

**23<sup>rd</sup>**

annual report

**2014-15**



**Shree Steel Wire Ropes Ltd.**



*Board of Directors :*

- Manoj Bansidhar Jeswani** - *Chairman & Managing Director*  
**Anil Lachman Sajnani** - *Independent Director*  
**Subhash Shyamlal Motwani** - *Independent Director*  
**Ashish Lachman Sajnani** - *Independent Director*  
**Kirtee Anil Sajnani** - *Additional Director (w.e.f 23<sup>rd</sup> March, 2015)*

*Company Secretarys :*

**Vijayalaxmi Vadantachatri Kandala**  
(Appointed w.e.f. 1<sup>st</sup> February, 2015)

*Statutory Auditor :*

**N. D. Mehta Associates**  
Balkrishna Chambers, Office No. 18, 2nd Floor,  
1/4, Issaji Street, Vadgadi, Mumbai 400 009.  
Tel.: (022) 2344 1661

*Practicing Company Secretary :*

**Virendra G. Bhatt**

*Bankers :*

**Corporation Bank**  
Chembur Branch.

*Registrar & Transfer Agent :*

**Link Intime India Pvt. Ltd.**  
1st Floor, Pannalal Silk Mill Compound, L. B. S.,  
Bhandup (W), Mumbai 400 078.  
Tel.: (022) 2596 3838

*Registered Office :*

Gat No. 183-184-185, K. I. D. C.,  
Village Dheku. Taluka - Khalapur, Dist - Raigad, Khopoli - 410 203  
Tel.: (02912) 263547

*Administrative Office / Share Dept. :*

2nd Floor, Shiv Ashish Commercial Complex,  
Plot No. 10, 19th Road, Chembur, Mumbai 400 071. (INDIA)  
Tel.: (022) 6739 9999 / 2527 4142  
Fax: 91-22-2527 0999



## 23<sup>rd</sup> Annual Report 2014-15

**NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE STEEL WIRE ROPES LIMITED WILL BE HELD AS INDICATED BELOW:**

Day : Wednesday

Date : 30<sup>th</sup> September, 2015

Time : 3.00 p.m.

Place : Registered Office of the Company: GAT. NO 183-185, K.I.D.C, VILLAGE-DHEKU, TALUKA-KHALAPUR, DIST- RAIGAD, KHOPOLI -410 103.

To transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statements of Profit and Loss Account for the Financial Year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.
2. To re-appoint MR. MANOJ JESWANI DIN :(00014509), who retires by rotation and is eligible for re-appointment.
3. To ratify the appointment of Statutory Auditors, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s, N. D. MEHTA ASSOCIATES Chartered Accountants (Registration No. 106266W), as the Statutory Auditors of the Company such remuneration as may be mutually decided, by the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

### **SPECIAL BUSINESS:**

4. **To Re-appoint Kirtee Anil Sajnani as Non Executive Director of the Company.**

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

“RESOLVED THAT Kirtee Anil Sajnani (DIN 01459113), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23<sup>rd</sup> March, 2015 in terms of Section 161(1) of the Companies Act, 2013 whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation at the Annual General Meeting.

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

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



“RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) as per the limits specified in Schedule V of the Companies Act, 2013, as approved by the Board of Directors on (DATE OF RESOLUTION) and subject to the approval of the shareholders in the ensuing Annual General Meeting, the remuneration of the Managing Director, Mr. Manoj Jeswani is increased from Rs. 9,00,000/- p.a to Rs. 15,00,000/- per annum with effect from 1<sup>st</sup> April, 2014 and further increased from Rs.15,00,000/- p.a to Rs 21,00,000 per annum with effect from 1<sup>st</sup> April, 2015 on such terms and conditions including the remuneration.

“RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013 wherein in any financial year company has no profits or inadequate profit; Mr. Manoj Jeswani will be paid minimum remuneration within the ceiling limits prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.”

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

**6. To Adopt New Articles of Association**

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

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act,2013 and the Rules made thereunder (including the statutory modifications and re-enactments thereof for the time being in force) consent of the members be and is hereby accorded to adopt the new set of Articles of Association, in substitution of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies for the purpose of giving effect to this resolution.”

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. Members/Proxies should bring the attendance slip sent herewith duly, filled in for attending the meeting. You are requested to bring the copy of Annual Report sent to you.
3. The registered of members and the share transfer books of the company will remain closed from 23<sup>rd</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive) in connection with the Annual General Meeting.
4. Members seeking any information on the Accounts are requested to write to the Company, which would reach the company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
5. Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys etc to the Registrar & Share Transfer Agents i.e. LINK INTIME PRIVATE LIMITED (Formerly Known as In Time Registry Limited) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400078
6. As per the Listing Agreement, particulars of Directors who proposed to be re-appointed is furnished below:

**Item No 2**

1. Name of Director	Mr. Manoj Jeswani
2. Age	43 yrs
3. Date of Appointment	30/06/1999
4. Qualification	MBA

7. Members are requested to bring their copy of the Annual Report at the meeting.
8. Members holding shares in electronic form may please note that their bank details as furnished by the respective depositories to the company will be printed on their dividend warrants as per the applicable regulation of the depositories and the company will not entertain any direct request from such members for change/ deletion in such bank details. Further instruction if any already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may give instruction regarding bank accounts in which they wish to receive dividend to their depository participants.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.

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

In case of members **receiving e-mail:**

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

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID Followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

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

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & \*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.



It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution/Authority letter in PDF format in the system for the scrutinizer to verify the same. Further, they are requested to send the scanned copy of the Board Resolution/Authority letter to the email id of the Scrutinizer ([bhattvirendra1945@yahoo.co.in](mailto:bhattvirendra1945@yahoo.co.in)), RTA ([karlekar@unisec.in](mailto:karlekar@unisec.in)) and Company ( [sswrl@bholenathcos.com](mailto:sswrl@bholenathcos.com) )

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xiii) above to cast vote.
- (B) The voting period begins on 27<sup>th</sup> September, 2015 (9.00 a.m.) and ends on 29<sup>th</sup> September, 2015 (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 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

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

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

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

Sd/-

Mr. MANOJ BANSIDHAR JESWANI  
Managing Director

Date: 30<sup>th</sup> May' 2015

Place: MUMBAI

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



## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos 4 to 6 of the accompanying Notice:

### ITEM NO.4

The Board has appointed Mrs. Kirtee A. Sajnani as an Additional Director with effect from 23<sup>rd</sup> March, 2015, pursuant to Articles of Association of the Company read with Section 161 of the Companies Act, 2013.

Pursuant to the provision of Section 161 of the Companies Act, 2013, Mrs. Kirtee A. Sajnani will hold office up to the date of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Kirtee A. Shah for the office of Director of the Company, liable to retire by rotation.

Mrs. Kirtee A. Sajnani aged 36 years has completed her Higher Secondary Education and has a wide experience in handling the matters related to the Company's business.

The Board considers that the appointment of Mrs. Kirtee A. Sajnani as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

### ITEM NO.5

Mr. Manoj Jeswani was appointed as the Managing director of the company for three years with effect from 1<sup>st</sup> April, 2012 at a remuneration of 7,50,000/- p.a with the Shareholders approval at the Annual General Meeting held on 28<sup>th</sup> September, 2012. Mr. Manoj Jeswani is an MBA specialized in finance and has 15 years experience in the qualified field. As the remuneration paid to Mr. Manoj Jeswani is inadequate due to his high qualification and experience, the Remuneration Committee and subsequently the Board of Directors considered it just, fair and reasonable to revise remuneration upto Rs. 15,00,000 p.a. including salary, perks and other benefits paid to Mr. Manoj Jeswani w.e.f. 1<sup>st</sup> April, 2014 and further increase it to Rs.21,00,000 p.a with effect from 1<sup>st</sup> April, 2015 as an Managing Director of the Company. Shareholders' approval is sought for the variation in terms of remuneration of Mr. Manoj Jeswani as a Managing Director of the Company. The remuneration payable to Mr. Manoj Jeswani is within the limits provided under Section 197 read with Schedule V and other provisions of the Companies Act, 2013. Directors recommend the said resolution for your approval.

