

GUJARAT PETROSYNTHESE LIMITED



ISO COMPANY

THIRTY SEVENTH ANNUAL REPORT
2013 - 2014



BOARD OF DIRECTORS	Dr. R.M. THAKKAR	Chairman and Managing Director
	Ms. URMI N. PRASAD	Executive Director
	Ms. CHARITA THAKKAR	
	Mr. T.N.R. RAO	
	Mr. V.H. PANDYA	
	Dr. (Mrs.) M.H. MEHTA	
	Mr. M.D. GARDE	
	Mr. V. RAGHU	

BANKERS	AXIS BANK LTD.
	STATE BANK OF INDIA
	BANK OF BARODA
	HDFC BANK

LEGAL ADVISOR	KANGA & Co., Mumbai,
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AUDITORS	SJH & Co. Bengaluru.
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REGD. OFFICE & WORKS	NO. 24, II MAIN PHASE I, DODDANEKUNDI INDUSTRIAL AREA, MAHADEVPURA POST, BENGALURU - 560 048 Ph No. : 080-28524133, E-mail : info@gpl.in
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CIN No.	L23209KA1977PLC043357
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Gujarat Petrosynthese Limited

Dear Shareholder,

Re : Updating of Shareholders' regards

You are one of valued shareholders of our Company. To serve you efficiently, the Company must have the correct and updated details of the shareholders.

You are therefore requested to provide the following information in the table given below for updating our records and to render you quick & efficient service.

 Sr. No.	Particulars	Information required
1.	PAN Number	:
2.	Contact details - Phone / Mobile	:
3.	Email Id	:
4.	Details of Bank Account	:

Kindly return this letter to us after filling in the above details. You may also email your particulars on Email id - secretarial@gujaratpetrosynthese.com

Thank you,

R.M. Thakkar

Chairman & Managing Director.





NOTICE

NOTICE IS HEREBY given that the 37th ANNUAL GENERAL MEETING of the Members of Gujarat Petrosynthese Limited will be held at the Registered office of the Company at 24, II main, Doddanekkundi Industrial Area, Bengaluru 560048 on Thursday, the 25th September, 2014 at 3.00 PM to transact the following business;

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statement of the Company for the financial year ended on 31st March, 2014, including the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. M H Mehta, (DIN 05227801) who retires by rotation and being eligible, offers herself for reappointment.
3. To re-appoint Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s S J H & Co., Chartered Accountants be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM on such remuneration as may be mutually agreed upon between the auditors and the Chairman of the Company and in addition the said auditors be entitled to out of pocket, travelling and living expenses to be incurred in connection with audit work of the Company.”

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, read with Schedule IV to the Act, and clause 49 of the Listing Agreement Mr. V. H. Pandya (holding DIN 00195059), a non-executive Director of the Company, who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 1st April, 2014 to 31st March, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, read with Schedule IV to the Act, and clause 49 of the Listing Agreement Mr. M D Garde (holding DIN 00689103), a non-executive Director of the Company, who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 1st April, 2014 to 31st March, 2019.”

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



“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, read with Schedule IV to the Act, and clause 49 of the Listing Agreement Mr. T N R Rao (holding DIN 01230757), a non-executive Director of the Company, who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets with the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 1st April, 2014 to 31st March, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, read with Schedule IV to the Act, and clause 49 of the Listing Agreement Mr. V. Raghu (holding DIN 02012383), a non-executive Director of the Company, who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets with the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 1st April, 2014 to 31st March, 2019.”

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION.

“**RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and such other approvals as may be necessary, the shareholders hereby approve the terms of re-appointment and remuneration and perquisites of Ms. Urmi N Prasad as Wholetime Director designated as Executive Director of the Company for a further period of three years with effect from 1st April, 2014 upon terms and conditions as approved by the Board of Directors at its meeting held on 31st May, 2014 and as set out in the explanatory statement attached to this Notice is hereby specifically approved and sanctioned with a liberty to the Board of Directors, to grant increments and to alter and vary the terms and conditions of the said appointment and/ or remuneration and perquisites so as not to exceed the limits of remuneration as specified in Section II of Part I of Schedule V to the Companies Act, 2013 or any amendments thereto and as may be agreed to between the Board of Directors and Ms. Urmi N. Prasad.”

By order of the Board of Directors
For **Gujarat Petrosynthese Limited.**

Place : Mumbai
Date : 25th July, 2014

(R. M. Thakkar)
Chairman & Managing Director



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies should be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members desirous of getting any information about the accounts and operations of the company are requested to send their query addressed to the Compliance Officer at the Registered Office at least 7 days before the date of the meeting to enable the Management to keep the information readily available at the meeting.
6. As per the requirement of the clause 54 of the Listing Agreement, the Company is updating information on its website www.Gpl.in This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, and contact details of the Compliance Officer for communicating investor grievances.
7. Member are requested to :
 - a) Notify immediately any change in their residential address.
 - b) Quote the Registered Folio Number in every correspondence with the Company.
 - c) Bring their copies of the Annual Reports along with the duly filled in attendance slip at the meeting.
8. The Register of Members and share transfer books of the Company will remain closed from 15th September, 2014 to 25th September, 2014 (both days inclusive) for the purpose of the Annual General Meeting.
9. As per the Circular of the Ministry of Corporate Affairs of "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21-04-2011 and Circular No. 18/2011 dated 29/04/2011) allowing paperless compliances by Companies through electronic mode, companies are now permitted to send various notices/ documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Members are requested to register their email id with the Company.
10. The Company has appointed M/s. Bigshare Services Pvt. Ltd. as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as Unit: Gujarat Petrosynthese Ltd.

M/s. Bigshare Services Pvt. Ltd.
E 2, Ansa Industrial Estate, Near Marwah Centre,
Saki Vihar Road, Sakinaka, Mumbai - 400072
Phone : (022) 28470652, (022) 40430200
Email - investor@bigshareonline.com

11. Voting through electronic means

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with the Stock Exchange. Accordingly, a member may exercise his vote by electronic means and the Company may pass all resolutions by electronic voting system in accordance with the above provisions. The company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members. The instructions for e-voting are as under:



SECTION A - E-VOTING PROCESS

Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.

Step 2 : Click on “Shareholders” to cast your vote(s)

Step 3 : Please enter User ID –

- a. For account holders in CDSL :- Your 16 digits beneficiary ID.
- b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID.
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4 : Enter the Image Verification as displayed and Click on Login.

Step 5 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Step 6 : If you are a first time user follow the steps given below:

6.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

6.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.

6.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account.

Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cutoff date i.e. 23rd August, 2014 in the Dividend Bank details field.

Step 7 : After entering these details appropriately, click on “SUBMIT” tab.

Step 8 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 9 : Click on the EVSN of the Company along with “COMPANY NAME” i.e. **“Gujarat Petrosynthese Limited”** to vote.

Step 10: On the voting page, you will see Resolution description and against the same the option ‘YES/ NO’ for voting. Select the option YES or NO as desired and click on submit. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

Step 11 : Click on the Resolution File Link if you wish to view the entire resolution details.

Step 12 : After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 13 : Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on Tuesday, 16th September, 2014 (9.00 a.m.) and ends on Wednesday, the 17th September, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date Saturday, the 23rd August, 2014 may cast their vote electronically. Thereafter, the e-Voting module shall be disabled for voting. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- iii. M/s J J Gandhi & Co. Practicing Company Secretary (Membership No.: 3519; CP No: 2515) having address: 231, Phoenix Complex, Besides Suraj Plaza, Sayajigunj, Vadodara – 390 005, has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- v. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gpl.in and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and details can be used only for e-Voting on the resolutions given in this notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should also upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same and send the scan copy of the Board Resolution/ POA to scrutinizer.
- ix. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4 - Appointment of Mr. V H Pandya as an Independent Director

To comply with the requirement of clause 49 of the Listing Agreement, the Company has appointed Mr. V H Pandya, as an Independent Director of the Company. As per the provisions of section 149 of the Companies Act, 2013 (the Act) which came into effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. V H Pandya, is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Director. He has also given a declaration that he meets the criteria of independence as provided under section 149(6) of the Act. The Nomination and Remuneration Committee has recommended his appointment as an Independent Director of the Company for a period of five years with effect from 1st April, 2014 to 31st March, 2019.



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In the opinion of the Board, Mr. V H Pandya fulfils the conditions specified in the Act and the Rules framed there under and the listing agreement for appointment as Independent Director and he is independent of the management.

Mr. V.H. Pandya is having the qualification B.Sc. (Hons.) in Chemistry & Physics from the University of Bombay and B.Ch.E. in Chemical Engineering from the College of Engineering and Technology, Jadavpur, Kolkata. He has worked in various capacities with Esso Standard Eastern, Lubrizol India Ltd., Humphrys and Glasgow Chemical Consultancy firm, and then in his own firm, Chemofarbe Industries. He also developed manufacturing processes for several organic chemicals. He has written a book "Petroleum - An Introduction."

Pursuant to the provisions of Section 160 of the Companies Act, 2013 the Company has received a notice in writing from a member proposing his candidature for the office of Director.

The Board recommends the resolution for approval.

None of the Directors, (except Mr. V H Pandya), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly or indirectly interested in this resolution.

Item No. 5 - Appointment of Mr. M D Garde as an Independent Director

To comply with the requirement of clause 49 of the Listing Agreement, the Company has appointed Mr. M D Garde, as an Independent Director of the Company. As per the provisions of section 149 of the Companies Act, 2013 (the Act) which came into effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. M D Garde, is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Director. He has also given a declaration that he meets the criteria of independence as provided under section 149(6) of the Act. The Nomination and Remuneration Committee has recommended his appointment as an Independent Director of the Company for a period of five years with effect from 1st April, 2014 to 31st March, 2019.

In the opinion of the Board, Mr. M D Garde fulfils the conditions specified in the Act and the Rules framed there under and the listing agreement for appointment as Independent Director and he is independent of the management.

Mr. M D Garde is possessing the qualification B.E. (Electrical), MBA, FIII. He is a consultant in Insurance and Management to Brokers, IT Companies, Insurance Companies, TPAs and management institutes. He has worked as the General Manager of the New India Assurance Company Ltd. which has 25,000 employees and managing a premium of Rs. 12,000/- crores He is also holding an Independent Directorship of FAG Bearings India Ltd.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing his candidature for the office of Director.

The Board recommends the resolution for approval.

None of the Directors, (except Mr. M D Garde), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly or indirectly interested in this resolution.

Item No. 6 - Appointment of Mr. T N R Rao as an Independent Director

To comply with the requirement of clause 49 of the Listing Agreement, the Company has appointed Mr. T N R Rao, as an Independent Director of the Company. As per the provisions of section 149 of the Companies Act, 2013 (the Act) which came into effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. T N R Rao, is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Director. He has also given a declaration that he meets the criteria of independence as provided under section 149(6) of the Act. The Nomination and Remuneration Committee has recommended his



appointment as an Independent Director of the Company for a period of five years with effect from 1st April, 2014 to 31st March, 2019.

In the opinion of the Board, Mr. T N R Rao fulfils the conditions specified in the Act and the Rules framed there under and the listing agreement for appointment as Independent Director and he is independent of the management.

Mr. Rao belongs to the IAS and has varied experiences in public policy and management. He has been Director, CMD of several state and central companies. He has been a Director on the boards of top notch companies like, IOC, ONGC, HPCL, BPCL etc. He was also a member of the Public Enterprises Selection Board of the Govt. of India, responsible for selection and placement of all board level members of all enterprises of Govt. of India.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 the Company has received a notice in writing from a member proposing his candidature for the office of Director.

The Board recommends the resolution for approval.

None of the Directors, (except Mr. T N R Rao), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly or indirectly interested in this resolution.

Item No. 7 - Appointment of Mr. V. Raghu as an Independent Director

To comply with the requirement of clause 49 of the Listing Agreement, the Company has appointed Mr. V. Raghu, as an Independent Director of the Company. As per the provisions of section 149 of the Companies Act, 2013 (the Act) which came into effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. V Raghu, is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Director. He has also given a declaration that he meets the criteria of independence as provided under section 149(6) of the Act. The Nomination and Remuneration Committee has recommended his appointment as an Independent Director of the Company for a period of five years with effect from 1st April, 2014 to 31st March, 2019.

In the opinion of the Board, Mr. V. Raghu fulfils the conditions specified in the Act and the Rules framed there under and the listing agreement for appointment as Independent Director and he is independent of the management.

Mr. V. Raghu is BE (Mechanical), MBA and he has 19 years of experience. He was President at Autoliv Safety System India Pvt. Ltd., and Vice President at IFB Automotive Pvt. Ltd.,

Pursuant to the provisions of Section 160 of the Companies Act, 2013 the Company has received a notice in writing from a member proposing his candidature for the office of Director.

The Board recommends the resolution for approval.

None of the Directors, (except Mr. V Raghu), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly or indirectly interested in this resolution.

Item No. 8. Appointment of Ms. Urmi N Prasad as Wholetime Director

The term of office of Ms. Urmi N Prasad as an Executive Director ended on 31st March, 2014. The Nomination and Remuneration Committee at its meeting held on 31st May, 2014 recommended the appointment and remuneration payable to Ms. Urmi N Prasad., Subject to the approval of the Share holders of the Company, the Board of Directors of the Company at its meeting held on 31st May, 2014 reappointed Ms. Urmi N Prasad as Whole Time Director designated as an Executive Director of the Company for a period of three years with effect from 1st April, 2014.

Ms. Urmi N Prasad, B.Com., A.C.A., M.B.A. (INSEAD France) is having more than 21 years of experience in Accounts, Finance, corporate administration and strategic business planning. The draft of the Agreement to be entered into between the Company and Ms. Urmi N Prasad, is placed before the meeting and is available for inspection by the shareholders of the Company contains inter-alia the following main terms and conditions:



TERMS OF APPOINTMENT

Period of Appointment : Three years with effect from 1st April, 2014.

Salary : Rs. 1,25,000/- (Rupees one lac twenty five thousand only) per month.

Commission : 1% on the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Perquisites:

- i) **Housing I :** The expenditure incurred by the company on hiring unfurnished accommodation for the Executive Director will be subject to a ceiling of sixty percent of the salary, over and above ten percent payable by the Executive Director.
- Housing II :** If accommodation in the company owned house is provided, ten percent of salary of the Executive Director shall be deducted by the company.
- Housing III :** If the company does not provide accommodation, the Executive Director shall be entitled to House rent allowance subject to the ceiling laid down in Housing I.
- Explanation :** The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Executive Director.
- ii) The Company shall pay as per the company's policy, the Medical Expenses including such expenses as shall relate to the surgical, optical and dental treatment incurred by Ms Urmi N Prasad for herself and her family.
- iii) Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company.
- iv) Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- v) The Company shall pay the annual premium towards personal accident insurance as per the Rules of the company.
- vi) Ms Urmi N Prasad and family shall be covered under the Mediclaim Insurance Schemes as per the rules of the company.
- vii) Encashment of leave on full pay and allowances as per the rules of the company but not exceeding one month's leave for every twelve months of service.
- viii) Such other benefits in accordance with the schemes and rules applicable to the members of the company from time to time.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of such Rules, perquisites shall be evaluated at actual costs. The Company will pay tax on non monetary perquisites to the appointee as per amended section 10CC of the Income Tax Act, 1961.

The following shall not be included for the purposes of computation for the Wholetime Director's remuneration or perquisites as aforesaid:

- i) The Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act.
- ii) Gratuity payable to the Wholetime Director at the rate of half month's salary for each completed year of service.
- iii) Encashment of leave at the end of tenure.
- iv) Chauffeur driven company maintained car for use on Company's business and telephones facility at the residence of Wholetime Director, and reimbursement of expenses including entertainment expenses will not be considered as perquisites.

Minimum Remuneration : The Wholetime Director shall be paid remuneration by way of salary and perquisites (except commission specified above) notwithstanding that in the Financial Year during the tenure of the Wholetime Director, the Company has no profits or its profits are inadequate.



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Compensation : If before the expiry of the Agreement, the tenure of her office as Wholetime Director is terminated, she shall be entitled to compensation for the loss of office as per the provisions of the Companies Act, 2013.

The Executive Director shall be entitled to the reimbursement of expenses actually and properly incurred by her for the business of the Company.

Ms. Urmi N Prasad satisfies all the conditions mentioned in Part I of Schedule V to the Act and also satisfies conditions mentioned under section 196(3) of the Companies Act, 2013. She is not disqualified from being appointed as Director under section 164 of the Companies Act., 2013. The whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.

The particulars set out above, may be treated as an abstract of the terms of contract for the remuneration/ reappointment of Ms. Urmi N Prasad as Wholetime Director of the Company, which is required to be given to every member under the provisions of the Companies Act, 2013.

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day upto the date of the Annual General Meeting.

The Board recommends the Resolution for your approval.

Ms. Urmi N Prasad, Dr. R M Thakkar and Ms. Charita Thakkar who are related to each other, are interested in the Resolution as it relates to her own/ relative's term of re-appointment/ remuneration.

None of the other Directors/ Key managerial personnel of the Company, their relatives are in any way concerned or interested in the said Resolution.

Regd. Office:
24, II main, Doddanekkundi Industrial Area,
Bengaluru 560 048

**By order of the Board of Directors
For Gujarat Petrosynthese Limited.**

Place : Mumbai
Date : 25th July, 2014

(R. M. Thakkar)
Chairman & Managing Director

Statement in terms of section II(iv) of Part II of Schedule V to the Companies Act, 2013

I. General Information:

1. Nature of Industry – Polymer blend and Alloys
2. Date or expected date of commencement of commercial production – The Company is in operation since many years.
3. Financial performance based on given indicators – As per the Audited Financial results for the year ended on 31.03.2014.

(Rupees in Lacs)

Particulars	2013-14	2012-13
Sales Turnover	899.26	1060.65
Other Income	107.74	118.53
Total	1007.00	1179.18
Less: Exp. other than Finance Cost and Depreciation	1091.74	1209.62
Operating Profit	(84.74)	(30.44)
Less: Finance Cost	0.00	0.14
Depreciation	38.61	36.01
Profit before exceptional & extraordinary items	(123.35)	(66.59)
Add: Extraordinary items	37.98	0.00
Profit before tax	(85.37)	(66.59)
Less: Profession for tax / Deferred tax	(39.57)	0.00
Loss after tax	(45.80)	(66.59)

4. Foreign investments or collaborations, if any – Not Applicable

II. Information about the Wholetime Director:

1. Background Details – Ms. Urmi N Prasad, B.Com., A.C.A., M.B.A. (INSEAD France) is having more than 21 years of experience in Accounts, Finance, corporate administration and strategic business planning.
2. Past Remuneration – Same as proposed in the resolution at Item No. 8. Reappointment of Ms. Urmi N Prasad is made at the same amount of remuneration and same prerequisites.
3. Job profile and suitability – Ms. Urmi N Prasad renders services as Executive Director of the Company.
4. Remuneration proposed –

Salary: Rs. 1,25,000/- (Rupees one lac twenty five thousand only) per month.

Commission: 1% on the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Prerequisites are mentioned in detail under the head Item No. 8 in the explanatory statement

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person – Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by her, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies.
6. Pecuniary relationship directly or indirectly or relationship with the managerial personnel, if any – Besides the remuneration proposed, the Wholetime Director does not have any other pecuniary relationship with the Company. Dr. R M Thakkar, Chairman and Managing Director and Ms Charita Thakkar Director of the Company are relatives of the appointee.

