

# **JAYAVANT PRODUCTS LIMITED**

**17TH ANNUAL REPORT  
2010-2011**

## NOTICE

NOTICE IS HEREBY GIVEN THAT the 17<sup>th</sup> Annual General Meeting of the Members of **Jayavant Products Limited** will be held on Thursday, 30<sup>th</sup> September 2011 at 4.30 P.M. at the Registered Office of the Company at 1401, Raheja Centre, Nariman Point, Mumbai - 400021, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2011 and Balance Sheet as on that date alongwith the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deven J. Mehta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. R. S. Agrawal & Associates, Chartered Accountants, the retiring Auditors as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

**By order of the Board**

**Deven J Mehta**  
Director

Place: Mumbai  
Dated: 20<sup>th</sup> August 2011

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, if any, in order to be effective must be received at the Company's Registered Office not later than 48 hours (forty eight hours) before the time fixed for holding the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed on 30<sup>th</sup> September, 2011.
4. Shareholders are requested to forward their queries on the Accounts for the financial year 31<sup>st</sup> March, 2011 to the registered office of the company at least 10 days in advance to enable us to keep the information ready at the meeting.
5. The Annual Reports and Attendance slips will not be distributed at the Annual General Meeting. Shareholders are requested to bring the same along with them.

## **Additional Information**

### **Brief Profile of Director seeking re-appointment**

#### **Mr. Deven J Mehta:**

Mr. Deven J. Mehta, aged 40, is a Commerce Graduate from the University of Bombay has an in-depth knowledge of Capital Market. He has about 20 years rich experience in Fund Mobilisation & Management, Investments, Management Consultancy, Foreign Trade, Broking etc.

Mr. Deven J. Mehta is also a Director in Amgis Holdings Pvt. Limited, Pals Overseas Pvt. Ltd., Jyoti Bright Bar Pvt. Limited, Garnet International Limited, Sigma Credit and Capital Services Private Limited, S J Finstock Pvt Ltd., S.J. Capital Advisors Pvt. Ltd. and Smart Card IT Solutions Ltd.

He is a member of Shareholder Grievances and Shares Transfer Committee constituted by the Board of Directors the Company

Mr. Deven J. Mehta is holding 5,65,000 Equity Shares in the Company.

**JAYAVANT PRODUCTS LIMITED**

BALANCE SHEET AS AT 31ST MARCH, 2011

(Amt. in `)

PARTICULARS	Schedule	As at 31.03.2011	As at 31.03.2010
<b>SOURCES OF FUNDS :</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	1	52500000.00	52500000.00
Reserves & Surplus	2	<u>34372093.44</u>	<u>34210315.05</u>
		86872093.44	86710315.05
<b>LOAN FUNDS</b>			
Unsecured Loans	3	25000000.00	25700000.00
		<u>111872093.44</u>	<u>112410315.05</u>
<b>APPLICATION OF FUNDS :</b>			
<b>INVESTMENTS</b>			
	4	23339354.87	0.00
<b>CURRENT ASSETS, LOANS AND ADVANCES :</b>			
Sundry Debtors	5	8598174.00	8688432.00
Cash and Bank Balances	6	180596.57	106546.05
Loans and Advances	7	<u>97073005.00</u>	<u>108790871.00</u>
		105851775.57	117585849.05
<b>LESS : CURRENT LIABILITIES AND PROVISIONS :</b>			
Current Liabilities	8	17200488.00	5056935.00
Provisions	9	<u>118549.00</u>	<u>118599.00</u>
		17319037.00	5175534.00
<b>NET CURRENT ASSETS</b>		88532738.57	112410315.05
<b>Total</b>		<u>111872093.44</u>	<u>112410315.05</u>

Significant Accounting Policies

12

Notes forming part of account

13

The Schedules referred to above form an integral part of the financial statements

As per our attached report of even date:

For and on behalf of the Board

For and on behalf of

**R. S. AGRAWAL & ASSOCIATES**

Chartered Accountants

(Registration no. 100156W)

**DEVEN J MEHTA****JITENDRA J MEHTA**

Director

Director

**ANUJA DEDHIA**

Partner

M. No. 123589

**KAMLESH M GAGAVANI**

Company Secretary

Mumbai

31st August 2011

Mumbai

31st August 2011

**JAYAVANT PRODUCTS LIMITED**

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Amt. in `)

PARTICULARS	Schedule	For the year ended 31.03.2011		For the year ended 31.03.2010
<b>INCOME :</b>				
Commission and Brokerage (TDS ` 16757/- Previous Year ` 14790/-)			167559.00	147897.00
Interest on Income Tax Refund			155.00	1162431.00
Compensation Received			1388300.00	0.00
Dividend on Mutual Fund			230562.40	0.00
			<b>1786576.40</b>	<b>1310328.00</b>
<b>EXPENDITURE :</b>				
Administrative, Selling & Other Expenses	10	1427508.01		314391.00
Payments to and Provision for Employees	11	301550.00		300869.00
			1729058.01	615260.00
Profit/ (Loss) before Tax and Prior Period Items			57518.39	695068.00
Add / (Less) : Prior Period Items			0.00	0.00
Profit/ (Loss) before Tax			57518.39	695068.00
Provision for Taxation				
Income Tax			0.00	118549.00
MAT credit entitlement			0.00	0.00
Profit/ (Loss) after Tax			57518.39	576519.00
Add/(Less) : Tax adjustment for earlier years			0.00	28963.00
Add : MAT credit entitlement for earlier years			104260.00	0.00
			161778.39	547556.00
Balance B/F from Previous Year			1798601.05	1251045.05
Balance Carried Over To Balance Sheet			1960379.44	1798601.05
<b>BASIC AND DILUTED EPS</b> (See Note No. '9' of Schedule '13')			0.03	0.10
Significant Accounting Policies	12			
Notes forming part of account	13			

The Schedules referred to above form an integral part of the financial statements

As per our attached report of even date:

For and on behalf of the Board

For and on behalf of

**R. S. AGRAWAL & ASSOCIATES**

Chartered Accountants

(Registration no. 100156W)

**DEVEN J MEHTA**

Director

**JITENDRA J MEHTA**

Director

**ANUJA DEDHIA**

Partner

M. No. 123589

**KAMLESH M GAGAVANI**

Company Secretary

Mumbai

31st August 2011

Mumbai

31st August 2011

**JAYAVANT PRODUCTS LIMITED**

(Amt. in `)

PARTICULARS	As at 31.03.2011	As at 31.03.2010
<b>SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET</b>		
<b><u>SCHEDULE '1' SHARE CAPITAL :</u></b>		
AUTHORISED :		
60,00,000 (Previous Year 60,00,000)	60,000,000.00	60,000,000.00
Equity Shares of ` 10/- each	60,000,000.00	60,000,000.00
ISSUED, SUBSCRIBED & PAID UP :		
52,50,000 (Previous Year 52,50,000)	52,500,000.00	52,500,000.00
Equity Shares of ` 10/- each		
Total	52,500,000.00	52,500,000.00
<b><u>SCHEDULE '2' RESERVES &amp; SURPLUS :</u></b>		
Capital Reserve, as per last balance sheet	32,411,714.00	32,411,714.00
Surplus in profit and loss A/c	1,960,379.44	1,798,601.05
Total	34,372,093.44	34,210,315.05
<b><u>SCHEDULE '3' UNSECURED LOANS :</u></b>		
From Corporates	25,000,000.00	25,700,000.00
Total	25,000,000.00	25,700,000.00
<b><u>SCHEDULE '4' INVESTMENTS :</u></b>		
Long term Investments ( At Cost)		
Non-trade: quoted:		
<b>In Units:</b>		
HDFC Cash Management Fund- Treasury Advantage Plan	1,130,562.40	-
No.of Units 112701.201 (NIL)		
<b>In Shares and securities:</b>		
244200 (NIL) Warrants of HDFC Ltd of ` 2/- each	22,208,792.47	-
( See Note No. '14(i)' of Schedule '13' )		
Total	23,339,354.87	-
Aggregate Cost of Quoted Investments	23,339,354.87	-
Aggregate Market Value of Quoted Investments	36,434,640.00	-
( See Note No. '14' of Schedule '13' )		

Purchase and sale /redemption of investments during the year:

Description	Acquisition		Disposals	
	Nos.	(Amt. in `)	Nos.	(Amt. in `)
<b>Units of Schemes of:-</b>				
HDFC Cash Management Fund - Treasury Advantage Plan- Retail - Daily Dividend, Option - Reinvest	1485321.237	14900000.00	1395603.86	14000000.00
Dividend reinvested of the above fund	22983.819	230562.1803	-	-
<b>Quoted Warrants of:-</b>				
HDFC Warrants	244200.000	22208792.47	-	-

SCHEDULE '5' SUNDRY DEBTORS :

( Unsecured, Considered good )

Debts Outstanding for a period exceeding six months  
Others

8,555,325.00	8,555,325.00
42,849.00	133,107.00

Total

8,598,174.00	8,688,432.00
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SCHEDULE '6' CASH AND BANK BALANCES :