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

### ITEM NO.6

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956. Several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the 'Act'). Given this position, it would be expedient to replace the existing AOA of the Company with the new set of Articles of Association so as to conform to the provisions of the Act.

Pursuant to Section 14 of the Act, amendment of AOA of the Company would require approval of the shareholders by way of Special Resolution. Hence the Board recommends the resolution to the shareholders for their approval.

The proposed new set of Articles of Association of the Company is available for inspection at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.



## Board's Report

To,  
The Members,  
Shree Steel Wire Ropes Limited

Your Directors have pleasure in submitting their Twenty third Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2015..

### 1. FINANCIAL RESULTS:

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

		For the Year Ended 31 <sup>st</sup> March 2015 (₹)	For the Year Ended 31 <sup>st</sup> March 2014 (₹)
<b>I.</b>	<b>Income</b>		
	Revenue from operations	9,52,59,582	8,99,02,538
	Other income	34,10,435	28,93,959
	Total	<b>9,86,70,017</b>	9,27,96,497
<b>II.</b>	<b>Expenditure</b>		
	Cost of materials consumed	6,53,03,390	5,43,30,514
	Changes in inventories of finished goods and work-in- progress	(43,86,151)	23,19,397
	Employees benefits expense	88,13,752	70,85,388
	Finance costs	12,115	58,436
	Other expenses	1,70,60,439	1,60,19,986
	Total	<b>8,68,03,545</b>	7,98,13,721
<b>III.</b>	<b>Profit before Depreciation,</b>		
	Prior period expense, Extra ordinary Items & tax (I-II)	<b>1,18,66,472</b>	1,29,82,776
<b>IV.</b>	Extra ordinary Items & Prior period expenses	(10,43,493)	14,81,968
<b>V.</b>	Profit before Depreciation & Tax (III-IV)	<b>1,08,22,979</b>	1,44,64,744
<b>VI.</b>	Depreciation	11,84,997	15,71,673
<b>VII.</b>	Profit before Tax (IV-VI)	<b>96,37,982</b>	1,28,93,071
<b>VIII.</b>	<b>Tax Expenses</b>		
	Current Tax	30,30,000	30,06,000
	Prior Period Taxes	(31,181)	30,226
	Deferred tax	(30,200)	(1,06,000)
	<b>Surplus carried to balance sheet</b>	<b>66,69,363</b>	99,62,845

### 2. DIVIDEND:

The Board of Directors has not recommended Dividend for the financial year 2014-2015.

### 3. Company's Business Performance

#### Sales Income

Sales Income for the year ended 31<sup>st</sup> March, 2015 amounted to ₹10,58,20,655/- as against ₹9,98,82,851/- for the previous year, registering a growth of 5.94%. The Management is optimistic of growth at a faster rate in the years to come.

#### **4. Business Overview**

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

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

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

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

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

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

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

#### **8. Deposits**

Your Company had accepted the deposits from the public as per Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975, and as per Section 74 of Companies Act, 2013 pursuant to Rule 20 of the Companies (Acceptance of Deposits) Rules, 2014. Company has complied with the necessary filings to be done with the Registrar of Companies and Company has repaid all the amount on 26<sup>th</sup> June, 2015.

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

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

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

All related party transactions done by the Company during the financial year were arm's length and in ordinary course of business. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for their necessary review and approval. During the financial year the Company has not entered into any material transaction (as per Clause 49 of the Listing Agreement) with any of its related parties which may have potential conflict with the interest of the Company at large. Disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements.

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

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

#### **12. Corporate Governance**

As per the revised Clause 49 of the Listing Agreement it is not mandatory for the Company to attach a separate Corporate Governance report as Annexure to the Boards' Report.

#### **13. Particulars of Employees**

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

#### **14. Extract of Annual Return**

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



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

Your Company had four (6) Board Meetings during the financial year under review. The Board Meetings were held in compliance with the Companies Act, 2013.

## **16. Directors Responsibility Statement**

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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; and
- 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; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

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

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

## **18. Declaration of Independent Directors**

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

## **19. Evaluation of the Board's Performance**

In compliance with the requirements of Section 134(3) (p) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance of the Board was carried out during the year under review. The Board was evaluated for its performance based on the following factors:

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

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

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

## **21. Directors and Key Managerial Personnel information**

### **i) Appointment of Woman Director**

As per the requirement of Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Kirtee Anil Sajjani (DIN 01459113) was appointed as the Woman Director with effect from 23<sup>rd</sup> March, 2015.

ii) **Appointment of Key Managerial Personnel**

The Board of Directors has appointed Mrs. Vijayalaxmi Kandala as the Company Secretary, Key Managerial Personnel of the Company with effect from 1<sup>st</sup> February, 2015.

iii) **Retirement by Rotation**

In accordance with the provisions of the Companies Act, 2013, Mr. Manoj Jeswani DIN : (00014509) retires by rotation and is eligible for re-appointment. Accordingly re- appointment has been included in the Notice convening the Annual General Meeting of the Company.

**22. Secretarial Audit**

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

A Secretarial Audit Report issued by Virendra G. Bhatt, Practicing Company Secretaries, in Form MR – 3, in respect of the secretarial audit of the Company for the financial year ended 31<sup>st</sup> March 2015, is provided in Annexure “B”.

**23. Auditors**

Company's Auditors M/s. N. D. Mehta & Associates, Chartered Accountants (Registration No. 106266W) were appointed as Statutory Auditors for a period of three years from the conclusion of 22<sup>nd</sup> Annual General Meeting held on 24<sup>th</sup> September, 2014 until the conclusion of 25<sup>th</sup> Annual General Meeting of the Company.

However, their continuance of office is subject to ratification by the members in the ensuing Annual General Meeting. The Company has received a certificate from the Auditors as required under Section 141 of the Companies Act, 2013.

**24. Cost Auditors**

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 as the turnover of the Company for the Financial Year 2013-14 was below 35 Crores.

**25. Auditors Report**

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

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

As per the Auditors qualification we hereby clarify that we have given Loans and advances only to gain high interest rate and it has been given to the known party, further we are not changing the nature of business we have given a new product pro-to type to railway if they approve the same we will manufacture the product.

**27. Nomination & Remuneration Policy**

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

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

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

**29. Listing**

Your Company's Equity Capital is listed on the Bombay Stock Exchange. The Company confirms that it has paid annual listing fees due to these stock exchanges for the year 2014-2015 and has been diligent in observing all the compliances as stipulated in the Listing Agreement.



### 30. Depository System

Your Company has entered into agreement with the National Securities Depository Limited as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in a dematerialized form. The Company also offers simultaneous dematerialization of the physical shares lodged for transfer.

### 31. Internal Control System

Your Company continuously invests in strengthening its internal control processes and has appointed M/s Ramniklal Jayantilal Gabdhi, Chartered Accountants, as the Internal Auditors of the Company. The Company has put in place an adequate system of internal control commensurate with its size and nature of business. The systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. Audit Committee periodically reviews the performance of internal audit system.

The Audit Committee reviews adherence to internal control systems and internal audit reports. Further, the Board annually reviews the effectiveness of the Company's internal control system.

### 32. Shares

#### a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

#### b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

#### c) Bonus Shares

No Bonus Shares were issued during the year under review.

#### d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees

### 33. Acknowledgements

Your Directors sincerely appreciate the high degree of professionalism, commitment and dedication displayed by the employees at all levels. Your Directors also wish to place on record their gratitude to the shareholders for their continued support and confidence.

For and on Behalf of the Board

Sd/-

Mr. MANOJ B. JESWANI  
Chairman & Managing Director

Place: Mumbai

Date: 30<sup>th</sup> May' 2015



## Form No. MGT-9

Extract of Annual Return as on the Financial Year ended on Financial Year ended 31<sup>st</sup> March, 2015.

