



44th ANNUAL REPORT 2013-2014



JOTINDRA STEEL AND TUBES LTD.

(AN ISO : 9001.2008 Certified Company)

BOARD OF DIRECTORS:	SHRI A. K. SUREKA SHRI V. K. SUREKA SHRI S.J.S. KAMRA SHRI O. P. BHARDWAJ SHRI K. CHOWDHURY SMT. JASPREET KAUR	MANAGING DIRECTOR DIRECTOR DIRECTOR DIRECTOR DIRECTOR DIRECTOR
AUDITORS:	M/S SALARPURIA & PARTNERS CHARTERED ACCOUNTANTS 1008, 10 TH FLOOR 43, CHIRANJIV TOWER NEHRU PLACE NEW DELHI-110 019.	
COMPANY SECRETARY:	SMT. RACHANA MITTAL	
COST AUDITORS:	M/S NISHA VATS & CO., COST ACCOUNTANTS F-100, LAXMI PARK, NANGLOI, DELHI-110041	
PRINCIPAL BANKERS:	(i) STATE BANK OF PATIALA	
REGISTERED OFFICE : & WORKS	14/3, MATHURA ROAD FARIDABAD-121 003 (HARYANA)	

NOTICE

The Forty Forth Annual General Meeting of the Company will be held as scheduled below:

Date : Tuesday, the 30th September, 2014
 Time : 3.30 P.M.
 Place : 14/3, Mathura Road, Faridabad-121003 (Haryana)

To transact the following business:

A. ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“Resolved that the Directors’ Report and the Audited Balance –Sheet as at 31st March, 2014 and the Profit and Loss Accounts for the Year ended on that date along with the Auditors’ Report thereon are hereby considered, approved and adopted.”

2. To appoint Director in place of Shri A.K. Sureka (DIN: 00060206), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment and to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED that Shri A.K. Sureka, who retires by rotation and, being eligible for reappointment, be and is hereby appointed a Director of the Company.”

3. To appoint Auditors for the current year and fix their remuneration and to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Salarpuria & Partners, Chartered Accountants (ICAI Firm Registration No. 302113E), the retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 47th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between Mr. A.K. Sureka, Managing Director and the aforesaid Auditors.”

B. SPECIAL BUSINESS :

1. To appoint Shri Swarn Jit Singh Kamra (DIN:00079334) an existing Independent Director as an Independent Director under the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:-

“ Resolved that Shri Swarn Jit Singh Kamra who was appointed as an Independent Director pursuant to the provisions of Clause 49 of the Listing Agreement and whose term upto 30th September, 2014, vide Clause No.03 of the SEBI notification No.CIR/CFD/POLICY CELL/2/2014 dt. April 17, 2014 be considered as first term as an Independent Director, be and is hereby appointed as an Independent Director pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement for the second term of 5(five) consecutive years, ending upto 30th September, 2019 on the expiry of his first term on 30th September, 2014.”

2. To appoint Shri Kubolay Chowdhury (DIN:01231137) an existing Independent Director as an Independent Director under the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:-

“ Resolved that Shri Kubolay Chowdhury who was appointed as an Independent Director pursuant to the provisions of Clause 49 of the Listing Agreement and whose term upto 30th September, 2014, vide Clause No.03 of the SEBI notification No.CIR/CFD/POLICY CELL/2/2014 dt. April 17, 2014 be considered as first term as an Independent Director, be and is hereby appointed as an Independent Director pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement for the second term of 5(five) consecutive years, ending upto 30th September, 2019 on the expiry of his first term on 30th September, 2014.”

3. To appoint Smt. Jaspreet Kaur (DIN: 06959857) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“ Resolved that pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Smt.

Jaspreet Kaur, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Woman/ Independent Director of the Company to hold office for a term of 5(five) years ending upto March, 31, 2019.”

4. To approve Limits of Borrowing in conformity with section 180(1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“ Resolved that in supersession of all earlier Resolutions passed pursuant to section 293(1)(d) of the Companies Act, 1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or any committee thereof, under Section 180 (1) (c) and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or enactments thereof for the time being in force), to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the Company, notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the Company, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital and free reserve of the company that is to say, reserves not set apart for any specific purpose, provided however, that the total amount so borrowed shall not exceed the sum of ₹ 350 Crores (₹ Three Hundred & Fifty crores) only at any one time.”

5. To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“ RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded to the Board of Directors for entering into related party transactions by the Company with effect from 1st April, 2014 upto a maximum amount per annum as specified herein below: ₹ in Crores

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1 ST APRIL, 2014.					
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their Sh. relationship :	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods material	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods; materials, services or property	Others
Sh. A.K. Sureka, Managing Director, V.K. Sureka and Sh. O.P. Bhardwaj Directors being the Promoter Directors and/or their relatives are interested as Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP.					
COMPANIES					
Mauria Udyog Ltd.	50	25	05	02	02
Bihariji Ispat Udyog Ltd.	02	02	02	02	02
Quality Synthetic Industries Ltd.	02	02	02	02	02
Srinarayan Rajkumar Merchants Ltd.	02	02	02	02	02
JST Engineering Services Ltd.	01	01	01	01	01
Sarvome Buildwell Pvt. Ltd.	20	10	10	10	10
Sarvome Developers Pvt. Ltd.	20	10	10	10	10
Sarvome Estates Pvt. Ltd.	10	05	03	05	02
Sarvome Housing Pvt. Ltd.	10	05	03	05	02
Sarvome Housing Projects Pvt. Ltd.	10	05	03	05	02
Sarvome Infrastructure Projects Pvt. Ltd.	50	20	10	10	10
Sarvome Real Estate Developers Pvt. Ltd.	10	05	03	05	02
TRUST SOCIETY/FIRMS/ LLP					
Subsidiaries/step-down subsidiaries/joint ventures					
Sureka Public Charity Trust	01	01	01	01	01
Directors/Kmps/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013	05	05	02	02	05
Note: Terms and conditions of transactions to be entered into with the above named parties are subject to and to be agreed upon and approved from time to time by the Board of Directors.					

Further “ Resolved that for the purpose of giving effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things and matters as the Board of Directors and/or Committee thereof may in its absolute discretion consider necessary, proper, expedient or appropriate.”

6. To approve the remuneration of the Cost Auditors for the financial year ending March, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“ Resolved that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s Nisha Vats &Co the Cost Auditors appointed by the Board of Directors of the Company, to conduct the Audit of the cost records of the Company for the financial year ending March, 31, 2015, be paid remuneration of Rs. 25000.”

“ Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To adopt Table F as prescribed under the Companies Act, 2013 by the Company and to amend the existing Articles of Association of the Company (AOA) in conformity with Table-F and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Section 14 of the Companies Act, 2014 (“the Act”) and Rules made thereunder the Company do hereby adopt Table-F as prescribed under the Act and existing Articles of Association duly amended in conformity with Table-F as placed before the Directors present be and are hereby considered, approved and adopted.”

“ Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
Jotindra Steel & Tubes Ltd

14/3, Mathura Road.
Faridabad-121 003(Haryana)
CIN: L27104HR1970PLC005240
29th August, 2014

Rachna Mittal
Company Secretary

Notes:

1. A member entitled to attend and vote at the Annual general Meeting(hereinafter known “the Meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used , it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of members and share transfer books of the Company will remain closed from Friday, the 26th September, 2014 to Tuesday, the 30th September, 2014 (both days inclusive).
3. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of Notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. 21st March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience, in future.
5. Since the Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies through electronic mode, companies are now permitted to send various notices/documents to their shareholders through electronic mode to the registered e-mail address of the shareholders. The company, therefore, proposes to send all the documents to be sent to the shareholders including the General Meeting notices alongwith Audited Accounts and requisite reports thereon through electronic mode to all the shareholders on the e-mail address provided by them to the Company/Depository Participants / RTA. Members who

have not registered their e-mail addresses so far are requested to register their e-mail address. Please note that these documents will also be available on the Company’s Website www.jstltd.com for download by the shareholders. The members of the company who have registered their email address, are entitled to receive their communication in physical form upon request.

6 Voting through electronic means:

- (i) Pursuant to the provisions of Section 108 of the Companies Act,2013 read with the Companies(Management and Administration) Rules, 2014 and amended Clause 35B of Listing Agreement amended vide SEBI Notification No.CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, Company is providing e-voting facility to its members to enable them to cast their votes electronically . The Company has engaged the services of Central Depository Services Ltd.(CDSL) as the Authorised Agency to provide e-voting facilities.
- (ii) The Board of Director have appointed M/s SENSONS., Chartered Accountants in Practice, Kothi No.-667, Sector-28, Fariabad, 121 003(Haryana) as the Scrutinizer for conducting the e-voting process in the fair and transparent manner.
- (iii) The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the Website of the Company i.e. viz. www.jstltd.com and also on the website of CDSL viz. www.cdslindia.com within two days of passing of the Resolution in the AGM of the Company
- (iv) Members are requested to carefully read the instructions mentioned below for e-voting before casting their votes.
- (v) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.

