



SWARNAJYOTHI AGROTECH & POWER LIMITED

**20th ANNUAL REPORT
2013-2014**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Manmohan Sahu
Pradeep Kumar Mohapatro
Bramhananda Rout
Kolachana Shastri Venkateswara
Sudhanidhi Rout

Managing Director
Director
Director
Director
Director

CHIEF FINANCIAL OFFICER

K.NAGENDRA KUMAR

BANKERS

State Bank of Hyderabad
IDBI Bank Limited

AUDITORS

M/s RRK & ASSOCIATES,
Chartered Accountants,
Hyderabad

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
G-10, Left Wing, Amrutha Ville, Opp.
Yasodha Hospital,
Raj Bhavan Road, Somajiguda, Hyderabad – 500082.
Tel: 91-40-23374967 | 23370295
Fax: 91-40-2337 0295
Email: bsshyd@bigshareonline.com

REGISTERED OFFICE

D.NO.6-3-1091/13&15,
Flat no-315 left wing,
Amrutha ville Welfare Association
Opp., Yashoda Hospital
Raj Bhavan Road, Somajiguda
Hyderabad – 500 082
Ph No.: +9140 23392527/365
Fax No.: +9140 2790 2526
E-Mail: info@swarnajyothi.com

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 20th Annual General Meeting of the Members of **SWARNAJYOTHI AGROTECH & POWER LIMITED** will be held on **Thursday, the 31st DECEMBER, 2015** at 10:00 A.M at 315, Left Wing Amruthaville Welfare Association, Opp Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad-500082, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss on that date along with the Auditors' Report & Directors' Report there on.
2. To appoint a director in place of MANMOHAN SAHU (DIN: 00029606), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors 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 Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, M/s RRK & Associates, Chartered Accountants, Hyderabad having Firm Registration No.009785S be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Twenty Fourth AGM of the Company to be held in the year 2017-2018 (subject to ratification of their appointment at every AGM), at such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. APPOINTMENT OF BRAHMANANDA ROUT AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification, if any, 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 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, approval be and is hereby accorded to the appointment of, **BRAHMANANDA ROUT (DIN: 03079834)**, in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner 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, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1st April 2014 upto 31st March 2019.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under, **BRAHMANANDA ROUT (DIN: 03079834)** be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

5. APPOINTMENT OF SUDHANIDHI ROUT AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification, if any, 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 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as

amended from time to time, approval be and is hereby accorded to the appointment of, SUDHANIDHI ROUT (DIN: 05275676), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner 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, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1st April 2014 upto 31st March 2019.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under, SUDHANIDHI ROUT (DIN: 05275676) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

6. APPOINTMENT OF KOLACHANA SHASTRI VENKATESWARA AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification, if any, 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 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, approval be and is hereby accorded to the appointment of, KOLACHANA SHASTRI VENKATESWARA (DIN: 06489681), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner 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, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1st April 2014 upto 31st March 2019.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under, KOLACHANA SHASTRI VENKATESWARA (DIN: 06489681) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

**By Order of the Board
For SWARNAJYOTHI AGROTECH & POWER LIMITED**

**Place: HYDERABAD
Date: 04.11.2015**

**Sd/-
MANMOHAN SAHU
MANAGING DIRECTOR**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at

any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.

3 Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.

4 Brief details of the directors, who are seeking re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.

5 Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/S RRK & Associates, Chartered Accountants, Hyderabad are eligible to hold office for a period of Four years, upto 2018. The appointment of M/s RRK & Associates, Chartered Accountants as auditors for Four years from the conclusion of the ensuing annual general meeting till the conclusion of the 24th annual general meeting, to be scheduled in 2018 and to fix their remuneration for the year 2014-15 has been put up for the approval of members.

6 Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Monday, 21st December 2015 to Wednesday, 31st December, 2015, both days inclusive.

7 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Bigshare Services Pvt. Ltd). Members are requested to keep the same updated.

8 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or **Bigshare Services Pvt. Ltd**

9 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

10 To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Bigshare Services Pvt. Ltd on **bsshyd@bigshareonline.com**

11 Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.

12 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Hyderabad, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:

i) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 and Register of directors and KMP and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Registers shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to a person attending the meeting.

13 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

14 Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.

15 Members/Proxies are requested to bring the copies of annual reports to the meeting.

16 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

17 In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

18 Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, for consolidation into a single folio.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 7 of the accompanying Notice dated 1st December, 2015:

Item Nos.4 to 6

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed BRAHMANANDA ROUT, SUDHANIDHI ROUT and KOLACHANA SHASTRI VENKATESWARA as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

The Nomination & Remuneration Committee has recommended the appointments of these Directors as Independent Directors from **1st April, 2014 up to 31st March, 2019**

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

The brief profile of the Independent Directors to be appointed is given below:

BRAHMANANDA ROUT

Mr. Brahmananda Rout is a Member of I.A.S. Association (Orissa), having 33 years of experience in various Govt. Administration as under Secretary, Deputy Secretary & Joint Secretary. Collector Puri, Secretary in Revenue, Managing Director Orissa Backward Class Corporation, S.C./ S.T. finance corporation.

He was appointed as an Independent Director of the Company w.e.f. 10th May, 2010.

SUDHANIDHI ROUT

SUDHANIDHI ROUT aged about 55 years is a graduate in B.Sc (Bio.) with MBA (HR), having 29 years experience in various industries especially Power Sector and liasoning with various Authorities.

He was appointed as an Independent Director of the Company w.e.f. 22nd March, 2013.

KOLACHANA SHASTRI VENKATESWARA

KOLACHANA SHASTRI VENKATESWARA, aged about 71 years is a Econometrician from Delhi School of Economics and having Doctorate in publications, having around 40 years of service in the fields of Financial Management, marketing and marketing research, worked for ITC Limited and Visaka Industries Limited as consultant, Expertise in the fields of financial management and marketing research.

He was appointed as an Independent Director of the Company w.e.f. 8th February, 2013.

The Board commends the Ordinary Resolutions set out at Items Nos. 4 to 6 of the Notice for approval by the Members.

The above Independent Directors are interested in the Resolutions mentioned at Item Nos.4 to 6 of the Notice with regard to their respective appointments. Other than the above Independent Directors, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Items Nos.4 to 6 of the Notice.

By Order of the Board
SWARNAJYOTHI LIMITED AGROTECH & POWER
Sd/-

Place: HYDERABAD

Date: 04.11.2015

MANMOHAN SAHU
MANAGING DIRECTOR

ANNEXURE TO NOTICE

Details of Directors seeking appointment/ reappointment at the ensuing Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)

| | | | |
|--|---|--|--|
| Name of the Director | BRAHMANANDA ROUT | SUDHANIDHI ROUT | KOLACHANA SHASTRI VENKATESWARA |
| Date of Birth | 19/06/1943 | 5th March, 1959 | 19th February, 1943 |
| Date of Appointment | 10/05/2010 | 22/03/2013 | 08/02/2013 |
| Expertise in Specific functional areas | Ex -Jt Secretary to Government of Odisha and has vast experience in the Administrative departments of various government Offices | Liasoning with various departments and Authorities | Financial Management, Marketing and Marketing Research |
| Qualification Directorships in other Public Companies (excluding Foreign | Retd IAS | M.Com NIL | Doctorate in Marketing Research from IIM, Bangalore NIL |

| | | | |
|--|-----|-----|-----|
| Companies & Section 25 Companies) | | | |
| Memberships/ Chairmanships of Committees of other Public Companies (includes only Audit & Shareholder Grievance Committee) | NIL | NIL | NIL |

DIRECTORS' REPORT

To
The Members
SWARNAJYOTHI AGROTECH & POWER LIMITED
(Formerly Octant Industries Limited)

Your Directors have pleasure in presenting the 20th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March 2014.

FINANCIAL RESULTS

| Particulars | For the Year ended 31 st March (Rs.in Lakhs) | |
|---|--|---------|
| | 2014 | 2013 |
| Sales and Other Income | 3319.68 | 5013.15 |
| Profit Before Interest and Depreciation | 492.84 | 647.77 |
| Interest & Finance Charges | 176.14 | 270.40 |
| Depreciation | 268.38 | 262.46 |
| Profit before Tax | 48.30 | 114.92 |
| Less: Provision for Taxation | | |
| Current Tax | 9.20 | - |
| Deferred Tax | 35.99 | (74.00) |
| Net Profit After Tax | 3.11 | 208.89 |
| Balance b/f from previous year | 466.57 | 257.68 |
| Total | 469.68 | 466.57 |
| Balance carried to Balance Sheet | 469.68 | 466.57 |

OPERATIONS

Your Directors are pleased to inform you that the Company recorded a turnover of Rs. 3317.30 Lakhs irrespective of adverse market situation during the year under review. Compared to last year turnover, the company has decreased turnover by Rs.1690.25 lacs because of reason being redefining the Bank limits by the Banks. During the year net profit of the company after provision for tax is Rs. 3.11 lacs (after making provision for Deferred Tax Assets of Rs35.99 lacs) as against Rs. 208.89 Lakhs in the previous year, after making provision for deferred tax liability.