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

### I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L45202MH1992PLC067466
ii.	Registration Date	29 <sup>th</sup> JUNE, 1992
iii.	Name of the Company	SHREE STEEL WIRE ROPES LIMITED
iv.	Category/Sub-Category of the Company	Company Limited By Shares/Indian Non-government Company
v.	Address of the Registered office and contact details	Gat No. 183/184 Kedia Indust. Area, Village Dheku, Talkhalapur. Dist Raigad, Khopoli Maharashtra 410 203. E: sswrl@bholenathcos.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (west), Mumbai – 400 078. E-mail: mt.helpdesk@linkintime.co.in

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	WIRE ROPES	7312	64.85%
2.	PULLEY ASSEMBLY	8483	34.97%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr.No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	N.A	N.A	N.A	N.A	N.A

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	478475	-	478475	14.45	478475	-	478475	14.45	0%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	490560	-	490560	14.81	490560	-	490560	14.81	0%
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	969035	-	969035	29.26	969035	-	969035	29.26	0%



Category of Share Holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	969035	-	969035	29.26	969035	-	969035	29.26	0%
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Cos.	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2) Non Institutions</b>									
a) Bodies Corp.	8726	29400	38126	1.15	17539	29400	46939	1.42	0.27
I Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	530856	523609	1054465	31.84	536525	508349	1044874	31.55	0.29
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	548255	-	548255	16.56	549012	-	549012	16.58	0.02
c) Others(Specify)	1609	700000	701609	21.19	1630	700000	701630	21.19	0%
Non Resident Indians	140	700000	700140	21.14	1490	700000	701490	21.18	0.04
Clearing Members	1469	-	1469	0.04	140	-	140	0.00	0%
Sub-total(B)(2)	1089446	1253009	2342455	70.74	1104706	1237749	2342455	70.74	0%
Total Public Shareholding (B)=(B)(1) + (B)(2)	1089446	1253009	2342455	70.74	1104706	1237749	2342455	70.74	0%
<b>C. Shares held by Custodian - for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2058481</b>	<b>1253009</b>	<b>3311490</b>	<b>100.00</b>	<b>2073741</b>	<b>1237749</b>	<b>3311490</b>	<b>100.00</b>	<b>0%</b>

## ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during year
		No. of Shares	% of Total Shares of the Company	% of Total Shares Pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Total Shares Pledged/encumbered to total shares	
1.	Bholenath Developers Ltd	490560	14.81	-	490560	14.81	-	0%
2.	Chandru Ramchand Chawla	299280	9.04	-	299280	9.04	-	0%
3.	Manoj Bansidhar Jeswani	79260	2.39	-	79260	2.39	-	0%
4.	Vinod Chandru Chawla	39200	1.18	-	39200	1.18	-	0%
5.	Manisha Vinod Chawla	3570	0.11	-	3570	0.11	-	0%
	<b>Total</b>	911870	27.53	-	911870	27.53	-	0%

## iii. Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of Total Shares of Co.	No. of Shares	% of Total Shares of Co.
At the beginning of the year	No Change	-	No Change	-
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No Change	-	No Change	-
At the End of the year	No Change	-	No Change	-

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

Sr. No.		Shareholding at the beginning of the year (April 1, 2014)		Cumulative Shareholding at the end of the year (March 31, 2015)	
		No. of Shares	% of Total Shares of Co.	No. of Shares	% of Total Shares of Co.
1.	Abhaykumar Harilal Shah	10500	0.32	10500	0.32
2.	Abhaykumar Harilal Shah	4060	0.12	4060	0.12
3.	Deepak Kanayalal Shah	40000	1.21	40000	1.21
4.	Hitesh Ramji Jhaveri	164597	4.97	164597	4.97
5.	Jayprakash Vrajlal Shah	29190	0.88	29190	0.88
6.	Jitendra Harilal Shah	11480	0.35	11480	0.35
7.	Jitendra Ratilal Parikh	17500	0.53	17500	0.53
8.	Mahendra Motwani	700000	21.14	700000	21.14
9.	Murli N. Baheti	-	-	15707	0.47
10.	Sanjaykumar Sarawagi	6799	0.21	12097	0.37
11.	Surendra Ratilal Parikh	195650	5.91	187593	5.66
12.	Swati Dakshak Parikh	18990	0.57	6130	0.19
13.	Urvashi Surendra Parikh	49700	1.50	49700	1.50



**v. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.		Shareholding at the beginning of the year (April 1, 2014)		Cumulative Shareholding at the end of the year (March 31, 2015)	
		No. of Shares	% of Total Shares of Co.	No. of Shares	% of Total Shares of Co.
		Nil	Nil	Nil	Nil

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total(i+ii+iii)				
Change in Indebtedness during the financial year - Addition - Reduction	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Net Change				
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total (i+ii+iii)				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sr.	Particulars of Remuneration	Name of Managing Director	Total Amount
1.	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act 1961 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	MR. MANOJ JESWANI  1500000  -  -	  1500000  -  -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as% of profit - others, specify...	-	-
5.	Others, please specify	-	-
6.	Total(A)	1500000	1500000
	Ceiling as per the Act	-	-

**B. Remuneration to other directors:**

Sr.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	-	-
	Total(1)	-	-
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	-	-
	Total(2)	-	-
	Total(B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sr.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 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	-	20000	-	20000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as% of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	20000	-	20000

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. Company Penalty Punishment Compounding			Not Applicable		
B. Directors Penalty Punishment Compounding			Not Applicable		
C. Other Officers in Default Penalty Punishment Compounding			Not Applicable		



## Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

To,  
The Members of  
SHREE STEEL WIRE ROPES LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shree Steel Wire Ropes Limited. (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Shree Steel Wire Ropes Limited 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 generally complied with the statutory provisions listed hereunder:

I have examine the books, papers, minute books, forms and returns filed and other records maintained by Shree Steel Wire Ropes Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under ;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 & the rules & regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment & External Commercial Borrowings(Not applicable during the audit period);
- (v) 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 (Issue of Capital & Disclosure Requirements) Regulations,2009 (Not applicable during the audit period);
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable during the audit period);
  - e) The Securities & Exchange Board of India (Issue & listing of Debt securities) Regulations, 2008 (Not applicable during the audit period);
  - f) 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-Link Intime Pvt Ltd.(Formerly Known as Intime Registry Ltd.) is the RTA of the Company and the Company has its record maintained as per the regulation;
  - g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable during the audit period); and
  - h) The Securities & Exchange Board of India (Buyback of Securities) Regulations,1998 (Not applicable during the audit period);
- (vi) The operations of the Company include a composite range of activities like manufacturing of Wire Ropes and Allied Products. In our opinion, the Company being operating in the aforesaid diversified activities, various laws/ regulations are applicable to it. In the absence of any identifiable specific major law/ regulation under which the sector and the Company operates, we are not in a position to identify and report the same in our report.
- (vii) I have also examined compliance with the applicable clauses of the following:

- i) The Listing agreements entered into by the Company with the stock exchanges.
- j) (ii) Secretarial Standards Issued by The Institute of Company Secretaries of India –  
**(Not applicable during the audit period);**

I report that Form MGT-14 was not filed with ROC for appointment of Internal Auditor during the Audit period.

I further report that latest information needs to be updated on Company's website.

We have observed that the Company has accepted cheque of rupees 1,00,000/- each for Appointment of Independent Directors & also for appointment of directors who retired by rotation & the Company has not deposited the same in the bank account.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during our audit period and I have not verified the correctness and appropriateness of the books of accounts of the Company.

I further report that the board of directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors & 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.

I further report that as per the information provided generally adequate notice is given to all directors to schedule the Board Meetings, agenda & detailed notes on agenda were sent at least seven days in advance & a system exists for seeking & obtaining further information & clarifications on agenda items before the meeting & for meaningful participation at the meeting.

