

**TWENTY SECOND  
ANNUAL  
REPORT**

**2013-2014**



**GUJARAT  
CONTAINERS  
LIMITED**

**GUJARAT CONTAINERS LIMITED**  
**TWENTY SECOND ANNUAL REPORT 2013-14**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr. Kiran Shah  
Mr. Pravin Shah  
Mr. Abjee Patel  
Mr. Nitin J Thakkar  
Mr. Dinesh S Kamdar  
Mr. Uday P Madhwani

Chairman & Managing Director  
Whole Time Director  
Whole Time Director  
Director  
Director  
Director

**STATUTORY AUDITORS**

M/s. V K Shashtri & Co.  
Chartered Accountants  
Gayatri Krupa, 9, Mansha Society  
Old Padra Road, Baroda

**BANKERS**

State Bank of India  
Specialised Commercial Branch,  
2nd Floor, Trident Complex,  
Race Course, Vadodara – 390 023

**REGISTERED OFFICE  
& WORKS**

Plot no. 488-489/P, Baroda – Savli Highway,  
Vill. Tundav, Tal. Savli, Dist. Vadodara-391 775  
Phone : +91(2667) 261084, 262220

**CORPORATE OFFICE**

201-202, Alkapuri Arcade  
“B” Wing, R.C. Dutt Road,  
Opp. Welcome Hotel, Vadodara – 390 005  
Phone : 91-(0265) 2341265 , 2331965  
Fax : +91(0265) 2341264  
Email: info@gujaratcontainers.com

**REGISTRAR & SHARE  
TRANSFER AGENT**

M/s. MCS Limited  
Neelam Apartment,  
88, Sampatrao Colony  
B/h tandard Chartered Bank.  
Alkapuri, Vadodara -390 007  
Phone : (0265) 2339397  
Fax : (0265) 2341639  
Email : mcltdbaroda@yahoo.com

**COMPANY WEBSITE**

[www.gujaratcontainers.com](http://www.gujaratcontainers.com)

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**GUJARAT CONTAINERS LIMITED****NOTICE**

NOTICE is hereby given that the 22nd ANNUAL GENERAL MEETING OF GUJARAT CONTAINERS LIMITED will be held on Tuesday, September 30, 2014 at 11:00 A.M. at the registered office of the Company situated at Plot No.488/489-P, Savli Highway, Vill. Tuncav, Tal.Savli, Dist. Baroda to transact following business

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended even date alongwith the Reports of Auditors' and Directors' thereon.
2. To elect a director in place of Shri. Kiran Shah who retires by rotation and being eligible offers himself for re-appointment.
3. To Appoint statutory auditors of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s V K Shastri & Co., Chartered Accountants, Vadodara (Registration no: 113325W), be and are hereby re-appointed as Auditors of the Company, for a term of three years to hold office from the conclusion of this Twenty Second Annual General Meeting till the conclusion of the 25th Annual General Meeting (subject to the ratification of the appointment by the members at every Annual General meeting held after this AGM) at such remuneration as shall be fixed by the Audit Committee of the Board of Directors of the Company."

**SPECIAL BUSINESS:**

4. To appoint Mr. Nitin J Thakkar (DIN 00808748) as an independent director 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the listing agreement, Mr. Nitin J Thakkar (holding DIN 00808748), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be appointed as an Independent Director of the Company to hold office for 2 (two) consecutive year from the conclusion of this meeting till the conclusion of the 24th Annual General Meeting of the Company".

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To appoint Mr. Dinesh Kamdar (DIN 001657591) as an independent director 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the listing agreement, Mr. Dinesh Kamdar (holding DIN 001657591), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be appointed as an Independent Director of the Company to hold office for 2 (two) consecutive year from the conclusion of this meeting till the conclusion of the 24th Annual General Meeting of the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To appoint Mr. Uday P Madhwani (holding DIN 001842773), as an independent director 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Mr. Uday P Madhwani (holding DIN 001842773), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be appointed as an Independent Director of the Company to hold office for 2 (two) consecutive year from the conclusion of this meeting till the conclusion of the 24th Annual General Meeting of the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sec. 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, and Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2014 upto the maximum per annum amounts as appended below :

MAXIMUM VALUE OF CONTRACTS/ TRANSACTIONS PER ANNUM W.E.F. 1ST APRIL, 2014		
	Transaction(s) defined under Sec. 188(1) of the Companies Act, 2013	
Name of related party	Availing or rendering of any services	Name of the Interested Director
G K Roadlines ( Firm)	Rs. 300 lacs	Kiran Shah (Relative is partner)



"RESOLVED FURTHER THAT to give effect to this resolution, Board of Directors of the Company and /or any committee thereof be and is hereby authorized to settle any question, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary, in its absolute discretion deem necessary, proper, desirable and to finalise any documents and writings related thereto."

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of all earlier resolution passed and pursuant to the provisions of Sec. 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 45 crore."

"RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

9. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sec. 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, and/or the Companies Act, 1956 and other applicable rules and regulations, if any and the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required for the purpose, consent of the members of the Company be and is hereby accorded to sell, lease, charge and or mortgage or otherwise dispose of all or any of the immovable and movable property/undertakings/assets of the Company wherever situated, present and future and whole of the undertaking of the Company in favor of Banks, Financial institutions / NBFC or otherwise to secure the repayment of the fund and/or fund based / non fund based credit facilities availed or to be availed by the Company for a sum of money not exceeding Rs. 45 Crores."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take necessary steps for giving effect to the aforesaid resolution."

By Order of the Board of Directors  
For Gujarat Containers Limited

(Kiran Shah)  
Chairman & Managing Director

Date: 5th September, 2014  
Place: Vadodara



**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Proxies in order to be effective must be received at the Company's Registered Office at Plot no. 488-489/ P, Baroda-Savli Highway, Vill. Tundav, Tal. Savli Dist. Vadodara-391 775 not less than 48 hours before the time fixed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organisation. A form of Proxy and Admission Slip is enclosed. Shareholders are requested to bring their copy of the Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy verification of attendance at the Meeting.
5. Members who hold shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses.
6. The Register of Members and Share transfer books of the Company will remain closed for a period of 6 days from 25th September, 2014 to 30th September, 2014 (both days inclusive) in terms of Section 91 of the Companies Act, 2013.
7. Members are requested to send their queries, if any, to reach the Company's Registered Office at least 7 days before the date of the meeting so that information can be made available at the meeting.
8. Voting through Electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by Electronic means and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

The Instruction of e-voting are as under:

- A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Depository Participants(s)]:
  - (i) Open email and open PDF file viz; The said PDF file contains your user ID and password/PIN for e-voting.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.cSDL.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select “EVEN” (E-voting Event Number) of Gujarat Containers Limited
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to [evoting.gcl@gmail.com](mailto:evoting.gcl@gmail.com) with a copy marked to [evoting@cSDL.co.in](mailto:evoting@cSDL.co.in)
- B. In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- II. 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- III. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Wednesday 24th September, 2014 and will end at 6.00 p.m. on Friday, September, 26, 2014. The e-voting module shall be disabled by CDSL at 6.00 p.m. on the same day. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.





- IV. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on cut – off date (record date) of 5th September, 2014.
  - V. Mr. Sudhir Arya, Proprietor of M/s. Sudhir Arya and Associates, Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VI. The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
  - VII. The results of evoting shall be declared by the Chairman in the Annual General Meeting of the Company. The result of the e-voting along with Scrutinizers Report shall also be posted on the website of the Company [www.gujaratcontainers.com](http://www.gujaratcontainers.com) and on the website of CDSL within 2 (two) days of passing the resolutions at the AGM of the Company and communicated to the BSE Limited.
9. Members can also download the notice of Annual General Meeting from the website of the Company i.e. [www.gujaratcontainers.com](http://www.gujaratcontainers.com).
  10. Copies of Annual Report 2014 and the notice of 22nd Annual General Meeting are being sent by to all members by the permitted mode.
  11. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form enclosed herewith or can be downloaded from our website [www.gujaratcontainers.com](http://www.gujaratcontainers.com) and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/Dissent form in the enclosed self addressed pre-paid postage envelope so as to reach Mr. Sudhir Arya, Scrutinizer appointed by the Company at the registered office of the Company on or before 6.00 p.m. on September, 24, 2014.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102(1) of the Companies Act, 2013)**

**Item no. 4**

Mr. Nitin J Thakkar is an independent director of the Company and has held the position as such since 17/01/2011.

Pursuant to provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term upto five consecutive years. It is proposed to appoint him as independent director under Sec. 149 of the Companies Act, 2013 (the Act) for 2(two) years to hold office from the conclusion of this meeting till the conclusion of the 24th Annual General Meeting of the Company.

He is not disqualified from being appointed as a Director in terms of Sec. 164 of the Act and has given his consent to act as Director.

Mr. Nitin J Thakkar has given a declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Sec. 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Nitin Thakkar fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and Mr. Nitin Thakkar is independent of the management.

None of the Directors, Key Managerial Personnel & their relatives except Mr. Nitin Thakkr, who is an appointee, is concerned or interested in this resolution.

The Board recommends the Ordinary Resolution as set out at sr. no. 4 of the Notice for approval by the Shareholders.

**Item no. 5**

Mr. Dinesh Kamdar is an independent director of the Company and has held the position as such since 17/01/2011.

Pursuant to provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term upto five consecutive years. It is proposed to appoint him as independent director under Sec. 149 of the Companies Act, 2013 (the Act) to hold office for a term of 2(two) year from the conclusion of this meeting till the conclusion of the 24th Annual General Meeting of the Company.

He is not disqualified from being appointed as a Director in terms of Sec. 164 of the Act and has given his consent to act as Director.

