

32nd Annual Report
2012 - 2013



ARCOTECH LIMITED

BOARD OF DIRECTORS

Shri Arvind K Saraf	<i>Chairman</i>
Shri Gautam Khaitan	<i>Director</i>
Shri R. D. Tayal	<i>Director</i>
Shri R. N. Pattanayak	<i>Whole Time Director</i>

COMPANY SECRETARY

Shri Amit Sharma

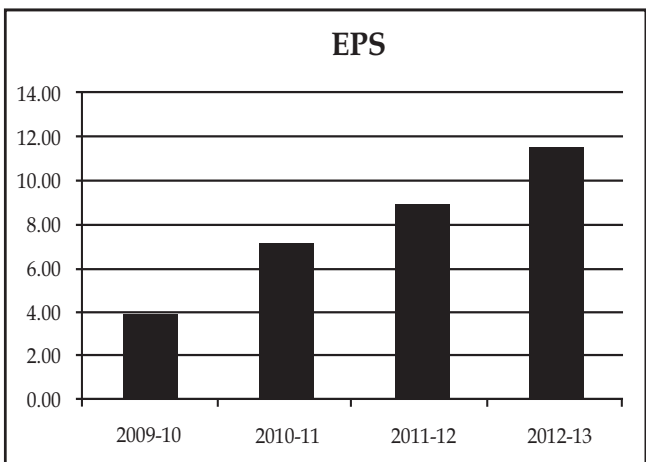
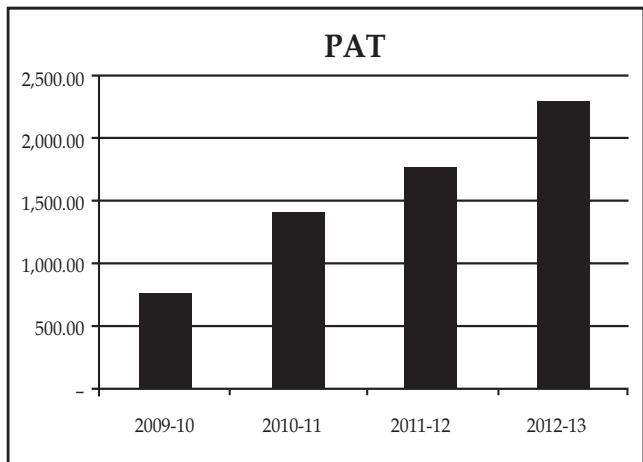
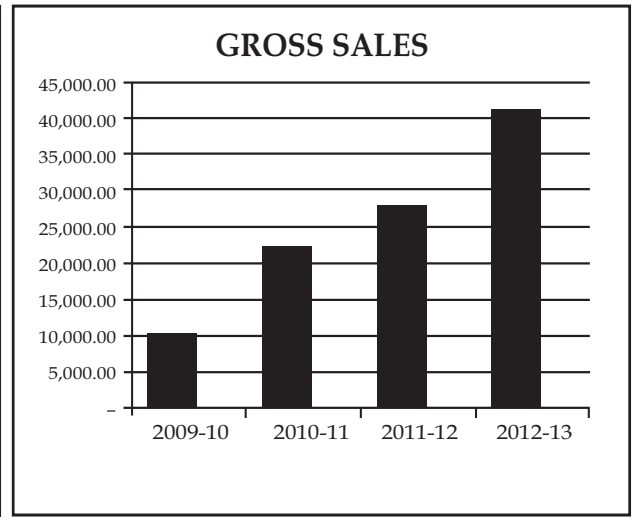
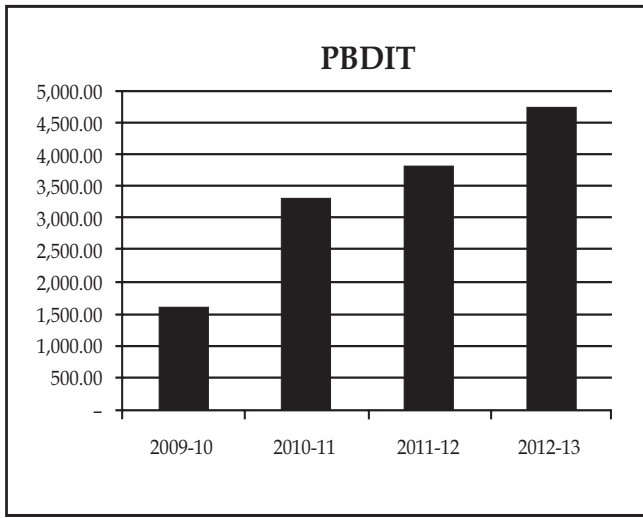
AUDITORS

M/s. Shwetank Joshi & Co.
Chartered Accountants
66, Ezra Street,
Kolkata - 700 001.

REGISTERED OFFICE AND WORKS

181, Industrial Growth Centre,
Sector-3, Bawal-123501
Distt. Rewari (Haryana)

FINANCIAL HIGHLIGHTS



NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on Saturday, the 28th day of September, 2013 at 10.30 A.M. at the Registered Office of the Company situated at 181, Sector-3, Industrial Growth Centre, Bawal, Distt Rewari, Haryana-123501 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account together with the Consolidated Financial Statement of Accounts for the year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Gautam Khaitan who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution :
"RESOLVED THAT M/s Shwetank Joshi & Co., Chartered Accountant, 66, Ezra street kolkata-700001, the retiring Auditors who have offered their services and who are not disqualified to act as auditors of the company under Section 224(1B) of the Companies Act,1956 be and are hereby reappointed as Statutory auditors of the company to hold office for the period from the conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board of Directors.
"FURTHER RESOLVED that the Board of Directors of the company be and is hereby authorized to take steps as may be necessary to give effect to this resolution."

SPECIAL BUSINESS

ITEM NO. 4

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT, in supersession to earlier resolution passed by the Members at Annual General Meeting held on 29th September, 2007, and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956, as may be amended from time to time, and other applicable provisions, if any, of the Companies Act, 1956, and the Articles of Association of the Company, approval and consent of the Company be and is hereby accorded to the Board of Directors of the Company to charge / mortgage / create security/encumber in respect of the whole or substantially the whole of the undertaking/s of the Company including all or any of its movable or immovable property(ies), both present and future, from time to time, on behalf of the Company, for securing the loan(s) up to Rs. 2000 crores availed / to be availed by the Company, in any form or manner or otherwise, in one or more tranches, from any bank/ financial institution/other lenders, on such terms and conditions, as may be decided by the Board of Directors, from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee/s to which the Board may delegate its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution which include, to finalize, sign and/or execute any document(s)/ agreement(s), other deeds or writings, and affixing the common seal of the Company on such paper/s, as may be necessary, as per the provisions of the Articles of Association of the Company".

ITEM NO. 5

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT, in supersession to earlier resolution passed by the Members at Annual General Meeting held on 29th September, 2007, and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, as may be amended from time to time, and other applicable provisions, if any, of the Companies Act, 1956, and the Articles of Association of the Company, approval and consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow money(s), from time to time, for and on behalf of the Company, from any bank/ financial institution/lenders, in any form or manner or otherwise, in one or more tranches, whether unsecured or secured, on such terms and conditions as may be decided by the Board of Directors, notwithstanding that the moneys to be borrowed together with money(s) already borrowed by the Company (apart from the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of paid up share capital and free reserves of the Company, (i.e. reserves not set apart for any specific purpose), provided that the total amount of the borrowings by the Board of Directors, at any time, shall not exceed the limit of Rs. 2000 crores over and above the aggregate of paid up share capital and free reserves of the Company .

"RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee/s to which the Board may delegate its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution which include, to finalize, sign and/or execute any document(s)/ agreement(s), other deeds or writings, and affixing the common seal of the Company on such paper/s, as may be necessary, as per the provisions of the Articles of Association of the Company".

