

**24<sup>th</sup> Annual Report  
2012-2013**

**THAPAR ISPAT LIMITED  
REGD. OFFICE: DHANDHARI KHURD, PHASE-VII,  
FOCAL POINT, LUDHIANA**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of the members of Thapar Ispat Limited will be held on Monday the 30<sup>th</sup> day of December, 2013 at 11.00 A.M. at the Registered Office of the Company at Dhandhari Khurd, Phase-VII, Focal Point, Ludhiana-141010 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2013 and Profit and Loss Account for the year ended on that date and other statements of account together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Tilak Raj Sharma who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.


**SPECIAL BUSINESS**

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

“ Resolved that pursuant to the provisions of Section 198, 269, 309 and 314 read with Schedule XIII and all other applicable provisions (if any) of the Companies Act, 1956 and rules made there under including any statutory modification or re-enactment thereof subject to such approvals as may be necessary, approvals of the members be and is hereby accorded to appoint Mr. Damanjit Singh as Executive Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> July, 2013 on the monthly remuneration of Rs. 24000/- per month (in the grade of Rs. 24000-2000-28000) along with such perquisites and increments as the Board may consider fit with the authority to the Board of Directors of the company to alter and vary the terms and conditions in such manner as the board may deem fit and mutually agreed by Mr. Damanjit Singh.”

“Resolved further that Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”

By order of the Board of Directors



(Damanjit Singh) (Bhag Singh)

Executive Director Director

**PLACE: Ludhiana**  
**DATED: 01/11/2013**

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

**ITEM NO. 4**

Sh. Damanjit Singh was appointed as Whole Time Director of the Company for a term of three years i.e. 1<sup>st</sup> July, 2013 to 30<sup>th</sup> June, 2016 on monthly remuneration of Rs. 24,000/- per month along with perquisites so as not to exceed the limits specified in schedule XIII of the Companies Act, 1956 on the recommendation of the remuneration committee of the company, by the Board of Directors in their meeting held on 1<sup>st</sup> July, 2013.

The payment of remuneration of Sh. Damanjit Singh is subject to the approval of Shareholders in terms of section 198, 309, 310, and 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Rules made there under.

The Board of Directors is hopeful that his appointment as Executive Director of the company will be fruitful for the company.

Now, the members approval is sought for the confirmation of his re-appointment and ratification to the decision of Board of Directors.

**Notice of Interest**

None of the directors, except Sh. Damanjit Singh, the appointee himself is in anyway interested in the proposed resolution.

## **NOTES:**

**1.** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the company at its registered office not less than 48 hours before the meeting.

**2.** The Register of Members and Share Transfer Books will remain closed from Friday the 27<sup>th</sup> day of December, 2013 to Monday the 30<sup>th</sup> day of December, 2013 (both days inclusive).

**3.** The audited Balance Sheet as at 30th June, 2013 and the Profit and Loss Account for the year ended on that date along with the reports thereon of the Auditors and Directors are enclosed. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 days (Seven) in advance, so as to enable the Company to keep the information ready.

**4.** Members are requested to address all correspondence including Share Transfers directly to the company at its registered office at Dhandari Khurd, Phase-VII, Focal Point, Ludhiana.

**5.** Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing them to attend the meeting on their behalf.

**6.** As per Ministry Of Corporate Affairs Circular No. 17/2011 and Circular No. 18/2011 dated 21st April, 2011 and 29th April, 2011 members are kindly requested to register their email addresses with the company by sending an e mail at the email Id of the company at [info@thaparispat.com](mailto:info@thaparispat.com) mentioning their name, address, folio no (in case of physical shares) and DP ID in case of shares held in dematerialized form.

**7.** Re-appointment of Director:

Name: Sh. Tilak Raj Sharma

Age: 50 years.

Experience: He is associated with the company since last 7 years. He is having rich business experience in steel industry. Thus his re-appointment on the Board will be in overall interest of the company.

## DIRECTORS' REPORT

Dear Members,

Your Directors hereby present Twenty Third Annual Report and Audited Accounts for the year ended on 30th June, 2013.

### 1. FINANCIAL RESULTS

Amt in Rs.

Particulars	30 <sup>th</sup> June, 2013	30 <sup>th</sup> June, 2012
Revenue from operations	36560829	38414045
Other Income	942472	360133
Depreciation	22190	10467
Profit /(Loss) before tax	(1445680)	(551902)
Tax Expenses	NIL	NIL
Net Profit/(Loss)	(1445680)	(551902)

Your Directors hereby report that the current year was not fruitful for the company. The sales for the year have been decreased, as a result of which the company incurred net loss of Rs. 1445680/- during the year.

