

# **38TH ANNUAL REPORT**

## **2013-2014**



**LATIM**  
PROFILE

**LA TIM METAL & INDUSTRIES LIMITED**  
(Formerly Known as Drillco Metal Carbides Limited)

**BOARD OF DIRECTORS**

Mr. Kartik M. Timbadia (Chairman)  
Mr. Rahul Timbadia (Managing Director)  
Mr. Ramesh Khanna (Director)  
Mr. Ashok Kumar Deorah (Director)  
Mr. Praful Vora (Director)  
Mr. Amla Mehta (Director)  
Mr. Jugal Kishor Mimani (Compliance Officer)

**STATUTORY AUDITORS**

Ravi Seth & Co., Chartered Accountants  
4, 'Adarsh, 86, S. V. Road, Santacruz (West), Mumbai- 400 056  
Email: office@caraviseth.com

**INTERNAL AUDITORS**

M/s. Dhirubhai Shah & Doshi  
401/408, Aditya, Behind Abhijit - 1, Near Mithakhali Six Roads,  
Ellisbridge, Ahmedabad - 380006. PH- 079- 26403325/26

**PRACTICING COMPANY SECRETARY**

Kothari H. & Associates,  
208, 2nd Floor, BSE Building, Dalal Street, Fort, Mumbai - 400001.  
Email: hiteshkotharics@yahoo.co.in

**REGISTRAR & SHARE TRANSFER AGENT**

Satellite Corporate Services Private Limited B-302, Sony Apartment,  
Opp. St. Jude's High School, Off. Andheri Kurla Road, Jarimari, Sakinaka,  
Mumbai - 400 072. Tel No: 022-28520461/62 Fax No: 022-28511809  
Email: service@satellitecorporate.com

**REGISTERED OFFICE**

201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai- 400 056.  
Tel No. 022 26203399 / 3434 Fax No. 022 26240540  
Email: secretarial@drillmetal.com Website: www.drillcometal.com

**FACTORY**

E-3, M.I.D.C. Indl. Area, Pune -Manmad Road, Ahmednagar – 414 111.

**BANKERS**

The Union Bank of India

**SHARES LISTED AT**

BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.  
Tel No. 91-22-22721233/4 Fax No. 91-22-22721919



## NOTICE

Notice is hereby given that the **Thirty Eighth** Annual General Meeting of the Members of **LA TIM METAL & INDUSTRIES LIMITED** will be held at **201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai- 400056** on **Saturday 27<sup>th</sup> September, 2014 at 11.00 a.m.** to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the statement of Profit & Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Kartik Timbadia (holding DIN 00473057) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014, M/s. Ravi Seth & Co. Chartered Accountants (ICAI Firm Registration No. 108757W), the retiring Statutory Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of three (3) years from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

### SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and any other

applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Praful Vora (holding DIN 06553427), Director of the Company who retire by rotation at the Annual General Meeting and in respect of whom the Company the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

5. **To consider and, if thought fit, to pass, with or without modifications the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Ashok Kumar Deorah (holding DIN:00072919), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

6. **To consider and, if thought fit, to pass, with or without modifications the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mrs. Amala Mehta (holding DIN 06917499), who was appointed as an Additional Director of the

Company under Section 161 of the Companies act, 2013 with effect from 9th August, 2014 by the Board of Directors to hold office up to the date of Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of Five Years and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mrs. Amala Mehta (holding DIN 06917499), be paid such fees and commission as the Audit Committee may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

**7. To consider and if, thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution.:**

**"RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company in regarding borrowing powers of the Company and pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (which expression shall be deemed to include any Committee (s) thereof and hereinafter referred to as the "Board") to borrow from time to time any sum or sums of monies together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) that may exceed the aggregate of the paid up share capital of the

Company and its free reserves, provided that the total amount so borrowed by the Board shall not be in excess of Rs. 100.00 Crore over and above the aggregate of the paid up share capital and free reserve of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorize to undertake all such acts, deeds, matter and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

**"RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized to delegate all or any of the power conferred on it by or under this resolution to any Director of the Company or any other officer(s) or employees of the Company as it may consider appropriate in order to give effect to this resolution."

**8. To consider and, if thought fit, to pass, with or without modifications the following Resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession of the Ordinary resolution passed by the members in this behalf in terms of provisions of Section 293(1)(a) of the Companies Act, 1956, the consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create such mortgages/ charges/ hypothecation/pledge in addition to the mortgages/ charges/ hypothecation/pledge created/ to be created by the Company or executing a declaration of a trust or other appropriate document on such terms and conditions as the Board may think fit, on the whole or substantially the whole of the Company's undertakings or any part thereof, including the present and future properties,





whether movable or immovable and assets of all kinds of the Company, both present and future, to or in favour of Financial institution(s), bank(s) and/ or any other person or entity and/ or the agents or trustees of the debenture holders to secure the borrowings availed/ to be availed by the Company and/or its Subsidiary Companies by way of loan (in foreign currency and/ or Indian Rupee) and/ or securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures) or other instruments issued/ to be issued by the Company and/ or its subsidiary Companies from time to time for an amount not exceeding Rs. 100.00 crore (Hundred Crore) together with interest, costs, charges, expenses, remuneration of trustees and all other monies payable.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with lenders, the documents for creating the aforesaid mortgages, charges and /or hypothecations and to accept any modification to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

**9. To consider and, if thought fit, to pass, with or without modifications the following Resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps

as may be necessary, proper or expedient to give effect to this Resolution.”

**10. To Appoint Mr. Rahul Timbadia as Managing Director of the Company.**

To consider and, if thought fit, to give your assent or dissent to the following as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196,197 and 203 read with Schedule v and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), approval of the Company be and is hereby accorded to the to the appointment of Mr. Rahul Timbadia (DIN: 00691457) as a Managing Director of the Company for a period of 3 (three) years with effect from August 9, 2014 whose period of office is liable to determination by retirement of Directors by rotation on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Rahul Timbadia (DIN:00691457), subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, where, during the term of employment of the Managing Director, if in any financial year, the company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Managing



Director shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration;

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

**By Order of the Board**

**Rahul Timbadia  
Managing Director**

Place : Mumbai  
Date : 09.08.2014

**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.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses under Item Nos. 4 to 9 is annexed hereto.
4. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
5. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorised

representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the Company on or before 27<sup>th</sup> September, 2014.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **22.09.2014 to 27.09.2014** (both days inclusive).
9. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Satellite Corporate Services Pvt Ltd. quoting their folio and reference no. Members are also requested to send their email address to the company's Registrar.
10. As stipulated under Clause 49 of the Listing Agreement, a profile and brief resume of the directors seeking reappointment, their memberships/chairmanship in various Board Committees and names of other Companies in which they hold directorships, is given in the Corporate Governance Report which forms part of the Annual Report.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
12. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.

13. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
14. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website [www.latimmetal.com](http://www.latimmetal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id [investorgrievance@gmail.com](mailto:investorgrievance@gmail.com).
15. Voting through electronic means.
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 38<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
- The Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically.
- The instructions for shareholders voting electronically are as under:
- I. The voting period begins on 21<sup>st</sup> September, 2014 (9.00 am) and ends on 23<sup>rd</sup> September, 2014 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - II. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
    - I. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - II. Click on "Shareholders" tab.
  - III. Now, select the "LA TIM METAL & INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
  - IV. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - V. Next enter the Image Verification as displayed and Click on Login.
  - VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details ##	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</p>

\*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number '**GM1379BG11**' in the PAN Field for e-voting.