III. Other information:

1. Reasons for loss or inadequacy of profit – Sluggish economy accompanied by depreciation of rupee resulted in the increase in the price of raw materials without a corresponding increase in the selling price of the finished products. The auto sector recorded one of its worst periods in 2013. As our industry depends heavily on the auto sector, this has resulted in a 15% drop in sales.
2. Steps taken or proposed to be taken for improvement – The Company has strengthened its Balance Sheet by improving working capital management. With the overall improved business scenario and healthy order book position, the Company would grow in the coming years.
3. Expected increase in productivity and profits in measurable terms –

(Rs. in lacs)

Particulars	2013-14	2014 -15
Sales	899.26	1357.00
Other Income	107.74	115.00
Net Profit	(45.80)	2.00

Details of Directors seeking reappointment in the forthcoming Annual General Meeting (in pursuance of Clause 49(VI)(A) of the Listing Agreement)

Name of Directors	Mr. V H Pandya	Mr. M D Garde	Mr. T N R Rao	Mr. V. Raghu
Date of Birth	26/09/1926	19/09/1945	17/10/1936	30/09/1946
Date of Appointment	16/03/1982	31/10/2007	24/06/2008	25/05/2013
Expertise in specific functional areas	Chemical Engineering	Insurance	Management, Energy, Corporate Governance	Mechanical and Management
Qualifications	BSc (Honors)	BE (Electrical) MBA	MA	BE (Mechanical), MBA
Directorship held in other companies	Gujarat Polybutenes Pvt. Ltd.	Fag Bearings (India) Ltd. Gujarat Polybutenes Pvt. Ltd.	Gujarat Polybutenes Pvt. Ltd.	Gujarat Polybutenes Pvt. Ltd. Multitech Industries India Pvt. Ltd. IFB Automotive Pvt. Ltd.
Committee Positions held in other Companies	NIL	Audit Committee and Shareholders Grievance Committee of Fag Bearings (India) Ltd.	NIL	NIL

Name of Directors	Ms Urmi N Prasad	Mrs. M H Mehta
Date of Birth	26/09/1964	28/03/1934
Date of Appointment	01/04/1993	29/05/1993
Expertise in specific functional areas	Accounts, Finance, Business Administration and Strategic Planning	Consultant Ophthalmic Surgeon
Qualifications	B. Com. ACA, MBA (INSEAD France)	MRCOG DO
Directorship held in other companies	Gujarat Polybutenes Pvt. Ltd. GPL Finance and Investments Ltd. Multichem Pvt. Ltd. Seagull Tours & Travels Pvt. Ltd. Guardian Finance Ltd.Yashashree Commercial Services Pvt. Ltd.	NIL
Committee Positions held in other Companies		NIL



DIRECTORS' REPORT

To the Members of,
Gujarat Petrosynthese Limited

The Directors present the 37th ANNUAL REPORT of the Company together with the Audited Financial Statement of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS	(Rs in Lacs)	
Particulars	2013-14	2012-13
Sales Turnover	899.26	1060.65
Other Income	107.74	118.53
Total	1007.00	1179.18
Less: Exp. other than Finance Cost and Depreciation	1091.74	1209.62
Operating Profit	(84.74)	(30.44)
Less: Finance Cost	0.00	0.14
Depreciation	38.61	36.01
Profit before exceptional & extraordinary items	(123.35)	(66.59)
Add: Extraordinary items	37.98	0.00
Profit before tax	(85.37)	(66.59)
Less: Profession for tax / Deferred tax	(39.57)	0.00
Profit after tax	(45.80)	(66.59)
Add: Balance brought forward from earlier period	1217.60	1284.19
Balance available for appropriations	1171.80	1217.60

Dividend

Your Directors are unable to recommend any dividend.

Performance & Future outlook

Our economy has been going through a difficult phase. The volatile market situation has affected the overall growth of the industry. The depreciation of the rupee resulted in the increase in the price of raw materials without a corresponding increase in the selling price of the finished products. The auto sector recorded one of its worst periods in 2013. As our industry depends heavily on the auto sector, this has resulted in a 15% drop in sales.

However, the management is hopeful of a recovery of the economy and has invested in a new twin screw extruder which has increased the capacity of the unit to 2800MT per annum. This was done without taking any loans but through internal accruals. Thus the unit has been operated as debt free which has enabled it to survive the economic upheavals.

The company continues in its endeavors to widen the customer base as well as add new products to its portfolio. We are very hopeful that increased business will come during the current financial year.

Human Resource Management

The Company considers Human Resources as an invaluable asset. Your Directors place on record their appreciation of the hard work, dedication and commitment of the employees of the Company at all levels. The efforts of the employees make it possible for the Company to face challenges and competition.

Particulars of Employees

As required by provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 as amended the names and other particulars who are drawing remuneration of Rs. 60.00 lacs per annum or more or Rs. 5.00 lacs p.m. or more are NIL.

Industrial Relations

Relations between the employees at all levels with the management continue to remain cordial.

Health, Safety & Environment

Occupational safety and environment continue to be an important area for your Company and receive proper attention throughout the year. Necessary steps are regularly undertaken to ensure the Safety of personnel and equipment.

Internal Control System

Your Company has adopted an internal control system, commensurate with its size. The external auditors and high powered audit committee supplement the Company's internal control system. Your Company ensures its implementation and compliance so that the assets and business interests of your Company are adequately safeguarded.

Cautionary Statement

The statement in this report on Management discussion and analysis describing the company's objectives, projections, estimates, expectation may be "forward looking statements" within the meaning of applicable securities Laws or Regulations. These statements are based on certain assumptions and expectations of future events. However, actual results could differ materially from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements, which may undergo changes in the future on the basis of subsequent development, information or events.



Gujarat Petrosynthese Limited

Deposits

Your Company has not accepted any Deposits to which the provisions of section 58A of the Companies Act, 1956 are applicable.

Conservation of energy, technology absorption, foreign exchange earnings and outgo.

The information required under 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 with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo are as per the attached Annexure.

Corporate Governance

A Compliance Report on Corporate Governance is annexed to this report. The Auditors' Certificate on compliance with the conditions of corporate governance under clause 49 of the Listing Agreement is also annexed to this report.

Director's Responsibility Statement

Pursuant to provisions under section 217(2AA) of the Companies Act, 1956 with respect to The Director's Responsibility Statement, the Board of Directors hereby confirm that:

1. in the preparation of annual accounts, the applicable accounting standards have been followed and given proper explanation relating to material departures;
2. appropriate accounting policies have been selected and applied consistently and judgements and estimates are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year under review;
3. proper and sufficient care has been taken 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;
4. the annual accounts have been prepared on a going concern basis.

Directors

At the forthcoming Annual General Meeting Ms. M H Mehta retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offer herself for reappointment.

Mr. V. Raghu was appointed as an Additional Director by the Board on 25/05/2013. Mr. V. Raghu will act as an Independent Director. The Directors welcome him on Board.

Mr. M D Garde, Mr. V H. Pandya, Mr. T N R Rao and Mr. V. Raghu existing Independent Directors of the Company are recommended for their re-appointment as independent Directors by the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirement of the provisions of Section 149 of the Companies Act, 2013. The Board recommends their appointments.

The Board deeply regrets the passing away of Mr. Adhik Shirodkar on 20/04/2014. He had been associated with the Company since 16th April, 1983. As a member of the Board and the Committee, he lent his vast knowledge and experience to the Company. His presence will be missed.

Ms. Ursula Thakkar Executive Director of the Company resigned on 28/11/2013. She had been associated with the Company since 27th Sept., 1996. The Board appreciates and take note of the efforts made by her.

The term of appointment of Ms. Urmi N Prasad as an Executive Director ended on 31st March, 2014. The Board of Directors at its meeting held on 31st May, 2014 reappointed her as an Executive Director for a further period of 3 years with effect from 1st April, 2014.

Auditors

M/s S J H & Co., Chartered Accountants, retire as Auditors of the Company. M/s S J H & Co. confirmed that, if appointed, their appointment will be within the limit prescribed and eligible to be appointed as per the provisions of section 141 of the Companies Act, 2013. The Board recommends the appointment. Members are requested to appoint the Auditors for the current financial year and authorize the Board to fix their remuneration.

As per Section 134(3) of the Companies Act, 2013 the notes/ comments of Auditors referred to in the Auditors' Report are self explanatory and do not call for further explanation.

Acknowledgments

The Board of Directors wish to place on record their appreciation for the continuous support of Bankers, vendors and buyers and shareholders in the performance of the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 31st May, 2014

R. M. THAKKAR
CHAIRMAN & MANAGING DIRECTOR

**ANNEXURE 1 TO THE DIRECTOR'S REPORT**

Information under Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Director's Report for the year 2013-14

I. Conservation of Energy	: Use of standard quality equipments
II. Additional Investment and proposals if any being implemented for the reduction of energy	: Proposals are under consideration
III. Impact of measures (I) and (II) above for the reduction of energy consumption and consequent impact on cost of production of goods	: Reduction in usage of electricity

FORM A**A. POWER AND FUEL CONSUMPTION**

1) Electricity		2013-14	2012-13
a) Purchased			
Unit KWH		594,118	657,928
Total amount	Rs.	3,664	3,872
Rate / Unit	Rs	6.16	5.89
b) Own Generator			
Through Diesel Generator			
Units	KWH	71780	61120
Unit Per Ltr	KWH	8.86	8.06
Rate / Unit	Rs	6.28	5.92

B. CONSUMPTION PER UNIT PER PRODUCTION

Standards (If any)		2013-14	2012-13
Product/Unit : Polymer / Kg			
Electricity	KWH	0.57	0.54

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per FORM B Research and Development (R & D)

1	Specific area in which R & D was carried out by the Company	To produce high grade of polymers
2	Benefit derived as a result of R & D	Manufacture of new products and existing products at lower cost.
3	Future plan of action	Manufacture of a variety of PAB
4	Expenditure on R & D	₹
	a) Capital	-
	b) Recurring	-
	c) Total	-
	d) Total R & D Expenditure as a percentage of Total Turnover	0.00%



Gujarat Petrosynthese Limited

Technology absorption, adoption and innovation.

- 1 Efforts in brief, made towards technology absorption and innovation
- 2 Benefits derived as a result of above efforts
- 3 In case of imported technology (imported during the fast 5 years reckoned from the beginning of the financial year) following information may be furnished.
 - a) Technology Furnished
 - b) Year of Import
 - c) Has technology been fully absorbed
 - d) If not fully absorbed, areas where this has not taken place, reason therefore, any further plans of action

Technology obtained from our collaborators has been fully absorbed. Improvements are being continuously made and have resulted in improved efficiency of operation

III. FOREIGN EXCHANGE EARNING AND OUTGO

During the year, the Foreign Exchange outgo was Rs. Nil. The Company has earned Foreign Exchange of Rs. Nil during the year.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 31st May, 2014

R.M.THAKKAR
CHAIRMAN & MANAGING DIRECTOR



Gujarat Petrosynthese Limited

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

Name of Subsidiary	GPL Finance and Investments Limited	Gujarat Polybutenes Private Limited
1. The financial year of the subsidiary ended on	March 31, 2014	March 31, 2014
	₹ in thousands	₹ in thousands
2. Shares in the Subsidiary held by the Holding Company as at the above date		
(a) Number of Shares	999	47,400
(b) Extent of Holding	99.99%	99.99%
3. Net aggregate amount of profit / (loss) of the Subsidiary Company so far as they concern the member of the Holding Company and		
(a) Not dealt within the Holding Company's Account for the year ended March 31, 2014		
(I) For the Subsidiary's financial year ended as aforesaid	NIL	NIL
(II) For the previous financial year of the Subsidiary since it become Holding Company's Subsidiary.	NIL	NIL
(b) Dealt within the Holding Company's Account for the year ended March 31, 2014		
(I) For the Subsidiary's financial year ended as aforesaid	1124	(18,227)
(II) For the previous financial year of the Subsidiary since it become Holding Company's Subsidiary.	3770	28,393
4. (a) Change in the interest of the Holding Company between the end of the last financial year and March 31, 2014	NIL	NIL
(b) Material changes occurred between end of the financial year of the Subsidiary and March 31, 2014	NIL	NIL

For and on behalf of the Board of Directors

Place : Mumbai
Date : 31st May, 2014

R. M. THAKKAR
CHAIRMAN & MANAGING DIRECTOR



REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of the listing Agreement)

1. Company’s philosophy on Corporate Governance

The company’s philosophy on corporate governance looks at the high level of transparency, accountability and integrity, in all the operations and actions with its stakeholders including shareholders, customers, employees, government and lenders.

The company believes that its philosophy of corporate governance must succeed in achieving the desired goal of strengthening shareholders values over a sustained period of time.

Your company has complied with the requirements of the Corporate Governance Code, and under noted are the required disclosures.

2. Board of Directors

The Board of Directors consists of 3 promoter directors and 4 independent non executive directors and 1 relative of promoter Directors.

During the year 2013-14, the Board met 5 times on 25/05/2013, 13/07/2013, 17/08/2013, 25/10/2013, and 01/02/2014.

The attendance of the Directors in the Board meeting and Annual General Meeting and their category and Committee Member/ Chairmanship were as follows:

Name	Category	No. of Other Directorship	Committee Membership (Other than GPL)	Committee Chairmanship	No of Board Meetings attended	Last AGM attended
Dr. R.M. Thakkar	Promoter Executive Chairman	6	0	0	5	Yes
Ms. Urmi N. Prasad	Executive Director	6	0	0	4	Yes
Ms. Ursula R. Thakkar	Executive Director (Resigned on 28.11.13)	0	0	0	3	No
Ms. Charita R. Thakkar	Director	5	0	0	1	Yes
T N R Rao	Independent Non Executive Director	1	0	1	4	No
Mr. A.N. Shirodkar	Independent Non Executive Director (passed away on 20.04.14)	1	0	0	3	No
Mr. V.H. Pandya	Independent Non Executive Director	1	0	0	5	Yes
Mr. M.D. Garde	Independent Non Executive Director	2	1	1	5	Yes
Mr. V. Raghu	Independent Non Executive Director (appointed on 25.05.13)	3	0	0	3	Yes
Dr.(Mrs) M.H. Mehta	Non Executive Director	0	0	0	0	No

3. Audit Committee

The Audit Committee consists of 3 Directors, namely Mr. M D Garde, Dr. R. M. Thakkar and Mr. Adhik Shirodkar. Mr. M D Garde is the Chairman of the Committee. The terms of reference specified by the Board are to review before submitting to the Board, the Quarterly Results, Half Yearly Results and the Annual Financial Statements, to determine the scope of the audit, to ensure the compliance of internal control systems, and the items specified in clause 49 of the listing agreement.

During the financial year 2013-14, four meetings of the audit committee were held and all the meetings were attended by all the members of the audit committee.

4. Remuneration Committee

The Remuneration Committee consists of Dr. R. M. Thakkar, Ms. Urmi N. Prasad, Mr. Adhik Shirodkar, Mr. M. D. Garde and Mr. V. H. Pandya,



Gujarat Petrosynthese Limited

The remuneration of the Directors are decided by the Board of Directors/ Remuneration Committee, keeping in view the provisions of The Companies Act, 1956.

The details of the shareholding and salary/ perquisites paid to the Managing/ Executive Directors and non executive directors for the financial year ended March, 2014 are as under:

Name	Salary	Perquisites	Cont. to Pension/ Gratuity/ Super	Cont. To leave Salary	Commission	Other	Total	No. of Equity Shares held
Dr. R. M. Thakkar	22,50,000	3,13,944	2,25,000			1,25,000	29,13,944	308589
Ms. Urmil N. Prasad	22,50,000	1,67,466	4,05,000			1,25,000	29,47,466	333316
Ms. Ursula Thakkar	15,00,000	52,937	2,70,000			1,25,000	19,47,937	352906
Ms. Charita Thakkar.								331122
Mr. T.N.R.Rao								0
Mr. A. N. Shirodkar								2116
Mr. V. H. Pandya								196
Mr. M. D. Garde								0
Dr. (Mrs.) M. H. Hehta								82321

At present, the Company has not formulated any stock option plan.

The Members other than the Managing Director and the Executive Directors are paid sitting fees of Rs. 5000/- per meeting of the Board and Rs. 1500/- per meeting of Committee attended by them.

The Sitting fees paid for the year 2013-14 to the Directors for Board, Audit Committee, Remuneration Committee and Shareholders/ Investors Grievance Committee are as under;

Name	Sitting Fees. Rs.	Name	Sitting Fees Rs.
Mr. T.N.R.Rao	24,500	Mr. M. D. Garde	31,000
Mr. V. H. Pnadya	37,000	Mr. Adhik Shirodkar	21,000
Mr. V. Raghu	16,500		

5.1 Shareholder/ Investors Grievance Committee

The Shareholders/ Investors Grievance Committee is constituted as per the Corporate - Governance Code and consist of 3 Members, namely Mr. Adhik Shirodkar, Mr. V. H. Pandya and Mr. T N R Rao Independent Directors of the Company, to review the status of the investor's grievances and its speedy and satisfactory redressal to the satisfaction of the complainant. During the financial year 2013-14, four meetings of the Shareholders/ Investors Grievance Committee were held.

5.2 Registrar and Share Transfer Agents

The Registrar and Share Transfer Agents of the company is M/s. Bigshare Services Pvt. Ltd., E 2, Ansa Industrial Estate, Near Marwah Centre, Saki Vihar Road, Sakinaka, Mumbai - 400072.

6. General Body Meetings

The last three Annual General Meetings were held as under;

Year	Place of AGM	Date	Time
2010-11 24,	II Main, Doddanekundi Industrial Area, Bangalore 560048	30.09.11	3.00 PM
2011-12 24,	II Main, Doddanekundi Industrial Area, Bangalore 560048	13.08.12	3.00 PM
2012-13 24,	II Main, Doddanekundi Industrial Area, Bangalore 560048	17.09.13	3.00 PM

At the last Annual General Meeting held on 17.09.13 no item was transacted through postal ballots.

7. Disclosure

- (a) Disclosure on materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large.

None of the transactions with any of the related parties were in conflict with the interests of the company. Significant related party transactions are described at point No. 14 of Notes of the Accounts (21).

- (b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There were no instances of non-compliance of any matter related to the capital markets during last three years.

- (c) Compliance of Code of Conduct: All members of the Board and senior management personnel have complied with the provisions of the code of conduct.
- (d) Subsidiary Companies: The Company does not have any material non-listed Indian subsidiary Company within the meaning specified in clause 49.

8. Means of Communications

The Company published its quarterly results in Financial Express (English), and the Samyukta (Kannada Language) newspaper.

9. General Shareholders Information

- 9.1 Annual General Meeting Date : 25th September, 2014
 Annual General Meeting Venue : No. 24, II Main Phase I,
 Doddanekkundi Industrial Area,
 Mahadevpura Post, Bangalore 560048

- 9.2 Financial Calendar for the year 2014-15 (Tentative)
 Results for the quarter ending 30th June, 2014 – First week of Aug., 2014
 Results for the quarter ending 30th Sept., 2014 – First week of Nov., 2014
 Results for the quarter ending 31st Dec., 2014 – First week of Feb., 2015
 Results for the quarter ending 31st March, 2015 – Last week of May, 2015
 Results for the year ending March 31, 2014 – Last week of May, 2015
 Annual General Meeting (Next year) – September 2015

- 9.3 Book Closure Date: 15th September, 2014 to 25th September, 2014.

- 9.4 Dividend Payment Date : Not Applicable

- 9.5 Listing of Equity Shares on Stock Exchanges at :
 The Stock Exchange, Mumbai P. J. Tower, Dalal Street, Mumbai

- 9.6 Stock Code:

Trading Code at The Stock Exchange, Mumbai is 506858-GUJ. PETRO

Note: Annual Listing fees for the year 2014-15 has been duly paid to the Stock Exchange, Mumbai.

- 9.7 Stock Market Data: At the Stock Exchange, Mumbai

Month	Month's High Price	Month's Low Price	Month	Month's High Price	Month's Low Price
April 2013	NIL	NIL	Oct., 2013	NIL	NIL
May 2013	NIL	NIL	Nov., 2013	NIL	NIL
June 2013	NIL	NIL	Dec., 2013	NIL	NIL
July 2013	NIL	NIL	Jan., 2014	NIL	NIL
Aug., 2013	NIL	NIL	Feb., 2014	32.55	32.55
Sep., 2013	NIL	NIL	March 2014	34.15	34.15



Gujarat Petrosynthese Limited

9.8 Distribution schedule as on 31.03.2014.

Range	No. of Share holders	% to total share holders	No of Shares Held	% to Capital
1 – 5000	18706	96.74	1473672	26.10
5001 – 10000	417	2.16	290481	5.15
100001 – 20000	144	0.75	203472	3.61
20001 – 30000	23	0.12	54060	0.96
30001 – 40000	14	0.07	45751	0.81
40001 – 50000	6	0.03	26286	0.47
50001 – 100000	6	0.03	42169	0.75

Particulars	No. of shares held	% to total
FI/ Mutual Funds/ Banks/ Insurance Companies	861637	15.27
Bodies Corporate	961668	17.04
Individuals	3820861	67.69
Total	5644166	100.00

9.9 The Company's shares have been dematerialized.

9.10 The Company doesn't have outstanding GDR/ ADRs/ or Convertible Debentures. The Company has allotted 5,25,000 convertible warrants on 25/10/2013 to Yashashree Commercial Services Pvt. Ltd. Each warrant is entitled to one equity share.