By Order of the Board

Place : New Delhi
Date : 16th July, 2013

(Amit Sharma)
Company Secretary
& Finance Manager

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. The proxy form duly completed must reach the Company's Registered Office atleast 48 hours before the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 21st September, 2013, to Saturday, the 28th September, 2013 (both days inclusive).
4. All documents referred to in the above notice and the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on all working days, except Saturdays upto the date of Annual General Meeting.
5. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
6. The relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of special business is annexed hereto.
7. Members are already aware that the Company had appointed M/s. Maheshwari Datamatics Pvt Ltd, 6, Mangoe Lane, 2nd Floor, Kolkata-700001, as Share Transfer Agent (STA), both for electronic connectivity and Share Transfer work. Members can make correspondence with STA for Share Transfer requests and change of address related queries.
8. Members having multiple accounts in identical names or joint accounts in the same order are requested to intimate the Company / STA, the ledger folio of such accounts to enable the Company to consolidate all such shareholdings into one account.
9. The Company is registered with the following depositories for dematerialization of its Equity Shares:-
 - i) National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
 - ii) Central Depository Services (India) Ltd. (CDSL), at Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai- 400001
10. Members desiring any information/clarification on the Annual Accounts are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
11. The relevant information of Directors, by way of brief resume, seeking reappointment under items no.2 as required under Clause - 49 of the Listing Agreement entered with the Stock Exchanges are given herein below:

Name of the Director	Shri Gautam Khaitan
Date of Birth	06.05.1965
First date of Appointment	22.03.2006
Expertise in specific functional areas	Lawyer
Qualification/s	LLB

Name of the Director	Shri Gautam Khaitan
Directorship in other Companies as on 31st March, 2013	<ul style="list-style-type: none"> • Arcotech Uniexpat Limited • Arcofemi Healthcare Limited • Aravali Securities and Finance Ltd • Bharat Seats Limited • Facor Alloys Limited • JK Sugar Limited • KRBL Limited • Salora International Limited • Texmaco Infrastructure and Holdings Limited • QH Talbros Limited • Medsave Healthcare (TPA) Limited
Chairmanship/ Membership of Committees (across all public Cos.)	<p>Chairman Audit & Share holders/investor grievance committee</p> <ul style="list-style-type: none"> • Arcotech Limited • Bharat Seats Limited • Salora International Limited <p><u>Member Audit & Share holders/investor grievance committee</u></p> <ul style="list-style-type: none"> • Aravali Securities and Finance Limited • JK Sugar Limited • Texmaco Infrastructure and Holdings Limited
Shareholding in the Company	200

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO.4

As per the provisions of Section 293(1)(a) of the Companies Act, 1956 {The Act}, the Board of Directors of a public company shall not without the consent of the company in a general meeting, sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the company. The creation of charge/ mortgage/ other security/ encumbrance by a company of its undertakings/ properties in favour of lending institutions/other lenders from which it borrows moneys, is covered under this provision.

In view of the expansion of the business of your Company, and requirement for raising more funds, from time to time, the Board of Directors has approved the said charging /mortgaging /creating security / encumbering of the undertaking/s of the Company including its properties for an increased limit of borrowing up to Rs 2000 crores, at its Meeting held on the 8th July, 2013, subject to the approval of Members by way of an ordinary resolution under the aforesaid Section and other applicable Section/s, if any. This is only an enabling resolution so that Board can take relevant decision/s for giving security for its borrowings, at appropriate time(s).

The Articles of Association of the Company permit the above and can be inspected by the Members of the Company at its Registered Office on any working day during business hours, and, at the Annual General Meeting.

Your Directors recommend to pass the proposed Resolution given in item no.4 as an Ordinary Resolution.

None of the Directors is interested in the proposed Resolution.

ITEM NO. 5

As per the provisions of Section 293(1) (d) of the Companies Act, 1956 (The Act), the Board of Directors of a public company shall not, without the consent of the company in a general meeting, borrow, together with moneys already borrowed, (excluding temporary loans from bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital and free reserves of the company.

In view of the expansion of the business activities of the Company which requires raising of more funds, from time to time, your Board of Directors, at its Meeting held on the 8th July, 2013, has decided to increase the said borrowing limit to Rs. 2000 crores which shall be over and above the aggregate of paid up share capital and free reserves of the Company. The aforesaid Board resolution has been passed keeping in view the provisions of said Section 293(1)(d) and other applicable provisions of the Companies Act, 1956, if any, and the said decision is subject to the approval of Members, by way of an ordinary resolution. This is only an enabling resolution so that the Board can take relevant decision/s for borrowing/s, at appropriate time(s).

The Articles of Association of the Company permit the above and can be inspected by the members of the Company at its Registered Office on any working day during business hours, and, at the Annual General Meeting.

Your Directors recommend to pass the proposed Resolution given in item no.5 as an Ordinary Resolution

None of the Directors is interested in the proposed Resolution.

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 32nd Annual Report with the Audited Statement of Accounts of your Company for the Financial Year ended the 31st March, 2013.

1. FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

PARTICULARS	2012-2013	2011-2012
Sales	41235.98	27846.44
Profit Before Interest, Depreciation & Tax (PBDIT)	4890.03	3876.55
Less : Interest & Finance Charges	1538.58	1345.48
Profit Before Depreciation & Tax (PBIT)	3351.45	2531.08
Less : Depreciation	279.38	222.77
Profit Before Tax (PBT)	3072.07	2308.30
Less : Provision for Current Tax /Deferred Tax	781.47	534.35
Profit After Tax (PAT)	2290.60	1773.96

2. DIVIDEND

In view of the future plans of the company in relation to the expansion, your Directors do not recommended any Dividend for the year under review.

3. BUSINESS AND OPERATIONS REVIEW

As you are aware your Company is one of the leading manufacturers of non ferrous semis in India. During the year under review, your Company has received prestigious order worth more than Rs 361 Crores from India Government Mint through global tender for supply of Nickel Brass for manufacturing of Rs 5/- Coin blanks.

The capex plan which was initiated last year has helped the Company to produce bigger billets and to obtain larger coil weights as per international market requirement and at the same time enabled Company to bring better economies of scales and to reduce cost of production per unit . The installed capacity of the plant has also doubled to 24000 MTPA.

4. DIRECTORS

In pursuance with the provisions of Companies Act, 1956, Shri Gautam Khaitan retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. In terms of Clause 49 of the Listing Agreement with the Stock Exchange, the details of the Director to be re-appointed are being provided in the notice of the ensuing Annual General Meeting.

5. FIXED DEPOSITS

During the Year under review your Company has not accepted any fresh deposit within the meaning of Section 58A and 58B of the Companies Act, 1956.

6. AUDITORS' REPORT AND AUDITORS

The Notes to Accounts, forming part of Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date, referred to in the Auditors' Report are self explanatory.

M/s. Shwetank Joshi & Associates, Chartered Accountants, 66, Ezra Street, Kolkata-700001, Auditors of the Company who will retire at the conclusion of this Annual General Meeting, are eligible for re-appointment. The Company has received Peer Review Certificate along with the Certificate from the auditors to the effect that their appointment, if made, would be within the limit prescribed under Section 224 (IB) of the Companies Act, 1956. The Board of your Company recommends their re-appointment.

7. LISTING AND DEMAT OF SHARES

Pursuant to the approval of share holders in an Extra Ordinary General Meeting held on 16th March, 2013, the Company had received an amount of Rs 5.10 Crores from promoters towards the issuance of 1000000 equity shares having face

value of Rs 10/- per share of the Company at a premium of Rs 41/- per equity share aggregating to Rs 51/- per share on preferential issue basis. The allotments of shares were made on 3rd April, 2013 and have been listed at BSE.

The Equity Shares of the Company are available in dematerialized form with NSDL & CDSL. The ISIN number of the Company is INE574I01027.

8. STATUTORY STATEMENTS

A. Conservation of energy and technology absorption

The information relating to Conservation of Energy and Technology Absorption as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is annexed herewith as Annexure - 'A'.

B. Foreign Exchange Earnings and outgo

During the year under review, your Company has dealt with foreign exchange earning and outgo, pursuant to section 217(1)(e) of the Companies Act, 1956 read with Rule 2(c) of the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988, is annexed herewith in 'Form-B'.

C. Particulars of Employees

Information in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies Particulars of Employees Rules, 1975, as amended, regarding employees is given in the Annexure to the Directors' Report.

9. CORPORATE GOVERNANCE

A report on Corporate Governance together with a certificate from the Auditors of the Company as per Clause 49 of the Listing Agreement is given separately in the Annexure-B which forms part of this Report.

10. CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen and a respected manufacturing enterprise, your Company understands its responsibility towards the society. During the year, a free eye checkup camp was organized at our manufacturing facility at Bawal. The camp was inaugurated by Estate Officer, HSIIDC Bawal and was open for all the people of the area. Qualified eye specialist doctors from reputed Vasan Eye Care Hospital, New Delhi conducted the eye check up using state-of-the-art technology machine and methods accompanied by careful guidance to take care of eyes. Arcotech group has started a venture with a name Arcotech Uniexpat Limited for the purpose of nurturing talent of students across the world. Your Company assures all stakeholders that it will continue to comply with its social responsibilities in future as well.

11. MANAGEMENT DISCUSSION AND ANALYSIS

(a) *Industry Scenario & Future Challenges*

During the year, Industrial Output of the economy has been sluggish; primarily because of higher interest rates in macroeconomic concerns. However, your Company's approach of diversification of customer base has helped it to maintain steady growth.

