

*26TH Annual Report*

***JAY ENERGY AND S. ENERGIES LTD.***

**(2011-2012)**

## BOARD OF DIRECTORS

SAURIN J KAVI : Chairman & M.D.  
KUNTAL J KAVI : IND. DIRECTOR  
MIHIRBHAI S PARIKH : IND. DIRECTOR  
DHENUK J KAVI : IND. DIRECTOR  
MUKESH K SHAH : Director

### REGISTERED OFFICE:

9, Ground Floor, Payal Flats  
Behind National Handloom,  
Near law Garden, Ahmedabad(Guj.)-380006

### ANNUAL GENERAL MEETING

Date : Sept. 29, 2012  
Time : 11.00 a.m.  
Venue : Regd. Office Address

### Registrars & Transfer Agents

Cameo India Ltd.  
202, Pawan Flats, 7, Anand Nagar Soc.,  
Productivity Road, Baroda(Guj.)-390007  
Phone : [0265)-3025993

### Book Closure

27-09-2012 to 29-09-2012  
(both days inclusive)

### AUDITORS

Praful N. Shah & Co.,  
Chartered Accountants  
13/B, Vishrampark Society,  
Sugam Flats Road,  
Opp. R.C.Patel School, Vasna,  
Ahmedabad-380 007

**NOTICE**

NOTICE is hereby given that the 26th Annual General Meeting of the members of JAY ENERGY AND S. ENERGIES LTD., AHMEDABAD will be held on 29TH Sept., 2012, at 11.00 a.m. at its Registered Office of the Company at Ahmedabad to transact the following business: -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss Account for the year ended on that date together with the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mihir Parikh, Director of the Company who retire by rotation and, being eligible, offers himself for reappointment.
3. To appoint retiring auditor to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

**SPECIAL BUSINESS**

04. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that KUNTAL J KAVI, who was appointed as an Additional Director of the Company on 01/10/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

05. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that DHENUK J KAVI, who was appointed as an Additional Director of the Company on 01/10/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.
2. The proxy form should be deposited at the Regd. Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer book of the company will remain closed from 27-09-2012 to 29-09-2012 (both days inclusive).
4. Members desirous of making nomination in terms of Section 109A of the Act, 1956 in respect of their shareholding may approach the Registrar for assistance.

By order of the Board  
**For JAY ENERGY AND S.ENERGIES LTD.**

**Place : AHMEDABAD**  
**Date : 02/09/2012**

**Sd/-**  
**SAURIN J KAVI**  
**CHAIRMAN**

**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item no. 4**

KUNTAL J KAVI, was appointed by the Board of Directors of the Company as an additional Director w.e.f from 01/10/2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about him are given in para 2 of the Corporate Governance Report. A notice in writing has been received u/s. 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose his appointment as Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except himself.

**Item no. 5**

DHENUK J KAVI, was appointed by the Board of Directors of the Company as an additional Director w.e.f from 01-10-2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about him are given in para 2 of the Corporate Governance Report. A notice in writing has been received u/s. 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose his appointment as Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except himself.

By order of the Board

**For JAY ENERGY AND S.ENERGIES LTD.**

**Place : AHMEDABAD**

**Date : 02/09/2012**

**Sd/-**

**SAURIN J KAVI**

**CHAIRMAN**

**DIRECTORS' REPORT OF THE MEMBERS**

To,  
The Members of the Company,

Your Directors have pleasure in presenting before you the 26th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2012.

FINANCIAL RESULTS	(Amt . Rs. In Lakhs )	
	2011-2012	2010-2011
Total Income	16.79	28.74
Total Expenditure	17.47	22.11
Profit before Tax	-0.67	6.63
Profit after Tax	-0.67	3.98

**FINANCIAL & OPERATIONAL HIGHLIGHTS**

Because of persistent recession prevailing in the Economy, in general and in financial markets, in particular. Your company could not made any turn around and therefore witnessed the undesirable operations during the year under review.

**DIVIDEND**

The Board of Directors of the Company has not declared any dividend for 2011-2012.

**FIXED DEPOSITS**

The Company has not accepted deposits from the public during the year attracting the provisions of section 58A of the Co. Act, 1956 and Rules framed there under.

**SSI DUES**

The Company has no dues outstanding for more than 30 days to any small scale undertaking.

**AUDIT COMMITTEE**

The Company has formed an Audit committee comprising of 3 directors. The terms of the reference of the committee are in line with the requirements specified u/s. 292A of the Co-Act, 1956 and Corporate Governance as stated in Clause 49 of the Listing Agreement.

**DIRECTORS**

During the year under review, Mr. Mihir Parikh will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment..

**AUDITORS**

M/s Manish Kailash Agrawal & Co., Chartered Accountants of Ahmedabad(Guj.) have shown their unwillingness to continue to be the auditors of the company on 23.04.2012 hence the company approached M/s. Praful N. Shah & Co., Chartered Accountants, Ahmedabad and after obtaining their approval in writing, the company appointed them as auditors of the company in the duly convened EGM held on 23/05/2012.

M/s. Praful N. Shah & Co., Chartered Accountants have given their consent for re-appointment of Auditors of the Company.

**PARTICULARS OF EMPLOYEES**

There was no employee in the Company whose particulars are required to be furnished as per section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended upto date.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO.**

The information under section 217(1) (e) of the Companies Act, 1956 on Conservation of Energy, Technology Absorption as required to be disclosed is not applicable to your company since it is engaged in the financial activities.

During the year under review the Company has no foreign exchange earnings and outgo.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to section 217(2AA) of the Companies Act, 1956 the Directors confirm :

- (a) that in the preparation of annual accounts, the applicable accounting standards have been followed;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- © that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors have prepared the Annual Accounts on a going concern basis.

**CORPORATE GOVERNANCE AND COMPLIANCE**

A report on corporate governance along with Management Discussion and Analysis is annexed to this report. A certificate from Statutory Auditors with regards to the compliance of the corporate governance, as stipulated in Clause 49 of the Listing Agreement, by the company is annexed to this report.

The company has fully complied with all mandatory requirements prescribed under Clause 49 of the listing agreement. In addition, the company has also implemented some of the non mandatory provisions of Clause 49.

**ACKNOWLEDGEMENT**

Your Directors wish to express their sincere appreciation for the co-operation and support received from Banks, shareholders, customers, Officers and other employees of the Company throughout the year.

By order of the Board  
**For JAY ENERGY AND S.ENERGIES LTD.**

**Place : AHMEDABAD**  
**Date : 02/09/2012**

**Sd/-**  
**SAURIN J KAVI**  
**CHAIRMAN**

**ANNEXURE –A to the Director’s Report for the year ended 31<sup>st</sup> March, 2012.****REPORT ON CORPORATE GOVERNANCE****1. COMPANY’S PHILOSOPHY**

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. To ensure transparency, fairness and objectivity in an organisation’s functioning, the Company has proactively adopted best practices with regard to corporate governance and compliance, which are ahead of regulatory requirements. The Company’s policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, priority to clients’ interest over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

**2. BOARD OF DIRECTORS**

The Board of Directors of the Company consists of Five Directors including the Non-Executive Chairman. Out of 5, 3 directors are non-executive independent directors. The Company does not have any pecuniary relation or transaction with Non-Executive Independent Directors during the year under review.

