

**ANNUAL REPORT  
2013 - 2014**



**SWISS  
GLASCOAT**  
EQUIPMENTS LIMITED



**Board of Directors**

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**Chairman**

Mr. Kanubhai Patel

**Managing Director**

Mr. Sudarshan Amin

**Technical Director**

Mr. Ambalal Patel

Mr. Paresh Shah

Ms. Phagun Amin

Mr. Jagrut Bhatt

Mr. Kaushik Shah

Mr. Bharat Patel

Mr. Dharmesh Patel

Mr. Tanmay Patel

**Company Secretary**

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Ms. Dhvani Shah

**Secretarial Auditor**

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Mr. D. G. Bhimani

D. G. Bhimani & Associates

Anand

**Statutory Auditors**

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Darji and Associates

V. V. Nagar

**Internal Auditor**

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M/s Kiran Patel & Co.

Anand

**Bankers**

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State Bank of India

Karur Vysya Bank

**Registered Office**

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H – 106, Phase – IV, G.I.D.C. Estate,

Vitthal Udyognagar – 388121.

Dist. Anand, Gujarat

**Corporate Identity Number (CIN)**

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## NOTICE

**NOTICE** is hereby given that the 23rd Annual General Meeting of SWISS GLASCOAT EQUIPMENTS LIMITED will be held on September 11, 2014 at 10.00 a.m. at the Registered Office of the Company situated at H-106, G.I.D.C. Estate, Vitthal Udyognagar - 388 121 to transact the following business :

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditor and the Directors' Report thereon.
2. To declare Dividend on Equity Shares of the Company for the year 2013-14.
3. To elect Director in place of Mr. Paresh Shah (DIN 01802308), Director, who retires by rotation and being eligible, has offered himself for reappointment.
4. To elect Director in place of Mr. Kanubhai Patel (DIN 01814675), Director, who retires by rotation and being eligible, has offered himself for reappointment.
5. To elect Director in place of Ms. Phagun Amin (DIN 03536186), Director, who retires by rotation and being eligible, has offered herself for reappointment.
6. To appoint Statutory Auditors and authorise the Board of Directors to fix their remuneration.

### **SPECIAL BUSINESS:**

#### **7. Limits of Borrowing u/s Section 180(1)(c) of the Companies Act, 2013**

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

#### **"RESOLVED THAT**

- (i) in supersession of the earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 15th Annual General Meeting of the members of the Company held on September 30, 2006, subject to the provisions of Section 180(1)(c), 180(2) and other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any amendments/ enactments/ re-enactments thereof), the consent of the Company is accorded to the Board of Directors to borrow from time to time such sum or sums of money, with or without security, as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained or to be obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time, exceeding the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; but not in excess of the sum of Rs. 50 crores (Rupees Fifty crores) any given point of time;
- (ii) the Board of Directors is authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may necessary, proper, expedient or incidental for giving effect to this resolution."

#### **8. Encumbrance on property of the Company for borrowing external funds in accordance with Section 180(1) (a) of the Companies Act, 2013**

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

#### **"RESOLVED THAT**

- (i) in supersession of the earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the 15th Annual General Meeting of the members of the Company held on September 30, 2006, and subject to the provisions of Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any amendments/ enactments/ re-enactments thereof), the consent of the Company is accorded to the Board of Directors to mortgage, hypothecate or pledge or create a charge over or otherwise encumber (in such form as may be required by Bank or financial institution) as the Board may deem fit, the movable and immovable property acquired/ to be acquired by the Company in favour of Bank or financial institution as security for any form of loans/ borrowings availed or to be availed under Section 180(1)(c) of the Act by the Company from Bank or financial institution;
- (ii) the Board of Directors is authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may necessary, proper, expedient or incidental for giving effect to this resolution."

#### **9. Re-appointment of Mr. Sudarshan Amin as the Managing Director of the Company:**

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

#### **"RESOLVED THAT**

- (i) pursuant to provisions of Sections 2(51), 2(78), 2(94) 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and subject to such other approvals as may be necessary, the Company approves the re-appointment of Mr. Sudarshan Amin (DIN 01828862) as the Managing Director of the Company for a further period of three years with effect from October 1, 2014 upon the terms and conditions including remuneration as set out in the draft Agreement, sanctioned by the Board of Directors;
- (ii) the Nomination & Remuneration Committee, subject to the approval of the Board, is authorized to revise, increase, vary, modify or amend the terms and conditions including payment of remuneration and providing of perquisites by



the Company to the Managing Director in accordance with and within the limits prescribed under relevant Sections and provisions of the Companies Act, 2013 and Schedule V thereto or any amendments thereto, without any further reference to the Company in the general meeting;

- (iii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**10. Appointment of Mr. Tanmay Patel as the Director:**

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

**"RESOLVED THAT** pursuant to Sections 152, 160 and other applicable provisions of the Companies Act, 2013, Mr. Tanmay Patel (DIN 06881173), Additional Director of the Company, who holds office up to this Annual General Meeting and in respect of whom a notice has been received proposing his candidature as a Director of the Company liable to retire by rotation, is appointed as a Director of the Company not liable to retire by rotation."

**11. Appointment of Mr. Tanmay Patel as an Executive Director (Technical):**

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

**"RESOLVED THAT**

- (i) pursuant to provisions of Sections 188, 196, 197 and 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and subject to such other approvals as may be necessary, the Company approves the appointment of Mr. Tanmay Patel (DIN 06881173) as the Executive Director (Technical) of the Company for a period of three years with effect from October 1, 2014 upon the terms and conditions including remuneration as set out in the draft Agreement, sanctioned by the Board of Directors;
- (ii) the Nomination & Remuneration Committee, subject to the approval of the Board, is authorized to revise, increase, vary, modify or amend the terms and conditions including payment of remuneration and providing of perquisites by the Company to the Executive Director (Technical) in accordance with and within the limits prescribed under relevant Sections and provisions of the Companies Act, 2013 and Schedule V thereto or any amendments thereto, without any further reference to the Company in the general meeting;
- (iii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**12. Appointment of Mr. Jagrut Bhatt as the Independent Director:**

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

**"RESOLVED THAT**

- (i) pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement entered into with the BSE Ltd (as amended from time to time), Mr. Jagrut Bhatt (DIN 00364725), an Independent Director of the Company and whose term of office was liable to be determined by retirement of director by rotation in accordance with the erstwhile applicable provisions of the Companies Act, 1956 and rules made thereunder, is appointed as an Independent Director of the Company to hold the office for five consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019;
- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**13. Appointment of Mr. Kaushik Shah as the Independent Director:**

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

**"RESOLVED THAT**

- (i) pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement entered into with the BSE Ltd (as amended from time to time), Mr. Kaushik Shah (DIN 02615157), an Independent Director of the Company and whose term of office was liable to be determined by retirement of director by rotation in accordance with the erstwhile applicable provisions of the Companies Act, 1956 and rules made thereunder, is appointed as an Independent Director of the Company to hold the office for five consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019;
- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**14. Appointment of Mr. Bharat Patel as the Independent Director:**

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

**"RESOLVED THAT**

- (i) pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement entered into with the BSE Ltd (as amended from time to time), Mr. Bharat Patel (DIN 00401741), an Independent Director of the Company and whose term of office was liable to be determined by retirement of director by rotation in accordance with the erstwhile applicable provisions of the Companies Act, 1956 and rules made thereunder, is appointed as an



Independent Director of the Company to hold the office for five consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019;

- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**15. Appointment of Mr. Dharmesh Patel as the Independent Director:**

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

**"RESOLVED THAT**

- (i) pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement entered into with the BSE Ltd(as amended from time to time), Mr. Dharmesh Patel (DIN 02615141), an Independent Director of the Company and whose term of office was liable to be determined by retirement of director by rotation in accordance with the erstwhile applicable provisions of the Companies Act, 1956 and rules made thereunder, is appointed as an Independent Director of the Company to hold the office for five consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019;
- (ii) the Board of Directors is authorised take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**16. Acceptance of Deposits from Members u/s 73 of the Companies Act, 2013:**

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

**"RESOLVED THAT**

- (i) pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the provisions of the Companies (Acceptance of Deposits) Rules, 2014, and other applicable provisions, if any, and subject to such conditions and approval and permissions as may be necessary, consent of the Members of the Company is accorded to invite/ accept/ renew/ receive money by way of unsecured/ secured or in any other form deposits from the Members of the Company, through circular, advertisement or any other permissible mode, up to the permissible limits prescribed under the applicable provisions of law and on the terms and conditions as the Board of Directors in its sole discretion deems fit and necessary;
- (ii) for the purpose of giving effect to this Resolution, the Board of Directors is authorised to do all such acts, deeds and things, as may deem fit and necessary for proper and expedient fulfillment of the said Resolution."

By the Order of the Board of  
Swiss Glascoat Equipments Limited

**Date:** 24.07.2014  
**Place:** V. U. Nagar

Ms. Dhvani Shah  
**Company Secretary**

**NOTES:**

- (A) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business is annexed hereto.
- (B) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER. A PROXY IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. BLANK PROXY FORM IS ANNEXED HERETO.**
- (C) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- (D) In case of joint holders attending the meeting, only such joint-holder who is higher in the order of names shall be entitled to vote.
- (E) Members desirous of any relevant information or clarifications on accounts at the Annual General Meeting are requested to write to the Company at least ten days before the Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.
- (F) Relevancy of questions and order of speakers at the Meeting shall be decided by the Chairman.
- (G) The Register of Members and Share Transfer Books of the Company will remain closed from 30.08.14 to 03.09.14 (both days inclusive) for the purpose of the payment of Dividend, subject to the approval by the shareholders in the ensuing Annual General Meeting.
- (H) Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be payable to those Members, whose names appear in the Register of Members of the Company, after giving effect to valid share transfers in physical form lodged with the Company on 03.09.14, to their registered addresses and the respective Beneficial Owners as per the list provided by the National Securities Depository Ltd and the Central Depository Services Ltd after the close of business hours on 29.08.14.
- (I) Shareholders are advised to encash their dividend warrants within the validity period. Thereafter, the payment of



unencashed dividend warrants shall be made after expiry of initial validity period and receipt of unpaid list after reconciliation of Dividend Account from Bank.

- (J) Shareholders who have so far not encashed dividend warrant(s) of the earlier years 2006-07 to 2012-13 are requested to claim payments by writing to the Company. The Company shall allow claims for unpaid dividend for the year 2006-07 only up to the date of AGM. Thereafter, the said Dividend Account has to be closed as per the provisions of the Companies Act, 2013 (erstwhile the Companies Act, 1956).  
Kindly note that no claims shall lie against the Company in respect of any amounts and shares, which being unclaimed and unpaid for a period of seven years from the date of its transfer to the unpaid dividend account, have been transferred to the Investors Education and Protection Fund (IEPF) as aforesaid.
- (K) Nomination facility is available to -  
(a) members holding shares in physical form by filing Form SH-13 (in duplicate) with the Company's Registrar & Share Transfer Agent Ltd. Form SH-13 is available on the Company's website and shall also be provided on request.  
(b) members holding shares in dematerialized form by lodging their request with their DPs.
- (L) In order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Service (ECS), Members are requested to provide their ECS details viz bank name and account no., branch name and code, account type, MICR no., etc. quoting their folio nos. along with a cancelled blank cheque and PAN card copy to MCS Share Transfer Agent Ltd, Baroda, Registrar & Share Transfer Agent of the Company.
- (M) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
- (N) Members are requested to notify immediately any change of address quoting their Folio Number/ DP ID, Banker's name and Account number to ensure prompt and safe receipt of dividend warrants:  
(i) to their Depository Participants (DPs) in respect of their shares held in electronic form, and  
(ii) to MCS Share Transfer Agent Ltd, the Registrar and Share Transfer Agents of the Company, in respect of their physical shares.
- (O) Members are requested to note that as per SEBI Circular dated May 20, 2009, it has been made compulsory, from the date of issue of the circular, for every market participant dealing in shares in physical form to provide a PAN Card copy to the Company or its Registrar and Share Transfer Agent for processing any type of requests viz, transfer, transmission, consolidation, etc. Hence, the transferee(s) are requested to submit their application for transfer/ transmission, etc of physical shares, along with a photocopy of their PAN Card(s) for expeditious transfer of shares.
- (P) Shareholders holding shares in identical order of names in more than one folios are requested to write to the Registrar and Share Transfer Agent of the Company, enclosing their Share Certificates, for consolidation of their shares.
- (Q) Members are requested:-  
(i) to bring their copies of Annual Report, Notice and Attendance Slip duly filled in at the time of the Meeting.  
(ii) to quote their Folio Nos. / DP ID Nos. in all correspondence.
- (R) Non-resident members are requested to inform the MCS Share Transfer Agent Ltd, immediately of-  
(i) change in their residential status to India for permanent settlement;  
(ii) particulars of their bank account(s) maintained in India with complete name, branch, account type, account number and address of bank, with pincode number.
- (S) **Members who have not registered their e-mail addresses so far are requested to register the same with the Company or MCS Share Transfer Agent Ltd for receiving all communication electronically from the Company.**
- (T) In accordance with Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility as an alternate, to all the Shareholders of the Company to cast their votes electronically on all resolutions set forth in the Notice herein. A separate notice is attached with this Annual Report providing details regarding process and manner of e-voting in the ensuing Annual General Meeting. The Company has fixed August 1, 2014 as the cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 23rd Annual General Meeting (AGM). Consequently, the same cut-off date of August 1, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 23rd AGM on September 11, 2014.