Mr. Dinesh Kamdar has given a declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Sec. 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Dinesh Kamdar fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and Mr. Dinesh Kamdar is independent of the management.

None of the Directors, Key Managerial Personnel & their relatives except Mr. Dinesh Kamdar, who is an appointee, is concerned or interested in this resolution.

The Board recommends the Ordinary Resolution as set out at sr. no. 5 of the Notice for approval by the Shareholders.

**Item 6**

Mr. Uday P Madhwani is an independent director of the Company and has held the position as such since 17/01/2011.

Pursuant to provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term upto five consecutive years. It is proposed to appoint him as independent director under Sec. 149 of the Companies Act, 2013 (the Act) to hold office for a term of 2(two) year from the conclusion of this meeting till the conclusion of the 24th Annual General Meeting of the Company.

He is not disqualified from being appointed as a Director in terms of Sec. 164 of the Act and has given his consent to act as Director.

Mr. Uday Madhwani has given a declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Sec. 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Uday Madhwani fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and Mr. Uday Madhwani is independent of the management.

None of the Directors, Key Managerial Personnel & their relatives except Mr. Uday Madhwani, who is an appointee, is concerned or interested in this resolution.



The Board recommends the Ordinary Resolution as set out at sr. no. 6 of the Notice for approval by the Shareholders.

**Item no. 7**

Pursuant to the provisions of Sec. 188 of the Companies Act, 2013, the Company can enter into transactions mentioned under aforesaid resolution, which are not in the ordinary course of business and/or not at arm's length basis, only with the approval of the shareholders accorded by way of special resolution. Though your company always seeks to enter into transactions with related parties on arm's length basis, your approval is required under the provisions of the Companies Act, 2013 for entering into transactions outlined in the resolution.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying notice.

None of the Directors except Mr. Kiran Shah, the Managing Director of the Company and Mr. Neil Shah – CFO of the Company shall be deemed to be interested in the resolution being the relative of the proprietor of the firm with whom the Company is entering into transaction.

**Item no. 8**

Pursuant to Sec. 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956, if any, the Company can borrow money exceeding its paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose, only with the approval of the shareholders accorded by special resolution.

The Company intends to borrow from time to time any sum or sums of money which along with sums already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aforesaid limit but not exceeding Rs. 45 Crores and seeks your approval for the same.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying notice.

None of the Directors and key managerial personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding, if any.

**Item no. 9**

Pursuant to Sec. 180(1)(a) of the Companies Act, 2013, the Company can disposed off its undertakings/property/assets through sell or lease or provide security of its assets for repayment of loan or otherwise only with the approval of the shareholders by way of special resolution.

The Company intends to obtain loan by way of creating charge on the assets and properties of the Company whether immovable or movable wherever situated, present and future and whole of the undertaking of the Company in favor of any other persons/Banks/ Financial Institutions/ NBFCs or otherwise to secure the repayment of the fund based and non fund based credit facilities availed to be availed by the Company for a sum of money not exceeding Rs.45 Crores.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying notice.

None of the Directors and key managerial personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding, if any.

## GUJARAT CONTAINERS LIMITED DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting the 22nd Annual Report of the Company along with Audited Accounts for the Financial Year ended on 31st March, 2014.

### (1) FINANCIAL HIGHLIGHTS:

PARTICULARS	2013-2014 (Rs.)	2012-2013 (Rs.)
Income from Operation	402,677,578	503,206,251
Other Income	1,127,237	9,88,269
<b>Total Income</b>	<b>403,804,815</b>	<b>504,194,520</b>
Operating & Administrative Expenses	4,64,24,410	465,836,598
<b>Operating Profit before Interest, Depreciation and Tax</b>	<b>37,380,406</b>	<b>38,357,922</b>
Interest and Financial Charges	23,938,005	194,40,707
Depreciation and Amortisation	5,705,459	49,88,620
<b>Profit Before Extraordinary items Tax</b>	<b>7,736,942</b>	<b>139,28,595</b>
Extraordinary items	0	63,497
<b>Profit Before tax</b>	<b>7,736,942</b>	<b>139,92,092</b>
Tax	1,493,274	3,36,8511
Deferred Tax	143,498	3,60,122
<b>Profit After Tax</b>	<b>6,100,171</b>	<b>102,63,458</b>

### PERFORMANCE :

The Indian economy has witnessed challenges on every front during the year 2013-14. The Manufacturing sector stagnated, affecting overall growth. High inflation and rising prices coupled with decline in the value of rupee to all time low resulted in a less than optimal investment climate. The overall economic slow down in the country during the year also affected the Company's operations.

The total revenue for the year ended 31st March, 2014 was Rs. 4838.04 Lacs as against Rs. 5041.94 Lacs in the previous year. The Earnings Before Interest, Depreciation, Tax and Amortisations (EBIDTA) for the year was Rs.373.80 Lacs as against Rs. 383.58 lacs for FY 2013 showing a marginal decline of 2.55%.

Profit After Tax (PAT) stood at Rs. 61.00 Lacs as compared to Rs. 102.63 lacs for the previous year.

### DIVIDEND

In view of the expansion plan of the company, the Directors of your Company do not recommend any dividend for the year ended March 31, 2014.

### PREFERENTIAL SHARES

During the year the Company has allotted 400000 Lacs Equity Shares at a price of Rs. 14.20 each on the conversion of Convertible Warrants to the promoter and promoter group on preferential allotment basis.



**FIXED DEPOSITS**

During the year under review, the company has not accepted any fixed deposits from the public.

**INSURANCE**

All the properties and insurable interest of your company including buildings, plant and Machinery, stocks, loss of profit and standing charges are adequately insured.

**DIRECTORS**

Pursuant to Sec. 149 of the Companies Act, 2013, Your Directors are seeking appointment of Mr. Dinesh Kamdar, Mr. Nitin J Thakkar and Mr. Uday P Madhwal as independent Directors of the Company for a term of two year upto the date of the 24th Annual General Meeting of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, your Directors confirm that:

- (i) in the preparation of the accounts for the financial year ended March 31, 2014; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the accounting policies selected have been applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) 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) the annual accounts have been prepared on a going concern basis.

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

1. Energy Conservation Measure taken:
  - i) Maintained high power factor through the year.
2. Additional investment and proposal, if any, being implemented for reduction and consumption of energy:
3. Impact of measure at (1) and (2) above for reduction of Energy Consumption and consequent impact on production of goods.
  - i) Reduction in power consumption

**B. FOREIGN EXCHANGE EARNING & OUTGO:**

During the year, the Company has neither earned nor spent any foreign exchange.

**PERSONNEL :**

During the year under review, there is no employee whose particulars are required to be disclosed in accordance with the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Amendment Rules, 1988.

**AUDITORS :**

M/s. V K Shastri & Co, Chartered Accountants (Firm Registration No. with ICAI 113325W), present Statutory Auditors of the Company will retire at the ensuing

**Annual General Meeting.**

Consequent to the introduction and applicability of the Companies Act, 2013 ('the Act') w.e.f. 1st April, 2014, the statutory Auditors are required to be appointed as per new provisions of the said Act

Pursuant to the provisions of section 139 of the Act and rules made there under, the Audit firm, if appointed as Auditor in the Annual General Meeting shall be appointed for a consecutive period of 5 years. It has also been mentioned in the said rules that the period for which the Audit firm has held office as an auditor prior to the commencement of the Act, shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be.

As per the provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, if an individual auditor has been functioning as auditor in the same company for 5 or more than 5 years, then he may be appointed in the same company for a period of 3 years (including transitional period).

Accordingly, M/s V K Shastri & Co., Chartered Accountants (Firm Registration No. with ICAI – 113325W) are proposed to be appointed as Statutory Auditors for a term of three years in the ensuing Twenty Second Annual General Meeting to hold the office till the conclusion of Twenty Fifth Annual General Meeting.

The observations in the Auditors' Report read with the Notes to Accounts are self explanatory and do not require any comments.

**CORPORATE GOVERNANCE**

The company is committed to adherence to best corporate governance practices. A separate section on Management Discussion and Analysis, Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

**HUMAN RESOURCES**

The strength of your Company lies in its team of its competent and motivated personnel. This has made possible for your Company to make significant improvements and progress in all areas of its working. The Company has continued its endeavor to impart appropriate and relevant training to its employees at various levels with a view to equip them to take up the challenges ahead and to enhance their performance in the overall interest of the Company. The industrial relations remained cordial during the year.

**ACKNOWLEDGEMENT**

Your Directors express their grateful appreciation for the assistance and cooperation received from the Banks, employees, shareholders and all concerned towards performance of the Company during the year under review.

**FOR AND ON BEHALF OF THE BOARD**

Place : Vadodara  
Date : September, 05, 2014

**Kiran Shah**  
Chairman & Managing Director

## CORPORATE GOVERNANCE REPORT

### (A) CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is about credibility, transparency and accountability of the Board and Management towards shareholders, suppliers, customers, service providers and society at large. The Company is conscious of its responsibility as a good corporate citizen and is committed to high standards of corporate governance practices. Your Company, believes that sound Corporate Governance is critical to enhance and retain investors' trust and recognizes the importance of transparency and integrity in dealings at all levels. This is reflected in the well balanced and independent structure of the Company's eminent and well represented Board of Directors. The Company is in full compliance with all the mandatory requirements under Clause 49 of the Listing Agreement with the Bombay Stock Exchange. The Company has professionals on its Board of Directors.

