



**INDO BORAX  
&  
CHEMICALS LTD.**

**32nd ANNUAL REPORT 2012-13**



## BOARD OF DIRECTORS

S.K. Jain	:	Chairman & Managing Director
Sajal Jain	:	Vice Chairman & Executive Director
Sushila Jain	:	Non Executive Director
Arun S. Sureka	:	Non Executive and Independent Director
Narendra Kumar Mittal	:	Non Executive and Independent Director
Govind R.Parmar	:	Non Executive and Independent Director
Bankers	:	Syndicate Bank, Kotak Mahindra Bank Ltd, ICICI Bank Ltd, State Bank of India.
Auditors	:	V.S. Lalpuria & Company Chartered Accountants
Registered Office	:	5A/113, Mittal Industrial Estate, M.Vassanji Road, Andheri (East), Mumbai - 400 059.
Works	:	Pithampur : Sector II, Pithampur Industrial Area, Dist. Dhar (M.P.), Pin : 454 775
Registrar & Transfer Agent	:	Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072
Subsidiary Company	:	Indoborax Infrastructure Pvt. Ltd.

## NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of Indo Borax & Chemicals Ltd. will be held on Thursday, 22<sup>nd</sup> August, 2013 at Mini Auditorium of S.N.D.T. Women's University, Sir Vithaldas Vidya Vihar, Opp. Lido Cinema, Juhu Road, Santacruz (w), Mumbai - 400 049 at 1.00 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2013 and the statement of Profit and Loss for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare a Final Dividend for the year 2012-13 on Equity Shares.
3. To appoint a Director in place of Mr. Arun Sureka, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration.

M/s. V. S. Lalpuria & Company, Chartered Accountants, the retiring auditors, being eligible, offer themselves for re-appointment.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:  
"RESOLVED that pursuant to the Article 206 of the Articles of Association of the company, Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII

of the Companies Act 1956, (including any statutory modifications(s) or re-enactments thereof for the time being in force) the company be and is hereby approves the re-appointment of Mr. Sajal Jain, as a Vice Chairman & Executive Director of the Company, for a term of five years with effect from 26<sup>th</sup> May, 2013, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting".

6. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to Mr. V. S. Lalpuria, proprietor of M/s. V. S. Lalpuria & Company, Chartered Accountants, a relative of Mr. Arun Sureka, a Director of the Company, to hold office from the conclusion of this Annual General Meeting, as auditors of the Company and/or for rendering any other professional services and his remuneration and other terms, if any, shall be decided by the Managing Director or the Chief Executive of the Company in consultation with the members of the Audit Committee subject, however that the aggregate of remuneration as auditors and for other services (exclusive of the applicable taxes and reasonable out of pocket expenses) in the year shall not exceed ₹ 12,00,000/- (Rupees Twelve Lacs Only)."

BY ORDER OF THE BOARD  
For INDO BORAX & CHEMICALS LTD

(S. K. JAIN)  
Chairman & Managing Director

Mumbai; 30<sup>th</sup> May, 2013



## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

2. The Register of Members and Share Transfer Books will remain closed from 16<sup>th</sup> August, 2013 to 22<sup>nd</sup> August, 2013 (both days inclusive), in connection with the ensuing Annual General Meeting and the payment of dividend.
3. The final dividend as recommended by the Board of Directors, if approved by the members at the Annual General Meeting, will be paid after 22<sup>nd</sup> August, 2013, as under:
  - a) To all beneficial owners in respect of share held in electronic form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of the business hours on 15<sup>th</sup> August, 2013;
  - b) To all shareholders in respect of shares held in physical form after giving effect to transfers in respect of complete and valid request lodged with the company on or before the close of business hours on 15<sup>th</sup> August, 2013.
4. Explanatory statement in respect of Item No. 5 and 6 of the accompanying notice as required by Section 173 of the Companies Act, 1956 is annexed hereto.
5. Members holding shares in physical form are requested to immediately intimate change of address, if any to the Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Ltd., quoting reference of the Registered Folio Number. Members holding shares in the electronic form are advised to inform any change in address to their respective Depository Participants. The address as furnished to the Company by the respective Depositories viz. NSDL & CDSL will be printed on the dividend envelopes. The company or its Registrars can not act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
6. Shareholders seeking any information with regard to Accounts or desirous of asking questions at the AGM are requested to write to the Company at least seven days in advance so as to enable the management to keep the information ready.

7. Particulars of directors seeking re-appointment is given in the Report of the Directors on Corporate Governance.
8. The Ministry of Corporate Affairs (vide circular nos. 17/2011 dated April 21, 2011 and April, 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchange permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communication.
9. SEBI has made it mandatory for all listed companies, to mention in the dividend warrant, the Bank Account details furnished by the shareholders, while distributing dividend as well as to use the ECS facility wherever available. In event of some shareholders not availing ECS/NECS facility, the bank shall print the Bank details as available with it in the dividend warrants.

Shareholders holding shares in physical form: Please provide the following bank details to the Registrar & Transfer Agent quoting Folio Number to enable us to credit your account with the dividend directly: Name of the Bank, Address of the Bank, Bank Account Number, 9 digit MICR code of the branch, IFSC code of the Branch (preferably, send cancelled cheque leaf)

Shareholders holding shares in dematerialized form: Please register/update your bank account details i.e. Bank Name, Branch address, Account no., Account Type, 9 digit MICR code with your depository participants with whom you are maintain your demat account to facilitate credit of dividend directly to your bank.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

As required by Section 173 of the Companies Act, 1956 ("Act") the following explanatory statements set out all material facts relating to the business mentioned under Item No. 5 and 6 of the accompanying Notice dated 30<sup>th</sup> May, 2013.

### Item No. 5

As per recommendation of the Remuneration Committee, the Board of Directors at their meeting held on 16<sup>th</sup> May, 2013 have re-appointed Mr. Sajal Jain, as Vice Chairman and Executive Director of the Company for a period of five years with effect from 26<sup>th</sup> May, 2013, subject to approval of the members in general meeting. The terms and conditions including remuneration payable to Mr. Sajal Jain are set out below:

1. Tenure & Appointment: Five years commencing 26<sup>th</sup> May, 2013 to 25<sup>th</sup> May, 2018;
2. Nature of Duties: The Vice Chairman & Executive Director shall, subject to the supervision and control of the Board of Directors and Managing Director, be responsible for managing the affairs of the company including procurement, operations, marketing, sales, finance & accounts, personnel & administration as per the guidelines and the policies determined by the board from time to time.
3. Remuneration:  
Mr. Sajal Jain shall be entitled to receive the



remuneration as specified hereunder:

**A) Salary, Allowances and Perquisites:**

- a. Salary: ₹ 90,000/- per month;
- b. Provision of furnished or unfurnished company owned or leased Accommodation or House Rent Allowance in lieu thereof @ 60% of Salary;
- c. Reimbursement of expenses for utilities such as gas, electricity, water, furnishings, repairs, servant's salaries, society charges and property tax, house maintenance or allowance therefore;
- d. Medical reimbursement, leave encashment, medical/accident insurance, leave travel assistance or allowance for himself and his family; club fees; such other perquisites and allowances in accordance with the rules of the company;
- e. Company's contribution to Provident Fund, Superannuation and Gratuity Fund or payment of gratuity as applicable from time to time and terminal leave encashment;
- f. Reimbursement of all the expenses incurred by him for the company work and/or for the business of the company;
- g. The company shall bear the expense for providing him one or more car(s) with driver, telephone(s) and other communication facilities at residence, mobile phones and such other facilities as the company may deem necessary in view of his responsibilities and stature.

Provided always that for the purpose of computing remuneration and any ceilings on remuneration under applicable provisions of the Companies Act, 1956, the expenses incurred by the company in respect of item (e), (f) and (g) above shall not be considered as part of his salary, allowances and perquisites to the extent they are not taxable in his hands as per applicable provisions of the Income Tax Act, 1961 and rules made thereunder.

Provided further that total amount payable under items (a) to (d) above shall not exceed the limits specified (presently ₹ 1,50,000/- per month) in sub-para A of para 1 of Section II of Part II of Schedule XIII to the Companies Act where provisions of said Section II are applicable.

**B) Commission:**

Annual commission at applicable percentage (ranging from 1% to 5%) of Net profit depending on the levels of net profit computed under section 198 of the Companies Act, 1956 as per annual accounts to be placed at the meeting of the members of the company under Section 210, payable after approval of accounts at such Meeting.

**C) Overall ceiling and remuneration payable in case of absence or inadequacy of profits:**

- a) Provided always that the overall remuneration payable shall not exceed the maximum limits specified in proviso to sub-section (3) of Section 309 of the Companies Act, 1956 or Section I of

Part II of the Schedule XIII thereto as applicable from time to time.

- b) Provided further that in case of absence or inadequacy of profit in any financial year during the currency of this appointment, the remuneration payable shall be the salary, allowances and perquisites specified in sub-para (A) hereinabove within the ceilings specified (presently ₹1,50,000/- per month) in sub-para A of para 1 of Section II of Part II of the said Schedule XIII to the companies Act as applicable from time to time.

4. Further, the Vice Chairman & Executive Director so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
5. This appointment can be terminated by either side by giving six months notice in writing to the other party.
6. Further, pursuant to Article 208 of the Articles of Association of the company Mr. Sajal Jain, so long as he holds the office of the Vice Chairman & Executive Director shall not be liable to retire by rotation and shall not become interested or concerned in any selling agency directly or through his wife or children."

In compliance with the provisions of Section 198, 269, 309 & 310 read with Schedule XIII of the Act, the terms of remuneration of Mr. Sajal Jain, are now being placed before the Members in general meeting for their approval. The Board recommends the Resolution for acceptance by the Members.

The above may be treated as an abstract of the terms of contract/agreement between company and Mr. Sajal Jain, pursuant to Section 302 of Companies Act, 1956.

Mr. Sajal Jain, is interested in the resolutions that pertains to his remuneration. Further Mr. S. K. Jain & Mrs. Sushila Jain, may also be deemed to be interested in the resolution, as they are related to Mr. Sajal Jain. Save and except the above, none of the other Directors of the Company is, in any way concerned or interested in the resolution.

**Item No. 6**

M/s V. S. Lalpuria & Company, Chartered Accountants, has been Auditors of the Company since, the incorporation of the Company. Mr. V. S. Lalpuria, the proprietor of M/s. V.S. Lalpuria & Company, Chartered Accountants, is a relative of Mr. Arun Sureka, Director of the Company. Section 314 requires that any appointment of a relative of a Director to an office carrying a monthly remuneration in excess of the prescribed limit be made with the consent of the general Meeting by a special resolution. Hence, the proposed Resolution.

None of the Directors except Mr. Arun Sureka, Director, being related to Mr. V. S. Lalpuria may be deemed to be concerned or interested in the above resolution.

By Order of the Board  
For Indo Borax & Chemicals Ltd

(S.K. Jain)  
Chairman & Managing Director

**Mumbai; 30<sup>th</sup> May, 2013**

**Registered Office** :5-A/113, Mittal Industrial Estate, M.Vasanji Road, Andheri (East), Mumbai - 400 059



## DIRECTORS' REPORT

To The Members of Indo Borax & Chemicals Ltd,

Your Directors have pleasure to present their 32<sup>nd</sup> Annual Report and the Audited Statement of Accounts for the year ended on 31-Mar-2013.

### FINANCIAL RESULTS AND OPERATIONS

The performance of the Company for the financial year ended 31-Mar-2013 is summarized below:

(₹ in lacs)

Particulars	31-3-2013	31-3-2012
Sales	7411.83	5104.32
Less: Excise Duty	804.84	467.30
Net Sales	6606.99	4637.02
Other Income	307.45	260.92
Profit before Depreciation & Taxation	1791.02	1110.92
Less : Depreciation	66.76	45.10
Provision for Taxation	590.47	348.50
Deferred Tax	(7.80)	(8.09)
Profit after Depreciation & Taxation	1141.59	725.41
Balance brought forward from previous year	3719.21	3129.49
Profit available for appropriation	4860.80	3854.90
Less : Appropriations		
Proposed Final Dividend	52.22	52.22
Tax on Dividend	8.87	8.47
Transfer to General Reserve	125.00	75.00
Balance carried to Balance Sheet	4674.71	3719.21

### DIVIDEND

The Directors are pleased to recommend Dividend of ₹ 1.50 (One Rupee & Fifty paise) per equity share of ₹ 10/- each.

### SUBSIDIARY COMPANY

Execution of "Residential Building Project" at Santacruz, Mumbai has now started after long delay due to regulatory approval. However, the company is hopeful to complete the project within a year.

A statement pursuant to Section 212 of the Companies Act, 1956 and audited accounts and reports of Board of Directors and Auditors for the period ended 31-03-2013 relating to the subsidiary company are attached to the accounts.

### CONSOLIDATED FINANCIAL STATEMENTS

As required under clause 32 of the listing agreement, Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2013 along with report of the auditors thereon are attached herewith.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Directors present their report on the specified matters to the extent relevant or within limits that in their opinion are imposed by the company's own competitive position, as under:-

#### Industry structure and development

No reliable and published data is available specifically on boron products industry. As boron minerals are not found in India, the basic inputs have to be essentially imported.

#### Opportunity, threats, risks and concerns

As, the basic input of the boron product is to be imported, so timely availability of basic inputs at competitive prices in desired quality, composition and quantities has

been, continues to be and expected to remain a matter of concern, risk and threat as well as opportunity. The company is continuously engaged in exploring and developing alternative sources for imported raw material to minimize the risk.

### Segment wise or product-wise performance

The company is operating in a single reportable segment i.e. manufacturing and selling of Chemicals. Hence, segment-wise break-up is not applicable to operations of the company on standalone basis.

The construction projects being executed by the subsidiary company has not yet started generating revenue. Segment wise information on consolidated basis is given in the notes to accounts to consolidated balance sheet.

### Outlook

The policy of Government of India encouraging import of finished products at the cost of domestic industries is a real threat and the margins may come down resulting in unpredictable operations. Otherwise, the domestic market is expanding every year and the Company can sell more quantity, as its products are well known for its quality.

### Internal control system & their adequacy

The Company has proper and adequate systems of internal controls to provide reasonable assurance that all assets are safeguarded; transactions are authorized and recorded correctly to ensure compliance with policies and statutes.

Internal control systems have been found to be adequate and commensurate with the size and nature of the business of the company and are reviewed from time to time for further improvement.



## Discussion on financial performance with respect to operational performance

The sales in current year stood at ₹ 7,411.83 Lacs compared to ₹ 5,104.32 Lacs in previous year. Production of boron products increase by 16.93 % as compare to 6.86% in previous year.

## Human Resources Development & Management

There are no material developments to be reported in the matter of human resources and industrial relations which were cordial throughout the year.

## RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- that in the preparation of the annual accounts for the financial year ended 31st March, 2013; the applicable accounting standards had been followed.
- 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 true and fair view of the state of affairs of the

Company at the end of financial year and of the profit of the Company for that period;

- that the Directors had 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;
- that the Directors had prepared the annual accounts on a going concern basis.

## DIRECTORS

Mr. Arun Sureka, retires by rotation in the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

## PERSONNEL

Industrial relations in the Company were cordial throughout the year under review. The information as required under section 217(2A) of the Act, read with the Companies (Particulars of the Employees) Rules 1975, as amended, is given below:

Name, Qualification, Designation	Age, Experience, Date of Joining	Remuneration Gross	Take home pay during the year	Terms of Appointment	Previous Employment
Mr. S.K.Jain B.Sc. Managing Director	69 Years 49 Years 23-09-1980	₹ 96,78,354/-	₹ 78,21,366/-	Contractual, Governed by members' resolution	Self-Employed
Mr. Sajal Jain B. Com. Executive Director	45 Years 25 Years 01-06-1988	₹ 93,74,114/-	₹ 76,96,342/-	Contractual, Governed by member's resolution	First Employment

## INSURANCE

The Company's all fixed assets, plant & machineries and stocks are adequately insured.

## DELISTING OF SECURITIES

The Company had applied for delisting of shares from Kolkatta Stock Exchange in 2005-2006, however, till date the confirmation of delisting has not been received from Exchange.

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required to be furnished pursuant to section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 to the extent applicable are given in the Annexure.

## CORPORATE GOVERNANCE REPORT

A separate detailed Corporate Governance Report and Certificate of Auditors of your Company regarding the compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchange are annexed to this report.

## CERTIFICATE OF SECRETARIAL COMPLIANCE

Compliance Certificate issued by M/s. Prasad Parab & Associates, Practicing Company Secretaries is annexed to this report.

## AUDITORS

M/s. V. S. Lalpuria & Co, Chartered Accountants, Statutory Auditors of the Company hold office, in accordance with the provisions of the Companies Act, 1956, up to conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

## COMMENTS ON AUDITORS REPORT

The Auditors Report does not contain any qualifications or adverse comments and therefore, do not call for any comment.

## COST AUDIT

Pursuant to the Directives of the Central Government under the provisions of Section 233B of the Companies Act, 1956, qualified cost auditors have been appointed to conduct cost audit for the year under review relating to the products manufactured by the Company.

## ACKNOWLEDGEMENTS

Your Directors thank the Company's clients, vendors, shareholders & bankers for their continued support during the year. Your Directors place on record their appreciation for the contribution made by employees at all levels. Your Company's growth has been possible due to their hard work, co-operation & support.