**Board procedure**

A detailed Agenda folder was sent to each Director in advance (generally before 7 to 10 days) of Board and committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director briefed the Board at every meeting on the financial performance of the Company up to last completed month as against the budget/revised budget of the year. Presentations are made by the Managing Director about the financial, operational performance and market scenario. The Board also reviewed:

- Strategy and business plans
- Annual operating and capital expenditure budgets
- Investment plans of the company
- Compliance with statutory/regulatory requirements and review of major legal issues.
- Adoption of quarterly / half yearly / annual results (after recommendation of Audit Committee where required).
- Significant labor problems
- Major accounting provisions and write-offs.
- Details of joint venture or Collaboration Agreement

**Composition, Category of Directors and their other directorship and Membership / Chairmanship of Committees.**

Sr. No.	Name of the Director	Category	Number of other		
			Director-ships	Committee Member-ships	Committee Chairman-ships
1	SAURIN J KAVI	NON-EXE CHAIRMAN & M.D.	-	3	1
2.	KUNTAL J KAVI	IND.DIR	-	3	1
3.	MIHIRBHAI S PARIKH	IND.DIR	-	3	1
4.	DHENUK J KAVI	IND. DIR.	-	-	-
5.	MUKESH K SHAH	DIRECTOR			

During the year Six Board Meetings were held on 28-04-2011, 29-07-2011, 02-09-2011, 01-10-2011, 28-10-2011, 28-01-2012. The Board was present with the relevant and necessary information. None of the Director is a member of more than 10 committees or acting as Chairman of more than 5 committees across all companies in which he is a director. The attendance at the Board Meeting during the year and at the last Annual General Meeting was as follows:

SR.NO	NAME OF DIRECTORS	NO. OF BOARD MEETING ATTENDED	ATTENDANCE AT THE AGM HELD ON 30-09-2011
1	SAURIN J KAVI	6	YES
2	KUNTAL J KAVI	3	NO
3	MIHIRBHAI S PARIKH	6	YES
4	DHENUK J KAVI	3	NO
5	MUKESH K SHAH	6	YES

### 3. AUDIT COMMITTEE

The Board constituted an Audit Committee consisting of 3 Directors. All members of Audit Committee are financially literate and 2 Directors out of 3 has financial management expertise as required for member of Audit Committee as stipulated in Clause 49 of the Listing Agreement. The Details of Audit Committee meetings held during the year April 2011 to March 2012 and the attendance of the Audit Committee Members are as under:

SR.NO	DIRECTOR NAME	CATEGORY	NO OF MEETING HELD ATTENDED	
1	SAURIN J KAVI	M.D. & MEMBER	5	5
2	KUNTAL J KAVI	IND. DIR & CHAIRMAN	5	2
3	MIHIRBHAI S PARIKH	IND. DIR. & MEMBER	5	5

#### Terms of Reference:-

The terms of reference for the audit committee as laid down by the Board include the following:-

- (ii) Overseeing the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (iii) Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- (iv) Reviewing with management, the quarterly, half yearly and annual financial statements before submission to the Board, focusing primarily on any changes in accounting policies and practices; major accounting entries based on exercise of judgement by management; qualifications in draft audit report; significant adjustments arising out of audit; the going concern assumption; compliance with accounting standards; compliance with stock exchange and legal requirements' concerning financial statements; any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.
- (v) Reviewing with the management, statutory and internal auditors, the adequacy of internal control system and ensuring compliance therewith.
- (vi) Discussions with statutory auditors before the commencement of the audit about the nature and scope of audit as well as have post-audit discussion to ascertain any areas of concern.
- (vii) Reviewing the Company's financial and risk management policies.
- (viii) To review the functioning of the Whistle Blower Policy adopted by the Company.
- (ix) To review report on Management Discussion & Analysis of Financial Condition and Results of operation, to be included in the Company's Annual Report to its Shareholders.

### 4. REMUNERATION COMMITTEE

This is a non-mandatory requirement. The company has constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company.



The Remuneration Committee consists of above said three directors and the Chairman of the committee is Mr. Mihir S Parikh. Two meeting of the committee held during the year under review.

**5. SHARE HOLDER'S GRIEVANCE AND SHARE TRANSFER COMMITTEE**

**Composition:-**

The said committee comprises of above said three directors under the chairmanship of Mr. SAURIN J KAVI. There are 4 meetings during the year.

The Committee has delegated the authority to an officer of the Company who attends to share transfer formalities at least once in a fortnight.

**Terms of reference:-**

To look into the redressed of the share holders complaints in respect of any matter including transfer of shares non receipt of annual report, non receipt of declared dividend etc.

**Compliance Officer:-**

The company has designated Mr. MIHIR PARIKH as Compliance Officer.

**Summary of Investors' Complaints:-**

During the year 20 letters / complaints were received from the share holders, out of which NIL letters/ complaints were still pending to be resolved.

**Annual General Meeting :-**

The Annual General Meeting (AGMs) of the company have been held at the following places in the last three years.

YEAR	DATE	TIME	VENUE
2008 - 09	30-09-2009	11.00 A.M	-DO-
2009 - 10	30-09-2010	11.00 A.M	-DO-
2010 - 11	30-09-2011	11.00 A.M	-DO-

No resolution was put through postal ballot during the fin. Year 2011-2012

**An EGM held on 23/05/2012 for change in auditors of the company.**

**6. DISCLOSURES:-**

There were no transactions by the company of material significance with related parties i.e. its Promoters, Directors of Companies or the Management or their relatives during the year which may have potential conflict with interest of the Company at large.

**7. MEANS OF COMMUNICATION:**

(i) The periodical unaudited / audited financial results are published in Ahmedabad Samachar (Gujarati) and Business Standard (English) as required under the Listing Agreement. All financial and other vital information is promptly communicated to the stock exchanges on which company's shares are listed.

(ii) The Management Discussion and Analysis report prepared by the management and forming part of the Annual Report is separately attached.

**8. GENERAL INFORMATION FOR SHAREHOLDERS:**

**(a) Regd. Office:-**

9, GROUND FLOUR, PAYAL FLASTS,BEHIND NATIONAL HANDLOOM, NEAR LAW GARDEN, AHMEDABAD(GUJ.)-380006

**(b) Date, Time, Venue of Annual General Meeting:-**

29TH September, 2012 at 11.00 AM at the Regd. Office of the company.

**(c) Financial Reporting for the quarter ending:-**

JUNE 30	: END JULY
SEPT 30	: END OCTOBER
DEC 31	: END JANUARY
MARCH 31	: END APRIL

**(d) Date of Book Closure :**

27.09.2012 to 29.09.2012 (both days inclusive)

**(e) Listing Details :**

Ahmedabad Stock Exchange, Ahmedabad : No Stock Code  
 Bombay Stock Exchange Limited, Mumbai : Scrip Code 526523

The Company has paid listing fees to all Stock Exchanges till March 2012.

**(f) Market price data:**

During the year ended 31-3-2012 the equity share have been traded on BSE actively and the necessary datas are available on the website of BSE viz. on BSEINDIA.COM.

**(g) Share Transfer System:**

The Company has a Share holders/ Investors grievance Committee who looks after share transfer job by meeting at regular intervals depending upon the receipt of the shares for transfer.

**(i) Investor Services:**

The Company has received 20 complaints from the shareholders/investors during the year and all are resolved.

**(j) Distribution Of Shareholding As On 31<sup>st</sup> March, 2012**

SHARE HOLDING PATTERN		
Category	No. of Shares	%
Promoters & Promoters Group	3646425	10.73
Corporate Bodies	2111144	6.21
NRIs / OCBs	277180	0.82
Public	27953751	82.24
<b>Total</b>	<b>33988500</b>	<b>100</b>

**(k) DEMATERIALISATION OF SHARES AND LIQUIDITY :**

The Company has entered into MOU with CAMEO INDIA LTD., BARODA for handling physical and electronic connectivity with NSDL AND CDSL. Presently more than 85% equity are in demat form as on 31.03.2012.

