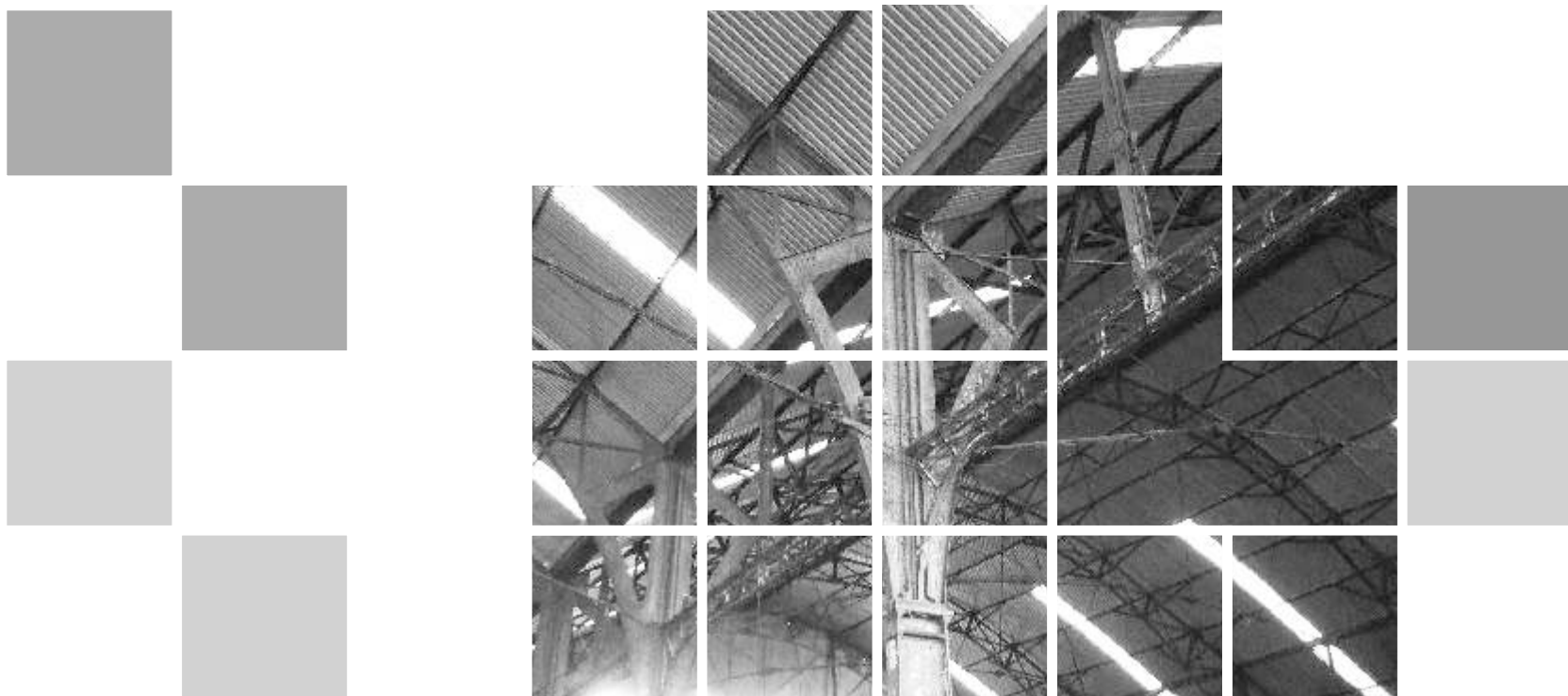




SHRI BAJRANG ALLOYS LTD.

24th
Annual Report
2013-14





SHRI BAJRANG ALLOYS LTD.

■ BOARD OF DIRECTORS

- Shri Suresh Goel - Chairman
- Shri Anand Goel - Managing Director
- Shri Narendra Goel - Director
- Shri Vikash Kumar Khedia - Independent Director
- Shri Dinesh Kumar Aggarwal - Independent Director
- Shri Raj Kumar Yadava - Independent Director

■ AUDITORS

R. K. Singhania & Associates,
Chartered Accountants, Raipur

■ COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sheenam Pitroda

■ BANKERS

Bank of Baroda, Raipur

■ LEGAL ADVISOR

V.K. Munshi & Associates, Raipur

■ REGISTERED OFFICE

521/C, Urla Industrial Complex, Urla, Raipur - 493221 (C.G.)
Phone : 0771-4288000, Fax : 0771-4288001
Website : www.sbal.co.in, E-mail : investors.sbal@gmail.com

■ WORK

521/C, Urla Industrial Complex, Urla, Raipur - 493 221 (C.G.)

■ REGISTRAR AND SHARE TRANSFER AGENT LINK INTIME INDIA PVT. LTD.

C-33, Pannalal Silk Mills Compound, L. B. S. Marg,
Bhandup (W), Mumbai – 400078
Phone : 022-2596 3838, Fax : 022-2594 6969
E-mail : rnt.helpdesk@linkintime.co.in

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NOTICE OF ANNUAL GENERAL MEETING

TO ALL THE MEMBERS OF SHRI BAJRANG ALLOYS LIMITED

NOTICE is hereby given that the **24th Annual General Meeting** of the Company will be held on **Tuesday, the 23rd Day of September'2014 at 09.00 A.M.** at the registered office of the Company situated at **521/C, Urla Industrial Complex, Urla, Raipur (C.G.) - 493221** to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including the Balance Sheet for the year ended on 31st March, 2014, the Profit and Loss Account as on that date together with Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Suresh Goel, Director of the Company who is retiring by rotation and being eligible offers himself for re-appointment.
3. Appointment of M/s. R.K. Singhanian & Associates, Chartered Accountants as Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. R.K. Singhanian & Associates, Chartered Accountants (Firm's Registration No.004435C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration plus service tax, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. **To ratify remuneration of Cost Auditors approved by the Board.**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. S.C. Mohanty & Associates, Cost Accountants, 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 the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

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

5. **Appointment of Shri Raj Kumar Yadava as an Independent Director.**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Shri Raj Kumar Yadava (DIN: 03177450), a Non-Executive Director of the Company, whose period of office is liable to determination by rotation of Directors and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and Shri Raj Kumar Yadava has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd September, 2014 to 22nd September, 2019 for a period of five years.”

6. Appointment of Shri Vikash Kumar Khedia as an Independent Director.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Shri Vikash Kumar Khedia (DIN: 01565046), a Non-Executive Director of the Company, whose period of office is liable to determination by rotation of Directors and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and Shri Vikash Kumar Khedia has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd September, 2014 to 22nd September, 2019 for a period of five years.”

7. Appointment of Shri Dinesh Kumar Aggarwal as an Independent Director.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Shri Dinesh Kumar Aggarwal (DIN: 00115941), a Non-Executive Director of the Company, whose period of office is liable to determination by rotation of Directors and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and Shri Dinesh Kumar Aggarwal, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd September, 2014 to 22nd September, 2019 for a period of five years.”

8. To approve Material Related Party transactions.

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder and the Equity Listing Agreement (as amended from time to time by Securities and Exchange Board of India and Stock Exchanges) and Articles of Association of the Company, consent of Members be and is hereby accorded to the Company to enter into an Agreement with Shri Bajrang Power and Ispat Limited, a Sister concern of the Company for purchases not exceeding an aggregate value of Rs. 100 Crores (Rupees One Hundred Crores Only) per annum, starting from 1st April, 2014, for a period of 5 years on such terms and conditions as

may be agreed to by the Board, provided however that the transactions so carried out shall at all times be on arm's length basis and in the Ordinary Course of Company's Business.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any one or more Directors of the Company."

FOR AND ON BEHALF OF THE BOARD

**Sd/-
(SHEENAM PITRODA)
COMPANY SECRETARY &
COMPLIANCE OFFICER**

**CIN No.: L27103CT1990PLC005964
REG. OFFICE: 521/C, URLA INDUSTRIAL
COMPLEX, URLA, RAIPUR – 493221 (C.G.)
Mail id: cs@goelgroup.co.in**

**PLACE: RAIPUR
DATE: 05/08/2014**

NOTES:

- 1. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself / herself on a poll only and the proxy need not be a Member of the Company. Proxy forms as enclosed herewith, should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Annual General Meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (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 proxy for any other person or Shareholder.**
- 2. The Register of Members and Share Transfer Books of the Company shall remain closed from 16th September 2014 to 23rd September 2014 (both days inclusive).**
- 3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.**
- 4. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime India Private Limited.**
- 5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 pm up to the date of Annual General Meeting.**

6. The Members who are holding shares in the identical order of names in more than one folio are insisted to send to the Company the details of such folios together with the share certificates for consolidating their holdings in a single folio. The share certificates will be returned to the Members after making requisite changes thereon.
7. The Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their queries to the Company atleast seven days before the date of Meeting so that the information required may be made available at the Meeting.
8. Members are requested to bring their copy of Annual Report to the Meeting and no additional copies will be provided during the Meeting.
9. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 are requested to send the prescribed Form SH-13 to the Registered Office of the Company. The form for the purpose would be made available on demand.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Suresh Goel who is retiring by rotation and being eligible offers himself for re-appointment:-

Shri Suresh Goel, is a Commerce Graduate having sound commercial and technical understanding of the Business. Shri Suresh Goel joined the Company in the year 1990 and the Company is being operated under his leadership since its initial stage. He has vast experience of managing business relating to import, export, rice mill, civil construction, mining contract, projects and steel industry. He has made several significant contributions to the Company's growth and implementation of investment plans and business strategies. He elevated the group to the new heights of success and the group never looked back under his Chairmanship. Apart from his engagement in the business he is playing an active role in the society. Shri Suresh Goel has been allotted Director Identification No. 00115834.

As on 31st March 2014, Shri Suresh Goel is holding 67,800 equity shares of Rs. 10/- each of the Company. Shri Suresh Goel is also holding Directorship in M/s Shri Bajrang Power and Ispat Limited, M/s S.B. Multimedia Private Limited, M/s Shri Bajrang Hydro Energy Private Limited and M/s Shri Bajrang Steel and Power Limited. He is also Chairman of Audit Committee and Remuneration Committee of M/s Shri Bajrang Power and Ispat Limited. He is not Member of any of the Committee of the Company. Shri Suresh Goel retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Because of his rich knowledge and vast experience, his re-appointment would be beneficial to the Company.
13. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Raj Kumar Yadava who is retiring at this Annual General Meeting and being eligible offers himself for re-appointment for a fixed term of Five years:-

Shri Raj Kumar Yadava is an M.Tech and Ph.D. in Metallurgical Engineering from Institute of Technology, Banaras Hindu University. He has around 38 years of industrial and research experience and wide knowledge in the field of metals and engineering materials. Shri Raj Kumar Yadava had

been Members of various committees like Technical Committee formed by IIT, Madras, Technical Advisory Committee formed by Small Scale Industries, Rajasthan, Expert Committee of Central Electro-Chemical Research Institution, Tamilnadu etc. He has also been visiting faculty from various renowned Indian and International Institutions. Shri Raj Kumar Yadava had also served many organizations like M/s. Balls and Cylpebs Ltd, United India Insurance Co. Limited, Rajasthan and Hindustan Zinc Limited and Department of Sales Tax in various dignified capacities. He brings to the Board his rich experience and understanding of the business and the Company is surely benefited significantly from his expertise. Shri Raj Kumar Yadava does not hold any shares of the Company.

14. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Vikash Kumar Khedia who is retiring at this Annual General Meeting and being eligible offers himself for re-appointment for a fixed term of Five years:-

Shri Vikash Kumar Khedia is a Commerce Graduate and is having a wide experience of in the field of sales and distribution of more than 15 years. He operates his business in the state of M.P. and Chhattisgarh, hence he is familiar of local markets, moreover Shri Vikash Kumar Khedia operates his business independently. Shri Vikash Kumar Khedia is also a Non Executive Director in Swastik Mercantiles Limited and Director in Shri Bajrang Ispat & Plywood Limited, Sister concerns of the Company. Shri Vikash Kumar Khedia does not hold any shares of the Company.

15. Information as required under Clause 49(IV)(G) of the Listing Agreement in respect of Shri Dinesh Kumar Aggarwal who is retiring at this Annual General Meeting and being eligible offers himself for re-appointment for a fixed term of Five years :-

Shri Dinesh Kumar Aggarwal is a Commerce Graduate and a learned person with wide knowledge and experience in iron & steel industry with vast knowledge in marketing and finance. Above all he is a Good Administrator, an Eminent Leader and having good financial control over the Company. In his guidance the industry is having an excellent growth and trying to modernize the industry with innovative technology and ideas. Shri Dinesh Kumar Aggarwal does not hold any shares of the Company.

16. Voting through electronic means:-

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 24th Annual General Meeting ("AGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.

Members are requested to note that the business as listed in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company name as "Shri Bajrang Alloys Limited" 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* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</p> <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 last 8 digits of the demat account/folio number in the PAN Field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field. |
| DOB# | <p>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.</p> |
| Dividend Bank Details# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, then please enter the number of shares held by you as on the cut off date (22nd August, 2014) 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 of Shri Bajrang Alloys 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.
- a. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates.
 - b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. 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.
 - e. 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.
- (xviii) The voting period begins on Tuesday, 16th September, 2014 at 10 am and ends on Thursday 18th September, 2014 at 05.00 pm. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22.08.2014) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) 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.
- (xx) Shri Anand Kumar Sahu of M/s. Anand Kumar Sahu & Associates, Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- (xxii) The Results declared along with the Scrutinizers report shall be placed on the Company's website www.sbal.co.in and the website of CDSL - www.evotingindia.co.in within two days of passing of the Resolutions at the 24th Annual General Meeting on 23rd Day of September, 2014 and communicated to BSE Limited where the shares of the Company are listed.

FOR AND ON BEHALF OF THE BOARD

Sd/-
(SHEENAM PITRODA)
COMPANY SECRETARY &
COMPLIANCE OFFICER

CIN No.: L27103CT1990PLC005964
REG. OFFICE: 521/C, URLA INDUSTRIAL
COMPLEX, URLA, RAIPUR – 493221 (C.G.)
Mail id: cs@goelgroup.co.in

PLACE: RAIPUR
DATE: 05/08/2014

Annexure to the Notice Dated 05th Day of August, 2014**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

Explanatory Statement is provided, although not strictly required as per Section 102(1) of the Companies Act, 2013

M/s. R.K. Singhania & Associates have been the Auditors of the Company since inception and has completed a term of more than 10 years by now. M/s. R.K. Singhania & Associates were Auditors for more than two terms of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, listed Companies cannot appoint or re-appoint an audit firm as Auditor for more than two terms of five consecutive years. Section 139 of the Companies Act, 2013 and Rules made thereunder has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement.

In view of the above, M/s. R.K. Singhania & Associates, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 08th July, 2014, proposed the appointment of M/s. R.K. Singhania & Associates as the Statutory Auditors of the Company for a period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting).

The Board commends the Resolution at Item No. 3 for approval by the Members by passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their respective Relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

Item No. 4

The Company is directed under Section 148 of the Companies Act, 2013 to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. S.C. Mohanty & Associates as the Cost Auditors of the Company to conduct Cost Audit relating to the business of the Company as ordered by the Central Government under the Companies Act, 2013 and the Rules made thereunder, for the year ending 31st March, 2015, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus out-of-pocket expenses.

M/s. S.C. Mohanty & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s. S.C. Mohanty & Associates have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the past several years under the provisions of the erstwhile Companies Act, 1956.

The Board has approved the remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus out-of-pocket expenses to M/s. S.C. Mohanty & Associates as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 4.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Cost Auditor and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm, on all working days till the date of the Annual General Meeting.

The Resolution at Item No. 4 is commended for approval by the Members by passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5

Shri Raj Kumar Yadava has been a Non-Executive Director of the Company since 28th September, 2010 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Shri Raj Kumar Yadava holds NIL shares in the Company.

Shri Raj Kumar Yadava is an M.Tech and PhD in Metallurgical Engineering from Institute of Technology, Banaras Hindu University and is a well-known researcher in iron and steel production. Shri Raj Kumar Yadava is also a Non Executive Director in Shri Bajrang Power and Ispat Limited, a Sister concern of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Raj Kumar Yadava has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The matter regarding appointment of Shri Raj Kumar Yadava as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director up to 22nd September, 2019. In the opinion of the Board, Shri Raj Kumar Yadava fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Shri Raj Kumar Yadava as Independent Director is now being placed before the Members in Annual General Meeting for their approval by passing Ordinary Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Shri Raj Kumar Yadava and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm, on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives, except Shri Raj Kumar Yadava is concerned or interested in the Resolution to item No. 5 of the accompanying Notice.

Item No. 6

Shri Vikash Kumar Khedia has been a Non-Executive Director of the Company since 28th June, 2006 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Shri Vikash Kumar Khedia holds NIL shares in the Company.

Shri Vikash Kumar Khedia is a Commerce Graduate and is having a wide experience in the field of sales and distribution of more than 15 years. He operates his business in the state of M.P. and Chhattisgarh, hence he is familiar of local markets, moreover Shri Vikash Kumar Khedia operates his business independently. Shri Vikash Kumar Khedia is also a Non Executive Director in Swastik Mercantiles Limited and Director in Shri Bajrang Ispat & Plywood Limited, Sister concerns of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Vikash Kumar Khedia has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The matter regarding appointment of Shri Vikash Kumar Khedia as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director upto 22nd September, 2019. In the opinion of the Board, Shri Vikash Kumar Khedia fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Shri Vikash Kumar Khedia as Independent Director is now being placed before the Members in Annual General Meeting for their approval by passing Ordinary Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Shri Vikash Kumar Khedia and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm, on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives, except Shri Vikash Kumar Khedia is concerned or interested in the Resolution to item No. 6 of the accompanying Notice.

Item No. 7

Shri Dinesh Kumar Aggarwal has been a Non-Executive Director of the Company since 02nd May, 2005 and is considered as an Independent Director under Clause 49 of the Listing Agreement. Shri Dinesh Kumar Aggarwal holds NIL shares in the Company.

Shri Dinesh Kumar Aggarwal is Commerce Graduate and a learned person with wide knowledge and experience in iron & steel industry with vast knowledge in marketing and finance. Shri Dinesh Kumar Aggarwal is also a Non Executive Director in Swastik Mercantiles Limited, Director in Shri Bajarang Ispat and Plywood Limited, a Sister Concern and Popular Mercantile Private Limited wholly owned subsidiary of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Dinesh Kumar Aggarwal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The matter regarding appointment of Shri Dinesh Kumar Aggarwal as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director up to 22nd September, 2019. In the opinion of the Board, Shri Dinesh Kumar Aggarwal fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Shri Dinesh Kumar Aggarwal as Independent Director is now being placed before the Members in Annual General Meeting for their approval by passing Ordinary Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of appointment of Shri Dinesh Kumar Aggarwal and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective Relatives, except Shri Dinesh Kumar Aggarwal is concerned or interested in the Resolution to item No. 7 of the accompanying Notice.

Item No. 8

The Company purchases Billets/Blooms as its Raw Materials from Shri Bajrang Power and Ispat Limited a Sister Concern of the Company on a regular basis which is used in the production of finished products of the Company - Structural Steel (Angles, Channels, Beams etc.).

The benefits derived from the purchase transactions with Shri Bajrang Power and Ispat Limited are – timely availability of Raw Materials, availability as per required specifications, required quantity so that there is minimum wastage and lesser storage, the raw materials are high tensile category of steel which are not easily available in the market place as per our requirements.

The Company is developing edge over its competitors with its high quality products in the market, and to a great extent good quality of raw materials helps in manufacturing high quality finished products in the production process.

Shri Bajrang Power and Ispat Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and thus the transaction requires approval of Members by a Special Resolution under Section 188 of the Companies Act, 2013 and under Clause 49 of Listing Agreement.

The Particulars of the Related Party Transactions are as follows:-

| PARTICULARS | DETAILS |
|---|--|
| Name of the Related Party | Shri Bajrang Power and Ispat Limited |
| Name of the Director or Key Managerial Personnel who is related | Shri Suresh Goel & Shri Narendra Goel |
| Nature of relationship | Sister Concern as both the Companies are having common Directors on their Board (Shri Suresh Goel and Shri Narendra Goel being common Directors) |
| Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement. | Agreement entered between the Company and Shri Bajrang Power and Ispat Limited for Purchase of Billets/Blooms and other materials as required by the Company for a period of Five years on an arm's length basis i.e. on prevailing market prices. |
| Any other information relevant or important for the Members to take a decision on the proposed resolution | -- |

In compliance with the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder and Clause 49 of the Listing agreement, approval of material related party transactions of the Company, is now being placed before the Members in Annual General Meeting for their approval by passing Special Resolution.

