

# **34TH ANNUAL REPORT**

**HARIGANGA MACHINERIES  
AND  
ENGINEERING SERVICES LTD**

**FINANCIAL YEAR  
2013-14**

Name of the Company : Hariganga Machineries And Engineering Services Ltd

Directors : Shri Radheshyam Agrawal - Non Executive Director  
Shri Harish Agrawal - Executive Director  
Shri Krishan Kumar Agrawal - Independent Director

Auditors : M/s. P N Bahri & Co.  
Chartered Accountant

Registered Office : Old Motor Stand, Itwari, Nagpur-440008.

Registrar and Share  
Transfer Agent : IN HOUSE

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## **N O T I C E**

**NOTICE is hereby given that the 34th Annual General Meeting of the members of HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD will be held on Tuesday, 30th September, 2014, at 11.00 A.M. at Registered Office of the Company situated at Old Motor Stand, Itwari, Nagpur- 440008 to transact the following business:**

### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2014 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2014 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Radheshyam Agrawal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

- 3) To consider and if thought fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Krishan Agrawal (DIN: 00291076), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 2 (Two) consecutive years for a term up to 31st March, 2016.”

- 4) To consider and if though fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, Arpan Chudgar & Associates, Chartered Accountants, be appointed as statutory auditors of the Company, in place of retiring auditors & P N Bahri & Co, Chartered Accountants to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting (AGM) of the Company, subject to and ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the years ending March 31, 2015 upto March 31, 2017.

None of the Directors are in any way consent or interested in the said resolution.

By Order of the Board  
For **Hariganga Machineries And Engineering Services Ltd**

Sd/-

**Harish Agrawal**  
Chairman

Date: 2nd September, 2014  
Place: Nagpur

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself /herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company 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 only as a proxy and such person shall not act as proxy for other shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from, Wednesday, 24th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2014.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
6. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
7. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registered Office address, situated at Old Motor Stand, Itwari, Nagpur-440008.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.

By Order of the Board  
For **Hariganga Machineries And Engineering Services Ltd**

Sd/-  
**Harish Agrawal**  
Chairman

Date: 2nd September, 2014  
Place: Nagpur

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

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

**ITEM NO. 3:**

**Mr. Krishan Agrawal** is an Independent Director of the Company. In the opinion of the Board, Mr. Krishan Agrawal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

As per the provision of Section 149(10) and any other applicable provision of Companies Act, 2013 Mr. Krishan Agrawal being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for 2 (Two) Consecutive years for term upto 31st March, 2016. A notice has been received from a member proposing Mr. Krishan Agrawal as a candidate for the office of Director of the Company.

Mr. Krishan Agrawal is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Krishan Agrawal that he 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.

Brief resume of Mr. Krishan Agrawal nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships 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.

The terms and conditions of appointment of Mr. Krishan Agrawal, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Krishan Agrawal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Krishan Agrawal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Krishan Agrawal being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolutions set out at Item Nos. 3 of the Notice for approval by the shareholders.

**ITEM NO. 4**

M/s. P N Bahri & Co., were appointed as auditors by the Members at their 33rd Annual General Meeting held on 27th September, 2013 for the year ended March 31, 2013. They would be retiring at the conclusion of the forthcoming Annual General Meeting. Due to pre occupations M/s. P N Bahri & Co., have expressed their disappointment to be appointed as Auditors of the Company for the forthcoming years. The Audit Committee and the Board of Directors have placed on record their appreciation of the professional services rendered by them during their association with the Company as its auditors.

As per the requirement of the Companies Act, 2013 (the Act) M/s. Arpan Chudgar., Chartered Accountants have confirmed that the appointment if made would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. Their appointment has been proposed for a period of Three years commencing from the current Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting subject to the ratification of members every year.

The Directors recommend the adoption of the Resolution at Item No. 4 of the Notice. No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 4 of the Notice.

By Order of the Board  
For **Hariganga Machineries And Engineering Services Ltd**

Sd/-  
**Harish Agrawal**  
Chairman

Date: 2nd September, 2014  
Place: Nagpur

## DIRECTORS REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 34th Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2014.

### 1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

(Amt. in Lacs)

Financial Results	Financial Year 2012-13	Financial Year 2011-12
Total Income	4.82	0.00
Total Expenditure	(2.59)	(0.14)
Profit/Loss before Taxation	2.23	(0.14)
Less: Tax Expenses-		
Income Tax-	(0.45)	0.00
Deferred Tax	0.27	0.00
Profit/ Loss after Tax	2.05	(0.14)
Profit/Loss brought forward	(19.11)	(18.97)
Transfer from General Reserve	—	—
Balance carried to Balance Sheet	(17.05)	(19.11)

### 2. REVIEW OF OPERATION:

The Company has earned profit of Rs. 2,05,460/- during the financial year. Your Director aspects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

### 3. DIVIDEND:

Your Director regrets their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

### 4. DEPOSITS:

The Company has not accepted any deposits from the public.