I further report that as per the information provided majority decision is carried through while the dissenting members' views are captured & recorded as part of the minutes.

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

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity, etc.

I further report that 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. I 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 the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Place: Mumbai  
Date: 13<sup>th</sup> August' 2015

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



## Annexure “C” to the DIRECTORS' REPORT

Statement pursuant to Section 134 (1) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

### A. CONSERVATION OF ENERGY

The Company continues to take adequate measures for conservation and saving of energy.

#### I. POWER AND FUEL CONSUMPTION

PARTICULARS	2014-2015	2013-2014
<b>1. Electricity Purchased:</b>		
Units (Lac KWH)	<b>1.87</b>	2.35
Total Amount (Rs. In Lac)	<b>13.75</b>	16.72
Average Rate/KWH (Rupees)	<b>7.35</b>	7.13

#### II. CONSUMPTION PER UNIT OF PRODUCTION

PARTICULARS	2014-2015	2013-2014
1. Electricity (KWH)	<b>0.37</b>	0.54

### B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION .

#### RESEARCH AND DEVELOPMENT

There is no formal Research and Development. However, the Company has developed many import substitute items for Indian Defence & Indian Air Force.

#### TECHNOLOGY ABSORPTION

The company has not imported or brought any technology during the period under review.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

PARTICULARS	2014-2015	2013-2014
Total Foreign Exchange Earned	---	---
Total Foreign Exchange Outgo	---	---

#### EXPORT INITIATIVES

The Company is trying to take initiatives for Export

For and on behalf of the Board of Directors

Sd/-

Mr. MANOJ B. JESWANI  
Managing Director

Place: Mumbai

Date: 30<sup>th</sup> May' 2015



## Management Review

We are pleased to report that during financial 2014-15, the Company's turnover has have improved compared to the previous financial year 2013-14, and the Company has made a net profit (before tax) of Rs. 96.38 lacs.

### Overview

The Financial Statement has been prepared in Compliance with the requirement of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein.

The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

### Growth Review

The Company is one of the major suppliers for products such as "Stainless Steel Wire Ropes", "Regulating Equipment", "Traction Bond" and "Anticreep Wire Rope" to the Indian Railways. These items are required by the Indian Railways for Electrification of various railway routes throughout India. The demand for such items is expected to increase as these items are not only used for new installations but also for replacement of the old installations. However, the demand for these products is surely going to remain continuous.

### Opportunities

The Company envisages huge and continuous demand for its products viz "Stainless Steel Wires Ropes", "Traction Bond", "Traction Mast", "Anticreep Wire Rope" and "Regulating Equipments" required by the Indian Railways. "

### Threats and Risks

The competition for the products manufactured by the Company has increased due to new entrants in the market for similar products. This may reduce the market share of the Company and also result into lower margins than the current level due to competition.

### Cautionary Statement

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be 'forward looking' within the meaning of applicable Securities Laws and Regulations. Actual result may differ materially from those expressed herein. Important factors that could influence the Company's operations include global and domestic economic conditions affecting demand, supply, price conditions, change in Government's regulations, tax regimes, other statutes and other factors such as litigation and industrial relations.



# Independent Auditor's Report

To the Members of **Shree Steels Wire Ropes Ltd.**

## Report on the Financial Statements

We have audited the accompanying financial statements of **Shree Steel Wire Ropes Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, 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

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 there under.

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.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit/loss and its cash flows for the year ended on that date.

## Emphasis of Matter

In respect on Long term Loans and advances given to 2 unrelated parties, we have to state that in our opinion company has not taken any security for such advances, which was essential, and interest amount or .F.Y. 2014 - 2015 is not received till signing the balance sheet. An opinion can be formed that the Company is also changing its nature of business. Total amount outstanding on the balance sheet date are Rs. 3,25,00,000/- which is 43.54% of Share capital

and Free Reserves and 81.96% of free Reserves. As per explanation received from the management, they state that, the surplus fund has been invested in open market in the form of advances to earn high rate of interest, and the high rate of interest will be earned only when the company takes the risk of advancing loan without any security. Further management has assured that the advances are though unsecured but should be considered as good, there is no contingency in there recoverability.

### Report on Other Legal and Regulatory Requirements

1. 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 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. 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 it appears from our examination of those books;
  - c) the Balance Sheet, the Statement of Profit and Loss, and the 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 the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion 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, subject to Serial no. vii (c) of Caro 2015.
    - ii. The Company did not have any long-term contracts including derivative 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.

### Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2015, we report that:

- I (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the Fixed Assets were physically verified by the management during the year. We are informed that no material discrepancies were noticed on such verification.
- ii) (a) As explained to us, the management at regular intervals during the year has physically verified inventories;
- (b) in our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business;
- (c) The company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records;



- iii) The company has not granted any loan secured or unsecured to Companies, Firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Consequently requirement of clauses (iii,a) and (iii,b) of paragraph 3 of the order are not applicable.
- iv) There is 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 we have not observed any continuing failure to correct major weaknesses in internal control system.
- v) In our opinion and according to information and explanation given to us, the Company has complied with the provisions of section 73 to 76 of the Act, for acceptance of deposits. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi) The Company has not liable for maintaining Cost accounts and Cost records as per applicability condition laid down under the Companies (Cost Records and Audit) Rules, 2014 read with Section 148 (1) of the Companies Act, 2013.
- vii) According to the information and explanations given to us, in respect of statutory and other dues.
- (a) The company has been regular in depositing undisputed statutory dues, including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of income tax, wealth tax, excise duty, customs duty and cess were in arrears, as at 31.03.2015 for a period of more than six months from the date they became payable except as stated above
- (c) The disputed statutory dues aggregating to Rs.4,11,024/-, that have not been deposited on account of matters pending before appropriate authorities are as under.

Sr. No.	Name of the Statute	Nature of Dues	Forum where dispute is pending	Amount
1)	Income Tax Act, 1961	Income Tax (A.Y. 1999-2000)	CIT(A)- VII(Mumbai)	94,891/-
2)	Maharashtra Value Added Tax Act, 2002	Sales Tax F.Y. 2008 – 2009	Deputy Commissioner of Sales Tax Appeal - 010	72,383/-
3)	Central Sales Tax Act 1956	Sales Tax F.Y. 2008 – 2009	Deputy Commissioner of Sales Tax Appeal - 010	2,43,750/-

- (d) According to the information and explanation given to us the amount which were 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 there under has been transferred to such fund within time.
- viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- ix) Based on our audit procedures and on the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of dues to any Bank. The company has not taken any loans from financial institution and debenture holders.
- x) The company has not given any guarantee for loan taken by others from bank or financial institution.
- xi) In our opinion, the company has not taken any new term loan during the year.
- xii) In our opinion and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year that causes the financial statements to be materially misstated.

FOR **M/S. N.D. MEHTA ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 FIRM REGN. NO. 106266W  
 Sd/-  
**NAGIN D. MEHTA.**  
 [PROPRIETOR]  
 MEMBERSHIP NO. 033258

PLACE: MUMBAI  
 DATED: 29<sup>th</sup> May' 2015



## BALANCE SHEET AS AT 31<sup>st</sup> MARCH 2015

(Amount in Rupees)

	Particulars	Note Ref.	2014-15 ₹	2013-14 ₹
<b>I</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders funds</b>			
	(a) Share capital	2	32,988,400	32,988,400
	(b) Reserves and surplus	3	41,650,183	34,980,820
<b>2</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	4	0	400,000
	(b) Long-term provisions	5	804,540	736,860
<b>3</b>	<b>Current liabilities</b>			
	(a) Trade payables		13,654,575	9,573,632
	(b) Other current liabilities	6	1,637,337	2,991,273
	(c) Short-term provisions	7	479,679	1,543,041
	<b>TOTAL Rs...</b>		<u><u>91,214,714</u></u>	<u><u>83,214,026</u></u>
<b>II.</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets	8		
	(i) Tangible assets		11,506,040	11,968,757
	(ii) Intangible assets		2,711,460	2,711,460
	(b) Non-current investments	9	18,000	18,000
	(c) Deferred tax assets		1,999,200	1,969,000
	(d) Long-term loans and advances	10	34,661,289	31,885,643
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	11	14,474,673	6,816,502
	(b) Trade receivables	12	14,755,529	22,735,423
	(c) Cash and cash equivalents	13	7,394,290	4,371,540
	(d) Short-term loans and advances	14	3,694,233	737,701
	<b>TOTAL Rs...</b>		<u><u>91,214,714</u></u>	<u><u>83,214,026</u></u>

