



39th Annual Report

2013 - 2014



CRANEX LIMITED

BOARD OF DIRECTORS

| | |
|--------------------------------------|---|
| CHAIRMAN (EXECUTIVE DIRECTOR) | - Mr. S.C.Agrawal |
| MANAGING DIRECTOR & CEO | - Mr. Piyush Agrawal |
| EXECUTIVE DIRECTOR & CFO | - Mr. Chaitanya Agrawal |
| NON-EXECUTIVE DIRECTOR | - Mr. Amitabh Agrawal |
| INDEPENDENT DIRECTORS | - Mr. Anil Kumar Jain Mr. Ashwani Kumar Jindal - Mr. M.C.Jain - Ms. Asha Agarwal |
| COMPANY SECRETARY | - Mr. Birendra Kumar |
| STATUTORY AUDITORS | - P.D.Mittal & Co. Chartered Accountants 70, Daryaganj, Delhi-110002 |
| INTERNAL AUDITOR | - Kudsia & Associates Chartered Accountants 152-A, DDA Flats, Shahpur Jat New Delhi- 110049 |
| SECRETARIAL AUDITOR | - Parveen Rastogi & Co. Flat No.-3, First Floor Sood Building, Ram Nagar, Paharganj New Delhi-110055 |
| REGISTERED OFFICE | - 9, DDA Market Katwaria Sarai New Delhi-110 016 |
| PLANT & ADM. OFFICE: | - 57/1, Ind. Area Site IV Sahibabad: 201 010 |
| BANKERS | - 1. Syndicate Bank Sahibabad, Ghaziabad (U.P.) 2. State Bank of India Maharajpur, Ghaziabad (U.P.) 3. CTBC Bank Connaught Place New Delhi-110001 |

NOTICE

Notice is hereby given that the 39th Annual General Meeting of CRANEX LTD.(CIN: L74899DL1973PLC006503) will be held on Tuesday the 30th September 2014, at 04:00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi 110 057, to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider, and adopt the Audited Balance Sheet of the Company as at March 31st 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
- 2) To elect a Director in place of Mr. Suresh Chandra Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint M/s P.D.Mittal & Co. Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

4) Regularization of Mr. Amitabh Agrawal (DIN 03442336) as a Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder, Mr. Amitabh Agrawal, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 13, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Amitabh Agrawal for the office of the Director of the Company, be and is hereby elected and appointed as Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

5) Appointment of Mr. Ashwani Kumar Jindal (DIN 01958501) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of Listing Agreement Mr. Ashwani Kumar Jindal (holding DIN 01958501), a non executive independent director of the company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th Day of September, 2014 for a period of five consecutive years from the date of appointment.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this and 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) Appointment of Mr. Maman Chand Jain (DIN 01958391) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of Listing Agreement Mr. Maman Chand Jain (holding DIN 01958391), a non executive independent director of the company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th Day of September, 2014 for a period of five consecutive years from the date of appointment.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this and 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) Appointment of Ms. Asha Agarwal (DIN 06965418) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of Listing Agreement Mr. Asha Agarwal (holding DIN 06965418), a non executive independent director of the company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th Day of September, 2014 for a period of five consecutive years from the date of appointment.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8) Appointment of Mr. Satish Agarwal (DIN 06971326) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of Listing Agreement Mr. Satish Agarwal (holding DIN 06971326), a non executive independent director of the company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th Day of September, 2014 for a period of consecutive five years from the date of appointment.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9) Approval for Related Party Transaction.

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between Company and Mr. Piyush Agrawal (a related party) for transfer of his property in the name of Company for doing Manufacturing Activity or any other purpose as the Company may think fit in its absolute discretion on the terms as agreed / may be agreed between the Board of Directors and Mr. Piyush Agrawal and as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT Mr. S. C Agrawal and Mr. Chaitanya Agrawal, executive Directors of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

By Order of the Board
For **Cranex Limited**

Place : New Delhi,

Dated: 06-09-2014

S.C. Agrawal
Chairman
(DIN : 01958471)

NOTES

1. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013, are annexed hereto.
2. **EVERY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING.**
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members desirous of obtaining any information as regard to accounts of the Company are requested to write to the Company at least one week before the meeting, so that the information required will be made available at the Annual General Meeting.
6. Documents referred to in the accompanying Notice and the Explanatory statements are open for inspection at the registered Office of the Company during normal business hours (10:00 am to 6:00 pm) on all working days except Sundays (including Public holidays) up to the date of the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 26th September 2014 to Tuesday, 30th September 2014 (both days inclusive) for the purpose of annual closing and AGM. The cut off date for the purpose of AGM is Friday, 5th September 2014.
8. For shares held in physical form, any change in address may be intimated immediately to the Company's Compliance Officer by quoting the Folio number(s).

However, for shares held in demat form, change in address, nomination, power of attorney etc. may be intimated directly to the member's DP.
9. Physical copies of the Notice and Annual Report for 2014 are being sent to all the members in the permitted mode alongwith Attendance Slip and proxy form interalia indicating the process of E-Voting. Electronic copy of the Notice and Annual Report for 2014 is also being sent to all the members whose Email Ids are registered with the Company/Depository Participants (DP) for communication purposes. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. From the Company in electronic mode.
10. Members/Proxies are requested to bring the attendance slip duly filed in.
11. As a measure of austerity, copies of Annual Report will not be distributed at Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
12. Pursuant to the requirements of Corporate Governance under clause 49 of the Listing Agreement(s) entered into with stock exchange (s), the brief particulars of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board/Committees, shareholding and relationship between directors inter-se, are provided in the Director's Report forming part of the Annual Report. Their details are also provided in the explanatory statement to the notice annexed herewith is furnished in the statement of Corporate Governance and is a part of this Annual Report.
13. Members may also note that the notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website <http://www.cranexltd.com/> for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: cranex1@yahoo.com.

14. In compliance with Section 108 of the Companies Act, 2013 and relevant rules thereunder, the Company is also required to conduct the voting process electronically. The business to be transacted at the AGM may be transacted through electronic voting.

Process of e-VOTING

The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through electronic voting system

The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| | |
|------------------------|---|
| | For Members holding shares in Demat Form and Physical Form |
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). |
| | <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and DematA/c No. is 12058700 00001234 then default value of PAN is 'RA00001234. |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company the number of shares held by you as on August 22, 2014 in the Dividend Bank details field. |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for Cranex Limited for which choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - ♦ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - ♦ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - ♦ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - ♦ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ♦ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to Sl. no. (xvii) above to cast vote.

General

- (A) The voting period begins on 18th September, 2014 (10:00 am) and ends on 20th September, 2014 (6:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th September 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) Mr. Parveen Rastogi, proprietor of M/s Parveen Rastogi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 5th September 2014.
- (D) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For **Cranex Limited**

Place : New Delhi

Dated : 06-09-2014

S.C. Agrawal
Chairman
(DIN : 01958471)

Explanatory Statement

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

Item No. 4

The Board considers that the association of Mr. Amitabh Agrawal would be of immense benefit to the Company and is desirable to continuously avail his services as Director and also that he fulfils the conditions specified in the Companies Act, 2013 for appointment as Director. Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice.

Except Mr. Amitabh Agrawal, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution except to the extent they are member of the Company.

| Name of Director | Date of Birth | Date of Appointment | Expertise in Specific Functional area | Qualification | Board Membership of other Public Limited companies as on March 31 2014 | Directorship in Unlisted Indian Companies/ Foreign Companies & listed Foreign | Chairman/ Member of the Committee of the Board of Directors Company as on March 31 2014 | Chairman/ Member of the Committee of the Board of Directors of the any other Company than Cranex Limited as on March 31 2014 | Number of Shares held in the Company as on March 31 2014 |
|---------------------|---------------|---------------------|---------------------------------------|---------------|--|---|---|--|--|
| Mr. Amitabh Agrawal | 28/01/1957 | 13/02/2014 | Technical | Graduation | Nil | 1.Cranex Infra Tech Private Limited | Nil | Nil | Nil |

Item No. 5, 6, 7 and 8**Details of Directors seeking appointment in the Annual General Meeting (Pursuant to Clause 49 (IV) (G)(i) of the Listing Agreement)**

Mr. Ashwani Kumar Jindal, Mr. M.C Jain and Ms. Asha Agarwal are the present independent directors of the Company. Under the Companies Act, 2013, it is required that independent directors shall not be liable to retire by rotation and to be appointed for a fixed term. Further, Mr. Satish Kumar Agarwal is proposed to be appointed as an Independent Director under the provision of Section 149 of the Companies Act, 2013 in this Annual General Meeting. As per Section 149 of the Companies Act, 2013, an independent director should be appointed with the approval of the shareholders in the general meeting.

Section 149(4) of the Companies Act, 2013 states that every listed public Company shall have at least one-third of the total number of directors as Independent Directors. Section 149(5) also provides that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the requirements of the provisions of sub-section (4). Section 149(10) of the Companies Act, 2013, inter alia, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. It is further clarified in the proviso to sub-sections (10) and (11) of Section 149 of the Act that, any tenure of an Independent Director on the date of Commencement of this Act shall not be counted as a term under those sub-sections (10) and (11).

Your Board is of the opinion that all of the above mentioned 3 Directors fulfill the conditions specified in the Companies Act for appointment as Independent Directors of the Company and they have also given their consent for being appointed as an independent director. Details in respect of all three Directors, who are proposed to be appointment as Independent Directors, are furnished in the below table of this explanation. Your Board considers that their continued association with the Company would be immense benefit to the Company. In view thereof, your Board has recommended them to be appointed as Independent Directors as per the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Accordingly your Board has recommended for approval of the shareholders, under Agenda item nos. 5 to 8 of the accompanying notice, the appointment of the aforementioned Directors as Independent Directors pursuant to Section 149 of the Companies Act, 2013 read with Rules made thereunder, with their respective term of office to be for a period of five consecutive years with effect from the date of this annual general meeting.

In order to comply with the provision of appointment of Woman Director as mention in Section 149 of Companies Act, 2013, Ms. Asha Agarwal has been appointed as Woman Director of the Company.

Concerned Directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions as set out in item No. 5 to 8 of the accompanying Notice.

The profile of each of the aforesaid directors is given below. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

| Name Of Director | Mr. Ashwani Kumar Jindal | Mr. Maman Chand Jain | Ms. Asha Agarwal | Mr. Satish Agarwal |
|--|---|--|-------------------------|---|
| Date of Birth | 24/06/1965 | 01/04/1942 | 01/07/1954 | 21/02/1953 |
| Date of Appointment | 20/02/2004 | 20/02/2004 | 13/02/2014 | 30/09/2014 |
| Expertise in Specific Functional area | Marketing | Administration | Strategy | Technical |
| Qualification | Graduation and Post Graduate Diploma | Matriculation | Graduation | B. Tech & Post Graduate Diploma in Management |
| Board Membership of other Public Limited companies as on March 31, 2014 | Nil | Nil | Nil | Nil |
| Directorship in Unlisted Indian Companies/Foreign Companies & listed Foreign | Nil | 1. Chemimatics Exim Private Limited 2. M V Recyclers India Private Limited | Nil | Nil |
| Chairman/ Member of the Committee of the Board of Directors Company as on March 31 2014 | 1. Audit Committee (Member) 2. Management Committee (Member) 3. Remuneration Committee (Member) | 1. Audit Committee (Member) 2. Stakeholders Relationship Committee (Member) 3. Management Committee (Member) 4. Remuneration Committee (Member) | Nil | Nil |
| Chairman/ Member of the Committee of the Board of Directors of the any other Company than Cranex Limited as on March 31, 2014 | Nil | Nil | Nil | Nil |
| Number of Shares held in the Company as on March 31, 2014 | Nil | Nil | Nil | Nil |

Item No. 09 Approval for related party transaction:

The provisions of Sec 188 (1) of the Companies Act, 2013 that govern the following related party transactions require a Company to obtain prior approval of the Board of Directors and in case the paid up share capital of the Company is Rs. 10 Crore or more, the prior approval of Shareholders by way of special resolution:

- Sale, purchase or supply of any goods or materials
- Selling or otherwise disposing of, or buying, property of any kind
- Leasing of property of any kind
- Availing or rendering of any services
- Appointment of any agent for purchase or sale of goods, materials, services or properties

- f) Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate company, and
- g) Underwriting the subscription of any securities or derivatives thereof, of the Company.

Further, third proviso to Sec 188 (1) provides that nothing shall apply to any transaction entered into by the Company in the ordinary course of business other than transactions which are not on arm's length basis.

The provisions of Sec 188 (3) provides that the contracts/ arrangements entered into Sec 188(1) may be ratified by the Board, or as the case may be by the shareholders at a meeting within 3 months from the date on which such contract or arrangement was entered into.

As per the provisions of Rules 15 sub rule (3) of Companies (Meetings of Board and its Powers) Rules, 2014, selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten per cent. of net worth of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188, the prior approval of the company by a special resolution before enter into a transaction is required.

The existing manufacturing plant of company is situated at 57/1 Site IV Industrial Area, Sahibabad, Ghaziabad and which has been taken on lease from Mr. Piyush Agrawal (owner of the property). Now, the Board of Directors of your company have decided to purchase the said property from Mr. Piyush Agrawal for an aggregate value of Rs 7,48,07,460/- (Rupees Seven Crore Forty Eight Lacs Seven Thousand Four Hundred Sixty only) and on such terms and conditions as may be mutually decided among parties.