#Members who have not updated their Date of Birth with the Company / Depository Participant are requested to use default number '**23121978**' in the DOB field for e-voting.

## Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

I After entering these details appropriately, click on "SUBMIT" tab.

II. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password

Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

III. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

IV. Click on the EVSN for "LA TIM METAL & INDUSTRIES LIMITED" on which you choose to vote.

V. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

VI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

VII. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

VIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

IX. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

X. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XI. Note for Institutional Shareholders & Custodians:

§ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log onto <https://www.evotingindia.co.in> and register themselves as Corporate.

§ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

§ After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

§ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have

issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> June 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Hitesh Kothari, Practicing Company Secretary (having FCS 6038), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 30<sup>th</sup> June 2014.

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers’ Report shall be placed on the Company’s website [www.latimmetal.com](http://www.latimmetal.com) and on the website of CDSL within two days the passing of the resolutions at the 38<sup>th</sup> Annual General Meeting of the Company on September 27, 2014, and communicated to the BSE Ltd. within the prescribed period.





## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

#### ITEM NO. 4 & 5

Mr. Praful Vora and Mr. Ashok Kumar Deorah are Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

Mr. Praful Vora and Mr. Ashok Kumar Deorah are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Praful Vora and Mr. Ashok Kumar Deorah for the office of Directors of the Company.

The Company has also received declarations from Mr. Praful Vora and Mr. Ashok Kumar Deorah that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Praful Vora and Mr. Ashok Kumar Deorah fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Praful Vora and Mr. Ashok Kumar Deorah are independent of the management.

Brief resume of Mr. Praful Vora and Mr. Ashok Kumar Deorah, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate

Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Praful Vora and Mr. Ashok Kumar Deorah as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Praful Vora and Mr. Ashok Kumar Deorah are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointments. The relatives of Mr. Praful Vora and Mr. Ashok Kumar Deorah may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item

Nos. 4 and 5 of the Notice for approval by the shareholders.

#### ITEM NO. 6

Mrs. Amala Mehta is a Commerce Graduate from Mumbai University. She is also Diploma holder in Travel & Tourism from Sofaya College, Mumbai. Immediately after her graduation she was involved in her family business in the capacity of Administrator. She is married to a renowned Pathologist Dr. Amrish Mehta who is running Apple Diagnostic Centre at Ghatkopar. Mrs. Amala Mehta is involved in the administration of this diagnostic centre since her marriage. She is very active in community service and is active member of Inner Wheel, a women organization of Rotary. She has been Past





President of Inner Wheel Club of Bombay Airport. She is keenly interested in cultural activities also.

Mrs. Amala Mehta was appointed as an Additional Directors of the Company with effect from 9 th August, 2014 by the Board of Directors under Section 161(1) of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013, she holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as Director. Notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying his intention to propose her appointment as a Director.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

#### **ITEM NO. 7& 8**

Section 180 (1) ( c ) of the Companies Act, 2013 require the consent of the shareholders of a Company by way of Special Resolution at a General Meeting to enable the board of directors to borrow monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), which may exceed the aggregate of the paid up share capital of the Company and its free reserve. Since the current borrowing powers of the Board of Directors may not be sufficient to facilitate the Board to borrow for the purpose of the business of the Company, the approval of the shareholders is being sought by special Resolution for enabling authority in favour of the Board to increase its borrowing power to Rs. 100.00 Crore in addition to the aggregate of the paid up share capital and free reserve of the

Company. Hence, the approval of the members of the Company is being sought for the resolution set-out under Item no. 7 by way of Special Resolution.

In view of aforesaid proposal to borrow funds from time to time, the Company may have to secure the borrowing by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the Companies Act, 2013 the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company and hence approval of the Members of the Company is being sought for the resolution set out under Item no. 8 by way of Special Resolution.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 7 and 8 of the Notice as Special Resolutions in terms of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013.

None of the Directors of the, Key Managerial Personal of the Company or their relatives are deemed to be interested or concerned in the said Special Resolutions.

#### **ITEM NO. 9**

The existing Articles of Association ( herein after referred " AoA") of the Company is based on the Companies Act, 1956 and several regulations in the existing AoA contains reference to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to amend the existing AoA to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder.

The new AoA to substitute in place of the existing

AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AOA is being uploaded on the Company's website at [www.latimmetal.com](http://www.latimmetal.com) for perusal by the shareholders. The Proposed new draft AoA is also inspection at the Registered Office of the Company on all working days, between 10.00 am to 12.00 noon up to the date Annual General Meeting.

None of the Directors, Key Managerial Personal of the Company or their relatives are deemed to be interested or concerned in the said Special Resolutions.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No.9 of the Notice as Special Resolution.

#### ITEM NO. 10

The Board of Directors at its meeting held on 9th August, 2014, has appointed Mr. Rahul Timbadia as Managing Director of the Company with effect from 9th August, 2014.

In view of the provisions of Sections 196,197,198,203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Special Resolution set out at item no.10 of the accompanying Notice for the approval of the Members.

During the term of employment of the Managing Director, if in any financial year, the Company does not earn any profits or earns an inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013, unless otherwise approved by any Statutory Authority the remuneration shall be paid as per the conditions and monetary ceiling prescribed in Schedule V to the Companies Act, 2013 or any re-enactment thereof.

Except of Mr. Rahul Timbadia and Mr Kartik Timbadia, none of the Directors and Key

Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

The above may be treated as a written Memorandum setting out the terms of appointment of Mr. Rahul Timbadia under Section 190 of the Act.

**For and on behalf of the Board**

**(Rahul Timbadia)  
Managing Director**

Place : Mumbai

Date : 09.08.2014

#### Brief profile of Board of Directors

##### 1) **Mr. Kartik Timbadia**

Mr. Kartik Timbadia, aged 62 years, is a Commerce graduate. He has started his career as a Steel supplier, Stockiest & Import of Steel from 1971 to 1995 he use to look after the Import of Steel as well as purchase Agricultural land for the farm house development. In 1997 he commenced hospitality business by way of setting up Saj Resorts— A fine hospitality hotel in Mahabaleshwar. One of the preferred Resort of Mahabaleshwar as on today. At present he is also holding directorship in following companies as a key managerial person:

- i) M/s. La Tim Life Style & Resorts Ltd
- ii) M/s. Saj Hotels Pvt Ltd
- iii) M/s La Tim Sourcing (India) Pvt Ltd

##### 2) **Rahul Timbadia**

Mr. Rahul Timbadia, aged 64 years, is a Science Graduate from Jai Hind College. He is also diploma holder in "Entomology" through BNHS. He is M.D and Chairman of M/S. La Tim Lifestyle & Resorts Ltd. It is only

because of his unparalleled commitment to work and the Company – La Tim Lifestyle and Resorts has become a name to reckon with in the Real Estate Industry. He is active in Rotary and has reached to the highest post in the district. He was district Governor of the district 3140 when Rotary completed 100years.

On account of his active association as a director of Bombay Iron Merchant association for 9 years he has developed deep insights and knowledge in this Industry. He plans to make use of this knowledge acquired and use the same in developing La Tim Metals and Industries to similar heights in the same manner he has grown the other companies in which he has played pivotal roles. At present he is also holding directorship in following companies as a key managerial person:

- i) M/s. La Tim Life Style & Resorts Ltd
- ii) M/s. Saj Hotels Pvt Ltd
- iii) M/s La Tim Sourcing (India) Pvt Ltd
- iv) Sanctuary Design and Development Pvt Ltd

**3) Mr. Ashok Kumar Deorah**

Mr. Ashok Kumar Deorah, aged 62 years, is a consultant. Currently is holding the position of directorship in Sinodeen (India) Private Limited and JustChalo Technologies Private Limited. He is on the Board as an Independent Director.

