



11th  
ANNUAL REPORT  
2002-2003



# **DIVYA JYOTI INDUSTRIES LTD.**

**BOARD OF DIRECTORS :**

RANGNATH NYATI, Chairman  
 SATYANARAYAN RATHI, Executive Director  
 GIRDHARI R. NYATI, Whole Time Director  
 SANJAY BAWEJA, Director  
 S.L. JAIN, Director

**CHIEF EXECUTIVE**

GOPAL NYATI

**AUDITORS :**

V.R. Dafria & Company  
 Chartered Accountants  
 A-1, Megh Building,  
 13/2, M.G. Road, INDORE-452 001

**BANKERS:**

Dena Bank  
 The Saraswat Co-op. Bank Ltd.  
 Oriental Bank of Commerce

**REGISTERED OFFICE / WORKS :**

Plot No. 19-39, Sector-III,  
 Pithampur, Dist. - Dhar (M.P.)

**ADMINISTRATIVE OFFICE:**

409, Apollo Tower, 2 M.G. Road,  
 INDORE-452 001 (M.P.)

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## NOTICE

Notice is hereby given that the 11<sup>th</sup> Annual General Meeting of the members of **DIVYA JYOTI INDUSTRIES LIMITED**, will be held at its registered office of the company at 19 - 39 - Sector - III, Industrial Area, Pithampur-454775 Dist Dhar (M.P.) at 11.00 AM on Tuesday, the 30<sup>th</sup> September, 2003.

### ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account of the company of the year ended 31st March 2002 and the reports of Directors and Auditors, thereon.
- (2) To appoint a Director in place of Shri Rangnath Nyati who retires by rotation and being eligible offer himself for re-appointment.
- (3) To appoint Auditors and fix their remuneration.

By Order of the Board

Place : INDORE  
Date : 31st July, 2003

**RANGNATH NYATI**  
Chairman

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## NOTES

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Register of Member of the Company shall remain closed from 27<sup>th</sup> September, 2003 to 30<sup>th</sup> September, 2003 (both days inclusive).

Member/Proxies should bring the the copy of the Annual Report for reference at the meeting.

By Order of the Board

Place : INDORE  
Date : 31st July, 2003

**RANGNATH NYATI**  
Chairman



## DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 11<sup>th</sup> Annual Report alongwith Audited Accounts of the company for the year ended **31st March, 2003**.

### FINANCIAL RESULTS:

<b>Particulars</b>	<b>Amount in Rupees</b>	
	<b>31.3.2003</b>	<b>31.03.2002</b>
Gross Income	<b>164,79,23,852</b>	12,49,26,5200
Gross Profit before Interest & Depreciation	<b>1,15,75,369</b>	1,20,82,054
Less: Interest	<b>41,86,056</b>	37,38,894
& Depreciation	<b>50,75,898</b>	46,48,773
Profit before Tax	<b>23,13,415</b>	36,94,387
Less: Income Tax for the Current Year	<b>1,83,269</b>	2,82,751
Profit after Tax	<b>21,30,146</b>	34,11,636
Less: Deferred Tax for the current year	<b>11,14,163</b>	12,23,014
Net Profit after deferred Tax	<b>10,15,983</b>	21,88,622
Balance brought forward	<b>2,28,11,154</b>	2,86,51,110
Less : Provision for deferred Tax of earlier years	—	8,02,85,78
Balance carried to Balance Sheet	<b>2,38,27,137</b>	2,28,11,154

### DIVIDEND :

The Board of Directors to conserve the resources of the Company and to maintain the liquidity have decided not to declare dividend for the year ended 31.03.2003.

### OPERATIONS :

The total turnover for the year under review is Rs. 16479 lakhs as against Rs. 12493 lakhs in the previous year, recording a growth of 32%. The profit for the year under review was marginally declined. The reason attributed to availability of raw material at higher prices.

### FUTURE OUTLOOK:

Looking to the favourable monsoon and other climatic conditions, good soyabean crops are expected in the ensuing seasons.

The Company has also made necessary provisions for processing other oil seeds.

### DEPOSITS:

The Company has not invited/ accepted public deposit within the meaning of Section 58A of the Companies Act, 1956 and rules made there under, during the year under review.

### DIRECTORS :

Shri Rangnath Nyati Director of the Company retires by rotation and being eligible offers himself for re-appointment.



### **DIRECTOR'S RESPONSIBILITY:**

Pursuant to Section 217 (2AA) of the companies Act, 1956 the Directors confirm that :

1. In the preparation of the annual accounts, the applicable accounting standards have been followed.
2. They have, in the selection of the accounting policies, consulted the statutory auditors and have 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 end of the financial year of the profit of the company for that period.
3. They have taken proper and sufficient care to the best of their knowledge and ability for the maintainance of adequate accounting records in the accordance with the provisions of the companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. They have prepared the annual accounts on a going concern basis.

### **CORPORATE GOVERNANCE :**

Pursuant to clause 49 of the listing agreement a report on Corporate Governance is given in annexure, forming part of the Directors Report.

### **DEMAT STATUS**

The company's shares were admitted to demat. Presently shares are held both in Electronics and Physical mode.

### **AUDIT COMMITTEE**

The company has instituted an Audit Committee according to the provision of Section 292 A the Companies Act 1956. Board of Directors appointed Mr. Rangnath Nyati, Mr. Satyanarayan Rathi & Mr. Sanjay Baweja as members of the audit committee under the Chairmanship of Mr. Rangnath Nyati. The audit committee met 3 times during the year under review.