As Mr. Piyush Agrawal is the Managing Director of the Company and also one of the promoters of the Company, hence he is related party within the meaning of section 2(76) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement. Section 188 of the Companies Act 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of a related party transaction. Clause 49 of the Listing Agreement also comes into operation for a related party transaction. In brief, a combined reading of all these provisions and other applicable provisions suggest that in certain conditions, approval of Audit Committee, Board approval and Shareholders approval by way of Special Resolution required for related party transactions. Proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The proposed transaction with Mr. Piyush Agrawal is on prevailing market conditions hence on arm's length basis. As per Rules 15 sub rule (3) of Companies (Meetings of Board and its Powers) Rules, 2014, the above said transaction required approval of shareholders by way of special resolution.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

| | | | | |
|----|---|--|-------------------------|--|
| 1. | Name of the related party | Mr. Piyush Agrawal, Managing Director | | |
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship. | Mr. Piyush Agrawal himself is a Managing Director in the Company. Further, the following are directors in the Company who are related to Mr. Piyush Agrawal: | | |
| | | Name | Position in the Company | Nature of Relationship with Mr. Piyush Agrawal |
| | | Mr. Suresh Chandra Agrawal | Director | Father |
| | | Mr. Chaitanya Agrawal | Director | Son |
| | | Mr. Amitabh Agrawal | Director | Brother |
| | | All above four are part of Promoters group of the Company and hold along with other promoter group entities 31.05% shares in the Company. | | |

| | | |
|----|--|--|
| 3. | Nature, material terms, monetary value and particulars of the contract or arrangement; | Nature of the Contract: Under the contract, Company proposed to purchase the property from Mr. Piyush Agrawal to be used as a manufacturing plant for Company. Company can also use the property for any other purpose as per its discretion. Material terms, monetary value and particulars: As per below enclosed Annexure. |
| 4. | Any other information relevant or important for the members to take a decision on the proposed resolution. | As per below enclosed Annexure and facts mentioned in above paragraphs of explanatory statement. |

ANNEXURE

Commercial Terms & Conditions forming integral part of the Agreement between Mr. Piyush Agrawal and Cranex Limited.

| S.No. | Item | Description |
|-------|-------------------------------|---|
| 1. | Address of the premises | 57/1, Site IV, Industrial Area, Sahibabad-201010 |
| 2. | Aggregate super built up area | 3562.26 sq metres |
| 3. | Amounts of transaction | Rs. 7,48,07,460/- |
| 4. | Usage of the property | Commercial Purpose. The property shall be used as a manufacturing plant of the Company. |

The Resolution under Item No. 9 is to obtain the consent of the Shareholders for this purpose.

Except above, none of the other Directors of the Company or their respective relatives are in any way concerned or interested in the said Resolution.

The Resolution does not relate to or affect any other Company.

DIRECTORS REPORT

TO THE MEMBERS OF CRANEX LIMITED

Your Directors are happy to present the 39th Annual Report of the Company together with the Audited Accounts for the year ended March 31st 2014.

FINANCIAL RESULTS

| | Current year ended (12 months) 31-03-2014 | (Amount in Rupees) Prev. year ended (12 months) 31-03-2013 |
|--|---|---|
| 1. Gross Revenue | 144,540,762 | 205,642,786 |
| 2. Profit before interest & Depreciation | 10,041,238 | 10,020,550 |
| 3. Interest (Working Capital) | 3,188,806 | 2,055,098 |
| 4. Profit after Interest but before depreciation | 6,852,432 | 7,965,452 |
| 5. Depreciation | 1,844,899 | 1,879,503 |
| 6. Profit/loss after depreciation | 5,007,533 | 6,085,949 |
| 7. Exceptional Items | 0 | 23,027 |
| 8. Profit before Extra ordinary items & tax | 5,007,533 | 6,108,976 |
| 9. Extra ordinary items | 0 | 0 |
| 10. Profit before tax | 5,007,533 | 6,108,976 |
| 11. Provision for tax | 1,704,720 | 1,948,128 |
| 12. Profit/loss after tax | 3,302,813 | 4,160,848 |
| Earnings per share (face value Rs.10/-) | | |
| Basic | 0.55 | 0.69 |
| Diluted | 0.55 | 0.69 |

The above figures have been regrouped/reclassified as necessary as per the Revised Schedule VI of the Companies Act, 1956. The financial figures given in the attached Balance Sheet and Profit & Loss A/c have also been regrouped/reclassified as necessary.

DIVIDEND

Keeping in view the present financial position of the company, your Directors do not recommend any dividend for the year ended 31st March 2014.

PERFORMANCE

The country is experiencing a huge economic downturn, which has affected your Company as well. Revenues have been lower as compared to last year. However, due to better efficiency and cost management, the Company has remained profitable.

MANAGEMENT DISCUSSIONS AND ANALYSIS OUTLOOK

India is currently passing through an economic crisis and Govt has scaled down planned expenditure resulting in a down slide in Capital Goods industry, the main stake of your company. Many Infrastructure projects - in which your Company's products are used - are on hold.

These factors are likely to affect the turnover and profitability of your company.

However, your Directors are happy to report that there is ample order booking and are confident that your Company will perform well in the coming years.

DEMATERIALIZATION OF SHARES

As the Members are aware, the Company's shares are in the compulsory demat mode facilitated through NSDL and CDSL. Your Directors earnestly appeal to all of you to Demat your shares of the company and derive the benefits of holding the shares in electronic form.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(1AA) of the Companies Act, 1956 it is hereby stated that:

The directors report that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss account of the company for that period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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.
- v) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

Your Company is committed to the standards of Corporate Governance and in this direction has laid down well documented internal policies, procedures including Board and Committee procedures and practices in particular relation with Shareholders, Customers, Suppliers and Employees in order to enhance the long-term Shareholder value and maximize interest of all stakeholders.

Your Company has complied with the provisions of Clause 49 of the Listing Agreement relating to Corporate Governance.

A detailed Report on Corporate Governance and a Certificate from the Auditors of your Company regarding the compliance of conditions of Corporate Governance and a Management Discussion and Analysis report have been attached to form part of the Annual Report.

DIRECTORS

Mr. Suresh Chandra Agrawal, Director of the Company, retires by rotation and being eligible, offers himself for reappointment. Your directors solicit your approval for his reappointment as a director of the Company.

Mr. Amitabh Agrawal and Ms. Asha Agarwal were appointed as Additional Directors w.e.f 13th February, 2014. They will hold office upto the date of ensuing Annual General Meeting and will be re-appointed in the Annual General Meeting.

WOMAN DIRECTOR

In order to comply with the provision of appointment of Woman Director as mention in Section 149 of Companies Act, 2013, Ms. Asha Agarwal has been appointed as Woman Director of the Company.

MATERIAL CHANGE

There was no material change affecting the financial position of the Company between the date of balance Sheet and the date of this Report.

PARTICULARS OF EMPLOYEES:

During the period under review, the company had no employees who are covered under section 217(2A) Companies Act 1956.

PUBLIC DEPOSIT

During the year under review your company has not invited any deposits from the Public U/s 58 A Act of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

LISTING OF SECURITIES

At present the securities of the Company are listed at Bombay Stock Exchange. The company has paid the listing fees to Bombay Stock Exchanges for the year 2014-15.

AUDIT COMMITTEE

Pursuant to the provisions of clause 49 of the listing agreement, the Company had constituted an Audit Committee of the Board of Directors consisting of three independent Non Executive Directors. Jain holds the office as Chairman of the Committee. During the year under review, Shri Ashwani K. Jindal and Shri M.C. Jain were the other members of the Audit Committee.

The terms of reference stipulated by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement, i.e

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information.
- b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the board, focussing primarily on (i) any changes in accounting policies and practices, (ii) major accounting entries based on exercise of judgement by management, (iii) qualifications in draft audit report, (iv) significant adjustments arising out of audit, (v) the going concern assumption, (vi) compliance with accounting standards, (vii) compliance with Stock Exchange and legal requirements concerning financial statements and (viii) any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- d. Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- e. Reviewing the adequacy of internal audit functions.
- f. Discussion with internal auditors any significant findings and follow up there on.
- g. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- h. Discussion with external auditors before the audit commences nature and scope of audit as well as have post - audit discussion to ascertain any area of concern.
- i. Reviewing the Company's financial and risk management policies.

AUDITORS

M/s. P.D.Mittal & Co. Chartered Accountants the company's Auditors retire at the conclusion of this Annual General Meeting and being eligible offer themselves for reappointment which, if made, will be in confirmation with the provisions of Section 139 of Companies Act, 2013 and Rules made thereunder.

AUDITORS' OBSERVATION

Observations of the Auditors, if any when read together with the relevant notes on accounts and accounting policies are self-explanatory and do not require any further comments.

INTERNAL AUDITOR

The Board appointed M/s Kudsia & Associates, Chartered Accountants, to act as company's Internal Auditor, for the year 2014-15.

SECRETARIAL AUDITOR

The Board appointed M/s Praveen Rastogi & Co., Practising Company Secretary, to act as company's Secretarial Auditors for the year 2014-15.

ACKNOWLEDGEMENT

Your Directors commend the continuing commitment and dedication of employees at all levels. The Directors would also like to thank all other stakeholder, including bankers and other business associates, who have provided sustained support and encouragement. This has understandably, been critical for all the Company's success The Directors look forward to their continued support in the years to come.

By Order of the Board
For **Cranex Limited**

Place : New Delhi

Dated: 06-09-2014

S.C. Agrawal
Chairman
(DIN : 01958471)

ANNEXURE TO THE DIRECTOR'S REPORT

Information pursuant to companies (Disclosures of Particulars in Report of Board of Directors) Rules, 1988 forming part of the Report of the Directors:

A. Conservation of Energy

Information under section 217(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is given below:

1. The Company's requirement of electricity is not very large.
2. To ensure continuous and need based requirements, your Company has, its own, in-house diesel generating sets.
3. To conserve electricity and save cost, different capacity Diesel Generator sets are utilised as per actual load requirements.
4. The total cost of power generation during the year has been Rs. 29,07,501 (previous year: Rs. 24,00,544)

B. Technology Absorption

The particulars regarding Technology Absorption are not applicable to your Company. However, your company is constantly improving its technology to match world standards, which is reflected in the new orders being received from very quality conscious customers.

C. Foreign Exchange Earnings and Outgo

1. The Company's Foreign Exchange earning during the year under review has been Rs. 27,61,002 (previous year Rs. 18,39,973).
2. The Company's foreign exchange outgo during the year has been Rs. 40,11,019 (previous year Rs. 2,60,003)

By Order of the Board
For **Cranex Limited**

Place : New Delhi
Dated: 06-09-2014

S.C. Agrawal
Chairman
(DIN : 01958471)

ANNEXURE-I

**MANAGEMENT DISCUSSIONS AND ANALYSIS
REPORT (Pursuant to Clause 49(IV) (F) of the Listing Agreement)**

OUTLOOK

The demand for capital goods has gone down substantial due to the wide spread economic slowdown and high inflation.

Inspite of the difficult economic circumstances, your Directors are happy to report good order bookings for your Company, and are confident of reporting better performance in the current financial year.

The future also seems promising as the newly elected Government is committed revive the economy, which will definitely give a boost to the fortunes of your company.

OPPORTUNITIES

We manufacture diverse range of cranes, material handling and construction equipment under widely recognized CRANEX brand with a strong pan-India distribution and service network. We are well positioned to take advantage of the current market dynamics. We are adopting technology up gradation to successfully compete and maintain and further consolidate our leadership in crane segment and increase market share in other products, which we manufacture. We believe our proactive steps and consistent implementation of our plans will allow us to prepare the company for continued growth.

We are also aggressively looking for new customers and getting additional orders.

THREATS, RISKS AND CONCERNS

The biggest and perhaps the most important risk which confronts the company is that certain events within and outside India may alter the business scenario.

In the years to come, India is set to play an important role in the world and considering the fact that the country will be investing in big amount in the years to come for the country's infrastructure; Cranex Limited can only benefit from its as it holds it advantage of the complete range of mobile cranes, construction and material handling equipment.

The business of the Company primarily depends on proper supply of the raw material especially steel and other components.

CAUTIONARY STATEMENT

The statement forming part of the Directors' Report and "Management Discussion and Analysis" describing the Company's objectives , estimates, expectations, or projections may be "Forward Looking" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied.

Important factors that could make a difference to the Company's operations, include Government regulations, patent laws, tax regime, economic developments within India and countries in which the Company conducts business, litigation and other allied factors.

By Order of the Board
For **Cranex Limited**

**Place : New Delhi
Dated: 06-09-2014**

**S.C. Agrawal
Chairman
(DIN : 01958471)**

ANNEXURE-II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE**I. CORPORATE GOVERNANCE REPORT**

Going through the literal meaning of words "Corporate Governance", the Corporate Governance can be said the way a Corporate is governed. However, the word corporate governance is if far more widely than the literal meaning and have a wider and stronger degree of impact not only, on the owners of the Company but also on all the related stakeholders of the Company and also on the economy as a whole. Corporate Governance is done by a set of beliefs, principles, customs which if done with a right intent and right spirit does ultimately lead to Good Corporate Governance, as it essentially creates the much needed confidence for the stakeholders, in the Company. Good Corporate Governance is not only essential from the Company's point of view but also essential for the uninterrupted growth of an economy as it creates much needed confidence among the stakeholders who forms backbone of the economy.

