

40th ANNUAL REPORT 2011-12



AHMEDABAD STEELCRAFT LIMITED



AHMEDABAD STEELCRAFT LIMITED

BOARD OF DIRECTORS:

Shri Ashok C. Gandhi	-	Chairman
Shri Anand V. Shah	-	Managing Director
Shri Darshan A. Jhaveri	-	Managing Director
Shri Shashank I. Shah	-	Executive Director
Shri Anand N. Jhaveri	-	Executive Director
Shri Girish D. Shah	-	Executive Director
Shri Shri Viral A. Jhaveri	-	Executive Director
Shri Kanishka H. Kaji	-	Director
Dr. Malay Mahadevia	-	Director

BANKERS : HDFC Bank Ltd.
Nr. Mithakhali Six Road,
Navrangpura,
Ahmedabad - 380 009.

AUDITORS : M/S. DHIREN SHAH & CO.
Chartered Accountants
2nd Floor, Swastik Avenue,
Navrangpura,
Ahmedabad - 380 009.

REGISTERED OFFICE : 401, 4th Floor, 637 Complex,
Panchvati 2nd Lane, Gulbai Tekra,
Ahmedabad - 380 006.
Tele: 26401996/97
Fax: 91-79-26404656
Website: www.steelcraft.co.in
Email: ascsteelad1@gmail.com

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NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Members of Ahmedabad Steelcraft Limited will be held on Friday, the 21st September, 2012 at 12.00 Noon in the premises of Gujarat Chamber of Commerce and Industry, Ashram Road, Ahmedabad – 380 009 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2012 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Shashank I. Shah who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Anand N. Jhaveri who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri Girish D. Shah who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration thereto.

SPECIAL BUSINESS

7. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT in accordance with the provisions of Section 198,269,309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Anand V. Shah be and is hereby reappointed as Managing Director of the Company for the period of five years commencing from 01-10-12 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Anand V. Shah so as, not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Anand V. Shah as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. To consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution

RESOLVED THAT in accordance with the provisions of Section 198,269,309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Darshan A. Jhaveri be and is hereby reappointed as Managing Director of the Company for the period of five years commencing from 01-10-12 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Darshan A. Jhaveri so as, not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Darshan A. Jhaveri as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

9. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT in accordance with the provisions of Section 198,269,309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Shashank I. Shah be and is hereby reappointed as Whole time Director



AHMEDABAD STEELCRAFT LIMITED

designated as Executive Director of the Company for the period of five years commencing from 01-10-12 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Shashank I. Shah so as, not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Shashank I. Shah as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

10. To consider and if though fit to pass with or without modification the following resolution as a Special Resolution.

RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Girish D. Shah be and is hereby reappointed as Whole time Director designated as Executive Director of the Company for the period of five years commencing from 01-10-12 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Girish D. Shah so as, not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Girish D. Shah as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

11. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Anand N. Jhaveri be and is hereby reappointed as Wholetime Director designated as Executive Director of the Company for the period of five years commencing from 01-10-12 on terms and conditions with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Anand N. Jhaveri so as, not exceed to the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Anand N. Jhaveri as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

12. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Viral A. Jhaveri be and is hereby reappointed as Whole time Director designated as Executive Director of the Company for the period of five years commencing from 01-10-12 on terms and conditions



with regard to his remuneration as specified in the explanatory statement attached hereto with an authority to Board of Directors to alter and/or vary including the enhancement of his remuneration in such manner and to such extent as may be agreed between the Board of Directors and Shri Viral A. Jhaveri so as, not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit the remuneration as stated in the explanatory statement shall be paid to Shri Viral A. Jhaveri as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

13. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED THAT Dr. Malay Mahadevia who was appointed as an Additional Director to hold the office upto the date of ensuing Annual General Meeting be and is hereby appointed a Director of the Company in terms of Section 255 of the Companies Act, 1956.

For and on behalf of the Board

Place: Ahmedabad
Date : 27.07.2012

Anand V. Shah & Darshan A. Jhaveri
Managing Directors

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF COMPANY WILL REMAIN CLOSED FROM 15.09.2012 TO 21.09.2012 (BOTH DAYS INCLUSIVE). FOR THE PURPOSE OF MAKING PAYMENT OF DIVIDEND TO ELIGIBLE MEMBERS.
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173 (2) OF THE COMPANIES ACT, 1956 IS ANNEXED TO NOTICE IN RESPECT OF ITEM NO. 7 TO 13.
4. MEMBERS ARE REQUESTED TO BRING THEIR ATTENDENCE SLIP ALONGWITH THEIR COPY OF ANNUAL REPORT TO THE MEETING AND THE SAME WILL NOT BE DISTRIBUTED.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT IN TERMS OF SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM NO. 7 TO 12.**

Subject to the approval of Shareholders under section 269 of The Companies Act, 1956, thought is given by the management to reappoint the Managing Directors as stated in resolution No.7 and 8 of the notice and Whole Time Directors designated as an Executive Directors stated in resolution no.9 to 12 of the notice . Looking to their day to day involvement in the business of the Company it was considered necessary to appoint these directors in the whole time employment of the Company.

The Appointments are in accordance with the provisions of section 269 and schedule XIII of the Companies Act, 1956.

The terms of their appointments are as under:

1. Salary

Sr.No.	Name of Director	Designation	Scale	Period	Remarks
1.	Anand V.Shah	Managing Director	Upto ₹ 125,000 P.M.	5 Years w.e.f. 01-10-2012 to 30-09-2017	Liable to retire by rotation
2.	Darshan A. Jhaveri	Managing Director	Upto ₹ 125,000 P.M.	5 Years w.e.f. 01-10-2012 to 30-09-2017	Liable to retire by rotation
3.	Shashank I.Shah	Whole time Director Designated as Executive Director	Upto ₹ 125,000 P.M.	5 Years w.e.f. 01-10-2012 to 30-09-2017	Liable to retire by rotation
4.	Girish D.Shah	Whole time Director Designated as Executive Director	Upto ₹ 125,000 P.M.	5 Years w.e.f. 01-10-2012 to 30-09-2017	Liable to retire by rotation. The Special resolution is proposed as per Part I (C) (ii) of Schedule XIII.
5.	Anand N.Jhaveri	Whole time Director Designated as Executive Director	Upto ₹ 125,000 P.M.	5 Years w.e.f. 01-10-2012 to 30-09-2017	Liable to retire by rotation.
6.	Viral A. Jhaveri	Whole time Director Designated as Executive Director	Upto ₹ 125,000 P.M.	5 Years w.e.f. 01-10-2012 to 30-09-2017	Liable to retire by rotation.



Perquisites

Following Perquisites will be provided subject to condition that the total amount of perquisites will not exceed an amount equal to annual salary.

Category A

- (a) Reimbursement of Expenses: Incurred by the appointee on gas, electricity and water valued as per Income Tax Rule subject to ceiling of 10% of salary.
- (b) Medical Reimbursement: Reimbursement of Medical Expenses incurred in connection with the medical treatment of self and family members not exceeding an amount equal to three month's salary in a year.
- (c) Leave Travel Concession (LTC): Reimbursement of travelling expenses for self and family members twice in a block of four years with a facility to encash the LTC not availed in the said block.
- (d) Club Fees: Membership Fees not more than two clubs. However, admission fees shall not be admissible.
- (e) Insurance Premium: Insurance Premium for the personal accident for self and dependents not exceeding Rs.10, 000/- P.A.

Category B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceilings on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.

Privileged Leave: As per the rules of the Company. Unclaimed Privileged Leave will be encashed at the end of the year i.e.31st March. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

Category C

Provision of car for use on Company's Business and telephone at residence will not be considered as perquisites.

That in the event of loss or inadequacy of profits the aforesaid perquisites shall be paid to these Directors as minimum perquisites.

The above may also be treated as abstract of the terms of the appointments under section 302 of the Companies Act, 1956.

The Directors recommend the resolution as set out in item no. 7 to 12 in the notice.

Shri Anand V. Shah, Shri Darshan A. Jhaveri, Shri Shashank I. Shah, Shri Girish D. Shah, Shri Anand N. Jhaveri, and Shri Viral A. Jhaveri are concerned or interested in the resolution set out in Item no. 7 to 12 relating to their appointment as Director/Relative of the appointee.

ITEM NO. 13.

Dr. Malay Mahadevia was appointed as Additional Director on 12.11.2011 in terms of section 260 of the Companies Act, 1956 to hold the office upto the date of ensuing Annual General Meeting. His term as Additional Director will expire on the date of this Annual General Meeting. The Company has received a recommendation together with requisite deposit from a shareholder under section 257 of the Companies Act, 1956 for his appointment as Director of the Company in terms of section 255 of the Companies Act, 1956.

The Board therefore, recommends his appointment as an Independent Director in terms of section 255 of the Companies Act, 1956 read with Clause 49 of the Listing Agreement.

None of the Director except the appointee is interested in the Resolution set out in item No.13 of the notice convening this meeting

For and on behalf of the Board

Place: Ahmedabad
Date : 27.07.2012

Anand V. Shah & Darshan A. Jhaveri
Managing Directors

**DIRECTORS' REPORT**

The Shareholders,

Your Directors have pleasure in presenting their 40th Annual Report together with Audited Accounts for the year ended on 31st March 2012.

1. FINANCIAL RESULTS:

	2011-2012 (Rs. in Lacs)	2010-2011 (Rs. in Lacs)
Profit/(Loss) before depreciation and taxation	247.63	2466.28
Less:		
Provision for Depreciation	17.51	16.26
Provision for taxation	–	470.00
Deferred tax Liability	3.56	5.78
Short / (Excess) Provision of Income Tax of earlier years	(25.78)	118.24
Profit/ (Loss) after tax	252.34	1856.00
Profit/(Loss) brought forward from last year	1464.38	(271.01)
Total:	1716.72	1584.99
APPROPRIATIONS:		
Proposed Dividend	40.92	40.92
Tax on Dividend	6.64	6.64
Transfer to General Reserve	--	73.05
Balance carried to Balance Sheet	1669.16	1464.38

2. OPERATIONS AND MANAGEMENT ANALYSIS:

The turnover of the company during the year was Rs 249.25 Lacs in comparison of Rs 395.24 Lacs in the previous year.

The Company continues the trading of Mild Steel Window section and Angles. Major trading activities are relating to export in overseas market. The management is hopeful to enhance the trading activities in coming years.

The Company has now entered into two more LLPs (Limited Liabilities Partnerships) as partner besides Avkar Group. The LLPs are engaged in construction of residential flats and tenements. These partnerships have already acquired land and have started development of the properties. They are hopeful to complete some projects by the end of 2013 & some projects by the next accounting year. The company has earned Rs. 287.90 Lacs profit as our share from the partnerships.

Despite the compulsive economics and political climate, added with the fact that real estate is predominantly a state subject, the Union Budget 2012-13 has atleast shown the intent to accept the real estate and infrastructure as a priority sector.

In view of the same, the management is of the opinion that:

1. Real estate as an attractive investment option
2. Improved real estate transparency levels
3. Wider option to choose from.
4. Availability of high-quality residential formats.
5. Competitive home loan rates.
6. Flexible home loan financing-EMI holiday by developers.
7. Increased NRI buyer interests

And exactly for such reasons residential offerings have evolved to accommodate concepts of themed projects, designer homes, green homes etc. Today people want to live, work, play entertain, be entertained, flaunt, relax, rejuvenate, study, exercise when it comes to 'where' they stay.

In order to bring the construction quality at par with the global standards, developer have introduced contemporary technologies such as Mivan and PERT to their construction. The advanced technologies have not only reduced the cost of construction, but also brought down construction turnaround time significantly in the recent past. There has been greater awareness about green building construction in the late decade.

The above factors will not only improve the performance of Company but will consequently help in increasing the net worth of Stakeholders. However the Management is concerned about the increase in Service Tax apart from this the prices of raw material; cement etc may affect the margin of the Company.

The Company had invested about Rs. 4.56 Crore upto 31.03.2012 in Light Works LLC in Mongolia for carrying on mining activities.

3. DIVIDEND:

The Board recommend 10 % dividend on equity shares i.e. ₹ 1/- per share for the financial year ended 31-03-2012.

4. DEPOSITORY SYSTEMS:

Your Company has entered into an agreement with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). This enables you to hold your shares in a dematerialized form with either of these depositories.

Since this mode facilitates quick transfers and prevents forgery, those shareholders who have not opted for these facilities are advised to dematerialize their shares in their own interest. Your Company has also made arrangements for simultaneous de materialization of the physical shares lodged for transfer.

The Company has appointed M/s.Link In Time India Private Limited as R & T agent. Henceforth all the communication relating to Demat of shares/ Transfer of shares/ Change of address etc be send to

Link In-Time India Private Limited (Ahmedabad Branch)

303, Shopper's Plaza - V, Opp.Municipal Market, Off.C.G.Road

Navrangpura, Ahmedabad- 380009

Tel No : 079-26465179

Email : Ahmedabad@linkintime.com

No of Shares demated 34,40,147 being 84% of Paid-up Capital.