(b) *Human Resources / Industrial Relations*

Your Company acknowledges the commitment, competence and dedication of its employees at all areas of business. The Company is committed to nurturing, enhancing and retaining best talent through investment in its people to upgrade their technical, domain and leadership capability. To retain leadership position, the Company continuously innovates and customizes its Human Resource (HR) strategy to meet changing employee needs.

(c) *Adequacy of Internal Controls*

The company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded, and reported correctly.

(d) *Operating Performance, Future Outlook etc.*

The foregoing paragraphs under the head - Financial Results, Operations, and Future Outlook have discussed and analyzed other requisite issues mentioned in Clause 49 of the Listing Agreement.

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors hereby confirms, in terms of Section 217(2AA) of the Companies Act, 1956:

- i) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any.
- ii) That appropriate accounting policies have been selected and applied them consistently, and, judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Annual Accounts have been prepared on a going concern basis.

13. ACKNOWLEDGMENT

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the Industry. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth.

Directors also take this opportunity to thank all investors, clients, vendors, banks, government authorities and stock Exchange for their continued support.

**On behalf of the Board
For Arcotech Limited**

Place : New Delhi
Date : 16th July, 2013

(Arvind K Saraf)
Chairman

Annexure to Directors' Report

S. No.	Name	Age (Years)	Designation	Gross Remuneration (Rs.)	Net Remuneration (Rs.)	Total Experience (Years)	Date of Commencement of Employment	Late Employment
1	Mr. R N Pattanayak	54	Whole Time Director	3000000	1806000	29	18.12.2006	Business

ANNEXURE - 'A'

Information 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 and forming part of the Directors' Report for the year ended 31st March, 2013.

I. CONSERVATION OF ENERGY

- a) Energy conservation measures taken :
 - PLC with VFD in Break down mill have been commissioned for consuming low energy.
 - New LNTORE Drive installed in 20 Hi mills resulting into lower consumption of energy.
- b) Additional investment and proposals for reduction of energy consumption.
 - VFD for More number of machines shall be installed.
 - New Digital Drives are proposed to be installed in other finishing as well as intermediate mills for optimum utilization of power.
- c) Impact of the measures at (a) and (b) above on reduction of energy consumption and consequent impact on the cost of production of goods

The measure would help in increasing the productivity, lowering the power cost.

FORM-A

PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

(A) Power and Fuel Consumption

	Current Year 2012-2013	Previous Year 2011-2012
1. Electricity		
(a) Purchased (MWH)		
(i) Units	12478.92	9623.10
(ii) Total Amount	79161.01	50737.95
(iii) Rate per unit (Rs.)	6.34	5.27
(b) Own Generation		
(i) Through diesel generator		
Units (MWH)	262.62	597.45
Units per Ltr of diesel	2.48	2.41
Cost/ Unit (Rs.)	19.46	16.61
(ii) Through steam turbine generator	NIL	NIL
2. Coal/ Furnace Oil/ Others	N/A	N/A

(B) Consumption per unit of Production

	Production Unit (Kg.)	Standards (If any)	Current Year 2012-2013 (Unit)	Previous Year 2011-2012 (Unit)
1. Copper & Brass				
- Electricity		-	1.51	1.59
- Coal/ FO /Others		-	-	-

FORM-B

II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Research and Development (R&D)

- (a) Specific areas in which R&D was carried out by the Company
- 2Hi Hot Rolling Mill has been re-engineered to meet the specific customer requirement and to achieve internationally acceptable quality parameter.
 - Study was conducted to do Hot Rolling of Nickel Brass
- (b) Benefits derived as a result of the above R&D
- Capable to do Hot Rolling of Nickel Brass to meet customized requirement of customers.
 - Productivity has been increased.
- (c) Future plan of action :
- Additional Base for Bell Annealing will be installed.
 - 2nd PSA plant will be Commissioned
- (d) Expenditure on R&D:
- | | | |
|---|---|---------------|
| Capital | : | Not Allocated |
| Recurring | : | Not Allocated |
| Total | : | Not Allocated |
| Total R&D expenditure as a percentage of total turnover | : | Not Allocated |

2. Technology absorption, adaptation and innovation:

- (a) Efforts, in brief, made towards technology commissioned. : Technological up gradation of various equipments have been undertaken.
- (b) Benefits derived as a result of the above efforts. : Efficient consumption of electricity and lower Production cost due to increase in production.
- (c) Technology imported during the last five years. : DC Caster, Continuous Casting Line & Pin hole Detector 20Hi Mill, Robertson Mill Coreless furnace consists of several imported mechanical, electronic components.

3. Total Foreign exchange earnings and outgo :

- (a) Activities relating to export initiatives taken to increase exports, development of new export markets for products and export plans. : Company bagged repeat orders from various countries covering geographical segments like far-east asia, middle-east, Latin America.
- (b) Total foreign exchange used and earned. (equivalent to Rupees) :
- | | | |
|------------------------|---|--------------|
| - Used (on cash basis) | : | 1474.30 Lacs |
| - Earned | : | 1033.99 Lacs |

REPORT ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY

The Company's governance philosophy is based on trusteeship, transparency, accountability and ethical corporate citizen. As a responsible corporate citizen, we at Arcotech, foster a culture of ethical behavior and disclosure aimed at building trust of our stakeholders. The Company continues to focus its strengths and strategies to achieve the vision of becoming leader in non ferrous industry.

The Board of Directors of the Company is responsible for and committed to sound principles of Corporate Governance in the Company. The Board is entrusted with the ultimate responsibility of the management, direction and performance of the Company.

2. BOARD OF DIRECTORS

a) The Composition of the Board

The Board of your Company consists of Four Directors comprising One Executive Director, One Non-Executive-non-independent Director and two non executive and independent Directors

Sl.	Name	Attendance		Number of other Directorship and Committee Membership/Chairmanship*		
		Board Meetings	Last AGM	Other Directorships	Total Committee Memberships	Total Committee Chairmanships
1	Sh.Arvind K Saraf Chairman & Promoter	7	Yes	6	-	-
2	Sh. Radha Nath Pattanayak Whole Time Director - Executive	6	Yes	4	1	-
3	Sh. R D Tayal Independent - Non- Executive	7	Yes	1	1	-
4	Sh. Gautam Khaitan Independent - Non -Executive	6	Yes	11	5	3

* Represents Memberships/ Chairmanships of Audit Committee and Shareholders/ Investor Grievance Committee of other Indian Limited Companies.

b) Dates of Board Meetings and number of Directors present thereat

Sl. No.	Dates of Board Meeting	Number of Directors Present
1	24.05.2012	4
2	06.08.2012	4
3	28.09.2012	4
4	12.11.2012	4
5	29.12.2012	3
6	14.01.2013	3
7	14.02.2013	4

c) Board Committees

The Board has constituted its following Permanent Committees:-

- Audit Committee comprising of two independent non-executive Directors and one executive Director.
- Remuneration Committee comprising of one non executive -non-independent director and two independent non-executive Directors.
- Share Transfer Committee comprising of one non-executive non-independent Director and one Executive Director.

d) Composition, meetings and attendance at the Board Committees during the year were as under :-

a) Audit Committee			b) Remuneration Committee		
Members	Date & Attendance		Members	Date & Attendance	
Shri Gautam Khaitan (Chairman)	24.05.2012	Yes	Shri Arvind K Saraf Shri R D Tayal Shri Gautam Khaitan	14.02.2013	Yes
	06.08.2012	Yes			
	12.11.2012	Yes			
	14.02.2013	Yes			
Shri R D Tayal	24.05.2012	Yes			
	06.08.2012	Yes			
	12.11.2012	Yes			
	14.02.2013	Yes			
Shri Radha Nath Pattanayak	24.05.2012	Yes			
	06.08.2012	Yes			
	12.11.2012	Yes			
	14.02.2013	Yes			

- Terms of Reference of Audit Committee

Terms of reference of Audit Committee are in accordance with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchange(s), which, inter alia, include:-

- ◆ Review the adequacy and compliance of internal control systems.
- ◆ Review of Internal Audit Reports.
- ◆ Adequacy of financial disclosures
- ◆ Review of quarterly and annual financial results/ statement.
- ◆ Company's financial and risk management policies.

e) **Share Transfer Committee**

Shri Arvind K Saraf, Chairman and Shri Radha Nath Pattanayak, Whole Time Director are members of the Committee. During the year, twelve meetings of the Committee were held on following dates :-

Sl. No.	Date of Committee Meeting	Number of Directors Present
1	30.04.2012	2
2	31.05.2012	2
3	15.06.2012	2
4	21.09.2012	2
5	11.10.2012	2
6	01.11.2012	2
7	29.11.2012	2
8	03.01.2013	2
9	24.01.2013	2
10	07.02.2013	2
11	28.02.2013	2
12	21.03.2013	2

No share transfer was pending as on 31.03.2013. Shri Amit Sharma, Company Secretary is the Compliance Officer.