### 5. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 217(2A) of the Companies Act, 1956 read with the Companies Particulars of Employees Rules as amended up to date is not applicable since your Company has no such employees.

### 6. DIRECTORS:

Mr. Radheshyam Agrawal retires by rotation being eligible offers themselves for re-appointment at the ensuing Annual General meeting.

The Board recommends appointment of Mr. Krishan Agrawal as Independent Directors not liable to retire by rotation for 3 consecutive years for a term upto 31st March, 2017.

The Company has received requisite notices in writing from members proposing Mr. Krishan Agrawal for appointment of Independent Directors in terms of the requirement of Companies Act, 2013. The Company has received declaration from the Independent Director of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

## **7. SUBSIDIARIES:**

Since the Company has no subsidiaries, provision of Section 212 of the Companies Act, 1956 is not applicable.

## **8. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2014 on a going concern basis.

## **9. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

Since the Company is not manufacturing activity as like a unit provision of Section 217(1)(e) of the Company Act, 1956, read with the Company (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earning and outgo is not applicable.

## **10. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

There were no foreign exchange inflows (earnings) or outgo during the year. There are no direct exports.

## **11. RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION:**

No Specific Research & Development activities are being carried on by the Company. However the Company has quality control Department to check/improve the Quality of the products traded.

**12. AUDITORS & AUDITORS REPORT**

The Board recommends the appointment of M/s. Arpan chudgar, Chartered Accountants, as statutory auditors of the Company for the years ending from March 31, 2014 upto March 31, 2017 in place of P N Bahri & Co., Chartered Accountants. They have also confirmed their appointment shall be within the limits prescribed under Section 141(3)(g) of the Act and it is not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Necessary Resolutions for their appointment have been passed.

There are no adverse observations made by the Auditors in their Report.

**13. COMPLIANCE CERTIFICATE:**

The Company has obtained compliance certificate pursuant to provisions of Section 383A of the Companies Act, 1956 from and is annexed hereto and forming part of the report.

**14. STOCK EXCHANGES:**

The Company's shares are listed on the following Stock Exchanges:

The Calcutta Stock Exchange Limited.

The Trading in the shares of the Company are presently suspended from the Stock Exchange. However the Board of Directors are making efforts for revocation of suspension of trading in equity shares of the Company.

**15. CORPORATE GOVERNANCE:**

Since the Company's Paid up Capital and Net worth is within the limited prescribed for Clause 49, it is not applicable to the Company.

**16. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:**

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

**17. ACKNOWLEDGEMENTS:**

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support.

By Order of the Board  
For **Hariganga Machineries And Engineering Services Ltd**

Date: 2nd September, 2014  
Place: Nagpur

Sd/-  
**Harish Agrawal**  
Chairman

**ANNEXURE 'A' TO DIRECTORS' REPORT**

**RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

**A. Research & Development**

**1. Future plan of action**

The Company is taking necessary steps for the revival of operations.

**B. Technology absorption:**

**1. Efforts in brief made towards technology absorption, adoption and innovation.**

No new technology was introduced during the Year ended 2013-14.

**2. Benefits derived as a result of the above efforts.**

None.

**3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):**

**C. Foreign Exchange Earnings and Outgo**  
Nil

**i. Earning- FOB value of Exports**  
Nil

**ii. Outgo- CIF Value of Imports**  
Nil

By Order of the Board  
For **Hariganga Machineries And Engineering Services Ltd**

Date: 2nd September, 2014  
Place: Nagpur

Sd/-  
**Harish Agrawal**  
Chairman

**COMPLIANCE CERTIFICATE**

CIN: L45208MH1980PLC022506

Auth. Cap. Rs.1,25,00,000/-

Paid up Cap: Rs. 50,00,000/-

To,  
The Members  
**Hariganga Machineries And Engineering Services Ltd.**  
Nagpur- 440008.

We have examined the registers, records, books and papers of **Hariganga Machineries And Engineering Services Ltd.** having its Registered Office situated at Old Motor Stand, Itwari, Nagpur - 440008 (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company, for the financial year ended on 31st March, 2014 (Financial Year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Acts and rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time limit prescribed under the Act and rules made there under except as qualified in Annexure B.
3. The Company, being a Public Limited Company, comments under Section 3(1)(iii) of the Companies Act, 1956, applicable to private company are not required.
4. The Board of Directors duly met 5 (five) times respectively on 30/04/2013, 10/08/2013, 24/08/2013, 07/11/2013 and 10/02/2014 in respect of these meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members during the financial year under review however the notice of book closure is not published in the news paper as required under section 154 of the Act.
6. The Annual General Meeting for the Financial Year ended 31st March, 2013 was held on 27th September, 2013 giving due notice to the members of the company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary meeting(s) were held during the financial year.
8. As per the information available and documents provided by the Company, it has not given loans to persons referred to in the Section 295 of the Act.
9. The company has not entered into any contract under the provisions of section 297 of the Act are applicable.
10. The company has complied with the necessary provisions and procedures wherever necessary in respect of transaction for which entries are required to be made in the register maintained under section 301 of the Act.