By the Order of the Board of  
Swiss Glascoat Equipments Limited

**Date:** 24.07.2014  
**Place:** V. U. Nagar

**Ms. Dhvani Shah**  
**Company Secretary**



**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item Nos. 7 & 8**

In terms of the resolution passed by the members of the Company at the 15th Annual General Meeting held on September 30, 2006, the amount consequent to loans borrowed by the Board of Directors on behalf of the Company cannot exceed 50 crores at any point of time and the Board was authorised to create security for the said borrowings in accordance with Sections 293(1)(d) and 293(1)(a) respectively of the erstwhile Companies Act, 1956. However, with the passing of Companies Act, 2013, resolutions passed under Sections 293(1)(d) and 293(1)(a) respectively of the erstwhile Companies Act, 1956 are valid only upto September 11, 2014. Hence, the consent of the members is therefore, sought in accordance with the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 Crores and to create security for the said borrowings.

None of the Directors or the Key Managerial Personnel or their relatives is interested either directly or indirectly in the said proposals and the Board commend the resolutions for your approval as special resolutions in best interest of the company.

**Item No. 9**

Mr. Sudarshan Amin has been associated with the Company since incorporation. His present term as the Managing Director of the Company is due for expiry and hence requires fresh appointment. Consequently, the Board of Directors recommends appointing Mr. Sudarshan Amin as the Managing Director of the Company for a further period of three years with effect from October 1, 2014. Further details regarding Mr. Sudarshan Amin are shown as Annexure hereto, which forms part of the Explanatory Statement.

Mr. Sudarshan Amin shall be paid remuneration as decided by the Nomination & Remuneration Committee, details of which are as under:

- Salary** : Monthly salary of Rs. 2,75,000/-.
- Perquisites** : As specified in the draft Agreement.
- Commission** : At the rate of 1% on the net profit of the Company.
- Annual Increment** : The monthly salary will be increased at the rate of 10% on annual basis.

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for inspection at the Registered Office of the Company between 2.00 pm to 5.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Annual General Meeting.

The Board of Directors recommends the resolution for your approval as special resolution. None of the Directors, except Ms. Phagun Amin & Mr. Sudarshan Amin and their relatives, or the Key Managerial Persons or their relatives is in any way interested or concerned in the resolution.

The explanatory statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

**Item Nos. 10 & 11**

The Company has received a notice from Mr. Tanmay Patel, the Additional Director of the Company, proposing his candidature as the Director of the Company. Further, the Nomination & Remuneration Committee, considering the qualifications and capability, approves the appointment of Mr. Tanmay Patel as the Executive Director (Technical) of the Company in place of Mr. Ambalal Patel, the existing Technical Director who will be retiring from October 1, 2014. The said appointment shall be subject to approval of the shareholders in the ensuing AGM. Further details regarding Mr. Tanmay Patel are shown as Annexure hereto, which forms part of the Explanatory Statement.

Mr. Tanmay shall be paid remuneration as decided by the Nomination & Remuneration Committee, details of which are as under:

- Salary** : Monthly salary of Rs. 1,00,000/-.
- Perquisites** : As specified in the draft Agreement.
- Annual Increment** : The monthly salary will be increased at the rate of 10% on annual basis.



The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for inspection at the Registered Office of the Company between 2.00 pm to 5.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Annual General Meeting.

The Board of Directors recommends the resolution for your approval respectively as ordinary and special resolutions. None of the Directors, except Mr. Ambalal Patel and Mr. Tanmay Patel and their relatives, or the Key Managerial Persons or their relatives is in any way interested or concerned in the resolution.

The explanatory statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

## **Item No. 12**

Mr. Jagrut Bhatt is Masters in mechanical engineering and an entrepreneur, possessing wide expertise and experience field of capital equipments. He had been appointed as an Independent Director liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Jagrut Bhatt is re-appointed again as an Independent Director (if he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director) in the ensuing Annual General Meeting for five consecutive years up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019.

In the opinion of the Board, Mr. Jagrut Bhatt fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company; Mr. Jagrut Bhatt has also submitted the Declaration for Independence as required by the said Act. Accordingly, the Board recommends the resolution for the approval by the shareholders of the Company.

Except Mr. Jagrut Bhatt, none of the Directors or Key Managerial Persons or their relatives are in any way interested or concerned in the resolution.

## **Item No. 13**

Mr. Kaushik Shah is finance graduate possessing grip over finance and taxation matters. He had been appointed as an Independent Director liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Kaushik Shah is re-appointed again as an Independent Director (if he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director) in the ensuing Annual General Meeting for five consecutive years up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019.

In the opinion of the Board, Mr. Kaushik Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company; Mr. Kaushik Shah has also submitted the Declaration for Independence as required by the said Act. Accordingly, the Board recommends the resolution for the approval by the shareholders of the Company.

Except Mr. Kaushik Shah, none of the Directors or Key Managerial Persons or their relatives are in any way interested or concerned in the resolution.

## **Item No. 14**

Mr. Bharat Patel is a finance graduate possessing grip over finance matters. He had been appointed as an Independent Director liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Bharat Patel is re-appointed again as an Independent Director (if he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director) in the ensuing Annual General Meeting for five consecutive years up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019.

In the opinion of the Board, Mr. Bharat Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company; Mr. Bharat Patel has also submitted the Declaration for Independence as required by the said Act. Accordingly, the Board recommends the resolution for the approval by the shareholders of the Company.

Except Mr. Bharat Patel, none of the Directors or Key Managerial Persons or their relatives are in any way interested or concerned in the resolution.





**Item No. 15**

Mr. Dharmesh Patel is associated with Company as an Independent Director since July 25, 2009. He had been appointed as an Independent Director liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Dharmesh Patel is re-appointed again as an Independent Director (if he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director) in the ensuing Annual General Meeting for five consecutive years up to the conclusion of the 28th Annual General Meeting of the Company for the financial year ended on 31st March 2019.

In the opinion of the Board, Mr. Dharmesh Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company Mr. Dharmesh Patel has also submitted the Declaration for Independence as required by the said Act. Accordingly, the Board recommends the resolution for the approval by the shareholders of the Company.

Except Mr. Dharmesh Patel, none of the Directors or Key Managerial Persons or their relatives are in any way interested or concerned in the resolution.

**Item No. 16**

The Company had been accepting deposits from the promoters, directors and their friends and relatives in compliance with Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975, earlier in force. However, with effect from April 1, 2014, the deposits are governed by the Companies Act, 2013 and corresponding rules made there under. Accordingly, a resolution in the general meeting is required to be passed by the Company for inviting/ accepting/ renewing deposits from the Members of the Company. The Board therefore, submits the resolution for your consideration.

None of the Directors or the Key Managerial Persons or their relatives is in any way interested or concerned in the resolution except to the extent of their deposit holding/ shareholding in the Company, if any. The explanatory statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.



**Annexure to the Explanatory Statement**

➔ **Details of the Managerial Personnel seeking Appointment/ Re-Appointment at the 23rd Annual General Meeting:**

<b>Particulars</b>	<b>Mr. Sudarshan Amin</b>	<b>Mr. Tanmay Patel</b>
Date of Birth	06.02.1954	12.09.1980
Date of Appointment	26.08.1991	30.05.2014
Qualifications	M.E.(Machine Design)	B. E. (Mechanical Engineering)
Expertise	He is a Technocrat with more than 34 years of experience in manufacturing and product development. He is involved in day-to-day management of the Company and also looks after new expansion projects and implementation. He is a Partner in M/s Chemfilt - a partnership firm manufacturing process equipments, resin and entire chemical plants.	Mr. Tanmay Patel is a Mechanical Engineer with requisite knowledge about glass, engineering and metallurgy. He is a partner in Ceracoats, a firm engaged in business of manufacturing glass-lined components.
Directorships held in other public cos.	None	None
No. of shares held in the Co.	571800	47374
Relations with Other Directors	Father of Ms. Phagun Amin	Son of Mr. Ambalal Patel
Pecuniary Relations with the Company	Except for receipt of remuneration as per the Agreement entered into with the Company, Mr. Sudarshan Amin doesn't have any material pecuniary relations with the Company.	Apart from for receipt of remuneration as per the Agreement, the Company has entered into Agreement with Ceracoats (wherein Mr. Tanmay Patel is a partner) for purchase of glass-lined components and outsourcing glass-line jobwork upto March 31, 2015. The said agreement has been approved by Ministry of Corporate Affairs.

The remuneration payable to all the Executive Directors is in line with that payable in the industry and the companies of similar size and nature. Further, the Nomination & Remuneration Committee and the Board in the respective meetings held on 24.07.2014 has determined remuneration payable to Mr. Sudarshan Amin, the Managing Director and Mr. Tanmay Patel, the Executive Director (Technical) and the same is put before the shareholders in the ensuing Annual General Meeting for their approval.

➔ **Details of the Independent Directors at the 23rd Annual General Meeting whose tenure of appointment is proposed to be amended:**

<b>Particulars</b>	<b>Jagrut Bhatt</b>	<b>Kaushik Shah</b>	<b>Bharat Patel</b>	<b>Dharmesh Patel</b>
Date of Birth	25.10.1955	22.02.1956	15.01.1953	10.05.1966
Date of Appointment	07.04.2009	07.04.2009	07.04.2009	07.04.2009
Qualifications	M. E.	B. Com	B.Com	Under Graduate
Expertise	Capital Equipments	Finance & Income Tax	Finance & Management	Administration
Directorships held in other public cos.	None	None	None	None
No. of shares held in the Co.	Nil	Nil	Nil	Nil

The information about the glass line industry and the Company has been provided in the Directors' Report and Management Discussion and Analysis Report attached thereto.



## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 23rd Annual Report together with the Audited Financial Statements for the Financial Year ended on 31st March, 2014.

<b>(1) FINANCIAL AND WORKING RESULTS*</b>			(Amt in INR)
<b>PARTICULARS</b>	<b>2013-14</b>	<b>2012-13</b>	
Turnover	767,966,604	756,144,178	
Profit Before Depreciation and Tax	77,041,322	72,020,202	
Profit Before Tax	57,506,317	53,393,380	
Profit After Tax	38,025,467	36,080,525	
<b>Appropriation</b>			
Proposed Dividend	12,500,000	11,000,000	
Tax on proposed dividend	2,027,813	1,784,475	
General Reserve	25,000,000	20,000,000	
<b>Earning Per Share (EPS)</b>	<b>7.61</b>	<b>7.22</b>	

\*The figures are regrouped, rearranged and recast wherever considered necessary.