Cash on hand  
Bank Balances with Scheduled Banks  
In Current Accounts

14,794.00	72,463.00
165,802.57	34,083.05

Total

180,596.57	106,546.05
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SCHEDULE '7' LOANS & ADVANCES :

(Unsecured, Considered good)

Loans and Advances recoverable in cash or in kind for value  
to be received  
Loans  
Income Tax Refund Receivable  
Advance tax and Tax Deducted at source

104,260.00	-
96,833,439.00	99,138,198.00
-	9,633,468.00
135,306.00	19,205.00

Total

97,073,005.00	108,790,871.00
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SCHEDULE '8' CURRENT LIABILITIES :

Sundry Creditors  
a) Micro, Small and Medium Enterprises  
( See Note No. '5' of Schedule '13' )  
b) Others  
Advances from Customers  
Outstanding Expenses  
Statutory Liabilities  
Other Liabilities

-	-
12,746,447.00	649,211.00
2,000,000.00	2,000,000.00
507,500.00	461,500.00
11,541.00	11,224.00
1,935,000.00	1,935,000.00

Total

17,200,488.00	5,056,935.00
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SCHEDULE '9' PROVISIONS :

Provision for Corporate Tax

118,549.00	118,599.00
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Total

118,549.00	118,599.00
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SCHEDULE ANNEXED TO AND FORMING PART OF  
THE PROFIT & LOSS ACCOUNT

For the year ended  
31.03.2011 31.03.2010

SCHEDULE '10' ADMINISTRATIVE, SELLING & OTHER EXP:

Postage Telegram & Telephones	50,800.00	4,250.00
Printing and Stationery	3,325.00	2,420.00
Demat charges	1,500.00	-
NSDL charges	16,676.00	-
Appeal Fees	1,000.00	-
Rates, Taxes and Insurance	8,500.00	8,500.00
Legal and Professional Charges	92,759.00	125,803.00
Miscellaneous Expenses	-	3,125.00
Bank Charges	-	-
Auditors' Remuneration	88,240.00	88,240.00
( See Note No. '3' of Schedule '13' )		
Sundry balances written off	19.01	-
Listing Fees	62,695.00	81,165.00
Advertisement Expenses	-	-
Telephone expenses	20.00	-
Donation	1,100,000.00	-
Conveyance	1,974.00	888.00
Total	1,427,508.01	314,391.00

SCHEDULE '11' PAYMENTS TO & PROVISION FOR EMPLOYEES:

Salaries and Bonus	300,000.00	300,000.00
Staff and Labour Welfare	1,550.00	869.00
	301,550.00	300,869.00



Purchase and sale /redemption of investments during the year:

Description	Acquisition		Disposals	
	Nos.	(Amt. in `)	Nos.	(Amt. in `)
<b>Units of Schemes of:-</b>				
HDFC Cash Management Fund - Treasury	1485321.237	14900000.00	1395603.86	14000000.00
Advantage Plan- Retail - Daily Dividend, Option - Reinvest				
Dividend reinvested of the above fund	22983.819	230562.1803	-	-
<b>Quoted Warrants of:-</b>				
HDFC Warrants	244200.000	22208792.47	-	-

Price in INR 10.0315

Units Amt in `

Units as per Acquisition and disposal

89717.382

Units as on 31.03.2011 ( as per statement received)

112701.201

Dividend Reinvested

22983.819

1130562.098 Investment as on 31.03.2011  
230562.1803 Dividend received from

HDFC Warrants

No. of warrants

Amount

Total warrants

244200

22208792.5

Transferred to Deven Mehta

200000

18189019.2

Income tax & Tax deducted at sourceTDS and Advance Tax

Income Tax -Advance Tax AY 2006-2007	0.00	0.00
Fringe Benefit Tax AY 2006-2007	0.00	0.00
Income Tax Asst. Dues AY 2004-05	0.00	0.00
TDS A.Y. 2004-05	0.00	0.00
TDS A.Y. 2005-06	0.00	0.00
TDS A.Y. 2006-2007	0.00	0.00
IT Paid AY 2002-03	0.00	0.00
TDS Deducted AY 2009-10	0.00	4365.00
TDS Deducted AY 2010-11	14790.00	14790.00
TDS Deducted AY 2011-12	16757.00	0.00
	<u>31547.00</u>	<u>19155.00</u>

Income Tax Paid

Self Assessment Tax Paid AY 2010-2011	103759.00	0.00
Self Assessment Tax Paid AY 2005-06	0.00	0.00
Self Assessment Tax Paid FBT AY 2009-10	0.00	50.00
MAT credit entitlement (AY 2011-12)	0.00	0.00
MAT credit entitlement(AY 2010-11)	0.00	0.00
	<u>103759.00</u>	<u>50.00</u>

<b>Total</b>	<b>135306.00</b>	<b>19205.00</b>
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Provision for taxationProvision for Taxation

Ass. Year 2004-05	0.00	0.00
Ass. Year 2005-06	0.00	0.00
Ass. Year 2006-07	0.00	0.00
Ass. Year 2008-09	0.00	0.00
Ass. Year 2009-10 (FBT)	0.00	50.00
Ass. Year 2010-11	118549.00	118549.00
Ass. Year 2011-12	0.00	0.00
	<u>118549.00</u>	<u>118599.00</u>

Tax adjustment for Earlier Years

TDS Deducted AY 2009-10	4365.00	0.00
Self Assessment Tax Paid FBT AY 2009-10	50.00	0.00
Provision fo FBT Ass. Year 2009-10	(50.00)	0.00
Income Tax Refund Received A.Y. 2009-10	(4365.00)	0.00
Interest on refund		0.00
IT Paid AY 2002-03	0.00	0.00
Self Assessment Tax Paid AY 2004-05	0.00	0.00
TDS A.Y. 2004-05	0.00	0.00
Self Assessment Tax Paid AY 2005-06	0.00	0.00
TDS A.Y. 2005-06	0.00	0.00
Assesment dues AY 2006-2007	0.00	0.00
Advance Tax Paid AY 2006-2007	0.00	0.00
Fringe Benefit Tax AY 2006-2007	0.00	0.00
TDS A.Y. 2006-07	0.00	0.00
Total Taxes Paid	<u>0.00</u>	<u>0.00</u>
Add: Short Provision for Income Tax	0.00	0.00
Less: Provision for Income Tax AV 2006-07	0.00	0.00
Less: Provision for Income Tax AV 2004-05	0.00	0.00
Net to W/off / (W/Back) to P&L A/c for the Year	<u>0.00</u>	<u>0.00</u>

**MAT adjustment for earlier years:**

MAT credit entitlement(AY 2010-11)	104260.00	0.00
	<u>104260.00</u>	<u>0.00</u>

**Bank Balances with Scheduled Banks in current account**

Deutsche Bank A/c 000004292540019	140642.90	13443.38
HDFC Bank A/c 0602050004794	25159.67	20639.67
State Bank of Mysore	0.00	0.00
Less : Carried to Prior Period	0.00	0.00
	<u>165802.57</u>	<u>34083.05</u>

**Debtors****Outstanding More than 6 months**

Adani Enterprises Limited-Commission receivable	3459495.00	3459495.00
Less: Trf. From Hinduja Exports Pvt. Ltd.	0.00	0.00
Balance	<u>3459495.00</u>	<u>3459495.00</u>
Aditya Corpex Pvt. Ltd.		
Adani Exports Limited-Export Performance		
Adani Enterprises Ladani Exp Limited-Precious Metal	5095830.00	5095830.00
Less : W/off during the year		
Aditya Corpex Pvt. Ltd.		
Adani Exports Limited-Export Performance		
	<u>8555325.00</u>	<u>8555325.00</u>

**Outstanding less than 6 months**

Amgis Holdings Pvt Ltd	596.00	0.00
MPG International	0.00	133107.00
S. J. Impex	0.00	0.00
Surya Trading Company	0.00	0.00
Adani Exports Limited-Exp. Pref	0.00	0.00
Guruashish Exim Pvt Ltd	0.00	0.00
Manibhadra INC	42253.00	0.00
Adani Exports Limited-Pre. Metal	0.00	0.00
	<u>42849.00</u>	<u>133107.00</u>

**Unsecured Loans (from Corporates) :**

G.Slot Entertainment Ltd.	0.00	0.00
Cyber Naticx Pvt Ltd.	0.00	0.00
Jyoti Bright Bar Ltd.	0.00	700000.00
Vakrangee Software Ltd.	25000000.00	25000000.00
Gharda Chemicals Limited	0.00	0.00
	<u>25000000.00</u>	<u>25700000.00</u>

**Advances from Customers**

Hinduja Exports Limited	0.00	0.00
Omi Bagadiya	2000000.00	2000000.00
Less: Adjusted to Adani Exports Limited	0.00	0.00
Whitemoon Trading Co. P. Ltd.	0.00	0.00
Dinesh Hinduja	0.00	0.00
Rajendra Hinduja	0.00	0.00
Madanlal Hinduja	0.00	0.00
	<u>2000000.00</u>	<u>2000000.00</u>

