

**GUJARAT BITUMEN LIMITED**

**28<sup>TH</sup> ANNUAL REPORT**

**2013-14**

## **GUJARAT BITUMEN LTD.**

### **28<sup>th</sup> Annual General Meeting**

Thursday, 21<sup>st</sup> August, 2014 at Registered office of the company at 11.00 a.m.

#### **Registered Office**

501, Akruvi Complex,  
Near Stadium Circle,  
Navrangpura,  
Ahmedabad - 380 009.

#### **Bankers**

Allahabad Bank,  
Ahmedabad.

#### **Board of Directors**

Shri Mohan L. Punjabi  
(Managing Director)

Shri Parimal S. Patwa  
(Director)

Shri Naresh D. Chiplunkar  
(Independent Director)

Shri Nirmalkumar R. Tiwari  
(Independent Director)

#### **Auditors**

Ashwin H. Shah & Co.  
Chartered Accountants Ahmedabad  
Ahmedabad

The Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, Since copy of the report will not be disturbed at the meeting.

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**GUJARAT BITUMEN LIMITED**

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Regd. Office: 501, Akruiti Complex, Near Stadium Circle, Navrangpura, Ahmedabad – 380009, Gujarat  
CIN NO. L24117GJ1985PLC007985, Email Id:- [gujaratbitumen@gmail.com](mailto:gujaratbitumen@gmail.com)  
website: [www.gujaratbitumen.com](http://www.gujaratbitumen.com)

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**N O T I C E**

**NOTICE** is hereby given that the **28<sup>th</sup> Annual General Meeting** of **GUJARAT BITUMEN LIMITED** will be held at the Registered Office of the Company at **501, Akruiti Complex, Near Stadium Circle, Navrangpura, Ahmedabad – 380009, Gujarat** on **Friday, 21<sup>st</sup> August Day of September, 2014** at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt audited Balance Sheet as at **31st March, 2014** and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of Mr. Mohan L. Punjabi who retires by rotation and being eligible offers himself for re-appointment.
3. To approve the appointment of Statutory Auditor and to fix their remuneration due to casual vacancy by resignation of auditor and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** M/s Loonia & Associates, Chartered Accountants (Registration No. 130883W) be and hereby appointed as Statutory Auditors of the Company in place of M/s Ashwin H. Shah, Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by Board of Directors of the Company in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties."

**SPECIAL BUSINESS:**

4. **To appoint Shri Naresh Dattaram Chimplunkar (DIN No.05268154) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Naresh Dattaram Chimplunkar (DIN No.05268154) who was appointed as an Additional Director pursuant to the provisions of Sections 161(1) of the Companies Act 2013, and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to March 31, 2019.

5. **To appoint Shri Nirmal Kumar Ramnath Tiwari (DIN No.05233717) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies ( Appointment and Qualification of Directors) Rules, 2014 ( including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Nirmal Kumar Ramnath Tiwari (DIN No.05233717), who was appointed as an Additional Director pursuant to the provisions of Sections 161(1) of the Companies Act 2013, and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to March 31, 2019.

**BY ORDER OF THE BOARD  
For, GUJARAT BITUMEN LIMITED**

**PLACE: AHMEDABAD**

**DATE: 24.05.2014**

**[MOHAN L. PUNJABI]  
CHAIRMAN**

**NOTES:**

- 1) 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. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
- 2) Brief Resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorship and membership and relationship between directors inters-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.
- 3) A statement pursuant to Section 102 (1) of the Companies Act 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

- 4) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- 5) The Companies Act, 2013 and Clause 35B of the Listing Agreement requires a listed Company to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meeting. So to meet the said requirement the Company is pleased to provide members facility to exercise their rights to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
- 6) Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
- 7) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Registrar.
- 8) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
- 9) The Register of Members and the Share Transfer Books of the Company will remain closed from **16.08.2014 to 21.08.2014** (both days inclusive).

#### **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 4 & 5:-**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Naresh Dattaram Chiplunkar as an Additional Director of the Company with effect from December, 2013 and Shri Nirmal Kumar Ramnath Tiwari as an Additional Director of the Company with effect from October, 2013

In terms of the provisions of Section 161(1) of the Act, Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari would hold office up to the date of the ensuing Annual General Meeting.

The Company had received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari for the office of Director of the Company.

Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act Inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its board. As per the said section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the board of a company and he shall not be included in the total number of directors for retirement by rotation.

The company has received declaration from Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari that he meets with the criteria of independence as prescribed both under sub – section (6) of section 149 of the Act and under clause 49 of the listing Agreement. Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari possesses appropriate skills, experience and knowledge, inter alia, in the field of finance.

In the opinion of the board, Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari fulfills the conditions for their appointment as an independent Directors as specified in the Act and the listing Agreement. Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari is independent of the management.

Brief resume of Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of the Board committees, Shareholding and relationships between directors inter-se as stipulated under clause 49 of the listing agreement with stock exchanges, are provided in the corporate Governance Report forming part of Annual Report.

Keeping in view their vast experience and knowledge, it will be in the interest of the company that Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari are appointed as an independent directors.

Copy of the draft letter for appointment of Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari as an independent directors setting out the terms and conditions is available for inspiring by members at the registered Office of the Company.

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri Naresh Dattaram Chiplunkar and Shri Nirmal Kumar Ramnath Tiwari and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other directors/ key Managerial personnel of the Company / their relatives are, if any way, concerned or interested, financially or otherwise, in the resolution set out at item 4 & 5 of the notice.

The Board commends the Ordinary Resolution set out at item 4 & 5 of the Notice for approval by the shareholders.

**GUJARAT BITUMEN LIMITED**


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 Regd. Office: 501, Akruti Complex, Near Stadium Circle, Navrangpura, Ahmedabad – 380009, Gujarat
 

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**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have great pleasure in presenting the **Annual Report** on business and operation of the Company together with the Audited Accounts for the financial year ended on **31st March 2014**.

**FINANCIAL RESULTS**

[Amount in ₹]

Particulars	Financial Year	Financial Year
	2013-14	2012-13
Profit Before Depreciation & Taxation	<b>1,67,578</b>	<b>3,13,491</b>
Depreciation	<b>47</b>	<b>26</b>
Profit/(Loss) before Taxation	<b>1,67,531</b>	<b>3,13,465</b>
Less: Short/Excess Provision of Income	<b>0</b>	<b>03</b>
Less: Income tax Provision	<b>52,000</b>	<b>96,853</b>
Add: Deferred Tax Assets	<b>0</b>	<b>07</b>
Less: trns. to Special Reserve	<b>0</b>	<b>0</b>
Net Profit for the year	<b>1,15,531</b>	<b>2,16,602</b>

**OPERATIONS:**

During the year under review, the Company's total income was Rs.11,32,546/- as against the previous year income of Rs. 3,47,281/-. The Company has made net profit of Rs.1,15,531/- as against the previous net profit of Rs. 2,16,602/- after providing depreciation of Rs.47/- and provision for taxation (current year) of Rs.52000/- for the financial year ended on 31st March, 2014.

**DIVIDEND:**

The Directors regret their inability to recommend any dividend for the year in order to conserve the resources of the Company.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange in India is presented in a separate section forming part of the Annual Report.

**DIRECTORS:**

Shri Mohan Laxmandas Punjabi, Managing Director of the Company who retires by rotation at the ensuing Annual General Meeting, being eligible and offers him-self for re-appointment.

