

JAYAVANT INDUSTRIES LIMITED

18TH

ANNUAL REPORT

2013 - 2014

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CORPORATE INFORMATION

Board of Directors:

1. Mr. Sameer Kumar T. Singh	--	Director (DIN: 00133934)
2. Mr. Shrenikraj G. Kothari	--	Director (DIN: 03089659)
3. Mr. Vinod Babulal	--	Director (DIN: 03089674)
4. Mr. Arun Kumar Bhangadia	--	Director (DIN: 00021024)
5. Ms. Sreepriya Mutgi	--	Director (DIN: 06964945)
6. Mr. Devender Kumar Rathi	--	Director (DIN: 06666011)
7. Mr. Bellam Praveen	--	Director (DIN: 06968003)

Registered Office:

First floor, Jayavant House, Azad Road
Near CBT Bhandiwad Base,
Hubli – 580020
E-mail: info.jayavant@gmail.com

Auditors:

M/s. N.M. Khatavkar & Co.,
Chartered Accountants,
Divate Complex, Near Court circle, club Road,
Hubli – 580029, Karnataka.

Audit Committee:

1. Ms. Sreepriya Mutgi
2. Mr. Devender Kumar Rathi
3. Mr. Bellam Praveen

Nomination & Remuneration Committee:

1. Ms. Sreepriya Mutgi
2. Mr. Devender Kumar Rathi
3. Mr. Bellam Praveen

Stakeholder Relationship Committee:

1. Mr. Arun Kumar Bhangadia
2. Mr. Devender Kumar Rathi
3. Mr. Bellam Praveen

Listing:

- 1) Bangalore Stock Exchange Limited
- 2) Ahmedabad Stock Exchange Limited
- 3) Madras Stock Exchange Limited

Registrar & Share Transfer Agents:

Satellite Corporate Services Private Limited
B-302, Sony Apt., Opp. St. Jude's High School
90 Ft Road, Jarimari, Sakinaka
Mumbai-400 072

Website: www.jayavantindustriesltd.com

E-mail I.D: info.jayavant@gmail.com

CORPORATE IDENTITY NUMBER

U85110KA1996PLC019672

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Shareholders of **M/s JAYAVANT INDUSTRIES LIMITED** will be held on Tuesday, the 30th September 2014 at 11.00 a.m. at the registered office of the Company at First floor, Jayavant House, Azad Road, Near CBT Bhandiwad Base, Hubli – 580020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet as on 31st March, 2014 and Profit & Loss A/c and Cash Flow Statement for the year ended on that date, together with all schedules and notes attached thereto, along with the report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Babulal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. N.M. Khatavkar & Co., as Statutory Auditors in place of Mr. Sheshagiri B. Kulkarni to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. CHANGE OF NAME OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, subject to the availability of Name, approval of the shareholders in the general meeting be and is hereby accorded to the Board for changing the name of the Company from M/s. **JAYAVANT INDUSTRIES LIMITED** to **M/s. PC PRODUCTS LIMITED** or such other name as may be approved by the Registrar of Companies, Telangana in this behalf.”

“RESOLVED FURTHER THAT consequent to the above and pursuant to the provisions of section 13 of the Companies Act, 2013, Clause I in the Memorandum of Association be and is hereby altered by substituting the same with the name of the Company is **PC Products Limited.**”

“RESOVLED FURTHER THAT Mr. Arun Kumar Bhangadia, Director of the Company be and is hereby authorized to do all necessary acts, deeds and things necessary in this behalf.”

5. ALTERATION OF ARTICLES OF ASSOCIATION:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

a) **“RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013, the approval of the shareholders be and is hereby accorded to the Board for changing the name of the Company from **M/s. JAYAVANT INDUSTRIES LIMITED** to **M/s. PC PRODUCTS LIMITED** in the Articles of Association.”

“RESOLVED FURTHER THAT Board of directors of the company be and is hereby authorized to do all necessary acts, deeds and things necessary in this behalf.”

b) A new Article 67 is being inserted after Article 66 which is as under

67. “General Clause – Overriding effect of Companies Act, 2013”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of Companies Act, 2013 and rules made thereunder shall override the provisions of these existing Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.”

6. 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 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Arun Kumar Bhangadia, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14.08.2014 and who holds office until the date of the Annual General Meeting , in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Arun Kumar Bhangadia as a candidate for the office of a

director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

7. To consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Ms. Sreepriya Mutgi (holding DIN No: 06964945) Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who, pursuant to the provisions of the Act (being an independent Director) is no longer liable to retire by rotation and who in accordance with the Act is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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 a term of five (5) years up to 31st March, 2019.”

8. To consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Mr.Devender Kumar Rathi (holding DIN No: 06666011) Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who, pursuant to the provisions of the Act (being an independent Director) is no longer liable to retire by rotation and who in accordance with the Act is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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 a term of five (5) years up to 31st March, 2019.”

9. To consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Mr.Bellam Praveen (holding DIN No:06968003) Director of the Company whose period of office is liable to

determination by retirement of Directors by rotation and who, pursuant to the provisions of the Act (being an independent Director) is no longer liable to retire by rotation and who in accordance with the Act is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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 a term of five (5) years up to 31st March, 2019.”

**For and on Behalf of the Board
Jayavant Industries Limited**

**Place: Hubli
Date: 06.09.2014**

**Sd/-
ArunKumar Bhangadia
Director
(DIN: 00021024)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will be closed from 27.09.2014 to 30.09.2014 (Both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Members are requested to notify immediately any change in their address to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Satellite Corporate Services Pvt Limited., Share Transfer Agents of the Company for their doing the needful.
10. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode.
11. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.jayavantindustriesltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id info.jayavant@gmail.com.
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 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

- (A) In case of members receiving e-mail:
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on “Shareholders” tab to cast your votes.
 - (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
 - (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DPID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.
 - (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.co.in for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
 - (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* 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 sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Shyam with sequence number 1 then enter SH00000001 in the PAN Field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- (A) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- (B) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- (C) The voting period begins on 24 September, 2014 at 9.00 A.M. and ends on 26th September 2014 at 6.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 29th August 2014 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 29th August 2014.