### (2) PERFORMANCE REVIEW

Your Company has been able to steer through financial year 2013-14, which was another challenging year witnessing rapidly rising inflation rate, and has achieved a good performance with an increase in turnover and profitability. The Company has reported an increase in turnover of INR 767,966,604 as against last year's turnover of INR 756,144,178. The Company has earned INR 38,025,467 as Profit after Tax as against INR 36,080,525 last year.

### (3) DIVIDEND

Looking to the profitability of the Company and forthcoming year, your Directors are pleased to recommend a Dividend of INR 2.50 per share of Rs. 10 each for the year 2013-14, subject to the approval of the Members in the ensuing Annual General Meeting. The Dividend, if approved by the Members, will result in cash outflow of INR 14,527,813, including dividend tax.

### (4) DEPOSITS

The Company has accepted the deposits from the promoters, directors and their friends and relatives in compliance with Section 58A of the Companies Act, 1956 and rules made there under.

### (5) TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND

Pursuant to the provisions of Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), dividend of INR 256000 pertaining to the year 2005-06, which remained unclaimed and unpaid for a period of seven years, has been transferred to the Investor Education and Protection Fund established by the Central Government.

### (6) DIRECTORS

Mr. Paresh Shah, Mr. Kanubhai Patel and Ms. Phagun Amin are Non-Executive Directors of the Company, retiring by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment. A brief profile of these Directors is provided in the Corporate Governance Report as stipulated under Clause 49 of the Listing Agreement.

The Board, on recommendation of the Nomination & Remuneration Committee, recommends the members to renew the agreement with Mr. Sudarshan Amin to continue as the Managing Director of the Company looking to his valuable contributions. Further, the Nomination & Remuneration Committee has recommended and the Board puts before the Shareholders the agreement for the appointment of Mr. Tanmay Patel as the Executive Director (Technical) in place of Mr. Ambalal Patel, the present Technical Director, who shall resign with effect from October 1, 2014.

Mr. Jagrut Bhatt, Mr. Kaushik Shah, Mr. Bharat Patel and Mr. Dharmesh Patel, the existing Independent Directors of the Company are required to be appointed as the Independent Directors in accordance with the provisions of the Companies Act, 2013. The said Directors have provided the declaration of compliance with provisions of the Companies Act, 2013 relating to their independence.

Mr. Bhanubhai Patel, Non-Executive Director has resigned from the Board with effect from January 15, 2014. Mr. Ambalal Patel, the Technical Director, has given his resignation from the Board with effect from October 1, 2014. The Board accepts



the resignation of both the Directors and appreciates their valuable contributions in the Company's growth and progress.

Consequent to applicability of the Companies Act, 2013 with effect from April 1, 2014, Mr. Kanubhai Patel, an Independent Director appointed in accordance with the extant Companies Act, 1956, is henceforth re-designated as the Non-Executive Director of the Company.

## **(7) CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION ANALYSIS REPORT**

A Report on Corporate Governance and compliance certificate there upon and also a Management Discussion Analysis Report are annexed hereto this Report.

## **(8) PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information required under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and forms part of this Report.

## **(9) PARTICULARS OF EMPLOYEES**

There was no employee drawing remuneration of INR 60,00,000 or more per annum or INR 5,00,000 or more per month or for any part of the year and hence particulars as required under section 217(2A) of the Companies Act, 1956 have not been furnished.

## **(10) DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, your Directors hereby confirm that:

- (i) the applicable Accounting Standards have been followed while preparing the Annual Accounts;
- (ii) appropriate Accounting Policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Annual Accounts have been prepared on a going concern basis.

## **(11) AUDITORS AND AUDITORS' REPORT**

M/s. Darji & Associates, Chartered Accountants firm located in Vallabh Vidyanagar, retire at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment as the Statutory Auditor in accordance with Section 139 of the Companies Act, 2013. The Statutory Auditor shall hold the office for a tenure of three years from conclusion of this Annual General Meeting; provided the said appointment shall be ratified every year in each Annual General Meeting convened during the tenure of the Auditor(s).

The Notes to the Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

## **(13) SECRETARIAL AUDITOR**

The Company has appointed Mr. D. G. Bhimani, Practicing Company Secretary and Proprietor of D. G. Bhimani & Associates, Anand, (Membership No. 12192), for conducting secretarial audit of the Company for the financial year 2014-15.

## **(14) INTERNAL AUDITOR**

The Company has appointed M/s Kiran Patel & Co., Chartered Accountants firm, Anand, (Membership No.105190W), for conducting internal audit of the Company for the financial year 2014-15.

## **(15) ACKNOWLEDGEMENTS**

Your Directors thank the Company's customers, vendors, investors, business associates, bankers and other stakeholders for their continued support. Your Directors also take this opportunity to applaud the contributions made by all the employees of the Company to the operations of the Company during the year.

Your Directors look forward to do a long and fruitful association with all of them.

By the Order of the Board of  
Swiss Glascoat Equipments Limited

**Date:** 24.07.2014  
**Place:** V. U. Nagar

Mr. Kanubhai Patel  
**Chairman**

Mr. Sudarshan Amin  
**Managing Director**



## ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(1)(e) read with the Companies (Disclosure Of Particulars in the Report of Board of Directors ) Rules, 1988 and forming Part of the Directors Report for the Year Ended 31-03-2014

### CONSERVATION OF ENERGY

The Company is aware of the importance of saving energy consumption at all levels and has endeavored to conserve energy wherever possible.

During the Financial Year 2013-14, 1.25MW Windmill, installed by the Company at Baradiya in Jamnagar in 2009-10 as a move to encourage Green Energy, has generated nearly 21 lacs units (gross generation), consequently promoting green and clean energy.

<b>(i) Total Electricity Consumption</b>	:	
<b>Open Access:</b>		
Total Units considered by GEB	:	4355162
Total Cost (INR)	:	16151169.94
Rate per unit (INR)	:	3.71
<b>Generation through Windmill</b>		
Units set-off by GEB	:	1922932
Total Cost (INR)	:	
*cost excludes borrowing cost	:	2790269.32
Rate per unit (INR)	:	1.45
<b>Total Electricity Consumption</b>		
Total Units	:	10850520
Total Cost (INR)	:	67066596.81
Rate per unit (INR)	:	6.18
<b>(ii) Total Fuel Consumption of Oil Gas and Lubricants (INR)</b>	:	2348493.00

### FOREIGN EXCHANGE EARNINGS AND OUTGO:

- The Company has exported its product during the year.
- Total Foreign Exchange Used and Earned:

					(Amt in INR.)
1)	Total foreign exchange used	:	Import of goods [CIF Value]	INR	6,760,251
			Dividend	INR	1,094,280
			Exhibition	INR	709,960
			Commission	INR	1,946,319
			Sales Promotion	INR	109,361
2)	Total foreign exchange earned	:	Exports [FOB Value]	INR	39,060,887

By the Order of the Board of  
Swiss Glascoat Equipments Limited

**Date:** 24.07.2014  
**Place:** V. U. Nagar

Mr. Kanubhai Patel  
**Chairman**

Mr. Sudarshan Amin  
**Managing Director**



## CORPORATE GOVERNANCE REPORT

Forming part of the Directors Report

### COMPANY PHILOSOPHY

The Company's essential character revolves around core ethical values based on transparency, integrity, professionalism and accountability. The philosophy of your Company in relation to Corporate Governance is adherence to these ethical values by ensuring transparency in all its operations, making timely disclosures and enhancing shareholder values without compromising in any way the compliance with laws and regulations. Your Company believes that the good governance process has a positive impact on the Company's reputation, employees, customers and stakeholders at large.

### BOARD OF DIRECTORS

The details of the Directors, including their positions and performance by way of attendance in the Board Meetings held during the year 2013-14, are as under:

Name of Directors	Category of Directorship	Attendance	Sitting Fees paid (INR )	Whether Attended Last AGM	Other Public Companies		
					Directorships held	Members in Committee	Chairman in Committee
Kanubhai K. Patel	Independent Director#	6	60000	Yes	0	0	0
Sudarshan P. Amin	Managing Director	6	N. A.	Yes	0	0	0
Ambalal P. Patel	Technical Director	5	N. A.	Yes	0	0	0
Paresh S. Shah	Non Executive Director	5	50000	Yes	0	0	0
Phagun S. Amin@	Non Executive Director	2	20000	No	0	0	0
Bhanubhai B. Patel*	Independent Director	3	30000	Yes	0	0	0
Jagrut H. Bhatt	Independent Director	5	50000	No	0	0	0
Kaushik R. Shah	Independent Director	5	50000	Yes	0	0	0
Bharat R. Patel	Independent Director	6	60000	Yes	0	0	0
Dharmesh J. Patel	Independent Director	5	50000	No	0	0	0

@Ms. Phagun Amin has resigned as an Executive Director-Planning & Administration w.e.f 01.10.2013

\*Mr. Bhanubhai Patel has resigned as the Director of the Company w.e.f. 15.01.2014

# Mr. Kanubhai Patel has been re-designated as the Non-Executive Director wef 01.04.14 in accordance with the Companies Act, 2013

The Board of Directors met 6 (SIX) times during the year on the following dates:

29.05.2013, 02.08.2013, 03.09.2013, 19.09.2013, 12.11.2013 and 07.02.2014.

### AUDIT COMMITTEE

The Audit Committee of the Company comprises of four Independent and one Non-Executive Directors. The Company Secretary acts as the Secretary of the Audit Committee.

The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The rule and terms of reference of the Audit Committee cover the areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, and those as may be referred by the Board of Directors. The Committee met 4 (four) times during the year on 29.05.2013, 02.08.2013, 12.11.2013 and 07.02.2014 and the attendance of the Members at the Meetings was as follows:

Name of Member	Designation	Attendance
Kaushik R. Shah	Chairman	3
Kanubhai K. Patel	Member	4
Paresh S. Shah	Member	3
Bhanubhai B. Patel	Member	2
Bharat R. Patel	Member	4

The Board in its meeting held on May 30, 2014 has re-constituted the Audit Committee in compliance with the provisions of the Companies Act, 2013.

### SHAREHOLDERS GRIEVANCE COMMITTEE

The Shareholders' Grievance Committee has been formed for solving the grievances of the shareholders of the Company. It comprises of 3 (Three) Directors - Two Independent and 1 Executive Director. The Company Secretary acts as the Secretary of the Shareholders' Grievance Committee.

During the year, 4 (Four) Meetings were held during the year on following dates:

29.05.2013, 02.08.2013, 12.11.2013 and 07.02.2014 and the attendance of the Members at the Meetings was as follows:



<b>Name of Member</b>	<b>Designation</b>	<b>Attendance</b>
Bharat R. Patel	Chairman	4
Ambalal P. Patel	Member	3
Kaushik R. Shah	Member	3

The Company Secretary of the Company has been entrusted with the role of Compliance Officer to look after day-to-day requests and the grievances of the shareholders. The Shareholder Grievance Committee regularly oversees the functions of the Compliance Officer and systems and manner of investor grievance handling and solving the grievances as expeditiously as possible.

In the Board Meeting held on May 30, 2014, the nomenclature of the Shareholders' Grievance Committee has been resolved to change to Stakeholders' Relationship Committee with expanded scope of work in accordance with the provisions of the Companies Act, 2013, consisting of same Committee Members.

The status of the complaints received by the Company during the year under review is as under:

**As on 01.04.13: 0      Received: 1      Disposed Off: 1      Unresolved: 0**

During the year under review, the Company had received following types of requests from the shareholders, which have been responded within reasonable time and resolved to the satisfaction of the respective shareholders.