Pursuant to the provisions of the Section 161(1) of the Companies Act 2013 and the Articles of Association of the Company, Shri Nirmal Kumar Ramnath Tiwari and Shri Naresh Dattaram Chiplunkar was appointed as an Additional director designated as an Independent Director with effect from October, 2013 and December, 2013 and they shall hold office upto the date of ensuring Annual General meeting. The Company has received requisite notice in writing from a member proposing Shri Nirmal Kumar Ramnath Tiwari and Shri Naresh Dattaram Chiplunkar as an Independent Director.

Shri Jayendra K. Doshi and Smt. Jyoti D. Shah has resigned from the Company as a Director w.e.f December, 2013 and September, 2013.

The Company has received declaration from all the independent director of the Company confirming that they meet with the criteria of independence as prescribed both under sub section 6 of the Section 149 of the Companies Act 2013 and under clause 49 of the Listing Agreement with the Stock Exchanges.

**AUDITORS AND AUDITORS REPORT:**

M/s Ashwin H. Shah & Co, Chartered Accountants, Ahmedabad has shown their un-willingness to continue as an Auditor of the Company for the FY 2014-15 and has resign as a Statutory Auditor of the Company w.e.f 21.05.2014. Due to casual vacancy, the Board had appointed M/s Loonia & Associates, Chartered Accountants, Ahmedabad ( Firm Reg No. 130883W) in their Board Meeting held on 23.05.2014.

As per section 139(8) of the Companies Act 2013, any casual vacancy in the office of an auditor on result of resignation, shall be approved by the Company in its general meeting within three months of the recommendation of the Board.

M/s Loonia & Associates, Chartered Accountants, Ahmedabad statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from M/s Loonia & Associates, Chartered Accountant to the effect that there re-appointment, if made, would be within the prescribed limits under section 141 (3) (g) of the Companies Act 2013 and that they are not disqualified for re-appointment.

The notes on financial statements referred to in the auditors report are self explanatory and do not call for any further comments.

**COMPANY SECRETARY**

As per listing agreement, every listed Company should have one whole time company secretary. The Company has appointed Ms. Ekta Rajpurohit as whole time Company Secretary of our Company.



**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2014, the applicable accounting standards read with requirements set out under Schedule VI of the Companies Act 1956 have been followed and there are no material departures from the same ;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 as at 31st March, 2014;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in 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;
- iv) The Directors have prepared the accounts on a “going concern basis”.

**PUBLIC DEPOSIT:**

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

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

Information as per Section 217 (1) (e) read with the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended on 31st March 2014.

**A. Conservation of Energy:**

The Company consumes minor power and hence no details are required to be disclosed.

**B. Technology Absorption**

NIL

**C. Foreign Exchange Earning & Out Go:**

Total Foreign Exchange Used	:	NIL
Total Foreign Exchange Earned	:	NIL

**CORPORATE GOVERNANCE:**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Corporate Governance Report and Auditor's Certificate regarding compliance to conditions of corporate governance are made part of this Annual Report.

**SECRETARIAL AUDIT REPORT**

As a measure of good corporate governance practice, the Board of Directors of the Company appointed Mukesh H. Shah & Co., Practicing Company Secretary to conduct the Secretarial Audit. The Secretarial Audit Report for the financial year ended March 31, 2014, is as provided in the Annual Report.

The Secretarial Audit Report confirms that the Company has complied with all the applicable provisions of the Companies Act 1956, the 98 sections of the Companies Act, 2013 notified vide Ministry of Corporate Affairs Gazette Notification No S.O 2754(E) dated September 12,2013 , the Securities Contracts (Regulation) Act 1956, Depositories Act 1996, all the regulations and guidelines of SEBI as applicable to the Company, including the SEBI (SAST) Regulations, 2011, Listing Agreements with the Stock Exchange and the Memorandum and Articles of Association of the Company.

**PARTICULARS OF EMPLOYEES:**

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

**ACKNOWLEDGEMENT:**

Your Directors acknowledge their valuable contribution and appreciate the co-operation received from the bankers, customers and financial institutions for their continued assistance and support extended to the Company.

Your Directors also express their appreciation to all the employees of the Company for their sustained contribution throughout the period.

Yours Directors wish to thank the shareholders for their continued support, encouragement and the confidence reposed in the Management.

**BY ORDER OF THE BOARD  
For, GUJARAT BITUMEN LIMITED**

**PLACE: AHMEDABAD**

**DATE: 24.05.2014**

**[MOHAN L. PUNJABI]  
CHAIRMAN**

### Management Discussion & Analysis

#### **INDUSTRY INTRODUCTION:**

The construction industry is the second largest industry of the country after agriculture accounting for 11 percent of India's GDP. Indian construction industry employs 32 million people and its total market size is estimated at Rs. 2,48,000 crores (35,640 million €). The level of a country's development is reflected by its infrastructure and the desperate need for infrastructure development has increased the demand of the construction industry in India.

Today, India is one of the fastest growing economies in the world. The Indian construction industry is an integral part of the economy. It is poised for growth on account of industrialization, urbanization, economic development and people's rising expectations for improved quality of living. Construction is expected to be the biggest beneficiary of the surge in infrastructure investment.

The construction sector is a major employment driver, being the second largest employer in the country, next only to agriculture. This is because of the chain of backward and forward linkages that the sector has with other sectors of the economy. About 250 ancillary industries such as cement, steel, brick, timber and building material are dependent on the construction industry.

The activities of the construction industry include working on new structures as well as additions, alterations, and repairs to existing ones.

#### **SEGMENTATION OF CONSTRUCTION INDUSTRY IN INDIA**

- Residential, industrial, commercial, and other buildings.
- Sewers, roads, highways, bridges, tunnels, and other projects.
- Specialized activities such as carpentry, painting, plumbing, and electrical work.

#### **SWOT Analysis:**

##### **STRENGTHS**

- Employment and training opportunities in the field of construction.
- Good structured national network facilitates the boom of construction industry.
- Low cost well- educated and skilled labour force is now widely available across the country.
- Sufficient availability of raw material and natural resources in the country is supportive for the industry.
- Real estate development is on high and it is attracting the focus of the industry towards construction.

**WEAKNESSES**

- Distance between construction projects reduces business efficiency.
- Training itself has become a challenge.
- Changing skills requirements and an ageing workforce may emphasize the skills gap.
- Improvement in long-term career prospects is highly required to encourage staff retention and new entrants.
- External allocation of large contracts becomes difficult.
- Lack of clearly defined processes and procedures for construction and its management.
- Huge amount of money needs to be invested in this industry.

**OPPORTUNITIES**

- Public sector projects through Public Private Partnerships will bring further opportunities.
- Developing supply chain through involvement in large projects is likely to enhance the chances in construction.
- Renewable energy projects will offer opportunities to develop skills and capacity in new markets.
- More flexible training delivery techniques are now available.
- Financial supports like loan and insurance and growth in income of people is in support of construction industry.

**THREATS**

- Long term market instability and uncertainty may damage the opportunities and prevent the expansion of training and development facilities.
- Current economic situation may have an adverse impact on construction industry.
- Political and security conditions in the region and Late legislative enforcement measures are always threats to any industry in India.
- Infrastructure safety is a challenging task in construction industry.

- Lack of political willingness and support on promoting new strategies.
- Natural abnormal casualties such as earth quake and floods are uncertain and can prevent the construction boom.
- Inefficient accessibility in planning and concerning the infrastructure.
- Competitors are emerging in the industry by leaps and bounds.
- Change in the policies of the government affects the prospects of business.
- Sanctions and permissions from various authorities is slow and time consuming and could have some impact on the operations of the company.
- Labour problems also adversely affect the business.