**DISPOSAL OF INVESTOR GRIEVANCES**

The average time required by the Company for the redressal of routine investor grievances is estimated to be seven working days from the date of receipt of the complaint. In case of non-receipt routine complaints and where external agencies are involved. The Company will strive to redress these complaints as expeditiously as possible.

**CERTIFICATION WITH RESPECT TO FINANCIAL STATEMENT**

The Managing director of the Company has furnished a certificate to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls and compliance of Clause 49 as required under Clause 49 of the listing agreement.

**WHISTLE BLOWER POLICY**

Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentiality to Whistle blowers. The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2012, no Protected Disclosures have been received under this policy.

**CODE OF CONDUCT**

The Company's Board of Directors has adopted the code of conducts which govern the conduct of all directors /employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on 31<sup>st</sup> March 2012.

## IMPLEMENTATION OF NON-MANDATORY CORPORATE GOVERNANCE REQUIREMENTS

The company has implemented the following non-mandatory requirements as stated in clause 49 of the listing agreement with respect to Corporate Governance:-

- (i) Remuneration Committee:- Already details have been given earlier.
- (ii) Whistler Blower policy:- Under this policy employees of the Company can report to the management about unethical behavior, actual or suspected fraud or violation of code of conduct or ethics policy. It is the company's policy to insure that the Whistler Blower are not victimized or denied direct access to the chairman of the Audit Committee. The existence of said policy mechanism has been communicated to all employees.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Company is in the business of financial activity. The key issues of the Management Discussion and Analysis are given below.

### (a) Industry Structure and Developments

The company is engaged in Leasing & Hire Purchase activities but presently the said business is not giving any substantial earning to the Company hence Company is presently engaged in consultancy, share broking and share trading mainly.

The fortunes of the Finance industry are, to a large extent, linked to the growth of the Industry and Investment sentiments of the people. The Industry is facing intense competition from the Foreign Financial Institution.

### (b) Strength

The strength of the company is known from its reputation which the company has earned due to its quality business and cordial relation with its clients and presently the company's financial position is sound due to boom in capital market because of governmental support.

### (c) Comment on Current year's performance

Receipts	: The Receipt has significantly increased.
Operating Expenses	: The operating Expenses are well under control.
Operating Profits	: The Operating Profits are up to industry mark.
Indirect Expenses	: The Indirect Expenses are under control.
Depreciation	: Reasonable amount of Depreciation is provided.
Profit before tax	: Profit before tax is also showing an improving trend.
Taxation	: Taxation is provided as per Income Tax Act.
Debtor/Sales	: Debtors are reasonable and realization period has Decreased due to the policy of the Company.
Creditors/Purchase	: The Company has an established credit.

### d) Opportunities and Threats

The impact of boom in capital market and real estate market due to government support has provided a boost to the economy and it is set to grow at 8% to 9% supported by a smart growth in manufacturing and services sectors. This brings prosperity to a country and more and more people go for investment in Share market. Outlook for the year 2012 is positive. While the overall demand outlook for the year 2013 remains good, the Company expects the pressure on quality customers to continue due to competition.

### (e) Segment wise performance

The business of the Company falls under a single segment i.e. Share broking, Investment and trading in shares and derivatives for the purpose of Accounting Standard AS-17.

**(f) Outlook**

The continual growth in the Finance sector is expected to give the necessary support to the Finance industry. The Company is making all efforts to accelerate growth of its business. It expects to improve its position in the market by focusing on technologically advanced and more profitable products/market segments and working aggressively in the areas of productivity, efficiency and cost reductions.

**(g) Risk and concerns**

The menace of local Finances and play of angadia has further compounded the problems of the organized Finance Industry as they use inferior way of transferring funds. The Stock market is also a risky place to put one's fund. The pull back of FIIs will also have an adverse effect on the share market.

**(h) Internal control system**

Internal audit and other controls have been found to be adequate. These are reviewed periodically by the Audit Committee and found the performance satisfactory.

**(i) Developments in human resources and industrial relations**

Information as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 is not required to be given as no employee falls under it. The Company continued to have cordial relations with all the employees.

## **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Board of Directors,  
**Jay Energy And S. Entergies Ltd.,**  
**AHMEDABAD.**

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchange of India, for the financial year ended on 31st March, 2012.

The Compliance 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 statement of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review to the best of our information and according to the explanations given to us, in our opinion, the company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the ssaid listing agreement.

On the basis of Certificate issued by the Company and the Minutes of meetings of the Shareholders / Investors Grievance Committee of the Company, we state that, there were no investor grievances pending against the Company for a period exceeding one month.

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

**PRAFUL N SHAH & CO.**  
**CHARTERED ACCOUNTANTS**

Place: Ahmedabad

Date: September 2, 2012

SD/-

**(PRAFUL N SHAH)**  
**PROPRIETOR**  
**M. NO. 15591**

## **AUDITOR'S REPORT**

To  
The Members of  
**JAY ENERGY AND S. ENERGIES LIMITED,**  
**AHMEDABAD.**

We have audited the attached Balance Sheet of **JAY ENERGY AND S. ENERGIES LIMITED**, as at **31st March, 2012** and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on 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 management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) Order, (Amendment) 2004, issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (ii) 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;
- (iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;

***Contd..... 2***

- (iv) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section(3C) of section 211 of the Companies Act, 1956;
- (v) On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause(g) of sub-section(1) of section 274 of the Companies Act, 1956;
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, 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, 2012; and
- (b) In the case of the Profit and Loss Account, of the **LOSS** for the year ended on that date.
- (C) In the case of the cash flow statement, of the cash flow for the year ended on that date.

**PRAFUL N SHAH & Co.,  
CHARTERED ACCOUNTANTS**

Place: Ahmedabad

Date: September 2, 2012

SD/-

**(PRAFUL N SHAH)  
PROPRIETOR  
M. NO. 15591**

## **ANNEXURE TO THE AUDITORS' REPORT**

**FOR THE YEAR ENDED ON 31ST MARCH, 2012**

**Statement on the Companies (Auditor's Report) Order 2004.**

**Re: JAY ENERGY AND S. ENERGIES LIMITED**

Referred to in Paragraph 3 of our report of even date:

- 1 In our opinion and according to the information and explanations given to us, the company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. The fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification as compared with the available records. The company has disposed off Land which was part of its fixed assets during the year.
- 2 As explained to us, the inventory has been physically verified during the period by the management. In our opinion, the frequency and procedure of physical verification are reasonable and adequate with relation to the size of the company and the nature of its business. The company has maintained proper records of inventory. As explained to us that no material discrepancies were noticed on physical verification of the inventories.
- 3 In our opinion and according to the information and explanation given, the Company has not granted and / or taken any secured or unsecured loan to and / or from companies, firms or other parties listed in the register maintained u/s. 301 of the Companies Act, 1956. Interest free loans and advances in the nature of loans have been given to employees and other parties, of which no repayment schedule has been stipulated. Therefore, we are unable to comment on the reasonableness of the steps taken by the management for recovery of such loans.
- 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 with regard to purchase of inventory and fixed assets or sale of goods during the period covered under this audit report. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5 According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered. The value of none of such transaction is for more than Rs. five lacs during the year under audit.
- 6 The company has not accepted any deposits from the public and consequently, the directives of the Reserve Bank of India, the provisions of Section 58A, 58AA and any other provisions of the Companies Act, 1956 and the rules framed thereunder are not applicable.
- 7 In our opinion, the Company does not have any formal internal Audit system but instead is having proper internal check system commensurate with the size of the Company and nature of its business.
- 8 We have been informed by the management that no cost records have been prescribed by the Central government under clause (d) of sub Section (1) of section 209 of the Companies Act, 1956 in respect of the services rendered by the Company. Therefore, clause 8 of the order is not applicable.
- 9 The company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it. No such undisputed amounts were in arrears, as at the close of financial year



for a period of more than six months from the date they became payable. Further, there are no dues which have not been deposited on account of any dispute.