<b>Nature of Requests</b>	<b>Nos.</b>
Transfer of Shares	28
Transmission of Shares	4
Issue of Duplicate Share Certificates	0
Consolidation of Shares	1
Dematerialisation of Shares	32
Dividend Revalidation	322
Others-Change of Name/ Address; Deletion of Name, etc	1
<b>TOTAL</b>	<b>388</b>

**REMUNERATION COMMITTEE:**

The Remuneration Committee has been formed to determine with agreed terms of reference, the Company's policy on remuneration packages and regulate remuneration of the Managing/ Executive Director(s) of the Company in accordance with the provisions of the Companies Act, 1956, on behalf of and subject to the approval of the Board and the shareholders. No meeting of Remuneration Committee was convened during the FY 2013-14.

In the Board Meeting held on May 30, 2014, the nomenclature of the Remuneration Committee has been resolved to change to Nomination & Remuneration Committee with expanded scope of work in accordance with the provisions of the Companies Act, 2013, consisting of same Committee Members.

**RISK MANAGEMENT COMMITTEE**

The Board of Directors in the Board Meeting held on May 30, 2014 has constituted a Risk Management Committee for implementing and monitoring the risk management plan for the Company framed by the Board of Directors

**CODE OF CONDUCT**

The Board has laid down a Code of Conduct for all the Board Members and the Senior Management personnel of the Company. The said Code is available on the Company's website. All the Board Members and the Senior Management personnel have affirmed their compliance with the Code during the Financial Year 2013-14. The Managing Director of the Company has given Declaration to the Company regarding the affirmation, which forms part of this Annual Report.

**GENERAL BODY MEETINGS**

(i) Details of location and time of last three Annual General Meetings of the Company are given below:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Location</b>
2010-11	22.09.2011	10.00 A.M.	Registered Office at H-106, GIDC Estate, Vitthal Udyognagar – 388 121
2011-12	17.09.2012	10.00 A.M.	
2012-13	19.09.2013	10.00 A.M.	

(ii) Postal Ballot

No business has been transacted using Postal Ballots for voting at the aforesaid Meetings.



**(iii) Special Resolutions**

In the Annual General Meeting for the year 2010-11 held on 22.09.2011, 4 special resolutions intotal were passed for obtaining consent of the Members for the following purpose:

- (a) re-appointment of the Managing Director and the Technical Director and authorising the Board of Directors to enter into contract of service, specifying the terms and conditions including remuneration, on behalf of the Company;
- (b) appointment of Ms. Phagun Amin, daughter of the Managing Director, as the Director and an Executive Director- Planning & Administration and authorising the Board of Directors to enter into contract of service, specifying the terms and conditions including remuneration, on behalf of the Company

**DISCLOSURES**

**(A) Basis of Related Party Transactions:**

There were no materially significant transactions with related parties i.e. Promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company’s interest. All transactions with the related parties are put before the Board for their approval as and when required. The prior approvals of Government whenever required have also been obtained by the Company before entering into any related party transactions.

**(B) Board Disclosures – Risk Management**

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures, which are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

**(C) Remuneration of Directors**

- (a) The Non-Executive Directors do not receive any remuneration except sitting fees of INR 10000/- per meeting of the Board of the Company. The details of the sitting fees paid to the Non-Executive Directors for attending the Board Meetings have been disclosed in the beginning of this Report.

The sitting fees paid to the Non-Executive and Independent Directors for attending the Board Meetings are within the limits specified in the Companies Act, 1956.

- (b) The Company pays remuneration to the Executive Directors within the limits as specified in the Schedule XIII and other applicable provisions of the Companies Act, 1956. The details of remuneration paid by the Company for the year 2013-14 are given below:

(Amt in INR)

Name Of Director	Basic Salary	Allowances, Bonus & Perquisites	Commission	TOTAL
Mr. Sudarshan Amin	1,438,500	1,989,450	642,644	4,070,594
Mr. Ambalal Patel	909,000	1,438,470	-	2,347,470
<b>TOTAL</b>	<b>2,347,500</b>	<b>3,427,920</b>	<b>642,644</b>	<b>6,418,064</b>

**Note:**

The abovementioned Directors are entitled to Bonus, Allowances and Perquisites as agreed in the Agreements entered into with them.

- (c) The number of shares held by the Directors of the Company as on 31.03.2013 is stated hereunder:

Name of the Director	No. of Shares Held	Name of the Director	No. of Shares Held
Mr. Sudarshan Amin	265200	Mr. Jagrut Bhatt	Nil
Mr. Ambalal Patel	61300	Mr. Kaushik Shah	Nil
Ms. Phagun Amin	228202	Mr. Bharat Patel	Nil
Mr. Paresh Shah	203975	Mr. Dharmesh Patel	Nil
Mr. Kanubhai Patel	19500		

- (d) As per the Contract of Service entered into by the Company with its Managing & Executive Directors, at least 6(Six) months notice period in writing is required to be sent to the other party for termination of the agreement either by the Company or the Director(s). No severance fee is payable by the Company on termination of the agreement(s).

**(D) Management**

The Management Discussion & Analysis Report pertaining to external and internal environment of the Company has been annexed herewith.

**(E) Shareholders**

Mr. Paresh Shah, Mr. Kanubhai Patel & Ms. Phagun Amin are the Directors of the Company, retiring by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment.





Details of the Directors proposed to be re-appointed are as under:

<b>Particulars</b>	<b>Mr. Paresh Shah</b>	<b>Mr. Kanubhai Patel</b>	<b>Ms. Phagun Amin</b>
Date of Birth	31.07.1960	01.01.1929	05.03.1986
Date of Appointment	26.08.1991	08.04.1994	07.05.2011
Qualifications	M.CoM	L. L. B.	B.S.(Business & Administration), Associate in Sciences
Expertise Capital Equipments	Automobile Industry	Planning & Administration	
Directorships held in other public cos.	None	None	None
No. of shares held in the Co.	203375	19500	228202

**(F) Compliance**

There were no instances of non-compliances or any matter viz imposition of penalties or strictures on the Company by the Stock Exchange or SEBI or any statutory authority, related to the capital markets during the last Three Years.

The Company has complied with all mandatory requirements as stipulated in Clause 49 of the Listing Agreement.

The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed hereto.

**(G) Details of compliance of mandatory requirements and adoption of non-mandatory requirements of Clause 49 of the Listing Agreement**

During the year, the Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement.

**CEO/CFO CERTIFICATION**

The Managing Director (de-facto Chief Executive Officer and the Chief Financial Officer) of the Company has certified to the Board regarding review of financial statements for the year, compliance with the Accounting Standards, maintenance of internal control for financial reporting, accounting policies, etc.

**MEANS OF COMMUNICATION**

The Company believes that all stakeholders should have access to adequate information regarding the Company's position to enable them to accurately access its future potential.

**\*Website:** Your Company's Website [www.glascoat.com](http://www.glascoat.com) provides comprehensive information on its financial performance, operational performance, announcements and periodical compliances of the Listing Agreement.

**\*Financial Results:** The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement are published in newspapers, namely, Business Standards and Jansatta.

**\*Annual Report:** Annual Report containing inter alia Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto.

**\*Corporate Filing:** Announcements, Periodical Financial Results, Shareholding Pattern, etc. of the Company regularly filed by the Company, are available on the website of the Bombay Stock Exchange - [www.bseindia.com](http://www.bseindia.com), whereon the shares of the Company are listed.

**GENERAL SHAREHOLDERS INFORMATION**

Compliance Officer	:	Ms. Dhvani Shah Mr. Bipin Thakkar (in absence of Ms. Dhvani Shah)
Date, Time and Venue of the 23rd Annual General Meeting	:	11.09.2014 at 10.00 a.m. at H-106, G I DC Estate, Vitthal Udyognagar - 388 121
Financial Calendar	:	April 1 to March 31
Date of Book Closure	:	30.08.2014 to 03.09.2014
Dividend Payment Date	:	On and from 01.10.2014
Listing on Stock Exchange	:	BSE Limited
Registrar and Share Transfer Agents	:	MCS Share Transfer Agent Limited. Neelam Apartments, 88, Sampatrao Colony, Alkapuri, Vadodara - <b>390 007</b> Phone No. : <b>0265-2350490</b> ; Fax no.: <b>0265-2341639</b> E-Mail Id : <b><a href="mailto:mcsltdbaroda@yahoo.com">mcsltdbaroda@yahoo.com</a></b>
ISIN of DEMAT Shares	:	INE461D01010



## SHARE TRANSFER SYSTEM

The transfer of Shares in Physical form is processed and completed by MCS SHARE TRANSFER AGENT LIMITED within the period specified from the date of receipt thereof, under the supervision of the Compliance Officer and the Shareholders' Grievance Committee. The shares held in dematerialised form are transferable through the depository system.

## DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company's shares are available for dematerialization with both the depositories viz National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Shareholders holding shares of the Company in physical form are requested to dematerialize their shares for easy and expeditious transfer thereof. Your Company confirms that the promoters & their group holdings are fully converted into electronic form and the same is in line with the circulars issued by SEBI.

## DISTRIBUTION OF SHAREHOLDING

### (A) Distribution of shares as per Category as on 31<sup>st</sup> March, 2014

Category Code	Category of Shareholders	No. of Shareholders	Total No. of Shares	% of (A+B)
(A)	Shareholding of Promoter & Promoter Group	16	1789228	35.78
(B)	Public Shareholding- Non Institutions	5132	3210772	64.22
	<b>GRAND TOTAL (A+B)</b>	<b>5148</b>	<b>5000000</b>	<b>100.00</b>

### (B) Distribution of shares by size as on 31<sup>st</sup> March, 2014

Category of Shares	Number of Shares	% Shares	Number of shareholders	% Holders
1 to 5000	1528791	30.58	5085	98.78
5,001 to 10,000	220797	4.42	30	0.58
10,001 to 50,000	549533	10.99	20	0.39
50,001 to 1,00,000	371500	7.42	5	0.10
1,00,001 & Above	2329379	46.59	8	0.15
<b>TOTAL</b>	<b>5000000</b>	<b>100.00</b>	<b>5148</b>	<b>100.00</b>

## ADDRESS FOR CORRESPONDENCE

### Registered Office:

Swiss Glascoat Equipments Limited  
H-106, G I D C Estate,  
Vitthal Udyognagar – 388 121.

E-mail ID: share@glascoat.com

Contact No.: (02692) 236842 to 236845

To allow us to service the Shareholders with greater speed and efficiency, the Company strongly recommends e-mail based correspondence on all issues which do not require signature verification for being processed.

By the Order of the Board of  
Swiss Glascoat Equipments Limited

**Date:** 24.07.2014  
**Place:** V. U. Nagar

Mr. Kanubhai Patel  
**Chairman**

Mr. Sudarshan Amin  
**Managing Director**



**Declaration by the Managing Director under Clause 49(1)(D) of the Listing Agreement regarding adherence to the Company's Code of Conduct**

In accordance with Clause 49 sub-clause 1 (D) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all Directors and Senior Management personnel of the Company have affirmed their compliance with the Code of Conduct laid down by the Company, as applicable to them for the Financial Year ended March 31, 2014.

For **Swiss Glascoat Equipments Limited**

Mr. Sudarshan P. Amin

**Managing Director**

**Date:** 30.05.2014

**AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Members of

**Swiss Glascoat Equipments Limited**

We have examined the compliance of conditions of Corporate Governance by Swiss Glascoat Equipments Limited for the year ended on 31<sup>st</sup> March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

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

For **Darji and Associates**

Chartered Accountants

(Registration No. 116519W)

C.A. L.B. Darji

Partner

M.No. 30992

**Date:** 30.05.2014

**Place:** V. V. Nagar



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forming part of the Directors Report

### A) Industry Structure and Development

The Glass line Industry is engaged in manufacturing of specialized Glass lined equipments used for reactions of corrosive chemicals by the Pharmaceuticals, Agro-based and other Chemical Industries. The core element of the Glass line Industry lies in the technology for manufacturing of glass frit and its applications.