11. As there were no instances falling under the preview of Section 314 of the Act, the Company has not obtained any approvals from its Directors, members or the Central Government as the case may be.
12. The Company has not issued any duplicate share certificates during the financial year under review.
13. The Company has:
  - (i) delivered all certificate on lodgment of transfer of shares after complying with procedures of the act.
  - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year under review.
  - (iii) not posted warrants to any member of the company as no dividend was declared during the financial year under review.
  - (iv) the company is not required to transfer amounts in respect of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund as the company do not have any of the amount lying in any of the above referred five accounts.
  - (v) generally complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointments of Directors, Resignation of Directors and Directors to fill casual vacancy have been duly made during the financial year.
15. The company has not appointed any managerial persons during the period under review pursuant to section 269 read with Schedule XIII under the Act.
16. The company has not appointed any sole-selling agents during the financial year under review.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, the Registrar of Companies or such other authorities prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms and companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares during the financial year under review.
20. The company has not bought back any shares during the financial year ending 31st March, 2014.
21. The Company has no preference share capital or debentures and as such there was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend / rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any fresh deposits from the public including any unsecured loans falling within preview of sections 58A of the Act during the financial year under review.

24. The Company has not made any fresh borrowing during the financial years within the provisions of section 293(1)(d) of the Act.
25. The company has not made any fresh loans to or investments in other bodies corporate.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the financial year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the financial year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the financial year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the financial year under scrutiny.
30. The company has not altered its articles of association during the financial year under review.
31. There was no prosecutions initiated against or show cause notices received by the company during the financial year under review for offences under the Act.
32. The company has not received any amount as security from its employees during the financial year under certification.
33. The company has not deducted any contribution towards Provident Fund during the financial year under review.

For **MANDAR PALAV & ASSOCIATES**  
COMPANY SECRETARY

Date: 30/05/2014  
Place: Mumbai

SD/-  
**(MANDAR PALAV)**  
CP. NO. 13006

**Annexure A**

Registers maintained by the Company:

- (i) Register of Members u/s 150 of the Act.
- (ii) Register and Returns u/s 163 of the Act.
- (iii) Books of Accounts and other Records u/s 209 of the Act.
- (iv) Register of Directors u/s 303 of the Act.
- (v) Register of Directors' Shareholding u/s 307 of the Act.
- (vi) Register of Contracts u/s 301.
- (vii) Register of Charges.

**Annexure B**

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ending on 31st March 2014.

-----NIL-----

For **MANDAR PALAV & ASSOCIATES**  
COMPANY SECRETARY

SD/-

**(MANDAR PALAV)**  
CP. NO. 13006

Date: 30/05/2014  
Place: Mumbai

## AUDITOR'S REPORT

To,  
The Members of  
**Hariganga Machineries and Engineering Services Ltd.,**  
**NAGPUR**

### Report On The Financial Statements:

We have audited the accompanying financial statements of Hariganga Machineries and Engineering Services Ltd., Nagpur, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### 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 notified under the Companies Act, 1956 ("the Act") (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. 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. 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 read with Notes to Accounts ("1-20") and significant Accounting Policies, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and

**Report on Legal and Regulatory Requirements:**

- A. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- B. As required by section 227(3) of the Act, we report that:
1. 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;
  2. 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
  3. 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.
  4. 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;
  5. on the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 **P.N.BAHRI & CO.**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 001091C

SD/-  
**(K. S. BAHRI)**  
PARTNER

Membership No. 042492

Date: 30/05/2014  
Place: Nagpur

**ANNEXURE TO THE AUDITORS' REPORT REFERRED TO IN "PARAGRAPH A" OF OUR REPORT OF EVEN DATE TO MEMBERS OF HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED ON THE ACCOUNTS AS ON AND FOR THE YEAR ENDED 31ST MARCH 2014**

ON THE BASIS OF SUCH CHECKS OF THE BOOKS AND RECORDS OF THE COMPANY AS WE CONSIDERED APPROPRIATE AND IN TERMS OF INFORMATION AND EXPLANATIONS GIVEN TO US, WE STATE THAT:-