9.11 Plant Locations:

Bangalore Unit	Waghodia Unit
No. 24, II Main Phase I, Doddanekkundi Industrial Area, Mahadevpura Post, Bengaluru 560048	Plot No. 242/8, GIDC Estate, Waghodia, Dist. Vadodara 391760

9.12 Address for correspondence: Gujarat Petrosynthese Ltd, Secretarial Dept. Plot No. 1, Compartment No. 2, Marol Co-operative Industrial Estate, M.V. Road, J. B. Nagar Post, Andheri (E), Mumbai 400059. Email id – secretarial@gujaratpetrosynthese.com

For and on behalf of the Board of Directors

Place : Mumbai
Date : 31st May, 2014

R. M. THAKKAR
CHAIRMAN & MANAGING DIRECTOR



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Gujarat Petrosynthese Limited

We have examined the compliance of conditions of corporate governance by Gujarat Petrosynthese Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the listing Agreement of the said Company with Stock Exchange(s).

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

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

We state that no investor grievances is pending for a period exceeding one month against the Company as per the records maintained by the Shareholder/investor 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.

PLACE : Bengaluru
DATE : 31st May, 2014

For **SJH & CO.,**
Chartered Accountants
Firm Regn. No. 012106S
(A. Jagannath Babu)
Chartered Accountant
M.No. 020115

AUDITOR'S REPORT TO THE MEMBERS

We have audited the attached Balance Sheet of Gujarat Petrosynthese Ltd, as at 31st March 2014 and also the Profit and Loss Account and cash flow statement of the Company for the year ended on that date annexed there to, in which are incorporated the Balance Sheet and the Profit and Loss account of Bangalore Unit of the Company audited by us separately and the same have been appropriately dealt with. 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.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards required 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 a 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.

1. As required by the Companies (Auditors Report) Order 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable, and on the basis of such checks as we considered necessary and information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order to the extent applicable to the Company.
2. Further to our comments in the Annexure referred to in paragraph 1 above, we report that:
 - a. We have obtained all the information & explanations, which to the best of our knowledge & belief were necessary for the purposes 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 & loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable.
 - e. On the basis of the written representations received from the Directors, as on 31.03.2014, and taken on record by the Board of Directors, we report that none of the Directors of the Company is disqualified as on 31.03.2014 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable.
 - f. In our opinion and to the best of our information & according to the explanations given to us, the said accounts subject to and read with significant accounting policies and other notes thereon, give the information required by the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable, in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of the balance sheet of the state of affairs of the Company as at 31st March, 2014,
 - ii) In the case of the profit and loss account, loss for the year ended on that date, and
 - iii) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Place : Bengaluru
Date : 31st May, 2014

For **SJH & CO.,**
Chartered Accountants
Firm Regn. No. 012106S
(A. Jagannath Babu)
Chartered Accountant
M.No. 020115



ANNEXURE - A TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date)

Re: Gujarat Petrosynthese Limited

1. In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the management has physically verified assets during the year, in accordance with the programme of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion, substantial part of fixed assets of the Company has not been disposed off during the year and as such the "going concern status" of the Company is not affected.

2. In respect of its inventories:

- (a) As explained to us, inventories were physically verified during the year by the management at regular intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. In respect of Loans granted & taken:

The Company has not granted any loans, secured or unsecured to/ from Companies, firms, or other parties listed in the register maintained under section 301 of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable. Consequently, requirement of clauses (iii.b), (iii.c) and (iii.d) of paragraph 4 of the order are not applicable.

4. Internal Control:

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchases of inventory and fixed assets and for the sale of goods.

5. Specified Transactions U/s. 301:

According to the information and explanations given to us, we are of the opinion that all transactions which need to be entered in the register maintained under section 301 of the Act are entered. The Company has made preferential allotment of 4,75,000 shares to Yashashree Commercial Services Pvt. Ltd. for Rs. 2,12,18,750/- covered in the register maintained under section 301 of the Act during the year.

6. Deposits from public:

In our opinion and according to the information and explanations given to us, the Company has not taken any deposit from the public. Hence provisions of Section 58A & 58AA of the Companies Act, 1956 and the rules framed there under with regard to the deposits accepted from the public do not apply.

7. Internal Audit System:

In our opinion, the Company has an adequate internal audit system commensurate with its size and nature of its business.

8. Maintenance of Cost Records:

According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable.

9. Statutory Dues:

According to the information and explanations given to us in respect of Statutory and other dues:

- a) The Company has been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, customs duty, excise duty, cess and any other statutory dues with appropriate authorities during the year.



b) Though there are disputed dues, the same are already paid. No disputed dues are pending at the end of the year.

10. Accumulated Losses & Cash Losses:

The Company does not have accumulated losses at the end of the year, and incurred cash losses during the current year and in the immediately preceding financial year.

11. Payments to the financial Institutions, Bank etc.:

Based on our audit and information given by the management, the company has not taken any loan from the Financial Institutions. Hence, clause (xi) of paragraph 4 is not applicable.

12. Loans against Shares:

According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. Chit Fund or a Nidhi/Mutual benefits fund / Society:

The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provision of clause 4(xiii) of paragraph 4 of the order is not applicable.

14. Trading in Securities etc.:

The Company has maintained proper records of transactions and contracts in respect of trading in securities and other investments and timely entries have been made therein.

The Company holds all investments in its own name.

15. Guarantees for loan to third parties:

In our opinion and according to the information and explanations given to us, no guarantees are given by the Company for loans taken by others from banks and financial institutions.

16. Application of Term Loans:

To the best of our knowledge and belief and according to the information and explanations given to us, there are no outstanding term loans and the Company has not raised any term loan during the year.

17. Application of Short Term Loans:

According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not being used during the year for long term investment (fixed assets etc.), and vice versa.

18. Preferential Allotments:

The Company has made preferential allotment of 4,75,000 shares to Yashashree Commercial Services Pvt. Ltd. for Rs. 2,12,18,750/- covered in the register maintained under section 301 of the Act during the year. The share price is valued more than the average of Dividend Yield, Price Earning and Book Value and the same in our opinion is not prejudicial to the interest of the company.

19. Issue of Secured Debentures:

According to the information and explanations given to us, the Company has not issued any secured debentures during the year.

20. Money from Public:

The Company has not raised any money by public issue during the year.

21. Fraud:

To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For **SJH & CO.,**
Chartered Accountants
Firm Regn. No. 012106S
(A. Jagannath Babu)
Chartered Accountant
M.No. 020115

Place : Bengaluru
Date : 31st May, 2014



BALANCE SHEET AS ON 31.03.2014

(₹ in thousands)

	Note No.	As at 31.03.2014	As at 31.03.2013
I EQUITY AND LIABILITIES			
1 Shareholder's funds			
(a) Share Capital	1	56,442	51,692
(b) Reserves and Surplus	2	129,055	121,760
(c) Money received against share warrants		4,594	-
		190,091	173,452
2 Share application money pending allotments			
3 Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	3	1,680	5,638
(c) Other Long-term liabilities		-	-
(d) Long-term provisions		-	-
4 Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	4	11,632	13,638
(c) Other current liabilities	5	211	162
(d) Short term provisions	6	15,071	14,908
Total		218,685	207,798
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	52,421	51,696
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
b) Non-current investments	8	66,784	67,399
c) Deferred tax assets (net)	3	-	-
(a) Long-term loans and advances		-	-
(b) Other non-current assets		-	-
d) Long-term loans and advances		-	-
e) Other non-current assets		-	-
Total		119,205	119,095
2 Current assets			
(a) Inventories	9	3,651	4,799
(b) Trade receivables	10	18,567	21,556
(c) Cash and Cash equivalents	11	2,297	3,309
(d) Short-term loans and advances	12	72,983	57,036
(e) Other current assets	13	1,982	2,003
Total		99,480	88,703
		218,685	207,798
Significant accounting policies and notes to accounts	21		

As per our report of even date

For and on behalf the Board of Directors

For SJH & CO.,

CHARTERED ACCOUNTANTS

Firm Regn. No. 012106S

(A. JAGANNATH BABU)

PARTNER

Membership No.020115

R. M. THAKKAR

CHAIRMAN & MANAGING DIRECTOR

URMI N. PRASAD

EXECUTIVE DIRECTOR

PLACE : Bengaluru

DATE : 31st May, 2014

PLACE : Mumbai

DATE : 31st May, 2014

PLACE : Mumbai

DATE : 31st May, 2014

PROFIT AND LOSS ACCOUNT AS AT 31.03.2014

(₹ in thousands)

	Note No.	As on 31.03.2014	As on 31.03.2013
I Revenue from operations	14	89,926	106,065
II Other Income	15	10,774	11,853
III Total Revenue (I + II)		100,700	117,918
IV Expenses:			
Cost of material consumed	16	72,122	85,533
Purchase of Stock-in trade			
Changes in inventories of finished goods, work in progress and Stock-in-trade	17	18	(156)
Employee benefits expense	18	16,633	16,816
Finance Costs	19	-	14
Depreciation and amortization expense	7	3,861	3,601
Other Expenses	20	20,401	18,769
Total Expense		113,035	124,577
V Profit before exceptional and extraordinary items and tax (III - IV)		(12,335)	(6,659)
VI Exceptional Items			
VII Profit before extraordinary items and tax (V - VI)		(12,335)	(6,659)
VIII Extraordinary items		3,798	
IX Profit before tax (VII - VIII)		(8,537)	(6,659)
X Tax expense			
(1) Current tax		-	-
(2) Deferred tax		(3,957)	-
XI Profit/(Loss) for the period from continuing operations (after tax) (IX - X)		(4,580)	(6,659)
XII Profit/(Loss) for the period from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(Loss) from discontinuing operations (after tax) (XII - XIII)		-	-
XV Profit/(Loss) for the period (XI - XIV)		(4,580)	(6,659)
XVI Earnings per equity share:			
(1) Basic		(0.81)	(1.29)
(2) Diluted		-	-
See accompanying notes to the financial statements			

As per our report of even date

For and on behalf the Board of Directors

For SJH & CO.,
 CHARTERED ACCOUNTANTS
 Firm Regn. No. 012106S

(A. JAGANNATH BABU)
 PARTNER
 Membership No.020115

R. M. THAKKAR
 CHAIRMAN & MANAGING DIRECTOR

URMI N. PRASAD
 EXECUTIVE DIRECTOR

PLACE : Bengaluru
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014



NOTES TO FINANCIAL STATEMENTS

(₹ in thousands)

PARTICULARS	As on 31.03.2014	As on 31.03.2013
NOTE 1 : SHARE CAPITAL		
Authorized		
80,00,000 equity shares of Rs.10/- each	<u>80,000</u>	<u>80,000</u>
Issued, Subscribed and Paid-up		
56,44,166 Equity shares of Rs.10/- each fully paid up	<u>56,442</u>	<u>51,692</u>
Total	<u>56,442</u>	<u>51,692</u>
Details of shareholders holding more than 5% in Company		
Ramesh M Thakkar - holds 308589 eq.shares - 5.46%		
Charita Thakkar - holds 310342 eq.shares - 5.50%		
Urmi N Prasad - holds 330416 eq.shares - 5.85%		
Ursula Thakkar-holds 352906 eq.shares - 6.25%		
Yashashree Commercial Service Pvt Ltd-holds 475000 eq.shares - 8.41%		
LIC of India - holds 538557 eq.shares - 9.54%		
NOTE 2 :RESERVES & SURPLUS		
Capital Reserves		
General Reserve	121,760	128,419
Surplus in Profit/Loss account for the period	(4,580)	(6,659)
Share Premium	11,875	
Total	<u>129,055</u>	<u>121,760</u>
NOTE 3 : NON-CURRENT LIABILITIES		
Deferred tax liabilities (Net) - Fixed assets differential	1,680	5,638
Total	<u>1,680</u>	<u>5,638</u>
Note 4 : Trade Payables		
Creditors for Expenses	895	1,004
Creditors for Goods	10,583	12,424
Creditors for Others	154	210
Total	<u>11,632</u>	<u>13,638</u>
NOTE 5: OTHER CURRENT LIABILITIES		
Advance Received from Others	100	100
Advance Received from Customers	111	62
Total	<u>211</u>	<u>162</u>
NOTE 6: SHORT-TERM PROVISIONS		
Provision for employee benefits	201	178
Provision for Others / Expenses	1,899	1,759
Others		
Provision for Taxation	12,971	12,971
Total	<u>15,071</u>	<u>14,908</u>

NOTE 7 - DETAILS OF FIXED ASSETS FOR THE FINANCIAL YEAR 2013-2014
(₹ in thousands)

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK				
		As at 01.04.2013	Additions before 30th Sep	Additions After 1st Oct	Additions	Deductions	TOTAL AS AT 31.03.2014	Rate	AS AT 31.03.2013	For the Year ended 31.03.2014	Deductions	Total Depn.	AS AT 31.03.2014	AS AT 31.03.2013
1	Leasehold Land	15,734	-	-	-	-	15,734	-	-	-	-	-	15,734	15,734
2	Freehold Land	4,419	-	-	-	-	4,419	-	-	-	-	-	4,419	4,419
3	Factory Building/ Building	17,631	-	-	-	-	17,631	8,121	589	8,710	8,710	8,921	9,510	
4	Plant & Machinery	38,453	4,293	4,293	4,293	42,746	23,798	2,030	2,030	25,829	25,829	16,917	14,655	
5	Electrical Installation	2,422	-	-	-	2,422	1,885	115	115	2,000	2,000	421	537	
6	Vehicles	5,624	-	-	-	5,624	2,388	534	534	2,922	2,922	2,702	3,236	
7	Laboratory Equipment	2,303	-	-	-	2,303	1,775	109	109	1,884	1,884	419	528	
8	Furniture & Fixtures	2,177	7	7	7	2,184	1,089	139	139	1,228	1,228	957	1,089	
9	Jigs & Moulds	352	-	-	-	352	157	-	-	157	157	195	195	
10	Office Equipments	2,160	39	39	39	2,199	833	105	105	938	938	1,261	1,327	
11	Computer	1,611	90	90	90	1,701	1,313	174	174	1,487	1,487	214	298	
12	Mobile	283	41	117	158	441	115	65	180	260	260	168	-	
	Subtotal-A	93,170	4,470	117	4,587	97,757	41,474	3,861	-	45,336	52,421	51,696	-	
	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-	
	Subtotal-B	-	-	-	-	-	-	-	-	-	-	-	-	
	Total A + B	93,170	4,470	117	4,587	97,757	41,474	3,861	-	45,336	52,421	51,696	-	
	Previous Year	92,071	1,298	57	1,355	93,167	38,073	3,601	203	41,471	51,696	-	-	



NOTES TO FINANCIAL STATEMENTS

(₹ in thousands)

PARTICULARS	As on 31.03.2014	As on 31.03.2013
NOTE 8: NON CURRENT INVESTMENTS		
Investment in Equity Capital of 100% Subsidiary Companies (Un-Listed & Not traded)		
1. In GPL Finance and Investment Ltd 9,99,400 (Previous year 9,99,940) Fully paid Equity Shares of Rs. 10/- each	9,999	9,999
2. In Gujarat Polybutene Pvt. Ltd 4740000 (P.Y. 3490000) Fully paid up equity shares - face value of Rs. 10 each	47,400	34,900
3. (Listed but not traded) 1,50,450 fully paid Equity Shares of Rs. 10/- each of Southern Agrosynthese Ltd. (See Note 6)	-	-
Investment in Mutual Funds		
Templeton India Equity Income Fund 1,46,627.566 Units of Templeton India Income Fund	-	1,500
Optimix Star Multi Manager 97,560.9756 Units of Optimix Star Multi Manager	-	1000
Reliance Vision Fund 31,023.785 Units of Reliance Vision Fund	1,500	1,500
Rural Electrification Fixed Deposit with SBI & SBM	3,800 4,085	- 6,000
Total	66,784	67,399
NOTE 9: INVENTORIES (As Taken, Valued And Certified By The Management)		
Raw Material & Consumables	2,668	3,798
Finished Goods	983	1,001
Total	3,651	4,799
NOTE 10: TRADE RECEIVABLES		
Debtors Outstanding for more than Six Months	17,758	-
Debtors - Others	809	21,556
Total	18,567	21,556

NOTES TO FINANCIAL STATEMENTS

(₹ in thousands)

PARTICULARS	As on 31.03.2014	As on 31.03.2013
NOTE 11: CASH AND CASH EQUIVALANTS		
Cash on Hand	134	126
In Current Accounts	2,163	3,183
Total	2,297	3,309
NOTE 12: SHORT TERM LOANS AND ADVANCES		
Advances recoverable in cash or kind or for value to be received	57,332	42,444
Tax Deducted At Source	15,630	14,254
Advance Tax Paid F.Y.2013-14	-	225
Tax Deducted At Source F.Y.2013-14	21	113
Total	72,983	57,036
NOTE 13 : OTHER CURRENT ASSETS		
Trade Deposits	1,025	1,022
Other Deposits	100	100
Cenvat Credit	315	395
PrepaidExpenses	542	486
Total	1,982	2,003
NOTE 14 : REVENUE FROM OPERATIONS		
Sales (Net)	80,410	96,642
Job Work Charges	9,516	9,423
Total	89,926	106,065
NOTE 15: OTHER INCOME		
Interest on Loans	-	1,149
Interest on Deposit	736	673
Miscellaneous Income	23	60
Service Charges	9,600	9,600
Dividends Received from Mutual Funds	360	205
Speciman Testing Charges	55	53
Interest from Income Tax Refund	-	113
Total	10,774	11,853
NOTE 16: COST OF MATERIAL CONSUMED		
Raw Materials		
Opening Stock of Materials	3,798	3,244
Add: Purchases	70,231	85,264
Less: Closing Stock	2,668	3,798
Packing Materials	761	823
Total	72,122	85,533

NOTES TO FINANCIAL STATEMENTS

(₹ in thousands)

PARTICULARS	As on 31.03.2014	As on 31.03.2013
NOTE 17: INCREASE/DECREASE IN FINISHED GOODS		
Opening Inventories (Finished Goods)	1,001	845
Closing Inventories (Finished Goods)	983	1,001
Total	18	(156)
NOTE 18: EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	8,042	7,236
Contribution to Provident and Other Funds	445	413
Staff Welfare Expenses	337	332
Managerial Remuneration & Perks	7,809	8,835
Total	16,633	16,816
NOTE 19: FINANCE COSTS		
Interest on Service Tax / Excise Duty	-	14
Total	-	14
NOTE 20 : OTHER EXPENSES		
Excise Duty	523	373
Bank charges	20	2
Power and Fuel	4,190	4,243
Repairs & Maintenance	2,317	2,253
Rates and Taxes	460	269
Insurance	374	364
Auditors Remuneration & Perks	160	160
Travelling Expenses	764	629
Directors Sitting Fees	130	97
Donations	9	10
General Expenses	9,217	8,164
Transportation, Freight and Octroi	435	470
Retainers Fees	841	741
Vehicle Expenses	961	993
Total	20,401	18,769

21 NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

i) Basis of Accounting:

- a) Financial statements are based on historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956. These historical costs are not adjusted to reflect the impact of changing value in the purchasing power of money.
- b) The Company generally follows the Mercantile System of accounting and recognizes significant items of the income and expenditure on accrual basis except insurance claims and refunds from Government authorities.

ii) **Fixed Assets:** Fixed Assets are stated at cost of acquisition including incidental expenses related to acquisition and installation.

iii) Depreciation:

- a) The Company follows the Straight Line Method of depreciation.
- b) Depreciation on assets is provided at the rates as specified in Schedule XIV of the Companies Act, 1956. Jigs and moulds are charged off over a period of 3 years
- c) The revised rates specified in Schedule XIV of the Companies Act, 1956 vide notification No. GSR 756 (E) dated 16-12-1993 of the Department of Company Affairs, Government Of India, New Delhi are adopted only for the additions made from 16-12-1993
- d) Leasehold land is not amortized over the period of lease.

iv) Valuation Of Inventories:

- i) Raw materials and consumables are valued at lower of cost or realizable value.
- ii) Processed stock is valued at estimated cost.
- iii) Finished goods
 - a) Manufactured Goods: Manufactured finished goods are valued at lower of absorption cost or Market Value.
 - b) Trading Goods: Finished goods purchased for re-sale is valued at cost of purchase.

v) **Investments:** Investments which are Long Term in nature are stated at the Cost of acquisition with provision where necessary for diminution, other than temporary in the value of investments.

vi) Foreign Exchange Transactions:

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of such transactions.

vii) Retirement benefits:

- a) The liability of gratuity to the employees is covered under the Group Gratuity scheme with the Life Insurance Corporation of India. The annual premium is debited to Profit and Loss Account.
- b) The liability of superannuation benefit to the Chairman & Managing Director and the Executive Directors is covered under the Superannuation Scheme with the Life Insurance Corporation of India. The amount paid is debited to the Profit and Loss Account.
- c) The liability of leave encashment of employees is covered with LIC. The Premium paid is debited to Profit & Loss Account.

viii) Taxes on Income:

- a) Current Tax: Provision for Income Tax is determined in accordance with Provisions of Income Tax Act, 1961.
- b) Deferred Tax Provision: Deferred Tax is recognized on timing difference being difference between taxable incomes and accounting income that originated in one period and are capable of reversal in one or more subsequent period(s).

ix) **Insurance:** Insurance claims are accounted on cash basis.

x) Stores, spares & Consumables:

- i) Stores and spares are charged to revenue in the year of purchase.
- ii) Consumables are charged to revenue on actual consumption basis.

xi) Research and Development: Research and Development Costs (other than cost of fixed assets acquired) are charged as expenses in the year in which they are incurred.

xii) Cenvat Benefit: Cenvat benefit is accounted on duty paid materials when credit is given in excise records by debit to Excise Duty Deposit Account. The amount of Cenvat benefit availed is treated as Deposit of Excise Duty and appropriated against excise duty payment.

xiii) Miscellaneous Expenditure:

Preliminary and Public issue expenses are written off over a period of ten years and are charged on a pro-rata basis for the period of operation.

