



# **JYOTI RESINS & ADHESIVES LIMITED**

405-406 RAJKAMAL PLAZA-B, NR. SAMRUDDHI BULDING  
OPP. OLD HIGH COURT, AHMEDABAD - 380014.

CIN No.: L24229GJ1993PLC020879

**21<sup>st</sup>**  
**Annual Report**  
**2013 - 2014**



**TWENTYFIRST ANNUAL REPORT  
2013 - 2014**

**BOARD OF DIRECTORS**

JAGDISH N. PATEL	:	CHAIRMAN & MANAGING DIRECTOR
CHANDULAL C. PATEL	:	DIRECTOR
UTKARSH J. PATEL	:	DIRECTOR
HARSHAD G. PATEL	:	DIRECTOR
KALPESH R. PATEL	:	DIRECTOR
UMAKANT G. PATEL	:	DIRECTOR

**BANKERS**

KALUPUR COMMERCIAL CO-OPERATIVE BANK LTD.  
ASHRAM ROAD BRANCH, AHMEDABAD

UNION BANK OF INDIA  
ASHRAM ROAD BRANCH, AHMEDABAD

AXIS BANK LIMITED  
NAVRANGPURA BRANCH, AHMEDABAD

**AUDITORS**

RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
B-31-33, GHANSHYAM AVENUE,  
4TH FLOOR, OPP. C.U.SHAH COLLEGE,  
INCOME-TAX, AHMEDABAD-380 014.

**REGISTERED OFFICE**

405-6, RAJKAMAL PLAZA - B,  
NR. SAMRUDDHI BLDG, OPP. OLD HIGH COURT,  
AHMEDABAD-380014.

**FACTORY**

PLOT NO. 873, VILLAGE SANTEJ,  
TAL.: KALOL, DIST.: GANDHINAGAR, GUJARAT.



**CIN No.: L24229GJ1993PLC020879**

**NOTICE**

NOTICE is hereby given that the TWENTY FIRST ANNUAL GENERAL MEETING of the members of the company will be held on Tuesday, the 30th September, 2014 at 3.00 P.M. at Rajkamal Plaza - B, Nr. Samruddhi Bldg., Opp. Old High Court, Ahmedabad 380 014 to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Umakant G. Patel who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting and to fix their remuneration.

**NOTES :**

1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(s) need not be a member.
2. Proxies in order to be effective must be lodged with the company at its Registered Office not less than 48 hours before the commencement of the meeting.
3. Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2014 to 30th September, 2014 (both days inclusive).
4. Members are requested to intimate the changes, if any, in their registered addresses.
5. Members are requested to bring their copy of the Annual Report at the meeting and produce the Attendance Slip at the Entrance where the Annual General Meeting will be held.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative, members holding shares in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company's RTA, SHAREX DYNAMIC (INDIA) PVT LTD, UNIT NO 1 LUTHRA INDL.PREMISESANDHERI KURLA ROAD SAFED POOLANDHERI EAST, MUMBAI 400 072 and also notify the e-mail address as and when there is any change.
8. Members holding shares in physical mode are requested to immediately notify the Company or its Share Transfer Agent about any change of address and their bank particulars. Members holding shares in dematerialized form are requested to immediately notify their respective Depository Participants about any change of address and their bank particulars.
9. A Statement pursuant of Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Process and manner for members opting for e-voting are as under :

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide e-voting facility to all the



## JYOTI RESINS & ADHESIVES LTD

shareholders of the Company. For this purpose the Company has entered into an agreement with National Securities Depository Limited to provide the facility of electronic voting ("E-Voting") in respect of the Resolution proposed at this AGM.

I. The instructions for e-voting are as under :

- (i) Open your web browser during the voting period and navigate to <https://www.evoting,nsdl.com/>
- (ii) Enter the login credentials (i.e., user-id & Password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- For NSDL : 8 Characters DP ID followed by 8 Digits Client ID For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., Please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password field. The new password has to be minimum eight characters consisting of at least one upper case(A-Z). one lower case(a-z), one numeric value(0-9) and as special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL. System will prompt you to change your password and update any contact details like mobile, email ID etc. on 1st Login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'
- (vii) If you are holding shares in Demat Form and had logged in to <https://evoting.nsdl.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
- (ix) 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.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [info@euro7000.com](mailto:info@euro7000.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_Event no."



II. In case of Shareholders' receiving Physical copy :

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form :

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote.

III. General Information :

- (a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (b) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (e) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 2ND September, 2014.
- (f) E-Voting right cannot be exercised by a proxy.
- (g) The Voting period begins on September 22, 2014 (10.00 a.m. IST) and ends on September 24, 2014 ( 5.30 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2ND September, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (h) Ms. Meenu Maheshwari, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting procedure in a fair and transparent manner.
- (i) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The result of the e-voting will be declared on or after the date of the AGM i.e. 30th September, 2014. Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

**By Order of the Board**

**Place : AHMEDABAD  
Date : 2ND SEPTEMBER, 2014**

**JAGDISH N. PATEL  
CHAIRMAN**

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their Twenty First Annual Report together with the audited statements of accounts for the year ended 31st March, 2014.

**FINANCIAL RESULTS :**

<b>Particulars</b>	<b>2013-2014 Rs.</b>	<b>2012-2013 Rs.</b>
Sales & Other Incomes	1527,02,598	1052,43,736
Operating Profit (PBDTM)	616,54,659	3,99,17,253
Net Profit after Tax	24,16,951	46,86,591
Brought Forward Loss	16,06,104	62,92,694
Profit / Loss Carried Forward to B/S	8,10,848	(16,06,104)

**PERFORMANCE :**

During the year under report Company has earned net Cash profit of Rs. 616.55 lacs in compare to previous year Rs. 399.17 lacs. Company has earned Net Profit of Rs. 24.17 lacs against previous year Rs. 46.87 lacs after providing depreciation, miscellaneous expenses and prior period item. During the year Turnover and other income of the Company was increased to Rs.1527.03 Lacs from Rs. 1052.44 lacs. Director have continued their efforts to reduce expenses & increase turnover of the Company. Your directors are hopeful about better performance of the company in coming years.

In view of insufficient profit no dividend has been proposed by your Directors.

**DIRECTORS :**

In terms of the provisions of the Companies Act, 1956 Mr. Umakant G. Patel Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offers him self for re-appointment.

**PUBLIC DEPOSITS :**

The Company has not accepted any deposits falling under Section 58A of the Companies Act, 1956.

**AUDITORS' REPORT :**

The notes to the accounts referred to in the Auditors' Report are self explanatory and therefore do not require any further comments under Section 217 (3) of the Companies Act, 1956.

**CORPORATE GOVERNANCE :**

Your Company strives to incorporate the appropriate standards for good corporate governance. A separate Report on Corporate Governance is given in Annexure – B, Auditor's statement on Compliance of Corporate Governance is given in Annexure – C, Certificate by Managing Director regarding compliance of clause 49 of listing agreement in Annexure 'D' and Management discussion and analysis in Annexure – E.

**AUDITORS :**

M/s. Raman M. Jain & Co. Chartered Accountant retires as auditors of the company at the ensuing Annual General Meeting and being eligible, offers them for reappointment.

**DIRECTORS RESPONSIBILITY STATEMENT :**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm the following:

In the preparation of the Annual Accounts, the applicable accounting standards have been followed.

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 or loss of the company for that period.

The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The Directors had prepared the annual accounts on a going concern basis.



**PERSONNEL :**

Your Directors wish to place on record the appreciation for the devoted services rendered by employees at all levels.

**PARTICULARS OF THE EMPLOYEES :**

The Particulars required under Section 217(2A) of the Companies Act, read with Companies (Particulars of Employees) Rules, 1975 are not required to be given as there is no employee drawing Rs.2,00,000/- p.m. or Rs.24,00,000/- p.a., during the year under report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUT GO :**

**(A) CONSERVATION OF ENERGY :**

The information required under Section 217(1)(e) of the Companies Act, 1956 (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 in respect of Conservation of Energy is annexed hereto and forms part of this Report.

**(B) TECHNOLOGY ABSORPTION :**

Being the fact that the manufacturing process has been indigenously developed; there is nothing to report on the status of technology absorption.

**(C) RESEARCH & DEVELOPMENT :**

The Company has established an in house laboratory with the modern facilities to carry out intensive analysis of variety of Raw materials & Finished goods. During the year under consideration, continuous efforts were made for up gradation of the products of your company.

**(D) FOREIGN EXCHANGE EARNING & OUTGO :**

No Foreign Exchange earning or outgo has occurred during the year.

**AUDIT COMMITTEE :**

During the year under review, the Audit Committee was constituted in accordance with the provisions of the Companies Act, 2013 and listing agreement entered into by the Company with the Stock Exchanges.

**FIXED DEPOSITS :**

During the year under review, the Company has not accepted any deposit from the public.

**CORPORATE GOVERNANCE :**

Your Company has complied with the Corporate Governance guidelines as per Clause 49 of the Listing Agreement with the Stock Exchanges.

A report on Corporate Governance practices followed by your Company, in terms of Clause 49(VI) of the Listing Agreement and a Certificate from the Auditors of the company regarding compliance with Corporate Governance guidelines as stipulated and Management Discussion & Analysis reports have been attached by way of separate section as part of this Annual Report.

**ACKNOWLEDGMENTS :**

Your Directors thanks various Government Authorities, banks & other business associates for the support & assistance extended to the Company from time to time and looks forward to their unstinted co-operation in development of the Company. Your Directors sincerely thanks the members for the confidence reposed by them in the company and look forward to their valuable support for the future plans of the Company.

