

**42nd  
Annual Report  
2009-10**



**super forgings & steels ltd.**



super forgings & steels ltd.

**BOARD OF DIRECTORS**

<b>MR. B. N. MODI</b>	- Chairman & Managing Director
<b>MR. O. P. MODI</b>	- Wholetime Director
<b>MR. R. K. MODI</b>	- Wholetime Director
<b>MR. PIYUSH MODI</b>	- Executive Director
<b>MR. APNESH MODI</b>	- Wholetime Director
<b>MR. M. L. GIRIA</b>	- Director
<b>MR. P. BANDYOPADHYAY</b>	- Director
<b>MR. B.C. KHAITAN</b>	- Director
<b>MR. H. K. CHATURVEDI</b>	- Director
<b>MR. R. K. CHOWDHARY</b>	- Director

**COMPANY SECRETARY**

**MR. ASISH NARAYAN**

**MAIN BANKERS**

**CANARA BANK  
STATE BANK OF BIKANER & JAIPUR**

**AUDITORS**

**M/s. ABHIJIT DUTT & ASSOCIATES**  
Chartered Accountants  
8/2, Kiran Shankar Roy Road  
2nd Floor, Room No. - 2 & 3  
Kolkata - 700 001

**REGISTERED OFFICE**

6, Lyons Range  
Kolkata - 700 001  
Tel : 033 2230 2434 / 0930/ 6991

**REGISTRAR & SHARE  
TRANSFER AGENTS**

**Link Intime India Pvt. Ltd.**  
59C, Chowringhee Road  
Kolkata 700 020  
Tel : 033 2289 0539 / 0540  
Telefax : 033 2289 0539  
E-mail : [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in)

**BRANCHES:**

**CHENNAI**

Plot No.35B/3  
Developed Plot  
Industrial Estate, Ambattur  
Chennai - 600 058

**MUMBAI**

12, Sujata Niwas Co. Op. Hsg. Soc. Ltd.  
1/C 3/3, S.V. Road, Bandra (West)  
Mumbai - 400 050

**WORKS:**

**UNIT – 1 :**

62/D/2, J.N. Mukherjee Road,  
Ghusuri, Howrah (W.B.)

**UNIT – II :**

15/2, Belur Road,  
Liluah, Howrah (W.B.)

**DANKUNI UNIT :**

Manoharpur, Dankuni  
Dist. Hooghly (W.B.)

**BHADRESHWAR UNIT :**

NH – 2, Delhi Road  
Village – Dhobapukur, P. O. Bighati,  
P.S. Bhadreshwar  
District – Hooghly. (W.B.)

**CHENNAI UNIT :**

Plot No.35B/3, Developed Plot  
Industrial Estate, Ambattur  
Chennai – 600 058.



## NOTICE

**NOTICE** is hereby given that the **42nd Annual General Meeting of Super Forgings & Steels Limited** will be held at Eastern Zonal Cultural Centre, 'Aikatan', IA-290, Sector-III, Salt Lake, Kolkata-700 091 on Wednesday, the 29th September, 2010 at 11.30 A.M. to transact the following business:-

### ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March, 2010 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Piyush Modi, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. H.K. Chaturvedi, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Apnesh Modi, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification, the following resolutions –

#### 6. APPOINTMENT OF BRANCH AUDITORS (As an Ordinary Resolution)

“**RESOLVED THAT** pursuant to provisions of section 228 and other applicable provisions, if any, of the Companies Act, 1956 the accounts for the year ending 31st March, 2011 of the branches of the Company at Mumbai and Chennai and such other Branch or Branches, as may be opened by the Company hereafter during the aforesaid financial year, be audited otherwise than by the Company's Auditors and for audit of the accounts of the said branches, the Company hereby authorise its Board of Directors to appoint, in consultation with the Company's Auditors a person or firm of persons qualified for appointment as auditors of the Company under section 226 of the Companies Act, 1956 and to fix the terms and conditions of appointment and remuneration of such branch auditor (s).”

#### 7. APPOINTMENT OF B.C. KHAITAN AS A DIRECTOR (As an Ordinary Resolution)

“**RESOLVED THAT** Mr. B. C. Khaitan be and is hereby appointed as a Director of the Company whose office shall be liable to retirement by rotation.”

#### 8. NON-FILLING OF CASUAL VACANCY (As an Ordinary Resolution)

“**RESOLVED THAT** the casual vacancies caused by the resignation of Directors from the Board of Directors of the Company till 31st March, 2010 shall not be filled up.”

Registered Office :  
6, Lyons Range  
Kolkata –700 001

By Order of the Board  
For **SUPER FORGINGS & STEELS LTD.**  
sd/-

**Asish Narayan**  
Company Secretary

Date : 24th August, 2010

### NOTES :

- a) The relevant Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- c) The Register of Members and Transfer Books of the Company will be closed from 16th September, 2010 to 29th September, 2010 (both days inclusive).

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

#### ITEM NO. 6

Section 228 of the Companies Act, 1956 has made mandatory for the Company to have the accounts of its branches audited by its Statutory Auditors, unless the Company in general meeting decides to have the same audited by other persons qualified to be appointed as auditors of the Company under section 226 of the said Act. At present the Company has branches at Mumbai and Chennai. It is expensive and time consuming to get the accounts of the branches audited by statutory Auditors of the Company. The Directors feel that it would be in the interest of the Company to have the accounts of the branches audited by persons other than Company's Statutory Auditors, to be appointed by the Board of Directors, in consultation with Company's Statutory Auditors, in terms of provisions of Section 228 of the Companies Act, 1956.

The Board recommends adoption of the resolution.

None of the Directors of the Company is in any way concerned or interested in this Resolution.

#### ITEM NO. 7

Mr. B. C. Khaitan was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 18th March, 2010 with immediate effect. Pursuant to section 260 of the Companies Act, 1956, he can hold the office of Directors only upto the date of the ensuing Annual General Meeting unless re-appointed. His candidature for Directorship of the Company have been proposed by a member pursuant to Section 257 of the Companies Act, 1956.

The Board considered that the appointment of Mr. B. C. Khaitan will strengthen the Board of Directors of the Company and reap the benefits in view of his experience in divergent fields of corporate planning, restructuring management, financial management, etc.

Your Directors, therefore, recommend the resolution for your approval.

No Director other than Mr. B. C. Khaitan is concerned or interested in the resolution.

#### ITEM NO. 8

The Board has decided not to fill up the casual vacancy caused by the resignation of Directors till 31st March, 2010 paving the way for appointment of new Directors, as and when required, as Additional Directors in the Board of the Company.

The Board recommends adoption of the resolution.

None of the Directors of the Company is in any way concerned or interested in this Resolution.

**DIRECTORS' REPORT TO THE MEMBERS**

Your Directors hereby present the 42nd Annual Report and the Audited Accounts for the year ended 31st March, 2010.

(Rs. in lacs)

<b>FINANCIAL RESULTS</b>	<b>2009-10</b>	<b>2008-09</b>
Total Income	<b>7328.46</b>	8137.48
Total Expenditure	<b>7226.29</b>	8149.21
<b>Profit / (Loss) before interest and depreciation</b>	<b>102.17</b>	(11.73)
Less : Interest	<b>16.85</b>	15.29
Depreciation	<b>67.59</b>	53.99
<b>Profit / (Loss) Before Tax &amp; exceptional income</b>	<b>17.73</b>	(81.01)
<b>Other Income</b> (Gain in settlement of NCD)	<b>1087.67</b>	—
<b>Profit / (Loss) Before Tax &amp; after exceptional income</b>	<b>1105.40</b>	(81.01)
Less : Provision for Taxation including Fringe Benefit Tax & Tax for earlier years	<b>(8.23)</b>	(292.17)
Prior period Adjustment	<b>(10.66)</b>	—
<b>(Loss) After Tax</b>	<b>1086.51</b>	(373.18)
Add : Appreciation in value of Investments	—	—
Add : Balance brought forward from previous year	<b>(9918.24)</b>	(9545.06)
<b>Balance carried to Balance Sheet</b>	<b>(8831.73)</b>	(9918.24)

**CURRENT OPERATIONS**

Steel price was remains to be volatile during the year. There was down trend in the first quarter but in the remaining period of time during the year it had shown generally upward movement. The profit margin were favourable and the Company's bottom line has improved to a great extent. The Company has since been able to achieve a turnover of Rs 73.27 crore and net profit of Rs. 17.73 lacs compared to Rs. 81.37 crore & loss of Rs. 81.02 lacs in the previous financial year.

**BIFR - STATUS**

Your Company has been declared a sick unit by the Hon'ble Board for Industrial and Financial Reconstruction (BIFR) on 24th September, 2004. The Board has already submitted rehabilitation scheme and is still awaiting for the sanction of the package.

**INTEREST OUTGO**

The Board decided to keep the interest on Non-Convertible Debentures and Bank loans in abeyance till the disposal of package by Hon'ble BIFR. However, interest on other borrowings have been charged in the books of the Company.

**TRADING OF SECURITIES IN STOCK EXCHANGES**

The trading of the shares of the Company are continued to be under suspension in the National Stock Exchange and Mumbai Stock Exchange. The Company has been regularly paying listing fees and complying with all the listing requirements of the Stock Exchanges. The Company had applied to the Bombay and Calcutta Stock Exchange for de-listing of shares from these Stock Exchanges and the confirmation is still awaited. The Company has requested several times to the National Stock Exchange (NSE) for withdrawal of the suspension of the trading in view of the opportunities for trading being missed by present / prospective shareholders. No response from NSE have been received so far.

**DIRECTORS**

According to provisions of the Companies Act, 1956 and Article of Association of the Company, Mr. Piyush Modi, Mr. H. K. Chaturvedi and Mr. Apnesh Modi retire by rotation and being eligible offer themselves for re-appointment.

Mr. O. P. Saxena has resigned from the Board of Directors w.e.f. 30th January, 2010. The Board put on record valuable services rendered by him during his tenure as a Director of the Company.

Mr. B. C. Khaitan was appointed as an Additional Director w.e.f. 18th March, 2010 and hold the directorship of the Company till the closure of the ensuing Annual General Meeting. A shareholder proposed his re-appointment under section 257 of the Companies Act, 1956. The Board considered his appointment would be in the interest of the Company.



#### **AUDITORS**

M/s. K. Banerjee & Co. was appointed as Statutory Auditors of the Company in the last Annual General Meeting. The said firm viz. M/s. K. Banerjee & Co. was merged with M/s. Abhijit Dutt & Associates, Chartered Accountants from 1st January '10. M/s. Abhijit Dutt & Associates, Chartered Accountants and Auditors of the Company retire pursuant to section 224 of the Companies Act, 1956 and being eligible offer themselves for re-appointment. Necessary certificate under Section 224(1-B) of the Companies Act, 1956 has been received from the retiring Auditors confirming their eligibility.