2. “The Company had lodged claims on Axis Bank demanding repayment of fraudulent withdrawal of Rs.39,00,500/- during the year 2011-12. The adjudication complaint is pending before the Adjudicator of Karnataka and other legal proceedings to recover the amount is before the Cyber Appellate Tribunal. In the opinion of the management and legal consultant, the amount is considered good for recovery through judicial process. The current assets include the above claim of Rs.39,00,500 (previous year Nil) recoverable from Axis Bank Ltd and is considered as good.

3. In the opinion of the Management:

- a) All the current assets, loans and advances have a value on realization at least equal to the amount at which they are stated in the accounts.
- b) All the known liabilities have been provided no liability, contingent or otherwise, except those which are stated in the accounts.

4. Managerial Remuneration under Section 198 of the Companies Act, 1956 payable to:

	Current Year ₹ in lacs	Previous Year ₹ in lacs
I. The Managing Director		
Salary	22.50	22.50
Commission	0.00	0.00
Contribution to Provident and Other Funds	3.50	3.50
Perquisites in cash or kind	3.14	4.64
	29.14	30.64
	=====	=====
	Current Year ₹ in lacs	Previous Year ₹ in lacs
II. The Executive Directors		
Salary	37.50	45.00
Commission	0.00	0.00
Contribution to Provident and Other Funds	9.25	10.60
Perquisites in cash or kind	2.20	2.11
	48.95	57.71
	=====	=====



Gujarat Petrosynthese Limited

III. Non Whole-Time Directors
Commission

0.00	0.00
<u>0.00</u>	<u>0.00</u>

5. Computation of Net Profit as per Section 349 r.w.s 309(5) and Section 198 of the Companies Act, 1956.

Commission to Directors not worked out in view of Loss during the year

6. The investment in the Equity Shares of Southern Agrosynthese Limited amounting to Rs.21,14,549/- is valued at ₹.1/- as the net worth of the said Company is negative.

7. Based on the information received by the Company from the creditors in regard to their S. S. I. Status, there are no amounts due to such creditors outstanding for over 30 days exceeding Rs. One lakh as on 31st March, 2012. Based on such information, there is no liability for interest on delayed payments which would be payable under "The Interest on Delayed Payments to Small Scale and Ancillary Industrial undertakings ordinance, 1992". Moreover, the Company has not received any claims in respect of interest.

8. Remuneration to Auditors :

(Exclusive of Service Tax)

	31.03.2014 ₹ in thousands	31.03.2013 ₹ in thousand
Audit Fees	100.00	100.00
Tax Audit Fees	60.00	60.00
Total	<u>160.00</u>	<u>160.00</u>

9. The Additional information pursuant to provisions of Part II of the Schedule VI to the Companies Act 1956 are given to the extent as applicable to the Company.

	31 st March, 2014		31 st March, 2013	
	Qty (M.T)	₹ in thousands	Qty	₹ in thousands
a) Turnover				
Alloys & Blends Sales	484	80410	622	96642
Job work charges	645	9516	711	9423
		<u>89926</u>		<u>106065</u>

Turnover of Polymers includes 321 Kgs (Previous year 229 Kgs) given as free sample.

b) Consumption of Raw materials

	31 st March, 2014		31 st March, 2013	
	Qty (M.T)	₹ in thousands	Qty	₹ in thousands
Commodity & Engineering Products/Plastics of Different Types	493	71361	630	85532

c) Value of Imported and Indigenous Raw Material consumed during the Year

	31 st March, 2014		31 st March, 2013	
	₹ in thousands	%	₹ in thousands	%
Imported	---	---	---	---
Indigenous	71361	100%	85532	100%
	<u>71361</u>	<u>100%</u>	<u>85532</u>	<u>100%</u>

d) Opening and Closing Stock of Goods

	31 st March, 2014		31 st March, 2013	
	Qty (M.T)	₹ in thousands	Qty	₹ in thousands
Alloys & Blends	6204	983	6039	1001

e) C.I.F. Value of Imports

	31 st March, 2014 ₹ in thousands	31 st March, 2013 ₹ in thousands
Raw Material (Bangalore Unit)	360.24	95.13
Spares	NIL	NIL



Gujarat Petrosynthese Limited

f) Expenditure in Foreign Currency	31st March, 2014	31st March, 2013	
	₹ in thousands	₹ in thousands	
i) Travelling	365	289	
ii) Others	NIL	NIL	
g) Earning in Foreign Exchange	NIL	NIL	
h) Amount remitted in Foreign Currencies towards dividend (Net of Tax)	31st March, 2014	31st March, 2013	
i) Number of Non-resident Equity Shareholders	844	846	
ii) Number of Equity Shares	10,57,332	8,93,626	
iii) Amount Remitted	NIL	NIL	
10. The Company has written off old debit and credit balances of various parties during the year, net debit on this account is 'NIL (Previous Year 'NIL/-)			
11. Prior Period expenses of ₹ 79,909/- (Previous Year income ₹ 2,08,125/-)			
12. Earning Per Share :	2013-2014	2012-2013	
a) Net Profit available for equity shareholders (Numerator used for calculation)	(4580)	(6659)	
b) Weighted Average No. of equity shares (Used as denominator for calculating EPS)	56,44,166	51,69,166	
c) Basic and Diluted Earnings per share (Rs.) (Equity Share of face value of Rs. 10 each)	(0.81)	(1.29)	
13. Transaction with Related Parties:			
Related Parties	Subsidiary	Relatives	Key Management
Particulars	Company		Personnel
Sales / Services	9600.00	--	--
Expenses	--	--	--
Remuneration	--	--	7809.00
Others	--	--	--
Income	--	--	--
Interest received	--	--	--
Outstanding	₹ in thousands		
Receivable	36500.00		
Related party information (where transactions have taken place during the year)			
a) Subsidiary Company			
Gujarat Polybutenes Pvt Ltd			
GPL Finance and Investments Limited			
b) Key Management Personnel			
Dr.R.M.Thakkar			
Mrs.Urmi.N.Prasad			
14. Shares Allotted	Year	No.of Shares	
Equity Shares	2013-14	4,75,000	
(Yashashree Commercial Services Pvt Ltd)			
15. Balances of Debtors, Creditors and Other parties are subject to confirmations.			
16. Previous year's figure have been re-grouped and re-arranged wherever necessary.			

As per our report of even date
For SJH & CO.,
 CHARTERED ACCOUNTANTS
 Firm Regn. No. 012106S

For and on behalf the Board of Directors

(A. JAGANNATH BABU)
 PARTNER
 Membership No.020115

R. M. THAKKAR
 CHAIRMAN & MANAGING DIRECTOR

URMI N. PRASAD
 EXECUTIVE DIRECTOR

PLACE : Bengaluru
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014

**CASHFLOW STATEMENT FOR THE YEAR ENDED 31.03.2014**

Rs. In Thousands

SI.No	Particulars	2013-2014	2012-2013
A	CASHFLOW FROM OPERATING ACTIVITIES		
	Net Profit before tax	(12,335)	(6,659)
	Adjustments for:		
	Depreciation	3,861	3,601
	Income Tax, FBT & Deferred Tax	3,957	-
	Profit /(Loss) on sale of Investments	3,798	-
	Dividend received	(360)	(205)
	Interest received	(736)	(1,935)
	Operating profits before working capital chages	(1,815)	(5,198)
	Adjustments for:		
	Decreases / (Increase) in Inventories	1,148	(710)
	Decreases / (Increase) in Trade & other receivables	2,989	(1,917)
	Decreases / (Increase) in Loans & Advances	15,926	(23,737)
	Increase / (Decrease) in Payables	1,793	1,561
	Cash Generated from Operations	(15,397)	17,473
	Interest paid	-	-
	Net Cash inflow / (outflow) from operating activities	(15,397)	17,473
B	CASH FLOW FROM INVESTMENTS ACTIVITIES		
	Purchase of Fixed Assets	(4,587)	(1,558)
	Sale of Fixed Assets (net)	-	259
	Sale / (Purchase) on sale of investments	615	(26,884)
	Interest received	736	1,935
	Net Cash inflow / (outflow) from investing activities	(3,236)	(26,248)
C	CASH FLOW FROM FINANCE ACTIVITIES		
	Proceeds from Borrowings	(3,957)	-
	Share Premium	11,875	-
	Equity Shares	4,750	-
	Money received against Share warrants	4,594	-
	Dividends received	360	205
	Net Cash Inflow / (outflow) in cash from Financing activities	17,622	205
	Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	(1,011)	(8,570)
	Cash and cash equivalents at beginning of year	3,308	11,878
	Cash and cash equivalents at end of year	2,297	3,308

This is the Cash Flow Statement referred to in our report of even date

For SJH & CO.,
 CHARTERED ACCOUNTANTS
 Firm Regn. No. 012106S

(A. JAGANNATH BABU)
 PARTNER
 Membership No.020115

R. M. THAKKAR
 CHAIRMAN & MANAGING DIRECTOR

URMI N. PRASAD
 EXECUTIVE DIRECTOR

PLACE : Bengaluru
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014



DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting before you the 11th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2014.

FINANCIAL RESULTS

(Rs in Lacs)

Particulars	for the year ended on 31/03/2014	for the year ended on 31/03/2013
Sales Turnover	4191.09	3318.92
Other Income	27.18	38.55
Total	4218.27	3357.47
Less: Exp. other than Finance Cost and Depreciation	4338.39	3656.55
Operating Profit	(120.12)	(299.09)
Less: Finance Cost	52.01	47.10
Depreciation	15.99	21.14
Profit before exceptional & extraordinary items	(188.12)	(367.32)
Add: Extraordinary items	13.99	0.00
Profit before tax	(174.13)	(367.32)
Less: Profession for tax / Deferred tax	8.14	0.00
Profit after tax	(182.27)	(367.32)
Add: Balance brought forward from earlier period	283.93	651.25
Balance available for appropriations	101.66	283.93
Balance carried to Balance sheet	101.66	283.93

Dividend

Your Directors are unable to recommend any dividend.

Performance & Future outlook

The polybutene unit and the Indian polybutene industry continued to face challenging times last year due to the lack of feedstock availability at competitive rates which resulted in shortage of the supply of polybutene by domestic supply in the Indian market. The management has continued its efforts in identifying various competitive alternative supplies and is very hopeful of starting production in full swing by June-July 2014.

The Management has been actively pursuing cost reduction measures and this will help the company in securing its position as a competitive supplier.

We look forward to returning profitability from the current financial year.

Deposits

Your company has not accepted any Deposits to which the provisions of section 58A of the Companies Act, 1956 are applicable.

Conservation of energy, technology absorption, foreign exchange earnings and outgo.

The information required under 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 with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo are as per attached Annexure I.

Personnel

As required by provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 as amended the names and other particulars who are drawing remuneration of Rs. 60.00 lacs p.a. or more or Rs. 5.00 lacs p.m. or more are NIL.

Directors

At the forthcoming Annual General Meeting, Ms. Urmi N Prasad retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers herself for reappointment.



Gujarat Polybutenes Private Limited

Mr. M D Garde, Mr. V H. Pandya, Mr. T N R Rao and Mr. V. Raghu were appointed as Additional Directors by the Board on 05/07/2013 who hold office upto the date of forthcoming AGM. The Company has received notice in writing from a member under section 160(1) of the Companies Act, 2013 signifying his intention to propose them as Directors of the Company liable to retire by rotation. The Board recommends their appointment.

Ms. Ursula Thakkar, Director of the Company resigned on 11/12/2013. She had been associated with the Company since 31st March, 2005. The Board appreciates and takes note of the efforts made by her.

The Board deeply regrets the passing away of Mr. Adhik Shirodkar on 20/04/2014. Mr. Adhik Shirodkar was appointed as Additional Director on 05/07/2013. As a member of the Board he provided his expertise to the Company. His presence will be missed.

Director's Responsibility Statement

Pursuant to provisions under section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed that:

- a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) That the Board had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the period.
- c) That the Board 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.
- d) That the Board had prepared the annual accounts on a going concern basis.

Compliance Certificate

A Compliance Certificate issued by the Practising Company Secretaries, pursuant to provisions of section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001, is attached to this Report.

Auditors

M/s Suresh Thakkar & Co., Chartered Accountants, Vadodara, the statutory Auditors of the Company, retires at the ensuing Annual General Meeting of the Company. M/s Suresh Thakkar & Co. confirmed that, if appointed, their appointment will be within the limit prescribed and eligible to be appointed as per the provisions of section 141 of the Companies Act, 2013. The Board recommends the appointment. Members are requested to appoint the Auditors for the current financial year and authorize the Board to fix their remuneration.

As per Section 134(3) of the Companies Act, 2013 the notes/ comments of Auditors referred to in the Auditors' Report are self explanatory and do not call for further explanation.

Acknowledgments

Your Directors acknowledges with gratitude the cooperation and assistance received from Bankers, vendors, buyers and employees in the performance of the Company.

For and on behalf of the Board
Gujarat Polybutenes Pvt. Ltd.

Place : Mumbai
Date : 31st May, 2014

(R. M. THAKKAR)
Director

(Urmi. N. Prasad)
Director

ANNEXURE 1 TO THE DIRECTOR'S REPORT

Information under Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Director's Report for the year 2013-14

I. Conservation of Energy	Use of standard quality equipments
II. Additional Investment and proposals if any being implemented for the reduction of energy	Proposals are under consideration
III. Impact of measures (a) and (b) above for the reduction of energy consumption and consequent impact on cost of production of goods	Reduction in usage of electricity

FORM A
A. POWER AND FUEL CONSUMPTION

1) Electricity		2013-14	2012-13
a) Purchased			
Unit	KWH	1,134,808	1,158,240
Total amount	Rs	8,849,633	8,380,668
Rate / Unit	Rs	7.80	7.24
b) Own Generator through Diesel Generator			
Units	KWH	6,512	19,308
Unit Per Ltr	KWH	1.85	2.47
Rate / Unit	Rs	30.72	19.18
Natural Gas			
Quantity (MMBTU/scm)	MMBTU	27,358	-
	scm	694,129	722,603
Total amount	Rs	312,779,839	30,289,966
Average Rate (MMBTU/scm)	Rs	11,432.85	41.92

B. CONSUMPTION PER UNIT PER PRODUCTION

Standards (If any)		2013-14	2012-13
Product/Unit : Polymer / MT			
Electricity	KWH	642.751	729.022
Natural Gas	MMBTU/scm	15.407	447.365

* Natural gas unit/value is MMBTU for F Y 2013-14 & for F Y 2012-13 unit/value was in scm



Gujarat Polybutenes Private Limited

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per FORM B Research and Development (R & D)

1.	Specific area in which R & D was carried out by the Company	To produce high grade of polymers
2.	Benefit derived as a result of R & D	Manufacture of new products and existing products at lower cost.
3.	Future plan of action	Manufacture of variety of PIB
4.	Expenditure on R & D	₹
	a) Capital	-
	b) Recurring	-
	c) Total	-
	d) Total R & D Expenditure as a percentage of Total Turnover	-

Technology absorption, adoption and innovation.		
1.	Efforts in brief, made towards technology	Technology obtained from our collaborators absorption and innovation has been fully absorbed. Improvements are being continuously made and have resulted in improved efficiency of operation
2.	Benefits derived as a result of above efforts	N.A
3.	In case of imported technology (imported during the fast 5 years reckoned from the beginning of the financial year) following information may be furnished. a) Technology Furnished b) Year of Import c) Has technology been fully absorbed d) If not fully absorbed, areas where this has not taken place, reason therefore, any further plans of action	N.A

III. FOREIGN EXCHANGE EARNING AND OUTGO

During the year, the Foreign Exchange outgo was Rs. NIL- During the year Company has earned Foreign Exchange of Rs.NIL During the year.

For and on behalf of the Board
Gujarat Polybutenes Pvt. Ltd.

Place : Mumbai
Date : 31st May, 2014

(R. M. THAKKAR)
Director

(Urmi. N. Prasad)
Director



Compliance Certificate

[as per rule 3 of the Companies (Compliance Certificate) Rules, 2001]

Registration No. of the Company: 04 - 045675

Nominal Capital: Rs. 5,00,00,000/-

To,
The Members,
Gujarat Polybutenes Pvt. Ltd.,
Petrochemicals Complex Area,
P.O. Petrochemical, Baroda 391346

We have examined the registers, records, books and papers of Gujarat Polybutenes Pvt. Ltd. (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year beginning from 1st April, 2013 and ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year;

1. The Company has kept and maintained registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies at the time stated in the above annexure.
3. The Company being private limited Company has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was 6 and the Company during the year under scrutiny;
 - i) has not invited public to subscribe for its shares or debentures; and
 - ii) has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. The Board of Directors duly met 4 times on 24th May, 2013, 13th July, 2013, 25th Oct., 2013, and 1st Feb., 2014 in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose.
5. The Company was not required (and not opted) to close its Register of Members.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 17th Sept., 2013 after giving notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its directors and/ or persons or firms or companies referred to in the section 295 of the Act. This provision is applicable being subsidiary of public company.
9. The Company has complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
 - i) There was no transfer/ transmission of securities during the financial year.
 - ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - iii) The Company was not required to post warrants to any members of the Company as no dividend was declared during the financial year.
 - iv) The Company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - v) The Company has complied with the requirements of section 217 of the Act.



Gujarat Polybutenes Private Limited

14. The Board of Directors of the Company is duly constituted. There was no appointment of alternate directors and directors to fill casual vacancies during the financial year. Ms. Ursula R. Thakkar resigned as a Director of the company, and Mr. T. N. R Rao, Mr. Adhik Shirodkar, Mr. V. H. Pandya, Mr. M. D. Garde, Mr. V. Raghu were appointed as Nominee Director of the company, and the information of which have been uploaded with MCA portal.
15. The Company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial Year.
20. The Company has not bought back any shares during the financial year.
21. The Company does not have any redeemable preference shares or debentures and hence the question of redemption does not arise at all.
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.
23. The Company has not invited/ accepted any deposits including unsecured loans falling within the purview of sections 58A during the financial year.
24. The amount borrowed by the Company from holding Company during the financial year ending 31st March, 2012 is within the borrowing limits of the Company and that necessary resolutions as per section 293(1)(d) of the Act, have been passed in duly convened Annual General Meeting. The provision is applicable being subsidiary of public company.
25. The company has not made any loans or investments, in other body corporate (not given guarantees or provided securities to other bodies corporate) within the meaning of 372A of the Act and consequently no entries required to be made 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 its Articles of Association during the financial year under review.
31. As per the information given by the management, no prosecution has been initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
32. The Company has not received any security deposits from its employees during the financial year.
33. The Company has not constituted for its employees, Provident Fund scheme of its own, as per the meaning of section 418 of the Act.

**for J. J. Gandhi & Co.
Company Secretaries**

**(J. J. Gandhi)
Proprietor**

Place : Vadodara
Date : 31st May, 2014.