The management is looking forward positively and is continuously involved in developing strategies for improving performance of the company.

### STATUS OF REFERENCE TO THE BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTION.

The Company is sick industrial company and registered under the BIFR Provisions. The proceedings are going on under the said provisions. The last hearing was held on 25<sup>th</sup> September, 2013.

### DIVIDEND

Due to non availability of profits, your directors do not recommend any dividend on shares.

### FIXED DEPOSITS

The company has not accepted any fresh deposits during the year under report falling within the purview of Section 58 A of the Companies Act, 1956.

## **DIRECTORS**

In accordance with the provisions of the Articles of Association of the Company and the Companies Act, 1956 Sh. Tilak Raj Sharma, Director retires by rotation and being eligible offers himself for re-appointment.

## **AUDITORS**

M/s. Vimal Dixit and Associates, Chartered Accountants hold office up to the conclusion of the forthcoming Annual General Meeting. M/s. Vimal Dixit and Associates, Chartered Accountants are eligible for reappointment and the Board of Directors has recommended for their appointment as statutory auditors for the year 2013-14.

## **PARTICULARS OF EMPLOYEES**

Information pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended up to date is NIL.

## **CONSERVATION OF ENERGY**

a) Energy conservation measures taken:

The Company continuously involves itself in identifying and implementing energy saving schemes/methods.

b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: NIL.

c) Impact of measures taken at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: NIL

## **TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION AS PER FORM A OF THE ANNEXURE IN RESPECT OF INDUSTRIES SPECIFIED IN THE SCHEDULE THERETO.**

<b>A. POWER and FUEL CONSUMPTION</b>	<b>2012-2013</b>	<b>2011-2012</b>
1. Electricity		
a) Purchased Units (in lacs)	0.28	0.30
Total Amount (Rs. in lacs)	1.88	1.83
Rate/Unit (Rs.)	6.61	6.10

b) Own Generation		
i) Through Diesel	--	--
Generator (Unit in lacs)	--	--
Unit per ltr. of HSD	--	--
ii) Through Steam I.Gen Unit (in lacs)		
Units P.Ton of Steam		
Cost/Unit (Rs.)	--	--
2. Coal (used for generation of steam in boiler)		
Qty. (Tons)	--	--
Total Cost (Rs.in lacs)	--	--
Average Rate (Rs.)	--	--
3. Furnace Oil		
Qty (M.Ts)	--	--
Total Cost(Rs.in lacs)	--	--
Average Rate(Rs.)	--	--
B. Consumption per Unit of Product		
Electricity Units/Ton		
- For Steel Ingots	--	--
- For Rolled Products	--	--
- Furnace Oil KGS/Ton	--	--
- For Steel Ingots	--	--
- For Rolled Products	--	--

## II. TECHNOLOGY ABSORPTION

Efforts made in Technology Absorption as per Form-B of the Annexure the Rules.

### 1. Research and Development (R&D)

a) Specific area in which R&D carried out by the Company:  
The company continuously involves itself in identifying and developing methods to improve quality of products and reduce costs.

b) Benefits derived as a result of the ABOVE R&D:  
The company has been able to improve the quality of its products.

c) Future Plan of Action:  
The company is working continuously towards finding out the ways to improve the methods of production, cost saving and improving quality.

d) Expenditure on R&D:	(Rs. in Lacs)
Capital	Nil
Recurring	Nil
Total R&D Expenditure as a percentage of total turnover	Nil

## **2. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

a) Efforts, in brief, made toward technology absorption                      None

b) Benefits derived as a result of the above                                      None  
efforts, e.g. product improvement, cost  
reduction, production development, import  
substitution etc.

c) In case of imported technology (imported  
during the last 5 years reckoned from the  
beginning of the financial year) following  
information may be furnished.

i) Technology Imported    Not Applicable

ii) Years of Import    Not Applicable

iii) Has technology been absorbed    Not Applicable

iv) If not fully absorbed, areas    Not Applicable  
      where this has not taken place  
      reasons thereof and future plan  
      of action.

## **III. FOREIGN EXCHANGE EARNINGS AND OUT-GO**

i) Earnings: NIL

ii) Outgo: NIL

## **INDUSTRIAL RELATIONS**

Industrial relations remained peaceful and cordial at all levels during the year under review.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to section 217(AA) of Companies Act, 1956, the Directors confirm:

(a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made for the same;

(b) That they 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 or loss of the company for the period;

(c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

(d) That they have prepared the annual accounts on going concern basis.