**For & On Behalf of the Board**

**Place : Ahmedabad**

**Dated : 2nd September 2014.**

**Jagdish N. Patel  
Chairman & Managing Director**



**ANNEXURE TO THE DIRECTORS' REPORT  
ANNEXURE – 'A'**

Information as per Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the financial year ended on March 31, 2014.

**CONSERVATION OF ENERGY :**

**(a) Energy Conservation measures:**

Various measures have been taken to improve the efficiency of equipments so as to reduce process time.

**(b) Additional investments and proposals, if any : Nil.**

**(c) Impact of measures :**

The above measures and tighter control has resulted in lower energy consumption.

**(d) Total energy consumption and energy consumption per unit of production:**

Power & Fuel Consumption :

<b>Particulars</b>			<b>2013-2014</b>	<b>2012-2013</b>
<b>Electricity</b>				
a)	Purchased Units	(KWH)	69,711	71,526
	Total Amount	(Rs.)	4,78,721	4,83,568
	Rate/Unit	(Rs./KWH)	6.87	6.76
	Cost per Kg of Production	(Rs.)	0.36	0.46
b)	Own generation			
(i)	Through LDO/Diesel Generator	Unit (Ltrs)	972	1,403
	Cost of LDO/Diesel	(Rs.)	55,414	68,589
	Per Ltr Cost	(Rs.)	57.03	48.90
	Cost per Kg of Production	(Rs.)	0.04	0.06
(ii)	Through Fire Woods	Unit (Kgs)	1,00,060	91,960
	Cost of Fire woods	(Rs.)	3,25,487	2,78,948
	Per Kgs. Cost	(Rs.)	3.25	3.03
	Cost per Kg of Production	(Rs.)	0.24	0.27

**For & On Behalf of the Board**

Place : Ahmedabad.  
Dated : 2nd September 2014

**Jagdish N. Patel  
Chairman & Managing Director**

**ANNEXURE - 'B'****REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Company believes in functioning in a transparent manner with the basic philosophy being to enhance the shareholder value, keeping in mind the needs and interest of other stakeholders, in compliance thereof. The following information is placed before the shareholders.

**BOARD OF DIRECTORS :**

Name of Director	Category	No. of Board meetings attended	Last AGM Attendance
Shri Jagdish Patel	Mg. Director	13	Yes
Shri Chandulal Patel	Executive Director	13	Yes
Shri Utkarsh Patel	Executive Director	13	Yes
Shri Harshad Patel	Non Executive Independent	13	Yes
Shri Kalpesh Patel	Non Executive Independent	13	Yes
Shri Umakant Patel	Non Executive Independent	13	Yes

No any Directors having Chairmanship of more than five companies where they are director.

**Dates of Board meeting held :**

(1) 01-04-2013      (2) 30-04-2013      (3) 31-07-2013      (4) 02-09-2013      (5) 15-10-2013      (6) 31-10-2013  
(7) 20-12-2013      (8) 31-12-2013      (9) 07-01-2014      (10) 31-01-2014      (11) 28-02-2014      (12) 25-03-2014  
(13) 30-03-2014

In line with the requirements of the code of the corporate governance, the board of directors comprises of six members. The composition of the Board is in conformity with the revised listing agreement, having one Managing Director, The Board also has three Independent Director.

**AUDIT COMMITTEE :**

The audit committee has the following non-executive Director

1. Mr. Kalpesh Patel - Chairman
2. Mr. Harshad Patel - Director
3. Mr. Umakant Patel - Director

The scope of committee includes.

- a. Review of company's financial reporting process and the financial statement.
- b. Review internal control systems and functioning of internal audit process.
- c. Post audit review with statutory auditors.

During the year under review, Audit committee met four times where all the members were present.

**REMUNERATION COMMITTEE :**

No remuneration is paid to any Director except Shri Jagdish Patel. The remuneration paid to Shri Jagdish Patel director is governed by the requirement of other applicable provisions of the Companies Act, 1956. No sitting fees are payable to any Director.

Remuneration paid to Mr. Jagdish Patel during the year is Rs 10,80,000/- and no other perquisites were paid.

**SHAREHOLDERS COMMITTEE :**

The Investor Grievances & Share transfer Committee has the following Non-Executive Directors.

1. Mr. Kalpesh Patel - Chairman
2. Mr. Harshad Patel - Director
3. Mr. Umakant Patel - Director

During the year, the company and their Registrar and Share Transfer Agents M/s Sharex Dynamics(India) Pvt. Ltd. received no any complaint.received no any complaint.



## JYOTI RESINS & ADHESIVES LTD

The Share received for transfer are approved on 10th, 20th and 30th of the each month and are given effect by the Registrar and Share Transfer Agent.

### CODE OF CONDUCT :

The Company has already informed the code of conduct & prevention of insider trading as prescribed by the Securities and Exchange Board of India to Directors & Senior Management personnel. A declaration signed by the Managing Director in this regard is given below.

I hereby confirm that the Company has obtained affirmation from all the members of the Board and senior management personnel of the Company that they have complied with the code of conduct and ethics policy of the Company framed for directors & senior management personnel in respect of the Financial year 2013-2014.

**Jagdish N. Patel**  
Managing Director

### GENERAL BODY MEETING :

Date	Type	Time	Location
30-09-2011	AGM	3.00 P.M.	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad
29-09-2012	AGM	3.00 P.M.	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad
30-09-2013	AGM	3.00 P.M.	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad

There are no special resolutions passed by the company through postal ballot at any of the above annual general meeting.

### DISCLOSURES :

As per the disclosures given by the Directors of the Company there were no materially related party transactions attracting Section 297 of the Companies Act, 1956.

All the guidelines issued by the SEBI and Stock Exchange or other statutory authority on the matter related to capital markets are fully complied.

### MEANS OF COMMUNICATION :

The means of communication between the Shareholders and Company are transparent and investor friendly. The quarterly results of the Company are published in Western Times (English) and Western Times (Gujarati) as required by the listing agreement. Steps are being taken to display the same on the corporate website.

### GENERAL SHAREHOLDER INFORMATION :

Annual General Meeting (Date, Time and Venue) :	Date : 30/9/2014 Time : 3.00 P.M.
Venue :	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad.
Financial Calendar :	1st April 2013 to 31st March 2014
Date of Book Closure :	24th Sept. 2014 to 30th Sept. 2014 (Both days inclusive)
Dividend Payment Date :	No Dividend declared

### TENTATIVE FINANCIAL CALENDAR :

Publication of Quarterly Results ending 30th Sept. 2014	Last week of Oct.2014
Publication of Quarterly Results ending 31st Dec. 2014	Last week of Jan.2015
Publication of Audited Results for 2014 - 15	Last week of May 2015
Annual General Meeting for 2014 - 15	Last week of September 2015

### LISTING ON STOCK EXCHANGE:

**The Bombay stock Exchange, Mumbai**

**Stock code on BSE**

**514448**

**Market Price Data :**

Share price in The Stock Exchange, Mumbai :

Month	High (Rs.)	Low (Rs.)
April'13	12.48	8.05
May'13	12.60	11.90
June'13	14.49	7.78
July'13	8.01	6.29
August'13	10.20	8.40
September'13	12.74	10.00
October'13	13.12	8.37
November'13	9.00	7.00
December'13	7.37	6.38
January'14	9.82	7.37
February'14	13.00	9.56
March'14	11.75	7.72

Performance in Comparison to broad based Indices such as BSE sensex, CRISIL Index etc.

Not applicable since shares are traded in B2 list of the stock Exchange, Mumbai.

**REGISTRAR AND SHARE TRANSFER AGENT :**

M/s Sharex Dynamic (India) Pvt. Ltd.  
Unit No. 01, Luthra Ind. Premises, Andheri Kurla Road,  
Safed Pool, Andheri (E), Mumbai-400072.  
TEL. NO.: 022-28515606 FAX : // 91 -022-28512885

**SHARE TRANSFER SYSTEM :**

The share transfer work is handled by the Registrar and Share Transfer Agent of the Company i.e.M/s Sharex Dynamic (India) Pvt. Ltd are also having connectivity with the depositories viz. NSDL And CDSL.

Share Transfer are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects.

**Distribution of Shareholding as on 31st March, 2014 :**

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Share held	% of Shareholders
1 to 100	448	32.05	34266	0.86
101 to 200	165	11.80	31851	0.80
201 to 500	307	21.96	123651	3.09
501 to 1000	222	15.88	203083	5.08
1001 to 5000	196	14.02	504750	12.62
5001 to 10000	28	2.00	209151	5.23
10001 to 100000	21	1.50	665896	16.65
100001 and above	11	0.79	2227352	55.67
<b>TOTAL</b>	<b>1398</b>	<b>100.00</b>	<b>4000000</b>	<b>100.00</b>



## JYOTI RESINS & ADHESIVES LTD

### Distribution pattern as on 31st March, 2014 :

	NO. OF SHARES	PERCENTAGE (%)
Promoters and Relatives	1346968	33.67%
Bodies Corporate	284459	7.11%
Public	2361073	59.03%
Other – Clearing Member	7500	0.19%

### Dematerialization of shares and Liquidity : ISIN NO. INE577D01013

3923899 shares out of 4000000 shares of the company have dematerialized as at 31st March, 2014 representing 98.10% of total capital of the company. The company has entered into agreement with both National Securities Depository Ltd.(NSDL) and Central Depository Services Ltd.(CDSL) whereby shareholders have an option to dematerialized their shares with the depositories.

