

TWENTY SECOND ANNUAL REPORT 2011-2012 OF PRESHA METALLURGICAL LIMITED

(Formally Known as JALAN METALLURGICAL LIMITED)

BOARD OF DIRECTOR

NILESHKUMAR HASMUKLAL KHATRI	- DIRECTOR
KAMLESH THOTHAWALA	- DIRECTOR
RAMANLAL NAGJIBHAI TRIVEDI	- DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Unite No. 9, Shiv Shakti Industrial Estate, Ground Floor,
JR Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai- 400011,
Ph No: 22-2301 6761 / 8261
Fax No: 22-2301 2517

REGISTERED OFFICE

A/302, MARUTI COMPLEX, NR NATUBHAI CIRCLE,
GOTRI ROAD, VADODARA-390006,
GUJARAT, INDIA

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NOTICE

NOTICE is hereby given that the **Twenty Second Annual General Meeting** of the Members of **PRESHA METALLURGICAL LIMITED** (Formally known as JALAN METALLURGICAL LIMITED) will be held at the Registered Office of the Company at **A/302, MARUTI COMPLEX, NR NATUBHAI CIRCLE, GOTRI ROAD, VADODARA-390006, GUJARAT, INDIA** on **Friday, 31st day of August, 2012 at 2:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Kamlesh Thothawala**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N] be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Ramanlal Nagjibhai Trivedi, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 1st July, 2011 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr. Ramanlal Nagjibhai Trivedi**, be and is hereby appointed as a Director, subject to retire by rotation of the Company"

**By Order of the Board
For, PRESHA METALLURGICAL LIMITED**

**PLACE: VADODARA
DATE: 03.08.2012**

**(KAMLESH THOTHAWALA)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.

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5. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2012 to 31st August, 2012.
7. M/s. Purva Sharegistry (India) Private Limited having its registered office at 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Mumbai-400011, Maharashtra, INDIA are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
8. The relevant Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed hereto.
9. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

MR. KAMLESH THOTHAWALA is Director of the Company. He has been associated with the Company w.e.f. 30th September, 2003. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Kamlesh Thothawala retires by rotation and being eligible offers himself for re-appointment.

ANNEXURE TO NOTICE:

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

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No.4

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr. Ramanlal Nagjibhai Trivedi, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 1st July 2011 Who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of MR .RAMANLAL NAGJIBHAI TRIVEDI, a director subject to retirement by rotation.

None of the Directors except Mr. Ramanlal Nagjibhai Trivedi is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

**By Order of the Board
For, PRESHA METALLURGICAL LIMITED**

**PLACE: VADODARA
DATE: 03.08.2012**

**(KAMLESH THOTHAWALA)
CHAIRMAN**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the Twenty Second Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2012**.

REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs.358412. The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

CHANGE OF BOARD OF DIRECTORS:

Mr. Kamlesh Thothawala Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr. Ramanlal Nagjibhai Trivedi was appointed as additional directors of the Company with effect from 01.07.2011 and is eligible for re-appointment as directors of the Company at the forthcoming Annual General Meeting and whose period of office will be liable to retire by rotation.

Mr. Dhaval Shethwala was ceased as a Director of the Company with effect from 01.07.2011 due to resignation. The management appreciated the services given by him during the tenure of the office as a Director.

CHANGES IN CAPITAL STRUCTURE:☆ **Authorised Share Capital**

During the period under review, Company in Extra Ordinary General Meeting held on 21st April, 2011 has increased the Authorized Share Capital of the Company from Rs. 500 Lacs to Rs. 1500 Lacs. Thus, at present the Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lacs) equity share of Rs.10/- (Rupees Ten Only) each.

☆ **Issued and Paid-up Share Capital**

The Company in its Board Meeting held on 4th May 2012, converted and allotted 1,00,00,000 (One Crore) convertibles fully paid warrant in to equal number of equity shares of Rs.10/- each per share on preferential basis to other then promoters. Accordingly, after said allotment, the issued and paid-up share Capital of the Company stood at Rs.14,28,98,000- (Rupees Fourteen Crore Twenty Eight Lacs Ninety Eight Thousand Only), comprising of 1,42,89,800 (One Crore Forty Two Lacs Eighty Nine Thousand Eight Hundred) equity share of Rs.10/- (Rupees Ten Only) each.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL COMPLIANCE CERTIFICATE:

In accordance with the Section 383A of the Companies Act, 1956 and Companies (Appointment and Qualifications of Secretary) Amendment Rules, 2009, the Company has obtained a certificate from a secretary in whole-time practice confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

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MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CORPORATE GOVERNANCE REPORT:

Your Company has complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

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

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out any manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

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

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

PLACE: VADODARA

DATE: 03.08.2012

For and on Behalf of the Board
For, PRESHA METALLURGICAL LIMITED

(KAMLESH THOTHAWALA)
CHAIRMAN

Annexure to Director's Report

C O M P L I A N C E C E R T I F I C A T E

Corporate Identity No.: L27101GJ1990PLC013568

Nominal Capital: Rs.15,00,00,000/-

The Members,

PRESHA METALLURGICAL LIMITED

A/302, Maruti Complex,

Nr Natubhai Circle,

Gotri Road,

Vadodara-390006

I have examined the registers, records, books and papers of **PRESHA METALLURGICAL LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial ended **31st March, 2012**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
3. The company, being public limited company, comments are not required.
4. The Board of Directors met 15 (Fifteen) times on **12.05.2011, 30.05.2011, 18.06.2011, 01.07.2011, 11.08.2011, 15.11.2011, 14.02.2012, 29.02.2012, 01.03.2012, 02.03.2012, 05.03.2012, 12.03.2012, 16.03.2012, 21.03.2012, 26.03.2012** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of members and share transfer books from 23.06.2011 to 30.06.2011 (both the days inclusive) and necessary compliance of Section 154 of the Companies Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 30.06.2011 after giving due notice to the members of the company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. One Extra Ordinary General Meeting was held on 21.04.2011 in respect of change of name, Increase in authorized share capital and for Issue of Convertible Warrants on Preferential Basis of the Company during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into contracts specified under Section 297 of the Act during the financial year.
10. The company has made necessary entry in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the board of directors, members or central government.
12. The company has not issued duplicate share certificates during the financial year.

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13. The company:
- (i) The Company has delivered all the Certificates on allotment of Securities and on lodgment thereof for transfer/ transmission in accordance with the provisions of the Act during the financial year.
 - (ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declare during the financial year.
 - (iv) has no amount outstanding in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) has complied with the requirements of section 217 of the Act.
14. The board of directors of the company is duly constituted. There was appointment of Mr. Ramanlal Nagjibhai Trivedi as additional director of the company as on 01.07.2011 and Mr. Dhaval Shethwala was ceased as a Director of the Company with effect from 01.07.2011 during the financial year.
15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The Company has obtained the approval of Central Government and Registrar of Companies with respect to change of name of company form JALAN METALLURGICAL LIMITED to PRESHA METALLURGICAL LIMITED and alteration of Memorandum and Article respect to increase authorized share capital of the company during the financial year.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has issued 1,00,00,000 equity shares of Rs.10/- each during the financial year and complied with the provisions the Act.
20. The company has not bought back any shares during the financial year.
21. The company has not issued any preference shares or debentures so question of redemption of preference shares or debentures does not arise.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has neither raised nor accepted any deposits from Public during the financial year
24. The amount borrowed by the Company from Directors, members, public, financial institution, banks and others during the financial year ended 31st March, 2012 are within the borrowing limits of the Company as laid down in Section of 293 (1) (d) of the Act.
25. The Company has made loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to change of object of the company during the year under scrutiny.

28. The company has altered the provisions of the memorandum with respect to change of name of the company during the year under scrutiny.
29. The company has altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has altered its Articles of Association with respect to change of name of the company during the financial year.
31. I informed by the management of the Company that there was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishments was imposed on the company during the financial year, for offences under the act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards provident fund pursuant to section 418 of the companies act, 1956 during the financial year.

PLACE: BHILWARA

DATE: 03.08.2012

[SHUBHAM AGARAWAL]

Company Secretaries

C. P. NO.: 10640

ANNEXURE: "A" : SECRETARIAL COMPLIANCE CERTIFICATE

The Company has been maintaining the statutory records such as:

Sr.No.	Under Section	Name of the Register
1.	143	Register of Charges
2.	150	Register of Members
3.	193	Minutes Book of Annual General Meeting
4.	193	Minutes Book of Board Meeting
5.	209	Books of Accounts
6.	303	Register of Directors, Managing Director, Manager & Secretary
7.	307	Register of Directors Shareholdings

ANNEXURE: "B" : SECRETARIAL COMPLIANCE CERTIFICATE

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2012.