For and on behalf of the Board of Directors

Mumbai,  
May 30, 2013

S. K. Jain  
Chairman



**ANNEXURE TO DIRECTORS REPORT**

INFORMATION UNDER SECTION 217(1) (E) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

**I. Conservation of Energy**

a) Energy Conservation Measures taken	The Company continues to lay special emphasis on conservation of energy and have taken measures like regular monitoring of consumption, reduction of transmission losses and up to date maintenance of systems.
b) Additional investment and proposal, if any, being implemented for reduction of consumption of energy	Nil
c) Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods	Not applicable

**FORM A**

(Form for disclosure of particulars with respect to conservation of energy)

A	Power and Fuel consumption	Unit	Current Year (ended on 31.3.2013)	Previous year (ended on 31.3.2012)
1.	Electricity			
	a) Purchased	Units/KWH	16,83,692	13,59,894
	Total amount	₹	1,05,99,829	81,16,950
	Rate / Unit	₹	6.29	5.97
	b) Own Generation			
	Through Diesel Generator	Units	30,610	26,678
	Units per liter of Diesel Oil	Units	2.80	2.80
	Cost per liter	₹	47.97	42.80
2.	Coal			
	Quantity	M.T	4,181	4,371
	Total Cost	₹	2,39,99,221	2,35,74,424
	Average rate (per M.T)	₹	5740	5393
3.	Furnace Oil			
	Quantity	Ltrs	Nil	Nil
	Total Amount	₹	Nil	Nil
	Average rate (per Ltrs.)	₹	Nil	Nil

B	Consumption per unit of production	Current Year (ended on 31.3.2013)		Previous Year (ended on 31.3.2012)	
		Electricity Units/KWH	Coal Kgs	Electricity Units / KWH	Coal Kgs
	Product : Boric Acid & Borax	175	435	169	531

**II. 1. Research & Development**

The Company has no specific Research & Development Department. However quality control facilities are utilised for product and process improvement and updation.

**2. Technology Absorption**

The Company has not imported any technology.

**III. Foreign Exchange Earnings and Outgo**

a) Earnings	:	Nil
b) Outgo	:	
- Import of Materials	:	₹ 2755.23 lacs
- Material for repairs to machinery/Stores	:	₹ 34.10 lacs
- Foreign Travel/subscription	:	₹ 22.37 lacs

For and on behalf of the Board of Directors

Mumbai,  
May 30, 2013

S. K. Jain  
Chairman







**REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

**1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company’s philosophy is to conduct its affairs in a manner which is transparent, clear and evident to those having dealings with or having a stake in the Company, namely shareholders, lenders, creditors and employees. The Company’s philosophy on Corporate Governance is thus concerned with the ethics and values of the Company and its Directors, who are expected to act in the best interest of the Company and remain accountable to shareholders and other beneficiaries for their action.

**2. BOARD OF DIRECTORS**

The Board of Directors comprises of Chairman cum Managing Director, Vice Chairman cum Executive Director and four Non Executive Directors of which three are Independent Directors. Since the Chairman is executive, the Board’s composition meets with the stipulated requirement of at least half of the board comprising Independent Directors.

During the financial year 2012-13 the Board of Directors met 5 times on the following dates: 30-May-2012, 14-Aug-2012, 21-Sept-2012, 8-Nov-2012, 14-Feb-2013.

**Attendance of each Director at the Board Meetings and last Annual General Meeting:**

Name of Director	Relationship with other Directors	Category *	Designation	No. of Board Meetings Attended	Attendance at last AGM	No. of Director ships in other Boards (Excluding alternate Directorship and private companies) **	No. of Chairmanship/ Membership in other Board Committees
Mr. S. K. Jain	Husband of Mrs. Sushila Jain	Promoter & E.D	Chairman & Managing Director	4	Yes	Nil	Nil
Mr. Sajal Jain	Son of Mr S.K. Jain. & Mrs. Sushila Jain	E.D	Vice-Chairman & Executive Director	5	Yes	Nil	Nil
Mrs. Sushila Jain	Wife of Mr. S.K.Jain	N.E.D	Director	4	Yes	Nil	Nil
Mr. Arun Sureka	None	I & N.E.D	Director	5	Yes	Nil	Nil
Mr. N. K. Mittal	None	I & N.E.D	Director	5	Yes	Nil	Nil
Mr. G.R.Parmar	None	I & N.E.D	Director	5	Yes	Nil	Nil

\*E.D - Executive Director, N.E.D - Non Executive Director, I - Independent

\*\* Includes the Public Company and Foreign Company but exclude Private and Section 25 Company.

**SHAREHOLDING OF DIRECTORS (no. of shares held as on 31<sup>st</sup> March 2013)**

Mr. S. K. Jain	Mrs. Sushila Jain	Mr. N. K. Mittal	Mr. Sajal Jain
5,10,351	2,88,893	600	4,36,496

**Code of Conduct**

The Board has laid down a code of conduct for Board Members and Senior Management staff of the company, which can be viewed at Company’s website -<http://www.indoborax.com>. The Board Members and Senior Management staff have affirmed compliance with the said code of conduct.

**3. Audit Committee**

The terms of reference of this committee cover the matters specified for Audit Committee under clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

The composition of Audit Committee and the details of the meeting attended by the Directors are given below:

Name of Member	Designation	No. of Committee meetings held	Attendance
Mr. Arun Sureka	Chairman	5	5
Mr. Narendra K. Mittal	Member	5	5
Mr. Govind Parmar	Member	5	5

During the year under review, Audit Committee met 5 times on the following dates: 30-May-2012, 14-Aug-2012, 21-Sept-2012, 08-Nov-2012 & 14-Feb-2013.


**4. Remuneration Committee:**

The Remuneration Committee comprised of three independent directors viz, Mr. Arun Sureka (Chairman), Mr. N. K. Mittal (Member) and Mr. Govind Parmar (Member).

Name of Member	Designation	No. of Committee meetings held	Attendance
Mr. Arun Sureka	Chairman	2	2
Mr. Narendra K. Mittal	Member	2	2
Mr. Govind Parmar	Member	2	2

During the year under review, Remuneration Committee met two times on the following dates: 14-Feb-2013 & 30-Mar-2013.

**5. Directors' Remuneration during 2012-13**

Name of Director	Salary & HRA	Benefits	Commission	Meeting Fees	Total	Service Contract, Notice Period Serverance Fees
Mr. S. K. Jain	1728000	1150050	6800304	Nil	9678354	Contractual
Mr. Sajal Jain	1440000	255760	7678354	Nil	9374114	Contractual **
Mrs. Sushila Jain	--	--	--	12000	12000	Retirement by Rotation
Mr. Arun Sureka	--	--	--	39000	39000	Retirement by Rotation
Mr. N. K. Mittal	--	--	--	39000	39000	Retirement by Rotation
Mr. G.R. Parmar	--	--	--	36000	36000	Retirement by Rotation

- The Company has taken Group Gratuity Policy and contribution for the Managing Director & Executive Director, is not separately determined hence not included above.
- The Managing Director's commission is governed by the member's resolution passed at the A.G.M. held on 26-07-2012. The commission is payable after approval of the accounts by shareholders in the AGM.
- \*\* The contract is for 5 years w.e.f. 26.05.2008, which was expired on 25.05.2013. He has been reappointed for a further period of 5 years w.e.f. 26.05.2013 at the board meeting held on 16.05.2013, subject to the approval of the ensuing Annual General Meeting.
- The Managing Director's contract is for 5 years w.e.f. 01.04.2012 which may be determined by six months notice by either side.
- Mr. Arun Sureka, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment.

**DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)**

Name	Arun Sureka
Date of Birth	27 <sup>th</sup> October, 1955
Date of Appointment	30 <sup>th</sup> April, 1987
Qualification	B.Sc, LLB & FCA
Expertise in specific functional area	Wide experience in the field of Accounts, Audits, Taxation, Finance & General Management
Directorship held in other Public Companies	Nil
Membership/Chairmanships of Board Committees	Chairman of the Audit & Remuneration Committee and member of Shareholders/ Investors Grievance Committee
Number of shares held in the Company as on 31 <sup>st</sup> March, 2013	Nil

**6. Shareholders' Grievance Committee**

The Committee specifically looks into the redressal of Shareholders / Investors Grievances, if any, like Grievances not addressed or Non-receipt of Annual Report/dividend warrants etc and other related issues.

The composition of Shareholders' Grievances Committee and the details of the meeting attended by the Directors are given below:

Name of Member	Designation	No. of Committee meetings held	Attendance
Narendra K. Mittal	Chairman	1	1
Arun Surekha	Member	1	1
Sushila Jain	Member	1	-

During the year under review, the Committee met on 30<sup>th</sup> March, 2013. At the year end there were no grievances pending against company.



- Number of Complaints received during the year ended 31.03.2013 -6, Number of Complaints not resolved up to 31st March 2013 - Nil, Number of Share Transfers pending as on 31.03.2013 - 100 shares, one Transfer involving -100 shares, Number of Share Transfers pending for more than 30 days as on 31.03.2013 - Nil
- Name & Designation of Compliance Officer -  
Mr. Sajal Jain- Executive Director w.e.f.. 01-05-2009

## 7. General Body Meetings:

### a) Annual General Meeting

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue	No. of Special Resolutions
2009-10	26.08.2010	1.00 p.m.	S N D T University, Juhu, Mumbai	One
2010-11	18.08.2011	1.00 p.m.	S N D T University, Juhu, Mumbai	One
2011-12	26.07.2012	1.00 p.m.	S N D T University, Juhu, Mumbai	One

### b) Postal Ballot

No postal ballot was conducted during the year

## 8. Disclosures:

There were no transactions of material nature with the Promoters, Directors or the Management, subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. For details of related party transactions refer to Notes to Accounts.

There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last three years on any matter related to Capital markets.

The company has complied with all the mandatory requirements. It has not adopted non-mandatory requirements except remuneration committee.

## 9. Certificate from Managing Director CEO/CFO:

Certificate from Mr. S. K. Jain, Managing Director and Mr. Sajal Jain, Vice Chairman & Executive Director in terms of clause 49(V) of the Listing Agreement with BSE Ltd. for the financial year ended 31<sup>st</sup> March, 2013 was placed before the Board of Directors of the Company in its meeting dated 30<sup>th</sup> May, 2013 and enclosed herewith.

## 10. Means of Communication:

The Company communicates with its shareholders on an annual basis through the Annual Report. The quarterly, half-yearly, nine monthly and yearly results are published in Economic Times in English language & in Maharashtra Times in Marathi Language.

- No presentations have been made to institutional investors or to the analysts.
- The Management Discussion and Analysis Report forms part of Directors Report.

As required, information relating to quarterly financial results, shareholding pattern etc. were provided to BSE Ltd and is available on websites [www.bseindia.com](http://www.bseindia.com)

## 11. General Information for Shareholder:

### a. Annual General Meeting

The Annual General Meeting of the Company will be held on 22<sup>nd</sup> August, 2013 at 1.00 p.m. at Mini

Auditorium of S.N.D.T. Women's University, Sir Vithaldas Vidya Vihar, Opp. Lido Cinema, Juhu Road, Santacruz (W), Mumbai - 400 049.

### b. Financial Calendar for the financial year 2013-14 (tentative)

Results for First Quarter	: On or before 14 <sup>th</sup> Aug., 2013
Results for Second Quarter	: On or before 14 <sup>th</sup> Nov., 2013
Results for Third Quarter	: On or before 14 <sup>th</sup> Feb., 2014
Results for the year ending 31 <sup>st</sup> March 2014	: On or before 30 <sup>th</sup> May, 2014

### c. Date of Book Closure

: 16<sup>th</sup> August, 2013 to 22<sup>nd</sup> August, 2013 (both days inclusive)

### d. Dividend payment Date

: Dividend, if declared, shall be paid/credited on or after 23<sup>rd</sup> August, 2013

### e. Listing on Stock Exchanges

: BSE Ltd, (BSE) Mumbai, (The Kolkatta Stock Exchange Ltd. - Delisting confirmation from The Kolkatta Stock Exchange is still awaited)

### f. Stock Code

: 524342, BSE Limited,

### g. Depositories

: NSDL and CDSL

### h. ISIN No.

: INE803D01013.

### i. Listing Fees for 2013-14

: Paid for the BSE Limited

### j. Custodial Fees to Depositories

: Paid to National Security Depository Ltd & Central Depository Services (I) Ltd for the Year 2013-14



k. Monthly high / low price at The Bombay Stock Exchange Ltd (Financial Year 2012-13)

Month	High (Rs)	Low (Rs)	BSE Sensex High	BSE Sensex Low
April -2012	84.85	72.00	17664.10	17010.16
May-2012	81.00	64.05	17432.33	15809.71
June-2012	88.00	75.15	17448.48	15748.98
July-2012	84.70	78.20	17631.19	16598.48
August-2012	86.20	77.00	17972.54	17026.97
September-2012	82.00	75.70	18869.94	17250.80
October-2012	82.50	74.30	19137.29	18393.42
November-2012	112.40	78.10	19372.70	18255.69
December-2012	113.40	100.90	19612.18	19149.03
January-2013	124.90	102.15	20203.66	19508.93
February-2013	129.00	107.25	19966.69	18793.97
March-2013	120.95	105.30	19754.66	18568.43

l. Registrar and Transfer (R & T) Agents

The Company has appointed M/s. Sharex Dynamic (India) Pvt. Ltd. as its R & T Agent. In this regard, Members may contact at following address:

Sharex Dynamic (India) Pvt. Ltd, Unit - 1, Luthra Indl. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072, Ph. +91-22- 28515606 / 28515644, E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

m. Share Transfer System

Presently, fortnightly cycle is followed for processing transfer requests and Share transfers are approved by designated officers to whom the

o. Distribution of Shareholding as on 31-Mar-2013:

Number of equity shares held	No. of Share holders	%	No. Of Shares	%
1 - 100	3775	65.81	321316	9.23
101 - 200	941	16.41	180523	5.19
201 - 500	608	10.60	235884	6.78
501 - 1000	211	3.68	175519	5.04
1001 - 5000	156	2.72	364862	10.48
5001 - 10000	24	0.42	164574	4.73
10001 - 100000	16	0.28	450439	12.94
100001 & Above	5	0.09	1587883	45.62
Total	5736	100.00	3481000	100.00
In Physical Form	2815	49.07	461700	13.26
In Electronic Form	2921	50.92	3019300	86.74

p. Outstanding GDRs / ADRs /Warrants or any Convertible instruments

The Company has not issued any GDRs/ ADRs/ Warrants or any Convertible instruments.

q. Location of Plant Facilities

Plant locations : Plot No. 43 to 46, 47A, 48, 48A, Industrial Estate, Sector II, Pithampur - 454 775. (M.P.)

authority has been delegated by the Board of Directors.

n. Dematerialization of Shares

As on 31-Mar-2013, 30,19,300 equity shares representing 86.74 % of the Company's paid-up equity share capital is held in electronic form.

During the year under review, the Company's equity shares have been actively traded on Bombay Stock Exchange.

Shareholding Pattern as on 31-Mar-2013

Sr. No.	Category of Holders	No. of Shares	% to Total Shares
1	Indian Promoters	16,08,342	46.20
2	Financial Inst./ Mutual Funds/ Banks	3,800	0.11
3	Non-Residents/FIIs/ OCBs	1,36,400	3.92
4	Other Corporate Bodies	1,63,193	4.69
5	Indian Public	15,63,726	44.92
6	Clearing Members	5,539	0.16
	Total	34,81,000	100.00

r. Address for Correspondence

The Compliance Officer,  
Indo Borax & Chemicals Ltd., 5A-113, Mittal Industrial Estate, M. V. Road, Andheri (E), Mumbai - 400 059,  
Ph. No: +91-22- 2850 4012; Fax No. +91-22- 2850 9348 • Email: [complianceofficer@indoborax.com](mailto:complianceofficer@indoborax.com)

By Order of the Board of Directors

**S. K. Jain**  
Managing Director



**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
Indo Borax & Chemicals Ltd.

We have examined record concerning the compliance of conditions of Corporate Governance by Indo Borax & Chemicals Ltd. for the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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 conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

On the basis of the records and documents maintained by the Company and the information and explanations given to us and the representation made by the Directors and the

Managements, in our opinion, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreements with the Stock Exchanges.

We have to state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Company and Registrar & Share Transfer Agent, noted by the Board of Directors/ Shareholders Grievance Committee.

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

**For V. S. Lalpuria & Company**  
Chartered Accountants

V. S. Lalpuria  
Proprietor

Place: Mumbai  
Date: May 30, 2013

CS Prasad Parab PRASAD PARAB & ASSOCIATES  
B.Com, LLB, ACS Company Secretaries

Nominal Capital : ₹ 6,00,00,000/-  
Paid up Capital : ₹ 3,48,10,000/-

The Board of Directors,  
Indo Borax & Chemicals Ltd,  
5A/113, Mittal Industrial Estate,  
M.V.Road, Andheri (East)  
Mumbai - 400 059

**COMPLIANCE CERTIFICATE**

We have examined the registers, records, books and papers of Indo Borax & Chemicals Limited (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2013 (financial year). In our opinion and to the best of our information and according to the explanations carried out by us and explanations furnished to us by the company, its officers and agent, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provision and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Maharashtra, Mumbai & Central Government within the time prescribed/by paying additional fees as prescribed under the Act and rules made there under. The company has not filed any documents with Regional Directors, Company Law Board or other authorities under the Act.
3. The Company being Public Limited Company, has paid up capital of ₹ 3,48,10,000/- as on 31<sup>st</sup> March, 2013 and the restrictive provision of section 3(1)(iii) are not applicable.
4. The Board of Directors duly met **5 (Five )** times on **30-May-2012, 14-Aug-2012, 21-Sept-2012, 08-Nov-**

**2012 and 14-Feb-2013** and as per the information and explanation given by the management, proper notices were given and the proceedings were properly recorded and signed, including the circular resolutions passed, in the Minutes Book maintained for the purpose.