II. BOARD OF DIRECTORS

The Board of Directors comprises of three whole time Directors, one being the Managing Director and the rest two are Executive Directors. There are three Independent Professional Directors and two non- executive directors.

The matters are placed before the Board for their consideration and approval as specified under Annexure 1 of the Listing Agreement.

The composition of the Board of Directors as at 31.03.2014 is as under :

| Name | Category | |
|------|-----------------------|---|
| 1. | Mr. S.C. Agrawal | Whole Time Executive Chairman |
| 2. | Mr. Piyush Agrawal | Managing Director & Chief Executive officer (CEO) |
| 3. | Mr. Chaitanya Agrawal | Whole Time Finance Director & Chief Financial officer (CFO) |
| 4. | Mr. Amitabh Agrawal | Non-Executive, Director |
| 5. | Mr. Ashwini K. Jindal | Non-Executive, Independent Director |
| 6. | Mr. M.C. Jain | Non-Executive, Independent Director |
| 7. | Mr. A.K. Jain | Non-Executive, Independent Director |
| 8. | Ms. Asha Agarwal | Non-Executive, Independent Director |

Notes

- None of the Directors of your Company is a Member or Chairman of outside Committees of Companies in which they are Directors.
- No director is related to any other Director on the Board except Mr. S.C.Agrawal, Mr Piyush Agrawal, Mr Chaitanya Agrawal and Mr. Amitabh Agrawal, who are related to each other and Mr. A.K. Jain, who is the son of Mr. M.C. Jain

BOARD MEETINGS

The Board of Directors met 8 times during the year under review as against the minimum requirement of 4 times. The dates, place and the number of directors present at the meetings therein are mentioned below:

| S. No. | Date of Board Meeting | Place | No. of Director present |
|--------|-----------------------|---------------------------------------|-------------------------|
| 1. | 30 May, 2013 | 57/1, Site Industrial Area, Sahibabad | 6 |
| 2. | 22 June, 2013 | -Do- | 6 |
| 3. | 26 June, 2013 | -Do- | 6 |
| 4. | 14 August, 2013 | -Do- | 6 |
| 5. | 14 November, 2013 | -Do- | 6 |
| 6. | 21 November, 2013 | -Do- | 6 |
| 7. | 13 February, 2014 | -Do- | 8 |
| 8. | 31 March, 2014 | -Do- | 6 |

The Attendance record of the Directors at the Board Meetings held during the year under review and the last Annual General Meeting is as under: Further the Non Executive Directors are paid sitting fees. Mr. Anil Jain and Mr. M C Jain were paid Rs 2,500 each and Mr. Ashwini Kumar Jindal was paid Rs 5,000 instead of each meeting of the Board of Directors. Managing Director and Whole time Directors are not entitled for any sitting fees.

| Name of the Directors | Number of Board Meeting held while holding the office | Number of Board Meeting attended while holding the office | Attendance at the last AGM | Sitting fees paid (Rs.) |
|-----------------------|---|---|----------------------------|-------------------------|
| Mr. S.C. Agrawal | 8 | 8 | Yes | None |
| Mr. Piyush Agrawal | 8 | 8 | Yes | None |
| Mr. Chaitanya Agrawal | 8 | 8 | Yes | None |
| Mr. Anil K. Jain | 8 | 8 | Yes | Yes |
| Mr. Ashwini K. Jindal | 8 | 8 | Yes | Yes |
| Mr. M.C. Jain | 8 | 8 | Yes | Yes |
| Mr. Amitabh Agrawal | 2 | 1 | No | None |
| Ms. Asha Agarwal | 2 | 1 | No | No |

Apart from sitting fees for attending Board meetings, no other fees/compensation is paid to the Non Executive Directors.

Code of Conduct

The Board of Directors of your company have laid down a Code of Conduct (the code) applicable to all Board and Senior Management personnel of your company. A declaration from the CEO of your company to the effect that all Board Members and Senior Management personnel of your company have affirmed compliance with the code, forms a part of this report.

DECLARATION

As provided under Clause 49 of the listing Agreement with Bombay Stock Exchange, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 2014.

III. AUDIT COMMITTEE

The Audit Committee comprises of three Independent Non-Executive Directors. Shri Anil Kumar Jain Chairman of the Audit Committee is having extensive financial and accounting knowledge. The Audit Committee covers all the functions envisaged under section 292A of the Companies Act, 1956 as well as clause 49 of the Listing Agreement. The meeting of Audit committee were held on 30-09-2013, 14-08-2013, 14-11-2013 and 13-02-2014. Company is not paying any sitting fees for attending the meeting of Audit Committee. The terms of reference stipulated by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement are given as apart of Directors report.

The Constitution of the Committee and the attendance of each member of the Committee is given below:

| Name of the Member | Number of Meetings | |
|------------------------------|--------------------|----------|
| | Held | Attended |
| Shri Anil J. Jain (Chairman) | 4 | 4 |
| Shri Ashwani K. Jindal | 4 | 4 |
| Shri M.C. Jain | 4 | 4 |

IV. DISCLOSURES

(A) Disclosure of Accounting treatment

Your company has followed relevant Accounting Standards while preparing the financial statements.

(B) Risk Management

Your Company is aware of the risks associated with the business. It analyses the various risks and is taking corrective action for mitigating/ managing the same. The company has also laid down procedures to inform Board members about the risk assessment and minimization procedures.

(C) Proceeds from public issues, right issues, preferential issues etc.

During the year under review, your company did not raise any funds by way of public, rights, preferential issue.

(D) Remuneration and pecuniary relationship/ transactions of Non -Executive Directors with the company.

Sitting fees have been paid to Non Executive Directors for attending Board meeting.

(E) Details of Directors shareholding in the Company as on 31.3.2014

| Name of the Director | No. of shares |
|--------------------------|---------------|
| 1. Mr. S.C. Agrawal | 4,74,800 |
| 2. Mr. Piyush Agrawal | 10,98,404 |
| 3. Mr. Chaitanya Agrawal | 1,88,000 |
| 4. Mr. Anil K. Jain | 1,02,200 |
| 5. Mr. Ashwini K. Jindal | Nil |
| 6. Mr. M.C. Jain | Nil |
| 7. Mr. Amitabh Agrawal | 1,01,530 |
| 8. Ms. Asha Agarwal | Nil |

(G) Management

The Management Discussion and Analysis Report forms part of the Annual Report and is in accordance with the requirements laid out in Clause 49 of the Listing Agreement.

No material transactions have been entered into by the company with the Promoters, Directors or the Management etc that may have a potential conflict with interest of your company.

Senior Management and the Non-executive Directors had made disclosures to the Board of Director of the company that during the year under review, they had no material financial transactions with the company where there personal interest may conflict with the interest of the company.

(H) Shareholders

In case of appointment of new director or reappointment of director, the shareholders are provided with the details of Directors along with the Notice convening the ensuing AGM.

Stakeholders Relationship Committee

The terms of reference of the Shareholders'/Investors' Grievances and Share Transfer Committee has been revised and the existing Committee is renamed as "Stakeholders Relationship Committee" in the Board Meeting held on May 30, 2014 in order to align with Companies Act, 2013 and revised Clause 49 of Listing Agreement as amended from time to time.

The terms of reference of the Shareholders'/Investors' Grievances and Share Transfer Committee inter alia includes carrying out such functions for redressal of the shareholders' and investors' complaints, including but not limited to, transfer of shares, non receipt of annual report, non-receipt of dividend and any other grievance that a shareholder or investor of the Company may have against the Company. The Committee also oversees and approves Transfer/Transmission/ Dematerialisation of shares, issue of Duplicate/Consolidated/Split Share Certificate(s) etc.

The Company has appointed M/s. LINK INTIME INDIA PRIVATE LIMITED as its Registrar and Share Transfer Agent (RTA). The Shareholders'/Investors' Grievances and Share Transfer Committee recommends measures for overall improvement in the quality of investor services. There were 04 meetings of this committee held during the year.

The Committee consists of the following Directors

1. Shri. Anil Kumar Jain - Chairman/Director
2. Shri. M.C.Jain - Member/Director

During the year under review company had received 13 complaints from the shareholders regarding change of address, non receipt of balance sheet, transfer of shares, loss of share certificates etc. which were duly taken care of by the company and as on 31st March, 2014 and all 13 complaints were disposed off during the financial year 2013-14.

There has been no instances of non-compliance by the company on any matter related to capital markets during the year under review and hence no penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority.

The company shares are compulsorily traded and delivered in the dematerialised form at Bombay Stock Exchange.

The equity shares of the company have been admitted with National Securities Depository Limited and Central Depository Services (I) Ltd.

Management Committee

1. The Management Committee comprises of Mr. Anil K.Jain, who is the Chairman of the Committee and Mr. Ashwani K. Jindal. Mr. S.C. Agrawal, Mr. Piyush Agrawal and Mr. Chaitanya Agrawal, are permanent invitees to the committee apart from such invitees from time to time. Mr. Ajay Pradhan is the Secretary of the committee.
2. The terms of reference of the Committee are laid down by the Board.
3. The agenda for each of these meeting cover the Production, Sales, Operation, Finance, HR and corporate affairs of the Company.
4. The meeting is held once in three months.
5. The detailed Agenda with notes are circulated well in advance and detailed discussions are held.
6. The Committee takes on record the detailed compliance confirmation on the various applicable legislations to the Company placed by the Company Secretary.

Adoption of non -mandatory compliance

- (a) The Statutory financial statements of your company of your company are unqualified.
- (b) Apart from the above, your company has a Remuneration Committee of the Board has been Comprising of three Independent Non-executive Directors namely, Shri Manan Chand Jain, Shri Anil .K.Jain, & Shri Ashwani K.Jindal, Shri. Anil K.Jain holds the position as Chairman of the committee.

The terms of reference of the Remuneration Committee consists of the Following:

- (i) To determine and recommend to Board, compensation payable to, Managing Director & Whole time Finance Director.
- (ii) The Company does not have any Employee Stock Option Programme at present.
- Keeping in view the requirements of the Schedule XIII of the Companies Act, 1956 as amended and requirements of clause 49 of the listing agreement for appointment and payment of remuneration to Managing Director and Whole Time Directors , it requires the approval of the Remuneration Committee formed by the company for taking the necessary decisions.

Details of remuneration paid during the year ended on 31.3.2014 is as follows:

| | Mr. Suresh Chandra Agrawal (Chairman) | Mr. Piyush Agrawal (Managing Director) | Mr. Chaitanya Agrawal (Whole Time Director) |
|----------------|--|---|--|
| Salary | Rs. 1,80,000 | Rs. 15,00,000 | Rs. 5,74,240 |
| Provident Fund | Rs. 0 | Rs. 0 | Rs. 9,360 |
| Total | Rs. 1,80,000 | Rs. 15,00,000 | Rs. 5,83,600 |

VI. General Body Meetings

1. Location and time for last three Annual General Meetings were :

| Nature of Meeting | Date and Time | Venue |
|-------------------|------------------------------------|---|
| 36th AGM | 30th September, 2011 at 3.00 P.M. | DDA Community Hall Recreation Centre, B-XI, Vasant Kunj, New Delhi-110070 |
| 37th AGM | 28th September, 2012 at 12:00 P.M. | Vasant Vihar Club, Vasant Vihar, New Delhi-57 |
| 38th AGM | 30th September, 2013 at 11:00 A.M | Vasant Vihar Club, Vasant Vihar, New Delhi-57 |

No Special Resolution was adopted nor any resolution was required to be passed through postal ballot last year. During the year under review, no Extra-Ordinary General Meeting (EGM) of shareholders was convened.

VII. Means of Communication

The Company communicates with the shareholders at large through its Annual Report and company's website.

