



Member's / Proxy's Signature

Annual Report 2009-2010



**DIVYA JYOTI INDUSTRIES LTD.**

An ISO 9001 : 2008 Company

Affix  
₹1  
Revenue  
Stamp

Signature



An ISO 9001:2008 Company

## BOARD OF DIRECTORS

Rangnath Nyati, Chairman  
Sampat Kumar Nyati, Managing Director (Upto 31.10.2009)  
Girdhari R. Nyati, Whole Time Director  
Gopal Nyati, Executive Director  
Madhusudan Nyati, Director (Upto 31.10.2009)  
Vijay Nyati, Director (Upto 31.10.2009)  
Rajesh Sodhani, Director (Upto 31.10.2009)  
Sanjay Baweja, Director (Upto 29.08.2009)  
S.L. Jain, Director (Upto 29.08.2009)  
Shriniwas Soni, Director  
Sudarshan Shastri, Director

## CHIEF EXECUTIVE OFFICER

Sanjay Baweja

## CHIEF FINANCIAL OFFICER

CA. Mala Rohara

## COMPANY SECRETARY

Neha Sharma (w.e.f.04.08.2010)

## AUDITORS

Dafria & Co.  
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,  
Industrial Area  
Pithampur-454 775, Dist. - Dhar (M.P.)

## ADMINISTRATIVE OFFICE

92/3, Sapna Sangeeta Main Road  
Near Tanishq Showroom  
INDORE-452 001 (M.P.)

## REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Limited  
C-13, Pannalal Silk Mills Compound,  
LBS Marg Bhandup(W), Mumbai - 400078  
Phone No:- 25963838 FAX : 25946969

WEBSITE: [www.divyajyoti.net](http://www.divyajyoti.net)

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## NOTICE

Notice is hereby given that the 18<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, District Dhar (MP) at 11:00 AM on Monday, the 20<sup>th</sup> September, 2010.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & loss Account of the company for the year ended 31<sup>st</sup> March, 2010 and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shrinivas Soni, who retires by rotation and being eligible offer him for re-appointment.
3. To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS :

Increase in Authorised Capital:

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

RESOLVED that the pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956 the Authorised Share Capital of the company be and is hereby increased from ₹ 10,50,00,000/- (Rs. Ten Crores Fifty Lacs Only) divided into 1,05,00,000/- (One crore Five Lacs only) Equity Shares of ₹ 10/- each to ₹ 15,00,00,000/- (Rs. Fifteen Crores only) divided into 1,50,00,000/- (One Crore Fifty Lacs) Equity Share of ₹ 10/- each and the respective capital clause in the Memorandum and articles of Association of the company be altered accordingly.

To consider and if think fit, to pass with or without modification the following as Special Resolution:

RESOLVED that pursuant to the provisions of Section 16 of the Companies Act, 1956, the Existing Clause 'V' of the Memorandum of Association of the Company be and is hereby deleted and in its place, following new clause 'V' be inserted :

#### CLAUSE 'V'

The authorised Share Capital of the company is ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore fifty Lacs only) Equity Shares of ₹ 10/- (Rs. Ten) each and with the rights, privileges or conditions attaching thereto as or provided by the regulations, of the company for the time being with power to increase and reduce the capital of the company and to divide the shares in capital for time being into several classes and attach thereto respectively such preferential rights, privileges or conditions as may be determine by or in accordance with the regulations of the company and to vary, modify or abrogate any being provided in the regulation of the company.

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

RESOLVED that pursuant to the provisions of Section 31 of the Companies Act, 1956 the existing Article '4' of the Articles of Association of the Company be and is herewith deleted and in its place following new article '4' be substituted:

#### ARTICLE- '4'

The authorised Share Capital of the company is ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided in the 1,50,00,000 (One Crore fifty Lacs only) Equity Shares of ₹ 10/- (Rs. Ten) each. The company shall have power to increase or reduce the same and to divide the shares in the capital of the company for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles and to modify or abrogate any such rights, privileges and conditions in such manner as is for the time being provided under the Act and/or the Articles of the company and consolidate or sub-divide these shares and to issue shares of higher or lower denomination.

Place: INDORE  
Date : July 12, 2010

By Order of the Board,  
RANGNATH NYATI  
Chairman



## NOTES

1. 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 DESPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 4 in the above notice is annexed hereto.
3. Register of Member of the Company shall remain closed from 18.09.2010 to 20.09.2010 (Both days inclusive)
4. Member/Proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
5. Members are requested to notify the change in their address to the company and always quote their Folio Numbers or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of address to their respective Depository Participant.