5. The company closed its Register of Members from **20-July-2012 to 26-July- 2012** (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on **31<sup>st</sup> March, 2012** was held on **26<sup>th</sup> July-2012** and as per the information and explanation given by the management, the company has given adequate notice to the members of the company and the resolutions passed thereat were duly recorded in the in Minutes Book maintained for the purpose.
7. There was no extra ordinary meeting was held during the financial year.
8. The Company has not advanced any loans to its directors and/or persons or firms or companies referred in the section 295.
9. The company has duly complied with the provision of section 297 of the Act in respect of the contracts specified in that section.
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. The company has obtained necessary approvals from the Board of Directors, Members and approval of the Central Government pursuant to section 314 of the Act wherever applicable.
12. The Board of Directors has approved the issue of duplicate share certificates during the financial year.
13. The company has:
  - (i) delivered all the certificates and lodgment thereof for transfer /transmission or any other purpose in accordance with the provision of the Act. The company has not made any allotment of shares during the financial year.
  - (ii) deposited the amount of dividend declared at the



- meeting held on 26<sup>th</sup> July, 2012 into a separate Bank Account on 30<sup>th</sup> July, 2012 which was within five days from the date of declaration of such dividend.
- (iii) paid /posted warrants for dividends to all the members within a period of 30 (thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Dividend Account of the Company with Kotak Mahindra Bank Ltd.
- (iv) no amount outstanding in respect of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed and unpaid for the period of seven years and liable to be transferred to Investor Education and Protection Fund.
- (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. During the year Mr. S.K.Jain, re-appointed as Chairman & Managing Director for a term of five years from 1st April, 2012 to 31st March, 2017.
  15. The Company has re-appointed Managing Director Mr. S.K.Jain for a term of 5 years from 1<sup>st</sup> April, 2012.
  16. Company has not appointed any sole-selling agents during the financial year.
  17. The company has duly obtained necessary approval of the Central Government. The company was not required to obtain any approval from Company Law Board, Regional Director or Registrar or such other authorities as prescribed under the various provisions of the Act.
  18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to Section 299 of the Act and the rules made there under.
  19. The Company has not issued any shares or other securities during the financial year.
  20. The company has not bought back any shares during the financial year.
  21. There was no redemption of preference shares or debentures during the financial year.
  22. There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with provisions of the Act.
  23. The company has not accepted any deposits under section 58A and 58AA read with Companies (Acceptance of Deposits) Rules, 1975.
  24. The Company has borrowed fund from bank which is within the limits prescribed under the Act, during the financial year ended 31<sup>st</sup> March, 2013.
  25. The company has made loans and investments in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
  26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
  27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
  28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
  29. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
  30. The company has not altered the provisions of the Articles of Association during the financial year under scrutiny.
  31. So far the information provided to us, the company has not received any show cause notice for any alleged offence/violation under the Companies Act, 1956 or listing agreement or SEBI guidelines and no fine, penalty imposed on the Company in this regard during the year under review.
  32. The company has not received any amount as security from its employees during the financial year.
  33. The company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

For PRASAD PARAB & ASSOCIATES  
Company Secretaries

Mumbai  
30<sup>th</sup> May, 2013

**Prasad Parab**  
Proprietor  
C. P. No.10235

### Annexure "A"

Registers as maintained by the Company

1. Register of Members under section 150 of the Companies Act, 1956.
2. Index of Members under section 151 of the Companies Act, 1956.
3. Register of Shares Transfers/Transmission.
4. Register and Returns under section 163 of the Companies Act, 1956 (including Copies of all annual returns prepared under section 159 of the Companies Act, 1956).
5. Register of Directors under section 303 of the Companies Act, 1956.
6. Register of Contracts and Disclosures of Directors interest under section 301 of the Companies Act, 1956.
7. Register of Directors Shareholdings under section 307 of the Companies Act, 1956.
8. Minutes Book of the Meetings of Board of Directors and General Meeting under section 193 of the Companies Act, 1956.
9. Register of Directors Attendance.
10. Register of Shareholders/Proxy Attendance.
11. Register of Renewal, Spilt, consolidation and duplicate share certificate.
12. Register of Charges u/s 143.
13. Register of Fixed Assets
14. Register of Investment u/s 372A.



**Annexure “B”**

Forms and Returns as filed by the Company with the Registrar of Companies, Central Government or other authorities during the financial year ending on 31<sup>st</sup> March , 2013.

Sr. No.	E-Form No.	Relevant Section	Description	Date of Filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fees paid Yes/No
1.	Form No. 20B	159	Annual Return for 2011-12	18/08/2012	Yes	N.A.
2.	Form No. 23AC /ACA XBRL	220	Balance Sheet and Profit & Loss Account for 31/03/12	15/01/2013	Yes	N.A.
3.	Form No. 66	383A	Compliance Certificate for the Y.E. 31.03.12	18/08/2012	Yes	N.A.
4.	Form No. 23	192	Registration of Resolution	18/08/2012	Yes	N.A.
5.	Form No.25C	269(2)	Appointment of Managing Director	28/06/2012	Yes	N.A.
6.	Form No. 23C	233B	Approval of Central Govt. towards appointment of Cost Auditor	27/06/2012	Yes	N.A.
7.	Form I XBRL	233B(4)	Cost Audit Report	29/01/2013	Yes	N.A.
8.	Form 5INV	Rule 3 of IEPF Rules 2012	Statement of unclaimed and unpaid amounts as on AGM dt. 18.08.2011	03/08/2012	Yes	N.A.
9.	Form 5INV	Rule 3 of IEPF Rules 2012	Statement of unclaimed and unpaid amounts as on AGM dt. 26.07.2012	23/10/2012	Yes	N.A.

For PRASAD PARAB & ASSOCIATES  
Company Secretaries

**Prasad Parab**  
Proprietor  
C. P. No.10235

Mumbai,  
30th May, 2013

**REPORT OF INDEPENDENT AUDITOR’S TO THE MEMBERS**

- We have audited the accompanying financial statements of M/s. INDO BORAX & CHEMICALS LTD (“the company”), which comprises the Balance Sheet as at 31st March, 2013 and 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 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 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.
- 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.
- 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:
  - in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
  - in the case of the Statement of Profit and Loss Account, 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.



6. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
7. 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 purpose 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 and proper returns adequate for the purposes of our audit have been received from manufacturing unit not visited by us.
  - the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from manufacturing units not visited by us.
  - in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- For V. S. LALPURIA & COMPANY.**  
Chartered Accountants  
(Firm No. 105581W)
- (V. S. LALPURIA)**  
Proprietor  
Membership No. 15926
- Mumbai  
30<sup>th</sup> May, 2013
- The Annexure referred to in paragraph 1 of our report of even date to the members of INDO BORAX & CHEMICALS LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2013.**
- On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:
- The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
    - Fixed Assets of the Company were physically verified by the management for the year end and according to the information and explanations given to us, no material discrepancies were noticed on physical verification carried out during the financial year.
    - In our opinion and according to the information and explanations given to us, the company has not disposed off substantial part of its fixed assets during the year, so as to affect its going concern status.
  - As per the information furnished, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature of stocks, the frequency of the physical verification is reasonable.
    - In our opinion the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business as one of the raw material is in semi loose form and it is difficult to weigh, hence stock is estimated as per experience in the field by the management and we have relied on estimate of management
    - On the basis of our examination of the inventory records of the Company, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of stock as compared to book records are not material and the same have been properly dealt with in the Books of Account.
  - In respect of loans, secured or unsecured granted or taken by the company to/from companies, firms or other parties covered in the registered maintained under section 301 of the Companies Act 1956.
    - The company has given loan to subsidiary of the company. In respect of the said loan the maximum amount outstanding at any time during the year was ₹ 14.32 Crore and the year ended balance is ₹14.32 Crore.
    - In our opinion and according to the information and explanations given to us, the rate of interest, and other terms and conditions, are not prima facie prejudicial to the interest of the Company.
    - The principal amounts are repayable, while the interest is payable annually at the discretion of the company.
    - In respect of the said loans and interest thereon, there are no overdue amounts.
    - The company has not taken any loan during the year from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements of Clauses (iii) (f) and (iii) (g) of paragraph 4 of the Order are not applicable.
  - In our opinion and according to the information and explanations given to us, having regard to the explanation certain items purchased are of special nature of which suitable alternative sources do not exist for obtaining comparative quotations, except that there is an adequate internal control system commensurate with size of the Company and the nature of its business, for purchases of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examinations of the books and records of the Company carried out in accordance





- with the auditing standards generally accepted in India and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid 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 particulars of a contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that Section.
    - b. In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements, exceeding rupees five lakh in respect of any party during the year.
  6. According to the information and explanations given to us, the Company has not accepted any deposits from the Public. Therefore, the provisions of clause (vi) of paragraph 4 of the order are not applicable to the company.
  7. In our opinion, the Company has an internal audit system commensurate with the size of the Company and the nature of its business.
  8. We have broadly reviewed the books of account and records maintained by the Company in respect of products which, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act and are of the opinion that prime facie, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of the records with a view to determine whether they are accurate or complete.
  9. In respect of Statutory dues:
    - a) According to the information and explanation given to us and the records of the company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, custom duty, excise duty, cess and other statutory dues applicable with the appropriate authorities. According to the information and explanations given to us no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March 2013 for a period of more than six months from the date they become payable.
    - b) According to the information and explanation given to us the records of the Company examined by us, there are no dues outstanding which have not been deposited on account of any dispute.
  10. The Company does not have accumulated losses at the end of the financial year. The company has not incurred any cash loss during the financial year covered by the Audit and in the immediately preceding financial year.
  11. According to the records of the Company examined by us and the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
  12. In our opinion and according to the explanations given to us and based on the information available no loans and/or advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
  13. In our opinion, the company is not a chit fund/nidhi/mutual benefit fund/societies. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the company.
  14. The company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made there-in. All shares securities, debenture and other investments has been held by the company in its own name.
  15. In our opinion and according to the information and explanation given to us, the Company has not given any guarantees for loan taken by others from bank or financial institutions during the year.
  16. According to the information and explanations given to us, company has raised term loan during the year. The term loan raised during the year have been applied for the purpose for which they were raised.
  17. As per information and explanations given to us and on the basis of an overall examination of the Balance Sheet of the Company, we are of opinion that the funds raised on short term basis have not been used for long term investments.
  18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act, during the year.
  19. The Company has not issued any debentures during the year by creating securities / charges.
  20. The Company has not raised any money by public issues during the year.
  21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **V. S. LALPURIA & COMPANY.**  
Chartered Accountants  
(Firm No. 105581W)

**(V. S. LALPURIA)**  
Proprietor  
Membership No. 15926

Mumbai  
30<sup>th</sup> May, 2013


**BALANCE SHEET AS AT 31ST MARCH, 2013**

	Notes	31-Mar-13 ₹	31-Mar-12 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
a) Share Capital	1	3,48,10,000	3,48,10,000
b) Reserves & Surplus	2	56,33,93,605	45,53,43,326
Total (1)		<b>59,82,03,605</b>	<b>49,01,53,326</b>
<b>2. NON-CURRENT LIABILITIES</b>			
a) Long Term Borrowings	3	37,85,886	-
b) Deferred Tax Liabilities	4	24,22,123	32,02,169
c) Other Long-term Liabilities	5	67,50,000	67,50,000
Total (2)		<b>1,29,58,009</b>	<b>99,52,169</b>
<b>3. CURRENT LIABILITIES</b>			
a) Short Term Borrowings	6	1,50,76,714	-
b) Trade Payables	7	2,80,21,811	2,09,20,108
c) Other Current Liabilities	8	2,16,32,249	1,40,23,969
d) Short-term Provisions	9	94,51,366	87,08,587
Total (3)		<b>7,41,82,140</b>	<b>4,36,52,664</b>
Total		<b>68,53,43,754</b>	<b>54,37,58,159</b>
<b>II. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Fixed Assets			
- Tangible Assets	10	3,09,44,227	2,45,94,320
(b) Non-current Investments	11	20,66,29,335	17,03,18,655
(c) Long-term Loans & Advances	12	28,08,08,436	18,71,09,990
Total (1)		<b>51,83,81,998</b>	<b>38,20,22,965</b>
<b>2. CURRENT ASSETS</b>			
a) Current Investments	13	1,55,77,967	3,58,92,303
b) Inventories	14	9,77,47,718	8,34,19,432
c) Trade Receivables	15	3,09,58,403	2,82,14,497
d) Cash & Bank Balances	16	1,59,75,183	93,68,611
e) Short Term Loans & Advances	17	65,60,066	46,66,594
f) Other Current Assets	18	1,42,419	1,73,757
Total (2)		<b>16,69,61,756</b>	<b>16,17,35,194</b>
Total		<b>68,53,43,754</b>	<b>54,37,58,159</b>
Significant Accounting Policies	26		
Other Disclosures & Notes	27		

As per our report of even date.

 For **V.S.LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**S.K.Jain** Chairman &  
Managing Director

**Sajal S. Jain** Vice Chairman &  
Executive Director

**Sushila Jain** Director

**Arun S.Sureka** Director

**Narendrakumar Mittal** Director

**G. R. Parmar** Director

**V.S.LALPURIA**  
Proprietor  
M. No. 15926  
Mumbai, May 30, 2013


**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2013**

	Notes	31-Mar-13 ₹	31-Mar-12 ₹
<b>INCOME</b>			
Revenue from Operations	19	66,06,99,099	46,37,02,629
Other Income	20	3,07,45,183	2,60,92,474
<b>Total Income</b>		<b>69,14,44,282</b>	<b>48,97,95,103</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumed	21	34,53,93,834	25,23,00,367
Changes in Inventory	22	38,71,460	7,63,724
Employee Benefits Expense	23	1,56,74,020	1,40,25,464
Finance Costs	24	17,18,921	86,227
Depreciation	10	66,76,111	45,09,862
Other Expenses	25	14,56,83,735	11,15,26,959
<b>Total Expenditure</b>		<b>51,90,18,081</b>	<b>38,32,12,603</b>
<b>PROFIT BEFORE TAX</b>		<b>17,24,26,201</b>	<b>10,65,82,500</b>
<b>TAX EXPENSE</b>			
Current Tax		5,70,00,000	3,48,50,000
Deferred Tax		(7,80,046)	(8,08,783)
Prior Period Tax Adjustments		20,46,842	-
<b>Total Tax Expense</b>		<b>5,82,66,796</b>	<b>3,40,41,217</b>
<b>PROFIT AFTER TAX</b>		<b>11,41,59,405</b>	<b>7,25,41,283</b>
Basic and diluted earning per share. (Face Value ₹ 10/- each)		<b>32.80</b>	<b>20.84</b>
Significant Accounting Policies	26		
Other Disclosures & Notes	27		

As per our report of even date.

For V.S.LALPURIA & COMPANY  
Chartered Accountants  
(Firm No. 105581W)

S.K.Jain Chairman &  
Managing Director

Sushila Jain Director

Arun S.Sureka Director

V.S.LALPURIA  
Proprietor  
M. No. 15926  
Mumbai, May 30, 2013

Sajal S. Jain Vice Chairman &  
Executive Director

Narendrakumar Mittal Director

G. R. Parmar Director


**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

	Year ended 31.03.2013 Amount in ₹	Year ended 31.03.2012 Amount in ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax and extraordinary items adjusted.	17,24,26,201	10,65,82,500
Adjustments for :		
Depreciation	66,76,111	45,09,862
Profit/loss on sale/discarding of assets	-	67,303
Profit/loss on sale of investment	18,68,163	(22,50,259)
Income from investments	(3,25,18,865)	(2,38,66,004)
Interest expense	17,18,921	86,227
	<b>(2,22,55,670)</b>	<b>(2,14,52,871)</b>
Operating profit before working capital changes	15,01,70,531	8,51,29,629
Adjustments for :		
Trade and other Receivables	(27,12,568)	(29,84,992)
Inventories	(1,43,28,286)	2,81,04,280
Loans & Advances	(2,06,80,275)	(1,37,68,989)
Trade and other payables	1,47,09,983	31,70,793
	<b>(2,30,11,146)</b>	<b>1,45,21,092</b>
Cash generated from operations	12,71,59,385	9,96,50,721
Interest expense	(17,18,921)	(86,227)
Income-Tax	(5,83,44,361)	(3,19,07,940)
	<b>(6,00,63,282)</b>	<b>(3,19,94,167)</b>
Cash Flow before extraordinary items	6,70,96,103	6,76,56,554
Extraordinary items	-	-
<b>Net Cash Flow from Operating activities --- A</b>	<b>6,70,96,103</b>	<b>6,76,56,554</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1,30,26,018)	(38,35,248)
Sale of Fixed assets	-	2,40,000
Advances to Subsidiaries	(7,49,11,643)	(2,08,59,286)
Income, gains/loss from Investments	3,06,50,702	2,61,16,263
Changes in other bank balances	(24,75,545)	(8,84,733)
Investments (net)	(1,59,96,344)	(12,13,97,939)
<b>Net Cash used in Investing Activities --- B</b>	<b>(7,57,58,848)</b>	<b>(12,06,20,943)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Changes in other long term Liabilities	-	67,50,000
Changes in other long term Borrowing	37,85,886	-
Changes in other short term Borrowing	1,50,76,714	-
Dividend & Dividend Tax paid	(60,68,828)	(60,69,399)
<b>Net Cash from Financing Activities --- C</b>	<b>1,27,93,772</b>	<b>6,80,601</b>
Net Increase / (decrease) in Cash and Cash equivalent	41,31,027	(5,22,83,788)
Cash & Cash Equivalent at the beginning of the year	38,32,011	5,61,15,799
Cash & Cash Equivalent end of the year	<b>79,63,038</b>	<b>38,32,011</b>
Note : Figures in brackets represent outflows		

As per our report of even date.