3. Remuneration of Non Executive & Executive Directors

The Board has constituted a remuneration committee to recommend/ review remuneration of Whole Time Director/ Managing Director on the basis of their performance.

A. Non-Executive Directors

Non-executive Directors had opted to work without taking any remuneration, for the well being of the Company.

B. Executive Directors

Following remuneration was paid to Whole-Time Director:-

(Rs. in Lacs)

Sl. No.	Name	Salary	Reimbursements (*)	Total
1.	Shri Radha Nath Pattanayak Whole-time Director	18.06	11.94	30.00

(*) His present term of the contract is upto 16th December, 2015.

4. Code of Conduct for Directors and Senior Management

The Company has a well accepted and adopted Code of conduct. The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Whole Time Director is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the financial year 2012-13.

-Sd/-
Whole Time Director

5. General Meetings

A. Annual General Meetings

Last three Annual General Meetings of the company were held as under:-

Relating to	Place	Date & Time
2009-2010	181, Sector-3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana	30 th August, 2010 at 10.30 A.M
2010-2011	181, Sector-3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana	29 th September, 2011 at 10.30 A.M
2011-2012	181, Sector-3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana	29 th September, 2012 at 10.30 A.M

Neither any special resolution was passed through postal ballot at the last Annual General Meeting nor is any such resolution proposed at the forthcoming AGM.

The following were the special resolutions passed in the previous three AGMs

Financial Year	Date of AGM	Particulars
2009-2010 2010-2011	30th August, 2010 29th September, 2011	Nil a) Approval pursuant to section 81(1A) for issue and allotment of such number of shares as may be required. b) Approval pursuant to section 314 for appointment of Mr. Rishabh Saraf holding office or place of profit on remuneration not exceeding Rs. 2.50 Lacs per month. c) Approval pursuant to section 309 for Remuneration by way of commission not exceeding 1 % per annum of the net profits to Mr. Arvind K Saraf, Non-Executive Chairman
2011-2012	29th September, 2012	a) Re-Appointment of Shri Radha Nath Pattanayak as Whole Time Director of Company for a period of three years.

All the other ordinary resolutions as set out in the respective AGM notices were duly passed by the members. No resolution was passed by postal ballot during the year under review.

B. Extra Ordinary General Meetings

Financial Year	Date of EGM	Particulars
2012-2013	16th March, 2013	Approval pursuant to section 81(1A) for issue and allotment of 10 lacs Equity Shares on preferential basis.

6. Disclosures

- (a) The company did not have any materially significant related party transactions, which may have potential conflict with the interest of the company. Nature and particulars of all other related party transactions have been disclosed and are forming part of the notes to the accounts.
- (b) During the last three years, the company has complied with requirements relating to capital markets and no penalty or stricture has been imposed on the company by Stock Exchange(s) or SEBI or any statutory authority.
- (c) It is affirmed that no personnel has been denied access to the audit committee.
- (d) The Company is complying with all mandatory requirements of corporate governance as specified in clause 49 of the listing agreement. Non mandatory requirements of corporate governance are also being complied to a large extent as specified in this report.

7. Means of Communication:

- (a) Quarterly Results : Through Intimation to Stock Exchange.
- (b) Newspaper wherein results normally published : Financial Express & Jansatta
- (b) Shareholder's Grievances/ Complaint : Correspondence through Emails/ Courier/ Registered Letters

8. General Shareholder Information

Next Annual General Meeting

- Date and Time

28th September, 2013 at 10.30 A.M.

- Venue

At the Registered Office of the company

Address for Correspondence :

- Plant Location & Registered Office

181, Sector-3, Industrial Growth Centre, Bawal,
District Rewari, Haryana-123501
Phone No. : 01284-264160-161
Fax No. : 01284-264022

- Corporate Office

F-701A, Lado Sarai
New Delhi-110030
Phone No. : 29523251
Fax No. : 29523020

Financial Calendar (Tentative)

Results for the Quarter ended :-

- 30th June, 2013 : 16th July, 2013
- 30th Sept, 2013 : Last week of October, 2013
- 31st Dec, 2013 : Last week of January, 2014
- Annual Audited Results for 2013-2014 : June, 2014
- AGM for the year 2013-2014 : September, 2014

Book Closure Date

Saturday, 21st September, 2013 to Saturday, 28th September, 2013
(both days inclusive)

Listing of Equity Shares and Stock Code

Bombay Stock Exchange (BSE). The Stock Code is 532914.

Registrars and Transfer Agents

Maheshwari Datamatics Pvt Ltd,
6, Mangoe Lane, 2nd Floor,
Kolkata-700001
Ph:- 033-2248 2248, Fax : 033-51410591

Share Transfer System

The company has entered into Tri-partite Agreement with both NSDL & CDSL. However, Equity shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agents within 21 days of receipt of the documents, if the request is valid and complete in all respects.

Dematerialisation of Shares & liquidity

The Shares of the Company are required to be traded in the dematerialized form. Full liquidity has been provided through tie-ups with NSDL & CDSL and shares can be transferred through Demat accounts of transferor & transferee maintained with recognized DPs. As on 31.03.2013, 19594539 equity shares of Rs 10/- (Ten) Each were dematted, this comes to 97.9727% of the total shareholding.

Demat ISIN Number

INE574I01027

Market Price Data for the financial year

The monthly high and low quotations as well as the volume of shares traded at BSE during the year 2012-13 are as under :-

Monthly Highs and Lows and Volume Traded at the BSE, 2012-13

Months	High (Rs.)	Low (Rs.)	Volume
April,2012	36.00	28.55	22828
May,2012	35.90	27.00	29545
June,2012	35.15	24.45	15008
July,2012	32.50	25.60	23373
August,2012	29.00	24.00	33993
September,2012	28.50	24.50	36833
October,2012	28.20	24.00	32122
November,2012	29.75	24.50	22467
December,2012	48.90	26.50	230105
January,2013	54.90	44.90	265758
February,2013	55.50	46.65	1297600
March,2013	76.70	49.55	866800

9. Distribution of Equity Shareholding as on 31st March, 2013

No. of Equity SharesHeld	No. of Shares Held	% of Shareholding
Upto 500	311552	1.5578
501-1000	79307	0.3965
1001-2000	83411	0.4171
2001-3000	33481	0.1674
3001-4000	22307	0.1115
4001-5000	27957	0.1398
5001-10000	128210	0.6410
10001 and above	19313775	96.5689
Total	20000000	100.0000

For and on behalf of the Board

Place : New Delhi
Date : 16th July, 2013

(Arvind K Saraf)
Chairman

CERTIFICATE FROM PRACTICING COMPANY SECRETARY PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

To

The Members of Arcotech Limited

We have examined the Compliance of conditions of Corporate Governance by Arcotech Limited for the year ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchange in India.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company, for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on 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 Clause 49 of the above-mentioned Listing Agreement.

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

For A Upadhyay & Associates

Place : New Delhi
Date : 16th July, 2013

Abhimanyu Upadhyay
Company Secretary

CEO CERTIFICATION

I, Radha Nath Pattanayak, Whole Time Director of the Company, responsible for the finance function hereby certify that :

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March 2013 and that to the best of their knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) These statements are, to the best of their knowledge and belief, no transactions entered into by the company during the year ended 31st March 2013 which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that i have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and i have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps i have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which i have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place : New Delhi
Date : 16th July, 2013

Whole Time Director

AUDITORS' REPORT

TO THE MEMBERS OF ARCOTECH LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of Arcotech Limited ("the Company") which comprise the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

Management is responsible for the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on 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 accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a. in the case of the Balance Sheet of the state of affairs of the Company as at March 31, 2013;
- b. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") (as amended) issued by the Central Government of India in terms of section 227 (4A) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227 (3) of the Act, we report that:-
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 211(3C) of the Act;
 - e. on the basis of written representations received from the directors as on March 31, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of section 274(1)(g) of the Act.