VII. Mr. Vivek Surana, Practicing Company Secretary, bearing C.P. Number 12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.

VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock 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.

IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jayavantindustriesltd.com and on the website of CDSL within two(2) days of

passing of the resolutions at the AGM of the Company and communicated to the Stock exchange.

X. Since the Company is required to provide members facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

**For and on Behalf of the Board
Jayavant Industries Limited**

**Place: Hubli
Date: 06.09.2014**

**Sd/-
ArunKumar Bhangadia
Director
(DIN: 00021024)**

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4 &5:

The Board of directors of the company felt a need to change the name of the company and has approved the change of name of the company and accordingly decided to amend the Memorandum and Articles of Association subject to the approval of the Registrar of Companies and members of the company.

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 change of name and Main Objects of the company require approval of members. Hence, approval of the members is, therefore, sought in terms of the said sections.

Your directors recommend the above special resolution for your approval.

None of the Directors of the company is in anyway concerned or interested in the above resolution.

ITEM NO.6

The members may note that Mr. Arun Kumar Bhangadia was inducted into Board as Additional Director of the company, with effect from 06.09.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from member of the company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Hence, the Board recommends the resolution for your approval.

Except Mr. Arun Kumar Bhangadia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

ITEM NO.7, 8 &9

Ms. Sreepriya Mutgi, Mr.Devender Kumar Rathi and Mr.Bellam Praveen were appointed as additional directors at the meeting of board of Directors of the Company held on 06.09.2014 in terms of Section 161 (1) of the Companies Act, 2013, in the category of non-executive independent directors. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Section 149 and 152 of the Companies Act, 2013 read with rules made thereunder and Schedule IV of the Act, it is proposed that approval of the Shareholders be accorded for the appointment of Ms. Sreepriya Mutgi, Mr.Devender Kumar Rathi and Mr.Bellam Praveen as 'Independent Directors" for a term up to five years.

Ms. Sreepriya Mutgi, Mr.Devender Kumar Rathi and Mr.Bellam Praveen have confirmed compliance with the criteria of independence as provided under Section 149 (6) of the Act. The Board is of the opinion that their vast experience in the corporate laws would be benefit to the Company. Further, in the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder, and they are independent of the Management.

None of the directors or the Key Managerial Personnel and their relatives except Ms. Sreepriya Mutgi, Mr.Devender Kumar Rathi and Mr.Bellam Praveen are concerned or interested directly or indirectly in the resolution set out at Item No. 7, 8 & 9.

**For and on Behalf of the Board
Jayavant Industries Limited**

**Place: Hubli
Date: 06.09.2014**

**Sd/-
ArunKumar Bhangadia
Director
(DIN: 00021024)**

DIRECTORS' REPORT

To
The Members of Jayavant Industries Limited

We have pleasure in presenting the 18th Annual Report with Audited Statements of Accounts for the year ended 31st March 2014.

FINANCIAL RESULTS:

(Rs. in Lakhs)

Particulars	2013-2014	2012-2013
Income	9.13	0.36
Expenditure	1.18	1.13
Profit / Loss for the year	6.69	(0.77)

PERFORMANCE REVIEW:

The Company has recorded a turnover of Rs. 9.13 lakhs and the profit of Rs. 6.69 Lakhs in the current year against the turnover of Rs. 0.36 lakhs and loss of Rs. 0.77 Lakhs in the previous financial year ending 31.03.2013.

The Company has been continuously working on quality up-gradation and cost reduction plans for achieving efficient running of the organisation.

CHANGE IN MANAGEMENT:

Mr. Arun Kumar Bhangadia through Share Purchase Agreement ("SPA") dated 15th May, 2014 acquired 28,55,800 equity shares at a price of Rs.0.75 per share from the promoters of Jayavant Industries limited constituting 53% of the total paid-up equity share capital. Accordingly he complied with the provisions of SEBI (SAST) Regulations and further acquired 71000 shares from the public through open offer letter dated 27.06.2014.

So, consequent on acquisition Mr. Arun Kumar Bhangadia joined the Board of Directors of the Company.

DIVIDEND:

No dividend is proposed to be declared for the year.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

LISTING:

The equity shares of your company are listed on Bangalore, Madras and Ahmedabad Stock Exchanges.

CAPITAL OF THE COMPANY:

The Authorised Share Capital of the Company is Rs.6,00,00,000/- divided into 60,00,000 equity shares of 10/- each, Paid up share capital is Rs.5,38,81,000/-divided in to 53,88,100 equity shares of Rs. 10/- each.

MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of your Company and its business is given in the Management Discussion and Analysis, which forms part of this Report.

DIRECTORS:

During the year, Mr. Arun Kumar Bhangadia, Ms. Sreepriya Mutgi, Mr.Devender Kumar Rathi and Mr.Bellam Praveen were appointed as Additional Directors of the Company w.e.f 06.09.2014.

Mr. Vinod Babulal, who retires by rotation and being eligible, offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm:

- i) that the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year.
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.

iv) that the directors had prepared the annual accounts on the going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO :

The required information as per Sec. 217 (1) (e) of the Companies Act 1956 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- | | |
|---|-------|
| 1. Research and Development (R&D) | : NIL |
| 2. Technology absorption, adoption and innovation | : NIL |

C. Foreign Exchange Earnings and Out Go:

- | | | |
|---------------------------|---|-----|
| Foreign Exchange Earnings | : | NIL |
| Foreign Exchange Outgo | : | NIL |

RESEARCH AND DEVELOPMENT:

The Inhouse R&D will be continued in it efforts in the fields of Labour welfare, improved morale, Optimum use and other cost reduction measures which had shown good results when the unit of the company was operational. However, the future activity in this respect will depend on the restarting of the activities of the company.