Copies of Memorandum of Association and Articles of Association of the Company and the terms of Agreement and other relevant documents and papers are open for inspection by Members at the Registered Office of the Company between 10 am to 12 pm on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel and Shri Narendra Goel is concerned or interested in the Resolutions to item No. 8 of the accompanying Notice.

FOR AND ON BEHALF OF THE BOARD

Sd/-
(SHEENAM PITRODA)
COMPANY SECRETARY &
COMPLIANCE OFFICER

**REG. OFFICE: 521/C, URLA INDUSTRIAL
 COMPLEX, URLA, RAIPUR – 493221 (C.G.)
 CIN No.: L27103CT1990PLC005964
 Email id: cs@goelgroup.co.in**

**PLACE: RAIPUR
 DATE: 05/08/2014**

DIRECTORS' REPORT

(Pursuant to the provisions of Section 217 of the Companies Act, 1956)

To,
The Members of
SHRI BAJRANG ALLOYS LIMITED

Your Directors take pleasure in presenting the 24th Annual Report on the business and operations of your Company along with Audited Standalone and Consolidated Financial Statements and Auditor's Report thereon for the financial year ended on 31st March, 2014.

The summarized financial results for the year ended on 31st March 2014 are as under:

FINANCIAL RESULTS

(Rs. in Lacs)

| PARTICULARS | STANDALONE | | CONSOLIDATED | |
|---|--|--|--|--|
| | <i>Financial Year ended 31.03.2014</i> | <i>Financial Year ended 31.03.2013</i> | <i>Financial Year ended 31.03.2014</i> | <i>Financial Year ended 31.03.2013</i> |
| Total Turnover & other receipts | 11997.84 | 14453.83 | 12005.60 | 14454.01 |
| Profit before Interest, Depreciation and Tax | 683.24 | 667.98 | 684.60 | 692.96 |
| Interest | 418.90 | 362.06 | 418.91 | 386.96 |
| Depreciation for the year | 84.86 | 98.55 | 84.86 | 98.56 |
| Profit before Tax | 179.48 | 207.37 | 180.83 | 207.44 |
| Less : Provision for Income Tax | 65.24 | 70.76 | 65.66 | 70.76 |
| Less : Net Deferred Tax Liability | (7.21) | (3.72) | (7.21) | (3.72) |
| Net Profit after Tax | 121.45 | 140.33 | 122.38 | 140.40 |
| Add : Balance in Profit & Loss Account | 882.90 | 842.57 | 882.97 | 842.57 |
| Amount available for appropriation | 1004.35 | 982.90 | 1005.35 | 982.97 |
| Transferred to General Reserve | 10.00 | 100.00 | 10.00 | 100.00 |
| Balance transferred to Balance Sheet | 994.35 | 882.90 | 995.35 | 882.97 |
| Earnings Per Share (Basic & Diluted) | 1.35 | 1.56 | 1.36 | 1.56 |

DIVIDEND

The Directors of your Company do not recommend any dividend for the financial year 2013-14 as it is decided to plough back the profit and utilizing it for the enhancement of the business.

TRANSFER TO RESERVES

The Company proposes to transfer Rs.10.00 Lacs to General Reserve out of the amount available for appropriation and an amount of Rs.994.35 Lacs has been transferred from the Profit and Loss account to the Balance sheet.

REVIEW OF OPERATIONS

On a Consolidated basis the Revenue for the current financial year stood at Rs.12005.60 Lacs as compared to Rs.14454.01 Lacs in the previous year and Profit after Tax stood at Rs.122.38 Lacs during the current financial year as compared to Rs.140.40 Lacs in the previous year.

On a Standalone basis the Revenue for the current financial year stood at Rs.11997.84 Lacs as compared to Rs.14453.83 Lacs in the previous year and Profit after Tax stood at Rs.121.45 Lacs during the current financial year as compared to Rs.140.33 Lacs in the previous year.

DIRECTORS

The Board consists of Executive and Non Executive Directors, including Independent Directors who are having wide and varied experience in different disciplines of corporate functioning. The Directors of the Company are:

1. Shri Suresh Goel – Chairman
2. Shri Anand Goel – Managing Director
3. Shri Narendra Goel – Director
4. Shri Vikash Kumar Khedia – Independent Director
5. Shri Dinesh Kumar Aggarwal – Independent Director
6. Shri Raj Kumar Yadava – Independent Director

In accordance with the provisions of Section 152 of the Companies Act, 2013, Shri Suresh Goel, Director of the Company retires by rotation in the upcoming Annual General Meeting and being eligible, offers himself for reappointment.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of Shri Raj Kumar Yadava, Shri Vikas Kumar Khedia and Shri Dinesh Kumar Aggarwal as Independent Directors for the terms given in the Notice of the 24th Annual General Meeting. Details of the proposal for the appointment of above Independent Directors are mentioned in the Explanatory Statement under Section 102(1) of the Companies Act, 2013 annexed to the Notice of the 24th 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 Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, the Directors confirm:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations.
- ii. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period;
- iii. That they have taken proper and sufficient care to the best of their knowledge and ability 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;
- iv. That they have prepared the annual accounts on a going concern basis.

SUBSIDIARY COMPANY

M/s. Popular Mercantile Private Limited is the subsidiary of the Company as on March 31, 2014. There has been no material change in the nature of the business of the Subsidiary Company.

As required under Clause 32 of Listing Agreement entered into with BSE, a consolidated financial statement of the Company and its subsidiary is attached. The consolidated financial statement has been prepared in accordance with the applicable accounting standards.

The consolidated financial statement discloses the assets, liabilities, income, expenses and other details of the Company and its Subsidiary.

Pursuant to the provisions of Section 212(8) of the Companies Act, 1956, the Ministry of Corporate Affairs vide its Circular dated February 8, 2011 has granted general exemption from attaching the Balance Sheet, Statement of Profit and Loss and other documents of the Subsidiary Company with the Balance Sheet of the Company. A statement containing brief financial details of the Company's subsidiary for the financial year ended March 31, 2014 is included in the annual report. The annual accounts of this subsidiary and the related information will be made available to any Member of the Company/its Subsidiary seeking such information and are available for inspection by any Member of the Company/its Subsidiary at the Registered Office of the Company. The annual accounts of the said Subsidiary will also be available for inspection, at the Head Office/Registered Office of the respective Subsidiary Company.

CEO & CFO CERTIFICATION

The Certificate from the Managing Director pursuant to Clause 49(V) of the Listing Agreement was tabled at the Board Meeting dated 27th May, 2014 and duly signed by the Managing Director is also annexed with this report.

HUMAN RESOURCES

The Company places emphasis on recruitment, training and development of human resources, which assumes utmost significance in achievement of corporate objectives. Your Company integrates industrial and organizational capabilities in a seamless manner through empowerment and by offering a challenging workplace, aimed towards realization of organizational goals. Your Company draws its strength from a highly engaged and motivated workforce whose collective passion and commitment has helped the Organization reach new heights.

PARTICULARS OF EMPLOYEES UNDER Section 217 (2A)

During the period under review, no employee employed throughout the period or part of the period was in receipt of remuneration in excess of the limits prescribed under Sub-Section (2A) of Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended from time to time.

DEPOSITS

The Company has not accepted or renewed any deposits from the public as envisaged under Section 58A of the Companies Act, 1956.

CORPORATE GOVERNANCE REPORT & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is committed in maintaining the highest standards of Corporate Governance and adheres to the stipulations prescribed under Clause 49 of the Listing Agreement with BSE. A Report on Corporate Governance & Shareholder Information together with the Auditors Certificate thereon and Management Discussion and Analysis Report is annexed as part of this Report.

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

Information on Conservation of Energy, efforts made towards Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is annexed to this Report.

AUDITORS

M/s. R.K. Singhanian & Associates, Chartered Accountants, Raipur, the Statutory Auditors of the Company, retire at the forthcoming Annual General Meeting of the Company. They being eligible for reappointment have expressed their consent to be reappointed. The Company has also received a certificate from them to the effect that their re-appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013.

AUDITOR'S REPORT

A copy of the Annual Report for the year ended on March 31, 2014 along with the Auditor's Report thereon is annexed to the Directors' Report. The Notes on Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments and there are no qualification remarks made by the Auditors in their report, hence no explanation is required in this regard.

COST AUDITORS AND COST AUDITOR'S REPORT

As per the Order issued by Ministry of Corporate Affairs dated June 30, 2011 pursuant to Section 233B of the Companies Act, 1956, our Company is required to get its cost accounting records audited by Cost Auditors and has accordingly appointed M/s. S.C. Mohanty and Associates as Cost Auditors of the Company for conducting audit of cost accounting records of the Company for the financial year 2013-14 and the Company has received consent from M/s. S.C. Mohanty & Associates for their appointment as the Cost Auditors of the Company. The due date of filing Cost Audit Report for the financial year ended March 31, 2014 is September 30, 2014.

VOTING BY ELECTRONIC MEANS

The Company is providing e-voting facility to all Members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting is provided in the Notice.

ACKNOWLEDGEMENT

Your Directors accord their undying gratitude for the assistance, support and guidance provided by Banks, Customers, Suppliers, Regulatory & Government Authorities, Business Associates and all other Stakeholders. Your Directors also appreciate and value the contribution and commitment of every employee towards your Company's performance, growth and sustainability. Your Directors look forward to your continuing and valuable support.

FOR AND ON BEHALF OF THE BOARD

Sd/-
SURESH GOEL
(CHAIRMAN)

PLACE : RAIPUR
DATE : 27.05.2014

Annexure to Directors' Report

Particulars pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

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

A. CONSERVATION OF ENERGY

Your Company recognizes the vital need to conserve energy and give due importance to the reduction of power consumption in its manufacturing processes. During the year under review the following energy conservation measures have been implemented:-

- Use of energy efficient lights.
- Monitoring of insulation resistance of Motors to reduce dielectric losses.
- Use of good quality lubricants to reduce frictions.

Details of Power and Fuel Consumption :-

| S.No. | PARTICULARS | F.Y. 2013-14 | F.Y. 2012-13 |
|-------|---|--------------|--------------|
| 1. | ELECTRICITY | | |
| | Units Consumed (in KWH) | 1470240 | 1540620 |
| | Total Cost (in Rs.) | 10884151 | 10889694 |
| | Rate per Unit (in Rs.) | 7.40 | 7.07 |
| 2. | COAL | | |
| | Quantity Consumed (In MT.) | 3551.300 | 3913.350 |
| | Total Cost (in Rs.) | 22191536 | 26894229 |
| | Rate Per Mt. (in Rs.) | 6248.85 | 6872.43 |
| 3. | FURNACE OIL | | |
| | Quantity Consumed (in Ltrs) | 368900 | 418550 |
| | Total Cost (in Rs.) | 14728284 | 15964133 |
| | Rate Per Ltrs. (in Rs.) | 39.92 | 38.14 |
| 4. | OXYGEN GAS | | |
| | Quantity Consumed (in Cu. Mtr.) | 63801 | 70186 |
| | Total Cost (in Rs.) | 725438 | 739340 |
| | Rate Per Cu. Mtrs. (in Rs.) | 11.37 | 10.53 |
| 5. | CONSUMPTION PER UNIT OF PRODUCTION | | |
| | Production of M.S. Structural (in MT) | 24491.880 | 26951.260 |
| | Electricity (in KWH) | 60.03 | 57.16 |
| | Coal (in MT) | 0.145 | 0.145 |
| | Furnace Oil (in Ltrs) | 15.06 | 15.53 |
| | Gas (in Cu. Mtrs) | 2.60 | 2.60 |

B. TECHNOLOGY ABSORPTION

Efforts in brief made towards technology absorption, adaptation and innovation:

- The Company has its own testing laboratory well equipped with modern machines and equipments for ensuring the quality of output and raw materials.
- All the ranges of products offered by the Company to its valuable clients are all ISI marked known for its best quality products.
- Constant monitoring of process and technology upgradation taking place in advance countries and to offer similar products through in-house R & D as well as through progressive manufacturing activities. The Company is in the process of further improving its quality control methods and testing facilities.
- Regular interaction with equipment designers and manufacturers and major raw material suppliers for improvements to processing and operating parameters.

Benefits derived as a result of above efforts are that the product quality has been improved to a great extent.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(a) Activities relating to exports :-

- Initiatives taken to increase exports during the year and currently planning to export the products.
- Development of new export markets for products of the Company.
- The Company has not availed or provided any foreign services.

(b) Information in respect of Foreign Exchange Earning and Outgo in respect of Exports are:

(Rs. in Lacs)

| Particulars | F.Y. 2013-14 | F.Y. 2012-13 |
|-------------|--------------|--------------|
| Earning | 85.53 | -- |
| Outgoing | -- | -- |
| Net Amount | 85.53 | -- |

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is not something which can be governed by a statute, but it is environment of good self moral and ethical conduct. Good Corporate Governance is characterized by a firm commitment and adoption of ethical practices by an Organization across its entire value chain and in all of its dealings with a wide group of stakeholders encompassing employees, customers, vendors, regulators and Shareholders in both good and bad times. The basic objective of Corporate Governance is to build up an environment of trust and confidence amongst those having competing and conflicting interest to enhance Shareholders value and to protect the interest of other stakeholders. Corporate Governance is a key element in improving efficiency and growth as well as enhancing investor confidence.

The Company has laid a strong foundation for making Corporate Governance a way of life by constituting a Board with balanced mix of experts of eminence and integrity holding position as Executive and Non Executive Directors. It is about openness, integrity, accountability and transparency, these substances are inexorably linked to the mindset of Company's management which leads to ethical behavior. The Company prominences the concept of Corporate Governance by embracing and demonstrating the ethical conduct. Your Company had some values to which it stuck through thick and thin, it is these values which had helped to develop a corporate culture and the requisite focus over the super ordinate goals and to overcome the challenges which an enterprise has to constantly meet. Our corporate structure, business and disclosure practices have been aligned to our corporate governance philosophy.

In line with this, we are pleased to inform you that, as on 31st March 2014, the Company is in compliance with all the requirements of Clause 49 of the Listing Agreement. The necessary disclosures as required under Clause 49 of the Listing Agreement have been covered in this Annual Report.

2. BOARD OF DIRECTORS

COMPOSITION

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors. The Composition of the Board and the category of Directors are as follows:

| Name of Directors | Category of Directors | No. of other Directorship held* | No. of Board Meetings Attended | Last AGM Attended | No. of other Board Committees (Member/Chairman)** |
|--|---------------------------|---------------------------------|--------------------------------|-------------------|---|
| Shri Suresh Goel | Executive Non-Independent | 02 | 08 | Present | 02 (Chairman) |
| Shri Anand Goel | Executive Non-Independent | 02 | 08 | Present | None |
| Shri Narendra Goel | Executive Non-Independent | 04 | 06 | Present | None |
| Shri Vikash Kumar Khedia | Non-Executive Independent | 02 | 04 | Present | None |
| Shri Dinesh Kumar Aggarwal | Non-Executive Independent | 03 | 04 | Present | 01 (Member) |
| Shri Raj Kumar Yadava | Non-Executive Independent | 01 | 04 | Present | 01 (Member) |
| Total No. of Directors 06 (Six) | | | | | |

* Excluding Directorship in Private Limited Companies, Foreign Companies and Companies registered u/s 25 of the Companies Act, 1956.

** Only two Committees, namely, Audit Committee and Shareholders Grievance Committee have been considered.

All the Independent Directors of the Company furnishes a declaration annually that they qualify the conditions of their being Independent Director. All such declarations were placed before the Board.

None of the Directors on the Board holds Directorships in more than 10 Public Companies and overall Directorships in 20 Companies (as per Section 165 of the Companies Act, 2013).

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as per Clause 49(I)(C)(ii)) across all Companies in which he is a Director. All the Directors have made the requisite disclosures regarding committee position held by them in other Companies.

Meetings Held

Eight Board Meetings were held during the year and the gap between two Meetings did not

SHRI BAJRANG ALLOYS LTD.

exceeded four months. The dates on which the said Meetings were held are as follows:

May 29, 2013, July 01, 2013, August 12, 2013, September 24, 2013, November 13, 2013, February 10, 2014, February 13, 2014 and February 19, 2014.

3. AUDIT COMMITTEE

Meetings Held

The Audit Committee met four times during the year under review on the following dates:-

1. May 29, 2013
2. August 12, 2013
3. November 13, 2013
4. February 13, 2014

Composition and Attendance

The Audit Committee is constituted of three Independent Directors. The detailed composition, Meetings of the Members of the Audit Committee held during the year is given below:

| Name of Director | Composition as on 31 st March 2014 | No. of Meetings attended |
|----------------------------|---|--------------------------|
| Shri Dinesh Kumar Aggarwal | Chairman (Non Executive Independent Director) | 4 |
| Shri Vikash Kumar Khedia | Member (Non Executive Independent Director) | 4 |
| Shri Raj Kumar Yadava | Member (Non Executive Independent Director) | 4 |

Terms of Reference

The broad terms of reference of Audit Committee (as per Section 177 of the Companies Act, 2013) as approved by the Board at its Meeting dated 20th May, 2014 are-

The broad terms of reference of Audit Committee are – recommendation for appointment, remuneration and terms of appointment of Auditors of the Company, review and monitor the Auditor's independence and performance and effectiveness of audit process, examination of the financial statement and the Auditor's report thereon, approval or any subsequent modification of transactions of the Company with related parties, scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of the Company, wherever it is necessary, evaluation of internal financial controls and risk management systems, monitoring the end use of funds raised through public offers and related matters, etc.

The functioning and the terms of reference of the Audit Committee, the role, powers and duties, quorum for Meeting and frequency of Meetings have been devised keeping in view the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges as are in force / applicable from time to time.

The Audit Committee Meetings were attended by executives of Accounts Department, Finance Department and Representatives of Statutory and Internal Auditors. The Cost Auditors appointed by the Company, attended the Audit Committee Meeting, where the Cost Audit Report was discussed. All the Members of the Audit Committee are financially literate as required by Clause 49 of the Listing Agreement.

4. REMUNERATION COMMITTEE

Meetings Held

The Remuneration Committee met two times during the year under review on the following dates:-

1. May 29, 2013
2. February 13, 2014

Composition and Attendance

The detailed composition, Meetings of the Members of the Remuneration Committee held during the year is given below:

| Name of Director | Composition as on 31 st March 2014 | No. of Meetings held |
|----------------------------|---|----------------------|
| Shri Raj Kumar Yadava | Chairman (Non Executive Independent Director) | 2 |
| Shri Vikash Kumar Khedia | Member (Non Executive Independent Director) | 2 |
| Shri Dinesh Kumar Aggarwal | Member (Non Executive Independent Director) | 2 |

The Board at its Meeting held on 20th May, 2014 resolved to re-crystallize the Remuneration Committee to Nomination & Remuneration Committee and revised its terms of reference, while the compositions of Chairman and Members remained the same as it was already in Compliance with the requirements of the provisions of the Companies Act, 2013.

Revised Terms of Reference:

- I. The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- II. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- III. The Nomination and Remuneration Committee shall, while formulating the policy ensure that—
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - b. To ensure that, relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
 - c. To ensure that the remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Details of remuneration paid to the Directors of the Company

| Name of Director | Category of Director | Remuneration Paid per annum |
|------------------|---------------------------|-----------------------------|
| Shri Suresh Goel | Executive Non-Independent | 900000/- |
| Shri Anand Goel | Executive Non-Independent | 1200000/- |

Details of sitting fees paid to the Non-Executive Directors of the Company

| Name of Director | Category of Director | Sitting Fees Paid per annum |
|----------------------------|---------------------------|-----------------------------|
| Shri Raj Kumar Yadava | Non-Executive Independent | 25000/- |
| Shri Vikas Kumar Khedia | Non-Executive Independent | 25000/- |
| Shri Dinesh Kumar Aggarwal | Non-Executive Independent | 25000/- |

Remuneration Policy

The Remuneration Committee recommends the remuneration package of the Executive Directors of the Board. In framing the remuneration policy, it takes into consideration the remuneration practices of the Company of similar size, stature and Industry Standards which clearly relates remuneration to the performance. It also recommends and monitors the level and structure of pay for senior management which meets appropriate performance benchmarks.