1. e-Form 23AC of Balance Sheet and Form 23ACA of Profit & Loss Account for the year 31.03.2009 filed U/s. 220 on 13.05.2011.
2. Form 20B of Annual Return of 31.03.2009 filed under Schedule-V to the Companies Act, 1956 on 13.05.2011, in respect of AGM held on 30.09.2009.
3. Form 23ACXBRL of Balance Sheet and Form 23ACAXBRL of Profit & Loss Account for the year 31.03.2011 filed U/s. 220 on 15.12.2011.
4. Form 20B of Annual Return of 31.03.2011 filed under Schedule-V to the Companies Act, 1956 on 27.08.2011, in respect of AGM held on 30.06.2011.
5. Form 66 of Compliance Certificate 31.03.2011 filed under Sub-Section (1) of Section 383A of the Companies Act, 1956 on 30.08.2011.
6. Form 23 dtd. 21.04.2011 for registration of resolution filed u/s.192 of the Act on 05.05.2011 in respect of respect of change of name u/s.21 of the Act, Alteration of Articles u/s. 31 and Increase in Authorised capital u/s. 31 read with 97(1)
7. Form 1B dtd. 21.04.2011 Application for approval of the Central Government for change of name of the Company filed u/s.21 of the Act on 05.05.2011.
8. Form 32 dated 01.07.2011 particular for change of Board of Directors filed u/s. 303(2) of the Act on 07.07.2011.

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Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2012**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to "enhance shareholder value, keeping in view the interests of other stakeholders". This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders' wealth whilst not being detrimental to other stakeholders' interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2012. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2011-12 the Board met 15 (Fifteen) times on 12.05.2011, 30.05.2011, 18.06.2011, 01.07.2011, 11.08.2011, 15.11.2011, 14.02.2012, 29.02.2012, 01.03.2012, 02.03.2012, 05.03.2012, 12.03.2012, 16.03.2012, 21.03.2012, 26.03.2012. The maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meetings

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attended
		Held	Attended	
*Mr. Ramanlal Nagjibhai Trivedi	Non Executive & Independent	15	12	No
Mr. Kamlesh Thothawala	Executive & Non Independent	15	15	Yes
Mr. Nileshkumar H. Khatri	Non Executive & Independent	15	15	Yes
**Mr. Dhaval Shethwala	Non Executive & Independent	15	03	Yes

*Appoint as director w.e.f.01.07.2011

**Resigned from directorship w.e.f.01.07.2011

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

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3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Nileshkumar H. Khatri, Mr. Ramanlal Nagjibhai Trivedi and Mr. Kamlesh Thothawala.

Mr. Nileshkumar H. Khatri is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings- 2012

During the year the Audit Committee met 4 times on 30.05.2011, 11.08.2011, 15.11.2011, 14.02.2012. Attendance of the members is as under:

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
*Mr. Ramanlal Nagjibhai Trivedi	Independent/ Non-Executive Director	4	3
Mr. Kamlesh Thothawala	Non Independent/ Executive Director	4	4
Mr. Nileshkumar H. Khatri	Independent/ Non-Executive Director	4	4
**Mr. Dhaval Shethwala	Independent/ Non-Executive Director	4	1

**Appoint as director w.e.f. 01.07.2011*

***Resigned from directorship w.e.f. 01.07.2011*

4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee consists of three directors namely, **Mr. Nileshkumar H. Khatri, Mr. Ramanlal Nagjibhai Trivedi and Mr. Kamlesh Thothawala.**

Mr. Kamlesh Thothawala is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company.