**4) Mr. Praful Vora**

Mr. Praful Vora, aged 64 years is a Science graduate. He is expertise in the area of export. He is President of Vile Parle Taluka (Mumbai Board), Human Rights Movement of India. He has considerable experience in the export which will be greatly beneficial to the Company. He is on the Board as an Independent Director.

**5) Mr. Ramesh Khanna**

Mr. Ramesh Khanna aged 73 years. He is a Chartered Accountant by qualification. He is on the Board as an Independent Director. Currently he holds the position of Directorship in Film Waves Combine Private Limited and Jalaram Hotels Private Limited.

**6) Mrs. Amla Mehta**

Mrs. Amala Mehta is a Commerce Graduate from Mumbai University. She is also Diploma holder in Travel & Tourism from Sofaya College, Mumbai. Immediately after her graduation she was involved in her family business in the capacity of Administrator. She is married to a renowned Pathologist Dr. Amrish Mehta who is running Apple Diagnostic Centre at Ghatkopar. Mrs. Amala Mehta is involved in the administration of this diagnostic centre since her marriage. She is very active in community service and is active member of Inner Wheel, a women organization of Rotary. She has been Past President of Inner Wheel Club of Bombay Airport. She is keenly interested in cultural activities also.

**For and on behalf of the Board**

**(Rahul Timbadia)  
Managing Director**

Place : Mumbai

Date : 09.08.2014

## DIRECTORS' REPORT

**To  
The Members,**

Your Directors have great pleasure in presenting herewith the 38<sup>th</sup> Annual Report and the Audited Financial Statement of Accounts of your Company for the year ended 31<sup>st</sup> March 2014.

### FINANCIAL RESULTS

	Year Ended 31.03.2014 (□'000)	Year Ended 31.03.2013 (□'000)
Income from Operations and Other Income	0.00	0.00
Profit before Interest & Depreciation	(16.85)	(10.86)
Less: Interest & Bank charges	30.34	33.61
Less: Depreciation	0.11	0.10
Profit /Loss before Tax & Exceptional Item	(47.30)	(44.57)
Less: Provision for Taxation	0.00	0.00
Profit/Loss after Tax	(47.30)	(44.57)
Less: Deferred Tax Expenses/(Savings)	0.00	0.00
Exceptional Items	0.00	11.53
Net Profit/Loss	(47.30)	(56.10)
Add: Surplus brought forward	0.00	0.00
<b>Balance carried to Balance Sheet</b>	<b>(47.30)</b>	<b>(56.10)</b>

### OPERATIONS

During the year under review the management has made conscious efforts to bring in the necessary licenses and Government permissions to restart the commencement of business. The Company is optimistic that all the necessary permissions will be obtained in the forthcoming year and the company will be able to successfully commence the operations. However, the year under review the operations have resulted into a gross loss of □ 16.85 thousand as against □ 10.86 thousand in the previous year After providing for interest, depreciation and taxes, the Company has recorded a net loss of □ 47.30 thousand as against □ 44.57 thousand in the previous year. The gross loss stood at □ 47.30 thousand as against □ 56.10 thousand during the previous year.

### FUTURE OUTLOOK

The company has decided to venture into the business of Roofing Sheets and Building Panels mainly made out of color coated sheets, also known as Pre Painted Galvanized Sheets. In our country two products are

very popular for roofing, fencing, industrial Shed and other Sheds and they are: Cement (Asbestos) Roofing sheets and Galvanized Corrugated Sheets Asbestos sheets are found to be a carcinogenic and is banned in all the developed countries. Galvanized sheets due to its tendency to get rusty, its use for roofing is out of trend in all the developed and developing countries. PPGI is comparatively new product and is prevalent in the whole world. Its use in our country is also multiplying rapidly.

As the economy of our country has picked up very well in last few years, the consumption of steel is multiplying manifold. Under the circumstances the company sees a tremendous potential in these product.

As on today the status of the company is static due to lack of fresh capital and pending legal formalities. Another company of same group is market leader in trading of PPGI coils. It is also leader in Profile making industry out of PPGI. Under the circumstances the management of this company has decided to merge their group company namely La Tim Souring (India) Pvt Ltd with this company. That will help our company in



acquiring the knowledge, experience and goodwill of that company along with their equity and reserves. Our company will acquire enough strength to carry on the business of trading and manufacturing color coated sheets and profile in big way.

### **SHARE CAPITAL**

There was no change in the Authorized and Paid up share capital of the Company during the year.

### **DIVIDEND**

In order to conserve the resources for expansion of business and working capital needs, your directors do not recommend any dividend.

### **DIRECTORS**

Mr. Kartik Timbadia retires by rotation and being eligible offers himself for re-appointment. Your Directors recommend his reappointment.

As per the notification of section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of Mr. Praful Vora, Mr. Ashok Kumar Deorah and Mrs. Amala Mehta as an Independent Directors for five consecutive years for a term up to 31st March 2019. Detail of the proposal for appointment Mr. Praful Vora, Mr. Ashok Kumar Deorah and Mrs. Amala Mehta are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 38<sup>th</sup> Annual General Meeting.

### **FIXED DEPOSITS**

The Company has not accepted any fixed deposits from public within the meaning of section 58A & 58AA of the Companies Act, 1956/ corresponding sections of Companies Act, 2013 and the rules made there under.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms:

- i. that in the preparation of the annual accounts, the applicable accounting standards and the requirements set out in schedule VI of Companies Act, 1956 have been followed and that there are no material departure from the same;
- ii. that the selected accounting policies were applied consistently and the directors made judgments

and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2014 and of the profit of the Company for the year ended on that date;

- iii. that proper and sufficient care has been taken 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; and
- iv. that the annual accounts have been prepared on a "going concern" basis.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Your Company is not carrying any activity and hence the particulars required to be furnished under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption and R & D efforts are not applicable to the company.

During the period under review the Company has no earnings and outgo of Foreign Exchange.

### **EMPLOYEE INFORMATION**

No employee of the company draws remuneration in excess of limit prescribed under section 217(2A) of The Companies Act, 1956 read with The Companies (Particulars of Employees) Rules, 1975.

### **AUDITORS**

M/s. Ravi Seth and Co., Chartered Accountants, Mumbai, Auditors of the Company having Firm Registration No. 108757W, retires at the ensuing Annual General Meeting, are eligible for re-appointment. Their appointment is recommended to hold office until the conclusion of the forthcoming Annual General Meeting. The Company has received certificate from the Auditors to the effect that their reappointment, if made, will be in accordance with the provisions prescribed under section 139 and other applicable provisions, if any, of the Companies Act, 2013. Based on recommendation of Audit Committee and the Board of directors in their meeting held on 9<sup>th</sup> August, 2014 recommend the appointment of M/s. Ravi Seth & Co., Chartered Accountants as Statutory Auditors of the Company for the year 2013-14 for the approval of shareholders.



**SECRETARIAL AUDITORS**

Based on recommendation received from Audit Committee, the Board of Directors at their meeting held on 9<sup>th</sup> August, 2014 appointed M/s. Kothari H. & Associates, Company Secretaries, Mumbai as a Secretarial Auditor of the Company under the relevant provisions of the Companies Act, 2013 for the financial year 2014-15.

**COMPLIANCE CERTIFICATE:**

A Compliance Certificate under Section 383A of the Companies Act, 1956 and any further modifications and amendments in the aforesaid act thereafter, from the whole time practicing Company Secretary M/s. Kothari H. & Associates in respect of financial year ended 31st March, 2014 is enclosed.