The Director's compensation is based on their individual goals which are linked to the organizational goals. Executive Directors (ED) are paid subject to the approval of the Board and the Company in the General Meeting, on such terms and conditions as per agreements entered into between them and the Company, which reflects a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

5. SHAREHOLDERS GRIEVANCE COMMITTEE Meetings Held

The Shareholders Grievance Committee met four times during the year under review on the following dates:-

1. May 29, 2013
2. August 12, 2013
3. November 13, 2013
4. February 13, 2014

Composition and Attendance

The Shareholders Grievance Committee is constituted of Two Independent Directors and one Executive Director. The detailed composition, Meetings of the Members of the Committee held during the year is given below:

| Name of the Director | Composition as on 31 st March 2014 | No. of Meetings held |
|----------------------------|---|----------------------|
| Shri Anand Goel | Chairman (Executive Director) | 04 |
| Shri Dinesh Kumar Aggrawal | Member (Non-Executive, Independent Director) | 04 |
| Shri Raj Kumar Yadava | Member (Non-Executive, Independent Director) | 04 |

Term of Reference:

- To look into the grievances of Shareholders, debenture holders and other security holders, including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. and redress the same within a reasonable period of time.
- To expedite the share transfer formalities of applications of transfer of shares held in physical form.
- The Chairperson of the Committee shall attend the General Meetings of the Company.
- Review the reports submitted by the Registrar and Transfer Agents of the Company at Quarterly and half yearly intervals and to ascertain and look into the quality of Company's Shareholder's / Investor's Grievances redressal system.

Although there were no outstanding complaints as on March 31, 2014.

6. GENERAL BODY MEETINGS

I. Annual General Meeting

Details of last three Annual General Meetings held :-

| Meeting for the year ended | Date and Time | Venue | Whether any Special resolution passed | Special Resolution through Postal Ballot |
|----------------------------|---|---|---------------------------------------|--|
| 2012-13 | 27 th September 2013, 9.00 am | 521/C, Urla Industrial Complex, Urla , Raipur (C.G.) 493221 | -NO- | -NO- |
| 2011-12 | 28 th September 2012, 9.00 am | 521/C, Urla Industrial Complex, Urla , Raipur (C.G.) 493221 | -NO- | -NO- |
| 2010-11 | 27 th September 2011, 10.00 am | 521/C, Urla Industrial Complex, Urla , Raipur (C.G.) 493221 | -NO- | -NO- |

II. Extraordinary General Meeting

No Extraordinary General Meeting of the Members was held during the year 2013-14.

III. Postal Ballot

During the year Postal Ballot was conducted by the Company for passing of three Special Resolutions (details as mentioned below). The Notice of Postal Ballot dated 24.02.2014 was sent to all the Members for voting, by 28.02.2014. M/s. Anand Kumar Sahu & Associates, Company Secretaries, Raipur were appointed as Scrutinizers for conducting the Postal Ballot process.

The Details of Voting Pattern on the Special Resolutions passed through Postal Ballot are as follows:-

Resolution 1: To enhance the Borrowing Limits of the Board of Directors of the Company in excess of the limits prescribed under Section 180(1)(c) of the Companies Act, 2013

| PARTICULARS | NO. OF POSTAL BALLOT FORMS | NO. OF SHARES (Rs.10/- EACH) | % OF TOTAL PAIDUP EQUITY CAPITAL |
|---|----------------------------|------------------------------|----------------------------------|
| Total Postal Ballot Forms received | 56 | 5450486 | 60.560 |
| Less: Invalid Postal Ballot Forms | 2 | 600 | 0.006 |
| Net Valid Postal Ballot Forms | 54 | 5449886 | 60.554 |
| Postal Ballot Forms giving Assent (FOR) Resolution | 50 | 5449625 | *99.995 |
| Postal Ballot Forms giving Dissent (AGAINST) Resolution | 4 | 261 | *0.005 |

* As a Percentage of net valid shares polled.

Resolution 2: To authorize Board to create Charge/Mortgage/Lien on the Assets/ Properties/ Undertakings of the Company in excess of the limits prescribed under Section 180(1)(a) of the Companies Act, 2013

| PARTICULARS | NO. OF POSTAL BALLOT FORMS | NO. OF SHARES (Rs.10/- EACH) | % OF TOTAL PAIDUP EQUITY CAPITAL |
|---|----------------------------|------------------------------|----------------------------------|
| Total Postal Ballot Forms received | 56 | 5450486 | 60.560 |
| Less: Invalid Postal Ballot Forms | 2 | 600 | 0.006 |
| Net Valid Postal Ballot Forms | 54 | 5449886 | 60.554 |
| Postal Ballot Forms giving Assent (FOR) Resolution | 50 | 5449625 | *99.995 |
| Postal Ballot Forms giving Dissent (AGAINST) Resolution | 4 | 261 | *0.005 |

* As a Percentage of net valid shares polled.

Resolution 3: To authorize Board to make Inter-Corporate Loans, Guarantees, Securities & Investments in excess of the limits prescribed under Section 372A of the Companies Act, 1956

| PARTICULARS | NO. OF POSTAL BALLOT FORMS | NO. OF SHARES (Rs.10/- EACH) | % OF TOTAL PAIDUP EQUITY CAPITAL |
|---|----------------------------|------------------------------|----------------------------------|
| Total Postal Ballot Forms received | 56 | 5450486 | 60.560 |
| Less: Invalid Postal Ballot Forms | 2 | 600 | 0.006 |
| Net Valid Postal Ballot Forms | 54 | 5449886 | 60.554 |
| Postal Ballot Forms giving Assent (FOR) Resolution | 49 | 5449355 | *99.990 |
| Postal Ballot Forms giving Dissent (AGAINST) Resolution | 5 | 531 | *0.010 |

* As a Percentage of net valid shares polled.

The votes cast 'FOR' the Resolution were above 99% of the total votes polled and consequently the Special Resolutions as mentioned in the Item no. 1, Item No.2 and Item No.3 of Notice of the Postal

Ballot dated February 24, 2014 were passed with overwhelming majority.

The above results were announced by Shri Anand Goel, Managing Director of the Company on Thursday, April 3, 2014 at 12.00 pm at the Registered Office of the Company at 521/C, Urla Industrial Complex, Urla, Raipur - 493221 (C.G.).

None of the businesses proposed to be transacted in the ensuing Annual General Meeting which requires passing a special resolution through postal ballot.

7. CODE OF ETHICS

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in all its business dealings. A Code of Conduct for the Board Members and Senior Management and a Code for prevention of Insider Trading have been adopted pursuant to Clause 49 of the Listing Agreement and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Code is applicable to all the Directors and specified Senior Management Executives. The Code impresses upon Directors and Senior Management executives to uphold the interest of the Company and its stakeholders and to endeavor to fulfill all fiduciary obligations towards them. Another important principle on which code is based is that the Directors and the Senior Management Executives shall act in accordance with highest standards of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

I, Anand Goel, Managing Director of Shri Bajrang Alloys Limited, hereby declare that all the Members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Clause 49(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges, for the year ended March 31, 2014.

For, Shri Bajrang Alloys Limited

Sd/-
Anand Goel
 (Managing Director)

8. DISCLOSURES

- i) A Statement in summary form, of all the transactions entered into with the related parties in the ordinary course of business, details of material individual transactions with the related parties that are in normal course of business were placed before the Audit Committee. All material related party transactions were approved by the Audit Committee and there are no material transactions with the related parties, which require separate disclosures or have potential conflicts with the interests of the Company. A comprehensive list of transactions entered into with the related parties as required by Accounting Standard (AS)-18 issued by the Institute of Chartered Accountants of India is disclosed in the Note No. 34 in the Annual report.
- ii) The risk management issues are discussed in detail in the report of Management Discussion and Analysis. The risk control framework is being strengthened on a continuous basis in the Company. The Board, its Audit Committee and its executive management is collectively striving to identify the risks impacting the Company's business and is in the process of documenting their procedure of risk identification, risk minimization, risk optimization as a part of their risk management policy/ strategy.
- iii) There were no public issues, right issues, preferential issues etc. during the Financial Year 2013-14 under review.
- iv) The amount of Rs.21,00,000/- (Rupees Twenty One Lacs only) per annum was paid as managerial remuneration to the Executive Directors of the Company and Rs.75000/- per annum was paid as sitting fees to Independent Directors of the Company.
- v) Comprehensive insider trading disclosure guidelines in line with SEBI Regulations have been adopted by the Board in which the procedure to be followed by all the key managerial personnel, staffs and other relevant business associates for disclosure of

all security transactions of the shares of the Company on a continuous basis of any unpublished price sensitive information relating to the Company is formulated.

- vi) Non-Executive Directors of the Company holds NIL Equity Shares in the Company.
- vii) There have been no penalties/strictures/ imposed on the Company, by Stock Exchange/ SEBI or any other statutory authority relating to capital markets for any non compliances made by the Company.
- viii) The Directors of the Company affirms that no personnel of the Company have been denied access to the Audit Committee.
- ix) The Board's Report complies with and discloses all the mandatory requirements as per Clause 49 of the Listing Agreement entered into with Stock Exchange and is moving towards adoption of certain non mandatory requirements as well.

9. WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of Conduct or Ethics policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Audit Committee. The policy also specifies the procedure and reporting authority for reporting unethical behavior, actual or suspected fraud or violation of the code or any other unethical or improper activity misuse or improper use of accounting policies and procedures resulting in misrepresentation of accounts and financial statements. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

10. MEANS OF COMMUNICATION

The quarterly, half yearly and annual financial results and reports are sent to the Stock Exchanges immediately after they are approved by the Board. These are also published in the

prescribed proforma within 48 hours of the conclusion of the Meeting of the Board of Directors, in which they are considered, one in English newspaper, circulating in the whole or substantially the whole of India and one in vernacular newspaper of the state of Chhattisgarh.

The Company's designated email id for investor services is investors.sbal@gmail.com and the website address of the Company is www.sbal.co.in, where the stakeholders can find general information about the Company and its Business operations.

11. GENERAL SHAREHOLDER'S INFORMATION

Annual General Meeting for the year ended 31st March 2014

| | |
|------------------------|--|
| Date | 23 rd September, 2014 |
| Time | 09.00 AM. |
| Venue | 521/C, Urla Industrial Complex, Urla, Raipur (C.G.) 493221. |
| Dates of Book Closure | 16 th September, 2014 to 23 rd September, 2014 |
| Dividend Payment Dates | No dividend has been recommended for the F.Y. 2013-14. |

Financial Calendar (Tentative)

Publication with respect to Financial Results and Annual General Meetings

| | |
|---|---------------------------|
| First Quarter Results | On or before August 15 |
| Second Quarter Results | On or before November 15 |
| Third Quarter Results | On or before February 15 |
| Annual Audited Results for the year ending 31 st March, 2015 | On or before May 30 |
| Annual General Meeting for the year ended 31 st March 2015 | On or before September 30 |

Details of Exchange where the Company is listed and RTA of the Company

| | |
|--|---|
| Listed on | Bombay Stock Exchange (BSE) |
| Stock Code | Scrip Code-526981 ISIN No.-INE 402H01015 |
| Registrar and Share Transfer Agent for Physical shares and Electronic Connectivity | LINK INTIME INDIA PVT. LTD. C-33, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W) Mumbai-78. Maharashtra Ph : (022) 25963838 Fax : (022) 25946969 |

12. SHARE TRANSFER SYSTEM

96.69% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Link Intime India Private Limited at the above mentioned address.

Transfer of shares in physical form is normally processed within twelve to fifteen days from the date of receipt, if the documents are complete in all respects. The Compliance Officer, under the authority of the Board, approves transfers, which are noted at subsequent Board Meetings.

The Company has obtained from a Company Secretary in Practice a Half yearly Certificate of Compliance regarding share transfer as per the requirement of Clause 47(c) of the Listing Agreement and a copy of this certificate is regularly submitted to the Stock Exchange.

Distribution of Shareholding as on 31st March, 2014

| S.No. | Category | No. of Shares held | Percentage (%) |
|-------|--|--------------------|----------------|
| 1. | Promoters (including person acting in concert) | 5410969 | 60.12 |
| 2. | Body Corporate | 1372720 | 15.25 |
| 3. | General Public | 2211803 | 24.58 |
| 4. | NRI | 1585 | 0.02 |
| 5. | Clearing Members | 2923 | 0.03 |
| | TOTAL | 9000000 | 100.00 |

SHRI BAJRANG ALLOYS LTD.

Distribution of Shareholding (Size Wise) as on 31st March 2014

| Shareholding of No. of Shares | No. of Shareholders | Percentage of Total Shareholders | No. of Shares held | Percentage of Total Shares |
|-------------------------------|---------------------|----------------------------------|--------------------|----------------------------|
| 1-500 | 1206 | 68.52 | 276618 | 3.07 |
| 501-1000 | 267 | 15.17 | 192078 | 2.14 |
| 1001-2000 | 120 | 6.82 | 175503 | 1.95 |
| 2001-3000 | 46 | 2.62 | 119642 | 1.33 |
| 3001-4000 | 15 | 0.85 | 55996 | 0.62 |
| 4001-5000 | 21 | 1.19 | 99062 | 1.10 |
| 5001-10000 | 35 | 1.99 | 246864 | 2.74 |
| 10001-**** | 50 | 2.84 | 7834237 | 87.05 |

Market Price Data

High, Low and Closing prices of Company's Equity Shares in Bombay Stock Exchange Limited, Mumbai during each month from April 2013 to March 2014 are as under (as available on the BSE Website) :

(Amount in Rs.)

| Month | High | Low | Closing |
|------------|-------|-------|---------|
| April 2013 | 15.05 | 10.80 | 15.05 |
| May 2013 | 15.00 | 15.00 | 15.00 |
| June 2013 | 15.00 | 15.00 | 15.00 |
| July 2013 | 17.20 | 15.00 | 17.15 |
| Aug 2013 | 27.80 | 18.00 | 26.45 |
| Sept 2013 | 28.80 | 24.50 | 27.50 |
| Oct 2013 | 27.50 | 24.85 | 26.15 |
| Nov 2013 | 26.15 | 21.55 | 21.55 |
| Dec 2013 | 22.50 | 18.30 | 19.00 |
| Jan 2014 | 22.50 | 17.00 | 17.85 |
| Feb 2014 | 17.00 | 13.80 | 13.80 |
| Mar 2014 | 17.60 | 11.13 | 15.97 |

Dematerialisation of Shares and Liquidity

The Company's Shares are available for dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2014 the status of dematerialization are :

| | |
|-------------------------------------|---------|
| Held in Dematerialized form in CDSL | 1114421 |
| Held in Dematerialized form in NSDL | 7587564 |
| Held in Physical form | 298015 |

Outstanding ADRs / GDRs/ Warrants or any Convertible Instrument, Conversion Dates and Likely to Impact Equity

The Company has never issued any ADR, GDR or Share Warrants which can impact the price of Equity of the Company.

Plant Location:

521/C, Urla Industrial Complex, Urla, Raipur
(C.G.) – 493221

Address for Correspondance

SHRI BAJRANG ALLOYS LIMITED

521/C, Urla Industrial Complex,
Urla, Raipur (C.G.) 493221
Ph No.- (0771) 4288000, Fax- (0771) 4288001
CIN No.: L27103CT1990PLC005964
Email id- investors.sbal@gmail.com

Share Transfer Agents

LINK INTIME INDIA PRIVATE LIMITED

C-33, Pannalal Silk Mills Compound, LBS Marg,
Bhandup (W), Mumbai-78, Maharashtra
Ph No.- (022) 25963838
Fax No.- (022) 25946969

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC AND INDUSTRY OVERVIEW

Steel is crucial to the development of any modern economy and is considered to be one of the backbones of human civilization. The level of per capita consumption of steel is treated as an important index of the level of socio-economic development in a country.

The Steel Industry in India plays such a significant role in the Country's growth that they have their own Ministry of Steel. From only three Steel Plants, a few electric arc furnace-based plants and a mere one million tonne (MT) capacity status at the time of Independence, India is now the fourth largest Crude Steel Producer in the world and the largest producer of sponge iron. The country has also been the largest Sponge Iron Producer in the world since 2003.

The Indian steel sector was the first core sector to be completely freed from the licensing regime and pricing and distribution controls. This was done primarily because of the inherent strengths and capabilities demonstrated by the Indian Iron and Steel Industry. While the existing units are being modernised or expanded, a large number of new steel plants have also come up in different parts of the country based on cost-effective and state-of-the-art technologies. The economic reforms and the consequent liberalization of the iron and steel sector which started in the early 1990s resulted in substantial growth in the steel industry and green field steel plants were set up in the private sector.

Presently, steel contributes to nearly two per cent of the gross domestic product (GDP) and employs over 5,00,000 people. The total market value of the Indian steel sector stood at US\$ 57.8 billion in 2011 and is expected to touch US\$ 95.3 billion by 2016. India's per capita steel consumption stood at 57.8 kilograms in 2013, according to a World Steel Association report and is expected to rise with increased industrialization throughout the country.

India is slated to become the second-largest steel producer in the world by 2015. Steel production in the country has increased at a compound annual growth rate (CAGR) of 6.9 per cent over 2008-2012.

India's real consumption of total finished steel grew by 0.6 per cent year-on-year in April-March 2013-14 to 73.93 MT, according to the Joint Plant Committee (JPC), Ministry of Steel.

Increasing demand by sectors such as infrastructure, real estate and automobiles at home and abroad has put India on the world map. The construction sector accounts for around 60 per cent of the country's total steel demand while the automobile industry accounts for 15 per cent.

Global Aspect

As per Short Range Outlook (SRO) for 2014 and 2015 released by World Steel Association the global apparent steel use will increase by 3.1% to 1,527 MT in 2014 following growth of 3.6% in 2013. In 2015, it is forecast that world steel demand will grow further by 3.3% and will reach 1,576 MT.

Chairman of World Steel Economics Committee, Mr Hans Jürgen Kerkhoff said "In 2013 world steel demand grew higher than our previous forecasts due to a stronger than expected performance in the developed world in the second half of the year. In particular, the recovery in the United States gained strength. In addition the downturn in the EU bottomed out and we now expect that steel demand in the Eurozone will move into positive growth in 2014. On the other hand, many emerging economies continue to struggle with structural issues and financial market volatility. This, along with China's deceleration, is the reason for our slightly lower global growth rate forecast for 2014. In 2015, growth in most parts of the world will accelerate thanks to a continuing steady recovery in the developed economies and an improvement in the situation for the emerging economies. But China's steel demand will further decelerate and this will prevent the broad recovery momentum from registering a higher global growth rate for 2015.

We continue to see challenges. The recovery in Europe is still only mild and constrained by high debt and unemployment. Structural problems in the emerging economies are less likely to be resolved in the short term leaving them fragile and

susceptible to external shocks. We are still seeing unexpected unstable political situations in many emerging economies. In this regard, the development involving Crimea raises a high downside risk for our outlook for the CIS region. Finally issues remain surrounding China's debt and real estate bubble.

In short, the global steel demand recovery continues but growth is stabilising at a lower rate with continued volatility and uncertainty leading to a challenging environment for steel Companies."

As per World Steel Association in India, steel demand is expected to grow by 3.3% to 76.2 Mt in 2014, following 1.8% growth in 2013, due to an improved outlook for the construction and manufacturing sectors, even though this will be constrained by high inflation and structural problems.

The Government of India aims to develop the country as a global manufacturing as well as research and development (R&D) hub. There has been a wide array of policy support in the form of sops, taxes and foreign direct investment (FDI) encouragement. National Automotive Testing and R&D Infrastructure Project (NATRiP) was set up at a total cost of US\$ 388.5 million to enable the industry to be on par with global standards.

OPPORTUNITIES AND THREATS

Growth in domestic demand has slowed down sharply in the current year. Persistent weakness in demand from key end-user industries kept the domestic steel consumption growth at a meagre 0.5% during the period April-December 2013. After registering a year-on-year (YoY) growth of 0.8% in the first half of 2013-14 (H1FY14) steel consumption growth in India registered a decline of 0.15% in Q3FY14. As a result, ICRA expects the domestic steel demand to grow at a slower pace in FY14 than the 3.3% growth rate achieved in FY13, notwithstanding a typical pick -up in demand in the last quarter.