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under Section 217(2A). Therefore, the disclosures required to be made under Section 217(2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

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 in Annexure.

AUDITORS:

Sheshagiri B. Kulkarni, Chartered Accountant, resigned on 05.09.2014 and the Board of directors proposed the appointment of M/s. N.M. Khatavkar & Co., Chartered Accountant as statutory auditors in place of Sheshagiri B. Kulkarni, Chartered Accountant to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company.

CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors forms part of this Report as Annexure.

ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

**For and on Behalf of the Board
Jayavant Industries Limited**

**Place: Hubli
Date: 06.09.2014**

**Sd/-
ArunKumar Bhangadia
Director
(DIN: 00021024)**

MANAGEMENT DISCUSSION AND ANALYSIS

(Forming part of Directors' Report)

A) Industry Structure & Development:

The company has been engaged in the manufacture and sale of hill grass brooms, suparis etc which are a household consumable product and are basically sold on the quality of grass and other ingredients used with added support of brand image. Even technological innovations from time to time in the manufacture and mix of the grass with innovative handles developed in the inhouse research and development centers had contributed to the building up of market share when the company's commercial activities were operational.

Later, on account of high competition and low margin in the manufacture of brooms the main focus of the Company during the past had been shifted on the trading activity of the hill grass brooms. However due to the non availability of the working capital funds, the company has completely stopped its business activity. The company also tried to focus into the other areas of operations however they were also not found promising and hence those ideas were also dropped.

B) Discussion on Financial & Operational Performance:

Particulars	2013-2014	2012-2013
Income	9.13	0.36
Expenditure	1.18	1.13
Profit / Loss for the year	6.69	(0.77)

The Company has recorded a turnover of Rs. 9.13 lakhs and the profit of Rs. 6.69 Lakhs in the current year against the turnover of Rs. 0.36 lakhs and loss of Rs. 0.77 Lakhs in the previous financial year ending 31.03.2013.

C) Internal Control System and adequacy:

The Company has 3 committees of the Board namely:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholder Relationship Committee

D) Opportunities and the Outlook:

Basically the grass business is dependent on various factors like the daily fluctuation of the prices, dealing with the illiterate class of the cultivators, competition from the unorganized sectors, weather conditions, the government policies etc which are unpredictable and non-dependable. With the gradual elimination of the illiteracy and awareness about the hygiene and the people becoming health conscious brooms

market was expected to expand. However with the entry of the new and improvised methods and cleaning tools the brooms business has been losing the market. Your company hopes to commence its business once the working capital funds are available.

E) Threats:

As on the date of this report, in India, there are a variety of the products available for cleaning and upkeeping of the premises. The housekeeping has been automatised with the innovative electrical and electronic gadgets. However the brooms are still popular in the middle class families and in rural people.

F) Risks and Concerns:

The Company has sold its brooms business and has diversified into trading business. The experience in the industry had been in manufacture and sale however in trading the same experiences was applied and further required expertise was hired. Due to non availability of the working capital funds the Company has completely stopped its brooms business.

G) Human resources and Industrial relations:

The Company has introduced control techniques in all its divisions to ensure proper and adequate control, facility, transparency and accuracy. There was an established personnel department liaising between the management and the staff/workers. The understanding between the Management and the staff and workers had continued to be cordial. However due to non availability of the working capital funds the company has completely stopped its business.

H) Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statues and other incidental factor.

REPORT ON CORPORATE GOVERNANCE

(Forming part of Directors' Report)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The philosophy of the Company has been to ensure clarity and efficiency in the administration by means of strict compliance with the quality standards, customer satisfaction and compliance with requirements of all applicable laws and regulations. The procedures, policies and practices followed by your Company are based on sound governance principles. The governance practices followed by your Company are continuously reviewed and the same are benchmarked to the best governed companies.

Your Company has complied with the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Agreement.

II. BOARD OF DIRECTORS

a.) The Board of Directors comprised of 7 Directors out of which six (6) are Non Executive and one (1) is Executive Director. Out of Seven (6) are Independent directors. The Composition of the Board is in conformity with the listing requirements.

b.) The details of the Directors being appointed/ re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Clause 49(IV)(G) of the Listing Agreement, are mentioned in the Notice to the Annual General Meeting, forming part of the Report.

c.) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

d.) Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company. None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company.

e.) The Board of Directors met 6 times during the year on 30.05.2013, 14.08.2013, 01.09.2013, 14.11.2013, 14.02.2014 and 28.02.2014 and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

The details of Composition of Board of Directors, directors' attendance at Board Meetings, AGM and details of other directorships, committee chairmanships/memberships held by the Directors during the year are as follows:

S. No	Name of the Directors	Category	Attendance Particulars			No. of other Directorships and Committee memberships/chairmanships		
			No. of Board meetings		Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
			Hel d	Atte nded				
1.	Mr. Sameer Kumar T. Singh	Independe nt Director	6	6	Yes	NIL	NIL	NIL
2.	Mr. Shrenikraj G. Kothari	Independe nt Director	6	6	Yes	1	NIL	NIL
3.	Mr. Vinod Babulal	Independe nt Director	6	6	Yes	NIL	NIL	NIL
4.	Mr. Arun Kumar Bhangadia*	Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
5.	Ms. Sreepriya Mutgi**	Independe nt Director	NIL	NIL	NIL	NIL	NIL	NIL
6.	Mr.Devender Kumar Rathi**	Independe nt Director	NIL	NIL	NIL	NIL	NIL	NIL
7.	Mr.Bellam Praveen**	Independe nt Director	NIL	NIL	NIL	NIL	NIL	NIL

*Appointed w.e.f. 14.08.2014

**Appointed w.e.f. 06.09.2014

Board's Procedure:

Agenda papers along with explanatory statements were circulated to the Directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

Committees of the Board:

Currently, there are three (3) Committees of the Board, namely: Audit Committee, Nomination & Remuneration Committee, and Stakeholder Relationship Committee. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

III. AUDIT COMMITTEE

- i) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- ii) The terms of reference of the Audit Committee include a review of;
 - Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - Reviewing with management the annual financial statements before submission to the Board, focusing on:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;
 6. Compliance with stock exchange and legal requirements concerning financial statements;
 7. Any related party transactions
 - Reviewing the company's financial and risk management's policies.
 - Disclosure of contingent liabilities.
 - Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

- Reviewing compliances as regards the Company's Whistle Blower Policy.

iii) The previous Annual General Meeting of the Company was held on 30th September, 2013 and Mr. Sumir Kumar Singh, Chairman of the Audit Committee, attended previous AGM.

iv) The composition, meetings and the attendance during the year of the Audit Committee is given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2011-2012, (4) four meetings of the Audit Committee were held on the 30.05.2013, 14.08.2013, 14.11.2013 and 14.02.2014.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Sameer Kumar T. Singh	Chairman	NED (I)	4	4
Mr. Shrenikraj G. Kothari	Member	NED (I)	4	4
Mr. Vinod Babulal	Member	NED (I)	4	4
Ms. Sreepriya Mutgi**	Member	NED (I)	NA	NA
Mr.Devender Kumar Rathi**	Member	NED (I)	NA	NA
Mr.Bellam Praveen**	Member	NED (I)	NA	NA

**Appointed w.e.f. 06.09.2014

NED (I): *Non Executive Independent Director*

The necessary quorum was present at all the meetings.

IV. NOMINATION & REMUNERATION COMMITTEE

The details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Sameer Kumar T. Singh	Chairman	NED (I)	4	4
Mr. Shrenikraj G. Kothari	Member	NED (I)	4	4
Mr. Vinod Babulal	Member	NED (I)	4	4
Ms. Sreepriya Mutgi**	Member	NED (I)	NA	NA
Mr.Devender Kumar Rathi**	Member	NED (I)	NA	NA

Mr.Bellam Praveen**	Member	NED (I)	NA	NA
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**Appointed w.e.f. 06.09.2014

NED (I): Non Executive Independent Director

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Directors of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

No remuneration was paid to any of the Directors for the financial year 2013-14.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE

A.) Composition, meetings and the attendance during the year:

The Details of composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Sameer Kumar T. Singh	Chairman	NED (I)	4	4
Mr. Shrenikraj G. Kothari	Member	NED (I)	4	4
Mr. Vinod Babulal	Member	NED (I)	4	4
Mr. Arun Kumar Bhangadia*	Member	NED (I)	NA	NA
Mr.Devender Kumar Rathi**	Member	NED (I)	NA	NA
Mr.Bellam Praveen**	Member	NED (I)	NA	NA

*Appointed w.e.f. 14.08.2014

**Appointed w.e.f. 06.09.2014

NED (I): Non Executive Independent Director

B.) Powers:

The Committee has been delegated with the following powers:

- To redress shareholder and investor complaints relating to transfer of shares, Dematerialization of Shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
- to approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

The Board has designated Mr. Sameer Kumar T. Singh Director as the Compliance Officer.

The Company has designated an exclusive e-mail ID called info.jayavant@gmail.com for redressal of shareholders' complaints/grievances.

Complaints received and redressed by the Company during the financial year:

During the year no complaints were received.

S.No	Particulars	Remarks
1.	At the beginning of the year	NIL
2.	Received during the year	NIL
3.	Resolved during the year	NIL
4.	At the end of the year	NIL

VI. GENERAL BODY MEETINGS:

Financial Year	Date	Time	Venue	Special Resolution
2012-2013	30.09.2013	4.00 P.M.	First Floor, Jayavant House, Azad Road, Near CBT, Hubli – 580020	NIL
2011-2012	29.09.2012	4.00 P.M.	First Floor, Jayavant House, Azad Road, Near CBT, Hubli – 580020	NIL
2010-2011	30.09.2011	4.00 P.M.	First Floor, Jayavant House, Azad Road, Near CBT, Hubli – 580020	NIL

VII. OTHER DISCLOSURES

- (a) There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- (b) In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- (c) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- (d) Whistle Blower policy: We have established a mechanism for employees to report concerns about unethical behavior, fraud or violation of code of conduct of the Company. The mechanism provided direct access to the Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the Company. The Whistle Blower Policy has been posted on the Intranet of the Company.
- (e) The Company has complied with the non-mandatory requirements relating to remuneration committee and Whistle Blower policy.
- (f) Director of the Company have furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

VIII. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same.

IX. GENERAL SHAREHOLDERS INFORMATION

a) 18th Annual General Meeting:

Day, Date and Time	Tuesday, the 30 th September, 2014 at 11.00 A.M
Venue	At First Floor, Jayavant House, Azad Road, Near CBT, Hubli – 580020

b) Book Closure Date: 27th September, 2014 to 30th September, 2014 (Both days inclusive)

c) Financial Year and Calendar (Tentative) 2014-15:

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:

Financial Calendar

Financial Reporting for 2014-2015 (tentative)	On or before
The First Quarter results	14.08.2014
The Second quarter results	14.11.2014
The Third quarter results	14.02.2015
The Fourth quarter results	30.05.2015

d) Listing on Stock Exchanges : Bangalore Stock Exchange Limited
Madras Stock Exchange Limited
Ahmedabad Stock Exchange Limited

e) Stock Code : N.A.

f) ISIN No. : N.A.

g) Stock Price Data : The monthly high / low prices of shares of the Company from April, 2013 to March, 2014 are not available as there is no trading in the shares of the Company.

h) Registrar & Share Transfer Agents (for shares held in both physical and demat mode):

