being the Member(s), of \_\_\_\_\_ shares of the Ajmera Realty & Infra India 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 my/our proxy to attend and vote ( on a poll ) for me/us and on my/our behalf at the 7<sup>th</sup> Annual General Meeting of the company, to be held on Friday,25<sup>th</sup> September, 2015 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:



| Sr. No. | Resolution   | For | Against |
|---------|--|-----|---------|
| 1       | Consider and adopt Audited Financial Statement and Reports thereon for the year ended March 31, 2015                             |     |         |
| 2       | Re-appointment of Shri Dhaval R. Ajmera ,as a Directors liable to retire by rotation   |     |         |
| 3       | Ratification of appointment of M/s V.Parekh & Associates, Chartered Accountants (Reg. No. 107488W) and to fix their remuneration |     |         |

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2015

Revenue  
stamp

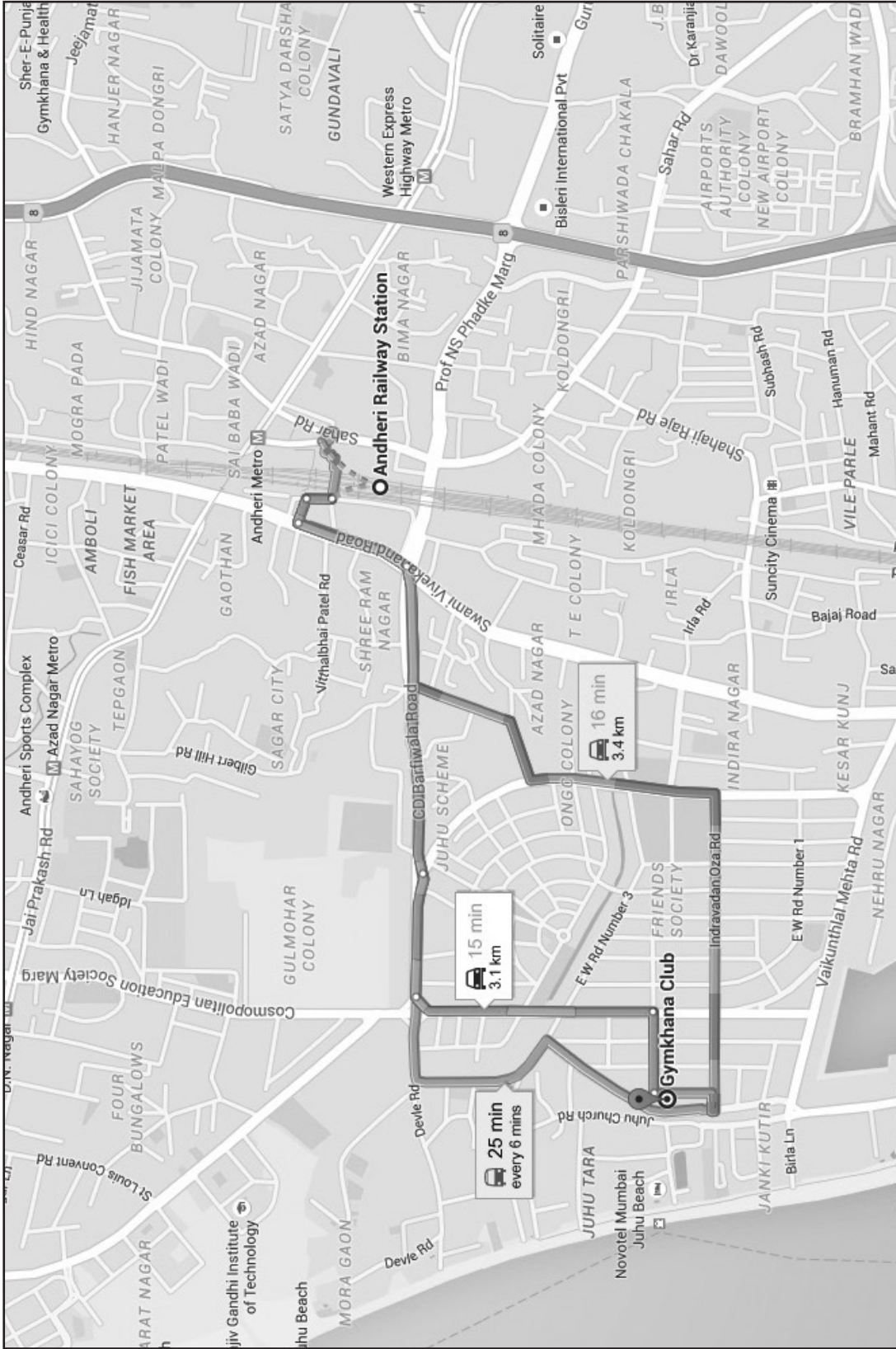
Signature of Shareholder(s) \_\_\_\_\_

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.

# AGM ROUTE MAP



**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 - 400 072.**