As permitted by the Companies Act, 1956 and it being considered in the interest of the Company, it is proposed to have the accounts of the branches at Mumbai, Chennai and such other Branch or Branches, as may be opened by the Company hereafter be audited by person or persons (other than the Company's Auditors) qualified for appointment as auditor (s) to be appointed by the Board of Directors in consultation with the Company's Auditors.

#### **AUDITORS' REPORT**

The notes to the Accounts referred to the Auditors Report are self explanatory and therefore, do not call for any further comments.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

We, the Directors of the Company, hereby confirm, pursuant to provisions of section 217 (2AA) of the Companies Act, 1956, in respect of financial year under review, that :

- i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2010 and of the profit of the Company for the year ended on 31<sup>st</sup> March, 2010 ;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing, and detecting fraud and other irregularities :
- iv) the Directors have prepared the annual accounts on a going concern basis..

#### **CORPORATE GOVERNANCE**

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance alongwith a certificate from Mr. S. K. Tibrewalla, Practising Company Secretary regarding Compliance of Conditions of Corporate Governance, Management Discussion & Analysis Report and certification by CEO & CFO are given as Annexure – B, C and D, which form part of this Report.

#### **INDUSTRIAL RELATIONS**

The industrial relation during the year 2009-10 had been cordial. The Directors take on record the dedicated services and significant efforts made by the Officers, Staff and Workers towards the progress of the Company.

In view of no employee of the Company having drawn remuneration as prescribed in Section 217 (2A) of the Companies Act, 1956 or in the rules made pursuant to the same, during the Financial Year under review, particulars of the employees pursuant to said provisions are not required to be given.

#### **ENERGY, TECHNOLOGY & FOREIGN EXCHANGE**

Information in accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption, foreign exchange earnings and outgo are given in the Annexure - A, which forms part of this report.

#### **ACKNOWLEDGMENT**

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation to all the employees for their commendable teamwork, exemplary professionalism and enthusiastic contribution during the year.

**Registered Office :**  
6, Lyons Range  
Kolkata - 700 001  
Date : 24th August, 2010

For and on behalf of the Board of Directors  
sd/  
**B. N. Modi**  
Chairman & Managing Director



### ANNEXURE 'A' TO THE DIRECTORS' REPORT

Particulars pursuant to the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 :

#### A) Conservation of Energy :

The Company has the most modern plant having inbuilt features for minimum energy consumption. Energy saving devices/equipments are installed to ensure saving in power consumption. Particulars with respect to conservation of energy are given in Form - A as follows :-

#### FORM - A

#### Disclosure of particulars with respect to conservation of Energy :

	2009-10	2008-09
<b>1) Power &amp; Fuel Consumptions</b>		
i) Electricity :		
a) Purchased		
Units (KWH) purchased (in lacs)	111.19	100.96
Total Amount (Rs. in lacs)	458.17	306.92
Rate/Unit (Rs.)	4.98	3.04
b) Own Generation		
Through Diesel Generator (Ltrs.)	1872	774
Rate Unit (Rs.)	37.70	34.50
Through Steam Generator	—	—
ii) Coal (M.T.)	1299 MT	1094 MT
Total Amount (Rs. in lacs)	83.92	52.30
iii) Furnace Oil (K. Ltrs.)	288.90	235.30
iv) Others	—	—
<b>2) Consumption per unit of Production</b>		
Products : Forged Steel, Rounds, Squares, Flats, Ingots etc.		
Unit : M/Ton	18195	16165
Electricity (KWH)	611	282
Furnace Oil (Ltr)	1588	1456
Coal (MT)	0.71	0.67
Others	—	—

#### B) Technology Absorption

Particulars with respect to Technology Absorption are given in Form - B as follows :-



**FORM - B**

**A) RESEARCH AND DEVELOPMENT (R&D)**

**1. Specific areas in which R&D is carried out by the Company :**

- Development of Process route for minimizing rejections, improving fuel efficiency and reducing costs.
- Development of variegated product ranges, sizes and processes.
- Continuous trial run for improvement in forging, rolling steel making, Heat Treatment.

**2. Benefits derived as a result of above R&D :**

- Upgradation of the existing facilities
- Reduction in rejections
- Improvement in quality of steel
- Maintaining ISO 9002 : 1994 Quality Management System
- Utilisation of wastes and complex resources

**3. Future plan of action :**

- Study and develop process route for minimizing rejections, improving fuel efficiency, reducing costs, improvement in quality of steel
- Reduction in Down time
- Increase in reliability and safety
- Conservation of energy
- Information update on the development of process, instrumentation and control device
- Continuous effort to develop new grades

**4. Expenditure on R&D :**

- |  |   |   |
|--|---|---|
| a) Capital   | } |   |
| b) Recurring   | } | Expenses incurred are charged to respective heads are not allocated separately. |
| c) Total   | } |   |
| d) Total R&D expenditure as a percentage of total turnover | } |   |

**B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

- |  |   |   |
|--|---|---|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation.   | : | Consultation with technology experts.   |
| 2. Benefits derived as a result of the above efforts e.g. product, improvement, cost reduction and product development, Import substitution etc.               | : | Improvement in yield, quality assurance, technology upgradation and development of high value added steels of new ranges & sizes. |
| 3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) Following information may be furnished. | : |   |
| a) Technology imported   | } |   |
| b) Year of import  | } |   |
| c) Has Technology been fully absorbed?   | } | N.A.  |
| d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.  | } |   |

**C) FOREIGN EXCHANGE EARNING AND OUTGO**

**2009-10 (Rs. in lacs)    2008-09 (Rs. in lacs)**

1) Total Foreign Exchange Used and Earned :

Earned (F.O.B.)	—	—
Used	<b>13.41</b>	<b>5.37</b>

**Registered Office :**  
6, Lyons Range  
Kolkata - 700 001  
Date : 24th August, 2010

For and on behalf of the Board of Directors  
sd/-  
**B.N. Modi**  
Chairman & Managing Director

**ANNEXURE 'B' TO THE DIRECTORS' REPORT****CORPORATE GOVERNANCE**

The Company in terms of Clause 49 of the Listing Agreement with the Stock Exchanges the Company has adopted practice of Corporate Governance for ensuring and protecting the rights of its shareholders by means of transparency, integrity, accountability and checks at the different levels of the management of the Company.

**BOARD OF DIRECTORS**

a) The composition and category of Directors:

Category	Name of the Directors
Executive – Chairman & Managing Director – Promoter-CEO	Shri B. N. Modi
Executive – Whole Time Director - Promoter	Shri O. P. Modi
Executive – Whole Time Director - Promoter	Shri R. K. Modi
Executive – Executive Director - Promoter	Shri Piyush Modi
Executive – Whole time Director - Promoter	Shri Apnesh Modi
Non – Executive Director – Independent	Shri M. L. Giria
Non – Executive Director – Independent	Shri H. K. Chaturvedi
Non – Executive Director – Independent	Shri P. Bandopadhaya
Non – Executive Director – Independent	Shri R. K. Chowdhary
Non – Executive Director – Independent *	Shri O. P. Saxena
Non – Executive Director – Independent **	Shri B. C. Khaitan

\* resigned w.e.f. 30.1.2010. \*\* appointed w.e.f. 18.3.2010.

b) Attendance of each Director at the Annual General Meeting and Number of other Directorship and Chairmanship/ Membership of Committee of each Director in various Companies:

Name of the Director	Attendance Particulars		Number of other Directorship and Committee membership / Chairmanship		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Shri B. N. Modi	6	—	1	1	1
Shri O. P. Modi	2	—	2	—	—
Shri R. K. Modi	3	—	4	—	—
Shri Piyush Modi	6	Present	6	3	1
Shri Apnesh Modi	6	—	9	—	—
Shri M. L. Giria	6	Present	—	3	—
Shri O. P. Saxena	4	—	7	4	2
Shri H. K. Chaturvedi	2	—	1	—	—
Shri P. Bandopadhaya	6	Present	4	3	2
Shri R. K. Chowdhary	5	—	3	2	—
Shri B. C. Khaitan	1	—	7	5	4

During the year 2009-10, 6 (Six) Board meetings were held on 30.4.2009, 31.7.2009, 20.8.2009, 31.10.2009, 31.01.2010 and 18.03.2010.





## CODE OF CONDUCT

The Company has framed Code of Conduct for the Directors and Senior Management of the Company. The Code of Conduct is displayed on the Website of the Company, [www.superforgings.com](http://www.superforgings.com). The Directors and Senior Management have affirmed compliance of the said Code of Conduct as on 31st March, 2010.

## AUDIT COMMITTEE

The Audit Committee is entrusted with review of quarterly and annual financial statements before submission to the Board, review of observations of auditors and to ensure compliance of internal control systems authority for investigation and access for full information and external professional advice for discharge of the functions delegated to the Committee by the Board. All the members of the Committee are financially literate.

The scope of the audit committee, inter alia, includes:

- Review of the Company's financial reporting process, the financial statements (quarterly & yearly) and financial / risk management policies;
- Review of the adequacy of the internal control systems and finance;
- Discussions with the management and the external auditors, the audit plan for the financial year and joint post-audit and review of the same.

During the period under review 5 (five) Audit Committee meetings were held on 30.4.2009, 31.7.2009, 20.8.2009, 31.10.2009 and 31.01.2010. The composition of the Audit Committee and attendance of its meetings are given below :

Constitution	No. of Meetings held	Attended
Mr. P. Bandopadhyay – Non-Executive and Independent - Chairman	5	5
Mr. O. P. Saxena – Non-Executive and Independent *	5	4
Mr. Piyush Modi – Executive	5	5
Mr. R. K. Chowdhary – Non-Executive and Independent **	5	N.A.

\* resigned w.e.f. 30.1.2010. \*\* appointed w.e.f. 30.1.2010.

The Audit Committee meetings are usually held at Company's Registered Office and attended by members of the Committee, other Accounts Heads and Unit Heads. Representative of the Statutory Auditors are also invited to the same as required. The Company Secretary acts as Secretary of the Audit Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

## MANAGERIAL REMUNERATION

### a. Remuneration Committee

The Remuneration Committee of the Company was authorised to decide the remuneration of Managing / Whole-time Directors. During the year under review no meeting of the Remuneration Committee was held.

Constitution	No. of Meetings held	Attended
Mr. P. Bandopadhyay – Non-Executive and Independent – Chairman	Nil	N.A.
Mr. O. P. Saxena – Non-Executive and Independent *	Nil	N.A.
Mr. R. K. Chowdhury – Non-Executive and Independent	Nil	N.A.
Mr. M. L. Giria – Non-Executive and Independent **	Nil	N.A.