For **V.S.LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**S.K.Jain**

Chairman &  
Managing Director

**Sushila Jain**

Director

**Arun S.Sureka**

Director

**Sajal S. Jain**

Vice Chairman &  
Executive Director

**Narendrakumar Mittal**

Director

**G. R. Parmar**

Director

**V.S.LALPURIA**

Proprietor

M. No. 15926

Mumbai, May 30, 2013


**NOTES TO THE BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 1</b>		
<b>SHARE CAPITAL</b>		
<u>Authorised Capital</u>		
60,00,000 Equity Shares of ₹10/- each	6,00,00,000	6,00,00,000
<u>Issued &amp; Subscribed</u>		
35,00,000 Equity Shares of ₹10/- each	3,50,00,000	3,50,00,000
<u>Paid up</u>		
34,81,000 Equity Shares of ₹10/- each	3,48,10,000	3,48,10,000
<b>Total</b>	<b>3,48,10,000</b>	<b>3,48,10,000</b>
1) There were no changes in outstanding shares during the current and preceding reporting period.		
2) Number of shares held by persons holding more than 5% of outstanding share capital :		
Shri S. K. Jain	5,10,351	5,02,774
Smt Sushila Jain	2,88,893	2,88,893
Shri Sajal jain	4,36,496	2,73,096
Mrs Shreelekha Jain	2,07,702	2,07,702
Hindustan Composites Ltd	-	1,79,361
3) During last five years no shares were allotted without payment being received in cash or as bonus shares or bought back.		
4) Amount originally received on forfeited shares ₹ 139350/- (inclusive of share premium) included in Reserves & Surplus.		
<b>NOTE - 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>Share Premium Account</b>		
Balance Brought Forward	1,29,05,000	1,29,05,000
<b>Share Forfeiture Account</b>		
Balance Brought Forward	1,39,350	1,39,350
<b>General Reserve</b>		
Balance Brought Forward	7,03,77,657	6,28,77,657
Transfer from Surplus	1,25,00,000	75,00,000
	<b>8,28,77,657</b>	<b>7,03,77,657</b>
<b>Surplus</b>		
Balance Brought Forward	37,19,21,319	31,29,49,435
Profit transferred from Statement of Profit & Loss	11,41,59,405	7,25,41,283
Transfer to General Reserve	(1,25,00,000)	(75,00,000)
Proposed Dividend	(52,21,732)	(52,22,341)
Tax on Proposed Dividend	(8,87,394)	(8,47,058)
Closing Balance	<b>46,74,71,598</b>	<b>37,19,21,319</b>
Negative values, appropriations and deductions are shown in bracket.		
<b>Total</b>	<b>56,33,93,605</b>	<b>45,53,43,326</b>
<b>NOTE - 3</b>		
<b>LONG TERM BORROWINGS</b>		
Secured Term Loan	37,85,886	-
(Secured against hypothecation of vehicle)		
<b>Total</b>	<b>37,85,886</b>	<b>-</b>



**NOTES TO THE BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 4</b>		
<b>DEFERRED TAX LIABILITY (NET)</b>		
Deferred Tax Liability Depreciation	24,22,123	32,02,169
<b>Total</b>	<b>24,22,123</b>	<b>32,02,169</b>
<b>NOTE - 5</b>		
<b>OTHER LONG-TERM LIABILITIES</b>		
Lease Deposits	67,50,000	67,50,000
<b>Total</b>	<b>67,50,000</b>	<b>67,50,000</b>
<b>NOTE - 6</b>		
<b>SHORT TERM BORROWINGS</b>		
Secured Foreign Currency Import Finance	1,50,76,714	-
<b>Total</b>	<b>1,50,76,714</b>	<b>-</b>
<b>NOTE - 7</b>		
<b>TRADE PAYABLES</b>		
Trade Payables for goods	24,78,079	55,50,811
Trade Payables for services & expenses	2,55,43,732	1,53,69,297
<b>Total</b>	<b>2,80,21,811</b>	<b>2,09,20,108</b>
<b>NOTE - 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt	27,49,618	-
Income Received in advance	67,59,123	67,40,656
Unpaid Dividends	30,85,845	24,60,300
Other Payables		
- Customer advances	62,34,109	25,49,632
- Due to Development Corporation of Konkan Ltd.	4,05,240	4,05,240
- Taxes & Statutory Dues	23,98,314	18,68,141
<b>Total</b>	<b>2,16,32,249</b>	<b>1,40,23,969</b>
<b>NOTE - 9</b>		
<b>SHORT TERM PROVISIONS</b>		
Income Tax (Net of Advances)	33,42,510	26,40,029
Proposed Dividend	52,21,500	52,21,500
Tax on Proposed Dividend Distribution	8,87,356	8,47,058
<b>Total</b>	<b>94,51,366</b>	<b>87,08,587</b>

**NOTE - 10**

**FIXED ASSETS**

Sr. No	Fixed Assets	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
		Balance as at 01-04-2012	Additions	Disposals	Balance as at 31-03-2013	Balance as at 01-04-2012	Depreciation	On Disposal	Balance as at 31-03-2013	Balance as at 31-03-2013	Balance as at 31-03-2012
<b>Tangible Assets</b>											
1	Land (under lease)	10,05,924	-	-	10,05,924	-	-	-	-	10,05,924	10,05,924
2	Buildings	1,62,01,080	2,73,070	-	1,64,74,150	88,44,473	5,34,092	-	93,78,565	70,95,585	73,56,607
3	Plant & Equipment	5,69,22,412	6,05,831	-	5,75,28,243	4,52,85,066	30,08,330	-	4,82,93,396	92,34,847	1,16,37,346
4	Furniture & Fixtures	21,05,418	1,23,606	-	22,29,024	16,33,046	92,176	-	17,25,222	5,03,802	4,72,372
5	Office Equipments	22,20,579	72,777	-	22,93,356	16,41,476	1,42,558	-	17,84,034	5,09,322	5,79,103
6	Vehicles	95,54,209	1,19,50,734	-	2,15,04,943	60,11,241	28,98,955	-	89,10,196	1,25,94,747	35,42,968
	<b>Total</b>	<b>8,80,09,622</b>	<b>1,30,26,018</b>	<b>-</b>	<b>10,10,35,640</b>	<b>6,34,15,302</b>	<b>66,76,111</b>	<b>-</b>	<b>7,00,91,413</b>	<b>3,09,44,227</b>	<b>2,45,94,320</b>
	Previous Year	8,52,61,874	38,35,248	10,87,500	88009622	5,96,85,637	45,09,862	7,80,197	6,34,15,302	2,45,94,320	2,55,76,237



				31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 11</b>					
<b>NON-CURRENT INVESTMENTS</b>					
<b>Trade Investment - At Cost</b>					
Particulars	Face Value ₹	No of Units/Shares			
		Current Year	Previous Year		
In Equity Instruments (in Subsidiary Company)					
Indoborax Infrastructure Pvt. Ltd	10	6000	6000	60,000	60,000
<b>Sub-total</b>				<b>60,000</b>	<b>60,000</b>
<b>OTHER INVESTMENT - AT COST</b>					
<b>A) Investment in Properties</b>				<b>19,36,98,030</b>	<b>12,02,14,350</b>
<b>B) Investment in Equity Instruments</b>					
(Fully Paid - Quoted)					
(Financial, non-strategic investments, all insignificant, less than 1% stake)					
Bharati Airtel Ltd	5	1250	1250	5,32,325	5,32,325
Central bank of India	10	3200	3200	4,14,090	4,14,090
Century Textiles & Industries Ltd	10	250	250	1,26,053	1,26,053
Divi's Laboratories Ltd	2	850	850	-	8,06,520
Escorts India Ltd	10	1500	1500	3,53,730	3,53,730
ICICI Bank Ltd	10	1000	1000	-	11,40,341
Infosys Technologies Ltd	5	100	100	3,00,511	3,00,511
Infrastructure Development Finance Co. Ltd	10	0	1250	-	2,26,140
IRB Infrastructure Developers Ltd	10	600	600	1,48,602	1,48,602
Jagran Prakashan Ltd	2	4550	4550	7,28,217	7,28,217
Jaiprakash Associates Ltd	2	4500	4500	13,59,496	13,59,496
Jindal steel & Power Ltd	1	300	300	2,12,091	2,12,091
Kamanwala Industries Ltd	10	57395	57395	30,47,081	30,47,081
L & T Ltd	2	400	400	2,77,869	2,77,869
Mphasis Ltd	10	300	300	2,37,498	2,37,498
National Thermal Power Corp Ltd	10	3000	3000	5,91,070	5,91,070
Nagarjun Construction Co Ltd	10	1500	1500	2,68,790	2,68,790
Punj Lloyd Ltd	2	4000	4000	12,59,909	12,59,908
Reliance Communications Ltd	5	2000	2000	10,07,500	10,07,500
Reliance Industries Ltd	10	800	800	9,16,841	9,16,841
Reliance Media Works Ltd	5	675	675	4,33,583	4,33,583
State Bank of India	10	150	150	4,18,229	4,18,229
Unity Projects Ltd	2	2000	2000	2,34,820	2,34,820
<b>Sub-total</b>				<b>1,28,68,305</b>	<b>1,50,41,305</b>
Market Value of long-term investment in quoted shares ₹ 60,06,377/- (Previous Year ₹ 91,00,556/-)					
<b>C) Investment in Equity Instruments (Fully Paid - Un-quoted)</b>					
Pavitra Jewellery Pvt Ltd	10	1	1	3,000	3,000
<b>Sub-total</b>				<b>3,000</b>	<b>3,000</b>



				31-Mar-13 ₹	31-Mar-12 ₹
<b>D) Investment in Mutual Funds</b>					
HDFC FMP 370D M-2011 - Growth	10	1000000	1000000	-	1,00,00,000
Kotak Indo World Infrastructure Fund	10	1000000	1000000	-	1,00,00,000
Reliance Banking Fund	10	186895	186895	-	50,00,000
Reliance Diversified Power Sector Fund	10	105491	105491	-	50,00,000
DSPML Opportunities Fund	10	185357	185357	-	50,00,000
<b>Sub-total</b>				<b>-</b>	<b>3,50,00,000</b>
Year end NAV of long-term investment in Mutual Funds ₹ NIL (Previous Year ₹ 4,28,68,604/-)					
None of the above investments are in associates or joint ventures or controlled special purpose entities.					
<b>Total</b>				<b>20,66,29,335</b>	<b>17,03,18,655</b>
<b>NOTE - 12</b>					
<b>LONG-TERM LOANS &amp; ADVANCES</b>					
a) Security Deposits				14,10,095	16,09,167
b) Loans and advances to related party (Subsidiary)				14,31,79,201	6,82,67,558
c) Loans and advances to other parties				13,62,19,140	11,72,33,265
<b>Total</b>				<b>28,08,08,436</b>	<b>18,71,09,990</b>
<b>NOTE - 13</b>					
<b>CURRENT INVESTMENTS</b>					
(At lower of cost or market value)					
Investment in Mutual Funds					
ICICI Prudential Liquid Plan IP	100	155633	132363	1,55,77,967	2,58,92,303
L & T FMP-III	10	0	1000000	-	1,00,00,000
<b>Total</b>				<b>1,55,77,967</b>	<b>3,58,92,303</b>
<b>NOTE - 14</b>					
<b>INVENTORIES</b>					
(As taken, valued & certified by the Managing Director of the Company)					
Raw Materials				8,13,72,424	6,32,38,481
Work-in-progress				12,03,708	6,47,460
Finished Goods				1,11,04,683	1,61,83,948
Stores , Spares , Packing Materials, Fuel etc.				40,66,903	33,49,543
<b>Total</b>				<b>9,77,47,718</b>	<b>8,34,19,432</b>
<b>NOTE - 15</b>					
<b>TRADE RECEIVABLES</b>					
(Unsecured, considered good)					
Debts due for period exceeding six months				21,476	1,39,699
Other Debts				3,09,36,927	2,80,74,798
<b>Total</b>				<b>3,09,58,403</b>	<b>2,82,14,497</b>
<b>NOTE - 16</b>					
<b>CASH &amp; BANK BALANCES</b>					
<b>A) Cash &amp; Cash Equivalents</b>					
Cash on Hand				47,477	1,08,211
Balances with Banks					
– In Current Accounts				79,15,561	26,43,800
– In Fixed Deposit Accounts				-	10,80,000
<b>Sub-total</b>				<b>79,63,038</b>	<b>38,32,011</b>
<b>B) Other Bank Balances</b>					
– In Unclaimed Dividend Accounts				30,85,845	24,60,300
– In Fixed Deposits under Lien				1,76,300	1,76,300
– In Fixed Deposits (Maturing within 12 months)				47,50,000	29,00,000
<b>Sub-total</b>				<b>80,12,145</b>	<b>55,36,600</b>
<b>Total</b>				<b>1,59,75,183</b>	<b>93,68,611</b>





	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 17</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
<b>OTHERS</b>		
Advances recoverable in cash or in kind or for value to be received	63,22,566	45,55,536
Advances to Staff	2,37,500	1,11,058
<b>Total</b>	<b>65,60,066</b>	<b>46,66,594</b>
<b>NOTE - 18</b>		
<b>OTHER CURRENT ASSETS</b>		
Interest receivable	1,42,419	1,73,757
<b>Total</b>	<b>1,42,419</b>	<b>1,73,757</b>

### NOTES TO THE PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2013

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 19</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sales of Products (Gross)	74,11,83,471	51,04,32,430
Less : Excise Duty	8,04,84,372	4,67,29,801
<b>Total</b>	<b>66,06,99,099</b>	<b>46,37,02,629</b>
<b>NOTE - 20</b>		
<b>OTHER INCOME</b>		
Interest Income	1,55,95,724	1,27,03,558
Dividend on current investments	15,56,911	35,03,028
Dividend on other investments	15,24,697	5,40,074
Gain/(Loss) on sale of investments	(18,68,163)	22,50,259
Profit/(Loss) on sale of assets	-	(67,303)
Rent & Facility Charges	1,38,41,533	71,19,344
Miscellaneous Incomes & Credits	94,481	43,514
<b>Total</b>	<b>3,07,45,183</b>	<b>2,60,92,474</b>
<b>NOTE - 21</b>		
<b>COST OF RAW MATERIALS CONSUMED</b>		
Opening Stock	6,32,38,481	8,52,46,652
Add : Purchases	36,35,27,777	23,02,92,196
	42,67,66,258	31,55,38,848
Less : Closing Stocks	8,13,72,424	6,32,38,481
<b>Total</b>	<b>34,53,93,834</b>	<b>25,23,00,367</b>
<b>Further break-up refer note 27 (15) (E) &amp; (F)</b>		
<b>NOTE - 22</b>		
<b>CHANGES IN INVENTORY</b>		
Opening Stock - Finished Goods	1,61,83,948	1,55,75,794
Opening Stock - Work-in-Progress	6,47,460	18,36,761
Closing Stock - Finished Goods	(1,11,04,683)	(1,61,83,948)
Closing Stock - Work-in-Progress	(12,03,708)	(6,47,460)
Neutralisation of Excise Duty included in Opening and Closing Stock of Finished Goods	(6,51,557)	1,82,577
<b>Total</b>	<b>38,71,460</b>	<b>7,63,724</b>
<b>Further break-up refer note 27 (15) (A) &amp; (C)</b>		
<b>NOTE - 23</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages and Bonus	1,40,52,495	1,19,63,285
Workmen & Staff Welfare	1,97,169	2,03,675
Employers Contribution to Provident Fund & Other Funds	12,64,237	11,41,005
Gratuity Contribution/Payment	1,60,119	7,17,499
<b>Total</b>	<b>1,56,74,020</b>	<b>1,40,25,464</b>



	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 24</b>		
<b>FINANCE COSTS</b>		
Interest on Working Capital	11,27,924	-
Interest on Vehicle Loan	5,88,547	-
Other Interest	2,450	86,227
<b>Total</b>	<b>17,18,921</b>	<b>86,227</b>

<b>NOTE - 25</b>		
<b>OTHER EXPENSES</b>		
Consumption of Stores, Spares & Packing Materials	1,46,34,055	99,73,815
Power & Fuel	3,51,66,469	3,20,99,176
Water Charges	5,12,137	1,54,364
Factory Expenses	1,36,59,968	96,04,208
Excise Duty	4,75,936	1,84,082
Rates & Taxes	2,78,464	2,75,283
Rent and Other Charges	22,73,696	14,91,689
Repairs - Plant & Machineries	60,31,532	17,86,626
Repairs - Building	6,97,477	7,87,001
Repairs - Others	6,23,698	5,13,742
Insurance Charges	1,46,593	1,47,952
Directors Remuneration	1,88,14,869	1,10,91,233
Directors Sitting Fees	1,26,000	1,59,000
Payment to Auditors	10,18,000	9,03,250
Legal & Professional Charges	30,85,135	34,22,067
Freight , Coolie & Cartage	1,77,88,188	1,44,54,978
(Gain)/Loss on Exchange Fluctuation	(2,82,938)	-
Commission & Brokerage	1,13,71,905	61,42,298
Discount & Rebate	-	19,744
Miscellaneous Expenses	1,34,31,654	1,48,34,119
Bank Charges	5,95,083	3,99,337
Entry Tax	52,35,814	30,82,995
<b>Total</b>	<b>14,56,83,735</b>	<b>11,15,26,959</b>

**NOTE - 26**
**SIGNIFICANT ACCOUNTING POLICIES**
**a) METHOD OF ACCOUNTING**

The accounts have been prepared under the historical cost convention on an accrual basis in accordance with applicable accounting standards referred to in section 211(3C) of the Companies Act, 1956.

**b) FIXED ASSETS**

Fixed assets are stated at cost alongwith cost directly attributable to bring the assets to their working condition.

**c) DEPRECIATION**

Depreciation on all assets at Pithampur is provided on straight line method and assets at head office on written-down-value method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956.

**d) INVESTMENTS**

Current investments are stated at lower of cost or fair market value. Long Term Investments are stated at cost except where diminution in value, if any, is other than

temporary in nature, in which case they are stated net of provision for such diminution in value

**e) INVENTORIES**

- i) Stores and spares, packing material and fuel are valued at Cost.
- ii) Raw materials are valued at cost or in case where the resultant finished goods are expected to be sold at less than cost, at net realisable value.
- iii) Work in progress is valued at estimated cost.
- iv) Finished goods are valued at cost or net realisable value whichever is lower.