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

In case of members receiving e-mail:

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

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

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

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **18/09/2014 at 9.00 A.M.** and ends on **20.09.2014 at 6.00 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 29/08/2014, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013(“the Act”), attached to the Notice dated 29th August, 2014 convening the 44th Annual General Meeting)

Special Business :

Item No. 1

Special Resolution

Shri Swarn Jit Singh Kamra, was appointed as an independent director w.e.f. 27/03/2004 pursuant to the provisions of Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Swarn Jit Singh Kamra, being independent of management, fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement vide SEBI's CIR/CFD/POLICY CELL/2/2014 dt. April, 17, 2014. SEBI vide Clause II B 3 of the said circular has stipulated that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of five consecutive years only on passing of a Special Resolution by the Company.

The Company has received a declaration from Shri Swarn Jit Singh Kamra that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. The Board of Directors is also of the opinion that Shri Swarn Jit Singh Kamra possesses appropriate skills, experience and knowledge.

Shri Swarn Jit Singh Kamra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

As per the said Section 149, an independent director can hold office for a term upto 5(five) consecutive years on the Board of the Company 2014 shall be eligible for appointment, on completion of his present term, for one more term of five consecutive years only on passing of a Special Resolution by the Company and he shall not be included in the total number of directors for retirement by rotation.

Brief resume of Shri Swarn Jit Singh Kamra, nature of his expertise in specific functional areas and the names of companies in which he holds directorship and membership/chairmanships of Board committees, and relationship between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Swarn Jit Singh Kamra is appointed as an Independent Director for a second term of the consecutive 5(Five) years w.e.f. 1st October, 2014 to 30th September, 2019.

Copy of the draft letter of appointment of Shri Swarn Jit Singh Kamra as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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

Save and except Shri Swarn Jit Singh Kamra and his relatives, to the extent of their shareholding, if any in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 for approval by the shareholders.

Item No. 2

Special Resolution

Shri Kubolay Chowdhury, was appointed as an independent director w.e.f. 21/04/2007 pursuant to the provisions of Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Kubolay Chowdhury, being independent of management, fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement vide SEBI's CIR/CFD/POLICY CELL/2/2014 dt. April, 17, 2014. SEBI vide Clause II B 3 of the said circular has stipulated that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of five consecutive years only on passing of a Special Resolution by the Company.

The Company has received a declaration from Shri Kubolay that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. The Board of Directors is also of the opinion that Shri Kubolay Chowdhury possesses appropriate skills, experience and knowledge.

Shri Kubolay Chowdhury is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

As per the said Section 149, an independent director can hold office for a term upto 5(five) consecutive years on the Board of the Company 2014 shall be eligible for appointment, on completion of his present term, for one more term of five consecutive years only on passing of a Special Resolution by the Company and he shall not be included in the total number of directors for retirement by rotation.

Brief resume of Shri Kubolay Chowdhury, nature of his expertise in specific functional areas and the names of companies in which he holds directorship and membership/chairmanships of Board committees, and relationship between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Swarn Jit Singh Kamra is appointed as an Independent Director for a second term of the consecutive 5(Five) years w.e.f. 1st October, 2014 to 30th September, 2019.

Copy of the draft letter of appointment of Shri Kubolay Chowdhury as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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

Save and except Shri Kubolay Chowdhury and his relatives, to the extent of their shareholding, if any in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 for approval by the shareholders.

Item No.3

Ordinary Resolution

The Board of Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and also the amended Clause 49 of the Listing Agreement, which stipulates that should every listed Company have at least one woman director on its Board, has appointed, under the provisions of section 161(1) of the Act, and the Articles of Association of the Company, Smt. Jaspreet Kaur as an Additional Director of the Company with effect from August 27, 2014.

In terms of the provisions of Section 161(1) of the Act, Smt. Jaspreet Kaur would hold office upto the date of the ensuing Annual General Meeting.

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

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5(five) consecutive years on the Board of the Company and she shall not be included in the total number of directors for retirement by rotation.

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

In the opinion of the Board, Smt. Jaspreet Kaur fulfills the conditions for her appointment as a Woman/ Independent Director as specified in the Act and the Listing Agreement. Smt. Jaspreet Kaur is independent of the management.

Brief resume of Smt. Jaspreet Kaur, nature of her expertise in specific functional areas and the names of companies in which she holds directorship and membership/chairmanships of Board committees, shareholding and relationship between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Jaspreet Kaur is appointed as a woman/Independent Director.

Copy of the draft letter of appointment of Smt. Jaspreet Kaur as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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

Save and except Smt. Jaspreet Kaur and her relatives, to the extent of their shareholding interest, if any in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.3 for approval by the shareholders.

Item No.4

Special Resolution

In terms of the provisions of section 180(1) (c) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to borrow moneys in excess of the aggregate of the paid up share capital and free reserve of the company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. The shareholders of the Company had in its annual general meeting held on September 03, 2011, by an ordinary resolution (in accordance with the provisions of the

Companies Act, 1956), authorized the Board of Directors of the Company to borrow sums in excess of paid up share capital and free reserves but not at any time exceeding ₹ 200 (Two hundred) Crores only. As required by provisions of section 180(1) (c) of the Companies Act, 2013 and keeping in view the Company's business requirements and its growth plans, it is considered desirable to increase the said limit to ₹ 350 (Three Hundred & Fifty) Crores only .

None of the Directors and Key Managerial Personnel (including relatives of directors and key managerial personnel) of the Company is concerned or interested, financially or otherwise in this resolution.

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

Item No.5

Special Resolution

In the light of provisions of the Companies Act, 2013, the Board of Directors of your company seeks to obtain overall consent of the shareholder with monetary annual limits that the Board of Directors may enter into with its Related Parties (as defined under the Companies Act, 2013) from time to time for the financial year 2014-15 and beyond depending upon the business exigencies as it would be in compliance of and consistent with the requirement of obtaining prior approvals of the shareholders for each and every Related Party transactions.

All prescribed disclosures as required to be given under the provisions of Companies Act, 2013 and the Companies (Meeting of the Board and the Powers) Rules, 2014 are given herein below in the tabular format format for the kind perusal of the members:

₹ in Crores

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1 ST APRIL, 2014.					
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship :	Transactions defined u/s 188(1) of the Companies Act, 2013				Others
	Sale, purchase or supply of any goods material	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods; materials, services or property	
Sh. A.K. Sureka, Managing Director, V.K. Sureka and Sh. O.P. Bhardwaj Directors being the Promoter Directors and/or their relatives are interested as Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP.					
COMPANIES					
Mauria Udyog Ltd.	50	25	05	02	02
Biharji Ispat Udyog Ltd.	02	02	02	02	02
Quality Synthetic Industries Ltd. 02	02	02	02	02	
Srinarayan Rajkumar Merchants Ltd.	02	02	02	02	02
JST Engineering Services Ltd.	01	01	01	01	01
Vee Em Infocentre Pvt. Ltd.	10	05	03	05	02
Synergy Freightways Pvt. Ltd.	10	05	03	05	02
Sarvome Buildwell Pvt. Ltd.	20	10	10	10	10
Sarvome Developers Pvt. Ltd.	20	10	10	10	10
Sarvome Estates Pvt. Ltd.	10	05	03	05	02
Sarvome Housing Pvt. Ltd.	10	05	03	05	02
Sarvome Housing Projects Pvt. Ltd.	10	05	03	05	02
Sarvome Infrastructure Projects Pvt. Ltd.	50	20	10	10	10
Sarvome Real Estate Developers Pvt. Ltd.	10	05	03	05	02
TRUST SOCIETY/FIRMS/ LLP					
Subsidiaries/step-down subsidiaries/joint ventures					
Sureka Public Charity Trust	01	01	01	01	01
Directors/Kmps/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013	05	05	02	02	05
Note: Terms and conditions of transactions to be entered into with the above named parties are subject to and to be agreed upon and approved from time to time by the Board of Directors.					

Members are hereby informed that pursuant to the second proviso of section 188(1) of Companies Act, 2013, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your company has approved this item in the Board Meeting held on 28th August 2014 and recommends the Resolution as set out in the Notice for the approval of members of the Company as a Special Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

Item No.6

Ordinary Resolution

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 as per the following details:

Sl.No.	Name of the Cost Auditor	Industry	Amount of Fee (In ₹)
1.	M/s Nisha Vats & Co.	Steel	25000 Lacs

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 for approval by the shareholders.

Item No.7

Special Resolution

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the provisions of the Companies Act, 2013, Rules made thereunder and Table F.

With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletion. Given this position, it is considered expedient to alter / amend the existing AOA wherever necessary as per the requirements of the Act, Rules thereunder and Table F.

The proposed new draft AOA is being uploaded on the Company's Web-site for pursual by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders

By Order of the Board
Jotindra Steel & Tubes Ltd

14/3, Mathura Road.
Faridabad-121 003(Haryana)
CIN: L27104HR1970PLC005240
29th August, 2014

Rachna Mittal
Company Secretary

DIRECTORS' REPORT

Your Directors submit the 44th Annual Report along with the Audited Statement of accounts of your Company for the Financial Year ended 31st March, 2014.