For SHWETANK JOSHI & CO.
Chartered Accountants
FRN 315093E
SHWETANK JOSHI
(Proprietor)
Membership No : 52238

Place : New Delhi
Date : 27.05.2013

ANNEXURE TO THE AUDITORS REPORT

(Referred to in Paragraph 1 of our report of even date)

- I. a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b. Fixed assets have been physically verified by the management at reasonable intervals during the year and there is a programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. The discrepancies noticed on such verification were not material.
c. During the year, the Company has not disposed of any substantial part of its fixed assets.
- II. a. The Inventories of the Company at all its locations has been physically verified by the management at reasonable intervals.
b. 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 nature of its business.
c. On the basis of our examination of records of inventories and according to the information and explanations given to us, in our opinion, the company is maintaining proper record of inventories. The discrepancies noticed on such physical verification of inventories as compared to the books of records were not material.
- III. According to the information and explanations given to us, the Company has neither granted nor taken any loan secured or unsecured to/ from companies, firms and/or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and sale of goods. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control systems.
- V. In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Accordingly clause 4(v)(b) of the order is not applicable.
- VI. The company has not accepted any fresh deposits from the public during the year.
- VII. In our opinion, the company has an internal audit system commensurate with the size of the Company and nature of its business.
- VIII. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- IX. a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is generally regular in depositing the statutory dues including Provident Fund, investor education and protection fund, employees state insurance, Income Tax, sales tax, wealth tax, Service Tax, Customs Duty and Excise Duty, Cess and other material statutory dues as applicable with appropriate authorities.
b. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were in arrears as at 31.03.2013 for a period of more than six months from the date they become payable.
c. According to the information and explanations given to us, there are no dues relating to Income Tax, Sales Tax, Wealth Tax, Service Tax Custom Duty, Excise Duty and Cess as at 31st March, 2013, which have not been deposited on account of any dispute.
- X. The company has no accumulated losses as at 31st March, 2013 and has not incurred cash losses in the financial year ended on that date or in the immediately preceding financial year.
- XI. According to information and explanations given to us and the records of the Company examined by us, the company has not defaulted in repayment of dues to a financial Institutions or bank.
- XII. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debenture and other securities.
- XIII. In our opinion the Company is not a chit fund or nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the order are not applicable to the Company.
- XIV. In our opinion, the Company is not dealing or trading in shares, securities, debentures or other investments.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by the others from bank or financial institutions during the year.
- XVI. According to the information and explanations given to us, the term loans were used for the purpose it has been taken.
- XVII. According to the information and explanations given to us, and on an overall examination of the Balance Sheet and Cash Flow Statement of the Company, we report that no funds raised on short term basis have been used for long term investment and vice versa.
- XVIII. The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- XIX. The Company has not issued any debentures during the year.
- XX. The Company has not raised any money through Public issue during the year.
- XXI. During the course of our examination of books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year nor have we been informed of such case by the management.

For SHWETANK JOSHI & CO.
Chartered Accountants
FRN 315093E
SHWETANK JOSHI
(Proprietor)
Membership No : 52238

Place : New Delhi
Date : 27.05.2013

BALANCE SHEET AS AT 31ST MARCH, 2013

PARTICULARS	NOTE NO.	AS AT 31.03.2013	AS AT 31.03.2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	200,000,000	200,000,000
(b) Reserves and Surplus	2	798,087,296	569,027,186
(2) Share application money pending allotment	3	51,000,000	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	160,841,021	55,788,935
(b) Deferred tax liabilities (Net)	5	56,294,202	9,674,143
(4) Current Liabilities			
(a) Short-term borrowings	6	1,190,011,447	716,206,814
(b) Trade payables	7	691,977,943	442,460,381
(c) Other current liabilities	8	114,453,114	67,334,526
(d) Short-term provisions	9	80,732,909	29,206,410
Total		3,343,397,932	2,089,698,395
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	691,898,911	491,725,608
(ii) Capital work-in-progress		16,873,977	20,690,648
(b) Non-current investments	11	69,700	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	12	2,838,686	1,848,072
(e) Other non-current assets	13	40,415,865	2,665,122
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	14	1,104,358,130	679,806,647
(c) Trade receivables	15	1,259,517,010	768,288,170
(d) Cash and cash equivalents	16	88,789,206	46,144,812
(e) Short-term loans and advances	17	138,636,447	76,055,246
(f) Other current assets	18	-	2,474,070
Total		3,343,397,932	2,089,698,395

Notes on Accounts and Significant Accounting policies 27

Notes on Accounts referred to above form an Integral part of this Balance Sheet.
As per our report of even date attached.

For SHWETANK JOSHI & CO.
Chartered Accountants

A. K. SARAF
Chairman

G. KHAITAN
Director

R. N. PATTANAYAK
Whole Time Director

SHWETANK JOSHI
Proprietor
Membership No. 52238

R. D. TAYAL
Director

AMIT SHARMA
Company Secretary
& Finance Manager

Place : New Delhi
Date : 27.05.2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2013

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2013	YEAR ENDED 31.03.2012
Revenue from Operations			
Gross Sales	19	4,123,597,785	2,784,643,750
Less : Excise duty		432,860,561	256,246,847
Net Sales		3,690,737,224	2,528,396,903
Other Income	20	4,404,124	1,558,989
Total Revenue		3,695,141,348	2,529,955,892
Expenditure:			
a. Increase/Decrease in Finished Goods, Stock in Trade and Work-in Progress	21	(87,849,521)	(185,450,304)
b. Cost of Materials Consumed	22	3,058,908,966	2,166,446,577
c. Power and Fuel		87,215,285	59,308,850
d. Employees Cost	23	63,624,547	53,294,818
e. Depreciation	10	27,938,113	22,277,428
f. Other Expenditure	24	99,790,719	52,350,836
Total Expenditure		3,249,628,109	2,168,228,205
Profit from Operations before Other Income, Finance Cost & Exceptional Items		445,513,239	361,727,687
Other Income	20	15,551,958	3,650,301
Profit before Finance Cost & Exceptional Items		461,065,197	365,377,988
Finance Cost	25	153,857,686	134,547,611
Profit after Finance Cost but before exceptional items		307,207,511	230,830,377
Exceptional items		-	-
Profit (+)/Loss (-) from Ordinary Activities before tax		307,207,511	230,830,377
Provision for Tax			
-Current Tax		61,465,312	26,400,000
+Mat Credit Entitlement		(33,749,163)	-
-Deferred Tax		46,620,058	27,034,680
-Tax in respect of earlier years		3,811,194	-
Net profit (+)/Loss (-) from Ordinary Activities after tax		229,060,110	177,395,697
Extraordinary Items (net of Tax Expense)		-	-
Net Profit (+)/Loss (-) for the period		229,060,110	177,395,697
Earning Per Share-Basic	26	11.45	8.87
¹ -Diluted		11.43	8.87
Notes on Accounts and Significant Accounting policies	27		

Notes on Accounts referred to above form an Integral part of this Profit & Loss Account.
As per our report of even date attached.

For SHWETANK JOSHI & CO.
Chartered Accountants

A. K. SARAF
Chairman

G. KHAITAN
Director

R. N. PATTANAYAK
Whole Time Director

SHWETANK JOSHI
Proprietor
Membership No. 52238

R. D. TAYAL
Director

AMIT SHARMA
Company Secretary
& Finance Manager

Place : New Delhi
Date : 27.05.2013

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013 AS PER LISTING AGREEMENT

(Rupees in Lacs)

Particulars	2012-2013	2011-2012
A) Net Profit before Tax & Extra-Ordinary Items	3072.08	2308.30
- Adjustment for :-		
- Depreciation	279.38	222.77
- Interest	1538.58	1345.48
Operating Profit before Working Capital Charges	4890.03	3876.55
- Adjustment for :-		
- Trade & Other Receivable	(4912.29)	(1224.87)
- Inventory	(4245.51)	(2049.99)
- Trade Payable	8219.67	3241.03
Cash Generated from Operations	3951.90	3842.72
- Interest Paid	(1538.58)	(1345.48)
- Direct Taxes Paid	(315.27)	(264.00)
Net Cash Generated before Extra Ordinary Items	2098.05	2233.25
- Extra Ordinary Items :-	-	-
- Reconciliation & Settlement	-	-
Net Cash from Operating Activities	2098.05	2233.25
B) Cash Flow from Investing Activities		
- Purchase / Sale of Fixed Assets	(2281.11)	(1013.76)
- Increase / Decrease in Loans & Advances	(988.48)	(551.89)
- Increase / Decrease in Capital Work in Progress	38.17	(54.60)
- Increase / Decrease in Investment	(0.70)	0.00
Net Cash Used in Investing Activities	(3232.13)	(1620.25)
C) Cash Flow from Financing Activities		
- Increase in Share Capital	-	-
- Increase / Decrease Share Application Money	510.00	-
- Increase / Repayment / Relief's of Long Term Borrowing	1050.52	(368.81)
Net Cash used in Financing Activities	1560.52	(368.81)
- Net Increase / Decrease in Cash & Cash Equivalents	426.44	244.19
D) Cash & Cash Equivalents		
- Opening Balance	461.45	217.26
- Closing Balance	887.89	461.45