5. DIRECTORS RESPONSIBILITY STATEMENT:

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

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2012 the applicable accounting standards have been followed along with proper explanation relating to material departures. This is subject to Accounting Standard 13 in which case the current investments have been valued at cost.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the Directors have prepared the accounts for the Financial Year ended 31st March, 2012 on a 'going concern' basis.

6. INSURANCE:

All the assets of the Company have been adequately insured.

7. DIRECTORS:

As per the provisions of Articles of Association, Shri Shashank I. Shah, Shri Anand N. Jhaveri and Shri Girish D. Shah retire from the Board by rotation and being eligible, offer themselves for reappointment.



AHMEDABAD STEELCRAFT LIMITED

Dr. Malay Mahadevia was appointed as Additional Director on 12.11.2011 in terms of section 260 of the Companies Act, 1956 to hold the office upto the date of ensuing Annual General Meeting. His term as Additional Director will expire on the date of this Annual General Meeting. The Company has received a recommendation together with requisite deposit from a shareholder under section 257 of the Companies Act, 1956 for his appointment as Director of the Company in terms of section 255 of the Companies Act, 1956.

The Board therefore, recommends his appointment as an Independent Director in terms of section 255 of the Companies Act, 1956 read with Clause 49 of the Listing Agreement.

The term of Shri Anand V. Shah, Shri Darshan A. Jhaveri, Shri Shashank I. Shah, Shri Anand N. Jhaveri, Shri Girish D. Shah and Shri Viral A. Jhaveri as Managing Director and Whole Time Director will expire on 30.09.2012. Looking to their involvement and services it is recommended to reappoint them as Managing Director and Whole Time Director with increased remuneration upto Rs.1.25 Lacs per month. The further appointment will be for the period of 5 years commencing from 01.10.2012.

8. AUDITOR'S REPORT:

The remarks made by the Auditors in their Report have been suitably dealt with in the schedules and notes and therefore do not call for any further clarification.

9. APPOINTMENT OF AUDITORS:

M/s. Dhiren Shah and Co., auditors of the Company, retires at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

10. PARTICULARS OF EMPLOYEES:

There were no employees drawing remuneration of Rs.24,00,000/- or more per annum employed throughout the year or Rs. 2,00,000/- or more, per month employed for a part of the year.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure-1 forming part of this report.

12. LISTING AGREEMENT

Your Company is committed to good corporate governance practices. Under clause 49 of the listing agreement. Your Directors are pleased to inform that your Company has implemented all the major stipulations prescribed under clause 49 of the listing agreement with the Stock Exchange (s). A certificate from the Statutory Auditors of the Company in line with clause 49 is annexed to and forms part of the Director's Report.

13. COMPLIANCE CERTIFICATE

Pursuant to proviso to section 383A of the Companies Act, 1956, Compliance Certificate for the Financial Year 2011-12 from M/s. D.N.Motwani & Co., Company Secretaries is attached to this report.

14. APPRECIATIONS:

Your Directors place on record their sincere appreciation for the valuable and dedicated services rendered by the employees of the Company. They also place on record the fullest co-operation extended by the bankers of the Company.

For and on behalf of the Board

**Place: Ahmedabad
Date : 27.07.2012**

**Anand V. Shah & Darshan A. Jhaveri
Managing Directors**

ANNEXURE 1

Particulars as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

A. Conservation of Energy: Particulars with respect to Conservation of Energy are not applicable as the Company has not done any manufacturing activities.

- B.** (1) Research and Development : Not Applicable
 (2) Technology absorption : Not Applicable

C. Foreign Exchange earnings and outgo:

1. Activities relating the Export : Exporter of M.S.Window Door Sections
2. Foreign Exchange earned : Rs.2,20,68,800/-
 Foreign Exchange used : Rs. Nil

For and on behalf of the Board

Place: Ahmedabad
Date : 27.07.2012

Anand V. Shah & Darshan A. Jhaveri
Managing Directors

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Ministry of Corporate Affairs ("MCA") has vide its Circular No.17 dated 21.4.2011 & Circular No. 18 dated 29.04.2011, undertaken a "Green initiative in the Corporate Governance" by allowing service of documents on members by a Company through electronic mode.

Accordingly the Company proposes to send documents like Shareholders Meeting Notice/ other notices, audited financial statements, directors' report, auditors' report or any other document, to its members in electronic form at the email address provided by them and/ or made available to the Company by their Depositories. This will definitely help in prompt receipt of communication, reduce paper consumption and save trees as well as avoid loss of documents in transit.

Members who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/ updated either with their Depositories or by writing to the Company. Form is available in the Investor Information page of the Company's website: www.steelcraft.co.in



COMPLIANCE CERTIFICATE FOR THE FINANCIAL YEAR ENDED 31-03-2012

To,
The Members,
AHMEDABAD STEELCRAFT LIMITED
AHMEDABAD

We have examined the registers, records, books and papers of AHMEDABAD STEEL CRAFT LIMITED, (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and rules made there under and also the provisions contained in the Memorandum and Articles of Association the Company for the financial year ended on 31st March, 2012. In our opinion and to the best of our information and according to our examination carried out by us and explanation furnished to us by the Company, its officers and agents, we certify that in respect of aforesaid financial year:

01. The company has kept and maintained all registers as per the provisions and rules made there under and all entries therein have been duly recorded.
02. The company has duly filed the forms and returns with the Registrar of Companies or other authorities under the Act and the rules made there under.
03. The Company being public limited company this clause is not applicable.
04. The Board of Directors duly met (4) four times on 14.04.2011, 23.07.2011, 12.11.2011 and 28.01.2012 and in respect of which meetings, proper notices were given and proceedings were properly recorded and signed.
05. The company has closed the Register of Members during the financial year and complied with the provisions of section 154 of act.
06. The annual general meeting for the financial year ended on 31st March, 2011 was held on 28th September, 2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
07. No extra ordinary general meeting was held during the financial year.
08. The company has not advanced loan to its directors and/or persons or firms or companies referred in section 295 of the Act after complying with the provisions of the Act.
09. The company has not entered into any transactions following within the purview of section 297 of the Act.
10. The company has made the necessary entries in the register maintained under section 301 of the Act.
11. Salary drawn by Director (s) within the purview of section 269 read with Schedule XIII of the Act.
12. The company has issued duplicate share certificates during the financial year and complied with the issuance of Share Certificate Rules.
13. The Company
 - (i) Has delivered all the certificates on lodgment thereof for transfers in accordance with the provisions of the Act.
 - (ii) Has deposited / transfer dividend amount in a separate bank account within prescribed time limit.
 - (iii) Has posted dividend warrants within prescribed time provided under section 205 of the Companies Act, 1956.
 - (iv) Has deposited unpaid dividend thereon to Investor Education and Protection Fund
 - (v) Has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted.
15. The company has appointed the Managing Directors/ Whole time Directors under Section 269 read with schedule XIII of the Act.
16. The company has not appointed any sole-selling agents during the financial year.
17. The company was not required to obtain any approval of Central Government, Company Law Board, Regional Director, and Registrar.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued Equity Shares during the financial year.
20. The company has not bought back any securities during the financial year.



21. The company has not issued any preference shares.
22. The company has not borrowed any sum attracting the provisions of Section 293(1) (d) of the Act.
23. The Company has not made loans and investments, or given guarantees or provided securities to bodies corporate.
24. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
25. The Company has not altered the provisions of the memorandum with respect to objects of the company during the year under scrutiny.
26. The Company has not altered the provisions of the memorandum with respect to the name of the company during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
28. The Company has not altered its Articles of Association during the financial year.
29. No prosecution initiated against or notices received by the company for any offences under the Act.
30. The Company has not received any security from its employees during the year under certification.
31. The provisions of section 418 of the Act is not applicable.
32. Filed the quarterly, half-yearly and annual disclosures physically and electronically with the Stock Exchange and SEBI, as per the applicable clauses of the Listing Agreement (as amended from time to time) and other rules, regulation, bye-laws etc.
33. Filed disclosures as on 31 March as well as, from the record date fixed for the purpose of declaration of Dividend, as required under Regulation 30 of the SEBI Takeover Code.
34. The Company had constituted the Audit Committee as required under Section 292A of The Act.
35. Made due disclosure required under the other applicable provisions of the Act.

For, D.N. Motwani & Company
Company Secretaries

Date: 27.07.2012
Place: Ahmedabad

D.N. Motwani
(Proprietor)
C.P.No.2431

Certificate of Company with the Code of Conduct Policy

As provided under clause 49 of the listing agreement with the Bombay Stock Exchange Limited the Board members and the senior management personnel have confirmed compliance with the code of conduct and ethics for the year ended on 31 March 2012.

For, Ahmedabad Steelcraft Limited

Date: 27.07.2012
Place: Ahmedabad

Anand V. Shah & Darshan A. Jhaveri
Managing Directors



CORPORATE GOVERNANCE REPORT

Corporate Governance is the application of best management practices, compliances of law and adherence to ethical standards to achieve the Company's objective of enhancing the shareholders value and discharge the social responsibilities. It is systematic process by which the Companies are directed and controlled to enhance their wealth generating capacity. The Governance process should ensure that these resources are utilized in a manner that meets stakeholder's aspirations and societal expectations.

Ahmedabad Steel Craft Limited remained resolute in its commitment to conduct business in accordance with the highest ethical standards and sound Corporate Governance Practices. The Company strongly believes that good corporate governance practices go a long way to achieve the objective of enhancing shareholder value and the interest of all stakeholders.

The Company has set up two tier governance structure, which helps it in strategic decision making, operation and project implementation:

- (i) **Strategic Supervision:** Overall strategic supervision and control is exercised by the Board of Directors in laying down strategic goals, major expansion projects and capital expenditure and business plans approval to ensure that Company is progressing to fulfill shareholder aspiration.
- (ii) **Operation Management and Control:** Business Management Group comprising of functional heads, steered by Managing Directors, who handles the management and coordination with regular reviews and meetings with the objective to seek continuous improvement in the Company's working and to harness the potential.

In India, corporate governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI) through Clause 49 of the listing agreement of the Stock Exchanges. Ahmedabad Steel Craft Limited has adopted best practices mandated in the Clause 49 and has established procedures and systems to be fully compliant with it.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholder Information, report Ahmedabad Steel Craft Limited compliance with the Clause 49 of the listing agreement.

Board of Directors

The Board of Directors of the Company are in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of shareholders' value. The Board reviews and approves management strategic plan and business objectives and monitors the Company's strategic direction. The Board sets strategic goals and seeks accountability for their fulfillment. Acting as trustees on behalf of the shareholders, Board ensures that the Company has clear goals relating to shareholders value and growth.

Composition of the Board

As on 31 MARCH 2012 Ahmedabad Steel Craft Limited Board comprised of Nine Directors. The Chairman is independent non-executive Director.

The composition of the Board is in conformity with the Clause 49, which stipulate that at least 50 percent of the Board should consist of non-executive Directors and in case the Chairman is a non-executive Director at least one –third of the Board should be independent..

No Director is a member of more than ten committees, or acts as Chairman of more than five committees across all Companies in which they are Directors. Note that directorships in foreign companies and private limited companies do not count towards this limit.

The non-executive Directors are appointed or re-appointed with the approval of the shareholders. All non-executive and executive Directors are liable to retire by rotation unless otherwise approved by the shareholders. One third of the Directors who are liable to retire by rotation retires every year and is eligible for re-appointment. According to the terms of the Company's Article of Association, the strength of the Board shall not be less than three and more than twelve.

Number of Board Meetings

The Board of Directors met four times during the year on 14th April, 2011, 23rd July, 2011, 12th November 2011 and 28th January, 2012. The maximum gap between any two meetings was less than 4 months. The agenda for each meeting was prepared well in advance along with explanatory notes wherever required and distributed to all directors.

**Directors' Attendance Record and Directorship Held**

As mandated by the Clause 49, none of the Directors are members of more than Ten Board level committees nor are they Chairman of more than five committees in which they are members. The composition of Board of Directors during the year 2011-12 is given in Table 1.