**Sundry Creditors :**

Bagadya Brothers P. Ltd.	0.00	0.00
Bhuta Shah & Co.	0.00	0.00
Big Share Services Pvt Ltd	19664.00	6100.00
Hasmukhlal N. Dalia	0.00	0.00
Jayvant Industries Limited-Hubli	0.00	0.00
Kamlesh Gagavani C.S.	142740.00	284544.00
Nair Printing Press-Hubli	0.00	0.00
Om Prakash periwal - Hubli	0.00	0.00
Ramchandra Choudhari- Hubli	0.00	0.00
R S Agrawal & Associates	79416.00	158567.00
Suman Surekha & Associates	9927.00	0.00
S.J.Impex	12494700.00	200000.00
	<u>12746447.00</u>	<u>649211.00</u>

#### Outstanding Expenses

Outstanding Expenses	0.00	0.00
Listing Fees Payable		
Banglore Stock Exchange	192500.00	175000.00
Madras Stock Exchange	83500.00	73000.00
Ahemdabad Stock Exchange	120500.00	110500.00
Saurashtra & Kutch Stock Exchange	111000.00	103000.00
ROC fees payable	0.00	0.00
	<u>507500.00</u>	<u>461500.00</u>

#### Other liability

Nikunj Shah	1935000.00	1935000.00
(Adv. against sale of eq. shares of Lake Land Hotels Ltd.)		
Hubli	0.00	0.00
Less : W/Back during the year	0.00	0.00
	<u>1935000.00</u>	<u>1935000.00</u>

#### Statutory Liabilities

TDS on Professional Fees	10331.00	11224.00
TDS on Salary Payable	1210.00	0.00
Income Tax Payable AY 2006-2007	0.00	0.00
	<u>11541.00</u>	<u>11224.00</u>

#### Loans & Advances

Ajanta Construction	700000.00	6700000.00
BT Technet Ltd.	0.00	0.00
M.A.Jain		
Peance Comm. P. Ltd.	29500000.00	29500000.00
Ami Impex	12028416.00	13333175.00
Senorita Impex Private Limited	54605023.00	49605023.00
	<u>96833439.00</u>	<u>99138198.00</u>

Loans and advances recoverable in cash or in kind

MAT credit entitlement(AY 2010-11)	104260.00	0.00
	<u>104260.00</u>	<u>0.00</u>

#### Security Deposit

As per previous balance sheet	0.00	0.00
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Less : Adjusted advance given (M. A. Jain)

0.00 0.00

Balance w/back

0.00 0.00

0.00 0.00

0.00 0.00

**Legal & professional charges**

Legal & professional charges

0.00 0.00

Appeal Fees

Less: RSAA

Less: Carried to Prior Period Expenses

0.00 0.00

**Miscellaneous Expenses**

Share Expenses

0.00 0.00

NSDL Charges

0.00 0.00

Misc. Expenses

0.00 0.00

Rupee Rounding off Diff.

0.00 0.00

Less : Carried to Prior Period Expenses (Share Expenses)

0.00 0.00

**Sundry Balances w/back / (w/off)**

Security Deposit

Nair Printing Press - Hubli

Other Liability

Outstanding Expenses

National Savings Certificates

Aditya Corpex Pvt. Ltd.

Adani Exports Limited-Export Performance

Om Prakash periwal - Hubli

Ramchndra Choudhari- Hubli

0.00 0.00

**Rates, Taxes & Insurance**

ROC charges

8500.00 8500.00

Penalty to Company Law Board

0.00 0.00

ROC Filing Fees

0.00 0.00

Less: ST on RSAA's bills

0.00 0.00

8500.00 8500.00

**Prior Period Expenses / (Incomes)**

Professional Expenses - IL&FS (TDS)

Legal & Professional Fees (Big Share)

Shares Expenses (Big Share)

Provision of Listing Fees

State Bank of Mysore

Total

0.00 0.00

**Listing Fees Provision**

Banglore Stock Exchange

0.00 0.00

Madras Stock Exchange

0.00 0.00

Ahemdabad Stock Exchange

0.00 0.00

Saurashtra & Kutch Stock Exchange

0.00 0.00

0.00 0.00

**Income Tax Paid on 16.07.2004**

Assessment Year 1996-97

Assessment Year 1997-98

Assessment Year 2005-06

**JAYAVANT PRODUCTS LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011**

(Amt. in `)

A) CASH FLOW FROM OPERATING ACTIVITIES	Year		Year	
	2010-2011		2009-2010	
Net profit before tax and extraordinary items	57,518		695,068	
Adjustments for				
Depreciation	-		-	
Miscellaneous expenditure written off	-		-	
Provision for doubtful debts	-		-	
(Profit)/ Loss on sale of fixed assets	-		-	
Investment income	-		-	
Interest and other income	(155)		-	
Dividend	(230,562)		-	
Interest expenses	-		-	
Operating profit before working capital changes	(173,199)		695,068	
Adjustments for :				
Trade and other receivables	90,258		(133,107)	
Inventories	-		-	
Trade payables	12,143,553		77,900	
Cash generated from operations	12,060,612		639,861	
Interest paid	-		-	
Income Tax refund receivable	-		(9,633,468)	
Direct taxes paid	9,517,317		8,485,160	
Cash flow before extraordinary items	21,577,929		(508,447)	
Prior period items	-		-	
Interest paid u/s 220(2) of I.T. Act	-		(28,963)	
<b>NET CASH FROM OPERATING ACTIVITY</b>		<b>21,577,929</b>		<b>(537,410)</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITY</b>				
(Purchase) /Sale of fixed assets (Net)	-		-	
Purchase of investments	(23,339,355)		-	
Movement in Loans given	2,304,759		-	
Investments being W/off	-		-	
Application for allotment of forfeited shares	-		1,016,875	
Sale of investments	-		-	
(Increase)/Decrease in deposits	-		-	
Interest received	155		-	
Dividend received	230,562		-	
<b>NET CASH FLOW USED IN INVESTING ACTIVITIES</b>		<b>(20,803,878)</b>		<b>1,016,875</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITY</b>				
Proceeds from issue of share capital	-		-	
Proceeds from unsecured loans	(700,000)		(503,702)	
Proceeds from long term borrowings	-		-	
Repayment of long term borrowings	-		-	
Proceeds from short term borrowings	-		-	
Repayment of short term borrowings	-		-	
Change in working capital borrowings from banks	-		-	
Dividend paid	-		-	
<b>NET CASH FROM FINANCING ACTIVITIES</b>		<b>(700,000)</b>		<b>(503,702)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		<b>74,051</b>		<b>(24,237)</b>
<b>OPENING BALANCE OF CASH AND CASH EQUIVALENTS</b>		<b>106,546</b>		<b>130,783</b>
<b>CLOSING BALANCE OF CASH AND CASH EQUIVALENTS</b>		<b>180,597</b>		<b>106,546</b>

**Notes to cash flow statements:**

- All the figures in brackets are outflow.
- Previous year's figures have been regrouped wherever necessary.

As per our attached Report of even date :

For and on behalf of

**R. S. AGRAWAL & ASSOCIATES**

Chartered Accountants

(Registration no. 100156W)

For and on behalf of the Board

**DEVEN J MEHTA**

Director

**JITENDRA J MEHTA**

Director

**ANUJA DEDHIA**

Partner

M. No. 123589

**KAMLESH M GAGAVANI**

Company Secretary

Mumbai

31st August 2011

Mumbai

31st August 2011

**JAYAVANT PRODUCTS LIMITED**  
**STATEMENT OF TOTAL INCOME**

Financial Year ended : 31.03.2011  
Assessment Year : 2011-2012  
G.I.R. No : ACIT - Central Circle 11, Mumbai  
PAN No. : AAACJ4489R

Regd. Off.: 1401/1402 Raheja Centre  
Nariman Point,  
Mumbai 400021

PART - I	AMOUNT (₹)
<b>I. PROFIT &amp; GAIN FROM BUSINESS OR PROFESSION:</b>	
Profit as per Profit & Loss A/c	57,518
Add : Disallowance	
Add : Donation (considered separately)	1,100,000
Add:- Appeal Fees paid	1,000
Less: Interest (considered separately)	155
Less: Dividend (considered separately)	230,562
Add: Expenses disallowable as per section 14A - clause 17(i) Clause 17(f) items on which TDS was not deducted	59,848
	987,849
Less: Allowable u/s 40(a)(ia)	-
Less:-Deduction allowed u/s 35AC - Donation	1,100,000
Income / (Loss) from Business	(112,351)
Less: Set-off of earlier year (A.Y. 2007-08)	-
	(112,351)
<b>II INCOME FROM OTHER SOURCES :</b>	
Interest on income tax refund	155
Dividend	230,562
Less: Dividend Income exempted u/s 10(34)	(230,562)
	155
<b>Gross Total Income</b>	<b>(112,196)</b>
<b>Total Income</b>	<b>(112,196)</b>
<b>Calculation of Book Profit Tax U/s. 115JB</b>	<b>(113,196)</b>
<b>PART II</b>	
Income Tax Payable on Total Income (a)	-
Income Tax Payable under section 115JB of Income Tax Act, 1961 (b)	-
Tax payable, higher of (a) or (b)	-
Add : Surcharge 7.5%	-
	-
Add : Education Cess 2%	-
Add : Higher Secondary Education Cess 1%	-
	-
	-
	-
Less: TDS / Advance Tax	16,757
	(16,757)
Add : Interest	
U/s. 234 A	-
U/s. 234 B	-
U/s. 234 C	-
	-
	-
	-
Less : S.A. Tax Paid u/s. 140A	(16,757)
	-
	(16,757)
	-
	-