### (B) BOARD OF DIRECTORS

As at 31.03.2014, the Board of Directors comprises of an Executive Chairman, two Executive Directors and three Non Executive Directors. During the year 5 Board Meetings were held on 30/05/2013, 12/08/2013, 14/11/2013, 14/02/2014 and 08/03/2014. The composition of the Board of Directors, their attendance at Board Meetings during the year 2013-14 and at the last Annual General Meeting held on 20.09.2013 and also the number of other Directorship and Committee membership/ Chairmanship as on 31.03.2014 are as follows :

Name of Directors	Category	No. of Board Meetings attended	Attended last AGM	No. of other Directorship#	No. of other Committee Membership	
					Member	Chairman
Shri Kiran A. Shah	ED	5	Yes	-	1	-
Shri Pravin H. Shah	ED	5	Yes	-	1	-
Shri Abjee V. Patel	ED	5	Yes	-	1	-
Shri Nitin J. Thakkar	ID-NED	5	Yes	1	1	2
Shri Dinesh S. Kamdar	ID-NED	5	Yes	2	2	1
Shri Udaybjai P. Madhwani	ID-NED	5	Yes	1	2	1

Note : 1 NED – Non-Executive Director; ID – Independent Director

Note: 2 # Excludes Directorship held in Private Limited Companies, Foreign Companies, Companies formed under Section 25 of the Companies Act, 1956, Directorships held as an Alternate Director and Membership of Managing Committees of Chambers of Commerce /Professional Bodies.

#### Information placed before the Board of Directors

The Board has direct access to any information within the Company and to any employee of the Company. The Board of the company is provided with detailed notes alongwith the agenda papers in advance in respect of various items discussed in the Board Meetings including :



1. Quarterly financial results /Annual financial statements;
2. Minutes of meetings of Audit Committee, and other committees of the Board;
3. General notice of disclosure of interest from Directors;
4. Review of operations of unit;
5. Quarterly statutory compliance report;
6. Materially Important show cause ,demand, prosecution and penalty and /or litigation notices including, compliance with pollution control norms, non-compliance or regulatory, statutory nature or listing requirements, etc;
7. Any materially relevant default in financial obligation to and by the Company or substantial non-payment for goods sold by the Company
8. Any issue which involves possible public or product liability claims of a substantial nature;
9. Transaction/developments, if any which is materially significant and /or not in the normal course of business

#### **Code of Conduct :**

The Code of Conduct of Insilco Limited is applicable to Directors, Senior Management Team and employees of the Company, which has been provided to all concerned executives. All the members of the Board and Senior Management Personnel have affirmed compliance to the code as on 31st March 2014.

The Declaration of Managing Director regarding compliance with Code of Conduct by Directors and Senior Management Personnel is attached to this report.

#### **COMMITTEES OF THE BOARD**

There are four Committees of the Board namely:

- i. The Audit Committee
- ii. The Nomination & Remuneration Committee
- iii. Stakeholders Grievance Committee
- iv. Share Issue Committee

#### **(C) Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing agreement with stock exchange read with Section 292A of the Companies Act, 1956. The Committee oversees the effectiveness of the audit and internal audit systems and assists the Board in providing supervision of the overall financial process.

As on March, 31, 2014 the Audit Committee of the Board comprised of three Non-Executive Independent Directors with Shri. Nitin J. Thakkar as a Chairman of the committee. The committee met four times during the year on 30/05/2013,12/08/2013,14/11/2013,14/02/2014 and attendance of the members at the meetings was as follows :

Name of Member	Status	No. of Meetings attended
Shri. Nitin J Thakkar	Chairman	4
Shri Dinesh S. Kamdar	Member	4
Shri Udaybhai Madhwani	Member	4



**(D) Nomination and Remuneration Committee**
**Terms of Reference**

- (1) To approve the remuneration and commission/incentive remuneration payable to the Executive Directors.
- (2) Such other matter as Board may from time to time request the Remuneration Committee to examine and recommend.

Pursuant to the provisions of Sec.178 of the Companies Act, 2013 the name of the committee has been changed from Remuneration Committee to Nomination and Remuneration committee at a Board Meeting held on 13/08/2014. The Committee is comprised of three independent directors under the Chairmanship of Shri. Udaybhai J.Madhwani as detailed below :

**Composition**

Name of Directors	Status	Number Meetings attended during 2013-14
Shri Udaybhai P. Madhwani	Chairman	No meeting was held
Shri Nitin J.Thakkar	Member	No meeting was held
Shri Dinesh S.Kamdar	Member	No meeting was held

**Remuneration Policy**

The Committee recommends remuneration package of Executive Directors to the Board by reference to individual's qualifications and experience. The remuneration is fixed keeping in view the overall limit laid down under the Companies Act, 1956 and also considering the overall financial results of the Company.

The remuneration of executive directors of the Company is being paid as approved by the Board of Directors and Shareholders of the Company.

Details of Remuneration paid to the Managing Director and Executive Director during the year ended 31st March, 2014

Name of Director	Salary & Perquisites (Rs.)
Shri Kiran Shah	29,47,124
Shri Pravin Shah	5,83,276
Shri Abjee Patel	6,00,000

The above amounts include Company's contribution to Provident Fund and perquisites.

**(E) Stakeholders Grievance Committee**

Keeping in mind the requirements under Section 178(5) of the Companies Act, 2013 and the proposed amendments to Clause 49 of the Listing Agreement which will come into effect from 1st October, 2014, the name of the Committee has been changed to "Stakeholders Relationship Committee" with effect from 13th August, 2014.

**Terms of Reference**

The Investors Grievance Committee looks into redressal of the shareholders and investors complaints like transfer of shares, dematerialization, issue of duplicate shares and other matters relating to investors grievances and investors relations.

### Composition

This committee, comprises of the following Directors with Shri Dinesh S. Kamdar reviewing shareholders' complaints redressed and ensures cordial investor relations.

Name of Director	Category
Shri Pravin Shah	Executive Director
Shri Abjee Patel	Executive Director
Shri Dinesh S. Kamdar	Independent Non Executive Director

During the year, 4 complaints were received from the shareholders and all of them were resolved to the full satisfaction of the shareholders. No investor complaint was pending as on 31.03.2014.

### (F) SHARE ISSUE COMMITTEE :

The Share Issue Committee consists of three independent Directors consisting of the following directors

### Composition

Name of Directors	Status	Date of 2013-14
Shri Nitin J. Thakkar	Chairman	8/03/2014
Shri Udaybhai P. Madhwani	Member	8/03/2014
Shri Kiran Shah	Member	8/03/2014

The Committee shall have powers to allot shares Equity, Preference, fully or partly convertible debentures, or other financial instruments convertible into Equity Shares at a later date.

### (G) GENERAL BOARD MEETING

Last three Annual General Meetings of the Company were held on the following dates and time at Plot No.488, Baroda-Savli Highway, Village-Tundav, Taluka –Savli, Dist-Vadodara

AGM	DATE	TIME
19th	September 17, 2011	11.30 A.M.
20th	September 28, 2012	11.30 A.M.
21st	September 20, 2013	11.30 A.M.

### (H) DISCLOSURES :

1. Related party transactions as per AS-18 have been dealt with in the note to the Financial Statements annexed. These transactions are not in conflict with the interest of the Company.
2. Listing fees for the financial year 2014-15 have been paid to the Stock Exchanges on which the shares of the Company are listed.

3. The Company is complying with all the mandatory requirements of Clause 49 of the listing agreement.
4. Whistle Blower policy and affirmation that no personnel has been denied access to the Audit Committee.

**(I) MEANS OF COMMUNICATION**

Your Company recognizes the importance of two way communication with shareholders and of giving a balanced report of results and progress and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting.

**(J) General Shareholder information**

- a) Annual General Meeting :  
Date & time : Tuesday, September 30, 2014 at 11:00a.m.  
Venue : Plot No.488-489/P, Baroda -Savli Highway,  
Village-Tundav, Talluka – Savli, Dist-Vadodara
- b) Financial Year : 1st April to 31st March
- c) Registered office : Plot No.488-489/P, Baroda-Savli Highway,  
Village-Tundav, Talluka – Savli, Dist-Vadodara
- d) Listing of Stock Exchange : 1. Bombay Stock Exchange Limited  
2. Vadodara Stock Exchange, Vadodara  
3. Ahmedabad Stock Exchange, Ahmedabad

The Company has already applied for delisting of its shares at Ahmedabad Stock Exchange in 1998. However the same has not been delisted by the Ahmedabad Stock Exchange.

- e) Stock Code : 513507

- f) Registrar and Share Transfer Agent (RTA)  
MCS Ltd.  
Neelam Apartment, 88, Sampatrao Colony,  
B/h Standard Chartered Bank,  
Alkapuri, Baroda-390007

**(g) Equity Share price Data for the year 2013-14**

Equity Share price on BSE FOR THE YEAR 2013-14

Month	Gujarat Containers Ltd.		BSE Sensex	
	High	Low	High	Low
April-13	13.5	13.5	19623	18144
May-13	13.5	13.5	20441	19451
June-13	13.5	13.5	19860	18467
July-13	13.5	13.5	2035	19127

August-13	13.5	13.5	19569	17449
Sept-13	13.5	13.5	20740	18166
Oct-13	13.5	13.5	21205	19265
Nov-13	13.5	13.5	21322	20138
Dec-13	13.2	12.83	21484	20569
Jan-14	12.55	9.26	21410	20344
Feb-14	9.58	9.13	21141	19963
Mar-14	9.11	9.11	22467	20921

**(h) GCL/ BSE SENSEX**

**Distribution of Share Holding as at March 31,2014**

Category	Shares	Folios	Percent Shares	Percent Holders
1-500	2039870	10115	38.85	97.05
501-1000	197300	238	3.76	2.28
1001-2000	74600	49	1.42	0.47
2001-3000	15830	6	0.30	0.06
3001-4000				0.00
4001-5000	14500	3	0.28	0.03
5001-10000				0.00
10001-50000	85400	2	1.63	0.02
50001-100000	55300	1	1.05	0.01
And above	2767200	8	52.71	0.08
<b>Total</b>	<b>5250000</b>	<b>10422</b>	<b>100</b>	<b>100</b>



**(i) Categories of Shareholders as on 31.03.2014**

Category	No. of Fully paid up shares held	% shareholding
Promoters, Directors & Relatives	21,83,830	41.60
Mutual Funds/FIs/FIIs/Banks/ Central Govt. / State Govt/ Insurance Companies		
Bodies Corporate	50,300	0.96
NRI/Trust	35,400	0.67
Individuals	29,80,470	56.77
<b>Total</b>	<b>52,50,000</b>	<b>100.00</b>

**(j) Dematerialisation of Equity Shares and liquidity**

As on 31.03.2014, of the total eligible Equity Shares 16,71,400 i.e. 31.86% were in dematerialized form and the balance 35,77,600 i.e. 68.13 % shares in physical form.