DIVIDEND

Your Directors decided to conserve the resources for implementing the power projects and accordingly, they have not proposed any dividend for the year under review. The internal accruals have been ploughed back into system for implementation of power project.

PROSPECTS

Your Directors are in the process of reviving the activity by reducing the Bank liability as the higher bank loans are no longer viable business proposition to the company

FUTURE PLANS

As stated in the earlier reports the implementation of the 10 MW power plant at Sambalpur Dt. Odisha which is expected to be completed during Sept. 13. The project got delayed because of non release of funds by REC and repayment of unsecured loan. However company now arranging funds and PFC also initiated steps to revive the project. Therefore project will be completed by March 2017. The unit rate for the power purchase agreement is also attractive. There is no other unit in the vicinity of the power project area therefore this proposal is viable proposition. The company also ordered for Plant and Machinery and civil works have been completed. All the licenses and approvals are in place.

DIRECTORS

In terms of provisions of Section 152 of the Companies Act, 2013, **MANMOHAN SAHU**, Director of the Company will retire at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Pursuant to section 149(4) of the Companies Act, 2013, every listed company is required to appoint at least one third of its directors as independent directors. The Board already has more than one half of its directors in the category of independent directors in terms of the provisions of clause 49 of the listing agreement. The Board therefore, in its meeting held on 28 March 2014 appointed the existing independent directors under clause 49 as 'independent directors' pursuant to Companies Act, 2013, subject to approval of shareholders.

As required under the said Act and the Rules made there under, the same is now put up for approval of members at the ensuing annual general meeting. Necessary details have been annexed to the Notice of the meeting in terms of section 102(1) of the Companies Act, 2013.

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6).

With the appointment of independent directors, the conditions specified in the Act and the Rules made there under as also under new clause 49 of the listing agreement stand complied

AUDIT COMMITTEE

The Company constituted Audit Committee which meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, the Board of Directors of the Company hereby confirms:

1. That in the preparation of the Annual Accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed and there were no material departures;
2. That you're Directors have selected such accounting policies and applied them consistently and made judgments and estimates which 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 of the Company for the year under review.
3. That your Directors have 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;
4. That your Directors have prepared the Annual Accounts for the financial year ended 31st March, 2013 on a 'going concern' basis.

LISTING OF SHARES

The Equity shares of your Company are listed on Pune Stock Exchange and Ahmedabad Stock Exchange. The shares of the Company are being traded on Bombay Stock Exchange (Indonext).

CORPORATE GOVERNANCE

A detailed Report on Corporate Governance, Management Discussion and Analysis Report and the Certificate from the Auditors of your Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this Report.

AUDITORS

Your Company's Auditors, M/s RRK & Associates, Chartered Accountants, Hyderabad will seek reappointment as Auditors of the Company. Your Directors take this opportunity to express their appreciation for the support, cooperation assistance and services rendered by them.

COST AUDITORS

Pursuant to the directives from the Central Government and the Provisions of Section 233B of the Companies Act, 1956, M/s DRS & Co has been appointed as Cost Auditor of the Company for the financial year 2013-14. The Cost Audit Report for the financial year 2013-14 shall be submitted to the Central Government within the stipulated period.

PUBLIC DEPOSITS

During the year under review, the Company has neither invited nor accepted any deposits from public within the meaning of Section 58 (A) of the Companies Act, 1956.

SUBSIDIARIES

Your Company has following subsidiaries namely:

- 1) Swarnajyothi Agro & Exports India Private Limited
- 2) R P V S RENEWABLE ENERGIES PRIVATE LIMITED

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary Companies are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the subsidiary Companies and the related detailed information to any member of the

Company who may be interested in obtaining- the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company. There are no operations in the subsidiary Companies during the year. The consolidated financial statements presented by the Company include the financial results of its subsidiary Companies. The information required to be furnished of the subsidiary companies are provided elsewhere in the Annual Report.

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

The particulars as prescribed 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 are set out in Annexure-I to this report.

PARTICULARS OF EMPLOYEES

There are no employees whose information is required to be disclosed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975.

PERSONNEL

Employees are our vital and most valuable assets. We have created a favorable work environment that encourages innovation and meritocracy. The relationship between the management and staff was very cordial throughout the year under review. Your directors take the opportunity to record their appreciation for the co operation and loyal services rendered by the employees.

APPRECIATION

The Board places on record its deep appreciation of the devoted services of the loyal workers, executives and other staff of the Company who have contributed in no small measure to the performance and the Company's continued inherent strength.

It also extends grateful thanks to the Central and various State Governments, the investors, the banking circles, financial institutions and district level authorities for their continued support extended to the Company from time to time. The Board also places on record their deep sense of appreciation for the committed services of all the employees of the Company.

By Order of the Board
SWARNAJYOTHI AGROTECH & POWER LIMITED
Sd/-
MANMOHAN SAHU
MANAGING DIRECTOR

Place: HYDERABAD

Date:

Annexure to the Directors' Report

FORM – A (See Rule 2)

Form for Disclosure of particulars in the respect to conservation of energy

a. Energy conservation measures taken during the year:

During the year, a host of energy conservation measures were taken.

b. Proposals being implemented for reduction of consumption of energy
Installation of some equipment is being considered.

c. Impact of measures at a and b above for reduction of energy consumption and consequent impact on cost of production of goods:

Measures undertaken during the year have resulted in marginal reduction of power consumption.

d. Total energy consumption and energy consumption per unit as per Form A

| Power & Fuel Consumption | 2013-14 | 2012-13 |
|---|----------------|----------------|
| a. Electricity Purchased | | |
| Units | 243192 | 273250 |
| Total amount (₹) | 1580751 | 1776125 |
| Unit rate (₹) | 6.50 | 6.50 |
| | | |
| b. Own Generation | | |
| Through Diesel Generator | | |
| Units | 46280 | 51997 |
| Units per litre of diesel | 5.0 | 5.0 |
| Oil cost per unit (₹) | 8.0 | 8.0 |
| | | |
| c. Wood (Steam Generation) | | |
| Quantity (MT) | 1056 | 950 |
| Cost (₹) | 2903478 | 2612500 |
| Average rate / MT (₹) | 2750 | 2750 |
| | | |
| CONSUMPTION PER MT OF PRODUCTION | | |
| Electricity (Units) | 52 | 66 |
| Castor Oil Derivatives | 1MT | 1MT |

Form – B

Research and Development

Form for disclosure of particulars with respect to technology absorption

| | |
|--|--|
| Technology absorption adaptation and innovation | No technology - indigenous or foreign is involved |
| Research and development (R&D) | The research and development was carried out for Ricinoleic Acid other value added products and is a advanced product having good Export Demand. |
| Specific areas in which R&D was carried out by the Company | Ricinoleic Acid and other value added products |
| Benefits derived as a result of the above | Trail Export Consignment is sent |
| Future plan of action | Create more value addition in the product range |
| Expenditure on R&D | NIL |

FORM – C

Particulars of Foreign Exchange Earning and Outgo (On cash basis)

(Rs.in Lakhs)

| Particulars | 31.03.2014 | 31.03.2013 |
|------------------------------|------------|------------|
| Foreign currency earnings | 90.00 | 4101.73 |
| Foreign currency expenditure | Nil | Nil |
| Foreign currency outgo | Nil | Nil |

By Order of the Board
SWARNAJYOTHI AGROTECH & POWER LIMITED

Sd/-

Place: HYDERABAD
Date:

MANMOHAN SAHU
MANAGING DIRECTOR

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure and Developments.

India continues to be the largest source of castor seed in the world. The estimated total production of castor seeds for the season is around 1.1 million metric tons, against about 1.6 million metric tons for the previous year. This downward correction in the crop size was a reaction to the highest ever record crop of 1.6 million metric tons in the previous year, which resulted in the softening of prices and a huge carryover of the crop. After several years, a healthy surplus of castor seeds was carried forward. This surplus in the current year has led to the much needed price stability thus encouraging the user industry to invest more in R & D and new projects.

b) Opportunities & Threats:

The global economic climate remains uncertain and the mood remains cautious leading to a slowdown in new green field projects. Though the world economic growth is estimated to have grown by only 3.2% in 2012 significantly lower than the 4% growth recorded in 2011, the silver lining is that the largest economy in the world, USA, has shown signs of positive growth. However, this optimism is in a benign liquidity environment where the US treasury continues to print large sums of money. With the US Fed announcing plans to slow down on printing new money, the strengths of the global economy will be retested. The mood therefore remains extremely cautious.