General Shareholder's Information

(a) Annual General Meeting

Date and Time:

Venue

Financial Year of the Company

30th September 2014 at 04.00 P.M

Vasant Vihar Club, Vasant Vihar, New Delhi-110057

From 1st April, 2013 to 31st March, 2014

b) Financial Calendar (Tentative) -

Financial reporting for

Quarter ending June 30th 2014

Quarter ending September 30th 2014

Quarter ending December 31st 2014

Year ending March 31st 2015

Results for quarter ending

End of July 2014

End of October 2014

End of January 2015

End of April 2015

- c) **Date of Book Closure** 26th September 2014 to 30th September 2014
(both days Inclusive)
- d) **Date & Time of E-Voting Period** 10:00 A.M, 18th Sept, 2014 to 6:00 P.M, 20th Sept, 2014
(both days Inclusive)
- f) **Registered Office** 9, DDA Market, Katwaria Sarai, New Delhi 110016
- g) **Dividend Declaration** Company has not declared dividend during the year
- h) **Equity Shares of the company are listed on the following stock exchange and the trading code allotted by the stock exchange is given below :**
THE BOMBAY STOCK EXCHANGE LIMITED BSE Code: 522001
PHIROZE JEEJEEBHAY TOWERS
DALAL STREET
MUMBAI-400 001
 Listing Fees for Bombay Stock Exchange Ltd have been paid for the year 2014-2015 as per Listing Agreement with the Stock Exchange.
- (g) **Registrar & Share Transfer Agents**
Name of RTA - M/s LINK INTIME INDIA PRIVATE LIMITED
Delhi Address of RTA - 44 Community Center, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028
 Tel : 011 - 4141 0592/93/94
 Telefax: 011 - 4141 0591 Email : delhi@linkintime.co.in
- h) **Share Transfer System**
 Share transfer requests received in physical form with Demat requests are registered within an average period of ten days from the date of receipt. Share transfer requests received in physical form without demat request are registered within an average period of fifteen days
- i) **Distribution of Shareholding**
 Distribution of shareholding as on 31-03-2014

DISTRIBUTION SCHEDULE

CRANEX LIMITED

CLOSING DATE : 31/03/2014

| Share Holding of Nominal Values of | | Share Holders | | Share Amount | | | | |
|------------------------------------|----------|---------------|----------------|-------------------|---------------------|---------------------|-----------------|----------------|
| Rs. | Rs. | Number | % to total | Physical (in Rs.) | NSDL Demat (In Rs.) | CSDL Demat (In Rs.) | Total (In Rs.) | % to Total |
| Upto | 2,500 | 1850 | 49.307 | 25000 | 1422280 | 551460 | 1998740 | 3.331 |
| 2,501 | 5,000 | 832 | 22.175 | 16000 | 2356310 | 1075220 | 3447530 | 5.746 |
| 5,001 | 10,000 | 493 | 13.140 | 18000 | 2914430 | 1392640 | 4325070 | 7.208 |
| 10,001 | 20,000 | 252 | 6.716 | 34000 | 2328830 | 1607340 | 3970170 | 6.617 |
| 20,001 | 30,000 | 105 | 2.799 | - | 1769300 | 926100 | 2695400 | 4.492 |
| 30,001 | 40,000 | 38 | 1.013 | - | 844720 | 516970 | 1361690 | 2.269 |
| 40,001 | 50,000 | 54 | 1.439 | - | 1714000 | 859310 | 2573310 | 4.289 |
| 50,001 | 1,00,000 | 71 | 1.892 | - | 3621740 | 1403560 | 5025300 | 8.376 |
| 1,00,001 | & Above | 57 | 1.519 | 1225300 | 31507310 | 1870180 | 34602790 | 57.671 |
| **TOTAL** | | 3752 | 100.000 | 1318300 | 48478920 | 10202780 | 60000000 | 100.000 |

No. of Shares in Physical form 131830 (2.20%)
 No. of Shares in Electronic (Demat) Mode 5868170 (97.80%)

j) Liquidity

Shares of Cranex Ltd are actively traded at Mumbai Stock Exchange. The trading volumes of the shares of the company at Mumbai Stock Exchange per the information available is as follows:

| Month | Open Price | High Price | Low Price | Close Price | No. of Shares | No. of Traders | Total Turnover (Rs.) | *Spread (Rs.) | |
|--------------|------------|------------|-----------|-------------|---------------|----------------|----------------------|---------------|-------|
| | | | | | | | | H - L | C - O |
| April 13 | 6.15 | 6.15 | 5.26 | 5.5 | 14,188 | 40 | 78,443 | 0.89 | -0.65 |
| May 13 | 5.4 | 5.77 | 5.25 | 5.75 | 11,677 | 22 | 64,725 | 0.52 | 0.35 |
| June 13 | 5.97 | 5.98 | 5.1 | 5.1 | 21,626 | 17 | 1,12,842 | 0.88 | -0.87 |
| July 13 | 4.85 | 6.4 | 4.61 | 5.75 | 24,122 | 33 | 1,24,042 | 1.79 | 0.9 |
| August 13 | 6.03 | 6.61 | 5.15 | 5.92 | 1,524 | 21 | 9,146 | 1.46 | -0.11 |
| September 13 | 5.63 | 6 | 3.19 | 3.68 | 10,746 | 55 | 39,817 | 2.81 | -1.95 |
| October 13 | 3.52 | 4.44 | 2.77 | 4.44 | 5,475 | 30 | 18,073 | 1.67 | 0.92 |
| November 13 | 4.66 | 7.69 | 4.66 | 7.2 | 19,743 | 60 | 1,12,137 | 3.03 | 2.54 |
| December 13 | 7.56 | 7.7 | 6.62 | 6.62 | 2,618 | 13 | 18,210 | 1.08 | -0.94 |
| January 14 | 6.95 | 7.29 | 5.67 | 5.67 | 1,150 | 77 | 6,820 | 1.62 | -1.28 |
| February 14 | 5.39 | 5.39 | 3.16 | 3.53 | 21,431 | 330 | 85,164 | 2.23 | -1.86 |
| March 14 | 3.7 | 3.7 | 2.62 | 3.55 | 20,686 | 263 | 62,761 | 1.08 | -0.15 |

* Spread

H - L ->High - Low

C - O ->Close - Open

k) Dematerialization of Shares

: Approx 58,68,170 shares equivalent to 97.80% of equity shares have been dematerialized up to 31-03-2014. Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by the Securities and Exchange Board of India (SEBI).

l) Outstanding GDRs/ADRs/Warrants or any other convertible instruments

: Company does not have GDRs/ADRs/Warrants or any other Convertible Instruments.

m) Plant Location

: 57/1, Industrial Area Site IV, Sahibabad: 201 010 (U.P.)

n) Investors Correspondence

: Investors, for any query related to share transfer, dematerialization to shares, may contact the nominated Registrars & Transfer Agents at their respective addresses.

o) Details on use of Public funds

: Not Applicable

p) Share Holding Pattern as on March 31st 2014

(I) (a) STATEMENT SHOWING SHAREHOLDING PATTERN

Name of the Company : CRANEX LIMITED
Scrip Code : 522001

DATE : 31/03/2014
Quarter Ended : MARCH 2014

| Category Code | Category of Shareholder | No. of Shares | Total No. of Shares | No of Shares held in dematerialized | Total Shareholding as a percentage of total no. of shares % of A+B%A+B+C | | Share Pledged or otherwise encumbered Shares%> Tot | |
|--|---|---------------|---------------------|-------------------------------------|--|-----------------|--|----------------|
| (A) Shareholding of Promoter and Promoter Group | | | | | | | | |
| (1) | Indian | | | | | | | |
| | (a) Individuals / Hindu undivided Family | 5 | 2100079 | 1998549 | 35.00132 | 35.00132 | 0 | 0.00000 |
| | (b) Central Government / State Government (s) | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | (c) Bodies Corporate | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | (d) Financial Institutions / Banks | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | (e) Others | | | | | | | |
| | Sub-Total (A) (1) | 5 | 2100079 | 1998549 | 35.00132 | 35.00132 | 0 | 0.00000 |
| (2) | Foreign | | | | | | | |
| | (a) Individuals (NRIs / Foreign Individuals) | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | (b) Bodies Corporate | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | (c) Institutions | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | (d) Others | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | Sub-Total (A) (2) | 0 | 0 | 0 | 0.00000 | 0.00000 | 0 | 0.00000 |
| | Total Shareholding of Prom. & Prom. Grp. (A) = (A) (1) + (A) (2) | 5 | 2100079 | 1998549 | 35.00132 | 35.00132 | 0 | 0.00000 |

(I) (a) STATEMENT SHOWING SHAREHOLDING PATTERN

Name of the Company : CRANEX LIMITED
Scrip Code : 522001

DATE : 09/04/2014
Quarter Ended : MARCH 2014

| Category Code | Category of Shareholder | No. of Shares | Total No. of Shares | No of Shares held in dematerialized | Total Shareholding as a percentage of total no. of shares % of A+B%A+B+C | | Share Pledged or otherwise encumbered Shares%> Tot | |
|---------------|---|---------------|---------------------|-------------------------------------|--|---------|--|---------|
| (B) | Public Share Holding | | | | | | NA | NA |
| (1) | Institutions | | | | | | NA | NA |
| | (a) Mutual Funds / UTI | | 0 | 0 | 0 | 0.00000 | 0.00000 | |
| | (b) Financial Institutions / Banks | | 3 | 22300 | 300 | 0.37167 | 0.37167 | |
| | (c) Central Government / State Government (s) | 0 | 0 | 0 | 0.00000 | 0.00000 | | |
| | (d) Venture Capital Funds | | 0 | 0 | 0 | 0.00000 | 0.00000 | |
| | (e) Insurance Companies | | 0 | 0 | 0 | 0.00000 | 0.00000 | |
| | (f) Foreign Institutional Investors | | 0 | 0 | 0 | 0.00000 | 0.00000 | |
| | (g) Foreign Venture Capital Investors | | 0 | 0 | 0 | 0.00000 | 0.00000 | |
| | (h) Others | | 0 | 0 | 0 | 0.00000 | 0.00000 | |
| | Sub-Total (B) (1) | 3 | 22300 | 300 | 0.37167 | 0.37167 | 0 | 0.00000 |

| | | | | | | | |
|--|-------------|----------------|----------------|------------------|------------------|-----------|----------------|
| (2) Non Institutions | | | | | | NA | NA |
| (a) Bodies Corporate | 100 | 232962 | 229562 | 3.88270 | 3.88270 | | |
| (b) (i) Individuals holding nominal share capital <= Rs. 1 lakh | 3479 | 2252504 | 2247604 | 37.54173 | 37.54173 | | |
| (ii) Individuals holding nominal share capital >= Rs. 1 lakh | 44 | 1198993 | 1198993 | 19.98322 | 19.98322 | | |
| (c) Others | | | | | | | |
| (i) Non Resident Indians | 47 | 47908 | 47908 | 0.79847 | 0.79847 | | |
| (ii) Clearing Members | 4 | 1036 | 1036 | 0.01727 | 0.01727 | | |
| (iii) Hindu Undivided Families | 70 | 144218 | 144218 | 2.40363 | 2.40363 | | |
| Sub-Total (B) (2) | 3744 | 3877621 | 3869321 | 64.62702 | 64.62702 | | |
| Total Public Shareholding (B) = (B) (1) + (B) (2) | 3747 | 3899921 | 3869621 | 64.99868 | 64.99868 | NA | NA |
| Total (A) + (B) | 3752 | 6000000 | 5868170 | 100.00000 | 100.00000 | | |
| (C) Share held by Custodians and against which deposits by receipts have been issued | 0 | 0 | 0 | 0 | 0.00000 | NA | NA |
| (i) Promoters and Promoter Group | 0 | 0 | 0 | 0 | 0.00000 | NA | NA |
| (ii) Public | 0 | 0 | 0 | 0 | 0.00000 | NA | NA |
| GRAND TOTAL A+B+C | 3752 | 6000000 | 5868170 | 100.00000 | 100.00000 | 0 | 0.00000 |

P) Investor Services:

Complaints received during the year

| Nature of the Companies | Opening | Received during the year | Complaints Attended during the year | Closing Balance as on 31.03.2014 |
|--|---------|--------------------------|-------------------------------------|----------------------------------|
| Relating to transfer, Transmission Demat & Remat and change of address | 0 | 13 | 13 | 0 |

Other useful information for shareholders:

Share Transfer / Dematerialisation

- Share transfer requests are acted upon within 10 days from the date of their receipt. In case no response is received from the Company within 30 days of lodgement of transfer request, the lodger should immediately write to the Company or its Registrar & Transfer Agent with full details so that necessary action could be taken to safeguard interest of the concerned against any possible loss / interception during postal transit.
- Dematerialisation requests duly completed in all respects are normally processed within 15 days from the date of their receipt.
- Equity Shares of the Company are under compulsory demat trading by all investors, with effect from Feb 2001. Considering the advantages of script-less trading, shareholders are requested to consider dematerialisation of their shareholding so as to avoid inconvenience in future.
- The equity shares of the Company have been admitted with the National Securities Depository. Limited (NSDL) and Central Depository Services (I) Limited (CDSL) bearing No. INE-608B01010

Correspondence with the Company

Shareholders / Beneficial Owners are requested to quote their Folio No. / DP & Client ID Nos. as the case may be, in all correspondence with the Company. All correspondence regarding shares & debentures of the

Company should be addressed to the Company's Registrar & Transfer Agent.

Non-Resident Shareholders

Non-resident members are requested to immediately notify:

- ! Indian address for sending all communications, if not provided so far ;
- ! Change in their residential status on return to India for permanent settlement;
- ! Particulars of their NRE Bank Account with a bank in India, if not furnished earlier.