Satellite Corporate Services Private Limited
B-302, Sony Apt., Opp. St. Jude's High School
90 Ft Road, Jarimari, Sakinaka
Mumbai-400 072

i) Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the document being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization and shares are processed and the confirmation is given within in prescribed time.

j) Shareholding Pattern as on 31st March, 2014:

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	2926800	54.31
	Sub- Total A	2926800	54.31
B	Public Shareholding		
1.	Institutions	0	0.00
2.	Non- Institutions		
a)	Bodies Corporate	0	0.00
b)	Indian public and others	2461300	45.69
c)	Any others	NIL	NIL
	i) NRI's	NIL	NIL

	ii) Clearing Members	NIL	NIL
	Sub Total B	2461300	45.69
	Grand Total (A+B)	5388100	100

k) Dematerialization of Shares:

The Company's shares are dematerialized on both Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited. The Company's ISIN is INE579N01018. As on 31st March, 2014, 789100 shares are dematerialized which is 14.65% of the paid up capital.

l) Address for Investors Correspondence:

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

First floor, Jayavant House, Azad Road
Near CBT Bhandiwad Base,
Hubli – 580020
E-mail: info.jayavant@gmail.com

m) CEO/MD Certification:

As required by the clause 49 (V) of the Listing Agreement, the certificate from CEO is attached elsewhere in the annual report.

n) Compliance Certificate of the Auditors:

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The Certificate from the statutory auditor will be sent to the stock exchange along with the Annual Report of the Company.

**For and on Behalf of the Board
Jayavant Industries Limited**

**Place: Hubli
Date: 06.09.2014**

**Sd/-
ArunKumar Bhangadia
Director
(DIN: 00021024)**

DECLARATION

To
The Members of Jayavant Industries Limited

This is to declare that the Code of Conduct envisaged by the Company for members of the Board and the Senior Management Personnel have been complied with by all the members of the Board and the Senior Management Personnel of the Company respectively.

**For and on Behalf of the Board
Jayavant Industries Limited**

**Place: Hubli
Date: 06.09.2014**

**Sd/-
ArunKumar Bhangadia
Director
(DIN: 00021024)**

Dear Shareholder,

Please find below the Director certificate as per Clause 49(V) of the Listing Agreement:

CERTIFICATE

I, ArunKumar Bhangadia, Director of M/s Jayavant Industries Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

**For and on Behalf of the Board
Jayavant Industries Limited**

**Place: Hubli
Date: 06.09.2014**

**Sd/-
ArunKumar Bhangadia
Director
(DIN: 00021024)**

CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members of
JAYAVANT INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s JAYAVANT INDUSTRIES LIMITED, for the period of 12 months ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges of India.

The compliance conditions of Corporate Governance are the responsibility of the management. Our examination was limited to a review of the procedures and implementation there of, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. 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, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

No investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

**For M/s. N.M.Khatavkar & Co.,
Chartered Accountant**

**Place: Hyderabad
Date: 06.09.2014**

**Sd/-
N.M.Khatavkar
Membership No. 206569**



SHESHGIRI B. KULKARNI

B. Com, F.C.A. DISA (I.C.A.)

CHARTERED ACCOUNTANT

204, 2nd Floor, CENTRE POINT, Opp. Sanjevani,
New Cotton Market, HUBLI - 580 029.

INDEPENDENT AUDITORS' REPORT

To the members of

"JAYAVANT INDUSTRIES LIMITED";

Report on Financial Statements

We have audited the accompanying financial statements of "Jayavant Industries Limited", which comprises the Balance Sheet as at 31 March, 2014, and the Statement of Profit and Loss account 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 gives a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 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

Auditor's 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 require 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 misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or 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 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.





SHESHGIRI B. KULKARNI
B. Com., F.C.A., DISA (I.C.A.I)

CHARTERED ACCOUNTANT

204, 2nd Floor, CENTRE POINT, Opp. Sanjevani,
New Cotton Market, HUBLI - 580 029.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2014;
- b. in the Case of the Statement of Profit and Loss, of the *Profit* for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies [Auditor's Report] Order, 2003 (as amended) 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 paragraph 4 and 5 of the said order to the extent applicable.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit:
 - b. 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.
 - c. The Balance Sheet dealt with by this report is in agreement with the books of accounts.
 - d. In our opinion, the Balance Sheet and statement of Profit & Loss account, dealt with by this report comply with the Accounting Standards referred to in sub - section (3C) of section 211 of the Companies Act, 1956.
 - e. On the basis of written representations received from the directors, as on 31st March, 2013, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub - selection (1) of section 274 of the Companies Act, 1956;

Place: Hubli
Date: 19/04/2014.

