

GEMMIA OILTECH (INDIA) LIMITED



TWENTY FIRST ANNUAL REPORT
2013-2014

BOARD OF DIRECTORS

Mr. Jude Jeyaprakash, *Executive Director*
Mr. A. Srinivas
Mr. T. V. Balachandran
Mr. K. Raman
Mr. M. Rajan
Mr. A. Roche
Mr. V. Arunagiri

AUDIT COMMITTEE

Mr. T. V. Balachandran, Chairman of the Committee
Mr. A. Srinivas
Mr. V. Arunagiri

STATUTORY AUDITORS

M/s. R. Ravindran & Associates
Chartered Accountant

BANKERS

HDFC Bank Limited

REGISTERED OFFICE

33/8, B. R. Complex, II Floor
C. P. Ramasamy Road, Alwarpet
Chennai - 600 018
Tamil Nadu

REGISTRAR AND SHARE TRANSFER AGENT

System Support Services
89, Andheri - Kurla Road
(Next to Logitech Park, Above McDonalds)
Sakinaka, Andheri (E)
Mumbai – 400 072
Maharashtra

CONTENTS

<i>SL. NO.</i>	<i>PARTICULARS</i>	<i>PAGE NO.</i>
1.	Notice	4
2.	Directors' Report	12
3.	Report on Corporate Governance	23
	<i>STANDALONE FINANCIAL STATEMENTS</i>	
4.	Auditors' Report	39
5.	Balance Sheet	44
6.	Profit & Loss Account	45
7.	Cash Flow Statement	46

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Shareholders of the Company will be held on Wednesday, December 31, 2014, at 11 A.M. at South Indian National Association, 'Shastri Hall', I Floor, No. 40 Luz Church Road, Mylapore, Chennai - 600 004.

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended 31st March, 2014 together with the Directors' Report and the Auditors' Report thereon.**

To consider and if thought fit, to pass with or without modification, the following resolution as an "ordinary resolution"

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss of the Company for the year ended 31st March, 2014 and the Cash Flow Statement together with the Directors' Report and the Auditors Report thereon be and are hereby approved and adopted".

- 2. To appoint a Director in place of Mr. A. Srinivasan who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification, the following resolution as an "ordinary resolution"

"RESOLVED THAT to appoint a Director in place of Mr. A. Srinivasan, who retires by rotation at this meeting and being eligible, offers himself for re-appointment".

- 3. To appoint a Director in place of Mr. K. Raman who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification, the following resolution as an "ordinary resolution"

"RESOLVED THAT to appoint a Director in place of Mr. K. Raman, who retires by rotation at this meeting and being eligible, offers himself for re-appointment".

- 4. Appointment of Statutory Auditors and to fix their remuneration**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an "Ordinary Resolution":

“RESOLVED THAT, pursuant to the provisions of Section 139 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder, M/s. R. Ravindran & Associates, Chartered Accountants, (Registration No. 003222S) Chartered Accountants, Chennai be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Twenty First Annual General Meeting till the conclusion of Twenty Third Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting on a remuneration as may be determined by the Board)”.

SPECIAL BUSINESS:

5. Appointment of Mr. M. Rajan, as Director, liable to retire by rotation

To consider, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. M. Rajan, who was appointed as an Additional Director of the Company with effect from September 30, 2013 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

6. Appointment of Mr. A Roche, as Director, liable to retire by rotation

To consider, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. A. Roche, who was appointed as an Additional Director of the Company with effect from November 11, 2013 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) hold office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

7. Appointment of Mr. V. Arunagiri, as Director, liable to retire by rotation

To consider, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. V. Arunagiri, who was appointed as an Additional Director of the Company with effect from February 14, 2014 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) hold office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

By Order of the Board
For **GEMMIA OILTECH (INDIA) LIMITED**

Sd/-
Jude Jeyaprakash
Executive Director

Sd/-
T. V. Balachandran
Director

Place : Chennai
Date : December, 4 2014

Notes:

1. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The proxy form duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The register of members and share transfer books of the Company will remain closed from (day), (date) to (day), (date) (both days inclusive).
4. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. System Support Services 89, Andheri - Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai – 400 072, Maharashtra.
8. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on bank account details, if any, to the respective depository participants.
9. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 2.00 p.m. upto the date of Annual General Meeting.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
11. As an economic measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of Annual Report to the meeting.

12. Voting through electronic means

In compliance with provisions 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 members facility to exercise their right to vote at the 07th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited(CDSL):

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- a. Log on to the e-voting website www.evotingindia.com
- b. Click on "Shareholders" tab.
- c. Select the Electronic Voting Sequence Number - along with " GEMMIA OILTECH (INDIA) LIMITED " from the drop down menu and click on "SUBMIT"
- d. Now Enter your User ID
- e. For CDSL: 16 digits beneficiary ID,
- f. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- g. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- h. Next enter the Image Verification as displayed and Click on Login.
- i. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- j. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- k. After entering these details appropriately, click on "SUBMIT" tab.
- l. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- m. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- n. Click on the EVSN for "GEMMIA OILTECH (INDIA) LIMITED" on which you choose to vote.
- o. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- p. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- q. 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.
- r. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- s. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- t. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b. The voting period begins on 24th December, 2014 (09.30.A.M.) and ends on 26th December, 2014 (05.30. P.M.). During this period shareholders' of the Company, holding shares either

in physical form or in dematerialized form, as on the cut-off date of December 05, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

13. The Board has appointed Mrs. K. Sneha, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the e-voting process for the Annual General Meeting in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock 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 or against, if any, forthwith to the Chairman of the Company.

14. The Results shall be declared on the day of the Annual General Meeting of the Company. The results declared along with the scrutinizer's report shall be placed on the Company's website www.ramkaashyap.com and on the website of CDSL within two days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

By Order of the Board
For **GEMMIA OILTECH (INDIA) LIMITED**

Sd/-
Jude Jeyaprakash
Executive Director

Sd/-
T. V. Balachandran
Director

Place : Chennai

Date : December, 4 2014