Mr. Kamlesh Thothawala, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

Mr. Kamlesh Thothawala has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

6. GENERAL BODY MEETINGS**Location and time for last 3 years Annual General Meetings:**

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Resolution
2010-11	A/302, Maruti Complex, Gotri Road, Nr Natubhai Circle, Vadodara -390006	15.06.2011	01.30 P.M.	No Special Resolution was passed in the meeting
2009-10	A/302, Maruti Complex, Gotri Road, Nr Natubhai Circle, Vadodara -390006	30.09.2010	11.00 A.M.	No Special Resolution was passed in the meeting
2008-09	A/302, Maruti Complex, Gotri Road, Nr Natubhai Circle, Vadodara -390006	30.09.2009	10.30 A.M.	No Special Resolution was passed in the meeting

7. DISCLOSURES

- There are no materially significant related partly transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April, 2011 to 31st March, 2012.	
Date and time of Annual General Meeting	31st August, 2012, and 02:00 P.M.	
Venue of Annual General Meeting	A/302, Maruti Complex, Gotri Road, Nr. Natubhai Circle, Vadodara-390006	
Dates of Book Closure	30th August, 2012 to 31st August, 2012	
Listing on Stock Exchange	BSE Limited, Mumbai, ASE Limited, Ahmedabad VSL Limited, Vadodara	
Stock Code and Scrip ID	513613 (BSE) and PRESHA MET (BSE) and 25929 (ASE), 312 (VSL)	
Demat ISIN No.	INE908L01013	
Financial Year Calendar (tentative and subject to change) (01.04.2012 to 31.03.2013)		
Financial reporting for the First quarter ending on 30th June, 2012	Last week of July, 2012	
Financial reporting for the Half year ending on 30th September, 2012	Last week of October, 2012	
Financial reporting for the Third quarter ending on 31st December, 2012	Last week of January, 2013	
Financial reporting for the Year ending on 31st March, 2013	Last week of April, 2013	
Annual General Meeting for the year ending on 31st March, 2013	Last week of September 2013	

10. CATEGORIES OF SHAREOWNERS AS ON 31.03.2012

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	Nil
Resident Individuals	2240000	52.21%
Financial Intuitions/ Banks	Nil	Nil
Bodies Corporate	1962000	45.74%
NRIs/ OCBs	Nil	Nil
Directors Relatives	Nil	Nil
Others	87800	2.05%
Total	42,89,800	100.00

11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012

Share Balance	Holder's	% of Total	Total Shares	% of Total
0001- 5000	1657	84.24	456500	10.64
5001- 10000	194	9.86	182900	4.26
10001- 20000	23	1.17	38200	0.89
20001- 30000	2	0.10	5800	0.14
30001- 40000	1	0.05	3500	0.08
40001- 50000	1	0.05	5000	0.12
50001-100000	2	0.10	19600	0.46
100001 and above	87	4.42	3578300	83.41
Total	1967	100.00	42,89,800	100.00

12. STOCK MARKET DATA

During the financial year, the trading in equity shares of the Company is suspended; the stock price data is not available.

13. REGISTRAR AND SHARE TRANSFER AGENT

M/s. Purva Sharegistry (India) Private Limited having its registered office at 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Mumbai-400011, Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

14. Share transfer system:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

15. Dematerialization of shares and liquidity

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2012, 627800 Equity Shares (14.63%) of the Company was held in dematerialized form.

16. ADDRESS FOR CORRESPONDENCE: A/302, Maruti Complex, Gotri Road, Nr. Natubhai Circle, Vadodara-390006

Investors Correspondence/ Complaints to be address to:

MR KAMLESH THOTHAWALA- Director and Compliance Officer

E-mail: jalan.metallurgical@yahoo.in

17. DECLARATION:**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY**

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2012.

**For and on Behalf of the Board
For, PRESHA METALLURGICAL LIMITED**

PLACE: VADODARA

DATE: 03.08.2012

**(KAMLESH THOTHAWALA)
CHAIRMAN**

(Formally known as JALAN METALLURGICAL LIMITED)

CEO/CFO Certification
(Issued in accordance with provisions of Clause 49 of the Listing Agreement)

To,
The Board of Director
PRESHA METALLURGICAL LIMITED
Vadodara

I **KAMLESH THOTHAWALA**, Chairman and Director of **PRESHA METALLURGICAL LIMITED**, to the best of my knowledge and belief certify that:

1. I have reviewed the Balance Sheet, Profit & Loss Account and its schedules & notes on accounts as well as the Cash Flow Statement and Directors' Report for the year ended 31st March, 2012 and that to the best of my knowledge and belief.
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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.
2. I also certify that to the best of my knowledge and the information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I am responsible 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 I am aware and the steps. I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
 - significant changes in internal control, if any, over financial reporting during the year;
 - significant changes, if any, in accounting policies during the year and that the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.
5. I further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2012.

