



# **DIVYA JYOTI INDUSTRIES LIMITED**





ANNUAL REPORT

DIVYA JYOTI INDUSTRIES LIMITED

**BOARD OF DIRECTORS :**

- RANGNATH NYATI, Chairman
- SATYANARAYAN RATHI, Executive Director
- GIRDHARI R. NYATI, Whole Time Director
- SANJAY BAWEJA, Director
- S.L. JAIN, Director
- ANSHUL NYATI, Director (w.e.f. 01.01.2006)

**CHIEF EXECUTIVE**

GOPAL NYATI

**AUDITORS :**

V.R. Dafria &amp; Co.

Chartered Accountants

A-1, Megh Building,

13/2, M.G. Road, INDORE-452 001

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**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.)

**REGISTRAR AND SHARE TRANSFER AGENT**

In time Spectrum Registry Limited

307, City Centre, 570 M.G. Road, Indore

Phone No:- 2544512

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## NOTICE

Notice is hereby given that the 14TH 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 Saturday, the 30Th September, 2006.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account of the company for the year ended 31st March 2006 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.

### SPECIAL BUSINESS:

4. To consider and is thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT Mr. Anshul Nyati who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 in writing proposing his Candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation.

**Place : INDORE**

**Date : 8th August 2006**

By Order of the Board  
**RANGNATH NYATI**  
Chairman

## NOTES

A MEMBER ENTITLED TO ATTEND AND VOTE 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 28.09.2006 to 30.09.2006 (both days inclusive).

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

Members are requested to notify the company immediately the change of address, if any, and also write to the company immediately about corrections, if any, in name, address and pincode.

Place : **INDORE**

Date : **8th August 2006**

By Order of the Board  
**RANGNATH NYATI**  
Chairman

## ANNEXURE TO THE NOTICE

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

As required by Section 173(2) of Companies Act, 1956 the following Explanatory Statement sets out the material facts relating to the Special business of the accompanying Notice dated 08.08.2006.

#### Item No. 4

Shri Anshul Nyati was appointed as an Additional Director of the Company on 1st January, 2006.

In terms of Section 262 of the Companies Act, 1956 Mr. Anshul Nyati holds office upto the date of the forthcoming Annual General Meeting.

The Company has received a notice in writing from a shareholder under Section 257 of the Companies Act, 1956 signifying his intention to propose the candidature of Mr. Anshul Nyati for the office of Director, liable to retire by rotation.

The Board of Directors Recommends his appointment as a Director.

None of the Directors of the Company, other than Mr. Anshul Nyati may be considered or interested or deemed to be interested passing of this resolution.

**DIRECTOR'S REPORT**

Dear Members,  
Your Directors have pleasure in presenting the 14th Annual Report alongwith Audited Accounts of the Company for the year ended **31st March, 2006**

**FINANCIAL RESULTS:**

Particulars	Amount in Rupees	
	31.03.2006	31.03.2005
Sales of other Income	163,17,17,074	166,10,76,546
Gross Profit before Interest & Depreciation	1,68,71,793	1,84,46,407
Less: Interest	1,06,35,309	1,20,04,050
& Depreciation	57,41,351	54,97,062
Profit before Tax	4,95,133	9,45,295
Less: Provision for Taxation		
Current Tax	7,23,857	831
Deferred Tax Charge (Credit)	(4,87,813)	3,22,959
Fringe Benefit Tax	2,43,000	-
Net Profit after Tax	16,089	6,21,505
Balance brought forward	3,20,79,591	3,14,58,086
Balance carried to Balance Sheet	3,20,95,680	3,20,79,591

**DIVIDEND:**

In view of marginal profits the Board of Directors have decided not to declare dividend for the year ended 31.03.2006

**OPERATIONS:**

During the year under review the export activities of the overall Soya Industries were satisfactory however low price realization of DOC in international market and increased international prices of Fuels, Coal affected the cost and thereby resulting in low crush margin. However the better marketing strategies helped the company to achieve satisfactory performance.

**FUTURE OUTLOOK:**

With overall economic environment showing encouraging signs of improvement & looking to the favourable monsoon and other climatic conditions, good soyabean crops are expected in the ensuing seasons & Directors are hopeful to give better results in the current year.

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. During the Board under review Mr. Anshul Nyati was appointed additional Director of the Company, being eligible offers himself for appointment as Director of the Company.

**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 and there has been no material departure.
2. They have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at end of the financial year of the profit of the company for that period.
3. Proper and sufficient care has been taken to the best of their knowledge and ability for the maintenance 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. The annual accounts have been prepared 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**

Presently shares of the company are held both in Electronics and Physical mode.

**AUDIT COMMITTEE**

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

**FORM - A**  
**CONSERVATION OF ENERGY:**

(A)	Power and fuel consumption:		
(B)	Electricity:		
(a)	Purchased units	3851000	KWH
(b)	Total amount in Rs.	15343736	
(c)	Rate/ unit Rs.	4.00	
(C)	Own generations (Through D.G. Set)	67470	KWH
(D)	Coal	7916.725	MT
(E)	Diesel	22490	LTR

**FORM - B**  
**Research & Development**

1. The Company is not carrying any R&D in special area but is continuously engaged in improvement of Plant and Machinery to conserve energy for better working results.
2. Benefits derived as a result of the above R&D : N.A.
3. Future Plan of Action : At the moment, the company has no special areas to carry R&D
4. Expenditure on R&D : N.A.

**Technology Absorption, Adaption and Innovation :**

1. The technology is innovated on the basis of experience gained in the working of the plant.
2. However, it is not possible to evaluate the exact cost reduction and production improvement.
3. We do not have any improved technology and hence, the details required to be given for imported technology is not applicable.

**FORM - C**  
**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	Nil

**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 its Shareholders, Customers, Suppliers, Bankers and all the other business associates for the continuous support given by them to the company and their confidence reposed in its management,

Place : **INDORE**

Date : **8th August 2006**

On behalf of the Board,  
**RANGNATH NYATI**  
Chairman

**ANNEXURE TO DIRECTORS REPORT**

**CORPORATE GOVERNANCE REPORT**

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

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**

Company's Board comprises have 3 independent and 1 Non-executive 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	1	NIL
Shri Anshul Nyati	Independent	NIL	1	NIL

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

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

Director	Sitting Fees paid during 2005-2006	No. of Board Meeting during 2005-2006		Attended Last AGM held on 30th September, 2005
		Held	Attended	
Shri Rangnath Nyati	--	5	5	Yes
Shri Satyanarayan Rathi	--	5	5	Yes
Shri Girdhari R. Nyati	--	5	5	Yes
Shri Sanjay Baweja	--	5	5	Yes
Shri S.L. Jain	--	5	4	No
Shri Anshul Nyati	--	5	1	No

**Remuneration of Directors for the financial year 2005-06**

S. No.	Name of Director	Description of Transaction	Amount
01	Shri Girdhari R. Nyati	Remuneration	330000/-