Table 1: Composition of the Board of Directors

Name of Directors	Relationship with other directors	Category	No. of meetings held	No. of Meetings attendance	Attendance in Last AGM	Whether outside Directorship of public Companies	No. of outside Directorship of private Companies	No. of Committee Member -Ship	No. of ChairMan Ship of committees
Ashok C. Gandhi	Independent	Chairman & Independent Director	4	4	Yes	6	—	9	1
Shri Anand V. Shah	Relative of Promoter	Managing Director	4	4	Yes	1	7	—	
Shri Darshan A. Jhaveri	Relative of Promoter	Managing Director	4	4	Yes	—	3	—	
Shri Shashank I. Shah	Relative of Promoter	Executive Director	4	4	Yes	1	2	—	
Shri Anand N. Jhaveri	Relative of Promoter	Executive Director	4	3	Yes	1	—	—	
Shri Girish D. Shah	Relative of Promoter	Executive Director	4	3	Yes	—	2	—	
Shri Viral A .Jhaveri	Relative of Promoter	Executive Director	4	4	Yes	—	2	—	
Shri Kanishka H. Kaji	Independent	Director	4	4	Yes	—	—	—	
Shri Malay Mahadevia *	Independent	Director	4	1	No	4	13	1	

Notes:

*Appointed as Additional Director w.e.f 12th November, 2011



Information Supplied to the Board

The Board has complete access to all information of the Company. The following information are regularly provided to the Board as a part of the agenda papers well in advance of the Board Meetings or is tabled in the course of the Board Meeting. Annual operating plans and budgets and any update thereof:

- Quarterly results for the Company
- Minutes of the meetings of the Audit Committees and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary
- Materially important show cause, demand, prosecution notices and penalty notices
- Detail of any joint venture or collaboration agreement
- Foreign Exchange Management to limit the risks of adverse exchange rate movement, if material
- Quarterly disclosure of all the investments made
- Quarterly performance report on the ongoing projects
- Non-Compliance of any regulatory, statutory nature of listing requirements and shareholders services such as non-payment of dividend, delay in share transfer, etc.

The Board periodically reviews compliance reports of all laws applicable to the Company.

Remuneration to Directors

Non-executive Directors are paid the sitting fee, which is approved by the Board.

As approved by the Board, the remuneration of Rs. 21,60,000, was paid to the Managing Directors & Executive Directors namely Shri Anand V. Shah (Managing Director) Shri Darshan A. Jhaveri (Managing Director), Shri Shashank I. Shah, Shri Anand N. Jhaveri, Shri Girish D. Shah and Shri Viral A. Jhaveri (Executive Director).

All the Working Directors were paid remuneration of Rs. 3.60 Lacs, each for the financial year 2011-12.

The term of Shri Anand V. Shah, Shri Darshan A. Jhaveri, Shri Shashank I. Shah, Shri Anand N. Jhaveri, Shri Girish D. Shah and Shri Viral A. Jhaveri as Managing Director and Whole Time Director will expire on 30.09.2012. Looking to their involvement and services it is recommended to reappoint them as Managing Director and Whole Time Director with increased remuneration upto Rs.1.25 Lacs per month. The further appointment will be for the period of 5 years commencing from 01.10.2012.

Table 2 A: Sitting Fee to Directors for 2011-12

Name of Director	Category	Sitting Fees	Commission
Shri Ashok C. Gandhi	Chairman & Independent Director	Rs. 20,000	Nil
Shri Kanishka H. Kaji	Independent Director	Rs. 20,000	Nil
Shri Dr.Malay Mahadevia	Additional Director	—	Nil



There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

During 2011-12, the Company did not advance any loans to any of its Directors.

Code of Conduct

Ahmedabad Steel Craft Limited's Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The code of conduct is available on the website of the Company www.steelcraft.co.in. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Directors to this effect is enclosed at the end of this report.

Risk Management

The Company has developed a very comprehensive risk management policy and the same is reviewed by the Audit Committee at periodical intervals, which in turn, informs the Board about the risk assessment and minimization procedures adopted by the management. Suggestions or guidance given by the Audit Committee Members are immediately implemented. At the corporate level major risks are reviewed by the Managing Directors and directions in this regard are issued accordingly.

Committees of the Board

The Company has three Board level committees-Audits Committee, Remuneration Committee and Shareholders'/Grievance Committee.

All decisions pertaining to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors. Detail on the role and composition of these committees, including the number of meeting held during the Financial Year and the related attendance, are provided below:

a) Audit Committee

As on 31 March 2012, the Audit Committee comprises four Directors, out of which two are Independent Directors.

Shri Kanishka Kaji Independent Director is the Chairman of the Committee.

The time gap between any two meetings was less than four months. The Committee met four times in the year under review on 14th April, 2011, 23rd July, 2011, 12th November 2011 and 28th January, 2012. The details of the Audit Committee are given in Table 3.

Table 3: Attendance record of Ahmedabad Steel Craft Limited Audit Committee Meetings

Name of The Member	Position	Status	No. of Meeting Held	No. of Meeting Attended	Sitting Fees (Rs)
Shri Kanishka H. Kaji	Chairman	Independent	4	4	10,000
Shri Ashok C. Gandhi	Member	Independent	4	4	10,000
Shri Anand V. Shah	Member	Promoter	4	4	—
Shri Darshan A. Jhaveri	Member	Promoter	4	4	—



The functions of the Audit Committee of the Company include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment re-appointment, if required the replacement or removal of the Statutory Auditor and fixation of the audit fees.
- Approval of payment to the Statutory Auditor for any other services rendered by the Statutory Auditors.
- Reviewing, with the management , the annual financial statement before submission to the Board for approval, with particular references to :
 - Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of closed (2AA) of Section 217 of the Companies Act ,1956.
 - Changes, if any, in accounting policies and practices and reason for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustment made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Qualification in the draft Audit Report.
- Reviewing with the management, performance of Statutory and Internal Auditors, and adequacy of the internal control system.
- Reviewing the adequacy of internal audit plan.
- Discussion with Internal Auditors on any significant findings and follow up thereof.
- Reviewing the findings of any internal investigation by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with Statutory Auditors before the Audit commences, about the nature and scope of Audit as well as post Audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payments to the depositors, shareholders (in case of non -payment of declared dividends) and creditors.
- Reviewing the functioning of the Whistle Blower Mechanism.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



The Audit Committee is empowered, pursuant to its terms of references, to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the Internal Auditor.

In addition, the Audit Committee of the Company also reviews the financial statements.

The Audit Committee is also apprised on information with regard to related party transactions by being presented:

- A statement in summary form of transactions with related parties in the ordinary course of business.
- Details of material individual transactions with related parties which are not in the normal course of business.
- Details of material individual transactions with related parties or others, which are not on an arm's length basis along with management's justification for the same.

b.) Shareholders' / Investors' Grievance Committee

The Shareholders / Investors Grievance Committee consist of two members. The Committee met twice in the year under review Shri Kanishka Kaji is the Chairman of the Committee and Shri Darshan A. Jhaveri the Managing Director is the member of the Committee.

The primary function of the committee is to address investor complaints pertaining to transfer/ transmission of shares, non-receipt of the dividend and any other related matters. The Minutes of each of the Committee Meetings are reviewed by the Board.

The matters, if any, requiring Boards attention are informed to the Board by the Committee Chairman.

Details of queries and grievances received and attended by the Company during the year 2011-12 are given in Table 4.

Table 4: Nature of Complaints received and attended to during 2011-12

1. Opening	NIL
2. Received during the year	Six
3. Resolved / Attended during the year	Six
4. Complaints pending as at 31st March, 2012	NIL



The Board of Directors has delegated the power of approving physical transfer and transmission of shares to the Managing Director.

Management

Management Discussion and analysis

Director's Report has a detailed chapter on Management Discussion and Analysis.

Disclosures

Details of materially significant related party transactions i.e. transactions of the Company of a material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. are present under in note in Schedule No. Y to Annual Accounts of the Annual Report.

Related Party Transactions

There have been no materially significant related party transactions with the company's promoters, directors, management or their relative which have a potential conflict with the interests of the Company. Members may refer to disclosures of transaction with related parties i.e. Promoters, Directors, Relatives, Subsidiary or Management made in the Balance Sheet in Schedule Y "Notes to Accounts at Note No. 12 in compliance of Clause 49 of the Listing Agreement and Accounting Standard 18.

Disclosure of Accounting Treatment in Preparation of Financial Statements

Ahmedabad Steel Craft Limited has followed the guidelines of Accounting standard referred to Section 211 (3C) of The Companies Act, 1956, including Accounting Standard (AS) -30 on financial instruments: Recognition and measurement and limited revision arising out of it in other Accounting Standard issued by The Institute of Chartered Accountant of India.

Details of Non-Compliance by the Company

Ahmedabad Steel Craft Limited has complied with all the requirements of Regulatory Authorities. No penalties /strictures were imposed on the Company by Stock Exchange or SEBI or any other Statutory Authority on any matter related to capital market during last three years.

Code for Prevention of Insider Trading Practices

In Compliance with the SEBI Regulation on prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct for its management and its staff. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the Shares of Company, and cautioning them of the consequences of violation.

Managing Director Certification

The Managing Directors Certification of the financial statements for the year is enclosed at the end of the report.

Directors

As per law, two third of the directors should retire by rotation. One third of these directors are required to retire every year and, if eligible, offer them for re-appointment. Shri Shashank I. Shah, Shri Anand N. Jhaveri and Shri Girish D. Shah who retire this year and, being eligible have offered themselves for re-appointment. Dr. Malay Mahadevia was appointed as Additional Director to hold the office of Director upto the date of the ensuing Annual General Meeting. The Company has received notice under Section 257 of the Companies Act, 1956 from member of the Company to confirm his appointment under section 255 of the Companies Act, 1956 at the ensuing Annual General Meeting. A brief profile of all of them is as follows:

Shri Shashank I. Shah aged about 64 years is an Engineer having experience in corporate and business of about 33 years in the Industry.

Shri Anand N. Jhaveri aged about 43 years is graduate in commerce having experience of about 21 years in the Industry.

Shri Girish D. Shah Aged about 71 years is B.com, LLB and having experience of about 38 years in corporate world.



Table 5: Directorship in other Companies of aforesaid Director:

Sr. No.	Name of Director	Name of Company	Public Company	Private Company
1.	Shashank I. Shah	Gokul Metallizers Private Limited	—	Yes
		Indubhai Dahyabhai Investments Private Limited	—	Yes
		Krishnonics Limited	Yes	—
2.	Anand N. Jhaveri	The Sports Club of Gujarat Limited	Yes	—
3.	Girish D. Shah	Gokul Metallizers Private Limited	—	Yes
		Shaileshchandra D Investment Private Limited	—	Yes

Dr. Malay Mahadevia who was appointed as an Additional Director to hold the office upto the date of ensuing Annual General Meeting be and is hereby appointed as Director of the Company in terms of Section 255 of the Companies Act, 1956. He is holding Professional Degree in Medicine and he is Corporate Director in Following Companies:

Table 6: Directorship in other Companies of Dr. Malay Mahadevia:

Sr. No.	Name of Company	Public Company	Private Company
1.	Adani Ports And Special Economic Zone Limited	Yes	—
2.	Mahadevia Dental Hospital Private Limited.	—	Yes
3.	Aakriti Promotions and Media Limited	Yes	—
4.	Mundra International Airport Private Limited	—	Yes
5.	Adani Logistics Limited	Yes	—
6.	MPSEZ Utilities Private Limited	—	Yes
7.	Rajasthan SEZ Private Limited	—	Yes
8.	Inland Cormware (Ludhiana) Private Limited	—	Yes
9.	Adani Murmugso Port Terminal Private Limited	—	Yes
10.	Mundra LNG Limited.	Yes	—
11.	Adani petronet (Dahej) Port Private Limited	—	Yes
12.	Adani Hazira Port Private Limited	—	Yes
13.	Fanidhar Mega Food Park Private Limited	—	Yes
14.	Adani Vizag Coal Terminal Private Limited	—	Yes
15.	Adani International Container Terminal Private Limited	—	Yes
16.	Hazira Infrastructure Private Limited	—	Yes
17.	Adani Kandla Bulk Terminal Private Limited.	—	Yes



Means of Communication with Shareholders

The Company published its quarterly, half yearly and yearly results in the form as prescribed under Clause 41 of the Listing Agreement within the prescribed time. The results were sent to stock exchange where shares are listed and the same were published in the Indian Express and Loksatta-Jansatta.

The financial results and official news released etc are also displayed on the website of the Company www.steelcraft.co.in. Annual Report containing inter-alia Audited Annual Accounts, Directors' Report, Auditors Report and other important and Statutory information are circulated to all members and to others entitled. The Management Discussion and Analysis Report along with the Managing Director Certificate forms part of the Annual Report.

Table 7 Details of the Announcement of the Financial Results for 2011-12 & 2012-13

Description of results	Date of Announcement
March Quarter 2011	14-04-2011
June Quarter 2011 & Annual Audited 31.03.2011	23-07-2011
September Quarter 2011	10-11-2011
December Quarter 2011	28-01-2012
March Quarter 2012	05-05-2012
June Quarter 2012	27-07-2012
September Quarter 2012	15-11-2012 (Proposed)
December Quarter 2012	15-02-2013 (Proposed)
March Quarter 2013	15-05-2013 (Proposed)

In addition to this, if there is any other Announcement affecting the Shareholders/Public, it is duly informed to Stock Exchange and published in the news paper for the benefit of Shareholder and the public at large.