PLACE: VADODARA
DATE: 03.08.2012

(KAMLESH THOTHAWALA)
CHAIRMAN & BIRECTOR

Certification on Corporate Governance

To the members of PRESHA METALLURGICAL LIMITED:

We have examined the compliance of conditions of Corporate Governance by **PRESHA METALLURGICAL LIMITED** for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition 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 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 explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances 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.

PLACE: LUDHIANA
DATE: 03.08.2012

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

CA RAKESH PURI
PARTNER
M. No.: 092728

AUDITORS' REPORT TO THE MEMBERS OF PRESHA METALLURGICAL LIMITED

1. We have audited the attached Balance Sheet of **PRESHA METALLURGICAL LIMITED** (Formerly known as *Jalan Metallurgical Ltd.*) as at 31st March, 2012 and also the Profit & Loss Account for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conduct our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain the reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting and the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As Required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order 2004 (together "the Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 of India (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 paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - i) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
 - iii) The Balance Sheet and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standard referred to in sub-section (3C) of Section 211 of the Act;
 - v) On the basis of written representation received from the Directors, as on 31st March, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012 and
 - (ii) In the case of the Profit and Loss Account, of the Loss for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA
DATE: 03.08.2012

CA RAKESH PURI
PARTNER
M. No.: 092728

(Formally known as JALAN METALLURGICAL LIMITED)

ANNEXURE TO THE AUDITORS' REPORT:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
- (b) As explained to us, All the assets have been physically verified by the management at reasonable intervals during the year. According to information and explanations given to us, no material discrepancies have been noticed on such verification.
- (c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
- (ii) The Company does not have inventories. Hence, clause (ii) (a),(b),(c) are not applicable to the company.
- (iii) (a) As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence, clause (b), (c) & (d) are not applicable.
- (b) As per information and explanation given to us, the company has not taken loan from any parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence, clause (f) & (g) are not applicable.
- (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 the purchase and sale of goods and services. Further, on the basis of our examination of the books and records of the Company carried out in accordance with the auditing standards generally accepted in India and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act 1956,
- (a) To the best of our knowledge and belief and according to the information and explanation given to us, transaction that needed into the register have been so entered.
- (b) According to the information and explanations given to us, such transactions have been made at prices, which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) As per information & according to explanation given to us, the Company has not accepted deposits from the public. Hence, provisions of Sec. 58A, 58AA and rules made there under are not applicable.
- (vii) The Company does have Internal Audit System.
- (viii) As per information and according to explanation given to us, maintenance of cost records as prescribed by the Central Government under clause (d) of sub- section (1) of section 209 of the Act, does not applicable to the Company.
- (ix) (a) As per information and according to explanation given to us, the company is generally regular in depositing statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales- tax, Wealth Tax, Custom Duty, Excise Duty, service tax, cess and any other statutory dues with the appropriate authorities during the year.
- (b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, Sales tax, Wealth Tax, Custom Duty, Excise Duty, service tax, cess and any other statutory dues with the appropriate authorities during the year.
- (x) The company have accumulated losses of Rs 807643/- at the end of the financial year. The company has incurred cash losses of Rs 368412/- during the financial year under report And also incurred cash losses in previous financial year.

- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions / banks.
- (xii) As per information & according to explanation given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) As per information & according to explanation given to us, provisions of any special statute applicable to chit fund does not applicable to the company in respect of Nidhi/ Mutual benefit fund/societies. Therefore, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) As per information & according to explanation given to us, the Company has not made any investment during the year.
- (xv) As per information & according to explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) As per information & according to explanation given to us, the company has not obtained any term loan during the year.
- (xvii) As per information & according to explanation given to us and an overall examination of the Balance Sheet of the company, we report that funds raised on short term basis have, prima facie, not been used during the year for long term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- (xix) As per information & according to explanation given to us, the Company has not issued debentures during the year.
- (xx) During the period covered by our audit report, the Company has not raised any money by public issue during the year.
- (xxi) As per information & according to explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA
DATE: 03.08.2012