\* resigned w.e.f. 30.1.2010. \*\* appointed w.e.f. 30.1.2010.

### b. Remuneration Policy

The Company follows the policy to fix remuneration of Managing & Whole Time Directors by taking into account the financial position of the Company, trend in the industry, qualification, experience, past performance and past



remuneration of the respective director in the manner to strike a balance between the interest of the Company and its shareholders.

#### c. Remuneration to Directors

The statement of the remuneration paid / payable to the Managing / Whole-time / Executive Directors and Sitting Fees paid / payable to Non-Executive Directors is given below:-

Name of Director	Remuneration paid / payable for 2009-10				Service Contract	
	Salary (Rs.)	Benefits (Rs.)	Sitting Fees (Rs.)	Pay per month (Rs.)	Period	Effective from
B. N. Modi	9,00,000/-	1,71,740/-	—	75,000/-	3 Years	1.12.2008
O. P. .Modi	3,00,000/-	—	—	25,000/-	3 Years	1.12.2008
R. K. Modi	3,00,000/-	—	—	25,000/-	3 Years	1.12.2008
Piyush Modi	6,00,000/-	1,14,494/-	—	50,000/-	3 Years	6.08.2008
Apnesh Modi	3,60,000/-	68,696/-	—	30,000/-	5 Years	1.07.2007
M. L. Giria	—	—	—	—	—	—
H. K. Chaturvedi	—	—	—	—	—	—
P. Bandopadhaya	—	—	—	—	—	—
R. K. Chowdhary	—	—	—	—	—	—
O. P. Saxena	—	—	—	—	—	—
Shri B. C. Khaitan	—	—	—	—	—	—

#### Notes:

1. Remuneration includes Company's contribution to Provident Fund
2. The appointment / agreement of all Managing / Executive / Whole-time Directors can be terminated by giving three months notice by either party.
3. The non-executive Directors have waived all their sitting fees till 31st March, 2010.

#### TRANSFER COMMITTEE

The Share Transfer Committee comprises of Shri B. N. Modi, Shri Piyush Modi and Shri M. L. Giria. Shri B. N. Modi is acting as Chairman of the Committee. Shri Ashish Narayan is the Secretary and Compliance Officer of the Committee. The Share Transfer Committee meet as and when required and is entrusted with transfer / transmission of shares, issue of duplicate share certificates, change of name / status, transposition of names, sub-division / consolidation of share certificates, dematerialisation / rematerialisation of shares, etc.

#### SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

Shareholders' / Investors' Grievance Committee comprises of two non-executive and independent members viz., Mr. M. L. Giria & Mr. P. Bandopadhay and one Executive Director viz. Mr. Piyush Modi to look into redressing of shareholder's and investors grievances like non-transfer of shares, non receipt of Balance Sheet, etc. Mr. Piyush Modi, Executive Member is the Chairman of the Committee.

Shri Asish Narayan, Company Secretary of the Company is the Compliance Officer.

No complaint / query was received during the period under review and no complaints/ Queries was pending as on 31.03.2010. No request for transfer was pending for more than 30 days as on 31.03.2010.

#### SHARES HELD BY NON-EXECUTIVE DIRECTORS

Sl. No.	Name	No. of Shares
1.	Shri M. L. Giria	Nil
2.	Shri H. K. Chaturvedi	Nil
3.	Shri P. Bandopadhaya	Nil
4.	Shri R. K. Chowdhary	Nil
5.	Shri O. P. Saxena	Nil
6.	Shri B. C. Khaitan	Nil



## GENERAL BODY MEETINGS

Location and time of Annual General Meeting held in last three years:

Year	Type	Date	Venue	Time
2008-09	A.G.M.	22.09.2009	Eastern Zonal Cultural Centre 'Aikatan', IA – 290, Sector-III, Salt Lake, Kolkata – 700 091.	11.30 A.M
2007-08	A.G.M.	25.09.2008	Eastern Zonal Cultural Centre 'Aikatan', IA – 290, Sector-III, Salt Lake, Kolkata – 700 091.	11.30 A.M
2006-07	A.G.M.	25.09.2007	Eastern Zonal Cultural Centre 'Aikatan', IA – 290, Sector-III, Salt Lake, Kolkata – 700 091.	11.00 A.M

### Notes :

- 1) All resolutions were moved at the last Annual General Meeting were passed by show of hands unanimously by all the members present at the meeting.
- 2) No business proposed to be transacted at the last Annual General Meeting was required to be passed by postal Ballot in terms of Company's (Passing of the resolution by Postal Ballot) Rules, 2001.

## DISCLOSURES

- a. **Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large :**

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

- b. **Details of non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchanges or Securities and Exchange Board of India or any Statutory Authority, on any matter related to the capital markets, during the last three years :**

The trading of the shares of the Company are continued to be under suspension in the National Stock Exchange and Bombay Stock Exchange since 11th November '02 & 3rd February '03 respectively due the non-payment of annual listing fees and non-furnishing of quarterly financial results & Limited Review Report in time. The Company has been regularly paying listing fees and complying with all the listing requirements of the Stock Exchanges. The Company had applied to the Bombay and Calcutta Stock Exchange for de-listing of shares from these Stock Exchanges and the confirmation is still awaited. The Company has been requesting to the National Stock Exchange for withdrawal of the suspension of the trading in view of the opportunities for trading being missed by present / prospective shareholders. No response from NSE to the resumption of trading for the requests have been received so far.

- c. **Accounting Treatment in preparation of financial statement**

The Company has followed the guidelines of accounting standards as prescribed by the Institute of Chartered Accountants of India in preparation of financial statement.

- d. **Subsidiary Company**

The Company does not have any material non-listed Indian Subsidiary as defined in Clause 49 of the Listing Agreement.

- e. **Risk Management**

The Company has identified risk involved in respect to its products, quality, cost, location and finance. It has also adopted the procedures / policies to minimize the risk and the same are reviewed and revised as per the needs to minimize and control the risk.



**f. CEO / CFO Certification**

The CEO / CFO certification as required under Clause 49 is annexed hereto which forms part of this report.

**g. Management Discussion and Analysis Report**

The Management Discussion and Analysis Report as required under Clause 49 is annexed hereto which forms part of this report.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

**Mr. Piyush Modi**

Mr. Piyush Modi is a Commerce Graduate and M.B.A from U.S.A. He was appointed as a Director of the Company in the year 1991. He was later promoted as Executive Director of the Company on 6th August, 1991.

He is looking after commercial and production matters of the plant.

He is also member of Audit Committee, Share Transfer Committee and Shareholder Grievance Committee of Super Forgings & Steels Limited.

He is a Director of Parag Nivesh Pvt.Ltd., Dollop Finance Pvt.Ltd., SFS Finance Limited, Kamayani Viniyog Pvt.Ltd., Sukriti Nivesh Pvt.Ltd., Chitrakoot Commotrade Pvt.Ltd. and Kamrup Vyapaar Pvt. Ltd..

He holds 58,160 shares of the Company.

**Mr. H. K. Chaturvedi**

Mr. H. K. Chaturvedi is a Commerce Graduate and was appointed as a Director of the Company in the year 2002. He is an independent Director of the Company. He has about two decades of experience in the field of Marketing and Administration.

He is one of the Directors in M/S. Kusum Steels Limited.

He does not hold any share of the Company.

**Mr. Apnesh Modi**

Mr. Apnesh Modi is a Commerce Graduate and is of 36 years of age. He was appointed as a Whole Time Director of the Company in the year 1997.

He is looking after Production, plant maintenance and administration in the Factories.

He is one of the Directors in M/S. Vasundhara Forgings & Credits Pvt. Ltd., Sukriti Nivesh Pvt. Ltd., Kamayani Viniyog Pvt. Ltd., SFS Finance Ltd., Gemini Finance Pvt. Ltd., Satya Finance Pvt. Ltd., Rajhans Vinimay Pvt. Ltd., Kamrup Vyapaar Pvt. Ltd., SF Steel Pvt. Ltd. and Dollop Finance Pvt. Ltd..

He holds 17,290 shares of the Company.

**Mr. B. C. Khaitan**

Mr. B. C. Khaitan is a qualified Chartered Accountant since 1979 and 62 years of age. He has wide experience in the areas of accounts, taxation, audit, merchant banking, investment banking, corporate re-structuring, merger, acquisition, amalgamation and project planning.

He is one of the Directors in Ortem Securities Ltd., Ortem Estates Pvt. Ltd., Ortem Consultants Pvt. Ltd., Aradhana Syntex Pvt. Ltd., Beekay Steel Industries. Ltd., AKC Steel Industries Ltd. and Savera Tie-up Pvt. Ltd..

He does not hold any share of the Company.

**MEANS OF COMMUNICATION**

Un-audited financial results on quarterly basis and limited review by the auditors in the prescribed format are taken on record by the Board of Director at its meeting within the prescribed time of the close of every quarter and the same are furnished to all the stock Exchange where the Company's shares are listed. The results are also published within 48 hours in the Newspapers. The quarterly un-audited financial results are published in the Financial Express in English and in Dainik Lipi in Bengali language. The financial results are also displayed on the Website of the Company, [www.superforging.com](http://www.superforging.com).



**LISTING**

Shares of your Company are listed on The Calcutta Stock Exchange Association Ltd., Kolkata, Bombay Stock Exchange Ltd., Mumbai and The National Stock Exchange of India Ltd., Mumbai. The name and address of the respective Stock Exchanges and the Company's Stock Code are given below.

1. The Calcutta Stock Exchange Assocn. Ltd., 7, Lyons Range, Kolkata - 700 001.  
Stock Code : 29029
2. Bombay Stock Exchange Limited, 25, P. J. Towers, Dalal Street, Mumbai - 400 001.  
Stock Code : 513277
3. National Stock Exchange of India Ltd.  
Exchange plaza, 5th floor, Plot No. C/1, 'G' Block,  
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051  
Stock Code : SUPERFORGE

**Note :** The Company, pursuant to the approval of Shareholders has applied for de-listing of the Shares of the Company from the Calcutta and Bombay Stock Exchanges. Confirmation to de-listing is awaited from both the Stock Exchanges.

**GENERAL INFORMATIONS FOR MEMBERS**

- a. Annual General Meeting (Date, Time & Venue) : 29th September, 2010 at 11.30 A. M.  
Eastern Zonal Cultural Centre, 'Aikatan', IA – 290, Sector-III,  
Salt Lake, Kolkata – 700 091.
- b. Dividend payment : Directors have not recommended any dividend on equity Shares for the  
Financial Year ended 31.3.2010.
- c. Date of Book Closure : 16.09.2010 to 29.09.2010 (both days inclusive)
- d. Financial Year : April-March
- e. Market price Data : Monthly High / Low price during the last Financial Year at the National Stock  
Exchange depicting liquidity of the Equity Shares is given hereunder:

Months	Share Price		Months	Share Price	
	High	Low		High	Low
April, 2009	N. T		October, 2009	N. T.	
May, 2009	N. T		November, 2009	N. T.	
June, 2009	N. T.		December, 2009	N. T.	
July, 2009	N. T.		January, 2010	N. T.	
August, 2009	N. T.		February, 2010	N. T.	
Sept., 2009	N. T.		March, 2010	N. T.	