Swiss Glascoat Equipments Ltd. is engaged in the manufacture and sale of glass lined equipments and spares in India and abroad. The objective of the Company is to ensure a corrosion-free techno sphere under the sun. In a very short span of time, your Company, embarked upon the technological drive to synthesize the best of engineering practices and technological advancements to come up with superior quality solutions in glass-lined products and services, has emerged as a front-runner of domestic glass lining fraternity by catering to industries as diverse from dyes to pigments; from pharmaceutical to food processing; from chemicals to pesticides; from intermediates to resins or any other conceivable corrosion-prone areas in chemical processing industry.

By consolidating quality performance, engineering design, service and much more, Swiss Glascoat Equipments Limited has established itself as an One-Point-Solution-Provider for glass-lined products of any type, size, output plus a complete range of accessories.

### B) Opportunities, Threats, Risk and Concerns

Your Company always tries to find the opportunities in the Glass-line Industry through its strength, technology edge and management expertise. These opportunities are linked directly to the growing demand from the customers. Almost all the Indian glass-lined equipment end users have used and are satisfied with the Company's products. Now, the Company has intensified marketing efforts and service network to strengthen its global presence and it has received tremendous positive response.

The threats for your Company are mostly associated with rising inflation and unavailability of adequate skilled manpower, continuous increase in electricity/fuel cost, cost of wages and salaries and cost of credit. Moreover, two new companies have started manufacturing glass-lined equipments which in turn makes the competition in the industry more fierce and which will subsequently affect our profitability. A Risk Management Committee has been constituted on 30.05.2014 which shall assess, monitor and mitigate risk associated with the areas identified to be concentrated on. Hence, your Company is optimistic to tide over the problems and fulfill the profit expectations of the members.

### C) Outlooks for 2013-14

The year 2013-14 was a turbulent year for the economy. India, with large current account and fiscal deficits and weaker growth, was hit particularly hard by a withdrawal of portfolio capital (resulting in steep currency depreciation) in the middle of the year, stemming from apprehensions of tapering of US quantitative easing. The rupee subsequently appreciated, in part because of policy interventions to support foreign exchange markets, and capital flows and equity markets rebounded as QE tapering was delayed to January. Further, the World Bank has projected India's economy will grow over 6 per cent in 2014-15 as global demand recovers and domestic investment increases, subject to further strains from a sharp withdrawal of foreign capital could increase risk of corporate debt distress, while one-off costs of bank recapitalisation that can put pressure on fiscal positions.

According to a report, India's pharmaceutical exports registered slowest growth in FY 2013-14 in last 15 years amid growing tension with the US over intellectual property rights related issues. However, India Ratings & Research expects that the potential for the Indian pharmaceutical industry will grow at around 20% CAGR (compounded annual growth rate) over the next five years is considering increasing dependence of US on Indian pharmaceuticals and the large proportion of alternative new drug application approvals received by Indian manufacturers lately. The Pharmaceutical sector being a major customer, your Company has and does expect good number of order bookings, local and foreign, in hand in coming year ahead.

Domestic steel prices have moved closer to export parity levels. At this point of time, we expect prices would either would remain stagnant or go up marginally provided the gap between the demand supply has lessened. Consequently, However, due to cost management, operational efficiency and aggressive marketing policy, the Company continues to maintain its positive stance. Your Company believes in firm and steady growth and is continuously heading towards that direction.

### D) Internal Control Systems and their adequacy

We have strong integrated systems which are adequate for our class and size of the business. The Company has established effective internal control systems to ensure accurate, reliable and timely compilation of financial statements and to detect and mitigate irregularities and frauds. To further strengthen the internal control systems, an external agency has also been appointed as the Internal auditor of the Company, apart from appointment of the statutory auditors The Company has also appointed Cost auditor for establishing a proper and adequate cost management system aiming towards cost effective strategy. The Company's Management has adequate internal control procedures over financial reporting.

### E) Material Developments on Human Resources

Long term agreements have been concluded with all the concerned levels of employees. We have been having excellent co-operation and support from the entire hierarchy of personnel, resulting in a sharp improvement in productivity and overall growth of the Company during the current year.

By the Order of the Board of  
Swiss Glascoat Equipments Limited

Date: 24.07.2014  
Place: V. U. Nagar

Mr. Kanubhai Patel  
Chairman

Mr. Sudarshan Amin  
Managing Director



## INDEPENDENT AUDITORS' REPORT

To the Members of Swiss Glascoat Equipments Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Swiss Glascoat Equipments Limited, ("the company") which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
  - (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
  - (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by Section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

**For Darji & Associates**  
Chartered Accountants  
(Registration No. 116519W)

**CA L. B. DARJI**  
Partner  
M. No. 030992

**30<sup>th</sup> May, 2014**  
**Vallabh Vidyanagar**



## ANNEXURE TO INDEPENDENT AUDITORS REPORT

### Annexure referred to in Clause I of Report on Other Legal and Regulatory Requirements of Our Report of Even Date to the Members of Swiss Glascoat Equipments Limited on the Accounts as at and for the Year ended 31st March, 2014

- I) In respect of its fixed assets;
- The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
  - The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - During the year, the Company has not disposed off substantial part of fixed assets that affects the going concern status of the Company.
- II) In respect of its inventories;
- As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventories and no material discrepancies were noticed on physical verification.
- III) In respect of loans, secured or unsecured, granted or taken by the Company to / from companies, firm or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
- The Company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the provisions of sub-clause (b), (c) and (d) of clause 4(iii) of the order are not applicable to the Company.
  - The Company has taken unsecured loans amounting to Rs 11.00 lacs from One party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year Rs 11.00 lacs and also the year end balance was Rs 11.00- lacs.
  - The rate of interest and other terms and conditions on which loans have been taken are not prima-facie, prejudicial to the interest of the Company.
  - The payment of the principal amount and the interest was regular during the year.
- IV) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regards to purchases of inventory, fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in such internal control system.
- V) In respect of contracts or arrangements entered in the
- Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of knowledge and belief and according to the information and explanations given to us:
- The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section 1956 have been so entered.
  - Where each of such transaction is in excess of Rs. 5.00 lacs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except in respect of certain purchases for which comparable quotations are not available and in respect of which we are unable to comment.
- VI) The Company has accepted deposits from the public during the year. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of section 58A, 58AA or any relevant provision of the Act and the rules framed their under, where applicable, have been complied with, and no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- VII) In our opinion, the Company's present internal audit carried out by a firm of Chartered Accountants is commensurate with size and nature of its business.
- The Companies (Cost Accounting Records) Rules 2011 have been applicable to the company w.e.f. the financial year 2011-12. The company has appointed cost accountant and is in the process of compliance with the said rules.
- VIII) In respect of statutory dues:
- The Company has generally been regular in depositing undisputed dues, including Provident Funds, Investor Education & Protection Fund, Income tax, Sales tax, Customs duty, Service tax, Excise duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Funds, Investor Education & Protection Fund, Income tax, Sales tax, Customs duty, Excise duty, Service tax and Cess were in arrears, as at 31st March, 2014 for a period of more than six months from the date of they became payable.
  - Details of dues of Sales tax and Income tax which have not been deposited as on 31st March, 2014 on account of disputes are given below:
- | Particulars | Period of which amount relates | Forum where the dispute is pending                  | Amount (Rs. in lacs) |
|-------------|--------------------------------|---|----------------------|
| Income Tax  | 2003-04                        | Income Tax  | 1.58                 |
|             | 2009-10                        | Appellate Tribunal<br>Deputy Comm. of<br>Income Tax | 4.49                 |
- IX) The Company neither has any accumulated losses nor incurred any cash losses during the financial year covered by the audit and immediately preceding financial year.
- X) In our opinion and according to the information and



- XI) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the bases of security by way of pledge of shares, debentures or other securities.
- XII) In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- XIII) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- XIV) In our opinion and according to the information and explanations given to us, the Company has not given guarantee for loans taken by others from banks or financial institutions.
- XV) In our opinion and according to the information and explanations given to us, the term loans obtained have been applied for the purpose for which they were raised.
- XVI) In our opinion and according to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term bases have not been used during the year for long-term investment.
- XVII) The Company has not made any preferential allotment of shares to the parties or companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
- XVIII) The Company has not issued any secured debentures during the year.
- XIX) The Company has not raised any money by way of public issue during the year.
- XX) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

**30<sup>th</sup> May,2014**  
**Vallabh Vidhyanagar**

**For Darji & Associates**  
Chartered Accountants  
(Registration No. 116519W)  
**CA L. B. DARJI**  
Partner  
M. No. 030992

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
Swiss Glascoat Equipments Limited

We have examined the compliance of condition of corporate governance by Swiss Glascoat Equipments Limited for the year ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

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

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

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

**For Darji & Associates**  
Chartered Accountants  
(Registration No. 116519W)  
**CA L. B. DARJI**  
Partner  
M. No. 030992

**30<sup>th</sup> May,2014**  
**Vallabh Vidhyanagar**

**AUDITORS' CERTIFICATE ON CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

To,  
The Board of Directors,  
SWISS EQUIPMENTS LIMITED  
H-106, Phase-IV, GIDC,  
Vitthal Udhyognagar-388121

We have examined attached Cash Flow statement of SWISS GLASCOAT EQUIPMENTS LIMITED for the year ended 31st March, 2014. The statements has been prepared by the Company in accordance with the requirements of Listing Agreement of the Stock Exchanges and is based on and agreement with the corresponding statement of Profit & Loss and Balance Sheet of the Company covered by our report of even date to the members of the Company.

**For Darji & Associates**  
Chartered Accountants  
(Registration No. 116519W)  
**CA L. B. DARJI**  
Partner  
M. No. 030992

**30<sup>th</sup> May,2014**  
**Vallabh Vidhyanagar**



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2014**

(Amt in INR)

	Note No.	As at 31st March, 2014	As at 31st March, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	50,000,000	50,000,000
(b) Reserves and surplus	3	176,465,182	152,967,528
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	4	10,741,618	19,084,396
(b) Deferred tax liabilities (Net)	5	37,030,927	37,135,077
(c) Other Long term liabilities	6	20,489,842	3,704,577
(d) Long-term provisions		-	-
<b>3 Current liabilities</b>			
(a) Short-term borrowings	7	124,131,161	180,805,661
(b) Trade payables	8	161,853,971	123,708,781
(c) Other current liabilities	9	129,610,860	98,854,290
(d) Short-term provisions	10	18,180,094	21,609,714
<b>TOTAL</b>		<b>728,503,656</b>	<b>687,870,025</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	11		
(i) Tangible assets		214,196,624	216,586,282
(ii) Intangible assets		2,580,961	2,311,497
(iii) Capital work-in-progress		2,762,547	3,870,545
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	7,500	7,500
(c) Long-term loans and advances	13	4,370,181	1,901,725
(d) Other non-current assets	14	20,096,030	17,775,929
<b>2 Current assets</b>			
(a) Inventories	15	411,225,553	380,669,563
(b) Trade receivables	16	53,728,046	42,761,288
(c) Cash and cash equivalents	17	5,507,741	8,561,562
(d) Short-term loans and advances	18	94,267	1,864,038
(e) Other current assets	19	13,934,208	11,560,097
<b>TOTAL</b>		<b>728,503,656</b>	<b>687,870,025</b>

As Per our Report Attached  
For Darji & Associates  
Chartered Accountants  
(Registration No. 116519W)

CA. L.B.Darji  
**Partner**  
**M.No.030992**

**Place :** V.V.Nagar  
**Date :** 30.05.2014

For and on behalf of the Board

Mr. Kanubhai Patel **Chairman**  
Mr. Sudarshan Amin **Managing Director**  
Ms Dhvani Shah **Company Secretary**

**Place :** V. U. Nagar  
**Date :** 30.05.2014





**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH 2014**

(Amt in INR)