Annual General Meeting

Table 8 gives the details of the last three General Meeting.

Table 8: Annual General Meetings

Date	AGM	Location	Time
28-09-2011	39 th AGM	Gujarat Chamber of Commerce, Ashram Road, Ahmedabad	12.00 Noon
29-09-2010	38 th AGM	Gujarat Chamber of Commerce, Ashram Road, Ahmedabad	12.00 Noon
03-09-2009	37 th AGM	Gujarat Chamber of Commerce, Ashram Road, Ahmedabad	12.00 Noon

Postal Ballot

No Resolution was passed through postal ballot during the year 2011-12.

Compliance

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of the revised Clause 49 of the Listing Agreement enter into with the Stock exchanges as well as regulation and guidelines of the Securities and Exchanges Board of India. Consequently no penalties were imposed or strictures passed against your Company by SEBI, Stock Exchange or any other statutory Authorities. The Company has compliant with an adopted mandatory requirement of Corporate Governance Code. However it has not adopted the following non mandatory requirements of the code which the Board may consider, adopting in due course of time.

- 1) Maintenance of the Chairman's office and tenure of independent directors.



- 2) Communication of half-yearly results to each household of members- The Company publishes its results in leading newspapers and also posts the same on the Company's website.
- 3) Training of directors – All the directors have expertise in their areas of specialization.
- 4) Mechanism for evaluating Non-Executive Directors.

Adoption of Non- Mandatory Requirements

a.) Tenure of Independent Directors

No specific tenure has been specified for the independent directors.

b.) Remuneration Committee

The sitting fee paid to the non-executive directors, commission to independent director, and remuneration paid to the whole- time director is approved by the remuneration committee. Remuneration Committee consists of Shri Ashok C. Gandhi and Shri Kanishka H. Kaji both Independent Directors. One meeting of remuneration committee was held on 23rd July, 2011. Sitting fees of Rs. 1500 was paid to each member for attending the meeting.

Half- yearly Declaration

A half -yearly Declaration of financial performance including summary of significant events in the last six months is currently not being send to each household of shareholders. However, the Company publishes its results in national and state level newspapers having wide circulation. The results are also posted on the website of the Company i.e. www.steelcraft.co.in

c.) Audit Qualifications

Management response on audit qualification, if any, is covered in Directors' Report.

d.) Mechanism for evaluation of Non- Executive Directors

The Company does not have a mechanism to review performance of Non- Executive Directors.

e.) Secretarial Audit/Reconciliation of Share Capital Audit

Even though there is no mandatory requirements for Corporate Secretarial Audit/Reconciliation of share capital audit, the company carries out a Quarterly Secretarial Audit/ reconciliation of share capital with regard to share transfer and other compliances and presents it to the Board.

f.) Secretarial Standards

The Institute of Company Secretaries of India had brought out Secretarial standards called SS 1 to SS 10. The company is in compliant with these standards even as it is recommendatory in nature.

ADDITIONAL SHAREHOLDER INFORMATION

Annual General Meeting

Date: 21st September 2012

Time: 12.00 Noon

Venue: Gujarat Chamber of Commerce & Industries, Ashram Road, Ahmedabad- 380009

Financial Calendar

Financial year: 1st April, 2011 to 31st March, 2012

Book Closure

The dates of book closure are from 15.09.2012 to 21.09.2012 (Both Days Inclusive).

Dividend

Re. 1/- per Equity Share of Rs.10/- each i.e.10%

Listing

At present, the equity shares of the company are listed on Bombay Stock Exchange Limited, Mumbai (BSE), the annual listing fees for the Financial Year 2012-13 to BSE has been paid.



AHMEDABAD STEELCRAFT LIMITED

Table 9: Ahmedabad Steelcraft Limited Stock Exchange Codes

Name of the stock exchange	Stock code	ISIN Code
Bombay Stock Exchange Limited, Mumbai	522273	INE868C01018

Stock Market Data

Table 10: High, Lows and Volumes of company's Shares for 2011-12 at BSE

	BSE		
	High	Low	Volume
			(No. Of Shares)
April 2011	23.80	16.30	8,469
May 2011	25.75	20.75	14,192
June 2011	27.70	23.80	10,723
July 2011	29.60	23.45	20,358
August 2011	24.70	19.10	2,831
September 2011	20.50	16.30	2,662
October 2011	17.95	15.50	372
November 2011	17.90	16.10	1,700
December 2011	17.75	16.20	1,080
January 2012	18.15	17.10	560
February 2012	17.95	15.75	3,156
March 2012	16.70	15.70	1,131

Distribution of Share Holding

Table 11 and 12 list the distribution of the shareholding of the equity shares of the Company by size and by ownership class as on 31 March 2012.

Table 11: Shareholding Pattern by Size on 31 March 2012

No. of Equity shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Share-holding
1-500	3,599	92.83	4,43,269	10.83
501-1000	112	2.89	89,774	2.19
1001-2000	48	1.24	70,883	1.73
2001-3000	22	0.57	56,360	1.38
3001-4000	9	0.23	31,397	0.77
4001-5000	19	0.49	90,341	2.21
5001-10000	19	0.49	1,47,217	3.60
10000 & above	49	1.26	31,62,759	77.29
Total	3,877	100.00	40,92,000	100.00



Table 12: Shareholding Pattern by Ownership as on 31 March 2012

Category	No. of Shares Held	% of Shares Holding
A Promoter's Holding		
1 - Promoters	25,36,479	61.99
Sub-Total	25,36,479	61.99
B Non-Promoter Holding		
2 - Institutional Investor	1,00,000	2.44
“ “	9,200	0.22
Sub-Total	1,09,200	2.66
3 - Others	14,46,321	35.35
Sub-Total	14,46,321	35.35
Total (1+2+3)	40,92,000	100.00

Dematerialization of Shares

The Shares of the Company are compulsory traded in dematerialized form only. The Company's Shares are available for trading in the depository of both NSDL and CDSL. As on 31st March 2012, Total 34,40,147 Equity Shares forming 84 % of the share capital of the Company stand dematerialized.

Outstanding GDRs/ADRs/Warrants/Options

The Company had not issued any GDRs/ADRs/Warrants/Options etc.

Details of Public Funding obtained in the last three years

No Public Funding has been obtained in the last three years.

Registrar and transfer Agent Address: (Ahmedabad Branch)

Link-in Time India Private Limited

303, Shopper's Plaza – V

Opp.Municipal Market, Off.C.G.Road

Navrangpura, Ahmedabad-380 009

Tele: 079-26465179

Email : Ahmedabad@linkintime.com

Share Transfer system

Shares lodged in physical form for transfer, are usually transferred within 15 days if the documents are clear in all respects. Shares under objection are in general returned within a week's time. For transfer of shares in physical form, the Board of Directors have authorized to the Share Transfer Committee to approve the transfer of shares and registration.



AHMEDABAD STEELCRAFT LIMITED

Request received for dematerialization of shares are processed and the confirmation are given by the Registrar and Transfer Agent the depositors within 15 days.

Bank Details

Share holders holding shares in physical form are requested to notify/send the following information to the Company/Registrar and Share Transfer Agent of the Company:

- 1) Any Change in the Address/ mandate/ bank details etc. and
- 2) Particulars of the Bank Account in which they wish their dividend to be credited, in case the same has not been furnished earlier and should include the following: particulars viz. Bank Name, Branch Name, Account Type, Account Number and MICR code (9 digit)

Permanent Account Number (PAN)

The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Member holding shares in electronically form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details directly to the Company/Registrar and Share Transfer Agent.

Nomination Facility

Shareholders, holding shares in physical form and desirous of submitting/changing nomination in respect of their shareholding in the Company may submit Form 2B (in duplicate) as per the provisions of Section 109A of the Companies Act, 1956 to the Company/ Registrar and Share Transfer Agent.

Company's Registered Office Address:

401, 637 Complex, Panchvati 2nd Lane,
Gulbai Tekra, Ahmedabad-380 006.
Tele : 079-26401996 / 97
Email : ascsteelad1@gmail.com

Auditors Certificate on Corporate Governance:

As required by Clause 49 of the Listing Agreement. The Auditors Certificate is given as an Annexure to the Director Report.

For, Ahmedabad Steelcraft Limited

Date: 27.07.2012
Place: Ahmedabad

Anand V. Shah & Darshan A. Jhaveri
Managing Directors

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To,
The Members,
AHMEDABAD STEELCRAFT LTD.

We have examined the compliance of conditions of Corporate Governance by AHMEDABAD STEELCRAFT LTD., for the year ended on 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to the procedures and implementations thereof, adopted by the Company for ensuring the compliance of 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 the Management, subject to following:

1. As per Clause 49 of the Listing Agreement Two-thirds of the members of audit committee shall be independent directors. However, the audit committee of the company consists of four members out of which only two members are independent directors. Therefore, the requirement of proportion of independent directors in Audit Committee is not maintained by the company.
2. As the Chairman of the company is a Non-Executive independent Director, as per the requirements of Clause 49 of the Listing Agreement, at least 1/3rd of the Board should be independent directors. During the period from 12/04/2011 to 11/11/2011, there have been two Independent Directors. Therefore, the requirement of proportion of independent Directors in the Board has not been observed during the aforesaid period. However, one independent director Dr. Malay Rameshchandra Mahadedia has been appointed w.e.f. 12/11/2011.
3. As on date, no investor's complaints has remained pending for a period of more than a fortnight. Therefore, as per the requirements of Clause 49 of the Listing Agreement, Corporate Governance of attending to the investors grievances within a fortnight has been adhered to in respect of investor's complaint.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

For, DHIREN SHAH & CO.,
CHARTERED ACCOUNTANTS,
Firm Reg. No.:- 114633W

Place : Ahmedabad
Date : 27/07/2012

(DHIREN SHAH)
PARTNER
Mem. No.:- 035824



Certification by Managing Directors of the Company

We, Anand V Shah & Darshan A. Jhaveri, Managing Directors of AHMEDABAD STEELCRAFT LIMITED, to the best of our knowledge and belief, certify that:

1. We have reviewed the balance sheet and statement of profit and loss account for the financial year ended 31.03.2012, and all its schedules etc., and confirm that:
 - a) Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact or contain statements that might be misleading.
 - b) Based on our knowledge and information, the financial statements, present in all material respects, a true and fair view of, the Company's code of conduct.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the period are fraudulent, illegal or violative of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company, and we have:
 - a) Designed such controls and procedures to ensure that material information relating to the Company is made known to us;
 - b) Designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial statements in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the Company's disclosure, controls and procedures; and
4. We confirm that
 - a) There are no deficiencies in the design or operation of internal controls, which could materially adversely affect the Company's ability to record, process, summarize and report financial data.
 - b) There are no significant changes in internal controls during the period;
 - c) All significant changes in accounting policies during the year have been disclosed in the notes to the financial statements; and
 - d) There are no instances of significant fraud of which we are aware, that involves management or other employees who have a significant role in the Company's internal controls system.
5. We affirm that we have not denied any personnel, access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle blowers' from unfair termination and other unfair or prejudice employment practices.

For and on behalf of the Board

Place: Ahmedabad
Date : 27.07.2012

Anand V. Shah & Darshan A. Jhaveri
Managing Directors

AUDITORS' REPORT

To,
The Members of Ahmedabad Steelcraft Ltd.

1. We have audited the attached Balance Sheet of Ahmedabad Steelcraft Ltd. as at March 31, 2012 and also the Statement of Profit and Loss and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii) 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 ;
 - iii) The Balance Sheet, Statement of Profit and Loss and Cash flow statement dealt with by this report are in agreement with the books of account ;
 - iv) In our opinion, the Statement of Profit and Loss and Balance Sheet comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v) On the basis of the written representations received from the directors as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - vi) In our opinion the said accounts to the best of our information and according to the explanations given to us, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a) in the case of the Balance Sheet, of the State of affairs of the Company as at March 31, 2012;
 - b) in the case of the Statement of Profit and Loss, of the Profit 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.