Outstanding GDRs/ ADRs/ Warrants or any Convertibles  
Instruments, Conversion date And Likely impact on equity : Not applicable

**Plant Location** : Plot No. 873, Village Santej, Tal. Kalol, Dist. Gandhinagar, Gujarat.

**Address for Correspondence** : 405-6, Rajkamal Plaza-B, Nr. Samruddhi Building,  
Opp. Old High Court, Ahmedabad-380014.

## ANNEXURE - 'C'

### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:

(Auditors' Certificate on Compliance of Conditions of Corporate Governance as per Clause 49 of the Listing Agreement with the Stock Exchanges.)

**To the Members of  
Jyoti Resins & Adhesives Ltd.**

We have examined the compliance of conditions of corporate governance by M/s Jyoti Resins & Adhesives Ltd. for the year ended on 31st March, 2014. as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The compliance of 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, subject to the requirement of one- half of the Board comprising of independent directors being complied with as on the date of this report, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the record maintained by the Shareholders/ Investors Grievance Committee.

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 Raman M. Jain & Co.  
Chartered Accountants**

**Place : Ahmedabad.  
Date : 15th May, 2014**

**Raman M. Jain  
Partner  
M. No. 045790**



**ANNEXURE - 'D'  
CERTIFICATE BY CEO/CFO**

Pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, it is hereby certified that for the financial year ended 31st March, 2014 :

1. I/we have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, these statements:
  - (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the company's Code of Conduct.
3. I/we accept responsibility for establishing and maintaining internal controls for financial reporting and that I/we have evaluated effectiveness of internal control system of the company pertaining to financial reporting and I/we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I/we are aware and the steps I/we have taken or propose to take, to rectify these deficiencies.
4. I/we have indicated to the Auditors and to 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 the financial statements; and
  - (iii) instances of significant fraud, if any, of which I/we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

**For & On Behalf of the Board**

**Place : Ahmedabad  
Date : 2nd September 2014**

**Jagdish N. Patel  
Managing Director**

**ANNEXURE - 'E'  
MANAGEMENT DISCUSSION AND ANALYSIS**

**Industry Structure & Developments :**

Jyoti Resins and Adhesives Ltd. is in the business of Productions of Wood Adhesives which are widely used in fast moving consumer market on days.

**Financial Performance :**

Performance of your company for financial year ended on 31st March 2014 has been satisfactory over though stiff market competition. Sales income was Rs 1526.20 Lacs compared to previous year sales of Rs. 1050.91 Lacs. Our policy is to identify customers need, design and develop products, Subsequently manufacture & supply at competitive prices to achieve total customer satisfaction.

**Internal Control System/ Human Resources :**

Considering the size of the company. your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded & protected from unauthorised use or disposition. During the financial year ended on 31st March, 2014, industrial relations continued to remain cordial. Employees were subjected to various training to further sharpen their skills in that functional area.

**Future Outlook :**

Based on the buoyancy of the Indian economy, the over all scenario and the steps taken by the Management, the future outlook of your Company looks bright.

**Report on Corporate Governance :**

In Compliance with clause 49 of the Listing Agreement entered into with Stock Exchange, the company submits the report on the matter mentioned in the said clause :

The company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

**For & On Behalf of the Board**

**Place : Ahmedabad.  
Dated : 2nd September 2014**

**Jagdish N. Patel  
Chairman & Managing Director**



**COMPLIANCE CERTIFICATE**

Company No. : L24229GJ1993PLC020879  
Nominal Capital : 540,000,000  
Annual General Meeting : 30/09/2014

To,  
The Members,  
**M/s. Jyoti Resins And Adhesives Ltd.**  
Ahmedabad

I have examined the registers, records, books and papers of M/s. Jyoti Resins And Adhesives Ltd. As required to be maintained for the purpose of issuing a Secretarial Compliance Certificate under Section 383A under the companies act, 1956 read with the Companies (Compliance Certificate) Rules, 2001 for the financial year 1st April 2013 to 31st March 2014. In My opinion and based on such examination as well as information and explanation furnished to me by the company its officer and agents, I certify that in respect of the aforesaid financial year :

1. During the year under scrutiny, The Company has kept and maintained the Registers as per Annexure A to this certificate as per the provisions and the rules made there under and all the entries therein have been duly recorded.
2. The Company has filed the forms and Returns as stated in Annexure B to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authority within the time prescribed under the Act and the rules made thereunder.
3. The Company being Public Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met Thirteen times respectively on 1ST April 2013, 30th April 2013, 31st July 2013, 2nd September 2013, 15th October 2013, 31st October 2013, 20th December 2013, 31st December 2013, 7th January 2014, 31st January 2014, 28th February 2014, 25th March 2014, 30th March 2014.
5. The company has closed its Register of Members & Share Transfer Book from 24TH September 2013 to 30th September 2013 (both date inclusive) during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March 2013 was held on 30.09.2013 and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General meeting was held during the year.
8. The Company being as explained to me, the Company has not given any loan to director and thereby the provisions of section 295 of the Act are not attracted by the company
9. The Board has given its pre-consent u/s. 297 of the Act to the contract/agreement which will be executed over a period time in a number of transactions during the period of contract.
10. The company has made entries regarding disclosure of interest in the register maintained under section 301 of the Act.
11. The Company has not appointed any person under section 314 of the Act during the year.
12. The Company has not issued any duplicate share certificates.
13. The Company has :
  - Has not allotted any Equity Shares during the year and has not received any Equity shares for transfer and transmission during the year under review & document for the same not available to us.
  - Has not deposited any amount in a separate bank accounts no dividend declared during the year under review.
  - Was not required to post warrant to any member of the company as no dividend was declared during the year under review.



- Was not required to transfer to Investor Education and Protection Fund the amounts in unpaid dividend account, application money due for refund , matured deposits, matured debentures and the interest accrued as there was no amount which had remained unclaimed or unpaid for a period of seven years.
  - Has duly complied with Section 217 of the Act as far as applicable to it.
14. There was no any change in directors of the company during the year.
  15. The provision of Section 269 of the Act was not applicable to the company as the paid up capital of the company is less than Rs. 5 Crores.
  16. The Company has not appointed any sole selling agents during the year.
  17. There is no activity undertaken by the company requiring approval of Company law Board, R.D. or Central Government.
  18. The directors have disclosed their interest in other firms/companies pursuant to the provisions to the Board of Directors of the Act and rules made thereunder.
  19. The Company has not issued any shares during the year.
  20. The Company has not bought back any shares during the year.
  21. There were no any preference shares or debentures during the year.
  22. The Company has not accepted deposit from public & therefore , there is no question of applicability of provision of section 58A and 58AA.
  23. The Company has taken unsecured loan from directors & their associated person during the year under review.
  24. The company has not made any borrowings exceeding the limit prescribed u/s. 293 of the Act.
  25. The company has not made any loans or advances exceeding the limit prescribed u/s. 372(a) of the Act.
  26. The Company has not changed registered office from one state to another during the year.
  27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year.
  28. The Company has not altered the name of the company during the year.
  29. The Company has not altered the share capital of the company during the year.
  30. The company has not altered the provision of Articles of Association of the company during the year.
  31. As per information given to us, there was no prosecution initiated against or show cause notices received by the company, for offences under the Companies Act, 1956.
  32. As per information given to us, the company has not received any money as security from its employees during the financial year.
  33. As informed to us, the company has not constituted Provident Fund Trust for its employees & as such section 418 of the Act is not applicable to the company.

**Place : Ahmedabad**  
**Date : 02/09/2014**

**For, MEENU MAHESHWARI**  
**Company Secretary**  
**CP No. 8953**  
**M. No. 7087**



**ANNEXURE "A'**

**Registered as maintained by the Company.**

1. Register of Directors' Shareholdings u/s. 307 of the Companies Act, 1956.
2. Register of Director etc. u/s. 303 of the Companies Act, 1956.
3. Minutes Book of Board of Directors u/s. 193 (1) of the Companies Act, 1956.
4. Minutes Book of General Meeting.
5. Register of Contracts, Companies and Firm in which directors are interested u/s.297/299/301 of the Companies Act, 1956.
6. Register of Charge u/s 135 of the Companies Act, 1956.
7. Registers of charge

**ANNEXURE "B"**

Forms and Returns as filed by the Company,' during the financial year ending on 31st March, 2014.

• **With Registrar of Companies :**

Sr.	Form No./ Return	Filed under Section	Date of Filing	Whether filed under prescribed time Yes/NO	If delayed in filing whether requisite additional fees paid
1	Form 66_13	U/S 383A	19/11/2013	No	Yes
2	Form 20B_13	U/s 159	26/11/2013	Yes	N.A.
3	Form 23AC _13	U/s 220	28/11/2013	No	Yes
4	Form 23B_13	U/s 224	17/10/2013	Yes	N.A.
5	Form 8	U/s 125	10/01/2014	Yes	N.A.
6	Form 8	U/s 125	10/01/2014	Yes	N.A.
7	Form 8	U/s 192	10/01/2014	Yes	N.A.