- 10 The Company does not have accumulated losses more than 50% of its net worth at the end of the financial year and the company has not incurred cash losses during the current and immediately preceding such financial year.
- 11 In our opinion and according to the information and explanations given to us the Company has not defaulted in repayment of dues to financial institution, bank or debenture holders.
- 12 In our opinion and according to the information and explanations given to us the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 12 of the order are not applicable.
- 13 According to the information and explanations given to us and to the best of our knowledge and belief, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 13 of the order are not applicable.
- 14 According to the information and explanations given to us and to the best of our knowledge and belief, the company is dealing in or trading in shares, securities, debentures and other investments, held by the company in its own name. Records thereof needs to be updated and regularized.
- 15 According to the information and explanations given us, the company has given counter guarantee for loans taken by M/s. Plastic Hollowers and Containers, Ahmedabad a party entered in the register maintained u/s. 301 of the Companies Act, 1956. During the year one of the guarantee was revoked.
- 16 According to the information and explanations given to us, no fresh term loans were obtained by the company during the year.
- 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 the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- 18 We are informed that the company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained u/s. 301 of the Companies Act, 1956. The company has not raised any money by public issue.
- 19 The company has not raised any money by issuing secured debentures during the year.
- 20 According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**PRAFUL N SHAH & Co.,  
CHARTERED ACCOUNTANTS**

Place: Ahmedabad

SD/-

Date: September 2, 2012

**(PRAFUL N SHAH)  
Proprietor  
M. NO. 15591**

**M/S JAY ENERGY AND S.ENERGIES LTD.**

**BALANCE SHEET AS AT**

**31-03-2012**

(IN RUPEES)

S. N	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD		FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD	
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>					
1	<b><u>SHAREHOLDERS FUNDS</u></b>					
	(a) SHARE CAPITAL	A		67,977,000.00		67,977,000.00
	(b) RESERVES AND SURPLUS	B		235,414.00		302,539.00
	(c) MONEY REC. AGST. SHARE WARRANTS			-		-
	(D) SHARE FORFITED			-		-
	TOTAL(1)			68,212,414.00		68,279,539.00
2	<b><u>SHARE APPLICATION MONEY PENDING ALLOTMENT</u></b>			-		-
3	<b><u>NON-CURRENT LIABILITIES</u></b>					
	(a) LONG TERM BORROWINGS	C		-		-
	(b) DEFERRED TAX LIABILITIES (NET)			-		-
	(c) OTHER LONG-TERM LIABILITIES	D		-		-
	(d) LONG-TERM PROVISIONS	E		-		-
	TOTAL(3)			-		-
4	<b><u>CURRENT LIABILITIES</u></b>					
	(a) SHORT TERM BORROWINGS	F		-		-
	(b) TRADE PAYABLES			5,890.00		80,890.00
	(c) OTHER CURRENT LIABILITIES	G		-		-
	(d) SHORT TERM PROVISIONS	H		-		265,000.00
	TOTAL(4)			5,890.00		345,890.00
	<b>TOTAL(1+2+3+4)</b>			<b>68,218,304.00</b>		<b>68,625,429.00</b>
<b>II</b>	<b><u>ASSETS</u></b>					
1	<b><u>NON-CURRENT ASSETS</u></b>					
	(a) FIXED ASSETS					
	(i) TANGIBLE ASSTS	I		4,327,130.00		7,646,260.00
	(ii) INTANGIBLE ASSETS	J		-		-
	(iii) CAPITAL WORK-IN-PROGRESS			-		-
	(iv) INTANGIBLE ASSETS UNDER DEV.			-		-
	(b) NON-CURRENT INVESTMENTS	K		3,550,000.00		3,550,000.00
	(c) DEFERRED TAX ASSETS (NET)			-		-
	(d) LONG-TERM LOANS AND ADVANCES	L		55,444,734.00		52,125,604.00
	(e) OTHER NON-CURREN T ASSETS	M		1,970,823.00		1,970,823.00
	TOTAL(1)			65,292,687.00		65,292,687.00
2	<b><u>CURRENT ASSETS</u></b>					
	(a) CURRENT INVESTMENTS	N		-		-
	(b) INVENTORIES	O		-		-
	(c)TRADE RECEIVABLES	P		2,170,000.00		2,510,000.00
	(d) CASH AND CASH EQUIVALENTS	Q		755,617.00		822,742.00
	(e) SHORT-TERM LOANS AND ADVANCES	R		-		-
	(f) OTHER CURRENT ASSETS	S		-		-
	TOTAL(2)			2,925,617.00		3,332,742.00
	<b>TOTAL(1+2)</b>			<b>68,218,304.00</b>		<b>68,625,429.00</b>

NOTES ON ACCOUNTS IN SCH. PL-12  
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-

SD/-

SAURIN J KAVI  
M.D.

MIHIR S PARIKH  
DIRECTOR

PLACE: AHMEDABAD  
DATED: 02.09.2012

As per our report of even date  
For PRAFUL N.SHAH & CO.,  
Chartered Accountants

SD/-  
PRAFUL N SHAH  
(PROPRIETOR)

M.NO. 15591  
PLACE : AHMEDABAD

**PART II - STATEMENT OF PROFIT AND LOSS**  
**M/S JAY ENERGY AND S. ENERGIES LTD.**  
**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED**  
**31-03-2012**

(RUPEES IN)

S. N	PARTICULARS	NOTE NO.	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
	<b>REVENUE FROM OPERATIONS</b>			
I	REVENUE FROM OPERATIONS	PL-1	1,607,175.00	2,734,346.00
II	OTHER INCOME	PL-2	72,305.00	139,997.00
III	<b>TOTAL REVENUE(I+II)</b>		<b>1,679,480.00</b>	<b>2,874,343.00</b>
IV	<b>EXPENSES:</b>			
a	COST OF MATERIAL CONSUMED	PL-3	-	-
b	PURCHASE OF STOCK-IN-TRADE	PL-4	1,108,050.00	1,716,374.00
c	CHANGES IN INVENTORIES OF FINISHED GOODS	PL-5	-	-
d	EMPLOYEE BENEFITS EXPENSES	PL-6	190,720.00	190,720.00
e	FINANCE COSTS	PL-7	7,984.00	2,665.00
f	DEPRECIATION AND AMORTIZATION EXPENSE	PL-8	-	-
g	OTHER EXPENSES	PL-9	439,851.00	301,293.00
	<b>TOTAL EXPENSES</b>		<b>1,746,605.00</b>	<b>2,211,052.00</b>
V	<b>PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)</b>		(67,125.00)	663,291.00
VI	EXCEPTIONAL ITEMS	PL-10	-	-
VII	<b>PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)</b>		(67,125.00)	663,291.00
VIII	EXTRAORDINARY ITEMS	PL-11	-	-
IX	<b>PROFIT BEFORE TAX (VII-VIII)</b>		(67,125.00)	663,291.00
X	<b>TAX EXPENSE</b>			
a	CURRENT TAX		-	265,000.00
b	EARLIAR YEARS TAX		-	-
c	DEFERRED TAX		-	-
XI	<b>PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (VII-VIII)</b>		(67,125.00)	398,291.00
XII	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS		-	-
XIII	TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
XIV	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX) (XII-XIII)		-	-
XV	<b>PROFIT (LOSS) FOR THE PERIOD (XI+XIV)</b>		(67,125.00)	398,291.00
XVI	EARNING PER EQUITY SHARE			
a	BASIC & DILUTED		(0.01)	0.06
	<b>NOTES ON ACCOUNTS IN SCH. PL-12</b>			