For, DHIREN SHAH & CO.,
CHARTERED ACCOUNTANTS,
Firm Reg. No.:- 114633W

Place : Ahmedabad
Date : 27.07.2012

(DHIREN SHAH)
PARTNER
Mem. No.:- 035824



ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

Ref : Ahmedabad Steelcraft Limited

- i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year as per the regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) As per our information and explanation given to us on our enquiries, there is no substantial disposal of assets during the year so as to have an impact on the operations of the company, or affect its going concern.
- ii) (a) The management has conducted physical verification of inventory at reasonable intervals.
- (b) 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.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification by the management.
- iii) (a) The company has granted unsecured loan to one company covered in the register maintained u/s.301 of the Act and maximum amount involved in the transactions is Rs. 2,23,36,456/-.
- (b) The rate of interest and other terms and condition of the loan granted are Prima facie not prejudicial to the interest of the company.
- (c) There is no stipulation regarding repayment of principal amount which is outstanding at the year end of Rs. 2,23,36,456 -.
- (d) There is no stipulation regarding repayment of outstanding loan. Hence, we are unable to give any comment that whether the same is over due or not.
- (e) The company has taken unsecured loan from one company, covered in the register maintained u/s. 301 of the Companies Act, 1956 and maximum amount involved in the transactions is Rs. 30,00,000/- .
- (f) The rate of interest and other terms and condition of the loan granted are Prima facie not prejudicial to the interest of the company.
- (g) The company has made full repayment of principal amount during the year and there is no amount outstanding at the year end.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedure commensurate with the size of the Company and the nature of its business, with regard to purchases of inventory, fixed assets and with regard to sale of goods, and services. During the course of our audit, no major weakness has been noticed in internal control system.
- v) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Accordingly, clause (v) (b) of Paragraph 4 of the Order is not applicable to the company for the current year.
- vi) The company has not accepted any deposit during the year in contravention of provisions of section 58A of the Companies Act, 1956 and Companies (Acceptance of Deposit) Rule 1975.
- vii) The internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the management have been commensurate with the size of the company and nature of its business.
- viii) We are informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any products of the company.

- ix) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, Service tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess, which have not been deposited on account of any dispute, other than the following:-

Name of Statute	Asst. Year	Amt Rs.	From where dispute is pending
Income Tax	2004-05	7,42,374	CIT(A)

- x) In our opinion, the company has no accumulated losses. During the financial year covered by our audit, company has not incurred cash losses. In the immediately preceding financial year, there were also no cash losses.
- xi) Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks, or debenture holders.
- xii) In our opinion and according to the information and explanations given to us, no loans or advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion the company is not a chit fund or a nidhi/mutual benefit funds/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
- xiv) In our opinion, the company is not dealing in shares, securities, debentures and other investments. Accordingly, the provision of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by its subsidiaries and associates from bank or financial institutions.
- xvi) The company did not have any term loan outstanding during the current financial year or in the immediately preceding financial year.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment.
- xviii) During the year, the Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix) The Company did not have any outstanding debentures during the year.
- xx) The Company has not raised any money through a public issue during the year.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.

For, DHIREN SHAH & CO.,
 CHARTERED ACCOUNTANTS,
 Firm Reg. No.:- 114633W

Place : Ahmedabad
 Date : 27.07.2012

(DHIREN SHAH)
 PARTNER
 Mem. No.:- 035824



AHMEDABAD STEELCRAFT LIMITED

AHMEDABAD STEELCRAFT LTD

Balance Sheet as at 31st March, 2012

Particulars	Note No	As At 31/03/2012 ₹	As At 31/03/2011 ₹
I. Equity and Liabilities			
(1) Shareholder's Funds			
(a) Share Capital	A	40,920,000	40,920,000
(b) Reserves and Surplus	B	210,555,241	184,060,994
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	C	1,923,414	1,567,459
(c) Other Long term liabilities	D	21,148	21,148
(d) Long term provisions	E	40,000	40,000
(4) Current Liabilities			
(a) Short-term borrowings	F	2,870,783	-
(b) Trade payables	G	784,681	99,909
(c) Other current liabilities	H	85,404	1,020,689
(d) Short-term provisions	I	5,078,956	58,783,838
Total		262,279,627	286,514,037
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	J	24,634,384	26,341,062
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments			
(c) Deferred tax assets (net)	K	160,380,589	96,373,541
(d) Long term loans and advances	L	49,208,575	49,942,040
(e) Other non-current assets	M	8,570,899	2,620,957
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	N	1,027,868	-
(d) Cash and cash equivalents	O	16,227,002	56,483,920
(e) Short-term loans and advances	P	2,230,310	54,752,517
(f) Other current assets		-	-
Total		262,279,627	286,514,037
See accompanying Significant Accounting Policies and Notes forming part of the financial statements			Y

AS PER OUR REPORT OF EVEN DATE ATTACHED HERewith.

FOR, DHIREN SHAH & CO.
 CHARTERED ACCOUNTANTS.
 FIRM REG.NO. 114633W
 (DHIREN SHAH)
 PARTNER
 MEMB.NO. 035824

FOR, AHMEDABAD STEELCRAFT LTD

Ashok C. Gandhi
Chairman
 Anand V. Shah
 Darshan A. Jhaveri
Managing Directors

Shashank I. Shah
 Anand N. Jhaveri
 Girish D. Shah
 Viral A. Jhaveri
Executive Directors
 Kanishka H. Kaji
 Dr.Malay Mahadevia
Directors

PLACE : AHMEDABAD
 DATE : 27.07.2012

PLACE : AHMEDABAD
 DATE : 27.07.2012

AHMEDABAD STEELCRAFT LTD

Statement of Profit and Loss for the year ended on 31st March, 2012

Particulars	Note No	31/03/2012	31/03/2011
		₹	₹
I. Revenue from operations	Q	24,924,978	39,523,598
II. Other Income	R	35,918,696	8,208,912
III. Total Revenue (I + II)		60,843,674	47,732,510
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Traded goods	S	20,231,300	21,125,600
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	T	-	10,200,000
Employee benefit expense	U	4,232,807	4,043,537
Financial costs	V	1,215,472	48,326
Depreciation and amortization expense	J	1,750,778	1,625,676
Other expenses	W	10,401,645	9,369,883
Total Expenses		37,832,002	46,413,022
V. Profit before exceptional and extraordinary items and tax (III-IV)		23,011,672	1,319,488
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		23,011,672	1,319,488
VIII. Extraordinary Items	X	-	243,682,313
IX. Profit before tax (VII - VIII)		23,011,672	245,001,801
X. Tax expense:			
(1) Current tax		-	47,000,000
(2) (Excess)/Short Provision of Incometax relating to Prior Years		(2,578,464)	11,823,816
(3) Deferred tax		355,955	577,748
XI. Profit/(Loss) for the period from continuing operations (IX-X)		25,234,181	185,600,237
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		25,234,181	185,600,237
XVI. Earning per equity share:			
(1) Basic		6.17	45.36
(2) Diluted		6.17	45.36
See accompanying Significant Accounting Policies and Notes forming part of the financial statements			Y

AS PER OUR REPORT OF EVEN DATE ATTACHED HERewith.

FOR, DHIREN SHAH & CO.
CHARTERED ACCOUNTANTS.
FIRM REG.NO. 114633W
(DHIREN SHAH)
PARTNER
MEMB.NO. 035824

FOR, AHMEDABAD STEELCRAFT LTD

Ashok C. Gandhi
Chairman
Anand V. Shah
Darshan A. Jhaveri
Managing Directors

Shashank I. Shah
Anand N. Jhaveri
Girish D. Shah
Viral A. Jhaveri
Executive Directors
Kanishka H. Kaji
Dr.Malay Mahadevia
Directors

PLACE : AHMEDABAD
DATE : 27.07.2012

PLACE : AHMEDABAD
DATE : 27.07.2012



AHMEDABAD STEELCRAFT LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

PARTICULARS	31/03/2012 ₹	31/03/2011 ₹
NOTE NO.- A SHARE CAPITAL		
AUTHORISED SHARE CAPITAL 50,00,000 EQUITY SHARES OF RS. 10 EACH	50,000,000	50,000,000
TOTAL AUTHORISED CAPITAL	50,000,000	50,000,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL 40,92,000 EQUITY SHARES OF RS.10 EACH FULLY PAID UP WITH VOTING RIGHTS	40,920,000	40,920,000
TOTAL ISSUED, SUBSCRIBED & PAID UP CAPITAL	40,920,000	40,920,000

NOTE NO-A(a) DETAILS OF SHARES HELD BY EACH SHAREHOLDERS HOLDING MORE THAN 5% IN THE COMPANY

PARTICULARS	31/03/2012		31/03/2011	
	NO. OF SHARES	% HOLDING	NO. OF SHARES	% HOLDING
EQUITY SHARES WITH VOTING RIGHTS				
ANAND VIPINCHANDRA SHAH	674,728	16.49%	556,828	13.61%
ANAND NAVINCHANDRA JHAVERI	275,500	6.73%	275,500	6.73%

PARTICULARS	31/03/2012 ₹	31/03/2011 ₹
NOTE NO.- B RESERVES & SURPLUS		
(1) GENERAL RESERVE		
OPENING BALANCE	20,000,000	12,694,589
ADD: ADDITIONAL DURING THE YEAR	-	7,305,411
TOTAL (1)	20,000,000	20,000,000
(2) SECURITIES PREMIUM RESERVE		
OPENING BALANCE	21,920,000	21,920,000
ADD: ADDITIONAL DURING THE YEAR	-	-
TOTAL (2)	21,920,000	21,920,000
(3) FOREIGN CURRENCY TRANSLATION RESERVE		
OPENING BALANCE	(4,297,061)	(4,009,100)
ADD: ADDITIONAL DURING THE YEAR	6,015,891	(287,961)
TOTAL (3)	1,718,830	(4,297,061)
(4) PROFIT & LOSS ACCOUNT		
OPENING BALANCE	146,438,055	(27,100,946)
ADD: PROFIT / (LOSS) FOR THE YEAR	25,234,181	185,600,237
LESS: APPROPRIATION		
PROPOSED DIVIDEND	4,092,000	4,092,000
CORPORATE DIVIDEND TAX	663,825	663,825
TRANSFER TO GENERAL RESERVE	-	7,305,411
TOTAL (4)	166,916,411	146,438,055
TOTAL (1) + (2) + (3) + (4)	210,555,241	184,060,994



PARTICULARS	31/03/2012	31/03/2011
	₹	₹
NOTE NO.- C DEFERRED TAX LIABILITIES		
OPENING BALANCE OF DEFERRED TAX LIABILITY	1,567,459	989,711
ADD : DEFERRED TAX EXP FOR THE YEAR	355,955	577,748
LESS : ADJUSTED AGAINST DEFERRED TAX ASSET	-	-
TOTAL	1,923,414	1,567,459
NOTE NO.- D OTHER LONG TERM LIABILITIES		
OTHER LONG TERM LIABILITIES	21,148	21,148
TOTAL	21,148	21,148
NOTE NO.- E LONG TERM PROVISIONS		
PROVISION FOR EMPLOYEE BENEFITS	40,000	40,000
TOTAL	40,000	40,000
NOTE NO.- F SHORT TERM BORROWINGS		
FROM BANKS		
HDFC BANK LTD. (BANK OD)	2,870,783	-
(SECURED AGAINST HDFC BANK FIXED DEPOSITS)		
TOTAL	2,870,783	-
NOTE NO.- G TRADE PAYABLES		
(1) TRADE PAYABLES FOR GOODS	260,248	-
TOTAL (1)	260,248	-
(2) TRADE PAYABLES FOR EXPENSES	524,433	99,909
TOTAL (2)	524,433	99,909
TOTAL (1) + (2)	784,681	99,909
NOTE NO.- H OTHER CURRENT LIABILITIES		
(1) STATUTORY REMITTANCES	85,404	20,689
TOTAL (1)	85,404	20,689
(2) ADVANCES FROM CUSTOMER	-	1,000,000
TOTAL (2)	-	1,000,000
TOTAL (1) + (2)	85,404	1,020,689
NOTE NO.- I SHORT TERM PROVISIONS		
(1) PROVISION FOR EMPLOYEE BENEFITS	143,943	73,624
TOTAL (1)	143,943	73,624
(2) PROPOSED DIVIDEND	4,092,000	4,092,000
(3) PROVISION FOR DIVIDEND TAX	663,825	663,825
(4) PROVISION FOR TAXATION	-	53,809,000
(5) UNPAID EXPENSES	179,188	145,389
TOTAL (2)	4,935,013	58,710,214
TOTAL (1) + (2)	5,078,956	58,783,838



AHMEDABAD STEELCRAFT LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-12

NOTE NO.- J
FIXED ASSETS

(Amount in ₹)

NAME OF ASSETS	RATE OF DEP (%)	ASSETS				DEPRECIATION FUND				NET BLOCK OF ASSET ON 31/03/12	NET BLOCK OF ASSET ON 31/03/11
		OPENING BLOCK	ADDITION	DISPOSALS	CLOSING BLOCK	OPENING BALANCE	DEP. FOR YEAR	SALES ADJUSTMENT	CLOSING BALANCE		
(i) TANGIBLE ASSETS											
OFFICE AT 637	1.63%	12,324,940	-	-	12,324,940	125,492	200,897	-	326,389	11,998,551	12,199,448
MOTOR CARS	9.50%	13,934,466	-	-	13,934,466	3,083,192	1,323,774	-	4,406,966	9,527,500	10,851,274
AIRCONDITIONER	4.75%	811,000	-	-	811,000	24,063	38,522	-	62,585	748,415	786,937
DEAD STOCK	6.33%	19,316	-	-	19,316	15,840	1,223	-	17,063	2,253	3,476
FURNITURE	6.33%	2,207,451	-	-	2,207,451	87,284	139,732	-	227,016	1,980,435	2,120,167
OFFICEEQUIPMENT	4.75%	255,842	44,100	-	299,942	25,871	13,211	-	39,082	260,860	229,971
COMPUTER	16.21%	206,165	-	-	206,165	56,376	33,419	-	89,795	116,370	149,789
TOTAL		29,759,180	44,100	-	29,803,280	3,418,118	1,750,778	-	5,168,896	24,634,384	26,341,062
PREVIOUS YEAR		28,071,760	15,669,878	13,982,458	29,759,180	2,009,560	1,625,676	217,118	3,418,118	26,341,062	26,062,200

NOTES:

- (1) DEPRICIATION ON THE ASSETS HAS BEEN PROVIDED AS PER THE STRAIGHT LINE METHOD IN ACCORDANCE WITH THE RATES SPECIFIED IN THE SCHEDULE XIV TO THE COMPANIES ACT 1956 AND ROUNDED OFF TO THE NEAREST RUPEE.
- (2) DEPRECIATION ON ADDITION HAS BEEN PROVIDED ON PRO RATA BASIS.
- (3) DATE OF PUT TO USE FOR THE PURPOSE OF DEPRECIATION CALCULATION HAS BEEN GIVEN & CERTIFIED BY THE COMPANY.