On the other hand, double digit production growth rates clocked by the main steel producers in April-December 2013 resulted in a domestic steel production growth of 5.2% during the same period. The mismatch in domestic supply and demand

necessitated higher steel exports, which also benefitted from favourable exchange rate conditions. This led to an export growth of 9.5%, while steel imports crashed by 29.2% during the period. Domestic iron ore prices declined in H1 FY14 before showing some increase in recent months, trends in other raw material prices remain favourable for steel producers, Domestic iron ore production declined continuously over the last three years, and the trend has been continuing in the current year as well on account of various restrictions in key iron ore producing states.

With the increase in global population, there is a greater need for steel to build public-transport infrastructure. Emerging economies will continue to drive demand as these countries require a significant amount of steel for urbanisation and industrialisation purposes. India's steel sector is anticipated to witness investment of about Rs 2 trillion (US\$ 33.26 billion) in the coming years, as per Tata Steel.

The Parliamentary Standing Committee (PSC) on Coal & Steel on Demand for Grants (2007-08) of the Ministry of Steel, Government of India in its 25th Report had noted that, to achieve this objective, it is necessary to create required infrastructure for steel industry as well as increase per capita consumption of steel. The average per capita consumption of finished steel in rural India has been assessed by Parliamentary Standing Committee (PSC) at 9.78 kg. during the period 2007 to 2009, which is estimated to increase to around 12 kg. in 2020 based on increased penetration of steel products. This growth would be powered mainly by construction activities, largely at the household level but also by purchase of items such as items for professional use, furniture and vehicles. It is also expected that the demand for household items would decrease over the years. The major reason for the same is increasing replacement of steel by plastic for some of the major contributing items of that category.

Your Company builds on its strength of locational advantages, raw material linkages, technology edge and management expertise to seize opportunities in the iron & steel industry. The steel industry has enough potential to grow at a much accelerated pace as there is excellent potential

exist for enhancing steel consumption in other sector such as automobile, engineering industries, irrigation and water supply in India.

The threats for your Company would come from adverse fluctuations in input and output capital costs, Slow Industry growth, Technological Changes, Price Sensitivity and Demand Volatility.

The buoyancy in Iron & Steel sectors has attracted many players, resulting in reduced availability of skilled manpower and contractor workforce. Key steel consuming industries such as auto, shipbuilding and construction have been experiencing weak demand, forcing steel makers to slacken production levels. Financial crunch, coupled with high cost of input, severely will affect the profits of steel Companies. The Indian steel industry has raw materials, but these needs to be turned better and in accordance with standardized international demand.

CHALLENGES, RISKS AND CONCERNS

Stagnating demand, domestic oversupply and falling price in last few years have hit Indian Steel makers. In India the advantage of cheap labour get offset by low productivity. The risk of increased volatility of raw material prices remains a major concern to the steel industry and its customer. Poor quality of basic infrastructure like road, port and lack of expenditure in research and development hampers the development of Indian steel industry.

The domestic steel industry continues to remain under stress margins are however expected to improve going forward Weak price trends, coupled with slower demand growth ruled out any improvement in the operating profitability of Indian steel makers in Q2 FY14 While the large players announced price hikes in September 2013, the same was not sustainable because of an adverse demand- supply position in the country. Based on a study of the financial performance of seven large steel players which account for over 40% of the domestic installed capacity, the standalone operating profitability of the industry declined from 20.37% in Q1 FY14 to 19.87% in Q2 FY14. Additionally, depreciation and finance charges on account of the debt funded capital expenditure by most players continued to impact their net

margins. Even though most of these large players are well capitalised on a standalone basis (overall gearing stood at 0.86 time as on March 31, 2013 as against 0.72 time as on March 31, 2012), falling operating profitability and the prevailing high interest rates have impacted coverage ratios, with interest coverage declining to 3.72 time in Q2FY14 from 4.53 time in FY13. The smaller players, typically having weaker credit profiles, are likely to have experienced higher stress as is evident from the fact that the iron and steel industry accounted for 21.3% (highest) of the total restructured debt as on September 30, 2013 under the Corporate Debt Restructuring (CDR) cell. The near term outlook on the profitability of Indian steel players however has improved, given the soft price trends of key raw materials.

A further price hike announced by the industry in January 2014 should also help, provided a weak steel market can absorb such a price hike. The steel industry being highly raw material intensive, ICRA expects the near term benefits from lower raw material costs to more than neutralise the adverse impact of a low volume growth, even if a part of the benefits of lower costs are passed on to customers to protect sales volumes. Over a longer term, volume growth however would be critical, given that substantial fresh capacities are likely to be commissioned in the next two years. Unless demand conditions improve significantly, overall capacity utilization levels and profitability of steel players would remain impacted.

There have been almost revolutionary changes in the global steel scene with fierce competitive pressures on performance, productivity, price reduction and customer satisfaction. National boundaries have melted to encompass an ever increasing world market. Trade in steel products has been on the upswing with the production facilities of both the developed and the developing countries complementing each other in the making of steel of different grades and specialty for the world market.

Technological innovations have provided the competitive edge to the technologically strong Companies. Smooth and quick transfer of technology has, however, meant an increasingly competitive pressure on the Companies to be

ahead of the others in the race for technological superiority to maintain and, if possible, to strengthen the bottom-lines.

FINANCIAL PERFORMANCE

The Revenue for the current financial year stood at Rs.11997.84 Lacs as compared to Rs.14453.83 Lacs in the previous year and Profit after Tax stood at Rs.121.45 Lacs during the current financial year as compared to Rs.140.33 Lacs in the previous year.

RISK MANAGEMENT

The Company on a continuous basis reviews its Risk Management Policy and takes pro-active steps to safeguard and minimize any adversity which may adversely affect organization goals viz. Technology, People, Environment/Regulatory, Financial, Information, and Opportunity Risks. Wherever necessary, the Company takes adequate insurance coverage of its assets for safeguarding from unforeseen risks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control system and well laid down policies and procedures for all its operations and financial functions. The procedures are aligned to provide assurance for maintaining proper accounting controls, monitoring efficient and proper usage of all its assets and reliability of financial and operational reports. The internal control system is aptly supported by the Internal Audit Department functions independently and submits its report to the Managing Director for corrective actions, if any. The Company's Board has an Audit Committee which comprises of three Members, all being Independent Directors. The Audit Committee reviews significant findings of the internal control system. The Audit Committee reviews the financial reporting process, the system of internal control and the Company's process for monitoring compliances with laws and regulations and the Company's code of conduct. The Audit Committee also reviews with the Statutory Auditors, the Audit reports on the financial statements of the Company and their observations on issues of concern. The Committee monitors the implementation of the internal control system and auditors' recommendations on the same.

HUMAN RELATIONS

Human resources are considered as one of the most valuable asset in forming the organization structure of the Company. The Human resources Development process of the Company promotes co-operation and innovation among the employees, within the organization which provides flexibility to keep in pace with the changing business needs of the Company and in retaining our personnel.

We have an elaborate performance management system in place involving goal setting and periodic reviews involving confirmation and annual reviews. The review sessions impress upon several aspects of the professionals careers such as career and competency development, financial rewards and recognition. We endeavor to link careers to competencies, individual preferences and organizational needs.

SAFETY

Safety management is integrated with the Company's overall environment, health and safety (EHS) management and zero accident is taken up as the Company's goal. The following measures have been taken by the Company:

- Identification of hazard and risk present in the work environment and its rectification.
- Continuous monitoring of unsafe conditions and unsafe acts through safety inspections.
- Specific job safety awareness on a continuous basis.

OUTLOOK

The steel industry has undergone a few structural changes in the past 3-4 years. So, the outlook for the next few years is likely to be driven by the kind of consolidation that has taken place in the past few years. The other factor that is likely to affect outlook is the extent of demand emerging from BRIC countries.

In addition to these two major factors, a cost-push is coming from raw material suppliers. Hence, steel manufacturers have to contend with strong demand on one hand, and cost-push on the other. The outlook for the domestic industry looks bright, since India has good iron ore deposits, skilled

manpower and growing demand for steel. Your Company with a well defined product portfolio is poised to take advantage of the growth in iron and steel demand in the coming years.

Steelmakers are addressing myriad challenges such as volatility, shifting demand centers, complex supply chains, productivity and cost efficiency. As steelmakers increase their ability to survive in tough times, we will see increased market competition in nearly all products especially as there is a focus shift to high value, higher margin steel products.

The speed and degree of changes in the global economy and the increasingly complex interplay of factors influencing a more globally integrated steel business make horizon watching essential. To succeed, steelmakers must determine how to optimize and create a new product mix and decide whether they are prepared to take the plunge to invest in new geographic markets.

As demand continues to shift to developing nations, the steel sector is directed toward China, with some focus on Brazil, Russia and India. As Africa becomes increasingly urbanized, it may be that the future scramble for African demand could completely shift the landscape in years to come. There are signs of economic improvement and demand growth in most steel markets:

Urbanization and a growing middle class continue to be global trends driving steel demand in construction and real estate. Increasing investment in construction and infrastructure led to an 8% y-o-y increase in global demand for long products in 2013. The Asian construction market remains the main driver of growth in this steel sub-sector capturing almost 40% of total construction spending.

There will be increasing steel demand from the automotive sector in both emerging and developed regions.

The US, Brazil, Japan and China are the hotspots in the automotive sector with calculated annual growth of between 5% to 11%, forecast to 2016. Despite threats from other materials, steel, still accounts for nearly 70% of the materials used in a passenger car, so there is ample opportunity for steelmakers to capture market share with value-added products.

Although there was a slight improvement in the economies of developed markets in 2013, it was offset by slower growth in emerging economies. Overall, the global economic outlook is positive with industrial production forecast to grow by 4% in 2014. Success for steelmakers will increasingly depend on being agile and nimble in responding to market opportunities that provide better margins.

ENVIRONMENT FRIENDLY OPERATIONS

Environmental protection is prime concern for us and we are aware of our core responsibility to the society. The Company's plant complies with all norms set up for clean and better environment by the competent authorities. The Company undertakes regular checks / inspection for the maintenance of environment, health and safety. The Company has adequate effluent treatment plant to avoid pollution. The Company is continuously endeavoring to improve the quality of life in the community surrounding its industrial complex.

CAUTIONARY STATEMENT

Statement in Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be forward- looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas market in which the Company operates, Changes in Government Regulations and policies, tax laws and other statutes and incidental factors.

FOR, SHRI BAJRANG ALLOYS LIMITED

Sd/-
SURESH GOEL
(CHAIRMAN)

PLACE: RAIPUR
DATE: 27.05.2014

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF

SHRI BAJRANG ALLOYS LIMITED

We have examined the compliance of conditions of Corporate Governance by Shri Bajrang Alloys Limited, for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. 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, and based on the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Shareholders / Investor's Grievance Committee.

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

**FOR R.K. SINGHANIA AND ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 004435C**

**PLACE : RAIPUR
DATE : 27.05.2014**

**Sd/-
RAMESH KUMAR SINGHANIA
(PARTNER)
MEMBERSHIP NO. 041880**

**CERTIFICATE FROM CHIEF EXECUTIVE OFFICER/
CHIEF FINANCIAL OFFICER**

To,
The Board of Directors
SHRI BAJRANG ALLOYS LIMITED
Raipur (C.G.)

I have reviewed the financial statements and the cash flow statement for the financial year 2013-14 and hereby certify to the best of my knowledge and belief:-

1. These Statements do not contain any material untrue statement or omit any material facts or contain any statements that might be misleading.
2. These Statements together presents a true and fair view of Company's affairs and are in compliance with existing accounting standards and applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year 2013-14 which are fraudulent or illegal or violative of the Company's Code of conduct.
4. I accept the responsibility for establishing and maintaining internal controls and financial reporting and that I have evaluated the effectiveness of internal control systems of the Company for the purpose of financial reporting and I have disclosed to the Auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems for the purpose of financial reporting and that I have taken the required steps to rectify these deficiencies.
5. I further certify that:
 - a. There have been no significant changes in the internal control system during the year under review.
 - b. There have been no significant changes in the accounting policies during the year under review.
 - c. There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having significant role in Company's internal Control System.

FOR SHRI BAJRANG ALLOYS LTD.

(Sd/-)
ANAND GOEL
(MANAGING DIRECTOR)

PLACE : RAIPUR
DATE: 27.05.2014

R.K. Singhania & Associates

CHARTERED ACCOUNTANTS

-: Head Office :-

205, 1st FLOOR, SAMTA COLONY. RAIPUR – 492 001 (C.G.) INDIA

Phones : 91-771-2255744-45, 4036066, Fax : 91-771-2254188

E-mail: rkscaryp@yahoo.co.in, Website:rkscsca.com

INDEPENDENT AUDITOR'S REPORT

To the Members of

SHRI BAJRANG ALLOYS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SHRI BAJRANG ALLOYS LIMITED**, ("the Company") which comprise the Balance Sheet as at March 31, 2014, and 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") . 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 aforesaid financial statements give the

information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014,
- b) In the case of the Profit and Loss Account, of the PROFIT of the Company for the year ended on that date, and
- c) In the case of 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") 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 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 March 31, 2014, 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, **R.K. Singhania & Associates**
Chartered Accountants
Firm Registration No. 004435C

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

Annexure to the Independent Auditor's Report :-

Re: Shri Bajrang Alloys Limited

(Referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

- | | |
|---|---|
| <p>i) (a) The Company has generally maintained the proper records showing full particulars including quantitative details and situation of fixed assets.</p> <p>(b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals, in phased verification programme, which, in our opinion is reasonable, looking to the size of the company and the nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.</p> <p>(c) The Company has not disposed off substantial part of fixed assets during the year, which has any effect on going concern of the Company.</p> <p>ii) (a) As explained to us, physical verification of inventory have been conducted at reasonable intervals during the year by the management.</p> <p>(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.</p> <p>(c) On the basis of our examination of the inventory records of the company, we are of the opinion that, the company is maintaining proper records of inventory. No discrepancies have been noticed on verification between physical stocks and the book records.</p> | <p>iii) (a) The Company has granted unsecured loans to one company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved was 2160.02 lacs (Previous Year Rs. 2148.02 Lacs.) and the year-end balance of the loan granted to a company was 1870.94 lacs (Previous Year Rs. 2148.02 Lacs).</p> <p>(b) In our opinion, the terms & conditions on which loans have been granted to the Company listed in the register maintained under Section 301 of the Companies Act 1956, are not prima facie prejudicial to the interest of the Company.</p> <p>(c) The receipt of the principal amount and interest wherever applicable was regular.</p> <p>(d) There was no overdue amount of loans granted to companies listed in the register maintained under Section 301 of the Companies Act, 1956.</p> <p>(e) Company has taken unsecured loan from parties covered in the register maintained under Section 301 of the Companies Act, 1956 and maximum amount outstanding during the year Rs 153.22 Lacs (Previous Year Rs. 662.99 Lacs.) The year end balance Rs. NIL (Previous Year Rs. 125.97 Lacs.)</p> <p>(f) According to the information and explanations given to us, rate of interest and other terms and conditions on which loan was taken is not prima facie prejudicial to the interest of the Company.</p> <p>(g) Payment of interest and principal are generally regular.</p> |
|---|---|

- iv) In our opinion and according to the information and explanations given to us the internal control procedures regarding purchase of inventory, fixed assets and for the sale of goods are adequate and the same are commensurate with the size of the Company and nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v) (a) In opinion and according to the information and explanations given to us, contracts and arrangements that need to be entered into the Registers in pursuance of Section 301 of the Act, 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 Companies Act, 1956 and exceeding the value of five lakhs rupees in respect of any party during the year have been reasonable having regard to the prevailing market prices at the relevant time.
- vi) According to the information and explanations given to us, the Company has not accepted any deposits from public during the year.
- vii) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
- viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix) (a) As explained to us there was no amount outstanding as on 31.03.2014 in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess outstanding as on 31.03.2014.
- x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xi) In our opinion and according to information and explanations given to us, the company has not defaulted in repayment due to financial institution or Banks.
- xii) In our opinion and according to information and explanations given to us, the company has not granted loan and advances on the basis of security by way of pledge of share, debenture and other security.
- xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society.
- xiv) In our opinion and according to information and explanations given to us, the company has maintained proper records of transactions and contracts in respect of trading in securities, debentures and other investments and timely entries have been made therein.

All shares, debenture and other investments have been held by the company in its own name.

- xv) The Company has given corporate guarantees for loans availed by the others. The terms and conditions whereof, in accordance with information and explanations furnished to us, are not, prima facie, prejudicial to the interest of the Company.
- xvi) In our opinion, the term loans have been applied progressively for the purpose for which the loans were obtained.
- xvii) According to the information and explanations given to us and on overall examination of the Balance Sheet of the company, we are of the opinion that the Company has not utilized any amount from short term sources towards long term investments and visa versa.
- xviii) The Company has not made any preferential allotment of shares to parties

and companies covered in the register maintained under Section 301 of the Act.

- xix) The Company did not have any outstanding debentures during the year.
- xx) The Company has not raised any money by public issues during the year.
- xxi) According to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For, R.K. Singhania & Associates
Chartered Accountants
Firm Registration No. 004435C

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880
Raipur, 27th May, 2014

BALANCE SHEET AS AT 31ST MARCH 2014

(Amount in Rs.)

| PARTICULARS | NOTE No. | AS AT 31.03.2014 | AS AT 31.03.2013 |
|------------------------------------|----------|---------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Fund | | | |
| (a) Share Capital | 2 | 90000000 | 90000000 |
| (b) Reserve & Surplus | 3 | 173994722 | 161849547 |
| (2) Non-Current Liabilities | | | |
| (a) Long-Term Borrowings | 4 | 250713264 | 276325339 |
| (b) Deferred Tax Liabilities (Net) | 5 | 3682401 | 4403101 |
| (c) Long-Term Provisions | 6 | 1683386 | 1397032 |
| (3) Current Liabilities | | | |
| (a) Short-Term Borrowings | 7 | 351841155 | 290006892 |
| (b) Trade Payables | | 4474775 | 4518900 |
| (c) Other Current Liabilities | 8 | 31478088 | 54465180 |
| (d) Short-Term provisions | 9 | 7845261 | 8179240 |
| TOTAL:: | | 915713052 | 891145231 |
| II. ASSETS | | | |
| (1) Non-current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 10 | 43644719 | 49047301 |
| (b) Non-current investments | 11 | 18520109 | 18520109 |
| (c) Long-term loans and advances | 12 | 189635171 | 217640755 |
| (2) Current Assets | | | |
| (a) Inventories | 13 | 254923887 | 213206524 |
| (b) Trade Receivables | 14 | 255715781 | 293259801 |
| (c) Cash and cash equivalents | 15 | 655039 | 30845564 |
| (d) Short-Term loans and advances | 16 | 152618347 | 68625177 |
| TOTAL:: | | 915713052 | 891145231 |

Significant Accounting Policies
Notes on Financial Statements

1

2 to 39

As per our attached report of even date.

For and on behalf of the Board of Directors.

For, **R.K. Singhania & Associates**

Chartered Accountants

Firm Registration No. 004435C

Sd/-
(Anand Goel)
Managing Director

Sd/-
(Narendra Goel)
Director

Sd/-
(Sheenam Pitroda)
Company Secretary

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

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

(Amount in Rs.)

| PARTICULARS | NOTES | Financial Year Ended 31.03.2014 | Financial Year Ended 31.03.2013 |
|---|---------|---------------------------------------|---------------------------------------|
| I. Revenue From Operations | 17 | 1042529578 | 1245167736 |
| II. Other Income | 18 | 219288 | 893616 |
| III. Total Revenue (I + II) | TOTAL:: | <u>1042748866</u> | <u>1246061352</u> |
| IV. Expenses | | | |
| Cost of Materials Consumed | 19 | 871671354 | 1027371381 |
| Purchase of Stock in Trade | 20 | 19533791 | 15454954 |
| Changes In Inventories | 21 | (1916234) | 47500962 |
| Employees benefit Expenses | 22 | 9637219 | 9799537 |
| Financial Costs | 23 | 41890611 | 38694970 |
| Depreciation | 10 | 8485824 | 9855274 |
| Other Manufacturing Expenses | 24 | 63685040 | 68459514 |
| Other Administrative Expenses | 25 | 11813270 | 8187468 |
| | TOTAL:: | <u>1024800875</u> | <u>1225324060</u> |
| V. Profit Before Tax (III-IV) | | 17947991 | 20737292 |
| VI. Tax expenses: | | | |
| Net current Tax | 26 | 6523515 | 7075462 |
| Deferred Tax | | (720700) | (371661) |
| VII. Profit (Loss) for the period | | <u>12145176</u> | <u>14033491</u> |
| VIII. Basic / Diluted Earnings Per Equity Share | 27 | 1.35 | 1.56 |

Significant Accounting Policies 1
Notes on Financial Statements 2 to 39

For and on behalf of the Board of Directors.