ANNEXURE 'A'

Registers as maintained by the Company

1. Register of Members u/s 150
2. Register of Transfers
3. Register of Directors, Managing Director, Manager and Secretary u/s 303
4. Register of Directors shareholding u/s 307
5. Register of contracts, companies and firms in which directors are interested u/s 301(3)
6. Register of charges u/s 143
7. Minutes of Meeting of Board of Directors u/s 193
8. Minutes of Meeting of General Meeting u/s 193
9. Register of Investments

ANNEXURE 'B'

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2014.

Sr. No	Form No.	Filed under section	For	SRN No.	Uploaded with MCA21 on
1.	Form 23AC	220	Balance sheet and its attachment	Q14112379	17/10/2013
2.	Form 66	383A	Compliance Certificate	Q11548546	28/09/2013
3.	Form 20B	159	Annual Return	Q13425087	13/10/2013
4.	Form 32	303	For Appointment of Nominee Directors	B86334158	08/10/2013
5.	Form 32	303	For Cessation of Ms. Ursula Thakkar as a Director	B91510297	12/12/2013



AUDITORS REPORT TO THE MEMBERS

We have audited the accompanying financial statements of **GUJARAT POLYBUTENES PRIVATE LIMITED** which comprise the Balance Sheet as at 31st March, 2014, and the statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3c) of section 211 of the Companies Act, 1956("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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.

Opinion:

In our opinion and to the best of our information and according to explanations given to us, the financial statements give 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 the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2014
- ii) In the case of the statement of Profit and Loss, of the loss 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.

Report on other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 as amended and issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks as we considered necessary and information and explanations given to us, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.
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, the proper books of account as required by the law have been kept by the Company so far appears from our examination of the books.
 - c) The Balance Sheet, the 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, Balance Sheet, statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and;
 - e) On the basis of the written representations received from the Directors, as on 31.03.2014, and taken on record by the Board of Directors, we report that none of the Directors of the Company is disqualified as on 31st March 2014, from being appointed as a Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For Suresh Thakkar & Co.
Chartered Accountants
(F.R. No 110702W)

(SURESH THAKKAR)
PROPRIETOR
(M. No. 11650)

PLACE : VADODARA
DATE : 31.05.2014



ANNEXURE TO THE AUDITOR'S REPORT

Annexure Referred to in our Report to the members of Gujarat Polybutenes Private Limited for the year ended 31st March, 2014, we report that:

1. In respect of its fixed assets :

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the management has physically verified assets during the year, in accordance with a program of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, the Company has not disposed off substantial assets during the year and as such the "going concern status" of the Company is not affected.

2. In respect of its inventories :

- (a) As explained to us, inventories were physically verified during the year by the management at regular intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. In respect of Loans granted :

The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Consequently, requirement of clauses (iii,b), (iii,c) and (iii,d) of paragraph 3 of the order are not applicable.

4. In respect of loans taken

The company has taken unsecured loan from holding company viz. : Gujarat Petrosynthese Ltd., and its subsidiary GPL Finance & Investments Ltd and from a company and also from directors and share holders (repaid during the year) which are covered in the register maintained u/s 301 of the Companies Act, 1956.

Name of the Company / Party	Amount outstanding at the end of the year (Rs in '000)
Gujarat Petrosynthese Limited (Holding Co)	Rs. 41,500/-
GPL Finance & Investments Ltd (Subsidiary of holding co)	Rs. 7,100/-
Multichem Private Ltd (other co)	Rs. 32,000/-
Dr. R M Thakkar (Director)	Rs. 7,000/-

The loans are unsecured and terms (not stipulated) are not prejudicial to the interest of the company. No terms are stipulated for interest and repayments of loans. (Interest paid at the end of the month on product basis).

5. Internal Control :

In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sales of goods.

6. Specified Transactions U/s.301:

According to the information and explanations given to us and to the best of our knowledge, the contracts and arrangement that need to be entered into the register maintained under the section 301 of the Act, have been entered in the said register. In our opinion and according to the information and explanations given to us, the transactions as made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs 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.



Gujarat Polybutenes Private Limited

7. Deposits from public :

In our opinion and according to the information and explanations given to us, the Company has not taken any deposit from public; hence provisions of Section 58 and 58AA of the Companies Act, 1956 and the rules framed there under with regard to the deposits accepted from the public do not apply.

8. Internal Audit System :

In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

9. Maintenance of Cost Records :

According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956.

10. Statutory Dues :

According to the information and explanations given to us in respect of statutory and other dues:

- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income-tax, Vat-tax, Central Sales Tax, Custom duty, Excise Duty, Cess and any other statutory dues with appropriate authorities during the year.
- (b) No disputed dues are pending at the end of the year.

11. Accumulated Losses & Cash Losses :

The Company has no accumulated losses at the end of the year. However company has incurred cash losses during the current year and cash loss in the immediately preceding financial year.

12. Payments to the financial Institutions, Bank etc. :

Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to banks.

13. Loans against Shares :

According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of share, debentures and other securities.

14. Chit Fund or a Nidhi/Mutual benefit fund/Society :

The Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore the provisions of clause 4 (xiii) of paragraph 4 of the order are not applicable.

15. Trading in Securities etc. :

The company is not trading in shares, securities, debentures and other investments as its business activity.

16. Guarantees for loan to third parties :

In our opinion and according to the information and explanations given to us, no guarantees are given by the Company for loans taken by others from banks and financial institutions.

17. Application of Term Loans :

To the best of our knowledge and belief and according to the information and explanations given to us, there are no outstanding term loans. The Company has not raised any term loan during the year.

18. Application of Short Term Loans :

According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment (fixed assets, etc.) and vice versa.

19. Issue of Secured Debentures :

According to the information and explanations given to us, the Company did not have outstanding debentures.

20. Money from Public :

The Company has not raised any money by public issue during the year.

21. Fraud :

To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For Suresh Thakkar & Co.
Chartered Accountants
(F.R. No 110702W)

(SURESH THAKKAR)
PROPRIETOR
(M. No. 11650)

PLACE : VADODARA
DATE : 31.05.2014



Gujarat Polybutenes Private Limited

BALANCE SHEET AS ON 31ST MARCH, 2014

(₹ in thousands)

	Notes	31.03.2014	31.03.2013
EQUITY AND LIABILITIES :			
SHAREHOLDERS' FUNDS :			
Share Capital	"1"	34,900	34,900
Reserves and Surplus	"2"	22,666	40,893
NON-CURRENT LIABILITIES :			
Long-term Borrowings	"3"	87,600	58,100
Differed tax Liability (Net)	"4"	279	-
CURRENT LIABILITIES :			
Short-term Borrowings	"5"	-	17,157
Trade Payable	"6"	20,489	41,843
Short-term Provisions	"7"	8,289	8,289
TOTAL		174223	201182
ASSETS :			
NON-CURRENT ASSETS :			
Fixed Assets	"8"	64099	41618
Trade Deposits and Investments	"9"	26148	34610
Deferred Tax Assets (Net)		0	535
Preliminary Expenses		3466	3320
CURRENT ASSETS :			
Inventories	"10"	47971	67212
Trade Receivable	"11"	5942	10641
Cash and Cash Equivalents	"12"	4289	20541
Short-term Loans and Advances	"13"	22308	22705
TOTAL		174223	201182

Significant Accounting Policies and Notes to Financial Statements- Note "14"

As per our report of even date attached
for **SURESH THAKKAR & CO.**
Chartered Accountants
Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR
Proprietor
MEM. No. 11650

R.M. Thakkar
Director

Urmi. N. Prasad
Director

Place : Vadodara
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31-3- 2014**

(₹ in thousands)

	Notes	31.03.2014	31.03.2013
REVENUE FROM OPERATIONS :			
Sales	"15"	419,109	331,892
Other Income	"16"	2,718	3,855
		<u>421,827</u>	<u>335,747</u>
EXPENDITURE :			
Cost of Raw Materials Consumed	"17"	292,939	254,064
Cost of Packing Materials Consumed	"18"	251	22
Changes in Inventories of Finished Goods and WIP	"19"	17,245	(11,068)
Cost of Manufacturing	"20"	82,991	75,543
Administrative & Other Expenses	"21"	24,471	24,812
Staff Costs	"22"	15,832	22,163
Cost of Selling and Distribution	"23"	110	119
Cost of Finance	"24"	5,201	4,710
		<u>439,040</u>	<u>370,365</u>
Profit Before Depreciation and Tax		<u>(17,213)</u>	<u>34,618</u>
Less: Depreciation and Amortization Expenses		<u>1599</u>	<u>2,114</u>
Profit Before Exceptional & Extra Ordinary Items		(18,812)	(36,732)
Add: Prior Period Expenses		325	-
Less : Exceptional and Extraordinary Items		1724	-
Profit Before Tax		(17,413)	(36,732)
Less : Provision for Income Tax		-	-
Add : Provision for Deferred Tax		814	-
Add: Excess Provision		-	-
Profit \ Loss After Tax		(18,227)	(36,732)
Balance brought forward from Previous Year		28393	65,125
Balance carried to the Balance Sheet		10,166	28,393

Significant Accounting Policies and Notes to Financial Statements- Note "14"

As per our report of even date attached
for **SURESH THAKKAR & CO.**
Chartered Accountants
Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR
Proprietor
MEM. No. 11650

R.M. Thakkar
Director

Urmi. N. Prasad
Director

Place : Vadodara
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014



NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2014

(₹ in thousands)

	31.03.2014	31.03.2013
Note - '1' : SHARE CAPITAL		
Authorised		
5000000 Equity Shares of Rs.10/- each	50,000	50,000
Issued,Subscribed & Paid up		
2240000 Equity Shares of Rs.10/-each fully paid	22,400	22,400
(Out of above 2230000 shares are issued to Gujarat Petrosythese Limited a holding company) without payment received in cash		
Add: 1250000 Equity Shares of Rs.10/-each fully paid issued to Gujarat Petrosythese Limited - holding company)	12,500	12,500
TOTAL	34,900	34,900
Note - '2' : RESERVES AND SURPLUS		
Profit and Loss Account	10,166	28,393
Share Premium		
On allotment of 1250000 Equity Shares of Rs.10/- each fully paid at a premium of Rs.10 per share to Gujarat Petrosythese Ltd a holding company)	12,500	12,500
TOTAL	22,666	40,893
Note '3': LONG TERM BORROWINGS : (UNSECURED LOANS)		
Fixed Deposit from GPL (Holding Company-HO)	36,500	16,000
Fixed Deposit from GPL (Holding Company-Bgl)	5,000	6,000
Fixed Deposits from Directors and Shareholders	7,000	-
From Other Companies:	-	-
GPL Finance and Investments Ltd.	7,100	6,100
Multichem Pvt. Ltd	32,000	30,000
TOTAL	87,600	58,100
Note '4': Differed tax Liability (Net)		
Differed tax Liability (Net)	279	-
TOTAL	279	-
Note '5': SHORT TERM BORROWINGS : (SECURED LOANS)		
Cash Credit Limit :		
From Axis Bank :		
Secured against the hypothecation of stocks and other Current Assets	-	17,157
TOTAL	-	17,157
Note '6': CURRENT LIABILITIES & PROVISIONS		
TRADE PAYABLE		
Sundry Creditors for Expenses	11,859	12,574
Sundry Creditors for Goods	4,673	1,902
Outstanding Liabilities	3,101	23,011
From Holding Company	856	4,356
TOTAL	20,489	41,843
Note '7': SHORT TERM PROVISIONS		
Provision for Frindge Benefit Tax	451	451
Provision for Income Tax	7,838	7,838
TOTAL	8,289	8,289

NOTE -8 : FIXED ASSETS (₹ in thousands)

ASSETS	RATE	GROSS BLOCK						DEPRECIATION				NET BLOCK	
		As On 01.04.2013	Additions for the year		Subs Recd. Sales	As On 31.03.2014	As On 01.04.2013	For the Year	Subs Recd. Sales	As On 31.03.2014	As On 31.03.2014	As On 31.03.2013	
			Apr-Sept	Oct-Mar									
Land	0%	2760	0	0	0	2760	0	0	0	0	2760	2760	
Land at Dahej	0%	30116	3836	1825	0	35777	0	0	0	0	35777	30116	
Building	10%	7697	0	0	0	7697	4380	332	0	4711	2985	3317	
Furniture & Fixtures	18.10%	1091	0	0	0	1091	859	42	0	901	190	231	
Plant & Machinery	27.82%	5320	0	18971	0	24291	4020	386	0	4406	19885	1300	
Lab Equipments	27.82%	2865	0	0	0	2865	2630	65	0	2695	170	235	
Office Equipments	13.91%	3563	0	157	0	3720	3720	173	0	2549	1171	1187	
Vehicles	25.89%	5245	0	0	1653	3592	2921	543	943	2520	1072	2324	
Computers	40%	969	0	0	0	969	822	59	0	880	89	147	
TOTAL		59626	3836	20953	1653	82763	18009	1599	943	18662	64099	41618	
Previous Year :		51184	4360	4082	0	59626	15895	2114	0	18008	41618	35289	



NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2014

(₹ in thousands)

	31.03.2014	31.03.2013
Note '9': TRADE DEPOSIT AND INVESTMENTS		
Trade Deposits (Long Term)	877	877
Fixed Deposits with Banks	25,271	33,733
TOTAL	26,148	34,610
Notes - '10' : INVENTORIES		
CURRENT ASSETS :		
INVENTORIES :		
(As taken, valued, & certified by Director)		
Raw materials (Including Stock in Transit)	32,244	34,475
Packing Materials	-	9
Semi Finished Goods	2,282	3,298
Finished Goods	12,148	28,377
Furnace Oil and Diesel	1,297	1,053
TOTAL	47,971	67,212
Note '11' :SUNDRY DEBTORS		
(Unsecured, considered good)		
More than six months	-	-
Others	5,942	10,641
TOTAL	5,942	10,641
Note '12' :CASH & BANK BALANCES		
Cash-in-hand	71	247
Balance with Banks :	4,218	20,294
TOTAL	4,289	20,541
Note '13': LOANS AND ADVANCES		
Advance Income Tax and FBT	14,405	14,293
Advance to Suppliers	4,130	1,896
Advances for exp	17	18
Cenvat on capital goods Receivable	749	-
Service Tax Credit Receivable	113	152
Prepaid Expences	289	2,387
Balance with Excise Authorities	2,622	3,959
TOTAL	22,308	22,705



NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2014

(₹ in thousands)

	31.03.2014	31.03.2013
NOTES - '15' : SALES		
Domestic Sales	467,385	369,212
Less: Excise Duty	48,276	37,320
Net Sales	419,109	331,892
Export Sales	-	-
TOTAL	419,109	331,892
NOTES - '16': OTHER INCOME		
Excess Recovery of Freight Charges	201	-
Interest Income	2,112	3,545
Miscellaneous Income	346	201
Profit on sales of Assets	47	-
Insurance Claim	12	109
TOTAL	2,718	3,855
NOTES - '17': COST OF RAW MATERIAL CONSUMED		
Opening Stock	18,705	15,770
Opening Stock in Transit	15,769	8,568
Add : Purchases	290,709	264,200
	325,183	288,538
Less : Closing Stock	29,725	18,705
Less : Stock in Transit	2,519	15,769
TOTAL	292,939	254,064
NOTES - '18' : COST OF PACKING MATERIAL CONSUMED		
Opening Stock	9	9
Add : Purchases	242	22
	251	31
Less : Closing Stock	-	9
TOTAL	251	22
NOTES - '19': CHANGES IN INVENTORIES OF FINISHED GOODS AND WIP		
OPENING STOCK		
Finished Goods	28,377	17,933
Semi Finished Goods	3,298	2,674
	31,675	20,607
Less : CLOSING STOCK		
Finished Goods	12,148	28,377
Semi Finished Goods	2,282	3,298
	14,430	31,675
TOTAL	17,245	(11,068)
NOTES - '20': COST OF MANUFACTURING		
Power & Fuel Charges	40,403	39,153
Inward Freight & Cartages	39,425	33,990
Machinery Repairs and Maintenance	1,153	824
Stores and Spares	814	503
Processing Material	97	80
Water charges	940	828
Lab Chem & Exp	159	165
TOTAL	82,991	75,543

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2014

(₹ in thousands)

	31.03.2014	31.03.2013
NOTES - '21': ADMINISTRATIVE AND OTHER EXPENSES		
Vehicle Expenses	1,469	1,415
Computer Expenses	80	75
Conveyance Expenses	326	353
Donations	-	-
Guest House	111	306
Insurance Expenses	667	691
Legal Expenses	5,989	5,790
Management Services Fees	9,600	9,600
Office Expenses	587	364
Pollution Control Expences	200	396
Postage & Courier	20	14
Printing & Stationery	102	78
Rates and Taxes	508	196
Repairs and Maintenance Building	37	19
Repairs and Maintenance others	132	79
Security Expenses	1,421	1,274
Telephone Expenses	338	324
Travelling Expenses	937	1,446
Other Expenses	566	1,151
Service Tax paid	1,353	1,213
Auditor's Remuneration :		
For Statutory Audit	28	28
TOTAL	24,471	24,812
NOTES - '22': STAFF COSTS		
Directors' Remuneration	-	1,350
Salary to Staff	13,266	17,877
Bonus Expenses	639	887
Provident Fund	821	1,030
Gratuity	556	227
Staff Welfare Expenses	550	792
TOTAL	15,832	22,163
NOTES - '23': COST OF SELLING AND DISTRIBUTION		
Sales Promotion Expenses	110	119
TOTAL	110	119
NOTES - '24': COST OF FINANCE		
Bank Charges & Commission	979	121
Bank Interest	564	323
Interest on Unsecured Loans-FD	3,650	4,245
Interest on Others	8	21
TOTAL	5,201	4,710

NOTE '14'- SIGNIFICANT ACCOUNTING POLICIES

- i) a) Financial statements are based on historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956. These historical costs are not adjusted to reflect the impact of changing the value in the purchasing power of money.
b) The Company generally follows the Mercantile System of accounting and recognizes significant items of the income and expenditure on accrual basis except insurance claims and refunds from Government authorities.
- ii) **Fixed Assets:** Fixed Assets are at the cost of acquisition including incidental expenses related to acquisition and installation.
- iii) **Depreciation:**
 - a) The company follows the Straight Line Method of Depreciation. as per the rates prescribed in the Schedule XIV of the Companies Act, 1956.
 - b) Leasehold land is not amortized over the period of lease.
- iv) **Valuation of Inventories:**
 - i) Raw materials and consumables - Valued at lower of cost or realizable value.
 - ii) Processed stock - Valued at estimated cost.
 - iii) Manufactured Finished Goods - Valued at lower of absorption cost or Market value.
 - iv) Obsolete, defective and unserviceable stocks are duly provided for.
- v) **Retirement benefits:**
 - a) The liability of gratuity to the employees is covered under the Group Scheme with the Life Insurance Corporation of India. The annual premium is debited to Profit and Loss Account.
 - b) The liability of leave encashment of employees of covered with LIC. The premium paid is debited to Profit & Loss Account.
- vi) **Taxes on Income:**
 - a) Current Tax: Provision for Income Tax is determined in accordance with the Provisions of Income Tax Act, 1961.
 - b) Deferred Tax Provision: Deferred Tax is recognized on timing difference being difference between taxable incomes and accounting income that originated in one period and are capable of reversal in one or more subsequent period(s).
- vii) **Insurance:** Insurance claims are accounted on cash basis.
- viii) **Stores, spares & Consumable:**
 - i) Stores and spares are charged to revenue in the year of purchase.
 - ii) Consumables are charged to revenue on actual consumption basis.
- ix) **Research and Development:** Research and Development costs (other than cost of fixed assets acquired) are charged as expenses in the year in which they are incurred.
- x) **Cenvat Benefit :** Cenvat benefit is accounted on duty paid materials goods are received in factory premises or when credit is given in excise records by debit to excise duty deposit account. The amount of Cenvat Benefit availed is treated as Deposit of Excise Duty and appropriated against excise duty payment.
- xi) **Lease:**
Assets acquired under finance lease are recognized at the fair value of the leased assets at inception. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge as and when incurred to be debited to Profit and Loss Account.
- xii) **Miscellaneous Expenditure:** Preliminary expenses are written off over a period of five years and are charged on a pro-rata basis for the period of operation.
- xiii) **Investments:** Investments are valued at cost.



Gujarat Polybutenes Private Limited

22. Contingent Liabilities:

- (i) Contingent liability for letter of credit is of Rs. 0.22 crores.
(ii) As per show cause notice from excise department demand raised for duty & penalty of Rs. 8.80 lacs is not acknowledged by company.