Statement of losses/unabsorbed depreciation to be carried forward Assessment Year (Date of filing of Return)	Amount	Amt.set off during the year	Amt. to be Carried Forward	Nature of claim
AY 2000-2001 (*)	2,117,495.00	-	2,117,495.00	Depreciation
AY 2007-2008 (31.10.2007)	1,210,756.00	-	1,210,756.00	Business Loss
AY 2011-2012	112,195.62	-	112,195.62	Business Loss
<b>Total</b>	<b>3,440,446.62</b>	<b>-</b>	<b>3,440,446.62</b>	<b>-</b>

(\*) as per assessment order for AY 2005-06 after setting of income for AY 2006-07

**Provision for Tax**

<b>Calculation of Interest u/s 234 B &amp; C</b>				
Tax Payable for interest purpose				(16,757)
Under Section 234 C				
	15.06.2010	-2514	-75	
	15.09.2010	-7541	-226	
	15.12.2010	-12568	-377	
	31.03.2011	-16757	-168	(846)
Under Section 234 B				
	13.10.2010	-16757	-1005	(1,005)
Under Section 234 A				
		0	0	-

**Working for MAT Credit entitlement:**

	<b>Normal Tax</b>	<b>115JB Tax</b>	<b>MAT Created</b>
AY 2010-2011	0	104260	104260

**TOTAL**

**104260**

I. Registration Details

Registration No. : 179309 State Code : 11  
 Balance sheet Date : 31.03.2011

II. Capital raised during the year

( ` In thousands)

Public Issue NIL  
 Right Issue NIL  
 Bonous Issue NIL  
 Private Placement NIL

III. Position of Mobilisation and Deployment of Funds

( ` In thousands)

Total Liabilities 129191.13  
 Total Assets 129191.13

Sources of funds	( ` In thousands)	Application of funds	( ` In thousands)
Paid-up Capital	52500	Net Fixed Assets	-
Reserves & Surplus	34372	Investments	23339
Unsecured Loans	25000	Net Current Assets	88533
		Def. Tax Asset/(Liability)	-
		Misc. Expenditure	-
		Accumulated Losses	-
<b>Total</b>	<b>111872</b>		<b>111872</b>

IV. Performance of Company

( ` In thousands)

Income from operation and other Income. 1787  
 Total Expenditure 1729  
 Profit/(Loss) before tax 58  
 Profit/(Loss) after tax 162  
 Earnings per share ( `) 0.03  
 Dividend rate % 0%

V. Generic Names of Principal Products of Company (as per monetary terms)

1. Scented Supari
2. Hill Grass Brooms
3. Brokerage and commission

SIGNATURES TO SCHEDULES '1' TO '13'

The Schedules referred to above form an integral part of the financial statements

For and on behalf of the board

DEVEN J MEHTA  
 Director

JITENDRA J MEHTA  
 Director

KAMLESH M GAGAVANI  
 Company Secretary

Place : Mumbai  
 Date : 31st August, 2011



Particulars	Amount(')	Amount(')	Amount(')
<b>Net Profit as per profit &amp; loss account for the relevant previous year in accordance with the provisions of Parts II and III of schedule VI to the Companies Act,1956(1 of 1956)</b>			<b>57518</b>
<b>Additions :</b>			
(a) The amount of income-tax paid or payable, and the provision therefor			
(i) Current Tax provision (Net of MAT entitlement)	0		
(ii) Tax Adjustment for earlier years (Net of MAT entitlement)	0.00		
(iii) Provision on tax on dividend	0	0.00	
(b) The amounts carried to any reserves, by whatever name called ,other than a reserve specified under section 33AC		0	
(c) The amount or amounts set aside to provisions made for meeting liabilities, other than ascertained liabilities		0	
(d) The amount by way of provision for losses of subsidiary companies			
(e) The amount or amounts of dividends paid or proposed			
(i) Proposed dividend		0	
(f) The amount or amounts of expenditure relatable to any income to which section 10(other than the provisions contained in clause(38) thereof) or section 10A or section 10B or section 11 or section 12 apply		59848	
(g) The amount of depreciation		0	
(h) The amount of deferred tax and provision therefor		0	
(i) The amount or amounts set aside as provision for diminution in the value of any asset			
<b>Total of Additions</b>			<b>59848.39</b>
<b>Amount of net profit as shown in Profit and Loss Account as increased by the amounts referred to in clauses (a) to (f) of Explanation of sub-section (2) of section 115JB</b>			<b>117367</b>
<b>Deductions:</b>			
(i) The amount withdrawn from any reserve or provision(excluding a reserve created before the 1st day of April,1997 otherwise than by way of a debit to the profit and loss account), if any such amount is credited to P&L account			
(ii) The amount of income to which any of the provisions of section 10 (other than the provisions contained in clause 10(38) thereof) or section 11 or Sec.12 apply, if any such amount is credited to the profit and loss account; or			
(i) Dividend u/s 10(34)		230562	
(iia) the amount of depreciation debited to the profit & loss account (excluding the depreciation on account of revaluation of assests)		0	
(iib) the amount withdrawn from revaluation reserve and credited to the Profit & loss account, to the extent it does not exceed the amount of depreciation on account of revaluation of assets referred to in clause (iia)		0	
(iii) The amount of loss brought forward or unabsorbed depreciation, whichever is less as per books of account		0	
(iv) The amount of profits eligible for deduction under section 80HHC, computed under clause (a) or clause (b) or clause (c) of sub-section (3) or sub-section (3A), as case may be, of that section, and subject to conditions specified in that section		0	
(v) The amount of profits eligible for deduction under section 80HHE computed under sub-section (3) or sub-section (3A), as the case maybe, of that section, and subject to the conditions specified in that section		0	
(vi) The amount of profits eligible for deduction under Sec.80HHFcomputed under sub-section (3) of that section, and subject to the conditions specified in that section		0	
(vii) The amount of profits of sick industrial company for the assessment year commencing on and from the assessment year relevant to the previous year in which the said company has become sick industrial company under sub-section (1) of section17 of Sick Industrial company		0	
(viii) The amount of deferred tax, if any such amount is credited in Profit & Loss account			
<b>Total of Deductions</b>			<b>230562</b>
<b>The amount as referred to in B above as reduced by the amounts referred to in clauses (i) to (viii) of Explanation of sub-section (2) of section 115JB</b>			<b>-113196</b>
<b>Book profit as computed according to Explanation given in sub-section (2) of section 115JB</b>			<b>-113196</b>

Transactions with related parties:

Particulars	Relation	Opening	Loans given by the company	Repayments received	As on 31.03.2011	Volume of transaction (maximum debit balance)
Loan Given by the company	Other Enterprises	13,333,175.00	-	1,304,759.00	12,028,416.00	1,304,759.00
Ami Impex						
		13,333,175.00	-	1,304,759.00	12,028,416.00	1,304,759.00

Particulars	Relation	Opening	Loans taken by the company	Repayments made	As on 31.03.2011	Volume of transaction (maximum debit balance)
Loan Taken by the company:						
Jyoti Bright Bar Pvt.ltd	Other Enterprises	700,000.00	-	700,000.00	-	700,000.00
S. J Impex	Other Enterprises	200,000.00	-	200,000.00	-	200,000.00
		900,000.00	-	900,000.00	-	900,000.00

Purchase of shares	Opening	Purchased	Payment made	Balance o/s
Angis Holding (P).Ltd.	-	22,208,811.48	22,209,407.48	(596.00)
	-	22,208,811.48	22,209,407.48	(596.00)

Particulars	Relation	Opening	Loans given by the company	Repayments received	As on 31.03.2011	Volume of transaction (maximum debit balance)
S. J Impex	Other Enterprises	-	12,494,700.00	-	12,494,700.00	12,494,700.00
		-	12,494,700.00	-	12,494,700.00	12,494,700.00

**Transfer of Shares**  
HDFC warrants held as investments are transferred to Mr.Deven Mehta who has further pledged the shares as security with HDFC Bank Ltd for LC facility of S.J. Impex.