N.T. denotes 'No Trading' in any of the Stock Exchanges where the shares are listed.

- f. Performance in comparison : No comparison to broad based indices such as BSE Sensex / CRISIL Index,  
etc. could be drawn since trading at National and Bombay Stock Exchanges  
is suspended and there is no trading in the Calcutta stock Exchange during  
the financial year.
- g. Registrar & Share Transfer Agents : Link Intime India Pvt. Ltd.  
59C, Chowringhee Road, Kolkata - 700 0020  
Tel : 033-22890539 / 0540, Telefax : 033-22890539  
E-mail : kolkata@linkintime.co.in
- h. Shares Transfer System : Share Transfer System is entrusted to the Registrar and Share Transfer  
Agents. Transfer Committee is empowered to approved the Share Transfers.  
Transfer Committee Meeting is generally held once in a month. The Share  
Transfer, Issue of duplicate certificate, etc. is endorsed by Directors/  
Executives/Officers as may be authorised by the Transfer Committee.  
Grievances received from members and miscellaneous correspondence  
are processed by the Registrars within 30 days.



## i. Distribution of Share Holding as on 31.3.2009 :

Share Limit		No. of Live A/c's	% to Live A/c's	Total No. of Share	% to Total Share
From	To				
1	– 500	18832	90.44	3169081	19.96
501	– 1000	1187	5.70	983524	6.19
1001	– 2000	416	2.00	629503	3.96
2001	– 4000	175	0.84	504563	3.18
4001	– 5000	55	0.26	260211	1.64
5001	– 10000	73	0.35	533627	3.36
10001	– 50000	57	0.27	1182489	7.45
50001	– 100000	5	0.02	403620	2.54
And above		22	0.11	8214382	51.72
Total :		20822	100.00	15881000	100.00

## j. Share Holding Pattern as on 31.3.2010 :

Sl. No.	Category	No. of Shares held	% of holding
1.	Promoters & Associates	5681100	35.77
2.	Mutual Funds & UTI	953737	6.01
3.	Banks, Financial Institutions, Insurance Companies (Central / State Govt, Institutions, Govt. Institutions)	283250	1.78
4.	FII's	41150	0.26
5.	Private Corporate Bodies	1912334	12.04
6.	Indian Public	7009429	44.14
Total :		15881000	100.00

## k. Dematerialisation of Shares

: 41.11 % and 7.63% of the total equity share capital are held in dematerialised form with National Securities Depository Ltd. and Central Depository Services (India) Ltd., respectively as on 31.3.2010.

## l. Outstanding Instruments

: The Company has not issued any GDRs / ADRs / Warrants or any convertible Instrument. As such, there is no impact on Equity of the Company.

## m. Plant Location

Units	Address
Unit-1 :	62/D/2, J. N. Mukherjee Road, Ghosuri, Howrah (W.B.)
Unit-2 :	15/2, Belur Road, Liluah, Howrah (W.B.)
Dankuni :	Manoharpur, Dankuni, Dist. Hooghly (W.B.)
Bhadreshwar :	NH – 2, Delhi Road, Village – Dhobapukur, P. O. Bighati, P.S. Bhadreshwar, District - Hooghly (W.B.)
Chennai Unit :	Plot No. 35B/3, Developed Polt, Industrial Estate, Ambattur, Chennai 600 058

## n. Address for Correspondence

: **SUPER FORGINGS & STEELS LTD.**, 6, Lyons Range, Kolkata – 700 001.



## **ANNEXURE 'C'**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

This Management Discussion and Analysis report has been prepared in compliance with the requirements of listing agreement and contains expectations and projections about the strategy for growth, product development, market position, expenditures and financial results. The Company's actual results, performance or achievements could differ from those projected in such forward looking statements on the basis of any subsequent development, information or events for which the Company do not bear any responsibility.

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Company is engaged in manufacturing of Tool and Alloy Steels including Special Steels and caters to the requirements of Automobile, Engineering including machines and hand tool makers, defense sectors, etc.

#### **OPPORTUNITIES AND THREATS**

Steel products have emerged to be a prominent part for the infrastructural growth of any economy. In the developed countries there was a huge pressure of inventory buildup due to lower demand except in India and China. On the domestic front, there has been increase in the consumption of the steel products. Alloy steel ( both Rolled & Forged products) is mainly produced by the Company and is in huge demand in the country. With the growth in the economy, there is sizable increase in demand from Automobile, engineering and other related sectors where the products of the Company are catered and also lies a great opportunity of growth.

In the liberalised economic environment, every state face challenges from domestic and international competitors in the market place. The global demand due to growth or slow down of the economy bears vital impact on the movement of prices of the products. Western countries in the recent past has witnessed slow down of their industrial growth and the surplus products of these countries have been started channalising to the developing countries leading to softening of the price of the products. Besides, on the domestic front below average monsoon may affect the power to expend by the mass which may hit the consumption of the consumer products.

#### **SEGMENT- WISE OR PRODUCT- WISE PERFORMANCE**

The Company is only producing Special Tool & Alloy steel in the round and square forms with different compositions and sizes as per the requirements of the consumers, there is no different segment or products of the Company.

#### **OUTLOOK**

The Steel business is global in nature and thus the margins and profitability largely depends on the overall global economic outlook, the global demand – supply scenario. Demand of steel products and prices has shown up-ward movement from the 2<sup>nd</sup> quarter in the last financial year and presently ruling firm. Infrastructural development is on the rapid pace in the country and demand is unlikely to remain constant and would show north way movement. The management of the Company is optimistic and look forward improvement in demand and profitability.

#### **RISKS AND CONCERNS**

The Company is catering its entire products in the Domestic Markets, Any changes on the demand or price front in the country would highly influence the revenue of the Company.

The Company derives entire revenue from the domestic market and is potentially exposed to any risks of a significant impact on the Indian economy. Any slow down in the demand in the global markets affects demand-supply scenario and prices for the steel products.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transactions are authorised, recorded and reported correctly. The internal control systems are supplemented by an extensive programme of management guidelines and procedures. The internal control systems are designed to ensure that the financial and other records are reliable for preparing the financial statements and other data and for maintaining the accountability of assets. The Company has an independent internal control system. The findings and recommendations are reviewed by the top management and the Audit Committee of the Board.

#### **FINANCIAL PERFORMANCE**

The Company during the year has recorded a turnover of 73.23 Crores and net profit of 17.73 lacs after providing for the depreciation, interest and tax but before exceptional income on the front of settlement of NCDs amounting to Rs. 12.48 crores.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS**

The human resource is of the prime concern for our organization. Their contribution, dedication, loyalty, co-ordination equally stand forth for all the achievements of the Company. The Company during the year has employed about 387 persons comprising of 31 executives and 356 non-executives throughout the year. There has been cordial relation between the management and the employees.



super forgings & steels ltd.

#### ANNEXURE 'D'

##### **Certification by Chairman & Managing Director – Chief Executive Officer and Vice President (Finance) – Chief Financial Officer of the Company**

###### **The Board of Directors,**

M/s. Super Forgings & Steels Ltd.  
6, Lyons Range,  
Kolkata - 700001.

Dear Sirs,

In terms of Clause 49 of the Standard Listing Agreement, we, Bajj Nath Modi, Chairman & Managing Director - CEO and G. N. Wahie, Vice President (Finance) - CFO, Certify that :

1. We have reviewed financial statements and the cash flow statements for the financial year 2009-10 and to our best of knowledge, belief and information -
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading ;
  - ii) these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To our best of knowledge, belief and information, no transaction entered into by the Company during the financial year 2009-10 are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls which we are aware and we have taken and propose to take requisite steps to rectify the deficiencies, if any.
4. We have indicated to the Auditors and the Audit Committee :
  - i) significant changes in internal control during the financial year; and
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
5. We have not come across any instances of significant fraud committed by the management or an employee having significant role in the Company's internal control system.

We further declare that all the Board members and Senior management personnel have affirmed compliance of Code of Conduct for the year 2009-10.

sd/-

Place : Kolkata

**Bajj Nath Modi**

sd/-

**G. N. Wahie**

Date : 24th August, 2010

*Chairman & Mg. Director*

*Vice President (Finance)*





super forgings & steels ltd.

**CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE AS REQUIRED UNDER THE  
LISTING AGREEMENT WITH STOCK EXCHANGES**

**To The Members M/s. Super Forgings & Steels Ltd.**

I have examined the Compliance of Corporate Governance by M/s. Super Forgings & Steels Limited for the financial year 2009-10, as stipulated in clause 49 of the Listing Agreement entered into by the said Company with Stock Exchanges.

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

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the condition of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

sd/-

**(SANTOSH KUMAR TIBREWALLA)**

*Practising Company Secretary*

Membership No. : 3811

Certificate of Practice No. : 3982

Place : Kolkata

Date : 24th August, 2010



## **AUDITORS'S REPORT To The Members of Super Forgings & Steels Ltd.**

We have audited the attached Balance Sheet of **Super Forgings & Steels Limited** as at 31<sup>st</sup> March 2010, the Profit & Loss Account and Cash Flow Statement for the year ended on that date annexed thereto (in which are incorporated the accounts of the Company's Branches at Mumbai and Chennai, audited by other Auditors)

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We further 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 accounts as required by law have been kept by the company so far as appears from our examination of such books and proper returns adequate for the purpose of our audit had been received from its branches.
- c) The reports on the accounts of the Branches, referred to above, audited by other Auditors, have been forwarded to us and the same have been considered by us in preparing our report.
- d) The Balance Sheet, Profit & Loss Account & Cash Flow Statement referred to in this report are in agreement with the books of accounts and comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956 to the extent applicable, **subject to Note No. 3 of schedule 18 of Notes on Accounts regarding non provision of depreciation on Fixed Assets of Dankuni Unit as required by AS-6 on "Depreciation", Note No. 4 regarding non provision of accrued leave liability and provision for Gratuity on management estimates and not based on actuarial valuation as required by AS-15 on "Accounting for Retirement Benefits" and Note No. 19 regarding non disclosure of related party transaction as required by AS-18 on "Related Party Disclosures" and Note No. 20 on "Impairment of Assets" as required by AS-28.**
- e) As the company has defaulted in redemption of its debentures, the Directors of the Company have become disqualified to be appointed as Directors in other Companies in terms of Section 274(1)(g) of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts **subjects to our comments in Para (d) above, Note No.5 of schedule 18 regarding non provision of Interest on Bank Loans amounting to Rs. 2788.33 Lakhs and Note No.6 of schedule 18 regarding short provision of Interest on Non Convertible Redeemable Debenture and Term Loan up to 2007-08 & non provision of interest from the year 2008-09, and Note No.3 of schedule 18 regarding non-provision of depreciation provided on fixed assets of Dankuni Unit amounting to Rs.376.09 lakhs and read together with other notes appearing in schedule 18 give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:-**
  - i) In the case of Balance Sheet of the State of Affairs of the company as on 31st March, 2010;
  - ii) In case of the Profit & Loss Account of the Profit for the year ended on that date; and
  - iii) In the case of cash flow statement, of the cash flows for the year ended on the date.at