1. a) The records maintained by the company showing particulars and quantitative detailed and situation of fixed assets are incomplete and as such could not be verified.  
b) We have been informed that the fixed assets of the Company have been physically verified by the management, during the year and no serious discrepancies between the book records and physical inventory have been noticed.  
c) The Company has not disposed off any Substantial part of fixed assets so as to affect its going concern.
2. a) The Stock of finished goods, stores, spare parts and raw materials have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of stores followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c) The Company has maintained records of inventories. According to the records produced to us, the discrepancies noticed on physical verification of the stocks as compared to book records were not material and have been properly dealt with in the book of accounts.
3. a) The company has not granted loans or advance to persons covered in the register maintained under section 301 of the Companies Act. In absence of the loans or advance further comment is not necessary.  
b) The company has not taken loans, secured or unsecured, from companies, firms or others parties covered in the register maintained under section 301 of the Act. Hence, the question of interest rate, terms and conditions and repayments does not arise.
4. In our opinion and according to the information and explanation given to us, internal control system for the purchase of inventory and fixed assets and for the sale of goods and services are commensurate with the size of the company and nature of its business.
5. a) According to the information and explanations given to us, the particulars of contracts and arrangements referred to in section 301 of the Act have been so entered in the register required to be maintained under that section; and  
b) In our opinion and according to the information and explanation given to us, the transactions of purchase of goods, materials and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, and aggregating during the year to Rs. 5,00,000/- or more in respects of each party, have been made prices which are, reasonable having regards to the prevailing market prices of such goods, materials and prices at which transactions for similar goods have been made with other parties.
6. The company has not accepted any deposit from the public during the years.

7. The company does not have any formal internal audit system. Having regard to the existing internal control procedures, its scope and coverage is sufficient and commensurate with size and nature of its business.
8. According to the information and explanation given to us, the maintenance of cost records under section 209(i) (d) of the Companies act, 1956 has not been prescribed by the Central Government for any of the products of the Company.
9.
  - a) On the basis of records produced before us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employees State Insurances, Income Tax , Sales Tax, Wealth Tax, Services Tax, Customs Duty, Excise Duty, Cess.
  - b) We are informed that no dues of Income Tax/ Sales Tax/ Wealth Tax/ services Tax/ Customs duty/ Excise duty/ Cess are in disputes.
10. The accumulated losses of the Company at the end of the financial year are not more than fifty percent of its net worth. The company has incurred cash losses in the current and immediately preceding financial year
11. As per the information and explanation given to us, during the year the Company has not defaulted in any repayment of its dues to financial institutions and banks.
12. As per the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debenture and other securities.
13. As per the information given to us, the provisions of any statute applicable to chit fund, nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.
14. According to the information and explanation given to us, the Company is not dealing or trading in shares, securities, debenture or other investments and as such, the requirement of para 4(xiv) are not applicable to the company.
15. According to the information and explanation given to us, the company has not given any guarantee for the loans taken by others from Banks or financial institutions.
16. The Company has not taken any term loan and as such the application thereof is not required.
17. As per the information and explanations given to us and on the basis of our overall examination of the Balance Sheet of the Company, we report that the funds raised on short term basis have been used for long term investments. The company has not raised long term funds during the years and hence the use of such funds for short term investments does not arise.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained U/s 301 of the Companies Act, 1956 during the year.
19. The Company has not issued debentures during the financial year.
20. The Company has not raised any monies by public issues during the year.
21. On the basis of our examination and according to the information and explanation given to us, no fraud, on or by the Company, has been noticed or reported during the course of our audit.

For **P.N.BAHRI & CO.**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 001091C

Date: 30/05/2014  
Place: Nagpur

SD/-  
**(K. S. BAHRI)**  
PARTNER  
Membership No. 042492

(In Indian Rupees)

**BALANCE SHEET AS AT 31ST MARCH, 2014**

PARTICULARS	NOTE NO	AS ON 31.03.2014	AS ON 31.03.2013
<b>I. EQUITIES AND LIABILITIES</b>			
1. Shareholder's Fund			
a. Share Capital	1	5,000,000.00	5,000,000.00
b. Reserves and Surplus	3	(1,705,040.04)	(1,910,500.97)
c. Money received against share warrant		– 3,294,959.96	– 3,089,499.03
<b>2. Share application money pending allotment</b>	2	–	317,000.00
<b>3. Non- current Liabilities</b>			
a. Long-term borrowings		–	–
b. Deferred tax liabilities (Net)		–	–
c. Other long term liabilities		–	–
d. Long term provisions		–	–
<b>4. Current Liabilities</b>			
a. Short term borrowings	4	43,075.00	43,075.00
b. Trade payable	5	244,213 .00	4,891,835 .75
c. Other Current Liabilities	6	195,517.50	148,017.50
d. Short- term Provisions		482,805.50	– 5,082,928.25
<b>Total</b>		<u>3,777,765.46</u>	<u>8,489,427.28</u>
<b>II. ASSETS</b>			
<b>1. Non-Current Assets</b>			
<b>a. Fixed assets</b>			
i. Tangible assets		–	–
ii. Intangible assets		–	–
iii. Capital work in- progress		–	–
iv. Intangible assets under development		–	–
b. Non- current investments		–	–
c. Deferred tax assets (net)		340,478.39	313,417.46
d. Long term loans and advances		–	–
e. Other non-current assets		– 340,478.39	– 313,417.46
<b>2. Current Assets</b>			
a. Current investments		–	–
b. Inventories		–	–
c. Trade Receivable	7	532,418.00	543,224.00
d. Cash and cash equivalents	8	185,402.82	258,485.82
e. Short term loans and advances	9	2,719,466.25	7,374,300.00
f. Other current assets		– 3,437,287.07	– 8,176,009.82
<b>Total</b>		<u>3,777,765.46</u>	<u>8,489,427.28</u>