**f) FOREIGN CURRENCY TRANSACTIONS**

All foreign currency transactions are accounted at a predetermined exchange rate which is approximately equal to the rate prevailing at the time of transaction and necessary adjustments are made when transactions are finally settled.

Outstanding foreign currency assets and liabilities are translated at the exchange rate prevailing as on Balance Sheet date and all exchange gains/losses arising therefrom, are adjusted in Profit & Loss Account.



**g) SALES**

Sales is inclusive of excise duty but net of rate difference payable, sales return and Central Sales Tax/ value added tax.

**h) EMPLOYEES BENEFITS**

**Defined Contribution Benefits**

Company's contributions paid/payable during the year to Provident Fund, Family Pension Fund, ESIC and Labour Welfare Fund are recognized in Profit & Loss Account.

**Defined Benefit Plan**

i. The payments to Life Insurance Corporation of India for all the employees covered under 'Employees Group Gratuity cum Life Assurance Scheme' are based on amount of premium determined by them. Premiums so paid/payable for the year adjusted for effect of actuarial valuation at year end are recognized in the Profit & Loss Account.

ii. Annual Leave Encashment is accounted on accrual basis.

**i) CONTINGENT LIABILITY**

Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts.

**j) DEFERRED TAXATION**

Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax to the extent that timing differences are expected to crystallize.

**k) SEGMENT REPORTING**

Manufacturing and selling of chemicals is considered a single reportable segment within the meaning of AS-17.

**NOTE - 27**

**OTHER DISCLOSURES & NOTES**

1 Contingent Liabilities & Commitments not provided for

a) Guarantees given by the bankers of the Company ₹1,65,000/- (Previous Year ₹ 1,65,000/-)

b) Overdue interest on loan from Development Corporation of Konkan Ltd. ₹7,87,025/- (Previous Year ₹ 7,24,207/-)

2 Previous year figures have been rearranged/regrouped, wherever necessary, to make them comparable with current year figures.

3 Payment to Statutory Auditors.

	Current Year ₹	Previous Year ₹
a) As Auditors	3,00,000	2,50,000
b) In Other Capacity		
For Tax Audit	1,00,000	1,00,000
For Certification	5,12,500	2,82,500
For Taxation Matters	1,05,500	2,70,750
<b>Total</b>	<b>10,18,000</b>	<b>9,03,250</b>

**4 Managerial Remuneration to Directors:**

**Break up of Remuneration**

1. Salary & Allowances	31,68,000	28,80,000
2. Contribution to provident Fund	2,37,600	2,16,000
3. Commission on profit	1,44,78,658	73,72,327
4. Perquisites	11,68,211	8,38,906
<b>Total</b>	<b>1,90,52,469</b>	<b>1,13,07,233</b>

The Company has taken Group Gratuity Policy and contributing for the Directors is not separately determined, hence not included above.

5 The Balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation & reconciliation, if any. In the opinion of the management, adjustment, if any, arising out of reconciliation are not expected to be significant.

6 In the opinion of the Board of Directors, the assets (other than fixed assets and non-current investments) have value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

7 Major components of deferred tax liabilities and assets arising on account of timing difference are :-

	31.03.2013	31.03.2012
<b>Liabilities</b>		
On account of Depreciation	24,22,123	32,02,169
<b>Assets</b>		
On account of Disallowances	-	-
<b>Net Deferred Tax Liability</b>	<b>24,22,123</b>	<b>32,02,169</b>

**8 Related party Disclosures :-**

**A Where Control Exists**

a) Name	Indoborax Infrastructure Pvt Ltd.
Relationship	Subsidiary Company
Holding	60%

	Year Ended 31.03.2013	Year Ended 31.03.2012
--	--------------------------	--------------------------

**b) Details of Transactions**

Outstanding Investment in Share Capital	60,000	60,000
Advances Given during the year	9,44,11,643	2,93,59,286
Amount received back during the year	1,95,00,000	85,00,000
Advances outstanding at year end	14,31,79,201	6,82,67,558
Interest Income	1,26,04,234	45,86,985

**B Key Management Personnel & their relatives**

a) Shri S. K. Jain , Managing Director and Shri.Sajal Jain, Executive Director of the Company hold



significant interest and key management position in the Company.

- b) Details of Transactions with the persons referred to in (a) above and their relative Mrs Sushila Jain are as under:-

1	Remuneration paid to Managing Director *	96,78,354	57,89,924
2	Remuneration paid to Executive Director *	93,74,114	55,17,309
3	Directors Sitting Fees paid to Mrs Sushila Jain	12,000	33,000

\*The Company has taken Group Gratuity Policy and contribution for the Managing Director and Executive Director is not separately determined, hence not included above.

- 9 Pursuant to Accounting Standard Interpretation (ASI)-14 (Revised) "Disclosure of Revenue from Sales Transactions" issued by the Institute of Chartered Accountants of India, the excise duty expenses is bifurcated into three components: excise duty expenses related to sales is reduced from Gross Sales, excise duty relating to the difference between the closing and opening stock is recognized in the inventory adjustments and the unrecovered excise duty is recognized under other expenses.

- 10 Earning per share is computed based on the following:-

	Year Ended 31.03.2013	Year Ended 31.03.2012
a) Profit after tax - (₹)	11,41,59,405	7,25,41,283
b) Weighted average number of equity Shares	34,81,000	34,81,000
c) Basic and diluted Earning per Share ₹ (Face Value of Share ₹ 10/-)	32.80	20.84

- 11 No Provision for diminution in value of long term investments in quoted shares aggregating to ₹ 71,30,018/- (Previous year : ₹ 1,15,58,130/-) has been made in accounts as the diminution is of temporary nature.
- 12 The company has not entered in to derivative transactions except foreign currency forward contract against existing trade liability.
- 13 a) None of the supplier of the company has informed that it is a SSI unit . Therefore, outstanding to SSI units is considered to be NIL.
- b) In the absence of any intimation received from vendors regarding the status of their registration under the " Micro, Small and Medium Enterprises Development Act, 2006 " the company is unable to comply with the disclosure required to be made relating thereto.
- 14 The company has taken Group Gratuity Policy from LIC and the premiums determined by Lic and payable for the financial year adjusted for effect of actuarial valuation at year end is charged to Profit & Loss Account. Required disclosures as per particulars received from LIC and accounts are as under:

	Current Year	Previous Year
a) Assumptions		
Discount Rate	8%	8%
Salary Escalation	5%	5%
Withdrawal rate	1 to 3% depending on age	
Mortality Rate	LIC (1994-96)	LIC (1994-96)
	Rupees	Rupees
b) Table showing changes in present value of obligations		
i) Present value of obligations -beginning of the year	32,48,279	23,07,923
ii) Interest cost	2,59,862	1,84,634
iii) Current Service cost	1,70,283	1,16,500
iv) Benefits paid	-	-
v) Actuarial (gain)/loss on obligations	28,816	6,39,222
vi) Present value of obligations -end of the year	37,07,240	32,48,279
c) Table showing changes in the fair value of plan assets		
i) Fair value of plan assets -beginning of the year	36,77,527	25,87,137
ii) Expected return on the plan assets	3,42,378	2,58,964
iii) Contributions	2,13,390	8,31,426
iv) Benefits paid	-	-
v) Actuarial gain / (loss) on plan assets	-	-
vi) Fair value of plan assets -end of the year	42,33,295	36,77,527
d) Amount to be recognised in the balance sheet		
i) Fair value of plan assets -end of the year	42,33,295	36,77,527
ii) Present value of obligations -end of the year	37,07,240	32,48,279
iii) Asset /(Liability) recognised	5,26,055	4,29,248
e) Expenses recognised in statement of profit & loss account		
i) Current service cost	1,70,283	1,16,500
ii) Interest cost	2,59,862	1,84,634
iii) Expected return on plan assets	(3,42,378)	(2,58,964)
iv) Actuarial (gain) / loss recognised	28,816	6,39,222
v) Adjustment for prepaid portion / LCSA premium / Renewal date variation	43,536	36,107
vi) Expenses recognised in profit & loss account	1,60,119	7,17,499


**15 OTHER DISCLOSURES PURSUANT TO PART II OF REVISED SCHEDULE VI.**

		Current Year	Previous Year		
<b>A</b>	<b>OPENING STOCK OF FINISHED GOODS</b>				
	Boron Products	1,61,83,948	1,55,75,794		
	Other chemicals & Minerals	---	---		
		<u>1,61,83,948</u>	<u>1,55,75,794</u>		
<b>B</b>	<b>SALES</b>				
	Boron Products	73,38,00,023	50,57,49,372		
	Other chemicals & Minerals	73,83,448	46,83,058		
		<u>74,11,83,471</u>	<u>51,04,32,430</u>		
<b>C</b>	<b>CLOSING STOCK OF FINISHED GOODS</b>				
	Boron Products	1,11,04,683	1,61,83,948		
		<u>1,11,04,683</u>	<u>1,61,83,948</u>		
<b>D</b>	<b>CLOSING STOCK OF WORK-IN-PROGRESS</b>				
	Boron Products	12,03,708	6,47,460		
		<u>12,03,708</u>	<u>6,47,460</u>		
<b>E</b>	<b>RAW MATERIALS CONSUMED</b>				
	Boron Mineral & Products	30,31,58,270	20,99,30,986		
	Other chemicals & Minerals	4,22,35,564	4,23,69,381		
		<u>34,53,93,834</u>	<u>25,23,00,367</u>		
<b>F</b>	<b>CONSUMPTION OF IMPORTED &amp; INDIGENOUS MATERIAL</b>				
	RAW MATERIALS	%	VALUE	%	VALUE
	i) Imported	87.77	30,31,58,270	82.04	20,69,97,529
	ii) Indigenous	12.23	4,22,35,564	17.96	4,53,02,838
		<u>100.00</u>	<u>34,53,93,834</u>	<u>100.00</u>	<u>25,23,00,367</u>
	STORES & SPARES				
	i) Imported	---	-	---	-
	ii) Indigenous	100.00	93,36,854	100.00	61,72,724
		<u>100.00</u>	<u>93,36,854</u>	<u>100.00</u>	<u>61,72,724</u>
<b>G</b>	<b>C.I.F VALUE OF IMPORTS</b>				
	Raw Materials, Chemicals & Minerals		27,55,23,013		15,24,30,132
	Capital Goods		-		1,25,458
	Materials for repairs to Machinery and stock of stores		34,09,679		-
<b>H</b>	<b>EARNINGS IN FOREIGN EXCHANGE</b>		NIL		NIL
<b>I</b>	<b>EXPENDITURE IN FOREIGN CURRENCY FOR TRAVEL/SUBSCRIPTION ETC</b>		22,36,861		9,70,656

As per our report of even date.

For **V.S.LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**S.K.Jain** Chairman &  
Managing Director

**Sushila Jain** Director

**Arun S.Sureka** Director

**V.S.LALPURIA**  
Proprietor  
M. No. 15926  
Mumbai, May 30, 2013

**Sajal S. Jain** Vice Chairman &  
Executive Director

**Narendrakumar Mittal** Director

**G. R. Parmar** Director



## AUDITORS' REPORT

1. We have audited the accompanying consolidated financial statements of M/s. INDO BORAX & CHEMICALS LTD ("the Company"), and its subsidiary ("the Group") which comprises the consolidated Balance Sheet as at 31st March, 2013 and the consolidated statement of Profit & Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.
2. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of Group in accordance with accounting principles generally accepted in India including 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
3. Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view 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 consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
5. In our opinion and to the best of our information and according to the explanations given to us, the consolidated 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 consolidated Balance Sheet, of the consolidated state of affairs of the group as at March 31, 2013;
  - b) in the case of the statement of consolidated Profit and Loss Account, of the consolidated profit of the group for the year ended on that date; and
  - c) in the case of the consolidated Cash Flow Statement, of the consolidated cash flows of the group for the year ended on that date.

For **V. S. LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**(V. S. LALPURIA)**  
Proprietor  
Membership No. 15926

Mumbai  
30th May, 2013


**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2013**

	Notes	31-Mar-13 ₹	31-Mar-12 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
a) Share Capital	1	3,48,10,000	3,48,10,000
b) Reserves & Surplus	2	56,33,57,815	45,53,13,110
<b>Total (1)</b>		<b>59,81,67,815</b>	<b>49,01,23,110</b>
<b>2. MINORITY INTEREST</b>		16,142	19,858
<b>3. NON-CURRENT LIABILITIES</b>			
a) Long Term Borrowings	3	4,74,33,155	4,78,56,027
b) Deferred Tax Liabilities	4	24,22,123	32,02,169
c) Other Long-term Liabilities	5	67,50,000	67,50,000
<b>Total (3)</b>		<b>5,66,05,278</b>	<b>5,78,08,196</b>
<b>4. CURRENT LIABILITIES</b>			
a) Short Term Borrowings	6	1,50,76,714	-
b) Trade Payables	7	3,47,64,609	2,34,33,714
c) Other Current Liabilities	8	7,94,65,926	1,48,49,996
d) Short-term Provisions	9	94,51,366	87,08,587
<b>Total (4)</b>		<b>13,87,58,615</b>	<b>4,69,92,297</b>
<b>Total</b>		<b>79,35,47,850</b>	<b>59,49,43,461</b>
<b>II. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
<b>(a) Fixed Assets</b>			
- Tangible Assets	10	3,13,21,276	2,50,91,924
(b) Non-current Investments	11	20,65,69,335	17,02,58,655
(c) Long-term Loans & Advances	12	13,77,32,795	11,88,45,432
(d) Other Non-current Assets	13	16,786	33,572
<b>Total (1)</b>		<b>37,56,40,192</b>	<b>31,42,29,583</b>
<b>2. CURRENT ASSETS</b>			
a) Current Investments	14	1,55,77,967	3,58,92,303
b) Inventories	15	29,57,65,851	20,17,50,259
c) Trade Receivables	16	3,09,58,403	2,82,14,497
d) Cash & Bank Balances	17	2,17,98,929	97,06,627
e) Loans & Advances	18	5,36,55,123	49,76,435
f) Other Current Assets	19	1,51,385	1,73,757
<b>Total (2)</b>		<b>41,79,07,658</b>	<b>28,07,13,878</b>
<b>Total</b>		<b>79,35,47,850</b>	<b>59,49,43,461</b>
Significant Accounting Policies	28		
Other Disclosures & Notes	29		

As per our report of even date.

**For V.S.LALPURIA & COMPANY**  
 Chartered Accountants  
 (Firm No. 105581W)

**S.K.Jain** Chairman &  
 Managing Director

**Sajal S. Jain** Vice Chairman &  
 Executive Director

**Sushila Jain** Director

**Arun S.Sureka** Director

**Narendrakumar Mittal** Director

**G. R. Parmar** Director

**V.S.LALPURIA**

Proprietor

M. No. 15926

Mumbai, May 30, 2013


**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2013**

	Note	31-Mar-13 ₹	31-Mar-12 ₹
<b>INCOME</b>			
Revenue from Operations	20	66,06,99,099	46,37,02,629
Other Income	21	1,81,50,035	2,15,05,489
<b>Total Income</b>		<b>67,88,49,134</b>	<b>48,52,08,118</b>
<b>EXPENSES</b>			
Cost of Raw Materials Consumed	22	34,53,93,834	25,23,00,367
Cost of Land & Construction	23	5,79,06,303	2,70,21,784
Chages in Inventory	24	(7,58,15,846)	(3,69,03,234)
Employee Benefits Expense	25	1,69,23,778	1,51,05,251
Finance Costs	26	72,75,856	36,25,478
Depreciation	10	68,01,298	46,76,108
Other Expenses	27	14,79,45,410	11,28,16,650
<b>Total Expenditure</b>		<b>50,64,30,633</b>	<b>37,86,42,404</b>
<b>PROFIT BEFORE TAX</b>		<b>17,24,18,501</b>	<b>10,65,65,714</b>
<b>TAX EXPENSE</b>			
Current Tax		5,70,00,000	3,48,50,000
Deferred Tax		(7,80,046)	(8,08,783)
Prior Period Tax Adjustments		20,48,432	-
<b>Total Tax Expense</b>		<b>5,82,68,386</b>	<b>3,40,41,217</b>
<b>PROFIT AFTER TAX</b>		<b>11,41,50,115</b>	<b>7,25,24,497</b>
Add: Minority Interest		3,716	6,714
<b>PROFIT AFTER TAX &amp; MINORITY INTEREST</b>		<b>11,41,53,831</b>	<b>7,25,31,211</b>
Basic and diluted earning per share. (Face Value ₹ 10/- each)		32.79	20.84
Significant Accounting Policies	28		
Other Disclosures & Notes	29		

As per our report of even date.