**As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we further report that:**

- 1) The Company has maintained proper record showing full particulars including quantitative details and situation of Fixed Assets.
- 2) The fixed assets were physically verified by the management during the year except Dankuni Unit.
- 3) As explained to us inventories were physically verified during the year by the management at reasonable intervals except for Dankuni Unit.
- 4) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business. Shortage/excess in the inventory lying in Dankuni Unit could not be ascertained.
- 5) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventory and no material discrepancies were noticed on physical verification.
- 6) The company has not granted but taken unsecured loans, to / from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 7) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. As explained to us, there is no continuing failure to correct major weakness in internal control procedure.
- 8) According to the information and explanations given to us, the particulars of contracts or arrangements that need to be entered in a register in pursuance of section 301 of the Act have been so entered.
- 9) The transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices, which are reasonable having regard to the prevailing market prices at the relevant time.
- 10) The Company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the Companies Act 1956 and the rules framed thereunder.
- 11) In our opinion and to the best of our information and belief the Company has adequate internal audit system during the year under review.
- 12) Maintenance of Cost records under Section 209 (1)(d) of the Companies Act, 1956 has not been prescribed by the Central Government for the Company.
- 13) According to the information and explanation given to us in respect of statutory and other dues:
  - a) The company has been regular in depositing undisputed statutory dues, including Provident Fund, Sales Tax, Excise Duty and other material Statutory dues except Rs. 219.40 lakhs on account of Income Tax assessed for Block Assessment years from 1985-86 to 20<sup>th</sup> Sept. 1996 which has been referred to Hon'ble High Court for inclusion of the same in BIFR Scheme and Rs. 412.26 lakhs on account of deferred sales tax liability.
  - b) The details of statutory and other dues which have not been deposited on account of disputes are given below:



Particulars	Financial year to which the matter pertains	Forum where the matter is pending	Amount (Lakh)
Income Tax	1991-1992	Deputy Commissioner, Central Circle, Kolkata. (Referred to I.T.O)	Rs. 24.91 Lakhs
	1993-1994	Deputy Commissioner, Central Circle, Kolkata. (Referred to I.T.O)	Rs. 16.84 Lakhs
	1999-2000	Deputy Commissioner, Central Circle, Kolkata. (Referred to I.T.O)	Rs. 57.95 Lakhs
Sales tax	2000-2001	Asst. Commissioner, Commercial Taxes, Chowringhee Circle (Sp.)	Rs. 113.68 Lakhs

- 14) The accumulated losses of the Company are more than of its net worth as at the end of the year. The company has not incurred cash losses during the current year corresponding to cash loss in the preceding year.
- 15) Based on our audit procedures and on the basis of information and explanation given by the management, we are of the opinion that the company has defaulted in the repayment of dues to financial institutions, banks and debenture holders. Debentures amounting to Rs. 1000.00 lakhs became due for redemption on November 2001, out of which Rs. 500 lakhs NCD with UTI and AGIF was settled under OTS Scheme as referred in Note No. 6 of Schedule 18 on Notes on Accounts. Out of balance debentures amounting in Rs.500 lakhs, the Company has further arrived at OTS Scheme for redemption of sum of Rs. 200 lakhs in the year 2010-11 for Rs. 120 lakhs. Accounting adjustment have been made in the books of the Company as referred to in Note No. 6 of Schedule 18. The Company has also defaulted in repayment of dues to financial Institution "IDBI" amounting Rs.475 lakhs plus interest and banks amounting Rs.2283.68 lakhs plus interest as referred to Note No. 5 & 6 of Schedule 18.
- 16) According to the information and explanation given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 17) According to the information and explanation given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- 18) According to the information given to us, guarantee given for loan taken by a Company from a Bank stands discharged in view of settlement with the bank and total payments in terms of the said settlement by them to the bank.
- 19) No new term loan was availed by the Company during the year.
- 20) According to the cash flow statement and other records examined by us and the information and explanations given to us on an overall basis, funds raised on short term basis have, prima-facie, not been used during the year for long term investment.
- 21) The company has not made any preferential allotment of shares during the year.
- 22) The company had created security for debentures issued in an earlier year.
- 23) The company has not raised money by public issues during the year.
- 24) To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the Company was noticed or reported during the year.

Place : 8/2, Kiran Shankar Roy Road,  
Kolkata 700 001

Date : Date : 24th August, 2010

**For Abhijit Dutt & Associates**

*Chartered Accountants*

sd/- **G.C. Mukherjee**

*Partner*

*Membership No. 17630*



super forgings & steels ltd.

## BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	31.03.2010 (Rs. 000)	31.03.2009 (Rs. 000)
<b>1. SOURCE OF FUNDS</b>			
<b>A. Shareholders' Funds</b>			
i) Share Capital	1	15,84,46	15,84,46
ii) Reserves & Surplus	2	26,69,69	25,09,68
<b>B. Loans Funds</b>			
i) Secured Loans	3	53,17,11	66,65,28
ii) Unsecured Loans	4	26,50,76	24,97,06
<b>Total (A + B)</b>		<b>1,22,22,02</b>	<b>1,32,56,48</b>
<b>2. APPLICATION OF FUNDS</b>			
<b>A. Fixed Assets (Net)</b>	5	16,85,38	15,90,47
Capital Work-in-Progress		8,00	8,00
		<b>16,93,38</b>	<b>15,98,47</b>
<b>B. Investments</b>	6	45	45
<b>C. Current Assets, Loans &amp; Advances</b>			
i) Inventories	7	24,86,12	18,26,00
ii) Sundry Debtors	8	26,62,21	33,98,51
iii) Cash & Bank Balances	9	2,03,41	1,61,70
iv) Loans & Advances	10	8,59,00	10,49,86
<b>Total (C)</b>		<b>62,10,74</b>	<b>64,36,07</b>
<b>D. Current Liabilities &amp; Provisions</b>			
i) Liabilities	11	29,20,48	31,18,38
ii) Provisions	12	4,96,39	4,82,12
<b>Total (D)</b>		<b>34,16,87</b>	<b>36,00,50</b>
Net Current Assets	Total (C – D)	<b>27,93,87</b>	<b>28,35,57</b>
<b>E. Miscellaneous Expenditure (to the extent not w/off)</b> (Deferred Revenue expenditure)		2,30	3,46
<b>F. Profit &amp; Loss A/c. Balance</b>		<b>-88,31,73</b>	99,18,24
Less : General Reserve		<b>10,99,71</b>	10,99,71
<b>Total (A+B+C–D+E+F)</b>		<b>1,22,22,02</b>	<b>1,32,56,48</b>

**Notes on Accounts** 18

Schedules 1 to 18 form an integral part of accounts

As per our attached report of even date.

8/2, Kiran Shankar Roy Road  
Kolkata - 700 001  
Date : 24th August, 2010

**For Abhijit Dutt & Associates**  
Chartered Accountants  
sd/- **G.C. Mukherjee**  
Partner

On behalf of the Board  
sd/- **B.N. MODI** Chairman & Managing Director  
sd/- **M.L. GIRIA** Director  
sd/- **ASISH NARAYAN** Company Secretary



super forgings & steels ltd.

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	2009-10 (Rs. 000)	2008-09 (Rs. 000)
<b>INCOME</b>			
Sales & Processing Charges	13	73,27,67	81,10,42
Other Income	14	79	27,06
Increase / (Decrease) in Stock	15	6,63,46	(2,64,72)
		<u>79,91,92</u>	<u>78,72,76</u>
<b>EXPENDITURE</b>			
Purchases		54,56,22	53,79,09
Manufacturing, Administrative, Selling & Distribution Expenses	16	24,33,53	25,05,40
Interest	17	16,85	15,29
Depreciation	5	67,59	53,99
		<u>79,74,19</u>	<u>79,53,77</u>
Net Profit / (Loss)		17,73	(81,01)
Prior Period Adjustment		(10,66)	—
Gain In Settlement of N.C.D (U.T.I & AGIF)	12,47,67	—	—
Transferred to Capital Reserve	<u>1,60,00</u>	10,87,67	—
Interest on Income Tax		9	-2,23
Income Tax Block Assessed Tax (Upto 20.09.1996)		—	(2,88,50)
Income Tax Relating to Earlier Year		(8,32)	—
Income Tax W/Off		—	(2,99)
Fringe Benefits Tax		—	(2,91)
(Loss) brought forward from last year		<u>(99,18,24)</u>	<u>(95,45,05)</u>
Balance carried to Balance Sheet		<u>(88,31,73)</u>	<u>(99,18,24)</u>
Basic & (Diluted) Earning per Share		0.11	(0.51)
Face Value per Share (Rs.)		10	10
Notes on Accounts	18		

Schedules 1 to 18 form an integral part of accounts

As per our attached report of even date.