The Indian economy has been experiencing high inflation, low growth and twin deficits, both internal and external. These problems are further compounded by policy paralysis. In spite of the uncertain global economic environment, the outlook for your Company remains stable. However, the major global economic uncertainties may have a negative impact in the immediate future.

Environment being a major concern, the search for long term and sustainable products is likely to intensify in the future. Castor Oil being a natural, organic, renewable and biodegradable product is gaining importance as a green product. Besides, due to its unique chemical structure, it finds myriad applications in virtually every industry be it Agriculture, Lubricants, Paints, Inks, Surface Coatings, Pharmaceuticals, Food, Engineering Plastics, Cosmetics, Perfumeries, Electricals, Rubber and so on.

Your Company continues to endeavor to tap these opportunities by focusing on Research & Development and investing in new capacities, new technologies, new applications, and new products.

c) Segment.

The Company is organized into two business segments - Castor Oil derivatives and Power generation.

d) Outlook.

During the year under review your company has achieved Rs. 3317.30 lakhs in sales. The demand outlook for the company's product remains positive. Emphasis on green eco-friendly products is likely to lead to increase in innovation of new product and uses in the castor oil industry. Your company continues to invest in research and development to tap on new growth opportunities. Your company is also undertaking a backward integration program in order to increase the availability of castor seeds. Barring unforeseen circumstances your directors expect satisfactory growth.

e) Risks and Concerns.

The Company's products are used in variety of industries, thereby to a great extent, mitigating the risks associated with demand for its production on a long term basis. The price behavior of raw material depends on monsoon, global demand and inventory, and prices of other oils including crude oil and vegetable oil and therefore, can be volatile as well as unpredictable. The Company is closely watching the development of various factors which affect the castor seed prices.

The company restricts its exposure to the price fluctuation of raw materials by limiting its un hedged exposure. With the business of the company growing at a hectic pace and demand for trained and experienced manpower in excess of the supply, the risk of managing the people its tremendous. The company has to retain its existing trained workforce and also attract new talent for its different operations. New businesses are bought and integrated into existing business. To improve the performance of the staff at work, various refresher training courses are organized to update their knowledge with the latest technologies and management ideas.

The erratic demand from the overseas markets and threat of competition continue to be of concern. The Company has focused its efforts on marketing and introducing new products thereby mitigating to a certain extent, the effect of recession/slowdown in the industry.

Unrestricted speculation and high volatility due to trading in commodity exchange could have a negative effect on the growth of the industry.

f) Foreign Exchange.

Volatile currency movements can affect the profits of the Company. Your management continues to take steps cover foreign exchange to mitigate the risks of appreciation of rupee against US Dollar.

g) Internal Control and its adequacy.

The Company has adequate internal control procedures in accordance with its size and nature of business. The internal control system, adopted by the Company, effectively ensures that all assets are safeguarded and protected against any loss from unauthorised use.

h) Financial / Operational Performance.

The Company's Financial Performance & Analysis:

| Particulars | For the Year ended 31 st March (Rs.in Lakhs) | |
|---|--|---------|
| | 2014 | 2013 |
| Sales and Other Income | 3319.68 | 5013.15 |
| Profit Before Interest and Depreciation | 492.84 | 647.77 |
| Interest & Finance Charges | 176.14 | 270.40 |
| Depreciation | 268.38 | 262.46 |

| | | |
|----------------------------------|--------|---------|
| Profit before Tax | 48.30 | 114.92 |
| Less: Provision for Taxation | | |
| Current Tax | 9.20 | - |
| Deferred Tax | 35.99 | (74.00) |
| Net Profit After Tax | 3.11 | 208.89 |
| Balance b/f from previous year | 466.57 | 257.68 |
| Total | 469.68 | 466.57 |
| Balance carried to Balance Sheet | 469.68 | 466.57 |

i) Human Resources / Industrial Relations.

The Company continues to place significant importance on its Human Resources and enjoys cordial relations at all levels.

CAUTIONARY STATEMENT:

statements in this “ Management’s Discussion and Analysis” describing the Company’s objectives, projections, estimates, expectations or predictions may be “forward- looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company’s operations include global and Indian demand, supply conditions, finished goods prices, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other factors such as litigation etc.

CERTIFICATE BY THE MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) PURSUANT TO CLAUSE 41 OF THE LISTING AGREEMENT

We, Manmohan Sahu, Managing Director and K. Nagendra Kumar, Chief Financial Officer, of SwarnaJyothi Agrotech & Power Limited, Hyderabad hereby certify to the Board that:

a) We have reviewed the Audited financial statements and the cash flow statements for the year ended 31.03.2014 and certify that to the best of our knowledge and belief;

I. these statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading; and

II. these statements together present a true and fair view of the Company’s Affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the company for the year ended 31.03.2014 which are fraudulent, illegal or violate of the company’s code of conduct.

c) We accept responsibility for establishing and maintaining internal controls in the Company and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take and rectify the identified deficiencies.

d) We have indicated to the auditors and the Audit committee:

(i) Significant changes in the internal control during the year ended 31.03.2014;

(ii) Significant changes in accounting policies during the year ended 31.03.2014 and that the same have been disclosed in the notes to the financial results; and

(iii) There are no instances of significant fraud of which we have become aware.

e) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).

f) We further declare that all Board Members and designated Senior Management have affirmed compliance with the Code of Conduct for the year ended 31.03.2014.

Sd/-
Manmohan Sahu
Managing Director

Sd/-
K. Nagendra Kumar
Chief Financial Officer

Place: Hyderabad

Date :

DECLARATION ON CODE OF CONDUCT

In accordance with Clause 49 (D) of the Listing Agreement with the Stock Exchanges, I, Manmohan Sahu, Managing Director of the Company, hereby confirm that all the Directors and the senior management personnel of the Company have affirmed compliance with the aforesaid Code of Conduct as applicable to them for the financial year ended 31st March, 2014.

By Order of the Board
SWARNAJYOTHI AGROTECH & POWER LIMITED

Place: HYDERABAD
Date

Sd/-
MANMOHAN SAHU
MANAGING DIRECTOR

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Swarnajyothi Agrotech & Power Limited philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all aspects of its operations, and in all its interactions with its Shareholders, Employees, and the Government. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall Shareholder value, over a sustained period of time.

2. BOARD OF DIRECTORS

a. Composition

The Board of Directors along with its Committees provides leadership and guidance to the company's management and directs, supervises and controls the performance of the Company. The Board comprises a combination of Executive and Non Executive Directors. The Board currently comprises of five Directors out of which four Directors (80%) are Non-Executive Directors. The Company has a Executive Chairman and the four Independent Directors comprise more than one half of the total strength of the Board. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under the existing Clause 49 of the Listing Agreement and Section 149 of the Act.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees [Committees being, Audit Committee and Stakeholder Relationship Committee (Erstwhile Investors' Grievance Committee)] across all the Indian public limited companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies. None of the Directors of the Company are related to each other. All Non Executive Directors, are liable to retire by rotation.

The composition of the Board is in conformity with the Listing requirement. The details are as under.

| Name | Designation | Category |
|--------------------------------|-------------------|--|
| Manmohan Sahu | Managing Director | Executive/Non-Independent Director |
| Pradeep Kumar Mahapatro | Director | Non-Executive/Non-Independent Director |
| Brahmananda Rout | Director | Non-Executive/Independent Director |
| Kolachana Shastri Venkateswara | Director | Non-Executive/Independent Director |
| Sudhanidhi Rout | Director | Non-Executive/Independent Director |

b. Number of Board Meetings

The Board meetings were held at least once in every quarter and the time gap between two meetings not exceed four months. During the year under review, the Board of Directors of the Company met 9 times on May 14, 2013, May 30, 2013, August 14, 2013, September 3, 2013, October 19, 2013, November 14, 2013, December 18, 2013, February 14, 2014, March 14, 2014.

The attendance of each director at the Board Meeting, last Annual General Meeting and number of other directorship and Chairmanship/membership of Committee held by each of the director in other companies are as under:

| Name of the Director | Attendance | | No. of OTHER Companies Directorship, Committee Membership & Chairmanship | | |
|--------------------------------|----------------|----------|--|-----------------------|-------------------------|
| | Board Meetings | Last AGM | Directors hip | Committee Membershi p | Committee Chairmanshi p |
| Manmohan Sahu | 9 | Yes | 8 | Nil | Nil |
| Pradeep Kumar Mahapatro | 9 | Yes | Nil | Nil | Nil |
| Brahmananda Rout | 6 | Yes | Nil | Nil | Nil |
| Kolachana Shastri Venkateswara | 5 | Yes | Nil | Nil | Nil |
| Sudhanidhi Rout | 7 | Yes | Nil | Nil | Nil |

c. Re-appointment of Retiring Directors

In accordance with the Articles of Association of the Company, MANMOHAN SAHU, Director of the Company will retire at the ensuing 20th Annual General Meeting of the Company and, being eligible, offer himself for re-appointment.