The Company has not issued any GDR/ADRs during the year. There are 4,00,000 Share warrants pending for conversion. The 4,00,000 Equity Shares issued on conversion of warrants pending the listing approval has been incorporated in the total share capital of the Company and in De- mat form.

**(k) Plant location :**

- (1) Plot no. 488-489/P, Baroda – Savli Highway, Vill. Tundav, Tal. Savli, Dist. Vadodara
- (2) 2/5 GIDC Phase1, Narmada Nagar, Bharuch.
- (l) Address of Correspondence: 201-202, Alkapuri Arcade, R. C.Dutt Road,  
Opp.Welcome Hotel, Baroda-390007

Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

Date : 05/09/2014

Place : Vadodara

Kiran Shah  
(Chairman & Managing Director)

**Declaration regarding compliance of code of conduct**

I, Kiran Shah Chairman & Managing Director of Gujarat Containers Ltd. hereby declare that all Board Members and senior management Team have affirmed compliance of code of conduct for the year ended 31st March, 2014

Date : 05/09/2014

Place : Vadodra

Kiran Shah  
(Chairman & Managing Director)

**Auditors certificate on the Compliance of Conditions of Corporate Governance under Clause 49 of the Listing Agreement**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
GUJARAT CONTAINERS LIMITED

We have examined the compliance of the conditions of Corporate Governance by GUJARAT CONTAINERS LIMITED for the year ended 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange in India.

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

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

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

Date: 05/09/2014  
Place: Vadodara

**For V K Shastri & Co.**  
Chartered Accountants  
**(V K Shastri)**  
Sole Proprietor  
Firm no. 113325W

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **THE COMPANY'S OVERVIEW OF BUSINESS :**

The Company is manufacture of a specially designed barrels in the Industry. The company is a leading manufacture in India that manufactures all variety of specialized barrels such a Galvanized barrels, Epoxy barrels, composite barrels, M.S. Plain barrels, carbays & linear etc. The Company's product has wide applications in pharmaceutical, agro chemicals, paints , food products , aromatic products, lubricating oils etc. The Company has the excellent capacity of producing 1500 barrels per shift.

### **INDUSTRY STRUCTURE & DEVELOPMENT :**

The plastic packaging Industry in India is one of the most upcoming sector and is valued at about \$15.6 bn. India offers a very good opportunity for packing operations as it is the second fastest growing economy in the world. The stability of the government will result into the turnaround of the company. In the next five years, this sector is expected to triple to around \$60bn. The part of logistic infrastructure in the country has reached a saturation point and there is tremendous scope for adding capacity. The growing demand for natural resources & commodities to sustain the higher level of growth in China & India has lead to increase in Asian & African trade. A few years ago we took a visionary look at how our business and the overall market will develop upto 2020. On the basis of the analysis we developed a 2020 Vision Document to drive the organization towards its goal.

### **OVERALL REVIEW :**

The year 2013-14 has witnessed an overall slow down of the industrial sector and economy as a whole not only for India but also world wise. It was mainly due to uncertainty in the economic growth outlook globally. All sectors including containers business didn't perform well during the year. The average cost of power and fuel increased significantly during the year as compared to the previous year. The company could not sufficiently increase the price of our product to cover the full impact of the cost increase to avoid losing important customers and significant sales volume.

Your company has always believed in world class innovation to beat this growth curve and stay ahead of the competition.

### **FINANCIAL PERFORMANCE VIS-A-VIS OPERATIONAL PERFORMANCE:**

The Net Turnover for FY 2013-14 remained at Rs.4826.78 Lakhs as compared to Rs.5032.06 lacs for the corresponding previous year. Thus, reflecting a reduction of 4%. The Net Profit of the Company decreased by 40.5%, primarily on account of increase in the finance cost and the cost of raw materials.

The production during the year was 334983 no. of containers as against 308980 for the previous year. The basic EPS for the year is Rs 1.26 per share as against Rs 2.12 per share in the previous year

**OPPORTUNITY, THREATS, OUTLOOK, RISKS & CONCERN :**

The beauty of our country lies in its democracy and the tremendous opportunities that it brings. Your Company has a very clear vision and strategic plan to capture the latest happenings and trends in the industry and align with them to gain maximum advantage from it.

Our Strength include :

- Capability to introduce new, high quality products.
- Local technical assistance to our valued customers from the Application Technology
- Environment friendly production site.
- Commitment to a high standard code of conduct and ethics.

Our operations in general are susceptible to possible changes in fiscal, monetary and economic policies of the Government especially with regard to fuel, power and freight costs. The major challenge for our industry is the timely availability of its main raw materials from Indian sources. Volatility in the price of input & currency coupled with shorten business cycle continues to be a high risk & the same are being managed prudently by experts.

With prudent business and risk management practices, the Company is continually looking at ways to minimize the impact of the cost increases by passing these on to customers, judicious buying, adequate stocking, developing alternate vendors, exploring alternative sources of energy, etc.

**HUMAN RESOURCES/ INDUSTRIAL /EMPLOYEE RELATIONS :**

Your Company realized many years back that the only thing which drives the company forward, are its people, the rest are all tools, which are used as growth drivers. The Company has all through the year stood by its belief of developing people, taking care of their needs and ensuring that all the processes and systems enable employees to give their best. The Company believes that a genuine, authentic and customized approach to people management goes a long way in aligning employees with the business goals and objectives of the organization.

Industrial Relations remained cordial during the year. The annual wage settlement was concluded peacefully. Our focus during the year was in building competences of human resources by a policy of job re-definition and job rotation. These organizational changes were implemented in line with the business situation and strategy. This has

contributed to the growth and development of the employees and offered them the opportunity to develop new job skills and obtain wider exposures. This has also resulted in reduction in Head Count and better efficiency.

**PROHIBITION OF INSIDER TRADING**

The Company has implemented a policy prohibiting Insider trading in conformity with applicable regulations of the Securities Exchange Board of India (SEBI). Necessary procedures have been laid down for prohibition of Insider Trading. The policy and the procedures are periodically communicated to directors and the employees who are

considered as insiders of the Company. Trading window closures are intimated to all employees and directors in advance, whenever required.





#### **ENVIRONMENT, HEALTH AND SAFETY:**

The Company is very conscious of its responsibility towards creating, maintaining and ensuring a safe and clean environment. We are committed to conserve and protect the environment through continuous support and participation of all employees. It adheres to all regulatory requirements and guidelines at all the times. Your Company focuses on pollution abatement, resource optimization and waste minimization, which leads to sustainable development. The company has set up elaborate safety system to ensure a proper safe work environment. Emphasis is given to prevention of any accident. As a result of strict safety norms being followed, the company has been able to maintain very good safety record.

#### **INTERNAL CONTROL SYSTEM AND THEIR EFFICACY**

The Company follows a proper and adequate system of Internal Controls to ensure that all assets are safeguarded against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The key elements of internal control system are as follows:

- Clearly defined organization structure.
- Well-defined authorization for conducting business.
- Revenue and capital budgeting monitoring system.
- Management control through monthly MIS system.

The Audit Committee and Board periodically review the findings and recommendations of the auditors and take necessary corrective actions wherever necessary. The Audit Committee also reviews the performance of Internal Auditors, adequacy of Internal Control Systems and ensures compliance of Internal Control Systems. The Audit Committee and Board recognize the work of the auditors as an independent check on the information received from the management on the operations and performance of the Company.

#### **CAUTIONARY STATEMENT**

Some statements in the report describing the projections, estimates, expectations or outlook may be "forward looking" that set forth anticipated results based on management plan and assumptions. These statements are likely to address the Company's growth strategy, financial results, product approvals, product potential and development programs. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Division's operations include changes in the main client's purchase procedures, changes in Government regulations, tax regimes, economic outlook in India and other incidental factors.

For and on behalf of the Board

**Kiran Shah**

Chairman & Managing Director

Place : Baroda

Date : September, 05, 2014

## **INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of  
Gujarat Containers Limited.

### **Report on the Financial Statements**

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

### **Management's Responsibility for the Financial statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th 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 misstatement. 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

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

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

### **Emphasis of matter**

We draw attention to Note No. J of Other Notes on Accounts to the financial statements which states company has not provided for accrued gratuity liability during the year as the same is covered by the LIC Group Gratuity scheme subscribed by the company and the premium for the same are paid by the company. This is for attention and our opinion is not qualified in respect of this matter.

### **Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, 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 Companies Act, 1956.

For **V.K.SHASTRI & Co.**  
Chartered Accountants  
Firm number: 113325W

Place: Vadodara  
Date: 30/05/2014

(**V.K.SHASTRI**)  
Membership No. : 042774

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Gujarat Containers Limited, on the accounts of the company for the year ended 31st March, 2014.  
On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification. Fixed Assets register has been maintained in computer.
- (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records and the company has made proper entries to write off the unusable, defective and obsolete stocks.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has taken unsecured loans from 1 parties covered under



register maintained under Section 301 of the Companies Act, 1956 amounting to Rs. 20,00,000/- during the year and balance of unsecured loans taken from parties covered under register maintained under Section 301 of the Companies Act, 1956 as on 31.03.2014 is Rs. 60,10,225/- the company has been regularly repaying the loan during current financial year. (STATEMENT IN LIEU OF ADVERTISEMENT) listed in the register maintained under Section 301 of the Companies Act, 1956.