### **ACKNOWLEDGEMENT**

Your Directors place on record its sincere appreciation towards Company's valued customers for the support and the confidence reposed by them in the Company and look forward to the continuance of this mutually supportive relationship in future. Your directors acknowledge the contribution made by all stakeholders. Lastly, the directors take on record the valued contribution of all its staff members during the year.

By order of the Board of Directors

Two handwritten signatures in black ink. The first signature is 'Damanjit Singh' and the second is 'Bhag Singh'. Both signatures are written over a horizontal line.

**(Damanjit Singh) (Bhag Singh)**

**Executive Director    Director**

**PLACE: Ludhiana**  
**DATED: 01/11/2013**



## **MANAGEMENT DISCUSSION and ANALYSIS REPORT**

### **INDUSTRIAL AND ECONOMIC SCENARIO**

During the year, the world economy has struggled on a path to uniform and widespread economic stability. Most emerging markets and developing economies have shown moderate growth, whereas the developed economies have moved on divergent paths, with pickup in growth in the US and weak economic conditions in the euro zone area. The Indian economy has slowed down in the last 12 months and some of the sectors including the automotive and capital goods have been faced with demand slowdown that is unlikely to turnaround quickly. The Chinese economy too has witnessed a moderation in its growth rate and it is widely expected that following the political transition, China would look at rebalancing the economy to a sustainable level.

### **OPPORTUNITIES AND THREATS**

#### **Opportunities:**

The biggest opportunity before Indian Steel Sector is that there is enormous scope for increasing consumption of steel in almost all sectors in India. India has rich mineral resources. It has abundance of iron ore, coal and many other raw materials required for iron and steel undertaking. It has the fourth largest iron ore reserve.

#### **Threats:**

- Rupee depreciation has made domestic steel sector 22 per cent more competitive thereby giving a huge impetus to the finished steel exports.
- Increase in power tariff.
- Poor quality of basic infrastructure like road, ports, etc.
- Lack of expenditure in research and development

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

Your Company believes in formulating adequate and effective internal control systems and implementing the same strictly to ensure that assets and interests of the Company are safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The Internal control system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

## **HUMAN RESOURCES/INDUSTRIAL RELATIONS**

The Company's Human Resource policies and strategies seek to ensure a high level of motivation among employees so that they play a significant role in achieving the Company's goals.

## **CAUTIONARY STATEMENT**

Certain Statements in the management discussion and analysis describing the Company's Objectives, projection, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors, which could make a difference to the company's operations including economic conditions affecting demand/supply and price conditions in the domestic market in which the company operates, changes in the Government regulations, tax laws and other statutes along with other incidental factors.

By order of the Board of Directors



**(Damanjit Singh) (Bhag Singh)**

**Executive Director    Director**

**PLACE: Ludhiana**  
**DATED: 01/11/2013**

## **CORPORATE GOVERNANCE REPORT**

### **COMPANIES PHILOSOPHY ON CORPORATE GOVERNANCE**

- Continued expansion in areas "which we know best".
- Total customer focus in all operational areas.
- Products to be of best available quality for premium market segments through TQM and zero defect implementation.
- Integrated diversification/ product range expansion.
- World class manufacturing facilities with most modern R & D and process technology.
- Faith in individual potential and respect for human values.
- Encouraging innovation for constant improvements to achieve excellence in all functional areas.
- Accepting change as a way of life.
- Appreciating our role as a responsible corporate citizen.

### **1. BOARD OF DIRECTORS**

The business of the company is managed by the Board of Directors. The Board formulates the strategy and regularly views the performance of the company. The Board of Directors has composition with more than half of the directors being non- executive and independent directors. None of the Directors on the Board holds the office of director in more than 15 Companies or memberships in committees of the Board in more than 10 Committees or Chairmanship of more than 5 committees.

i. The total strength of the Board is four directors comprising one executive and three non-executive and independent directors as on 30<sup>th</sup> June, 2013.

ii. During the year ended 30th June, 2013 five Board Meetings were held on:

13.08.2012	15.10.2012	01.12.2012
13.02.2013	29.04.2013	

Necessary information as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board for their consideration.

- iii. The following table gives details of Directorship, Category and attendance at Board Meetings and at the last Annual General Meeting.

Name	Designation	Category	Particular of Attendance	
			Board Meeting	Last AGM
Sh. Damanjit Singh	Whole Time Director	Executive	5	Yes
Sh. Abhey Pal Gupta	Nominee Director	Non Executive	Nil	No
Sh. Bhag Singh	Director	Non Executive	5	Yes
Sh. Tilak Raj Sharma	Director	Non Executive	5	Yes

None of the Independent Directors have any material pecuniary relationship of transactions with the Company.