Significant accounting policies 01 to 20  
Notes to Accounts

As per the report of even date  
For P. N. BAHRI & CO.  
CHARTERED ACCOUNTANTS  
SD/-  
(K. S. BAHRI)  
PARTNER  
MEM NO. 042492  
FIRM NO: 001901C  
Date: 30/05/2014

For and on behalf of the Board of Directors  
**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD**

Sd/-  
DIRECTOR  
Radheshyam Agrawal  
(DIN: 00291080)

Sd/-  
DIRECTOR  
Krishan Agrawal  
(DIN: 00291076)

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

<b>PARTICULARS</b>	<b>NOTE NO</b>	<b>AS AT 31.03.2014</b>	<b>AS AT 31.03.2013</b>
<b>INCOME</b>			
Revenue from Operations		—	—
- Sales		482,313.00	—
<b>Total Revenue</b>		<b>482,313.00</b>	<b>—</b>
<b>EXPENDITURE</b>			
Cost of materials consumed		—	—
Cost of goods traded-Purchases		235,000.00	—
Changes in Inventories of Finished goods, Stock-in-process and Stock-in-trade		—	—
Employee Benefit Expenses		—	—
Finance Cost		—	—
Depreciation and Amortization Expenses		—	—
Other Expenses	10	23,913.00	13,592.90
<b>Total Expenses</b>		<b>(258,913.00)</b>	<b>(13,592.90)</b>
<b>Profit before Tax</b>		<b>223,400.00</b>	<b>(13,592.90)</b>
<b>Tax expenses</b>			
-Current Tax		(45,000.00)	—
For earlier years		—	—
-Deferred Tax		27,060.93	—
<b>Profit/ (Loss) for the year</b>		<b>205,460.93</b>	<b>(13,592.90)</b>
Earnings per equity share having face value of Rs.10/- each		0.41	—
Basic and Diluted (In Rs.)		0.41	—
Significant Accounting Policies			
Notes on Financial Statements	1 to 20	0.41	

As per the report of even date

For P. N. BAHRI & CO.  
CHARTERED ACCOUNTANTS  
SD/-

(K. S. BAHRI)  
PARTNER  
MEM NO. 042492  
FIRM NO: 001901C

For and on behalf of the Board of Directors  
**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD**

Sd/-  
DIRECTOR  
Radheshyam Agrawal  
(DIN: 00291080)

Sd/-  
DIRECTOR  
Krishan Agrawal  
(DIN: 00291076)

Date: 30/05/2014  
Place: Nagpur

**SIGNIFICANT ACCOUNTING POLICIES**

1. The accounts have been prepared on historical cost convention.
2. The accounts have been prepared on accrual basis except where stated otherwise.
3. Fixed Assets:  
All expenses during the construction period are capitalized.
4. Accounting for taxes on income:
  - (a) Current Tax is determined as the amount of tax payable in respect of taxable income for the period.
  - (b) Deferred Tax is recognized, subject to the consideration of prudence, on timings, differences being differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
  - (c) The Deferred Tax Assets are recognized only if there is virtual certainty that sufficient future taxable income will be available against such deferred tax assets will be realized, such assets will be realized, such assets are reviewed against such deferred tax assets will be realized, such as at the Balance sheet date due to reassess realisability thereof.