WORKING RESULTS

	31-3-2014	(Rs. In Lacs) 31-3-2013
Profit before Depreciation	270.80	244.10
Depreciation	186.59	167.98
Profit	84.21	76.12
Less :		
Provision for Income Tax	16.05	14.50
Adjustment for MAT Credit	16.05	14.50
Provision (Adjustment) for Deferred Tax	0.76	32.26
Profit for the year after Tax	83.45	43.86
Balance brought forward from previous year	1427.78	1351.05
Balance carried to balance sheet	1499.48	1427.78

DIVIDEND

In order to conserve the resources of the company, the Board of Directors have not recommended payment of dividend to the equity shareholders of the company for the financial year 2013-14 closed on 31st March, 2014.

PERFORMANCE OF THE COMPANY

While making comments on the performance of the Company for the Financial Year 2012-13, it was assessed that the slow-down in economy was to be deepened in the Financial Year 2013-14 and as expected sales have reduced by more than 50%.

The Company has completely closed down the manufacturing activities at its Faridabad works and has undertaken fabrication of industrial shed, EOT Cranes apart from construction related activities. The Company will continue trading in steel and other items. These activities have resulted to off set the short fall in profits of the traditional production activity viz. Steel Tubes & Pipes.

The Company has also initiated steps to undertake alternative use of land namely seeking licence from the State Government authority to start construction activity at existing factory land. Management will continue to explore new business activities to maximize profits.

CORPORATE GOVERNANCE

A detailed Report on Corporate Governance is given in Annexure to this report. The Auditors' Certificate relating to compliance of the conditions of Corporate Governance, as stipulated in clause-49 of the Listing Agreement with the Delhi Stock Exchange where the shares of the Company are listed, is also enclosed.

MANAGEMENT DISCUSSION & ANALYSIS

Continuing decline in sales level of steel tubes and other items being manufactured by the Company, virtually forced the management to close down the production activities at Faridabad works of the Company by year end.

As discussed above, the Company has undertaken other activities viz. production of Industrial shed, EOT Cranes, construction related activities which in turn expect to increase the turnover as well as the profits. The Company is also hopeful to undertake the Housing Project activities at Faridabad in future.

DIRECTORS

In pursuance of Article 119 of the Articles of Association of the Company, Shri A. K. Sureka retire by rotation and being eligible, offer himself for re-appointment.

Shri Swarn Jit Singh Kamra and Shri Kubolay Chowdhury, were appointed as directors w.e.f. 27/03/2004 and 21/03/2007 respectively and were acting as Independent Directors pursuant to the provisions of Clause 49 of the Listing Agreement. In the opinion of the Board, Shri Swarn Jit Singh Kamra and Shri Kubolay Chowdhury, being independent of management, fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement vide SEBI's CIR/CFD/POLICY CELL/2/2014 dt. April, 17, 2014. SEBI vide Clause II B 3 of the said circular has stipulated that a person

who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of five consecutive years only on passing of a Special Resolution by the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Jaspreet Kaur was appointed as an Additional director w.e.f. August 27, 2014 designated as an Independent Director and she shall hold office upto the date of the ensuing Annual General Meeting

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement with the Stock Exchange.

The Company has also received declarations from all the Independent Directors confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and Rules made thereunder and have given their consent to act as a Director.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder your Directors recommend appointment of Shri Swarn Jit Singh Kamra, Shri Kubolay Chowdhury and Smt. Jaspreet Kaur as Independent Directors for the terms given in the Notice of the 44th Annual General Meeting.

After the conclusion of the 43rd annual general meeting of the company Shri Deepak Kumar Garg resigned from the Directorship of the company and your directors do put on record their appreciation for the valuable services rendered by Shri Deepak Kumar Garg during his tenure as a director of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217 (2AA) of the Companies Act, 1956, it is hereby affirmed that :-

- a) in the preparation of annual accounts, all applicable accounting standards have been followed.
- b) the Directors had selected such accounting policies and applied them consistently and made judgements 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 under report 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 the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- d) the Directors have prepared the annual accounts on a going concern basis.

BOARD COMMITTEES

NOMINATION AND REMUNERATION COMMITTEE.

Your directors have constituted the Nomination And Remuneration Committee comprising of Shri Swarn Jit Singh Kamra as Chairman, and Shri Kubolay Chowdhury and Smt. Jaspreet Kaur as other members.

The said committee has been entrusted with the responsibility of formulating and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity and identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the board their appointment and removal.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Your directors have re-constituted the existing Shareholders Grievance Committee by broadening the scope to include all security holders and their grievance- redressal as part of the new mandatory Committee to be called Stakeholders' Relationship Committee comprising of Shri Swarn Jit Singh Kamra as Chairman, and Shri Kubolay Chowdhury and Smt. Jaspreet Kaur as other members.

The Stakeholder Relationship Committee shall consider and resolve the grievances of security holders of the company.

RISK MANAGEMENT COMMITTEE

Your directors have constituted the Risk Management Committee comprising of Shri Akhil Kumar Sureka as Chairman, and Shri O.P. Bhardwaj and Shri Kubolay Chowdhury as other members.

The purpose of the committee is to assist the Board in fulfilling its corporate governance duties by overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. The committee has the overall responsibility of monitoring and approving the risk policies of the Company. The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public document or disclosures.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your directors have established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or ethic policy. This mechanism also provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company is committed to provide a protective environment at workplace for all its woman employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

FIXED DEPOSITS

The company has not accepted any deposits from public during the financial year under report and as such there were no fixed deposits outstanding as on 31st March, 2014.

AUDITORS

M/s. Salarpuria & Partners, Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of the ensuing 44th Annual General Meeting and are eligible for appointment. Pursuant to provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, it is proposed to appoint M/s Salarpuria & Partners, Chartered Accountants as statutory auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the 47th Annual General Meeting to be held in the year 2017, subject to ratification by members of their appointment at every AGM.

COST AUDITORS

The Company has appointed M/s Nisha Vats & Co., Cost Accountants for conducting the audit of cost records of the Company relating to steel for the financial year 2014-15.

AUDITORS' REPORT

Auditors' observations in their Report are explained in various notes to the accounts and, therefore, do not call for any further comments.

FOREIGN EXCHANGE EARNINGS AND OUT GO

(a) Your Company exported goods of F.O.B. value during the year under review compared to Rs. 21,41,39,194 during the previous year	Rs. 76,027,081
(b) C.I.F. Value of Imports	
(i) Raw Material & Trading goods	Rs. 1,438,506
(ii) Capital Goods	Rs. 424,170

CONSERVATION OF ENERGY

The required information in the prescribed form 'A' Nil

PARTICULARS OF TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT IN FORM 'B'

Nil

PERSONNEL & INDUSTRIAL RELATIONS

The Personnel & Industrial Relations during the year under review remained cordial.

PARTICULARS OF EMPLOYEES

There was no employee who received remuneration of Rs. 60,00,000/- per annum if employed through-out the year or Rs. 5,00,000/- per month if employed for any part of the year during the financial year ended on 31st March, 2014. The particulars of employees under section 217(2-A) of the Companies Act, 1956 read with the Rules thereunder are thus not called for.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere thanks to banks and the customers for their support and co-operation. The Industrial relations remained cordial and the directors convey their thanks to the company's employees at all levels for their whole hearted support.

By Order of the Board
Jotindra Steel & Tubes Ltd.

Faridabad
28th August, 2014

A.K. Sureka
Managing Director

O.P. Bhardwaj
Director

REPORT ON CORPORATE GOVERNANCE AS ON 31-03-2014

1. The Company's Philosophy on Corporate Governance

The Board of Directors and Management believe in adopting and practicing principles good Corporate Governance with a view to:-

- Safeguard shareholders' interest through sound business decisions, prudent financial management and high standard of business ethics: and
- Achieve transparency, accountability and integrity in the dealings and transactions of the Company

2. Board of Directors

(i) Composition :-

The Board of Directors comprised of Six Directors as under:-

Name of Director	Promoter Group Brief Particulars	Category
1. Shri V.K. Sureka	He is a graduate and an Industrialist having 42 years' experience in the Steel Industry. He joined the Board as promoter director w.e.f. 22 nd August, 1987.	Non-Executive
2. Shri O.P. Bhardwaj	He is B.Com (Honours) and having 33 years' experience of working in the Pipe Industry. He joined the Board as Director (Commercial) w.e.f. 1 st December, 2003	Executive
3. Shri A. K. Sureka	He is in Business having 16 years working experience in Steel Industry and joined the Board as promoter director w.e.f. 1 st August, 2005.	Executive
Independent		
4. Shri S.J.S. Kamra	He is B.Com (Honours) and Fellow Member of The Institute of Chartered Accountants of India having 37 years' experience of controlling/ advising the financial matters of the Steel Industry. He joined the Board as an Independent Director w.e.f. 27 th March, 2004.	Non-executive
5. Shri Kubolay Chowdhury	He is Mechanical Engineer having 31 years working experience and presently running his own stainless steel pipe manufacturing unit. He joined the Board as an independent director w.e.f. 21 st March, 2007.	Non-executive
6. Smt. Jaspreet Kaur	She is in service having 8 years experience in education sector. She joined the Board as an Independent Director w.e.f. 27 th August, 2014.	Non-executive

2 (ii) Board Meetings and attendance

Fifteen Board Meetings were held during the financial year ended on 31st March, 2014 and the gap between two Board Meetings did not exceed four months.