Place: INDORE  
Date : July 12, 2010

By Order of the Board,  
RANGNATH NYATI  
Chairman

### ANNEXURE TO THE NOTICE EXPLANATORY STATEMENTS 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 12.07.2010.

#### Item No 4

The present authorised share capital of the company is ₹ 10.50 Crores ( Rupees Ten Crores Fifty Lacs Only) and the Company has drawn up programme to install a 100 TPD Edible Oil Refinery with Packing Plant and 10,000 MT Silo with complete material handling and Aspiration System. The approximate cost of the project would be ₹ 17.50 Crores (Rupees Seventeen Crores Fifty Lacs only) and to meet out the part of funds requirement for the above project, the Board has decided to increase the authorised capital from ₹ 10.50 Crores to ₹ 15.00 Crores. It is proposed to raise funds by issuing fresh Equity Shares or other convertible securities for one or more types; the above Resolution gives adequate flexibility and discretion to the Board of Directors to finalize the terms and conditions to issue and market for fresh Equity Shares or other convertible securities.

The Directors recommend the resolution for your approval. None of the Directors of the company is concerned or interested in the said resolution except to the extent of their respective shareholding in the Company, if any.

Place: INDORE  
Date : July 12, 2010

By Order of the Board,  
RANGNATH NYATI  
Chairman



## CHAIRMAN'S MESSAGE



### Dear Shareholders,

We had seen a tough year for soya processing industry due to high prices of raw materials resulting into disparity of crushing margins during major part of the year. This resulted in low capacity utilization of about 50% in the Soya industry during the year. (Source: SOPA...)

Your Company, however, had some advantage in timely sourcing of raw materials that resulted into an increase of more than 65% in Net Profit before depreciation & Interest to ₹ 3.76 Crores from ₹ 2.28 crores last year and increase of more than 1000% in Profit after Tax from ₹ 5.35 lacs to ₹ 62.16 lacs. Your Company also undertook measures to export its products directly and successfully exported 6023 MT of DOC (₹ 13 Crores) to Vietnam during the year.

Your company has taken initiatives to set-up online connectivity between plant & corporate office through ERP system. It will improve the availability of the data and information system of the company.

Your Company has also commenced its expansion Project of setting up 100 TPD of Edible Oil Refinery with Packing Plant, Lecithin, Acid Oil Plant along with Boiler, DG set and installation of 10000 MT silo with complete material handling & aspiration system, weigh bridge. The cost of setting up refinery along with 10000 MT of Silos and Weigh Bridge etc. is expected to be about ₹ 17.50 Crores for which the Bankers have already sanctioned the loan and the Project is expected to commence commercial production by October, 2010. This expansion is expected to result into substantial increase in the turnover and profitability of the company.

In the end, I would like to thank all my colleagues, customers, suppliers and bankers for their support, commitment and understanding through the year that has helped reach the company to its current level of operations. I would also like to thank our shareholders for the trust they have reposed in the Company over the years and look forward to their continued support and guidance.

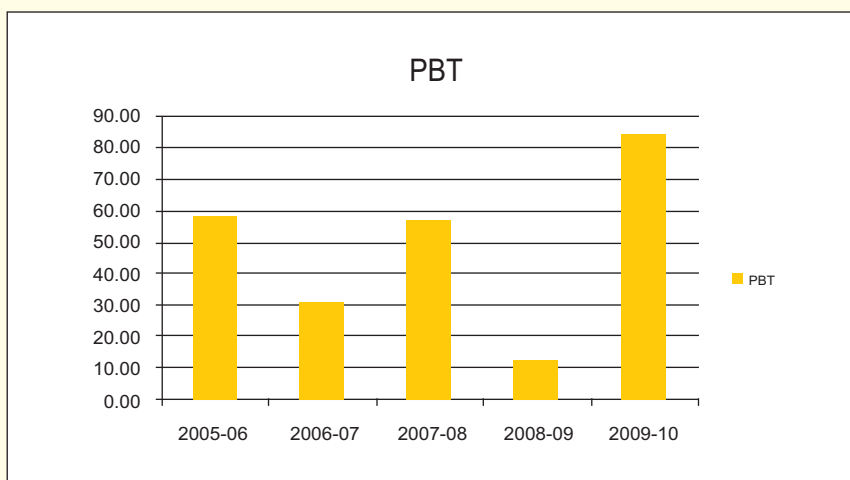
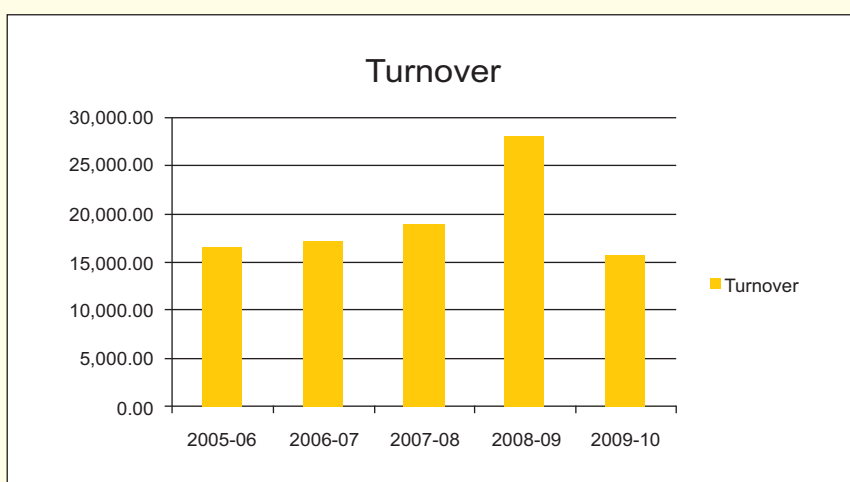
**Best Regards**