Others

1. In terms of the Regulations of NSDL & CDSL, the Bank Account details of Beneficial Owners of Shares in demat form will be printed on the dividend warrants as furnished by the Depository Participants. The Company will not entertain any request for change of bank details printed on their dividend warrants. In case of any changes in your bank details please inform your DP immediately.
2. Shareholders holding shares in physical form are requested to notify to the Company, change in their address / pin code number and Bank Account details promptly in writing, under the signatures of sole / first joint holder. Beneficial Owners of shares in demat form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney, etc. directly to their DP as the same are maintained by the DPs
3. To prevent fraudulent encasement of dividend warrants, members are requested to provide their Bank Account Details (if not provided earlier) to the Company (if shares held in physical form) or to DP (if shares held in demat form), as the case may be, for printing of the same on their dividend warrants.
4. In case of loss / misplacement of shares, investors should immediately lodge a FIR / Complaint with the Police and inform the Company along with original or certified copy of FIR / Acknowledged copy of Police Complaint. And apply for issue of duplicate share along with an Indemnity Bond and an Affidavit on prescribed format.
5. For expeditious transfer of shares, shareholders should fill in complete and correct particulars in the transfer deed. Wherever applicable, registration number of Power of Attorney should also be quoted in the transfer deed at the appropriate place.
6. Shareholders are requested to keep record of their specimen signature before lodgement of shares with the Company to obviate possibility of difference in signature at a later date
7. Shareholders of the Company who have multiple accounts in identical name(s) or holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s) and send the relevant share certificates to the Company.
8. Section 109A of the Companies Act, 1956 extends nomination facility to individuals holding shares in physical form. Shareholders, in particular, those holding shares in single name, may avail the above facility by furnishing the particulars of their nominations in the prescribed Nomination Form which can be obtained from the Company or its Registrar & Transfer Agent or send their request for the said form to the Company
9. Shareholders are requested to give us their valuable suggestions for improvement of our investor services.
10. Compliance Certificate from the Auditors of the company is enclosed along with the Annual Accounts presented and the Secretarial Auditor had not made any qualification remarks in its report.

By Order of the Board
For **Cranex Limited**

Place : New Delhi
Dated: 06-09-2014

S.C. Agrawal
Chairman
(DIN : 01958471)

Certification by CEO

To
The Board of Directors
Cranex Limited
New Delhi

Dear Sirs,

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and to the best of our knowledge and belief that:
- (b) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (c) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (d) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (e) No transactions entered into by the Company during the above said period which are fraudulent, illegal or violation of the company's code of conduct;
- (f) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (g) I have indicated to the auditors and the Audit committee
 - I. Significant changes in internal control over financial reporting during the year;
 - II. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to
 - III. the financial statements; and
 - IV. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Cranex Limited

Sd/-

Piyush Agrawal

(CEO)

(DIN: 01761004)

**(Address: 22, Sultanpur Estate
Mehrauli, New Delhi-110030)**

Place: New Delhi

Date : 06th September, 2014

ANNEXURE-III

CERTIFICATE FOR COMPLIANCE OF CORPORATE GOVERNANCE

Auditors' Certificate
(Under Clause 49 of the Listing Agreement)

To The Members of Cranex Limited

We have examined the compliance of conditions of Corporate Governance by Cranex Limited for the year ended March 31st 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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

In our opinion and to the best of our information and according to the 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 further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P.D.Mittal & Co.
Chartered Accountants

Place : New Delhi
Dated : 06-09-2014

Sd/-
Partner
(Membership No. 509459)

P.D. MITTAL & COMPANY
 CHARTERED ACCOUNTANTS,
 MITTAL BHAWAN, 70, DARYA GANJ, NEW DELHI-110002
 PH. NO.65169313

INDEPENDENT AUDITOR'S REPORT

To The Member of **CRANEX LIMITED**.

Report On the Financial Statements

We have audited the accompanying Financial Statements of **CRANEX LIMITED ("the company")** which comprises the Balance Sheet as at 31st March, 2014, and the statement of Profit and Loss and Cash Flow statement for the year then ended, and Notes to the Financial Statements comprising of a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting standards referred to in sub-section (3C) of section 211 of the 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. This responsibility includes the design, implementation, and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are fair from material misstatements, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to error or fraud. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effective of entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and 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 said accounts 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:-

- ii) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- ii) In the case of Statement of Profit and Loss of the profit of the Company for the year ended on that date; and
- iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("**the order**"), as amended, issued by the Central Government of India in terms of 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 law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting standards referred to in sub-section(3C) of section 211 of the Act, read with the General circular 15/2013 dated 13th September, 2013 of the Ministry of Corporates Affairs in respect of section 133 of the Companies Act, 2013;
- e. On the basis of written representations received from the directors as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For P.D Mittal & Co.
Chartered Accountants
Firm Registration No. 011320N
(P.D Mittal) Partner
Membership No- 009459

Place:- New Delhi

Date:- 30-05-2014

P.D MITTAL & COMPANY CHARTERED ACCOUNTANTS

ANNEXURE TO THE AUDITOR'S REPORT

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

REG : **CRANEX LIMITED**

FINANCIAL YEAR : **2013-14**

- I.a** The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- I.b** All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- I.c** During the year, the company has not disposed off a major part of the plant & machinery & accordingly the clause is not applicable to this extent.
- II.a** The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- II.b** 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.
- II.c** The company is not maintaining adequate records of inventories. Further, the discrepancies between the physical records & the book record hence not been taken care of.
- III.a** The company has taken loan from other companies & firm & also directors & their relatives covered by the provision of section 297 & 299 read with section 301 of the companies act, 1956. The maximum amount involved during the year & the year end balance of loan taken from such parties are as under:

| | Maximum amount involved During the year | Year end balance |
|-----------------------------|--|------------------|
| | ----- | ----- |
| Directors & their relatives | 78702947.02 | 76366278 |

The company has not granted loan to any company, firms or director or their relative during the year under audit & there is nil balance at the end of the year.

- III.b** In our opinion, the rate of interest and other terms and conditions on which loans have been taken from/granted to companies, firms or other parties listed in the register maintained U/S 301 of the companies act, 1956 are not, prima facie, prejudicial to the interest of the company.
- III.c** The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest. The parties have repaid the principal amounts as stipulated and have been regular in the payment of interest.
- III.d** There is no overdue amount of loans taken from or granted to companies, firm or other parties listed in the register maintained U/S 301 of the companies act, 1956.
- IV** In our opinion and according to the information & explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of Inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

- V.a.** According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- Vb.** In our opinion and according to the information & explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained U/S 301 of the companies act, 1956 and 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 prevailing market prices at the relevant time.
- VI** In our opinion and according to the information & explanations given to us, the company has complied with the provisions of section 58A and 58AA of the companies act, 1956 and the companies (Acceptance of Deposits) Rules, 1975 are not applicable as the company has not accepted any deposit from public falling within the definition of deposit. No order has been passed by the company law board.
- VII.** In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- VIII** The provision of section 209 (1) (d) of the companies act, 1956 read with rules made by the Cent. Govt. for the maintenance of cost record are not applicable, hence not commented.
- IX.a.** The company is regular in depositing with appropriate authorities, undisputed statutory dues including P.F., Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to it.
- IX .b.** According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31-3-2014 for the period of more than six months from the date they become payable.
- IX.c** According to the information & explanations given to us the following statutory dues have not been deposited on account of dispute.
- | | |
|-------------|-----|
| Sales tax | NIL |
| Income tax | NIL |
| Excise duty | NIL |
| Custom duty | NIL |
| Wealth tax | NIL |
| Cess | NIL |
- X** In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- XI** In our opinion and according to the information & explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debentures.
- XII** This clause is not applicable as the company has not granted any loan or advance on the basis of security by way of pledge of shares debentures and other securities.
- XIII** In our opinion, the company is not a chit fund or a *nidhi*/ mutual benefit fund/ society. Therefore, the provisions of clause 4 (XIII) of the companies (auditor's report) order, 2003 are not applicable to the company.
- XIV** In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provision of clauses 4(XIV) of the companies (auditors report) order, 2003 are not applicable to the company.

- XV The company has not given any guarantee for loans taken by others, from banks or financial intuition & accordingly the sub-clause in sot applicable.
- XVI In our opinion the company has not raised any term-loan during this period hence the clause is not applicable.
- XVII According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we report that the no funds raised on short term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- XVIII The company has not made any allotment of shares during this period hence the clause is not applicable.
- XIX The co. has not issued any debentures during the period under audit, thus the sun-clause is not applicable.
- XX The co. has not raised any money by public issue. Thus the sub-clause is not applicable.
- XXI According to the information & explanations given to us, no fraud on or by the co. has been noticed or reported during the course of our audit.

For: **P.D MITTAL & CO.**
CHARTERED ACCOUNTANTS

(P.D. MITTAL)
PARTNER
M. NO. 009459

Dated : 30.05.2014

BALANCE SHEET AS AT 31ST MARCH 2014

| | Particulars | Note No. | Current Year 2013-14 | Previous Year 2012-13 |
|-----|----------------------------------|----------|-------------------------|--------------------------|
| I. | EQUITY AND LIABILITIES | | | |
| 1 | a) Share Capital | 3 | 60000000 | 60000000 |
| | b) Reserve and Surplus | 4 | (16615020) | (19917834) |
| 2 | Non-current Liabilities | | | |
| | a) Long Term Borrowings | 5 | 76366278 | 71802947 |
| 3 | Current Liabilities | | | |
| | a) Short Term Borrowings | 6 | 15611087 | 16058255 |
| | (b) Trade Payables | 7 | 79612906 | 97012371 |
| | (c) Other current liabilities | 8 | 14347797 | 11281102 |
| | (d) Short term provisions | 9 | 1700282 | 1948128 |
| | Total | | 231023330 | 238184969 |
| II. | ASSETS | | | |
| 1 | Non-current Assets | | | |
| | a) Fixed assets | 10 | | |
| | (i) Tangible assets | | 12098515 | 12383585 |
| | (b) Non-current investments | 11 | 0 | 1300000 |
| | (c) Long-term loans and Advances | 12 | 1784394 | 2828560 |
| | (d) Other non-current assets | 13 | 4430920 | 26349704 |
| 2 | Current assets | | | |
| | a) Inventories | 14 | 53687462 | 12300546 |
| | b) Trade receivables | 15 | 126518980 | 161681949 |
| | c) Cash and bank balances | 16 | 13692308 | 8877248 |
| | d) Short-term loans and advances | 17 | 18810751 | 12463377 |
| | e) Other current assets | 18 | 0 | 0 |
| | Total | | 231023330 | 238184969 |

As per our report of even date attached.
For **P.D Mittal & Co.**
Chartered Accountants

For and on behalf of the Board of Directors

CA. P.D Mittal
Membership No.-009459
Partner

Birendra Kumar
Company Secretary

Piyush Agrawal
Director
(DIN: 01761004)

Chaitanya Agrawal
Director
(DIN: 05108809)

Place: New Delhi
Date : 30.05.2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

| | Particulars | Note No. | Current Year 2013-14 | Previous Year 2012-13 |
|-------|---|----------|-------------------------|--------------------------|
| I. | Revenue from operation | 19 | 142,811,260 | 204,379,560 |
| II. | Other income | 20 | 1,729,502 | 1,263,226 |
| III. | Total revenues (I+II) | | 144,540,762 | 205,642,786 |
| IV. | Expenses: | | | |
| | Cost of material consumed | 21a | 129,128,402 | 143,304,889 |
| | Purchase of stock-in-trade | 21b | 3,005,849 | 20,671,446 |
| | Changes in inventories of finished goods, work-in-progress and stock-in-trade | 21c | (41,386,916) | (3,671,106) |
| | Employee benefits expenses | 21d | 14,588,743 | 11,751,480 |
| | Finance costs | 21e | 3,188,806 | 2,055,098 |
| | Depreciation and amortization expenses | | 1,844,899 | 1,879,503 |
| | Other expenses | 21f | 29,163,446 | 23,565,527 |
| | Total expenses | | 139,533,229 | 199,556,837 |
| V. | Profit/(loss) before exceptional and extra ordinary items and tax (III-IV) | | 5,007,533 | 6,085,949 |
| VI. | Exceptional items | | - | 23,027 |
| VII. | Profit/(loss) before extra ordinary items and tax (V-VI) | | 5,007,533 | 6,108,976 |
| VIII. | Extra ordinary items | | - | - |
| IX. | Profit/(loss) before tax (VII-VIII) | | 5,007,533 | 6,108,976 |
| X. | Tax Expenses | | | |
| | (1) Provision for tax- previous year | | 4,438 | - |
| | (2) Provision for current year tax | | 1,700,282 | 1,948,128 |
| | Net Current Tax | | 1,704,720 | 1,948,128 |
| XI. | Profit/(loss) for the year (IX-X) | | 3,302,813 | 4,160,848 |
| | Earning per equity share (face value Re. 10/-each) | | | |
| | a) Basic | | 0.55 | 0.69 |
| | b) Diluted | | 0.55 | 0.69 |

As per our report of even date attached.
For P.D Mittal & Co
Chartered Accountants

For and on behalf of the Board

(CA. P.D Mittal)
Membership No.-009459
Partner

Birendra Kumar
Company Secretary

Piyush Agrawal
Director
(DIN: 01761004)

Chaitanya Agrawal
Director
(DIN: 05108809)

Place : **New Delhi**
Date: 30.05.2014

SCHEDULES TO THE BALANCE SHEET

Note No. 1

Corporate Information

Cranex Limited is a public limited company domiciled in India & incorporated under provision of Companies Act, 1956. Its shares are listed on two stock exchange in India i.e.BSE&DSE. The company is engaged in the business of manufacturing & selling cranes & its parts. The company is also providing after sales maintenance services. The company caters the domestic market in the public sector as well as in the private sector. The company is managed by the board of directors headed by the Chairman Shri Suresh Chandra Agrawal.