Brief Resume of Director seeking re-appointment/Appointment:

MANMOHAN SAHU, is a qualified Cost and Management Accountant having entrepreneurial experience in the industries like Castor Oil Derivatives, Solvent Extraction & Refined Oil. He is also having rich experience in implementation of Power Projects - Biomass, Hydro & Thermal Power etc. He has decades of experience in the field of finance &Accounts, Financial Consolidation.

3. AUDIT COMMITTEE

a. Overall Purpose

The purpose of the Audit Committee is to assist the Board of Directors in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of Internal Auditors and overseeing the Company's accounting and financial reporting process and the audit of the Company's financial statements.

b. Composition & Meetings

The composition of the Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

During the year under review, the Committee comprised of Three Independent and One Executive/Non Independent directors and all of whom are financially literate and have relevant finance and/or audit exposure. The quorum of the Committee is two members or one third of its members, whichever is higher. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. During the year under review, four meetings of Audit Committee were held on May 14, 2013, August 14, 2013, November 14, 2013 and February 14, 2014. Each Audit Committee meeting which considers financial results is preceded by a meeting which is attended only by the Audit Committee members and the Auditors.

Brahmananda Rout is the Chairman and Kolachana Shastri Venkateswara, Sudhanidhi Rout and Sri Manmohan Sahu are the members. The attendance of each member of the Committee is given below:

| Name | Designation | Category | No of meetings attended |
|---|-------------|---------------------------|-------------------------|
| Brahmananda Rout (w.e.f. December 18,2012) | Chairman | Non-Executive/Independent | 4 |
| Kolachana Shastri Venkateswara (w.e.f. February 8,2013) | Member | Non-Executive/Independent | 3 |
| Sudhanidhi Rout (w.e.f. March 22, 2013) | Member | Non-Executive/Independent | 3 |
| Manmohan Sahu | Member | Executive/Non Independent | 4 |

c. Powers and Terms of Reference

The power and terms of reference of the Audit Committee are as those prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges as amended from time to time as well as under Section 292A of the Companies Act, 1956.

4. Remuneration Committee

a. Brief description of terms of reference

To formulate the remuneration policy and approve the remuneration or revision in the remuneration payable to Executive Directors/Whole-Time Directors.

b. Composition & Meetings

The Remuneration Committee has not met during the year under review as there were no instances necessitating the meeting.

Brahmananda Rout is the Chairman and Shri Kolachana Shastri Venkateswara and Shri Sudhanidhi Rout are the members of the Remuneration Committee. The composition of the Remuneration Committee is as follows:

| Name | Designation | Category |
|---|-------------|---------------------------|
| Sri Brahmananda Rout (w.e.f. December 18,2012) | Chairman | Non-Executive/Independent |
| Kolachana Shastri Venkateswara (w.e.f. February 8,2013) | Member | Non-Executive/Independent |
| Sudhanidhi Rout (w.e.f. March 22, 2013) | Member | Non-Executive/Independent |

c. Remuneration Policy

To recommend/review the remuneration package, periodically, to the Executive Directors. The remuneration payable to them is in accordance with the existing industry practice and also with the provisions of the Companies Act, 1956.

d. Remuneration to Directors

The Company pays remuneration to the Managing Director as per the contractual obligations. The Non-Executive Directors do not draw any remuneration from the Company.

The Details of remuneration paid to Directors for the financial year ended 31st March, 2014:

| Name | Salary, Perquisites & Other benefits | Commission | Sitting Fees | Total |
|--------------------------------|--------------------------------------|------------|--------------|-------------|
| Manmohan Sahu | Rs.8,30,000 | - | - | Rs.8,30,000 |
| Bramhmananda Rout | - | - | Rs.25,000 | Rs.25,000 |
| Pradeep Kumar Mahapatra | - | - | Rs.15,000 | Rs.15,000 |
| Kolachana Shastri Venkateswara | - | - | Rs.15,000 | Rs.15,000 |
| Sudhanidhi Rout | - | - | Rs.25,000 | Rs.25,000 |

e. Shares held by the Non-Executive/Independent Directors as on 31.03.2014

| Name | Category | No of shares held |
|---|--|-------------------|
| Pradeep Kumar Mahapatro | Non-Executive/Non-Independent Director | 775256 |
| Kolachana Shastri Venkateswara (w.e.f. February 8,2013) | Non-Executive/Independent Director | - |
| Sudhanidhi Rout (w.e.f. March 22, 2013) | Non-Executive/Independent Director | - |
| Bramhmananda Rout | Non-Executive/Independent Director | |

5. Shareholders' / Investors' Grievance Committee

a. Purpose

The Shareholders'/Investors' Grievance Committee oversees the redressal of complaints of investors such as transfer or credit of shares to demat accounts, non-receipt of dividend/annual reports. It also approves share transfer and issue of share certificates. During the year, the Company has received nine complaints from the shareholders and all of them were resolved satisfactorily. There were no pending investor complaints pertaining to the financial year ended 31st March, 2014.

b. Composition & Meetings

The composition of the Shareholders'/Investors' Grievance Committee meets the requirements Clause 49 of the Listing Agreement.

During the period under review, four meetings of Shareholders'/Investors' Grievance Committee were held on May 14, 2013, August 14, 2013, November 14, 2013 & February 14, 2014.

During the period under review, the Shareholders'/Investors' Grievance Committee was reconstituted by the Sri Brahmananda Rout has been appointed as a Chairman and Shri Kolachana Shastri Venkateswara and Shri Sudhanidhi Rout have been appointed as members.. The attendance of each member of the Committee is given below:

| Name | Designation | Category | No of meetings attended |
|---|-------------|---------------------------|-------------------------|
| Sri Brahmananda Rout (w.e.f. December 18,2012) | Chairman | Non-Executive/Independent | 4 |
| Kolachana Shastri Venkateswara (w.e.f. February 8,2013) | Member | Non-Executive/Independent | 2 |
| Sudhanidhi Rout (w.e.f. March 22, 2013) | Member | Non-Executive/Independent | 3 |

6. General Body Meetings

The general meetings are the place for shareholders to express their views and concerns and we respect their right and privilege to a great extent. The general meeting of the company is being conducted in a proper and transparent manner and the same has enhanced the image of the Company among investor community in a larger manner.

a. Location and place of last three Annual General Meeting

| Year | Location | Date | Time |
|---------|--|------------|----------|
| 2010-11 | 1 st Floor, Lotus Hall, Country Club,6-3-1219, Station Road,Begumpet,Hyderabad-500 016 | 30.09.2011 | 11.00 AM |
| 2011-12 | Ground floor, Pool Side Mini Hall, Country Club, 6-3-1219, Station Road, Begumpet, Hyderabad 500016. | 29.09.2012 | 10.30AM |
| 2012-13 | Ground floor, Pool Side Mini Hall, Country Club, 6-3-1219, Station Road, Begumpet, Hyderabad 500016. | 30.09.2013 | 11.00 AM |

b. Special Resolutions

All resolutions moved at the last Annual General Meetings were passed by a show of hands by the requisite majority of members attending the meeting. The following are the special resolutions passed at the previous General meetings held in the last three years.

| AGM/EGM Held on | Whether special resolution Passed | Summary of the resolution |
|-----------------|-----------------------------------|--|
| 2009-10 | Yes | Change in the Name of the company and Alteration of Memorandum Of Association. |
| 2010-11 | No | Nil |
| 2011-12 | No | Nil |
| 2012-13 | Yes | Change in the Name of the company and Alteration of Memorandum Of Association. |

c. Postal ballot

During the Financial Year 2013-14 the Company has not passed any resolution through Postal Ballot.

7. DISCLOSURES

a. Related Party Transactions

Except with regard to the Payment of Remuneration to the Executive Director, the Company has not entered into any materially significant related party transactions with its promoters, Directors or Management or their relatives etc that may have potential conflict with the interest of the Company at large.

b. Details of penalties & strictures

Company had not paid any amount towards penalties nor strictures to the Stock Exchanges, Securities and Exchange Board of India or any Statutory Authority relating to the Capital Markets.

c. Code of Conduct

The Board of Directors has laid down the code of conduct for Directors and senior management personnel including all functional heads, which they are bound to observe in the course of conduct of the business of the Company. This code of conduct has been posted on the website of the Company. Each Director of the Company and senior management personnel including all functional heads to whom the code has been made applicable, have affirmed their compliance with the code.

d. Whistle Blower Policy

The Company has not established formal whistle blower policy mechanism. However, no personnel of the Company have been denied any access to the Audit Committee.

e. Proceeds from public issues, rights issues, preferential issues etc

During the financial year ended 31st March, 2014, no proceeds received from public by way of preferential issues, public issues, rights issues, preferential issues etc.

f. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

The Company is in compliance with all the mandatory requirements of Clause 49 of the Listing Agreement. The status on adoption of non-mandatory requirements is set out in this report.