	Note No.	31st March, 2014	31st March, 2013
I. Revenue from operations	20	767,966,604	756,144,178
II. Other income	21	4,006,870	4,902,832
<b>III. Total Revenue (I + II)</b>		<b>771,973,474</b>	<b>761,047,010</b>
IV. Expenses:			
Cost of materials consumed	22	407,006,800	374,650,543
Changes in inventories of finished goods & work-in-progress	23	(33,074,675)	3,378,210
Employee benefits expense	24	52,467,694	45,983,981
Finance costs	25	28,306,520	33,392,726
Depreciation and amortization expense	26	19,535,005	18,626,822
Other expenses	27	240,207,416	231,621,347
<b>Total expenses</b>		<b>714,448,760</b>	<b>707,653,630</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>57,524,714</b>	<b>53,393,380</b>
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>57,524,714</b>	<b>53,393,380</b>
VIII. Extraordinary Items		18,397	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>57,506,317</b>	<b>53,393,380</b>
X Tax expense:			
(1) Current tax		19,585,000	17,013,000
(2) Deferred tax		(104,150)	(904,915)
(2) MAT Credit		-	1,204,770
<b>XI Profit (Loss) for the period (IX - X)</b>		<b>38,025,467</b>	<b>36,080,525</b>
XII Earnings per equity share of face value of Rs.10 each			
Basic & Diluted		7.61	7.22

As Per our Report Attached  
For Darji & Associates  
Chartered Accountants  
(Registration No. 116519W)

CA. L.B.Darji  
**Partner**  
**M.No.030992**

**Place : V.V.Nagar**  
**Date : 30.05.2014**

For and on behalf of the Board

Mr. Kanubhai Patel **Chairman**  
Mr. Sudarshan Amin **Managing Director**  
Ms Dhvani Shah **Company Secretary**

**Place : V. U. Nagar**  
**Date : 30.05.2014**



**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH 2014**

(Amt in INR)

	31st March, 2014	31st March, 2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax and extraordinary items	57,524,714	53,393,380
<u>Adjustments for:</u>		
(Profit)/Loss on fixed assets sold/discarded	(30,000)	550,748
Depreciation	19,535,005	18,626,822
Exchange rate difference	3,011,148	65,097
Interest Expenses	28,306,520	33,392,726
Previous Year Adjustment	-	-
Excess Provision of IT	(1,387)	(2,150)
Interest Subsidy	-	(476,168)
Interest income	1,555,582	(1,333,185)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>109,901,582</b>	<b>104,217,270</b>
<u>Adjustments for:</u>		
Inventories	(30,555,990)	9,961,872
Trade receivables	(10,966,757)	(6,636,210)
Other receivables	(5,392,897)	(4,825,352)
Current Liabilities (Excluding proposed dividend, Tax on distributed profits, Income-tax Provision)	85,687,025	(49,076,936)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>148,672,963</b>	<b>53,640,644</b>
Direct Taxes Paid (Net)	(26,541,046)	(13,327,074)
Exchange rate difference	(3,011,148)	(65,097)
Previous Year Adjustment	(18,397)	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>119,102,372</b>	<b>40,248,473</b>
<b>B. CASHFLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(16,306,813)	(18,815,030)
Sale of Fixed Assets	30,000	1,764,500
Interest income	(1,555,582)	1,333,185
<b>NET CASH FROM/ (USED) IN INVESTING ACTIVITIES</b>	<b>(17,832,395)</b>	<b>(15,717,345)</b>
<b>C. CASHFLOW FROM FINANCING ACTIVITIES</b>		
Change in short term borrowing (Net)	(56,674,500)	32,057,232
Change in long term borrowing (Net)	(8,342,778)	(13,874,907)
Interest paid	(28,306,520)	(33,392,726)
Interest Subsidy	-	476,168
Dividend paid (Excluding tax on distributed profits)	(11,000,000)	(11,000,000)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(104,323,798)</b>	<b>(25,734,233)</b>
<b>Net increase/ (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(3,053,821)</b>	<b>(1,203,105)</b>
Cash and cash equivalents Opening Balance	8,561,562	9,764,667
Cash and cash equivalents Closing Balance	5,507,741	8,561,562
<b>Net increase/ (Decrease) in cash and cash equivalents</b>	<b>(3,053,821)</b>	<b>(1,203,105)</b>

As Per our Report Attached  
For Darji & Associates  
Chartered Accountants  
(Registration No. 116519W)

CA. L.B.Darji  
**Partner**  
**M.No.030992**

**Place :** V.V.Nagar  
**Date :** 30.05.2014

For and on behalf of the Board

Mr. Kanubhai Patel **Chairman**  
Mr. Sudarshan Amin **Managing Director**  
Ms Dhvani Shah **Company Secretary**

**Place :** V. U. Nagar  
**Date :** 30.05.2014



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### 1) Basis of Accounting:

The financial statements are prepared under historical cost convention in accordance with the Generally Accepted Accounting Principles in India. The applicable mandatory Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and the requirements of the Companies Act, 1956 of India have been followed in preparation of these financial statements.

#### 2) Use of Estimates:

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

#### 3) Fixed Assets:

##### (i) Tangible Assets

Fixed Assets are stated at cost net of tax/ duty credit availed, if any, after reducing accumulate depreciation upto the date of the Balance sheet. Self constructed assets are capitalized at factory cost.

Direct costs are capitalized until the assets are ready to use and include financial cost relating to any borrowing attributable to acquisition.

##### (ii) Intangible Assets

Intangible Assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the asset can be measured reliably.

#### 4) Valuation of Inventories:

Inventories are valued at lower of costs or estimated net realizable value. The cost of inventories is arrived at on the following basis:

Raw Material and Stores	: FIFO Method
Stock-in-process	: Raw Material at Weighted Average Cost & absorption of Labour and Overhead
Finished Goods	: Raw Material at Weighted Average Cost & absorption of Labour and Overhead

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### 5) Foreign Currency Transactions:

- Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.
- All foreign currency denominated monetary assets and liabilities, remaining unsettled at the end of the period, are translated at the exchange rates prevailing on the balance sheet date.
- Exchange differences arising on foreign currency transactions settlement / translation are recognized in the Statement of Profit and Loss.

#### 6) Depreciation:

Depreciation on Fixed Assets has been provided on straight line method as per the rates prescribed in Schedule XIV (as amended) to the Companies Act, 1956. Depreciation on additions to the Fixed Assets is provided on pro rata basis from the day on which it is put to use.

#### 7) Recognition of Revenue:

The Company recognizes sales and labour income on the basis of actual delivery of the goods. Sales and labour income are recorded at invoice values net of excise duty, value added tax and trade discounts.

Interest income is recognized on the time proportion method.



## 8) Employee Benefits:

### Post-employment benefit plans:

- a) Defined Contribution Plan: Contribution for Provident Fund are accrued in accordance with applicable statutes and deposited with regional Provident Fund Commissioner.
- b) Defined Benefit Plan: The liability in respect of gratuity is determined using Projected Unit Credit Method with actuarial valuation carried out as at Balance Sheet date. Actuarial gains are recognized in full in the Statement of Profit and Loss for the period in which they occur.

Contributions in respect of gratuity are made to the Group Gratuity Scheme with Bajaj Alliance Life Insurance.

With respect to leave encashment the Company determines the liability for the leave encashment and makes the payment to the eligible employees every year in the same year and recognizes in Full in the Statement of Profit and Loss.

### Short-term employee benefits:

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences, etc. and the expected cost of bonus, ex-gratia, are recognized in the period in which the employee renders the related services.

## 9) Borrowing Cost:

Interest on borrowings, if any, attributable to acquisition of qualifying assets are capitalized and included in the cost of the asset, as appropriate.

## 10) Earning Per Share:

Basic Earning per share is calculated by dividing the Net Profit after tax attributable to the equity shareholders by the weighted average number of Equity Shares outstanding during the year.

## 11) Taxation:

Provision for income-tax is made on the basis of estimated taxable income for the year. Deferred tax resulting from timing differences between the book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize.

Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

## 12) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

## 13) Impairment of Asset:

An asset is treated as impaired when the carrying amount of the asset exceeds its estimated recoverable value. Carrying amounts of fixed assets are reviewed at each balance sheet date to determine indications of impairment, if any, of those assets. If any such indication exists, the recoverable amount of the asset is estimated and an impairment loss equal to the excess of the carrying amount over its recoverable value is recognized as an impairment loss. The impairment loss, if any, recognized in prior accounting period is reversed if there is a change in estimate of recoverable amount.

## 14) Accounting for Lease:

Operating Lease: Rental in respect of all operating leases are charged to the Statement of Profit and Loss.



(Amt in INR)

31.03.2014 31.03.2013

**2 SHARE CAPITAL**

**Authorised Share Capital :**

5,000,000 Equity Shares of Rs.10 each 50,000,000 50,000,000

**Total** 50,000,000 50,000,000

**Issued, Subscribed and Paid up Share Capital**

5,000,000 Equity Shares of Rs.10 each fully paid 50,000,000 50,000,000

Less : Calls in arrears - -

**Total** 50,000,000 50,000,000

**2.1 Details of shareholders holding more than 5% of the share capital**

Name of the shareholders	31.03.2014		31.03.2013	
	No. of Shares	% held	No. of Shares	% held
Overseas Pearl Ltd	497,400	9.95	497,400	9.95
Patel Shashikant Purshottamdas	353,100	7.06	353,100	7.06
Amin Sudarshan jointly with Nita Amin	306,600	6.13	306,600	6.13
Sudarshan Purshottamdas Amin	265,200	5.30	265,200	5.30

**2.2** The Company has only one class of equity share having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the share holders.

**3 RESERVES AND SURPLUS**

**(a) Capital Reserve**

As per last Balance Sheet 152,000 152,000

**(b) General Reserve**

As per last Balance Sheet 140,000,000 120,000,000

Add: Transfer from Profit & Loss Account 25,000,000 20,000,000

165,000,000 140,000,000

**(c) Statement of Profit and Loss**

As per last Balance Sheet 12,815,528 9,519,478

Add: Profit for the year 38,025,467 36,080,525

50,840,995 45,600,003

Less: Appropriation

Transferred to General Reserve 25,000,000 20,000,000

Proposed Dividend on Equity Shares 12,500,000 11,000,000

[Dividend per share Rs. 2.5/- (Previous Year Rs. 2.20/-)]

Tax on Proposed Dividend 2,027,813 1,784,475

**Net Surplus in Statement of Profit and Loss** 11,313,182 12,815,528

**Total (a+b+c)** 176,465,182 152,967,528



(Amt in INR)

31.03.2014

31.03.2013

**4 LONG TERM BORROWINGS**

**Secured**

A	Term Loan From Bank	7,825,823	14,086,479
B	Vehicle Loan From Bank	2,915,795	4,997,917
	<b>Total</b>	<b>10,741,618</b>	<b>19,084,396</b>

**4.1 Nature of Securities**

- I Term Loans (A Above) obtain from Karur Vysya Bank is secured by way of hypothecation of assets acquired through said term loan.
- II "Vehicles Loans acquired on H.P Loans form Banks (B Above) are secured by exclusive charged on respective "Vehicle purchased through those on."