- (c) The rates of Interest and other terms and conditions of the unsecured loans from the Directors are not prejudicial to the interests of the Company. The repayment of the loans and interest payment schedule is not stipulated by the Company, in respect of loans from Directors, hence the question of overdue does not arise. However, in respect of Unsecured Deposits from Directors and related parties, aggregating to Rs. 60,10,225/- an interest amounting of Rs. 10,98,611/- is provided and accrued in books, to be paid on maturity date as per terms of Deposit.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit we have not observed any major weakness or continuing failure to correct any major weaknesses in internal control system.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us by the management, the transaction made in pursuance of such contracts have been made at a prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. The internal audit of the Company has been conducted by company's own staff. In our opinion, the internal audit system is commensurate with the size and nature of its business, but the system requires to be strengthened.
8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.





## GUJARAT CONTAINERS LIMITED

12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the term loans availed by the company where prima facie applied for the purpose for which the loans were obtained.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has made preferential allotment of 4,00,000 (Four lacs) equity shares to two parties referred to in section 301 and in our opinion the price at which shares have been issued are not prejudicial to the interest of the company.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

Place: Vadodara  
Date: 30/05/2014

For V.K.SHASTRI & Co.  
Chartered Accountants  
Firm number: 113325W

(CA. V.K. Shastri)  
Membership No. 042774



GUJARAT CONTAINERS LIMITED

## GUJARAT CONTAINERS LIMITED

### BALANCE SHEET AS AT MARCH 31, 2014

Particulars	Note	As at 31st March, 2014	As at 31st March, 2013
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds			
(a) Share Capital	1	55,300,000	51,300,000
(b) Reserves and Surplus	2	25,841,916	18,061,745
(c) Money received against share warrants	3	1,420,000	2,840,000
		82,561,916	72,201,745
(2) Share application money pending allotment		---	---
(3) Non - current liabilities			
(a) Long term borrowings	4	12,073,828	15,117,500
(b) Other long term liabilities	6	---	80,372
(c) Long term provisions		---	---
		12,073,828	15,197,872
(4) Current Liabilities			
(a) Short term borrowings	7	99,658,833	79,175,282
(b) Trade payables	8	64,506,298	48,080,101
(c) Other current liabilities	9	1,306,443	2,817,087
(d) Short term provisions	10	5,183,535	6,405,780
		170,655,109	136,478,250
<b>TOTAL</b>		<b>265,290,852</b>	<b>223,877,867</b>
<b>II. ASSETS</b>			
(1) Non - current assets			
(a) Fixed Assets			
(i) Tangible assets	11	67,768,602	43,741,139
(ii) Intangible assets		845,510	---
(iii) Capital work in progress		---	---
(iv) Intangible assets under development		---	---
		68,614,112	43,741,139
(b) Non - current investments		---	---
(c) Deferred tax assets (Net)	5	1,173,637	1,317,135
(d) Long term loans and advances		---	---
(e) Other non current assets	12	3,420,568	3,371,246
		73,208,317	48,429,520
(2) Current Assets			
(a) Current Investments		---	---
(b) Inventories	13	50,449,032	40,319,093
(c) Trade receivables	14	107,625,564	107,633,894
(d) Cash and cash equivalents	15	11,393,697	5,115,235
(e) Short term loans and advances	16	22,614,243	22,380,125
(f) Other current assets		---	---
		192,082,536	175,448,347
<b>TOTAL</b>		<b>265,290,853</b>	<b>223,877,867</b>
<b>Significant accounting Policies</b>			
<b>Notes on Financial Statements</b>	1 to 30		

In Accordance with our Report of even date  
**For V. K. SHASTRI & CO.**  
Chartered Accountants  
**(V. K. SHASTRI.)**  
Sole Proprietor - Firm number: 113325W  
Date : 30/05/2014  
Place : Vadodara.

For and on behalf of the Board  
**(KIRAN SHAH)** **(PRAVIN SHAH)**  
Chairman & Managing Director Whole-Time Director

Date : 30/05/2014  
Place : Vadodara.

**GUJARAT CONTAINERS LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014**

Particulars	Note No.	2013-14		2012-13	
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	17	482,677,578		503,206,251	
II Other Income	18	1,128,237		988,269	
III Total revenue (I + II)		<u>483,805,815</u>		<u>504,194,520</u>	
IV Expenses					
a Cost of materials consumed	19	362,740,471	381,219,500		
b Purchases of stock in trade					
c Changes in inventories of finished goods, work in progress and stock in trade	20	(5,052,312)	357,68,159	(3,294,364)	377,925,136
d Employee benefits expense	21	27,63,145		28,568,507	
e Finance costs	22	23,93,005		19,440,707	
f Depreciation and amortization expense	23	5,70,459		4,988,620	
g Other expenses	24	61,10,105		59,342,954	
Total Expenses		<u>476,067,873</u>		<u>490,265,925</u>	
V Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		7,736,942		13,928,595	
VI Exceptional Items		-		-	
VII Profit/(Loss) before extraordinary items and tax (V-VI)		7,736,942		13,928,595	
VIII Extraordinary Items	25	-		63,497	
IX Profit before tax (VII-VIII)		7,736,942		13,992,092	
X Tax expense:					
(1) Current tax		1,493,274		3,368,511	
(2) Deferred tax		143,498		360,122	
XI Profit/(Loss) for the period from continuing operations (VII-VIII)		1,636,772		3,728,633	
XII Profit/(loss) from discontinuing operations		6,100,171		10,263,459	
XIII Tax expense of discontinuing operations		-		-	
XIV Profit/(loss) from discontinuing operations (after tax) (XII-XIII)		-		-	
XV Profit/(Loss) for the period (XI + XIV)		6,100,171		10,263,459	
XVI Earning per equity share:	28				
(1) Basic		1.26		2.12	
(2) Diluted		1.19		-	
Significant accounting Policies					
Notes on Financial Statements		1 to 30			

In Accordance with our Report of even date  
**For V. K. SHASTRI & CO.**  
Chartered Accountants  
**(V. K. SHASTRI.)**  
Sole Proprietor - Firm number: 113325W

Date : 30/05/2014  
Place : Vadodara.

For and on behalf of the Board  
**(KIRAN SHAH)**  
Chairman & Managing Director  
**(PRAVIN SHAH)**  
Whole-Time Director

Date : 30/05/2014  
Place : Vadodara.

**GUJARAT CONTAINERS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014**

Particulars	2013-14		2012-13	
	Rs.	Rs.	Rs.	Rs.
<b>Cash flows from operating activities</b>				
Profit before taxation		7,736,142		13,992,092
Adjustments for:				
Depreciation and amortization expense	5,705,459		4,988,620	
Arrears of Depreciation				
Interest received	(575,627)		(764,611)	
Loss/(gain) on sale of Assets/Investments				
Deferred Depreciation				
Interest expenses	20,692,279		16,806,307	
	-----	25,822,111	-----	21,030,316
		33,559,634		35,022,409
(Increase)/ decrease in trade and other receivables	(171,611)		(29,250,765)	
(Increase)/ decrease in inventories	(10,129,939)		(9,809,241)	
Increase/ (decrease) in trade payables & others	13,612,936		7,823,298	
	-----	3,311,316	-----	(31,236,708)
		36,870,419		3,785,700
Income taxes paid		1,636,712	3,728,633	3,728,633
<b>Net cash from operating activities</b>		35,233,617		57,067
<b>Cash flows from investing activities</b>				
Purchase of property, plant and equipment	(30,538,432)		(11,271,990)	
Proceeds from sale of property, plant and equipment				
Proceeds from sale of investments				
Interest received	575,627		764,611	
<b>Net cash from investing activities</b>		(29,962,805)		(10,507,379)
<b>Cash flows from financing activities</b>				
Proceeds from issue of share capital	5,680,000		2,840,000	
Proceeds from issue of share Warrants	(1,420,000)		2,840,000	
Proceeds from short term borrowings	20,483,551		31,319,901	
Repayment of long term borrowings	(3,043,672)		(11,470,869)	
Interest paid	(20,692,279)		(16,806,307)	
Dividend paid				
	-----		-----	
<b>Net cash from financing activities</b>		1,007,601		8,722,725



**GUJARAT CONTAINERS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014**

Particulars	2013-14		2012-13	
	Rs.	Rs.	Rs.	Rs.
Net increase/(decrease) in cash and cash equivalents		6,278,462		(1,727,587)
Cash and cash equivalents at beginning of reporting period		5,115,835		6,842,822
Cash and cash equivalents at end of reporting period		<u>11,393,997</u>		<u>5,115,235</u>
<b>Cash &amp; Cash equivalents:</b>				
Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments. Cash and cash equivalents included in the statement of cash flows comprise the following amounts in the balance sheet:				
Cash on hand and bank balances		11,393,997		5,115,235
Short term investments		-		-
Cash and cash equivalents as reported		11,393,997		5,115,235
Effect on exchange rate changes		-		-
Cash and cash equivalents as restated		<u>11,393,997</u>		<u>5,115,235</u>

In Accordance with our Report of even date  
**For V. K. SHASTRI & CO.**  
Chartered Accountants  
**(V. K. SHASTRI.)**  
Sole Proprietor - Firm number: 113325W

Date : 30/05/2014  
Place : Vadodara.