**SEGMENT WISE PERFORMANCE:**

The company has mainly one reportable business segment. Hence no further disclosure is required under Accounting Standard (AS) 17 on segment Reporting.

**PROSPECTS AND FUTURE OUTLOOK:**

India is the second fastest growing economy in the world. Construction is the second largest economic activity after agriculture. Construction accounts for nearly 65 per cent of the total investment in infrastructure. Investment in construction accounts for nearly 11 per cent of India's GDP. Employment in heavy and civil engineering construction is projected to increase due to increase in highway, bridge, and street construction.

**RISKS AND CONCERNS:**

A big risk which the developers are facing is the price risk. The other risks to which of the developers are exposed is demand risk like ability to provide quality, safety, environment, social aspects and timeline of completion. There is the finance risk also. Low availability of funds coupled with high rates of interest is also a major risk for construction industry. Uncertain interest rates leads to uncertainty in construction market. Change in the government policies including change in Tax structure also affects the progress of the construction industry. The construction industry is still subject to a number of taxes and is considered as one of the over burdened tax segment.

The company will continue to remain alert and adapt to the evolving market realities and will like to proactive in scheduling the construction.

**INTERNAL CONTROL SYSTEM AND ADEQUACY:**

The Company has an internal control system, which ensures that all transaction are satisfactorily recorded and reported and all assets are protected against loss from unauthorized use or otherwise. The internal control systems are supplemented by an internal Audit System. The findings of such Internal Audits are periodically reviewed by the management and suitable actions taken to address the deficiencies, if any noted from such audits. The Audit committee of the Board meets at regular intervals and addresses significant issues raised by both the Internal Auditors and Statutory Auditors. The process of internal control and systems, statutory compliance, information technology, risk analysis and risk management are inter- woven to provide a meaningful support to the management of the Company.

**FINANCIAL PERFORMANCE:**

Financial year 2013-14 has seen a very good growth. The revenue of the Company increased in comparison to previous financial year.

**CAUTIONARY STATEMENT:**

This management discussion and analysis contains forward looking statements that reflect our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in the forward looking statements as a result of many factors.

## CORPORATE GOVERNANCE REPORT

### COMPLIANCE WITH CORPORATE GOVERNANCE GUIDELINES

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

#### 1. Company's Philosophy:

Gujarat Bitumen Limited is committed to achieve the best standards of Corporate Governance through complete transparency in its dealings with the management, associate companies/ firms or other third parties. The Company's policy on Corporate Governance is to make it a way of life by, inter alia, adopting superior standard of Corporate Governance practices through continual improvement of internal systems and satisfaction of employees, customers, stakeholders and society.

Corporate Governance aims at fairness, transparency, accountability and responsibility in the functioning of the Company with the ultimate objective of realizing and enhancing shareholders' values. The Company had adopted Corporate Governance and disclosure practices even before these were mandated legislations.

#### 2. Board of Directors

The Board of the Company has an optimum combination of Executive Directors and Non-Executive Directors – Independent Directors, which is in conformity with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges.

##### a) Composition of Board

The present strength of the Board is Four (4) Directors, comprising of Chairman / Managing Director, , Two Executive / Promoter Director and Two Independent & Non Executive Directors. The Board Members possess the skills, expertise & experience necessary to guide the Company.

The Board comprises of the following:

Sr. No.	Name of the Director	Designation	Executive/Non Executive/ Promoter	Independent/ Non independent
1	Shri Mohan L. Punjabi	Chairman & Managing Director	Executive Director & Promoter	Non- Independent
2	Shri Parimal Patwa	Director	Executive Director & Promoter	Non- Independent
3	Shri Nirmal Kumar Ramnath Tiwari	Director	Non-Executive Director	Independent
4	Shri Naresh Dattaram Chimplunkar	Director	Non-Executive Director	Independent

**Note:-**

Shri Naresh Dattaram Chimplunkar has been appointed by the Company as an Additional Independent Director on 20/12/2013.

Shri Nirmal Kumar Ramnath Tiwari has been appointed by the Company as an Additional Independent Director on 20/10/2013.

Shri Mohan Laxmandas Punjabi has been appointed by the Company as an Promoter Director on 10/09/2013. Further, on 01.05.2014 the Company had appointed Shri Mohan Punjabi as a Managing Director of the Company by calling Extra Ordinary General Meeting.

**b) Board Meetings and Attendance of Directors**

During the year under review, Fourteen (14) Board meetings were held, one each on the following dates:

Sl. No.	Date	Board Strength	No. of Directors present
1	15.04.2013	3	3
2	17.06.2013	3	3
3	29.06.2013	3	3
4	15.07.2013	3	3
5	12.08.2013	3	3
6	10.09.2013	3	3
7	03.10.2013	3	3
8	20.10.2013	4	3
9	02.11.2013	4	4
10	25.11.2013	4	4
11	20.12.2013	4	3
12	03.02.2014	4	3
13	04.02.2014	4	3
14	30.03.2014	4	4

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to discharge its responsibilities effectively and take informed decisions. Where it is not practicable to attach or send the relevant information as part of Agenda Papers, the same are tabled at the meeting or / and the presentations are made by the concerned managers to the Board. Considerable time is spent by the Directors on discussions and deliberations at the Board Meetings.

The information as specified in Annexure 1A to Clause 49 of the Listing Agreement is regularly made available to the Board, whenever applicable, for discussion and consideration.



The details of the Directors with regard to the outside directorships and committee positions as well as attendance at Board Meetings/Annual General Meeting (AGM) are as follows:

Sr. No	Name of the Director	Category of Directorship	No. of Board Meetings Attended	Attendance At the last AGM	No. of Directorships in other Public Companies
1	Shri Mohan L. Punjabi	Chairman & Managing Director	7	Yes	Nil
2	Shri Parimal Patwa	Non-Executive Director	12	Yes	1
3	Shri Naresh Dattaram Chimplunkar	Independent & Non-Executive Director	3	Yes	Nil
4	Shri Nirmal Kumar Ramnath Tiwari	Independent & Non-Executive Director	5	No	1

The necessary disclosure regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all companies in which they are Directors.

**c) Information of Directors' Re-appointment:-**

The profile of Directors who are seeking re-appointment at the Annual General Meeting are furnished below:-

**Mr. Mohan Punjabi, aged about 45 years**, is a qualified Bachelor in Commerce and has in depth knowledge in business planning, accounts and tax. He has over 24 years experience in infrastructure, logistics and finance sector. His outspoken skills and dynamic skills will benefit the company in all ways. He takes care of operations in the Company in an efficient manner which shall help the Company in attaining its structured objectives.

**Mr. Naresh Dattaram Chiplunkar, aged about 43 years** is a matriculate and is a Independent Director in our Company. Presently he is working as a Senior Manager in a Logistic Business. He has over 15 years experience and has indepth knowledge of management, administration and supply chain management line.

**Mr. Nirmal Kumar Ramnath Tiwari, aged about 59 years**, has cleared his education in Master of Science and had done LLB. He has retired as a Superintendent of Customs and Central Excise after serving for more than 32 years as a government service. Currently, he is providing consultancy as taxation consultant in the same field. He has immense knowledge of functioning of various industries, import and export, and other related works. His knowledge and experience would help the Company to grow further. He is as an Independent Director in our Company.