Particulars	Relation	Number of shares transferred
Deven Mehta	Key Mngt Personnel	200000
		HDFC Warrants

Uses of above information:

Sec 295-Loan given to a Director:	Amount in ` lacs
	13.05
Sec 295-Transfer of shares to a Director:	181.89
	200000
	HDFC Warrants

**Sec 297-transactions requiring previous approval of the CG:**

Purchase of shares by the company	Transaction of Property
222.09	
124.95	

CARO Clause (iii):	Loans granted by the company	Loans taken by the company	CARO Clause (iv):	Transaction of property
Volume	Year end balance	No. of parties		
13.05	120.28	1.00		
9.00	0.00	0.00		
124.95	124.95	1.00		

## AUDITORS' REPORT

TO,  
THE MEMBERS,  
JAYAVANT PRODUCTS LIMITED

1. We have audited the attached Balance Sheet of M/s. JAYAVANT PRODUCTS LIMITED (hereinafter referred to as "the Company") as at 31<sup>st</sup> March 2011, the Profit and Loss Account and also Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by Companies (Auditors' Report) Order 2003 (hereinafter referred to as "the CARO 2003"), issued by the Central Government of India in terms of the section 227 (4A) of the Companies Act, 1956 (hereinafter referred to as "the Act"), we give in the annexure a statement on the matters specified in the paragraph 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to above, 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 the books;
  - c. the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory accounting standards referred to in sub-section (3C) of Section 211 of the Act;
  - e. based on the written representation made by the directors of the Company and information and explanation given to us, none of the directors is prima-facie disqualified as on 31<sup>st</sup> March, 2011, from being appointed as director in terms of clause (g) of sub section (1) of section 274 of the Act on the said date; and
  - f. As stated in note no.4of Schedule 13:
    - i) *Security provided, involving an amount of ` 181.89 lacs,(year end outstanding being ` 181.89 lacs ) during the year under review, are in contravention of provisions of Section 295 of the Act;*
    - ii) *Loans & Advances given by the Company, to the extent of ` 515.26 lacs are in contraventions of Section 372A of the Act;*

*The possible impact of these non-compliances, in the event of condonation requests are not granted, has not been determined or recognized in the financial statements.*
  - g. in our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to our comments in paragraphs 4(f) above and the consequential effects thereof which are not quantifiable, read together with significant accounting policies and notes on accounts in schedule '12' and '13' respectively 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:
    - i) in case of Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2011;
    - ii) in the case of Profit and Loss Account, of the profit for the year ended on that date; and
    - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For and on behalf of  
**R. S. AGRAWAL & ASSOCIATES**  
Chartered Accountants  
(Registration no. 100156W)

Mumbai  
31<sup>st</sup> August 2011

**Anuja Dedhia**  
Partner  
M. No. 123589

## ANNEXURE TO THE AUDITORS' REPORT

ANNEXURE REFERRED TO IN PARAGRAPH (2) OF AUDITORS' REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2011 OF JAYAVANT PRODUCTS LIMITED ON THE BASIS OF SUCH CHECKS AS WE CONSIDER APPROPRIATE AND IN TERMS OF THE INFORMATION AND EXPLANATION GIVEN TO US, WE STATE THAT: -

1. the company does not have any fixed assets, therefore the reporting requirement under clauses 4(i) (a), (b) & (c) of the CARO 2003 is not applicable to the company;
2. the company does not hold any inventory, therefore reporting requirement under clauses 4(ii) (a),(b) & (c) of the CARO 2003 is not applicable to the company;
3. according to information and explanation given to us:
  - a) the company has ,during the year, not granted unsecured loan to the companies, firm and other parties covered in the register maintained under section 301 of the Act. However , the yearend balance of loan granted in earlier year was ` 120.28 lacs of such one party ;
  - b) since the aforesaid *unsecured loans granted is free of interest, therefore to that extent the same is, prima facie, prejudicial to the interest of the company;*
  - c) the receipt of the principal amount of the aforesaid unsecured loans granted, as informed to us, are on demand, therefore the same is considered to be regular;
  - d) as the receipt of aforesaid unsecured loans granted are on demand, as informed to us, therefore no amount has been considered overdue;
  - e) the company has, during the year, not taken unsecured loan from the companies, firm and other parties covered in the register maintained under section 301 of the Act. However, the company has paid full amount of unsecured loans taken in the earlier years ;
  - f) the aforesaid unsecured loans taken were free of interest and other terms and conditions are prima facie not prejudicial to the interest of the company; and
  - g) the payment of the principal amount and interest of the aforesaid unsecured loans taken, as informed to us, are on demand, therefore the same is considered to be regular.;
4. on the basis of selective checks carried out during the course of audit and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weaknesses have been noticed in internal control system;
5.
  - a) according to the information and explanation given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act, have been entered in the register required to be maintained under that section; and
  - b) in our opinion and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time where such market prices are available.
6. the company has not accepted any deposits from the public. Therefore the reporting requirement under provision of clause 4(vi) of the CARO 2003 is not applicable to the Company;
7. the company is required to have an internal audit system as the shares of the company are listed on the recognized stock exchange, *however, the company, during the year, had no such internal audit system;*
8. we have been informed that the Central Government has not prescribed the maintenance of cost records under Section 209 (1) (d) of the Act;
9. in respect of statutory dues:
  - a) according to the information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues with the appropriate authorities as applicable to it. There are no arrears of undisputed statutory dues as at the last day of financial year concerned, outstanding for a period of more than six months from the date they became payable; and
  - b) according to the information and explanations given to us and books and records examined by us, there was no disputed dues in respect of sales tax, custom duty, wealth tax, excise duty, cess and income tax.
10. the company has no accumulated losses at the end of the financial year. The company has not incurred cash losses, both, in the financial year under report and also in the immediately preceding financial year.
11. as per the information and explanation given to us and based on documents and record produced to us, there were no dues payable to any financial institution, bank or debenture holders during the year, therefore reporting requirement under clause 4 (xi) of the CARO 2003 is not applicable to the company;

12. according to the information and explanation given to us and based on documents and record produced to us, the company has not granted loans and advances 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 or a nidhi / mutual benefit fund or a society. Therefore reporting requirement under clause 4 (xiii) of the CARO 2003 is not applicable to the company;
14. in our opinion, the company is not dealing or trading in shares, securities, debentures and other investments. Therefore reporting requirement under clause 4 (xiv) of the CARO 2003 is not applicable to the company;
15. according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions;
16. as per the records of the company, the company has not obtained any term loan during the year;
17. as per the information and explanation given to us and on the overall examinations of the financial statements of the company, we are of the opinion that funds raised on short-term basis have not been utilized for long-term investments;
18. during the year, 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;
19. the company did not have any outstanding debenture during the year;
20. the company has not raised any money through a public issue during the year;
21. based on the audit procedures performed and the information and explanations given to us by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For and on behalf of  
**R. S. AGRAWAL & ASSOCIATES**  
Chartered Accountants  
(Registration no. 100156W)

Mumbai  
31<sup>st</sup> August 2011

**Anuja Dedhia**  
Partner  
M. No. 123589

**SCHEDULE '12' SIGNIFICANT ACCOUNTING POLICIES:****1. SYSTEM OF ACCOUNTING**

- (a) The Company generally, except under uncertain circumstances, follows mercantile method of accounting and recognizes income and expenditure on accrual basis.
- (b) Financial statements are based on historical cost.
- (c) Accounting Policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles followed by the Company.

**2. FIXED ASSETS**

All fixed assets are stated at cost of acquisition less accumulated depreciation.

**3. INVESTMENTS**

- (a) Long term investments are being valued at cost of acquisition. Provision is made to recognize a decline, other than temporary, in the carrying amount of long term investments.
- (b) Short term investments are being valued at cost or market values whichever is lower.

**4. EXPENDITURE FOR BENEFIT OF ENDURING NATURE**

Miscellaneous expenditure, such as preliminary expenditure is amortized over a period of 5 years from the financial year in which it is incurred.

**5. INCOME FROM INVESTMENTS**

Income from investments, where appropriate, is taken into revenue in full on declaration or receipt and tax deducted at source thereon is treated as advance tax.

**6. TREATMENT OF CONTINGENT LIABILITIES**

Contingent liabilities are disclosed by way of note to the accounts. Disputed demands in respect of income tax, sales tax etc. are disclosed as contingent liabilities. Payments in respect of such demands, if any, are shown as advances till the final disposal of the matter.

**7. TAXATION**

Income tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made on the assessable income at the rate applicable for the relevant assessment year. The deferred tax assets and deferred tax liabilities are calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets, arising mainly on account of unabsorbed depreciation and losses under tax laws, are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized, only to the extent there is a reasonable certainty of its realization. At each balance sheet date the carrying amount of deferred tax assets are reviewed to reassure realization.

**8. IMPAIRMENT LOSSES**

Impairment loss is provided to the extent the carrying amount(s) of assets exceed their recoverable amount(s). Recoverable amount is the higher of an assets net selling price and its value in use. Value in use is the present value of estimated future cash flow expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm length transaction between knowledgeable, willing parties, less the cost of disposal.