As per the report of even date  
For P. N. BAHRI & CO.  
CHARTERED ACCOUNTANTS  
SD/-  
(K. S. BAHRI)  
PARTNER  
MEM NO. 042492  
Firm Registration No.: 001091C

For and on behalf of the Board of Directors  
**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD**

Sd/-  
DIRECTOR  
Radheshyam Agrawal  
(DIN: 00291080)

Sd/-  
DIRECTOR  
Krishan Agrawal  
(DIN: 00291076)

Date: 30/05/2014  
Place: Nagpur

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014**

The Previous Year's figures have been regrouped or re-arranged wherever necessary to confirm to current year's presentation

**1. SHARE CAPITAL:**

(Amount in Indian Rupees)

<b>PARTICULARS</b>	<b>No. of Shares</b>	<b>AS AT 31.03.2014</b>	<b>No. of Shares</b>	<b>AS AT 31.03.2013</b>
<b>Authorised Share Capital</b>				
Equity shares of Rs. 10/- each	1,100,000	11,000,000.00	1,100,000	11,000,000.00
10% Redeemable Cumulative Preference Shares of Rs. 100/- each	15,000	1,500,000.00	15,000	1,500,000.00
<b>Total</b>		<b>12,500,000.00</b>		<b>12,500,000.00</b>
Issued, Subscribed & paid-up Equity Shares of Rs. 10/- each	500,000	5,000,000.00	500,000	5,000,000.00
Less: Call in arrears		—		—
<b>Total</b>		<b>5,000,000.00</b>		<b>4,995,500.00</b>

<b>1.1 Calls unpaid</b>		—		—
-------------------------	--	---	--	---

<b>1.2 Reconciliation of no. of shares outstanding:</b>				
Equity shares at the beginning of the Year	500,000		500,000	
Add: Shares issued	—		—	
Less: Shares cancelled	—		—	
Equity shares at the end of the year	500,000		500,000	

**1.3 Details of shareholders holding more than 5% shares**

	<b>As on 31.03.2014</b>		<b>As on 31.03.2013</b>	
<b>PARTICULARS</b>	<b>Shares held</b>	<b>% of holding</b>	<b>Shares held</b>	<b>% of holding</b>
<b>Smt. Taramani Purshottam Agrawal</b>	<b>32,000</b>	<b>6.40%</b>	<b>32,000</b>	<b>6.40%</b>
<b>Smt. Gangadevi Omprakash Agrawal</b>	<b>25,000</b>	<b>5.00%</b>	<b>25,000</b>	<b>5.00%</b>

**2. SHARE APPLICATION MONEY PENDING ALLOTMENT:**

<b>PARTICULARS</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
Towards 10% Redeemable Cumulative Preference Shares	—	317,000.00
	—	<b>317,000.00</b>

**3 RESERVE & SURPLUS**

(Amount in Indian Rupees)

PARTICULARS	AS AT 31.03.2014		AS AT 31.03.2013	
<b>Profit &amp; Loss account</b>				
As per last balance sheet	(1,910,500.97)		(1,896,908)	
Add: Profit for the year	205,460.93		(13,593)	
	<b>(1,705,040.04)</b>		<b>(1,910,501)</b>	
Less: Appropriation	—	(1,705,040.04)	—	(1,910,501)
<b>TOTAL</b>		<b>(1,705,040.04)</b>		<b>(1,910,501)</b>

**4 SHORT TERM BOROWWINGS:**

PARTICULARS	As at 31.03.2014	As at 31.03.2013
<b>UNSECURED</b>		
Loans from other parties		
- Upkar Investment Ltd.	43,075.00	43,075.00
Loans and advances from related parties	—	—
<b>Total</b>	<b>43,075.00</b>	<b>43,075.00</b>

**5. TRADE PAYABLES:**

PARTICULARS	As at 31.03.2014	As at 31.03.2013
Micro, Small and Medium Enterprises	—	—
Others		
For materials and services		
- P. N. Bahri & Co.	9,550.00	14,034
- Loya Bagri & Co.	18,942.00	7,247
- Loya Bagri & Associates	3,897.00	3,897
- Prabhu Steel Industries Ltd., Nagpur	—	4,654,834
- Hariyana Properties	211,824.00	211,824
<b>Total</b>	<b>244,213.00</b>	<b>4,891,836</b>

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into effect on October 2, 2006, certain disclosures are required to be made relating to Micro Medium and Small Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is not readily available, no disclosure has been made into account.

**6 OTHER CURRENT LIABILITIES**

PARTICULARS	As at 31.03.2013	As at 31.03.2012
Other Payables-		
For Expenses & others		
- Mahalaxmiji Maharaj	8.75	8.75
- Ganeshji Maharaj	8.75	8.75
- Professional Tax payable	2,500.00	—
- Provision for Tax	45,000.00	—
Advances from Customers		
- Shri Gopal Finance (P) Ltd.	148,000.00	148,000.00
<b>Total</b>	<b>195,517.50</b>	<b>148,017.50</b>

**7. DEFERRED TAX ASSET (Net)**

<b>PARTICULARS</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
Deferred tax liability	—	—
Deferred tax assets		
- On carry forward claims	299,149.39	313,417
- Tax credit available	41,329.00	—
<b>Total</b>	<b>8,989.00</b>	<b>313,417</b>