**Committee of Board of Directors of the Company****3. Audit Committee****a) Composition & Attendance:-**

The Audit Committee comprises of experts specializing in accounting / financial management. The Chairman of the Audit Committee is Executive Non- Independent Director. The composition as on 31st March, 2014 is as follows:-

<b>Name of the Members</b>	<b>Position</b>	<b>Category</b>
Mr.Mohan Punjabi	Chairman	Promoter and Non-Executive Director
Mr. Naresh Dattaram Chimplunkar	Member	Non – Executive and Independent Director
Mr. Nirmal Kumar Tiwari	Member	Non – Executive and Independent Director

The Audit Committee has been re-constituted twice in the financial year.

The Audit Committee is constituted in accordance with the provisions of Clause 49 of the Listing Agreement and the Companies Act, 1956. All the members of Audit Committee possess knowledge of corporate finance, accounts and company law.

Audit Committee has met 4 times during the year i.e on 03.02.2014, 02.11.2013, 12.08,2013 and 15.04.2013

**b) Powers & Terms of Reference:**

The Power and terms of reference of the Audit Committee are as mentioned in Clause 49 II (C), (D) & (E) of the Listing Agreement entered into with the Stock Exchanges and includes overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit findings, statutory compliance issue and issues related to risk management and compliances. The CFO and the Statutory Auditors are invited to the meeting.

**4. Shareholders' / Investors' Grievances Committee:****a) Composition and attendance:-**

The Board has delegated the powers to approve transfer of shares etc. to this Committee of Three (3) Directors. The quorum for functioning of the committee is any two (2) Directors present. The composition of Shareholders' / Investors' Grievance Committee as on 31st March, 2012 is as follows:-

Name of the Members	Position	Category
Mr. Parimal Patwa	Chairman	Executive and Non-Independent Director
Mr. Nirmal Kumar Tiwari	Member	Independent & Non- Executive Director
Mr. Naresh Chiplunkar	Member	Independent & Non- Executive Director

**b) Terms of Reference:-**

The Company has a Shareholders' / Investors' Grievance Committee, to look into redressal of Investors Complaints and requests such as delay in transfer of shares, non receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.

The committee deals with various matters relating to –

- Transfer / transmission of shares.
- Issue of share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios.
- Review of shares dematerialized and all other related matters.
- Investors' grievance and redressal mechanism and recommend measures to improve the level of investors' services.

The share department of the Company and Registrar and transfer agents, M/s Cameo Corporate Services Limited attends expeditiously to all grievances / correspondences of the shareholders and investors, received directly or through SEBI, Stock Exchanges, Department of Corporate Affairs, and Registrar of Companies etc. The complaints are generally resolved within 30 days of receipt of letter, except in the cases that are constrained by disputes or legal impediment.

**c) Information on Investor Grievances for the period from 01st April 2013 to 31st March 2014:-  
NIL**

**d) Company Secretary cum Compliance Officer:-**

Mrs. Ekta Rajpurohit is the Company Secretary cum Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the Listing Agreements

**5. Code of Conduct and Ethics for Directors and Senior Management**

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management Personnel of the Company. A copy of the Code of Conduct is available on the Company's website [www.gujaratbitumen.com](http://www.gujaratbitumen.com)

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given below:-

**“I hereby confirm that –**

**The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the “Code of Conduct and Ethics for Board of Directors and Senior Management for the year ended on 31<sup>st</sup> March, 2014”**

**Mohan Punjabi**

**Managing Director**

**6. General Body Meetings:-****a) The details of last three Annual General Meetings are given as follows:**

AGM	F.Y	Date	Time	Venue	No. Special Resolution Passed
25 <sup>th</sup>	2010-11	14.09.11	11:00 AM	2672, Sodagarni Pole, Zaveriwad, Relief Road, Ahmedabad – 380001	Nil
26 <sup>th</sup>	2011-12	15.09.12	11:00 AM	2672, Sodagarni Pole, Zaveriwad, Relief Road, Ahmedabad - 380001	Nil
27 <sup>th</sup>	2012-13	31.07.13	11:00 AM	2672, Sodagarni Pole, Zaveriwad, Relief Road, Ahmedabad - 380001	Nil

**b) Details of Extra Ordinary General Meetings held during the year:-**

Two (2) Extra – Ordinary General Meeting was held during the year on 10.07.2013 for increase in authorised share capital and 11.11.2013 for allotment of equity shares on preferential basis.

**c) No resolutions were put through Postal Ballot during the year under review.****7. Subsidiary Companies:-**

The Company does have any material listed/ non-listed Indian subsidiary Company in term of Clause 49 (III) of the Listing Agreement.

**8. Compliance with other mandatory requirements:-****I) Disclosures:-****a) Material significant related party transactions:-**

There were no materially significant related party transaction i.e transactions of the Company of material nature with its promoters, directors or the management or relatives etc during the year that may have potential conflict with interest of the Company at large.

The related party transactions have been disclosed Notes to Accounts of Schedule Q forming part of the Annual Accounts.

**b) Disclosure of accounting treatment:-**

In the preparation of financial statements, the Company has followed the Accounting Standards (AS) issued by the Institute of Chartered Accountants of India to the extent applicable.

**c) Risk Management:-**

The Company has a comprehensive and integrated risk management framework to effectively deal with uncertainty and associated risks and enhances the organization's capacity to build value. The Risk Management framework of the Company has been designed with an objective to develop a risk culture that encourages identifying risks and responding to them with appropriate actions.

**d) CFO Certification:-**

In line with the requirements of Clause 49 (V) of the Listing Agreement, the Company has submitted the CFO Certification, certifying to the Board inter alia that the Financial Statements and the Cash Flow Statements for the financial year ended on 31st March, 2012 were reviewed to the best of their knowledge and belief, that they do not contain any untrue statement, omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with applicable laws and regulations.

**e) Statutory Compliances, Penalties and Strictures:-**

There were no strictures penalties imposed by either SEBI or the Stock Exchanges or any Statutory Authorities for non compliance of any matter related to the Capital Markets during the last three years.

**9. Means of Communication:-**

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance.

- Audited Annual Result for the year ended and Unaudited Quarterly results will be published in English & Gujarati newspaper. The Company is not making any official releases and not sending half- yearly or quarterly results to the shareholders, as it is not a mandatory requirement.
- Annual Result / Quarter ended results are also posted on our website - [www.gujaratbitumen.com](http://www.gujaratbitumen.com)
- The company's website [www.gujaratbitumen.com](http://www.gujaratbitumen.com) contains a separate dedicated Section 'Investor Relation' where shareholder information is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable form.
- Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirement of Clause 41 of the Listing Agreement.

The Management Discussion and Analysis report is attached with the Directors' Report in this Annual Report.

**10. General Shareholding Information:****a) 20<sup>th</sup> Annual General Meeting:-**

Date	<b>21<sup>st</sup> August, 2014</b>
Day & Time	Thursday, 11:00 A.M
Venue	<b>501, Akruiti Complex, Near Stadium Circle, Navrangpura, Ahmedabad – 380009, Gujarat</b>

**b) Financial Calendar :-**

The Company follows the period of 1<sup>st</sup> April to 31<sup>st</sup> March, as the Financial Year

For the Financial Year 2013-14, Financial Results will be announced as per the following tentative schedule:-

1 <sup>st</sup> Quarter ending June, 2013	By 14 <sup>th</sup> August, 2013
2nd Quarter & Half Year ending September, 2013	By 14 <sup>th</sup> November, 2013
3 <sup>rd</sup> Quarter ending December, 2013	By 14 <sup>th</sup> February, 2014
4 <sup>th</sup> Quarter / year ending March, 2013	Within 60 days from 31 <sup>st</sup> March, 2014
Annual General Meeting	By September 2014

**c) Book Closure & Dividend:-**

Date of Book Closure	Monday, 01 <sup>st</sup> September, 2014 to Friday, 05 <sup>th</sup> September, 2014 ( Both Day inclusive)
Dividend	No Dividend has been declared

**d) Listing:-**

The Shares of the Company are listed on Ahmedabad Stock Exchange.