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

As per our report of even date

For PRAFUL N SHAH & CO.  
Chartered Accountants

SD/-

SD/-

SAURIN J KAVI  
M.D.  
PLACE : AHMEDABAD  
DATE : 02-09-2012

MIHIR S PARIKH  
DIRECTOR

PRAFUL N SHAH  
(PROPRIETOR)

(M.No.15591)  
PLACE : AHMEDABAD  
DATE : 02-09-2012

M/S JAY ENERGY AND S.ENERGIES LTD.  
**NOTES TO AND FORMING PART OF BALANCE SHEET AS AT**  
**31-03-2012**

(IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD	FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD
A		<b>SHARE CAPITAL:</b>		
		<b>(1)AUTHORISED:</b>	75,000,000.00	75,000,000.00
		37500000(LAST YEAR 37500000) EQUITY SHARES OF Rs.2/-EACH	_____	_____
		<b>(2)ISSUED, SUBSCRIBED&amp; PAID UP</b>		
		33988500 EQ. SH. AT BEGINNING	67,977,000.00	67,977,000.00
		LESS : PARTLY PAID	-	-
		33988500 EQ. SH. AT THE END OF THE A/C YR.	<u>67,977,000.00</u>	<u>67,977,000.00</u>
		<b>(3) EQUITY SHARES : The company has only</b> one class of equity shares of face value Rs. 2/-)		
		<b>(4) DETAILS OF SHAREHOLDING MORE THAN 5%OF SHARES OF COMPANY</b>		
		<b>NAME</b>	<b>31.03.2012</b>	<b>31.03.2011</b>
		NIL	NIL	NIL
B		<b>RESERVE &amp; SURPLUS:</b>		
	1	<b>GENERAL RESERVE</b>		
		AT THE BEGINNING OF THE ACCOUNTING PERIOD	302,539.00	398,291.00
		ADDITIONS DURING THE YEAR	(67,125.00)	(95,752.00)
		AT THE END OF THE ACCOUNTING PERIOD	<u>235,414.00</u>	<u>302,539.00</u>
	2	<b>SECURITIES PREMIUM ACCOUNT</b>		
		AT THE BEGINNING OF THE ACCOUNTING PERIOD	-	-
		ADDITIONS DURING THE YEAR	-	-
		AT THE END OF THE ACCOUNTING PERIOD	-	-
	3	<b>SURPLUS</b>		
		AT THE BEGINNING OF THE ACCOUNTING PERIOD	-	-
		ADDITIONS DURING THE YEAR	-	-
		(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
		ALLOCATIONS AND APPROPRIATIONS		
		DIVIDEND	-	-
		TAX ON DIVIDEND	-	-
		BONUS SHARES ISSUED	-	-
		TRANSFER TO/FROM RESERVES	-	-
		AT THE END OF THE ACCOUNTING PERIOD	-	-
		<b>GRAND TOTAL</b>	<u>235,414.00</u>	<u>302,539.00</u>
		<b>MONEY RECEIVED AGAINST SHARE WARRANTS</b>	-	0
			-	-
		<b>SHARE APPLIACTION MONEY PENDING ALLOTMENT</b>	-	0
			-	-

<b>C</b>	<b><u>LONG TERM BORROWINGS</u></b>		
<b>1</b>	<b><u>SECURED TERM LOANS FROM BANKS</u></b>		
	<b><u>XX</u></b>		
	TERM LOAN SECURED AGAINST HYP.OF MACHINERY	-	-
	<b><u>XXXXXXXXXXXXXXXXXXXX</u></b>		
	LOANS & ADVANCES FROM BANKS :		-
	Term Loan	-	-
	<i>(Term Loan secured by personal properties</i>		
	<i>and personal guarantees of Directors from</i>		
	<i>GSFC, AHMEDABAD)</i>	-	-
		<hr/>	<hr/>
<b>2</b>	<b><u>UNSECURED LONG TERM BORROWINGS:</u></b>		
	LOANS FROM OTHERS	-	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
	GRAND TOTAL	*	-
		<hr/>	<hr/>
	<b><u>DEFERRED TAX LIABILITIES (NET)</u></b>		
	DEFERRED TAX LIABILITIES	*	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
<b>D</b>	<b><u>OTHER LONG-TERM LIABILITIES:</u></b>		
		-	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
<b>E</b>	<b><u>LONG-TERM PROVISIONS:</u></b>		
		-	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
	<b><u>CURRENT LIABILITIES</u></b>		
<b>F</b>	<b><u>SHORT-TERM BORROWINGS:</u></b>		
	SECURED LOANS FROM BANKS	-	-
	FROM DIRECTORS	-	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
	<b><u>TRADE PAYABLES</u></b>		
	SUNDRY CREDITORS	5,890.00	80,890.00
		-	-
		<hr/>	<hr/>
	*	5,890.00	80,890.00
		<hr/>	<hr/>

<b>G</b>	<b><u>OTHER CURRENT LIABILITIES</u></b>				
1	CURRENT MATURITIES OF LONG TERM DEBTS				
2	INTEREST ACCRUED BUT NOT DUE ON BORROWINGS				
3	INTEREST ACCRUED AND DUE ON BORROWINGS				
4	UNPAID DIVIDENDS				
5	TDS PAYABLE		-		-
6	CURRENT YEAR,S TAXES PAYABLE(NET OF ADVANCE TAX)		-		-
		*			
<b>H</b>	<b><u>SHORT-TERM PROVISIONS</u></b>				
	(a) PROVISIONS FOR EMPLOYEE BENEFITS		-		-
	(b) OTHERS		-		265,000.00
		*			
<b>I</b>	<b>(a) <u>FIXED ASSETS</u></b>				
	<b>(i) <u>TANGIBLE ASSETS</u></b>				
	<b><u>GROSS BLOCK</u></b>				
	<b><u>ASSETS</u></b>				
		OP. BALANCE	ADDITION	DELETION	TOTAL
		9,694,111.00	-	3,319,130.00	6,374,981.00
	TOTAL OF THIS YEAR	9,694,111.00	-	3,319,130.00	6,374,981.00
	GRAND TOTAL	9,694,111.00	-	3,319,130.00	6,374,981.00
	TOTAL OF THE PREVIOUS YEAR	-	-	-	-
	<b><u>DEPRECIATION BLOCK</u></b>				
1		2,047,851.00	-	-	2,047,851.00
	TOTAL OF THIS YEAR	2,047,851.00	-	-	2,047,851.00
	GRAND TOTAL	2,047,851.00	-	-	2,047,851.00
	TOTAL OF THE PREVIOUS YEAR	-	-	-	-
	<b><u>NET BLOCK</u></b>		LAST YEAR		THIS YEAR
			-		4,327,130.00
	TOTAL OF THIS YEAR		-		4,327,130.00
	GRAND TOTAL		7,646,260.00		4,327,130.00
	TOTAL OF THE PREVIOUS YEAR		-		-