**INTERNAL AUDITORS**

M/s Dhirubhai Shah & Doshi, Chartered Accountants, Mumbai have conducted internal audit periodically and submitted their Reports to the Audit Committee. Audit committee has recommended re-appointment of existing internal auditor M/s. Dhirubhai Shah & Doshi, Chartered Accountants, as an internal auditor of the Company for financial year 2014-15 under the relevant provisions of the Companies Act, 2013.

**AUDITORS' REPORT & CERTIFICATION**

The Auditors' Report forms the part of this Annual Report. The Auditors have also certified the Company's compliance requirements of Corporate Governance in terms of Clause 49 of the Listing Agreement and the same is enclosed as an annexure to the Report on Corporate Governance. The observations made by the Auditors in their Report read with the relevant notes as given in the notes on financial statements for the year ended 31st March, 2014 are self explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956

**Management Discussion and Analysis Report**

As required by Clause 49 of the Listing Agreements with Stock Exchanges, the Management discussion and Analysis Report is as under:

**a) Performance, Strength, Opportunities and Threats**

The main strength of the company is the knowledge of the management in Steel Trade and Industry. The directors are involved in this activity for more than 40 years. The directors' contacts with supplier from

abroad and major manufacturing units in India are bound to reap bountiful yield for the company in the time to come. As on today company has not undertaken any activity due to its focus in compliance of many legal commitments and lack of resources. The biggest opportunity lies in the asset of the company which is prime property at Ahmednagar and also experience and goodwill of active directors in the field of steel, construction industry & hospitality industry. Also the economic scenario of the country with the new vim and vigor added by new government is a great opportunity for the company to grow in the field of manufacturing and trade of steel. All of us know that consumption of steel is barometer of the economy growth of the country. The biggest threats are: local manufactures of the same product and unforeseen exchange fluctuation in the currency. As on today the company that is to be merged is leader in this product and very soon our brand will be established in the market with a name to reckon with. As on today we are concentrating on Profile manufacturing but our plan is to manufacture color coated sheets from cold roll sheet. We also intend to expand our market to South and Central India where there is tremendous demand for color coated sheets. Management has put in place effective Internal Control Systems to provide reasonable assurance for. It is to be further noted that a company operating in similar business line i.e. Latim Sourcing (India) Private limited is being merged into Latim Metals and Industries Limited which will provide big synergies and help the company march towards its goals at a much faster rate:

**b) Internal Control Systems and their adequacy :**

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

**Key Elements of the Internal Control System:**

- a. Existence of clearly defined organizational structure and authority.
- b. Existence of corporate policies for Financial Reporting.
- c. Existence of Management information system updated from time to time as may be required.





- d. Existence of Internal Audit System.
- e. Periodical review of opportunities and risk factors depending on the Global/Domestic scenario and to undertake measures as may be necessary.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control System in place.

The audit committee is regularly reviewing the Internal Audit reports for the auditing carried out in all the key areas of the operations. Additionally the audit committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically.

### **CORPORATE GOVERNANCE**

The Company is committed to maintain highest standards of Corporate Governance. To comply with conditions of Corporate Governance, pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, the Board of Directors on its meeting held on August 9, 2014, constituted the following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder relationship Committee
4. Risk Management Committee

Mr. Praful Vora is the member of the Nomination and Remuneration Committee, Stakeholder relationship Committee and Audit Committee of the Board of Directors of the Company.

Mr. Ashok Kumar Deorah is the Chairman of the Nomination and Remuneration Committee, Audit Committee, member of Stakeholder relationship Committee and Risk Management Committee of the Board of Directors of the Company.

### **AUDIT COMMITTEE**

#### **A. Composition, Meetings and Attendance:**

The company constituted the Audit Committee. The 3 Members of the Audit Committee comprises of Non-Executive and Independent Directors namely Mr. Praful Vora, Mr. Ashok Kumar Deorah and Mrs. Amala Mehta. Mr. Praful Vora is the Chairman of the

committee.

#### **B. Term of reference:**

The terms of reference of the Audit Committee were revised in the Board Meeting held on 9<sup>th</sup> August, 2014, to align the same with the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference of the Audit Committee are as follows:

To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

1. To recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
2. To approve the payment to statutory auditors for any other services rendered by the statutory auditors.
3. To review, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report.
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements
  - f) Qualifications in the draft audit report.
4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
5. To review, with the management, the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document /

- prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. To review, with the management, performance of statutory and internal auditors, and monitor auditor's independence and performance and effectiveness of the audit process and adequacy of the internal control systems.
  7. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  8. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  9. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
  10. To approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
  11. To consider, suggest, modification and or recommend / approve, the related party transactions of the Company.
  12. To scrutinize inter corporate loans and investments.
  13. To consider valuation of assets or undertaking of the Company.
  14. To evaluate internal financial controls and risk management systems.
  15. To review and formulate the scope, functioning, periodicity, methodology for conducting the internal audit, in consultation with the Internal Auditor and to discuss with the internal auditors any significant findings and follow-up there on.
  16. To have the authority to investigate into any matter as included in its terms of reference or referred to it by the Board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.
  17. To review the Company's Vigil Mechanism as defined under the Whistle Blower Policy of the Company with regard to the process / procedure prescribed for its employees and directors to raise concerns, in confidence, about possible wrongdoing in financial reporting, accounting, auditing or other related matters. To ensure that these arrangements allow independent investigation of such matters and appropriate follow-up action.
  18. Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.
- NOMINATION AND REMUNERATION COMMITTEE:**
- A. Composition
- The Nomination and Remuneration Committee (formerly known as Remuneration/ Compensation Committee) comprise of three Non executive independent directors namely Mr. Praful Vora, Mr. Ashok Kumar Deorah and Mrs. Amala Mehta. The Committee was renamed as Nomination and Remuneration Committee from Remuneration & Compensation Committee and its terms of reference were expanded to align the same with the provisions of Companies Act, 2013 and clause 49 of the listing agreement in the Board Meeting held on 9th August, 2014. The Chairperson of the committee is Mrs. Amala Mehta. The Non Executive Independent Directors do not draw any remuneration from the Company except sitting fees.
- Terms of reference:
- a) To recommend the annual remuneration and periodic increments payable to the Executive Director(s) which is required to be further approved by the Board.



- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity.
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- e) To ensure that the overall remuneration payable to the Directors does not exceed the limits prescribed by the Companies Act 2013 and is within the limits approved by the shareholders.
- f) Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

#### **STAKEHOLDER RELATIONSHIP COMMITTEE:**

##### A. Composition :

The Stakeholder Relationship Committee (formerly Known as Investor'/Shareholders' Grievance Committee comprises of Mr.Ramesh Khanna, Mr.Rahul Maganlal Timbadia and Mrs. Amala Mehta. The Committee was renamed as Stakeholder Relationship Committee from as Investor'/Shareholders' Grievance and its terms of reference were expanded to align the same with the provisions of Companies Act, 2013 and clause 49 of the listing agreement, in the Board Meeting held on 9th August, 2014 . The Chairman of the committee is Mr .Ashok Kumar Deorah.

##### B. Terms of reference:

The Shareholders' /Investors' Grievances committee of the Company reviews matters related to grievances of shareholders and investors. The committee primarily focuses on review of investor complaints and its Redressal, queries received from investors i.e. Transfer of shares, Issue of Share Certificates, Non Receipt of Annual Reports etc. and also reviews the reports presented by the Share Transfer Agents of the Company.