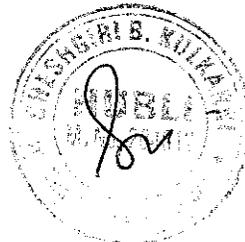


Sheshgiri B. Kulkarni
Sheshgiri B Kulkarni
Chartered Accountant
M No. 204612

**ANNEXURE TO
THE AUDITORS' REPORT OF JAYAVANT INDUSTRIES LIMITED**

Referred to in Paragraph 3 of our Report of even date

1. Maintenance of proper records showing full particulars regarding the quantitative details and situation of fixed assets of the Company, and physical verification of Assets by the management is not applicable for the year, as company does not hold any Fixed Assets.
2.
 - a. According to information and explanation given to us, physical verification of inventory has not been conducted by the management as there was no trading or manufacturing activity during the year and the Company did not deal with any kind of inventory
 - b. In our opinion and according to the information and explanation given to us procedures of physical verification of Inventory followed by the management reasonable and adequate in relation to the size of the company and nature of its business but there was no trading of inventory in the financial year 2013-14.
 - c. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification; however there was no trading during the year.
3. The Company has not taken/granted any loans, secured or unsecured from/to companies, firms or other parties listed in Register maintained under Section 301 of the Companies Act 1956
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and sale of goods. However company did not purchase or sell inventories during the year. There are no continuing failures to correct major weaknesses in internal control.
5. To the best of our knowledge and belief and as explained to us, the Company has not entered into any transactions during the year under preview, which required to be entered in the Register maintained under section 301 of the Companies Act 1956
6. Company has not accepted any deposits from the public as explained under section 58A of the Companies Act 1956 and the companies (Acceptance of deposits) rules 1975.
7. In our opinion, the Company has no internal audit system commensurate with the size and nature of its business.
8. Provisions of Section 209 (1) (d) of the Companies Act 1956 relating to maintenance of cost records are not applicable to this Company.
9. According to the information and explanations, given to us, there are no undisputed amounts remaining to be deposited in respect of Provident fund, Investor Education and protection Fund, Employees State Insurance, Income Tax, Wealth Tax, Customs duty, Excise duty, cess Which has remained arrears, as at 31st March 2014 for a period of more than six months from the date they become payable.
10. In our opinion accumulated losses of the Company are not more than fifty percent of its net worth. The Company has not incurred cash losses during the financial year covered by our audit and it has also incurred cash losses during the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us the Company has not defaulted in repayment of dues to financial Institution, Bank or debenture holders during the year covered for audit.
12. According to the information and explanation given to us the Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not chit fund or Nidhi, mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor Report) Order 2003 are not applicable to the Company.

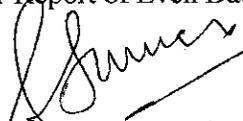


14. In our opinion, the proper records have been maintained of transactions and contracts and timely entries have been made therein in respect of shares and securities held by the Company. Shares, Securities and other securities have been held by the Company, in its own name.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from Bank or financial institution.
16. As per the information and explanations given to us, the Company has not availed any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital or losses.
18. According to the information and explanations given to us no preferential allotment of shares has been made by the company to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act.
19. The Company has not issued any secured debentures.
20. The company has not raised any money through a public issue during the year. However the allotment money arrears has been received in cash during the current financial year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during year.

Place: Hubli

Date: 19/04/2014.

As Per Our Report of Even Date"


Sheshgiri B Kulkarni
Chartered Accountant

JAYAVANT INDUSTRIES LIMITED

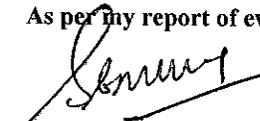
Regd. Office: First Floor, Jayavant House, Azad Road, Near CBT, Hubli

BALANCE SHEET AS AT 31ST MARCH 2014

		(Amount In Rs.)	(Amount In Rs.)
	Note	As at 31.03.2014	As at 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2.1	53,881,000.00	45,356,629.00
(b) Reserves and surplus	2.2	(16,226,749.46)	(16,895,261.26)
(2) Current liabilities			
(a) Trade payables	2.3	10,000.00	10,000.00
(b) Other current liabilities	2.4	4,746,043.00	4,536,043.00
TOTAL		42,410,293.54	33,007,410.74
II. ASSETS			
(1) Non-current assets			
(a) Non Current Investments	2.5	8,500,000.00	-
(b) Long-term loans and advances	2.6	650,000.00	650,000.00
(2) Current assets			
(a) Trade Receivables	2.7	33,177,146.92	32,299,089.00
(b) Cash and cash equivalents	2.8	83,146.62	58,321.74
		42,410,293.54	33,007,410.74
Significant Accounting Policies and Notes to Accounts		Note 1 & 2	-

The notes referred to above from an integral part of Balance Sheet for the year 2013-14.

As per my report of even date



Sheshgiri B Kulkarni
 Chartered Accountant

For & on behalf of the Board



Director **Director**

Place: Hubli

Date: 19/04/2014.

JAYAVANT INDUSTRIES LIMITED

Regd. Office: First Floor, Jayavant House, Azad Road, Near CBT, Hubli

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

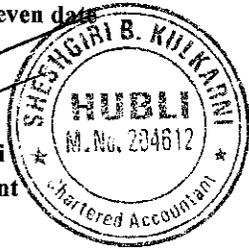
		(Amount In Rs.)	(Amount In Rs.)	
	Note	As at 31.03.2014	As at 31.03.2013	
II.	Other Income	2.9	913,857.92	35,800.00
III.	Total Revenue		913,857.92	35,800.00
IV.	Expenses:			
	Finance costs	2.10	12,286.17	11,169.25
	Other expenses	2.11	106,059.95	101,157.00
	Total expenses		118,346.12	112,326.25
V.	Profit before exceptional and extraordinary items and tax		795,511.80	(76,526.25)
IX.	Profit Before Tax		795,511.80	(76,526.25)
X.	Tax Expense:		127,000.00	-
XV	Profit (Loss) for the period		668,511.80	(76,526.25)
	Earnings Per Equity Share			
	a) Basic	2.12	0.12	(0.02)
	b) Diluted	2.12	0.12	(0.02)

Significant Accounting Policies and Notes to Accounts Note 1 & 2

The notes referred to above form an integral part of Balance Sheet for the year 2013-14.

As per my report of even date

Sheshgiri B Kulkarni
Chartered Accountant



For & on behalf of the Board

Director

Director

Place: Hubli

Date: 19/04/2014.

Note No. **NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2014**

2.1 SHARE CAPITAL

	As at 31.03.2014	As at 31.03.2013
AUTHORISED		
60,00,000 Equity shares of Rs.10 each	60,000,000.00	60,000,000.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
<i>Issued Capital</i>		
53,88,100 Equity shares of Rs.10 each		
Share capital at the beginning 53,88,100 Equity shares of Rs.10 each	53,881,000.00	53,881,000.00
Less: Allotment money in arrears	-	(8,524,371.00)
Share capital at the end of the year 53,88,100 Equity shares of Rs.10 each	53,881,000.00	45,356,629.00

Of the above share capital, none of the shareholders hold 5% or more of shareholding.

