

# **JYOTI RESINS & ADHESIVES LIMITED**



**THIRTEENTH ANNUAL REPORT**  
**2005-2006**

# JYOTI RESINS AND ADHESIVES LIMITED

## ANNUAL REPORT

2005 - 2006

### BOARD OF DIRECTORS

|                    |   |                              |
|--------------------|---|------------------------------|
| JAGDISH N. PATEL   | : | CHAIRMAN & MANAGING DIRECTOR |
| CHANDULAL C. PATEL | : | DIRECTOR                     |
| GIRISH M. PATEL    | : | DIRECTOR                     |
| KEYUR J. PATEL     | : | DIRECTOR                     |
| KALPESH R. PATEL   | : | DIRECTOR                     |
| UMAKANT G. PATEL   | : | DIRECTOR                     |



### BANKERS

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

INDIAN OVERSEAS BANK  
NARANPURA BRANCH, AHMEDABAD



### AUDITORS

MAHESH VYAS & CO.  
CHARTERED ACCOUNTANTS  
BHESAT VADO, PATAN,  
NORTH GUJARAT



### REGISTERED OFFICE

405-6, RAJKAMAL PLAZA - B,  
NR.SAMRUDDHI BLDG.,OPP.OLD HIGH COURT,  
AHMEDABAD 380 014.



### FACTORY

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

**JYOTI RESINS AND ADHESIVES LIMITED.**

**REGISTERED OFFICE: 405-6,RAJKAMAL PLAZA - B, NR.SAMRUDDHI BLDG.,  
OPP. OLD HIGH COURT, AHMEDABAD- 380 014.**

**NOTICE**

**NOTICE** is hereby given that the **THIRTEENTH ANNUAL GENERAL MEETING** of the members of the company will be held on Saturday, the 30th September, 2006 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 31<sup>st</sup> March 2006 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. Chandulal C. Patel who retires by rotation and being eligible offers him self 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 then 48 hours before the commencement of the meeting.
3. Register of Members and Share Transfer Books of the Company will remain closed from 25<sup>th</sup> September, 2006 to 30th September, 2006 (both days inclusive).
4. Members are requested to intimate the changes, if any, in their registered addresses.

**By Order of the Board**

**Place: Ahmedabad.**  
**Date: 14<sup>th</sup> August, 2006.**

**Jagdish N.Patel**  
**Chairman**

**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**

Brief profile of the directors seeking re-appointment at the Annual General Meeting.

**Mr. Chandulal C. Patel**

Mr. Chandulal Patel aged about 54 years is son of Chhotalal Patel. He has been associated with the company since 1993. He has more than 15 years of experience of Paints & Adhesives Industries.

He has wide experience of production technology of Paints & Adhesives. He has implemented various techniques in production of Paints & adhesives to reduce cost and improve quality.

**JYOTI RESINS AND ADHESIVES LIMITED.**

REGISTERED OFFICE: 405-6, RAJKAMAL PLAZA - B, NR. SAMRUDDHI BLDG.,  
OPP. OLD HIGH COURT, AHMEDABAD 380 014.

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their Thirteenth Annual Report together with the audited statements of accounts for the year ended 31st March, 2006.

**FINANCIAL RESULTS**

|                             | 2005-2006   | 2004-2005   |
|-----------------------------|-------------|-------------|
|                             | Rs.         | Rs.         |
| Sales & Other Incomes       | 1,52,63,932 | 1,20,44,572 |
| Operating Profit (PBDTM)    | 14,92,949   | 6,88,323    |
| Net Profit/(Loss) after Tax | 3,57,962    | (7,84,308)  |
| Brought Forward Loss        | 1,65,80,805 | 1,57,96,497 |
| Loss Carried Forward to B/S | 1,62,22,843 | 1,65,80,805 |

During the year under report Company has earned net Cash profit of Rs. 14.93 lacs in compare to previous year Rs. 6.88 lacs. Company has earned Net Profit of Rs. 3.58 lacs against previous year loss of Rs. 7.84 lacs after providing depreciation, miscellaneous expenses and prior period item. Turnover of the company was Rs.152.64 Lacs in compare to previous year Rs. 120.45 lacs. Director has initiated many steps to reduce expenses & increase turnover of the company. Your directors are hopeful about better performance of the company in coming years.