CA RAKESH PURI
PARTNER
M. No.: 092728

BALANCE SHEET AS AT 31ST MARCH 2012			
(Amount in Rupees)			
Particulars	Notes	March 31, 2012	March 31, 2011
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	42898000	42898000
(b) Reserves and Surplus	3	343192357	(439231)
(c) Money received against share warrants (2000000 Equity Warrant on Pref. basis)		86000000	00
<u>(2) Share Application money pending allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	53250000	00
<u>(4) Current Liabilities</u>			
(a) Trade Payables	5	16799	00
(b) Other Current Liabilities	6	00	1265547
(c) Short-Term Provisions	7	115936	115936
Total Equity & Liabilities		525473092	43840252
II. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Fixed Assets	8	38000000	38000000
(b) Non-current investments	9	42098800	00
(c) Long term loans and advances	10	305466499	00
(d) Other non-current assets	11	20457950	00
<u>(2) Current Assets</u>			
(a) Trade receivables	12	00	1707950
(b) Cash and cash equivalents	13	2373013	2524302
(c) Short-term loans and advances	14	117076830	1608000
Total Assets		525473092	43840252
Notes to Accounts 1 to 22			
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
 (CA RAKESH PURI)		 KAMLESH THOTHAWALA NILESHKUMAR KHATRI	
PARTNER		(DIRECTOR) (DIRECTOR)	
Membership No. 092728			
Place: Ludhiana		Place: Vadodara	
Date: 03.08.2012		Date: 03.08.2012	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2012				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2011-12	2010-11
I	Revenue from operations		00	00
II	Other Income	15	00	442403
III	III. Total Revenue (I +II)		00	442403
IV	<u>Expenses:</u>			
	Employee Benefit Expense	16	00	252000
	Financial Costs	17	977	430
	Depreciation and Amortization Expense	18	00	173198
	Other Expenses	19	367435	631446
	Total Expenses (IV)		368412	1057074
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(368412)	(614671)
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax		(368412)	(614671)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(368412)	(614671)
X	<u>Tax expense:</u>		00	00
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	(368412)	(614671)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of earlier period		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(368412)	(614671)
XVI	Earning per equity share:			
	(1) Basic		00	00
	(2) Diluted		00	00
Notes to Accounts 1 to 22				
<i>Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement</i>				
<i>This is the Profit & Loss Statement referred to in our Report of even date.</i>				
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD		
CHARTERED ACCOUNTANTS				
Firm Reg. No. 018846 N				
(CA RAKESH PURI)		KAMLESH THOTHAWALA	NILESHKUMAR KHATRI	
PARTNER		(DIRECTOR)	(DIRECTOR)	
Membership No. 092728				
Place: Ludhiana		Place: Vadodara		
Date: 03.08.2012		Date: 03.08.2012		

(Formally known as JALAN METALLURGICAL LIMITED)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012		
(Amount in Rupees)		
	2011-12	2010-11
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(368412)	(614671)
Operating Profit before Working Capital Changes	(368412)	(614671)
Changes in Working Capital		
Increase/(Decrease) in Receivables	1707950	(1707950)
Changes in Loans, Advances Tax/TDS	(441393279)	(1608000)
Increase/(Decrease) in Other payables	(1248748)	1044369
Less-Tax paid	00	00
Net cash from Operating Activities	(441302489)	(2886252)
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase /sale of Investment	(42098800)	00
Net cash flow from Investing Activities	(42098800)	(2271581)
C Cash Flow From Financing Activities		
Proceeds from issue of : Preferential Warrant	86000000	00
Proceeds from : Premim on warrant	344000000	00
Public Issue expenses/adjustments	00	173198
Proceeds from Borrowing	53250000	2787750
Net Cash Received From Financing Activities	483250000	2960948
<u>Net Increase/(Decrease) in Cash & Cash Equivalent(A+B+C)</u>	(151289)	74696
Opening cash & cash equivalent	2524302	2449606
Closing cash & cash equivalent	2373013	2524302
Notes :		
1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash flow Statements" Issued by the ICAI.		
2. Previous Year's figures have been reclassified to confirm with current year's presentation, where applicable		
This is the Cash Flow Statement referred to in our report of even date.		
For Y. D. & Co.	FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		
Firm Reg. No. 018846 N		
(CA RAKESH PURI)	KAMLESH THOTHAWALA	NILESHKUMAR KHATRI
PARTNER	(DIRECTOR)	(DIRECTOR)
Membership No. 092728		
Place: Ludhiana	Place: Vadodara	
Date: 03.08.2012	Date: 03.08.2012	