##### **Disclosures:**

- a. None of the transactions with any of the related parties were in conflict with the interest of the

Company. Details of the related party transactions are given in notes on Financial Statement.

- b. During the previous three years while no structures were passed, no financial penalties was levied by stock exchanges and CDSL for delayed/non compliance of provisions/regulations relating to Capital Market and depository participant activities observed mainly during the regular inspection.
- c. None of the directors of the company are disqualified for being appointed as Directors as stipulated under section 274 (1) (g) of the Companies Act, 1956 as amended by Companies (Amendment) Act, 2000.
- d. Pursuant to the provisions of Section 177 of the Companies Act, 2013 and the rules made under there, board of Directors in their Board meeting held on 9th August, 2014 have adopted a vigil mechanism policy for directors and employees to report the genuine concerns to the Chairman of Audit Committee.
- e. The Company has duly complied with all the mandatory requirements as per Clause 49 of the Listing Agreement.
- f. Compliance with Non-mandatory requirements is furnished separately under the heading "Non-mandatory Requirements".

#### **ACKNOWLEDGEMENTS**

Your Directors wish to place on record their thanks and gratitude to Company's bankers, Institutional and other clients and customers, SEBI, NSE, BSE, MCX-SX, CDSL, Pune Stock Exchange and other Authorities for their support, co-operation, guidance and assistance. The Board is also grateful to the shareholders for their continued confidence. The Board also expresses its deep sense of gratitude to Bank of India for its continued support for the Online Share Trading by its customers under the tie up with the Company. The Board of Directors takes this opportunity to express their appreciation of the sincere efforts put in by the staff and executives at all the levels and hopes that they would continue their dedicated efforts in the future also.

**By Order of the Board**  
**(Rahul Timbadia)**  
**Managing Director**

Place : Mumbai  
Date : 09.08.2014

## COMPLIANCE CERTIFICATE

To,  
The Members,  
**LA TIM Metal & Industries Limited,**  
201, Navkar Plaza, Bajaj Road,  
Vile Parle (W), Mumbai- 400 056.

We have examined the registers, records, books and papers of **LA TIM METAL & INDUSTRIES LIMITED** (formerly known as **DRILLCO METAL CARBIDES LIMITED**) ('the Company') as particularly required to be maintained under the Companies Act, 1956, ('the Act') and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2014 ('the financial year'). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we 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 of the Act and the rules made there under and all entries therein have been recorded.
2. The Company has 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 within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Limited Company has maintained the minimum prescribed paid-up capital criteria.
4. The Board of Directors met on 30th May, 2013, 8th August, 2013 and 12th November, 2013, 7th February, 2014 for every meeting notices were given and the proceedings were recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from Monday, 22nd September, 2014 to Saturday, 27th September, 2014 (inclusive of both days) during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March, 2014 was held on 27th September 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. No Extra Ordinary General Meeting was held during the Year.
8. As per explanation and information, the Company has not given any loan under Section 295 of the Act.
9. As per records & explanations given to us, the Company has not entered into contracts, which are falling within the purview of Section 297 of the Act.
10. The Company has made the necessary entries in the register maintained under Section 301 of the Act.
11. As there was no instance falling within the purview of Section 314 of the Act, the Company was not required to obtain any approval from the Board of directors and members for this purpose.
12. The Company has not issued any duplicate certificates during the financial year.
13. During the financial year;
  - a. The Company has duly issued/endorsed share certificates after transfer/transmission of shares. However, there was no allotment/transmission of securities during the year.
  - b. The Company has not deposited any amount in a separate bank account as no dividend was declared.
  - c. The Company was not required to post warrants to any member of the Company as no dividend was declared during the year. There were no unpaid dividends in the company.
  - d. There was no amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued which have remained unclaimed or unpaid for a period of seven years be transferred to Investor Education and Protection Fund.
  - e. The Company has complied with the requirements of Section 217 of the Act.

14. The Board of Directors of the Company is properly constituted during the year. During the financial year Mr. Ashok Kumar Deorah & Mr. Praful Vrajlal Vora were appointed as Director.
15. Since the paid up capital of the Company is less than Rs. 5 crore, the Company is not required to appoint any Managing Director/ Whole Time Director/ under Section 269 of the Act.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company is not required to obtain any approval from the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not allotted any securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
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. According to the information and explanation given, the Company has not accepted any deposit under section 58A of the Companies Act, 1956 during the financial year.
24. The Company has not made any borrowings during the financial year in respect of provisions of Section 293(1) (d) of the Act.
25. There was no instance falling under Section 372A of the Act with regard to loans given, investment made or guarantee given or securities provided to other body corporate during the financial year.
26. The Company has not altered the provisions of the Memorandum of Association with respect to registered office from one state to another during the year under scrutiny. situation of the Company's
27. The Company has altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has altered the provisions of the Memorandum of Association the name of the Company has been changed from **DRILLCO METAL CARBIDES LTD** to **LA TIM METAL & INDUSTRIES LIMITED** during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the Company during the year under scrutiny.
30. The Company has altered the provisions of Articles of Association the name of the Company has been changed from **DRILLCO METAL CARBIDES LTD** to **LA TIM METAL & INDUSTRIES LIMITED** during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by 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 during the financial year in terms of Section 418 of the Act as the said Section is not applicable to the Company.

**FOR KOTHARI H. & ASSOCIATES**

Company Secretaries

Sd/-

**Hitesh Kothari**

(Partner)

C. P. No. 5502

Place: Mumbai

Date: 09/08/2014



**Annexure – A**

Registers as maintained by the Company

1. Register of members under Section 150.
2. Register of Share Transfers.
3. Register of particulars of contracts in which directors are interested under Section 301.
4. Register of directors, managing director, manager and secretary under Section 303.
5. Register of director's shareholding under Section 307.
6. Minutes book of General Meetings and Board Meetings under Section 193.
7. Register of Director's Attendance.
8. Register of Inter-corporate Investment, Loans & Guarantee under Section 372A.

**FOR KOTHARI H. & ASSOCIATES**  
Company Secretaries

**Hitesh Kothari**  
(Partner)  
C. P. No. 5502

Place: Mumbai  
Date: 09/08/2014

**Annexure – B**

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31<sup>st</sup> March 2014:

Sr. No.	Form No./ Return	File under Section	For	Date of filing	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional fee paid Yes / No
1	Form 23	193	Registration of Special Resolution	04/10/2013	Yes	No
2	Form 32	303 (2)	Filing of changes in Directorship	06/09/2013	Yes	No
3	Form 32	303 (2)	Filing of changes in Directorship	12/04/2013	Yes	No
4	Form 66	383A	Compliance Certificate	13/09/2013	Yes	No
5	Form 23AC	220	Balance Sheet	27/09/2013	Yes	No
6	Form 23ACA	220	Profit & Loss Account	27/09/2013	Yes	No
7	Form Sch V	160	Annual Report	17/10/2013	Yes	No

**FOR KOTHARI H. & ASSOCIATES**  
Company Secretaries

**Hitesh Kothari**  
(Partner)  
C. P. No. 5502

Place: Mumbai  
Date: 09/08/2014



## Independent Auditor's Report

To,  
THE MEMBERS OF  
**LA TIM METAL & INDUSTRIES LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of La Tim Metal & Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, 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

The Company's 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 notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors Responsibility

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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the

financial statements. The procedures selected depend on the auditor's judgment, 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements 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:

- a) In the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss, of the Loss of the company for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956 of India (the Act) and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

2. Further to our comments in the Annexure referred to in paragraph 1 above, we report that:
- a) The operations of the company were stand still since August 2001. In view of change of management, the Company may commence in operation in foreseeable future. Hence, the accounts have been prepared on going concern basis.
  - b) Subject to the above we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - c) 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.
  - d) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
  - e) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
  - f) On the basis of written representations received from the director as on March 31, 2014 and taken on record by the Board of Directors of the Company, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Act.