As per our attached report of even date.
For, **R.K. Singhania & Associates**
Chartered Accountants
Firm Registration No. 004435C

Sd/-
(Anand Goel)
Managing Director

Sd/-
(Narendra Goel)
Director

Sd/-
(Sheenam Pitroda)
Company Secretary

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

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

| PARTICULARS | YEAR ENDED 31.03.2014 | YEAR ENDED 31.03.2013 |
|---|--------------------------|--------------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES:- | | |
| (1) Net Profit before Taxation | 17947991 | 20737292 |
| Add: Adjustment for : | | |
| (i) Depreciation | 8485824 | 9855274 |
| (ii) Financial Cost | 41890611 | 38694970 |
| (iii) Profit on Sale of Investment & Assets | - | (770548) |
| (iv) Loss on sale of Fixed Assets | 506645 | 245532 |
| (v) Dividend Received | (77008) | (96447) |
| (vi) Provision for Taxation | (6523515) | (7075462) |
| (2) Operating Profit before Working Capital Change | 62230548 | 61590611 |
| Decrease / (Increase) For | | |
| (i) Inventory | (41717363) | 48834408 |
| (ii) Trade Receivables | 37544020 | (100918952) |
| (iii) Long Term Loans Advances | 28005584 | (214496228) |
| (iv) Short Term Loans Advances | (83993170) | 34019063 |
| | (60160929) | (232561709) |
| Increase/(Decrease) for | | |
| (i) Trade & other payables | (23365196) | 712375 |
| (ii) Increase of Short Term Borrowings | 61834263 | 5142758 |
| (iii) Long Term Liabilities | 286354 | 267805 |
| (3) Net Cash Flow from Operating Activities | 40825040 | (164848159) |
| Less Income Tax paid | - | - |
| Subtotal (A) | 40825040 | (164848159) |
| (B) CASH FLOW FROM INVESTING ACTIVITIES:- | | |
| (i) Purchase of Fixed Assets | (6660887) | (8203513) |
| (ii) Purchase of Investments | - | (3510000) |
| (iii) Dividend Received | 77008 | 96447 |
| (iv) Sale of Fixed Assets | 3071000 | 4385214 |
| (v) Sale of Investment | - | - |
| Subtotal (B) | (3512879) | (7231852) |
| (C) CASH FLOW FROM FINANCING ACTIVITIES:- | | |
| (i) Proceeds from Long Term Borrowings (Net) | (25612075) | 240957575 |
| (ii) Interest paid | (41890611) | (38694970) |
| Subtotal (C) | (67502687) | 202262605 |
| Net Increase in Cash & Cash Equivalents | (30190525) | 30182594 |
| Opening Balance of Cash & Cash Equivalents | 30845564 | 662970 |
| Closing Balance of Cash & Cash Equivalents | 655039 | 30845564 |

Notes :

- (1) Cash & Cash equivalent includes Cash & Bank Balances
- (2) Figures of the previous year have been regrouped/rearranged found necessary.
- (3) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

For and on behalf of the Board of Directors

As per our attached report of even date.

For, **R.K. Singhania & Associates**

Chartered Accountants

Firm Registration No. 004435C

Sd/-
(Anand Goel)
Managing Director

Sd/-
(Narendra Goel)
Director

Sd/-
(Sheenam Pitroda)
Company Secretary

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

COMPANY OVERVIEW :

Shri Bajrang Alloys Limited is a Public Limited Company incorporated under the provision of the Companies Act 1956, having its Regd. office in Raipur. The Company has listed its share in Bombay Stock of Exchange (BSE) of India. The company is mainly engaged in manufacturing of Structural Steels like Angle, Channel, Joist/Beam, Round etc.

1. SIGNIFICANT ACCOUNTING POLICIES:**BASIS OF PREPARATION:**

- (i) The financial statements have been prepared on Historical Cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 and the applicable Accounting Standards in India.
- (ii) The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.
- (iii) The accounting policies have been consistently applied by the company.

USE OF ESTIMATES :

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues & expenses during the reported period. Although these statements are based up on management's best knowledge of current events and actions, actual results could differ from these statements. Difference between the actual results and the estimates are recognised in the period in which the results are known / materialised.

FIXED ASSETS :

Fixed Assets are stated at acquisition cost less depreciation. Cost includes related taxes, duties, freight, insurance etc., attributable to acquisition and installation of assets and borrowing cost incurred up to the date of commencing operations, but excludes duties and taxes that are recoverable subsequently from the taxing authorities.

DEPRECIATION :

- (i) Depreciation on Fixed Assets has been provided on "Straight Line Basis" at the rates and in the manner prescribed in Schedule – XIV of the Companies Act, 1956.
- (ii) Leasehold land is amortised over the period of lease.
- (iii) Depreciation on Fixed Assets added / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.
- (iv) Expenditure of amount below Rs. 5000 /- had been written off in full.

INVESTMENTS :

- (i) Long Term Investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long term investments.
- (ii) Current Investments are stated at lower of cost and fair value.

INVENTORIES : Inventories are valued in following manner:

- (i) Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any.

- (ii) Cost of inventories of finished goods comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.
- (iii) Cost of Finished Goods are determined on FIFO basis and By-products are valued at net realisable value.
- (iv) Cost of raw materials, stores and Consumables, trading and other products are determined on FIFO basis.

CONTINGENT LIABILITIES :

Liabilities which are material and whose future outcome cannot be reasonably ascertained are treated as contingent and not provided for and disclosed by way of notes to the accounts.

REVENUE RECOGNITION :

- (i) Mercantile method of accounting has been employed unless otherwise specifically stated elsewhere in this schedule. However where the amount is immaterial / negligible and / or establishment of accrual / determination of amount is not possible, no entry is made for accruals.
- (ii) Sale of Products - Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Excise Duty and Value Added Tax deducted from turnover (gross) is the amount that is included in the amount of turnover (gross) and not the entire amount of liability arising during the year.
- (iii) Bonus and Leave Encashment are recognised as per Cash Basis.

FOREIGN CURRENCY TRANSACTIONS :

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Any income or expense on account of exchange difference on settlement of Monetary items is recognised in the Profit & Loss Account.
- (iii) In respect of transactions covered by Forward Foreign Exchange Contracts, the difference between the forward rate and exchange rate at the inception of contract is recognized as income or expenses over the life of the contract except for contracts relating to liabilities incurred for purchase of Fixed Assets, the difference thereof is adjusted in the carrying amount of respective Fixed Assets.

BORROWING COST :

Interest and other costs in connection with the borrowing of the funds to the extent related/attribution to the acquisition/construction of fixed assets are capitalized only with respect to qualifying fixed assets i.e. those which take substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

EMPLOYEES RETIREMENT BENEFITS:

- (i) **Defined Contribution plan**
Company's contribution to Provident Fund and Employee state Insurance are charged to Profit and Loss Account. Value of encashable leave are encashed during the year and charged to Profit & Loss Account. There is no other obligation other than the contribution payable to respective authorities.

(ii) Defined Benefit plan

Company's Liabilities towards gratuity are recognized as an expenses in Profit & Loss Account for the year in which the employee has rendered services. The expenses determined using actuarial valuation techniques & assumptions. Actuarial gain or losses are charged to profit & loss account.

PROVISIONS :

Provisions are recognized, where the company has any legal or constructive obligation or where realizable estimate can be made for the amount of the obligation and as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

IMPAIRMENT OF ASSETS :

The Company assesses at each balance sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its estimated recoverable amount and the amount of such impairment loss is charged to profit & loss account. If at the balance sheet date there is an indication that previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

TURNOVER :

Gross Turnover includes excise duty and sales tax/VAT. Excise duty and VAT amount have been deducted from the Turnover (Gross) is the amount actually incurred with related to sales during the year and not the entire amount of the liability arising during the year.

EXCISE DUTY :

Excise duty expenses are accounted for at the time of removal of goods from the factory. Total excise expenses includes the amount of reversal of cenvat amount and penalty, if any, on order passed during the year.

CENVAT Credit relating to raw materials/components are debited under current assets for availing credit against CENVAT and credited to respective materials/component account.

SEGMENT REPORTING :

The company has only one primary segment, i.e. Structural Rolling Mill. As such there is no other reportable segment as defined by Accounting Standard - 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India. There is no reportable Geographical Segment either.

PROVISION FOR CURRENT AND DEFERRED TAX :

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between book profit and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognised and carried forward only to the extent that there is reasonable certainty that the asset will be realised in future.

EARNING PER SHARE :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

Notes on Accounts of the Financial Statement for Financial Year Ended 31.03.2014

Amounts have been rounded off to the nearest rupees and previous year's figures have been regrouped, rearranged and reclassified wherever considered necessary to confirm to the current presentation.

2. SHARE CAPITAL

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|---------------------|---------------------|
| (A) Authorised, Issued, Subscribed and Paid-up Share Capital | | |
| <u>Authorised Share Capital</u> | | |
| 20000000 Equity Shares of Rs. 10/- Each (Previous year 20000000 Equity Shares of Rs. 10/- each) | 200000000 | 200000000 |
| 1000000 Preference Shares of Rs. 10/- Each (Previous year 1000000 Preference Shares of Rs. 10/- each) | 10000000 | 10000000 |
| | 210000000 | 210000000 |
| <u>Issued, Subscribed & Fully Paid-up Share Capital</u> | | |
| 9000000 Equity Shares of Rs. 10/- Each Fully Paid up (Previous year 9000000 Equity Shares of Rs. 10/- each fully paid up) | 90000000 | 90000000 |
| (Of the above shares, 6000000 Shares are allotted as fully paid-up by way of bonus shares by capitalisation of Security Premium and General Reserve) | | |
| TOTAL:: | 90000000 | 90000000 |

(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year.

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|---------------------|---------------------|
| No of shares outstanding as at the beginning of the year | 9000000 | 9000000 |
| Add : Number of shares allotted during the year as fully paid-up | - | - |
| Number of shares outstanding as at the end of the year | 9000000 | 9000000 |

(C) Rights, preferences and restrictions attaching to various classes of shares

| Sl. No. | Class of shares | Rights, preferences and restrictions (including restrictions on distribution of dividends and repayment of capital) attached to the class of shares. |
|---------|-------------------|--|
| 01 | Equity Shares | Holder of Equity Share has one Vote per share. |
| 02 | Preference shares | Not Issued |

(D) Shares in the company held by each shareholder holding more than 5% shares

| Sl. No. | Name of the shareholder | As at 31.03.2014 | | As at 31.03.2013 | |
|---------|---------------------------|------------------|--------|------------------|--------|
| | | No. of shares | % Held | No. of shares | % Held |
| 01 | Rajendra Goel * | 847500 | 9.42 | 847500 | 9.42 |
| 02 | Atlanta Securities P.Ltd. | 760500 | 8.45 | 760500 | 8.45 |
| 03 | Narendra Goel * | 632700 | 7.03 | 632700 | 7.03 |
| 04 | Hariram Goel * | 566100 | 6.29 | 566100 | 6.29 |
| 05 | Anand Goel * | 513400 | 5.70 | 513400 | 5.70 |
| 06 | Suresh Goel * | 482400 | 5.36 | 482400 | 5.36 |

* Hold as in capacity of Karta of HUF

3. RESERVES & SURPLUS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|---------------------|---------------------|
| General Reserve | | |
| As per last Balance Sheet | 73546000 | 63546000 |
| Add : Transferred from Profit & Loss Account | 1000000 | 1000000 |
| Total | 74546000 | 73546000 |
| Profit & Loss Account | | |
| As per last Balance Sheet | 88290047 | 84256556 |
| Add: Current year Surplus | 12145176 | 14033491 |
| Less: Transferred to General Reserve | 1000000 | 1000000 |
| Net Carried Forward Surplus | 99435222 | 88290047 |
| Capital Reserve | | |
| As per last Balance Sheet | 13500 | 13500 |
| Add : Addition during the year | - | - |
| Total | 13500 | 13500 |
| TOTAL:: | 173994722 | 161849547 |

Note: Profit for the year has not been appropriated for the purpose of distribution of dividend and its tax.

4. LONG TERM BORROWINGS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|------------------------------------|----------------------|
| (a) Long term maturities' of Finance lease obligations * Secured Loan (Hypothecated by vehicle, 36 equal Monthly installment of Rs. 19284/- beginning from Dec. 2011) (Hypothecated by vehicle, 36 equal Monthly installment of Rs. 96356/- beginning from Nov 2013) | 125412 2433237 | 130201 1924836 |
| (b) Loans And Advances From Related Parties Unsecured : From Director & its Relative ** | - | 11978405 |
| (c) Loans And Advances From Others Unsecured : From Corporate Body ** From Financial Institutions & Banks *** | 1679466 246475149 | 2246115 260045782 |
| TOTAL:: | 250713264 | 276325339 |

Note : There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above loans.

* In respect of Fixed Assets acquired on finance lease as per Accounting Standard on Leases (AS-19), the minimum lease rentals outstanding as on 31st March, 2014 are as follows:

| Due | (Amount in Rs.) | | | | | |
|---|---|---------|------------------|---------|--|---------|
| | Total Minimum Lease Payments Outstanding as at 31 st March | | Interest not due | | Present Value of the minimum lease payments as at 31 st March | |
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Not later than one year | 1291260 | 1387856 | 207835 | 251664 | 1083425 | 1135992 |
| Later than one year & not later than five years | 1830764 | 2254776 | 147705 | 199739 | 1683059 | 2055037 |

** As clarified by management all above Mentioned Unsecured loan treated as Long term.

*** Maturity Profile of Unsecured Term Loans from Financial Institutions & Banks are as set out below :

| Maturity Profile | | | | |
|-----------------------------|---------------------|---------------------|---------------------|---------------------------|
| Term Loans (Rs. in Lacs) | 1-2 Years 155.93 | 2-3 Years 177.56 | 3-4 Years 202.18 | Beyond 4 Years 1929.08 |

Above Loans had been secured by property of Directors & its Relatives.

5. DEFERRED TAX LIABILITIES (NET)

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Deferred Tax Liabilities | | |
| On Account of Depreciation | 4426614 | 5004901 |
| Less : Deferred Tax Assets | | |
| On Account of Gratuity | 744213 | 601800 |
| Deferred Tax Liabilities (Net) TOTAL:: | 3682401 | 4403101 |

In accordance with "Accounting Standard – 22" issued by the "Institute of Chartered Accountants of India", the Company has recognised net of deferred tax assets and deferred tax liability amounting to Rs. 3682401/- as on 31/03/2014 under a separate head "Deferred Tax Liability". Deferred tax Expenses for the year amounting to Rs. (720700)/- has been recognised in the Profit & Loss Account.

6. LONG TERM PROVISIONS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Employee Benefits | | |
| For Gratuity | | |
| Opening Balance | 1854832 | 1491899 |
| Add : Provision | 438937 | 362933 |
| Less : Paid during the year | - | - |
| Total | 2293769 | 1854832 |
| Less : Transfer to Current Liability (Amount due within one year) | 610383 | 457800 |
| TOTAL:: | 1683386 | 1397032 |

7. SHORT TERM BORROWINGS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Working Capital Loan | | |
| Secured : | | |
| Cash Credit Limit (Bank of Baroda) | 351841155 | 290006892 |
| (Cash Credit facility is secured by hypothecation of stocks of Raw Materials, Stock of consumable stores, Stock-in-Transit, Finished goods, Book debts and Personal Guarantee by Directors.) | | |
| Note : There is no default, as at the balance sheet date, in repayment of any of above Loans | | |
| TOTAL:: | 351841155 | 290006892 |

8. OTHER CURRENT LIABILITIES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| <i>Other Payables</i> | | |
| Current maturities of finance lease obligations (refer note-4) | 207835 | 1135992 |
| Current maturities of Long term Borrowing (refer note - 4) | 15139432 | 14038030 |
| Advances from Customers | 3267334 | 23911002 |
| Excise Duty Payable on Closing Stock | 11296237 | 11109826 |
| Vat Tax Payable | 243095 | 2223531 |
| Entry Tax payable | 55884 | 144736 |
| Service tax payable | 14233 | 485 |
| TDS Payable | 534891 | 788678 |
| Other Expenses payables | 719147 | 1112900 |
| TOTAL:: | 31478088 | 54465180 |

9. SHORT TERM PROVISIONS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| <i>Provision for employee benefits</i> | 1321746 | 1103778 |
| <i>Others</i> | | |
| Provision for income-tax | 6523515 | 7075462 |
| TOTAL:: | 7845261 | 8179240 |

(Amount in Rs.)

| PARTICULARS | GROSS BLOCK | | | | DEPRECIATION | | | NET BLOCK | | |
|----------------------|-----------------------------|--------------------------------|--------------------------------|-----------------------------|--------------------|-----------------|--------------------------------|-----------------------------|---------------------|---------------------|
| | Cost As At 31.03.2013 | Addition During The Year | Deletion During The Year | Cost As At 31.03.2014 | Upto 31.03.2013 | For the Year | Deletion During The Year | Total upto 31.03.2014 | As At 31.03.2014 | As At 31.03.2013 |
| Leasehold Land | 869024 | - | - | 869024 | 164412 | 8778 | - | 173190 | 695834 | 704612 |
| Freehold Land | 3162160 | - | - | 3162160 | - | - | - | - | 3162160 | 3162160 |
| Factory Building | 2418645 | - | - | 2418645 | 1506745 | 80783 | - | 1587528 | 831117 | 911900 |
| Other Building | 7989518 | - | - | 7989518 | 1349814 | 130229 | - | 1480043 | 6509475 | 6639704 |
| Plant & Equipments | 60570692 | - | - | 60570662 | 33072985 | 2877106 | - | 35950091 | 24620571 | 27497677 |
| Rolls | 100113310 | 2628770 | - | 102742080 | 96276592 | 4424959 | - | 100701551 | 2040529 | 3836718 |
| Furniture & Fixtures | 1563525 | - | - | 1563525 | 807439 | 98971 | - | 906410 | 657115 | 756086 |
| Vehicles | 9298378 | 4032117 | 4257880 | 9072615 | 3759935 | 864998 | 680235 | 3944698 | 5127917 | 5538443 |
| Computer | 1207415 | - | - | 1207415 | 1207415 | - | - | 1207415 | - | - |
| TOTAL | 187192637 | 6660887 | 4257880 | 189595644 | 138145336 | 8485824 | 680235 | 145950925 | 43644719 | 49047301 |
| Previous Year | 184778131 | 8203513 | 5799007 | 187192637 | 130218871 | 9955274 | 1928809 | 138145336 | 49047301 | 54559260 |