J	(ii) <b><u>INTANGIBLE ASSETS</u></b>	-	-
		<hr/>	<hr/>
		<hr/>	<hr/>
	(iii) <b>CAPITAL WORK IN PROGRESS</b>	-	-
		<hr/>	<hr/>
		<hr/>	<hr/>
	(iv) <b><u>INTANGIBLE ASSETS UNDER DEVELOPMENT</u></b>	-	-
		<hr/>	<hr/>
		<hr/>	<hr/>
K	(b) <b><u>NON CURRENT INVESTMENT:</u></b>		
	INVESTMENT IN SHARES	3550000	3550000
		-	-
		3550000	3550000
	(c) <b><u>DEFERRED TAX ASSETS (NET):</u></b>	-	-
		<hr/>	<hr/>
		<hr/>	<hr/>
L	(d) <b><u>LONG TERM LOANS AND ADVANCES:</u></b>		
	SECURITY DEPOSITS	-	-
	SUNDRY ADVANCES	55,444,734.00	52,125,604.00
	(UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
		<hr/>	<hr/>
		<b>55,444,734.00</b>	<b>52,125,604.00</b>
		<hr/>	<hr/>
M	(e) <b><u>OTHER NON-CURRENT ASSETS</u></b>	-	-
	<b><u>MISC . EXPENDITURE</u></b>		
	(TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)		
	<b><u>PRELIMINARY &amp; PRE OPERATIVE EXPENSES</u></b>		
	OPENING BALANCE/ADDITION	1,970,823.00	1,970,823.00
	LESS: WRITTEN OFF DURING THE YEAR	-	-
		<hr/>	<hr/>
		<b>1,970,823.00</b>	<b>1,970,823.00</b>
		<hr/>	<hr/>
2	<b><u>CURRENT ASSETS</u></b>		
N	(a) <b><u>CURRENT INVESTMENTS</u></b>	-	-
		<hr/>	<hr/>
		<hr/>	<hr/>
O	(b) <b><u>INVENTORIES:</u></b>		
	(AS TAKEN, VALUED & CERTIFIED BY THE MANAGEMENT)		
	1 RAW MATERIALS;	-	-
	2 WORK IN PROCESS;	-	-
	3 FINISHED GOODS;	-	-
	4 Wastage & Scrape	-	-
	4 STOCK IN TRADE(IN RESPECT OF GOODS ACQUIRED FOR TRADING );	-	-
	5 STORES, SPARES & LOOSE TOOLS;	-	-
	6 OTHERS;	-	-
		<hr/>	<hr/>
		<hr/>	<hr/>

**P (c) TRADE RECEIVABLES:**

(UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)

(1)DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM THE DATE THEY ARE DUE	2,170,000.00	2,510,000.00
(2)OTHER DEBTS	-	-
	<u>2,170,000.00</u>	<u>2,510,000.00</u>

**Q (d) CASH & CASH EQUIVALENTS :**

**(a) BALANCE WITH BANKS**

**IN FIXED DEPOSITS**

EARMARKED BALANCES WITH BANKS	-	-
HELD AS MARGIN MONEY AGAINST BORROWINGS, AND OTHER COMMITMENTS.		
MATURITY WITH MORE THAN 12 MONTHS		-
OTHERS		-
<b><u>IN CURRENT ACCOUNTS:</u></b>	-	-

**(b) CHEQUES,DRAFTS ON HAND**

<b>( c )<u>CASH ON HAND</u></b>	755,617.00	822,742.00
	<u>755,617.00</u>	<u>822,742.00</u>

**R (e) SHORT TERM LOANS & ADVANCES:**

(UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)

ADVANCES RECOVERABLE IN CASH OR IN KIND FOR THE VALUE TO BE RECEIVED

(1)ADVANCE TO PARTIES	-	-
(2) RECIEVABLE FROM REVENUE AUTHORITIES	-	-
(3)CURRENT YEARS TAXES RECOVERABLE(NET OF LIABILITY)	-	-

**S (f) OTHER CURRENT ASSETS:**

PREPAID EXPENSES	-	-
	<u>-</u>	<u>-</u>



**M/S JAY ENERGY AND S.ENERGIES LTD.**  
**NOTES TO AND FORMING PART OF BALANCE SHEET AS AT**  
**31-03-2012**

NOTE NO.	PARTICULARS	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD	FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD
T	<b><u>CONTINGENT LIABILITIES AND COMMITMENTS</u></b> (TO THE EXTENT NOT PROVIDED FOR)		
i	<b><u>CONTINGENT LIABILITIES</u></b> (a) CLAIM AGAINST THE COMPANY NOT ACNOWLEDGED AS DEBTS; (b) GUARANTEES; © OTHER MONEY FOR WHICH THE COMPANY IS CONTINGENTLY LIABLE.		
ii	<b><u>COMMITMENTS</u></b> (a) ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR; (b) UNCALLED LIABILITY ON SHARES AND OTHER INVESTMENTS PARTLY PAID; (c) OTHER COMMITMENTS		
U	<b><u>THE AMOUNT OF DIVIDENDS PROPOSED TO BE DISTRIBUTED TO EQUITY AND PREFERENCE SHAREHOLDERS FOR THE PERIOD</u></b> AMOUNT PER EQUITY SHARE		
V	<b><u>ISSUE OF SECURITIES FOR SPECIFIC PURPOSE</u></b>		
W	DETAIL OF ANY ASSETS OTHER THAN FIXED ASSETS AND NON-CURRENT INVESTMENTS WHICH DO NOT HAVE A VALUE ON REALISATION IN THE ORDINARY COURSE OF BUSINESS AT LEAST EQUAL TO THE AMOUNT AT WHICH THEY ARE STATED.		

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-

SD/-

SAURIN J KAVI  
M.D.

MIHIR S PARIKH  
DIRECTOR

PLACE: AHMEDABAD  
DATED: 02.09.2012

As per our report of even date  
For PRAFUL N.SHAH & CO.,  
Chartered Accountants

SD/-  
PRAFUL N SHAH  
(PROPRIETOR)  
M.NO. 15591  
PLACE : AHMEDABAD

DATE : 02-09-2012

M/S JAY ENERGY AND S. ENERGIES LTD.

**NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED**

31-03-2012

NOTE NO.	PARTICULARS	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
<b>PL-1</b>	<b><u>REVENUE FROM OPERATIONS</u></b>		
a	SALE OF PRODUCTS	-	-
b	SALE OF SERVICES	-	-
c	OTHER OPERATING REVENUES	1,607,175.00	2,734,346.00
		<u>1,607,175.00</u>	<u>2,734,346.00</u>
d	LESS: INCREASE/DECREASE IN STOCK	-	-
	NET REVENUE FROM OPERATIONS	<u>1,607,175.00</u>	<u>2,734,346.00</u>
<b>PL-2</b>	<b><u>OTHER INCOME:</u></b>		
	INTEREST INCOME	-	-
	DIVIDEND INCOME	-	-
	NET GAIN/LOSS ON SALE OF INVESTMENT	-	-
	OTHER NO-OPERATING INCOME	72,305.00	139,997.00
		<u>72,305.00</u>	<u>139,997.00</u>
	*		
<b>PL-3</b>	<b><u>COST OF MATERIALS CONSUMED:</u></b>		
	PURCHASES RAW-MATERIALS	-	-
	ADD: OPENING BALANCE OF STOCK	-	-
		-	-
	LESS: CLOSING BALANCE OF STOCK	-	-
	CONSUMPTION OF MATERIALS	<u>-</u>	<u>-</u>
<b>PL-4</b>	PURCHASES OF TRADED GOODS	1,108,050.00	1,716,374.00
		<u>1,108,050.00</u>	<u>1,716,374.00</u>
	TOTAL PURCHASES	<u>1,108,050.00</u>	<u>1,716,374.00</u>
<b>PL-5</b>	<b><u>CHANGES IN INVENTORIES</u></b>		
	<b><u>FINISHED GOODS</u></b>		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	-	-
	AT THE END OF THE ACCOUNTING PERIOD	-	-
		-	-
	<b><u>WORK-IN-PROGRESS</u></b>		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	-	-
	AT THE END OF THE ACCOUNTING PERIOD	-	-
		-	-
	<b><u>STOCK-IN-TRADE</u></b>		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	-	-
	AT THE END OF THE ACCOUNTING PERIOD	-	-
		-	-
	<b>GRAND TOTAL</b>	<u>-</u>	<u>-</u>