- Form No. 23AC XBRL & 23ACA XBRL bearing SRN Q25830076 for the year ended 31.03.2013 were filed on 28.11.2013 (AGM Date: 30.09.2013).
- Form No. 66 bearing SRN Q23927437 for the year ended 31.03.2013 were filed on 19.11.2013 (AGM Date: 30.09.2013).
- Form No. 20B bearing SRN Q25161092 for the year ended 31.03.2013 were filed on 26.11.2013 (AGM Date: 30.09.2013)
- Form No. 8 was filed on dated 10.01.2014 vide SRN No B934793054.
- Form No. 8 was filed on dated 10.01.2014 vide SRN No B93485498.
- Form No. 8 was filed on dated 10.01.2014 vide SRN No B93506386
- With Regional Director. N.A.
- With Central Government or other authorities. N.A.

As technical error has occurred with MCA portal related to CIN no of the company in Master Data. Board Has made a request to Concerned ROC to make correction related to status change from Listed Company to Unlisted due to some error.

**Place : Ahmedabad**  
**Date : 02/09/2014**

**For, MEENU MAHESHWARI**  
**Company Secretary**  
**CP No. 8953**  
**M. No. 7087**

**AUDITORS' REPORT**

To,  
The Members of Jyoti Resins And Adhesives Ltd.

**REPORT ON THE FINANCIAL STATEMENTS :**

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

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS :**

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

**AUDITORS' RESPONSIBILITY :**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. 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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS :**

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) 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;



## **JYOTI RESINS & ADHESIVES LTD**

---

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under 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.
- e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

**For, Raman M. Jain & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 113290W**

**Place : Ahmedabad**  
**Date : May 15, 2014**

**Raman M. Jain**  
**Partner**  
**Membership No.: 45790**



**ANNEXURE TO THE AUDITORS' REPORT**

**Annexure to the Auditor's Report of even date to the Members of Jyoti Resins & Adhesives Ltd.**

(Referred to in paragraph 3 of our report even date)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.  
(b) As explained to us, all the fixed assets have been physically verified by the management during the year based on a phased programme, which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on physical verification.  
(c) In our opinion, the Company has not disposed off substantial part of its fixed assets during the year.
2. (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
  - (a) The company has taken unsecured loan from three parties listed in the register maintained under section 301 of the Companies Act. The maximum amount remaining outstanding at any time during the year was Rs. 49.10 Lacs and the year-end balance is Rs. NIL. The company has not granted any loans to parties listed in the Register maintained under section 301 of the Companies Act, 1956.
  - (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the Company, are not prima facie prejudicial to the interest of the Company.
  - (c) The repayment of principal amount and payment of interest are made regularly.
  - (d) In respect of the said loans and interest thereon, there are no overdue amounts.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been observed in the internal controls.
5. (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.  
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts / arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees five Lacs in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
6. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.
7. In our opinion, the Company has an internal audit system commensurate with the size of the Company and the nature of its business.
8. According to the information and explanations given to us the Central Government has not prescribed maintenance of cost records under clause (d) of subsection (1) of section 209 of the companies Act, 1956 for the products of the company.



## JYOTI RESINS & ADHESIVES LTD

9. (a) According to the information and explanations given to us and the books and records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues were outstanding at the year end for a period of more than six months from the date they become payable except professional tax amounting to Rs.1,35,518/- which is outstanding for more than one year.
- (c) According to the records of the Company, there are no dues outstanding of sales tax, income tax, custom duty, wealth tax, excise duty and cess on account of any dispute.
10. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and the information and explanations given by the management, the Company has not defaulted in repayment of dues to any financial institution or bank.
12. Based on our examination of the records and information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund / societies. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. In respect of dealing in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transaction and contracts and timely entries have been made therein. Also, the shares, securities, debentures and other investments have been held by the Company in its own name.
15. On the basis of the information and explanations given to us the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were raised.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet and Cash Flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment and no long-term funds have been used to finance short-term assets.
18. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, during the period covered by our audit, the Company has not issued any debentures.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

**For, Raman M. Jain & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 113290W**

**Place : Ahmedabad**  
**Date : May 15, 2014**

**Raman M. Jain**  
**Partner**  
**Membership No.: 45790**



## BALANCE SHEET AS AT 31ST MARCH, 2014

PARTICULARS	Note No.	31st March, 2014	31st March, 2013
<b>I. EQUITY AND LIABILITIES :</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	40000000	40000000
(b) Reserves and Surplus	2	810848	(1606103)
(c) Money Received against share Warrants		0	0
		<u>40810848</u>	<u>38393897</u>
<b>(2) Share Application money Pending Allotment</b>		0	0
<b>(3) Non-Current Liabilities :</b>			
(a) Long-Term Borrowings	3	17817760	16036987
(b) Other Long Term Liabilities	4	0	0
(c) Long Term Provisions	5	0	0
		<u>17817760</u>	<u>16036987</u>
<b>(4) Current Liabilities :</b>			
(a) Short-Term Borrowings	6	30957397	14629323
(b) Trade Payables	7	24612714	25697256
(c) Other Current Liabilities	8	2322120	2201344
(d) Short-Term Provisions	9	14501671	3589504
		<u>72393902</u>	<u>46117427</u>
<b>Total Equity &amp; Liabilities :</b>		<b><u>131022510</u></b>	<b><u>100548311</u></b>
<b>II. ASSETS :</b>			
<b>(1) Non-Current Assets :</b>			
(a) Fixed Assets	10		
(i) Tangible Assets		10474351	11834466
(ii) Intangible Assets		0	0
(iii) Capital Work in Progress		0	0
(b) Non Current Investments	11	587954	587954
(c) Long term loans and advances	12	0	0
(d) Other Non Current Assets	13	516378	332771
		<u>11578683</u>	<u>12755191</u>
<b>(2) Current Assets :</b>			
(a) Current investments	14	0	0
(b) Inventories	15	25531887	15814862
(c) Trade receivables	16	91875642	69970880
(d) Cash and bank balances	17	1006255	1223485
(e) Short-term loans and advances	18	1030043	783893
(f) Other current assets	19	0	0
		<u>119443827</u>	<u>87793120</u>
<b>Total Assets :</b>		<b><u>131022510</u></b>	<b><u>100548311</u></b>

The accompanying notes are integral part of these financial statements 1 to 29

FOR RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
FRN : 113290W

RAMAN M. JAIN  
PARTNER  
M.No. 045790

PLACE : AHMEDABAD  
DATE : 15-05-2014

FOR & ON BEHALF OF BOARD OF DIRECTORS

MANAGING DIRECTOR          DIRECTOR

PLACE : AHMEDABAD  
DATE : 15-05-2014

**JYOTI RESINS & ADHESIVES LTD****STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2014**

<b>PARTICULARS</b>	<b>Note No.</b>	<b>31st March 2014</b>	<b>31st March 2013</b>
<b>i. Revenue :</b>			
Revenue from operations	20	173181645	119388392
Less : Central Excise duty		20561172	14297024
Revenue from operations (Net)		152620473	105091368
<b>II. Other Income</b>	21	82125	152368
<b>III. Total Revenue (I + II)</b>		<b>152702598</b>	<b>105243736</b>
<b>IV. Expenses :</b>			
Cost of materials consumed	22	69836434	53500822
Purchases of Stock-in-Trade		0	0
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(3230505)	(2106021)
Employee Benefits Expense	24	20027553	12804662
Finance Costs	25	2987278	2017346
Depreciation and Amortization Expense	11	1416488	1312771
Other Expenses	26	58107006	31257531
<b>Total Expenses (IV)</b>		<b>149144254</b>	<b>98787111</b>
<b>V. Profit before tax (III - IV)</b>		<b>3558344</b>	<b>6456625</b>
<b>VI. Tax Expense :</b>			
(1) Current tax	27	1325000	1915000
(2) Deferred tax		(183607)	(144966)
MAT Credit Entitlement			0
<b>VII. Profit/(Loss) for the period (V - VI)</b>		<b>2416951</b>	<b>4686591</b>
<b>VIII. Earnings per Equity Share : (Face Value of Rs.10/- each)</b>			
(1) Basic and Diluted	28	0.60	1.17

The accompanying notes are integral part of these financial statements 1 to 29

FOR RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
FRN : 113290W

RAMAN M. JAIN  
PARTNER  
M.No. 045790

PLACE : AHMEDABAD  
DATE : 15-05-2014

FOR & ON BEHALF OF BOARD OF DIRECTORS

MANAGING DIRECTOR          DIRECTOR

PLACE : AHMEDABAD  
DATE : 15-05-2014



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>1. SHARE CAPITAL:</b>		
<b>1. AUTHORIZED SHARE CAPITAL</b>		
5,40,00,000 (Previous year 5,40,00,000) Equity Shares of Rs.10/- each	540000000	540000000
<b>TOTAL</b>	<b>540000000</b>	<b>540000000</b>
<b>2 ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
At the beginning period	400000000	400000000
Add : Issued during the period	0	0
Add : Issued on account of merger / Conversion / Bonus / Split	0	0
Less : Forfeited Share (amount originally paid up)	0	0
At the end of reporting period	400000000	400000000
Less : Calls Unpaid (Showing aggregate value of calls unpaid by directors and officers)	0	0
<b>TOTAL</b>	<b>400000000</b>	<b>400000000</b>

1.1 The reconciliation of the number of shares outstanding as at March 31,2014 and March 31, 2013 is set out below :

Equity Shares	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	4000000	400000000	4000000	400000000
Add : Shares issued during the year	0	0	0	0
Less : Buy Back/ Forfeited Shares	0	0	0	0
Shares outstanding at the end of the year	4000000	400000000	4000000	400000000

1.2 The details of shareholder holding more than 5% shares is set out below :

Name of the shareholder	As at 31st March 2014		As at 31st March 2013	
	No of Shares	% of holding	No of Shares	% of holding
1 UTKARSHJAGDISHBHAI PATEL	215115	5.38	192015	4.80
2 JAGDISHNATHALAL PATEL	327843	8.20	330343	8.26
3 JYOTIKAJAGDISHBHAI PATEL	289097	7.23	254097	6.35
4 UDITAJAGDISHBHAI PATEL	209728	5.24	209728	5.24
5 PRIYANKAUTKARSHBHAI PATEL	349853	8.75	213744	5.34

1.3 The company has only one class of ordinary equity shares and the holders of these ordinary shares are entitled to receive dividends as and when declared by the company. All shares rank equally with regard to the company's residual assets.