11. NON-CURRENT INVESTMENTS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Trade Investments | | |
| (i) Investments in Equity Shares | | |
| <u>Quoted Equity Shares Fully Paid up</u> | | |
| 500 Shares in Jyoti Structures Ltd. of Rs. 2/- each (Previous year 500 Shares of Rs. 2/- each) | 3500 | 3500 |
| 871 Shares in Bank of Baroda of Rs. 10/- each (Previous year 871 Shares of Rs. 10/- each) | 200330 | 200330 |
| 5700 Shares in Godawari Power & Ispat Ltd of Rs. 10/- each (Previous year 5700 Shares of Rs. 10/- each) | 1307330 | 1307330 |
| 8000 Shares in Reliance Power Limited of Rs. 10/- each (Previous year 8000 Shares of Rs. 10/- each) | 1733019 | 1733019 |
| 51000 Shares in Readymade Steel India Limited of Rs. 10/- each (Previous year 51000 Shares of Rs. 10/- each) | 3445930 | 3445930 |
| Sub Total | 6690109 | 6690109 |
| (Aggregate Market Value Rs.12178301/- (Prev. Year Rs. 3629494/-) | | |
| <u>Unquoted Equity Shares of fully paid up</u> | | |
| 250100 Shares in Shri Bajrang Ispat & Plywood Ltd. of Rs. 10/- each (Previous year 250100 Shares of Rs. 10/- each) | 2501000 | 2501000 |
| 577000 Shares in Shri Bajrang Power & Ispat Ltd. of Rs. 10/- each (Previous year 577000 Shares of Rs. 10/- each) | 5770000 | 5770000 |
| 4900 Shares in Shri Bajrang Hydro Energy Pvt. Ltd. of Rs. 10/- each (Previous year 4900 Shares of Rs. 10/- each) | 49000 | 49000 |
| (ii) Investments in Equity Shares of Subsidiary Company | | |
| <u>Unquoted Equity Shares of fully paid up</u> | | |
| 351000 Shares in Popular Mercantile Pvt. Ltd. of Rs. 10/- each (Previous year 351000 Shares of Rs. 10/- each) | 3510000 | 3510000 |
| Sub Total | 11830000 | 11830000 |
| TOTAL:: | 18520109 | 18520109 |

12. LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Unsecured, considered good | | |
| (a) Security Deposits | | |
| Deposit with Governments Authorities and others | 2541396 | 2838349 |
| (b) Loans and advances | | |
| To related parties(refer note-34) | 187093775 | 214802406 |
| TOTAL:: | 189635171 | 217640755 |

13. INVENTORIES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| (As valued, verified and certified by the Management) | | |
| (All Stock are Valued at cost or Net realizable value which ever is Lower) | | |
| Raw Materials and components | 142115841 | 104492209 |
| Finished goods | 102689743 | 100995153 |
| Trading Goods | - | 116145 |
| Stores and spares | 3861200 | 3077710 |
| Others | | |
| - Furnace oil | 1394716 | 919600 |
| - Coal | 1212387 | 479907 |
| - Rolls (Scrap) | 3650000 | 3125800 |
| TOTAL:: | 254923887 | 213206524 |

14. TRADE RECEIVABLES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Trade receivables outstanding for a period less than six months | | |
| Unsecured, considered good * | 216633306 | 234309007 |
| | 216633306 | 234309007 |
| Trade receivables outstanding for more than six months | | |
| Unsecured, considered good | 39082475 | 58950794 |
| | 39082475 | 58950794 |
| TOTAL:: | 255715781 | 293259801 |

* Trade Receivable stated above include debts due by:

Company in which director is a member *

2401633

12484018

15. CASH & CASH EQUIVALENTS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Balances with Banks | | |
| In current Accounts | 147096 | 30107410 |
| Other Bank balances | | |
| Deposit with original Maturity for more than 3 Months but Less than 12 Months | 177700 | 300000 |
| Cash in hand | 330242 | 438154 |
| TOTAL:: | 655039 | 30845564 |

16. SHORT TERM LOANS & ADVANCES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| <u>Loans and Advances to Related Parties</u> | | |
| <i>Unsecured, considered good</i> | | |
| Advance Recoverable in Cash or in kind or Value to be received | 711279 | - |
| Advance to Supplier | 98569379 | 51708837 |
| | 99280658 | 51708837 |
| <u>Others</u> | | |
| <i>Unsecured, considered good</i> | | |
| Advance Recoverable in Cash or in kind or Value to be received | 2071180 | 1993241 |
| Advance to Supplier | 41079611 | 4558238 |
| Balance with Central Excise & Sales Tax Department | 2134770 | 1828928 |
| Interest Receivable | 2214 | 14696 |
| Prepaid Expenses | 198140 | 235240 |
| TDS Receivable & Advance Tax | 7769657 | 8203880 |
| Fringe Benefit Tax | 82117 | 82117 |
| | 53337689 | 16916340 |
| TOTAL:: | 152618347 | 68625177 |

17. REVENUE FROM OPERATIONS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Sales of Steel Rolled Product | 1199564278 | 1444489534 |
| Less : Excise Duty paid on Finished Goods | 126633848 | 146758885 |
| Less : VAT/CST Tax paid on Finished Goods | 30400852 | 52562913 |
| TOTAL:: | 1042529578 | 1245167736 |

18. OTHER INCOME

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Other Sources | | |
| Income from Sale of Long Term Investments & Assets | - | 770548 |
| Dividend Income from long term Investment | 77008 | 96447 |
| Duty Drawback | 142280 | - |
| Sundry Balance written off | - | 26621 |
| TOTAL:: | 219288 | 893616 |

19. COST OF MATERIAL CONSUMED

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|-----------------------|-----------------------------|-----------------------------|
| Steel Product | | |
| Opening Stock | 104492209 | 98601925 |
| Add: Purchases | 909336986 | 1035498193 |
| | 1013829195 | 1134100118 |
| Less: Disposal | 42000 | 2236528 |
| Closing Stock | 142115841 | 104492209 |
| | 142157841 | 106728737 |
| Raw Material Consumed | 871671354 | 1027371381 |

Breakup of Raw Material Consumed

| | | |
|---|------------------|------------|
| Imported | - | - |
| Percentage % | - | - |
| Indigenous | 871671354 | 1027371381 |
| Percentage % | 100 | 100 |
| Value of Imports on C.I.F. Basis (In Rs.) | - | - |

20. PURCHASE OF STOCK IN TRADE

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--------------------------|-----------------------------|-----------------------------|
| TRADING PURCHASES | | |
| Steel Product | 19533791 | 15443634 |
| Carriage Inward | - | 11320 |
| TOTAL:: | 19533791 | 15454954 |

21. CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Opening Stock of Finished Goods | 100995153 | 154582117 |
| Opening Stock of Rolls & Scrap | 3125800 | 3050700 |
| Opening Stock of Traded goods | 116145 | - |
| | 104237098 | 157632817 |
| Less: | | |
| Closing Stock of Finished Goods | 102689743 | 100995153 |
| Closing Stock of Rolls & Scrap | 3650000 | 3125800 |
| Closing Stock of Traded Goods | - | 116145 |
| | 106339743 | 104237098 |
| (Increase)/ Decrease in stock of finished goods | (2102645) | 53395719 |
| Increase / (Decrease) in Excise on Closing Stock | 186411 | (5894757) |
| Net (Increase)/ Decrease in stock of finished goods | (1916234) | 47500962 |

22. EMPLOYEES BENEFIT EXPENSES (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Salaries, Wages & Other Benefits | 8783701 | 8693396 |
| Contribution to Provident and Other Funds | 795698 | 737386 |
| Staff & Workers Welfare Expenses | 57820 | 368755 |
| TOTAL:: | 9637219 | 9799537 |

23. FINANCIAL COSTS (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|----------------------|-----------------------------|-----------------------------|
| Interest Expenses | 38276131 | 36205566 |
| Other Borrowing Cost | 3614480 | 2489404 |
| TOTAL:: | 41890611 | 38694970 |

24. OTHER MANUFACTURING EXPENSES (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--------------------------------|-----------------------------|-----------------------------|
| Power & Fuel | 49313630 | 55061440 |
| Consumption of Stores & Spares | 4731259 | 4936229 |
| Repairs & Maintenance | 2876447 | 3376054 |
| Coal Feeding Charges | 2202367 | 2115171 |
| Conversion Charges | - | 257670 |
| Entry Tax | 4556044 | 2708033 |
| Excise Duty Expenses | 5293 | 4917 |
| TOTAL:: | 63685040 | 68459514 |

| | | |
|---|---------|---------|
| Breakup of Stores Consumed | | |
| Imported | - | - |
| Percentage % | - | - |
| Indigenous | 4731259 | 4936229 |
| Percentage % | 100 | 100 |
| Value of Imports on C.I.F. Basis (In Rs.) | - | - |

25. OTHER ADMINISTRATIVE EXPENSES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|---------------------|---------------------|
| Auditor's Remuneration - For Statutory Audit | 200000 | 175000 |
| - For Tax Audit | 50000 | 50000 |
| Advertisement & Sales Promotion | 114466 | 115401 |
| Bad Debts Written off | 828514 | - |
| Charity & Donations | 14100 | 21200 |
| Director's Remuneration | 2100000 | 1850000 |
| Finished Goods Handling Charges | 1990375 | 2109577 |
| Insurance Expenses | 186047 | 199405 |
| Loss on Sale of fixed assets | 506645 | 245532 |
| Legal & Filing Expenses | 861999 | 580301 |
| Miscellaneous expenses | 2707640 | 385919 |
| Printing & Stationery | 144098 | 148825 |
| Postage & Telephone | 428621 | 458988 |
| Registration & Renewal Charges | 184549 | 127851 |
| Rent, Rates and Taxes | 184858 | 71438 |
| Running & Maintenance - Others | 545336 | 361663 |
| Sales Commission | 64162 | 93495 |
| Sales Tax | - | 26996 |
| Travelling & Conveyance | 701860 | 1165877 |
| TOTAL:: | 11813270 | 8187468 |

26. CURRENT TAX

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|-------------------------------|---------------------|---------------------|
| Current Tax | 6523515 | 7075462 |
| Add : Taxes for Earlier Years | - | - |
| TOTAL:: | 6523515 | 7075462 |

Provision for Income Tax has been made in terms of the normal provisions of the Income Tax Act' 1961.

27. EARNING PER EQUITY SHARE

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|---------------------|---------------------|
| Profit / (Loss) after Taxation as per Profit & Loss Account | 12145176 | 14033491 |
| Weighted Avg. No. of Equity Share Outstanding | 9000000 | 9000000 |
| Basic / Diluted Earning / (Loss) per Share of Rs. 10/- | 1.35 | 1.56 |

28. GRATUITY

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Employer's Contribution to Provident Fund | 231921 | 241217 |
| Employer's Contribution to Employee State Insurance | 124840 | 133236 |
| TOTAL:: | 356761 | 374453 |

Defined Benefit Plan
Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service or part thereof in excess of 6 months and its payable on retirement / termination/ resignation. The benefit vests on the employees after completion of 5 Years of service. The gratuity liability has not been externally funded.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(Amount in Rs.)

| i) Reconciliation of opening and closing balances of Defined Benefit Obligation | 2013-14 | 2012-13 |
|--|----------------|----------------|
| Defined Benefit obligation at beginning of year | 1854832 | 1491899 |
| Current Service Cost | 220025 | 191799 |
| Interest Cost | 186687 | 150603 |
| Actuarial (gain) / loss | 32225 | 20531 |
| Benefits paid | - | - |
| Defined Benefit obligation at year end | 2293769 | 1854832 |
| II) Reconciliation of fair value of assets and obligations | | |
| Defined Benefit obligation | 2293769 | 1854832 |
| Fair value of Plan assets | - | - |
| | 2293769 | 1854832 |
| Less : Unrecognised Past Service Cost | - | - |
| Amount recognised in Balance Sheet | 2293769 | 1854832 |

Since the entire amount of plan obligation is unfunded, therefore change in the fair value of plan assets are not given. Further the entire amount of plan obligation is unfunded, therefore categories of plan asset as a percentage of the fair value of total plan assets and company's expected contribution to the plan assets in the next year is not given.

III) Expenses recognised during the year (Under the head “Employee Benefit Expenses ”- Refer Notes “22”)

| | | |
|-----------------------------------|---------------|--------|
| Current Service Cost | 220025 | 191799 |
| Interest Cost | 186687 | 150603 |
| Expected return on Plan assets | - | - |
| Actuarial (gain) / loss | 32225 | 20531 |
| Curtailment Cost | - | - |
| Settlement Cost | - | - |
| Amortization of past service Cost | - | - |
| Net Cost | 438937 | 362933 |

IV) Investment Details : **NIL** **NIL**

V) Actuarial assumptions :
Mortality Table LIC (1994-96) Ultimate

| | | |
|--|--------------|-------|
| Discount rate (per annum) | 8.25% | 8.25% |
| Expected rate of return on plan assets (per annum) | - | - |
| Rate of escalation in salary (per annum) | 5.00% | 5.00% |
| Expected Average remaining working lives of employees (Years) | 16.92 | 17.57 |
| Principal Plan is under Payment of Gratuity Act, 1972 (as amended up to date). | | |

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

Leave Encashment

The obligation for leave encashment is recognised during the year of Rs.160864/- (P.Y.Rs.139010/-), is equivalent to one month salary and charged to Profit & Loss Account.

29. EXCISE DUTY ON CLOSING STOCK

Excise duty shown as deduction from sales represents the amount of excise duty collected on sales and in accordance with ASI 14 on 'Disclosure of Revenue from Sales Transactions' issued by Institute of Chartered Accountants of India, differential excise duty on opening and closing stock of finished goods amounting to Rs.186411/- [P.Y. Rs.(5894757)] has been adjusted from increase/(decrease) in stock in trade in Notes - 21.

30. CONTINGENT LIABILITIES

Contingent Liabilities and Commitments (To The Extent Not Provided For)

(Amount in Lacs)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| (i) Contingent Liabilities | | |
| (a) Claims against the company not acknowledged as debt (Security Amount deposited Against the claim Rs. NIL (P.Y. Rs.1.50 Lacs). | - | 5.82 |
| (b) Guarantees | | |
| Bank Guarantees | 17.77 | 10.00 |
| Margin money of Rs. 1.78 Lacs (P.Y. 1.00 Lacs) deposited with bank. | | |
| Bill Discounted Under LC | 398.99 | 2755.22 |
| Corporate Guarantees on behalf of other companies | 100570.00 | 20920.00 |
| | 100986.76 | 23691.04 |
| (ii) Commitments | - | - |
| TOTAL:: | 100986.76 | 23691.04 |

31. Balances of the sundry debtors, sundry creditors, loans and advances etc. are subject to confirmation and reconciliation.
32. The company has not received any information from any of the suppliers of their being a Small Scale Industrial Unit. Hence the amounts due to Small Scale Industrial Unit as on 31st March 2014 are not ascertainable.
33. In opinion of the Board, the value of realization of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the balance sheet.
34. Information on Related Party as required by Accounting Standard-18, "Related Party Disclosures" issued by The Institute of Chartered Accountants of India, are given below :

i) Related Parties
a) Wholly owned Subsidiary

Popular Mercantile Pvt. Ltd.

c) Associate

Shri Bajrang Power and Ispat Limited

Shri Bajrang Ispat & Plywood Limited

Shri Bajrang Hydro Energy Pvt. Ltd.

S.B. Multimedia Private Limited

Shimmer Investment Pvt. Ltd.

Swastik Mercantiles Ltd.

Jainarayan Hari Ram Goel Charitable Trust

I A Energy

b) Key Management Personnel

Shri Suresh Goel

Shri Narendra Goel

Shri Anand Goel

ii) Transaction with Related Parties in the ordinary course of business (In Lacs)

| Particulars | Subsidiary | | Associates | | Key Management | |
|-----------------------|------------|---------|------------|---------|----------------|---------|
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Purchase of materials | - | - | 2887.00 | 4357.69 | - | - |
| Sale of materials | - | - | 691.15 | 1077.67 | - | - |
| Interest Received | - | - | 289.90 | 71.13 | - | - |
| Interest Paid | - | - | 0.68 | 2.10 | 13.54 | 8.91 |
| Remuneration paid | - | - | - | - | 21.00 | 18.50 |
| Rent | - | - | 0.60 | 0.60 | - | - |
| Investment | - | - | - | - | - | - |
| Outstanding | - | - | - | - | - | - |
| Receivables | - | - | 2880.65 | 2789.95 | - | - |
| Payables | - | - | 23.29 | 6.18 | - | 119.78 |
| Investment | 35.10 | 35.10 | 83.20 | 83.20 | - | - |

iii) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year

(Amount in Lacs)

| | | | |
|----|---|---------|---------|
| a) | Purchase of Materials: | 2013-14 | 2012-13 |
| | Shri Bajrang Power and Ispat Ltd. | 2887.00 | 4357.69 |
| b) | Sale of Materials: | | |
| | Shri Bajrang Power and Ispat Ltd. | 509.79 | 1076.77 |
| | Jainarayan Hari Ram Goel Charitable Trust | - | 0.90 |
| | I A Energy | 181.36 | - |
| c) | Interest received: | | |
| | Swastik Mercantiles Ltd. | 289.90 | 71.13 |
| d) | Interest Paid: | | |
| | Anand Goel | 0.14 | 0.95 |
| | Suresh Goel | 10.56 | 4.00 |
| | Narendra Goel | 2.85 | 3.96 |
| | Shimmer Investment Pvt. Ltd. | 0.68 | 2.10 |
| e) | Rent Paid: | | |
| | Shri Bajrang Power & Ispat Ltd. | 0.60 | 0.60 |
| f) | Remuneration Paid: | | |
| | Anand Goel | 12.00 | 9.50 |
| | Suresh Goel | 9.00 | 9.00 |

Note: Related party relationship is as identified by the Company on the basis of available information and relied upon by the auditors.

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|---------------------|---------------------|
| 35. Value of Import in Foreign Currency (₹ In Lacs) | Nil | Nil |
| Expenditure in Foreign Currency (₹ In Lacs) | Nil | Nil |
| Earnings in Foreign Exchange (₹ In Lacs) | | |
| - FOB value of Exports | 85.53 | Nil |
| In USD | 139,418 | Nil |
| In EURO | Nil | Nil |
| Amount remitted in foreign currency on account of dividend | Nil | Nil |

36. In accordance with the Accounting Standard (AS-28) on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the Company during the year carried out an exercise of identifying the assets that may have been impaired in respect of each cash generating unit in accordance with the said Accounting Standard. The company has not identified any Fixed Assets to be materially impaired mainly on account of economic performance and alternative viability of such assets and accordingly no amount has been charged as impairment loss to the Profit & Loss Account at the year end.

37. FOREIGN CURRENCY TRANSACTION

Foreign Exchange Expenditure shown in Profit and loss Account Rs.43592/- (PY. Rs. NIL/-) relates to fluctuation of currency value of Sales Transaction.

38. Inventories and consumption of stores materials have been taken as valued and certified by the management.

39. The previous year figures have been regrouped and/or rearranged wherever necessary.

For and on behalf of the Board of Directors.

As per our attached report of even date.

For, **R.K. Singhania & Associates**

Chartered Accountants

Firm Registration No. 004435C

Sd/-
(Anand Goel)
Managing Director

Sd/-
(Narendra Goel)
Director

Sd/-
(Sheenam Pitroda)
Company Secretary

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

FINANCIAL INFORMATION OF SUBSIDIARY COMPANY AS ON 31ST MARCH 2014

(Amount in Rs.)

| S.No. | Name of the Subsidiary Company | Capital | Reserves | Total Assets | Total Liabilities | Investment (except in case of investment in Subsidiaries) | Total Receipts | Profit/ (Loss) before Taxation | Provision for Taxation | Profit / (Loss) after Taxation | Proposed Dividend |
|-------|------------------------------------|---------|-----------|--------------|-------------------|---|----------------|--------------------------------|------------------------|--------------------------------|-------------------|
| 1 | Popular Mercantile Private Limited | 3510000 | 167222618 | 170779125 | 170779125 | *170100000 | 1038364 | 135488 | 42507 | 92981 | — |
| | Total | 3510000 | 167222618 | 170779125 | 170779125 | *170100000 | 1038364 | 135488 | 42507 | 92981 | — |

Note:

* The investment amount as mentioned above is of Non-trade Current Investment in Equity Instruments.

R.K. Singhania & Associates

CHARTERED ACCOUNTANTS

-: Head Office :-

205, 1st FLOOR, SAMTA COLONY, RAIPUR – 492 001 (C.G.) INDIA

Phones : 91-771-2255744-45, 4036066, Fax : 91-771-2254188

E-mail: rkscaryp@yahoo.co.in, Website: rksca.com

**INDEPENDENT AUDITOR'S REPORT ON
CONSOLIDATED FINANCIAL STATEMENTS**

To

The Members of

SHRI BAJRANG ALLOYS LIMITED

1. We have audited the accompanying consolidated financial statements of SHRI BAJRANG ALLOYS LIMITED (the "Company") and its subsidiary (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flow of the Group in accordance with accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material

misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view 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 consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

5. In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements / consolidated financial statements of the subsidiary and Associates as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
 - (ii) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date.
 - (ii) in the case of the Consolidated Cash Flow Statement , of the cash flows of the Group for the year ended on that date.