<b>PL-6</b>	<b><u>EMPLOYEE BENEFITS EXPENSE</u></b>		
	<u>SALARY AND WAGES</u>		
	SALARY AND WAGES	190,720.00	190,720.00
	Other allowances	-	-
	Staff Welfare Expenses	-	-
	Labour Welfare	-	-
	Employer's Contribution to EPF & other	-	-
	CONTRIBUTION TO PROVIDENT FUND	-	-
	CONTRIBUTION TO EMPLOEES STATE INS.FUND	-	-
	CONTRIBUTION TO OTHER FUNDS	-	-
	ESI ARREAR	-	-
	EPF ARREAR	-	-
	OTHER EXPENSES	-	-
	WORKERS AND STAFF WELFARE	-	-
	BONUS	-	-
	LEAVE WITH WAGES	-	-
	*	190,720.00	190,720.00
<b>PL-7</b>	<b><u>FINANCIAL COSTS:</u></b>		
a	<u>INTEREST EXPENSE</u>		
	Bank charges	-	-
b	OTHER BORROWING COSTS	7,984.00	2,665.00
c	APPLICABLE NET GAIN/LOSS ON FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS	-	-
	*	7,984.00	2,665.00
<b>PL-8</b>	<b><u>DEPRECIATION AND AMORTZATION EXPNSE:</u></b>		
	DEPRECIATION	-	-
	PRELIMINARY & PRE-OPERATIVE EXP.WRITTEN OFF	-	-
	*	-	-

PL-9 **OTHER EXPENSES:**

A **MANUFACTURING EXPENSE :**

CONSUMPTION OF STORES AND SPARE PARTS

B **ADMINISTRATIVE EXPENSE**

Advertisement & Publicity	20,000.00	23,744.00
Audit fees	15,000.00	55,000.00
Postage & Courier	5,230.00	14,386.00
Listing Fees	52,347.00	78,764.00
Printing & Stationery	2,540.00	4,225.00
Custodial Charges - NSDL/CDSL/RTA	46,193.00	-
Office Exp.	36,120.00	68,019.00
Electricity Exp.	46,535.00	11,902.00
	-	-
Legal & Consultancy Fees	101,000.00	15,000.00
Telephone & Internet Charges	28,071.00	30,253.00
Travelling exp.	86,815.00	-
	<u>439,851.00</u>	<u>301,293.00</u>

**SELLING & DISTRIBUTION EXPENSE**

Business Promotion expenses	-	-
Inspection fees	-	-
Miscellaneous expenses	-	-
Packing Material	-	-
Printing & Streo Expenses	-	-
Store & Spares Consumed	-	-
Testing Fee	-	-
	<u>-</u>	<u>-</u>

**GRAND TOTAL**

439,851.00

301,293.00

## **SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS - Schedule "8"**

### **SIGNIFICANT ACCOUNTING POLICIES :**

#### **1. Basis of Preparation of Financial Statements :**

The financial statements have been prepared under the historical cost convention and on accounting principle of going concern, on an accrual concept, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted by the Company.

#### **2. Use of Estimates :**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

#### **3. Revenue Recognition :**

The Company follows mercantile system of accounting and recognises income and expenditure on accrual basis.

#### **4. Fixed Assets and Depreciation :**

- i) All tangible & intangible fixed assets are stated at historical cost of acquisition or construction including all incidental cost of acquisition, less accumulated depreciation / amortisation and impairment loss, if any.
- ii) Depreciation on fixed assets is provided on SLM Method at the rate and in the manner prescribed in Schedule XIV of the Companies Act, 1956. However, depreciation has not been provided for the year ended on 31st March, 2012.

#### **5. Investments :**

The securities acquired with the intention of holding till maturity or for a longer period are classified as investments. Investments are carried at cost arrived at on weighted average basis. Commissions earned in respect of securities acquired upon delevolvement are reduced from the cost of acquisition. Appropriate provision is made for other than temporary diminution in the value of investments.

#### **6. Tax on Income :**

Current Tax is the amount of tax payable for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized on timing differences between taxable profit and book profit using tax rates enacted or substantively enacted as at the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

**7. Impairment :**

Impairment is ascertained at each balance sheet date in respect of Cash Generating Units. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net realizable value and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

**8. Miscellaneous Expenditure :**

The Public Issue Expenses incurred for the public issue of the company are shown under the head "Miscellaneous Expenditure" on the asset side of the Balance Sheet. The same has not been amortised during the year.

**9. Earning Per Share :**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

**NOTES ON ACCOUNTS :**

1. In the opinion of the Board, the current assets and loans and advances are approximately of the value at which they have been stated, if realised in the ordinary course of business. The provision for all known liabilities are adequate and not in excess of amounts reasonably necessary.
2. Balances of sundry debtors, creditors, loans and advances and the accounts squarred up during the year are subject to confirmation and hence subject to adjustments, if any, arising out of reconciliation from respective parties.
3. Where external evidence in the form of cash memos, bill, stamped receipts etc. were not available the internal vouchers have been prepared by the company and authorized by authorized signatory.
4. Management has initiated the process of identifying enterprises, which have provided goods and services to the company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMEDA) and circularized the letters for this purpose. But the Company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosures relating to amount unpaid as at the end of the year together with interest payable as required under the said act has not been furnished and provision for interest, if any, on delayed payment is not ascertainable at this stage. However in the opinion of the management it would not be material.
5. The Company has not made provisions for Current Income Tax for the year due to losses to
6. None of such transaction has taken place during the year with the related parties which has to be disclosed as per Accounting Standard 18, issued by the Institute of Chartered Accountants of India.

**7. Earning per Equity Share :**

Basic and Diluted Earnings per Equity Share are recorded in accordance with Accounting Standard 20 "Earning Per Share". Earning per share is calculated by dividing the profit attributable to the Equity Shareholders (after adjustment for deferred taxes) by the weighted average number of Equity Shares outstanding during the period. The numbers used in calculating Basic and Diluted Earnings per Equity Share are as stated below.