NOTE: 1: SIGNIFICANT ACCOUNTING POLICIES

- (1) The Accounts are prepared on an accrual basis except otherwise stated and under the historical cost conventions, and are in line with the relevant laws as well as the guidelines prescribed by the Department of Company affairs and the Institute of Chartered Accountants of India.
- (A) **SYSTEM OF ACCOUNTING:** The Company has adopted the accrual basis of accounting in the Preparation of the books of accounts.
- (B) **REVENUE RECOGNITION:** All incomes are accounted for on accrual basis.
- (C) **EXPENSES:** It is Company's policy to account for expenses on accrual basis.
- (D) **TAXATION:** Provision for current tax is not made in the absence of taxable profits during the year as per the applicable provisions of the Income Tax Act, 1961. Deferred Tax Liability/Assets have not arisen during the year.
- (E) **INVENTORIES:** The Company does not have inventories.
- (F) **FIXED ASSETS:** Fixed assets are carried at cost less depreciation. Capital work-in- progress is carried at direct cost subject to loading of indirect/incidental cost at the time of capitalization.
- (G) **INVESTMENTS:** Long term investments are stated at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary in the opinion of the management.
- (H) **RETIREMENT BENEFITS:** Provisions of Gratuity are not applicable, as none of the employee has put qualifying service for the same.
- (I) **MISCELLANEOUS EXPENDITURE:** Preliminary Expenses are amortized over 5 years.

Note : 2 Share Capital

Sr. No	Particulars	Current Year	Previous Year
1	<u>AUTHORIZED CAPITAL</u> 1,50,00,000 Equity Shares of Rs. 10/- each	150,000,000	50,000,000
		150,000,000	50,000,000
2	<u>ISSUED CAPITAL:</u> <i>To the Subscribers of the Memorandum</i> 45,50,000 Equity Shares of Rs. 10/- each	45,500,000	45,500,000
3	<u>Subscribed & Paid up :</u> 42,89,800 Equity Shares of Rs. 10/- each	42,898,000	42,898,000
	Total in	42,898,000	42,898,000

Note : 3 Reserve & Surplus

1	Securities Premium reserve	344,000,000	00
2	Surplus (Profit & Loss Account)	(807,643)	(439,231)
	Balance brought forward from previous year	(439,231)	175,440
	Less: Prior Period Item TDS written Off	00	00
	Add: Profit for the period	(368,412)	(614,671)
	Total in	343,192,357	(439,231)

Note : 4 Long Term Borrowings (Unsecured)

Sr. No	Particulars	Current Year	Previous Year
1	Other Loans & Advances	53,250,000	00
	Total in	53,250,000	00

Note : 5 Trades Payable

1	-Sundry Creditors for Services:	16,799	00
	Total in	16,799	00

Note : 6 Other Current Liabilities

1	<u>Others:</u>	00	1,265,547
	Total in	00	1,265,547

Note : 7 Short Term Provisions

1	Provision for Taxation	105,936	105,936
2	Audit Fees Provisions	10,000	10,000
	Total in	115,936	115,936

Note : 9 Non Current Investment

1	Investment in Equity Instrument(At Cost) <u>Quoted</u> 205000 E Shares of Simplex Trading Co.Ltd	42,098,800	00
	Total in `	42,098,800	00

Note : 10 Long Term Loans and Advances

1	<u>Other Loans : (Considered Good)(to corporates)</u>	305,466,499	00
	Total in `	305,466,499	00

Note : 11 Other Non Current Assets

1	Long Term Trade Recievables		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	20,457,950	00
	c) Doubtful	00	00
2	Others	00	00
	Total in `	20,457,950	00

Note : 12 Trade Recievables

1	<u>Outstanding for more than six months</u>		
2	<u>Others</u>		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	00	1,707,950
	c) Doubtful	00	00
	Total in `	00	1,707,950

Note : 13 Cash & Cash Equivalent

Sr. No	Particulars	Current Year	Previous Year
1	Cash-in-Hand Cash Balance	2,350,771	2358937
	Sub Total (A)	2,350,771	2,358,937
2	Bank Balance (Scheduled) Bank Of India 540 Bank Of India 544	5,368 16,874	5368 159997
	Sub Total (B)	22,242	165,365
	Total [A + B + C]	2,373,013	2,524,302