Other Matters

6. We have not audited the financial statements of subsidiary, whose financial statements reflect Total Assets of Rs. 1707.79 Lacs as at March, 2014, total revenues of Rs.7.76 Lacs for the year ended on that date. These financial statements have been audited by other Auditors whose Report have been furnished to us and our opinion, is based solely on the Reports of other Auditors.

For, **R.K. Singhania & Associates**
Chartered Accountants
Firm Registration No. 004435C

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880
Raipur, 27th May, 2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2014

(Amount in Rs.)

| PARTICULARS | NOTE No. | AS AT 31.03.2014 | AS AT 31.03.2013 |
|------------------------------------|----------|---------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Fund | | | |
| (a) Share Capital | 2 | 90000000 | 90000000 |
| (b) Reserve & Surplus | 3 | 341217340 | 328979184 |
| (2) Non-Current Liabilities | | | |
| (a) Long-Term Borrowings | 4 | 250713264 | 276325339 |
| (b) Deferred Tax Liabilities (Net) | 5 | 3682401 | 4403101 |
| (c) Long-Term Provisions | 6 | 1683386 | 1397032 |
| (3) Current Liabilities | | | |
| (a) Short-Term Borrowings | 7 | 351841155 | 290006892 |
| (b) Trade Payables | | 4474775 | 4552900 |
| (c) Other Current Liabilities | 8 | 31482088 | 54465180 |
| (d) Short-Term provisions | 9 | 7887768 | 8195240 |
| TOTAL:: | | 1082982177 | 1058324868 |
| II. ASSETS | | | |
| (1) Non-current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 10 | 43644719 | 49047301 |
| (b) Non-current investments | 11 | 185110109 | 185110109 |
| (c) Long-term loans and advances | 12 | 189635171 | 217640755 |
| (d) Other Non-current Assets | 13 | - | 4800 |
| (2) Current Assets | | | |
| (a) Inventories | 14 | 255185887 | 213206524 |
| (b) Trade Receivables | 15 | 255715781 | 293259801 |
| (c) Cash and cash equivalents | 16 | 897840 | 31098927 |
| (d) Short-Term loans and advances | 17 | 152792670 | 68956651 |
| TOTAL:: | | 1082982177 | 1058324868 |

Significant Accounting Policies

1

Notes on Financial Statements

2 to 33

As per our attached report of even date.

For and on behalf of the Board of Directors.

For, **R.K. Singhania & Associates**

Chartered Accountants

Firm Registration No. 004435C

Sd/-
(Anand Goel)
Managing Director

Sd/-
(Narendra Goel)
Director

Sd/-
(Sheenam Pitroda)
Company Secretary

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2014

(Amount in Rs.)

| PARTICULARS | NOTES | Financial Year Ended 31.03.2014 | Financial Year Ended 31.03.2013 |
|--|-------------------------------------|--|--|
| I. Revenue From Operations | 18 | 1042807578 | 1245167736 |
| II. Other Income | 19 | 717652 | 911245 |
| III. Total Revenue (I + II) | TOTAL:: | <u>1043525230</u> | <u>1246078981</u> |
| IV. Expenses | | | |
| Cost of Materials Consumed | 20 | 872211354 | 1027371381 |
| Purchase of Stock in Trade | 21 | 19533791 | 15454954 |
| Changes in Inventories | 22 | (2178234) | 47500962 |
| Employees Benefit Expenses | 23 | 9835974 | 9799537 |
| Financial Costs | 24 | 41890994 | 38696210 |
| Depreciation | 10 | 8485824 | 9855274 |
| Other Manufacturing Expenses | 25 | 63685040 | 68459514 |
| Other Administrative Expenses | 26 | 11977009 | 8197109 |
| | TOTAL:: | <u>1025441752</u> | <u>1225334939</u> |
| V. Profit Before Tax (III-IV) | | 18083478 | 20744042 |
| VI. Tax expenses: | | | |
| Net current Tax | 27 | 6566022 | 7075462 |
| Deferred Tax | | (720700) | (371661) |
| VII. Profit (Loss) for the period | | <u>12238156</u> | <u>14040241</u> |
| VIII. Basic / Diluted Earnings Per Equity Share | 28 | 1.36 | 1.56 |
| Significant Accounting Policies 1 Notes on Financial Statements 2 to 33 As per our attached report of even date. For and on behalf of the Board of Directors. For, R.K. Singhania & Associates Chartered Accountants Firm Registration No. 004435C | | | |
| Sd/- (Anand Goel) Managing Director | Sd/- (Narendra Goel) Director | Sd/- (Sheenam Pitroda) Company Secretary | Sd/- (Ramesh Kumar Singhania) Partner Membership No. - 041880 |
| Raipur, 27 th May, 2014 | | | |

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014
(Amount in Rs.)

| PARTICULARS | YEAR ENDED 31.03.2014 |
|---|--------------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES:- | |
| (1) Net Profit before Taxation | 18083478 |
| Add: Adjustment for : | |
| (i) Depreciation | 8485824 |
| (ii) Financial Cost | 41890994 |
| (iii) Profit on Sale of Investment & Assets | - |
| (iv) Loss on sale of fixed assets | 506645 |
| (v) Dividend Received | (77008) |
| (vi) Provision for Taxation | (6566022) |
| (2) Operating Profit before Working Capital Change | 62323911 |
| Decrease / (Increase) For | |
| (i) Inventory | (41979363) |
| (ii) Trade Receivables | 37544020 |
| (iii) Long Term Loans Advances | 28010384 |
| (iv) Short Term Loans Advances | (83836019) |
| | (60260978) |
| Increase/(Decrease) for | |
| (i) Trade & other payables | (23368689) |
| (ii) Increase of Short Term Borrowings | 61834263 |
| (ii) Long Term Liabilities | 286354 |
| (3) Net Cash Flow from Operating Activities | 40814861 |
| Less Income Tax paid | - |
| Subtotal (A) | 40814861 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES:- | |
| (i) Purchase of Fixed Assets | (6660887) |
| (ii) Purchase of Investments | - |
| (iii) Dividend Received | 77008 |
| (iv) Sale of Fixed Assets | 3071000 |
| (v) Sale of Investment | - |
| Subtotal (B) | (3512879) |
| (C) CASH FLOW FROM FINANCING ACTIVITIES:- | |
| (i) Proceeds from Long Term Borrowings (Net) | (25612075) |
| (ii) Interest paid | (41890994) |
| Subtotal (C) | (67503069) |
| Net Increase in Cash & Cash Equivalents | (30201087) |
| Opening Balance of Cash & Cash Equivalents | 31098927 |
| Closing Balance of Cash & Cash Equivalents | 897840 |

Notes :

- (1) Cash & Cash equivalent includes Cash & Bank Balances
- (2) Figures of the previous year have been regrouped/rearranged found necessary.
- (3) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

For and on behalf of the Board of Directors

As per our attached report of even date.

For, **R.K. Singhania & Associates**

Chartered Accountants

Firm Registration No. 004435C

Sd/-
(Anand Goel)
Managing Director

Sd/-
(Narendra Goel)
Director

Sd/-
(Sheenam Pitroda)
Company Secretary

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

1. SIGNIFICANT ACCOUNTING POLICIES:**PRINCIPLES OF CONSOLIDATION**

The consolidated Financial Statements relate to Shri Bajrang Alloys Limited (the Company) and its Subsidiary Company Popular Mercantile Private Limited from the date of becoming subsidiary ie. 06.03.2013. The consolidated Financial statements have been prepared on the following basis:

- (i) The Financial Statements of the company and its Subsidiary Companies are combined on a line by line basis by adding together the book values of items of assets, liabilities, income & expenses, after fully eliminating intra group Balances and intra group transactions in accordance with Accounting Standards (AS) - 21 - "Consolidated Financial Statements".
- (ii) The difference between the cost of investments in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as goodwill or capital reserve as the case may be.
- (iii) Minority Interest's share of net profit of Consolidated Subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to Shareholders of the Company.
- (iv) Minority Interest's share of net assets of consolidated Subsidiaries for the year is identified and presented in consolidated balance sheet separate from liabilities and the equity of the Company's Shareholders.
- (v) As far possible, the consolidated financial statements are prepared using uniform accounting policies for like transaction and other events in similar events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- (vi) Investment other than in Subsidiary has been accounted as per Accounting Standards (AS)-13 "Accounting for Investments".

OTHER SIGNIFICANT ACCOUNTING POLICIES:

These are setout under "Significant Accounting policies" as given in the Standalone Financial Statements of Shri Bajrang Alloys Limited.

Notes on Accounts of the Financial Statement for Financial Year Ended 31.03.2014

Amounts have been rounded off to the nearest rupees and previous year's figures have been regrouped, rearranged and reclassified wherever considered necessary to confirm to the current presentation.

2. SHARE CAPITAL

| (Amount in Rs.) | | |
|--|---------------------|---------------------|
| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
| (A) Authorised, Issued, Subscribed and Paid-up Share Capital | | |
| Authorised Share Capital | | |
| 20370000 Equity Shares of Rs. 10/- Each (Previous year 20370000 Equity Shares of Rs. 10/- each) | 203700000 | 203700000 |
| 1000000 Preference Shares of Rs. 10/- Each (Previous year 1000000 Preference Shares of Rs. 10/- each) | 10000000 | 10000000 |
| | 213700000 | 213700000 |
| Issued, Subscribed & Fully Paid-up Share Capital | | |
| 9000000 Equity Shares of Rs. 10/- Each Fully Paid up (Previous year 9000000 Equity Shares of Rs. 10/- each fully paid up) | 90000000 | 90000000 |
| (Of the above shares, 6000000 Shares are allotted as fully paid-up by way of bonus shares by capitalisation of Security Premium and General Reserve) | | |
| TOTAL:: | 90000000 | 90000000 |

(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year.

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|---------------------|---------------------|
| No of shares outstanding as at the beginning of the year | 9000000 | 9000000 |
| Add : Number of shares allotted during the year as fully paid-up | - | - |
| Number of shares outstanding as at the end of the year | 9000000 | 9000000 |

(C) Rights, preferences and restrictions attaching to various classes of shares

| Sl. No. | Class of shares | Rights, preferences and restrictions (including restrictions on distribution of dividends and repayment of capital) attached to the class of shares. |
|---------|-------------------|--|
| 01 | Equity Shares | Holder of Equity Share has one Vote per share. |
| 02 | Preference shares | Not Issued |

(D) Shares in the company held by each Shareholder holding more than 5% shares

| Sl. No. | Name of the Shareholder | As at 31.03.2014 | | As at 31.03.2013 | |
|---------|---------------------------|------------------|--------|------------------|--------|
| | | No. of shares | % Held | No. of shares | % Held |
| 01 | Rajendra Goel * | 847500 | 9.42 | 847500 | 9.42 |
| 02 | Atlanta Securities P.Ltd. | 760500 | 8.45 | 760500 | 8.45 |
| 03 | Narendra Goel * | 632700 | 7.03 | 632700 | 7.03 |
| 04 | Hariram Goel * | 566100 | 6.29 | 566100 | 6.29 |
| 05 | Anand Goel * | 513400 | 5.70 | 513400 | 5.70 |
| 06 | Suresh Goel * | 482400 | 5.36 | 482400 | 5.36 |

* Hold as in capacity of Karta of HUF

3. RESERVES & SURPLUS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|---------------------|---------------------|
| General Reserve | | |
| As per last Balance Sheet | 73546000 | 63546000 |
| Add : Transferred from Profit & Loss Account | 1000000 | 1000000 |
| Total | 74546000 | 73546000 |
| Profit & Loss Account | | |
| As per last Balance Sheet | 88296796 | 84256556 |
| Add: Current year Surplus | 12238156 | 14040241 |
| Less: Transferred to General Reserve | 1000000 | 1000000 |
| Net Carried Forward Surplus | 99534952 | 88296796 |
| Capital Reserve | | |
| As per last Balance Sheet | 167136388 | 13500 |
| Add : Addition during the year | - | 167122888 |
| Total | 167136388 | 167136388 |
| TOTAL:: | 341217340 | 328979184 |

Note: Profit for the year has not been appropriated for the purpose of distribution of dividend and its tax.

4. LONG TERM BORROWINGS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|------------------------------------|----------------------|
| (a) Long term maturities' of Finance lease obligations * Secured Loan (Hypothecated by vehicle, 36 equal Monthly installment of Rs. 19284/- beginning from Dec. 2011) (Hypothecated by vehicle, 36 equal Monthly installment of Rs. 96356/- beginning from Nov 2013) | 125412 2433237 | 130201 1924836 |
| (b) Loans And Advances From Related Parties Unsecured : From Director & its Relative ** | - | 11978405 |
| (c) Loans And Advances From Others Unsecured : From Corporate Body ** From Financial Institutions & Banks *** | 1679466 246475149 | 2246115 260045782 |
| TOTAL:: | 250713264 | 276325339 |

Note : There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above loans.

* In respect of Fixed Assets acquired on finance lease as per Accounting Standard on Leases (AS-19), the minimum lease rentals outstanding as on 31st March, 2014 are as follows:

| Due | (Amount in Rs.) | | | | | |
|---|---|---------|------------------|---------|--|---------|
| | Total Minimum Lease Payments Outstanding as at 31 st March | | Interest not due | | Present Value of the minimum lease payments as at 31 st March | |
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Not later than one year | 1291260 | 1387856 | 207835 | 251664 | 1083425 | 1135992 |
| Later than one year & not later than five years | 1830764 | 2254776 | 147705 | 199739 | 1683059 | 2055037 |

** As clarified by management all above Mentioned Unsecured loan treated as Long term.

*** Maturity Profile of Unsecured Term Loans from Financial Institutions & Banks are as set out below :

| Maturity Profile | | | | |
|-----------------------------|---------------------|---------------------|---------------------|---------------------------|
| Term Loans (Rs. in lacs) | 1-2 Years 155.93 | 2-3 Years 177.56 | 3-4 Years 202.18 | Beyond 4 Years 1929.08 |

Above Loans had been secured by property of Directors & its Relatives.

5. DEFERRED TAX LIABILITIES (NET)

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--------------------------------|-----------------------------|-----------------------------|
| Deferred Tax Liabilities | | |
| On Account of Depreciation | 4426614 | 5004901 |
| Less : Deferred Tax Assets | | |
| On Account of Gratuity | 744213 | 601800 |
| Deferred Tax Liabilities (Net) | 3682401 | 4403101 |

In accordance with "Accounting Standard – 22" issued by the "Institute of Chartered Accountants of India", the Company has recognised net of deferred tax assets and deferred tax liability amounting to Rs. 3682401/- as on 31/03/2014 under a separate head "Deferred Tax Liability". Deferred tax Expenses for the year amounting to Rs. (720700)/- has been recognised in the Profit & Loss Account.

6. LONG TERM PROVISION

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Employee Benefits | | |
| For Gratuity | | |
| Opening Balance | 1854832 | 1491899 |
| Add : Provision | 438937 | 362933 |
| Less : Paid during the year | - | - |
| Total | 2293769 | 1854832 |
| Less : Transfer to Current Liability (Amount due within one year) | 610383 | 457800 |
| TOTAL:: | 1683386 | 1397032 |

7. SHORT TERM BORROWINGS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Working Capital Loan | | |
| Secured : | | |
| Cash Credit Limit (Bank of Baroda) | 351841155 | 290006892 |
| (Cash Credit facility is secured by hypothecation of stocks of Raw Materials, Stock of consumable stores, Stock-in-Transit, Finished goods, Book debts and Personal Guarantee by Directors.) | | |
| Note : There is no default, as at the balance sheet date, in repayment of any of above Loans | | |
| TOTAL:: | 351841155 | 290006892 |

8. OTHER CURRENT LIABILITIES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| <i>Other Payables</i> | | |
| Current maturities of finance lease obligations (refer note-4) | 207835 | 1135992 |
| Current maturities of Long term Borrowing (refer note - 4) | 15139432 | 14038030 |
| Advances from Customers | 3267334 | 23911002 |
| Excise Duty Payable on Closing Stock | 11296237 | 11109826 |
| Vat Tax Payable | 243095 | 2223531 |
| Entry Tax payable | 55884 | 144736 |
| Service tax payable | 14233 | 485 |
| TDS Payable | 534891 | 788678 |
| Other Expenses payables | 723147 | 1112900 |
| TOTAL:: | 31482088 | 54465180 |

9. SHORT TERM PROVISIONS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| <i>Provision for employee benefits</i> | 1321746 | 1103778 |
| <i>Others</i> | | |
| Provision for income-tax | 6566022 | 7091462 |
| TOTAL:: | 7887768 | 8195240 |

(Amount in Rs.)

| PARTICULARS | GROSS BLOCK | | | | DEPRECIATION | | | NET BLOCK | | |
|----------------------|-----------------------------|--------------------------------|--------------------------------|-----------------------------|--------------------|-----------------|--------------------------------|-----------------------------|---------------------|---------------------|
| | Cost As At 31.03.2013 | Addition During The Year | Deletion During The Year | Cost As At 31.03.2014 | Upto 31.03.2013 | For the Year | Deletion During The Year | Total upto 31.03.2014 | As At 31.03.2014 | As At 31.03.2013 |
| Leasehold Land | 869024 | - | - | 869024 | 164412 | 8778 | - | 173190 | 695834 | 704612 |
| Freehold Land | 3162160 | - | - | 3162160 | - | - | - | - | 3162160 | 3162160 |
| Factory Building | 2418645 | - | - | 2418645 | 1506745 | 80783 | - | 1587528 | 831117 | 911900 |
| Other Building | 7989518 | - | - | 7989518 | 1349814 | 130229 | - | 1480043 | 6509475 | 6639704 |
| Plant & Equipments | 60570662 | - | - | 60570662 | 33072985 | 2877106 | - | 35950091 | 24620571 | 27497677 |
| Rolls | 100113310 | 2628770 | - | 102742080 | 96276592 | 4424959 | - | 100701551 | 2040529 | 3836718 |
| Furniture & Fixtures | 1563525 | - | - | 1563525 | 807439 | 98971 | - | 906410 | 657115 | 756086 |
| Vehicles | 9298378 | 4032117 | 4257880 | 9072615 | 3759935 | 864998 | 680235 | 3944698 | 5127917 | 5538443 |
| Computer | 1207415 | - | - | 1207415 | 1207415 | - | - | 1207415 | - | - |
| TOTAL | 187192637 | 6660887 | 4257880 | 189595644 | 138145336 | 8485824 | 680235 | 145950925 | 43644719 | 49047301 |
| Previous Year | 184778131 | 8203513 | 5799007 | 187192637 | 130218871 | 9955274 | 1928809 | 138145336 | 49047301 | 54559260 |

11. NON-CURRENT INVESTMENT

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Trade Investments | | |
| (i) Investments in Equity Shares | | |
| <u>Quoted Equity Shares Fully Paid up</u> | | |
| 500 Shares in Jyoti Structures Ltd. of Rs. 2/- each (Previous year 500 Shares of Rs. 2/- each) | 3500 | 3500 |
| 871 Shares in Bank of Baroda of Rs. 10/- each (Previous year 871 Shares of Rs. 10/- each) | 200330 | 200330 |
| 5700 Shares in Godawari Power & Ispat Ltd of Rs. 10/- each (Previous year 5700 Shares of Rs. 10/- each) | 1307330 | 1307330 |
| 8000 Shares in Reliance Power Limited of Rs. 10/- each (Previous year 8000 Shares of Rs. 10/- each) | 1733019 | 1733019 |
| 51000 Shares in Readymade Steel India Limited of Rs. 10/- each (Previous year 51000 Shares of Rs. 10/- each) | 3445930 | 3445930 |
| Sub Total | 6690109 | 6690109 |
| (Aggregate Market Value Rs.12178301/- (Prev. Year Rs. 3629494/-)) | | |
| <u>Unquoted Equity Shares of fully paid up</u> | | |
| 250100 Shares in Shri Bajrang Ispat & Plywood Ltd. of Rs. 10/- each (Previous year 250100 Shares of Rs. 10/- each) | 2501000 | 2501000 |
| 11,44,000 Shares in Shri Bajrang Power & Ispat Ltd. of Rs. 10/- each (Previous year 11,44,000 Shares of Rs. 10/- each) | 175870000 | 175870000 |
| 4900 Shares in Shri Bajrang Hydro Energy Pvt. Ltd. of Rs. 10/- each (Previous year 4900 Shares of Rs. 10/- each) | 49000 | |
| Sub Total | 178420000 | 178420000 |
| TOTAL:: | 185110109 | 185110109 |

12. LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Unsecured, considered good | | |
| (a) Security Deposits | | |
| Deposit with Governments Authorities and others | 2541396 | 2838349 |
| (b) Loans and advances | | |
| To related parties(refer note-32) | 187093775 | 214802406 |
| TOTAL:: | 189635171 | 217640755 |

13. OTHER NON-CURRENT ASSETS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|------------------------------------|-----------------------------|-----------------------------|
| Preliminary Expenses : Opening | 4800 | 7200 |
| Add : Incurred during the year | - | - |
| Less : Written off during the year | 4800 | 2400 |
| TOTAL:: | - | 4800 |

14. INVENTORIES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| (As valued, verified and certified by the Management) (All Stock are Valued at cost or Net realizable value which ever is Lower) | | |
| Raw Materials and components | 142115841 | 104492209 |
| Finished goods | 102689743 | 100995153 |
| Trading Goods | 262000 | 116145 |
| Stores and spares | 3861200 | 3077710 |
| Others | | |
| - Furnace oil | 1394716 | 919600 |
| - Coal | 1212387 | 479907 |
| - Rolls (Scrap) | 3650000 | 3125800 |
| TOTAL:: | 255185887 | 213206524 |

15. TRADE RECEIVABLES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Trade receivables outstanding for a period less than six months Unsecured, considered good * | 216633306 | 234309007 |
| | 216633306 | 234309007 |
| Trade receivables outstanding for more than six months Unsecured, considered good | 39082475 | 58950794 |
| | 39082475 | 58950794 |
| TOTAL:: | 255715781 | 293259801 |

* Trade Receivable stated above include debts due by:
Company in which Director is a Member *

2401633 12484018

16. CASH & CASH EQUIVALENTS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Balances with banks | | |
| In Current Accounts | 157708 | 30351390 |
| Other Bank balances | | |
| Deposit with original Maturity for more than 3 Months but Less than 12 Months | 177700 | 300000 |
| Cash in hand | 562432 | 447537 |
| TOTAL:: | 897840 | 31098927 |

17. SHORT TERM LOANS & ADVANCES

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Loans and advances to related parties | | |
| <i>Unsecured, considered good</i> | | |
| Advance Recoverable in Cash or in kind or Value to be received | 711279 | - |
| Advance to Supplier | 98569379 | 51708837 |
| | 99280658 | 51708837 |
| Others | | |
| Unsecured, considered good | | |
| Advance Recoverable in Cash or in kind or Value to be received | 2071180 | 1993241 |
| Advance to Supplier | 41079611 | 4558238 |
| Balance with Central Excise & Sales Tax Department | 2134770 | 1828928 |
| Interest Receivable | 2214 | 14696 |
| Prepaid Expenses | 198140 | 235240 |
| TDS Receivable & Advance Tax | 7943980 | 8535354 |
| Fringe Benefit Tax | 82117 | 82117 |
| | 53512012 | 17247814 |
| TOTAL:: | 152792670 | 68956651 |

18. REVENUE FROM OPERATIONS

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Sales | 1199842278 | 1444489534 |
| Less : Excise Duty paid on Finished Goods | 126633848 | 146758885 |
| Less : VAT/CST Tax paid on Finished Goods | 30400852 | 52562913 |
| TOTAL:: | 1042807578 | 1245167736 |

19 OTHER INCOME

(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Other Sources | | |
| Income from Sale of Long Term Investments & Assets | - | 770548 |
| Interest Income | 498364 | 17629 |
| Dividend Income from long term Investment | 77008 | 96447 |
| Duty Drawback | 142280 | - |
| Sundry Balance written off | - | 26621 |
| | 717652 | 911245 |

20. COST OF MATERIAL CONSUMED (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Steel Product | | |
| Opening Stock | 104492209 | 98601925 |
| Add: Purchases | 909876986 | 1035498193 |
| | 1014369195 | 1134100118 |
| Less: Disposal | 42000 | 2236528 |
| Closing Stock | 142115841 | 104492209 |
| | 142157841 | 106728737 |
| Raw Material Consumed | 872211354 | 1027371381 |
| Breakup of Raw Material Consumed | | |
| Imported | - | - |
| Percentage % | - | - |
| Indigenous | 872211354 | 1027371381 |
| Percentage % | 100 | 100 |
| Value of Imports on C.I.F. Basis (In Rs.) | - | - |

21. PURCHASE OF STOCK IN TRADE (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---------------------------|-----------------------------|-----------------------------|
| TRADING PURCHASES | | |
| Purchases of Traded Goods | 19533791 | 15443634 |
| Carriage Inward | - | 11320 |
| TOTAL:: | 19533791 | 15454954 |

22. CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Opening Stock of Finished Goods | 100995153 | 154582117 |
| Opening Stock of Rolls & Scrap | 3125800 | 3050700 |
| Opening Stock of Traded goods | 116145 | - |
| | 104237098 | 157632817 |
| Less: | | |
| Closing Stock of Finished Goods | 102689743 | 100995153 |
| Closing Stock of Rolls & Scrap | 3650000 | 3125800 |
| Closing Stock of Traded Goods | 262000 | 116145 |
| | 106601743 | 104237098 |
| (Increase)/ Decrease in stock of finished goods | (2364645) | 53395719 |
| Increase / (Decrease) in Excise on Closing Stock | 186411 | (5894757) |
| Net (Increase)/ Decrease in stock of finished goods | (2178234) | 47500962 |

23. EMPLOYEEES BENEFIT EXPENSES (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Salaries, Wages & other Benefits | 8982456 | 8693396 |
| Contribution to Provident and other Funds | 795698 | 737386 |
| Staff & Workers Welfare Expenses | 57820 | 368755 |
| TOTAL:: | 9835974 | 9799537 |

24. FINANCIAL COSTS (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|----------------------|-----------------------------|-----------------------------|
| Interest Expenses | 38276131 | 36205566 |
| Other Borrowing Cost | 3614863 | 2490644 |
| TOTAL:: | 41890994 | 38696210 |

25. OTHER MANUFACTURING EXPENSES (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|-----------------------------|-----------------------------|
| Power & Fuel | 49313630 | 55061440 |
| Consumption of Stores & Spares | 4731259 | 4936229 |
| Repairs & Maintenance | 2876447 | 3376054 |
| Coal Feeding Charges | 2202367 | 2115171 |
| Conversion Charges | - | 257670 |
| Entry Tax | 4556044 | 2708033 |
| Excise Duty Expenses | 5293 | 4917 |
| TOTAL:: | 63685040 | 68459514 |
| Breakup of Stores Consumed | | |
| Imported | - | - |
| Percentage % | - | - |
| Indigenous | 4731259 | 4936229 |
| Percentage % | 100 | 100 |
| Value of Imports on C.I.F. Basis (In Rs.) | - | - |

26. OTHER ADMINISTRATIVE EXPENSES (Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Auditor's Remuneration - For Statutory Audit | 202500 | 177500 |
| - For Tax Audit | 50000 | 50000 |
| Advertisement & Sales Promotion | 114466 | 115401 |
| Bad Debts Written off | 828514 | - |
| Charity & Donations | 14100 | 21200 |
| Directors' Remuneration | 2100000 | 1850000 |
| Finished Goods Handling Charges | 1990375 | 2109577 |
| Insurance Expenses | 186047 | 199405 |
| Loss on Sale of fixed assets | 506645 | 245532 |
| Legal & Filing Expenses | 863499 | 583301 |
| Miscellaneous expenses | 2784362 | 385919 |
| Printing & Stationery | 162383 | 148825 |
| Postage & Telephone | 448385 | 460728 |
| Registration & Renewal Charges | 184549 | 127851 |
| Rent, Rates and Taxes | 206858 | 71438 |
| Running & Maintenance - Others | 545336 | 361663 |
| Sales Commission | 64162 | 93495 |
| Sales Tax | - | 26996 |
| Travelling & Conveyance | 720028 | 1165877 |
| Preliminary expenses Written Off | 4800 | 2400 |
| TOTAL:: | 11977009 | 8197109 |

| 27. CURRENT TAX (Amount in Rs.) | | |
|---------------------------------|---------------------|---------------------|
| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
| Current Tax | 6566022 | 7075462 |
| Add : Taxes for Earlier Years | - | - |
| TOTAL:: | 6566022 | 7075462 |

Provision for Income Tax has been made in terms of the normal provisions of the Income Tax Act' 1961.

| 28. EARNING PER EQUITY SHARE (Amount in Rs.) | | |
|---|---------------------|---------------------|
| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
| Profit / (Loss) after Taxation as per Profit & Loss Account | 12238156 | 14040241 |
| Weighted Avg. No. of Equity Share Outstanding | 9000000 | 9000000 |
| Basic / Diluted Earning / (Loss) per Share of Rs. 10/- | 1.36 | 1.56 |

29. GRATUITY

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :
(Amount in Rs.)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|---------------------|---------------------|
| Employer's Contribution to Provident Fund | 231921 | 241217 |
| Employer's Contribution to Employee State Insurance | 124840 | 133236 |
| TOTAL:: | 356761 | 374453 |

Defined Benefit Plan

Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service or part thereof in excess of 6 months and its payable on retirement / termination/ resignation. The benefit vests on the employees after completion of 5 Years of service. The gratuity liability has not been externally funded.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

| i) Reconciliation of opening and closing balances of Defined Benefit (Amount in Rs.) | | |
|--|---------|---------|
| Obligation | 2013-14 | 2012-13 |
| Defined Benefit obligation at beginning of year | 1854832 | 1491899 |
| Current Service Cost | 220025 | 191799 |
| Interest Cost | 186687 | 150603 |
| Actuarial (gain) / loss | 32225 | 20531 |
| Benefits paid | - | - |
| Defined Benefit obligation at year end | 2293769 | 1854832 |

II) Reconciliation of fair value of assets and obligations

| | | |
|---------------------------------------|----------------|---------|
| Defined Benefit obligation | 2293769 | 1854832 |
| Fair value of Plan assets | - | - |
| | 2293769 | 1854832 |
| Less : Unrecognised Past Service Cost | - | - |
| Amount recognised in Balance Sheet | 2293769 | 1854832 |

Since the entire amount of plan obligation is unfunded, therefore change in the fair value of plan assets are not given. Further the entire amount of plan obligation is unfunded, therefore categories of plan asset as a percentage of the fair value of total plan assets and Company's expected contribution to the plan assets in the next year is not given.

III) Expenses recognised during the year (Under the head "Employee Benefit Expenses"- Refer Notes "23")

| | | |
|-----------------------------------|---------------|--------|
| Current Service Cost | 220025 | 191799 |
| Interest Cost | 186687 | 150603 |
| Expected return on Plan assets | - | - |
| Actuarial (gain) / loss | 32,225 | 20,531 |
| Curtailment Cost | - | - |
| Settlement Cost | - | - |
| Amortization of past service Cost | - | - |
| Net Cost | 438937 | 362933 |

IV) Investment Details : **NIL** **NIL**

V) Actuarial assumptions :

Mortality Table LIC (1994-96) Ultimate

| | | |
|---|--------------|-------|
| Discount rate (per annum) | 8.25% | 8.25% |
| Expected rate of return on plan assets (per annum) | - | - |
| Rate of escalation in salary (per annum) | 5.00% | 5.00% |
| Expected Average remaining working lives of employees (Years) | 16.92 | 17.57 |

Principal Plan is under Payment of Gratuity Act 1972 (as amended up to date).

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

Leave Encashment

The obligation for leave encashment is recognised during the year of Rs.160864/-, (P.Y. Rs.139010/-) is equivalent to one month salary and charged to Profit & Loss Account.

30. EXCISE DUTY ON CLOSING STOCK

Excise duty shown as deduction from sales represents the amount of excise duty collected on sales and in accordance with ASI 14 on 'Disclosure of Revenue from Sales Transactions' issued by Institute of Chartered Accountants of India, differential excise duty on opening and closing stock of finished goods amounting to Rs.186411/- [P.Y. Rs.(5894757)] has been adjusted from increase/(decrease) in stock in trade in Notes - 22.

31. CONTINGENT LIABILITIES

Contingent Liabilities and Commitments (To The Extent Not Provided For)

(Amount in Lacs)

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|---------------------|---------------------|
| (i) Contingent Liabilities | | |
| (a) Claims against the company not acknowledged as debt (Security amount deposited Against the claim Rs. NIL (P.Y. Rs.1.50 Lacs). | - | 5.82 |
| (b) Guarantees | | |
| Bank Guarantees | 17.77 | 10.00 |
| Margin money of Rs. 1.78 Lacs (previous year Rs. 1.00 Lacs) deposited with bank. | | |
| Bill Discounted Under LC | 398.99 | 2755.22 |
| Corporate Guarantees on behalf of other companies | 100570.00 | 20920.00 |
| | 100986.76 | 23691.04 |
| (ii) Commitments | - | - |
| TOTAL:: | 100986.76 | 23691.04 |

32. Information on Related Party as required by Accounting Standard-18, "Related Party Disclosures" issued by The Institute of Chartered Accountants of India, are given below :

i) Related Parties

a) Associate

Shri Bajrang Power and Ispat Limited
Shri Bajrang Ispat & Plywood Limited
Shri Bajrang Hydro Energy Pvt. Ltd.
S.B. Multimedia Private Limited
Shimmer Investment Pvt. Ltd.
Swastik Mercantiles Ltd.
Jainarayan Hari Ram Goel Charitable Trust
I A Energy

b) Key Management Personnel

Shri Suresh Goel
Shri Narendra Goel
Shri Anand Goel

ii) Transaction with Related Parties in the ordinary course of business (In Lacs)

| Particulars | Associates | | Key Management | |
|-----------------------|------------|---------|----------------|---------|
| | 2013-14 | 2012-13 | 2013-14 | 2012-13 |
| Purchase of materials | 2887.00 | 4357.69 | - | - |
| Sale of materials | 691.15 | 1077.67 | - | - |
| Interest Received | 289.90 | 71.13 | - | - |
| Interest Paid | 0.68 | 2.10 | 13.54 | 8.91 |
| Remuneration paid | - | - | 21.00 | 18.50 |
| Rent | 0.60 | 0.60 | - | - |
| Investment | - | 1701.00 | - | - |
| Outstanding | | | | |
| Receivables | 2880.65 | 2789.95 | - | - |
| Payables | 23.29 | 6.18 | - | 119.78 |
| Investment | 1784.20 | 1784.20 | - | - |

iii) **Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year**

(Amount in Lacs)

| | | | |
|----|---|----------------|----------------|
| a) | Purchase of Materials: | 2013-14 | 2012-13 |
| | Shri Bajrang Power and Ispat Ltd. | 2887.00 | 4357.69 |
| b) | Sale of Materials: | | |
| | Shri Bajrang Power and Ispat Ltd. | 509.79 | 1076.77 |
| | Jainarayan Hari Ram Goel Charitable Trust | - | 0.90 |
| | I A Energy | 181.36 | - |
| c) | Interest received: | | |
| | Swastik Mercantiles Ltd. | 289.90 | 71.13 |
| d) | Interest Paid: | | |
| | Anand Goel | 0.14 | 0.95 |
| | Suresh Goel | 10.56 | 4.00 |
| | Narendra Goel | 2.85 | 3.96 |
| | Shimmer Investment Pvt. Ltd. | 0.68 | 2.10 |
| e) | Rent Paid: | | |
| | Shri Bajrang Power and Ispat Ltd. | 0.60 | 0.60 |
| f) | Remuneration Paid: | | |
| | Anand Goel | 12.00 | 9.50 |
| | Suresh Goel | 9.00 | 9.00 |

Note: Related party relationship is as identified by the Company on the basis of available information and relied upon by the Auditors.

33. The previous year figures have been regrouped and/or rearranged wherever necessary.

For and on behalf of the Board of Directors.

As per our attached report of even date.

For, **R.K. Singhania & Associates**

Chartered Accountants

Firm Registration No. 004435C

Sd/-
(Anand Goel)
Managing Director

Sd/-
(Narendra Goel)
Director

Sd/-
(Sheenam Pitroda)
Company Secretary

Sd/-
(Ramesh Kumar Singhania)
Partner
Membership No. - 041880

Raipur, 27th May, 2014

SHRI BAJRANG ALLOYS LIMITED

Regd. Office : 521/C, Urla Industrial Complex, Urla, Raipur - 493 221 (C.G.)

ATTENDANCE SLIP

24TH ANNUAL GENERAL MEETING ON TUESDAY, 23RD SEPTEMBER 2014 AT 09.00 A.M.

Folio No. _____ DP ID No.* _____ Client ID No.* _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

*1. Applicable for Members holding shares in electronic form.

2. Only Member/Proxy holder can attend the Meeting.

3. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

SHRI BAJRANG ALLOYS LIMITED

Regd. Office : 521/C, Urla Industrial Complex, Urla, Raipur - 493 221 (C.G.)

CIN NO. : L27103CT1990PLC005964

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

Email id : _____

Folio No. / Client ID No. : _____ DP ID No. _____

I/We, being the Member(s) of _____ Shares of Shri Bajrang Alloys Ltd., hereby appoint

1. Name : _____ Email id : _____

Address : _____

Signature :

or failing him :

2. Name : _____ Email id : _____

Address : _____

Signature :

or failing him :

3. Name : _____ Email id : _____

Address : _____

Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held Tuesday, 23rd September 2014 at 09.00 am at Raipur or at any adjournment thereof in respect of such Resolutions as are indicated in the Notice of Annual General Meeting in Item No. 1 to Item No. 8.

Signed this _____ day of _____ 2014.

Affix
Revenue
Stamp

Signature of Shareholder _____ Signature of Proxy holder(s) _____

Notes :- 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

TEAR HERE

Printed Matter

Book Post

To,

If undelivered please return to :

SHRI BAJRANG ALLOYS LTD.

521/C, URLA INDUSTRIAL COMPLEX, URLA, RAIPUR 493 221 (C.G.) INDIA.

Ph. No. : (+91-771) 4288000 • Fax No. : (+91-771) 4288001

E-mail : investors.sbal@gmail.com • Website : www.sbal.co.in

GOEL

STRUCTURAL ROLLING MILL

ISO 9001:2008

521/C, Urla Industrial Complex, Raipur 493 221 (C.G.) INDIA. Phone : 4288000, Fax : (91-771) 4288001

E-mail : sbali23@sify.com, sales.sbal@goeltmt.com • Website : www.goeltmt.com

CIN - L271C3GT1999PLC005964

Ref. SBAL/BSE/14-15/ 657

27th August, 2014

AGM – Department of Corporate Services,
 Bombay Stock Exchange Ltd., Mumbai
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai – 01
 Ph. No. 022 - 2272 1233/34.
 Fax No. 022 - 2272 2037/2039/2041/3121/3719
 Email: corp.relations@bseindia.com


Dear Sir,

Sub.: Submission of Annual Report for the Financial Year 2013-14.

Ref.: BSE Scrip Code – 526981.

Pursuant to Clause 31 of the Listing Agreement, we are enclosing herewith six copies of Annual Report of the Company for the financial year ended 2013-14 along with the duly signed Form A, details of which given as under.

FORM A

| | | |
|----|--|------------------------------------|
| 1. | Name of the Company | Shri Bajrang Power & Ispat Limited |
| 2. | Annual financial statements for the year ended | 31 st March, 2014 |
| 3. | Type of Audit observation | Un-qualified |
| 4. | Frequency of observation | Not Applicable. |
| 5. | For Shri Bajrang Alloys Limited  Managing Director / CEO Mr. Anand Goel (Managing Director)  Auditor of the Company R.K. Singhania & Associates Mr. Ramesh Kumar Singhania, Partner  Audit Committee Chairman Mr. Dinesh Agrawal (Independent Director) | |

Encl.: As above.

CC: All other recognized Stock Exchanges in India as
 With One Copy of Annual Report for the FY 2013-14.



NOTE: WE ALSO SUBMIT THE SOFT COPY OF THE ANNUAL REPORT
 IN PDF FILE IN TWO (2) CDS.