For **V.S.LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**S.K.Jain** Chairman &  
Managing Director

**Sushila Jain** Director

**Sajal S. Jain** Vice Chairman &  
Executive Director

**Arun S.Sureka** Director

**V.S.LALPURIA**  
Proprietor  
M. No. 15926  
Mumbai, May 30, 2013

**Narendrakumar Mittal** Director

**G. R. Parmar** Director




**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

	Year ended 31.03.2013 Amount in ₹	Year ended 31.03.2012 Amount in ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax and extraordinary items adjusted.	17,24,18,501	10,65,65,714
Adjustments for :		
Depreciation	68,01,298	46,76,108
Profit/loss on sale/discarding of assets	-	67,303
Preliminary Expenses Amortised	16,786	16,786
Profit/loss on sale of investment	18,68,163	(22,50,259)
Income from investments	(1,99,23,597)	(1,92,79,019)
Interest	55,59,385	36,25,478
	<u>(56,77,965)</u>	<u>(1,31,43,603)</u>
Operating profit before working capital changes	16,67,40,536	9,34,22,111
Adjustments for :		
Trade and other Receivables	(27,21,534)	(29,84,992)
Inventories	(9,40,15,592)	(95,62,678)
Loans & Advances	(6,75,66,051)	(1,33,20,780)
Trade and other payables	7,59,46,825	44,85,788
	<u>(8,83,56,352)</u>	<u>(2,13,82,662)</u>
Cash generated from operations	7,83,84,184	7,20,39,449
Interest	(55,59,385)	(36,25,478)
Income-Tax	(5,83,45,951)	(3,19,07,940)
	<u>(6,39,05,336)</u>	<u>(3,55,33,418)</u>
Cash Flow before extraordinary items	1,44,78,848	3,65,06,031
Extraordinary items	-	-
Net Cash Flow from Operating activities --- A	<u>1,44,78,848</u>	<u>3,65,06,031</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1,30,30,650)	(38,67,472)
Sale of Fixed assets	-	2,40,000
Income, gains / loss from Investments	1,80,55,434	2,15,29,278
Changes in other bank balances	(59,75,545)	(8,84,733)
Investments (net)	(1,59,96,344)	(12,13,97,939)
Net Cash used in Investing Activities --- B	<u>(1,69,47,105)</u>	<u>(10,43,80,866)</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long term borrowings	(4,22,872)	1,51,26,034
Short term borrowings	1,50,76,714	
Changes in other long term liabilities	-	67,50,000
Dividend & Dividend Tax paid	(60,68,828)	(60,69,399)
Net Cash from Financing Activities --- C	<u>85,85,014</u>	<u>1,58,06,635</u>
Net Increase / (decrease) in Cash and Cash equivalent	<u>61,16,757</u>	<u>(5,20,68,200)</u>
Cash & Cash Equivalent at the beginning of the year	41,70,027	5,62,38,227
Cash & Cash Equivalent end of the year	<u>1,02,86,784</u>	<u>41,70,027</u>
Note : Figures in brackets represent outflows		

As per our report of even date.

For **V.S.LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**S.K.Jain**

Chairman &  
Managing Director

**Sushila Jain**

Director

**Arun S.Sureka**

Director

**Sajal S. Jain**

Vice Chairman &  
Executive Director

**Narendrakumar Mittal**

Director

**G. R. Parmar**

Director

**V.S.LALPURIA**  
Proprietor  
M. No. 15926  
Mumbai, May 30, 2013


**NOTES TO THE CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
60,00,000 Equity Shares of ₹10/- each	6,00,00,000	6,00,00,000
<b>Issued &amp; Subscribed</b>		
35,00,000 Equity Shares of ₹10/- each	3,50,00,000	3,50,00,000
<b>Paid up</b>		
34,81,000 Equity Shares of ₹10/- each	3,48,10,000	3,48,10,000
<b>Total</b>	<b>3,48,10,000</b>	<b>3,48,10,000</b>
1) There were no changes in outstanding shares during the current and preceding reporting period.		
2) Number of shares held by persons holding more than 5% of outstanding share capital :		
	31-Mar-13	31-Mar-12
Shri S. K. Jain	5,10,351	5,02,774
Smt Sushila Jain	2,88,893	2,88,893
Shri Sajal Jain	4,36,496	2,73,096
Mrs Sreelekha Jain	2,07,702	2,07,702
Hindustan Composites Ltd	-	1,79,361
3) During last five years no shares were allotted without payment being received in cash or as bonus shares or bought back.		
4) Amount originally received on forfeited shares ₹ 139350/- (inclusive of share premium) included in Reserves & Surplus.		
<b>NOTE - 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>Share Premium Account</b>		
Balance Brought Forward	1,29,05,000	1,29,05,000
<b>Share Forfeiture Account</b>		
Balance Brought Forward	1,39,350	1,39,350
<b>General Reserve</b>		
Balance Brought Forward	7,03,77,657	6,28,77,657
Transfer from Surplus	1,25,00,000	75,00,000
	8,28,77,657	7,03,77,657
<b>Surplus</b>		
Balance Brought Forward	37,18,91,103	31,29,29,291
Profit transferred from Statement of Profit & Loss	11,41,53,831	7,25,31,211
Transfer to General Reserve	(1,25,00,000)	(75,00,000)
Proposed Dividend	(52,21,732)	(52,22,341)
Tax on Proposed Dividend	(8,87,394)	(8,47,058)
Closing Balance	46,74,35,808	37,18,91,103
Negative values, appropriations and deductions are shown in bracket.		
<b>Total</b>	<b>56,33,57,815</b>	<b>45,53,13,110</b>
<b>NOTE - 3</b>		
<b>LONG TERM BORROWINGS</b>		
Secured Term Loan from Other -Vehicle Loan	37,85,886	-
Unsecured Loans & advances from other related parties (Long term borrowing with no fixed repayment schedule)	4,36,47,269	4,78,56,027
<b>Total</b>	<b>4,74,33,155</b>	<b>4,78,56,027</b>
<b>NOTE - 4</b>		
<b>DEFERRED TAX LIABILITY (NET)</b>		
Deferred Tax Liability Depreciation	24,22,123	32,02,169
Deferred Tax Assets - 43B	-	-
<b>Total</b>	<b>24,22,123</b>	<b>32,02,169</b>
<b>NOTE - 5</b>		
<b>OTHER LONG-TERM LIABILITIES</b>		
Lease Deposits	67,50,000	67,50,000
<b>Total</b>	<b>67,50,000</b>	<b>67,50,000</b>


**NOTES TO THE CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 6</b>		
<b>SHORT TERM BORROWINGS</b>		
Secured		
Foreign Currency Loan-Buyers Credit	1,50,76,714	-
<b>Total</b>	<b>1,50,76,714</b>	<b>-</b>
<b>NOTE - 7</b>		
<b>TRADE PAYABLES</b>		
Trade Payables for goods	24,78,079	55,50,811
Trade Payables for services & expenses	2,79,08,038	1,61,28,795
Estimated Contract Work Liability (Net of Advances)	43,78,492	17,54,108
<b>Total</b>	<b>3,47,64,609</b>	<b>2,34,33,714</b>
<b>NOTE - 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt	27,49,618	-
Income Received in advance	67,59,123	67,40,656
Unpaid Dividends	30,85,845	24,60,300
Other Payables		
-Customer advances	6,13,34,109	25,49,632
-Due to Development Corporation of Konkan Ltd.	4,05,240	4,05,240
-Taxes & Statutory Dues	51,31,991	26,94,168
<b>Total</b>	<b>7,94,65,926</b>	<b>1,48,49,996</b>
<b>NOTE - 9</b>		
<b>SHORT TERM PROVISIONS</b>		
Income Tax	33,42,510	26,40,029
Proposed Dividend	52,21,500	52,21,500
Tax on Proposed Dividend Distribution	8,87,356	8,47,058
<b>Total</b>	<b>94,51,366</b>	<b>87,08,587</b>

**NOTE - 10  
FIXED ASSETS**

Sr. No	Particulars of Assets	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		Balance as at 01-04-2012	Additions	Disposals	Balance as at 31-03-2013	Balance as at 01-04-2012	Depreciation	On Disposal	Balance as at 31-03-2013	Balance as at 31-03-2013	Balance as at 31-03-2012
	<b>Tangible Assets</b>										
1	Land (under lease)	10,05,924	-	-	10,05,924	-	-	-	-	10,05,924	10,05,924
2	Buildings	1,62,01,080	2,73,070	-	1,64,74,150	88,44,473	5,34,092	-	93,78,565	70,95,585	73,56,607
3	Plant & Equipment	5,69,54,636	6,10,463	-	5,75,65,099	4,52,88,153	30,12,535	-	4,83,00,688	92,64,411	1,16,66,483
4	Furniture & Fixtures	21,06,993	1,23,606	-	22,30,599	16,33,474	92,384	-	17,25,858	5,04,741	4,73,519
5	Office Equipments	22,21,829	72,777	-	22,94,606	16,41,742	1,42,695	-	17,84,437	5,10,169	5,80,087
6	Vehicles	1,02,79,167	1,19,50,734	-	2,22,29,901	62,69,863	30,19,592	-	92,89,455	1,29,40,446	40,09,304
	<b>Total</b>	<b>8,87,69,629</b>	<b>1,30,30,650</b>	<b>-</b>	<b>10,18,00,279</b>	<b>6,36,77,705</b>	<b>68,01,298</b>	<b>-</b>	<b>7,04,79,003</b>	<b>3,13,21,276</b>	<b>2,50,91,924</b>
	Previous Year	8,59,89,657	38,67,472	10,87,500	8,87,69,629	5,97,81,794	46,76,108	7,80,197	6,36,77,705	2,50,91,924	2,62,07,863

**NOTE - 11**
**NON-CURRENT INVESTMENTS**
**INVESTMENT (NON-TRADE) - AT COST**

A) Investment in Properties	19,36,98,030	12,02,14,350
B) Investment in Equity Instruments (Fully Paid - Quoted) (Financial, non-strategic investments, all insignificant, less than 1% stake) Market Value of long-term investment in quoted shares ₹ 60,06,377/- (Previous Year ₹ 91,00,556/-)	1,28,68,305	1,50,41,305


**NOTES TO THE CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
C) Investment in Equity Instruments (Fully Paid - Un-quoted)	3,000	3,000
D) Investment in Mutual Funds Year end NAV of long-term investment in Mutual Funds ₹ NIL (Previous Year ₹ 4,28,68,604/-) None of the above investments are in associates or joint ventures or controlled special purpose entities.	-	3,50,00,000
<b>Total</b>	<b>20,65,69,335</b>	<b>17,02,58,655</b>
<b>NOTE - 12</b>		
<b>LONG-TERM LOANS &amp; ADVANCES</b>		
a) Security Deposits	15,13,655	16,09,167
b) Loans and advances to other parties	13,62,19,140	11,72,36,265
<b>Total</b>	<b>13,77,32,795</b>	<b>11,88,45,432</b>
<b>NOTE - 13</b>		
<b>OTHER NON-CURRENT ASSETS</b>		
Unamortized Preliminary Expenses	16,786	33,572
<b>Total</b>	<b>16,786</b>	<b>33,572</b>
<b>NOTE - 14</b>		
<b>CURRENT INVESTMENTS</b>		
(At lower of cost or market value)		
Investment in Mutual Funds	1,55,77,967	3,58,92,303
<b>Total</b>	<b>1,55,77,967</b>	<b>3,58,92,303</b>
<b>NOTE - 15</b>		
<b>INVENTORIES</b>		
(As taken, valued & certified by the Management)		
Raw Materials	8,13,72,424	6,32,38,481
Work-in-progress	19,92,21,841	11,89,78,287
Finished Goods	1,11,04,683	1,61,83,948
Stores, Spares, Packing Materials, Fuel etc.	40,66,903	33,49,543
<b>Total</b>	<b>29,57,65,851</b>	<b>20,17,50,259</b>
<b>NOTE - 16</b>		
<b>TRADE RECEIVABLES</b>		
(Unsecured, considered good)		
Debts due for period exceeding six months	21,476	1,39,699
Other Debts.	3,09,36,927	2,80,74,798
<b>Total</b>	<b>3,09,58,403</b>	<b>2,82,14,497</b>
<b>NOTE - 17</b>		
<b>CASH &amp; BANK BALANCES</b>		
A) Cash & Cash Equivalents		
Cash on Hand	1,29,661	1,21,778
Balances with Banks		
– In Current Accounts	1,01,57,123	29,68,249
– In Fixed Deposit Accounts	-	10,80,000
<b>Sub-total</b>	<b>1,02,86,784</b>	<b>41,70,027</b>
B) Other Bank Balances		
– In Unclaimed Dividend Accounts	30,85,845	24,60,300
– In Fixed Deposits under Lien	1,76,300	1,76,300
– In Fixed Deposits (Maturing within 12 months)	82,50,000	29,00,000
<b>Sub-total</b>	<b>1,15,12,145</b>	<b>55,36,600</b>
<b>Total</b>	<b>2,17,98,929</b>	<b>97,06,627</b>


**NOTES TO THE CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 18</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
Loans and Advances recoverable in cash or in kind or for value to be received	83,65,333	48,43,377
Advances to Staff	2,41,500	1,33,058
Receivable from Customers	4,50,48,290	-
<b>Total</b>	<b>5,36,55,123</b>	<b>49,76,435</b>
<b>NOTE - 19</b>		
<b>OTHER CURRENT ASSETS</b>		
Interest receivable	1,51,385	1,73,757
<b>Total</b>	<b>1,51,385</b>	<b>1,73,757</b>

**NOTES TO THE CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 20</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sales of Products (Gross)	74,11,83,471	51,04,32,430
Less : Excise Duty	8,04,84,372	4,67,29,801
<b>Total</b>	<b>66,06,99,099</b>	<b>46,37,02,629</b>
<b>NOTE - 21</b>		
<b>OTHER INCOME</b>		
Interest Income	30,00,456	81,16,573
Dividend on current investments	15,56,911	35,03,028
Dividend on other investments	15,24,697	5,40,074
Gain/(Loss) on sale of investments	(18,68,163)	22,50,259
Profit/(Loss) on sale of assets	-	(67,303)
Rent & Facility Charges	1,38,41,533	71,19,344
Miscellaneous Incomes & Credits	94,601	43,514
<b>Total</b>	<b>1,81,50,035</b>	<b>2,15,05,489</b>
<b>NOTE - 22</b>		
<b>COST OF RAW MATERIALS CONSUMED</b>		
Opening Stock	6,32,38,481	8,52,46,652
Add : Purchases	36,35,27,777	23,02,92,196
	42,67,66,258	31,55,38,848
Less : Closing Stocks	8,13,72,424	6,32,38,481
<b>Total</b>	<b>34,53,93,834</b>	<b>25,23,00,367</b>
<b>NOTE - 23</b>		
<b>COST OF LAND &amp; CONSTRUCTION</b>		
Architect & Design Expenses	29,65,130	9,47,274
Construction Contracts	2,67,59,338	47,27,925
Municipal & Other Charges	2,62,48,800	1,09,04,100
Purchase of Materials	8,35,624	82,168
Purchase of Development Rights	-	1,02,27,690
Other Construction & Site Expenses	10,97,411	1,32,627
<b>Total</b>	<b>5,79,06,303</b>	<b>2,70,21,784</b>


**NOTES TO THE CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 24</b>		
<b>CHANGES IN INVENTORY</b>		
Opening Stock - Finished Goods	1,61,83,948	1,55,75,794
Opening Stock - Work-in-Progress	11,89,78,287	8,25,00,630
Closing Stock - Finished Goods	(1,11,04,683)	(1,61,83,948)
Closing Stock - Work-in-Progress	(19,92,21,841)	(11,89,78,287)
Neutralisation of Excise Duty included in Opening and Closing Stock of Finished Goods	(6,51,557)	1,82,577
<b>Total</b>	<b>(7,58,15,846)</b>	<b>(3,69,03,234)</b>
<b>NOTE - 25</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages and Bonus	1,52,32,267	1,29,91,631
Workmen & Staff Welfare	2,67,155	2,55,116
Employers Contribution to Provident Fund & Other Funds	12,64,237	11,41,005
Gratuity Contribution/Payment	1,60,119	7,17,499
<b>Total</b>	<b>1,69,23,778</b>	<b>1,51,05,251</b>
<b>NOTE - 26</b>		
<b>FINANCE COSTS</b>		
Interest on Working Capital	11,27,924	-
Interest on Vehicle Loan	5,88,547	-
Other Interest	55,59,385	36,25,478
<b>Total</b>	<b>72,75,856</b>	<b>36,25,478</b>
<b>NOTE - 27</b>		
<b>OTHER EXPENSES</b>		
Consumption of Stores, Spares & Packing Materials	1,46,34,054	99,73,815
Power & Fuel	3,51,66,469	3,20,99,176
Water Charges	5,12,137	1,54,364
Factory Expenses	1,36,59,968	96,04,208
Excise Duty	4,75,936	1,84,082
Rates & Taxes	2,80,964	2,80,283
Rent and Other Charges	22,73,696	14,91,689
Repairs - Plant & Machineries	60,31,532	17,86,626
Repairs - Building	6,97,477	7,87,001
Repairs - Others	6,27,597	5,15,222
Insurance Charges	1,46,593	1,47,952
Directors Remuneration	1,88,14,869	1,10,91,233
Directors Remuneration - Subsidiary	9,00,000	9,00,000
Directors Sitting Fees	1,26,000	1,59,000
Payment to Auditors	10,18,000	9,03,250
Legal & Professional Charges	36,47,950	34,92,071
Freight , Coolie & Cartage	1,77,88,188	1,44,54,978
(Gain)/Loss on Exchange Fluctuation	(2,82,938)	-
Commission & Brokerage	1,16,64,930	61,42,298
Discount & Rebate	-	19,744
Miscellaneous Expenses	1,38,74,618	1,51,29,990
Bank Charges	6,34,770	3,99,887
Entry Tax	52,35,814	30,82,995
Preliminary Expenses Amortized	16,786	16,786
<b>Total</b>	<b>14,79,45,410</b>	<b>11,28,16,650</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013****NOTE - 28****SIGNIFICANT ACCOUNTING POLICIES****a) METHOD OF ACCOUNTING**

The accounts have been prepared under the historical cost convention on an accrual basis in accordance with applicable accounting standards referred to in section 211(3C) of the Companies Act, 1956.

**b) FIXED ASSETS**

Fixed assets are stated at cost alongwith cost directly attributable to bring the assets to their working condition.

**c) DEPRECIATION**

Depreciation on all assets at Pithampur is provided on straight line method and assets at head office and of subsidiary company on written-down-value method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956.