For and on behalf of the Board  
**(KIRAN SHAH)** **(PRAVIN SHAH)**  
Chairman & Managing Director Whole-Time Director

Date : 30/05/2014  
Place : Vadodara.

## GUJARAT CONTAINERS LIMITED

### SIGNIFICANT ACCOUNTING POLICIES:-

NOTE:1

1. **ACCOUNTING CONVENTION :-**  
Financial statements are prepared in accordance with the generally accepted accounting principles in India under historical cost conventions on accrual basis. Except gratuity and Leave encashment, which are accounted on cash basis.
2. **FIXED ASSETS AND DEPRECIATION :-**
  - a) Fixed assets are stated at cost less accumulated depreciation. The cost of an asset comprises of purchase price and directly attributable cost of bringing the asset to its present condition for intended use and pre-operative expenditure allocated to its respected assets less CENVAT credit taken.
  - b) Depreciation on fixed assets is related to the period of use of the assets and is provided on the Straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956 as amended till date. Pro-rata depreciation is provided on all addition to fixed assets.
3. **INVENTORIES :-**  
Inventories are Valued at cost or net realizable value whichever is lower; Cost includes taxes and duties and is net of credit under CENVAT schemes. Valuation is ascertained on following basis.
  - RAW MATERIAL:  
Raw materials, stores, spares and consumables on FIFO basis.
  - SEMI-FINISHED GOODS/FINISHED GOODS  
Lower of cost or net realizable value.
4. **REVENUE RECOGNITION :-**
  - 4.1 Sales of products and services are recognized when risk and rewards of ownership of the products are passed on to the customers, which is generally on dispatch of goods. Sales are inclusive of Excise Duty but excluding sales tax / Value Added Tax.
  - 4.2 Interest income is recognized on time proportion basis.
5. **EXCISE DUTY :-**  
The Company has followed a system whereby the Excise Duty is included in the Sales Value and the Value of Closing Stock as required by the Guidance Note of the Institute of Chartered Accountants of India. The actual excise duty paid is shown as expenditure and the excise duty unpaid and included in finished goods is shown as liability payable under the head other current liabilities.
6. **GRATUITY AND LEAVE ENCASHMENT :-**  
Gratuity payable as per Payment of Gratuity Act is not provided for in books of accounts, but shown separately in notes to accounts. The Company has taken a Policy from LIC of India in respect Gratuity liability and premiums thereof are paid by the Company. As regards Leave Encashment, the company has made a policy that all employees should avail the leave he or she is entitled and hence no provision is made for Leave Encashment. As regards Provident Fund, it is paid by the Company to the Employees Provident Fund Department as per rules and debited to Profit and Loss account on accrual basis.
7. **TAXATION :-**  
Provision for taxation comprises of Current Tax and Deferred Tax. Current tax has provision has been made the basis of reliefs and deduction available under Income Tax Act, 1961. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax assets is

recognized and carried forward only to the extent the assets can be realized in future. However, where there is unabsorbed depreciation or carry forward losses under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance sheet date.

**8. USE OF ESTIMATES:**

The preparation of financial statement requires management of the company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the period.

**9. SEGMENT DISCLOSURES :**

The company's business activity falls within a single primary business segment viz. Manufacturing of Barrels. As such, there are no separate reportable segments as per Accounting Standard 17. Also there being no business outside India, the entire business has been considered as single geographical segment.

**10. IMPAREMENT OF ASSETS :**

The company assesses at each Balance Sheet date, whether there is any indication that asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs, is less than its carrying amount, the carrying amount is adjusted to the amount of recoverable amount.

**11. BORROWING COSTS :**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**12. LEASES:**

**Finance Lease**

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. The lower of fair value of asset and present minimum lease rentals is capitalized as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rentals is adjusted against the lease liability and the interest component is charged to profit and loss account.

**13. CASH FLOW STATEMENT**

The Cash Flow Statement is prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

**14. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the notes forming parts of the accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

#### 1 SHARE CAPITAL:

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	Rs in	Number	Rs in
<b>Authorized:</b>				
Equity shares of Rs.10/- each	60,000,000	<u>60,000,000</u>		60,000,000
<b>Issued, subscribed and fully paid up:</b>		<u>60,000,000</u>		<u>60,000,000</u>
46,50,000 Equity shares of Rs.10/- each	5,250,000	<u>52,500,000</u>	4,850,000	48,500,000

Other Information:

#### I Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	Rs in	Number	Rs in
At the beginning of the reporting period	4,850,000	48,500,000	4,650,000	46,500,000
Issued during the reporting period	400,000	4,000,000	200,000	2,000,000
Bought back during the reporting period	-	-	-	-
At the close of the reporting period	5,250,000	<u>52,500,000</u>	4,850,000	<u>48,500,000</u>
Add: Amount originally paid up on forfeited shares		<u>2,800,000</u>		<u>2,800,000</u>
<b>Total</b>		<b>55,300,000</b>		<b>51,300,000</b>

#### II Particulars of equity share holders holding more than 5% of the total number of equity share capital:

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of shares	% held	No. of shares	% held
a. Kiran Shah	1,095,500	20.87%	1,095,400	22.59%
b. Geeta Kiran Shah	382,400	7.28%	382,500	7.89%
c. Gajanand K Malpani	480,000	9.14%	480,000	9.90%

#### 2 RESERVES AND SURPLUS:

	As at 31.03.2014		As at 31.03.2013	
<b>Capital Reserve</b>				
State Subsidy				
As per last Balance Sheet	2,500,000	2,500,000	2,500,000	2,500,000
<b>Securities Premium Reserve</b>				
Share Premium Account				
As per last Balance Sheet	2,040,000		1,200,000	
Add: Received this year	1,680,000		840,000	
		3,720,000		2,040,000
<b>Profit and Loss Account</b>				
As per last Balance Sheet	13,521,745		3,258,286	
Add: Profit for the year	6,100,171	19,621,916	10,263,459	13,521,745
<b>TOTAL</b>		<b>25,841,916</b>		<b>18,061,745</b>

#### 3 SHARE WARRANTS:

	As at 31.03.2014		As at 31.03.2013	
<b>Issued, subscribed and fully paid up:</b>				
Share Warrants of @ Rs14.20 each	800,000	11,360,000	800,000	11,360,000
Less: Converted Into Shares	400,000	5,680,000		
Balance - Share Warrants outstanding	400,000	5,680,000		11,360,000
<b>Called And Paid up :</b>				
25% Amount called up and paid up	400,000	1,420,000	800,000	2,840,000
@ Rs3.55 per share warrant				
<b>TOTAL</b>		<b>1,420,000</b>		<b>2,840,000</b>



## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31-03-2014	As at 31-03-2013
<b>4 LONG TERM BORROWINGS</b>		
1) Secured Loans:		
a. Term Loans		
- from Banks	29,394	253,905
- from finance institutional	4,95,322	595,820
Sub-Total	5,24,716	849,725
2) Unsecured Loans:		
a. Term Loans		
- from Others	815,887	560,512
b. Loans and advances from related parties	6,01,225	11,207,263
c. Loans and advances from Unrelated parties	-	2,500,000
Sub-Total	6,86,112	14,267,775
3) Total long term borrowings (1+2)	12,073,828	15,117,500
<b>Additional Information:</b>		
a. Details of security for secured loans		
1. Rs. 1,134,174 secured loan from bank and financial institutions Secured by Hypothecation of vehicles		
2. Terms of repayment of secured term loans All the Secured loans which are hypothecated by vehicles are repayable at average interest rate of 10.43 %		
b. Terms of repayment of term loans and others The term loans from others and related parties bearing interest @ 13 % repayable after 3 years unless renewed		
<b>5 DEFERRED TAX ASSESTES/LIABILITIES</b>		
i) Deferred tax liability:		
a) On account of depreciation on fixed assets	-	-
b) On account of timing differences in recognition of expenditure	-	-
Total	-	-
ii) Deferred tax asset:		
a) On account of Unabsorbed losses and depreciation under the Income Tax Act, 1961	1,173,137	1,317,135
Total	1,173,137	1,317,135
Net Deferred tax (liability)/asset	1,173,137	1,317,135
<b>6 OTHER LONG TERM LIABILITIES</b>		
a) Trade Payables	-	80,372
	-	80,372

## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31-03-2014	As at 31-03-2013
<b>7 SHORT TERM BORROWINGS</b>		
1) <b>Secured Loans:</b>		
a) Loans repayable on demand		
- from banks ( Bank O/d)	77,389,017	77,608,303
- from others (finance companies)	6,654,337	725,056
- from banks ( Bank SLC)	12,500,000	-
Sub-Total	96,543,354	78,333,359
2) <b>Unsecured Loans:</b>		
Loans repayable on demand		
- from others (ICD)	3,115,479	841,923
Sub-Total	3,115,479	841,923
<b>Total</b>	<b>99,658,833</b>	<b>79,175,282</b>
<b>Additional Information:</b>		
a) Details of security for secured loans		
1 Rs. 7,76,08,303 (P.Y. Rs. 4,13,48,469) from Bank Secured by first charge by way of Hypothecation of Plant & Machinery & other movable fixed assets of the company and further secured by first charge immovable properties of the company by way of Equitable Mortgage by deposit of Title Deeds and personally guaranteed by the Directors of the Company		
2 Rs. 8,20,477 (P.Y. 16,69,419) Unsecured loan from finance companies/ Banks Secured by Hypothecation of vehicles under hire purchase agreement at average interest rate of 10.43%		
3 Rs. 6,17,266 Unsecured loan from TATA Capital Finance Ltd at interest rate of 13 %		
b) Loans have been guaranteed by directors or others		
a) Loans repayable on demand		
- from banks	77,389,017	77,608,303
- from others	6,654,337	725,056
<b>8 TRADE PAYABLES</b>		
i) To Micro, Small and Medium Enterprises	-	-
ii) Others	64,506,998	48,080,101
<b>TOTAL</b>	<b>64,506,998</b>	<b>48,080,101</b>
<b>Additional Information:</b>		
The details of amounts outstanding to Micro, Small and Medium Enterprises under Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:		
(NOTE : Refer Note No.'L' in Other Notes on Accounts)		
<b>9 OTHER CURRENT LIABILITIES:</b>		
a) Current Maturities of Long Term debts	412,273	409,118
b) Interest accrued and due on borrowings	194,275	305,866
c) Other payables (Specify nature)		
Advances from customers	-	408,046
O/s liability for expenses	494,857	644,727
Statutory liabilities	205,038	1,049,330
<b>Total</b>	<b>1,306,443</b>	<b>2,817,087</b>
<b>10 SHORT TERM PROVISIONS:</b>		
a) Provision for employee benefits	3,605,901	3,134,603
b) Others		
Provision for taxation	1,480,100	3,212,364
Provision for Expenses	97,544	58,813
<b>Total</b>	<b>5,183,545</b>	<b>6,405,780</b>