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

**DIRECTORS**

In terms of the provisions of the Companies Act, 1956 Mr. Chandulal C. 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 Mahesh Vyas & Co., Chartered Accountants Statutory Auditor of the Company retire at the conclusion of the Annual General Meeting and being eligible have expressed their willingness for re-appointment until conclusion of the next Annual General Meeting. Your Directors recommend their re-appointment as the Auditors of the Company.

**JYOTI RESINS AND ADHESIVES LIMITED****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.

**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: 14<sup>th</sup> August, 2006.

**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, 2006.

### 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:

| Particulars                      |             | 2005-2006 | 2004-2005 |
|----------------------------------|-------------|-----------|-----------|
| <b>Electricity</b>               |             |           |           |
| a) Purchased Units               | (KWH)       | 43,260    | 43,530    |
| Total Amount                     | (Rs.)       | 2,48,332  | 2,33,995  |
| Rate/Unit                        | (Rs./KWH)   | 5.74      | 5.38      |
| Cost per Kg of Production        | (Rs.)       | 0.78      | 0.94      |
| <b>b) Own generation</b>         |             |           |           |
| (i) Through LDO/Diesal Generator | Unit (Ltrs) | 299       | 168       |
| Cost of LDO/Diesal               | (Rs.)       | 10,307    | 4,414     |
| Per Ltr Cost                     | (Rs.)       | 34.47     | 26.27     |
| Cost per Kg of Production        | (Rs.)       | 0.03      | 0.02      |
| (ii) Through Fire Woods          | Unit (Kgs)  | 52,635    | 37,305    |
| Cost of Fire woods               | (Rs.)       | 65,389    | 43,263    |
| Per Kgs. Cost                    | (Rs.)       | 1.24      | 1.63      |
| Cost per Kg of Production        | (Rs.)       | 0.21      | 0.17      |

**For & On Behalf of the Board**

Place: Ahmedabad.  
Dated: 14th August, 2006

Jagdish N.Patel  
Chairman & Managing Director



**ANNEXURE - 'B'****REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

The securities and Exchange Board of India (SEBI) constituted the committee on corporate Governance to promote and raise the standard of corporate governance of listed companies. The committee made recommendations on the composition of the board of directors, audit committee, board procedure etc.

The Company is taking necessary steps to comply with the clause 49 of the Revised Listing Agreement. Given below is the report of the Directors on the corporate governance.

**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               | 08                             | Yes                 |
| Shri Chandulal Patel | Executive Director         | 08                             | Yes                 |
| Shri Girish Patel    | Non Executive Independent  | 08                             | Yes                 |
| Shri Keyur Patel     | Non Executive Independent  | 08                             | Yes                 |
| Shri Kalpesh Patel   | Non Executive, Independent | 08                             | Yes                 |
| Shri Umakant Patel   | Non Executive, Independent | 08                             | Yes                 |

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

Dates of Board meeting held: (1) 30.04.2005 (2) 30.07.2005 (3) 16.08.2005 (4) 31.10.2005 (5) 05.01.2006 (6) 31.01.2006 (7) 28.02.2006 and (8) 31.03.2006

**DETAILS OF OTHER DIRECTORSHIPS :**

| Name of Director   | Other Directorship (No of Company) |
|--------------------|------------------------------------|
| Shri Jagdish Patel | 1                                  |
| Shri Kaplesh Patel | 1                                  |

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 four independent Director.

**JYOTI RESINS AND ADHESIVES LIMITED****AUDIT COMMITTEE**

The audit committee has the following non-executive Director

1. Mr. Keyur Patel - Chairman
2. Mr.Kalpesh 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 480000/- and no other perquisites were paid.

**SHAREHOLDERS COMMITTEE**

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

1. Mr. Keyur Patel - Chairman
2. Mr.Kalpesh 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.

The Share received for transfer are approved on 15<sup>th</sup> and 30<sup>th</sup> 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 2005-2006."