**e) Listing Fees to Stock Exchange:-**

The Company has paid the Listing Fees for the year 2013-14 to Ahmedabad Stock Exchange.

**f) Stock Code / Symbol:-**

Ahmedabad Stock Exchange Limited (ASE)	20610
International Securities Identification Number(ISIN)	INE003Q01012

**g) Stock Market Price Data for the year 2013-14**

The equity shares of the Company are not traded

**h) Registrar and Share Transfer Agents:-**

Share transfers, dividend payment and all other investor related matters are attended to and processed by our Registrar and Share Transfer Agent viz. M/s Cameo Corporate Services Limited.

**M/s. Link Intime India Pvt. Ltd.**

Unit No 303, 3<sup>rd</sup> floor Shoppers Plaza V, Opp Municipal Market,

Behind Shoppers Plaza II, Off C G Road, Ahmedabad 380009

Phone: 079-2646 5179

Fax: 079-2646 5179

Email: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

**i) Share Transfer System:-**

Presently, the share transfers received by the R&TA of the Company are processed and returned within a period of 30 days from the date of its receipt, subject to documents being valid and complete in all respect. The Board has delegated the authority for approving the transfers to the registrar & transfer agent subject to approval by Grievance Committee. Shareholders' Grievances and other miscellaneous correspondence on change of address, mandates, etc. received from Members are generally processed by R & TA of the Company within 30 days.

**j) Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and its impact on equity:-**

Nil

**k) Dematerialization of Shares and Liquidity:-**

The Company has appointed M/s Link Intime India Private Limited as Registrar and Share Transfer Agent of our Company. All the shareholders having equity shares in physical form are requested to kindly D-mat their shareholding in their depositories as trading in equity shares are only permitted in Demat form only.

For any assistance regarding dematerialization of shares, shares transfers, transmissions, change of address, non-receipt of dividend and any other query relating to the shares of the Company, please write to the Share Transfer Agent of the Company.

**l) Distribution of Shareholding as on March 31, 2014:-**

Category of No. of Equity Shares Held	No. of Equity Shares held	% of Share held	No. of Shares holders	% of Share holders
Up to 500	96300	1.926	718	92.4070
501 – 1000	Nil	-	Nil	-
1001 – 2000	Nil	-	Nil	-
2001 - 3000	Nil	-	Nil	-
3001 – 4000	3700	0.074	1	0.129
4001 – 5000	Nil	-	Nil	-
5001 - 10000	2,00,000	4.00	20	2.574
10001 & above	47,00,000	94.00	38	4.891
<b>TOTAL</b>	<b>50,00,000</b>	<b>100.00</b>	<b>777</b>	<b>100.00</b>

**m) Dematerialization Pattern of share capital as on March 31,2014**

Out of 50,00,000 equity shares having face value of Rs. 10/- each, 24,00,000 equity shares has been dematerialized which consists 48 % of the total equity shares.

**n) Categories of Shareholders as on March 31, 2014 :-**

Category	No. of Shares held	% of Shares held	No. of Shares Holder	% of Share Holders
Promoters and Promoter Group	11,00,000	22.00	16	2.06
Public Shareholding:	39,00,000	78.00	761	97.94
<b>TOTAL</b>	<b>50,00,000</b>	<b>100.00</b>	<b>777</b>	<b>100.00</b>

**o) Address for Correspondence:-****Registered Office:-**

**501, Akruti Complex, Near Stadium Circle, Navrangpura, Ahmedabad – 380009, Gujarat**

**Email:- info@gujaratbitumen.com**

Shareholders are requested to quote their Folio No's/ DP Id/ Client Id No. of shares held and address for prompt reply.



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To The Members of Gujarat Bitumen Limited**

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 the Listing Agreement entered into, by the Company and stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of corporate Governance Code. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that, such compliance is neither an assurance as to the further viability of the Company, nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Ashwin H. Shah & Co.**

Chartered Accountants

**Ashwin H. Shah**

Partner

Firm Regn. No. 116575W

Membership No. 017025

Place: - Ahmedabad

Date: - 24.05.2014

**To,**  
**The Members**  
**Gujarat Bitumen Limited**

## **INDEPENDENT AUDITORS' REPORT**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Gujarat Bitumen **Limited, Ahmedabad** (" the Company"), which comprises Balance Sheet as at 31<sup>st</sup> March, 2014, the statement of Profit & Loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 (" the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement , whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and other information in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement, whether due to fraud and error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;

In the case of the Statement of Profit & Loss, of the Profit for the year ended on that date, and

In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' Report ) Order, 2003 issued by the Central Government of India in terms of sub - section ( 4A ) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

As required by Section 227(3) of the Act, we report that

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books. The company does not have any branch.

The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.

On the basis of written representations received from the directors, as on 31st March, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub - section (1) of section 274 of the Companies Act, 1956.

For & on Behalf of  
Ashwin H. Shah & Co.  
Chartered Accountants  
FRN:- 116575W

Ashwin H. Shah  
Partner  
M.No. 017045

Place: Ahmedabad  
Date: 15.04.2014

## ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 1 under the heading of “report on other legal and regulatory requirements” of our report of even date

### **1. In respect of the Company’s fixed assets:**

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, all the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such physical verification.
- c) In our opinion, the Company has not disposed of substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

### **2. In respect of the Company’s inventories:**

- a) As explained to us, inventories, if any have been physically verified by the management at regular intervals during the year.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, the discrepancies noticed on physical verification of inventories as compared to the book records were not material and have been properly dealt with in the books of account.

### **3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:**

- a) According to the information & explanations given to us, during the year, the Company has not granted any loan to companies, firms or other parties covered in the register maintained u/s. 301 of the Companies Act, 1956.
- b) According to the information and explanation given to us, the Company during the year has not taken any Unsecured Loan from the Companies, firms and other parties covered in the register maintained u/s 301 of the Companies Act, 1956.
- c) In our opinion and according to the information and explanation given to us, the rate of interest, wherever applicable and other terms & conditions are not prima facie prejudicial to the interest of the Company.

- d) In our opinion and according to the information and explanation given to us, the interest payments are regular and the principal amount is repayable on demand.
  - e) There is no overdue amount in respect of loans taken by the Company.
4. In our opinion and according to the information and explanations given to us, there are generally adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services during the course of our audit. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weakness in internal control system.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
- a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
  - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained u/s. 301 of the Companies Act, 1956 in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. According to information and explanations given to us, the Company has not invited or accepted any public deposit, hence the provisions of section 58A, 58AA and any other relevant provision of the Companies Act, 1956 and the rules framed there-under are not applicable to the Company and no order under the aforesaid section have been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any tribunal, on the Company.
7. The Company does not have formal internal audit system but there are adequate checks and controls at all levels. The management has informed us that the steps are being taken to introduce internal audit system commensurate with the size and nature of its business.
8. According to the information and explanations provided by the Company, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act. Accordingly, clause 4(viii) of the Order is not applicable to the Company.
9. In respect of statutory dues:
- a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues where ever applicable to the Company.
  - b) According to information and explanation given to us, there are no undisputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, and other statutory bodies which

have remained outstanding as on 31st March, 2014 for a period of more than six months from the date they become payable.