The dates on which Board meetings were held are as follows :-

Sr. No.	Date of Meeting	Board strength	No. of Directors Present
1.	06.04.2013	6	3
2.	30.04.2013	6	2
3.	30.05.2013	6	4
4.	03.06.2013	6	4
5.	30.06.2013	6	4
6.	09.07.2013	6	2
7.	29.07.2013	6	4
8.	12.08.2013	6	4
9.	13.08.2013	6	3
10.	8.10.2013	6	3
11.	24.10.2013	6	2
12.	14.11.2013	6	4
13.	08.01.2014	6	3
14.	29.01.2014	6	3
15.	12.02.2014	6	4

(iii) Attendance of each Director at the Board meetings and last Annual General Meeting (AGM) and the number of Companies and committees where he is Director/Member:

Name of Director	Category of Directorship	Number of Board Meetings Attended	Attendance at the Last AGM held on 27.09.13	Number of Directorships in other public Ltd. Companies	Number of committee positions held in other Companies
Shri V. K. Sureka	Non-Executive	05	No	2	-
Shri A. K. Sureka	Executive	10	No	2	-
Shri O.P. Bhardwaj	Executive	14	Yes	1	3
Shri S. J.S. Kamra	Non-Executive	07	Yes	-	-
Shri Deepak Kumar Garg	Non-Executive	09	No	3	2
Shri Kubolay Chowdhury	Non-Executive	04	No	-	-

3. Audit Committee

The Board constituted an Audit Committee in accordance with the code of Corporate Governance. This Committee consisted of three non-executive directors Shri S.J.S. Kamra, Shri Deepak Kumar Garg and Shri K. Chowdhury with Shri S.J.S. Kamra as its Chairman.

- (i) The terms of reference of the Audit Committee are as per the guidelines set out in clause no. 49 of the listing agreement with the Delhi Stock Exchange where the shares of the Company are listed.
- (ii) The Audit Committee during the financial year ended on 31st March, 2014 had Six meetings viz on 30th May, 2013, 03rd June, 2013, 29th July, 2013, 12th August, 2013, 14th November, 2013 and 12th February, 2014.

Attendance of Directors at the Audit Committee Meetings held during the financial year :-

Name of the Director	Category	No.of Meetings attended during the year 2013-14
Shri S.J.S. Kamra	Independent, Non-Executive	6
Shri Deepak Kumar Garg	-do-	3
Shri K.Choudhary	-do-	3

4. Remuneration Committee

The Board constituted a Remuneration Committee consisting of three non-executive directors namely S/Shri S.J.S. Kamra, Deepak Kumar Garg and Kubolay Chowdhury with Shri S.J.S. Kamra as its Chairman to determine the remuneration package for the directors. During the year the Remuneration Committee met once on 30th June, 2013 to consider and fix-up remuneration packages of Shri A.K. Sureka, Managing Director and Shri O.P. Bhardwaj, Director (Commercial) who recommended to have been appointed for a period of five years w.e.f. July 1, 2013 with no hike in the remuneration.

5. Remuneration Policy

No remuneration other than sitting fees of Rs.500/- plus re-imburement of actual travel and incidental expenses incurred for attending Board Meeting is paid to each of the non-executive directors.

As regards payment to the Managing Director, Sh. A. K. Sureka was concerned, the same was made to him @ Rs.98,000/- per month as salary for the months April to March during the financial year closed on 31st March,2014.

As regards payment to executive director Shri O.P. Bhardwaj, designated as Director (Commercial) was concerned, the same was made to him @ Rs.70,000/- per month as salary plus allowances for the months of April to March during the financial year closed on 31st March,2014.

Details of remuneration paid/payable to the directors during the financial year 2013-14 ended on 31st March, 2014 are as under:-

(i) Sitting fees paid to the Directors for attending meetings of the Board :-

	Rs.
Shri V.K. Sureka	2500.00
Shri S.J.S Kamra	3500.00
Shri Deepak Kumar Garg	4500.00
Shri K. Choudhary	2000.00
Total :	12500.00

(ii) Remuneration paid to Managing Director :-

(a) Fixed salary	Rs. 11,76,000/-
(b) P.F. Contribution by the Company	Rs. 1,41,120/-
Total :	Rs. 13,17,120/-

(iii) Remuneration paid to Director (Commercial) :-

(a) Fixed Salary	Rs 5,04,000/-
(b) Allowances	Rs 3,36,000/-
(c) P.F.Contribution by the Company	Rs. 60,480/-
Total	Rs. 9,00,480/-

6. Code of Conduct for the Directors & Senior Managerial Personnel

In compliance to the provisions of Clause 49 of the Listing Agreement, the Board has laid down a code of conduct for all the Board Members and Senior Managerial Personnel and all Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct as on 31st March, 2014 and a declaration to that effect duly signed by the Managing Director is attached and forms part of this report.

7. Investors'/ Shareholders' Grievance Committee

This Committee, was constituted in accordance with the code of Corporate Governance, with a view to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, demat, non-receipt of annual accounts, delays in balance sheet, split, duplicate, transmission, etc. of the shares issued by the Company. This Committee consisted of two Non-executive directors namely Shri K.Chowdhury as Chairman and Shri Deepak Kumar Garg as member Smt. Rachna Mittal, Company Secretary has been nominated as the Compliance Officer.

Number of pending transfers	Nil
Number of Shareholders' Complaints received	Nil
Number of Complaints Not solved.	Nil

8. General Body Meetings

(a) Details of location and time of holding of last three AGMs

AGM for the financial Year ended	Venue	Date	Time
2010-2011 41st AGM	14/3, Mathura Road, Faridabad	03.09..2011	3.30 P.M.
2011- 2012 42 nd AGM	14/3, Mathura Road, Faridabad	20.09.2012	3.30 P.M.
2012- 2013 43 rd AGM	14/3, Mathura Road, Faridabad	27.09.2013	3.30 P.M.

Special Resolution u/s 372A of the Companies Act, 1956 relating to Corporate Guarantee as included in the notice for 42nd Annual General Meeting held on 20th September, 2012 was got passed by Postal Ballots as Required u/s 192A of the said Act. Shri L. M. Gupta, Practicing Company Secretary, was the Scrutinizer for conducting the Postal Ballot for the Special Resolution as contained in the notice of the 42nd AGM. Details of the scrutinized Postal Ballots for the said AGM as per Scrutinizer's Report are as under :-

21 (Twenty-one) Ballot Papers were received from the Shareholders representing in all 23,42,203 equity shares (78.02% of equity shares) which were in favour and none against the Special Resolution. There were no Ballots being invalid requiring to be rejected. Accordingly, approval of the shareholders to the Special Resolution was announced at the Annual General Meeting held on 20th September, 2012.

9. Details of Directors seeking Appointment/Reappointment in the ensuing Annual General Meeting to be held on 30th September, 2014.

Name of Directors	Shri Akhil Kumar Sureka	Shri Swarn Jit Singh Kamra	Shri Kubolay Chowdhury	Smt. Jaspreet Kaur
Date of Birth	08/09/1978	08/11/1949	26/04/1955	14/05/1976
Date of Appointment	01/08/2005	27/03/2004	21/03/2007	27/08/2014
Qualification	Commerce Graduate	B.Com (Honours), Fellow Member of ICAI	Post Diplom in Mechanical Engineering	M..A. B.Ed.
Expertise in specific functional area	16 Years working experience in Steel Industry	37 Years experience of controlling/ advising the financial matters in Steel Industry	31 years working experience. Presently running his own stainless steel pipe manufacturing unit.	8 years working experience in education sector
List of public companies in which directorship held (including foreign Companies)	Quality Synthetic Industries Ltd. Prudent ARC Limited	NIL	NIL	NIL
Chairman/ Member of the Committee of Board of Directors of public Companies	Audit Committee- Quality Synthetics Industries ltd. as a Member	Audit Committee- Jotindra Steel & Tubes Ltd. as Chairman Remuneration Committee- Jotindra Steel & Tubes Ltd. as Chairman	Audit Committee- Jotindra Steel & as a Member Remuneration Committee- Jotindra Steel & Tubes Ltd. as a Member Investor/Shareholders' Grievance Committee- Jotindra Steel & Tubes Ltd. as Chairman	NIL Tubes Ltd.
Shareholding in the Company	5,23,626 Equity shares of Rs. 10/ each(As on 31.03.2014)	NIL	NIL	NIL

10. Disclosure

(a) Materially Significant related party transactions

- i Transactions with related parties have been disclosed in schedule 14 of the Annual Accounts for the year 2013-14.
- ii The terms & conditions of the above mentioned transactions are not prejudicial to the interest of the Company and there is no transaction of material nature. The closing balances of such related parties, wherever outstanding, are not overdue.