**For Ravi Seth & Co.**  
Chartered Accountants  
Firm No. 108757W

**Ravi Seth**  
Proprietor  
Membership No. 016808

Place: Mumbai  
Date: 09/08/2014

## Annexure to Independent Auditor's Report

With reference to the paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date:

- I. In respect of Fixed Assets:
  - (a) During the year under audit, no record was provided regarding maintenance of the fixed assets. Hence, we are unable to comment on its verification, its frequency, material discrepancy (if any).
  - (b) The management has physically not verified the Tangible Fixed assets of the Company.
  - (c) In our opinion and according to the information and explanations given to us, the company has not disposed off a substantial part of fixed assets during the year thereby affecting the going concern.
- ii. In respect of Inventories:
 

During the year under audit the company has not done any business due to which no inventory stock record was presented to us. In view of above, we are unable to comment about:

  - (a) Physical verification of inventories by the management.
  - (b) Dealing with discrepancies notified on Physical verification
  - (c) Valuation of Inventories
  - (d) Its adherence to Accounting standard and normally accepted accounting principals.
- iii. In respect of loans, secured or unsecured, granted or taken by company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
  - (a) The Company has not granted and taken any loans / secured or unsecured from companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956.
  - (b) The Company has not granted and taken any loans / secured or unsecured from companies,
- iv. In our opinion and according to the information and explanations given to us, there are no internal control procedures in the company with regard to purchase of material, fixed assets and with regard to the sale of goods.
- v. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956.
  - (a) We are of the opinion that the transactions that needed to be entered into the register maintained under section 301 have been so entered.
  - (b) There are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding Rs. Five Lakhs in respect of any party during the year.
- vi. The company has not accepted deposits from the public and therefore, the provisions of section 58A and 58AA of the Companies Act, 1956 and rules there under are not applicable to the company.
- vii. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- viii. The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.
- ix. a) As per the information and explanations given and records produced before us the salaries and wages have not been paid since March 1998 and are in arrears except for some advances paid in account/ Provident Fund contributions have accordingly neither been deducted not paid.

- b) According to the records of the company and information and explanations given to us there were no undisputed amounts payable in respect of Wealth Tax, Customs Duty and Excise Duty outstanding as 31<sup>st</sup> March, 2014 for a period of more than 6 months from the date they became payable. The Company is in appeal before the Maharashtra State Sales Tax Tribunal for the disputed demand of Rs. 833397 under Bombay Sales Tax Act, 1959 and Rs. 14550577 under the Central Sales Tax Act, 1956.
- x. As per the information and explanations given and records produced before us, the company is an S.S.I. unit and is, therefore, not a sick industrial company within the meaning of clause (O) of sub section (1) of section 3 of the Sick industrial companies (Special Provisions) Act, 1985.
- xi. Based on our audit procedures and on the information and explanations given by the management, in our opinion, the company has not defaulted in repayment of due to banks.
- xii. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provisions of paragraph 4(xiii) of the said order relating to compliance with the provisions of special statute are not relevant to the company.
- xiv. In our opinion and according to the information and explanations given to us, the company is not a dealer or trader in securities.
- xv. Based on the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi. The company has not obtained any term loan from any bank or financial institutions.
- xvii. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the company, we are of the opinion that there are no funds raised on short term basis that have been used for long term investments and vice-versa.
- 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 Companies Act, 1956.
- xix. According to the information and examinations given to us, during the period covered by our audit report, the company has not issued any debentures.
- xx. According to the information and examinations given to us, the company has not made any public issue during the year and accordingly paragraph 4(xx) of the said order relating to end use of money raised is not applicable.
- xxi. During the course of our examination of the books of accounts 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, notices or reported during the year, nor have we been informed of such case by the management.

**For Ravi Seth & Co.**  
Chartered Accountants  
Firm No. 108757W

**Ravi Seth**  
Proprietor  
Membership No. 016808

Place: Mumbai  
Date: 09/08/2014



**LA TIM METAL & INDUSTRIES LIMITED**  
(Formerly Known as Drillco Metal Carbides Limited)  
Balance Sheet as at 31st March, 2014

(Rs. in Lacs)

	Note No.	As At 31.03.14	As At 31.03.13
<b><u>EQUITY AND LIABILITIES:</u></b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	2	219.44	219.44
(b) Reserves and Surplus	3	(510.41)	(463.11)
		<b>(290.97)</b>	<b>(243.67)</b>
<b>Current Liabilities</b>			
(a) Short-Term Borrowings	4	426.61	374.99
(b) Trade Payables	5	0.53	0.57
(c) Other Current Liabilities	6	99.86	102.30
		<b>527.00</b>	<b>477.86</b>
<b>Total</b>		<b>236.03</b>	<b>234.19</b>
<b><u>ASSETS:</u></b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets	7	227.65	227.72
Tangible Assets		0.06	0.10
Intangible Assets		7.12	5.75
(b) Long Term Loans and Advances	8	234.83	233.57
<b>Current Assets</b>			
(a) Cash and Bank Balances	9	1.13	0.46
(b) Other Current Assets	10	0.07	0.17
		<b>1.20</b>	<b>0.63</b>
<b>Total</b>		<b>236.03</b>	<b>234.19</b>
<b>Summary of Significant Accounting Policies</b>	1		
<b>Notes to Balance Sheet and Statement of Profit and Loss</b>	2-21		

As per our attached report of even date

**For Ravi Seth & Co.**  
Chartered Accountants  
Firm Registration No. 108757W

**Ravi Seth**  
Proprietor  
Membership No : 016808

Date : 09.08.2014  
Place : Mumbai

**For and on Behalf of Board of Directors**

Director

Director



**LA TIM METAL & INDUSTRIES LIMITED**  
(Formerly Known as Drillco Metal Carbides Limited)  
**Statement of Profit and Loss for the year ended 31st March, 2014** (Rs. in Lacs)

	Note No.	As At 31.03.14	As At 31.03.13
<b><u>INCOME</u></b>			
Revenue from Operations		-	-
<b><u>EXPENDITURE</u></b>			
Employee Benefits Expenses	11	4.00	1.57
Other Operating and Administrative Expenses	12	12.85	9.29
<b>Total</b>		<b>16.85</b>	10.86
<b>Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)</b>		<b>(16.85)</b>	<b>(10.86)</b>
Depreciation and Amortization expense	7	0.11	0.10
Finance costs	13	30.34	33.61
<b>Loss Before Tax &amp; Exceptional Item</b>		<b>(47.30)</b>	(44.57)
<b>Exceptional Item</b>		-	11.53
Loss After Exceptional Item		<b>(47.30)</b>	(56.10)
<b>Loss for the year</b>		<b>(47.30)</b>	<b>(56.10)</b>
<b>Earnings Per Share (Basic and Diluted)</b>	14	<b>(2.16)</b>	<b>(2.56)</b>
<b>Summary of Significant Accounting Policies</b>	1		
<b>Notes to Balance Sheet and Statement of Profit and Loss</b>	2-21		

As per our attached report of even date

**For Ravi Seth & Co.**  
Chartered Accountants  
Firm Registration No. 108757W

**Ravi Seth**  
Proprietor  
Membership No : 016808

Date : 09.08.2014  
Place : Mumbai

**For and on Behalf of Board of Directors**

Director

Director







**LA TIM METAL & INDUSTRIES LIMITED**  
**(Formerly Known as Drillco Metal Carbides Limited)**  
**Notes forming part of the Financial Statements as at 31st March, 2014**

**Note 1 Significant Accounting Policies**

1. The Company did not carry out any business activity during the year.
2. The Financial Statements are prepared under the historical cost convention, except for certain fixed assets which are revalued in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.
3. Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any.
4. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion.
5. Depreciation on Fixed Assets is provided to the extent of depreciable amount on written down value method (WDV) at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.
6. The Company due to the prevailing circumstances about its business activities has not formulated accounting policies, except stated above.
7. Exceptional items shown in the Financial Statements pertains to Re-instatement fees paid to Bombay Stock Exchange Ltd. towards revocation of suspension in Trading of its Equity Shares.