8/2, Kiran Shankar Roy Road  
Kolkata - 700 001  
Date : 24th August, 2010

**For Abhijit Dutt & Associates**  
Chartered Accountants  
sd/- **G.C. Mukherjee**  
Partner

On behalf of the Board  
sd/- **B.N. MODI** Chairman & Managing Director  
sd/- **M.L. GIRIA** Director  
sd/- **ASISH NARAYAN** Company Secretary

**Schedules**

	31.03.2010 (Rs. 000)	31.03.2009 (Rs. 000)
<b>SCHEDULE - 1 SHARE CAPITAL</b>		
<b>Authorised</b>		
2,00,00,000 Equity Shares of Rs. 10/- each	<u>20,00,00</u>	<u>20,00,00</u>
<b>Issued, Subscribed and Paid-up</b>		
1,58,81,000 Equity Shares of Rs. 10/- each	15,88,10	15,88,10
Less : Calls in arrears (Other than Directors)	<u>3,64</u>	<u>3,64</u>
	<u>15,84,46</u>	<u>15,84,46</u>
<b>SCHEDULE - 2 RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
As per last Balance Sheet	—	—
Since Added (Out of Gain in Waiver of Pricipal Amount of NCD with UTI)	1,60,00	—
<b>General Reserve</b>		
As per last Balance Sheet	10,99,71	10,99,71
Less : Adjusted against Debit Balance of Profit & Loss A/c. (in earlier years)	<u>10,99,71</u>	<u>10,99,71</u>
	—	—
<b>Debenture Redemption Reserve</b>		
As per last Balance Sheet	<u>6,00,00</u>	<u>6,00,00</u>
<b>Share Premium Account</b>		
As per last Balance Sheet	19,12,05	19,12,05
Less : Calls in Arrear (Other than Directors)	<u>2,37</u>	<u>2,37</u>
	<u>19,09,69</u>	<u>19,09,68</u>
	<u>26,69,69</u>	<u>25,09,68</u>
<b>SCHEDULE - 3 SECURED LOANS</b>		
<b>Non Convertible Redeemable Debenture</b>		
10,00,000 18% Non-Convertible Redeemable Debenture of Rs. 100/- each *#	5,10,00	9,40,00
Accrued Interest on Redeemable Debentures	12,33,40	23,21,07
UTI NCD Settlement Amount Payable	2,00,00	—
<b>Term Loan</b>		
From Industrial Development Bank of India ##	4,75,00	4,75,00
Accrued Interest on Term Loan	6,15,03	6,15,03
* Secured by way of first charge, ranking pari passu to cover all the existing as well as future immovable and movable properties of the Company (save and except book debts, stocks of raw materials, work-in-progress, finished goods, stores and spares, vehicles and other assets financed under D.P.G. limits by Canara Bank.)		
## Deed of Hypothecation for creation of first charge, ranking pari passu, to cover all the existing as well as future movable properties of the Company (save and except book debts, stocks of raw materials, work-in-progress, finished goods, stores and spares, vehicles and other assets financed under D.P.G. limits by Canara Bank.) has been executed, pending creation of equitable Mortgage over immovable properties of the Company. The Term Loan is additionally secured by way of personal guarantees of Managing Director, Whole Time Directors & Executive Director.		
# (Redeemable in three equal installments commencing from November, 2001.)		
<b>From Banks</b>	22,83,68	23,14,18
(Secured by way of first charge on Current Assets, wherever lying, vehicles and Fixed Assets, financed under D.P.G. limits of the Company and also additionally secured by way of second charge on Fixed Assets of the Company and personal guarantees of Managing Director, Wholetime Directors and Executive Director on consortium basis.)		
	<u>53,17,11</u>	<u>66,65,28</u>



## Schedules (contd.)

	31.03.2010 (Rs. 000)	31.03.2009 (Rs. 000)
<b>SCHEDULE - 4 UNSECURED LOANS</b>		
From Financial Institutions (Guaranteed by one of the Directors)	1,75,00	1,75,00
Accrued Interest	8,34,96	8,20,96
From Others	6,33,10	6,38,82
Accrued Interest	4,50,02	4,50,02
Deferred Sales Tax Liabilities	4,12,26	4,12,26
From Others Not Bearing Interest	1,45,42	—
	<u>26,50,76</u>	<u>24,97,06</u>

## SCHEDULE - 5 FIXED ASSETS (Rs. 000)

ASSETS	COST				DEPRECIATION				NET BLOCK	
	As on 1.4.2009	Addition	Sales	As on 31.3.2010	As on 1.4.2009	For the Year	Adjust- ment	Total up to 31.3.2010	As on 31.3.2010	As on 31.3.2009
Land	2,51,33	—	—	2,51,33	—	—	—	—	2,51,33	2,51,33
Shed & Building	3,99,92	—	—	3,99,92	1,14,14	3,99	—	1,18,13	2,81,80	2,85,78
Plant & Machinery	42,94,52	1,57,69	—	44,52,21	33,38,70	58,03	—	33,96,73	10,55,48	9,55,81
Electrical Installation	2,87,90	—	—	2,87,90	2,35,80	80	—	2,36,60	51,30	52,11
Tools & Laboratory Equipments	58,18	67	—	58,85	34,10	68	—	34,78	24,08	24,08
Office Equipments	24,63	1,34	—	25,97	14,96	84	—	15,80	10,17	9,67
Furniture & Fixtures	45,36	1,47	—	46,83	36,22	98	—	37,20	9,63	9,14
Vehicles	6,28	—	—	6,28	5,37	10	—	5,47	81	91
Computers	27,51	1,37	6	28,82	25,88	2,18	-2	28,03	78	1,64
<b>Total</b>	53,95,63	1,62,54	6	55,58,11	38,05,16	67,59	-2	38,72,73	16,85,38	15,90,47
Prev. Year's Figures	52,64,08	1,31,55	—	53,95,63	37,51,17	53,99	—	38,05,16	15,90,47	

## SCHEDULE - 6 INVESTMENTS (At Cost)

	31.03.2010 (Rs. 000)	31.03.2009 (Rs. 000)
<b>Quoted</b>		
Long Term		
7500 Equity Shares of Rs. 10/- each fully paid up of Kirloskar Investment & Finance Ltd. (Market value Rs. 0.23 lacs previous year Rs. 0.23 lacs)	75	75
100 Equity Shares of Essar (India) Ltd. Rs. 10/- each at a premium of Rs. 2/- per share (Market value Rs. 0.01 lacs previous year Rs. 0.01 lacs)	1	1
<b>Unquoted</b>		
1940 Equity shares of Rs. 10/- each fully paid up of General Equipments & Merchants Ltd.	10	10
	<u>86</u>	<u>86</u>
Less : Prov. For diminution in value of shares	41	41
	<u>45</u>	<u>45</u>



**Schedules** (contd.)

	<b>31.03.2010</b>	31.03.2009
	<b>(Rs. 000)</b>	(Rs. 000)
<b>SCHEDULE - 7 INVENTORIES</b>		
(As certified by the management)		
Raw Materials	2,64,61	5,69,30
Semi Finished Goods	5,21,35	3,28,42
Finished Goods	15,47,59	7,72,36
Stores & Spare Parts	1,52,57	1,55,92
	<u>24,86,12</u>	<u>18,26,00</u>
<b>SCHEDULE - 8 SUNDRY DEBTORS</b>		
(Unsecured, Considered Good)		
Debts due for a period exceeding six months	13,70,78	16,84,36
Less: Provision for Doubtful Debts	<u>46,97</u>	<u>46,97</u>
Other Debts	13,38,40	17,61,12
	<u>26,62,21</u>	<u>33,98,51</u>
<b>SCHEDULE - 9 CASH &amp; BANK BALANCES</b>		
Cash in Hand ( As certified)	64,81	4,23
Balance with Scheduled Banks in Current Accounts	38,60	1,64,80
In Fixed Deposit Account including Accrued Interest (Lodged as security with Banks)	—	2,44
Cheques In Hand (since realised)	1,00,00	—
Less : Cheque Overdrawn	—	(9,77)
	<u>2,03,41</u>	<u>1,61,70</u>
<b>SCHEDULE - 10 LOAN &amp; ADVANCES</b> (Unsecured, Considered Good)		
(Advances Recoverable in cash or in kind of for value to be received and/or pending adjustments)		
Central Excise Deposit	70	70
Other Advances & Deposits	5,73,90	7,59,53
Income Tax Payment & TDS	2,84,40	2,89,63
	<u>8,59,00</u>	<u>10,49,86</u>
<b>SCHEDULE - 11 CURRENT LIABILITIES</b>		
Sundry Creditors	27,01,08	28,98,98
Income Tax {Block Asst. Tax (Net)}	2,19,40	2,19,40
	<u>29,20,48</u>	<u>31,18,38</u>
<b>SCHEDULE - 12 PROVISIONS</b>		
Provision for Taxation	3,36,28	3,36,28
For Gratuity	1,60,11	1,45,84
	<u>4,96,39</u>	<u>4,82,12</u>

**Schedules** (contd.)

	<b>2009-2010</b> <b>(Rs. 000)</b>	2008-2009 (Rs. 000)
<b>SCHEDULE - 13 SALES &amp; PROCESSING CHARGES</b>		
Sales	<b>72,85,83</b>	80,52,86
Processing Charges	<b>41,84</b>	57,56
	<b>73,27,67</b>	81,10,42
<b>SCHEDULE - 14 OTHER INCOME</b>		
Interest on Fixed Deposits	<b>4</b>	13
Interest From Parties	<b>29</b>	14
Sundry Adjustment	<b>1</b>	1
Insurance Claim	<b>—</b>	11
Sundry Balance Written Back	<b>6</b>	2
Liabilities Written Back	<b>39</b>	13,02
Prior Period Adjustment	<b>—</b>	13,63
	<b>79</b>	27,06
<b>SCHEDULE - 15 INCREASE / (DECREASE) IN STOCK</b>		
Closing Stock	<b>23,33,54</b>	16,70,08
Less : Opening Stock	<b>16,70,08</b>	19,34,80
	<b>6,63,46</b>	(2,64,72)

**Schedules** (contd.)

	2009-2010 (Rs. 000)	2008-2009 (Rs. 000)
<b>SCHEDULE - 16</b>		
<b>MANUFACTURING, ADMINISTRATIVE, SELLING &amp; DISTRIBUTION EXPENSES</b>		
Central Excise	4,00,27	6,84,42
Forgings, Conversion & Labour Charges	1,00,33	97,55
<b>Repair</b>		
Building	2,79	1,19
Machinery	38,40	14,66
Others	20,89	14,40
Consumable & Spare Parts Consumed	6,71,96	6,30,85
Rent & Hire Charges	1,14,46	1,05,75
Electricity Charges	4,58,17	3,82,68
Salary, Wages, Bonus & Other Allowances	1,74,18	1,51,62
Gratuity	24,69	10,61
Employer's Contribution to PF & ESI	16,89	17,00
Director's Remuneration	28,15	25,11
Staff Welfare Expenses	6,71	5,42
<b>Auditors Remuneration :</b>		
(including Rs. 85,236/- to Branch Auditors, Previous Year Rs. 1,04,275/-)		
Audit Fee	1,37	1,15
In Other Capacity (For Tax Audit)	81	72
For Management Consultancy & Other Works	60	60
Finance & Bank Charges	10,68	16,21
Rates, Taxes & Licence Fees	3,53	26,08
Miscellaneous Expenses	1,61,61	95,74
Donation & Subscription	2,26	2,55
Coolie Cartage, Delivery & Freight Charges	1,72,83	1,96,85
Brokerage & Commission	77	3,00
Insurance	71	49
Sales Tax	5,33	2,23
Security & Service Charges	3,98	10,40
Bad Debts	—	1,70
Fines & Penalties	2	1,27
Prior Period Adjustments (Net)	—	2
Rebate & Discount	5,22	—
Sundry Balance W/Back	2,00	—
Loss on Sale of Computer	3	—
Expenses Relating to Import	48	—
Expenses Relating to Export	29	1,48
Custom Duty Clearing & Forwarding	1,97	3,65
Deffered Revenue Expenditure W/Off	1,15	—
	<u>24,33,53</u>	<u>25,05,40</u>
<b>SCHEDULE - 17 INTEREST</b>		
On Unsecured Loan from Financial Institution	14,00	14,00
Others	2,85	1,29
	<u>16,85</u>	<u>15,29</u>



## Schedules (contd.)

### SCHEDULE - 18

#### NOTES ON ACCOUNTS

##### 1. SIGNIFICANT ACCOUNTING POLICIES

###### a) System of Accounting

- i) Financial statements are based on historical cost and in accordance with applicable accounting standards relevant to presentational requirements of the Companies Act, 1956.
- ii) The Company, generally, follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

###### b) Fixed Assets

Fixed Assets are stated at cost (net of Cenvat) less accumulated Depreciation.