Note No. 2

Basis of preparation

The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared financial statements to comply in all material respects with the Accounting Standards notified under the companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

Note No: 3

(A) Share Capital

| Particulars | As at 31st March, 2014 | | As at 31st March 2013 | |
|--|------------------------|--------------------|-----------------------|--------------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| (a) Authorised Equity Shares of 10 /-each | 10,000,000 | 100,000,000 | 10,000,000 | 100,000,000 |
| | | 100,000,000 | | 100,000,000 |
| (b) Issued, subscribed and fully paid up Equity shares of Re10/-each | 6,000,000 | 60,000,000 | 6,000,000 | 60,000,000 |
| | | 60,000,000 | | 60,000,000 |

(B) Shareholders holding more than 5% of the equity shares of the company.

| Name of Shareholders | As at 31st March, 2014 | | As at 31st March 2013 | |
|------------------------|------------------------|--------|-----------------------|--------------|
| | No. of Shares held | Amount | No. of Shares held | % of holding |
| Piyush Agrawal | 1,098,404 | 18.31 | 1,046,490 | 17.44 |
| Suresh Chandra Agrawal | 474,800 | 7.91 | 474,800 | 7.91 |

(C) Reconcillation of Equity shares

| | NO. OF EQUITY SHARES | AMOUNT |
|----------------------------------|----------------------|------------|
| Opening Balance as at 01/04/2013 | 60,00,000 | 60,00,0000 |
| Issued During the Year | 0 | 0 |
| Buy back/cancellation of Share | 0 | 0 |
| Closing Balance as at 31/03/2014 | 60,00,000 | 60,00,0000 |

Note No: 4
Reserve and surplus

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| (a) Surplus /(Deficit) in statement of profit and loss | | |
| Opening Balance | (19,917,834) | (24,078,682) |
| Add: Net profit for the year as per Statement of profit and loss | 3,302,814 | 4,160,848 |
| Closing balance | (16,615,020) | (19,917,834) |
| Total Reserves and surplus | (16,615,020) | (19,917,834) |

Note No: 5
Long-term borrowings

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| a) Term Loan | | |
| From Banks | | |
| Syndicate bank | | |
| Secured against FDR | 0 | 0 |
| A | 0 | 0 |
| b) Loans and Advances from related parties | | |
| Unsecured | | |
| -Abhyudaya Agrawal | 0 | 342,400 |
| -Amitabh Agrawal (HuF) | 31,421,741 | 31,421,741 |
| -Chaitanya Agrawal | 13,791,394 | 15,691,394 |
| -Mamta Agrawal | 312,400 | 312,400 |
| -Piyush Agrawal | 25,535,601 | 18,714,909 |
| -Ritu Agrawal | 342,400 | 0 |
| -S.C Agrawal | 4,962,742 | 5,320,103 |
| B | 76,366,278 | 71,802,947 |
| Total (A+B) | 76,366,278 | 71,802,947 |

Note No: 6
Short-term borrowings

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| a) Other loans and Advances | | |
| Secured against hypothecation of trading stock and book debt Syndicate bank Overdraft | 15,611,087 | 16,058,255 |
| | 15,611,087 | 16,058,255 |

Note No: 7
Trade Payables

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|----------------|------------------------|------------------------|
| Trade Payables | 79,612,906 | 97,012,371 |
| | 79,612,906 | 97,012,371 |

Note No: 8**Other Current liabilities**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| a) Advances from Customer | 414,594 | 1,519,550 |
| b) Advance from HRD | 0 | 74,500 |
| c) Other payables | | |
| i) Statutory remittances (Contribution to PF & ESIC, Excise duty, V AT, Service tax and TDS payable) | 2,169,280 | 2,504,942 |
| ii) Director Remuneration payable | 2,619,819 | 2,236,099 |
| iii) Directors Sitting Fee | 17,500 | 10,000 |
| iv) Salary and Wages Payable | 574,973 | 546,335 |
| v) Rent payable | | 168,000 |
| vi) Other expenses payable | 8,551,631 | 4,221,676 |
| | 14,347,797 | 11,281,102 |

Note No: 9**Short-term provisions**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--------------------------------|------------------------|------------------------|
| a) Others | | |
| Provision for current year tax | 1,700,282 | 1,948,128 |
| | 1,700,282 | 1,948,128 |

Note No: 11**Non-current investments**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|---|------------------------|------------------------|
| INVESTMENT AT COST (UNLESS OTHERWISE STATED) | | |
| a) Investment on property | | |
| - Freehold Land | 0 | 1,300,000 |
| Total | 0 | 1,300,000 |

Note No: 12**Long term loans and advances**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| a) Security deposits | | |
| -unsecured, considered good | 1,288,930 | 2,454,475 |
| b) Balance with government authorities | | |
| -Unsecured, considered good | 495,464 | 374,085 |
| -TDS Receivable | | |
| | 1,784,394 | 2,828,560 |

Note No: 13**Other non-current assets**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| Trade receivables | | |
| Unsecured, considered good | 3,675,394 | 22,709,540 |
| Fixed deposits with banks for Performance Guarantee | | |
| -for Performance Guarantee (maturity period more than 12 months) | 755,526 | 3,640,164 |
| | 4,430,920 | 26,349,704 |

Note No: 14**Inventories** (At lower of cost and net realizable value, unless stated otherwise)

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|---------------------|------------------------|------------------------|
| a) Raw material | 0 | 0 |
| b) Finished goods | 0 | 0 |
| c) Work-in-progress | 53,687,462 | 12,300,546 |
| d) Stock-in-trade | 0 | 0 |
| | 53,687,462 | 12,300,546 |

Note No: 15**Trade receivables**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| Trade receivable outstanding for a period exceeding six months from due date | | |
| Unsecured, considered good | 30,494,916 | 29,200,538 |
| Other trade receivables | | |
| Unsecured, Considered good | 96,024,064 | 132,481,411 |
| | 126,518,980 | 161,681,949 |

Note No: 16**Cash and Bank balances**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| a) Cash on hand | 388,172 | 139,661 |
| b) Balances with banks | | |
| - In Current accounts | 198,955 | 972,674 |
| - Fixed deposit in bank for performance guarantee maturity period less than 12 months and currently matured FD | 13,105,181 | 7,764,913 |
| | 13,692,308 | 8,877,248 |

Note No: 17**Short-term loans and advance**

(Unsecured, considered good, unless otherwise stated)

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| Other loan and advances | | |
| a) Prepaid Insurance | | |
| Unsecured, considered good | 245,626 | 3,634 |
| b) Balance with Government Authorities | | |
| Unsecured, considered good | | |
| -Cenvat Credit receivable | 1,582,929 | 1,729,410 |
| -VAT | 75,162 | |
| -Credit receivable | | 71,730 |
| -Vat Advance | | 0 |
| -Service Tax Credit Receivables | 69,609 | 254,084 |
| -TDS receivable | 1,225,089 | 1,117,128 |
| - Advance Tax | 700,000 | 0 |

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| c) Loans and advances to suppliers Unsecured, Considered good | | |
| Goods | 9,611,992 | 6,221,488 |
| Services | 480,331 | 697,158 |
| d) Loan and advances to others unsecured, Considered good | 1,052,075 | 100,367 |
| e) Security Deposit unsecured, Considered good | 3,767,938 | 2,268,378 |
| | 18,810,751 | 12,463,377 |

Note No: 18**Other current assets**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--------------------------|------------------------|------------------------|
| Interest accrued and due | 0 | 0 |
| | 0 | 0 |

Note No: 19**Revenue from operations**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|-------------------------|------------------------|------------------------|
| Sale of products | 147271595 | 200998745 |
| Sale of services | 9618642 | 21425148 |
| Other operating Revenue | 401208 | 0 |
| Less: Excise duty | 14480185 | 18044333 |
| Net sale of goods | 142811260 | 204379560 |

Note No: 20**Other Income**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|----------------------------|------------------------|------------------------|
| Interest Income | 1326144 | 920230 |
| Other non-operating income | 403358 | 342996 |
| | 1729502 | 1263226 |

Note No: 21a**Cost of material consumed**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|---------------------------|------------------------|------------------------|
| Opening stock | 0 | 0 |
| Add: Purchases | 127686756 | 142498593 |
| Add: Freight Inward | 1441646 | 806296 |
| Less: Closing stock | 0 | 0 |
| Cost of material consumed | 129128402 | 143304889 |

Note No: 21b**Purchases of stock-in-trade**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--------------|------------------------|------------------------|
| Traded Goods | 3005849 | 20671446 |
| | 3005849 | 20671446 |

Note No: 21c**Changes in inventories of finished goods, work-in-progress and stock in trade**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|---------------------------------------|------------------------|------------------------|
| Inventories at the end of year: | | |
| Finished goods | 0 | 0 |
| Work-in-progress | 53687462 | 12300546 |
| Stock-in-trade | 0 | 0 |
| Inventories at the beginning of year: | | |
| Finished goods | 0 | 6468000 |
| Work-in-progress | 12300546 | 2161440 |
| Stock-in-trade | 0 | 0 |
| Net (increase)/decrease | (41386916) | (3671106) |

Note No: 21d**Employees benefits expenses**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| Salaries and wages | | |
| Salaries | 4584808 | 1790390 |
| Wages | 5150201 | 5731056 |
| Directors Remuneration | 2293600 | 2460000 |
| House Rent allowance | 0 | 60000 |
| Security Charges | 160271 | 106155 |
| Conveyance Allowance | 39890 | 57600 |
| Medical and Attendance Allowance | 10120 | 480 |
| Bonus and Exgratia | 219346 | 221844 |
| Leave Encashment | 116712 | 0 |
| Contribution to provident and other funds | | |
| PF Contribution | 297700 | 267225 |
| ESI Contribution | 190879 | 103936 |
| Staff welfare expenses | | |
| Factory fooding expenses | 833800 | 249094 |
| Staff welfare | 149862 | 105015 |
| Medical expenses | 150968 | 120651 |
| Retirement Benefits | 0 | 288200 |
| Labour welfare fund | 390586 | 189834 |
| | 14588743 | 11751480 |

Note No: 21e**Finance costs**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|---|------------------------|------------------------|
| Interest expenses | | |
| -Secured loans | 0 | 189875 |
| -Overdraft Account | 1734289 | 1098003 |
| -Others(service tax, TDS, Credit Card, income tax, vat) | 172555 | 55227 |
| Other borrowing costs | | |
| -Bank gaurantee charges | 932088 | 473857 |
| -Bank charges | 349874 | 238136 |
| | 3188806 | 2055098 |

Note No: 21f
Other expenses

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| Consumption of stores and spare parts | 630699 | 603321 |
| Power and Fuel | 2907501 | 2218244 |
| Ocitrai expenses | 70872 | 0 |
| Testing & Inspection charges | 432986 | 361737 |
| Machining Charges | 436173 | 1062875 |
| Erection Charges | 5688875 | 5536779 |
| Job work | 3142511 | 2433031 |
| Project Site Expenses | 2956590 | 3358585 |
| Design Charges | 138309 | 140281 |
| Repairs & maintenance - Machinery | 77912 | 161361 |
| Repairs & maintenance-Others | 461348 | 343414 |
| Payment to Auditor: | | |
| a) As auditor for statutory audit | 20000 | 20000 |
| b) For taxation matter | 20000 | 20000 |
| Rates and taxes,excluding taxes on income | 357936 | 50922 |
| Rent | 144002 | 144000 |
| Insurance Charges | 105415 | 138700 |
| Legal & Professional charges | 474349 | 466371 |
| Rebate/LD/Balance written back(net) | 545213 | 1813430 |
| Car running and maintainence | 292504 | 254553 |
| Conveyence expences | 518377 | 311207 |
| Festival celebration expenses | 114690 | 0 |
| Stock exchange listing & Roc fees | 82243 | 51313 |
| Tender cost | 101214 | 87765 |
| Postage and Courier | 142388 | 173155 |
| Printing and Stationary | 178418 | 141700 |
| Meeting and conference | 15768 | 13090 |
| Telephone, telex and fax expenses | 280605 | 253083 |
| Membership and subscription | 29560 | 27395 |
| Miscellaneous expenses | 102240 | 127017 |
| Sales promotion and entertainment expenses | 493276 | 273961 |
| Tour and Travelling -Others | 1963701 | 1207756 |
| Tour and Travelling -Directors | | |
| Domestic | 204626 | 171763 |
| Foreign | 157226 | 260003 |
| Work contract tax | 108879 | 95034 |
| Entry tax paid | 75860 | 270112 |
| Additional sales tax | 0 | 113947 |
| Advertising and Publicity expenses | 92000 | 7000 |
| Freight,loading and forwarding charges | 3968763 | 127392 |
| Electricity & Water Expenses | 357 | 182300 |
| NSIC Registration fee | 0 | 25500 |
| Local sales tax | 1140142 | 420430 |
| Hire Charges | 489918 | 97000 |
| | 29,163,446 | 23,565,527 |