23. Security Offered to Bank

Cash Credit from the bank is secured by the hypothecation of stocks of raw materials, stock in process, finished goods, stores and spares and books debts of the Company. The charge is further secured by FDR of Rs. 1.5 (1.5) crores.

24. Loans of Officers

Loans and Advances includes due from officers of the Company Rs. NIL.

25. Outstanding of M S M Enterprises

Based on the information received by the company, the company has not received any intimation from suppliers regarding for their status under Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid or payable as required under the said Act have not been given.

26. Turnover

	Year 2013-2014		Year 2012-2013	
	Qty. (MT)	Value Rs.'000	Qty. (MT)	Value Rs.'000
Sales (Excl. Excise duty)	1902	274041	1611	203214
Sales Other	-	145068	-	128678

27. Consumption of Raw Material

	Year 2013-2014		Year 2012-2013	
	Qty. (MT)	Value Rs.'000	Qty. (MT)	Value Rs.'000
Raw Materials Incl. LPG	-	292938	-	254066

28. Value of Imported and Indigenous Raw Materials consumed during year

	Year 2013-2014		Year 2012-2013	
	Value Rs.'000		Value Rs.'000	
Imported	-	NIL	-	NIL
Indigenous	100	292938	100	254066

29. Opening and Closing Stock of Goods

	As at 31 March 2014		As at 31 March 2013	
	Qty. (MT)	Value Rs.'000	Qty. (MT)	Value Rs.'000
Polybutene	81.079	11978	207.514	27984
Others	08.344	170	25.041	392
Total	89.423	12148	232.555	28376

30 (A) Capacity and Production - Polybutens

- i) Licensed Capacity (in M T) Not Applicable
ii) Installed Capacity (in M T) 7380 *
iii) Production (in M T) 1775.680 (1615.244)

* as certified by management & accepted by Auditors being technical matter.

31 C I F Value of Imports

Raw Material	NIL
Capital Goods	NIL

32 Expenditure in Foreign Currency.

Traveling	Rs. Nil	(Rs. Nil)
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33 Earnings in Foreign Currency.

	Rs. Nil	(Rs. Nil)
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Gujarat Polybutenes Private Limited

34	Amount remitted in Foreign Currency	NIL	(Rs.NIL)
35	Segment Reporting The company is engaged in the business of manufacturing and selling Polybutenes and it's by products, which constitutes a single business segment and accordingly, disclosures are not being made as required Under Section AS-17 issued by the ICAI.		
36	Deferred Tax Assets	As at 31st March 2014 Rs.'000	As at 31st March 2013 Rs.'000
	Tax impact of differences between books Depreciation in the Financial Statements and depreciation as per Income Tax	Nil	535
37	Deferred Tax Liability	31st March 2014 Rs.'000	31st March 2013 Rs.'000
	Tax impact of differences between books Depreciation in the Financial Statements and depreciation as per Income Tax	279	Nil
38	Earning Per Shares		
	a) Net Loss (Numerator used for calculation)	Rs.(182.27) lacs	Rs.(367.32) lacs
	b) Weighted Average No. of Equity Shares used as denominator for calculating EPS	34, 90,000	34, 90,000
	c) Basic and Diluted Earnings per share (Rs.) (Equity shares of face value of Rs. 10 each) (Due to loss not calculated).	Rs. 0.00	Rs.0.00

39 Transactions with Related Parties.

In accordance with the Accounting Standard (AS-18) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below.

A. Relationship

I) Enterprises having significant control over the Company
Gujarat Petrosynthese Ltd (Holding Co).

II) Key Management Personnel

Name	Designation
Ms. Urmi Prasad	Director
Dr. R M Thakkar	Director
Ms. Charita Thakkar	Director

B. Following transactions were carried out with related parties in the ordinary course of business.

Related party Transaction	Enterprises having significant control over the Company	Key Management Personnel	Total
(a) Transfer of Exp. From Holding Company	13636 (14809)	- -	13636 (14809)
(b) Loans (Net)	26001 (19841)	7000 (Nil)	33001 (19841)
(c) Payment to Dr . S. R. Thakkar - Executive Chairman	- -	Nil (1350)	Nil (1350)

40. (i) No adjustments of provision of Income Tax with advance I T & TDS paid for F Y 2005-06 is made even though I T Assessment order for Asst. Year 2006-07 is received by the company on account of non receipt of refund & pending application for rectification.



Gujarat Polybutenes Private Limited

- (ii) No Assessment orders or intimations u/s 143 (1) are received for A Y 2007-08, hence no adjustments for provision of I Tax and advance tax of I Tax is made.
- (iii) No orders of F B T are received for A Y 2006-07 to 2008-09 hence no adjustments for provision of F B T and advance F B T is made.
- (iv) No provision for tax is made due to loss.
41. The company has entered into an agreement with GIDC, Ankleshwar, for purchase of Plot No. CH/22, at Dahej – I, Industrial Estate valuing Rs. 3.10 crores, is paid in full.
42. Management has decided to write off Debit/ credit old balances carried forward, resulting net income of Rs.17.24 lacs, which is treated as extra ordinary item.
43. (A) Balances of certain debtors, creditors, & loans & advances are subject to confirmations, reconciliation and adjustments, if any, having consequential impact on loss of the year, assets & liabilities, the amounts whereof are presently not ascertainable. However, the management does not expect material difference affecting the current year's financial statements.
- (B) In the opinion of the Board, the current assets & loans & advances have a value on relation in ordinary course of business at least equal to the amounts at which they are stated. The provision for the depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
44. Previous year's figures have been re-grouped and re-arranged wherever necessary.
45. Figures have been rounded off to the nearest rupee.
46. Figures in bracket relate to the previous year and in case of non-existence of Previous year's figures, the same are not given.

Signatures to Notes "1" to "46"

As per our report of even date attached
for **SURESH THAKKAR & CO.**
Chartered Accountants
Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR
Proprietor
MEM. No. 11650

R.M. Thakkar
Director

Urmi. N. Prasad
Director

Place : Vadodara
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014



Gujarat Polybutenes Private Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

(₹ in Lacs)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	(188.11)	(367.32)
Adjustments for:		
Depreciation and amortisation	15.98	21.13
(Profit) / loss on sale / write off of assets	(0.47)	0.00
Finance costs	52.01	47.10
Interest income	(21.12)	(35.45)
Dividend income		32.78
Operating profit / (loss) before working capital changes		
Changes in working capital:		
Adjustments for :		
(increase) / decrease in operating assets:		
Inventories	192.40	(211.59)
Trade receivables	46.99	63.04
Short-term loans and advances	3.97	78.66
Other non-current assets	(1.46)	
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(199.55)	99.81
Other current liabilities	(171.56)	
Long-term provisions		99.81
Cash flow from extraordinary items		
Cash generated from operations	(270.92)	(304.62)
Net income tax (paid) / refunds		
Net cash flow from / (used in) operating activities (A)	(270.92)	(304.62)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(247.89)	
Proceeds from sale of fixed assets	7.56	
- Others	-	(27.30)
Proceeds from sale of long-term investments		
- Others		1.91
Interest received		
- Others[Fixed Deposits]	21.12	35.45
Cash flow from extraordinary items		
Net income tax (paid) / refunds		
Net cash flow from / (used in) investing activities (B)	(219.21)	10.06
C. Cash flow from financing activities		
Proceeds from issue of equity shares	0	125
Proceeds from long-term borrowings	295	
Repayment of long-term borrowings	-	(461.55)
Repayment of other short-term borrowings	-	(171.09)
Finance cost	(52.01)	(47.10)
Tax on dividend		
	242.99	(554.74)
Cash flow from extraordinary items		
Net cash flow from / (used in) financing activities (C)	242.99	(554.74)
Net increase/(decrease) in Cash and cash equivalents (A+B+C)	(247.14)	(849.30)
Cash and cash equivalents at the beginning of the year	542.74	1392.04
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year	295.60	542.74
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
* Comprises:		
(a) Cash on hand	0.71	2.47
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	42.18	202.94
(ii) In EEFC accounts		
(iii) In deposit accounts with original maturity of less than 3 months		
(iv) In earmarked accounts (give details) (Refer Note (ii) below)		
(d) Others (specify nature)		
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)	252.71	337.33
	295.60	542.74

As per our report of even date for **SURESH THAKKAR & CO.** Chartered Accountants Firm Regn. No. 110702W

For and on behalf of the Board of Director

SURESH THAKKAR
Proprietor
MEM. No. 11650

R.M. Thakkar
Director

Urmi. N. Prasad
Director

Place : Vadodara
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014

Place : Mumbai
Date : 31.05.2014



DIRECTORS' REPORT

The Directors have pleasure in placing before you the 20th Annual Report of the Company, together with the Audited Statement of Accounts for the year ended 31st March 2014.

OPERATIONS DURING THE YEAR

During the year the Company earned an income of Rs. 13.81 lacs and reported a net Profit of Rs.11.24 lacs during the year.

DIVIDEND

Your Directors do not recommend any dividend.

DIRECTORS

Ms. Charita Thakkar, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment. The Board recommends her re-appointment.

OTHER INFORMATION

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, Part A and B relating to conservation of energy and technology absorption are not applicable to the Company.

PERSONNEL

As required by provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 as amended the names and other particulars who are drawing remuneration of Rs. 60.00 lacs per annum or more or Rs. 5.00 lacs p.m. or more are NIL

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors hereby states as under:

- a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) That the Board had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the period.
- c) That the Board 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.
- d) That the Board had prepared the annual accounts on a going concern basis.

DEPOSITS

The Company has not accepted any deposit during the year.

SECRETARIAL AUDIT

A Compliance Certificate issued by Practicing Company Secretaries, pursuant to section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001 is attached to this report.

AUDITORS

M/s. Ford, Rhodes, Parks & Co. retires at the Annual General Meeting and being eligible offer themselves for reappointment. The Board recommends the reappointment. Members are requested to reappoint the Auditors for the current financial year and authorize the Board to fix their remuneration. As per Section 217(3) of the Companies Act, 1956 the notes/ comments of Auditors referred to in the Auditors' Report are self explanatory and give complete information.

Acknowledgments

Your Directors acknowledges with gratitude the co-operation and assistance received from the Bankers, staff and all those associated with the Company during the year under review.

By Order of the Board
GPL Finance and Investments Limited

Place : Mumbai
Date : 31st May, 2014

R. M. THAKKAR
DIRECTOR

Urmi. N. Prasad
DIRECTOR



Compliance Certificate

[as per rule 3 of the Companies (Compliance Certificate) Rules, 2001]

Registration No. of the Company : 11 -76332

Nominal Capital : Rs. 1,00,00,000/-

To,

The Members,
GPL Finance and Investments Ltd.,
Plot No. 1, Compartment No. 2,
Marol Co-operative Industrial Estate, M.V. Road,
J.B. Nagar Post, Andheri (E), Mumbai - 400 004.

We have examined the registers, records, books and papers of GPL Finance and Investments Ltd. (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year beginning from 1st April, 2013 and ending on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, at the time stated in the said annexure.
3. The Company, being a public limited Company, the restrictive clauses as provided in section 3(1)(iii) of the Act is not applicable. Hence, comments are not required.
4. The Board of Directors duly met 4 times on 24th May, 2013, 13th July, 2013, 24th Oct., 2013, and 31st Jan., 2014 in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose.
5. The Company was not required (and not opted) to close its Register of Members, during the financial year under review.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 17th Sept., 2013 after giving notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its directors and/ or persons or firms or companies referred in the section 295 of the Act.
9. The Company has complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. i) There was no allotment/ transfer/ transmission of securities during the financial year;
ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
iii) The Company was not required to post warrants to any members of the Company as no dividend was declared during the financial year.
iv) The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.



GPL Finance and Investments Limited

- v) The Company has complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of alternate directors, additional directors, and directors to fill casual vacancies during the financial year. Ms. Ursula R Thakkar has resigned as a director of the company and the information of which have been uploaded with the MCA Portal.
 15. The Company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
 16. The Company has not appointed any sole-selling agent during the financial year.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/ or such authorities prescribed under the various provisions of the Act, during the financial year.
 18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has not issued shares, debentures or other securities during the financial year.
 20. The Company has not bought back any shares during the financial year.
 21. The Company does not have any redeemable preference shares or debentures and hence the question of redemption does not arise at all.
 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.
 23. The Company has not invited/ accepted any deposits including unsecured loans falling within the purview of sections 58A during the financial year.
 24. The amount borrowed by the Company during the financial year ending 31st March, 2014 is within the borrowing limits of the Company.
 25. Being finance company, as per provisions of section 372A(8) of the Act, the provisions of section 372A of the Act, relating to inter corporate loans and investments are not applicable.
 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 its Articles of Association during the year under scrutiny.
 31. As per the information given by the management, no prosecution has been initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
 32. The Company has not received any security deposits from its employees during the financial year.
 33. The Company has not constituted for its employees, Provident Fund scheme of its own, as per the meaning of section 418 of the Act.

**for J. J. Gandhi & Co.
Company Secretaries**

Place : Vadodara
Date : 31st May, 2014

**(J. J. Gandhi)
Proprietor**

ANNEXURE 'A'

Registers as maintained by the Company

1. Register of Members u/s 150
2. Register of Transfers
3. Register of Directors, Managing Director, Manager and Secretary u/s 303
4. Register of Directors shareholding u/s 307
5. Register of contracts, companies and firms in which directors are interested u/s 301(3)
6. Register of charges u/s 143
7. Minutes of Meeting of Board of Directors u/s 193
8. Minutes of Meeting of General Meeting u/s 193

ANNEXURE 'B'

Forms and Returns as filed by the Company with the Registrar of Companies, during the financial year ending on 31st March, 2014.

Sr. No	Form No.	Filed under section	For	SRN No.	Uploaded with MCA21 on
1	Form No. 23AC & 23ACA	220	Balance sheet and its attachment	Q14111264	17/10/2013
2	Form No. 66	383A	Compliance Certificate	Q13734124	15/10/2013
3	Form No. 20B	159	Annual Return	Q13425061	13/10/2013
4	Form No.32	303	For Cessation of Ms. Ursula R. Thakkar	B98221906	11/03/2014



INDEPENDENT AUDITOR'S REPORT

To the Members of GPL Finance & Investments Limited.

Report on the Financial Statements

We have audited the accompanying financial statements of GPL Finance & Investments ("the Company"), which comprise the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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.

Opinion

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("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.
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 and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet and Statement of Profit and Loss 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 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

Astha Kariya
Partner
Membership No. 122491

Place : Mumbai
Date : 31st May, 2014

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph thereof)

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 (the Act), and on the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of the audit, we further report that: -

1. During the year the company has not disposed off a substantial part of fixed assets so as to affect the going concern status of the company.
2. The Company did not hold any inventories during the year.
3. (a) The Company has granted interest bearing unsecured loans to one company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 71,00,000 and the year-end balance of such loans granted was ₹ 71,00,000.
(b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the Company, are not prima facie prejudicial to the interest of the Company.
(c) These loans given by the Company are repayable on demand.
(d) The Company has not taken any loan secured or unsecured from companies, firms or other party covered in the register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase of shares and fixed assets and for sale of shares. The Company does not have any sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. a) On the basis of our examination of our books of accounts and according to the information and explanation given to us, we are of the opinion that transactions that need to be entered in to the register in pursuance of Section 301 of the Act have been so entered in the said register.
6. The Company has not accepted any deposits from the public within the meaning of the provisions of Sections 58A and 58AA or any relevant provisions of the Act.



GPL Finance and Investments Limited

7. *The Company did not have internal audit system in operation during the year.* However, in our opinion, the Company had adequate internal control systems in place during the year, commensurate with its size and the nature of its business.
8. The Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956, of the Company.
9. (a) According to the information and explanations given to us by the management and on the basis of examination of the books of accounts carried out by us, the Company does not have any employee on its payroll. Hence the question of depositing Provident Fund and Employees' State Insurance dues does not arise. The Company has been regular in depositing undisputed statutory dues including Investor Education and Protection Fund, Income tax, Sales tax, Wealth tax, Service tax, Excise duty, Cess and other statutory dues, wherever applicable, with the appropriate authorities. There were no undisputed arrears of statutory dues in respect of Income tax, Sales tax, Wealth tax, Service Tax, Excise duty and Cess outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.

(b) According to information and explanations given to us and the records of the Company examined by us, there were no disputed dues in respect of Income tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty and Cess not deposited as at 31st March, 2014.
10. There are no accumulated losses of the Company as on 31st March, 2014
11. The Company has not taken any loan from financial institution or bank nor has it has issued debentures.
12. As per the books and records of the Company examined by us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the nature of the activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / societies.
14. In our opinion, the Company has maintained proper records of transactions and contracts in respect of dealing and trading in shares, securities, debentures and other securities during the year and timely entries have been generally made therein. All shares, securities, debentures and other securities have been held by the Company in other securities its own name.
15. According to the information given to us, the Company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.
16. On the basis of our examination and according to the information given to us the Company has not taken any term loans.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have we been informed of any instance of fraud on or by the Company during the year.

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

Astha Kariya
Partner
Membership No. 122491

Place : Mumbai
Date : 31st May, 2014



GPL Finance and Investments Limited

BALANCE SHEET AS AT 31ST MARCH 2014			
(₹ in thousands)			
	Notes	31.03.2014	31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	10,000	10,000
(b) Reserves and Surplus	3	4,894	3,770
(2) Non-current Liabilities			
(a) Deferred tax liability (net)	4	-	-
(3) Current Liabilities			
(a) Other Current Liabilities	5	105	1,057
Total		14,999	14,827
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets		-	-
(i) Tangible Assets			
(ii) Intangible Assets			
(b) Non-current Investments	6	7,198	6,598
(c) Long-term Loans and Advances	7	98	85
(2) Current Assets			
(a) Cash and Cash Equivalents	8	401	1,237
(b) Short-term Loans and Advances	9	7,101	6,383
(c) Other Current Assets	10	201	524
Total		14,999	14,827
Significant Accounting Policies			
Notes to the Financial Statements 1 to 18			
As per our report of even date attached			
For FORD, RHODES, PARKS & CO For and on behalf of the Board of Director			
Chartered Accountants			
Firm Regn.No.102860W			
Sd/-	Sd/-	Sd/-	
ASTHA KARIYA	R.M.THAKKAR	URMI .N. PRASAD	
Partner	Director	Director	
Membership No.122491			
Place : Mumbai	Place : Mumbai	Place : Mumbai	
Date : 31.05.2014	Date : 31.05.2014	Date : 31.05.2014	

PROFIT AND LOSS ACCOUNT AS ON 31ST MARCH 2014			
(₹ in thousands)			
	Notes	31.03.2014	31.03.2014
Revenue from Operations	11	576	413
Other Income	12	805	302
Total Revenue		1,381	715
Expenses :			
Depreciation and Amortisation Expense	-	25	
Other Expenses	12	92	240
Total Expenses		92	265
Profit before tax		1,289	450
Tax Expenses :			
Current Tax		161	160
Deferred Tax		-	(24)
Prior Year Tax Adjustment		4	-
Profit from the year		1,124	314
Earning per equity share:	15		
(1) Basic			
(2) Diluted			
As per our report of even date attached			
For FORD, RHODES, PARKS & CO For and on behalf of the Board of Director			
Chartered Accountants			
Firm Regn.No.102860W			
Sd/-	Sd/-	Sd/-	
ASTHA KARIYA	R.M.THAKKAR	URMI .N. PRASAD	
Partner	Director	Director	
Membership No.122491			
Place : Mumbai	Place : Mumbai	Place : Mumbai	
Date : 31.05.2014	Date : 31.05.2014	Date : 31.05.2014	

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

₹ in thousands

	31.03.2014	31.03.2013
2. SHARE CAPITAL		
Authorised		
1,000,000 equity shares of ₹ 10 each	10,000	10,000
	10,000	10,000
Issued, subscribed and paid-up		
1000,000 equity shares of ₹ 10 each, fully paid-up	10,000	10,000
	10,000	10,000
a. Out of the above equity shares, 999,940 shares are held by The Holding Company - Gujarat Petrosynthese Limited.		
b. Details of shareholders holding more than 5% in Company		
The Holding Company - Gujarat Petrosynthese Limited.		
- No. of shares	1,000	1,000
- % holding	10	10
c. Terms / rights attached to equity shares		
The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
3. RESERVES AND SURPLUS		
Surplus in statement of profit and loss		
Balance as per last financial statements	3,770	3,456
Profit for the year	1,124	314
TOTAL	4,894	3,770
4. DEFERRED TAX LIABILITIES (NET)		
Deferred tax assets		
Deferred tax liabilities :		
Fixed asset depreciation differential	-	24
TOTAL	-	24
5. Other Current Liabilities :		
Creditors Others	105	1,057
TOTAL	105	1,057