**d) INVESTMENTS**

Current investments are stated at lower of cost or fair market value. Long Term Investments are stated at cost except where diminution in value, if any, is other than temporary in nature, in which case they are stated net of provision for such diminution in value

**e) INVENTORIES**

i) Stores and spares, packing material and fuel are valued at Cost.

ii) Raw materials are valued at cost or in case where the resultant finished goods are expected to be sold at less than cost, at net realisable value.

iii) Work-in-progress for manufactured goods is valued at estimated cost.

Work in progress for construction projects are valued at aggregate of cost of land, cost of materials, construction expenses, other direct expenses and indirect expenses attributable or allocable to it.

iv) Finished goods are valued at cost or net realisable value whichever is lower.

**f) FOREIGN CURRENCY TRANSACTIONS**

All foreign currency transactions are accounted at a predetermined exchange rate which is approximately equal to the rate prevailing at the time of transaction and necessary adjustments are made when transactions are finally settled.

Outstanding foreign currency assets and liabilities are translated at the exchange rate prevailing as on Balance Sheet date and all exchange gains/losses arising therefrom, are adjusted in Profit & Loss Account.

**g) SALES**

Sales is inclusive of excise duty but net of rate difference payable, sales return and Central Sales Tax/value added tax.

**h) INCOME RECOGNITION**

Income from sale of units is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of contract.

**i) EMPLOYEES BENEFITS****Defined Contribution Benefits**

Company's contributions paid/payable during the year to Provident Fund, Family Pension Fund, ESIC and Labour Welfare Fund are recognized in Profit & Loss Account.

**Defined Benefit Plan**

i. The payments to Life Insurance Corporation of India for all the employees covered under 'Employees Group Gratuity cum Life Assurance Scheme' are based on amount of premium determined by them. Premiums so paid/payable for the year adjusted for effect of actuarial valuation at year end are recognized in the Profit & Loss Account.

ii. Annual Leave Encashment is accounted on accrual basis.

Employees of the subsidiary company are presently not entitled to any benefits referred to in AS-15.

**j) CONTINGENT LIABILITY**

Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts.

**k) DEFERRED TAXATION**

Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax to the extent that timing differences are expected to crystallize.


**l) SEGMENT REPORTING**

The activities of the holding company other than those relating to deployment of surplus funds are reported under the Segment - 'Chemicals'. Activities of the subsidiary company are reported under the Segment - 'Construction'.

All other activities are reported as 'Unallocated'.

**m) NORMAL OPERATING CYCLE FOR ACTIVITIES OF SUBSIDIARY**

Normal operating cycle for the current operations of the company commence with the process of acquiring land / development rights and ends with realisation of sale proceeds of constructed units. Thus the normal operating cycle is longer than a year and differ from project to project. Assets and liabilities are classified as current or non-current accordingly on the basis of expected time of realisation of sale proceeds of constructed units.

**NOTE - 29**
**OTHER DISCLOSURES & NOTES**
**1 Basis of Consolidation**

The Consolidated financial statements relates to Indo Borax & Chemicals Ltd. and its Subsidiary Company. The consolidated financial statements have been prepared in accordance with Accounting Standard - 21 " Consolidated Financial Statement " issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements have been prepared on the following basis:

The Financial Statements of the Company and its Subsidiary company have been combined on a line-by-line by adding together the book values of like items of Assets, Liabilities, Income and expenses after fully eliminating intra group balances and transactions.

The list of subsidiary companies included in consolidation and Company's holding therein are as under :

Name of the Subsidiaries	Country of Incorporation	% of ultimate holding
Indoborax Infrastructure Pvt Ltd	INDIA	60%

**2 Contingent Liabilities and commitments not provided for**

a) Guarantees given by the bankers of the Company ₹ 1,65,000/- (Previous Year ₹ 1,65,000/-)

b) Overdue interest on loan from Development Corporation of Konkan Ltd. ₹ 7,87,025/- (Previous Year ₹ 7,24,207/-)

**3 Previous year figures have been rearranged/regrouped, wherever necessary, to make them comparable with current year figures.**
**4 Payment to Statutory Auditors.**

	Current Year ₹	Previous Year ₹
a) As Auditors	3,00,000	2,50,000
b) In Other Capacity		
For Tax Audit	1,00,000	1,00,000
For Certification	5,12,500	2,82,500
For Taxation Matters	1,05,500	2,70,750
<b>Total</b>	<b>10,18,000</b>	<b>9,03,250</b>

**5 Managerial Remuneration to Directors:**

Break up of Remuneration (Holding Company)		
1. Salary & Allowances	31,68,000	28,80,000
2. Contribution to provident Fund	2,37,600	2,16,000
3. Commission on profit	1,44,78,658	73,72,327
4. Perquisites	11,68,211	8,38,906
<b>Total</b>	<b>1,90,52,469</b>	<b>1,13,07,233</b>

The Company has taken Group Gratuity Policy and contributing for the Directors is not separately determined, hence not included above.

Break up of Remuneration (Subsidiary Company)		
Salary & Allowances	9,00,000	9,00,000

**6 The Balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation & reconciliation, if any. In the opinion of the management, adjustment, if any, arising out of reconciliation are not expected to be significant.**
**7 In the opinion of the Board of Directors, the assets (other than fixed assets and non-current investments) have value on realisation in the ordinary course of business at least equal to the amount at which they are stated.**





8 Major components of deferred tax liabilities and assets arising on account of timing difference are :-

	31.03.2013 ₹	31.03.2012 ₹
<b>Liabilities</b>		
On account of Depreciation	24,22,123	32,02,169
<b>Assets</b>		
On account of Disallowances	-	-
<b>Net Deferred Tax Liability</b>	<b>24,22,123</b>	<b>32,02,169</b>

9 Related party Disclosures :-

**Key Management Personnel & their relatives**

- Shri S. K. Jain , Managing Director and Shri.Sajal Jain, Executive Director of the Company hold significant interest and key management position in the Company.
- Details of Transactions with the persons referred to in (a) above and their relatives (Smt. Sushila Jain, Smt. Shreelekha Jain, S. K. Jain - HUF and Sajal Jain - HUF) and Indo Perlite Private Limited, Associated Borax Pvt Ltd having one or more director in common, are as under:-

1	Remuneration paid to Managing Director *	96,78,354	57,89,924
2	Remuneration paid to Executive Director *	93,74,114	55,17,309
3	Directors Sitting Fees paid	12,000	33,000
4	Interest Expense	55,56,935	35,33,896
5	Loans received during the year	3,45,76,242	2,91,05,507
6	Loans repaid during the year	3,87,85,000	1,39,80,000
7	Loans outstanding at year end	4,36,47,269	4,78,49,020
8	Remuneration paid to Executive Director (Subsidiary)	9,00,000	9,00,000

\*The Company has taken Group Gratuity Policy and contribution for the Managing Director and Executive Director is not separately determined, hence not included above.

10 Pursuant to Accounting Standard Interpretation (ASI)-14 (Revised) "Disclosure of Revenue from Sales Transactions" issued by the Institute of Chartered Accountants of India, the excise duty expenses is bifurcated into three components: excise duty expenses related to sales is reduced from Gross Sales, excise duty relating to the difference between the closing and opening stock is recognized in the inventory adjustments and the unrecovered excise duty is recognized under manufacturing and other expenses.

11 Earning per share is computed based on the following:-

	Year Ended 31.03.2013	Year Ended 31.03.2012
a) Profit after tax - (₹)	11,41,53,831	7,25,31,211
b) Weighted average number of equity Shares	34,81,000	34,81,000
c) Basic and diluted Earning per Share ₹ (Face Value of Share ₹ 10/-)	32.79	20.84

12 No Provision for diminution in value of long term investments in quoted shares aggregating to ₹71,30,018/- (Previous year :₹1,15,58,130/-) has been made in accounts as the diminution is of temporary nature.

13 The company has not entered into derivative transactions except foreign currency forward contract against existing trade liability.

14 a) None of the supplier of the company has informed that it is a SSI unit . Therefore, outstanding to SSI units is considered to be NIL.

b) In the absence of any intimation received from vendors regarding the status of their registration under the " Micro, Small and Medium Enterprises Development Act, 2006 " the company is unable to comply with the disclosure required to be made relating thereto.

15 The company has taken Group Gratuity Policy from LIC and the premiums determined by Lic and payable for the financial year adjusted for effect of actuarial valuation at year end is charged to Profit & Loss Account..Required disclosures as per particulars received from LIC and accounts are as under:

	Current Year	Previous Year
a) Assumptions		
Discount Rate	8%	8%
Salary Escalation	5%	5%
Withdrawal rate	1 to 3% depending on age	
Mortality Rate	LIC (1994-96)	LIC (1994-96)



	Rupees	Rupees
b) Table showing changes in present value of obligations		
i) Present value of obligations -beginning of the year	32,48,279	23,07,923
ii) Interest cost	2,59,862	1,84,634
iii) Current Service cost	1,70,283	1,16,500
iv) Benefits paid	-	-
v) Acturial (gain)/loss on obligations	28,816	6,39,222
vi) Present value of obligations -end of the year	37,07,240	32,48,279
c ) Table showing changes in the fair value of plan assets		
i) Fair value of plan assets -beginning of the year	36,77,527	25,87,137
ii) Expected return on the plan assets	3,42,378	2,58,964
iii) Contributions	2,13,390	8,31,426
iv) Benefits paid	-	-
v) Acturial gain / (loss) on plan assets	-	-
vi) Fair value of plan assets -end of the year	42,33,295	36,77,527
d) Amount to be recognised in the balance sheet		
i) Fair value of plan assets -end of the year	42,33,295	36,77,527
ii) Present value of obligations -end of the year	37,07,240	32,48,279
iii) Asset /(Liability) recognised	5,26,055	4,29,248
e) Expenses recognised in statement of profit & loss account		
i) Current service cost	1,70,283	1,16,500
ii) Interest cost	2,59,862	1,84,634
iii) Expected return on plan assets	(3,42,378)	(2,58,964)
iv) Acturial (gain) / loss recognised	28,816	6,39,222
v) Adjustment for prepaid portion / LCSA premium / Renewal date variation	43,536	36,107
vi) Expenses recognised in profit & loss account	1,60,119	7,17,499
16 Segmentwise revenue, results and capital employed		
1 Segment Revenue		
a) Chemicals	66,06,99,099	46,37,02,629
b) Consturction	-	-
	<b>Total</b>	<b>66,06,99,099</b>
66,06,99,099	<b>46,37,02,629</b>	
2 Segment Result		
a) Chemicals	14,33,99,939	8,05,76,253
b) Consturction ( Net of Interest)	(7,700)	(16,786)
	<b>Total</b>	<b>14,33,92,239</b>
14,33,92,239	<b>8,05,59,467</b>	
Less : Interest	(17,18,921)	(86,227)
Add: Other Income/Expenses	3,07,45,183	2,60,92,474
Profit before Tax	<b>17,24,18,501</b>	<b>10,65,65,714</b>
3 Capital Employed		
a) Chemicals	10,22,78,698	10,60,08,989
b) Consturction	18,68,50,067	11,61,39,655
c) Unallocated	35,51,07,829	31,90,18,948
	<b>64,42,36,594</b>	<b>54,11,67,593</b>

As per our report of even date.

For **V.S.LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**S.K.Jain**

Chairman &  
Managing Director

**Sushila Jain**

Director

**Arun S.Sureka**

Director

**Sajal S. Jain**

Vice Chairman &  
Executive Director

**Narendrakumar Mittal**

Director

**V.S.LALPURIA**

Proprietor

M. No. 15926

Mumbai, May 30, 2013

**G. R. Parmar**

Director



## DIRECTORS' REPORT

To  
The Members of  
Indoborax Infrastructure Pvt. Ltd,

Your Directors have pleasure to present their Fourth Annual Report and the Audited Statement of Accounts for the year ended on 31-Mar-2013.

### FINANCIAL RESULTS AND OPERATIONS

The performance of the Company for the financial year ended 31-Mar-2013 is summarized below:

	(₹ in lacs)	
Particulars	31-3-2013	31-3-2012
Sales & other income	0.09	0.00
Profit before Depreciation & Taxation	1.16	1.49
Less : Depreciation	1.25	1.66
Provision for Taxation	0.00	0.00
Profit after Depreciation & Taxation	(0.09)	(0.17)
Balance brought forward	(0.51)	(0.34)
Balance carried to Balance Sheet	(0.60)	(0.51)

### DIVIDEND

The Directors do not recommend payment of dividend as there is no distributable profit.

### OPERATIONS

The Project has been started after delayed on account of regulatory approval. The company is hopeful to complete the project within a year.

### RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2013; the applicable accounting standards had been followed.
- (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 true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that year;
- (iii) that the Directors had 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) that the Directors had prepared the annual accounts on a going concern basis.

### ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

There are no particulars required to be furnished pursuant to section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

### AUDITORS

M/s. V. S. Lalpuria & Co, Chartered Accountants, Statutory Auditors of the Company hold office, in accordance with the provisions of the Companies Act, 1956, up to conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

### COMMENTS ON AUDITORS REPORT

The Auditors Report does not contain any qualifications or adverse comments and therefore, do not call for any comment.

For and on behalf of the Board of Directors

Mumbai,  
May 30, 2013

S. K. Jain  
Chairman

**REPORT OF INDEPENDENT AUDITORS TO SHAREHOLDERS**

1. We have audited the accompanying financial statements of M/s. INDOBORAX INFRASTRUCTURE PRIVATE LIMITED (“the company”), which comprises the Balance Sheet as at 31st March, 2013 and 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.
2. 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 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.
3. 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.
4. 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.
5. 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 March 31, 2013;
  - b) in the case of the statement of Profit and Loss Account, of the loss for the year ended on that date; and
  - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
  1. The company is covered under the exemption specified in para (2) of the Companies (Auditor’s Report) Order 2003 (“the Order”) as amended, hence no statement on the matters specified there is required to be given.
  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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
    - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
    - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **V. S. LALPURIA & COMPANY.**  
CHARTERED ACCOUNTANTS  
(Firm No. 105581W)

**(V. S. LALPURIA)**  
Proprietor  
Membership No. 15926

Mumbai  
30th May, 2013


**BALANCE SHEET AS AT 31ST MARCH, 2013**

	Notes	31-Mar-13 ₹	31-Mar-12 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
a) Share Capital	1	1,00,000	1,00,000
b) Reserves & Surplus	2	(59,648)	(50,358)
<b>Total (1)</b>		<b>40,352</b>	<b>49,642</b>
<b>2. NON-CURRENT LIABILITIES</b>			
Long Term Borrowings	3	18,68,26,470	11,61,23,585
<b>Total (2)</b>		<b>18,68,26,470</b>	<b>11,61,23,585</b>
<b>3. CURRENT LIABILITIES</b>			
a) Trade Payables	4	67,42,798	25,13,606
b) Other Current Liabilities	5	5,78,33,677	8,26,027
<b>Total (3)</b>		<b>6,45,76,475</b>	<b>33,39,633</b>
<b>Total</b>		<b>25,14,43,297</b>	<b>11,95,12,860</b>
<b>II. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Fixed Assets			
- Tangible Assets	6	3,77,049	4,97,604
(b) Long-term Loans & Advances	7	1,03,560	3,000
(c) Other Non-current Assets	8	16,786	33,572
<b>Total (1)</b>		<b>4,97,395</b>	<b>5,34,176</b>
<b>2. CURRENT ASSETS</b>			
a) Inventories	9	19,80,18,133	11,83,30,827
b) Cash & Cash Equivalents	10	58,23,746	3,38,016
c) Short-term Loans & Advances	11	4,70,95,057	3,09,841
d) Other Current Assets	12	8,966	-
<b>Total (2)</b>		<b>25,09,45,902</b>	<b>11,89,78,684</b>
<b>Total</b>		<b>25,14,43,297</b>	<b>11,95,12,860</b>
Significant Accounting Policies	19		
Other Disclosures & Notes	20		

As per our report of even date.

For **V. S. LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**Piyush Shah**

**Executive Director**

**S.K.Jain**

**Director**

**V. S. LALPURIA**  
Proprietor  
M. No. 15926

**Sajal S. Jain**

**Director**

Mumbai, May 30, 2013


**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2013**

	Note	31-Mar-13 ₹	31-Mar-12 ₹
<b>INCOME</b>			
Revenue from Operations		-	-
Other Income	13	9,086	-
<b>Total Income</b>		<b>9,086</b>	<b>-</b>
<b>EXPENSES</b>			
Cost of Land & Construction	14	5,79,06,303	2,70,21,784
Changes in Inventory	15	(7,96,87,306)	(3,76,66,958)
Employee Benefits Expense	16	12,49,758	10,79,787
Finance Costs	17	1,81,61,169	81,26,236
Depreciation	6	1,25,187	1,66,246
Other Expenses	18	22,44,889	12,72,905
Preliminary Expenses Amortised		16,786	16,786
<b>Total Expenditure</b>		<b>16,786</b>	<b>16,786</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>(7,700)</b>	<b>(16,786)</b>
<b>TAX EXPENSE</b>			
Prior Period Tax Adjustments		1,590	-
<b>PROFIT/(LOSS) AFTER TAX</b>		<b>(9,290)</b>	<b>(16,786)</b>
Basic and diluted earning per share. (Face Value ₹ 10/- each)		(0.93)	(1.68)
<b>Significant Accounting Policies</b>	19		
<b>Other Disclosures &amp; Notes</b>	20		

As per our report of even date.