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

NOTE NO.- K NON CURRENT INVESTMENT

PARTICULARS	31/03/2012			31/03/2011		
	QUOTED ₹	UNQUOTED ₹	TOTAL ₹	QUOTED ₹	UNQUOTED ₹	TOTAL ₹
OTHER INVESTMENTS (AT COST)						
(1) INVESTMENT IN EQUITY INSTRUMENTS						
(i) OF ASSOCIATES						
LIGHTWORKS LLC (50347 EQUITY SHARES OF US\$ 1 EACH FULLY PAID UP)	-	2,558,000	2,558,000	-	2,232,500	2,232,500
(ii) OF OTHERS						
637 SHOPS & OFF. CO-OP. SOC. LTD (25 EQUITY SHARES OF Rs.10 EACH FULLY PAID UP)	-	250	250	-	250	250
NAMTECH SYSTEMS LTD (10000 EQUITY SHARES OF Rs.10 EACH FULLY PAID UP)	-	-	-	-	-	-
NILA HOUSING & INFRA. LTD (22000 EQUITY SHARES OF Rs.1 EACH FULLY PAID UP)	36,000	-	36,000	36,000	-	36,000
SELAN EXPLORATION TECH. LTD (5500 EQUITY SHARES OF Rs.10 EACH FULLY PAID UP)	92,305	-	92,305	92,305	-	92,305
THAMBI MODERN SPG. MILLS LTD (800 EQUITY SHARES OF Rs.10 EACH FULLY PAID UP)	40,000	-	40,000	40,000	-	40,000
VLS FINANCE LTD (3000 EQUITY SHARES OF Rs.10 EACH FULLY PAID UP)	200,000	-	200,000	200,000	-	200,000
GALAXY APPLIANCES LTD (290 EQUITY SHARES OF Rs.10 EACH FULLY PAID UP)	-	-	-	-	-	-
TOTAL (1)	368,305	2,558,250	2,926,555	368,305	2,232,750	2,601,055
(2) INVESTMENT IN PREFERENCE SHARES OF COMPANY						
(i) OF ASSOCIATES						
LIGHTWORKS LLC (437500 PREFERENCE SHARES OF US\$ 1 EACH FULLY PAIDUP)	-	22,382,500	22,382,500	-	19,534,375	19,534,375
TOTAL (2)	-	22,382,500	22,382,500	-	19,534,375	19,534,375
(3) INVESTMENT IN PARTNERSHIP FIRM [REFER K(a)]						
AAVKAR PROJECTS (AMBAWADI)	-	20,609,129	20,609,129	-	20,000,000	20,000,000
AAVKAR REALTY	-	23,906,505	23,906,505	-	238,111	238,111
TOTAL (3)	-	44,515,634	44,515,634	-	20,238,111	20,238,111
(4) OTHER NON-CURRENT INVESTMENTS [REFER K (b)]						
ENDOR PROPERTIES LLP	-	26,055,063	26,055,063	-	14,000,000	14,000,000
TESLA PROPERTIES LLP	-	64,500,837	64,500,837	-	40,000,000	40,000,000
TOTAL (4)	-	90,555,900	90,555,900	-	54,000,000	54,000,000
TOTAL (1) +(2) + (3) + (4)	368,305	160,012,284	160,380,589	368,305	96,005,236	96,373,541

NOTE : THE COMPANY HAS CONTRIBUTED ₹ 4,00,00,000/- IN PRECEDING FINANCIAL YEAR 2010-11 TOWARDS CAPITAL IN TESLA PROPERTIES LLP WHICH HAS BEEN SHOWN AS "INVESTMENT IN THE CAPITAL OF PARTNERSHIP FIRM" IN NOTE-K NON-CURRENT INVESTMENTS. THE COMPANY HAS JOINED AS PARTNER IN TESLA PROPERTIES LLP WITH EFFECT FROM 25-06-2011

AGGREGATE AMOUNT OF QUOTED INVESTMENT
(MARKET VALUE Rs. 16,49,300/- AS ON 31/03/2012
₹ 19,44,682/- AS ON 31/03/2011)

AGGREGATE AMOUNT OF UNQUOTED INVESTMENT
(₹ 25,58,250/- AS ON 31/03/2012
₹ 22,32,750/- AS ON 31/03/2011)



AHMEDABAD STEELCRAFT LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

NOTE NO. - K(a)

DETAILS OF INVESTMENT IN PARTNERSHIP FIRM

SR NO	NAME OF PARTNER & PARTNERSHIP FIRM	TOTAL CAPITAL		SHARE OF PROFIT	
		31/03/2012 ₹	31/03/2011 ₹	31/03/2012 %	31/03/2011 %
A	AAVKAR PROJECTS - AMBAVADI				
1	AHMEDABAD STEELCRAFT LTD	20,609,129	20,000,000	11.10%	11.10%
2	M/S AAVKAR INFRA. PVT. LTD	13,841,181	12,500,000	24.44%	24.44%
3	SHRI JIGEN HARSHVADAN SHAH	12,292,416	11,500,000	14.44%	14.44%
4	M/S BALAJI REALTY PVT. LTD	25,761,686	25,000,000	13.88%	13.88%
5	SHRI ADITYA DHRUVKUMAR PATEL	5,152,557	5,000,000	2.78%	2.78%
6	SHRI DAKSH DHRUVKUMAR PATEL	5,152,557	5,000,000	2.78%	2.78%
7	M/S KUNAL SERVICES PVT. LTD	5,152,557	5,000,000	2.78%	2.78%
8	M/S ASHRITA CORPORATION	7,728,835	7,500,000	4.17%	4.17%
9	DR. RAJAN SANATBHAI JOSHI	152,557	-	2.78%	2.78%
10	SHRI RAJENDRAKUMAR SHANKARLAL AGARWAL	10,305,113	10,000,000	5.56%	5.56%
11	M/S HI-SPEED LOGISTICS PVT. LTD	10,305,113	10,000,000	5.56%	5.56%
12	SMT. DEEPA ANAND JHAVERI	5,152,557	5,000,000	2.78%	2.78%
13	SHRI JITENDRA RAMANLAL PARIKH	10,305,113	10,000,000	5.56%	5.56%
14	SHRI ABHIJEET ARUN MUNSHAW	2,576,278	2,500,000	1.39%	1.39%
	TOTAL CAPITAL OF FIRM	134,487,649	129,000,000	100.00%	100.00%
B	AAVKAR REALTY				
1	AHMEDABAD STEELCRAFT LTD	23,854,635	78,505	46.00%	46.00%
2	SHRI BABUBHAI J DESAI	27,931,746	11,391,830	32.00%	32.00%
3	SHRI RAVIBHAI B. DESAI	5,174,921	6,197	10.00%	10.00%
4	SHRI PARESH H PATEL	1,034,984	1,239	2.00%	2.00%
5	SHRI RAHUL P. PATEL	1,034,985	1,240	2.00%	2.00%
6	SHRI SHARVIL SHAH	2,069,969	2,479	4.00%	4.00%
7	SMT. NILIMA DARSHIN BAVISHI	2,069,968	2,478	4.00%	4.00%
	TOTAL CAPITAL OF FIRM	63,171,207	11,483,967	100.00%	100.00%

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

NOTE NO.- K(b)

DETAILS OF INVESTMENT IN OTHER NON-CURRENT INVESTMENTS

SR NO	NAME OF PARTNER & PARTNERSHIP FIRM	TOTAL CAPITAL		SHARE OF PROFIT	
		31/03/2012	31/03/2011	31/03/2012	31/03/2011
		₹	₹	%	%
A	ENDOR PROPERTIES LLP				
1	AHMEDABAD STEELCRAFT LTD	26,055,063	14,022,556	6.22%	6.22%
2	MR. SHAAN ZAVERI	9,559,107	17,021,714	7.78%	7.78%
3	MR. PANKAJ SHAH	3,961,839	3,507,071	1.56%	1.56%
4	MR. MEHUL MEHTA				
	(KARTA OF MEHUL R. MEHTA HUF)	8,028,945	7,012,691	3.11%	3.11%
5	MS. SHERYL NARIELWALA	4,017,024	3,505,656	1.56%	1.56%
6	MRS. GEETA VIPINCHANDRA SHAH	8,084,131	7,011,277	3.11%	3.11%
7	MR. DARSHAN JHAVERI	4,017,024	3,505,656	1.56%	1.56%
8	MR. HARNARAYAN MAHESHWARY	8,027,531	7,011,277	3.11%	3.11%
9	MR. JAYESH SHAH	16,065,063	14,032,556	6.22%	6.22%
10	TRIDENT (INDIA) LTD	16,065,063	14,032,555	6.22%	6.22%
11	MR. ANANG LALBHAI				
	(ON BEHALF OF RUPAL CORPORATION)	16,055,063	14,022,556	6.22%	6.22%
12	AYOJAN PROPERTIES PVT. LTD	--	4,485	--	--
13	AURA SECURITIES PVT. LTD	40,154,176	35,066,424	15.56%	15.56%
14	AMAYA PROPERTIES LLP	19,568,180	118,786	30.00%	30.00%
15	MOTI-HIRA MOTI LAND DEVELOPERS PVT. LTD	16,050,578	14,018,071	6.22%	6.22%
16	MRS. AMITA MEHTA	4,015,900	3,504,532	1.56%	1.56%
	TOTAL CAPITAL OF ENDOR PROPERTIES LLP	199,724,687	157,397,863	100.00%	100.00%
B	TESLA PROPERTIES LLP				
1	AHMEDABAD STEELCRAFT LTD	64,500,837	-	11.72%	-
2	MR. SHAAN ZAVERI	9,211,163	12,500	1.34%	50.00%
3	AMAYA PROPERTIES LLP	2,373,964	12,500	28.00%	50.00%
4	AURA SECURITIES PVT. LTD	80,629,037	-	14.72%	-
5	TRIDENT CREATION PVT. LTD	32,229,051	-	5.36%	-
6	KAUSHAL AGENCIES PVT. LTD	32,229,052	-	5.36%	-
7	MOTI HIRA LAND DEVELOPERS LTD	16,114,526	-	2.68%	-
8	SAMURAI HOLDINGS PVT. LTD	16,114,526	-	2.68%	-
9	STARNEST PROPERTIES LLP	10,164,526	-	2.68%	-
10	BIRENBHAI DEEPAKBHAI PARIKH	32,229,052	-	5.36%	-
11	ARPAN SAURABHBHAI SOPARKAR	16,114,526	-	2.68%	-
12	GAURAV HASMUKH GADHECHA	16,114,526	-	2.68%	-
3	PRADIP CHOKSI	16,114,526	-	2.68%	-
14	JAYESH K SHAH	16,114,526	-	2.68%	-
15	KUNAL SERVICES PVT. LTD	8,057,263	-	1.34%	-
16	ARJUN CORPORATION	16,114,526	-	2.68%	-
17	ROYAL HOUSE AGENCY	8,057,263	-	1.34%	-
18	MEHUL RAJNIKANT MEHTA(HUF)	8,057,263	-	1.34%	-
19	BINA RAMPURIA	20,069,694	-	2.68%	-
	TOTAL CAPITAL OF TESLA PROPERTIES LLP	420,609,847	25,000	100.00%	100.00%