GPL Finance and Investments Limited

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

₹ in thousands

	31.03.2014		31.03.2013	
	No.	Value	No.	Value
6. Non Current Investment				
(At cost - non-trade)				
Equity shares :				
Quoted :				
Andhra Sugars Limited.	500	57	500	57
Kingfisher Airlines Limited.	100	29	100	29
Alfa Lavel (India) Limited.	150	173	150	173
Andhra Bank Limited.	5363	500	5363	500
Avanti Feeds Limited.	1000	87	1000	87
Alstom Projects India Limited.	50	21	50	21
Astrazeneca Pharma India Limited.	300	203	300	203
Bhagyanagar India Limited.	200	16	200	16
Castrol India Limited.	8200	488	4100	488
CESC Limited.	50	35	50	35
Disa India Limited.	100	149	100	149
Exide Industries Limited.	10	0	10	0
Foseco India Limited.	500	199	500	199
Grasim Industries Limited.	15	55	15	55
Gujarat NRE Coke Limited.	462	43	462	43
Hindustan Organic Chemicals Limited.	1500	54	1500	54
Hindustan Oil Exploration Co Limited.	100	17	100	17
ICRA Limited.	20	22	20	22
Kodak Mahindra Bank Limited.	30	20	30	20
Maharashtra Polybutenes Limited.	50	1	50	1
Maan Aluminium Limited.	50	-	50	-
Mirc Electronic Limited.	200	8	200	8
NTPC Limited.	134	8	134	8
Orchid Chemicals Pharmaceuticals Limited.	100	37	100	37
Pratibha Industries Limited.	500	44	500	44
Reliance Industries Limited.	2872	1,613	2872	1,613
Reliance Infrastructure Limited.	150	257	150	257
Reliance Communications Limited.	1050	774	1050	774
Reliance Power Limited.	50	49	50	49
Siemens Limited.	550	493	550	493
Sterlite Industries (India) Limited.	500	88	500	88
Subros Limited.	1500	76	1500	76
State Bank of India	100	217	100	217
Triveni Limited.	700	62	700	62
Larsen Toubro Limited.	550	752	550	752
Colgate-Palmolive (India) Limited.	150	64	150	64
Sun Pharmaceutical Industries Limited.	500	91	500	91
Sun Pharma Advance Research Company Limited.	100	-	100	-
Srinivas Shipping Project Limited.	200	46	200	46
Ultratech Cement Limited	8	-	8	-
Uniflex Cables Limited.	1000	43	1000	43
TOTAL A		6,891		6,891
Unquoted :				
Good Value Marketing Company Limited.	3450	182	3450	182
Haryana Petro Chemicals Limited.	1200	21	1200	21
Nagarjuna Finance Limited.	10000	363	10000	363
Suman Motels Limited.	900	16	900	16
Southern Magnesium and Chemicals Limited.	75000	825	75000	825
TOTAL B		1,407		1,407
TOTAL (A+B)		8,298		8,298
Less : Provision for Diminution in Value of Investments		1,100		1,700
		7,198		6,598
Note:				
Quoted Investments - Cost and Market Value				
Cost		6,891		6,845
Market Value		9,907		8,431
Unquoted Investments - Cost		1,407		1,407



GPL Finance and Investments Limited

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

₹ in thousands

	31.03.2014	31.03.2013
7. Long Term Loans and Advances (Unsecured, considered good)		
Advance tax earlier period (net of provisions)	98	85
	<u>98</u>	<u>85</u>
8. Cash and Cash Equivalents		
Bank balances :		
On current account	374	1,233
Cash in Hand	27	4
TOTAL	<u>401</u>	<u>1,237</u>
9. Short Terms Loans and Advances (Unsecured, considered good)		
Loan to fellow subsidiary company :		
Gujarat Polybutenes Pvt Ltd	7,100	6,100
Others	-	265
Advance tax (net of provisions)	1	18
TOTAL	<u>7,101</u>	<u>6,383</u>
10. Other Current Assets (Unsecured, considered good)		
Other receivables	13	396
Interest accrued	188	128
TOTAL	<u>201</u>	<u>524</u>
11. Revenue from Operations		
Interest on Loan	576	413
TOTAL	<u>576</u>	<u>413</u>
12. Other Income		
Dividend on Long-term Investments	205	182
Provision for Diminution in Value of Investments written back	600	-
Interest on Income Tax Refund	-	1
Profit on Sale of Flats	-	119
TOTAL	<u>805</u>	<u>302</u>
13. Other Expenses		
Accounting Charges	18	18
Bank Charges	-	8
Conveyance Charges	7	7
Printing and Stationery	7	7
Stamp duty expenses	-	150
Filing Fees	-	4
Professional Retainer Fees	29	15
Auditors Remuneration	18	22
Miscellaneous Expenses	8	9
Office Expenses	5	-
TOTAL	<u>92</u>	<u>240</u>



GPL Finance and Investments Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

₹ in thousands

	31.03.2014	31.03.2013
14 Remuneration to Auditors : (Inclusive of Service Tax)		
Audit Fees	18	18
Taxation Services	4	4
Out of Pocket Expenses	-	-
	<u>22</u>	<u>22</u>
15 Earnings per share:		
Profit attributable to Equity Shareholders	1,124	314
Number of Equity Shares	1,000	1,000
Nominal Value of Equity Shares	10	10
	<u>1.12</u>	<u>0.31</u>

16 No Vendors have informed of their bearing registered under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, as per the information available with the company there are no amount Payable to such Vendors at the year end.

17 Related Party Disclosure:

a) Entities under Common Control:

1) Gujrat Petrosynthese Ltd- Holding Company

b) Key management personnel

1) R.M.Thakkar

c) Other Related Parties were transaction are taken during the year

1) Gujrat Polybutenes Pvt Ltd-Fellow Subsidiary Company

Particulars	Fellow Subsidiary Company 31.03.2014	Key management personnel 31.03.2013
Income		
Interest	576.12 (412.89)	412.89 (559.48)
Advance received		
Loan given - Gujarat Polybutenes Pvt Ltd	1,000.00 (1,600.00)	16,000.00 (1,400.00)
Outstanding		
Payable		
Receivable	7,100.00 (6,100.00)	6,100.00 (4,500.00)

Figures in bracket indicate previous years figure.

18 Previous years figures have been regrouped/ re classified wherever necessary.

As per our report of even date
For Ford, Rhodes, Parks & Co.
 Chartered Accountants
 Firm Registration No. 102860W

For and on behalf of the Board of Directors

ASTHA KARIYA
 Partner
 Membership No. 122491

R.M.THAKKAR
 Director

URMI.N.PRASAD
 Director

Place : Mumbai
 Date : 31st May, 2014

Place : Mumbai
 Date : 31st May, 2014

Place : Mumbai
 Date : 31st May, 2014



**AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS TO THE
BOARD OF DIRECTORS OF GUJARAT PETROSYNTHESES LIMITED**

We have examined the attached consolidated Balance Sheet of Gujarat Petrosynthese Limited (the company) and its subsidiaries as at 31st March 2014, the consolidated Profit and Loss and also the consolidated Cash Flow Statement for the Year on 31st March 2014.

These Consolidated 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. We conducted our audit in accordance with generally accepted auditing standards in India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An Audit includes assessing the accounting principles and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for opinion.

We did not audit the financial statement of subsidiaries, GPL Finance & Investments Limited whose financial statements reflect total assets of Rs. 14,999 thousands as at 31st March 2014 and the total revenue of Rs. 1381 thousands for the year on 31st March 2014 and Gujarat Polybutenes Private Limited whose financial statements reflect total assets of Rs. 174,223 thousands as at 31st March 2014 and the total revenue of Rs. 421,827 thousands for the year on 31st March 2014. These Financial statements have been audited by other auditors whose report have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of subsidiary, is based on the report of the other auditors.

We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard 21 - Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India, and on the basis of the separate audited financial statement of the Company and its subsidiary included in the consolidated financial statements.

On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of the company and its aforesaid subsidiaries and to the best of our information and according to explanations given to us, we are of the opinion that the said consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India to the extent applicable, in case of

- (a) The Consolidated Balance Sheet, of the state of affairs of the Company and its subsidiaries as a Group as at 31st March 2014.
- (b) The Consolidated Profit and Loss Account, of the consolidated results of operations of the company and its subsidiaries for the year ended on as on that date; and
- (c) The Consolidated Cash Flow Statement, of the consolidated cash flows of the company and its subsidiaries for the year ended on that date.

For SJH & Co
Chartered Accountants

A.Jagannath Babu
Partner
M. No. 020115

Place: Bengaluru
Date : 31st May, 2014



Gujarat Petrosynthese Limited

Consolidated Balance Sheet of Gujarat Petrosynthese Limited and it's subsidiary Company as at 31st March, 2014

(₹ in thousands)

	Note No.	As on 31.03.2014	As on 31.03.2013
I EQUITY AND LIABILITIES			
1 a) Share Capital	1	56,442	51,692
b) Reserves and Surplus	2	144,111	153,921
c) Money received against share warrants		4,594	-
		205,147	205,613
2 Share application money pending allotments			
3 Minority Interest on Equity	3	1	1
4 Non-Current Liabilities	4		
a) Long-term borrowings		46,100	36,100
b) Deferred tax liabilities (Net)		1,959	5,103
c) Other Long-term liabilities		-	17,157
d) Long-term provisions		-	-
		48,059	58,360
5 Current Liabilities			
a) Short-term borrowings			
b) Trade payables	5	31,370	56,538
c) Other Current liabilities	6	211	162
d) Short term provisions	7	23,360	23,197
		54,941	79,897
TOTAL		308,148	343,871
II ASSETS			
1 Non-Current Assets			
a) Fixed assets			
i) Tangible assets	8	116,522	93,314
ii) Intangible assets			
iii) Capital work-in-progress			
iv) Intangible assets under development			
b) Non-current investments	9	12,498	10,598
c) Deferred tax assets (net)	4		
d) Long-term loans and advances			
e) Other non-current assets		129,020	103,912
2 Current Assets			
a) Inventories	10	51,622	72,010
b) Trade receivables	11	24,509	32,197
c) Cash and Cash equivalents	12	36,337	64,818
d) Short -term loans and advances	13	57,223	57,863
e) Other current assets	14	9,437	13,071
		179,128	239,959
TOTAL		308,148	343,871
Significant accounting policies and Notes to the financial statements	22		

As per our report of even date

For and on behalf the Board of Directors

For SJH & CO.,
CHARTERED ACCOUNTANTS
Firm's Reg. No. 012106S

(A. JAGANNATH BABU)
PARTNER

R. M. THAKKAR
CHAIRMAN & MANAGING DIRECTOR

URMI N. PRASAD
EXECUTIVE DIRECTOR

PLACE : Bengaluru
DATE : 31st May, 2014

PLACE : Mumbai
DATE : 31st May, 2014

PLACE : Mumbai
DATE : 31st May, 2014



Gujarat Petrosynthese Limited

Consolidated Profit and Loss Account of Gujarat Petrosynthese Limited and its subsidiary Company as at 31st March, 2014

(₹ in thousands)

	Note No.	As on 31.03.2014	As on 31.03.2013
I Revenue from Operations	15	509,035	437,957
II Other Income	16	5,273	5,739
III Total Revenue (I + II)		514,308	443,696
IV Expenses			
Cos of material consumed	17	365,312	339,619
Purchase of Stock-in-trade			
Changes in inventories of finished goods, work in progress and Stock-in-trade	18	17,263	(11,224)
Employee benefits expense	19	32,465	38,979
Finance Costs	20	4,222	3,519
Depreciation and amortization expenses	8	5,461	5,739
Other expenses	21	119,449	110,005
Total Expenses		544,172	486,637
V Profit before exceptional and extraordinary items and tax (III - IV)		(29,864)	(42,941)
VI Exceptional Items		(1,399)	
VII Profit before extraordinary items and tax (V - VI)		(28,465)	(42,941)
VIII Extraordinary items		3,798	
IX Profit before tax (V - VI)		(24,667)	(42,941)
X Tax expense			
(a) Current Tax		161	160
(b) Deferred Tax		(3,143)	(24)
XI Profit / (Loss) for the period from continuing operations (after tax) (IX - X)		(21,685)	(43,077)
XII Profit / (Loss) for the period from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)		-	-
XV Profit / (Loss) for the period (XI-XIV)		(21,685)	(43,077)
XVI Earnings per equity share:			
(a) Basic			
(b) Diluted			
See accompanying notes to the financial statements			

As per our report of even date

For SJH & CO.,
CHARTERED ACCOUNTANTS
Firm's Reg. No. 012106S

For and on behalf the Board of Directors

(A. JAGANNATH BABU)
PARTNER

R. M. THAKKAR
CHAIRMAN & MANAGING DIRECTOR

URMI N. PRASAD
EXECUTIVE DIRECTOR

PLACE : Bangalore
DATE : 31st May, 2014

PLACE : Mumbai
DATE : 31st May, 2014

PLACE : Mumbai
DATE : 31st May, 2014



NOTES TO FINANCIAL STATEMENT PART OF THE BALANCE SHEET

(₹ in thousands)

	31.03.2014	31.03.2013
NOTE-1: SHARE CAPITAL		
Authorized		
80,00,000 equity shares of ₹ 10/- each	80,000	80,000
Issued, Subscribed and Paid-up		
56,44,166 Equity shares of Rs.10/- each fully paid up	<u>56,442</u>	<u>51,692</u>
Total	56,442	51,692
Details of shareholders holding more than 5% in Company		
Ramesh M Thakkar - holds 308589 eq.shares - 5.46%		
Charita Thakkar - holds 310342 eq.shares - 5.50%		
Urmi N Prasad - holds 330416 eq.shares - 5.85%		
Ursula Thakkar-holds 352906 eq.shares - 6.25%		
Yashashree Commercial Service Pvt Ltd-holds 475000 eq.shares - 8.41%		
LIC of India - holds 538557 eq.shares - 9.54%		
NOTE-2: RESERVES & SURPLUS		
Capital Reserves		
General Reserves	153,921	196,998
Surplus in Profit / (Loss) account		
Balance brought forward from earlier period		
Prior period expenses		
Surplus in Profit / (Loss) account for the period	(21,685)	(43,077)
Share Premium	<u>11,875</u>	<u>-</u>
Total	144,111	153,921
NOTE-3: MINORITY INTEREST ON EQUITY		
GPL Finance and Investment Ltd		
60 Equity shares (2003-2004:60) held by minority		
Interest (0.01% holding, 2003-2004 : 0.01% holding)	1	1
Gujarat Polybutenes Pvt Ltd	<u>-</u>	<u>-</u>
Total	1	1
NOTE-4: NON-CURRENT LIABILITIES		
a) Long-term borrowings	46,100	36,100
b) Deferred tax liabilities (Net)- Fixed assets diffrencial	1,959	5,103
c) Other Long-term liabilities - Cash Credit Account	-	17,157
d) Long-term provisions	<u>-</u>	<u>-</u>
Total	48,059	58,360
NOTE-5: TRADE PAYABLES		
Creditors for Expenses	12,754	13,578
Creditors for Goods	15,256	14,326
Creditors for Others	<u>3,360</u>	<u>28,634</u>
Total	31,370	56,538
NOTE-6: OTHER CURRENT LIABILITIES		
Advance Received from Others	100	100
Advance Received from Customers	<u>111</u>	<u>62</u>
Total	211	162
NOTE-7: SHORT-TERM PROVISIONS		
Provision for employee benefits	201	178
Provision for Others / Expenses	1,899	1,759
Others		
Provision for Taxation	<u>21,260</u>	<u>21,260</u>
Total	23,360	23,197

NOTE 8 - DETAILS OF FIXED ASSETS (AS PER COMPANIES ACT) FOR THE F.Y.2013-2014 (₹ in thousands)

ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK			
	As at 01.04.2013	Additions before 30th Sep	Additions After 1st Oct	Additions	Total As at 31.03.2014	As at 01.04.2012	For the Year ended 31.01.2014	Deductions	Total Deprn.	As at 31.03.2014	As at 31.03.2013
Tangible Assets											
Leasehold Land	18,494	-	-	-	18,494	-	-	-	-	18,494	18,494
Lant at Dahej	30,116	3,836	1,825	5,661	35,777	-	-	-	-	35,777	30,116
Freehold Land	4,419	-	-	-	4,419	-	-	-	-	4,419	4,419
Factory Building	25,328	-	-	-	25,328	12,501	921	-	13,421	11,907	12,827
Flats	-	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	43,773	4,293	18,971	23,264	67,037	27,818	2,416	-	30,235	36,802	15,956
Electrical Installation	2,422	-	-	-	2,422	1,885	115	-	2,000	421	537
Vehicles	10,869	-	-	-	9,216	5,309	1,077	943	5,442	3,774	5,561
Laboratory Equipment	5,168	-	-	-	5,168	4,405	174	-	4,579	589	764
Furniture & Fixtures	3,268	7	-	7	3,275	1,948	181	-	2,129	1,147	1,321
Jigs & Moulds	352	-	-	-	352	157	-	-	157	195	195
Office Equipments	5,723	39	157	196	5,919	3,210	278	-	3,487	2,432	2,514
Computer	2,580	90	-	90	2,670	2,135	233	-	2,367	303	446
Mobile	283	41	117	159	442	115	65	-	180	262	164
Subtotal - A	152,796	8,306	21,070	29,377	180,519	59,483	5,461	943	63,998	116,522	93,314
Intangible Assets											
Subtotal - B											
Total A+B	152,796	8,306	21,070	29,377	180,519	59,483	5,461	943	63,998	116,522	93,314
Previous Year	145,573	5,659	4,139	9,798	152,793	54,081	5,739	341	59,479	93,314	



NOTES TO FINANCIAL STATEMENT PART OF THE BALANCE SHEET

(₹ in thousands)

	31.03.2014	31.03.2013
NOTE-9: NON CURRENT INVESTMENTS		
Investments in Mutual Funds		
Templeton India Equity Income Fund 1,46,627,566 Units of Templeton India Income Fund Market Value ₹ 18,08,211/- (P.Y.₹15,59,971)	-	1,500
Optimix Star Multi Manager 97,560.9756 Units of Optimix Star Multi Manager Market Value ₹ 12,27,024/- (P.Y.₹6,32,585)	-	1,000
Reliance Vision Fund 31,023.785 Units of Reliance Vision Fund Market Value ₹ 11,11,923/- (P.Y.₹8,04,788)	1,500	1,500
Rural Electrification	3,800	-
Total	5,300	4,000



Gujarat Petrosynthese Limited

NOTES TO FINANCIAL STATEMENT PART OF THE BALANCE SHEET

(₹ in thousands)

	31.03.2014		31.03.2013	
Andhra Sugars Limited.	500	57	500	57
Kingfisher Airlines Limited.	100	29	100	29
Alfa Level (India) Limited.	150	173	150	173
Andhra Bank Limited.	5363	500	5363	500
Avanti Feeds Limited.	1000	87	1000	87
Alstom Projects India Limited.	50	21	50	21
Astrazeneca Pharma India Limited.	300	203	300	203
Bhagyanagar India Limited.	200	16	200	16
Castrol India Limited.	4100	488	4100	488
CESC Limited.	50	35	50	35
Disa India Limited.	100	149	100	149
Exide Industries Limited.	10	0	10	0
Foseco India Limited.	500	199	500	199
Grasim Industries Limited.	15	55	15	55
Gujarat NRE Coke Limited.	462	43	462	43
Hindustan Organic Chemicals Limited.	1500	54	1500	54
Hindustan Oil Exploration Co Limited.	100	17	100	17
ICRA Limited.	20	22	20	22
Kodak Mahindra Bank Limited.	30	20	30	20
Maharashtra Polybutenes Limited.	50	1	50	1
Maan Aluminium Limited.	50	-	50	-
Mirc Electronic Limited.	200	8	200	8
NTPC Limited.	134	8	134	8
Orchid Chemicals Pharmaceuticals Limited.	100	37	100	37
Pratibha Industries Limited.	500	44	500	44
Reliance Industries Limited.	2872	1,613	2872	1,613
Reliance Infrastructure Limited.	150	257	150	257
Reliance Communications Limited.	1050	774	1050	774
Reliance Power Limited.	50	49	50	49
Siemens Limited.	550	493	550	493
Sterlite Industries (India) Limited.	125	88	125	88
Subros Limited.	1500	76	1500	76
State Bank of India	100	217	100	217
Triveni Limited.	700	62	700	62
Larsen Toubro Limited.	550	752	550	752
Colgate-Palmolive (India) Limited.	150	64	150	64
Sun Pharmaceutical Industries Limited.	100	91	100	91
Sun Pharma Advance Research Company Limited.	100	-	100	-
Srinivas Shipping Project Limited.	200	46	200	46
Ultratech Cement Limited	8	-	8	-
Uniflex Cables Limited.	1000	43	1000	43
		6,891		6,891
Unquoted :				
Good Value Marketing Company Limited.	3450	182	3450	182
Haryana Petro Chemicals Limited.	1200	21	1200	21
Nagarjuna Finance Limited.	1000	363	1000	363
Suman Motels Limited.	900	16	900	16
Southern Magnesium and Chemicals Limited.	75000	825	75000	825
		1,407		1,407
		8,298		8,298
Less : Provision for Diminution in Value of Investments		1,100		1,700
		7,198		6,598
Total		12,498		10,598
Note:				
Quoted Investments - Cost and Market Value				
Cost		6,891		6,845
Market Value		9,907		8,431
Unquoted Investments - Cost		1,407		1,407