- c) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
10. The Company has accumulated losses of Rs. 2,14,404/- at the end of the financial year. The company has not incurred any cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not taken any loan from financial institutions or banks. The Company does not hold any debentures.
12. According to information and explanations given to us, and based on the documents and records produced before us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Order are not applicable to the Company.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Companies (Auditors Report) Order 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, Debentures and other investments. Accordingly, the provisions of Clause (xiv) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company. However, as and when the Company deals in shares and securities, proper entries are made in records maintained for the purpose.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. In our opinion and according to the information and explanation given to us, the Company has not raised any term loan.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, prima facie, we report that the company has not raised any funds either on short term basis or on long term basis.
18. During the year, the Company has made 40,00,000 equity shares having face value of Rs. 10/- each on preferential allotment of shares which includes 4,00,000 equity shares allotted to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures and therefore the question of creating security & charge in respect thereof does not arise.

20. The Company has not raised any money by way of public issue during the year. However, the Company had raised funds by way of allotting 40,00,000 equity shares on preferential basis to promoters / non promoters.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For & on Behalf of  
Ashwin H. Shah & Co.  
Chartered Accountants  
FRN:- 116575W

Ashwin H. Shah  
Partner  
M.No. 017045

Place: Ahmedabad  
Date: 15.04.2014

**GUJARAT BITUMEN LTD.**  
**Balance Sheet as at 31st March, 2014**

( Amount in ₹ )

Particulars		Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
			31/03/2014	31/03/2013
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	2	50,000,000.00	10,000,000.00
	(b) Reserves and surplus	3	(140,504.00)	(256,035.00)
<b>2</b>	<b>Non-current liabilities</b>			
	Other Long term Liabilities	4	-	660,312.00
<b>3</b>	<b>Current liabilities</b>			
	Short-term provisions	5	75,300.00	65,125.00
	Trade Payables	6	118,450.00	437,000.00
	<b>TOTAL</b>		<b>50,053,246.00</b>	<b>10,906,402.00</b>
<b>II.</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
<b>1</b>	<b>(a) Fixed assets</b>			
	(i) Tangible assets	7	21,771.00	118.00
	(b) Long-term loans and advances	8	48,926,714.00	10,640,076.00
	(c) Other Non- Current Assets	9	38,000.00	-
	(d) Deferred Tax Assets (Net)	10	101.00	101.00
<b>2</b>	<b>Current assets</b>			
	(a) Cash and cash equivalents	11	839,177.00	266,107.00
	(b) Trade Receivables	12	227,483.00	-
	<b>TOTAL</b>		<b>50,053,246.00</b>	<b>10,906,402.00</b>
			-	-
See accompanying Notes forming part of the Financial Statements				
As per our Report of even date		For and on Behalf of the Board		
For, Ashwin H. Shah & Co. Chartered Accountants		Mohan Punjabi	Director	
Ashwin H. Shah (Partner) M.No. 017045 Firm Reg. No. 116575W		Parimal S. Patwa	Director	
		Ekta Rajpurohit	Company Secretary	
Place: Ahmedabad Date: 15.04.2014		Place: Ahmedabad Date: 15.04.2014		



<b>PART II - Form of STATEMENT OF PROFIT AND LOSS</b>			
<b>GUJARAT BITUMEN LTD.</b>			
<b>Profit and loss statement for the year ended 31st March,2014</b>			
<b>( Amount in ₹ )</b>			
<b>Particulars</b>	<b>Refer Note No.</b>	<b>Figures for the current reporting period</b>	<b>Figures for the previous reporting period</b>
		31/03/2014	31/03/2013
I. Revenue from operations	13	1,068,697.00	30,000.00
II. Other income	14	63,849.00	317,281.00
<b>III. Total Revenue (I + II)</b>		<b>1,132,546.00</b>	<b>347,281.00</b>
<b>IV. Expenditure</b>			
Expenses towards services received		369,433.00	-
Employee benefit expenses	15	31,500.00	-
Finance Costs	16	1,804.00	700.00
Depreciation & Amortization Expenses	7	47.00	26.00
Other Expenses	17	562,231.00	33,090.00
<b>Total expenses</b>		<b>965,015.00</b>	<b>33,816.00</b>
<b>V. Profit before tax (III- IV)</b>		<b>167,531.00</b>	<b>313,465.00</b>
VI. Tax expense:			
(1) Current tax		52,000	96,853.00
(2) Deferred tax		-	7.00
(3) Short provision of Income Tax in earlier Years		-	3.00
<b>VII Profit (Loss) for the year (V-VI)</b>		<b>115,531.00</b>	<b>216,602.00</b>
VIII Earnings per equity share: (on ₹ 10 each)			
(1) Basic		0.05	0.22
(2) Diluted		N.A.	N.A.
See accompanying Notes formingpart of the Financial Statements			
As per our Report of even date		For and on Behalf of the Board	
For, Ashwin H. Shah & Co. Chartered Accountants		Mohan Punjabi	Director
Ashwin H. Shah (Partner) M.No. 17045 Firm Reg. No. 116575W		Parimal S. Patwa	Director
Place: Ahmedabad Date: 15.04.2014		Ekta Rajpurohit	Company Secretary
Place: Ahmedabad Date: 15.04.2014		Place: Ahmedabad Date: 15.04.2014	

**GUJARAT BITUMEN LTD.  
CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31st MARCH, 2014**

ANNUAL REPORT 2013-14

Sr. No	PARTICULARS	2013-14	2012-13
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit for the period ( Before Tax)	167,531	313,465
	<b>Adjustements for:</b>		
	Depreciation/ Amortisation	47	26
	Excess Provisions Written Back	6,558	
	<b>Operating Profit Before Working Capital Changes</b>	<b>174,136</b>	<b>313,491</b>
	<b>Adjustments for Working Capital Changes:</b>		
	(Increase )/ Decrease in Trade Receivable	(227,483)	
	(Increase )/ Decrease in Long Term Loans & Advances	(38,286,638)	(285,553)
	Increase / ( Decrease) in Trade Payable & Provisions	(366,980)	(10,256)
	<b>Net Cash Flow From Operating Activities - ( A )</b>	<b>(38,706,965)</b>	<b>17,682</b>
<b>B</b>	<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
	Purchase of Fixed Assets	(21,653)	-
	(Increase )/ Decrease in Other Non-current Assets	(38,000)	-
	<b>Net Cash Flow from Investing Activities - ( B )</b>	<b>(59,653)</b>	-
<b>C</b>	<b>CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
	Increase / (Decrease) in Share Capital	40,000,000	196,250
	Increase / (Decrease) in Other Non Current Liabilities	(660,312)	-
	<b>Net Cash Flow from Financial Activities - ( C )</b>	<b>39,339,688</b>	<b>196,250</b>
	<b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>573,070</b>	<b>213,932</b>
<b>D</b>	<b>Cash &amp; Cash equivalents as at the beginning of the year</b>	<b>266,107</b>	<b>52,175</b>
<b>E</b>	<b>Cash &amp; Cash Equivalents as at the close of the year ( D + E )</b>	<b>839,177</b>	<b>266,107</b>
		-	-
	As per our Report of even date	For and on Behalf of the Board	
	For, Ashwin H. Shah & Co. Chartered Accountants	Mohan Punjabi	Director
	Ashwin H. Shah (Partner) M.No. 017045 Firm Reg. No. 116575W	Parimal S. Patwa	Director
	Place: Ahmedabad Date: 15.04.2014	Ekta Rajpurohit	Company Secretary
		Place: Ahmedabad Date: 15.04.2014	

**NOTE 1:- SIGNIFICANT ACCOUNTING POLICIES****Basis of Preparation of Financial Statement**

The financial statements have been prepared under the historical cost convention method in accordance with the generally accepted accounting principles and the provisions of the Companies act 1956. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except in the case of significant uncertainty relating to income.