**8. TRADE RECEIVABLES:**

<b>PARTICULARS</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
(Unsecured and Considered Good):		
Outstanding and Due		
For more than 6 months		
- Celestial Steel Structural (P) Ltd.	299,149.39	10,806.00
- Hariganga Alloys and Steel	41,329.00	532,418.00
	<b>340,478.00</b>	<b>543,224.00</b>
Others	—	—
- Debts due from Directors	NIL	NIL
- Debts due from other officers	NIL	NIL
- Debts due from Firms in which director is members or partner	532,418.00	532,418.00
- Debts due from Private Companies in which director is member/director	--	10,806.00

**9. CASH AND BANK BALANCES**

<b>PARTICULARS</b>	<b>AS AT 31.03.2014</b>		<b>AS AT 31.03.2013</b>	
Cash in hand & with Imprest		145,361.24		224,048
With banks				
- The South Indian Bank Ltd.	10,395.24		10,395	
- State Bank of India, Nagpur (A/c No. 3412)	17,007.74		13,404	
- HDFC Bank	12,638.60	40,041.58	10,639	34,438
<b>Total</b>		<b>276,589.82</b>		<b>258,486</b>

Balance with the South Indian Bank Ltd. remains unconfirmed and carried at value appearing in the books.

**10. SHORT TERM LOANS AND ADVANCES**

PARTICULARS	AS AT 31.03.2014		AS AT 31.03.2013	
- (Unsecured and considered good)				
Loans and advances to related parties				
- Prabhu Steel Industries Ltd.		1,695,166.25		—
Other Advances				
Advances to others				
- Mahesh Agricultural Implements and Steels Ltd.	—		6,350,000.00	
- Kedia Agglomerated Marbles Pvt. Ltd	400,000.00		400,000.00	
- Growell Credit And Securities Pvt Ltd	236,800.00		236,800.00	
Admire Investment Ltd.	387,500.00	1,024,300.00	387,500.00	7,374,300.00
<b>Total</b>		<b>2,719,466.25</b>		<b>7,374,300.00</b>
- Debts due from Directors		—		—
- Debts due from other officers		—		—
- Debts due from Firms in which director is members or partner		—		—
- Debts due from Private Companies in which director is member/director		—		—

**11. OTHER EXPENSES**

PARTICULARS	AS AT 31.03.2014		AS AT 31.03.2013	
Law & Legal Expenses	11,695.00		1,966	
Professional Tax	168.00		138	
Auditors' Remuneration	2,500.00		2500	
Accounts Written off	9,550.00	23,913.00	8989	13,595
<b>Total</b>		<b>23,913.00</b>		<b>13,595</b>

**12. CONTINGENT LIABILITIES**

PARTICULARS	As at 31.03.2013	As at 31.03.2012
<b>Contingent Liabilities</b>		
- Bank guarantees outstanding not provided for	—	—
- Fixed deposits offered as security for bank guarantee	—	—
- Claims against the Company not acknowledged as debts	—	—
<b>Commotments</b>		
- Estimated amount of contracts remaining to be executed on capital	—	—
- Uncalled liability on shares	—	—
- Uncalled liability on investments partly paid	—	—

13. In cases where confirmations are not available, the balances have been considered as appearing in the books, adjustments, if any, shall be made on settlement.
14. In the opinion of the Management, subject to the foregoing notes, current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business and provision for known liabilities as made are adequate.
15. Payments to auditors during the Year:

<b>PARTICULARS</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
For Statutory Audit	8,000.00	8,000.00
Tax Audit	—	—
Taxation Matter	—	—
Service Tax	1,050.00	989.00
<b>Total</b>	<b>9,550.00</b>	<b>8,989.00</b>

**16. Earnings Per share:**

<b>PARTICULARS</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
Net Profit after Tax as per statement of Profit & Loss Account attributable to Equity shareholders	205,460.93	—
Weighted average number of equity shares used as a denominators for calculating EPS	500,000.00	—
Basic and Diluted earnings per share	0.41	—
Face Value per Equity share	10.00	10.00

17. There are no earnings or payments in foreign exchange.

**18. Related Party Disclosures**List of Related Parties and relations*Enterprises under the significant influences of Key Managerial Personnel:*

- Prabhu Steel Industries Ltd.
- Celestial Steel Structures (P) Ltd.
- Shri Gopal Finance (P) Ltd.
- Hariganga Alloy & Steels Ltd.
- Mahesh Agricultural Implements and Steel Ltd.

**Key Managerial Personnel and their relatives:**

Transactions during the year with related parties:

<b>PARTICULARS</b>	<b>With Key Managerial Personnel and their relatives</b>	<b>With Enterprises under the significant influences of Key Managerial Personnel</b>
Loan taken	—	—
Loan repaid	—	—
Advances given	—	1,695,166.00
Advances received back	—	6,350,000.00
Payable outstanding	—	148,000.00
Receivable outstanding	—	532,418.00

**19. SEGMENT REPORTING:**

The Company operates in only one segment.