### Significant Accounting Policies

All notes to Accounts from Note "1 to 22" form part of the Financial Statements

As per our report of even date

**For N. D. MEHTA ASSOCIATES**

Chartered Accountants

**Firm Regn no. 106266W**

Sd/-

**Nagin. D. Mehta**

Proprietor

**Membership No. 033258**

Place : Mumbai

Date : 29<sup>th</sup> May' 2015

1

For and on behalf of the Board of Directors

**Shree Steel Wire Ropes Limited**

Sd/-

**(Manoj B. Jeswani)**

Managing Director/CEO

Sd/-

**(Anil L. Sajnani)**

Director

**(Vijayalaxmi V. Kandala)**

Company Secretary



**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015**

(Amount in Rupees)

Particulars		Note Ref.	2014-15 ₹	2013-14 ₹
<b>I</b>	Revenue from operations	15	<b>105,820,655</b>	99,882,851
	Less : - Excise Duty on Sale of Products		<b>(10,561,073)</b>	(9,980,313)
	Net Revenue from operations		<b>95,259,582</b>	89,902,538
<b>II</b>	Other Income	16	<b>3,410,435</b>	2,893,959
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>98,670,017</b>	92,796,497
<b>IV</b>	<b>Expenses:</b>			
a	Cost of materials consumed	17	<b>65,303,390</b>	54,330,514
b	Changes in inventories of finished goods & work-in-progress	18	<b>(4,386,151)</b>	2,319,397
c	Employee benefits expense	19	<b>8,813,752</b>	7,085,388
d	Finance costs	20	<b>12,115</b>	58,436
e	Other expenses	21	<b>17,060,439</b>	16,019,986
	<b>Total expenses</b>		<b>86,803,545</b>	79,813,721
<b>V</b>	<b>Profit before Depreciation, Extra Items &amp; Tax</b>		<b>11,866,472</b>	12,982,776
<b>VI</b>	<b>Extra Ordinary Items &amp; Prior period expenses</b>			
a	Provision of Custom Duty Reverted- Extra Ordinary		-	1,481,968
b	Sales Tax assessment dues - Prior period		<b>(1,043,493)</b>	-
<b>VII</b>	<b>Profit before Depreciation &amp; Tax</b>		<b>10,822,979</b>	14,464,744
<b>VIII</b>	Depreciation		<b>1,184,997</b>	1,571,673
<b>IX</b>	<b>Profit before Tax (VII - VIII)</b>		<b>9,637,982</b>	12,893,071
<b>X</b>	Tax expense :-			
	(1) Current tax		<b>3,030,000</b>	3,006,000
	(2) Prior Period Taxes		<b>(31,181)</b>	30,226
	(3) Deferred tax		<b>(30,200)</b>	(106,000)
<b>XI</b>	<b>Profit after Tax (IX - X)</b>		<b>6,669,363</b>	9,962,845
<b>VIII</b>	Earnings per equity share:			
	(1) Basic		<b>2.01</b>	3.01
	(2) Diluted		<b>2.01</b>	3.01

**Significant Accounting Policies**

All notes to Accounts from Note "1 to 22" form part of the Financial Statements

As per our report of even date

**For N. D. MEHTA ASSOCIATES**

Chartered Accountants

**Firm Regn no. 106266W**

Sd/-

**Nagin. D. Mehta**

Proprietor

**Membership No. 033258**

Place : Mumbai

Date : 29<sup>th</sup> May' 2015

1

For and on behalf of the Board of Directors

**Shree Steel Wire Ropes Limited**

Sd/-

**(Manoj B. Jeswani)**

Managing Director

Sd/-

**(Anil L. Sajnani)**

Director

**(Vijayalaxmi V. Kandala)**

Company Secretary



**CASH FLOW STATEMENT - FORMAT AS PER THE CLAUSE 32 OF THE LISTING AGREEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

	For the year ended 31 <sup>st</sup> March 2015		For the year ended 31 <sup>st</sup> March 2014	
	₹.	Gr. Total ₹	₹	Gr. Total ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before tax, Prior period and Extra ordinary items	9,637,982		11,411,103	
<b>Adjustments for:</b>				
Extra Ordinary Item - Earlier year Custom Duty provision reverted	0		1,481,968	
Depreciation	1,184,997		1,571,673	
Gratuity unfunded - Long Term Provision	67,680		119,865	
Custom Duty provision payment made - (before adjustment of reversal)	0		(4,234,198)	
Interest paid on other loans	12,115		58,436	
Interest on Investing Activities	(3,165,689)		(2,609,606)	
<b>Operating profit before working capital changes</b>	<b>7,737,085</b>		<b>7,799,241</b>	
<b>Adjustments for:</b>				
(Increase)/Decrease in Inventories	(7,658,171)		4,535,277	
(Increase)/Decrease in Trade Receivables	7,979,894		(6,203,500)	
(Increase)/Decrease in Short Term Loans & Advances	(280,944)		318,886	
Increase/(Decrease) in Trade Payables & Other Curr Lia	2,727,007		(3,726,348)	
<b>Cash Generated from Operations</b>	<b>1,0504,871</b>		<b>2,723,556</b>	
Direct Taxes (Paid) / Refund	(4,062,181)		(2,938,719)	
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>6,442,690</b>		<b>(215,163)</b>	
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Tangible Fixed Assets	(722,280)		(116,228)	
Loans to Loan & Adv to third parties (Net - Recd / paid)	(2,775,646)		686,994	
Interest Received on above Long Term Loans & Adv	490,101		260,961	
Security Deposits to Customers	0		(1,605,856)	
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>(3,007,825)</b>		<b>(774,129)</b>	
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>				
Repayment of Long Term borrowings	(400,000)		0	
Interest paid on other loans	(12,115)		(58,436)	
<b>NET CASH FLOW FROM FINANCIAL ACTIVITIES (C)</b>	<b>(412,115)</b>		<b>(58,436)</b>	
<b>Net Inc./(Dec.) in cash and cash equivalents A+B+C</b>	<b>3,022,750</b>		<b>(1,047,728)</b>	
Cash and cash equivalents as at 31.03.2014	4,371,540		5,419,268	
<b>Cash and cash equivalents as at 31.03.2015</b>	<b>7,394,290</b>		<b>4,371,540</b>	
<b>Net increase / (decrease) in Cash and Cash equivalents</b>	<b>3,022,750</b>		<b>(1,047,728)</b>	

Previous year figures have been regrouped, wherever necessary, to confirm to the current years grouping.

As per our attached report of even date

**For N. D. MEHTA ASSOCIATES** Chartered Accountants  
Firm Regn no. 106266W

Sd/-

**Nagin. D. Mehta** Proprietor  
Membership No. 033258

Place : Mumbai

Date : 29<sup>th</sup> May' 2015

For and on behalf of the Board of Directors

**Shree Steel Wire Ropes Limited**

Sd/- **(Manoj B. Jeswani)**

Managing Director

Sd/- **(Anil L. Sajnani)**

Director

Sd/- **(Vijayalaxmi V. Kandala)**

Company Secretary



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

### Note '1'

Significant Accounting policies forming part of the Financial Statements

(a) **Basis of Preparation :**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

(b) **Revenue Recognition :**

- (i) The Company recognise Sales which are inclusive of Central Excise and sales tax. Excise duty related to sales turnover is presented as a reduction from Gross sales on face of the Profit & Loss account.
- (ii) Labour charges received is recognised as and when the Job work is completed and the material is ready to dispatch to the contractor.
- (iii) Interest on Bank deposits is recognized on the time basis determined by the amount outstanding and the rate of interest applicable as per bank and where no significant uncertainty is there on its collectability.
- (iv) Revenue is recognised only when collectability of the resulting revenue is reasonably assured.