NON-MANDATORY REQUIREMENTS

• **The Board**

The Chairman of the Company is executive and hence the provision with regard to maintenance of Chairman's office as contained in the non-mandatory requirement is not relevant.

• **Remuneration Committee**

The Company has set up Remuneration Committee which determines remuneration payable to the executive directors of the Company.

• **Shareholders Rights**

The Quarterly financial results are published in the news papers and as well as posted on the Company's website. The significant events, if any, too are posted on the Company's website and in view of this, summary of such events is not separately sent to the shareholders.

• **Training and Evaluation**

The training of Board members and evaluation of performance of non-executive directors as envisaged under Clause 49 of the Listing Agreement will be considered as and when such need arises.

- **Whistle Blower Policy**

The Company at present has not established formal whistle blower policy mechanism. However, no personnel of the Company have been denied any access to the Audit Committee.

- **Audit Qualifications**

During the year under review, there is no Audit qualification in Company's financial statements. The Company continues to adopt best practices to ensure regime of unqualified financial statements.

8. Means of Communication

The company has promptly reported all information including declaration of Quarterly Financial Results to the Stock Exchange where the shares of the company are listed. The Company also publishes the Audited/unaudited financial results in two newspapers; one in English and one in Telugu.

a) Website of the Company:

<http://www.swarnajyothi.com>

9. GENERAL SHAREHOLDER INFORMATION:

| | |
|--|---|
| a. Annual General Meeting(AGM): Date, Time and Venue | Thursday, the 31st December, 2015 |
| | At 10:00 A.M |
| | At 315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD-500082 |
| b. Date of Book Closure | 25th December, 2015 to 31st December, 2015 (both days inclusive) |
| c. Financial Year | April to March |
| d. Financial Calendar | 1 st April to 31 st March |
| e. Listing on Stock Exchanges | Pune Stock Exchange (PSE) |
| | Bombay Stock Exchange: Scrip code:590090 |
| f. ISIN | INE846A01026 |
| g. Corporate Identification Number | L40300AP1994PLC078932 |
| h. Market Price Data | Refer Annexure-A |
| i. Registrar & Transfer Agents | Bigshare Services Private Limited 306,Right Wing, Amrutha Ville, Opp. Yasodha Hospital Somajiguda, Raj Bhavan Road, Hyderabad – 500082. Tel: 91-40-23374967 23370295 Fax: 91-40-2337 0295 Email: bsshyd@bigshareonline.com |
| j. Share Transfer System | The share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 30daysfrom the date of receipt, subject to the documents being valid and complete in all respects. |
| k. Distribution of Shareholding as on 31 st March, 2014 | Annexure-B |

| | |
|--|---|
| l. Shareholding Pattern | Annexure-C |
| m. Dematerialization of shares | Annexure-D |
| n. Registered Office Location | Registered Office: Flat No 315, left wing, Amruthaville welfare Association, Opp Yashoda Hospital Rajbhavan Road, Somajiguda Hyderabad – 500 082 , Telangana, India. |
| o. Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion date and likely impact on Equity | Not applicable, as the Company has not issued any of the above instruments. |
| p. Exclusive e-mail ID for Investor Grievances | Pursuant to Clause (f) of the Listing Agreement, the following dedicated e-mail ID have been designated for communicating investors' grievances: info@swarnajyothi.com |
| q. Plant Location | Plot No.65 & 66,Export Promotion Industrial Park, Pashamylaram, Patancheru Medak District TELANGANA-502 319 |
| r. Address for Correspondence | SwarnaJyothi Agrotech & Power Limited (Flat no 315, left wing, Amruthaville welfare Association, Opp Yashoda Hospital Rajbhavan Road, Somajiguda Hyderabad – 500 082 , TELANGANA, India.E-mail : info@swarnajyothi.com |

The above report has been approved by the Board of Directors in their meeting held on.

Place: Hyderabad
Date:

**For and on behalf of the Board of
SwarnaJyothi Agrotech & Power Limited**
Sd/-
Manmohan Sahu
Managing Director

Annexure-A to Corporate Governance Report

Market Price Data

| Month | Open | High | Low | Close | No. of Shares | No. of Trades |
|---------------|-------------|-------------|-------------|--------------|--------------------------|----------------------|
| Apr-13 | 2.38 | 3.17 | 2.18 | 3.10 | 27,974 | 162 |
| May-13 | 2.95 | 5.68 | 2.95 | 4.66 | 1,02,402 | 260 |
| Jun-13 | 4.66 | 4.88 | 2.72 | 3.04 | 34,014 | 164 |
| Jul-13 | 3.19 | 4.20 | 3.19 | 3.81 | 14,301 | 67 |
| Aug-13 | 4.00 | 4.00 | 3.19 | 3.30 | 3,084 | 18 |
| Sep-13 | 3.30 | 4.35 | 2.71 | 4.35 | 32,702 | 81 |
| Oct-13 | 4.25 | 5.30 | 4.25 | 4.55 | 28,886 | 77 |
| Nov-13 | 4.60 | 5.00 | 2.91 | 3.05 | 22,580 | 69 |
| Dec-13 | 3.00 | 4.10 | 2.59 | 4.10 | 43,841 | 86 |
| Jan-14 | 4.30 | 4.30 | 2.72 | 2.85 | 36,229 | 79 |
| Feb-14 | 2.85 | 3.18 | 2.56 | 3.02 | 47,654 | 98 |
| Mar-14 | 2.89 | 3.56 | 2.89 | 3.24 | 35,750 | 39 |

Annexure-B to Corporate Governance Report

Distribution of Share Holding as on 31st March, 2014

| Range (In Rs) | Total Holders | % of Total Holders | Total Holding in Shares | % of Total Capital |
|------------------|---------------|--------------------|-------------------------|--------------------|
| 1 - 500 | 6524 | 84.8485 | 669866 | 2.6336 |
| 501 - 1000 | 458 | 5.9566 | 370541 | 1.4568 |
| 1001 - 2000 | 292 | 3.7976 | 461187 | 1.8131 |
| 2001 - 3000 | 108 | 1.4046 | 278770 | 1.0960 |
| 3001 - 4000 | 68 | 0.8844 | 239488 | 0.9415 |
| 4001 - 5000 | 56 | 0.7283 | 264417 | 1.039547 |
| 5001 - 10000 | 83 | 1.0795 | 605172 | 2.3792 |
| 10001 - 99999999 | 100 | 1.3006 | 22546343 | 88.6403 |
| Total : | 7689 | | 25435784 | 100 |

Annexure-C to Corporate Governance Report

Shareholding Pattern as on March 31, 2014

| Particulars | No. of shares | % of holding |
|-----------------------------------|-----------------|---------------|
| Promoters | 15791632 | 62.09 |
| Mutual Funds | - | - |
| Banks, FIs, & Insurance Companies | - | - |
| Private Corporate Bodies | 3917997 | 15.40 |
| Indian Public | 5661803 | 22.26 |
| NRIs/OCBs | 64352 | 0.25 |
| Total | 25435784 | 100.00 |

Annexure-D to Corporate Governance Report

| Category | No of shares | % of Shares |
|------------------------|-----------------|-------------|
| Electronic Mode | | |
| CDSL | 5936699 | 23.340 |
| NSDL | 19259803 | 75.719 |
| Physical Mode | 239282 | 0.941 |
| Total | 25435784 | 100 |

AUDITORS' CERTIFICATE
(pursuant to Clause 49 of the Listing Agreement)

To
The Members of
SWARNAJYOTHI AGROTECH & POWER LIMITED
(Formerly Octant Industries Limited)

We have examined the compliance of corporate governance of **SWARNAJYOTHI AGROTECH & POWER LIMITED** for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of 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 and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement in all material respects.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, We have to state that no investor grievances were pending for a period of month against the Company as per records maintained by the Shareholders/Investors' 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.

M/S RRK & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
RADHAKRISHNA
PARTNER

Place : Hyderabad
Dated:

To the Members of Swarnajyothi Agrotech& Power Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Swarnajyothi Agrotech& Power Limited formerly Octant Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31,2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account

d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 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 RRK & ASSOCIATES

Chartered Accountants

FRN No.009785 S

Sd/-

R.Radha Krishna

Partner

M.No.210777

Date: 04/11/2015

Place:Hyderabad

Annexure to the Auditor's Report

The annexure referred to in our report to the members of Swarnajyothi Agrotech & power Limited formerly Octant Industries Limited ('the Company') for the year ended 31 March, 2014. We Report that:

- i) (a) 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.
- (b) According to the information and explanations given to us the company has physically verified during the year its fixed assets. We have been informed that no material discrepancies were noticed on such physical verification.