For SHWETANK JOSHI & CO.
Chartered Accountants

A. K. SARAF
Chairman

G. KHAITAN
Director

R. N. PATTANAYAK
Whole Time Director

SHWETANK JOSHI
Proprietor
Membership No. 52238

R. D. TAYAL
Director

AMIT SHARMA
Company Secretary
& Finance Manager

Place : New Delhi
Date : 27.05.2013

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
-------------	---------------------	---------------------

1. SHARE CAPITAL

Authorised	350,000,000	350,000,000
3,50,00,000 (Previous Year 3,50,00,000)		
Equity Share of Rs.10/- each (Previous Year Rs.10/- each)		
Issued, Subscribed and Paid-up	200,000,000	200,000,000
2,00,00,000 (Previous Year 2,00,00,000)		
Equity Share of Rs.10/- each (Previous Year Rs.10/- each)		

1.1 Since, the shares outstanding at the beginning and at the end of the reporting period are same, reconciliation of the figures is not required

1.2 Details of shareholders holding more than 5% shares in the company

	<u>As At 31.03.2013</u>		<u>As At 31.03.2012</u>	
	Nos of Shares	% holding	Nos of Shares	%holding
Arvind K Saraf	1219750	6.10	1219750	6.10
Sidhant Distributors Pvt Ltd	4813940	24.07	4813940	24.07
Vasudha Commercial Pvt Ltd	3773920	18.87	3773920	18.87
Her Clothing Pvt Ltd	1250000	6.25	1250000	6.25

2. RESERVE AND SURPLUS

Opening Surplus in Statement of Profit and Loss	569,027,186	391,631,489
Addition during the year	229,060,110	177,395,697
Closing Surplus in Statement of Profit and Loss	798,087,296	569,027,186

3. SHARE APPLICATION MONEY PENDING ALLOTMENT

As at 31 March 2013, the Company has received an amount of RS 5,10,00,000.00 towards share application money towards 1000000 equity shares having face value of Rs 10/- per share of the Company at a premium of Rs 41/- per equity share aggregating to Rs 51/- per share on pari passu basis. The share application money was received from promoter group pursuant to an invitation to offer shares on preferential issue basis. The approval of share holders were accorded to the issue in an Extra Ordinary General Meeting held on 16th March, 2013. The in-principal approval was recieved from BSE vide its letter no. DCS/PREF/RT/PRE/008/2013-14 dated 02.04.2013. The allotment of shares was made on 3rd April, 2013. The Company has sufficient authorised capital to cover the allotment of these shares.

4. LONG TERM BOROWING

	<u>Non Current</u>		<u>Current</u>	
	AS AT 31.03.2013	AS AT 31.03.2012	AS AT 31.03.2013	AS AT 31.03.2012
SECURED LOANS- FROM BANKS				
Term Loans	156,536,107	55,788,935	58,000,000	28,000,000
Vehicle Loans	4,304,914	-	1,217,166	966,598

4.1 Term loan-I from the bank was taken during the FY 2009-10 and carries interest @ BR+4.25% repayble in quarterly installments of Rs 70.00 Lacs.

4.2 Fresh Term loan of Rs 15.00 Crores was taken during the FY 2012-13 and carries interest @ BR+4.25% repayble in quarterly installments of Rs 75.00 lacs.

4.3 The loan is secured by way of equitable mortgage/ hypothecation of land, plant & machinery and building and other fixed assets of the Company and personal guarantee of the promoter director.

4.4 Current Maturities of Long Term Loans have been considered as Other Current Liabilites in Note No. 8

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
5. <u>DEFERRED TAX</u>		
Deferred Tax Liability on account of		
i) Depreciation for the year	NIL	NIL
Deferred Tax Assets on account of		
i) Depreciation for the year	(57,384,444)	(29,425,855)
ii) Accumulated Depreciation	-	31,901,674
iii) Other Employee Benefits	1,090,242	(12,149,962)
Net Deferred Tax Assets/ (Liability)	(56,294,202)	(9,674,143)
6. <u>SHORT TERM BORROWINGS</u>		
SECURED BORROWING		
<u>Working Capital Limits</u>	1,187,617,779	713,813,146
UNSECURED LOANS		
Fixed Deposits	2,393,668	2,393,668
Total	1,190,011,447	716,206,814
6.1 The cash credit is repayable on demand and carries interest @ BR+3.75%.		
6.2 Cash credit from banks is secured by way of hypothecation of charge on entire current assets i.e raw material, finished goods, semi finished goods, stores and book debts and personal guarantee of the promoter director.		
7. <u>TRADE PAYABLES</u>		
Creditors for Raw Material and Stores	691,977,943	442,460,381
Total	691,977,943	442,460,381
8. <u>OTHER CURRENT LIABILITIES</u>		
Creditors for Capital Goods	31,762,404	18,487,443
Expenses Payable	22,393,266	19,880,485
Advance from Customers	1,080,278	-
Long term Loan- Current Maturities	58,000,000	28,000,000
Vehicle Loan- Current Maturities	1,217,166	966,598
Total	114,453,114	67,334,526
8.1 Expense payable includes Rs 1054751/- (Previous year Rs 896356/-) towards statutory dues.		
9. <u>SHORT TERM PROVISIONS</u>		
Provision for Gratuity	2,391,165	1,936,182
Provision for Leave Benefit	968,596	862,392
Provision for MAT	77,373,148	26,407,836
Total	80,732,909	29,206,410
9.1 Provision for leaves include current maturity amount of Rs 30,807/- (previous year Rs 53,938/-)		

10. FIXED ASSETS

<u>COST OR VALUATION</u>	Land	Buildings	Plant & Machinery	Furniture	Office Equipment	Vehicles	Total
Gross Value as at 1 April 2011	13,104,000	107,786,482	610,000,258	10,172,900	2,622,123	8,257,581	751,943,344
Additions	-	10,866,915	90,265,364	113,749	130,434	-	101,376,462
Disposals	-	-	-	-	-	-	-
Gross Value as at 31 March 2012	13,104,000	118,653,397	700,265,622	10,286,649	2,752,557	8,257,581	853,319,806
Additions	13,241,488	15,085,259	191,644,968	1,236,225	767,826	6,135,650	228,111,416
Gross Value as at 31 March 2013	26,345,488	133,738,656	891,910,590	11,522,874	3,520,383	14,393,231	1,081,431,222
<u>DEPRECIATION</u>							
At 1 April 2011	-	6,484,118	322,619,584	6,343,535	734,683	3,134,850	339,316,770
Charge for the year	-	3,788,972	16,683,606	648,917	360,441	795,492	22,277,428
Disposals	-	-	-	-	-	-	-
At 31 March 2012	-	10,273,090	339,303,190	6,992,452	1,095,124	3,930,342	361,594,198
Charge for the year	-	4,128,456	21,705,956	684,305	379,171	1,040,225	27,938,113
Disposals	-	-	-	-	-	-	-
At 31 March 2013	-	14,401,546	361,009,146	7,676,757	1,474,295	4,970,567	389,532,311
Net Block as at 31 March 2013	26,345,488	119,337,110	530,901,444	3,846,117	2,046,088	9,422,664	691,898,911
Previous Year	13,104,000	108,380,307	360,962,432	3,294,197	1,657,433	4,327,239	

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
11. NON CURRENT INVESTMENTS		
Investment in Subsidiary (Trade, Unquoted) Arcotech International Ltd- Hongkong -10000 Equity Shares of HKD 1 per share	69,700	-
Total	69,700	-
12. LONG TERM LOANS & ADVANCES		
Deposits considered good	2,838,686	1,848,072
Total	2,838,686	1,848,072
13. OTHER NON CURRENT ASSETS		
Fixed Deposits	40,415,865	2,665,122
Total	40,415,865	2,665,122
13.1 Fixed deposits have been used as margin money for availment of Non Fund Based limits from Banks.		
14. INVENTORIES (As taken, valued and certified by the Management)		
Raw Materials	383,890,177	75,824,770
Finished Goods	341,822,965	44,543,555
Semi-Finished Goods	320,922,000	530,351,889
Stores, Spares & Packing Materials	57,722,988	29,086,433
Total	1,104,358,130	679,806,647
15. TRADE RECEIVABLES & OTHER ASSETS		
Unsecured and considered good Debtors Outstanding for a period exceeding six months from the date they are due for payment	18,870,225	10,985,706
Other receivables		
Unsecured, considered good	1,240,646,785	757,302,464
Total (A + B)	1,259,517,010	768,288,170
16. CASH & CASH EQUIVALENTS		
Cash and Cash Equivalent	187,286	957,467
Balance with Banks	123,079	145,764
Deposits (with original maturity of less than 12 months)	88,478,841	45,041,581
Total	88,789,206	46,144,812
16.1 Fixed deposits have been used as margin money for availment of Non Fund Based limits from Banks.		
17. SHORT TERM LOANS & ADVANCES		
Security Deposits	1,680,361	800,370
MAT Credit Entitlement	33,749,163	-
Advances recoverable in cash or kind	103,206,923	75,254,876
Total	138,636,447	76,055,246
18. OTHER CURRENT ASSETS		
Interest accrued on fixed deposits	-	2,474,070
Total	-	2,474,070

ARCOTECH LTD.