	<b>For the year 2011-2012</b>	<b>For the year 2010-2011</b>
Number of shares at the beginning of the year	33,988,500	33,988,500
Number of shares issued during the year	-	-
Number of shares outstanding at the end of the year	33,988,500	33,988,500
Weighted average number of shares outstanding during the year	33,988,500	33,988,500
Net profit after tax available for equity shareholders	(67,125)	398,291
Basic and Diluted Earnings	pp	0.01

**8.** Remuneration to Directors for the year Rs. NIL.

**9.** Contingent liabilities not provided for Rs. NIL.

**10.** Earnings/Expenditure in Foreign Currency Rs. NIL.

**11. PARTICULARS OF PAYMENTS TO AUDITORS :**

- For Statutory Audit	10,000
- For Other Matters	5,000
<b>TOTAL RS :</b>	<b><u>15,000</u></b>

**12.** Schedule "1" to "8" form part of the accounts for the year ended on 31st March, 2012.

**For PRAFUL N. SHAH & CO.,  
CHARTERED ACCOUNTANTS**

**FOR JAY ENERGY AND S. ENERGIES LTD.**

SD/-

SD/-

SD/-

**(PRAFUL N SHAH)  
PROPRIETOR  
M. NO. 15591**

**SAURIN J KAVI**    **MIHIR S PARIKH**  
**M.D.**                      **DIRECTOR**

Place: Ahmedabad

Place: Ahmedabad

Dated: September 2, 2012

Dated: September 2, 2012

# **JAY ENERGY AND S. ENERGIES LIMITED**

## **BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE** **AS PER SCHEDULE VI. PART (IV) OF THE COMPANIES ACT, 1956**

<b>I. REGISTRATION DETAIL :</b>	
Registration No.	09151
State Code	04
Balance Sheet Date	31.3.2012
<b>II. CAPITAL RAISED DURING THE YEAR (RS.) :</b>	
Public Issue	NIL
Right Issue	NIL
Bonus Issue	NIL
Private Placement	
<b>III. POSITON OF MOBILISATION AND DEPLOYMENT OF FUNDS (RS.) :</b>	
Total Liabilities	68,212,414
Total Assets	68,212,414
<b>SOURCE OF FUNDS :</b>	
Paid-up Capital	67,977,000
Reserves & Serplus	235,414
Secured Loans	-
Unsecured Loans	-
<b>APPLICATION OF GUNDS :</b>	
Net Fixed Assets	4,327,130
Investments	3,550,000
Net Current Assets	58,364,461
Misc. Expenditure	1,970,823
<b>IV. PERFORMANCE OF THE COMPANY (RS.) :</b>	
Total Income	1,679,480
Total Expenditure	1,746,605
Profit/(Loss) before Tax	(67,125)
Profit/(Loss) after Tax	(67,125)
Earning per Share	(0.01)
Dividend Rate (%)	NIL
<b>V. GENERIC NAMES OF PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY:</b>	
Item Code No.	Not Applicable
Mfg. Product Description	Trading Activities

**For JAY ENERGY AND S. ENERGIES LIMITED**

Place: Ahmedabad

SD/-

SD/-



Dated: September 2, 2012

**SAURIN J KAVI**  
**M.D.**

**MIHIR S PARIKH**  
**DIRECTOR**

**JAY ENERGY AND S. ENERGIES LIMITED**

**Cash Flow Statement for the year ended on 31st March, 2012**

PARTICULARS	2011-12	2010-11
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax and extraordinary items:	(67,125)	663,291
<b>Adjustments for:</b>	-	-
Sub-Total	-	-
Total Inflow from Operations	(67,125)	663,291
Non Operating Income	-	-
Operating Profit before working capital changes	(67,125)	663,291
<b>Adjustment for:</b>		
Trade and Other Receivables	340,000	-
Deposits	-	-
Loans & Advances	(3,319,130)	(293,382)
Current Liabilities	(340,000)	55,000
Sub-Total	(3,319,130)	(238,382)
Cash Generation from Operations	(3,386,255)	424,909
Direct taxes paid or Tax Provisions	-	-
Sub-Total	-	-
Cash Flow before Extraordinary Items	(3,386,255)	424,909
Dividend and Dividend Tax Payable	-	-
<b>Balance Carried Forward</b>	<b>(3,386,255)</b>	<b>424,909</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Investments	-	-
Sale of Investments	-	-
Sale of Fixed Assets	3,319,130	-
Sub-Total	3,319,130	-
<b>Balance Carried Forward</b>	<b>(67,125)</b>	<b>424,909</b>
<b>CASH FLOW FROM FINANCIAL ACTIVITIES:</b>		
Proceeds from Secured Loans	-	-
Proceeds from Unsecured Loans	-	-
Sub-Total	-	-
<b>Net Increase / (Decrease) in cash and cash equivalents</b>	<b>(67,125)</b>	<b>424,909</b>
Opening Cash and Cash Equivalents	822,742	397,833
Closing Cash and Cash Equivalents	755,617	822,742

In terms of our report of even date.

**For PRAFUL N SHAH & CO.,  
CHARTERED ACCOUNTANTS**

**FOR JAY ENERGY AND S. ENERGIES LTD.**

SD/-

SD/-

SD/-

**(PRAFUL N SHAH)  
PROPRIETOR  
M. NO. 15591**

**SAURIN J KAVI  
M.D.**

**MIHIR S PARIK  
DIRECTOR**

Place: Ahmedabad

Place: Ahmedabad

Dated: September 2, 2012

Dated: September 2, 2012



## **CERTIFICATE**

We have examined the attached Cash Flow Statement of **JAY ENERGY AND S. ENERGIES LIMITED**, for the year ended on **31st March, 2012**. The Statement has been prepared by the Company in accordance with the requirement of Listing Agreement Clause 32 with Ahmedabad Stock Exchange and is based on in agreement with corresponding Profit & Loss Account and Balance Sheet of the Company covered by the audit report dated September 2, 2012 to the members of the Company.

**PRAFUL N SHAH & Co.,  
CHARTERED ACCOUNTANTS**

Place: Ahmedabad

Date: September 2, 2012

SD/-

**(PRAFUL N SHAH)  
PROPRIETOR  
M. NO. 15591**

JAY ENERGY AND S. ENERGIES LIMITED  
9, GR.FLR., PAYAL FLATS, B/H NATIONAL HANDLOOM, NEAR LAW GARDEN, AHMEDABAD-380 006

PROXY FORM

I/We \_\_\_\_\_ Of  
Being a member/members of above named Company hereby appoint of  
\_\_\_\_\_ or failing him / her  
\_\_\_\_\_ of \_\_\_\_\_  
as may / our proxy to attend and vote on my / our behalf at the Annual General Meeting of the Company to  
be held on 29-09-2012 or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Affix Rupee  
One Revenue  
Stamp Here

Note : This instrument of proxy shall be deposited at the Registered Office of the Company not less than 48  
hours before the time of holding the meeting

JAY ENERGY AND S. ENERGIES LIMITED  
9, GR.FLR., PAYAL FLATS, B/H NATIONAL HANDLOOM, NEAR LAW GARDEN, AHMEDABAD-380 006

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING  
HALL.

1. Name of the attending Member \_\_\_\_\_
  2. Member's Folio Number \_\_\_\_\_
  3. Name of the Proxy (In Block Letters) \_\_\_\_\_  
(To be filled in if the Proxy attends instead of the Member)
- (No. of Shares held: -----)

I hereby record my presence at the Annual General Meeting at the registered Office of the company on 29-09-  
2012 or at any adjournment thereof.

Member's / Proxy Signature

**BOOK-POST**

TO,

-----  
-----  
-----  
-----

PRINTED MATTER

If undelivered please return to :

**JAY ENERGY AND S. ENERGIES LTD.**

9, GROUND FLOOR, PAYAL FLATS.,

BEHIND NATIONAL HANDLOOM, NEAR LAW GARGEN,

AHMEDABAD(GUJ.)-380006