



DIRECTOR'S REPORT.

To the Members,

The Directors have pleasure in presenting the Thirty First Report on the business and operations of the Company together with Audited Accounts for the Financial Year ended 31st March, 2014.

FINANCIAL RESULTS	CURRENT YEAR 2013-2014 (Rs.)	PREVIOUS YEAR 2012-2013 (Rs.)
Turnover	167,14,63,710	175,95,17,844
Profit before depreciation	81,23,550	1,24,03,474
Depreciation	8,85,542	10,11,551
Net Profit after depreciation	72,38,006	1,13,91,923
Provision for taxation (Net)	24,33,167	39,38,031
Net Profit(Loss) for the year after tax	48,04,839	74,53,892
Surplus brought forward from previous year	980,74,591	9,16,90,190
Surplus available for Appropriation	1,028,79,429	9,91,44,082
Appropriation General Reserve	5,00,000	5,00,000
Proposed Dividend	4,90,000	4,90,000
Tax on proposed dividend	83,275	79,491
Balance carried over to next year	1,018,06,155	9,80,74,591
	10,28,79,430	9,91,44,082

DIVIDEND

Your Directors have recommended a dividend of Rs. 0.25 per Equity Share (last year 0.25 per Equity Share) for the Financial Year ended March 31, 2014. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose name appear in the Register of members as on record date i.e. 14th Aug., 2014 and in respect of shares held in Dematerialised form, it will be paid to members whose name are furnished by NSDL & CDSL as beneficial owners as on that date.

RESULTS OF OPERATIONS

The Turnover of the company decreased to Rs 167.15 Crores as against to Rs 175.95 Crores in the previous year. The net profits of the company have decreased from Rs. 74.53 lakhs to Rs. 48.05 lakhs.

Future Outlook

Your directors are hopeful that your company shall do better in the times to come.

Listing at BSE SME Segment

Your Company is going to make an application to BSE for listing of its securities at SME Segment.



Corporate Governance

As per SEBI Circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, all Listed Companies irrespective of the Paid up Capital shall Comply with Clause 49 of the Listing Agreement w.e.f. 01/10/2014.

Your Company started complying with the requirements of Corporate Governance, as required under Clause 49 of the Listing Agreement with the Stock Exchange.

Public Deposit

The Company has not accepted any deposit from public during the year.

Material Change

No Material changes have occurred from the date of the Balance Sheet till the date of this report which has any adverse effect on the affairs of the Company.

Auditors

In terms of the sub-section (2) of section 139 of the Companies Act (effective from 01/04/2014) no Listed Company shall appoint or re – appoint an Auditing Firm as the Auditor for more than two terms of five consecutive years, provided that the firm is eligible to be appointed or re- appointed in the same company after five years from the completion of existing term. In pursuance of the above, every listed Company shall comply with this requirement within a transitional period of three years from the date of commencement of the Act i.e 1st April, 2014.

M/s. Salarpuria & Partners, Chartered Accountants, the Existing Auditors appointed as Statutory Auditors of the Company and have completed the permissible period of two terms of five years as on date.

The Company would like to comply with this new provision within the transitional period of three years. In the meantime, the Company proposed to re-appoint M/s. Salarpuria & Partners Chartered Accountants, as the Statutory Auditors of the Company for the Financial Year 2014-15.

M/s. Salarpuria & Partners, Chartered Accountants, the statutory auditors of the Company will retire at the Conclusion of this Annual General Meeting and being eligible, have offered themselves for re-appointment as Statutory Auditors and have confirmed that their Re - appointment, if made, would be within the limits prescribed under section 141 of the Companies Act, 2013. Accordingly, the Board recommends their re appointment at this AGM.

Directors

During the year, Mr. Premendra Ojha and Mr. Suresh Singh Virendranath Rana resigned from the Board w.e.f. 20th June, 2014.

Mr. Kawaljit Singh Bhatia & Mr. Suresh Singh Virendranath Rana were appointed as Additional Directors of the Company, w.e.f 05/07/2014 who shall hold office upto the date of ensuing Annual General Meeting.