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PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012	
19. REVENUE FROM OPERATIONS			
Sale of Non Ferrous Semis	4,102,024,902	2,750,772,813	
Job Work- Non Ferrous Semis	21,572,883	33,870,937	
Total	4,123,597,785	2,784,643,750	
20. OTHER INCOME			
OPERATING			
Insurance Claims Recd	402,534	-	
Misc. Sales	1,411,542	919,825	
Custom Duty - Draw Back (Export Sales)	2,590,048	639,164	
TOTAL (A)	4,404,124	1,558,989	
NON OPERATING			
Interest on Fixed Deposits (TDS Rs.972334/-)	7,300,763	2,820,877	
Interest on Debtors	282,979	238,871	
Interest on Security Deposit-DHBVN	292,000	-	
Sundry Liabilities Written Off	7,676,216	-	
Interest on Income Tax Refund	-	33,929	
Income on Forex Differences	-	556,624	
TOTAL (B)	15,551,958	3,650,301	
21. (INCREASE)/ DECREASE IN INVENTORIES			
	AS AT 31.03.2013	AS AT 31.03.2012	(Increase)/ Decrease
Closing Stock			
- Finished	341,822,965	44,543,555	297,279,410
- Semi Finished	320,922,000	530,351,889	(209,429,889)
Total (A)	662,744,965	574,895,444	87,849,521
Opening Stock			
- Finished	44,543,555	46,066,720	(1,523,165)
- Semi Finished	530,351,889	343,378,420	186,973,469
Total (B)	574,895,444	389,445,140	185,450,304
Net Increase / Decrease (A - B)	87,849,521	185,450,304	(97,600,783)
22. COST OF RAW MATERIAL & COMPONENTS CONSUMED			
A. CONSUMPTION OF RAW MATERIAL			
Opening Stock	75,824,771	53,646,335	
Add: Purchases	3,328,714,317	2,161,211,810	
	3,404,539,088	2,214,858,145	
Less: Closing Stock	383,890,177	75,824,771	
Consumption (A)	3,020,648,911	2,139,033,374	
B. CONSUMPTION OF CONSUMABLE			
Opening Stock	29,086,433	31,695,389	
Add: Purchases	85,429,783	24,804,247	
	114,516,216	56,499,636	
Less: Closing Stock	57,722,988	29,086,433	
Less: Consumable Capitalised	18,533,173	-	
Consumption (B)	38,260,055	27,413,203	
Total Consumption (A + B)	3,058,908,966	2,166,446,577	

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
23. EMPLOYEE COST		
Salary & Wages (Including Allowances)	53,547,556	43,953,457
Directors Remuneration (including reimbursements)	3,000,000	3,000,000
Contribution towards ESI & EDLI	1,131,755	917,178
Contribution towards EPF & FPF	1,339,105	1,155,632
Contribution towards L.W.F	108,235	48,620
Gratuity	598,925	640,765
Leave Pay	311,440	340,520
Staff Welfare	3,587,531	3,238,646
TOTAL	63,624,547	53,294,818
24. OTHER EXPENSES		
Repair & Maintenance		
-For Building	347,154	430,400
-For Machinery	1,863,418	1,018,855
-For Others	266,378	214,259
Rent, Rates and Taxes	1,559,678	1,348,838
Insurance	1,977,261	1,227,365
Legal & Professional Charges	5,427,420	2,375,953
Purchase Procurement Expenses	12,515,320	8,060,891
Selling, Distribution & Bill Factoring	6,278,687	1,960,235
Transportation Charges	7,823,711	6,945,103
Miscellaneous & Administrative Expenses	10,469,426	7,211,290
Travelling & Conveyance -Directors (Including Foreign Travel Rs.1642440/- Previous Year Rs.3194494/-)	2,263,292	3,887,230
Travelling & Conveyance -Others (including Foreign Travel Rs 664750/- Previous Year - Rs 177905/-)	3,865,509	3,123,760
Foreign Exchange Difference	1,220,641	-
Payment to Auditors		
- For Statutory Audit	500,000	400,000
- For Tax Audit	40,000	40,000
- For Internal Audit / Stock Audit	40,000	177,465
Bank Charges and Commission	43,332,824	13,929,192
TOTAL	99,790,719	52,350,836
24.1 24.1 Miscellaneous expenses exceeding 1% of revenue or Rs 1,00,000/- whichever is higher is NIL		
25. FINANCE COST		
- Working Capital Loan	116,099,172	79,897,574
- Term Loan	19,578,378	16,051,238
- Interest on Letter of Credit	18,180,136	38,598,799
TOTAL	153,857,686	134,547,611
26. EARNING PER SHARE		
Basic		
Profit/(Loss) after tax	229,060,110	177,395,697
Nos of Equity Shares	20,000,000	20,000,000
EPS- Basic	11.45	8.87
Diluted		
Profit/(Loss) after tax	229,060,110	177,395,697
Nos of Equity Shares	20,048,490	20,000,000
EPS- Diluted	11.43	8.87

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average numbers of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

FORMING PART OF STATEMENT OF ACCOUNTS AS ON AND FOR THE YEAR ENDED 31ST MARCH 2013

27. NOTES ON ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES:

1. **Significant Accounting Policies:**

(a) **Basis of Accounting**

Financial Statements are prepared under historical cost convention on accrual basis except those disclosed in notes on accounts.

(b) **Revenue Recognition**

Sales are recognized on dispatch of materials to customers.

(c) **Employee Benefits**

i) **Defined Contribution Plan:**

Contribution to Provident Fund, which is defined contribution retirement plan, is charged to the Statement of Profit & Loss in the period in which the contributions are incurred.

ii) **Defined Benefit Plan:**

Retirement benefits in the form of Gratuity and leave encashment are determined on actuarial valuation using projected unit credit method at the balance sheet date and are charged to Statement of Profit & Loss.

(d) **Fixed Assets**

(i) Fixed assets are stated at cost of acquisition inclusive of freight, duties and incidental expenses, etc.

(ii) Depreciation on fixed assets has been charged on Straight Line Method at the rates and in the manner, prescribed under Schedule XIV of the Companies Act, 1956.

(e) **Investments**

Investments, if any, are stated at cost.

(f) **Inventories**

(i) Inventories of Raw Materials, Stores & Consumable are valued at cost.

(ii) Inventories of Work in Process are valued at lower of cost and net realizable value.

(iii) Inventories of Finished Goods are valued at cost or market value whichever is lower.

(iv) Salable dust and scrap are valued at estimated realizable value.

(g) **Foreign currency translation**

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date.

Exchange differences

The company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

(i) Transactions reported in foreign currencies are recorded at the exchange rate prevailing on the date of transaction or that approximates the actual rate at the date of transaction.

(ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates.

(iii) Any income or expenditure on account of foreign exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

(h) **Contingent Liabilities**

Contingent liabilities are not provided for in the books of accounts and are disclosed by way of note to the accounts.

(i) Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable Income for the period. Deferred Tax is recognized subject to considering prudence on timing differences being the differences between taxable Income and Accounting Income that originate in one period and are capable of reversal in one or more subsequent period. Deferred Tax Asset for the current year has been created taking into account the unabsorbed depreciation and carry forward of losses of earlier years.

MAT under the provisions of Income Tax Act, 1961 is recognized as current tax in the statement of profit and loss. The credit available under the act in respect of MAT paid is recognized as an asset only when and to the extent convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. MAT credit recognized as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

2. Other Notes to the Accounts**i) Related party disclosures****a) List of related parties:**

- i. Key management personnel
 1. Mr. A K Saraf (Chairman)
 2. Mr. Rishabh Saraf (Vice President)
 3. Mr. R N Pattanayak (Whole Time Director)
- ii. Relative of key management personnel with whom transactions have taken place: NIL
- iii. Other related parties
 1. Arcotech International Ltd.-100% subsidiary
 2. Arcotech Info Ltd.
 3. Arcotech Biochem Ltd.
 4. Arcotech Uniexpat Ltd.
 5. Medsave Healthcare (TPA) Ltd.
 6. Sidhant Distributors Pvt Ltd.
 7. Vasudha Commercial Pvt. Ltd.
 8. Jeevan Vihar Properties Pvt. Ltd.
 9. Sarathi Infrastructure Pvt Ltd.