- (c) According to the information and explanations given to us that there was no substantial disposal of fixed assets during year.
- ii)
 - (a) The Inventory has been physically verified by the Management during the year at reasonable intervals.
 - (b) In our opinion the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The Company is maintaining proper record of inventory. In our opinion the discrepancies noticed on physical verification of stocks as compared to book records were not material. However they have been properly dealt with in the books of account.
- iii)
 - (a) According to the information and explanations given to us the Company has not granted interest free unsecured loans to the parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - (b) In our opinion the terms and conditions of loans so granted to the party are *prima facie* not prejudicial to the interest of the company.
 - (c) According to the information and explanations given to us the loans given to the parties covered in the register maintained under section 301 of the Companies Act 1956 are repayable on demand.
 - (d) According to the information and explanations given to us the Company has taken interest free unsecured loans aggregating as at the Balance Sheet date, Rs.250.49 Lakhs from two parties (Sri Manmohan Sahu and Smt. Indira Sahu) covered in the register maintained under section 301 of the Companies Act, 1956.
 - (e) In our opinion the terms and conditions on which the loans have been taken by the company from two parties covered in the register maintained under section 301 of the Companies Act, 195 are *prima-facie* not prejudicial to the interest of the company.
 - (g) According to the information and explanations given to us the loans given to the parties covered in the register maintained under section 301 of the Companies Act 1956 are repayable on demand.
- iv) In our opinion there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. In our opinion according the information and explanations given to us there is no continuing failure to correct major weaknesses in internal control during the year.
- v)
 - a) In our opinion and according to the information and explanations given to us the contracts or arrangements that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956 have been properly so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into a register in pursuance of section 301 of the

Companies Act, 1956 have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

- vi) In our opinion and according to the information and explanations given to us, during the year under review the company has not accepted any deposits from the public within the purview of Section 58A of the Companies Act, 1956 and Rules made there under.
- vii) In our opinion and the information furnished to us, the company has and internal audit system carried out by the external auditor and also has the inbuilt internal audit system. In our opinion the scope and coverage of the internal audit is commensurate with the size of the company and nature of its business.
- viii) In our opinion and according to the information and explanations given to us the Central Government has prescribed the maintenance of cost records by the company as specified in sub section (1) of section 209 of the companies Act, 1956.
- ix) a) According to the information and explanations given to us and according to the books and records examined by us in respect of statutory dues, the Company has been regular *except for certain cases* in depositing undisputed statutory dues with appropriate authorities including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Excise Duty, Service Tax, Cess and Other material statutory dues applicable to it.
- b) With reference to the dues of Taxes which has not been deposited as at March 31, 2014 on account of disputes (which is belongs to the period before the appointed date of the Scheme of Arrangement and pertains to the Old Management), the amounts involved and forum where dispute is pending reported below:

| Particulars | Period to which the amount relates | Forum Where the dispute is pending | Amount (Rs in Lakhs) |
|-------------|------------------------------------|------------------------------------|----------------------|
| Income Tax | Assessment Year 2006-07 | Mumbai Tribunal | 26.00 |
| Income Tax | Assessment Year 2008-09 | Mumbai Tribunal | 9.11 |
| Income Tax | Assessment Year 2012-13 | CIT (Appeals) | 36.14 |

- x) In our opinion and according to the information and explanations given to us and according to the books of account examined by us the there are no accumulated losses at the end of the financial year.
- xi) Based on our audit procedures and on the information and explanation given by the management, the company has defaulted in repayment of dues to the following financial institutions, banks as at the end of the balance sheet date.

The details of the defaults of repayment is as follows;

| | Particulars | Rupees in Lakhs (Principal + Interest) |
|---|---------------------|--|
| 1 | State Bank of India | 1468.40 |

| | | |
|---|------|--------|
| 2 | IDBI | 313.31 |
|---|------|--------|

- xii) According to the information and explanations given to us by the management and according to the records of the company examined by us the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion and according to the information and explanations furnished to us the company is not a chit, nidhi or mutual benefit fund/society.
- xiv) According to the information and explanations furnished to us the company is not dealing in shares, securities debentures and other investments.
- xv) In our opinion and according to the information and explanation given to us, the company has not given any guarantee for the loans taken by others from banks or financial institutions.
- xvi) In our opinion and according to the information and explanations furnished to us the term loans have been applied for the purpose for which they were raised.
- xvi) On the basis of an overall examination of the Balance sheet of the company, and according to the information and explanations given to us, we are of the opinion that there are no funds raised on short term basis, which have been used for long term investments.
- xvi) According to the information and explanations furnished to us, during the period covered by our audit, the company has not made any preferential allotment of equity shares to parties covered in the register maintained under section 301 of the companies Act, 1956 and thus the opinion on the price at which shares have been issued are not prejudicial to the interest of the company do not arise.
- xix) According to the information and explanations given to us the company has not issued any debentures during the year and hence commenting under this clause does not arise.
- xx) According to the information and explanations furnished to us by the Management, the company has not raised money by way of further public issue (preferential issue) during the year and as verified by us the end use of money raised by public issues has been spend for the purpose the same has been raised.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.

For RRK & ASSOCIATES
Chartered Accountants
FRN No. 009785 S
Sd/-
R.Radha Krishna
Partner
M.No.210777

Date:
Place: Hyderabad

SWARNAJYOTHI AGROTECH & POWER LIMITED

Balance Sheet as at 31st March, 2014

Amount in Rs.

| Particulars | | 31.03.2014 | 31.03.2013 |
|--|----|--|----------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 254,357,840 | 254,357,840 |
| (b) Reserves and Surplus | 2 | 536,831,525 | 536,521,406 |
| (2) Share application money pending allotment | | 73,148,000 | 73,148,000 |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 3 | 245,542,922 | 230,000,000 |
| (b) Deferred tax liabilities (Net) | 3 | 27,747,986 | 24,148,104 |
| (c) Other Long term liabilities | 3 | 26,606,796 | 25,716,597 |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 4 | 178,171,085 | 140,704,037 |
| (b) Trade payables | 5 | 35,259,985 | 112,510,560 |
| (c) Other current liabilities | 6 | 2,597,074 | 1,856,544 |
| (d) Short-term provisions | 7 | 10,004,597 | 10,958,715 |
| Total | | 1,390,267,810 | 1,409,921,803 |
| II.Assets | | | |
| (1) Non-current assets | | | |
| (a) <i>Fixed assets</i> | 8 | | |
| (i) Tangible assets | | 85,133,184 | 95,029,113 |
| (ii) Intangible assets | | 242,192,711 | 258,584,705 |
| (iii) Capital work-in-progress | | 113,938,653 | 75,056,277 |
| (b) Non-current investments | 9 | 200,000 | 200,000 |
| (c) Other non-current assets | 9a | 173,416,382 | 173,966,846 |
| (d) Long Term Loans & Advances | 10 | 440,264,989 | 453,320,104 |
| (2) Current assets | | | |
| (a) Inventories | 11 | 187,325,068 | 169,123,657 |
| (b) Trade receivables | 12 | 143,228,747 | 179,401,108 |
| (c) Cash and cash equivalents | 13 | 144,219 | 613,220 |
| (d) Short-term loans and advances | 14 | 3,973,194 | 4,370,361 |
| (e) Other current assets | 15 | 450,662 | 256,412 |
| Total | | 1,390,267,810 | 1,409,921,803 |
| Notes on Financial Statements | | | |
| as per our report of even date | | | |
| For RRK & ASSOCIATES | | For and on behalf of the board' | |
| Chartered Accountants | | | |
| FRN 009785 S | | | |
| sd/- | | sd/- | sd/- |
| R.Radha Krishna | | Manmohan Sahu | Pradeep Kumar |
| Partner | | (Chairman cum | Mahapatro |
| M.No.210777 | | Managing Director) | (Director) |
| Date: | | | |
| Place: Hyderabad | | | |