2.2 RESERVES AND SURPLUS

	As at 31.03.2014	As at 31.03.2013
Deficit in Statement of Profit and Loss		
Opening balance of deficit	(16,895,261.26)	(16,818,735.01)
Profit/(Loss) for the year	668,511.80	(76,526.25)
Closing balance of Deficit	(16,226,749.46)	(16,895,261.26)

2.3 TRADE PAYABLES

	As at 31.03.2014	As at 31.03.2013
<i>Others</i>		
Audit Fees Payable	10,000.00	10,000.00
Total	10,000.00	10,000.00

2.4 OTHER CURRENT LIABILITIES

	As at 31.03.2014	As at 31.03.2013
<i>Other Payables</i>		
Navkar Corporation Ltd	2,703,783.00	2,620,783.00
Siddhartha Corporation Ltd	1,895,260.00	1,895,260.00
Provision for Taxation	127,000.00	-
<i>Dues to Directors</i>		
Mr. Sumer Singh	20,000.00	20,000.00
Total	4,746,043.00	4,536,043.00



2.5 NON CURRENT INVESTMENTS

	As at 31.03.2014	As at 31.03.2013
<i>Long Term Quoted Investments: equity instruments</i>		
Investment in Shares (200,000 equity shares of Jayvant Products Ltd of Rs. 42.50 each, Stated at cost) (Market value on 31/03/2014 is Rs. 56.70 per share, total amounts to Rs. 1,13,40,000/-)	8,500,000.00	-
Total	8,500,000.00	-

2.6 LONG-TERM LOANS AND ADVANCES

	As at 31.03.2014	As at 31.03.2013
<i>Security Deposits - unsecured and considered good</i>		
Rent Deposits	50,000.00	50,000.00
<i>Other Loans and advances- unsecured and considered good</i>		
Bheemsen Khurana	600,000.00	600,000.00
Total	650,000.00	650,000.00

2.7 TRADE RECEIVABLES

	As at 31.03.2014	As at 31.03.2013
Trade Receivables (unsecured)		
<i>Outstanding for a period exceeding six months</i>		
Unsecured and considered good	-	-
Considered Doubtful	-	-
DEPB Income Receivable	32,299,089.00	32,299,089.00
MAT Credit Entitlement	127,000.00	
Others	751,057.92	-
Total	33,177,146.92	32,299,089.00

2.8 CASH AND CASH EQUIVALENTS

	As at 31.03.2014	As at 31.03.2013
Balance with Banks:		
Laxmivilas Bank	2,806.79	2,806.79
Ratnakar Bank	46,668.00	46,668.00
Cash on Hand	33,671.83	8,846.95
	83,146.62	58,321.74

2.9 OTHER INCOME

	As at 31.03.2014	As at 31.03.2013
<i>Other Non-Operating Income</i>		
Commission received on commodity exchange	786,857.92	35,800.00
MAT Credit Entitlement	127,000.00	
	913,857.92	35,800.00



2.10 FINANCE COSTS

	As at 31.03.2014	As at 31.03.2013
<i>Other Borrowing Costs</i>		
Bank Charges and Financial charges	12,286.17	11,169.25
	<u>12,286.17</u>	<u>11,169.25</u>

2.11 OTHER EXPENSES

	As at 31.03.2014	As at 31.03.2013
<i>Administrative Expnses</i>		
Payment To Auditors		
As Auditor	5,000.00	5,000.00
Postage & courier	14,058.00	12,780.00
Printing & Stationery	10,098.75	13,465.00
Rates and Taxes	6,206.20	5,642.00
Demat Charges	70,697.00	64,270.00
	<u>106,059.95</u>	<u>101,157.00</u>

As per my report of even



 Sheshgiri B Kulkarni
 Chartered Accountant

For & on behalf of the Board


 Director


 Director

Place: Hubli

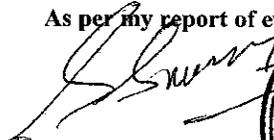
Date: 19/04/2014.

2.12 EARNINGS PER EQUITY SHARE

Basic earning per share is computed by dividing the net profits after tax by the weighted number of equity shares outstanding during the period. Diluted earning per share is computed by dividing the net profits after tax by the weighted number of equity shares considered for deriving basic earning per share and also the weighted number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

	As at 31.03.2014	As at 31.03.2013
EPS – Basic		
Net Profit (Loss)	668,511.80	(76,526.25)
Appropriations	-	-
Net Profit (Loss) Attributable to Share Holders as at 31st March (Numerator)	668,511.80	(76,526.25)
No of Shares outstanding at the beginning of the year	5,388,100.00	5,388,100.00
No of Shares outstanding at the end of the year	5,388,100.00	4,535,662.90
Adjusted Weighted average number of equity shares of Face Value Rs.100 each (Denominator)	5,388,100.00	4,535,662.90
Nominal Value of Ordinary Shares	10.00	10.00
Computation of EPS - Basic (in Rs)	0.12	(0.02)
EPS – Diluted		
Net Profit (Loss) Attributable to Share Holders as at 31st March of Face Value Rs.100each (Numerator)	668,511.80	(76,526.25)
Adjusted Weighted average number of equity shares	5,388,100.00	4,535,662.90
Total Weighted average number of equity shares for Diluted EPS (Denominator)	5,388,100.00	4,535,662.90
Nominal Value of Ordinary Shares	10.00	10.00
Computation of EPS - Diluted (in Rs)	0.12	(0.02)

As per my report of even date

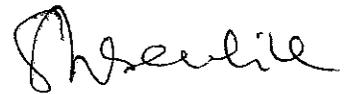

Sheshgiri B Kulkarni
Chartered Accountant



For & on behalf of the Board



Director



Director

Place: Hubli

Date: 19/04/2014.