**Note 2 Share Capital**

(Rs. in Lacs)

	<b>As At 31.03.14</b>	<b>As At 31.03.13</b>
<b>Authorised Capital</b>		
45,00,000 Equity Shares of Rs. 10/- each	450	450
5,00,000 Preference Shares of Rs. 10/- each	50	50
	<b>500</b>	<b>500</b>
<b>Issued, Subscribed and Paid Up</b>		
21,94,375 Equity Shares of Rs. 10/- each fully paid up	219.44	219.44
	<b>219.44</b>	<b>219.44</b>

**a Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity Shares	31st March 2014		31st March 2013	
	No.	Amount (Rs.)	No.	Amount (Rs.)
At the beginning of the period	2,194,375	21,943,750	2,194,375	21,943,750
Issued during the period	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>2,194,375</b>	<b>21,943,750</b>	<b>2,194,375</b>	<b>21,943,750</b>

**b Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.



<b>LA TIM METAL &amp; INDUSTRIES LIMITED</b> (Formerly Known as Drillco Metal Carbides Limited) Notes forming part of the Financial Statements as at 31st March, 2014				
<b>c Details of shareholders holding more than 5% shares in the company</b>				
Name of the Holder Equity Shares of Rs. 10/- each fully paid	31st March 2014		31st March 2013	
	Qty.	%	Qty.	%
1) Rahul Maganlal Timbadia	752,250.00	34.28	738,250.00	33.64
2) Avinash Purushottam Karachiwala	-	-	146,160.00	6.66
3) Vikram Parmeshwar Karachiwala	-	-	146,160.00	6.66
4) Prabhudas Rijumal Karachiwala	-	-	146,110.00	6.66
5) Jogeshwar Rijumal Karachiwala	-	-	146,110.00	6.66
6) NCM International Pvt. Ltd.	-	-	115,300.00	5.25
7) Latim Sourcing (I) Pvt.Ltd.	219,744.00	10.01	-	-
8) Jalpa Karna Timbadia	148,085.00	6.75	-	-
9) Kartik Maganlal Timbadia	140,210.00	6.39	-	-
<b>Note 3 Reserves &amp; Surplus</b>				(Rs. in Lacs)
Particulars	As At 31.03.14		As At 31.03.13	
<b>Securities Premium Account</b>				
Balance as per last Balance Sheet	0.18		0.18	
Add: during the year	-		-	
Closing Balance	<b>0.18</b>		<b>0.18</b>	
<b>Capital Reserve</b>				
Balance as per last Balance Sheet	0.09		0.09	
Add: during the year	-		-	
Closing Balance	<b>0.09</b>		<b>0.09</b>	
<b>Revaluation Reserve</b>				
Balance as per last Balance Sheet	170.12		170.12	
Add: during the year	-		-	
Closing Balance	<b>170.12</b>		<b>170.12</b>	
<b>General Reserve</b>				
Balance as per last Balance Sheet	13.81		13.81	
Add: during the year	-		-	
Closing Balance	<b>13.81</b>		<b>13.81</b>	
<b>Surplus/(DEFICIT) in the profit and loss account</b>				
Balance as per last Balance Sheet	(647.31)		(591.21)	
Loss for the year	(47.30)		(56.10)	
<b>Net Deficit in the Statement of Profit and Loss</b>	<b>(694.61)</b>		<b>(647.31)</b>	
	<b>(510.41)</b>		<b>(463.11)</b>	



<b>LA TIM METAL &amp; INDUSTRIES LIMITED</b> (Formerly Known as Drillco Metal Carbides Limited) Notes forming part of the Financial Statements as at 31st March, 2014		
<b>Note 4 Short -Term Borrowings</b>		(Rs. in Lacs)
<b>Particulars</b>	<b>As At 31.03.14</b>	<b>As At 31.03.13</b>
<b>Unsecured Borrowings</b>		
Inter Corporate Loan	418.06	314.46
From Related Parties	8.55	60.53
	<b>426.61</b>	<b>374.99</b>
Unsecured borrowings	418.06	314.46
<b>Note</b> : Unsecured loans are taken @ rate of 10% PA from Others and Loan given by directors is Interest Free.		
<b>Note 5 Trade Payables</b>		
<b>Particulars</b>	<b>As At 31.03.14</b>	<b>As At 31.03.13</b>
Sundry Creditors for Expenses	0.53	0.53
	<b>0.53</b>	<b>0.53</b>
Note : There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.		
<b>Note 6 Other Current Liabilities</b>		
Current Maturities of Long Term Debt	81.67	81.67
Statutory dues Payable	18.19	20.32
Other Payables	-	0.31
	<b>99.86</b>	<b>102.30</b>

**LA TIM METAL & INDUSTRIES LIMITED**  
 (Formerly Known as Drillco Metal Carbides Limited)  
 Notes forming part of the Financial Statements as at 31st March, 2014

**Note 7 Fixed Assets**

(Rs. in Lacs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at 01.4.2013	Additions	Deletions	As at 31.03.2014	Up to 31.03.2013	For the Year	Deduction	Up to 31.03.2014	Total as at 31.03.2014	Total as at 31.03.2013
<b>Tangible Assets</b>										
Freehold Land	19.95	-	-	19.95	-	-	-	-	19.95	19.95
Buildings	256.22	-	-	256.22	48.64	-	-	48.64	207.58	207.58
Computer	0.22	-	-	0.22	0.03	0.07	-	0.10	0.12	0.19
Sub-Total	276.39	-	-	276.39	48.67	0.07	-	48.74	227.65	227.72
<b>Intangible Assets</b>										
Website	0.21	-	-	0.21	0.11	0.04	-	0.15	0.06	0.10
Sub-Total	0.21	-	-	0.21	0.11	0.04	-	0.15	0.06	0.10
<b>Grand Total</b>	276.60	-	-	276.60	48.78	0.11	-	48.90	227.71	227.82
Previous Year	276.38	0.22	-	276.60	48.68	0.10	-	48.78	227.82	227.70