SWARNAJYOTHI AGROTECH & POWER LIMITED

Profit and Loss statement for the year ended 31st March, 2014

| Particulars | | 31.03.2014 | 31.03.2013 |
|---|----|--------------------|--------------------|
| I. Revenue from operations | 16 | 331,730,659 | 500,756,222 |
| II. Other Income | 17 | 237,044 | 558,738 |
| III. Total Revenue (I +II) | | 331,967,703 | 501,314,960 |
| <i>IV. Expenses:</i> | | | |
| Cost of materials consumed | 18 | 275,242,175 | 340,430,464 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 19 | (8,488,530) | (1,336,675) |
| Employee benefit expense | 20 | 4,092,236 | 3,712,939 |
| Financial costs | 21 | 17,614,688 | 27,040,049 |
| Depreciation and amortization expense | 22 | 26,838,387 | 26,795,548 |
| Other expenses | 23 | 11,838,305 | 93,181,105 |
| Total Expenses | | 327,137,261 | 489,823,430 |
| V. Profit before exceptional and extraordinary items and tax | | 4,830,442 | 11,491,530 |
| VI. Exceptional Items (Prior period) | | - | (1,997,008) |
| VII. Profit before extraordinary items and tax (V - VI) | | 4,830,442 | 13,488,538 |
| VIII. Extraordinary Items | | | - |
| IX. Profit before tax (VII - VIII) | | 4,830,442 | 13,488,538 |
| X. Tax expense: | | | |
| (1) Current tax | | 920,441 | - |
| (2) Deferred tax | | 3,599,882 | (7,400,027) |
| XI. Profit(Loss) from the period from continuing operations | | 310,119 | 20,888,565 |
| XII. Profit/(Loss) from discontinuing operations | | - | - |
| XIII. Tax expense of discounting operations | | - | - |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 310,119 | 20,888,565 |
| XVI. Earning per equity share: | | | |
| (1) Basic | | 0.012 | 0.821 |
| (2) Diluted | | 0.012 | 0.821 |
| Notes on financial statements | | | |

as per our report of even date

For RRK & ASSOCIATES

Chartered Accountants

FRN 009785 S

sd/-

R.Radha Krishna

Partner

M.No.210777

Date:

Place: Hyderabad

For and on behalf of the board'

sd/-

Manmohan Sahu

(Chairman cum
Managing Director)

sd/-

Pradeep Kumar

Mahapatro
(Director)

SWARNAJYOTHI AGROTECH & POWER LIMITED
Cash Flow Statement for the year ended 31st March 2014

| 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 taxation | 4,830,442 | | 13,488,538 | |
| Adjustments for | | | | |
| Depreciation | 26,287,923 | | 26,245,084 | |
| Amalgamation Expenditure Amortisation | 550,464 | | 550,464 | |
| Operating income before working capital changes | | 31,668,829 | | 40,284,086 |
| Changes in Working Capital | | | | |
| (Increase)/ Decrease in Inventories | (18,201,411) | | (20,872,045) | |
| (Increase)/ Decrease in Sundry Debtors | 36,172,361 | | (24,925,726) | |
| (Increase)/ Decrease in Current assets loans & advances | 202,917 | | 1,854,916 | |
| Increase / (Decrease) in Current Liabilities & Provisions | (77,464,163) | (59,290,296) | 66,123,711 | 22,180,856 |
| Cash generated from operations | | (27,621,467) | | 62,464,942 |
| Less: Tax Expenses | | (920,441) | | - |
| Net cash generated from operating activities | | (28,541,908) | | 62,464,942 |
| B. Cash flow from investment activities | | | | |
| Acquisition of Fixed assets (including Capital WIP) | (38,882,376) | | (36,415,286) | |
| Subsidy Received from State Govt | | | - | |
| Advances Paid for Capital Goods | 13,055,115 | | (301,548,163) | |
| Sale/Disposal of Fixed Assets | - | | - | |
| Net cash generated/ (used) in Investment activities | | (25,827,261) | | (337,963,449) |
| C. Cash flow from finance activities | | | | |
| Increase in share capital | - | | - | |
| Increase in Security Premium | - | | - | |
| Repayments/(proceeds) of long term borrowings | | | 228,761,711 | |
| Increase/(Decrease) in Bank Borrowings | 53,009,970 | | - | |
| Increase/(Decrease) in Share application money | | | 73,113,002 | |
| Increase/ (Decrease) in Unsecured loans | 890,199 | | (31,864,445) | |
| Net cash generated/ (used) in financing activities | | 53,900,169 | | 270,010,268 |
| D. Net increase/(decrease) in cash and cash equivalents | | (469,000) | | (5,488,239) |
| Cash and cash equivalents as at the commencement of the year | | 613,220 | | 6,101,461 |
| Add/(Less): On Amalgamation & (Demerger) | | - | | - |
| Cash and cash equivalents as at the end of the year | | 144,220 | | 613,222 |

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

For R R K & Associates

Firm Registration No.009785 S

Chartered Accountants

For and on behalf of the board of Directors of

SWARNAJYOTHI AGROTECH & POWER LIMITED

sd/-

Place: Hyderabad

R.RADHA KRISHNA

PARTNER

Membership.No.210777

Date:

sd/-

MANMOHAN SAHU

(MANAGING DIRECTOR)

sd/-

PRADEEP KUMAR

MAHAPARO

(DIRECTOR)

SWARNAJYOTHI AGROTECH & POWER LIMITED

Note on Financial Statements

Amount in Rs.

| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|---------------------|--------------------|
| 2. Reserves & Surplus | | |
| a) Securities Premium | | |
| At the commencement of the year | 486,343,650 | 486,343,650 |
| Add: Securities Premium on Preferential Allotment of equity shares | - | - |
| Total | 486,343,650 | 486,343,650 |
| b) Special Reserve | | |
| At the commencement of the year | 3,520,951 | 3,520,951 |
| Less: Special Reserve Adjusted on Demerger | - | - |
| Total | 3,520,951 | 3,520,951 |
| c) Surplus | | |
| At the commencement of the year | 46,656,805 | 25,768,240 |
| Less: Profit & Loss Account Balance Adjusted on Demerger | - | - |
| Add: For current year | 310,119 | 20,888,565 |
| Total | 46,966,924 | 46,656,805 |
| Grand Total | 536,831,525 | 536,521,406 |
| 3. Long Term Borrowings | | |
| SECURED LOANS | | |
| i. Term Loans | | |
| - From FI/NBFC Power Finance Corporation Limited - Power Project | 245,542,922 | 230,000,000 |
| Total | 245,542,922 | 230,000,000 |
| 3.1) Term loan referred above is secured by mortgage by way of First Charge of present and future fixed assets of Biomass Power Plant (Power Division) of the company (Refer Note No.25 -K) | | |
| ii. Un Secured | | |
| - Directors | 25,049,428 | 23,354,328 |
| - Others | 1,557,368 | - |

| | | |
|---|---|--|
| Total | 26,606,796 | 23,354,328 |
| iii.Deffered Tax Liability | | |
| At the Commencement of the year | 24,148,104 | 31,548,131 |
| Less: Trasferred on Demerger | - | - |
| Add: Trasferred from Merged Companies | - | - |
| Add: Current year Provision | 3,599,882 | (7,400,027) |
| TOTAL | 27,747,986 | 24,148,104 |
| 4. Short Term Borrowings | | |
| Secured | | |
| a) Loans repayble on demand | | |
| - State Bank of Hyderabad | 146,840,106 | 112,391,773 |
| - IDBI | 31,330,979 | 28,312,264 |
| Total | 178,171,085 | 140,704,037 |
| 4.1) Loans repayable on demand: | Working capital loans are Secured by way of hypothecation of Raw Materials, Stock - in - process, finished goods and stores and spares and book debts of the Company and also secured by way charge on collateral securities provided by the company for the castor oil division (Refer Note No.25 K) | |
| 4.2) Details of Defaults in repayment of loans as on the Balance Sheet | | |
| | Period of Default as on 31.03.2014 | Amount in Rs. (Including Interest thereon) |
| Demand Loans - | | |
| - State Bank of Hyderabad | 181 Days | 146,840,106 |
| - IDBI | 223 Days | 31,330,979 |
| 5. Trade Payables | | |
| Dues to : Small and Micro Enterprises (*) | | 11,447,245 |
| : Other than Small and Micro Enterprises | 35,259,985 | 21,063,315 |
| Supplier Credits - Power Division | | 80,000,000 |
| Total | 35,259,985 | 112,510,560 |
| (*) Interest paid, payable or accrued and due to Micro and small enterprises is Rs.NIL (Previous Year Rs.NIL) | | |
| 6. Other Current Liabilities | | |
| (a) Current maturities of long-term bebt | | |
| i. Term Loans - from Banks | | |

| | | |
|---|--------------------|--------------------|
| - State Bank of Hyderabad | 2,597,074 | 1,856,544 |
| Total | 2,597,074 | 1,856,544 |
| 7. Short Term Provisions | | |
| (a) Interest Payable on Term Loan | - | - |
| (b) Interest accrued but not due on borrowings | - | 5,228,630 |
| (c) Other Payables | - | 924,501 |
| (d) Other Payables - Provison for Taxes | 5,390,520 | 2,970,499 |
| (e) Salary & Reimbursements | 4,259,057 | 1,330,625 |
| (f) Contribution to PF & ESI | 355,020 | 273,658 |
| (g) Gratutity Payable | - | 115,401 |
| (h) Leave Encashment Payable | - | 115,401 |
| Total | 10,004,597 | 10,958,715 |
| 9. Non - Current Assets | | |
| Development Expenditure | 172,865,917 | 172,865,917 |
| Amalgamation Expenditure | 550,465 | 1,100,929 |
| Total | 173,416,382 | 173,966,846 |
| 10. Long Term Loans and Advances | | |
| Other Deposits | 169,600 | 419,151 |
| Advance for Capital Goods purchase | 434,861,487 | 432,380,702 |
| Other Advances | 5,433,902 | 6,589,586 |
| Advances to Raw Material Suppliers | - | 13,930,665 |
| Investments | - | 200,000 |
| Total | 440,464,989 | 453,520,104 |
| 11. Inventories (Valued and certified by the management) | | |
| Raw Materials | 110,421,078 | 100,604,580 |
| Stores and Spares | 3,780,985 | 3,884,602 |
| Packing Material | - | - |