JAYAVANT INDUSTRIES LIMITED

NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2014

NOTE 1: NOTES ON ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

1.1. Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles Indian (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 and the accounting standards issued by the Institute of Chartered Accountants of India, as adopted consistently by the company.

1.2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make to estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates

1.3. Revenue Recognition

All revenues are generally recognized on accrual basis.

1.4. Fixed Assets:

Fixed assets were stated at the historical cost which is inclusive of freight, duties installation costs and other incidental expenses incurred upto the installation. However Company does not hold any Fixed Assets as on 31.03.2014, as all the fixed assets have been sold during the year 2001-02.

1.5. Going Concern:

All the fixed assets are sold during the year 2001-02. During this financial year Company has made the Profit of Rs.5,41,511.80/- and Company's brought forward losses of earlier years Rs. 1,68,95,261.26 (total loss as on 31st March 2014 is Rs. 1,63,53,749.46) needs to be absorbed. Company's Current liabilities exceeded its current good assets by Rs.32,71,838.46 and its total liabilities exceeded its total assets by Rs. 1,63,53,749.46. The ability of the Company to continue as a going concern is dependent on the future business plans of the Company for which no indications do exist. This factor along with doubtfulness of debt as per Note No **1 15 : Target plus Scheme DEPB Receivable**, raises substantial doubt that the Company will be able to continue as a "Going Concern".

1.6. Accounting for Taxes on Income (AS 22):

The Company, considering accumulated losses and managements perception of virtual uncertainty of making profit in the light of past result and also due to substantial doubt with respect to company's status of going concern, has not created or assumed any Deferred Tax Asset for the previous years and current year as required to be done according to the Accounting Standard 22 issued by Institute of Chartered Accountants of India.

The Advance Tax and Provision for Income Tax are adjusted and only net result is disclosed in the balance sheet



1.7. Dues to small scale Industrial undertaking

There are no Undertakings, which are SSI, from whom amounts, outstanding for more than 30days where such due or dues exceeds Rs. 1lakhs. The above information has been compiled in respect of parties to the extent to which they could be identified as small scale and ancillary undertakings on the basis of information available with the Company and furnished.

1.8. Expenditure in foreign Currency	Nil
1.9. Remittance in Foreign currency	Nil
1.10. Earnings in Foreign Exchange	Nil

1.11. Contingent Liabilities

Claims for taxes and miscellaneous items not acknowledged by the company NIL

1.12. Loans and Advances: In the Opinion of Board of Director, current assets, Loans & Advances have the value at which these are stated in the Balance Sheet if realized in the ordinary course of business and the provisions for all known liabilities is adequate and not in excess of or less than the amount reasonable necessary

1.13. Debtors and Creditors: Balance of trade debtors and creditors are subject to confirmations from the parties

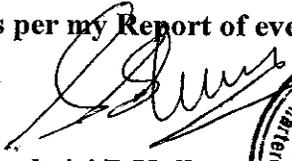
1.14. Bank and cash Balances: Ratnakar Bank Balance of Rs. 46,668/- (2012-13 Rs. 46,668/-) and Laxmi Vilas Bank balance Rs. 2,806.79 (2012-13 Rs. 2,806.79) are subject to reconciliation and confirmation from the bank

1.15. Target plus Scheme DEPB Receivable: The Company had dealt with some of the licenses/ Export Incentives under Target plus Scheme in the earlier financial years. Rs.322.99 Lac DEPB income receivable pertaining to this scheme is outstanding for the last several years and the balance of receivable is subject to confirmation and reconciliation from the respective parties the details of which are not available & traceable . Considering the time elapsed and also considering the inadequate documentation pertaining to the transactions the debt is classified as doubtful. The company has not made any provision in the books in consideration of doubtfulness of the realisability of this material amount due from the third party

1.16. Previous Year's Figures: Previous year's figures have been regrouped or rearranged or reclassified wherever necessary.

1.17. Figures in the parenthesis relate to the previous year. Previous years figures have been regrouped and rearranged wherever necessary to conform to current year classification.

As per my Report of even date


Sheshgiri B Kulkarni
Chartered Accountant



Place: Hubli
Date: 19/04/2014.

For and on behalf of the Board


Director


Director

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U85110KA1996PLC019672
Name of the company: JAYAVANT INDUSTRIES LIMITED

Registered office : First floor, Jayavant House, Azad Road,
Near CBT Bhandiwad Base, Hubli – 580020

Name of the member(s): Registered Address: E-mail Id: Folio No./Client Id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature:, or failing him

2. Name :
Address:
E-mail Id :
Signature:, or failing him

3. Name :
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the company, to be held on the 30th day of September 2014 at 11.00 a.m. at First floor, Jayavant House, Azad Road, Near CBT Bhandiwad Base, Hubli – 580020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1 Approval of financial statements for the year ended 31.03.2014
- 2 Appointment of Mr. Vinod Babulal as Director who retires by rotation
- 3 Appointment of statutory auditors and fixation of their remuneration
- 4 Change of name of the Company
- 5 Alteration of Articles of Association of the company
- 6 Appointment of Mr. Arun Kumar Bhangadia as Executive Director
- 7 Appointment of Ms. Sreepriya Mutgi as Independent Director
- 8 Appointment of Mr.Devender Kumar Rathi as Independent Director
- 9 Appointment of Mr.Bellam Praveen as Independent Director

.Signed this 30th day of September,2014

Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

JAYAVANT INDUSTRIES LIMITED

First floor, Jayavant House, Azad Road, Near CBT Bhandiwad Base, Hubli – 580020

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 18th Annual General Meeting of the Company to be held on 30th September, 2014 at 11.00 a.m. at First floor, Jayavant House, Azad Road, Near CBT Bhandiwad Base, Hubli – 580020

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In block letters)

Folio No. / Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.
the entrance of the meeting hall.