NOTE :10
CRANEX LIMITED
 FIXED ASSETS SCHEDULE FOR THE PERIOD 01.04.2013 TO 31.03.2014 AS PER COMPANY LAW (SLM)

| DESCRIPTION | DAYS | GROSS BLOCK | | | | | DEPRECIATION | | | NET BLOCK | |
|-------------------------------------|------|-------------|----------------------|--------------------------|--------------------------|-----------------------|-----------------|------------------|-----------------|-----------------|-----------------|
| | | RATE | COST AS ON 31.3.2013 | ADDITION DURING THE YEAR | DELETION DURING THE YEAR | TOTAL AS ON 31.3.2014 | AS ON 31.3.2013 | ADD FOR THE YEAR | AS ON 31.3.2014 | AS ON 31.3.2014 | AS ON 31.3.2013 |
| FACTORY LAND | 0 | 0 | 535000 | 1300000 | 0 | 1835000 | 0 | 0 | 0 | 1835000 | 535000 |
| FACTORY BUILDING | 365 | 0.0334 | 795000 | 0 | 0 | 795000 | 79659 | 26553 | 106212 | 688788 | 715341 |
| FACTORY BUILDING | 365 | 0.0334 | 13750 | 0 | 0 | 13750 | 113 | 459 | 572 | 13178 | 13637 |
| TOTAL OF LAND & BUILDING | | | 1343750 | 1300000 | 0 | 2643750 | 79772 | 27012 | 106784 | 2536966 | 1263978 |
| PLANT & MACHINERY (OB) | 365 | 0.0528 | 24925843 | 0 | 0 | 24925843 | 19147995 | 1316085 | 20464080 | 4461763 | 5777848 |
| GENERATOR | 365 | 0.0528 | 530000 | 0 | 0 | 530000 | 109253 | 27984 | 137237 | 392763 | 420747 |
| GENERATOR | 365 | 0.0528 | 54000 | 0 | 0 | 54000 | 422 | 2851 | 3273 | 50727 | 53578 |
| GRINDER MACHINE | 365 | 0.0528 | 15600 | 0 | 0 | 15600 | 2768 | 824 | 3592 | 12008 | 12832 |
| COMPRESSOR | 365 | 0.0528 | 8470 | 0 | 0 | 8470 | 1494 | 447 | 1941 | 6529 | 6976 |
| RADIAL DRILL MACHINE | 365 | 0.0528 | 232192 | 0 | 0 | 232192 | 32791 | 12260 | 45051 | 187141 | 199401 |
| WELDING MACHINE | 365 | 0.0528 | 377070 | 0 | 0 | 377070 | 46946 | 19909 | 68855 | 310215 | 330124 |
| MAGNETIC DRILL MACHINE | 365 | 0.0528 | 106673 | 0 | 0 | 106673 | 16306 | 5632 | 21938 | 84735 | 90367 |
| FIRE EXTINGUISHER | 365 | 0.0528 | 6750 | 0 | 0 | 6750 | 1077 | 356 | 1433 | 5317 | 5673 |
| BANDSAW MACHINE | 365 | 0.0528 | 147900 | 0 | 0 | 147900 | 16880 | 7809 | 24689 | 123211 | 131020 |
| VTL MACHINE | 365 | 0.0528 | 600000 | 0 | 0 | 600000 | 80979 | 31680 | 112659 | 487341 | 519021 |
| CUB DRILLING MACHINE | 365 | 0.0528 | 37740 | 0 | 0 | 37740 | 4112 | 1993 | 6105 | 31635 | 33628 |
| DRILLING MACHINE 20 MM | 365 | 0.0528 | 38760 | 0 | 0 | 38760 | 5008 | 2047 | 7055 | 31705 | 33752 |
| LATHE MACHINE | 365 | 0.0528 | 239700 | 0 | 0 | 239700 | 27358 | 12656 | 40014 | 199886 | 212342 |
| MILLING MACHINE | 365 | 0.0528 | 149060 | 0 | 0 | 149060 | 11391 | 7870 | 19261 | 129799 | 137669 |
| RALLIWALF DRILL MACHINE | 365 | 0.0528 | 4550 | 0 | 0 | 4550 | 686 | 240 | 926 | 3624 | 3864 |
| SLOTING MACHINE | 365 | 0.0528 | 139740 | 0 | 0 | 139740 | 18569 | 7378 | 25947 | 113793 | 121171 |
| PUG MACHINE | 365 | 0.0528 | 8000 | 0 | 0 | 8000 | 578 | 422 | 1000 | 7000 | 7422 |
| VIBRATION METER | 365 | 0.0528 | 12375 | 0 | 0 | 12375 | 966 | 653 | 1619 | 10756 | 11409 |

NOTE :10**CRANEX LIMITED**

FIXED ASSETS SCHEDULE FOR THE PERIOD 01.04.2013 TO 31.03.2014 AS PER COMPANY LAW (SLM)

| DESCRIPTION | DAYS | GROSS BLOCK | | | | | DEPRECIATION | | | NET BLOCK | |
|-------------------------------------|------|-------------|----------------------|--------------------------|--------------------------|-----------------------|-----------------|------------------|-----------------|-----------------|-----------------|
| | | RATE | COST AS ON 31.3.2013 | ADDITION DURING THE YEAR | DELETION DURING THE YEAR | TOTAL AS ON 31.3.2014 | AS ON 31.3.2013 | ADD FOR THE YEAR | AS ON 31.3.2014 | AS ON 31.3.2014 | AS ON 31.3.2013 |
| WELDING MACHINE | 365 | 0.0528 | 13600 | 0 | 0 | 13600 | 199 | 718 | 917 | 12683 | 13401 |
| SUBMERSIBEL | 365 | 0.0528 | 25242 | 0 | 0 | 25242 | 1567 | 1333 | 2900 | 22342 | 23676 |
| SOFTWARE | 365 | 0.0528 | 40000 | 0 | 0 | 40000 | 2077 | 2112 | 4189 | 35811 | 37923 |
| BATTERY | 365 | 0.0528 | 15960 | 0 | 0 | 15960 | 139 | 843 | 982 | 14978 | 15821 |
| DRILLING MACHINE(INFRA) | 365 | 0.0528 | 18681 | 0 | 0 | 18681 | 919 | 986 | 1905 | 16776 | 17762 |
| INVERTER TYPE WELDING MC (INF) | 365 | 0.0528 | 203988 | 0 | 0 | 203988 | 10033 | 10771 | 20804 | 183184 | 193955 |
| KUT RAIL CUTTING MC (INFRA) | 365 | 0.0528 | 63674 | 0 | 0 | 63674 | 3132 | 3362 | 6494 | 57180 | 60542 |
| LATHE MACHINE (INFRA) | 365 | 0.0528 | 194348 | 0 | 0 | 194348 | 9559 | 10262 | 19821 | 174527 | 184789 |
| MIG WELDING MACHINE (INF) | 365 | 0.0528 | 128410 | 0 | 0 | 128410 | 6316 | 6780 | 13096 | 115314 | 122094 |
| QUALIS PROFILE CUTTING MC (INF) | 365 | 0.0528 | 112084 | 0 | 0 | 112084 | 5513 | 5918 | 11431 | 100653 | 106571 |
| RADIAL DRILL MACHINE (INFRA) | 365 | 0.0528 | 145000 | 0 | 0 | 145000 | 7132 | 7656 | 14788 | 130212 | 137868 |
| TRANSFORMER TYPE WELD. MC | 365 | 0.0528 | 77885 | 0 | 0 | 77885 | 3831 | 4112 | 7943 | 69942 | 74054 |
| CUTTING GAUGE | 365 | 0.0528 | 13990 | 0 | 0 | 13990 | 91 | 739 | 830 | 13160 | 13899 |
| METAL HARDNESS TESTER | 365 | 0.0528 | 42000 | 0 | 0 | 42000 | 273 | 2218 | 2491 | 39509 | 41727 |
| ROUGHNESS TESTER | 365 | 0.0528 | 49990 | 0 | 0 | 49990 | 325 | 2639 | 2964 | 47026 | 49665 |
| D METER | 74 | 0.0528 | 0 | 20990 | 0 | 20990 | 0 | 225 | 225 | 20765 | 0 |
| TOTAL OF P & M | | | 28779275 | 20990 | 0 | 28800265 | 19576685 | 1519770 | 21096455 | 7703810 | 9202591 |
| FURNITURE & FIXTURE (OB) | 365 | 0.0633 | 743816 | 0 | 0 | 743816 | 743816 | 0 | 743816 | 0 | 0 |
| CHAIRS | 365 | 0.0633 | 8240 | 0 | 0 | 8240 | 221 | 522 | 743 | 7497 | 8019 |
| CHAIRS | 365 | 0.0633 | 7390 | 0 | 0 | 7390 | 474 | 468 | 942 | 6448 | 6916 |
| CHAIRS | 365 | 0.0633 | 29400 | 0 | 0 | 29400 | 1718 | 1861 | 3579 | 25821 | 27682 |
| TOTAL OF FURN. & FIXTURE | | | 788846 | 0 | 0 | 788846 | 746229 | 2850 | 749079 | 39767 | 42617 |
| AIR CONDITIONERS (OB) | 365 | 0.0528 | 230952 | 0 | 0 | 230952 | 203457 | 12194 | 215651 | 15301 | 27495 |
| AC (LG) | 365 | 0.0528 | 51300 | 0 | 0 | 51300 | 9294 | 2709 | 12003 | 39297 | 42006 |
| AC | 365 | 0.0528 | 40000 | 0 | 0 | 40000 | 1476 | 2112 | 3588 | 36412 | 38524 |
| TOTAL AC | | | 322252 | 0 | 0 | 322252 | 214227 | 17015 | 231242 | 91010 | 108025 |

NOTE :10**CRANEX LIMITED****FIXED ASSETS SCHEDULE FOR THE PERIOD 01.04.2013 TO 31.03.2014 AS PER COMPANY LAW (SLM)**

| DESCRIPTION | DAYS | GROSS BLOCK | | | | | DEPRECIATION | | | | NET BLOCK | |
|------------------------------|------|-------------|----------------------|--------------------------|--------------------------|-----------------------|-----------------|------------------|-----------------|-----------------|-----------------|-----------------|
| | | RATE | COST AS ON 31.3.2013 | ADDITION DURING THE YEAR | DELETION DURING THE YEAR | TOTAL AS ON 31.3.2014 | AS ON 31.3.2013 | ADD FOR THE YEAR | AS ON 31.3.2014 | AS ON 31.3.2014 | AS ON 31.3.2013 | AS ON 31.3.2014 |
| OFFICE EQUIPMENTS (OB) | 365 | 0.0528 | 1288583 | 0 | 0 | 1288583 | 1285344 | 3239 | 1288583 | 0 | 3239 | 0 |
| PAYROLL | 365 | 0.0528 | 54500 | 0 | 0 | 54500 | 1293 | 2878 | 4171 | 50329 | 53207 | 53207 |
| CELL PHONE | 365 | 0.0528 | 44661 | 0 | 0 | 44661 | 6585 | 2358 | 8943 | 35718 | 38076 | 38076 |
| CELL PHONE | 241 | 0.0528 | 0 | 45500 | 0 | 45500 | 0 | 1586 | 1586 | 43914 | 0 | 0 |
| CELL PHONE | 169 | 0.0528 | 0 | 22900 | 0 | 22900 | 0 | 560 | 560 | 22340 | 0 | 0 |
| CELL PHONE | 158 | 0.0528 | 0 | 22900 | 0 | 22900 | 0 | 523 | 523 | 22377 | 0 | 0 |
| CELL PHONE | 151 | 0.0528 | 0 | 7000 | 0 | 7000 | 0 | 153 | 153 | 6847 | 0 | 0 |
| CELL PHONE | 151 | 0.0528 | 0 | 4000 | 0 | 4000 | 0 | 87 | 87 | 3913 | 0 | 0 |
| GPS | 8 | 0.0528 | 0 | 15887 | 0 | 15887 | 0 | 18 | 18 | 15869 | 0 | 0 |
| CAMERA | 19 | 0.0528 | 0 | 41280 | 0 | 41280 | 0 | 113 | 113 | 41167 | 0 | 0 |
| COMPUTER | 365 | 0.1621 | 46654 | 0 | 0 | 46654 | 13977 | 7563 | 21540 | 25114 | 32677 | 32677 |
| COMPUTER | 365 | 0.1621 | 29000 | 0 | 0 | 29000 | 4096 | 4701 | 8797 | 20203 | 24904 | 24904 |
| COMPUTER (LAPTOP) | 365 | 0.1621 | 27000 | 0 | 0 | 27000 | 743 | 4377 | 5120 | 21880 | 26257 | 26257 |
| COMPUTER (LAPTOP) | 365 | 0.1621 | 18500 | 0 | 0 | 18500 | 1273 | 2999 | 4272 | 14228 | 17227 | 17227 |
| COMPUTER | 365 | 0.1621 | 25000 | 0 | 0 | 25000 | 133 | 4053 | 4186 | 20815 | 24867 | 24867 |
| PRINTER | 365 | 0.0528 | 15000 | 0 | 0 | 15000 | 2378 | 792 | 3170 | 11830 | 12622 | 12622 |
| PRINTER | 81 | 0.0528 | 0 | 7400 | 0 | 7400 | 0 | 87 | 87 | 7313 | 0 | 0 |
| TALLY SOFTWARE | 244 | 0.0528 | 0 | 9612 | 0 | 9612 | 0 | 339 | 339 | 9273 | 0 | 0 |
| BATTERIES & INVERTER | 365 | 0.0528 | 10600 | 0 | 0 | 10600 | 617 | 560 | 1177 | 9423 | 9983 | 9983 |
| UPS | 365 | 0.0528 | 6000 | 0 | 0 | 6000 | 508 | 317 | 825 | 5175 | 5492 | 5492 |
| REFRIGERATOR | 156 | 0.0528 | 0 | 12870 | 0 | 12870 | 0 | 290 | 290 | 12580 | 0 | 0 |
| WATER SOFTENER SYSTEM | 186 | 0.0528 | 0 | 44500 | 0 | 44500 | 0 | 1197 | 1197 | 43303 | 0 | 0 |
| MICROWAVE | 156 | 0.0528 | 0 | 4990 | 0 | 4990 | 0 | 113 | 113 | 4877 | 0 | 0 |
| TOTAL OFFICE EQUIP. | | | 1565498 | 238839 | 0 | 1804337 | 1316947 | 38903 | 1355850 | 448487 | 248551 | 248551 |
| VEHICLE (OB) | 365 | 0.0950 | 1331196 | 0 | 0 | 1331196 | 662358 | 126464 | 788822 | 542374 | 668838 | 668838 |
| VEHICLE(MARUTI SX4) | 365 | 0.0950 | 730208 | 0 | 0 | 730208 | 254863 | 69370 | 324233 | 405975 | 475345 | 475345 |
| VEHICLE(WAGNOR) | 365 | 0.0950 | 458044 | 0 | 0 | 458044 | 84405 | 43514 | 127919 | 330125 | 373639 | 373639 |
| TOTAL VEHICLE | | | 2519448 | 0 | 0 | 2519448 | 1001626 | 239348 | 1240974 | 1278474 | 1517822 | 1517822 |
| TOTAL OF FIXED ASSETS | | | 35319069 | 1559829 | 0 | 36878898 | 22935486 | 1844898 | 24780384 | 12098514 | 12383584 | 12383584 |