**4.2 Terms of Repayment of Term Loans and Other Loans**

**I Term Loans**

Lender	31.03.2014	31.03.2013	Terms of Repayment
Karur Vysya Bank – TL	14,086,479	20,347,135	Repayable in equated quarterly installments of Rs. 15,65,164 starting from July,2011.
<b>Total</b>	<b>14,086,479</b>	<b>20,347,135</b>	

**II Vehicle Loans**

Lender	31.03.2014	31.03.2013	Terms of Repayment
Kotak Mahindra Bank	127,967	267,125	Repayable in equated monthly installment Rs.13,439 starting from February, 2012.
Kotak Mahindra Bank	121,137	252,967	Repayable in equated monthly installment Rs.12,722 starting from February, 2012.
Kotak Mahindra Bank	121,137	252,967	Repayable in equated monthly installment Rs.12,722 starting from February, 2012.
HDFC Bank	37,541	179,130	Repayable in equated monthly installment Rs.12,712 starting from February, 2012.
HDFC Bank	521,437	781,041	Repayable in equated monthly installment Rs.27,170 starting from January, 2013.
HDFC Bank	3,016,883	4,522,921	Repayable in equated monthly installment Rs.1,56,927 starting from January, 2013.
Kotak Mahindra Bank	228,398	341,405	Repayable in equated monthly installment Rs.11,948 starting from January, 2013.
Kotak Mahindra Bank	392,421	586,586	Repayable in equated monthly installment Rs.20,529 starting from January, 2013.
Kotak Mahindra Bank	215,397	321,975	Repayable in equated monthly installment Rs.11,268 starting from January, 2013.
Kotak Mahindra Bank	215,397	321,975	Repayable in equated monthly installment Rs.11,268 starting from January, 2013.
Kotak Mahindra Bank	1,461,622	-	Repayable in equated monthly installment Rs.60,401 starting from July, 2013.
<b>Total</b>	<b>6,459,337</b>	<b>7,828,092</b>	



(Amt in INR)

	<b>31.03.2014</b>	<b>31.03.2013</b>
<b>5 DEFERRED TAX LIABILITY (NET)</b>		
Related to Fixed Assets	37,030,927	37,135,077
<b>Total</b>	<b>37,030,927</b>	<b>37,135,077</b>
<b>6 OTHER LONG TERM LIABILITIES</b>		
Trade Payables	1,025,525	90,000
Creditor against supply of Capital Goods	2,227,036	-
Advance against Orders	16,961,281	3,340,317
Caution Money Deposit	276,000	274,260
<b>Total</b>	<b>20,489,842</b>	<b>3,704,577</b>
<b>7 SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Working Capital Loan from Bank	93,127,161	152,301,661
<b>Unsecured</b>		
Deposit	31,004,000	28,504,000
<b>Total</b>	<b>124,131,161</b>	<b>180,805,661</b>
<b>7.1 Nature of Securities</b>		
"Working capital loan is taken from State Bank of India and is secured by hypothecation of Inventories, all"receivables and plant & machinery, it also secured by equitable mortgage of land and factory building."		
<b>8 TRADE PAYABLE</b>		
Micro, Small & Medium Enterprise	38,684,666	42,067,504
Others	123,169,305	81,641,277
<b>Total</b>	<b>161,853,971</b>	<b>123,708,781</b>
<b>8.1 Details of Amounts Outstanding to Micro, Small and Medium Enterprises based on Available Information with Company as under</b>		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further Interest due and payable in succeeding year	-	-
<b>9 OTHER CURRENT LIABILITIES</b>		
Current maturities of Long Term Debts	9,804,198	9,090,830
Interest due but unpaid	449,340	726,638
Interest Accrued but not due	154,386	-
Unclaimed Dividend	2,855,572	2,660,765
Advance against Order	78,624,075	42,205,148
Other Liabilities	37,723,289	44,170,909
<b>Total</b>	<b>129,610,860</b>	<b>98,854,290</b>
<b>10 SHORT TERM PROVISIONS</b>		
Proposed Dividend	12,500,000	11,000,000
Tax on Proposed Dividend	2,027,813	1,784,475
Provision for Income Tax (Net)	3,652,281	8,825,239
<b>Total</b>	<b>18,180,094</b>	<b>21,609,714</b>



Description of Assets	Gross Block		Depreciation Block		Net Block					
	As at 01/04/2013	Addition Deduction 31/03/2014	As at 01/04/2013	Addition Deduction 31/03/2014	As at 31/03/2014	As at 31/03/2013				
<b>TANGIBLE ASSETS :</b>										
<b>OWN ASSETS :</b>										
Building	63,364,767	1,848,793	-	65,213,560	-	25,823,204	39,390,356	39,714,113		
Plant & Machinery	140,086,509	9,146,261	-	149,232,770	-	56,058,977	93,173,793	90,812,446		
Windmill	62,250,093	-	-	62,250,093	-	26,028,794	36,221,299	42,657,959		
Electrical Installation	12,454,126	144,511	-	12,598,637	-	6,804,193	5,794,444	6,246,579		
Tools and Equipments	22,102,697	2,431,122	-	24,533,819	-	6,891,800	17,642,019	16,301,531		
Furniture and Fixtures	5,239,360	171,970	-	5,411,330	-	3,734,990	1,676,340	1,840,715		
Office equipments	2,944,259	-	-	2,944,259	-	2,561,579	382,680	569,052		
Vehicle	16,323,462	3,217,846	234,140	19,307,168	-	4,618,736	14,688,432	13,192,125		
Air Conditioners	1,226,261	35,000	-	1,261,261	-	833,611	427,650	470,758		
Computers	401,500	86,700	-	488,200	-	209,345	278,855	260,248		
<b>Sub-total</b>	<b>326,393,034</b>	<b>17,082,203</b>	<b>234,140</b>	<b>343,241,097</b>	<b>114,327,508</b>	<b>19,471,861</b>	<b>234,140</b>	<b>133,565,229</b>	<b>209,675,868</b>	<b>212,065,526</b>
<b>LEASED ASSETS :</b>										
Leasehold land	4,520,756	-	-	4,520,756	-	-	-	-	4,520,756	4,520,756
<b>Sub-total</b>	<b>4,520,756</b>	<b>-</b>	<b>-</b>	<b>4,520,756</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,520,756</b>	<b>4,520,756</b>
<b>Total (A)</b>	<b>330,913,790</b>	<b>17,082,203</b>	<b>234,140</b>	<b>347,761,853</b>	<b>114,327,508</b>	<b>19,471,861</b>	<b>234,140</b>	<b>133,565,229</b>	<b>214,196,624</b>	<b>216,586,282</b>
<b>INTANGIBLE ASSETS :</b>										
Software - SAP	1,975,738	290,994	-	2,266,732	-	-	-	-	2,266,732	1,975,738
Software - PROE	210,000	-	-	210,000	-	68,455	-	68,455	141,545	175,586
Win Pro & Excel	50,240	-	-	50,240	-	9,684	-	9,684	40,556	48,700
Black Box - Security System	120,750	-	-	120,750	-	28,850	-	28,850	91,900	111,473
SQL	-	41,614	-	41,614	-	1,386	-	1,386	40,228	-
<b>Total (B)</b>	<b>2,356,728</b>	<b>332,608</b>	<b>-</b>	<b>2,689,336</b>	<b>45,231</b>	<b>63,144</b>	<b>-</b>	<b>108,375</b>	<b>2,580,961</b>	<b>2,311,497</b>
<b>Total (A+B)</b>	<b>333,270,518</b>	<b>17,414,811</b>	<b>234,140</b>	<b>350,451,189</b>	<b>114,372,739</b>	<b>19,535,005</b>	<b>234,140</b>	<b>133,673,604</b>	<b>216,777,585</b>	<b>218,897,779</b>
PREVIOUS YEAR	321,388,134	15,946,245	4,063,861	333,270,518	97,494,530	18,626,822	1,748,613	114,372,739	218,897,779	223,893,604
Capital Work-in-Process									2,762,547	3,870,545





(Amt in INR)

	31.03.2014	31.03.2013
<b>12 NON CURRENT INVESTMENTS</b>		
<b>Other Investment</b>		
In Equity Shares - Unquoted		
15 Shares of "Charotar Gas Sakhari Mandali Ltd." of Rs.500 each"	7,500	7,500
<b>Total</b>	<b>7,500</b>	<b>7,500</b>
<b>13 LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
Deposit (EMD & Security Deposit)	702,823	675,823
Advances receivable in Cash or Kind	-	-
Advances to Staff	17,100	17,100
Advances given for Capital Goods	3,231,202	789,746
Other Advances	419,056	419,056
<b>Total</b>	<b>4,370,181</b>	<b>1,901,725</b>
<b>14 OTHER NON CURRENT ASSETS</b>		
<b>Unsecured, Considered Good</b>		
FDR with Bank - Margine Money	16,618,940	14,731,226
Trade Receivables	3,477,090	3,044,703
<b>Total</b>	<b>20,096,030</b>	<b>17,775,929</b>
<b>15 INVENTORIES</b>		
Raw Material	84,244,166	86,956,369
Stock in Process	291,909,650	274,302,042
Finished Goods	32,737,759	17,270,692
Stores & Spares	2,333,978	2,140,460
<b>Total</b>	<b>411,225,553</b>	<b>380,669,563</b>
<b>15.1</b> Inventories are taken, valued and certified by the Management.		
<b>16 TRADE RECEIVABLES</b>		
<b>Unsecured, Considered Good</b>		
Over six months	4,030,865	4,370,139
Others	49,697,181	38,391,149
<b>Total</b>	<b>53,728,046</b>	<b>42,761,288</b>
<b>17 CASH AND CASH EQUIVALENTS</b>		
Balance with Banks	2,623,991	5,840,316
Balance with Banks in Unclaimed Dividend	2,855,572	2,660,765
Cash on Hand	28,177	60,481
<b>Total</b>	<b>5,507,741</b>	<b>8,561,562</b>
<b>18 SHORT TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
Advances to Staff	94,267	659,538
Deposit	-	1,204,500
<b>Total</b>	<b>94,267</b>	<b>1,864,038</b>
<b>19 OTHER CURRENT ASSETS</b>		
Interest accrued on FDRs	1,027,171	1,725,137
Advances receivable in Cash or Kind	1,938,738	3,408,328
Prepaid Expenses	3,093,128	1,863,554
Balance with Central Excise & VAT Authorities	7,875,171	4,014,754
Subsidy Receivable	-	548,324
<b>Total</b>	<b>13,934,208</b>	<b>11,560,097</b>
<b>20 REVENUE FROM OPERATION</b>		
Sale of Products	827,306,962	817,583,937
Sale of Services	9,615,208	3,937,216
	836,922,170	821,521,153
Less: Excise Duty / Service Tax	68,955,566	65,376,975
<b>Total</b>	<b>767,966,604</b>	<b>756,144,178</b>



(Amt in INR)

	31.03.2014	31.03.2013
<b>21 OTHER INCOME</b>		
Interest on FDRs with Bank	1,555,582	1,333,185
Exchange rate difference	-	-
Other non operating income	2,451,288	3,569,647
<b>Total</b>	<b>4,006,870</b>	<b>4,902,832</b>
<b>22 COST OF MATERIAL CONSUMED</b>		
Raw Material Consumed	407,006,800	374,650,543
<b>Total</b>	<b>407,006,800</b>	<b>374,650,543</b>
<b>22.1 Raw Materials Consumed in Broad Heads</b>		
MS Plates	166,998,811	150,734,201
Forgings	59,286,654	48,617,596
Castings	800,396	1,680,211
Pipes	13,454,632	12,060,093
Bought Out Items	127,492,938	130,587,753
Chemicals	6,218,362	7,582,298
Others Components	32,755,006	23,388,391
<b>Total</b>	<b>407,006,800</b>	<b>374,650,543</b>
<b>22.2 Value of Indigenous &amp; Imported Raw Material consumed during the year</b>		
	<b>31.03.2014</b>	<b>31.03.2013</b>
	Rs.	%
Indigenous	403,145,405	99.05
Imported	3,861,395	0.95
<b>Total</b>	<b>407,006,800</b>	<b>100</b>
	Rs.	%
	372,182,380	98.81
	2,468,163	1.19
<b>Total</b>	<b>374,650,543</b>	<b>100</b>
<b>23 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS</b>		
<b>Inventories (at Close)</b>		
Finished Goods	32,737,759	17,270,692
Stock in Process	291,909,650	274,302,042
	<b>324,647,409</b>	<b>291,572,734</b>
<b>Inventories (at commencement)</b>		
Finished Goods	17,270,692	26,047,268
Stock in Process	274,302,042	268,903,676
	<b>291,572,734</b>	<b>294,950,944</b>
<b>Total</b>	<b>33,074,675</b>	<b>(3,378,210)</b>
<b>24 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, Allowances and Bonus	48,807,702	42,440,795
Contribution to Provident Funds	1,160,491	1,055,207
Staff Welfare Expenses	2,499,501	2,487,979
<b>Total</b>	<b>52,467,694</b>	<b>45,983,981</b>
<b>25 FINANCE COSTS</b>		
Interest Expenses	24,818,781	29,610,001
Other Borrowing Cost	3,487,739	3,782,725
<b>Total</b>	<b>28,306,520</b>	<b>33,392,726</b>



(Amt in INR.)