**2. RESERVES & SURPLUS :**

**1. CAPITAL RESERVE :**

As per last balance sheet	0	0
Add : Created during the year	0	0
Less : Transfer to General Reserve etc.	0	0
	0	0

**JYOTI RESINS & ADHESIVES LTD****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014**

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>2. RESERVES &amp; SURPLUS : (CONTD.....)</b>		
<b>2 SECURITIES PRIMUM RESERVE :</b>		
As per last balance sheet	0	0
Add : Amount received on conversion of FCCB/from proceeds of Right Issue/on account of merger etc.	0	0
Less : Right Share Issue Expenses Written off	0	0
Less : Call in Arrears	0	0
Less : Bonus shares issued by capitalisation of share premium	0	0
	0	0
<b>3. GENERAL RESERVE :</b>		
As per last balance sheet	0	0
Add : Transferred during the year from Profit & Loss Account	0	0
Add : Any others	0	0
Less : Utilised for	0	0
	0	0
<b>4. SURPLUS IN STATEMENT OF PROFIT AND LOSS :</b>		
Balance as per last Financial year	(1606103)	(6292694)
Add : Profit for the year	2416951	4686591
Add : Addition during the year (including tranfer from reserve)		
Less : Appropriations		
Proposed Dividend on Equity Shares	0	0
Tax on Dividend	0	0
Transferred to General Reserve	0	0
	810848	(1606103)
<b>TOTAL</b>	<b>810848</b>	<b>(1606103)</b>

**3. LONG TERM BORROWINGS :****1 Term loans :****(a) Secured****(i) From Banks****Bank Term Loan - On Properties :**

- The Kalupur Commercial Co.op.Bank Ltd.-1285	1682676	2902114
---	---------	---------

- The Kalupur Commercial Co.op.Bank Ltd.-1304	1090568	1701504
---	---------	---------

- The above two Loans are secured by:

i) Tenor of Loan is 60 months & repayble in equal monthly installments at present ROI is 14.00% p.a.

i) Nature of Security : Mortgage of (1) Block No 402 to 406, Rajkamal Plaza - B, Ahmedabad  
(2) Block No: 873, Mouje Santej, Ta: Kalol, Mehsana (3) 21/A, Teenmurthi Bunglow, Thaltej, Ahmedabad



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>3. LONG TERM BORROWINGS : (CONTD.....)</b>		
<b>Bank Term Loan - On Vehicles :</b>		
- Axis Bank (Verna Car Loan) - 692031	266934	711016
- The Kalupur Commercial Co.op.Bank Ltd (Vento Car Loan).- 1159	507205	704803
<b>i) Nature of Security : (Secured against the Hypothecation of Vehicle)</b>		
The Kalupur Commercial Co.op.Bank Ltd.- 1065	0	6750
The Kalupur Commercial Co.op.Bank Ltd.- 1118	95377	150800
The above two Loans are secured by:		
i) Tenor of Loan is 60 months & repayable in equal monthly installments at present ROI is 13.75% p.a.		
ii) Nature of Security : (Secured against the Hypothecation of Vehicle)		
<b>(ii) From other parties</b>	0	0
	3642760	6176987
<b>(b) Unsecured :</b>		
(i) From Bank	0	0
(ii) From Other parties	0	0
	0	0
<b>NOTES :</b> All the above Loans are also gauranteed by following direcors: (1) Jagdish Patel (2) Chandulal Patel (3) Utkarsh Patel (4) Jyotika Patel (5) Dinesh Patel		
<b>2. Loans and Advances from related parties :</b>		
(a) Secured	0	0
(b) Unsecured		
- JCEL ICD	5150000	5150000
- Jagdish N Patel	0	865000
- Naisha IT Solutions Pvt Ltd.	8425000	0
- Utkarshbhai J Patel	0	1645000
	13575000	7660000
<b>Notes :</b> (i) As per Management's explanation, the above loans is for long term and rapayable over a period of three to five years from the date of balance sheet.		
<b>3. Other loans and advances :</b>		
(a) Secured	0	0
(b) Unsecured	0	0
- From Traders	600000	2200000
<b>TOTAL</b>	<b>600000</b>	<b>2200000</b>
	<b>17817760</b>	<b>16036987</b>
<b>4. OTHER LONG TERM LIABILITIES :</b>		
(a) Trade Payables	0	0
(b) Others	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>
<b>5. LONG TERM PROVISIONS :</b>		
<b>Provision for Employee Benefits :</b>		
(a) Provision for Leave Encashment	0	0
(b) Others	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**JYOTI RESINS & ADHESIVES LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014**

Particulars	As at 31st March, 2014	As at 31st March, 2013
-------------	---------------------------	---------------------------

**6. SHORT TERM BORROWINGS:**

**(1) Loan repayable on demand :**

**(a) Secured :**

**(i) From banks :**

- The Kalupur Commercial Co.op.Bank Ltd.- Hypo 15481323 (Primary Secured against the Hypothecation of all Stocks)	6575956
- The Kalupur Commercial Co.op.Bank Ltd.- Hypo 15476073 (Primary Secured against the Hypothecation of book debts)	8053367

**Note :** Collateral security for the above loan is **(i)** Mortgage of (1) Block No 402 to 406, Rajkamal Plaza - B, Ahmedabad (2) Block No: 873, Mouje Santej, Ta: Kalol, Mehsana (3) 21/A, Teenmurthi Bunglow, Thaltej, Ahmedabad. **(ii)** Loan is gauranteed by following direcors: (1) Jagdish Patel (2) Chandulal Patel (3) Utkarsh Patel (4) Jyotika Patel (5) Dinesh Patel

**(ii) From Other Parties**

0	0
30957397	14629323

**(b) Unsecured :**

(i) From banks	0	0
(ii) From other parties	0	0
	0	0

**(2) Loans and advances from related parties :**

(a) Secured	0	0
(b) Unsecured	0	0
	0	0

**(3) Deposits :**

(a) Secured	0	0
(b) Unsecured	0	0
	0	0

<b>TOTAL</b>	<b>30957397</b>	<b>14629323</b>
--------------	-----------------	-----------------

**7. TRADE PAYABLES:**

1. Due to Micro, Small and Medium Enterprises	0	0
2. Due to Others	24612714	25697256
<b>TOTAL</b>	<b>24612714</b>	<b>25697256</b>

**8. OTHER CURRENT LIABILITIES:**

1. Current maturities of Long term Debt (Bank Term Loan repayable in 1 year)	2322120	2201344
2. Unpaid Dividends	0	0
3. Creditors for Capital Goods	0	0
4. Other payables	0	0
<b>TOTAL</b>	<b>2322120</b>	<b>2201344</b>



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>9. SHORT TERM PROVISIONS :</b>		
<b>1. Provision for employee benefits :</b>		
- Provision for Bonus	0	0
- Provision for Gratuity / Leave Encashment	0	0
	0	0
<b>2. Others :</b>		
- Provision for Income tax (Net of Advance tax & TDS)	1325000	1368019
- Provident Fund Payable	63102	56435
- TDS Payable	34135	29679
- Unpaid Expense	12045008	939839
- Unpaid Audit Fees	15000	11000
- Professional Tax	146408	144378
- Interest Expense	91688	91688
- CST / Vat Tax Payable	781330	948466
	14501671	3589504
<b>TOTAL</b>	<b>14501671</b>	<b>3589504</b>

**10. FIXED ASSETS :**

**TANGIBLE ASSETS :**

	Freehold Land	Factory Land	Factory Buildings	Plant and Machineries	Computer	Furniture and Fixtures	Vehicles	Laboratory Building	Office Premises	TOTAL
<b>Cost of Assets</b>										
As at 1st April 2012	0	1607782	4657490	17906994	214634	1343845	949763	106562	1997003	28784073
Addition	0	0	17500	122910	5800	0	2320131	0	0	2466341
Disposal/Adjustments	0	0	0	0	0	0	0	0	0	0
As at 31st March 2013	0	1607782	4674990	18029904	220434	1343845	3269894	106562	1997003	31250414
Addition	0	0	49600	6773	0	0	0	0	0	56373
Disposal/Adjustments	0	0	0	0	0	0	0	0	0	0
As at 31st March 2014	0	1607782	4724590	18036677	220434	1343845	3269894	106562	1997003	31306787
<b>Depreciation</b>										
As at 1st April 2012	0	0	2542914	13636424	97405	1035656	213897	47135	529746	18103177
Charge for the year	0	0	156024	851375	35271	67457	166534	3559	32551	1312771
Disposal/Adjustments	0	0	0	0	0	0	0	0	0	0
As at 31st March 2013	0	0	2698938	14487799	132676	1103113	380431	50694	562297	19415948
Charge for the year	0	0	157298	854291	35732	5227	327830	3559	32551	1416488
Disposal/Adjustments	0	0	0	0	0	0	0	0	0	0
As at 31st March 2014	0	0	2856236	15342090	168408	1108340	708261	54253	594848	20832436
<b>Net Block</b>										
As at 31st March 2013	0	1607782	1976052	3542105	87758	240732	2889463	55868	1434706	11834466
As at 31st March 2014	0	1607782	1868354	2694587	52026	235505	2561633	52309	1402155	10474351