Note :14 Short Terms Loans and Advances

1	Others Prepaid Expenses Other Loans & Advances	55,830 117,021,000	00 1,608,000
	Total in `	117,076,830	1,608,000

Note : 15 Other Income

1	Other Receipts	00	442,403
	Total in `	00	442,403

Note : 16 Employment Benefit Expenses

1	Salaries, Bonus, PF & ESIC	00	252,000
	Total in `	00	252,000

Note : 17 Financial Cost

1	Bank Charges	977	430
	Total in `	977	430

Note : 18 Depreciation & Amortised Cost

1	Depreciation	00	00
2	Preliminary Expenses W/O	00	173,198
	Total in `	00	173,198

Note : 8 Fixed Asset**I. Fixed Asset**

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	31.03.12	WDV as on 31.03.2011
I	Tangible Assets											
	Free Hold Land	0.00%	38,000,000		-	38,000,000			-	-	38,000,000	38,000,000
	SUB TOTAL (A)		38,000,000	-	-	38,000,000	-	-	-	-	38,000,000	38,000,000
	(Previous Year)		38,000,000	-	-	38,000,000	-			-	38,000,000	38,000,000

Note :19 Other Expenses

Sr. No	Particulars	Current Year	Previous Year
1	Audit Fees	10,000	10,000
2	Annual Custody Fees	35,296	00
3	Listing Fees	111,164	130,982
4	Convenyance Expenses	00	18,650
5	Postage And Telegram Expenses	00	8,600
6	Professional Fees	6,500	00
7	Processing fees	148,175	00
8	RTA Expenses	16,554	8,973
9	Revocation Charges	00	400,000
10	Legal Fees	27,575	00
11	Computer Expenses	00	6,800
12	Printing And Stationery Expenses	3,721	12,600
13	Telephone Expenses	00	18,000
14	Web site Developing Exp.	5,200	00
15	Misc.Exp.	3,250	16,841
	Total in	367,435	631,446

Note: 20 Expenditure in foreign currency: Nil

Note: 21 Incomes in Foreign Currency : Nil

Note: 22 Balance of Sundry Debtors, Creditors, Loans & Advances given and accepted as agreed by the management, is subject to confirmation.

As per our report of even date:

For Y. D. & Co.
CHARTERED ACCOUNTANTS
 Firm Reg. No. 018846 N

FOR AND ON BEHALF OF THE BOARD

(CA RAKESH PURI)
 PARTNER
 Membership No. 092728
 Place: Ludhiana
 Date: 03.08.2012

KAMLESH THOTHAWALA
 (DIRECTOR)

NILESHKUMAR KHATRI
 (DIRECTOR)

Place: Vadodara
 Date: 03.08.2012

PRESHA METALLURGICAL LIMITED
(Formally known as JALAN METALLURGICAL LIMITED)
Regd. Office: A/302, Maruti Complex, Gotri Road, Nr. Natubhai Circle, Vadodara-390006.

22nd Annual General Meeting to be held on 31.08.2012 at 02.00 P.M. at A/302, Maruti Complex, Gotri Road, Nr. Natubhai Circle, Vadodara-390006

ATTENDANCE SLIP

Registered Folio No.:..... (or)
Demat Account No.:..... D.P. ID No.:.....
Name of the Shareholder:.....

I/we hereby certify that I am/we are Member/s/ Proxy of the Member/s of the Company holding Shares.

.....
Signature of Member/s/ Proxy

- A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.
- Name of the Proxy in Block Letters.....
(in case a Proxy attends the meeting)
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

✂-----Cut Here-----

PRESHA METALLURGICAL LIMITED
(Formally known as JALAN METALLURGICAL LIMITED)
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PROXY FORM

I/We

\of

Member / Members of PRESHA METALLURGICAL LIMITED hereby appoint.....

ofof failing him/ her.....

ofas my/ our Proxy to attend and vote for me/us on my/ our behalf at the 22nd Annual General Meeting of the Company to be held on 31.08.2012 at 02:00 P.M. at **A/302, Maruti Complex, Gotri Road, Nr. Natubhai Circle, Vadodara-390006** and at any adjournment thereof.

Signed on thisday of2012.



Ref. Folio No.....

Signature

Demat Account No..... D.P. ID No.....

No. of Shares held.....

- The Proxy form should be signed by the member across the stamp.
- A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Regd. Office, at least 48 before the time.
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

BOOK-POST



If undelivered, please return to:

**Reg. Office:
A/302, Maruti Complex,
Gotri Road, Nr. Natubhai Circle,
Vadodara-390006**