AHMEDABAD STEELCRAFT LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

PARTICULARS	31/03/2012	31/03/2011
	₹	₹
NOTE NO. - L LONG TERM LOANS AND ADVANCES		
(1) SECURITY DEPOSITS		
SECURED CONSIDER GOOD	94,276	94,276
TOTAL (1)	94,276	94,276
(2) OTHER LOANS AND ADVANCES		
UNSECURED CONSIDER GOOD	42,921,389	41,259,862
TOTAL (2)	42,921,389	41,259,862
(3) OTHER LOANS AND ADVANCES		
DOUBTFUL	6,192,910	8,587,902
TOTAL (3)	6,192,910	8,587,902
TOTAL (1) + (2) + (3)	49,208,575	49,942,040
NOTE NO. - M OTHER NON-CURRENT ASSETS		
CONTRACTUALLY REIMBSABLE EXPENSE	1,806,390	1,547,696
OTHERS	6,764,509	1,073,261
TOTAL	8,570,899	2,620,957
NOTE NO. - N TRADE RECEIVABLES		
TRADE RECEIVABLES OUSTANDING FOR PERIOD EXCEEDING SIX MONTHS FROM THE DATE THEY BECOME DUE	-	-
UNSECURED, CONSIDERED GOOD	-	-
OTHER TRADE RECEIVABLES	-	-
UNSECURED, CONSIDERED GOOD	1,027,868	-
TOTAL	1,027,868	-
NOTE NO. - O CASH & CASH EQUIVALENTS		
(1) BALANCES WITH BANKS		
(i) IN CURRENT ACCOUNTS		
CENTRAL BANK OF INDIA CASH CREDIT HYPO.	30,292	35,736
CENTRAL BANK OF INDIA GROUP GRATUITY	19,182	19,182
CENTRAL BANK OF INDIA (MUMBAI)	26,846	22,542
CENTRAL BANK OF INDIA (PUNE)	30,848	30,848
HDFC BANK LTD CURRENT ACCOUNT	-	1,255,155
HDFC BANK LTD EPC ACCOUNT	3,751	-
HDFC BANK LTD EEFC ACCOUNT	-	14,930,335
STATE BANK OF INDIA (ODHAV)	56,296	121,430
(ii) IN DEPOSIT ACCOUNTS		
HDFC BANK FIXED DEPOSITS	16,000,000	40,000,000
TOTAL (1)	16,167,215	56,415,228
(2) CASH ON HAND		
CASH ON HAND	59,787	68,692
TOTAL (2)	59,787	68,692
TOTAL (1) + (2)	16,227,002	56,483,920

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

PARTICULARS	31/03/2012 ₹	31/03/2011 ₹
NOTE NO.- P SHORT TERM LOANS & ADVANCES		
(1) LOANS AND ADVANCES TO EMPLOYEES UNSECURED, CONSIDERED GOOD ADVANCES GIVEN TO STAFF	9,000	83,000
TOTAL (1)	9,000	83,000
(2) LOANS AND ADVANCES TO OTHERS		
(i) ADVANCES TO SUPPLIER UNSECURED, CONSIDERED GOOD	-	1,000,000
(ii) BALANCE WITH GOVERNMENT AUTHORITIES UNSECURED, CONSIDERED GOOD	410,761	53,424,388
TOTAL (2)	410,761	54,424,388
(3) OTHERS		
UNSECURED, CONSIDERED GOOD	1,810,549	245,129
TOTAL (3)	1,810,549	245,129
TOTAL (1) + (2) + (3)	2,230,310	54,752,517
NOTE NO : Q REVENUE FROM OPERATIONS		
(1) SALE OF PRODUCTS		
EXPORT SALES [REFER NOTE Q (a)]	23,620,859	38,117,473
TOTAL (1)	23,620,859	38,117,473
(2) OTHER OPERATING INCOMES		
DUTY DRAWBACK SCHEME INCOME	65,208	-
EXPORT INCENTIVE	1,238,911	1,406,125
TOTAL (2)	1,304,119	1,406,125
TOTAL	24,924,978	39,523,598
NOTE NO : Q (a) SALE OF TRADED PRODUCTS		
MILD STEEL WINDOW SECTIONS	23,620,859	38,117,473
TOTAL	23,620,859	38,117,473
NOTE NO : R OTHER INCOME		
DIVIDEND FROM NON-CURRENT INVESTMENTS		
OTHERS	2,584	11,403
INTEREST COMPRISES OF		
INTEREST ON BANK FIXED DEPOSITS	1,707,609	3,365,062
INTEREST OF INCOME TAX REFUND	596,732	-
INTEREST ON LOAN & ADVANCES	3,721,055	2,873,111
INTEREST OF SALES TAX REFUND	144,712	611,655
NET GAIN ON FOREIGN CURRENCY TRANSACTIONS & TRASLATION		
PROFIT ON SALE OF SHARES	-	587,580
SALES TAX REFUND	877,043	108,994
KASAR	-	31
SUNDRY BALANCE WRITTEN OFF	-	609,326
PRIOR PERIOD ITEMS		
PRIOR PERIOD INCOME		
PROFIT FROM ENDOR PROPERTIES LLP	22,556	-
PRIOR PERIOD EXPENSE		
FIRM TAX (AAVKAR REALTY)	(159,606)	-
DIRECTORS PF	(45,382)	-



AHMEDABAD STEELCRAFT LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

PARTICULARS [Contd. NOTE NO : R]	31/03/2012	31/03/2011
	₹	₹
OTHER NON-OPERATING INCOME		
SHARE OF PROFIT FROM PARTNER-SHIP FIRMS	24,437,129	41,750
SHARE OF PROFIT FROM LLP	4,533,344	-
TOTAL	35,918,696	8,208,912
NOTE NO : S PURCHASE OF TRADED GOOD		
PURCHASE [REFER NOTE S (a)]	20,231,300	21,125,600
TOTAL	20,231,300	21,125,600
NOTE NO : S (a)		
PURCHASE OF TRADED PRODUCTS		
MILD STEEL WINDOW SECTION	20,231,300	21,125,600
TOTAL	20,231,300	21,125,600
NOTE NO : T CHANGE IN INVENTORIES OF STOCK IN TRADE		
OPENING STOCK		
FINISHED GOODS	-	10,200,000
TOTAL (A)	-	10,200,000
LESS : CLOSING STOCK		
FINISHED GOODS	-	-
TOTAL (B)	-	-
TOTAL (A-B)	-	10,200,000
NOTE NO :- U EMPLOYEE BENEFIT EXPENSES		
SALARIES & WAGES		
SALARY (OFFICE)	1,173,600	1,014,000
MISC. SALARY	267,000	286,983
BONUS	41,520	38,952
EXGRATIA	33,600	33,600
DIRECTORS REMUNERATION	2,160,000	2,160,000
CONTRIBUTION TO PROVIDENT & OTHER FUNDS		
DIRECTORS PF	285,384	240,002
DIRECTORS SUPERANNUATION	270,000	270,000
STAFF WELFARE EXPENSES		
STAFF MEDICAL EXPENSES	1,703	-
TOTAL	4,232,807	4,043,537
NOTE NO :- V FINANCE COST		
INTEREST EXPENSE ON BORROWINGS		
INTEREST ON BANK OD	1,177,189	46,386
INTEREST EXPENSE ON OTHERS		
INTEREST ON TDS	240	1,940
INTEREST ON SERVICE TAX	10	-
INTEREST ON INTER-CORPORATE DEPOSITS	38,033	-
TOTAL	1,215,472	48,326



NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

PARTICULARS	31/03/2012	31/03/2011
	₹	₹
NOTE NO :- W OTHER EXPENSES		
ADVERTISEMENT EXPENSES	212,821	166,275
AIRCONTIONER REPAIR	-	3,100
APPEAL FEES	2,000	11,000
APPLICATION FEES	459	2,081
BANK COMMISSION	96,817	70,453
BOARD MEETINGS FEES (DIRECTORS)	63,000	68,000
BONI EXPENSES	10,801	6,150
CARTING EXPENSES	8,130	16,150
COMMISSION	177,407	501,786
COMPUTER SOFTWARE EXPENSES	4,900	21,050
CONVEYANCE EXPENSES	137,720	117,258
DONATION	25,000	-
ELECTRIC EXPENSE OFFICE	120,976	110,609
FILING FEES	3,096	2,924
FOREIGN TRAVELLING EXPENSES (STAFF)	-	90,582
GODOWN RENT	40,000	180,000
INSPECTION FEES	52,481	111,525
INSURANCE EXPENSES	23,901	33,864
INTERNET EXPENSES (OFFICE)	37,121	28,668
LISTING FEES	16,545	11,030
MEMBERSHIP FEES	45,607	23,971
MISC. SHIPPING	900,854	1,405,725
MOTOR CAR EXPENSES (DIRECTORS)	1,473,149	1,364,350
MOTOR CAR EXPENSES (EMPLOYEE)	10,806	1,089
MUNICIPAL TAX	72,409	97,452
NET LOSS ON FOREIGN CURRENCY TRANSACTIONS & TRANSLATION	-	3,260
OFFICE MAINTENANCE EXPENSES	131,616	131,616
OFFICE MISC. EXPENSES	81,166	103,692
OFFICE MISC. PURCHASE	-	57,156
OFFICE RENT	6,129	7,878
PACKING EXPENSES	17,381	114,018
PAYMENT TO AUDITORS [Refer Note W(a)]	112,360	71,695



AHMEDABAD STEELCRAFT LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31-03-2012

PARTICULARS [Contd. NOTE NO :- W]	31/03/2012	31/03/2011
	₹	₹
POSTAGE EXPENSES	91,752	50,583
PROFESSIONAL FEES	716,255	276,540
PROFESSIONAL TAX	2,400	4,400
REPAIRS & MAINTENANCE	23,320	20,687
SECURITY TRANSACTION TAX	-	1,838
SERVICE CHARGES	6,000	250,382
SERVICE TAX	5,181	4,568
SHIPPING AGENCY	46,217	67,712
SHIPPING FREIGHT	2,089,550	2,826,071
STAMP FEES	-	31,150
STAMP PAPERS	800	-
STATIONARY PRINTING & XEROX	90,876	99,986
SUBSCRIPTION	4,430	21,742
TEA EXPENSES	47,687	58,341
TELEPHONE & INTERNET EXPENSES (DIRECTORS)	167,451	127,960
TELEPHONE (OFFICE)	47,417	62,838
TESTING FEES	-	1,300
TRASPORATION	201,075	173,350
TRAVELLING EXPENSES (DIRECTORS)	14,761	-
TRAVELLING EXPENSES (STAFF)	31,425	-
EXCESS PROVISION OF DEPB (EARLIER YEARS)	7,041	119,250
TDS WRITTEN OFF (MONGOLIA)	187,850	127,561
WEALTH TAX	78,513	109,217
LOANS AND ADVANCES WRITTEN OFF	2,656,992	-
TOTAL	10,401,645	9,369,883

NOTE NO :- W(a) PAYMENT TO AUDITOR

PAYMENT TO AUDITOR COMPRISES (INCUDING SERVICE TAX)		
FOR STATUTORY AUDIT FEES	84,270	55,150
FOR TAX AUDIT FEES	28,090	16,545
TOTAL	112,360	71,695

NOTE NO :- X EXTRAORDINARY ITEMS

PROFIT ON SALE OF LAND	-	243,716,553
ENHANCE CONSIDERATION OF SALE OF WIND MILL	-	600,000
LOSS ON SALE OF MOTOR CAR	-	(55,240)
INVESTMENT WRITTEN OFF	-	(579,000)
TOTAL	-	243,682,313



Schedule forming part of Accounts for the year ended 31st March, 2012

NOTE –'Y' : Notes on Accounts :-

1. Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with current year figures.
2. Figures have been rounded off to the nearest Rupee for the purpose of presentation.
3. Debtors and Creditors balances appearing in the balance sheet are subject to confirmation of respective parties.
4. During the year under consideration out of the total loans & advances of ₹ 30,94,992 granted, the company, has written off ₹ 23,94,992 since the management is now no more hopeful of recovery of principal amount.
5. Managerial Remuneration:

Details of payment of Remuneration to Managerial personnel in accordance with Schedule XIII of the Companies Act, 1956 included in the Statement of Profit & Loss, are as under.

	As on 31-03-2012	As on 31-03-2011
	-----	-----
Remuneration	21,60,000	21,60,000
Contribution to Provident Fund	2,85,384	2,40,002
Contribution to Other Fund	2,70,000	2,70,000
	-----	-----
Total	27,15,384	26,70,002

6. There are no outstanding creditors of S.S.I. Units for more than 30 days at the balance sheet date. There is no purchase from small scale industries.
7. The Company has made investments in the capital of Partnership Firm as Partner.

Name of Partership Firm	Profit/Loss Ratio
-----	-----
Aavkar Realty	46.00 %
Aavkar Projects (Ambawadi)	11.10 %
Endor Properties LLP	6.22 %
Tesla Properties LLP	11.72 %

8. Notes Relating to Investment in Lightworks LLC.

The Company has made 50% investment in Common Shares and Preference share of Lightworks LLC, Company has also given loan to Lightworks LLC. Company has received interest on loan given to Lightworks LLC and accounted it in books of account as per accounting policies and requirement of accounting standard. Company has made total investment of 924,100 US\$ the details of which are as under.