(b) Details of non-compliance by the company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There was no instance of penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority as well as non-compliance of any matter related to the capital markets during the last three years.

11. Means of Communication

The quarterly and yearly results are published in English in widely circulating "Money Makers" and in Hindi in "Maha Laxmi" from Delhi & Haryana.

12. General Shareholder information

AGM : Date, time and venue	44 th AGM to be held on Tuesday, the 30 th September, 2014 at 3.30 P.M. at 14/3, Mathura Road, Faridabad-121003 (Haryana)
Financial Calendar (Tentative)	
Results for quarter ending June 30, 2014 declared on	12 th August, 2014
Results for quarter ending September 30, 2014	14 th November, 2014
Results for quarter ending December 31, 2014	14 th February, 2015
Results for quarter ending March 31, 2015	30 th May, 2015
• Date of Book closure	Friday, the 26 th September, 2014 to Tuesday, the 30 th September, 2014 (both days inclusive)
Stock Code – Physical	3286 on Delhi Stock Exchange
Demat ISIN Number for NSDL and CDSL.	INE 173F01016
• High/low of market price of the Company's shares traded on the Stock Exchange during the financial year ended 31st March, 2014.	The shares have not been traded during the financial year 2013-14. The last quoted price was of Rs.2/- per share as per transactions on Delhi Stock Exchange on 22 nd May, 1998
Registrar & Transfer Agents	M/s.Beetal Financial & Computer Services (P) Ltd.,BEETAL HOUSE, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062 Phone No. 29961281 (6 Lines) Fax No. 29961284
• Share Transfer System	All the transfers received are processed by the Registrar and Share Transfer Agent. Share Transfers are registered and returned within a maximum of 15 days from the date of lodgment if documents are complete in all respect. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.
• Share holding pattern as on 31-03-2014	

Category	Nos. of Shares	Percentage
Promoters	18,24,346	60.77
Persons acting in concert	-	-
Mutual Funds and UTI	-	-
Banks, Financial Institution & Insurance Companies.	950	0.03
FII's	-	-
Corporate Bodies	2,020	0.07
Indian Public	11,74,600	39.13
NRIs/ OBCs	-	-
Total	30,01,916	100.00

• **Distribution of shareholding as on 31st March, 2014.**

No. of Shares			Folios		Amount	
From	To	Number	% to Total	Rs.	% to Total	
(1)		(2)	(3)	(4)	(5)	
1	- 500	2410	95.52	23,44,570	7.81	
501	- 1000	49	1.94	3,75,300	1.25	
1001	- 2000	11	0.44	1,40,000	0.47	
2001	- 3000	5	0.20	1,12,520	0.37	
3001	- 4000	-	-	-	-	
4001	- 5000	2	0.08	81,410	0.27	
5001	- 10000	2	0.08	1,63,680	0.55	
10001	and above	44	1.74	2,68,01,680	89.28	
Total		2523	100.00	3,00,19,160	100.00	

Declaration of Managing Director

The Code of Conduct for the Directors and the Senior Managerial Personnel was adopted by the Board of Directors. All the Board Members and Senior Managerial Personnel have affirmed that they have complied with the code of conduct during the financial year ended on 31st March, 2014.

A.K. Sureka
Managing Director

Faridabad
Dated : 28th August, 2014

To the Members of**Jotindra Steel & Tubes Ltd.**

We have examined the compliance of conditions of corporate governance by Jotindra Steel & Tubes Limited., for the year ended on 31st March, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopt by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, certify the Company has complied with the conditions of corporate governance as stipulated in the above mentioned.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Investors' Grievance Committee.

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

FOR SALARPURIA & PARTNERS
FIRM REGN. NO.302113E
CHARTERED ACCOUNTANTS
KAMAL KUMAR GUPTA
PARTNER
M. No. 89190

Place: New Delhi

Date : 03.06.2013

Independent Auditor's Report

To the Members of JOTINDRA STEEL AND TUBES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of JOTINDRA STEEL AND TUBES LIMITED ("the company") which comprise the Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and
- e. on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For SALARPURIA & PARTNERS
FIRM REGISTRATION NO.-302113E
CHARTERED ACCOUNTANTS

Place: 1008, Chiranjiv Tower,
43, Nehru Place,
New Delhi-110 019

Date: 30/05/2014

KAMAL KUMAR GUPTA
PARTNER
M. No. 89190

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(Ref. to point 1 of paragraph "Report on Other Legal and Regulatory Requirements" of our Report of even date)

- I. a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. All the fixed assets have not been verified by the management during the year but, according to the information and explanations given to us, there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies between the book records and the physical inventory have been noticed in respect of the assets physically verified.
- c. During the year, in our opinion, the Company has disposed off the total plant and machinery installed at it Faridabad unit.
- ii. a. The inventory of the Company has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management were found reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. On the basis of our examination of record of inventory, in our opinion, the Company has maintained proper records of inventory and the discrepancies noticed on physical verification between the physical stocks and the book records were not material in relation to the operations of the Company.
- iii. a. The Company has taken unsecured loans from 3 (Three) parties covered under the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 180.73 Lacs and the balance outstanding at the close of the year was Rs. 171.44 Lacs.
- b. In our opinion the rate of interest, wherever applicable and other terms and conditions of unsecured loans taken by the company are prima facie not prejudicial to the interests of the company.
- c. The Company is regular in repayment of principal amount and interest also. d. There are no terms and conditions for repayment of loans taken. As explained to us these loans are repayable on demand with mutual consent, keeping in view there is no over due amount of loans taken from companies, firms or other parties listed in the register maintained U/s. 301 of the Companies Act, 1956. e. The Company has given advances to 2 (Two) parties covered under the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 55.47 Lacs and the balance outstanding at the close of the year is 51.11 Lacs.
- f. In our opinion the terms and conditions of unsecured loans taken by the company are prima facie not prejudicial to the interests of the company.
- g. The loans given are recovered as stipulated.
- iv. In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items are of a special nature for which alternative quotations are not available, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control procedures.
- v. a. According to the information and explanations given to us, the transactions that need to be entered in the Register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Act and exceeding the value of Rupees Five Lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time. However, in respect of certain transactions including for purchases and sale of goods, prevailing market prices at the relevant time are not available as these transactions are of a special nature.
- vi. The Company has not accepted any deposits from the Public during the year under report.
- vii. In our Opinion, the Company has an internal audit system commensurate with its size and nature of its business.

- viii. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained in respect of steels, tubes & pipes and other steel Products. We have not, however, made a details examination of the records with a view to determine whether they are accurate or complete.
- ix. a. According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues in respect of provident fund, investor education and protection fund, employees' state insurance, Income-Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, Cess and others as applicable have been regularly deposited by the Company during the year with the appropriate authorities except 21,21,722 in respect of sales tax/VAT in Haryana.
- b. As at 31st March, 2014, according to the records of the Company, the following are the particulars of disputed dues on account of sales tax, income tax, custom duty, wealth tax, excise duty, service tax and cess matters that have not been deposited.

Sl. No.	Name of the Statute	Amount	Nature of dues	Forum Where Dispute is Pending
1	Central Excise Act, 1944 (Rule 2&3 of Cenvat Credit Rule for January-10 to Dec.-10)	7,87,794	Service Tax	Assistant Commissioner of Central Excise, Faridabad
2	Cenvat credit Rule 2004 (Rule 14 of Cenvat Credit Rule April 11 to August 2011)	4,43,947	Service Tax	Assistant Commissioner of Central Excise, Faridabad
3	Cenvat credit Rule 2004 (Rule 14 of Cenvat Credit Rule Jan 11 to March 2011)	4,03,037	Service Tax	Assistant Commissioner of Central Excise, Faridabad
4	Cenvat credit Rule 2004 (Rule 14 of Cenvat Credit Rule September 11 to June 2012)	3,22,058	Service Tax	Assistant Commissioner of Central Excise, Faridabad
5	Cenvat credit Rule 2004 (Rule 14 of Cenvat Credit Rule July 12 to March 2013)	4,14,214	Service Tax	Assistant Commissioner of Central Excise, Faridabad
6	Central Excise Act, 1944 (Rule 14 of Cenvat Credit Rule for April 2013 to March 2014)	8,30,106	Service Tax	Assistant Commissioner of Central Excise, Faridabad
7	Income Tax Act 1961 (for Assessment year 2009-10)	24,69,203	Income Tax	Commissioner of Income Tax I Appeals VII, New Delhi
8	Income Tax Act 1961 (for Assessment year 2010-11)	* 35840	Income Tax	Commissioner of Income Tax Appeals VII, New Delhi
9	Income Tax Act 1961 (for Assessment year 2011-12)	* 310610	Income Tax	Commissioner of Income Tax Appeals VII, New Delhi

- x. The Company has no accumulated losses as at 31st March, 2014, and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- xi. Based on our audit procedures and on the information and explanations given by management, we are of the opinion that the company has not been defaulted in repayment of its dues to any financial institution and banks during the year.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. The provisions of any special statute as specified under clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- xiv. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in securities.