20. Previous year figures have been regrouped/rearranged where necessary.

As per the report of even date

For **P. N. BAHRI & CO.**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 001091C  
SD/-  
**(K. S. BAHRI)**  
PARTNER  
MEM NO. 042492

**For and on behalf of the Board of Directors**  
**Hariganga Machineries And Engineering Services Ltd**

**SD/-**  
**DIRECTOR**  
**Radheshyam Agrawal**  
**(DIN: 00291080)**

**SD/-**  
**DIRECTOR**  
**Krishan Agarwal**  
**(DIN: 00291076)**

Date: 30/05/2014  
Place: Nagpur

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

Particulars	AS AT 31.03.2014	AS AT 31/03/2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit /(Loss) before tax and Extra Ordinary items	223,400.00	(13,592.90)
Adjustment for:		
Depreciation	—	—
Misc. Bal Written off	—	—
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>223,400.00</b>	<b>(13,592.90)</b>
Adjustment for:		
Trade and other receivables	10,806.00	—
Trade Payables	(4,647,622.75)	955.00
Other payables	47,500.00	—
Other receivables/Current Assets/Deferred Tax Assets	—	—
Cash Generated from operations	<b>(4,589,316.75)</b>	<b>955.00</b>
Direct taxes paid	(45,000.00)	—
Extra-ordinary items	—	—
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (I)</b>	<b>(4,410,916.75)</b>	<b>(12,637.90)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	—	—
Sale of Fixed Assets	—	—
New Investments	—	—
Sale of Investments	—	—
Interest Received	—	—
Dividend Received	—	—
<b>NET CASH USED IN INVESTING ACTIVITIES (II)</b>	<b>—</b>	<b>—</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Loan Received	4,654,833.75	—
Proceeds from issue of share capital	—	—
Proceeds from Long term borrowings	—	—
Repayment of Financial Liability/Lease	—	—
Dividend Paid	—	—
Call in arrears	—	4,500.00
	(317,000.00)	—
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>4,337,833.75</b>	<b>—</b>
<b>NET INCREASE/(DECREASE) IN CASH OR CASH (I+II+III) EQUIVALENTS</b>	<b>(73,083.00)</b>	<b>(12,637.90)</b>
<b>Add:- CASH &amp; CASH EQUIVALENTS AS AT BEGNNING</b>	<b>258,485.60</b>	<b>271,123.50</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE END</b>	<b>185,402.60</b>	<b>258,485.60</b>

As per the report of even date

For **P. N. BAHRI & CO.**

CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD

SD/-

**(K. S. BAHRI)**

PARTNER

MEM NO. 042492

FIRM NO: 001901C

Sd/-

Director

Radheshyam Agrawal

(DIN: 00291080)

Sd/-

Director

Krishankumar Agrawal

(DIN: 00291076)

Date: 30/05/2014

Place: Nagpur

**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD**

Regd off: Old Motor Stand, Itwari, Nagpur- 440008

**PROXY FORM**

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

CIN: L45208MH1980PLC022506

Name of the Company: **Hariganga Machineries And Engineering Services Ltd.**

Registered Office: Old Motor Stand, Itwari, Nagpur- 440008.

Tel: Website: www.harigangamachineries.com

Email: harigangamachineries@gmail.com

Name of the Member(S):			
Registered Address:			
Email –id:			
Folio No. Client ID:		DP ID:	

I/We, being the member(s) having \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of Hariganga Machineries & Engineering Services Limited to be held on the 30th day of September, 2014 at 10.00 a.m. on Tuesday at Old Motor Stand, Itwari, Nagpur- 440008 “: and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Audited Financial Statements for the year ended 31st March, 2014.
2	Re-appointment of Mr. Radheshyan Agrawal (Din 00291080) who retires by rotation and being eligible, offers himself for re-appointment
Special Business	
2	Appointment of Mr. Krishan Agrawal (00291076) as Independent Director.

Signed this..... day of..... 2014

Signature of shareholder: .....

Signature of Proxy holder(s): .....

Affix Revenue Stamp
---------------------------

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.

**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD**

Regd. Office: Old Motor Stand, Itwari, Nagpur- 440008

CIN: L45208MH1980PLC022506

**ATTENDANCE SLIP**

Name and Address of Shareholder:	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 34th Annual General Meeting of the Company at Old Motor Stand, Itwari, Nagpur- 440008 Tuesday, 30th September, 2014 at 10:00 a.m.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

\_\_\_\_\_  
Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

Book Post

*If Undelivered Please Return to :*

**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD**  
Old Motor Stand, Itwari, Nagpur-440008