(c) **Fixed Assets :**

(i) **Tangible Assets**

Fixed Assets are recorded at cost of acquisition or construction. In respect of assets acquired on purchase of Business the fixed assets are recorded at the value determined by competent valuers.

(ii) **Intangible Assets**

Goodwill is shown at excess of purchase consideration over net tangible assets valued at the time of Business Purchase. Goodwill is not Amortised..

(d) **Depreciation :**

Depreciation on Tangible fixed assets is provided on straight line method at the manner specified in Schedule II to the Companies Act, 2013. The useful life as determined under Part C of Schedule II of the Companies Act, 2013 is considered for depreciating the Tangible fixed assets on its remaining useful life's.

(e) **Impairment :**

At each balance sheet date, the Company assess whether there is any indication that the fixed assets have suffered an impairment loss. As per the assessment conducted by the Company at 31st March 2015, there were no indications that the fixed assets has suffered an impairment loss.

(f) **Investments :**

Investments are classified as Current or Long term in according with Accounting standard 13 on Accounting for investments. Long Term Non Current investments are valued at cost.

(g) **Inventories :**

Inventories are measured at lower of the cost and net realisable value. Cost of inventories comprises all costs of purchase (net of input credits i.e. Excise and MVAT), cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Cost of Stores and Spares, raw materials, trading and other products are determined on weighted average basis. Cost of Stock in process and finished stock is determined by the absorption costing method..

(h) **Employee benefits :**

Employee benefits such as salaries, allowances, and other employee benefits such as provident and other funds are charged as expenses to the profit and loss account in the period in which the service is rendered.

Company has an obligation towards gratuity, Company has opened on its own a gratuity fund which is an unapproved gratuity fund for the benefits of its employees.

(i) **Foreign Currency Transactions:**

There are no foreign currency transactions during the year.

(j) **Borrowing Cost :**

There is no Borrowing cost attributable to the acquisition of qualifying fixed assets which is incurred during the year. All other borrowing cost are charged to profit and loss account.

(k) **Taxes on Income :**

(i) Provision for Income Tax comprises of Current Tax i.e. tax on taxable income computed as per Income Tax Law applicable for the relevant accounting year.

(ii) Provision for deferred taxation is made using the liability method at the current taxation on all timing differences to the extent that is probable that a liability or assets will crystallise as at the balance sheet date, unless there is evidence to the contrary, deferred tax assets pertaining to business loss are only recognised to the extent that there are deferred tax liabilities off setting them.

(l) **Contingent Liabilities :**

Contingent liabilities as defined in Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets. These are disclosed by way of notes to the Balance Sheet. Provision is made in the accounts in respect of those liabilities which are likely to materialise after the year end, till the finalisation of accounts and have material effect on the position stated in the Balance Sheet.

(m) **Earnings per share**

The Company reports Earnings per share (EPS) in accordance with Accounting Standard 20 on "Earning Per Share". Basic EPS is computed by dividing the net profit after tax for year by the weighted average number of equity shares outstanding during the year.

There was no dilution or fresh issue of equity shares, hence Basic and Dilution EPS are same.

(n) **Calls in Arrears :**

Details of number of shares against the amount of calls in arrears, are not provided by the company.

(o) **Cash Flow Statement :**

The Cash Flow Statement is prepared by the Indirect method set out in Accounting Standard 3 on "Cash Flow Statements" and presents the cash flows by operating, investing and financing activities of the company.

Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand, balance in current accounts and demand deposits with the bank.

## Note '2'

### Share Capital Under Shareholders Funds

Share Capital	2014-15		2013-14	
	Number	Amount	Number	Amount
<b>Authorised :</b>				
Equity Shares of Rs. 10 each	5,000,000	50,000,000	5,000,000	50,000,000
<b>Issued</b>				
Equity Shares of Rs. 10 each	3,311,490	33,114,900	3,311,490	33,114,900
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 10 each fully paid	3,311,490	33,114,900	3,311,490	33,114,900
<b>Subscribed but not fully Paid up</b>				
Calls unpaid [refer Note 1 (n)]	-	(126,500)	-	(126,500)
<b>Total</b>	<b>3,311,490</b>	<b>32,988,400</b>	<b>3,311,490</b>	<b>32,988,400</b>

The Company has single class of equity shares. Each equity shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining net assets of the company, in proportion to their shareholding.



### Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	2014-15		2013-14	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3,311,490	32,988,400	3,311,490	32,988,400
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	3,311,490	32,988,400	3,311,490	32,988,400

### Shares in the company held by each shareholder holding more than 5 percent shares

Particulars	2014-15		2013-14	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
M/s. Bholenath Developers Limited	490,560	14.81%	490,560	14.81%
Shri Vinod Chandru Chawla	299,280	9.04%	299,280	9.04%
Shri Mahender Bhojwani	700,000	21.14%	700,000	21.24%
Shri Surendra Ratilal Parikh	187,593	5.66%	195,650	5.91%
<b>Total</b>	<b>1,677,433</b>		<b>1,685,490</b>	

### Note '3'

#### Reserves and surplus under Shareholders Funds

Particulars	2014-15	2013-14
<b>a. Capital Reserves</b> (Received from SICOM)		
Opening Balance	2,000,000	2,000,000
Closing Balance	2,000,000	2,000,000
<b>b. Other Reserves : -</b>		
(i) General Reserve		
Opening Balance	183,014	183,014
Closing Balance	183,014	183,014
<b>c. Surplus</b>		
Opening balance	32,797,806	22,834,961
(+) Net Profit for the current year	6,669,363	9,962,845
Closing Balance	39,467,169	32,797,806
<b>Total</b>	<b>41,650,183</b>	<b>34,980,820</b>

### Note '4'

#### Long Term Borrowings under Non Current Liabilities

Unsecured	2014-15	2013-14
(a) <b>Other loans and advances</b> No specified terms of Repayment, but not repayable on demand	0	400,000
<b>Total</b>	<b>0</b>	<b>400,000</b>

### Note '5'

#### Long Term Provisions under Non Current Liabilities

(a) <b>Provision for employee benefits</b> Gratuity (unfunded)	804,540	736,860
<b>Total</b>	<b>804,540</b>	<b>736,860</b>

(Amount in ₹)

Particulars	2014-15	2013-14
-------------	---------	---------

**Note '6'****Other Current Liabilities**

(a) Income received in advance	427,109	976,315
(b) Other payables : -		
(i) Statutory obligation	1,210,228	792,113
(ii) Other Liabilities	0	1,222,845
<b>Total</b>	<b>1,637,337</b>	<b>2,991,273</b>

**Note '7'****Short Term Provisions under Current Liabilities**

(a) <b>Others</b>		
Provision for Income Tax	479,679	1,543,041
<b>Total</b>	<b>479,679</b>	<b>1,543,041</b>