NOTES TO FINANCIAL STATEMENT PART OF THE BALANCE SHEET

(₹ in thousands)

	31.03.2014	31.03.2013
NOTE-10: INVENTORIES		
(As taken, Valued and Certified by the Management)		
Raw Material & Consumables	36,209	39,335
Finished Goods	15,413	32,675
Total	51,622	72,010
NOTE-11: TRADE RECEIVABLES		
Debtors Outstanding for more than Six Months	17,758	-
Debtors - Others	6,751	32,197
Total	24,509	32,197
NOTE-12: CASH AND CASH EQUIVALANTS		
Cash on Hand	226	375
In Current Accounts	6,755	24,710
FD with Axis Bank & BOB	25,271	33,733
FD with SBI & SBM	4,085	6,000
Total	36,337	64,818
NOTE-13: SHORT-TERM LOANS AND ADVANCES		
Advanced recoverable in cash or kind or for value to be received	40,709	43,101
Tax Deducted at Source	15,630	14,254
Advance Tax paid FY:2012-13	1	243
Tax Deducted at Source FY:2012-13	21	113
VAT Input credit receivable	-	-
Service Tax Credit Receivable	113	152
Cenvat on capital goods Receivable	749	-
Total	57,223	57,863
NOTE-14: OTHER CURRENT ASSETS		
Trade Deposits	1,902	1,163
Other Deposits	100	837
Cenvat Credit	315	395
Prepaid Expenses	831	2,873
Balance with Excise Authorities	2,622	3,959
Others Receivables	13	396
Preliminary Exps	3,466	3,320
Interest accrued	188	128
Total	9,437	13,071

NOTES TO FINANCIAL STATEMENT PART OF THE PROFIT AND LOSS ACCOUNT

(₹ in thousands)

	31.03.2014	31.03.2013
NOTE-15:REVENUE FROM OPERATIONS		
Sales (Net)	499,519	428,534
Job work charges	9,516	9,423
Total	509,035	437,957
NOTE-16:OTHER INCOME		
Interest on Deposits	736	673
Interest Income	2,688	4,023
Miscellaneous Income	381	484
Dividends received from Mutual Funds	565	387
Speciman Testing Charges	55	53
Profit on Sale of Assets	47	119
Provision for Diminution in Value of Investments written back	600	-
Excess recovery of Freight charges	201	-
Old Debit/Credit written off	-	-
Total	5,273	5,739
NOTE-17:COST OF MATERIAL CONSUMED		
Raw Materials		
Opening Stock of Materials	38,272	27,582
Add: Purchases	360,940	349,464
Less: Closing Stock	34,912	38,272
Packing Materials	1,012	845
Total	365,312	339,619
NOTE-18:INCREASE / DECREASE IN FINISHED GOODS		
Opening Inventories (Finished Goods)	32,676	21,452
Closing Inventories (Finished Goods)	15,413	32,676
Total	17,263	(11,224)
NOTE-19: EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	22,503	26,227
Contribution to Provident and Other Funds	1,266	1,443
Staff Welfare Expenses	887	1,124
Managerial Remuneration & Perks	7,809	10,185
Total	32,465	38,979
NOTE-20: FINANCE COSTS		
Processing Fees	-	-
Bank Interest	564	323
Interest on Unsecured Loans	3,650	3,161
Interest on Others	8	35
Total	4,222	3,519



NOTES TO FINANCIAL STATEMENT PART OF THE PROFIT AND LOSS ACCOUNT

(₹ in thousands)

	31.03.2014	31.03.2013
NOTE-21: OTHER EXPENSES		
Excise Duty	523	373
Bank Charges	999	135
Power and Fuel	44,593	43,396
Stores & Spares	814	503
Processing Raw Materials	97	81
Repairs & Maintenance	3,639	3,175
Rates and Taxes	968	465
Insurance	1,041	1,056
Auditors Remuneration & Perks	206	210
Travelling Expenses	1,701	2,075
Directors Sitting fees	130	97
Donations	9	10
General Expenses	21,439	16,456
Transportation, Freight & Octroi	39,860	34,460
Retainers Fees	841	4,940
Research & Development Charges	159	165
Vehicle Expenses	2,430	2,408
Total	119,449	110,005



Schedules to the Consolidated Accounts

22 NOTES TO THE ACCOUNT

1. Basis of Consolidation

Basis

- (a) The Consolidated Financial Statements are prepared in accordance with Accounting Standard 21 on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.
- (b) The Consolidated Financial Statements comprise the Financial Statements of Gujarat Petrosynthese Limited (“the Company”) and its subsidiaries GPL Finance and Investments Ltd. and Gujarat Polybutenes Private Limited.

Name	Country of Incorporation	% of Ownership Interest
GPL Finance and Investments Ltd.	India	99.99
Gujarat Polybutenes Pvt.Ltd	India	99.99

Principles:

- (a) The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together like items of assets, liabilities income and expenses. The inter company transactions are fully eliminated.
- (b) Minority Interest: Minority (Interest in Equity) does not have binding obligation to make good losses of the Company. No losses allocated to Minority (Shares Holders) interest.

2. Other Significant Accounting Policies:

The Financial Statement of the Company and the Subsidiary are prepared according to uniform accounting policies in accordance with generally accepted accounting principles in India. These are set out in the notes on accounts under the Head “Significant Accounting Policies” of the Company and the Subsidiaries.

3. Notes to Accounts:

- 1) In the opinion of the Board:
 - I. All Current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business.
 - II. The provision for all known liabilities has been made and such provision is not in excess of the amount reasonably necessary.
- 2) Cash Credit from banks are secured by hypothecation of stocks of raw materials, stock in process, finished goods, stores and spares, cash and other current assets including monies receivable and fixed deposits of the company.
- 3) Managerial Remuneration under Section 198 of the Companies Act, 1956 payable to Managing Director, Executive Directors and Non-working Directors, please refer to Note no.4&5 of schedule “Q” of the Company.
- 4) The investment in the Equity Shares of Southern Agrosynthese Limited amounting to Rs.21,14,549/- is valued at Rs.1/- (Previous year Rs.1/-) as the net worth of the said Company is negative.
- 5) With effect from 01.04.2005 the Company has converted the Polybutene Division into a 100% subsidiary - Gujarat Polybutenes Pvt.Ltd (GPPL) and transferred the Assets and Liabilities of the Division for a consideration of Rs.22,290,719/- for which it has received equity shares in GPPL and With effect from 01.04.2012 the Company has transferred the Loan of Rs.12,500,000/- for which it has received equity shares in GPPL and On allotment of 1250000 Equity shares of Rs.10/- each fully paid at a premium of Rs.10 per share to Gujarat Petrosynthese Ltd.

Since most of the business operations of the polybutene business (GPPL) continue to be carried on from the GPL corporate office Mumbai due to logistical and operational convenience, the common expenses have been shared in the ratio of 50% to Gujarat Petrosynthese Limited and 50% to Gujarat Polybutenes



Gujarat Petrosynthese Limited

Pvt.Ltd. An amount of Rs.96.00 lacs has been charged for managerial services rendered by GPL to GPPL which is included in other income. These transactions are eliminated in the consolidated accounts in accordance with AS 21.

- 6) Loans and Advances includes due from officers of the Company 22,95,559/- (P.Y.' 12,81,079/-).
- 7) Based on the information received by the Company from the creditors in regard to their S.S.I Status, there are no amounts due to such creditors outstanding for over 30 days exceeding Rs. One lakh as on 31st March, 2014. Based on such information, there is no liability for interest on delayed payments which would be payable under "The Interest on Delayed Payments to Small Scale and Ancillary Industrial undertakings ordinance, 1992. Moreover, the Company has not received any claims in respect of interest.
- 8) Amount remitted in Foreign Currencies towards dividend (Net of Tax).

	31 st March 2014	31 st March 2013
Number of Non-resident Equity Shareholders	844	846
Number of Equity Shares	10,57,332	8,93,626
Amount Remitted	NIL	NIL

- 9) Prior Period Items: A net debit amount of 3,25,427 /- (Previous year Nil/-)

- 10) Segment Reporting:

A. Primary Segment Information

₹ in Thousands

Business Segment	Polybutene	Alloys & Blends	Total
Segment Revenue			
Sales	419,109	89,926	509,035
Less: Inter Segment sales			
Net Sales	410,109	89,926	509,035
Segment Results			
Profit/(Loss) before Interest	(13,611)	(12,335)	(25,946)
Less: Interest	5201	—————	5,201
Less: Prior period exps	325	—————	325
Add:Exceptional & Extra ordinary items	1,724	3,798	1,724
Profit/(Loss) before Tax	(17,413)	(8,537)	(25,950)
Provision for Taxation			
Current year	—————	—————	—————
Deferred Tax	814	(3,957)	(3,143)
Profit/(Loss) after Tax	(18,227)	(4,580)	(22,807)
Other Information			
Segment Assets	174,223	218,685	392,907
Segment Liabilities	174,223	218,685	392,907
Capital Expenditure	23,136	4,322	27,458
Depreciation	1,599	3,861	5,460
Other significant non-cash expenses			

B. Secondary Segment Information:

The Company operates mainly in the Indian Market and there are no reportable Geographical Segments.

C. Other Disclosures:

The Company's operations predominantly relate to Polybutene and Alloys & Blends, Accordingly, these business segments comprise the primary basis for reporting segmental information. One subsidiary Gujarat



Gujarat Petrosynthese Limited

Polybutenes Pvt.Ltd is engaged in the business of manufacturing and selling Polybutenes and its byproducts, which constitutes a single business segment for the entity. The other subsidiary company GPL Finance & Investments Ltd. deals in trading in shares and securities and has income from profit on sale of securities/ shares, dividend, interest etc. Segmental information as required under AS 17 issued by the ICAI are captured in the individual financial statements of the respective subsidiaries and accordingly, disclosures are not being made separately as required Under Section AS-17 issued by the ICAI.

11) Earning Per Share:	(₹ In Thousands)	
	2013-14	2012-13
a) Net Profit available for equity Shareholders (Numerator used for calculation)	(21,685)	(43,077)
b) Weighted Average No. of equity shares Used as denominator for calculating EPS(Including shares to be issued to erstwhile KPL shareholders)	56,44,166	51,69,166
c) Basic and Diluted Earning per share (Rs) (Equity Share of face value of Rs.10 each)	(3.84)	(8.33)

12) Transaction with Related Parties:

The related party disclosure, please refer to note no.13 of the Company and note no.10 of Schedule "S" of subsidiary company.

13) Deferred Tax Assets:

The Deferred Tax Assets in respect of carried forward business of one of the Subsidiary Companies have not been considered in view of uncertainty of taxable profit in future years.

14) Deferred Tax Liability:

The Net deferred tax liability is on 31st March 14 is ₹.19.59 lacs

15) Balances of Debtors, Creditors and Other Parties are subject to confirmations.

16) For the year ended 31.03.2014 the revised schedule VI that was notified under the Companies Act, 1956, has become applicable to the company, the companies reclassified the previous year figures to conform with the current year classification. The adoption of the Revised Schedule VI does not impact the recognition and measurement principles followed for presentation of the financial statement. However, it significantly impacts the presentation and disclosures made in the financial statements, particularly the presentation of the Balance Sheet.

As per our report of even date
For **SJH & CO.**,
CHARTERED ACCOUNTANTS
Firm's Reg. No. 012106S

For and on behalf the Board of Directors

(A. JAGANNATH BABU)
PARTNER
Membership No.020115

R. M. THAKKAR
CHAIRMAN & MANAGING DIRECTOR

URMI N. PRASAD
EXECUTIVE DIRECTOR

PLACE : Bengaluru
DATE : 31st May, 2014

PLACE : Mumbai
DATE : 31st May, 2014

PLACE : Mumbai
DATE : 31st May, 2014



Gujarat Petrosynthese Limited

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	2013-14 (Rupees in lacs)	2012-13 (Rupees in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax	(246.67)	(429.42)
Adjustments for :		
Depreciation	54.61	57.40
Income Tax ,FBT & Defferred Tax	29.82	(1.36)
(Profit)/Loss on sale of Assets	(0.47)	(1.19)
Dividend Received	(5.65)	(3.87)
Interest Received	(34.24)	(46.96)
Interest Paid	42.22	35.19
Operating profits before working capital changes	(160.38)	(390.21)
Adjustments for:		
Decrease/(Increase) in Inventories	203.88	(218.67)
Decrease/(Increase) in Trade & other receivables	76.88	43.87
Decrease/(Increase) in Loans & Advances	42.73	(70.15)
Increase/(Decrease) in Payables	(249.56)	152.65
Cash Generated From Operations	(86.45)	(482.51)
Interest paid	42.22	35.19
Net Cash inflow/(outflow) from operating activities	(128.67)	(517.70)
B. CASH FLOW FROM INVESTMENT ACTIVITES		
Purchase of Fixed Assets	(293.77)	(97.99)
Sale of Fixed Assets (net)	7.10	22.39
(Purchase)/Sale of Investments	(19.00)	(0.03)
Profit/(Loss) on sale of investments/Assets	0.47	1.19
Interest & dividend Received	34.24	46.96
Net Cash inflow / (outflow) from Investing Activities	(270.96)	(27.48)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Premium	118.75	-
Repayment of Borrowings	(103.01)	(369.88)
Money received against Share warrants	45.94	-
Equity Shares	47.50	-
Dividends Received	5.65	3.87
Net Cash Inflow/(outflow) in cash from Financing Activities	114.83	(366.01)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(284.81)	(911.19)
Cash and cash equivalents at beginning of year	648.18	1,559.37
Cash and cash equivalents at end of year	363.37	648.18

This is the Cash Flow Statement referred to in our report of even date

As per our report of even date
For SJH & CO.,
 CHARTERED ACCOUNTANTS
 Firm's Reg. No. 012106S

For and on behalf the Board of Directors

(A. JAGANNATH BABU)
 PARTNER

R. M. THAKKAR
 CHAIRMAN & MANAGING DIRECTOR

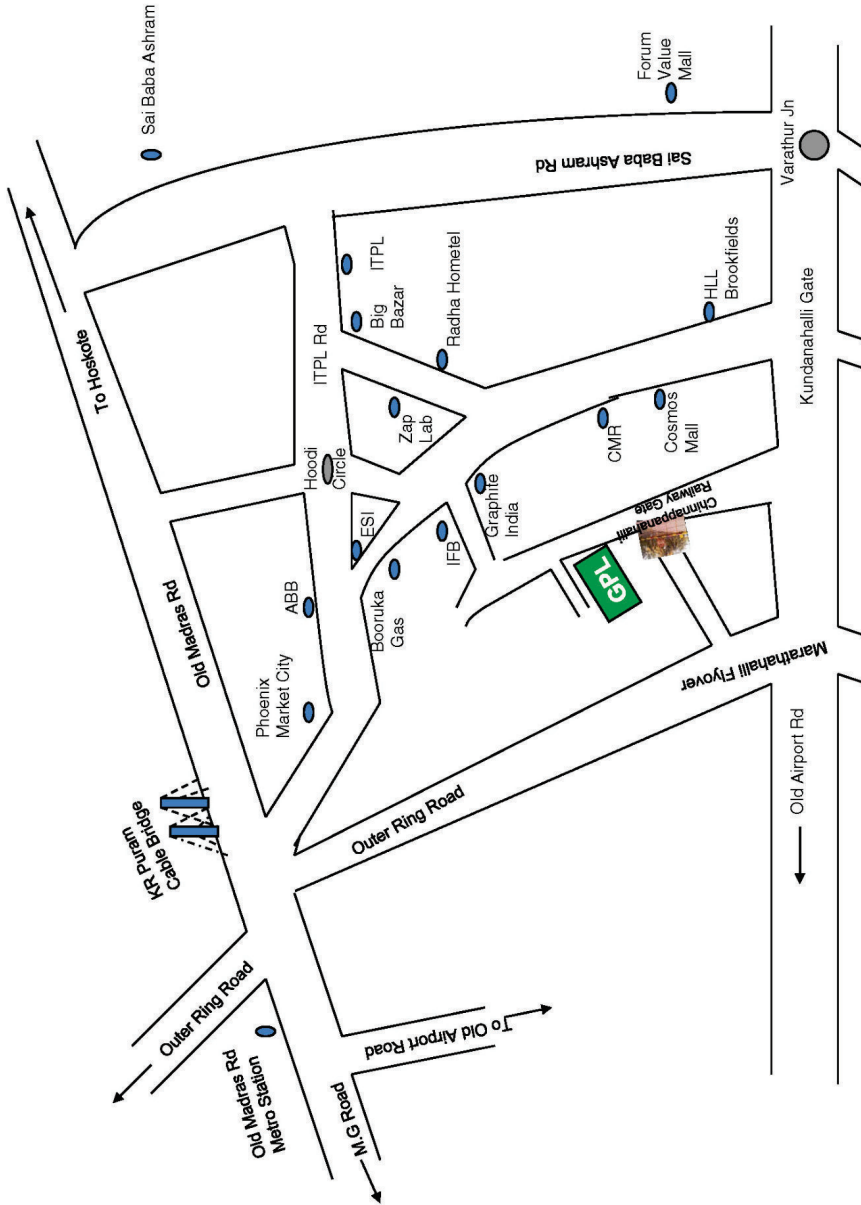
URMI N. PRASAD
 EXECUTIVE DIRECTOR

PLACE : Bengaluru
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014

PLACE : Mumbai
 DATE : 31st May, 2014

Directions to Registered Office of Gujarat Petrosynthese Ltd., Bengaluru





GUJARAT PETROSYNTHESIS LIMITED

Regd. Office : No. 24, II nd Main, Phase I,
Doddanekundi Industrial Area, Mahadevapura, Bangalore - 560 048.

Form No. MGT - 11 PROXY FORM

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

Name of Member(s) :

Registered Address :

E- Mail Id :

Folio No./ Client ID* : _____ DP ID _____

I/We, being the member (s) of holding _____ shares of the above named company, hereby appoint following as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on the 25th day of September, 2014 At 3.00 p.m. at 24, II main, Doddanekundi Industrial Area, Bengaluru 560048, and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Name:..... Address:.....

E- Mail ID:..... Signature:..... or failing him;

2. Name:..... Address:.....

E- Mail ID:..... Signature:..... or failing him;

3. Name:..... Address:.....

E- Mail ID:..... Signature:..... or failing him;

Item No.	Resolution(s)	Type of	For Resolution	Against
1.	Adoption of Financial Statements	Ordinary		
2.	Re-appointment of Director Mrs. M H Mehta	Ordinar		
3.	Re-appointment of Auditors & to fix remuneration	Ordinar		
4.	Appointment of Mr. V.H Pandya as an Independent Director.	Special		
5.	Appointment of Mr. M.D Garde as an Independent Director.	Special		
6.	Appointment of Mr. T.N Rao as an Independent Director	Special		
7.	Appointment of Mr. V. Raghu as an Independent Director	Special		
8.	Reappointment of Ms. Urmi N. Prasad as Wholetime Director	Special		

Signed this day of Aug./ Sept., 2014

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix Re. 1
Revenue
Stamp

Note

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

BOOK POST



If undelivered, please return to:

GUJARAT PETROSYNTHESE LIMITED

Regd. Office : No. 24, IInd Main, Phase I,
Doddanekkundi Industrial Area, Mahadevapura, Bengaluru - 560 048.
Ph. No. : 080-28524133, E-mail : info@gpl.in