**JYOTI RESINS & ADHESIVES LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014**

Particulars			As at 31st March, 2014	As at 31st March, 2013
<b>11. NONCURRENT INVESTMENTS:</b>				
<b>(1) Trade Investments :</b>				
(a) Investment in property			0	0
(b) Investment in Equity Instruments			0	0
(c) Other non-current investments (specify nature)			0	0
<b>(2) Other Investments :</b>				
(a) Investment in property			0	0
(b) Investment in Equity Instruments				
In Eq. Shares of	No. Of Shares			
		<u>Curr. Yr.</u>	<u>Prev. Yr.</u>	
Arcadia	3006	3006	33454	33454
Kalupur Commercial Co Op Bank	21900	21900	547500	547500
Atithya Non Trade Asso	14	14	<u>7000</u>	<u>7000</u>
			587954	587954
(d) Investment in Government and trust securities			0	0
(h) Other non-current investments (specify nature)			0	0
<b>AGGREGATE</b>	<b>QUOTED</b>	<b>UNQUOTED</b>		
587954	33454	554500		
<b>TOTAL</b>			<u><b>587954</b></u>	<u><b>587954</b></u>
<b>12. LONG TERM LOANS AND ADVANCES :</b>				
<b>Unsecured, Considered Good unless otherwise stated :</b>				
<b>1. Capital Advances :</b>				
Advance against Fixed Assets			0	0
<b>2. Other Loans &amp; Advances :</b>			0	0
<b>TOTAL</b>			<u><b>0</b></u>	<u><b>0</b></u>
<b>13. OTHER NON CURRENT ASSETS :</b>				
<b>1. Long Term Trade Receivables :</b>				
Unsecured, Considered Good :			0	0
<b>2., DEFERRED TAX ASSETS :</b>				
- Related to Fixed Assets			516378	332771
- Related to Others			<u>0</u>	<u>0</u>
			516378	332771
<b>3. Others</b>				
Bank FD for more than 12 months (Transferred from Cash & Bank Balances)			0	0
<b>TOTAL</b>			<u><b>516378</b></u>	<u><b>332771</b></u>



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>14. CURRENT INVESTMENTS :</b>		
1. Investment in Mutual Fund	0	0
2. Investment in Equity Shares	0	0
3. Investment in Others	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>
<b>15. INVENTORIES :</b>		
<b>(At lower of cost or Net Realisable Value)</b>		
1. Raw Materials	4684115	2430506
2. Packing Material	8308792	4075881
3. Work in Process	5064000	2240000
4. Finished Goods	7474980	7068475
5. Stock-in-Trade	0	0
<b>TOTAL</b>	<b>25531887</b>	<b>15814862</b>
<b>16. TRADERECEIVABLES :</b>		
<b>(1) Outstanding for not more than six months :</b>		
(a) Secured, considered good	72257923	54401389
(b) Unsecured, considered good	0	0
(c) Others considered doubtful	0	0
Less : (d) Allowance for bad and doubtful Debts	0	0
	72257923	54401389
<b>(2) Outstanding for more than six months :</b>		
(a) Secured, considered good	19617719	15569491
(b) Unsecured, considered good	0	0
(c) Others considered doubtful	0	0
Less : (d) Allowance for bad and doubtful Debts	0	0
	19617719	15569491
<b>TOTAL</b>	<b>91875642</b>	<b>69970880</b>
<b>17. CASH &amp; BANK BALANCES :</b>		
<b>1. Cash &amp; Cash Equivalent :</b>		
(a) Balances with Schedule Banks	577852	736922
(b) Cash on Hand	428403	486563
(c) Others		
- In Fixed Deposits for less than 3 months	0	0
<b>Sub Total ( A )</b>	<b>1006255</b>	<b>1223485</b>
<b>2. Other Bank Balances :</b>		
(a) Fixed Deposits with Banks		
- Bank FD for less than 12 months	0	0
- Bank FD for more than 12 months	0	0
(b) Earmarked balances with banks (Unpaid Dividend)	0	0
	0	0
Less : Bank FD for more than 12 months transferred to Non Current Assets	0	0
<b>Sub Total ( B )</b>	<b>0</b>	<b>0</b>
<b>TOTAL</b>	<b>0 1006255</b>	<b>0 1223485</b>

**JYOTI RESINS & ADHESIVES LTD****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014**

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>18. <u>SHORT TERMS LOANS AND ADVANCES :</u></b>		
<b>Unsecured, Considered Good :</b>		
1. <b>Loans &amp; Advances to related parties :</b>	0	0
2. <b>Loans &amp; Advances to Others :</b>		
Advance Recoverable in cash or in kind or for value to be received.		
- Advance to Girish M Baswani	28000	0
Sundry Deposits and Advances	146221	63355
Prepaid Expense	182611	134375
Advance Tax & TDS Receivable :11-12 (Net of Provision)	0	0
<b>Balance with Statutory / Government authority</b>		
Excise Duty	92617	5569
MAT Credit Entitlement	578019	578019
Advance Tax & TDS Receivables- Old	2575	2575
	<u>1030043</u>	<u>783893</u>
<b>TOTAL</b>	<b><u>1030043</u></b>	<b><u>783893</u></b>
<b>19. <u>OTHER CURRENT ASSETS :</u></b>		
1. Interest Accrued on Investments		
2. Advance Premium on Forward Contracts		
	<u>0</u>	<u>0</u>
<b>TOTAL</b>	<b><u>0</u></b>	<b><u>0</u></b>
<b>20. <u>REVENUE FROM OPERATIONS :</u></b>		
1. <b>Revenue from Operations :</b>		
Sale of Products :		
Domestic Sales	152620473	105091368
Export Sales (*)	0	0
	<u>152620473</u>	<u>105091368</u>
(*) Earning in Foreign Exchange		
2. <b>Other Operating Revenue</b>	<u>0</u>	<u>0</u>
<b>TOTAL</b>	<b><u>152620473</u></b>	<b><u>105091368</u></b>
<b>21. <u>OTHER INCOME :</u></b>		
1. Interest Income	0	0
2. Dividend Income	82125	54313
3. Profit on Sale of Shares	0	0
4. Other Non Operating Income		
- Gain on Exchange Rate Fluctuation	0	0
- Profit/(Loss) on Sale of Assets	0	0
- Rent Income	0	0
- Miscellaneous Receipts	0	98056
	<u>0</u>	<u>98056</u>
<b>TOTAL</b>	<b><u>82125</u></b>	<b><u>152368</u></b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>22. COST OF MATERIALS CONSUMED:</b>		
<b>Raw Material &amp; Packing Material Consumption :</b>		
1. Opening Stock	6506387	6274309
Add : Purchases	76322954	53732900
= Sub Total	82829341	60007209
Less : Closing Stock	12992907	6506387
<b>TOTAL</b>	<b>69836434</b>	<b>53500822</b>
<b>23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE :</b>		
<b>1. Finished Goods :</b>		
Opening Stock	7068475	4562204
Less : Closing Stock	7474980	7068475
	(406505)	(2506271)
<b>1. Work In Progress :</b>		
Opening Stock	2240000	2640250
Less : Closing Stock	5064000	2240000
	(2824000)	400250
<b>TOTAL</b>	<b>((3230505))</b>	<b>(2106021)</b>
<b>24. EMPLOYEE BENEFITS EXPENSE :</b>		
1. Salaries, Wages and Bonus	17405967	11166610
2. Contribution to Provident Fund / ESIC / Gratuity	1367161	969205
3. Directors Remuneration	1080000	600000
4. Staff Welfare Expenses	174425	68847
	20027553	12804662
<b>TOTAL</b>	<b>20027553</b>	<b>12804662</b>
<b>25. FINANCE COSTS :</b>		
<b>1. Interest Expense</b>		
- For Term Loans	887538	1042564
- For Short Term Borrowings	1966594	906160
- For Others	0	0
- Applicable net gain / loss on foreign currency transactions and translation	0	0
	2854132	1948724
<b>2. Other Borrowing Costs</b>	133146	68622
<b>TOTAL</b>	<b>2987278</b>	<b>2017346</b>
<b>26. OTHER EXPENSES :</b>		
<b>1. Manufacturing Expenses</b>		
Consumption of Stores		
Opening Stock	0	0
Add : Purchases	39270	28500
= Sub Total	39270	28500
Less : Closing Stock	0	0
	39270	28500