**Use of Estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses for the year. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized. Any revision to an accounting estimate is recognized prospectively in the year of revision.

**Revenue Recognition**

Income and expenditure are recognized and accounted on accrual basis, except in case of significant uncertainties.

**Fixed Assets and Depreciation**

Fixed assets are stated at their cost on acquisition less accumulated depreciation. Cost of acquisition is inclusive of freight, duties and other directly attributable cost incurred to bring the assets to their working condition for use.

Depreciation on Fixed Assets is provided on Written Down Value method in accordance with the provisions of the Companies Act, 1956 in the manner and at the rates specified in the Schedule XIV to the said Act, on pro-rata basis.

**Miscellaneous Expenditure**

The Company has written off the expenditure of increase in authorised share capital in the current year itself.

**Investment NIL**

**Inventories**

NIL, However the closing stock of are valued at Cost or Market Value whichever is lower on FIFO basis.

**Taxes on Income****a) Current Tax**

The current charge for income tax is calculated in accordance with the relevant provisions as prescribed under the Income Tax Act, 1961.

**b) Deferred Tax**

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date.

**Segment Reporting**

The Company deals in only one reportable segment and hence requirement of Accounting Standard 17 “Segment Reporting” issued by ICAI is not applicable.

**Micro, Small and Medium Enterprises Development Act, 2006**

Based on the information available with the company in respect of MSME (as defined in the Micro Small & Medium Enterprise Development Act, 2006) there are no delays in payment of dues to such enterprises during the year.

As per information available with the Company about suppliers whether they are covered under Micro, Small and Medium Enterprises Act, 2006. As on date, the Company has not received confirmation from any suppliers who have registered under the “Micro, Small and Medium Enterprise Development Act, 2006” and hence no disclosure has been made under the said Act.

**Provision, Contingent Liabilities and Contingent Assets:-**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized in the books of accounts and disclosed as notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

Notes forming part of Financial Statements

**2. SHARE CAPITAL**

( Amount in ₹ )

<u>Share Capital</u>	As at 31 March 2014		As at 31 March 2013	
	Number	₹	Number	₹
<b>Authorised</b> Equity Shares of ₹ 10/- each	5,000,000	50,000,000	1,000,000	10,000,000
<b>Issued</b> Equity Shares of ₹10/- each	5,000,000	50,000,000	1,000,000	10,000,000
<b>Subscribed &amp; Paid up</b> Equity Shares of ₹ 10/- each fully paid	5,000,000	50,000,000	1,000,000	10,000,000
<b>Total</b>	<b>5,000,000</b>	<b>50,000,000</b>	<b>1,000,000</b>	<b>10,000,000</b>

**Note 1 Reconciliation of the number of shares outstanding is set out below:-**

Particulars	Equity Shares	
	Number	₹
year	1,000,000	10,000,000
<b>Add:-Shares Issued during the year</b>		
Fresh Issue	4,000,000	40,000,000
Bonus Shares Issued	-	-
<b>Less:Shares bought back during the year</b>		
Other Changes (give details)	-	-
<b>Shares outstanding at the end of the year</b>	<b>5,000,000</b>	<b>50,000,000</b>

**Note 2 Details of Shareholders holding more than 5 % shares:-**

Name of Shareholder	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Karan Rohit Jain	300000	6.00	Nil	
Karishma Rohit Jain	300000	6.00		
Reshmi Rohit Jain	300000	6.00		
Mohan Punjabi	400000	8.00		

Notes forming part of Financial Statements

**3. RESERVES AND SURPLUS**

( Amount in ₹ )

<b>Reserves &amp; Surplus</b>	<b>As at 31 March 2014</b>	<b>As at 31 March 2013</b>
<b>a. Special Reserve u/s 45 1A of RBI Act</b>		
Opening Balance	73,900.00	73,900.00
(+) Current Year Transfer	-	-
Closing Balance	<b>73,900.00</b>	<b>73,900.00</b>
<b>b. Surplus/ ( Deficit) in Statement of Profit &amp; Loss</b>		
<b>Opening balance</b>	(329,935.00)	(546,537.00)
(+) Net Profit/(Net Loss) For the current year	115,531.00	216,602.00
(-) Proposed Dividends (Including Tax on Dividend)	-	-
<b>Net Surplus in Statement of Profit &amp; Loss</b>	<b>(214,404.00)</b>	<b>(329,935.00)</b>
<b>Total</b>	<b>(140,504.00)</b>	<b>(256,035.00)</b>

**4. OTHER LONG TERM LIABILITIES**

( Amount in ₹ )

<b>Other Long Term Liabilities</b>	<b>As at 31 March 2014</b>	<b>As at 31 March 2013</b>
<b>(a) Trade Payables</b>		
(i) Acceptances		
Ahmedabad Stock Exchanges	-	110,325.00
	-	110,325.00
<b>(b) Others</b>		
Trade Deposit Received	-	549,987.00
	-	549,987.00
<b>Total</b>	<b>-</b>	<b>660,312.00</b>

**5. SHORT TERM PROVISIONS**

( Amount in ₹ )

<b>Short Term Provisions</b>	<b>As at 31 March 2014</b>	<b>As at 31 March 2013</b>
Provision For Tax (Net of TDS receivable)	52,000.00	65,125.00
Audit Fee Payable	10,000.00	29,000.00
Rent Payable	13,300.00	-
<b>Total</b>	<b>75300.00</b>	<b>65,125.00</b>

**6. TRADE PAYABLES**

( Amount in ₹ )

<b>Trade Payables</b>	<b>As at 31 March 2014</b>	<b>As at 31 March 2013</b>
Sundry Creditors for Expenses	118,450.00	437,000.00
<b>Total</b>	<b>118,450.00</b>	<b>437,000.00</b>

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GUJARAT BITUMEN LTD.  
Notes Forming Part of Balance Sheet  
7. Fixed Assets

(Amount in ₹)

	Fixed Assets			Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 1st April 2013	Additions	Disposals	Balance as at 31st March 2014	Balance as at 1st April 2013	Depreciation charge for the year	On disposals	Balance as at 31st March 2013	Balance as at 31st March 2014	Balance as at 31st March 2013	
I. Furniture & Fixtures	6384.00	0.00	0.00	6384.00	6271.00	0.00	0.00	6271.00	113.00	113.00	
II. Cycle	770.00	0.00	0.00	770.00	765.00	0.00	0.00	765.00	5.00	5.00	
III. Computer	0.00	21700.00	0.00	21700.00	0.00	47.00	0.00	47.00	21653.00	0.00	
<b>Total Tangible Assets</b>	<b>7154.00</b>	<b>21700.00</b>	<b>0.00</b>	<b>28854.00</b>	<b>7036.00</b>	<b>47.00</b>	<b>0.00</b>	<b>7083.00</b>	<b>21771.00</b>	<b>118.00</b>	