###### c) Depreciation

Depreciation is provided in accordance with the rates prescribed in schedule XIV of the Companies Act, 1956 at the straight line method in respect of all assets (except plant & machineries) commissioned on or after 1.4.1989. On Plant & Machineries depreciation is provided on Written Down Value method.

In case of sale/disposal of assets, no depreciation is charged in the year of such sale/ disposal. Depreciation on assets purchased/installed during the year has been provided on pro-rata basis with reference to the date of additions

###### d) Expenditure During the Period of Construction

All direct expenses during the period of construction and till the completion of capital and modernization project including preoperative expenses and interest incurred during the said period are capitalized.

###### e) Investments

Investments are valued at cost of acquisition. Diminution in value is shown separately.

###### f) Inventories

Inventories are valued at cost or net realisable value whichever is lower.

###### g) Sales & Excise Duty

Sales includes Excise Duty charged to customers and net of rate difference, returns and shortages.

###### h) Export Benefits/Incentive

Export benefits/incentives are accounted on accrual basis.

###### i) Foreign Currency Transaction

Export sales are accounted for at the rate of exchange considered by the Customs for clearance purpose. Exchange differences on realization/discounting of Bills of Foreign Exchange are recognized in the Profit & Loss Account at the time of realization/ negotiation.

Payments made in foreign currency are recorded at the rate prevailing on the date of payment.

The transactions in foreign currencies remaining outstanding at the end of the year are translated at the exchange rate prevailing on the date of the Balance Sheet.

There is no export sales during the year.

###### j) Retirement Benefits

Contribution to Provident Fund is paid and charged to Profit & Loss Account as incurred. Liability for Gratuity is estimated and provided for. Liability for accrued leave is accounted for as and when paid.

###### k) Treatment for Prior Period and Extraordinary Items

- i) All prior period items which arise in the current period as a result of error or omission in the preparation of prior periods' financial statement are separately disclosed in the current statement of Profit & Loss.
- ii) All extraordinary items, if any, i.e. income or expenditure which arise from events or transactions which are distinct from the ordinary activities of the Company and which are material, are separately disclosed in the statement of accounts.

###### l) Amortization of Expenses

Share Issue expenses and Deferred Revenue expenses are amortized over a period of ten years/eight years, respectively.

###### m) Research & Development



Revenue expenses on Research & Development are charged to respective heads of expenses in the year in which it is incurred. Capital expenditure, if any, are capitalized along with other assets and depreciation is charged at the rates prescribed as per Companies Act, 1956.

**n) Borrowing Cost**

Borrowing cost other than on qualifying asset is charged to revenue account.

**2. CONTINGENT LIABILITIES**

- a) In respect of Income Tax demands totalling Rs. 99.70 lakhs (for Financial Years 1991-92 Rs. 24.91 lakhs, for 1993-94 Rs. 16.84 lakhs & for 1999-00 Rs. 57.95 lakhs) against which the Company has preferred appeals. (Previous year Rs. 99.70 lakhs)
  - b) In respect of Sales Tax demands of Rs. 113.68 lakhs (Rs. 87.72 lakhs for CST & Rs. 25.96 lakhs for WBST for 4 quarter ending 31.03.2001 against which the Company has preferred appeal. (Previous year Rs.113.68 lakhs).
  - c) The guarantee given by the Company for loan taken by a company from a bank stands discharged in view of settlement with the bank and said company in respect of the total payment in terms of the said settlement.
3. No depreciation has been provided for on Fixed Assets of Dankuni Unit from the year 2006-07 to 2009-10 amounting to Rs. 376.09 lakhs including Rs. 71.50 lakhs for the 2009-10 due to closer of the unit for the last 8 years. Had this been provided the profit for the year would have been reduced by Rs. 71.50 lakhs, with consequent effect on WDV of the assets concerned.
  4. No provision has been made for liability towards accrued leave and the amount has not been ascertained. Gratuity liability has been provided for as per Management estimate.
  5. No Interest has been provided on Secured Loan from Canara Bank & S.B.B.J as in earlier years as both the accounts were declared "NPA" and the Company is expecting some relief on finalization of rehabilitation scheme. The total amount of said interest up to 31st March, 2010 was Rs. 2364.06 lakhs for Canara Bank and Rs. 424.27 lakhs for S.B.B.J which includes Rs. 548.93 lakhs for Canara Bank and Rs. 68.80 lakhs for S.B.B.J for the year 31.03.2010. Had the same been provided the profit would have been further reduced by Rs. 617.73 lakhs.
  6. During the year 2009-10, the Company has been able to get approved One time settlement in respect of redemption of Non Convertible Debentures as under :
    - a) **Unit Trust of India :-**

The principal amount of Rs. 400 lakhs has been settled at Rs. 240 lakhs out of which a sum of Rs. 40 lakhs has been paid during the year in terms of compromise settlement. Accrued interest amounting to Rs. 951.19 lakhs as per the books of the Company has been waived. Necessary adjustments for surplus / deficit have been made in the accounts in accordance with Accounting Standard.
    - b) **Army Group Insurance Fund :-**

The NCD with AGIF (Rs. 100 lakh) was also settled waiving the full interest till date. The final installment payment was made in July, 2010 and waiver interest gain has been accounted for in the financial year 2009-10 & 2010-11.
    - c) **Life Insurance Corporation of India :-**

The NCD with LIC (Rs. 300 lakhs) is yet to be settled and no interest has been provided in the book as in previous year, pending disposal of package by Hon'ble BIFR. Had the interest been provided at simple rate of 8% as in earlier years, the profit of the Company would have been decreased by Rs. 24.00 lakh with consequent effect on NCD with LIC.

As per decision of the Board, no interest has been provided on Term Loan from IDBI pending disposal of package by Hon'ble BIFR. Had the simple interest rate of 8% been charged as in earlier year, the profit for the year would have been decreased by Rs. 38.00 lakhs with consequent effect on Term Loan.
  7. In the absence of information from creditors as to their status, the amounts due to SSI units for more than 30 days is not readily ascertainable, and hence such information has not been furnished. However, the Company has initiated procedures to obtain the relevant details.
  8. The Government of West Bengal has extended to the Company the incentive of Sales Tax Deferred Scheme pursuant to which the Sales Tax attributable to the Sales effected out of the Production from the newly set-up unit at Manoharpur, Dankuni is allowed to be deferred (interest free) for a period of 7 years commencing from Accounting year 1995-96 till 2001-02 and is payable from accounting year 2003-2004. The amount due upto 31.03.2010 was Rs. 409.74 lakhs (Previous Year 409.74 lakhs) which has not been paid yet.
  9. Share Capital includes Rs. 24,00,000/- being value of 2,40,000 Equity Shares of Rs. 10/- each issued as Bonus Shares on capitalization of General Reserve in the year 1991.



10. **DETAIL OF LICENSED AND INSTALLED CAPACITY**

Particulars	31st March, 2010	31st March, 2009
	(M/Tons)	(M/Tons)
Licensed Capacity	49185	49185
Installed Capacity	64900	64900
Actual Production	18195	16165

11. **QUANTITATIVE DETAILS WITH VALUES**

ITEM : STEEL PRODUCTS

Particulars	31st March, 2010		31st March, 2009	
	Qty. (M/Tons)	Value (Rs. 000)	Qty. (M/Tons)	Value (Rs. 000)
<b>Semi-finished &amp; Finished</b>				
Opening Stock	1623	7,43,64	2011	9,84,87
Production	18195		16165	
Less: Conversion Loss 1395				
Shortage & Wastage 596	1991	16204	2709	13456
		17827		15467
Sales	14087	69,81,45	13844	74,10,38
Closing Stock	3740	19,71,34	1623	7,43,64
<b>Trading activities :</b>				
Opening Stock	477	1,45,48	355	1,25,59
Purchases	960	2,60,97	1651	6,28,58
Sales	1063	3,21,92	1538	6,42,49
Closing Stock	374	3,21,92	477	1,45,48

12. **CONSUMPTION OF RAW MATERIAL & SPARE PARTS**

Details of consumption of Raw Material, Stores and Spare Parts are as follows :-

Particulars	31st March, 2010			31st March, 2009		
	Qty. (M/Tons)	Value (Rs. 000)	Percentage	Qty. (M/Tons)	Value (Rs. 000)	Percentage
Opening Stock	2045	7,80,26		1719	8,24,34	
Add : Purchases	16891	51,95,25		13919	47,50,51	
	18936	59,76,21		15638	55,74,85	
Less : Sales	—	—		—	—	
Less : Closing stock	741	2,64,61		2045	7,80,96	
Consumption	18195	57,11,60		13593	47,93,89	
Add : Shortage, Wastage	1991	—		1233	—	
	20186	57,11,60		14826	47,93,89	
Indigenous	20147	57,01,26	99.82%	14826	47,93,89	100%
Imported	39	10,34		—	—	
Stores & Spares (Indigenous)		6,71,96			6,30,85	



13. INFORMATION PURSUANT TO RULE 4-D OF PART-II OF SCHEDULE-VI OF THE COMPANIES ACT, 1956

Particulars	31st March, 2010 (Rs. 000)	31st March, 2009 (Rs. 000)
CIF Value of Imports	11,57	NIL
Expenditure in Foreign Currency (Dollar & Euro)	13,41	5,37
Earning in Foreign Currency (FOB value of Exports)	NIL	NIL

14. Debtors, Creditors, Advances and Deposits are subject to confirmation.

15. INFORMATION ABOUT BUSINESS SEGMENT :

As the Company is engaged in only segment viz. "Iron and Steel Products" there are no reportable segments as per Accounting Standard (AS 17).