<b>LA TIM METAL &amp; INDUSTRIES LIMITED</b> (Formerly Known as Drillco Metal Carbides Limited) Notes forming part of the Financial Statements as at 31st March, 2014			
<b>Note 8 Long Term Loans &amp; Advances</b>			(Rs. in Lacs)
Particulars	As At 31.03.14	As At 31.03.13	
<b>Unsecured, Considered Good</b>			
Security Deposits	0.25	-	
Other Loans & Advances	6.87	5.7	
	<b>7.12</b>	<b>5.75</b>	
<b>Note :</b> Other loans & Advance Consists of Capital WIP out of which Rs. 111236/- related to Application filled for Merger and Rs. 5,74,000 Relates to Amount paid for Project Report for Tala Project.			
<b>Note 9 Cash and Bank Balances</b>			
<b>Balance with Banks</b>			
Current Account Balances	0.87	0.44	
Cash on hand	0.26	0.02	
	<b>1.13</b>	<b>0.46</b>	
<b>Note 10 Other Current Assets</b>			
<b>Unsecured, considered Good</b>			
Others	0.07	0.17	
	<b>0.07</b>	<b>0.17</b>	
<b>Note 11 Employee Benefit Expenses</b>			
Wages, Salaries and Bonus	4.00	1.57	
	<b>4.00</b>	<b>1.57</b>	
<b>Note 12 Operating and Administrative Expenses</b>			
<b>Selling and Distribution Expenses :-</b>			
I) Advertisement	0.91	0.52	
<b>Repair and Maintenance:-</b>			
i) Repair to Plant & Machinery	2.26	2.18	
<b>Auditors :-</b>			
i) Audit Fees	0.34	0.28	
<b>Others :-</b>			
Security Charges	3.31	-	
General Expenses	0.09	0.05	
Membership Fees	0.66	0.41	
Printing & Stationery	0.64	0.30	
Travelling & Conveyance	0.68	0.45	
Postage & Courier Charges	0.34	0.02	
Legal & Professional Charges	3.63	5.08	
	<b>12.85</b>	<b>9.29</b>	
<b>Note 13 Finance Cost</b>			
a) Bank Charges	0.03	0.04	
b) Interest expense on loans	30.31	33.57	
	<b>30.34</b>	<b>33.61</b>	





<b>LA TIM METAL &amp; INDUSTRIES LIMITED</b> (Formerly Known as Drillco Metal Carbides Limited) Notes forming part of the Financial Statements as at 31st March, 2014			
<b>Note 14 Earnings per Share</b>			(Rs. in Lacs)
Particulars	As At 31.03.14	As At 31.03.13	
a) Net Loss after tax available for equity shareholders.	(47.30)	(56)	
b) Weighted average number of Ordinary Shares for Basic EPS	21.94	21.94	
Weighted average number of Ordinary Shares for Diluted EPS	21.94	21.94	
c) Nominal Value of Ordinary Shares	10	10	
d) Basic Earnings per Ordinary Share	(2.16)	(2.56)	
e) Diluted Earnings per Ordinary Share	(2.16)	(2.56)	
<b>Note 15 Segment Reporting</b>			
The Company is mainly engaged in the business of manufacturing of Steel. Considering the nature of business and financial reporting of the Company, the Company has only one segments viz; Sale of Steel in the current financial year company has not booked any sales.			
<b>Note 16 Related Party Disclosures</b>			
1 Latim Investments & Finance Co. 2 Latim Lifestyle & Resorts Ltd.			
<b>B Other Related Parties with whom the company had transactions during the year</b>			
<b>Key Management Personnel</b> Ramesh Khanna                      Rahul Timbadia Parth Timbadia                      Kartik Timbadia Ashok Kumar Deorah              Praful Vora			
<b>Disclosures of transactions between the Company and Related Parties and the status of outstanding Balances as on 31st March,2014</b>			
	<b>Nature of transactions</b>	<b>For the year ended 31st March, 2014</b>	<b>For the year ended 31st March, 2013</b>
Enterprise over which Key Managerial Personnel are able to exercise significant influence.	Loans and Advances Taken	21.50	-
	Loans and Advances Repaid	79.67	-
	Balance outstanding at the end	58.53	58.53
	Interest Paid	4.72	4.72
Key Management Personnel and their relatives	Loans and Advances Taken	4.50	2.00
	Loans and Advances Repaid	2.00	-
	Balance outstanding at the end	4.50	2.00



**LA TIM METAL & INDUSTRIES LIMITED**  
**(Formerly Known as Drillco Metal Carbides Limited)**  
**Notes forming part of the Financial Statements as at 31st March, 2014**

**Note 17 Merger Scheme**

The Board of Directors of the Company at its meeting held on December 31, 2013, inter alia, have approved a Scheme of Amalgamation and Arrangement of La Tim Sourcing [India] Private Limited with LA TIM METAL & INDUSTRIES LIMITED (Formerly known as Drillco Metal Carbides Limited) ["the Company"] pursuant to the provisions of Sections 391 to 394 read with Sections 78,100 to 104 and other applicable provisions of The Companies Act, 1956 and/or as amended and as may be modified or re-enacted with The Companies Act, 2013 (The Act) as per the terms and conditions mentioned in the Scheme placed before the Board. As on Balance Sheet Date this scheme is pending for approval from High Court .

**Note 18 Contingent Liabilities**

Contingent Liabilities - Disputed Sales Tax Liability - Rs. 153.84 Lakhs

**Note 19 Balances Shown Under Sundry Debtors And Advances**

Balances shown under Sundry Debtors, Advances, some of the Sundry Creditors are subject to confirmation/reconciliation and consequential adjustment, if any. However the company has been sending letters for confirmation to these parties. In the opinion of management, the value of Sundry Debtors, Advances, Sundry Creditors on realization/payment in the ordinary course of business, will not be less/ more than the value at which these balances are stated in the Balance Sheet.

**Note 20** The company have not received any earnings nor paid any expenditure in Foreign Exchange during the current as well as the previous year.

**Note 21 Previous Year Figures**

The Company has regrouped/ reclassified the previous year figures in accordance with the requirements applicable in the current year.

As per our attached report of even date

**For Ravi Seth & Co.**  
Chartered Accountants  
Firm Registration No. 108757W

**Ravi Seth**  
Proprietor  
Membership No : 016808

Date : 09.08.2014  
Place : Mumbai

**For and on Behalf of Board of Directors**

Director

Director

## LA TIM METAL & INDUSTRIES LIMITED

Registered Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai- 400056  
 CIN- L99999MH1974ULL017951 Website: [www.latimmetal.com](http://www.latimmetal.com) Tel No - +91-22-26202299

### ATTENDANCE SLIP

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance and hand it over at the entrance of the Meeting Hall.

Name & The Address of the The Shareholder	L.F. No.

**I hereby record mu presence at the THIRTY EIGHTH ANNUAL GENERAL MEETING of the the Company, held at 201, Navkar Plaza, Bajaj Road, Vile Parle (W), Mumbai - 400 056., on Saturday, 27th September, 2014 at 11.00 a.m. As a shareholder / Proxy.**

If Shareholder, please sign here	If Proxy, please sign here

Note : The Copy of Annual Report may please be brought to the meeting hall

## LA TIM METAL & INDUSTRIES LIMITED

Registered Office: 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai- 400056  
 CIN- L99999MH1974ULL017951 Website: [www.latimmetal.com](http://www.latimmetal.com) Tel No - +91-22-26202299

**Folio No.** \_\_\_\_\_

I/We \_\_\_\_\_  
 of \_\_\_\_\_ name being member of above Company, hereby  
 appoint Shri / Smt. / Kum. \_\_\_\_\_ of \_\_\_\_\_  
 In the district of \_\_\_\_\_ or failing him / her Shri/Smt./Kum \_\_\_\_\_  
 In the district of \_\_\_\_\_ for me / us on my / our  
 behalf at the **THIRTY EIGHTH ANNUAL GENERAL MEETING** of the the Company, held at 201, Navkar Plaza,  
 Bajaj Road, Vile Parle (W), Mumbai - 400 056., on **Saturday, 27th September, 2014** at 11.00 a.m and any  
 adjournment thereof.  
 Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2014



Signature of the Shareholder

**Note : This Proxy form duly completed must be received at the Company's Registered office at least 48 hours before meeting**