Note No. 22**(a) Basis of Accounting & Accounting Convention**

1. All Revenue, Expenses, Except provision for gratuity, Assets & Liabilities are accounted for on actual basis.
2. The Financial Statements are prepared under the historical cost convention in accordance with applicable mandatory accounting standard and relevant presentation requirements of the Companies Act 1956.
3. Fixed Assets are recorded in the books at cost of acquisition which comprises of purchase price, freight and other incidental expenses including expenditure of installation of Fixed Assets.
4. Depreciation of Fixed Assets have been provided on the basis of Straight Line Method as per the rates mentioned in the Schedule XIV of the Companies Act 1956.
5. Investments are stated at cost of acquisition
6. Inventories: As certified by the Management, the stocks have been valued at cost or market price, whichever is lower.
7. Sales are recognized at the point of dispatch of finished goods from the factory.
8. Excise Duty is paid and accounted for at the time of clearance of Finished goods from the factory.
9. Foreign Currency transactions: The transaction in Foreign Exchange are translated in to Indian Rupees at the Exchange Rate prevailing at the time of transaction taking place.

B) NOTES TO ACCOUNTS**1. Contingent Liabilities (in Rs):**

| | | 2013-14 | 2012-13 |
|--------------|------------------------|--------------------|--------------------|
| a) | Bank Guarantees issued | 2,01,04,113 | 1,54,81,438 |
| b) | Any other | NIL | NIL |
| TOTAL | | 2,01,04,113 | 1,54,81,438 |

2. Company has not provided for Gratuity as the same is accounted for on cash basis as and when paid.

3. Managerial Remuneration (in Rs) :

| | 2013-14 | 2012-13 |
|--------------|------------------|------------------|
| Salary | 22,93,600 | 24,60,000 |
| Perquisites | NIL | NIL |
| Commission | NIL | NIL |
| TOTAL | 22,93,600 | 24,60,000 |

4. Auditor's remuneration (in Rs):

| | 2013-14 | 2012-13 |
|--------------|---------|---------|
| Audit Fee | 20,000 | 20,000 |
| Taxation Fee | 20,000 | 20,000 |

5. Confirmation of balances in some cases are yet to be received from Debtors/Creditors and also for loans, advances & deposits.
6. Previous year figures have been re-arranged / re-grouped wherever necessary.
7. The names of Small Scale Industrial undertakings to whom the Company owes a sum exceeding Rs. 1,00,000 and which is outstanding for more than 30 days is NIL previous year NIL.
8. Foreign Exchange gain/loss is accounted for in the Export revenue account.
9. The company has incurred a loss of Rs.5,42,212/- only on account of its non-recoverable trade bills. It has been observed that these debts are to disputed and doubtful debts and the company has not been able to recover in spite

of its best efforts. The amount has become bad debt and has been accounted for accordingly.

ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PART-II OF SCHEDULE VI TO THE COMPANIES ACT, 1956 TO THE EXTENT RELEVANT.

1. Installed Capacity, Actual Production and Revenue generated from sale of Cranes :

| | 2013-14 | 2012-13 |
|--|---------------------|---------------------|
| Installed Capacity | 50 | 50 |
| Actual Production | 38 | 65 |
| Revenue from sale of Cranes (in Rs) | 13,27,91,410 | 18,29,54,412 |

2. Consumption of Raw Material

| PARTICULARS | 2013-14 | 2012-13 |
|----------------------|--------------------|---------------------|
| Manufacturing Cranes | 8,59,37,488 | 13,90,45,353 |
| TOTAL | 8,59,37,488 | 13,90,45,353 |

3. Expenditure in Foreign Currency (in Rs):

| | 2013-14 | 2012-13 |
|----------------------|------------------|-----------------|
| Import of Materials | 37,89,011 | 0 |
| Foreign Travel (T/C) | 2,22,008 | 2,60,003 |
| TOTAL | 40,11,019 | 2,60,003 |

4. Earning in Foreign Currency (in Rs):

| | 2013-14 | 2012-13 |
|-----------------------|-----------|-----------|
| Export of merchandise | 27,61,002 | 18,39,973 |

AS PER OUR REPORT OF EVEN DATE

>

For P.D. MITTAL & CO.
CHARTERED ACCOUNTANT

P.D. MITTAL
(PARTNER)
M.No. 009459

Birendra Kumar
Company Secretary

Piyush Agrawal
Director
(DIN: 01761004)

Chaitanya Agrawal
Director
(DIN: 05108809)

DATE : 30.05.2014

PLACE : New Delhi

CRANEX LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2014

| PARTICULARS | FOR THE YEAR ENDED 2013-2014 | FOR THE YEAR ENDED 2012-2013 |
|--|---------------------------------|---------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS | 5007533 | 6085949 |
| ADD: DEPRECIATION | 1844899 | 1879503 |
| INTEREST ON LOANS | 1906844 | 1343105 |
| DIVIDEND PAID | 0 | 0 |
| EXTRAORDINARY ITEM | 0 | 0 |
| ADDITION OF FDR | 0 | 0 |
| EXCEPTIONAL ITEMS: PROFIT ON SALE OF INVESTMENT | 0 | 23027 |
| | 8759276 | 9331584 |
| LESS: INTEREST & DIVIDEND RECEIVED | 1326144 | 920230 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 7433132 | 8411354 |
| ADJUSTMENTS FOR INCREASE/DECREASE IN: | | |
| TRADE RECEIVABLE | 35162969 | -48983248 |
| OTHER RECEIVABLE | 16615576 | -6342979 |
| INVENTORIES | -41386916 | -3671106 |
| TRADE & OTHER PAYABLES | -14580616 | 40574335 |
| CASH GENERATED FROM OPERATIONS | 3244145 | -10011644 |
| DIRECT TAXES PAID | -1704720 | -1948128 |
| DIVIDEND PAID | 0 | 0 |
| CASH FLOW BEFORE EXTRAORDINARY ITEMS | 1539425 | -11959772 |
| EXTRAORDINARY ITEMS (NET): | | |
| INTEREST & DIVIDEND RECEIVED | 1326144 | 920230 |
| OTHERS | 0 | 0 |
| NET CASH FLOW FROM OPERATING ACTIVITIES (A) | 2865569 | -11039542 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| (PURCHASE)/SALE OF FIXED ASSETS AND CHANGE IN CAPITAL WORK IN PROGRESS | -259829 | -1419000 |
| (PURCHASE)/SALE OF INVESTMENTS | 0 | 3250 |
| SALE OF SHARES | 0 | 0 |
| NET CASH USED IN INVESTING ACTIVITIES (B) | -259829 | -1415750 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| LESS: INTEREST PAID | -1906844 | -1343105 |
| ADD: PROCEEDS FROM (REPAYMENT OF) LONG TERM BORROWINGS | 4563331 | -12800030 |
| PROCEEDS FROM (REPAYMENT OF) SHORT TERM BORROWINGS | -447167 | 4725173 |
| INCREASE/DECREASE IN TANGIBLE ASSETS | 0 | 0 |
| INCREASE/DECREASE IN GENERAL RESERVES | 0 | 0 |
| NET CASH FLOW FROM FINANCING ACTIVITIES (C) | 2209320 | -9417962 |
| NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS (A+B+C) | 4815060 | -21873254 |
| CASH & CASH EQUIVALENTS (OPENING BALANCE) | 8877248 | 30750502 |
| CASH & CASH EQUIVALENTS (CLOSING BALANCE) | 13692308 | 8877248 |
| NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS | 4815060 | -21873254 |
| | 0 | 0 |

Form No. MGT-11
PROXY FORM

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

CIN : L74899DL1973PLC006503
Name of the Company : CRANEX LIMITED
Registered Office : 9 DDA MARKETKATWARIA SARAI, NEW DELHI-110016
Name of the member(s) :
Registered Address :
Email ID :
Folio No./Client ID :
DP ID :

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

1. Name :
Address :
Email ID :
Signature :
Or failing him

2. Name :
Address :
Email ID :
Signature :
Or failing him

3. Name :
Address :
Email ID :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 at 4.00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi 110 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

| No. | Resolution | For | Against |
|-----|---|-----|---------|
| | Ordinary Resolutions | | |
| 1. | To receive, consider, and adopt the Audited Balance Sheet of the Company as at March 31st 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon. | | |
| 2. | To elect a Director in place of Mr. Suresh Chandra Agrawal, who retires by rotation and being eligible, offers himself for re-appointment. | | |
| 3. | To appoint P.D. Mittal & Co. Chartered Accountants as statutory auditors of the Company and fix their remuneration | | |
| | Special Business | | |
| 4. | Regularization of Mr. Amitabh Agrawal (DIN 03442336) as a Director | | |
| 5. | Appointment of Mr. Ashwani Kumar Jindal (DIN 01958501) as an Independent Director | | |
| 6. | Appointment of Mr. Maman Chand Jain (DIN 01958391) as an Independent Director | | |
| 7. | Appointment of Ms. Asha Agarwal (DIN 06965418) as an Independent Director | | |
| 8. | Appointment of Mr. Satish Agarwal (DIN 6971326) as an Independent Director | | |
| 9. | Approval for Related Party Transaction. | | |

Affix
Revenue
Stamp of
Rs. 1/-

Sign across revenue stamp

Signed this day of 2014

.....

(Signature of the Shareholder)

.....
(Signature of the first proxy holder)

.....
(Signature of the second proxy holder)

.....
(Signature of the third proxy holder)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Delhi not later than 48 hours before the commencement of the meeting.

ANNUAL GENERAL MEETING, TUESDAY, SEPTEMBER 30, 2014 ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the Annual General Meeting of Cranex Limited to be held on Tuesday, September 30, 2014, at 4.00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi 110 057.

| | | |
|--|---------|-------------|
| Folio No.: | DP ID*: | Client ID*: |
| Full name and address of the Shareholder/Proxy Holder (in block letters) | | |
| Joint Holder 1 | | |
| Joint Holder 2 | | |
| No. of Shares Held | | |

Signature of Shareholder/Proxy

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

| E VOTING SEQUENCE NUMBER (EVSN) | USER ID | PASSWORD |
|---------------------------------|--|---|
| 140911022 | For shareholders holding shares in Demat Form:- Please refer e-voting a) For NSDL :- 8 Character DP ID followed by 8 instructions given in the Digits Client ID notice b) For CDSL:- 16 digits beneficiary ID c) For Shareholders holding shares in Physical Form: Folio Number registered with the Company | Please refer e-voting instruction given in the notice |

Note: Please read the instructions printed under the Note to the Notice of 39th AGM dated September 30, 2014. The Voting period starts from Thursday, 18th September, 2014 at 10:00 a.m., and will end on Saturday, 20th September, 2014 at 6:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.



CRANEX LIMITED

Regd. Office :

9, DDA, Market, Katwaria Sarai, New Delhi - 110 016

Ph.: 0120-3240427, 4167628 Fax: 0120-4167630

E-mail: cranex1@yahoo.com, info@cranexltd.com

Website : www.cranexltd.com