## 2. Audit Committee

Constitution of Committee as on 30.06.2013

Sh. Bhag Singh	Chairman (Independent non –executive director)
Sh. Abhay Pal Gupta	Member (Independent non-executive director)
Sh. Tilak Raj Sharma	Member (Independent non – executive director)

The “terms of reference” of the Audit Committee included the following:

- Overview of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by them.
- Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to
  - a) Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
  - b) Change, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.

e) Compliance with listing and other legal requirements relating to financial statements.

f) Disclosure of any related party transactions.

g) Qualifications, if any, in the draft audit report.

- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.

- Discussing with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- Compliance with Stock Exchange and legal requirements concerning financial statements.

- Reviewing the Company's financial and risk management policies.

During the year ended 30th June, 2013 five meetings of the Audit Committee were held on the following dates:

13.08.2012	15.10.2012	01.12.2012
13.02.2013	29.04.2013	

The attendance record of members of the Audit Committee is as under:

Name of Director	No. of Audit Committee meetings attended
Sh. Bhag Singh	5
Sh. Abhey Pal Gupta	Nil
Sh. Tilak Raj Sharma	5

### **3. Shareholders Grievance Committee**

#### **Constitution of Committee as on 30.06.2013**

Sh. Bhag Singh	(Chairman)
Sh. Tilak Raj Sharma	(Member)
Sh. Abhay Pal Gupta	(Member)

The Committee has been constituted to specifically redress the grievances of Shareholders and Investors pertaining to shares sent for transfer, non receipt of dividends, dematerialization and other allied matters.

No meeting of this Committee was held during the year ended on 30.06.2013.

#### **4. Remuneration Committee**

##### **Constitution of Remuneration Committee as on 30.06.2013**

Sh. Bhag Singh	(Chairman)
Sh. Tilak Raj Sharma	(Member)
Sh. Abhay Pal Gupta	(Member)

A Remuneration Committee as per the guidelines set out in the Listing Agreement has been set up to review and recommend the payment of annual salaries, commission etc and other employment conditions for Executive Director(s). During this financial year, no meeting of the committee was held. The power and role of the Remuneration Committee is as per guidelines set out in the listing agreement.

#### **5. General body Meetings:**

##### **a) Annual General Meetings**

The details of last three Annual General Meetings are given as follows:

Year 2009-2010	31.12.2010	Dhandari Khurd, Phase-VII, Focal Point, Ludhiana
Year 2010-2011	31.12.2011	Dhandari Khurd, Phase-VII, Focal Point, Ludhiana
Year 2011-2012	31.12.2012	Dhandari Khurd, Phase-VII, Focal Point, Ludhiana

Following special resolution was passed in the Annual General Meeting held on 31.12.2010:

1. Special Resolution under Section 269 read with Schedule XIII of the Companies Act, 1956 confirming re-appointment of Mr. Damanjit Singh as Executive Director of the company.

The company has not passed any resolution through postal ballot during the period w.e.f. 1<sup>st</sup> July, 2012 to 30<sup>th</sup> June, 2013.

##### **b) Extra Ordinary General Meeting**

No Extra Ordinary General Meeting was held during the year ended on 30th June, 2013.

#### **6. Disclosures**

1. There was no material significant transaction with the director or the Management, their subsidiaries or relatives, etc. that have any potential conflict with the interest of the company at large. Being a sick industrial company the company was unable to clear its dues towards stock exchanges. However, the management is making necessary arrangements with the Stock Exchanges to under various schemes to clear out its dues.

## 2. (i) Mandatory Requirements

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement with the Stock exchanges.

## (ii) Non Mandatory Requirements

The Company has set up a Remuneration Committee of the Board of Directors, details of which have been provided in Item 4.

In compliance with the SEBI regulation on prevention of insider trading, the Company has prescribed a Code of Internal Procedures and Conduct for Prevention of Insider Trading. The code, inter alia, prohibits purchase/sale of shares of the Company by Directors/employees while in possession of unpublished price sensitive information in relation to the Company.

## 7. Means of Communication

The company's quarterly results, in the format prescribed by the Stock Exchanges, are approved and taken on record by the Board within the prescribed time frame and sent immediately to stock Exchanges on which the company's shares are listed.

## 8. General Shareholder Information:

### i) 24<sup>th</sup> Annual General Meeting

Date : 30<sup>th</sup> Dec. 2013.  
Time : 11.00 A.M.  
Venue : Regd. Office, Dhandari Khurd,  
Phase-VII, Focal Point, Ludhiana.