Common shares	50%	50,000 \$
Preference Shares	50%	437,500 \$
Loan Given	50%	436,600 \$

		924,100 \$



AHMEDABAD STEELCRAFT LIMITED

9. Amount paid or payable to Auditors :-

	As at 31-03-12	As at 31-03-11
i) Audit fee	84,270	55,150
ii) Tax Audit Fees	28,090	16,545
iii) Taxation	33,090	33,090
	-----	-----
	1,45,450	1,04,785
	=====	=====

10. Value of Imports, Expenditure and earning in foreign currency:

	As At 31-03-12	As At 31-03-11
	₹	₹
i) CIF value of Imports	Nil	Nil
ii) Spare parts and components	Nil	Nil
iii) Earning in Foreign Currency		
FOB Value of Export	2,20,68,820	3,47,70,665
Interest Income Received from Lightworks LLC	Nil	10,55,501
iv) Expenditure in foreign Currency	Nil	40,500

11) Earning per share (EPS), the numerators and denominators used to calculate Basic & Diluted earnings per share.

Particulars		31-03-2012	31-03-2011
Profit/(Loss) attributable to the Shareholders (₹ in Lacs)	A	252.34	1856.00
Basic/Weighted average number of Equity Shares outstanding During the year.	B	40,92,000	40,92,000
Nominal Value of Equity Share (₹)		10/-	10/-
Basic/Diluted Earning per share (₹)		6.17	45.36



12) Related Party Disclosures :

Sr. No	Name of Related Parties	Nature of Relation	Nature of Transaction with related parties	Volume of Transaction		Balance at the end of the Year	
				2011-12	2010-11	2011-12	2010-11
1.	M/s. J & S Trading Co.	Associated Concern	Payment of Service charges Reimbursement of Telephone Exp. Reimbursement of Electricity Exp.	-- -- --	1,39,500 4,244 13,890	--	--
2.	M/s. Steel Distributors	Associated Concern	Payment of Service charges Reimbursement of Telephone Exp. Reimbursement of Electricity Exp.	-- -- --	97,200 1,888 21,822	--	--
3.	Anand V. Shah	Managing Director	Remuneration	3,60,000	3,60,000	--	--
4.	Darshan A. Jhaveri	Managing Director	Remuneration	3,60,000	3,60,000	--	--
5.	Anand N. Jhaveri	Executive Director	Remuneration	3,60,000	3,60,000	--	--
6.	Shashank I. Shah	Executive Director	Remuneration	3,60,000	3,60,000	--	--
7.	Girish D. Shah	Executive Director	Remuneration	3,60,000	3,60,000	--	--
8.	Viral A. Jhaveri	Executive Director	Remuneration	3,60,000	3,60,000	--	--
9.	637 Developers	Director's as Partner	Office Purchase	--	--	--	76,776 Dr
10.	Lightworks LLC	Associate Company	Investment in Equity Capital * Investment in Preference Share Capital * Loan Given Loan Repayment	-- -- -- --	-- -- 3,53,850 17,03,424	25,58,000 Dr 223,82,500 Dr 223,36,456 Dr	22,32,500 Dr 195,34,375 Dr 194,94,190 Dr
11.	Aavkar Realty	Associate Concern	46% holding in the firm / Profit share received	238,28,000	41,750	239,06,505 Dr	2,38,111 Dr
12.	Endore Properties LLP	Director as Partner	6.22 % holding in the firm / Profit share received	40,32,507	22,556	260,55,063 Dr	140,00,000 Dr
13.	Gokul Metalizers Pvt Ltd.	Common Director	Interest paid	38,033	--	--	--

* Note : The Difference between balance as on 31.03.2012 & 31.03.2011 is on account of Foreign Exchange rate difference between two dates.



AHMEDABAD STEELCRAFT LIMITED

SCHEDULE FORMING PART OF ACCOUNTS AS ON 31ST MARCH, 2012

NOTE - 'Y' -: SIGNIFICANT ACCOUNTING POLICIES :-

1. SYSTEM OF ACCOUNTING:-

- a) The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956, as adopted consistently by the company, except for certain fixed assets which have been revalued.
- b) The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.
- c) Benefit on account of entitlements to import duty free material under the "Duty Entitlement Passbook" scheme & other Export Incentives are accounted for on Cash basis.

2. FIXED ASSETS :

Fixed Assets are stated at cost inclusive of incidental and/or installation expenses. They are stated at revalued amount being fair market value on the basis of valuation made by approved valuer. Surplus on account of revaluation is credited to the revaluation reserve account.

3. DEPRECIATION :

Depreciation on the assets has been provided on straight line method at the rates prescribed under Schedule XIV to the Companies Act, 1956.

4. INVENTORIES :

There is no inventories of raw materials, goods in transit, consumable stores, furnace oil and lubricants. Inventories of Finished Goods is valued at cost or market value whichever is lower. There is no closing stock of Finished Goods as at 31.03.2012.

5. INVESTMENTS :

Valuation of long term (non-current) quoted investment are stated at cost less provision, if any, for permanent diminution in value. Unquoted long term (non-current) investment are valued at cost. Current Investment are valued at cost as per consistent practice of the Company.

6. FOREIGN EXCHANGE TRANSACTION:

- a) Foreign Exchange transactions are converted into Indian Rupees at the rate of exchange prevailing on the date of transaction. Exchange rate difference is charged to Statement of Profit & Loss on final payment of the liability. Unsettled transaction at the close of the year are considered taking into account the exchange rate prevailing at the year end and diff. is charged to Statement of Profit & Loss.
- b) Variation due to fluctuation in exchange rate as on the date of Balance Sheet, the increase / decrease is accounted in respect of Investment and Advance to foreign company is accounted for in the Foreign Currency Transaction Reserve.

7. EMPLOYEE BENEFITS :

Gratuity paid to employee retrenched charged to Statement of Profit & Loss. Other payment made to employee on retrenchment of employees charged to Statement of Profit & Loss on payment basis.

8. TAXATION :

Deferred tax liability of Rs.3,55,955/- has been created as per Accounting Standard 22 "Accounting of Tax on Income" issued by ICAI on timing difference as follow..

Depreciation Provided	Rs.17,50,778
Depreciation allowable as per I.T. Act.	Rs. 29,02,735

Timing Difference	Rs. 11,51,957
	=====

SIGNATURE TO NOTE 'A' TO 'Y'

FOR, DHIREN SHAH & CO.
CHARTERED ACCOUNTANTS.
FIRM REG.NO. 114633W
(DHIREN SHAH)
PARTNER
MEMB.NO. 035824

FOR, AHMEDABAD STEELCRAFT LTD

Ashok C. Gandhi
Chairman
Anand V. Shah
Darshan A. Jhaveri
Managing Directors

Shashank I. Shah
Anand N. Jhaveri
Girish D. Shah
Viral A. Jhaveri
Executive Directors
Kanishka H. Kaji
Dr.Malay Mahadevia
Directors

PLACE : AHMEDABAD
DATE : 27.07.2012

PLACE : AHMEDABAD
DATE : 27.07.2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012

(₹ in Lacs)

Particulars	For the year ended 31st March, 2012		For the year ended 31st March, 2011	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		230.12		22.76
Adjustments for :				
Depreciation and amortisation	17.51		16.26	
Finance costs	12.15		0.48	
Interest income	(61.70)		(62.38)	
Transfer to Revaluation Reserves - on sale of Land	-		(127.46)	
Transfer to Foreign Currency Translation Reserves	60.16		(2.88)	
Dividend received from Non-current Investments	(0.03)		(0.12)	
Profit / (Loss) on sale of Shares	-		(5.88)	
Share of Profit from Partnership Firms & LLP	(289.70)		(0.42)	
Net Gain/Loss on Foreign Currency Transactions & Translations	(0.81)		(0.03)	
Sundry Balances Written off	-		(6.09)	
Proposed Dividend including Corporate Dividend Tax	47.56		47.56	
TDS Written off	1.88		-	
Loans & Advances written off	26.57		-	
		(186.41)		(140.96)
Operating Profit / (Loss) before working capital changes		43.70		(118.20)
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	-		102.00	
Trade receivables	(9.47)		-	
Other current assets	-		-	
Other non-current assets	(59.50)		-	
Long-term loans and advances	(19.24)		(28.59)	
Short-term loans and advances	3.44		(238.10)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	6.85		(14.28)	
Other current liabilities	(9.35)		(1033.78)	
Other long-term liabilities	-		-	
Short-term provisions	(46.52)		273.50	
Long-term provisions	-		(0.15)	
		(133.78)		(939.40)
Cash flow from extraordinary items		-		-
Net income tax (paid) / refunds (incl. CDT paid):		0.96		(437.76)
Net cash flow from / (used in) operating activities (A)		(89.12)		(1495.36)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(0.44)		(156.70)	
Purchase of long-term investments				
- Others	(640.07)		515.56	
Sale of Fixed Assets	-		1395.35	
Dividend received from Non-current Investments	0.03		0.11	
Share of Profit from Partnership Firms & LLP	289.70		0.42	
Interest received				
- Others	61.70		62.37	
Net cash flow from / (used in) investing activities (B)		(289.08)		1817.11



AHMEDABAD STEELCRAFT LIMITED

Particulars	For the year ended 31st March, 2012		For the year ended 31st March, 2011	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Proceeds from long-term borrowings	-		-	
Dividend paid	(40.92)			
Proceeds of short-term borrowings	28.70		-	
Net increase / (decrease) in working capital borrowings	-		-	
Finance cost	(12.15)		(0.48)	
Net cash flow from / (used in) financing activities (C)		(24.37)		(0.48)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(402.57)		321.27
Cash and cash equivalents at the beginning of the year		564.84		243.57
Cash and cash equivalents at the end of the year *		162.27		564.84
* Comprises:				
(a) Cash on hand		0.60		0.69
(b) Balances with banks				
(i) In current accounts		1.67		164.15
(ii) In deposit accounts		160.00		400.00
		162.27		564.84

Note : The Cash flow statement has been prepared by Indirect Method as prescribed in AS-3 "Cashflow Statement" In terms of our report attached.

FOR, DHIREN SHAH & CO.
CHARTERED ACCOUNTANTS.
FIRM REG.NO. 114633W
(DHIREN SHAH)
PARTNER
MEMB.NO. 035824

FOR, AHMEDABAD STEELCRAFT LTD
Ashok C. Gandhi
Chairman
Anand V. Shah
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Managing Directors

Shashank I. Shah
Anand N. Jhaveri
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Viral A. Jhaveri
Executive Directors
Kanishka H. Kaji
Dr.Malay Mahadevia
Directors

PLACE : AHMEDABAD
DATE : 27-07-2012

PLACE : AHMEDABAD
DATE : 27-07-2012



AHMEDABAD STEELCRAFT LIMITED

Regd. Office : 401, 4th Floor, 637 Complex, Panchvati 2nd Lane, Gulbai Tekra, Ahmedabad - 380006

PROXY FORM

I/We.....
of being a Member / Members of AHMEDABAD STEELCRAFT LIMITED hereby
appoint shri/smt of as my/
our proxy to attend and vote for me/us and on my/our, behalf at the 40th Annual General Meeting of the Company to be held in the
premises of Gujarat Chambers of Commerce and Industry, Ashram Road, Ahmedabad on Friday, the 21st day of September, 2012 at
12.00 Noon, and at any adjournment thereof.
Signed this day of 2012

Registered Folio No.

DPID & Client ID:

Affix
One Rupee
Revenue
Stamp

Note : This instrument of Proxy, after being duly filled in, must be deposited at Registered Office of the Company not later than 48
hours before the time for holding the meeting.

----- Tear Here -----

AHMEDABAD STEELCRAFT LIMITED

Regd. Office : 401, 4th Floor, 637 Complex, Panchvati 2nd Lane, Gulbai Tekra, Ahmedabad - 380006

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. ONLY
MEMBERS OR THEIR PROXIES ENTITLED TO BE PRESNT AT THE MEETING.

Full name of the Shareholder or Proxy : _____

No. of Share held : _____

I hereby record my presence at the 40th Annual General Meeting of the Company in the Premises of Gujarat Chamber of Commerce
and Industry, Ashram Road, Ahmedabad on Friday, the 21st day of September, 2012 at 12:00 Noon.

Registered Folio No. _____

DPID & Client ID: _____

Signature of the Shareholder/Proxy

BOOK - POST

TO,

If Undelivered Please return to:

AHMEDABAD STEELCRAFT LIMITED

401, 4th Floor, 637 Complex, Panchvati 2nd Lane,
Gulbai Tekra, Ahmedabad - 380 006.