**SCHEDULE '13' NOTES FORMING PART OF THE ACCOUNTS:**

- 1. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. The provision for all the known liabilities is adequate.
- 2. Figures for the previous year have been regrouped, rearranged and recasted wherever necessary to make them comparable with the figures of the current year and in the financial statements; any discrepancies in any total and sum of the amounts listed are due to rounding off.
- 3. Auditors' remuneration:

Particulars	Current year ( ` )	Previous year ( ` )
Audit fees	77210.00	77210.00
Income tax matters	11030.00	11030.00
<b>Total</b>	<b>88240.00</b>	<b>88240.00</b>

4. The management is proposing to make applications for condonation for following non-compliances to the appropriate authorities :
- Security provided, during the year under review, as transfer of 200000 HDFC warrants (having cost to the company ` 181.89 lacs) to Mr. Deven Mehta, a director of the company who ultimately provided security to HDFC Bank for the credit facilities granted to M/s. S.J. Impex, a proprietary concern of Mr. Jitendra Mehta another director of the company, are in contravention of provisions of Section 295 of the Act; and
  - Loans & Advances given by the Company, to the extent of ` 515.26 lacs are in contraventions of Section 372A of the Act; and
5. No managerial remuneration has been paid to any of its director, hence, no computation of managerial remuneration u/s. 349 of the Companies Act. 1956 is given.
6. Based on the information available with the company in response to the enquiries from all existing suppliers with whom the company deals, there are no suppliers who are registered as micro, small or medium enterprises under 'The Micro, Small and Medium Enterprises Development Act, 2006' as at 31.03.2011.
7. An accident of fire took place in August 1997 in one of the godowns where major raw materials of the Company were stored and the grass was burnt, the total loss due to fire was very high and the Company has put a claim of ` 227 lacs with the insurance company and the claim if any will be accounted for in the year in which it is settled by the insurance company.
8. Deferred taxation:
- In accordance with the Accounting Standard 22 'Accounting for taxes on Income' the Company has decided not to recognize the deferred tax assets, considering uncertainty of generation future taxable income to set off the accumulated losses, during the year.

9. Related Party Disclosure:

- (a) Party owning an interest in voting power of the company that gives its significant influence over the company:

Jyoti Bright Bar Private Limited

- (b) Enterprises owned by the directors of the company:

- S. J. Impex (Proprietary concern of Shri Jitendra Mehta);
- Ami Impex (Proprietary concern of Shri Deven Mehta);

- (c) Transactions with related parties:

(` in lacs)

Sr. No.	Particulars	Volume of transactions		Balance as on	
		2010-11	2009-10	31.03.2011	31.03.2010
(a)	Loans taken (repayment) :				
	Referred to in (a) above	(7.00)	0.00	0.00	7.00
	Referred to in (b)(i) above	(2.00)	5.04	0.00	2.00
(b)	Payables :				
	Referred to in (b)(i) above	124.95	0.00	124.95	0.00
(c)	Loans given (repayment) :				
	Referred to in (b)(ii) above	(13.05)	(10.17)	120.28	133.33
(d)	Security given:				
	Referred to in (b)(i) above (also refer note no. 4(i) above)	200000 warrants of HDFC Bank	0.00	200000 warrants of HDFC Bank	0.00

Related Party relationship is identified by the company and relied upon by the Auditors.

10. Basic and diluted earning per share (EPS):

	Units	For the year 2010-2011	For the year 2009-2010
Net profit for the year	(` in lacs)	1.62	5.48
No. of weighted equity shares	Numbers	52,50,000	52,50,000
Nominal value of shares	(`)	10.00	10.00
Basic and diluted EPS	(`)	0.03	0.10

11. The regular Income-Tax assessments of the company have been completed upto Assessment Year 2008-2009.
12. The segment reporting as per Accounting Standard 17 'Segment Reporting' is not applicable to the Company as the Company's operations are predominantly comprises of only one business segment- Services.
13. Contingent liabilities not provided for:
- Disputed Income Tax demands of ` Nil (Previous Year Rs. Nil) for certain disallowances made by the Income Tax Authorities for Assessment Year 1998-99 against which the company has preferred an appeal with the Appellate Authorities.
  - Disputed Income Tax demands of ` Nil (Previous Year Rs. Nil) for certain disallowances made by the Income Tax Authorities for Assessment Year 2002-03 against which the company has preferred an appeal with the Appellate Authorities.
  - Disputed Income Tax demands of ` 2,492/- (Previous Year ` 2,492/-) for block assessment of Assessment Years 1996-97 to 2002-03 against which the company has preferred an appeal with the Appellate Authorities. However the company has paid `2492/-.

14. Additional information pursuant to the provisions of paragraph 3, 4C and 4D of Part II of Schedule VI of the Companies Act 1956, (figures in the brackets indicate previous year figures).

(a) Capacities (as certified by the management)

		Current year	Previous year
i)	Licensed capacity	N. A.	N. A.
ii)	Installed capacity	N. A.	N. A.
iii)	Actual production	N. A.	N. A.

(b) Earnings in foreign exchange

NIL

(NIL)

(c) Expenditure in foreign currency

NIL

(NIL)

15. The market value of Quoted investments are based on the quotations of the Stock Exchange, Mumbai as on 31.03.2011 wherever applicable or the nearest date to the close of the year.

16. The company has dealt in shares and securities through Amgis Holding Private Limited (member of recognized stock exchanges) at the arms length prices. A director of the company is interested in the company. Sundry Debtors include the following amounts due from such company:

Name of the party	Debit Balance as on		Maximum debit balance at any time during the year	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010
Amgis Holding Private Limited	596.00	-	596.00	-

(Amt in `)

Signatures to Schedule 1 to 13  
Schedules referred to above are integral part of financial statements

For and on behalf of the Board

DEVEN J MEHTA

JITENDRA J MEHTA  
Director

Director

KAMLESH M GAGAVANI  
Company Secretary



## REPORT ON CORPORATE GOVERNANCE

### I. MANDATORY REQUIREMENTS

#### A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on corporate governance lays strong emphasis on transparency, accountability and integrity. Corporate Governance assumes a great deal of importance in the business life of Jayavant Products Limited (JPL) through adoption of best governance practices and its adherence in the true spirit, at all times. The Company believes that proper Corporate Governance facilitates effective management and control of business. The Company's goal is to find creative and productive ways of delighting its stakeholders, while fulfilling the role of a responsible corporate representative committed to best practices. The Company has maintained the mandatory requirements of the 'Code of Corporate Governance' as mentioned in the clause 49 of the Listing Agreement'.

#### B. Code of Conduct:

The Board of Directors of the Company has approved code of conduct applicable to Directors and senior managers of the Company in pursuance of the revised code of corporate governance applicable to the Company. The Directors and senior managers have acknowledged the written Code of Conduct.

At present the Company has not sufficient funds to maintain web-site. In future as and when the web-site is launched the code of conduct will be posted on that site. In the meantime the code of conduct is available at registered office of the Company for inspection of shareholders.

#### C. BOARD OF DIRECTORS

##### 1. Size and composition of the Board of Directors:

The Board of directors of your company consists of four directors as on 31st March 2011. The Board has two non-executive-independent directors and two non-executive-non-independent directors. There is no institutional / bank nominee on the Board. The Company is approaching to the professional persons to appoint them on the Board and also as members and chairman of the various committees to meet the requirements of corporate governance.

The present constitution of the Board is as given below:

Name of the Director	Designation	Executive/ Non-Executive/ Independent *	No. of other Directors hips \$	Membership/ Chairmanship in other Public Companies#		Number of Shares hold as on 31.03.11
				Chairman	Member	
Mr. Jitendra J. Mehta	Chairman	Promoter; Non-Executive, Non-Independent	0	0	0	196300
Mr. Deven Mehta	Director	Promoter; Non-Executive, Non-Independent	1	0	1	565000
Mr. Prakash Bihani	Director	Non-Executive, Independent	0	0	0	Nil
Mr. Satyanaryan Bhandari	Director	Non-Executive, Independent	0	0	0	Nil

\* Independent Directors means a Director who apart from receiving Director's remuneration, does not have any material pecuniary relationship or subsidiaries, which is in the judgment of the Board may affect their independence of judgment.

\$ Other Directorships exclude directorships held in Private Limited Companies and Foreign Companies.

# Chairmanship and Memberships of Audit Committee, Remuneration Committee and Shareholders' / Investors Grievance Committee

## **Brief Resumes of all the directors:**

### **a. Mr. Deven J Mehta:**

Mr. Deven J. Mehta, aged 40, is a Commerce Graduate from the University of Bombay has an in-depth knowledge of Capital Market. He has about 20 years rich experience in Fund Mobilisation & Management, Investments, Management Consultancy, Foreign Trade, Broking etc.

Mr. Deven J. Mehta is also a Director in Amgis Holdings Pvt. Limited, Pals Overseas Pvt. Ltd., Jyoti Bright Bar Pvt. Limited, Garnet International Limited, Sigma Credit and Capital Services Private Limited, S J Finstock Pvt Ltd., S.J. Capital Advisors Pvt. Ltd. and Smart Card IT Solutions Ltd.

### **b. Mr. Jitendra J Mehta:**

Mr. Jitendra Mehta has an in-depth knowledge of Import Licenses Market. He has an experience of more than 40 years.