- xv. During the year under report the Company has not given any guarantee for loan taken by another body corporate from a banks and/or Financial Institutions.
- xvi. In our opinion and according to the information and explanations given to us, the term loans taken by the company during the year under report have been applied for the purpose for which they have raised.
- xvii. Based on the information and explanations given to us and on an overall examination of the balance sheet of the Company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment, and vice versa. Accordingly, the provisions of clause 4(xvii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xviii. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix. In our opinion and according to the information and explanations given to us, the Company has not issued any secured debentures during the period covered by our report. Accordingly, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xx. During the period covered by our audit report, the Company has not raised any money by public issue.
- xxi. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For SALARPURIA & PARTNERS
FIRM REGISTRATION NO.-302113E
CHARTERED ACCOUNTANTS

Place: 1008, Chiranjiv Tower,
43, Nehru Place,
New Delhi-110 019

KAMAL KUMAR GUPTA
PARTNER
M. No. 89190

Date: 30/05/2014

BALANCE SHEET AS AT 31ST MARCH, 2014

	Notes	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	1	53,537,723	53,537,723
Reserves & Surplus	2	265,368,797	257,023,712
Sub-total - Shareholders' funds		318,906,519	310,561,435
NON CURRENT LIABILITIES			
Long Term Borrowings	3	161,473,856	251,496,417
Deferred Tax Liability (Net)	4	30,301,723	30,225,897
Sub-total - Non-current liabilities		191,775,579	281,722,314
CURRENT LIABILITIES			
Short Term Borrowings	5	305,338,952	449,738,870
Trade Payables	6	275,738,186	676,727,179
Other Current Liabilities	7	249,653,616	1,015,151,076
Short Term Provisions	8	43,464,137	41,750,435
Sub-total - Current liabilities		874,194,890	2,183,367,560
TOTAL - EQUITY AND LIABILITIES		1,384,876,989	2,775,651,309
ASSETS			
Non Current Assets			
FIXED ASSETS			
Tangible Assets	9	296,533,924	301,488,774
Capital Work in Progress	9	68,822,745	86,208,281
De-Capitalised Assets	9	19,354,103	19,354,103
Non Current Investments	10	3,225,000	225,000
Long Term Loans & Advances	11	54,268,227	52,322,576
Sub-total - Non Current assets		442,203,999	459,598,734
CURRENT ASSETS			
Inventories	12	132,274,666	220,940,369
Trade Receivables	13	383,312,657	1,580,257,186
Cash & Cash Equivalents	14	24,914,033	61,469,355
Short Term Loans & Advances	11	145,656,996	276,494,476
Other Current Assets	15	256,514,637	176,891,189
Sub-total - Current assets		942,672,989	2,316,052,575
TOTAL - ASSETS		1,384,876,989	2,775,651,309
Significant Accounting Policies and Other Notes on Accounts	23	-	-

As per our report attached

For SALARPURIA & PARTNERS**Firm Regn. No.302113E****CHARTERED ACCOUNTANTS**KAMAL KUMAR GUPTA
PARTNER
M.No. 89190A.K. SUREKA
MG. DIRECTORO.P. BHARDWAJ
DIRECTORRACHNA MITTAL
COMPANY SECRETARYPlace: New Delhi
Date : 30/05/2014

STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Notes	Year ended 31.03.2014 (Rs.)	Year ended 31.03.2013 (Rs.)
INCOME			
Revenue From Operation	16	953,613,079	2,101,877,452
Other Income	17	101,376,033	212,121,935
Total Revenue		<u>1,054,989,112</u>	<u>2,313,999,387</u>
EXPENDITURE			
Cost of Materials Consumed	18	106,684,759	1,074,474,481
Purchase of Stock-in-Trade		597,497,553	766,843,051
Changes in inventories of finished goods, Work in Process and Stock-in-Trade	19	53,124,484	72,085,336
Employee's Benefit Expenses	20	22,439,636	7,193,866
Finance Cost	21	59,641,883	77,526,065
Depreciation & Amortisation Expenses	9	18,658,828	16,798,007
Other Expenses	22	188,521,058	271,466,593
Total Expenses		<u>1,046,568,201</u>	<u>2,306,387,398</u>
Profit for the year before Taxation		8,420,910	7,611,989
Tax Expenses			
Current Tax			
Provision for current tax		(1,604,604)	(1,450,465)
Adjustment for MAT Credit		1,604,604	1,450,465
Deferred Tax		(75,826)	(3,226,005)
Profit for the year after Taxation		<u>8,345,084</u>	<u>4,385,984</u>
Earning per share Basic/diluted (Rs.)		2.78	1.46
Significant Accounting Policies and Other Notes on Accounts	23		

As per our report attached

For SALARPURIA & PARTNERS

Firm Regn. No.302113E

CHARTERED ACCOUNTANTS

KAMAL KUMAR GUPTA
PARTNER
M.No. 89190

A.K. SUREKA
MG. DIRECTOR

O.P. BHARDWAJ
DIRECTOR

RACHNA MITTAL
COMPANY SECRETARY

Place: New Delhi
Date : 30/05/2014

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET
FOR THE YEAR ENDED 31st March,2014**

	2013-14 (Rs.)	2012-13 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/(Loss) before tax	8,420,910	7,611,989
Adjustments for:		
Provision for Gratuity and Leaves	109,098	253,329
Depreciation	18,658,828	16,798,007
Profit/ Loss on sale of fixed Assets	(16,655,513)	1,450,023
Interest Received	(6,204,874)	(34,964,122)
Payment for Taxes	5,539,319	(593,683)
Interest paid	59,641,883	77,526,065
Operating Profit before Working Capital Changes	69,509,651	68,081,608
(Increase)/Decrease in Sundry Debtors	1,196,944,529	695,389,583
(Increase)/Decrease in Inventories	88,665,703	152,109,335
(Increase)/Decrease in Loans and Advances	43,619,964	(72,648,014)
Increase/(Decrease) in Current Liabilities	(1,166,486,454)	(654,393,615)
NET CASH FROM OPERATING ACTIVITIES	232,253,393	188,538,897
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Addition to Fixed Assets	(24,353,884)	(43,871,004)
Sales of Fixed Assets	44,690,955	5,056,000
Investment	(3,000,000)	-
Interest Received	6,204,874	34,964,122
NET CASH (USED)/GENERATED IN INVESTING ACTIVITIES	23,541,945	(3,850,882)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment/Proceeds - Borrowings	(234,422,479)	(149,261,406)
Interest paid	(59,641,883)	(77,526,065)
NET CASH USED IN FINANCING ACTIVITIES	(294,064,362)	(226,787,471)
NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)	(38,269,024)	(42,099,456)
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	61,469,355	103,568,811
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	23,200,331	61,469,355

As per our report attached

For SALARPURIA & PARTNERS

Firm Regn. No.302113E

CHARTERED ACCOUNTANTS

KAMAL KUMAR GUPTA
PARTNER
M.No. 89190

A.K. SUREKA
MG. DIRECTOR

O.P. BHARDWAJ
DIRECTOR

Place: New Delhi
Date : 30/05/2014

RACHNA MITTAL
COMPANY SECRETARY

1 : SHARE CAPITAL	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
AUTHORISED		
55,00,000(55,00,000) Equity Shares of Rs.10 each	55,000,000	55,000,000
30,00,000 (30,00,000) Redeemable Preferential Shares of Rs.10 each	30,000,000	30,000,000
15,00,000 (15,00,000) Convertible Preferential Shares of Rs.10 each	15,000,000	15,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
ISSUED		
30,05,341(30,05,341) Equity Shares of Rs.10 each	30,053,410	30,053,410
30,00,000(30,00,000) Non-Cumulative Redeemable		
Preferential Shares of Rs.10 each	<u>30,000,000</u>	<u>30,000,000</u>
	<u>60,053,410</u>	<u>60,053,410</u>
SUBSCRIBED AND PAID UP		
30,01,916(30,01,916) Equity Shares of Rs.10 each fully of these (60,000 Shares have been allotted as fully paid up pursuant to a contract without payment being received in cash)	30,019,160	30,019,160
10,00,000(10,00,000) Non-Cumulative Redeemable Preferential Shares	10,000,000	10,000,000
13,50,000 (13,50,000) Non-Cumulative Compulsorily Convertible Preference Shares	13,500,000	13,500,000
Add: Amount paid on 3425 Equity Shares forfeited.	18,563	18,563
	<u>53,537,723</u>	<u>53,537,723</u>

1.1 Shareholders holding 5% or more of shareholding

	31.03.2014		31.03.2013	
	No. of Shares	% held	No. of Shares	% held
a) Vishnu Kumar Sureka	868,593.00	0.29	868,593.00	0.29
b) Akhil Kumar Sureka	758,626.00	0.25	758,626.00	0.25
1.2 Out of these 1350000 Preference Shares are redeemable at the option of the company at any time before expiry of 20 years from the date of allotment. These shares are redeemable at a premium of Rs.50/- per share.				
1.3 On 26th October 2010 on 100% consent of NRI allottees for alteration of Class of Preference shares from Non Cumulative Redeemable Preference Shares to Non- Cumulative Compulsorily Convertible Preference Shares.				
1.4 On 29th November, 2010 the company at an Extra Ordinary General Meeting as passed a Special Resolution to the above effect of alteration in Class of Shareholders.				