16. Earning per share :

	2009-2010	2008-2009
Profit / (Loss) for the year	17,73	(81,01)
Total No. of shares	1,58,81	1,58,81
(Diluted) earning per share ( Rs.)	0.11	(0.51)
Face value per share	10	10

17. There is no deferred tax liability for the year. Deferred tax asset arising on account of brought forward Losses and Unabsorbed depreciation has not been created as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such Deferred Tax Assets would be realized.

18. The Company has been declared sick by the Board for Industrial and Financial Reconstruction (BIFR) at their meeting held on 24th September, 2004. The Company has been asked to submit its rehabilitation scheme and IDBI has been appointed as the Operating Agency for the same. The Rehabilitation scheme since submitted to IDBI is finally approved by Operating Agency i.e. IDBI. The same has been submitted with BIFR for the final approval.

19. Pursuant to requirements of Accounting Standard - 18, the information regarding transactions with related parties, as defined in the said standard, is not been given in view of the fact that such transactions are not material looking into the size of business of the Company.

20. In view of the present structure of the Company which has become sick and under Hon'ble BIFR and the main production unit at Dankuni is closed for the last 10 years, the necessary data for determination of figure for "Impairment of Assets" as required by AS-28 is not possible, although the Company is under process of determining the same in future.

21. Previous year's figures have been rearranged and regrouped wherever applicable.

8/2, Kiran Shankar Roy Road  
Kolkata - 700 001  
Date : 24th August, 2010

**For Abhijit Dutt & Associates**  
Chartered Accountants  
sd/- **G.C. Mukherjee**  
Partner

On behalf of the Board  
sd/- **B.N. MODI** Chairman & Managing Director  
sd/- **M.L. GIRIA** Director  
sd/- **ASISH NARAYAN** Company Secretary



super forgings & steels ltd.

### Balance Sheet Abstract & Company's General Business Profile

Additional information pursuant to Part IV of Schedule VI of Companies Act, 1956 (as amended) Balance Sheet Abstract & Company's General Business Profile.

#### I. Registration Details

Registration No. L 2 7 1 0 6 W B 1 9 6 8 P L C 0 2 7 3 2 4

State Code 2 1

Balance Sheet Date 3 1 - 0 3 - 2 0 1 0

#### II. Capital raised during the year (Amount in Rs. 000)

Public Issue N I L

Right Issue N I L

Bonus Issue N I L

Private Placement N I L

#### III. Position of Mobilisation and deployment of Funds (Amount in Rs. 000)

Total Liabilities 1 2 2 2 2 0 2

Total Assets 1 2 2 2 2 0 2

Sources of Funds

Paid-up Capital 1 5 8 4 4 6

Reserve & Surplus 2 6 6 9 6 9

Secured Loans 5 3 1 7 1 1

Unsecured Loans 2 6 5 0 7 6

Application of Funds

Net Fixed Assets 1 6 9 3 3 8

Investments - 4 5

Net Current Assets 2 7 9 3 8 7

Misc. Expenditure - - 2 3 0

Accumulated Losses 7 7 3 2 0 1

#### IV. Performance of Company (Amount in Rs. 000)

Turnover & Other Income 7 3 2 8 4 6

Total Expenditure 7 2 2 6 2 9

Profit 1 7 7 3

Profit 1 7 7 3

Earnings Per Share (in Rs.) 0 . 1 1

Dividend Rate - -

#### V. Generic Name of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code) 7 2 2 4 9 0

Product Description A L L O Y F O R G E D P R O D U C T S

Item Code No. (ITC Code) 7 2 2 8 3 0

Product Description A L L O Y R O L L E D P R O D U C T S

Item Code No. (ITC Code) 7 2 1 4

Product Description N O N - A L L O Y R O L L E D P R O D U C T S

8/2, Kiran Shankar Roy Road  
Kolkata - 700 001  
Date : 24th August, 2010

For **Abhijit Dutt & Associates**  
Chartered Accountants  
sd/- **G.C. Mukherjee**  
Partner

On behalf of the Board  
sd/- **B.N. MODI** Chairman & Managing Director  
sd/- **M.L. GIRIA** Director  
sd/- **ASISH NARAYAN** Company Secretary



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010**

	Year ended 31.03. 2010 (Rs. 000)		Year ended 31.03.2009 (Rs. 000)
<b>A CASH FLOW ARISING FROM OPERATING ACTIVITIES</b>			
<b>(Net Profit / (-) Loss before Tax and Extraordinary Items</b>	(+ 17,73		(-) 81,01
<b>Add back</b>			
a) Depreciation	67,59		53,99
b) Interest expenses	16,85		15,29
c) Bad Debts	-		1,70
d) Loss on sale of Fixed Assets	3		-
e) Sundry Balance W/Back	2,00		-
f) Prior Period Adjustment	-	86,47	2
		<u>1,04,20</u>	<u>71,00</u>
			(-) 10,01
<b>Deduct</b>			
a) Interest Income	33		27
b) Liabilities Written Back	39		13,04
c) Sundry Adjustment	7		1
d) Insurance Claim	-	79	11
		<u>1,03,41</u>	<u>13,42</u>
<b>Operating Profit Before Working Capital Changes</b>			3,42
<b>Add:</b>			
a) Increase / (-)Decrease in Trade and other Receivables (-)	9,27,16		49,42
b) Increase / (-) Decrease in Inventories	(+ 6,60,12	2,67,04	(-) 2,51,46
		<u>(+ 3,70,45</u>	<u>2,05,46</u>
Increase/(-) Decrease in Trade Payables	(-) 1,83,63	1,83,63	67,50
		<u>(+ 1,86,82</u>	<u>2,72,96</u>
<b>Cash Inflow/(-) Outflow from Operations</b>			
<b>Deduct :</b>			
a) Interest Paid	16,57		1,09
b) Direct Tax Paid	8,32	24,89	2,92,17
		<u>(+ 1,61,93</u>	<u>2,93,26</u>
<b>Cash Inflow / (-) Outflow before Extraordinary Items</b>			(-) 20,30
<b>(+) Add / (-) Deduct :</b>			
a) Prior Period Adjustments (Net)	10,66		11,95
b) Bad Debts	-	10,66	1,70
		<u>(+ 1,51,27</u>	<u>13,65</u>
<b>Deduct :</b>			
a) Interest in Income tax	9		-
b) Liabilities Written Back	39		13,04
c) Interest from Party	29		-
d) Gain in waiver in Settlement of NCD	10,87,67		-
e) Sundry Adjustment	7	10,88,51	-
		<u>12,39,78</u>	<u>13,04</u>
<b>Net Cash Inflow/(-) Outflow in course of Operating Activities</b>			(-) 46,99



super forgings & steels ltd.

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010 (cont'd)

	Year ended 31.03. 2010 (Rs. 000)		Year ended 31.03.2009 (Rs. 000)	
<b>A CASH FLOW ARISING FROM INVESTING ACTIVITIES</b>				
<b>Outflow</b>				
a) Acquisition of Fixed Assets	1,62,54		1,31,55	
b) Acquisition of Investments	<u>-</u>	<u>1,62,54</u>	<u>-</u>	<u>1,31,55</u>
<b>Deduct :</b>				
<b>Inflow :</b>				
a) Sale of Fixed Assets	6		-	
b) Interest Received	4		27	
c) Insurance Claim	<u>-</u>	<u>10</u>	<u>11</u>	<u>38</u>
<b>Net Cash Inflow / (-) Outflow in course of Investing Activities</b>		<u><b>1,62,44</b></u>		<u><b>1,31,93</b></u>
<b>C. CASH FLOW ARISING FROM FINANCING ACTIVITIES</b>				
<b>Inflow :</b>				
a) Increase / (-) Decrease in Long Term Borrowings	(-) 13,17,67		(-) 50,00	
b) Increase / (-) Decrease in Short Term Borrowings	(+) 1,23,20		(-) 6,26	
c) Increase / (-) Decrease in Deferred Payment Credit	(-) 1,16		1,15	
d) Increase / (-) Decrease in Reserves	<u>(+) 1,60,00</u>	<u>10,35,63</u>	<u>-</u>	<u>57,41</u>
<b>Outflow :</b>				
<b>Net Cash Inflow / (-) Outflow in course of Financing Activities</b>		<u><b>10,35,63</b></u>		<u><b>57,41</b></u>
<b>NET INCREASE IN CASH / CASH EQUIVALENTS (A+B+C)</b>		<b>41,71</b>		(-) 2,36,33
<b>ADD : BALANCE AT THE BEGINNING OF THE YEAR</b>		<u><b>1,61,70</b></u>		<u><b>3,98,03</b></u>
<b>CASH/ CASH EQUIVALENTS AT THE CLOSE OF THE YEAR</b>		<u><b>2,03,41</b></u>		<u><b>1,61,70</b></u>

**Registered Office :**  
6, Lyons Range  
Kolkata - 700 001  
Date : 24th August, 2010

*For and on behalf of the Board of Directors*  
sd/-  
**B.N. MODI**  
*Chairman & Managing Director*

**BOOK POST**

*If undelivered, please return to :*  
**SUPER FORGINGS & STEELS LTD.**  
6, Lyons Range  
Kolkata - 700 001





**ATTENDANCE SLIP**

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Regd. Folio No. ....

DP ID. ....

Client ID .....

FULL NAME OF THE MEMBERS ATTENDING .....

FULL NAME OF THE FIRST JOINT-HOLDER .....

(To be filled if first named joint-holder does not attend the meeting)

I hereby record my presence at the 42nd ANNUAL GENERAL MEETING of the Company being held at Eastern Zonal Cultural Centre, 'Aikatan', IA-290, Sector-III, Salt Lake, Kolkata-700 091 on Wednesday, the 29th September, 2010 at 11.30 A.M.

-----  
Member's/Proxy's Signature

No. of shares held ..... (To be signed at the time of handing over this slip)

Note: Person attending the Annual General Meeting are requested to bring copies of Annual Reports as the practice of distribution of the report at the meeting has been discontinued.

**FORM OF PROXY**



Registered Office: 6, Lyons Range, Kolkata - 700 001

Regd. Folio No. ....

DP ID. ....

Client ID .....

I/We .....

of ..... in the district of .....

..... being a

member/members of the above named Company, hereby appoint Shri .....

..... of .....

..... in the district of .....

..... or failing him Shri .....

..... of .....

..... in the district of .....

as my/our Proxy to vote for me/our behalf at the 42nd Annual General Meeting of the Company to be held on Wednesday, the 29th September, 2010 at 11.30 A.M. and at any adjournment thereof \* in favour of / against the resolution(s).

Signed this ..... 2010.

Affix  
Revenue  
Stamp of  
Re. 1/-

Signed by the said .....

\* Strike out which is not desired. Unless otherwise instructed, the Proxy will vote as he thinks fit. The Proxy must be deposited at the Regd. Office of the Company not less than 48 hours before the time for holding the meeting.