**JYOTI RESINS & ADHESIVES LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014**

Particulars	As at 31st March, 2014	As at 31st March, 2013
<b>26. OTHER EXPENSES : (CONDT.....)</b>		
<b>1. Manufacturing Expenses (contd.....)</b>		
Power and Fuel	859622	831105
Freight Inward, Octroi, Coolies and Cartages	528287	226264
Repairs and Maintenance :		
- To Buildings	167485	9291
- To Plant and Machineries	198053	133546
- To Other Assets	0	0
Misc. Factory Expenses	6462	0
Water Expense	118260	41150
VAT Expense	1358320	521580
	3236489	1762935
<b>2. Selling and Distribution Expenses :</b>		
Freight Outward, Coolies and Cartages	1111850	685107
Target Incentive Expenses	6676706	3033041
Cash Discount	287830	195732
Traveling Expenses :		
- For Directors	0	0
- For Staff and Guests	2229077	1321656
Sales Promotion / Gift Expenses	40681478	21050529
Advertisement Expenses	0	55576
	50986941	26341641
<b>3. Administrative Expenses :</b>		
Insurance Premium Expenses	220930	131818
Payments to Auditors :		
- As Auditor :		
Statutory Audit fees	11000	11000
Tax Audit Fees	0	0
- For Other Services (Income Tax)	4000	0
Bank Commission Charges	29528	41623
Petrol, Diesel & Conveyance	659179	333710
Donation Exp	7500	25601
Electricity Exp	0	99494
Entry Tax Exp	414704	142645
Garden Exp	44800	40850
Godown Rent Expense	83600	0
Income-Tax Exp	6192	11294
Kassar Vatav W/Off	66557	31455
Legal & Professional Fees Exps.	673167	200510
Loss on Sales of Shares	0	850863
Misc. Office Expenses	79048	17238
Municipal Tax	56391	81732
Penalty Expenses	38000	1900
Pollution Expenses	30500	46903
Postage Expense	120301	92669
Printing & Stationery Exp.	246346	158502
R. O. C. Fee Expenses	5000	2000
Repairing & Maintenance exp.	197707	30634
Tempo Diesel & Repair & Maintenance	509209	474851
Share Transfer Expense	51518	45830
Subscription Expenses	12348	1348
Telephone Exp.	276781	249984
	3844306	3124454
<b>Total</b>	<b>58107006</b>	<b>31257531</b>



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

**27.1 C. I. F. VALUE OF IMPORTS :**

	M.T.	2013-14 Amt. Rs.	M.T.	2013-13 Amt. Rs.
1. Raw Materials -	0	0	0	0
2. Stores	0	0	0	0
3. Capital Goods	0	0	0	0

**27.2 EXPENDITURE IN FOREIGN CURRENCY :**

	2013-14	2012-13
1 Travelling Expenses	0	0
2 Professional Fees	0	0
3 Subscription & Membership	0	0
4 Others	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**27.3 VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, STORES & SPARES CONSUMED AND PERCENTAGE THEREOF :**

	KG	2013-14 Amt. Rs.	KG	2012-13 Amt. Rs.
<b>a) Raw Materials :</b>				
1. Imported -	0	0	0	0
Percentage		0		0
3. Indigenous -	743935	76322954	594750	53732900
Percentage		100.00%		100.00%
<b>TOTAL</b>	<b>743935</b>	<b>76322954</b>	<b>594750</b>	<b>53732900</b>
<b>b) Stores &amp; Spares :</b>				
1. Imported	0	0	0	0
Percentage	0	0	0	0
2. Indigenous	0	0	0	0
Percentage	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**27. CURRENT TAX :**

	2013-14	2012-13
1. Current Tax	1325000	1915000
<b>TOTAL</b>	<b>1325000</b>	<b>1915000</b>

**28 EARNING PER SHARE :**

		2013-14	2012-13
1. Profit attributable to the Equity Shareholders	A	2416951	4686591
2. Basic / Weighted average number of Equity Shares outstanding during the period	B	4000000	4000000
3. Nominal value of Equity Shares (Rs.)		10	10
4. Basic/Diluted Earnings per Share (Rs.)	A / B	0.60	1.17



## JYOTI RESINS & ADHESIVES LTD

### SCHEDULE - 29 :

#### SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS :

##### (A) SIGNIFICANT ACCOUNTING POLICIES :

##### (1) BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

- a) The Financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and provisions of the Companies Act, 1956 as adopted by the Companies Act, 1956, and the applicable Accounting standards under the Companies (Accounting Standards) Rules, 2006. All Income and Expenditure having material bearing on the financial statements are recognized on accrual basis.

##### (2) USE OF ESTIMATES :

The presentation of the financial statements in conformity with the Generally Accepted Accounting policies requires, the management to make estimates and assumptions that affect the reported amount of Assets and Liabilities, revenues and Expenses and disclosure of contingent liabilities. Such estimation and assumptions are based on management's evaluation of relevant facts and circumstances as on date of financial statements. Difference between the actual results and estimates are recognized in the period in which the result are known / materialized.

##### (3) FIXED ASSETS :

All fixed assets are stated at cost. The company has capitalised all costs relating to the acquisition and installation of the fixed assets. All expenses prior to commercial production after adjustment of incomes for the same period have been capitalised and appropriated to fixed assets.

##### (4) DEPRECIATION :

The Company provides depreciation on its fixed assets on Straight Line Method at the rates specified in Schedule XIV of the Companies Act, 1956. The depreciation on additions/ deletions have been provided on pro rata basis from the date of addition/deletion. Individual assets costing less than Rs.5,000/- acquired during the year have been fully depreciated.

##### (5) INVESTMENTS :

Investments are valued at cost. There is a diminution in the value of long term investments (quoted) held by the company as on 31/03/2014 on the basis of market value thereof as on that date. No provision is considered necessary in accounts at this stage since the company expects such a decline to be temporary.

##### (6) INVENTORIES :

Inventories at year-end are valued at the Lower of the Cost Price or net realizable Value:

##### (7) REVENUE RECOGNITION :

- Revenue/ Income and Cost/ Expenditure are generally accounted on accrual basis as they are earned/ incurred, except those with significant uncertainties.
- Dividend income from investment is recognized as and when received.
- Other incomes are accounted for on accrual basis except when the recovery is uncertain, it is accounted for on receipt basis.
- Claims made against the company are evaluated as to type thereof, period for which they are outstanding and appropriate provision made. Claims are stated net of recoveries from insurance companies and other
- Administrative and other expenses are stated net of recoveries wherever is applicable.

##### (8) MISCELLANEOUS EXPENDITURE :

Preliminary expenses and pre-operative expenses are amortised over a period of 5 years.

##### (9) RETIREMENT BENEFITS :

- a) Short term employee benefits are recognized as expenses at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

- b) **Defined Contribution Plan:**

Monthly contribution to the provident fund which is defined contribution schemes are charged to profit & loss account and deposited with the provident fund authorities on monthly basis.

**Defined benefit Plans :**

Gratuity to employees is not accounted for or provided for present or future liabilities as per the provision of Accounting Standard 15 issued by Institute of Chartered Accountants of India in respect of accounting for retirement benefits.

- c) Termination benefits are charged to Profit & loss account in the year of payment.

**(10) TAXES ON INCOME :**

- a. Current tax is determined on the basis of amount of tax payable on taxable income for the year.  
b. In accordance with Accounting Standard; -22 "Accounting For Taxes on Income" issued by The Institute of Chartered Accountants of India, amount of the deferred tax for timing difference between the book and tax profits for the year is accounted for using the tax rate and laws that have been enacted or substantively enacted as of the balance sheet date.

**(11) EXPENSES :**

Material known liabilities are provided for on the basis of available information / estimates with the Management. Whenever external evidence for expenses are not available, Management has taken care of proper authorization of such expenses.

**(12) TRANSACTION IN FOREIGN CURRENCY :**

Foreign currency transactions are recorded at the exchange rate prevailing on the date of such transaction. Foreign currency monetary assets and liabilities are reported using the closing rate. Gains and losses arising on account of difference in foreign exchange rates on settlement/translation of monetary assets and liabilities on the closing date are recognized in the Profit and Loss account.

**(13) BORROWING COST :**

Borrowing cost are recognized in the period to which they relate, regardless of how the funds have been utilized, except where it relates to the financing of new assets requiring a substantial period of time for their intended future use. Interest on borrowings if any is capitalized up to the date when the asset is ready for its intended use. The amount of interest capitalized for the period is determined by applying the interest rate applicable to appropriate borrowings.

**(14) EARNING PER SHARE :**

Basic earning per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Dilutive earning per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

**(15) IMPAIRMENTS OF ASSETS :**

At each Balance sheet date, the company reviews the carrying amount of fixed assets to determine whether there is an indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment of loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the assets to their present value.

**(16) PROVISIONS AND CONTINGENT LIABILITIES :**

Provisions involving substantial degrees of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions (excluding long term benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed in the notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

**(17) CASH FLOW STATEMENT :**

The cash flow statement is prepared by the "Indirect Method" set out in Accounting standard 3 on Cash Flow Statements and present the cash flow by operating, investing and financing activities of the company.

Cash and cash equivalent presented in the cash flow statement consist of cash on hand, Bank balances and demand deposits with banks.

**JYOTI RESINS & ADHESIVES LTD****(18) ADDITIONAL NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31st March, 2014.**

1. The balances in respect of Sundry Debtors, Current Liabilities and Loans and Advances are subject to confirmations and reconciliation if any.
2. In the opinion of Board of directors & Management, the current assets, current liabilities, unsecured loans, loans and advances have been approximately of the value sated, if realized in the ordinary course of business. The provision for depreciation and for all known liabilities is adequate and not in excess of amounts reasonably necessary.
3. Additional information pursuant to the provisions of New Schedule VI of the Companies Act, 1956.

A. Auditors' Remuneration	For the year ended 31.3.14	For the year ended 31.3.13
For Audit Fees	11000	11000
For Taxation & Other Capacity	4000	4000
	15000	15000
<b>B. Directors Remuneration :</b>		
Directors Remuneration Paid	1080000	600000

**4. Employee Benefits :****a) Defined Benefit Plan :**

The Company has started staff gratuity scheme with LIC w.e.f 01-05-2009 in respect of present future liability of gratuity has been ascertained and provided in the accounts. Rs. 900000 has been deposited in staff gratuity scheme with LIC (Pre. Yr. – Rs. 550000/- provided for). There are 73 employees in the said scheme.