**Note "8"****Fixed Assets under Non Current Assets**

Fixed Assets Particulars	Gross Block			Accumulated Depreciation			Net Block	
	Balance as on 01.04.2014	Additions/ (Disposals)	Balance as on 31.03.2015	Balance as on 01.4.2014	Depreciation charge for the year	Balance as on 31.03.2015	Balance as on 1.04.2014	Balance as on 31.03.2015
<b>A. Tangible Assets</b>								
Land	1,134,770	0	1,134,770	0	0	0	1,134,770	1,134,770
Buildings	19,211,830	0	19,211,830	9,914,552	802,947	10,717,499	9,297,278	8,494,331
Plant and Equipment	55,789,955	722,280	56,512,235	54,564,801	121,230	54,686,031	1,225,154	1,826,204
Furniture and Fixtures	2,349,462	0	2,349,462	2,349,462	0	2,349,462	0	0
Vehicles - Cars	13,300	0	13,300	13,300	0	13,300	0	0
Office equipment	1,154,324	0	1,154,324	929,955	173,634	1,103,589	224,369	50,735
<b>Others</b>								
Computer	233,498	0	233,498	200,958	32,540	233,498	32,540	0
Borewell	130,052	0	130,052	75,406	54,646	130,052	54,646	0
<b>Total</b>	<b>80,017,191</b>	<b>722,280</b>	<b>80,739,471</b>	<b>68,048,434</b>	<b>1,184,997</b>	<b>69,233,431</b>	<b>11,968,757</b>	<b>11,506,040</b>
<b>b. Intangible Assets</b>								
Goodwill	2,711,460	0	2,711,460	0	0	0	2,711,460	2,711,460
<b>Total</b>	<b>2,711,460</b>	<b>0</b>	<b>2,711,460</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2,711,460</b>	<b>2,711,460</b>
<b>GRAND TOTAL</b>	<b>82,728,651</b>	<b>722,280</b>	<b>83,450,931</b>	<b>68,048,434</b>	<b>1,184,997</b>	<b>69,233,431</b>	<b>14,680,217</b>	<b>14,217,500</b>

**Note '9'****Non-current investments under Non Current Assets**

<b>Other Investments</b>		
(a) Investment in Equity instruments (Unquoted - Non Trade - Development Credit Bank Ltd. 1200 shares of Rs. 15 each valued at cost)	18,000	18,000
<b>Total</b>	<b>18,000</b>	<b>18,000</b>



(Amount in ₹)

Particulars	2014-15	2013-14
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**Note '10'****Long Term Loans and Advances under Non Current Assets**

a. <b>Security Deposits</b> Unsecured, considered good	2,161,289	2,343,481
b. <b>Other loans and advances</b> Unsecured, considered good	32,500,000	29,542,162
<b>Total</b>	<b>34,661,289</b>	<b>31,885,643</b>

**Note '11'****Inventories under Current Assets**

a. Raw Materials and components	7,562,851	4,290,831
b. Work-in-progress	459,138	427,440
c. Finished goods [for method of valuation refer Note no. 1 (g)]	6,452,684	2,098,231
<b>Total</b>	<b>14,474,673</b>	<b>6,816,502</b>

**Note '12'****Trade Receivables under Current Assets**

<b>Trade receivables outstanding for a period less than six months from the date they are due for payment.</b> Unsecured, considered good	12,820,151	20,173,427
<b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b> Unsecured, considered good	1,935,378	2,561,996
<b>Total</b>	<b>14,755,529</b>	<b>22,735,423</b>

**Note '13'****Cash and cash equivalents under Current Assets**

a. Balances with banks	4,839,696	894,845
b. Guarantees - Fixed Deposits	1,135,464	3,191,204
c. Bank deposits with more than 12 months maturity	1,217,004	250,676
d. Cash on hand	202,126	34,815
<b>Total</b>	<b>7,394,290</b>	<b>4,371,540</b>

**Note '14'****Short-term loans and advances under Current Assets**

a. <b>Others</b> <b>Unsecured, considered good</b> Staff loan, other deposits and receivables	2,921,588	59,500
Balances with Central Excise	593,159	276,458
Prepaid Expenses	62,205	93,035
Advances to Suppliers	117,281	308,708
<b>Total</b>	<b>3,694,233</b>	<b>737,701</b>

(Amount in ₹)

Particulars	2014-15	2013-14
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**Note '15'****Revenue from Operations**

Sales	104,711,836	98,926,676
Labour Charges	970,391	770,966
Other operating revenues - Scrap Sales	138,428	185,209
<b>Total</b>	<b>105,820,655</b>	<b>99,882,851</b>

**Note '16'****Other Income**

<b>Interest Income : -</b>		
Interest on Bank Fixed Deposits	244,746	284,353
Interest on Long term loans and advances	3,165,689	2,609,606
<b>Total</b>	<b>3,410,435</b>	<b>2,893,959</b>

**Note '17'****Cost of Materials Consumed**

Opening Stock	4,290,831	6,506,711
Add : - Purchases	68,575,410	52,114,634
Less : - Closing Stock	(7,562,851)	(4,290,831)
<b>Cost of material consumed</b>	<b>65,303,390</b>	<b>54,330,514</b>

**Note '17.1'****Bifurcation of Consumption of Materials**

Wire consumed	30,085,788	22,365,821
Others consumed	4,257,022	7,117,700
ATD consumed	30,960,580	24,846,993
<b>Total</b>	<b>65,303,390</b>	<b>54,330,514</b>

**Note '18'****Changes in Inventories of finished goods and work-in-progress**

<b>Inventories at the end of the year</b>		
Work-in-Process	459,138	427,440
Finished Goods	6,452,684	2,098,231
<b>Inventories at the beginning of the year</b>		
Work-in-Process	(427,440)	(170,547)
Finished Goods	(2,098,231)	(4,674,521)
<b>Net Increase / (Decrease)</b>	<b>4,386,151</b>	<b>(2,319,397)</b>

**Note '19'****Employee Benefits Expense**

(a) Salaries, Wages & Directors Remuneration	7,405,667	6,132,461
(b) Contributions to : - Provident fund	613,797	523,770
(c) Gratuity	117,120	119,865
(d) Employees welfare expenses	677,168	309,292
<b>Total</b>	<b>8,813,752</b>	<b>7,085,388</b>



(Amount in ₹)

Particulars	2014-15	2013-14
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**Note '20'****Finance costs**

Interest expense	12,115	58,436
<b>Total</b>	<b>12,115</b>	<b>58,436</b>

**Note '21'****Other expenses**

Consumption of stores and spare parts.	465,846	398,925
Power and fuel	1,374,930	1,672,290
Rent	1,280,904	242,700
Repairs to buildings & Other	675,972	52,929
Repairs to machinery	338,612	264,153
Rates and taxes, excluding, taxes on income	149,641	214,344
Taxes	4,741,891	6,800,984
Transport Inward	1,887,380	1,316,180
Loss on Sale of Assets	-	128,472
Payments to the auditors [Refer Note 22(3)]	173,034	180,900
Other Manufacturing expenses [Refer Note 21.1)]	1,321,449	730,321
Administrative expenses [Refer Note 21.1]	1,270,612	1,096,005
Selling expenses [Refer Note 21.1]	3,380,168	2,921,783
<b>Total</b>	<b>17,060,439</b>	<b>16,019,986</b>

**Note '21.1'****Details of Other Manufacturing, Administrative & Selling Expenses**

<b>Other Manufacturing Expenses</b>		
Excise duty on finished goods	716,965	190,429
Factory Expenses & License fees	6,226	10,666
Inspection Fees & Expenses	171,458	200,289
Laboratory & Testing Charges	403,394	305,543
Factory Insurance	23,406	23,394
<b>Total of Other Manufacturing Expenses</b>	<b>1,321,449</b>	<b>730,321</b>
<b>Other Administrative expenses</b>		
Printing & Stationery & Courier Charges	351,642	273,599
Telephone expenses	76,944	89,081
Professional Fees	369,019	238,779
Subscription & Registration	18,846	21,340
General Expenses	154,891	156,796
Computer Expenses	25,475	19,525
E voting, ROC filing, Licence fees and appeal fees	100,340	141,490
Office Expenses & Electricity charges	139,697	123,972
Repairs & Maintenance	25,735	-
Bank Charges	8,023	31,423
<b>Total of Other Administrative Expenses</b>	<b>1,270,612</b>	<b>1,096,005</b>

(Amount in ₹)