**Jagdish N. Patel**  
**Managing Director**

**GENERAL BODY MEETING:**

| Date      | Type | Time      | Location  |
|-----------|------|-----------|---|
| 30-9-2003 | AGM  | 3.00 P.M. | 405-6,Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad |
| 30-9-2004 | AGM  | 3.00 P.M. | 405-6,Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad |
| 30-9-2005 | 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.



**JYOTI RESINS AND ADHESIVES LIMITED****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: 30/9/2006  
(Date, Time and Venue) Time: 3.00 P.M.  
Venue: 405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad.

Financial Calendar : 1<sup>st</sup> April 2005 to 31<sup>st</sup> March 2006.

Date of Book Closure : From: Monday, 25<sup>th</sup> Sept. 2006 to 30<sup>th</sup> Sept. 2006. (Both days inclusive)

Dividend Payment Date : No Dividend declared.

**TENTATIVE FINANCIAL CALENDAR**

Publication of Quarterly Results ending 30<sup>th</sup> Sept. 2006 Last week of Oct. 2006

Publication of Quarterly Results ending 31<sup>st</sup> Dec. 2006 Last week of Jan. 2007

Publication of Audited Results for 2006 - 07 Last week of May 2007

Annual General Meeting for 2006 - 07 Last week of August 2007

**LISTING ON STOCK EXCHANGE :** THE STOCK EXCHANGE, MUMBAI

**STOCK CODE ON BSE** 514448

**Market Price Data :**

Share price in The Stock Exchange, Mumbai :

| Month        | High (Rs.) | Low (Rs.) |
|--------------|------------|-----------|
| April'05     | 2.04       | 1.11      |
| May'05       | 1.82       | 1.25      |
| June'05      | 3.90       | 1.50      |
| July'05      | 2.95       | 1.82      |
| August'05    | 8.40       | 2.00      |
| September'05 | 6.45       | 3.55      |
| October'05   | 3.38       | 1.60      |
| November'05  | 2.59       | 1.82      |
| December'05  | 2.00       | 1.37      |
| January'06   | 1.90       | 1.46      |
| February'06  | 1.62       | 1.13      |
| March'06     | 1.62       | 1.02      |

**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.**

**JYOTI RESINS AND ADHESIVES LIMITED****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-400 072.

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 31<sup>st</sup> March, 2006 :**

| No. of Equity Shares Held | No. of Share holders | % of Shareholders | No. of Share held | % of Shareholders |
|---------------------------|----------------------|-------------------|-------------------|-------------------|
| 1 to 500                  | 734                  | 40.42             | 232364            | 0.43              |
| 501 to 1000               | 416                  | 22.91             | 395676            | 0.73              |
| 1001 to 2000              | 257                  | 14.15             | 455768            | 0.84              |
| 2001 to 3000              | 105                  | 5.78              | 278936            | 0.52              |
| 3001 to 4000              | 52                   | 2.86              | 192323            | 0.36              |
| 4001 to 5000              | 77                   | 4.24              | 444301            | 0.82              |
| 5001 to 10000             | 91                   | 5.01              | 712726            | 1.32              |
| 10001 and above           | 84                   | 4.63              | 51287906          | 94.98             |
| <b>TOTAL</b>              | <b>1816</b>          | <b>100.00</b>     | <b>54000000</b>   | <b>100.00</b>     |

**Distribution pattern as on 31<sup>st</sup> March, 2006**

|                         | NO. OF SHARES | PERCENTAGE (%) |
|-------------------------|---------------|----------------|
| Promoters and Relatives | 11,85,800     | 2.20           |
| Bodies Corporate        | 5,49,937      | 1.02           |
| Banks/FII/FI / NRI      | 1,762         | 0.00           |
| Public                  | 5,22,44,787   | 96.75          |
| Other – Clearing Member | 17,714        | 0.03           |

**Dematerialization of shares and Liquidity ISIN NO. INE577D01013**

3917589 shares out of 54000000 shares of the company have dematerialized as at 31<sup>st</sup> March, 2006 representing 7.25% 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. Mehsana,  
Gujarat.

Address for Correspondence :

405-6, Rajkamal Plaza-B, Nr. Samruddhi Building,  
Opp. Old High Court, Ahmedabad – 380 014.