**Rangnath Nyati**  
**Chairman**



## 5 YEARS OVERVIEW

Particulars	Amount in Rupees (In Lacs)				
	2005-06	2006-07	2007-08	2008-09	2009-10
Turnover	16,502.01	17,132.49	18,810.48	27,895.38	15,770.16
Other Income	13.30	16.96	9.08	19.32	48.27
EBIDT	168.72	237.45	260.89	227.82	375.76
PBT	57.41	30.05	56.43	12.49	84.01
PAT	0.16	15.57	35.41	5.35	62.17
EPS	0.00	0.16	0.36	0.05	





## DIRECTORS REPORT

To  
The Members,  
Divya Jyoti Industries Limited

The Directors have pleasure in presenting before the Shareholders the 18th Annual Report on the working of the Company together with Audited Accounts of the Company for the year ended 31st March, 2010.

### Financial Performance

The Financial Results of the Company for the year under review are summarized as under:

Particulars	Amount in Rupees	
	31.03.2010	31.03.2009
Sales & Other Income	1,59,28,89,757	2,80,38,43,014
Net Profit Before Interest & Depreciation	3,75,76,452	2,27,82,272
Less: Interest	2,05,68,209	1,32,49,164
& Depreciation	86,07,205	82,84,321
Profit Before Tax	84,01,038	12,48,787
Less :- Provisions for Taxation		
Current Tax	20,56,613	1,16,351
Deferred Tax	1,27,701	4,06,878
Fringe Benefit Tax	-	1,90,172
Net Profit after Tax	62,16,724	5,35,386
Less : Income Tax of earlier year	2,84,666	2,74,239
	59,32,058	2,61,147
Balance brought forward of previous year	3,73,25,335	3,70,64,188
Balance carried to Balance Sheet	4,32,57,393	3,73,25,335

### Dividend

The Company intends to retain internal accruals for funding growth to generate a good return for shareholders for today and for tomorrow. Thus the Board of directors do not propose dividend for the year ended 2009-10.

### Public 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.

### Business Performance

The Business performance of the Company during the year under review was satisfactory and the company had much higher profits as compared to the previous year though the turnover was low due to lower utilization of crushing capacity owing to high raw material prices and lower crushing margins for most part of the year. Timely procurement of raw materials at low prices and better marketing strategies, however, resulted into substantial increase in profits of the company during the year.

### Future Outlook

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

### Forward Integration Project

The company has started implementation of 100 TPD Edible Oil Refinery with packing plant, lecithin, acid oil plant, boiler, DG set and installation of 10,000 MT silo with complete material handling and aspiration system, weigh bridge. The Project is on full swing and the commercial production is expected to commence in October, 2010

### Particulars of Employees

There was no employee in the Company who was employed throughout the financial year or for part of the financial year was in receipt of remuneration 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 as amended.





## Directors

In accordance with provisions of the Companies Act, 1956 and Article of association of the Company, Shri Shriniwas Soni, Director of the company, retires by rotation and being eligible offer him for re-appointment. During the period under review, Shri Sampat Kumar Nyati, Shri Vijay Nyati, Shri Madhusudan Nyati, Shri Rajesh Sodhani has resigned as Directors of the Company.

## Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the companies Act, 1956, yours 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 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 and 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.

## Auditors

M/s Dafria & Co., Chartered Accountants, Statutory Auditors of the company, retire at the conclusion of ensuring Annual general meeting of the company. They have offered themselves for re-appointment as Statutory Auditors and have confirmed that their appointment, if made would be within the prescribed limits under section 224(1B) of the companies Act, 1956.

## Auditors Report

The notes on accounts referred to in the Auditors Report are self-explanatory and therefore needs no further comments.

## Corporate Governance

The company complies with the principles of Corporate Governance as set out in clause 49 of the Listing Agreement continuously and your directors are pleased to attach a report on corporate governance along with the Certificate from the Company's Auditors.

## Conservation of Energy Technology Absorption & Foreign Exchange Earnings and Outgo

Information 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	2496720	KWH
	(b) Total amount in Rs	12305328	
	(c) Rate / unit Rs.	4.93	
(C)	Own generations (Through D.G. Set)	115305	KWH
(D)	Coal	5056.437	MT
(E)	Diesel	23061	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.