	31.03.2014	31.03.2013
<b>26 DEPRECIATION &amp; AMORTIZATION EXPENSES</b>		
Depreciation	19,535,005	18,626,822
<b>Total</b>	<b>19,535,005</b>	<b>18,626,822</b>
<b>27 OTHER EXPENSES</b>		
<b>Manufacturing Expenses :</b>		
Consumption of Store and Spares	37,407,546	31,924,839
Power & Fuel	69,292,197	71,884,412
Repairs to Machinery	6,776,422	6,612,665
Labour Charges	64,080,862	63,001,004
Others	7,823,280	6,922,909
<b>(A)</b>	<b>185,380,307</b>	<b>180,345,829</b>
<b>Selling, General &amp; Administrative Expenses :</b>		
Sales Commission	18,151,751	19,204,834
Transport Outward	9,241,807	10,442,874
Rent	669,725	806,467
Repairs to Building	901,825	734,437
Rates & Taxes	558,119	549,114
Insurance	1,659,236	1,282,026
Exchange Rate Difference	3,011,148	65,097
Others	20,633,497	18,190,669
<b>(B)</b>	<b>54,827,109</b>	<b>51,275,518</b>
<b>Total (A+B)</b>	<b>240,207,416</b>	<b>231,621,347</b>
<b>27.1 Value of Indigenous &amp; Imported Stores, Tools &amp; Spares Consumed During the Year</b>		
	<b>31.03.2014</b>	<b>31.03.2013</b>
	<b>Rs.</b>	<b>Rs.</b>
	<b>%</b>	<b>%</b>
Indigenous	37,407,546	31,924,839
Imported	-	-
<b>Total</b>	<b>37,407,546</b>	<b>31,924,839</b>
<b>27.2 Value of Import on CIF basis in respect of</b>		
Raw Materials and Stock-in-Trade	3,971,219	2,468,163
Capital goods	2,789,032	134,233
<b>27.3 Payment to Auditor</b>		
Statutory Audit Fees	150,000	110,000
Tax Audit Fees	25,000	25,000
<b>Total</b>	<b>175,000</b>	<b>135,000</b>
<b>27.4 Expenditure In Foreign Currency</b>		
Commission	1,946,319	-
Sales Promotion	109,361	-
Exhibition Expenses	709,960	337,276
Travelling Expenses	-	109,817
<b>Total</b>	<b>2,765,640</b>	<b>447,093</b>
<b>28 EARNINGS PER SHARE</b>		
Net Profit after tax as per statement of Profit & Loss attributed to Equity Shareholder	38,025,467	36,080,525
Weighted Average Number of equity shares under as denominator for calculating EPS	5,000,000	5,000,000
Basic and Diluted Earning per Share	7.61	7.22
Face value per Equity Shares	10	10



(Amt in INR.)

	31.03.2014	31.03.2013
<b>29 EARNING IN FOREIGN EXCHANGE</b>		
FOB value of exports	39,060,887	11,025,642
<b>Total</b>	<b>39,060,887</b>	<b>11,025,642</b>
<b>30 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND</b>		
a Number of Non Resident Shareholders	1	1
b Number of Equity Shares held by them	497,400	497,400
c Amount of Dividend Paid	1,094,280	1,094,280
d Year End to Which Dividend Relates	2012-13	2011-12

**31 RELATED PARTY DISCLOSURES**

Related Party disclosure as required by AS-18, are given below:

**I Relationship:**

a	Subsidiary of the Company	Nil
b	Associates and Joint Ventures	Nil
c	Individual having control / significant influence	Mr. Sudarshan Amin (Managing Director) Mr.Sudarshan Amin ( Managing Director) Mr. Ambalal Patel (Whole Time Director) Ms. Phagun Amin (Non-Executive Director) Mrs Urmilaben Patel, Mr. Tanmay Patel
d	Key Managerial Personnel & Relatives thereof	
e	Enterprises over which (c) & (d) above have significant influence	Chemfilt Ceracoats

**II Transactions during the year with related parties:**

Nature of Transactions	Enterprise covered in (e) above		Relatives covered in (d) above		Key Managerial Personnel covered in (d) above	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
1 Purchase of Goods & Services	18,630,189	16,961,813	-	-	-	-
2 Sale of Goods	-	-	-	-	-	-
3 Interest Paid	-	-	240,000	240,000	180,000	316,110
4 Remuneration	-	-	-	-	6,418,064	6,098,673
5 Outstanding Payable	5,851,899	4,932,598	-	-	-	-
6 Deposit Taken	-	-	-	-	-	500,000
7 Deposit Paid	-	-	-	-	-	2,000,000
8 Job Work Charges	1,641,570	-	-	-	-	-

**32** As the Company's business activity, in the opinion of the Management, falls within a single primary segment subject to the same risk and return, the disclosure requirement of Accounting Standard AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India are not applicable.

**33 CONTINGENT LIABILITIES AND COMMITMENTS**

**i Contingent Liabilities**

a	Claims against the Company/disputes & liabilities not acknowledge against debt	-	607,781
b	Guarantee	43,849,916	68,738,724
c	Letter of Credit	58,432,554	75,831,183
<b>ii Commitments</b>			
a	Estimated amt. of contract remaining to be executed on capital advance	5,730,500	3,522,678
b	Other commitments	-	-



34	GRATUITY DETAILS	(Amt in INR)	
	PARTICULARS	31.03.2014	31.03.2013
<b>1</b>	<b>Reconciliation in Present value of obligation (PVO) – defined benefit obligation.</b>		
	Current Service Cost	360,350	328,014
	Interest Cost	321,899	263,131
	Settlement Cost	0	0
	Actuarial (Gain)/Losses on obligation	94,595	208,331
	Benefits Paid	-322,903	-280,240
	Past Service Cost	0	0
	PVO at the beginning of the year	3,948,495	3,429,259
	<b>PVO at the end of the year</b>	<b>4,402,436</b>	<b>3,948,495</b>
<b>2</b>	<b>Changes in Fair Value of Plan Assets:</b>		
	Expected return on Plan Assets	323,104	266,680
	Contribution by Employer	411,064	424,938
	Benefit Paid	-322,903	-280,240
	Actuarial Gain / (Loss) on Plan Assets	249,774	56,352
	Fair Value of Plan Assets at the beginning of the Year	3,801,225	3,333,495
	<b>Fair Value of Plan Assets at the end of the Year</b>	<b>4,462,264</b>	<b>3,801,225</b>
<b>3</b>	<b>Reconciliation of PVO and fair value of plan assets:</b>		
	PVO as at year end	4,402,436	3,948,495
	Fair value of plan assets as at year end	4,462,264	3,801,225
	Funded status [Surplus/(Deficit)]	59,828	-147,270
	Unrecognized actuarial gain/(loss)	0	0
	<b>Net assets/ (liability) as at year end</b>	<b>59,828</b>	<b>-147,270</b>
<b>4</b>	<b>Net cost for the year</b>		
	Current Service Cost	360,350	328,014
	Past Service Cost	0	0
	Interest Cost	321,899	263,131
	Expected return on Plan Assets	-323,104	-266,680
	Net Actuarial Gain / Losses	-155,179	151,979
	Settlement Cost	0	0
	<b>Net Cost for the year</b>	<b>203,966</b>	<b>476,444</b>
<b>5</b>	<b>Assumptions used in accounting for the gratuity plan:</b>		
	Mortality Table		LICI 1994-1996
	Superannuation Age (Yrs.)	60	60
	Early Retirement & Disablement		10 PER THOUSAND.P.A
	Discount Rate (%)	8	8
	Salary Escalation Rate (%)	5	5
	Return on Asset (%)	8.5	8
	Remaining Working Life (Yrs.)	19	19
	Formula Used		PROJECTED UNIT CREDIT METHOD



**35 PROPOSED DIVIDEND**

The Board of Directors have proposed equity dividend of Rs. 2.50 (Previous Year Rs. 2.20) per equity share of Rs. 10 each. The aggregate amount of equity dividend proposed to be distributed is Rs.1,45,27,813 (Previous Year Rs.1,27,84,475) Including Dividend distribution tax of Rs 20,27,813 (Previous Year Rs. 17,84,475).

**36 PREVIOUS YEAR FIGURES**

Previous year figures are regrouped, rearranged and recast wherever required to make them comparable with those of year under review.

**37** Notes 1 to 36 form an integral part of the financial statements.

As Per our Report Attached  
For Darji & Associates  
Chartered Accountants  
(Registration No. 116519W)

CA. L.B.Darji  
**Partner**  
**M.No.030992**

**Place :** V.V.Nagar  
**Date :** 30.05.2014

For and on behalf of the Board

Mr. Kanubhai Patel	<b>Chairman</b>
Mr. Sudarshan Amin	<b>Managing Director</b>
Ms Dhvani Shah	<b>Company Secretary</b>

**Place :** V. U. Nagar  
**Date :** 30.05.2014



## FORM NO. MGT-11\_PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2014 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of the Shareholder: (In BLOCK Letters)	
E-mail Id:	Registered Folio No.:
No. of Shares Held:	DPID & Client ID:

I/ We \_\_\_\_\_ being Member/ Members of Swiss Glascoat Equipments Limited, hereby appoint-

1.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

**or failing him**

2.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

**or failing him**

3.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

as my/ our Proxy to vote (on a poll) for me/ us and on my/ our behalf at 23rd Annual General Meeting to be September 11, 2014 at 10.00 am at its Registered Office and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:

Resolution No.	Resolution Details	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements for the year 2013-14, together with the Report of the Auditor and the Directors' Report thereon.		
2.	Declaration of Dividend on Equity Shares for the year 2013-14		
3.	Elect Director in place of Mr. Paresh Shah (DIN 01802308), Director, who retires by rotation and being eligible, has offered himself for reappointment.		
4.	Elect Director in place of Mr. Kanubhai Patel (DIN 01814675), Director, who retires by rotation and being eligible, has offered himself for reappointment.		
5.	Elect Director in place of Ms. Phagun Amin (DIN 03536186), Director, who retires by rotation and being eligible, has offered herself for reappointment.		
6.	Appointment of Statutory Auditors and authorise the Board of Directors to fix their remuneration.		
7.	Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013		
8.	Encumbrance on property of the Company for borrowing external funds in accordance with Section 180(1)(a) of the Companies Act, 2013		
9.	Re-appointment of Mr. Sudarshan Amin as the Managing Director of the Company		
10.	Appointment of Mr. Tanmay Patel as the Director of the Company		
11.	Appointment of Mr. Tanmay Patel as the Executive Director (Technical) of the Company		
12.	Appointment of Mr. Jagrut Bhatt as an Independent Director		



13.	Appointment of Mr. Kaushik Shah as an Independent Director		
14.	Appointment of Mr. Bharat Patel as an Independent Director		
15.	Appointment of Mr. Dharmesh Patel as an Independent Director		
16.	Acceptance of deposits u/s 73 of the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature of the shareholder \_\_\_\_\_

Affix One  
Rupee  
Revenue  
Stamp

**Notes:**

- (a) The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Annual General Meeting.
- (b) The Proxy need not be a Member of the Company.
- (c) In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint-holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- (d) This form of proxy confers authority to demand or join in demanding a poll.
- (e) The submission by a Member of this form of proxy will not preclude such Member from attending in person and voting at the Meeting.

<b>For Office Use</b>
Proxy No.: _____ Date of Receipt: _____





**ATTENDANCE SLIP**

**Please complete attendance slip and hand it over at the entrance of the Meeting hall. Joint shareholders may obtain additional slip on request.**

Name & Address of the Shareholder: (In BLOCK Letters)	
No. of Shares Held :	Registered Folio No.:
	DPID & Client ID:

I hereby record my presence at the 23rd Annual General Meeting of the Company held on September 11, 2014 at 10.00 am at its Registered Office.