Cessation

In terms of sub-section (10) of section 149 of the Companies Act, 2013 (effective from 01-04-2014), every listed company shall appoint Independent Directors, who shall hold office for a term up to 5 (five) consecutive years on the Board of a company and subsection (11) of section 149 states that no Independent Director shall be eligible to be appointed for more than 2 (two) consecutive terms of 5 (five) years.

Further, it may be noted that sub-section (5) of section 149 of the Companies Act, 2013, provides for a transitional period of one year (from 01-04-2014) for re-appointment of the Independent Directors, if eligible, for a consecutive period of 5 (five) years (if, it is intended so by the Board) subject to compliance with the eligibility and other prescribed conditions.



In compliance of Section 149 of the Companies Act, 2013, regarding appointment of Independent Directors, your board have decided to recommend the appointment of Mr. Suresh Singh Vishvanath Rana, Mr. Kawaljit Singh Bhatia and Mr. Mannapra Sundara Iyer Venkateswaran as Independent Directors.

Key Managerial Personnel

Mr. Virender Kumar Gandhi, Managing Director, Mrs. Sangeeta Gandhi, Whole Time Director, were nominated as Key Managerial Personnel (KMP) of the Company under the provisions of section 203 of the Companies Act, 2013.

Employees

The employer-employee relations remain cordial. The company has not employed any person during the year under review in respect of whom the information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956.

Energy Conservation, Technology absorption, Foreign Exchange Earnings and Outgo.

The company has incurred expenditure on electricity used for office purpose only. Necessary steps, wherever feasible, have been taken for conservation of energy. The Company is not having any Research and Development Department and has not entered into any technical collaboration with any Indian and/ or foreign organization. The foreign exchange earnings and outgo are as under:

S. No.	Particulars	Current Year	Previous Year
1.	Foreign Exchange Earnings	NIL	NIL
2.	Foreign Exchange Outgo	776571	446593
3.	F.O.B Value of Exports	NIL	NIL
4.	C.I.F Value of Imports	1664042290	1644879421

Listing

The Company's share continues to remain listed with Delhi Stock Exchange. The company is regularly paying fees of the exchange. Company also comply with all requirements of Listing Agreement from time to time.



Director's Responsibility Statement

Your Directors confirm that in the preparation of the annual accounts for the year ended 31st March, 2014

- * The applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- * The directors had selected such accounting policies and applied them consistently and made Judgment 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 the year ended on 31st March, 2014.
- * The directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- * The Directors have prepared the annual accounts on an on-going concern basis.

Issue of Bonus Shares

During the Financial Year 2013-14 The Company has make an application to Delhi Stock Exchange for listing of 14,70,000 Equity Shares of Rs.10/- each to existing Shareholders of the Company in the ratio of 10:30 issued under Regulation 95 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2010 i.e Issue the shares under Bonus Issue Scheme and has got Listing Approval from Delhi Stock Exchange vide letter dated. 01, November, 2013. After getting Listing Approval, The Company applied for Trading Approval vide a letter dated. 12/02/2014 and got the approval for same from Delhi Stock Exchange vide letter dated 22/03/2014.

Application for Listing at BSE

The Mumbai Stock Exchange has come out with Direct Listing Norms for Small Capital Companies. The Companies, if fulfill the criteria laid down by the BSE, can get the Company's Equity Shares listed at BSE/ SME Segment. Your Board feels that it is an opportunity which should be availed. As per information placed on the Website of BSE, your Company is eligible to make an application needless to mention that this will provide platform to the Shareholders and Investors trade in the Shares of the Company.

In terms of the norms laid down by the BSE, Shareholders approval by way of Special Resolution through Postal Ballot has already been obtained. An application in this regard to BSE will be made in near future.

Acknowledgement

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's bankers and also appreciates the continued trust and confidence reposed by the shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

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KIRTI NAGAR, NEW DELHI

PLACE : NEW DELHI
DATE : 06-08-2014

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Sangeeta Gandhi
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