2 : RESERVES & SURPLUS	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
Capital Reserve	750	750
Capital Redemption Reserve		
Balance brought forward	6,011,500	4,836,500
Add: Transfer from Profit and Loss Account	<u>1,175,000</u>	<u>1,175,000</u>
Share Premium		
Balance brought forward	108,233,150	108,233,150
Profit & Loss Account		
Profit during the year (as per statement annexed)	8,345,084	4,385,984
Balance brought forward from previous year	142,778,312	135,105,279
Adjustment for MAT Credit for earlier year	-	4,462,049
Capital Redemption Reserve	<u>(1,175,000)</u>	<u>(1,175,000)</u>
	<u>265,368,797</u>	<u>257,023,712</u>

3 : LONG TERM BORROWINGS	As at 31-03-2014 Rs.		As at 31-03-2013 Rs.	
	Non Current	Current	Non Current	Current
Secured Loans				
TERM LOANS				
ICICI Home Finance Limited	-	-	20,890,280	1,855,461
TATA Capital Financial Services Limited	29,174,024	3,472,607	-	-
Intec Capital Ltd.	13,007,230	44,274,559	36,163,466	40,554,445
	42,181,254	47,747,166	57,053,746	42,409,906
EQUIPMENT LOAN				
ICICI Bank Ltd.	4,458,682	9,203,198	14,076,028	13,080,864
L&T Finance Limited	-	1,213,090	1,213,090	1,057,810
HDFC Bank Ltd.	1,134,745	19,123,587	20,258,332	20,247,070
	5,593,427	29,539,875	35,547,450	34,385,744
AUTO LOANS				
HDFC Bank Ltd.	-	193,518	193,518	1,183,571
ICICI Bank Ltd.	-	367,783	361,199	632,039
State Bank of Patiala	75,503	129,458	205,598	127,000
Kotak Mahindra bank	601,054	258,946	-	-
Tata Capital Ltd.	-	16,229	16,229	182,950
	676,557	965,934	776,545	2,125,560
Unsecured loans				
From Companies - Related Party	2,101,540	-	1,896,696	-
From Companies - Others - Interest Free	103,645,115	-	148,017,187	-
From Directors - Interest Free	7,275,963	-	8,204,793	-
	113,022,618	-	158,118,676	-
	161,473,856	78,252,975	251,496,417	78,921,210

b. **Term Loan from ICICI Home Finance :**

- (i) It was a joint loan in the name of M/s. Quality Synthetic Industries Ltd. and Shri Vishnu Kumar Sureka, where Jotindra Steel & Tubes Ltd., was a Co-applicant. The loan was secured by way of equitable mortgage of Property at First Floor, Pramukh Plaza, Wing "A" Chakala Road, Chakala, Andheri (East), Mumbai owned by M/s. Quality Synthetic Industries Ltd., and also personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka, Authorised Signatory of the said Company. (Balance as on 31.03.2014 of NIL (previous year Rs.1,15,65,649)
- (ii) It was a joint loan in the name of M/s. Bihariji Ispat Udyog Ltd. and Shri Navneet Kumar Sureka, where Jotindra Steel & Tubes Ltd., was a Co-applicant. The loan was secured by way of equitable mortgage of Property at First Floor, 2nd Portion, Pramukh Plaza, Wing "A" Chakala Road, Chakala, Andheri (East), Mumbai owned by M/s. Bihariji Ispat Udyog Ltd., and also personal guarantee of Mr. Navneet Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka, Authorised Signatory of the said Company. (Balance as on 31.03.2014 - NIL (previous year 1,11,80,092)

c. **Term Loan from Tata Capital financial Services Limited :**

- (i) Includes a joint loan in the name of M/s. Quality Synthetic Industries Ltd., Mr.Akhil Kumar Sureka, Mr. Vishnu Kumar Sureka, and Jotindra Steel & Tubes Ltd., all are Co-applicant. The loan is secured by way of equitable mortgage of Property at First Floor, 2nd Portion, Pramukh Plaza, Wing "A" Chakala Road, Chakala, Andheri (East), Mumbai owned by M/s. Quality Synthetic Industries Ltd, and also personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka, Shri Navneet Kumar Sureka,. Since the loan was disbursed to/and utilised by the co-

applicant M/s Jotindra Steel & Tubes Limited, hence, all the transaction related there to have been recorded in the financial statements of the said co- applicant. Balance outstanding as on 31.03.2014 is Rs.1,63,23,367 (Previous year Rs.NIL) and the installments due within the period of next 12 months are Rs.37,19,376 (previous year Rs. Nil)

- (ii) Includes a joint loan in the name of M/s. Bihariji Ispat Udyog Ltd. and Shri Vishnu Kumar Sureka and Mr. Akhil Kumar Sureka, where M/s. Jotindra Steel & Tubes Limited, is a Co-applicant. The loan is secured by way of equitable mortgage of Property at First Floor, 2nd Portion, Pramukh Plaza, Wing "A" Chakala Road, Chakala, Andheri (East), Mumbai owned by M/s. Bihariji Ispat Udyog Ltd, and also personal guarantee of Mr. Navneet Kumar Sureka, Managing Director & Mr.Vishnu Kumar Sureka, Authorised Signatory of the Company. Since the loan was disbursed to/and utilised by the co-applicant M/s Jotindra Steel & Tubes Limited, hence, all the transaction related there to have been recorded in the financial statements of the said co- applicant. Balance outstanding as on 31.03.2014 is Rs.1,63,23,264/-(previous year Rs. Nil) and the installments(Principal) due within the period of next 12 months are Rs.37,20,024/-(Previous year Rs.Nil)

d. Term Loan from Intec Capital Limited

- i. Includes loans secured by way of equitable mortgage of Residential Property at **1225 -P, Sector-14, Faridabad owned by M/s Quality synthetics Industries Limited**, personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka, Shri O.P. Bhardwaj and Corporate Guarantee of M/s Quality synthetics Industries Limited,. Balance outstanding as on 31.03.2014 is Rs. 2,87,13,897 (Previous year Rs. 5,70,47,884) and the installments due within the period of next 12 months are Rs.2,87,13,897 (previous year Rs. 2,83,33,987). The Loan is also secured with a margin money placed with the lender amounting to Rs. 2,27,15,000.
- ii. Includes loan secured by way of equitable mortgage of Residential Property at **1225 -P, Sector-14, Faridabad owned by M/s Quality synthetics Industries Limited**, personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka, Shri O.P. Bhardwaj and Corporate Guarantee of M/s Quality synthetics Industries Limited,. Balance outstanding as on 31.03.2014 is Rs. 2,85,67,892 (Previous year NIL) and the installments due within the period of next 12 months are Rs.1,55,60,662 (previous year NIL). The Loan is also secured with a margin money placed with the lender amounting to Rs. 1,13,75,000

- e The Auto Loans and Equipment Loans from HDFC Bank, L&T Finance Ltd. & ICICI Bank are secured against the hypothecation of the vehicles/Equipments financed by the said banks.

4: DEFERRED TAX LIABILITY(NET)	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
Particulars		
Fixed Assets	35,935,775	35,813,654
Provision for Gratuity, Leaves Encashment & Bonus	(692,913)	(646,618)
Carried Forward Business Losses	(4,941,139)	(4,941,139)
	<u>30,301,723</u>	<u>30,225,897</u>
5: SHORT TERM BORROWINGS	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
WORKING CAPITAL LOANS ;		
State Bank of Patiala	305,338,952	349,896,056
Union Bank of India	-	99,842,815
	<u>305,338,952</u>	<u>449,738,870</u>

Working capital loans from State Bank of Patiala is secure by way of Hypothecation of entire current assets of Pipe Division at Faridabad unit of the company both present and future charge of the bank

Loan is also secured against following securities:

- (i) Plot No. 231, Block-B, Okhla Ind. Area, New Delhi in the name of the company.
- (ii) Pledge of 55193 shares of the company in the name of Promoter Directors of the company.

The above loan is also secured by the personal guarantee of Shri Navneet Kumar Sureka, Authorized Signatory and Shri Akhil Kumar Sureka, Shri Vishnu Kumar Sureka both directors of the company

Since the company had repaid the entire working capital loan of Union Bank of India and Indian Overseas Bank consequently entire collectual securities were held by State Bank of Patiala only.