### **PARTICULARS OF EMPLOYEES:**

There was no employee in the Company who was employed through out the financial year or for part of the financial year was in receipt of remunerations whose particulars if so employed, are required to be included in the report of Directors in accordance with the provisions of Sections 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Informations as per sections 217 (1) (e) read with Companies ( Disclosure of particulars in the report of Directors) Rules, 1988 are given under:



## 1. CONSERVATION OF ENERGY :

(A)	Power and fuel consumption:	
(B)	Electricity:	
(a)	Purchased units	3610482 KWH
(b)	Total amount in Rs.	15509124/-
(c)	Rate/ unit Rs.	4.29
(C)	Own generations	128388 KWH
(D)	Coal	6615.251 M.T.
(E)	Furnace Oil	N.A.
(F)	Other/Internal generation	1000 KVA DG Set
(G)	Deisel	67157 litres.

## FOREIGN EXCHANGE EARNINGS AND OUTGO :

### 1. Earnings :-

The Company has not directly exported its products during the period under review, hence there is no foreign exchange earnings.

### 2. Out Go :-

Value of CIF Imports	Nil
Expenditure in Foreign Currency	153385

## ENVIRONMENT PROTECTION:

The Company has implemented for disposal of effluents an E.T.P. system at its Solvent Extraction Plant.

## AUDITORS:

M/s. V.R. Dafria & Company, Chartered Accountants, Indore, Auditors of the Company's, retires at the ensuing Annual General Meeting & being eligible offers themselves for re-appointment. The observation in the auditors report are self explanatory and do not required further clarification.

## ACKNOWLED GEMENT:

The Directors wish to convey their appreciation to all of the company's employees for their enormous personal efforts as well as their collective contributions, which enabled the company to meet challenges set before it and improve its performance during this year. The directors would also like to thank it Shareholders, Customers, Suppliers, Bankers and all the other business associates for the continuous support given by them to the company and their confidence in its management,

On behalf of the Board of Directors

Place : INDORE

Date : 31st July, 2003

**RANGNATH NYATI**  
Chairman



## ANNEXURE TO DIRECTORS REPORT

### CORPORATE GOVERNANCE REPORT

The philosophy of Corporate Governance is to enhance the long term economic value of the company, its stakeholders and the society at large by adopting better corporate practices in fair and transparent manner by aligning interests of the company with its shareholders and other key stakeholders.

### BOARD OF DIRECTORS

#### Composition of the Board

In view of amendment introduced by the Companies Amendment Act, 2000 and clause 49 of the listing Agreement. Company's Board now comprises of 2 independent and Non - executive Directors 1 promoter Directors (Including Non Executive Chairman) and 2 Executive Directors.

Director	Executive / Non Executive / Independent	No. of outside Directorship(s) held		
		Public Companies	Pvt. Companies	Section-25 Companies
Shri Rangnath Nyati	Non Executive	NIL	NIL	NIL
Shri Satyanarayan Rathi	Executive	NIL	1	NIL
Shri Girdhari R. Nyati	Executive	NIL	1	NIL
Shri Sanjay Baweja	Independent	NIL	NIL	NIL
Shri S.L. Jain	Independent	NIL	NIL	NIL

#### Director's Interests in the Company and Attendance Record

Particulars of sitting fees paid to Directors and details of meeting attended by them are as under :

Director	Sitting Fees paid during 2002-2003	No. of Board Meeting during 2002-2003		Attended Last AGM held on 28th September, 2003
		Held	Attended	
Shri Rangnath Nyati	--	4	4	Yes
Shri Satyanarayan Rathi	--	4	4	Yes
Shri Girdhari R. Nyati	--	4	4	Yes
Shri Sanjay Baweja	--	4	2	Yes
Shri S.L. Jain	--	4	0	No

#### Remuneration of Directors for the financial year 2002 - 2003

S. No.	Name of Director	Description of Transaction	Amount
01	Shri Girdhari R. Nyati	Remuneration	150000/-



### Audit Committee

Company has set up an "Audit Committee". The composition of the Committee is as follows :

Shri Rangnath Nyati	- Chairman
Shri Sanjay Baweja	- Member
Shri Satyanarayan Rathi	- Member
Shri Gopal Nyati (F.C.A.)	- Special Invitee

The audit committee comprises of 2 independent Non - Executive Directors and one Executive Director. The audit committee met 3 times during the year.

### Remuneration Committee

The composition of Board and quantum of remuneration being paid to whole time Directors do not warrant formation of separate remuneration committee. This function will be carried out by the Board of Directors.

### Shareholders Committee

The Company has set up a "Shareholders Committee" to look into various issues relating to investors Grievances. The Composition of committee is as follows :

Shri Rangnath Nyati	- Chairman
Shri Sanjay Baweja	- Member
Shri Satyanarayan Rathi	- Member

### Disclosures

There are no transactions entered into by the Company with the promoters, Directors or the management, their subsidiaries or relatives etc.

### GENERAL SHAREHOLDERS INFORMATION

#### (1) Address for Investor's Correspondence :

Compliance Officer :  
Shri Ashutosh Namjoshi  
409, Apollo Towers,  
2, M.G. Road, Indore - 452 001 (M.P.)

#### (2) Listing on Stock Exchanges

The equity shares of the company are presently listed with Mumbai Stock Exchange, Mumbai & M.P. Stock Exchange, Indore. Initially the equity shares were also listed with Jaipur & Ahmedabad Stock Exchanges. In the year 1997-98 the company had passed special resolution for voluntary delisting of shares with these stock exchanges and applied for delisting as per prevailing guide lines. The matter is still pending with these stock exchanges.

#### (3) Registrar and Share Transfer Agent

Intime Spectrum Registry Limited,  
307, City Centre, 570, M.G. Road, Indore