Particulars	2014-15	2013-14
<b>Other Selling expenses</b>		
Transport Outward	392,095	841,121
Travelling & Conveyance	231,993	359,224
Foreign Travelling	127,164	-
Commission	2,289,886	1,313,984
Advertisement Expenses	67,581	85,090
Sales Promotion & Diwali Expenses	98,902	112,696
Tender Expenses	21,789	-
Motor Car Expenses	41,490	41,051
Sundry Balances W/off	109,268	151,462
Sales Tax Assessment Dues	-	17,155
<b>Total of Other Selling Expenses</b>	<b>3,380,168</b>	<b>2,921,783</b>

## Note '22'

### Other notes to Accounts

1. a) <b>Contingent liabilities and commitments (to the extent not provided for)</b>		
(i) <b>Contingent Liabilities</b>		
(a) <b>Claims against the company not acknowledged as debt</b>		
(i) Income Tax demand in dispute	94,891	94,891
(b) <b>Guarantees given to parties</b>		
(i) for supply order	1,073,804	3,087,996
	<b>1,168,695</b>	<b>3,182,887</b>

b) There is no commitments made by the Company

### 2. Remuneration to Auditors

a. auditor	56,180	56,180
b. for Tax Audit, Income Tax matters & Other matters	44,944	44,944
c. for Sales Tax Audit & Sales Tax matters	71,910	79,776
	<b>173,034</b>	<b>180,900</b>

### 3. Earning per Share (EPS)

Net Profit after tax	6,669,363	9,962,845
Profit attributable to Equity Shareholder	6,669,363	9,962,845
Number of Equity Shares (Weighted Avg. Basis)	3,311,490	3,311,490
Basic and diluted EPS	2.01	3.01
EPS Excluding Exceptional Items	2.01	3.01
Nominal value of shares	10.00	10.00



Particulars	2014-15	2013-14
4. Related party disclosures, as required by Accounting Standards - AS-18 Related Parties Disclosures" issued by the institute of Chartered Accountants of India are given below:		
A. Related parties and their relationship.		
i) Related parties:		
Bholenath Developers Ltd	: Mr. Anil L. Sajnani- Director Mr. Ashish L. Sajnani- Director	
Soham Hospitality Pvt. Ltd.	: Mr. Anil L. Sajnani- Director Mr. Ashish L. Sajnani- Director	
Basant Rubber Factory Pvt. Ltd.	: Mr. Anil L. Sajnani- Director	
Embee Interntionl resources Pvt. Ltd.	: Mr. Anil L. Sajnani- Director	
Royal Western (India) Hotels Pvt. Ltd.	: Mr. Ashish L. Sajnani- Director	
ii) Key Management Personnel		
Mr. Manoj B. Jeswani	- Whole Time Director	
Mr. Anil L. Sajnani	- Non Executive Independent Director	
Mr. Ashish L. Sajnani	- Non Executive Independent Director	
B. Details of Transactions.		
ii) <b>Key Management Personnel</b>		
Directors Remuneration paid		
(Mr. Chandru R. Chawla)	0	165,000
(Mr. Manoj B. Jeswani)	1,500,000	900,000
Contribution to P.F.		
(Mr. Chandru R. Chawla)	0	15,840
(Mr. Manoj B. Jeswani)	144,000	86,400
Office Premises Deposit Paid	1,200,000	500,000
Lease Rent and Society Charges	1,348,320	364,044
5. <b>Lease:</b>		
Office premises is on rental basis and risks & rewards of ownership are retained by the lessor. The Rent is charged to profit and loss account.		
6. <b>Segment Reporting:</b>		
Segment Reporting as required by AS-17 is not applicable as the company operates in one single primary business segment i.e. Steel Wire Ropes Manufacturing.		
7. There is no Raw Material, nor any Spare parts or components imported during the year.		
8. <b>Expenditure made in Foreign currency during the year:</b> Foreign Travel expenses - Rs. 50,064/-		
9. There is no Earnings in foreign currency during the year		

10. Consumed Value of Materials and Percentage of each on total consumption

Particulars	2014-15	% from total Consumption	2013-14	% from total Consumption
1. Imported Raw Material Consumed	0	0	0	0
2. Imported Components and Spare parts	0	0	0	0
1. All Indigenous Raw Materials	65,303,390	100%	54,330,514	100%
2. Spare parts and Components	465,846	100%	398,925	100%
1. <b>Total Value of Consumption</b>				
Raw Materials	65,303,390	100%	54,330,514	100%
Spare parts and Components	465,846	100%	398,925	100%

11. In the absence of information relating to the suppliers registered as Micro, Small and Medium Enterprises under Micro Small and Medium Enterprises (Development) Act, 2006, the Company has been unable to identify such suppliers and information required under the said Act could not be complied and disclosed.
12. In respect on Long term Loans and advances given to 2 unrelated parties, we have to state that in our opinion company has not taken any security for such advances, which was essential, and interest amount or .F.Y. 2014 - 2015 is not received till signing the balance sheet. An opinion can be formed that the Company is also changing its nature of business. Total amount outstanding on the balance sheet date are Rs. 3,25,00,000/- which is 43.54% of Share capital and Free Reserves and 81.96% of free Reserves. As per explanation received from the management, they state that, the surplus fund has been invested in open market in the form of advances to earn high rate of interest, and the high rate of interest will be earned only when the company takes the risk of advancing loan without any security. Further management has assured that the advances are though unsecured but should be considered as good, there is no contingency in there recoverability.
13. Current year figures are shown in highlight & bold prints

As per our report of even date  
**For N. D. MEHTA ASSOCIATES**  
Chartered Accountants  
**Firm Regn no. 106266W**

Sd/-  
**Nagin. D. Mehta**  
Proprietor  
**Membership No. 033258**

Place : Mumbai  
Date : 29<sup>th</sup> May' 2015

For and on behalf of the Board of Directors  
**Shree Steel Wire Ropes Limited**  
Sd/-  
**(Manoj B. Jeswani)**  
Managing Director

Sd/-  
**(Anil L. Sajnani)**  
Director

**(Vijayalaxmi V. Kandala)**  
Company Secretary



**SHREE STEEL WIRE ROPES LTD.**

Registered office : Gat No. 183-184-185, K.I.D.C., Village - Dheku, Taluka - Khalapur, Dist-Raigad, Khopoli - 410 203.(MS)

**Attendance Slip**

**23<sup>rd</sup> Annual General Meeting**

Reg. Folio no. \_\_\_\_\_

I certify that I am registered shareholder/Proxy for the registered shareholder of the company. I hereby record my presence at the **Twenty Third Annual General Meeting** of the Company at Registered Office :- Gat No. 183-184-185, K.I.D.C., Village - Dheku, Taluka - Khalapur, Dist-Raigad, Khopoli - 410 203.(MS) on 30<sup>th</sup> September, 2015 at 3-00 pm.

Member's / Proxy Name

in Block Letters

Note : Please fill that attendance slip and hand it over at the ENTERANCE OF THE HALL

..... (Tear Here) .....

**SHREE STEEL WIRE ROPES LTD.**

Registered office : Gat No. 183-184-185, K.I.D.C., Village - Dheku, Taluka - Khalapur, Dist-Raigad, Khopoli - 410 203.(MS)

**Form of Proxy**

I/we \_\_\_\_\_  
of \_\_\_\_\_ in the District of \_\_\_\_\_  
being a member/members of the above-named company hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_  
or falling him \_\_\_\_\_ of \_\_\_\_\_ in the District of \_\_\_\_\_  
\_\_\_\_\_ as my/our proxy to vote for me/us on my-behalf at the **23<sup>rd</sup> Annual General Meeting**  
of the Company to be held on the and at any adjournment thereof.

**Signed this**

**Signature**

**Reg. Folio No.**

**Affix  
Re.1/-  
Revenue  
Stamp**

**day**

**2015**

Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the registered of the Company, not less than 48 hours before the meeting.



# Shree Steel Wire Ropes Ltd.

*Registered Office:*

Gat No. 183-184-185, K.I.D.C., Village Dheku.  
Taluka- Khalapur, Dist.- Raigad, Khopoli - 410 203.  
Tel.: (02912) 263547