State Bank of Patiala has also released their charge on following properties vide release letters detailed below:

- (i) Equitable mortgage of a part of factory land and building at Plot No. 14/3 Mathura Road, Faridabad measuring 24K 13m approx.- released vide letter dt. 26.3.2014
- (ii) Plot No. C-152 situated at Prakash Industrial Estate, G.T. Road, Ghaziabad in the name of M/s Sh. Narayan Raj Kumar merchants Ltd. – released vide letter dt.28.3.2014.
- (iii) Three residential plot (a) F-203, F-204, (b) F-205 and (c) F-206 at Lakshay Deep Building at Sant Nagar, New Delhi in the name of M/s Chakra Exports Pvt. Ltd. – released vide letter dt.28.3.20-14.Merchants Limited and also personal guarantee of Shri Navneet Kumar Sureka, Authorised Signatory and Shri Akhil Kumar Sureka, Shri Vishnu Kumar Sureka both directors of the Company.
- (iv) Equitable mortgage of factory land and building at Plot No. 14/3 Mathura Road, Faridabad measuring 70 Kanal 09 marla in the name of the Company - released vide letter dt. 26.3.2014
- (v) Equitable mortgage of a part of factory land and building at plot no. 14/3 Mathura Road, Faridabad measuring 13K 19m -released vide letter dt. 26.3.2014

6 : TRADE PAYABLES	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
Sundry Creditors for Goods & Services	259,126,413	659,931,453
Employees' Dues	1,483,194	725,397
Statutory Dues	15,128,579	16,070,329
	<u>275,738,186</u>	<u>676,727,179</u>

7 : OTHER CURRENT LIABILITIES	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
Current Maturities of Long Term Borrowings (Refer Note 3)	78,252,975	78,921,210
Acceptance	25,092,330	525,924,413
Advances & Deposits	146,308,255	410,266,189
Temporary Bank Over Draft	-	39,210
Others	54.75	54.75
	<u>249,653,616</u>	<u>1,015,151,076</u>

Acceptances amounting represents letters of credit/counter Guarantee / Foreign currency buyer's credit issued to suppliers out of Non Fund base limits sanctioned by:

	As at 31.03.2014	As at 31.03.2013
State Bank of Patiala	25,092,330	525,924,413
	<u>25,092,330</u>	<u>525,924,413</u>

8 : SHORT TERM PROVISIONS	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
For Gratuity	1,808,959	1,726,702
For Leave Encashment	100,109	73,268
For Income Tax	41,555,069	39,950,465
	<u>43,464,137</u>	<u>41,750,435</u>

Note 9 : FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION WRITTEN OFF				NET BLOCK	
	As at 31st March, 2013	Additions during the year	Sales/ Disposals during the year	As at 31st March, 2014	Upto 31st March, 2013	During the year	Adjustments on sale/ disposals	Upto 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A. Tangible Assets(Owned)										
Land (Freehold & Leasehold)	8,506,537		2,859,540	5,646,997	-	-	-	-	5,646,997	8,506,537
Buildings	30,083,943	30,019,118	27,515,381	32,587,680	10,436,027	123,795	8,344,543	2,215,279	30,372,401	19,647,916
Residential Flats	535,791	-	-	535,791	249,890	8,733	-	258,623	277,168	285,901
Plant & Machinery	250,947,640	5,196,750	5,314,895	250,829,495	46,523,947	11,470,304	3,321,689	54,672,562	196,156,933	204,423,693
Electrical Installations	8,594,902	596,540	47,900	9,143,542	3,345,089	68,129	13,877	3,399,341	5,744,201	5,249,813
Furniture & Fixtures	1,253,257	1,155,081	27,600	2,380,738	547,384	79,245	8,204	618,425	1,762,313	705,873
Refrigeration & Air Conditioners	901,874	2,258,633	-	3,160,507	215,511	81,352	-	296,863	2,863,644	686,363
Office Equipments	5,047,603	1,476,221	37,000	6,486,824	1,764,649	247,429	8,034	2,004,044	4,482,780	3,282,954
Laboratory Equipments	2,164,233	-	1,298,531	865,702	432,347	9,407	253,667	188,087	677,615	1,731,886
Pollution Control Equipments	703,695	-	-	703,695	272,686	33,426	-	306,112	397,583	431,009
Dies & Jigs	8,871,488	-	-	8,871,488	3,249,819	421,396	-	3,671,215	5,200,273	5,621,669
Vehicles	21,565,492	1,037,077	3,609,964	18,992,605	6,157,653	1,744,978	725,355	7,177,276	11,815,329	15,407,839
Commercial Vehicle	38,643,981	-	-	38,643,981	3,136,659	4,370,634	-	7,507,293	31,136,688	35,507,322
Total "A"	377,820,436	41,739,420	40,710,810	378,849,045	76,331,661	18,658,828	12,675,369	82,315,120	296,533,924	301,488,774
B. Capital Work in Progress										
Lease Hold Land, Building, Plant & Machinery (See Note 23.5.a)									58,228,403	58,228,403
Plant & Machinery Advance against Residential Flat Building Under Construction									10,594,342	10,594,342
Total "B"									68,822,745	68,822,745
C. De-Capitalised Assets										
Building									19,354,103	19,354,103
Total "C"									19,354,103	19,354,103
Total "A+B+C"	377,820,436	41,739,420	40,710,810	378,849,045	76,331,661	18,658,828	12,675,369	82,315,120	384,710,772	407,051,159
Previous Year	(372,653,979)	(35,895,869)	(30,729,412)	(377,820,436)	(64,402,940)	(16,798,007)	(4,869,286)	(76,331,661)	(407,051,158)	(386,484,184)

10 : NON CURRENT INVESTMENTS NON TRADE - AT COST	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
SHARES AND SECURITIES		
A. In Government Securities		
Kisan Vikas Patra	25,000	25,000
B. In Mutual Fund		
SBI PSU Fund Growth	200,000	200,000
(Market value of quoted Investments Rs.1,52,042)		
C. In Shares		
a) Unquoted		
15000 fully paid up Equity Share @ 200 of Prudent Arc Limited	3,000,000	-
b) Quoted		
600 fully paid up Equity Shares of Rs.10 each of Haryana Concast Limited.(Market value Rs.Nil (Rs.Nil)	6,000	6,000
Less: Provision for diminution	(6,000)	(6,000)
	<u>3,225,000</u>	<u>225,000</u>
11: LOANS & ADVANCES (Unsecured, considered good)	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
Long Term		
Loans to Related Parties	-	11,736,718
Loans to Others	14,500,000	1,176,182
Security & Other Deposits	39,768,227	39,409,676
	<u>54,268,227</u>	<u>52,322,576</u>
Short Term		
Advances recoverable in cash or in kind or for value to be received. -Related Parties		
-Others	5,111,334	550,000
	78,128,594	199,217,199
Export Incentives Receivable	371,664	16,596,177
Balances in VAT Accounts	3,483,421	2,324,090
Balances in Excise Duty Accounts	3,302,649	9,800,698
Income Tax payments/tax deducted at source	47,742,216	42,093,799
MAT Credit Receivable	7,517,118	5,912,514
	<u>145,656,996</u>	<u>276,494,476</u>
Total	<u>199,925,223</u>	<u>328,817,052</u>
12: INVENTORIES	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
(As per inventories taken, valued & certified by the management)		
Stores, Spares & Packing Materials	7,122,866	20,296,675
Raw Materials	801,905	23,169,315
Finished Goods	122,699,664	168,987,140
Work in Progress	-	7,792,787
Scrap	1,650,231	694,452
Goods In Transit	-	-
	<u>132,274,666</u>	<u>220,940,369</u>

13: TRADE RECEIVABLE (Unsecured, Considered good)	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
Debts outstanding for a period exceeding six months	241,345,128	305,266,417
Other debts	141,967,529	1,274,990,769
	383,312,657	1,580,257,186
14: CASH AND CASH EQUIVALENT	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
Cash in hand (As per books and certified by the management)	1,392,267	2,839,683
Balance with Scheduled Banks:		
In Current Accounts	6,683,429	771,996
In Margin Money Accounts	16,838,337	57,857,675
Maturity within 12 months (Pledged for Letter of Credit /Guarantees issued by banks)		
	24,914,033	61,469,355
15: OTHER CURRENT ASSETS	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
Interest Receivable	1,602,680	1,040,821
Prepaid Expenses	24,476	254,075
Claims Receivable	183,764,818	175,596,293
New Housing Project (Refer note No. 23(7))	71,122,663	-
	256,514,637	176,891,189
16 REVENUE FROM OPERATIONS	2013-14 Rs.	2012-13 Rs.
Sales	925,947,236	2,143,518,387
Income From Services	53,704,868	22,008,746
Less Excise Duty/Service Tax Recovered	(26,039,025)	(63,649,681)
	953,613,079	2,101,877,452
17 : OTHER INCOME	2013-14 Rs.	2012-13 Rs.
Rent	13,250,000	8,629,032
Sub Lease Rent & Storage Charges	53,221,215	47,412,128
Brokerage, Commission & Incentives	140,356	-
Interest (Gross)	6,204,874	34,964,122
Miscellaneous Income	15,378	5,995,319
Short Term Capital Gain	-	100,000
Export Incentives	-	9,059,828
Foreign Exchange Fluctuation (Net)	10,992,176	16,320,604
Profit on sale of fixed assets	16,655,513	-
Previous year Adjustments	896,520	89,640,902
	101,376,033	212,121,935