Mr. Jitendra Mehta is also a Director in Amgis Holdings Pvt. Limited, Pals Overseas Pvt. Ltd., Jyoti Bright Bar Private Limited, Mohur Insurance and Advisory Services Private Limited and S.J. Capital Advisors Pvt. Ltd.

### **c. Mr. Prakash Bihani:**

Mr. Prakash Bihani has an in-depth knowledge of stock market as well as yarn market. He has an experience of more than 30 years. He is not a director in any other company.

### **d. Mr. Satyanarayan Bhandari:**

Mr. Satyanarayan Bhandari has an in-depth knowledge of Retail Marketing alongwith a good knowledge of stock market. He is not a director in any other company.

## **2. Cash Compensation to the Directors for the financial year ended 31<sup>st</sup> March 2011:**

During the year ended 31<sup>st</sup> March 2011, the Company has not paid any remuneration by way of sitting fees or otherwise to any director of the Company.

## **D. BOARD MEETINGS**

### **1. Scheduling and selection of agenda items for Board meetings:**

The Board meetings are generally held at the registered office of the Company. The Board meets at least once a quarter to review the quarterly results and other items on the agenda. When necessary, additional meetings are held.

There were 6 (Six) Board meetings held during the year ended March 31<sup>st</sup>, 2011. These were held on 29.04.2010, 27.07.2010, 31.08.2010, 29.10.2010, 05.01.2011 and 28.01.2011. Table hereunder gives the attendance record of the directors.

<b>Name of the directors</b>	<b>Number of Board Meetings attended</b>	<b>Whether attended last AGM</b>
Mr. Deven Mehta	06	Yes
Mr. Jitendra J. Mehta	06	Yes
Mr. Prakash Bihani	06	Yes
Mr. Satyanaryan Bhandari	06	Yes

## 2. **Availability of information to the members of the Board:**

The Board has unfettered and complete access to any information within the Company, and to any employee of the Company. At meetings of the board, it welcomes the presence of manager and finance heads that can provide additional insights into the items being discussed.

## 3. **Materially significant related party transactions**

Details of the Related Party transactions for the year ended 31st March, 2011 have been disclosed in Note No. '9' of Schedule '13' to the accounts. However, there have been no materially relevant related party transactions for the year ended 31st March, 2011, which have potential conflict with the interests of the Company at large.

## E. **BOARD COMMITTEES**

Currently, the Board has three committees- the audit committee, the remuneration committee and shareholders / investors grievance committee. Each committee comprises of 3 directors.

The board is responsible for the constitution, co-opting and fixing the terms of service for committee members to various committees.

### 1. **AUDIT COMMITTEE:**

#### (a) Composition of Audit Committee:

The Company has an Audit Committee comprising of 3 directors out of which two directors are non-executive independent directors and one is non-executive non-independent director. The Chairman of the Committee is an independent director having knowledge of financial and accounting matters.

#### (b) Meetings and attendance:

There were 5 (five) meetings of the committee during the year. These were held on 29.04.2010, 27.07.2010, 31.08.2010, 29.10.2010 and 28.01.2011. The names of the members of committee and their attendance during the year ended 31<sup>st</sup> March 2011 are as follows:

<b>Name of the Audit Committee Members</b>	<b>Status</b>	<b>No. of Meetings attended</b>
Mr. Prakash Bihani	Chairman	05
Mr. Satyanaryan Bhandari	Member	05
Mr. Jitendra J Mehta	Member	05

#### (c) Attendees:

The Audit Committee invites such of the executives, as it considers appropriate to be present at its meetings. The Executive - Accounts attend such meetings. The Statutory Auditors are also invited to these meetings.

#### (d) The Terms of Reference of the Audit Committee:

The terms of reference of the Audit Committee as defined by the Board are as under:

- i) Hold discussions with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review the quarterly, half-yearly and annual financial statements before submission to the Board and also ensure compliance of internal control systems.

- ii) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
  - iii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
  - iv) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
  - v) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
    - (a) Matters required being included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
    - (b) Changes, if any, in accounting policies and practices and reasons for the same.
    - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
    - (d) Significant adjustments made in the financial statements arising out of audit findings.
    - (e) Compliance with listing and other legal requirements relating to financial statements.
    - (f) Disclosure of any related party transactions.
    - (g) Qualifications in the draft audit report.
  - vi) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
  - vii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  - viii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - ix) Discussion with internal auditors on any significant findings and follow up there on.
  - x) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - xi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - xii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
  - xiii) Review of information as prescribed under Clause 49 (II) (E) of the listing agreement.
- (e) Powers of the Audit Committee:  
The Board has delegated the following powers to the Audit Committee:
- i) Investigating any activity within its terms of reference as above, or in relation to the items specified in Section 292A of the Companies Act, 1956, or as may be referred to it by the Board, from time to time and for this purpose, it shall have full access to information contained in the records of the Company and external professional advice, if necessary.
  - ii) Seek information from any employee.
  - iii) Obtain outside legal or other professional advice, if necessary.
  - iv) Secure attendance of outsiders with relevant expertise, if it considers necessary.

## 2. Shareholders' / Investors Grievances Committee:

The committee is headed by a non-executive director. The Constitution of the Shareholders Grievance and Share Transfer Committee as on 31<sup>st</sup> March, 2011 is as under:

Mr. Jitendra J. Mehta	Chairman
Mr. Deven Mehta	Member
Mr. Prakash Bihani	Member

## Scope of the Shareholders Grievances and Share Transfer Committee

The committee has the mandate to review and redress shareholder's grievances like share transfers, non receipt of declared dividend, etc. and take necessary steps for redressal thereof. 2 (Two) grievance committee meetings were held during the year ended 31<sup>st</sup> March, 2011. The dates of these meetings were 08.10.2010 and 10.12.2010. The attendance record of members is given in the table hereunder:

Name of the Members of the Shareholders/ Investor Grievance Committee	No. of Meetings attended
Mr. Jitendra J. Mehta	02
Mr. Deven Mehta	02
Mr. Prakash Bihani	02

The committee expresses satisfaction with the Company's performance in dealing with investors' grievance and its share transfer system. During the year no investor's complaints were received. There was no complaint pending at the beginning or close of the year.

## F. MANAGEMENT DISCUSSION AND ANALYSIS

Report on Management discussion and analysis forms a part of the Annual Report for the year ended 31<sup>st</sup> March, 2011.

## G. SHAREHOLDERS

### 1. Disclosures regarding appointment or re-appointment of directors

Pursuant to the provisions of Section 255 of the Companies Act, 1956, Mr. Deven Mehta shall retire by rotation in the forthcoming Annual General Meeting. The Board has recommended the re-election of Mr. Deven Mehta to the shareholders.

Detailed resume of the director seeking appointment / re-appointment have been given in the notice of the ensuing Annual General Meeting.

### 2. Communication to the Shareholders:

The quarterly results of the Company were not published in any newspapers as required by the provisions of Clause 41 of the Listing Agreement. Moreover, the quarterly results as well as the proceedings of the Annual General Meeting were not submitted to the Stock Exchanges except Bombay Stock Exchange where the shares are listed shortly after the conclusion of the respective meetings. No presentations were made to the institutional investors or to analysts during the year under review. In order to achieve economy in costs, the Company does not send half-yearly reports to each household of shareholders.

### 3. Shareholders' Grievance and Share Transfer:

As mentioned earlier, the company has board-level shareholders' grievances and share transfer Committee to examine and redress shareholders and investors' complaints.

For matters regarding shares transferred in physical form, share certificates, change of address, etc. shareholders should communicate with Big Share Services Private Limited, the company's Registrar and Share Transfer Agent. Their address is given in the section on *Additional information to shareholders*.

Mr. Kamlesh M Gagavani, Company Secretary, is compliance officer of the Company.

### 4. Disclosures

- (a) There are no materially significant related party transactions, which may have potential conflict with the interests of the company at large. However, attention is drawn to Note No. 8 of Schedule 12 to the Accounts.

- (b) The Company has generally complied with the requirements of regulatory authorities on capital markets and there were no non compliance during last three years by the Company and no penalties were imposed nor did strictures pass on the Company by Stock Exchanges, SEBI or any other statutory authority.
- (c) The Board of Directors of the Company has adopted the whistle blower policy for establishing a mechanism of employees to report to management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Company affirms that no employee has been denied access to the audit committee.
- (d) All mandatory requirement as per clause 49 of the Listing Agreement have been complied with by the Company.
- (e) The Company follows Accounting Standards prescribed by the Companies (Accounting Standards) Rules, 2006 and there are no statutory audit qualifications in this regards.
- (f) The Company has adopted code of conduct applicable for Directors and Senior Managers of the company.
- (g) In terms of Clause 49 (V) of the Listing Agreement the Director made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the audit committee and taken on record by the Board.

## 5. General Body Meetings.

Details of last three Annual / Extra-Ordinary General Meetings are given hereunder

Financial Year	AGM / EGM	Date	Venue	Time
2007-2008	AGM	30/09/2008	1401, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai-21	4.30 P.M.
2008-2009	AGM	30/09/2009	1401, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai-21	4:30 P.M.
2009-2010	AGM	30/09/2010	1401, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai-21	4:30 P.M.
2010-2011	EGM	15/02/2011	1401, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai-21	4:30 P.M.