For V. S. LALPURIA & COMPANY  
Chartered Accountants  
(Firm No. 105581W)

Piyush Shah

Executive Director

S.K.Jain

Director

V. S. LALPURIA

Proprietor  
M. No. 15926

Sajal S. Jain

Director

Mumbai, May 30, 2013


**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2013**

	Year ended 31.03.2013 Amount in ₹	Year ended 31.03.2012 Amount in ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax and extraordinary items adjusted.	(7,700)	(16,786)
Adjustments for :		
Depreciation	1,25,187	1,66,246
Preliminary Expenses Amortised	16,786	16,786
Interest	1,81,61,169	81,26,236
Other Income	(8,966)	-
	<u>1,82,94,176</u>	<u>83,09,268</u>
Operating profit before working capital changes	1,82,86,476	82,92,482
Adjustments for :		
Trade and other Receivables	-	-
Inventories	(7,96,87,306)	(3,76,66,958)
Loans & Advances	(4,68,85,776)	4,48,209
Trade and other payables	6,12,36,842	13,14,995
	<u>(6,53,36,240)</u>	<u>(3,59,03,754)</u>
Cash generated from operations	(4,70,49,764)	(2,76,11,272)
Interest	(1,81,61,169)	(81,26,236)
Income-Tax	(1,590)	-
	<u>(1,81,62,759)</u>	<u>(81,26,236)</u>
Cash Flow before extraordinary items	(6,52,12,523)	(3,57,37,508)
Extraordinary items	-	-
<b>Net Cash Flow from Operating activities --- A</b>	<u>(6,52,12,523)</u>	<u>(3,57,37,508)</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(4,632)	(32,224)
Preliminary Expenses	-	-
<b>Net Cash used in Investing Activities --- B</b>	<u>(4,632)</u>	<u>(32,224)</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Loan from Holding Co.	7,49,11,643	2,08,59,286
Long term borrowings	(42,08,758)	1,51,26,034
<b>Net Cash from Financing Activities --- C</b>	<u>7,07,02,885</u>	<u>3,59,85,320</u>
Net Increase / (decrease) in Cash and Cash equivalent	54,85,730	2,15,588
Cash & Cash Equivalent at the beginning of the year	3,38,016	1,22,428
<b>Cash &amp; Cash Equivalent end of the year</b>	<u>58,23,746</u>	<u>3,38,016</u>

Note : Figures in brackets represent outflows

As per our report of even date.

For **V. S. LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

Piyush Shah

Executive Director

S.K.Jain

Director

**V. S. LALPURIA**  
Proprietor  
M. No. 15926

Sajal S. Jain

Director

Mumbai, May 30, 2013



**NOTES TO THE BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
2,50,000 Equity Shares of ₹10/- each	25,00,000	25,00,000
<b>Issued &amp; Subscribed</b>		
10,000 Equity Shares of ₹10/- each	1,00,000	1,00,000
<b>Paid up</b>		
10,000 Equity Shares of ₹10/- each	1,00,000	1,00,000
<b>Total</b>	<b>1,00,000</b>	<b>1,00,000</b>

1) There were no changes in outstanding shares during the current and preceding reporting period.

2) Number of shares held by persons holding more than 5% of outstanding share capital :

	31-Mar-13	31-Mar-12
Indo Borax & Chemicals Ltd (Holding Company)	6,000	6,000
Shri S. K. Jain	2,000	2,000
Shri Sajal jain	1,900	1,900

3) Since inception, no shares were allotted without payment being received in cash or as bonus shares or bought back.

**NOTE - 2**

**RESERVES & SURPLUS**

**Surplus**

	31-Mar-13	31-Mar-12
Balance Brought Forward	(50,358)	(33,572)
Profit transferred from Statement of Profit & Loss	(9,290)	(16,786)
Closing Balance	(59,648)	(50,358)

Negative values, appropriations and deductions are shown in bracket.

<b>Total</b>	<b>(59,648)</b>	<b>(50,358)</b>
--------------	-----------------	-----------------

**NOTE - 6**

**FIXED ASSETS**

Sr No.	Particulars of Assets	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
		Balance as at 01-04-2012	Additions	Disposals	Balance as at 31-03-2013	Balance as at 01-04-2012	Depreciation	On Disposal	Balance as at 31-03-2013	Balance as at 31-03-2013	Balance as at 31-03-2012
	<b>Tangible Assets</b>										
1	Plant & Equipment	32,224	4,632	-	36,856	3,087	4,205	-	7,292	29,564	29,137
2	Furniture & Fixture	1,575	-	-	1,575	428	208	-	636	939	1,147
3	Office Equipments	1,250	-	-	1,250	266	137	-	403	847	984
4	Vehicles	7,24,958	-	-	7,24,958	2,58,622	1,20,637	-	3,79,259	3,45,699	4,66,336
	<b>TOTAL</b>	<b>7,60,007</b>	<b>4,632</b>	<b>-</b>	<b>7,64,639</b>	<b>2,62,403</b>	<b>1,25,187</b>	<b>-</b>	<b>3,87,590</b>	<b>3,77,049</b>	<b>4,97,604</b>
	Previous Year	7,27,783	32,224	-	7,60,007	96,157	1,66,246	-	2,62,403	4,97,604	6,31,626

**NOTE - 7**

**LONG-TERM LOANS & ADVANCES**

	31-Mar-13	31-Mar-12
Security Deposits	1,03,560	3,000
<b>Total</b>	<b>1,03,560</b>	<b>3,000</b>

**NOTE - 3**

**LONG TERM BORROWINGS**

**Unsecured**

	31-Mar-13	31-Mar-12
Loans & advances from Holding Company	14,31,79,201	6,82,67,558
Loans & advances from other related parties	4,36,47,269	4,78,56,027
(Long term borrowing with no fixed repayment schedule)		
<b>Total</b>	<b>18,68,26,470</b>	<b>11,61,23,585</b>

**NOTE - 4**

**TRADE PAYABLES**

	31-Mar-13	31-Mar-12
Trade Payables for services & expenses	23,64,306	7,59,498
Estimated Contract Work Liability (Net of Advances)	43,78,492	17,54,108
<b>Total</b>	<b>67,42,798</b>	<b>25,13,606</b>

**NOTE - 5**

**OTHER CURRENT LIABILITIES**

**Other Payables**

	31-Mar-13	31-Mar-12
– Amount Billed to Customers	5,51,00,000	-
– Taxes & Statutory Dues	27,33,677	8,26,027
<b>Total</b>	<b>5,78,33,677</b>	<b>8,26,027</b>

**NOTE - 8**

**OTHER NON-CURRENT ASSETS**

	31-Mar-13	31-Mar-12
Unamortized Preliminary Expenses	16,786	33,572
<b>Total</b>	<b>16,786</b>	<b>33,572</b>




**NOTES TO THE BALANCE SHEET AS AT 31st MARCH, 2013**

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 9</b>		
<b>INVENTORIES</b>		
(As taken, valued & certified by the Management)		
Work-in-progress	19,80,18,133	11,83,30,827
<b>Total</b>	<b>19,80,18,133</b>	<b>11,83,30,827</b>
<b>NOTE - 10</b>		
<b>CASH &amp; CASH EQUIVALENTS</b>		
Cash on Hand	82,184	13,567
Balances with Banks		
– In Current Accounts	22,41,562	3,24,449
– In Fixed Deposit	35,00,000	–
<b>Total</b>	<b>58,23,746</b>	<b>3,38,016</b>
<b>NOTE - 11</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
<b>OTHERS</b>		
Advances recoverable in cash or in kind or for value to be received	20,42,767	2,87,841
Receivable from customers	4,50,48,290	–
Advances to Staff	4,000	22,000
<b>Total</b>	<b>4,70,95,057</b>	<b>3,09,841</b>
<b>NOTE - 12</b>		
<b>OTHER CURRENT ASSETS</b>		
Interest Receivable	8,966	–
<b>Total</b>	<b>8,966</b>	–
<b>NOTES TO THE STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31st MARCH, 2013</b>		
<b>NOTE - 13</b>		
<b>OTHER INCOME</b>		
Interest on Fixed Deposit	8,966	–
Sundry Balance w/off	120	–
<b>Total</b>	<b>9,086</b>	–
<b>NOTE - 14</b>		
<b>COST OF LAND &amp; CONSTRUCTION</b>		
Architect & Design Expenses	29,65,130	9,47,274
Construction Contracts	2,67,59,338	47,27,925
Municipal & Other Charges	2,62,48,800	1,09,04,100
Purchase of Materials	8,35,624	82,168
Purchase of Development Rights	–	1,02,27,690
Other Construction & Site Expenses	10,97,411	1,32,627
<b>Total</b>	<b>5,79,06,303</b>	<b>2,70,21,784</b>
<b>NOTE - 15</b>		
<b>CHANGES IN INVENTORY</b>		
Opening Stock - Work-in-Progress	11,83,30,827	8,06,63,869
Closing Stock - Work-in-Progress	(19,80,18,134)	(11,83,30,827)
<b>Total</b>	<b>(7,96,87,306)</b>	<b>(3,76,66,958)</b>
<b>NOTE - 16</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages and Bonus	11,79,772	10,28,346
Workmen & Staff Welfare	69,986	51,441
<b>Total</b>	<b>12,49,758</b>	<b>10,79,787</b>

	31-Mar-13 ₹	31-Mar-12 ₹
<b>NOTE - 17</b>		
<b>FINANCE COSTS</b>		
Interest	1,81,61,169	81,26,236
<b>Total</b>	<b>1,81,61,169</b>	<b>81,26,236</b>
<b>NOTE - 18</b>		
<b>OTHER EXPENSES.</b>		
Rates & Taxes	2,500	5,000
Repairs - Others	3,899	1,480
Directors Remuneration	9,00,000	9,00,000
Payment to Auditors	67,416	44,944
Legal & Professional Charges	4,95,399	25,060
Miscellaneous Expenses	4,42,964	2,95,871
Brokerage & Commission	2,93,025	–
Bank Charges	39,687	550
<b>Total</b>	<b>22,44,889</b>	<b>12,72,905</b>

**NOTE -19**
**SIGNIFICANT ACCOUNTING POLICIES**
**a) METHOD OF ACCOUNTING**

The accounts have been prepared under the historical cost convention on an accrual basis in accordance with applicable accounting standards referred to in section 211(3C) of the Companies Act, 1956.

**b) FIXED ASSETS**

Fixed assets are stated at cost alongwith cost directly attributable to bring the assets to their working condition.

**c) DEPRECIATION**

Depreciation is provided on written-down-value method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956.

**d) INVESTMENTS**

Current investments are stated at lower of cost or fair market value. Long Term Investments are stated at cost except where diminution in value, if any, is other than temporary in nature, in which case they are stated net of provision for such diminution in value

**e) INVENTORIES**

- Unused construction materials are valued at cost.
- Work in progress is valued at aggregate of cost of land, cost of materials, construction expenses, other direct expenses and indirect expenses attributable or allocable to it.
- Completed units are valued at lower of cost and net realisable value

**f) FOREIGN CURRENCY TRANSACTIONS.**

All foreign currency transactions are accounted at a predetermined exchange rate which is approximately equal to the rate prevailing at the time of transaction and necessary adjustments are made when transactions are finally settled.

Outstanding foreign currency assets and liabilities are translated at the exchange rate prevailing as on Balance Sheet date and all exchange gains/losses arising therefrom, are adjusted in Profit & Loss Account.

**g) INCOME RECOGNITION**

Income from sale of units is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract.



**h) CONTINGENT LIABILITY**

Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts.

**i) DEFERRED TAXATION**

Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax to the extent that timing differences are expected to crystallize.

**j) SEGMENT REPORTING**

Current operations of the company fall under a single reportable segment, viz, 'Construction' within the meaning of AS-17.

**k) NORMAL OPERATING CYCLE**

Normal operating cycle for the current operations of the company commence with the process of acquiring land / development rights and ends with realisation of sale proceeds of constructed units. Thus the normal operating cycle is longer than a year and differ from project to project. Assets and liabilities are classified as current or non-current accordingly on the basis of expected time of realisation of sale proceeds of constructed units.

**NOTE - 20**

**OTHER DISCLOSURES & NOTES**

- 1 Previous year figures have been rearranged/regrouped, wherever necessary, to make them comparable with current year figures.
- 2 The Balances of sundry creditors, loans and advances are subject to confirmation & reconciliation, if any. In the opinion of the management, adjustment, if any, arising out of reconciliation are not expected to be significant.
- 3 In the opinion of the Board of Directors, the assets (other than fixed assets and non-current investments) have value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- 4 Break up of remuneration paid to the Executive Director

	Current Year ₹	Previous Year ₹
<b>Salary &amp; allowances</b>	<b>900,000</b>	<b>900,000</b>
<b>Total</b>	<b>900,000</b>	<b>900,000</b>

**5 Related party Disclosures :**

**A Where Control Exists**

a) Name	Indo Borax & Chemicals Ltd.
Relationship	Holding Company
Holding	60%

**b) Details of Transactions**

Outstanding Investment in Share Capital	60,000	60,000
Advances received during the year	9,44,11,643	2,93,59,286
Amount repaid during the year	1,95,00,000	85,00,000
Advances outstanding at year end	14,31,79,201	6,82,67,558
Interest Expense	1,26,04,234	45,86,985

**B Key Management Personnel & their relatives**

- a) Shri Piyush Shah, Executive Director, Shri S. K. Jain, Director and Shri.Sajal Jain, Director of the Company hold significant interest and key management position in the Company.
- b) Details of Transactions with the persons referred to in (a) above and their relatives (Smt. Sushila Jain, Smt. Shreelekha Jain, Mr. Saumya Jain, S. K. Jain - HUF and Sajal Jain - HUF) and Indo Perlite Private Limited, Associated Borax Pvt Ltd having one or more director in common, are as under:-

1. Interest Expense 55,56,935 35,33,896
2. Loans received during the year 3,45,76,242 2,91,05,507
3. Loans repaid during the year 3,87,85,000 1,39,80,000
4. Loans outstanding at year end 4,36,47,269 4,78,49,020
5. Remuneration paid to Executive Director 9,00,000 9,00,000
6. Earning per share is computed based on the following:-
  - a) Profit after tax - (₹) (9,290) (16,786)
  - b) Weighted average number of equity Shares 10,000 10,000
  - c) Basic and diluted Earning per Share (not annualised) (0.93) (1.68)

₹ (Face Value of Share ₹ 10/-)
7. a) None of the supplier of the company has informed that it is a SSI unit . Therefore, outstanding to SSI units is considered to be NIL.
- b) In the absence of any intimation received from vendors regarding the status of their registration under the " Micro, Small and Medium Enterprises Development Act, 2006 " the company is unable to comply with the disclosure required to be made relating thereto.

**SIGNATURES TO THE NOTES TO ACCOUNTS**

As per our report of even date.

**For V. S. LALPURIA & COMPANY**  
Chartered Accountants  
(Firm No. 105581W)

**V. S. LALPURIA**  
Proprietor  
M. No. 15926

**Piyush Shah** **Executive Director**

**S.K.Jain** **Director**

**Sajal S. Jain** **Director**

Mumbai, May 30, 2013

## INDO BORAX & CHEMICALS LIMITED

Regd. Off.: 5A/113, Mittal Industrial Estate, M.V.Road, Andheri (E), Mumbai - 400 059.

### ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING - 22nd August, 2013

DP ID	<input type="text"/>	Regd. Folio No.*	<input type="text"/>
Client ID	<input type="text"/>	No. of Shares	<input type="text"/>

I certify that I am a registered shareholder/proxy for the registered shareholder of the company.

I hereby record my presence at the Thirty Second Annual General Meeting of the Company at the Mini Auditorium of S.N.D.T Women's University, Sir Vithaldas Vidya Vihar, Opp. Lido Cinema, Juhu Road, Santacruz (W), Mumbai - 400 049 on Thursday, 22nd August, 2013

-----  
Member's/Proxy's name in BLOCK letters

-----  
Member's/Proxy's Signature

Note : Please fill this attendance slip and hand it over at the ENTRANCE OF THE HALL

## INDO BORAX & CHEMICALS LIMITED

Regd. Off.: 5A/113, Mittal Industrial Estate, M.V.Road, Andheri (E), Mumbai - 400 059.

### FORM OF PROXY

DP ID	<input type="text"/>	Regd. Folio No.*	<input type="text"/>
Client ID	<input type="text"/>	No. of Shares	<input type="text"/>

I/We \_\_\_\_\_  
\_\_\_\_\_ in the district of \_\_\_\_\_  
\_\_\_\_\_ being a member/members of the above named company hereby appoint \_\_\_\_\_  
\_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ in  
the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the 32nd Annual General Meeting of the Company to be held at the Mini Auditorium of S.N.D.T Women's University, Sir Vithaldas Vidya Vihar, Opp. Lido Cinema, Juhu Road, Santacruz (W), Mumbai - 400 049 on Thursday, 22nd August, 2013 and at any adjournment thereof.

Signed this \_\_\_\_\_ day \_\_\_\_\_ 2013

Signature \_\_\_\_\_

Reg. Folio No. \_\_\_\_\_



Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting. A proxy need not be a member.

\* Applicable for investors holding shares in Physical Form.

BOOK-POST

To,

*If undelivered, please return to:*

**INDO BORAX & CHEMICALS LIMITED**

5A/113, Mittal Industrial Estate,  
M.V.Road, Andheri (E),  
Mumbai - 400 059.

Tel.: 2850 4012 / 2856 2743 / 2850 4493

Fax: 2850 9348

E-mail: [indoborax@vsnl.com](mailto:indoborax@vsnl.com)

Indo Borax & Chemicals Limited  
As per Clause 31 (a) of Listing Agreement

FORM A

1	Name of the Company  Indo Borax & Chemicals, Limited
2	Annual financial statements for the year ended  31st March, 2013
3	Type of Audit Observations  Un-Qualified
4	Frequency of Observations  Repetitive
5	<p>FOR INDO BORAX &amp; CHEMICALS LTD</p> <p>S. K. Jain MANAGING DIRECTOR</p> <p>Sajal Jain EXECUTIVE DIRECTOR Chief Financial Officer</p> <p>V. S. Lalpura Statutory Auditor</p> <p>Arun Sureka Chairman-Audit Committee</p> 