**8. LONG TERM LOANS & ADVANCES**

( Amount in ₹ )

<u>Long Term Loans &amp; Advances</u>	As at 31 March 2014	As at 31 March 2013
<b>(a) Loans and Advances</b>		
<b>Unsecured , Considered Good</b>		
Advance recoverable in cash or in kind	9,176,714.00	10,640,076.00
	9,176,714.00	10,640,076.00
<b>(b ) Advane for Capital Goods</b>	39,750,000.00	-
<b>Total</b>	<b>48,926,714.00</b>	<b>10,640,076.00</b>

**9. OTHER NON-CURRENT ASSETS**

<u>Other Non-Current Assets</u>	As at 31 March 2014	As at 31 March 2013
<b>Security Deposits</b>		
<b>Unsecured , Considered Good</b>	38,000.00	-
<b>Total</b>	<b>38,000.00</b>	<b>-</b>

**10. DEFERRED TAX ASSETS (NET)**

<u>Deferred Tax Assets (Net)</u>	As at 31 March 2014	As at 31 March 2013
<b>Deferred Tax Assets (Net)</b>	101.00	101.00
<b>Total</b>	<b>101.00</b>	<b>101.00</b>

**11. CASH & CASH EQUIVALENTS**

<u>Cash &amp; Cash Equivalents</u>	As at 31 March 2014	As at 31 March 2013
<b>(a) Cash On Hand</b>	30,136.00	254,227.00
	30,136.00	254,227.00
<b>(b) Balances With Banks</b>		
In Current Accounts	809,041.00	11,880.00
<b>Total</b>	<b>839,177.00</b>	<b>266,107.00</b>

**12. TRADE RECEIVABLE**

<u>Trade receivable</u>	As at 31 March 2014	As at 31 March 2013
Trade receivable outstanding for a period of less than six months from the date they are due		-
<b>Unsecured, Considered Good</b>	227,483.00	
<b>Total</b>	<b>227,483.00</b>	<b>-</b>



Notes forming Part of Profit &amp; Loss Account

**13. Revenue from Operations**

(Amount in ₹)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
<b>Sale of Services</b>		
Road Construction Income	1,039,447.00	-
Commission Income	29,250.00	30,000.00
<b>Total</b>	<b>1,068,697.00</b>	<b>30,000.00</b>

**14. Other Income**

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Interest Income- Interest on Loans & Advances	63,849.00	317,281.00
<b>Total</b>	<b>63,849.00</b>	<b>317,281.00</b>

**15. Employee Benefit Expenses**

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Salary Expenses	31,500.00	-
<b>Total</b>	<b>31,500.00</b>	<b>-</b>

**16. Finance Costs**

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
<b>Other Borrowing Costs</b>		
Bank Charges	1,804.00	700.00
<b>Total</b>	<b>1,804.00</b>	<b>700.00</b>

**17. Other Expenses**

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Legal and Professional	35,000.00	5,618.00
<b>Payment to Auditors</b>		
As Auditors- Statutory audit	10,000.00	5,618.00
For Taxation Matters	-	5,618.00
Connectivity Charges	23,688.00	-
Listing Fees	35,817.00	11,236.00
Filing Fees	-	5,000.00
Office Expenses	8,598.00	-
Rent, Rate and Taxes	439,900.00	-
Short/Excess Provision Written Off	6,558.00	-
Telephone Expenses	2,670.00	-
<b>Total</b>	<b>562,231.00</b>	<b>33,090.00</b>

**NOTES ON ACCOUNTS****18. Commitments and Contingent Liabilities:- NIL****19. Fixed Deposit Under Lien:- NIL****20. Foreign Currency Earning / Expenditure:- NIL****21. Earning Per Share:-**

The Company reports basic and diluted earnings per share in accordance with Accounting Standard issued by the Institute of Chartered Accountant of India. Basic earnings per share are computed earnings per share are computed by dividing the net profit for the year by the Weighted Average Number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares except where results are anti-dilutive. Statement showing the computation of EPS is as under:-

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2014</b>	<b>As at 31<sup>st</sup> March, 2013</b>
Net Profit as per Profit & Loss Account	<b>₹ 1,15,531.00</b>	<b>₹ 2,16,602.00</b>
Number of Shares Outstanding during the year	<b>50,00,000</b>	<b>10,00,000</b>
Weighted Average Number of Equity Shares Outstanding during the year	<b>23,80,821</b>	<b>10,00,000</b>
Basic Earning Per Share	<b>₹ 0.05</b>	<b>₹ 0.22</b>
Diluted Earning Per Share	<b>N.A.</b>	<b>N.A.</b>

**22. Allotment of equity shares on preferential basis:-**

During the financial year 2013-14, the Company had allotted 40,00,000 equity shares having face value of Rs. 10/- each to Promoters/ Non Promoters by Preferential Allotment of shares at Rs. 10/- each.

**23. Related Party Disclosures:-**

- a) Transactions with Related Parties as specified under Accounting Standard – 18 issued by the Institute of Chartered Accountant of India-

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**Enterprises over which Key Managerial Personnel exercises significant influence**

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**Key Managerial Personnel (KMP) on the Board**

Mr. Mohan Laxmandas Punjabi	Promoter - Managing Director
Mr. Parimal S. Patwa	Promoter - Director

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**Relatives of Key Managerial Personnel**

Mrs. Rekha Parimal Patwa	Wife of Promoter – Director
Mrs. Richa Mohan Punjabi	Wife of Managing Director
Ms. Diya Mohan Punjabi	D/o of Managing Director
Master Dhiyan Mohan Punjabi	Son of Managing Director

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**b) Particulars of Related Party Transactions:-**

*(Amount in ₹)*

Particulars	Volume of Transaction		O/S Receivable		O/S Payable	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
<b>Loans and Advances</b>						
Nimit J. Shah	NIL	21,00,000	NIL	NIL	NIL	21,00,000
<b>Other Long Term Liabilities</b>						
Jyoti D. Shah	NIL	1,20,000	NIL	NIL	NIL	1,20,000
Parimal S. Patwa	NIL	72,000	NIL	NIL	NIL	72,000

**24. Capacity & Production:-**

Currently the Company is not engaged in any manufacturing business activities. Therefore no details can be provided

**25. Particulars of Opening Stock, Purchases, Sales & Closing Stock:- NIL**

26. In the opinion of the Board of Directors, Current Assets, Loans and Advances have a value of realization equivalent to the amount at which they are stated in the Balance Sheet. Adequate provisions have been made in the accounts for all the known liabilities.

27. The balance of Sundry Creditors, Sundry Debtors, and Loans & Advances are unsecured, considered good and reconciled from subsequent transaction and/ or confirmations are obtained.

28. Previous year's figures have been regrouped / reclassified wherever necessary to confirm to current year's classification.

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As per our report of even date.

**For and on behalf of Board of Directors**

For, **Ashwin H. Shah & Co.,**  
*Chartered Accountants*

**Ashwin H. Shah**  
*Partner*  
M.No. 017045  
Firm Reg No 116575W

**Mohan Punjabi** *Managing Director*

**Mr. Parimal S. Patwa** *Director*

**Ms. Ekta Rajpurohit** *Company Secretary*

Place: Ahmedabad  
Date: 15.04.2014