Special resolution during previous three Annual General Meetings:

Financial Year	AGM / EGM	Particulars of Special Resolutions passed
2007-2008	AGM	Nil
2008-2009	AGM	Nil
2009-2010	AGM	Nil

## 6. Postal Ballots:

During the year no postal ballots was conducted.

### Additional Information to Shareholders:

1.	Date, time and venue of Annual General Meeting of Shareholders	30.09.2011 at 4.30 P.M. at 1401, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai-21.
2.	Date of book closures	Thursday, 30 <sup>th</sup> September 2011
3.	Dividend Payment	Not applicable
4.	Financial Calendar (tentative and subject to change)	<b>Financial reporting for quarter ended</b> June 30, 2011 : August, 2011 September 30, 2011 : November, 2011 December 31, 2011 : February, 2011 March 31, 2012 : May, 2011 Annual General Meeting for year ended 31 <sup>st</sup> March 2012– End of September, 2012
5.	Listing on stock exchanges	Banglore Stock Exchange Limited, Banglore Bombay Stock Exchange Limited, Mumbai Ahmedabad Stock Exchange Limited, Ahmedabad Madras Stock Exchange Limited, Chennai Saurashtra Kutch Stock Exchange Limited (Erstwhile), Rajkot
6.	Listing fees	The Bombay Stock Exchange Ltd.: paid upto 2009-10. The Bangalore Stock Exchange, Bangalore: Outstanding since 2000-01 The Stock Exchange, Ahemdabad : Outstanding since 1999-00 Madras Stock Exchange, Chennai : Outstanding since 2000-01 The Saurashtra and Kutch Stock Exchange Ltd. : Outstanding since 1998-99
7.	Registered office	1401, Raheja Centre, 214, Free Press Journal Marg, Nariman Point, Mumbai-21 Phone No. : 022-66585400 Fax No. : 022-66585401
8.	Registrar and Share Transfer Agent	M/s. BIG SHARE SERVICES PVT. LTD, [Unit: Jayavant Products Limited] E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri [East], Mumbai - 400 072 Tel: 022-28470653 / 3474

## 9. Share Transfer System:

Shares sent for physical transfer are generally registered and returned within a period of 15-20 days from the date of receipt, if the documents are clear in all respects. The Share Transfer committee of the Company meets as often as required.

## 10. Investor Services – complaints during the year:

There was no investor's complaint pending at the beginning of the year. The company has not received any complaints during the year.

11. Stock Market price data and performance in comparison to BSE Sensex:

Monthly high and low at the Stock Exchange, Mumbai for financial year ended 31<sup>st</sup> March, 2011 (As obtained from BSE Website):

Month	Share Price		BSE Sensex	
	High(`)	Low(`)	High	Low
April, 2010	37.25	35.65	18047.86	17276.80
May, 2010	(@)	(@)	17536.86	15960.15
June, 2010	(@)	(@)	17919.62	16318.39
July, 2010	35.40	35.40	18237.56	17395.58
August, 2010	33.65	30.45	18475.27	17819.99
September, 2010	28.95	28.95	20267.98	18027.12
October, 2010	(@)	(@)	20854.55	19768.96
November, 2010	30.30	24.95	21108.64	18954.82
December, 2010	23.75	22.80	20552.03	19074.57
January, 2011	21.75	20.70	20664.80	18038.48
February, 2011	(@)	(@)	18690.97	17295.62
March, 2011	19.70	19.70	19575.16	17792.17

(@): No Trading during the month.

12a) Distribution of Shareholding as on 31<sup>st</sup> March, 2011

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Amt. in `	% of Total
1-5000	3054	94.40	11532000	21.96
5001-10000	57	1.76	499000	0.95
10001-20000	34	1.05	532000	1.01
20001-30000	18	0.56	445000	0.85
30001-40000	11	0.34	411000	0.78
40001-50000	7	0.22	330000	0.63
50001-100000	18	0.56	1338000	2.55
100001 and above	36	1.11	37413000	71.26
<b>Total</b>	<b>3235</b>	<b>100.00</b>	<b>52500000</b>	<b>100.00</b>

12b) Category wise Distribution Schedule as on 31<sup>st</sup> March, 2011

Sr. No.	Category	No. of Shares held	%
1.	Promoters	2394400	45.61%
2.	Banks, Financial Institutions	40500	0.77%
3.	Foreign Institutional Investors	-	-
4.	Private Bodies Corporate	524700	09.99%
5.	Indian Public	2290400	43.63%
6.	NRIs / OCBs	-	-
7.	Clearing Members	-	-
	<b>Total</b>	<b>5250000</b>	<b>100.00</b>



13. Dematerialization of shares and liquidity:

As on 31<sup>st</sup> March 2011, 50.44% of the Equity shares have been dematerialized. The Company has established connectivity with National Securities Depository Limited, where the investor can dematerialize their shares.

14. Address for correspondence

Registered Office:

1401, Raheja Centre,  
214, Free Press Journal Marg,

Nariman Point

Mumbai 400 001

Phone No. : 022-66585400

Fax No. : 022-56585401/02

15. COMPLIANCE:

A certificate has been obtained from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance and is attached to this report. The reasons for non-compliance of some of the conditions of corporate governance have been mentioned in the respective heads of the corporate governance.

## II. NON-MANADATORY REQUIREMENTS

1. CHAIRMAN OF THE BOARD:

The Company does not have Chairman; hence the requirement pertaining to reimbursement of expenses to a non-executive chairman does not arise.

2. REMUNERATION COMMITTEE:

The Constitution of the Remuneration Committee as on 31<sup>st</sup> March, 2011 is as under:

Mr. Jitendra J. Mehta	Chairman
Mr. Deven Mehta	Member
Mr. Prakash Bihani	Member

No meeting of remuneration committee was held in the year under review.

3. SHAREHOLDERS RIGHTS:

As the Company's quarterly financial results are submitted to Bombay Stock Exchange, the same are not sent to the shareholders individually. However the Company furnishes the quarterly and half yearly results on receipt of a request from the shareholders.

4. POSTAL BALLOT:

The provision relating to Postal Ballot has been complied with in respect of matters, wherever applicable.

## **CODE OF CONDUCT DECLARATION:**

Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, we hereby declare that all the members of the Board and senior management personnel of Jayavant Products Limited have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March 2011.

For and on Behalf of the Board  
**JAYAVANT PRODUCT LIMITED**  
**Deven J Mehta**  
Director

**Jitendra J Mehta**  
Director

Place: Mumbai.  
Dated: 31<sup>st</sup> August 2011

## CERTIFICATION BY CHIEF EXECUTIVE OFFICER

To  
The Board of Directors

Jayavant Products Limited  
1401, Raheja Centre,  
214, Free Press Journal Marg,  
Nariman Point,  
Mumbai -400001

I, Deven J. Mehta, Director of Jayavant Products Limited certify to the Board in terms of the requirements of Clause 49 (V) of the Listing Agreement, that I have reviewed the financial statement and cash flow statement of the Company for the financial year ended 31<sup>st</sup> March, 2011

1. to the best of my knowledge, I certify that:
  - (a) these statement do not contain any material untrue statement or omit any material fact or contain statement that are misleading;
  - (b) these statement together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulation; and
  - (c) there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
2. for the purpose of financial reporting, I accept the responsibility for establishing and maintaining internal control and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I accept the responsibility to the auditors and the audit committee, and further state that there were no deficiencies in the design or operation of such internal control.
3. I do further certify that there has been:
  - (a) no significant changes in the internal control during the year;
  - (b) no significant changes in accounting policy during the year; and
  - (c) no instance of fraud of which I am aware during the period.
4. I further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Mumbai  
31<sup>st</sup> August 2011

**Deven J Mehta**  
Director

## AUDITORS' CERTIFICATE

**To**  
**The Members,**  
JAYAVANT PRODUCTS LIMITED

We have examined the relevant records relating to compliance of Corporate Governance by Jayavant Products Limited ('the company'), for the year ended March 31, 2011, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchange(s) in India.

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

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

*In respect to information to stock exchange / shareholders:*

- (a) the quarterly results have not been submitted to stock exchanges except Bombay Stock Exchange where the shares of the company are listed, so as to enable the Stock Exchanges to put it on their websites;*
- (b) none of the quarterly results of the company were published in the news paper; and*
- (c) the company has neither taken nor submitted to all the stock exchanges the "limited review report" on its quarterly results from the auditors.*

We state that no investor grievance was pending as on 31<sup>st</sup> March, 2011 as per the records maintained by the company and presented to the shareholders and investors grievances 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 and on behalf of  
**R. S. Agrawal & Associates**  
Chartered Accountants  
(Registration no. 100156W)

**Anuja Dedhia**  
Partner

Mumbai, 31<sup>st</sup> August 2011

Membership No. 123589