### ii) Financial Calendar (2013-2014) : 1<sup>st</sup> July, 2013 to 30<sup>th</sup> June, 2014

First Quarter Results : October, 2013  
Second Quarter Results : January, 2014  
Third Quarter Results : April, 2014  
Last Quarter Results : July, 2014

### iii) Dates of Book closure : Friday the 27<sup>th</sup> day of December, 2013 to Monday the 30<sup>th</sup> day of December, 2013.

### iv) Listing : The Delhi Stock Exchange Association Ltd. Bombay Stock Exchange Limited The LDH. Stock Exchange Association Ltd. Madras Stock Exchange.

v) Distribution of Shareholders: As on 30th June 2013 the company has 2376 shareholders having a total number of 13236730 equity shares. The following is the distribution of shareholdings:

Category	No. of Share holders	% of Share holders	Aggregate No. of Shares held (Rs.)	% of Share holding
Upto-5000	2295	96.6	2603665	19.67
5001-10000	18	0.76	300474	2.27
10001-20000	4	0.16	164135	1.24
20001-30000	30	1.26	74126	0.56
30001-40000	6	0.25	19855	0.15
40001-50000	6	0.25	26473	0.20
50001-100000	4	0.17	31768	0.24
100001 & above	13	0.55	10016234	75.67
<b>Total</b>	<b>2376</b>	<b>100.00</b>	<b>13236730</b>	<b>100</b>

vi) The shareholding pattern as on 30th June, 2013 is given hereunder:

Category	As on 30 <sup>th</sup> June 2013		As on 30 <sup>th</sup> June 2012	
	No. of Shares	%	No. of Shares	%
Promoters & Directors	115160	0.87	115160	0.87
Mutual Funds	27797	0.21	27797	0.21
Banks/ Financial Institutions	1324	0.01	1324	0.01
Foreign Holding (Fills, NRI's, OCB's)	-----	-----	-----	-----
Body Corporate	7717014	58.30	7717014	58.30
Indian Public	5375435	40.61	5375435	40.61
<b>Total</b>	<b>13236730</b>	<b>100</b>	<b>13236730</b>	<b>100</b>

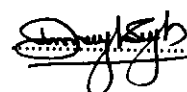
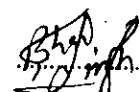
vii) Stock Market Data : There has been no trading in the scrip during the financial year ended on 30th June, 2013.

viii) Registrar and Transfer Agent : The company has appointed M/s Skyline Financial Services Ltd., New Delhi as Registrar and Transfer Agents.

ix) Address for Correspondence : Dhandari Khurd, Phase- VIII, Focal Point, Ludhiana. 0161-2675339, 0161-2675339.

x) Investor Service : The requests received by the company are attended to promptly and expeditiously.

By order of the Board of Directors

PLACE: Ludhiana  
DATE : 01/11/2013

(Damanjit Singh) (Bhag Singh)  
Executive Director Director



**Declaration by the Executive Director under Clause 49(1D) of the Listing Agreement**

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Directors and Senior Management, as approved by the Board for the Financial Year Ended 30th June, 2013.



(Executive Director)

Place: Ludhiana.  
Date: 01/11/2013

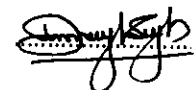
**Managing Director's Certification under Clause 49(V) of the Listing Agreement**

To,

The Board of Directors,  
Thapar Ispat Limited,  
Regd. Office: Dhandari Khurd, Phase VII,  
Focal Point, Ludhiana.

I hereby confirm

1. that I have reviewed the financial statements and the cash flow statements for the year and to the best of my knowledge and belief:
  - a) these statements do not contain any materially untrue statement and figures and do not omit any material fact which may make the statements or figures contained therein misleading.
  - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, laws and regulations.
2. that to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. there are proper and effective internal control systems pertaining to financial reporting.
4. that all the significant changes in internal controls and accounting policies (if any) during the years were disclosed to the auditors and the audit committee.



(Executive Director)

Place: Ludhiana.  
Date: 01/11/2013

## C E R T I F I C A T E

To,  
The Members of  
Thapar Ispat Limited

We have examined the compliance of the conditions of Corporate Governance by Thapar Ispat Limited for the financial year ended on 30th June, 2013 as stipulated in Clause 49 of Listing Agreement of the said Company with the Stock Exchanges.

The Compliances of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuing compliance with the conditions of Corporate Governance as stipulated in the said clause. 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, and the representation made by the Board of Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that based on the reports given by the Executive Director of the Company there were no investor grievance matters against the Company remaining unattended/pending for more than 30 days.

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

For VIMAL DIXIT and ASSOCIATES  
CHARTERED ACCOUNTANTS

Place: Ludhiana.  
Date: 01/11/2013

Sd/-

Partner

Membership No. 078201