- b) Transactions with related parties: there are no transactions in the year with the related parties which need to be reported except : i) Remuneration paid to Mr. R N Pattanayak, Whole Time Director aggregating to Rs 3000000/- and Mr. Rishabh Saraf, Vice President aggregating to Rs 900000/- including reimbursements. ii) Advance given to Arcotech International Limited-100% subsidiary of Rs 84467/-.

- ii) Contingent Liability not provided for : - NIL
- iii) There are no Micro, Small and Medium enterprises to whom the Company owed dues, which were outstanding for more than 45 days during the year.
- iv) Provision for the current tax has been made as Minimum Alternate Tax (MAT) pursuant to the provisions of Section 115 JB of Income Tax Act, 1961.
- v) Information required under paragraph 3,4C & 4D of Part-II of Schedule VI (Revised) of the Companies Act, 1956 are annexed therewith as per Annexure-I
- vi) Previous years figures have been recast, re-classified, re-grouped wherever considered necessary.

28. The disclosures required under Accounting Standard (AS-15) "Employee Benefit" notified in the Companies (Accounting Standard Rules, 2006) are as given below:

(a) Defined Benefit Plan

Particulars	Leave Encashment (Non Funded) 2012-13	Gratuity (Non Funded) 2012-13	Leave Encashment (Non Funded) 2011-12	Gratuity (Non Funded) 2011-12
Expenses recognized in the statement of Profit & Loss Account				
i) Current Service Cost	180,837	623,623	304,451	575,987
ii) Past Service Cost	-	-	-	-
iii) Interest Cost	73,240	194,731	54,492	110,412
iv) Expected return on plan assets	-	-	-	-
v) Actuarial (Gains)/ Losses	57,363	(219,429)	742	(45,634)
vi) Total Expense	311,440	598,925	359,685	640,765
Net Asset/ (Liability) recognized in the Balance Sheet as at year end				
i) Present Value at defined benefit obligation	968,596	2,391,165	862,392	1,936,182
ii) Fair value of plan assets	-	-	-	-
iii) Funded status [Surplus/ (Deficit)]	(968,596)	(2,391,165)	(862,392)	(1,936,182)
iv) Net Asset / (Liability)	(968,596)	(2,391,165)	(862,392)	(1,936,182)
Change in Obligation during the year				
i) Present Value at defined benefit obligation at the beginning of the year	862,392	1,936,182	639,332	1,295,417
ii) Current Service Cost	180,837	623,623	304,451	575,987
iii) Past Service Cost	-	-	-	-
iv) Interest Cost	73,240	194,731	54,492	110,412
v) Actuarial (Gains)/ Losses	57,363	(219,429)	742	(45,634)
vi) Payment Benefits	(205,236)	(143,942)	(136,625)	-
vii) Present Value at defined benefit obligation at the end of the year	968,596	2,391,165	862,392	1,936,182
Change in the Assets during the year				
i) Fair value of the plan assets at the beginning of the year	-	-	-	-
ii) Expected return on plan assets	-	-	-	-
iii) Contributions by employer	-	-	-	-
iv) Actual Benefits paid	-	-	-	-
v) Actuarial (Gains)/ Losses	-	-	-	-
vi) Fair value of the plan assets at the end of the year	-	-	-	-
vii) Total actual return on plan assets	-	-	-	-
Actuarial gain/ Loss Recognised				
i) Actuarial gain/(loss) for the period- Obligation	(57,363)	219,429	742	(45,634)
ii) Actuarial gain/(loss) for the period- Plan Assets	-	-	-	-
iii) Total (gain)/Loss for the period	57,363	(219,429)	742	(45,634)
iv) Actuarial (gain)/loss recognised in the period	57,363	(219,429)	742	(45,634)
v) Unrecognised actuarial (gains)/ losses at the end of period	-	-	-	-
vi) Experience Adjustment loss/ (gain)- Plan	-	-	-	-
vii) Experience Adjustment loss/ (gain)- Obligations	5,768	(343,636)	(237,006)	(731,306)
The major categories of plan assets as % of total plan				
i) Insurer Managed Funds	N.A		N.A	
Actuarial Assumptions				
ii) Discount Rate	8.50% P.A	8.50% P.A	8.50% P.A	8.50% P.A
iii) Expected rate of return on plan assets	N.A	N.A	N.A	N.A
iv) Mortality	LIC (1994-96) ultimate	LIC (1994-96) ultimate	LIC (1994-96) ultimate	LIC (1994-96) ultimate
v) Salary Escalation	6.00% P.A	6.00% P.A	6.00% P.A	6.00% P.A

(b) Defined Contribution Plans

Employer's contribution to provident fund charged off during the year ended 31st March, 2013 of Rs 1339105 lacs (previous year 8.84 lacs) has been included under the head Personnel Expenses (Note No. 23).

ANNEXURE-I

INFORMATION AS REQUIRED UNDER PARAGRAPHS 3, 4C & 4D OF PART II OF SCHEDULE VI (REVISED) OF THE COMPANIES ACT' 1956

I. CONSUMPTION OF RAW MATERIALS

	<u>Value (Rs.)</u>
Non-ferrous metals	3,020,648,911 (2,139,033,374)

II. TOTAL VALUE OF RAW MATERIAL, STORES & SPARES CONSUMED

	<u>Percentage %</u>	<u>Value (Rs.)</u>
Raw Materials :		
Imported	4.85 (0.87)	146,501,076 (18,542,989)
Indigenous (including materials purchased through canalised agencies)	95.15 (99.13)	2,874,147,835 (2,120,490,385)
Stores & Spares :		
Imported	NIL NIL	NIL NIL
Indigenous	100 (100)	38,260,055 (27,413,203)

III. C.I.F VALUE OF IMPORTS

	<u>2012-13</u>	<u>2011-12</u>
Raw Materials	146,501,076	18,542,989
Components & Spare Parts	928,696	-
Capital Goods	-	-

IV. Expenditure In Foreign Currency During the Financial Year on Account of Royalty, Know-How, Professional Consultancy Fees, Interest And Other Matters

Nil Nil

V. Amount remitted during the year in foreign currency as dividend

Nil Nil

No. of Non Resident Shareholders
No. of Shares Held
Amount of Dividend
Year to which the Dividend Relates

VI. FOB Value of Exports

103,398,952 25,277,550

ARCOTECH LTD.

181, Industrial Growth Centre, Sector-3, Bawal, Distt. Rewari (Haryana)

PROXY FORM

Folio No./Client ID No. No. of Shares.....

I/Webeing a

Resident of.....being a member/members of the above named Company hereby appoint Mr./Mrs./Miss

Resident of..... as my/our proxy to vote for me/us on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Saturday, the 28th day of September, 2013 at 10.30 A.M. and at any adjournment thereof.

Signed this..... day of 2013.

Signature.....

Affix
Rupee 1
Revenue
Stamp

- Note :**
- a) The Form should be signed across the stamp as per specimen signature registered with the Company.
 - b) The Proxy Form, in order to be effective, must be deposited at the Registered Office of the Company before 48 hours of the time fixed for holding the meeting.

----- **Tear Here** -----

ARCOTECH LTD.

181, Industrial Growth Centre, Sector-3, Bawal, Distt. Rewari (Haryana)

ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING

Folio No./Client ID No.

Particulars to be completed by Member

Full Name of Shareholder / Proxy

attending the Meeting

(IN BLOCK LETTERS)

Full Name of First Holder

(If Joint Holder/proxy attending).....

(IN BLOCK LETTERS)

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING held at the Registered Office situated at 181, Industrial Growth Centre, Sector-3, Bawal, Distt. Rewari (Haryana).

..... Saturday, the 28th day of September, 2013.

.....
(Signature of Member/Proxy)

- Note :** Please complete and sign this attendance slip and handover at the entrance of the Meeting hall. Only member(s) or their proxies with this attendance slip will be allowed entry to the meeting.



ARCOTECH LTD.

F-701A, Lado Sarai, New Delhi-110030 Ph.: +91-11-29523251 Fax : +91-11-29523020
E-mail : contact@arcotech.in, Website : www.arcotech.in

FORM A

1	Name of the Company	Arcotech Limited
2	Annual Financial Statements for the year ended	31 st March, 2013
3	Type of Audit observation	Unqualified
4	Frequency of observation	NA
5	To be signed by- <ul style="list-style-type: none">• CEO/ Managing Director/ Wgfvhole Time Director• CFO• Auditor of the company• Audit Committee Chairman	Mr. Radha Nath Pattanayak

For ARCOTECH LTD.
R. K. Pillay
Director