**b) Defined Contribution Plan :**

The Company has recognized the following amount in P & L account which is included under contribution to funds.

Particulars	Amounts (In Rs.)	
	2013-14	2012-13
Contribution to Provident Fund	419191	383743

5. The Company deals in mainly in one product segment i.e. Adhesives and hence requirements of AS-17 "Segment Reporting" issued by Institute of Chartered Accountants of India are not applicable.
6. Sundry creditors do not include any amount due to SSI undertakings as per identification made from available information.

**7. RELATED PARTY DISCLOSURES :**

As per Accounting standard 18 on "related party disclosures", disclosures of transactions with related parties as defined therein are given below.

## 1. Name of the related parties and Relationship :

- (a) Subsidiary : N.A.
- (b) Key Management Personnel:
 

Shri Jagdish N. Patel	Managing Director
Shri Chandulal C. Patel	Executive Director
Shri Utkarsh J Patel	Executive Director
- (c) Other related enterprise with significant influence :

## 2. Details relating to parties referred to (b)&amp;(c) above

	Key Management Persons	Other related Enterprise
Directors Remuneration Paid	10,80,000	NIL



9. Investment of the company have been considered by the management to be of long-term nature and hence they are valued at cost of acquisition. In respect of quoted investments where the market value is lower than the acquisition cost, no provision is made for diminution in the value of such investments, since in the opinion of the board it is a temporary phenomenon and no provision is necessary.
10. In the opinion of the Board, current assets, loans and advances have a value of the least equal to the amounts shown in the Balance sheet, if realized in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of amount considered reasonably necessary.
11. The companies have not received information's from the suppliers regarding their status under the Micro, small and Medium Enterprises Development Act, 2006. Hence, disclosure, if any relating to amount unpaid as at the balance sheet date together with interest paid or payable as per the requirement under the said act, have not been made.
12. The Company has during the year adopted Accounting Standard; -22 "Accounting For Taxes on Income" issued by The Institute of Chartered Accountants of India, Consequently the company recorded net differed tax income as at 31st March 2014, is Rs.183607/- as a increased profit and loss Account on March 2014.
13. Figures of the Previous Financial Year 2012-13 have been regrouped / reclassified wherever necessary to conform to the current year classification and presentation
14. Expenditure incurred on employees who were in receipt of not less than Rs.24,00,000/- per year if employed throughout the year and Rs.200000/- per month if employed for a part of a month - Rs. NIL
15. Additional information pursuant to the provisions of new schedule VI to the Companies Act, 1956 to the extent applicable, is given below.
- (a) Income & Expenditure in Foreign Currency :
- |                                |   |     |
|--------------------------------|---|-----|
| CIF Value of Income & Expenses | : | NIL |
|--------------------------------|---|-----|
16. Generic names of the three principal products of the company :
- |                             |   |              |
|-----------------------------|---|--------------|
| (1) Item Code No.(ITC Code) | : | 35061000     |
| Product Description         | : | ADHESIVES    |
| (2) Item Code No.(ITC Code) | : | 320890.02    |
| Product Description         | : | PAINTS       |
| (3) Item Code No.(ITC Code) | : | 390703.01    |
| Product Description         | : | ALKYD RESINS |

**Note** : Classification of products under ITC Code being a technical nature is not verified by the Auditors.

---

**AS PER OUR REPORT OF EVEN DATE****FOR RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS****RAMAN M. JAIN  
PARTNER  
M.No. 045790  
FRN : 113290W****PLACE : AHMEDABAD  
DATE : 15-05-2014****FOR & ON BEHALF OF BOARD OF DIRECTORS****JAGDISH N. PATEL  
MANAGING DIRECTOR****UTKARSH J. PATEL  
DIRECTOR****PLACE : AHMEDABAD  
DATE : 15-05-2014**

**JYOTI RESINS & ADHESIVES LTD****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

PARTICULARS	2013-2014 RUPEES	2012-2013 RUPEES
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
NET PROFIT	2416951	4686590
ADJUSTMENTS FOR		
DEPRECIATION	1416488	1312771
DEFERRED TAX INCOME	(183607)	(144966)
LOSS / (PROFIT) ON SALE OF SHARES	0	850863
LOSS ON SALES OF ASSETS	0	2018668
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>3649832</b>	<b>6705258</b>
ADJUSTMENTS FOR		
TRADE AND OTHER RECEIVABLES	(21904762)	(26210032)
INVENTORIES	(9717025)	(2338099)
TRADE PAYABLES	9827625	9261312
LOANS/ ADVANCES	(246150)	1472273
<b>NET CASH FROM OPERATING ACTIVITIES TOTAL [A]</b>	<b>(18390480)</b>	<b>(11109288)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
PURCHASE OF FIXED ASSETS	(56373)	(2466341)
SALES OF FIXED ASSETS	0	0
SALES OF SHARES	0	730386
INVESTMENTS IN SHARES	0	(115026)
<b>NET CASH FROM INVESTING ACTIVITIES TOTAL [B]</b>	<b>(56373)</b>	<b>(1850982)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
INCREASE/(DECREASE) IN BORROWINGS	18229623	12724336
<b>NET CASH USED IN FINANCING ACTIVITIES TOTAL [C]</b>	<b>18229623</b>	<b>12724336</b>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(217230)	(235934)
CASH AND CASH EQUIVALENTS AS AT 1-4-2013 (OPENING BALANCE)	1223485	1459419
CASH AND CASH EQUIVALENTS AS AT 31-3-2014 (CLOSING BALANCE)	1006255	1223485

**AS PER OUR REPORT OF EVEN DATE**

**FOR RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
FRN : 113290W**

**RAMAN M. JAIN  
PARTNER  
M.No. 045790**

**PLACE : AHMEDABAD  
DATE : 15-05-2014**

**FOR & ON BEHALF OF BOARD OF DIRECTORS**

**MANAGING DIRECTOR                      DIRECTOR**

**PLACE : AHMEDABAD  
DATE : 15-05-2014**



**JYOTI RESINS AND ADHESIVES LIMITED**

**CIN No.: L24229GJ1993PLC020879**

REGISTERED OFFICE : 405-6, RAJKAMAL PLAZA - B,NR.SAMRUDDHI BLDG,  
OPP. OLD HIGH COURT, AHMEDABAD-380014.

**PROXY FORM**

DP. ID\* \_\_\_\_\_ CLIENT ID\* \_\_\_\_\_ FOLIO NO. \_\_\_\_\_

I/WE \_\_\_\_\_

OF \_\_\_\_\_ BEING A MEMBER/MEMBERS OF THE ABOVE-NAMED

COMPANY HEREBY APPOINT MR/MRS \_\_\_\_\_ OF \_\_\_\_\_

\_\_\_\_\_ OR FAILING HIM/HER MR/MRS \_\_\_\_\_ OF \_\_\_\_\_

\_\_\_\_\_ AS MY/OUR PROXY TO ATTEND AND VOTE FOR ME/US AND ON MY/OUR  
BEHALF AT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30TH SEPTEMBER, 2014 AND  
AT ANY ADJOURNMENT THEREOF.

SIGNED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 2014

NO. OF SHARES HELD \_\_\_\_\_

SIGNATURE(S) \_\_\_\_\_

ADDRESS \_\_\_\_\_

AFFIX  
RS. 1  
REVENUE  
STAMP

NOTE : THIS PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 405-6, RAJKAMAL  
PLAZA -B, NR.SAMRUDDHI BLDG.,OPP. OLD HIGH COURT,AHMEDABAD-380 014 NOT LESS THAN 48 HOURS BEFORE THE  
TIME FOR HOLDING THE MEETING.

\* APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM.

**JYOTI RESINS AND ADHESIVES LIMITED**

**CIN No.: L24229GJ1993PLC020879**

REGISTERED OFFICE : 405-6, RAJKAMAL PLAZA - B,NR.SAMRUDDHI BLDG,  
OPP. OLD HIGH COURT, AHMEDABAD-380014.

**ATTENDANCE SLIP**

**TWENTY FIRST ANNUAL GENERAL MEETING - 30TH SEPTEMBER, 2014**

DP. ID\* \_\_\_\_\_ CLIENT ID\* \_\_\_\_\_ FOLIO NO. \_\_\_\_\_

NO. OF SHARES HELD \_\_\_\_\_

I CERTIFY THAT I AM A REGISTERED SHAREHOLDER/PROXY FOR THE REGISTERED HOLDERS OF THE COMPANY.

I HEREBY RECORD MY PRESENCE AT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON  
TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2014 AT 3.00 P.M. AT RAJKAMAL PLAZA-B, NR. SAMRUDDHI BLDG., OPP. OLD HIGH COURT,  
AHMEDABAD- 380014.

MEMBER'S/PROXY'S NAME IN BLOCK LETTERS

MEMBER'S/PROXY'S SIGNATURE

NOTE :

1. PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE VENUE OF THE MEETING.
2. PLEASE BRING YOUR COPY OF BALANCE SHEET AT THE TIME OF ANNUAL GENERAL MEETING.

\* APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM.

**BOOK-POST**

*If Undelivered please return to :*

**JYOTI RESINS AND ADHESIVES LIMITED**

405-6, RAJKAMAL PLAZA-B,  
NR. SAMRUDDHI BLDG,  
OPP. OLD HIGH COURT,  
AHMEDABAD-380014.