**GUJARAT CONTAINERS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS**

**11 FIXED ASSETS:**

PARTICULARS OF FIXED ASSETS	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTISATION					NET BLOCK	
	As at 1-4-2013	Additions for the Year	Deductions During the Year	As on 31-3-2014	As on 1-4-2013	For the Year	Arrears of Depreciation	Dedu- ctions	As on 31-3-2014	As on 31-3-2013
<b>Tangible Assets</b>										
<b>Own assets</b>										
Land	1,054,394	-	-	1,054,394	-				1,054,394	1,054,394
Buildings (Factory)	16,812,672	925,696	-	17,738,368	7,724,895	585,119	-	-	8,310,014	9,087,777
Plant & Machinery	63,695,984	27,607,497	-	91,303,481	36,868,512	3,635,941		-	40,504,453	50,799,028
Furniture & Fixtures	231,628	-	-	231,628	226,039	1,595		-	227,634	3,994
Vehicles	9,545,094	512,835	-	10,057,929	4,755,169	949,230		-	5,704,399	4,353,530
Office equipment	2,282,046	305,072	-	2,587,118	1,717,614	119,618		-	1,837,232	729,886
Buildings (office)	273,550	-	-	273,550	90,637	4,459		-	95,096	178,454
Electrification	4,912,153	247,877	-	5,160,030	3,785,979	244,166		-	4,030,145	1,420,005
Tools, Dies & equipments	660,763	-	-	660,763	538,300	31,386		-	569,686	122,463
<b>Intangible Assets</b>										
Bank Charges & Others	-	939,455	-	939,455	-	93,945			93,945	845,510
<b>TOTAL</b>	99,448,284	30,538,432	-	129,986,716	55,707,145	5,665,459		-	61,372,604	43,741,139
Previous Year Figures	88,176,294	11,271,990	-	99,448,284	51,108,526	4,598,620		-	55,707,146	37,067,768

## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31-03-2014	As at 31-03-2013
<b>12 NONCURRENT ASSETS:</b>		
i) Non current debtors	3,380,568	3,291,246
ii) Deferred VRS Payable	40,000	80,000
<b>Total</b>	<b>3,420,568</b>	<b>3,371,246</b>
<b>13 INVENTORIES:</b>		
i) Raw materials	29,271,108	24,193,481
ii) Work in progress	1,828,220	1,828,220
iii) Finished goods	17,474,456	12,864,141
iv) Stores and spares (General consumable stores)	1,173,000	1,173,000
vi) Others ( Waste & Scrap)	702,248	260,251
<b>Total</b>	<b>50,449,032</b>	<b>40,319,093</b>
<b>14 TRADE RECEIVABLES:</b>		
(Unsecured and considered good)		
i) Trade receivables exceeding six months	113,725	169,686
ii) others	107,511,338	107,464,208
Sub-Total	107,625,064	107,633,894
Less: Provision for doubtful debts	-	-
	<b>107,625,064</b>	<b>107,633,894</b>
<b>15 CASH AND CASH EQUIVALENTS:</b>		
i) Balances with banks		
- in margin money, security for borrowings, guarantees and other commitments	11,070,000	5,000,000
- in other accounts	64,255	33,751
ii) Cash on hand	259,443	81,484
<b>Total</b>	<b>11,393,697</b>	<b>5,115,235</b>
<b>16 SHORT TERM LOANS AND ADVANCES:</b>		
(Unsecured and considered good)		
i) Advances to Staff & Suppliers	2,385,032	5,823,469
ii) Prepaid Expenses and Interest Accrued	1,113,378	650,955
iii) Capital advances	2,545,152	2,545,152
iv) Security Deposits	4,809,850	3,814,126
v) Balance with Government Authorities		
Advance Taxes	2,227,811	3,543,691
Other Taxes	5,014,912	3,219,376
Refunds/ Claims Receivable	4,518,018	2,783,358
<b>Total</b>	<b>22,614,203</b>	<b>22,380,125</b>



## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31-03-2014	As at 31-03-2013
<b>17 REVENUE FROM OPERATIONS:</b>		
i) Sale of products		
M S Steel Barrels	526,42,839	558,767,782
Plastic Barrels	11,88,573	-
Total	538,30,412	558,767,782
ii) Other operating revenues(Freight Outward)	95,863	741,705
Sub-Total	539,25,275	559,509,487
Less: Excise duty	56,581,697	56,303,236
Total	482,677,578	503,206,251
<b>18 OTHER INCOME:</b>		
i) Interest income	1,052,001	973,702
ii) Profit on sale of fixed assets (Net)	1,150	-
iv) Provision no longer required withdrawn	74,086	-
v) Notice pay	-	5,347
vi) Other non operating income	-	9,220
(net of expenses directly attributable to such income)		
Total	1,127,237	988,269
<b>19 COST OF MATERIALS CONSUMED:</b>		
a) i) Consumption of raw materials	356,699,449	375,010,434
ii) Consumption of stores and spare parts	6,041,222	6,209,066
Total	362,740,671	381,219,500
b) Consumption of major raw materials		
i) CRCA SHEET/COIL		314,469,738
ii) Bungs		8,675,614
iii) Zinc		11,871,352
iv) Plastic		15,748,091
v) Others		24,245,639
Total		375,010,434

## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31-03-2014	As at 31-03-2013
<b>20 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE:</b>		
Stocks at the end of the year		
i) Work in progress		
M. S. Barrels		
Total	1,828,220	1,828,220
ii) Finished goods	1,828,220	1,828,220
M.S. Barrels		
Total	17,47,456	12,864,141
iii) Scrap	17,47,456	12,864,141
Total	70,248	260,251
Less: Stocks at the beginning of the year	20,00,924	14,952,612
i) Work in progress		
M. S. Barrels		
Total	1,828,220	1,828,220
ii) Finished goods	1,828,220	1,828,220
M.S. Barrels		
Total	12,864,141	9,448,572
iii) Scrap	12,864,141	9,448,572
Total	260,251	381,456
Increase /(Decrease ) in stock	14,952,612	11,658,248
	(5,052,312)	(3,294,364)
<b>21 EMPLOYEE BENEFIT EXPENSES:</b>		
i) Salaries and wages	20,424,638	19,398,349
ii) Contribution to provident and other funds	2,090,458	4,601,389
iii) Remuneration to whole time directors	4,130,400	3,772,178
iv) Staff welfare expenses	987,649	796,591
	27,633,145	28,568,507
<b>22 FINANCE COSTS:</b>		
i) Interest expense	20,692,379	16,806,307
ii) Other borrowing costs	3,245,226	2,634,400
	23,938,605	19,440,707
<b>23 DEPRECIATION AND AMORTIZATION:</b>		
i) Depreciation	5,571,114	4,598,620
ii) Others	133,145	390,000
	5,705,259	4,988,620

## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars	2012-2014	2011-2013
<b>24 OTHER EXPENSES:</b>		
i) Power and fuel	11,871,648	10,804,743
ii) Rent 720,000	720,000	
iii) Repairs to machinery	831,824	1,460,595
iv) Repairs others	93,125	561,652
v) Insurance	564,752	82,180
vi) Rates and taxes	3,812,683	2,065,830
vii) Payment to the auditors		
- as auditor	50,000	50,000
- for taxation matters	10,000	10,000
viii) Selling expenses	18,160,963	17,869,883
ix) Laboratory Testing & Other Manufacturing exp.	906,826	767,346
x) Postage, Internet & Telephone Expense	623,596	674,628
xi) Security service Charges	1,193,260	862,981
xii) Travelling expense	1,539,192	966,758
xiii) Vehicle Running & Maintenance Expense	1,880,400	1,412,298
xiv) Donations	46,351	12,100
xv) Legal and professional charges	1,111,147	3,058,798
xvi) Labour & job work charges	13,737,170	11,353,461
xvii) Bad Debts written off	-	3,391,543
xviii) Miscellaneous and Other expenses	2,802,668	3,218,159
xix) Prior Period Expenses	300,000	-
<b>Total</b>	<b>61,103,005</b>	<b>59,342,954</b>
<b>25 EXTRAORDINARY ITEMS</b>		
<b>Income</b>		
i) Reversal Of Depreciation	-	-
ii) Prior Year Expenses Written back	-	-
iii) Interest Income of earlier years	-	-
<b>Expenditure</b>		
i) Arrears of Depreciation	-	63,497
<b>Total</b>	-	<b>63,497</b>
<b>26 TAX EXPENSE</b>		
Current Tax		
Income tax for the year	1,480,100	3,212,364
Income Tax of earlier years	13,114	156,147
Deferred Taxes	143,488	360,122
<b>Total</b>	<b>1,493,274</b>	<b>3,368,511</b>

## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars		As at 31-03-2014		As at 31-03-2013	
27	VALUE BREAKUP OF RAW MATERIALS AND STORES & SPARE PARTS CONSUMED:				
a)	Sr Particulars	Amount	% to total	Amount	% to total
	No				
	i) Value of imported raw materials, spare parts and components consumed	-	-	-	-
	ii) Value of indigenous raw materials, spare parts and components consumed	362,740,471	100%	381,219,500	100%
		362,740,471	100%	381,219,500	100%

#### **28 BASIC EARNINGS PER SHARE:**

*After extraordinary item:*

Profit for the year after tax expense	6,100,171	10,263,459
Less:		
Preference dividend payable including dividend tax	-	-
	6,100,171	10,263,459
Weighted average number of equity shares	4,850,000	4,850,000
Earning per share	1.26	2.12

#### **Diluted Earnings per share:**

Profit for the year after tax expense	6,100,171	10,263,459
Weighted average number of equity shares	5,134,000	5,134,000
Earning per share	1.19	2.00



## GUJARAT CONTAINERS LIMITED

### NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31-03-2014	As at 31-03-2013
<b>29 CONTINGENT LIABILITIES AND COMMITMENTS:</b>		
(to the extent not provided for)		
a) Contingent Liabilities:		
i) Claims against the Company not acknowledged as debts	-	-
ii) Guarantees (Bank)	6,00,000	175,000
iii) Letters of credit	7,64,80,100	39,168,902
iv) Tax demands under disputes	-	-
v) Other monies for which company is contingently liable	-	-
The management believes, based on internal assessment and / or legal advice, that the probability of an ultimate adverse decision and outflow of resources of the Company is not probable and accordingly, no provision for the same is considered necessary.		
b) Commitments		
i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	1,53,72,265
ii) Uncalled liability on shares and investments partly paid	-	-
iii) Other Commitments (Specify nature)	-	-
c) Arrears of fixed cumulative dividends on preference shares (including tax thereon)		
Additional information:		
1) Proposed dividends:		
	Amount	Total
	per share	Amount
		per share
a) Amount of dividends proposed to be distributed to equity share holders	-	-
b) Amount of dividends proposed to be distributed to Preference share holders	-	-
2) Issues of securities made for a specific purpose and not used as at the balance sheet date:	-	-
Amount unutilized invested in		
Amount used for		

## GUJARAT CONTAINERS LIMITED

### OTHER NOTES ON ACCOUNTS:-

**NOTE:2**

- A) In the opinion of the Board, Debtors, Loans and Advances and other Current Assets are of the value as stated in the Balance Sheet, if realized in the ordinary course of the business.
- B) Balances of Depositors, Sundry Debtors, Creditors and Loans and Advances are subject to confirmation and reconciliation.
- C) Estimated amount of contracts remaining to be executed on Capital Account not provided for (net of advances) as on 31st March 2014 is Rs. NIL (Previous Year Rs. NIL).
- D) Figures have been rounded off to the nearest rupee.
- E) Previous Year figures have been regrouped and/or rearranged whenever necessary to confirm with current year's classification.
- F) Related Party Disclosure:-  
Disclosure of related party transaction as required by Accounting Standard – 18 issued by the Institute of Chartered Accountants of India.

Key Management Personnel their relatives and Associate Company as on 31.03.2014 are asunder:

Sr. No.	Director	Relative
1	Kiran Shah	Geeta K Shah Neha K Shah Neil Shah
2	Pravin Shah	Jigna P. Shah
3	Abjeebhai Patel & Associates	Abjeebhai V. Patel Bhavnaben Veljibhai Patel Chandubhai Veljibhai Patel Dhirajbhai Veljibhai Patel Ghanshyambhai V. Patel Globe Containers Heenaben G. Patel Jamanaben V. Patel Laxmiben Dhirajbhai Patel Nandaben Nitinbhai Bhagania Pushpaben Chandubhai Patel Shantaben A. Patel Shobhna A. Patel S.K. Industries Trusha A. Patel

### Transactions with the Related Party.

Transaction During the year	Key Management personnel	Relatives	Total
Interest Paid on Loan	65,000	10,54,345	11,19,345
Managerial Remuneration (Incl. Perks)	33,16,800	-----	33,16,800
Loans Received	-----	20,00,000	20,00,000
Services	-----	71,56,275	71,56,275
Rent	-----	8,13,600	8,13,600

**G) Remuneration to Directors:-**

Remuneration to Managing Director and Whole time Directors have been paid as per schedule XIII of the Companies Act, 1956, and in according resolution passed by the company in Annual General Meeting.

**H) During the current year, the Company has Calculated and accounted for Deferred Tax Assets/ liability in accordance with the Accounting Standard - 22 "Accounting for Taxes on Income" issued by the Council of the Institute of Chartered Accountants of India.**

**I) Current Tax: During the year, Provision is made for taxes on incomes is Rs.14,80,100/-(Last Year Rs. 32,12,364/-)**

**J) The Company has subscribed to LIC Group Gratuity Scheme to cover the liability of Gratuity Payable to its employees. The valuation of Present value of Gratuity liability accrued as per valuation of LIC is ` 46,58,452/- against which the premium payable is paid by the company and the same is debit to profit & loss account for the year. As on 31/03/14 total premium paid by the company as on 31.03.2014 is ` 37,81,026/-. As regards Leave Encashment the Company follows a policy that all employees avail their leave compulsorily, hence no provision is made on this account for leave encashment.**

**K) There are no entities covered Micro, Small and Medium Enterprises, as defined in Micro, Small Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made.**

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the Auditors.

**L) Particulars of Expenditure on Employees:-**

PARTICULARS		Current Year	Previous Year
i)	In case of Employees who were in Employment with the company for the whole year and receiving remuneration aggregating to Rs. 60,00,000/- or more per annum.		
*	No. of Employees	NIL	NIL
*	Amount of Salary & Allowance	NIL	NIL
*	Value of Perquisites	NIL	NIL
ii)	In case of Employees who were in Employment with the Company for part of the year and receiving remuneration aggregating to Rs.5,00,000/- or more per month.		
*	No. of Employees	NIL	NIL
*	Amount of Salary & Allowance	NIL	NIL
*	Value of Perquisites	NIL	NIL

In Accordance with our Report of even date

**For V. K. SHASTRI & CO.**

Chartered Accountants

**(V. K. SHASTRI.)**

Sole Proprietor - Firm number: 113325W

Date : 30/05/2014

Place : Vadodara.

For and on behalf of the Board

**(KIRAN SHAH)**

Chairman & Managing Director

**(PRAVIN SHAH)**

Whole-Time Director

Date : 30/05/2014

Place : Vadodara.

**GUJARAT CONTAINERS LIMITED**

CIN: L28120GJ1992PLC017081

Registered Office: Plot No. 488-489/P, Baroda- Savli Highway,

Vill. Tundav, Tal. Savli, Dist. Baroda.

Phone : 91-(0265) 2341265 , 2331965

Email: info@gujaratcontainers.com

Web: www.gujaratcontainers.com

**ATTENDANCE SLIP**

This attendance slip duly filled in to be handed over at the entrance of the meeting hall

Name of the attending Member (in block letters): \_\_\_\_\_

\_\_\_\_\_

Members' Folio Number \_\_\_\_\_

Client I.D. No. : \_\_\_\_\_

D.P.I.D No: \_\_\_\_\_

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members)

\_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I hereby record my presence at the Twenty Second Annual General Meeting of the Company to be held on Tuesday, the 30th September 2014, at 11.00 A.M. at 488-489/P, Baroda- Savli Highway, Vill. Tundav, Tal. Savli, Dist. Baroda-391 775.

To be signed at the time of handing over

Signature of member / Proxy



**FORM NO. MGT- 11**

**22nd ANNUAL GENERAL MEETING  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**GUJARAT CONTAINERS LIMITED**

CIN: L28120GJ1992PLC017081

Registered Office: Plot No. 488-489/P, Baroda- Savli Highway, Vill. Turdav, Tal. Savli, Dist. Baroda.

Phone : 91-(0265) 2341265, 2331965

Email: info@gujaratcontainers.com | Web: www.gujaratcontainers.com

Name of the member (s): \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Registered address: \_\_\_\_\_

Folio No./ Client Id: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/We, being the member (s) of ..... shares of the above named company hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 at 11.00 a.m. at the Registered office of the Company at Plot No. 488-489/P, Baroda- Savli Highway, Vill. Turdav, Tal. Savli, Dist. Baroda and at any adjournment thereof in respect of such resolutions as are indicated below:

**GUJARAT CONTAINERS LIMITED**

Resolution no.	Optional*	
Ordinary Business	For	Against
1. Adoption of Balance Sheet of the Company as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon		
2. Appointment of Director in place of Mr. Kiran Shah, who retires by rotation and being eligible offers himself for re-appointment		
3. Appointment of M/s V K Shastri & Co , Chartered Accountants, (Firm Registration No. with ICAI – 113325W ) as Statutory Auditors of the Company		
4 Special Business Appointment of Mr. Nitin J Thakkar as Independent Director		
5 Appointment of Mr. Dinesh Kamdar as Independent Director		
6 Appointment of Mr. Uday P Madhwani as Independent Director		
7 Approval to the related party transactions		
8 Increase in Borrowing Powers		
9 Power to Sale, mortgage or Dispose of the property of the Company		

Signed this..... day of..... 2014

Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix a  
Revenue  
Stamp

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

BOOK-POST

To, \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



If undelivered please return to :

**GUJARAT CONTAINERS LIMITED**

**Corporate Office :**

201-202, Alkapuri Arcade, 'B' Wing, Opp. Welcome Hotel,  
R. C. Dutt Road, BARODA-390 007.