| | | |
|--|--------------------|--------------------|
| Work - in -progress | 3,720,904 | 3,604,475 |
| Finished Goods | 69,402,101 | 61,030,000 |
| TOTAL | 187,325,068 | 169,123,657 |
| 12. Trade Recivables (unsecured, considered good) | | |
| Receivables for a period of exceeding six months | 95,485,831 | 6,672,913 |
| Receivables for a period less than six months | 47,742,916 | 169,909,760 |
| Export - Receivables | - | 2,818,435 |
| TOTAL | 143,228,747 | 179,401,108 |
| 13. Cash and Cash Equivalentents | | |
| Balances with Banks | | |
| With Scheduled Banks | 141,611 | 459,711 |
| Cash on hand | 2,608 | 153,508 |
| Balance with Banks against Margin Money/Gurantees | - | - |
| TOTAL | 144,219 | 613,219 |
| 14. Short - term loans and advances (Unsecured considered good) | | |
| Prepaid Insurance | - | 709,044 |
| TDS Recievable | - | 34,133 |
| VAT Input | 2,581,540 | 2,581,540 |
| Cenvat | 338,398 | 338,398 |
| Advances to Staff | 766,957 | 707,246 |
| Other Advances | 286,299 | - |
| TOTAL | 3,973,194 | 4,370,361 |
| 15. Other Current Assets | | |
| DEPB Receivable | 182,393 | 182,393 |
| Interest Receivable | 74,019 | 74,019 |
| Other Mics Assets | 194,250 | |

| | | |
|---|--------------------|--------------------|
| TOTAL | 450,662 | 256,412 |
| 16. Revenue from operations | | |
| Sale of Products | | |
| Castor oil Derivatives | 331,730,659 | 408,300,484 |
| Agriculture | - | 92,455,738 |
| TOTAL | 331,730,659 | 500,756,222 |
| 17. Other Income | | |
| DEPB License | | 125,250 |
| Gain on Foreign Currency transactions & transalation | - | - |
| Interest on Deposits | - | 398,488 |
| Other Non-Operating Income | 237,044 | 35,000 |
| TOTAL | 237,044 | 558,738 |
| 18. Cost of Materials Consumed | | |
| Opening Stocks - | | |
| - Raw Materials | 54,690,000 | 50,709,792 |
| - Seeds | 45,914,580 | - |
| Add: Purchases | 285,058,673 | 344,410,672 |
| | 385,663,253 | 344,410,672 |
| Less: Cost of Raw Material Sold | - | - |
| Less: Closing Stocks | 110,421,078 | 54,690,000 |
| Raw Material Consumed | 275,242,175 | 289,720,672 |
| 19. Changes in inventories of Finished Goods, Work-in- | | |
| - progress and stok in trade | | |
| Opening Stocks | | |
| Castor oil Derivatives | 61,030,000 | 59,745,000 |
| Work - in - progress | 3,604,475 | 3,552,800 |
| | 64,634,475 | 63,297,800 |
| Closing Stocks | | |
| Castor Oil Derivatives | 69,402,101 | 61,030,000 |

| | | |
|--|--------------------|--------------------|
| Work - in - progress | 3,720,904 | 3,604,475 |
| | 73,123,005 | 64,634,475 |
| (Increase) / decrease in stocks | (8,488,530) | (1,336,675) |
| 20. Employee Benefits Expense | | |
| Salaries, wages, bonus and other benefits | 4,001,139 | 2,883,315 |
| Contribution to Provident Fund | - | 444,756 |
| Contribution to Employee State Insurance | - | 69,050 |
| Leave Encashment | - | 115,401 |
| Gratuity | - | 115,401 |
| Staff welfare expenses | 91,097 | 85,016 |
| TOTAL | 4,092,236 | 3,712,939 |
| 21. Finance Cost | | |
| Interest Expences | 16,536,470 | 26,429,408 |
| Other Borrowing Costs | 1,078,218 | 610,641 |
| Total | 17,614,688 | 27,040,049 |
| 22. Depreciation and amortisation expense | | |
| Depreciation | 26,287,923 | 26,245,084 |
| Amortisation expense | 550,464 | 550,464 |
| Total | 26,838,387 | 26,795,548 |
| 23. Other Expenses :Stores Consumption | | |
| Consumable Stores | 158,278 | 1,934,931 |
| Packing Material Consumed | 218,400 | 875,967 |
| Agriculture Division Expenses | - | 75,283,430 |
| Total | 376,678 | 78,094,328 |
| Power & Fuel | | |
| Electricity Charges | 3,284,183 | 4,795,066 |
| Total | 3,284,183 | 4,795,066 |

| | | |
|--|-------------------|-------------------|
| Payments to the auditor as | | |
| auditor | 125,000 | 125,000 |
| for taxation matters | 25,000 | 75,000 |
| for Certification | | - 75,750 |
| Total | 150,000 | 275,750 |
| Rent | 336,972 | 213,000 |
| Repairs | 92,101 | 153,358 |
| Rates and taxes, excluding taxes on income | 22,568 | 309,808 |
| Printing and Stationary | 157,331 | 128,452 |
| Postage, telegrams and telephones | 432,123 | 245,690 |
| Travelling and conveyance | 846,692 | 922,744 |
| Managerial Remuneration | 830,000 | 542,534 |
| Directors Sitting Fee | 70,000 | 130,000 |
| Meeting Expences | 39,110 | - |
| Advertisement | 51,306 | 135,758 |
| Expenses on sales | 998,817 | 1,960,298 |
| Legal & Professional Charges | 1,080,991 | 1,169,224 |
| Vehicle Maintenance | 127,976 | 72,283 |
| Miscellaneous expenses | 198,699 | 709,131 |
| Listing Fee | | - 59,000 |
| Transportation | 387,572 | 774,683 |
| Factory Expenses | 142,151 | 1,263,612 |
| Boiler Maintenance | 4,450 | 215,105 |
| Other Expenses | 2,208,585 | 1,011,281 |
| TOTAL | 8,027,444 | 10,015,961 |
| Grand Total | 11,838,305 | 93,181,105 |

| SWARNAJYOTHI AGROTECH & POWER LIMITED | | | | | | | | | | | |
|---|--------|-----------------------------|-------------------|-----------|--|-----------------------------|------------------------|-------------|-----------------------------|-----------------------------|-----------------------------|
| Notes on Financial Statements - 8. FIXED ASSETS | | | | | | | | | | | |
| Description | Rate | Gross Block | | | Accumulated Depreciation/ amortisation | | | Net Block | | | |
| | | Balance as at 01.04.2013 | Additions | Deletions | Balance as at 31.03.2014 | Balance as at 01.04.2013 | Charge for the year | On Disposal | Balance as at 31.03.2014 | Balance as at 31.03.2014 | Balance as at 31.03.2013 |
| a TANGIBLE ASSETS | | | | | | | | | | | |
| Freehold Land | 0.0% | 30,000,000 | - | - | 30,000,000 | - | - | - | - | 30,000,000 | 30,000,000 |
| Factory Building | 3.34% | 10,000,000 | - | - | 10,000,000 | 1,482,073 | 334,000 | - | 1,816,073 | 8,183,927 | 8,517,927 |
| Plant & Machinery | 7.07% | 49,460,072 | - | - | 49,460,072 | 16,382,136 | 3,496,827 | - | 19,878,963 | 29,581,109 | 33,077,936 |
| Electrical Equipment | 7.07% | 1,927,786 | - | - | 1,927,786 | 464,769 | 136,294 | - | 601,063 | 1,326,723 | 1,463,017 |
| Lab Equipment | 7.07% | 1,431,500 | - | - | 1,431,500 | 318,136 | 101,207 | - | 419,343 | 1,012,157 | 1,113,364 |
| Furniture & Fixtures | 6.33% | 3,182,165 | - | - | 3,182,165 | 592,110 | 201,431 | - | 793,541 | 2,388,624 | 2,590,055 |
| Computer | 16.21% | 34,124,117 | - | - | 34,124,117 | 16,750,466 | 5,531,519 | - | 22,281,985 | 11,842,132 | 17,373,651 |
| Office Equipment | 7.07% | 862,410 | - | - | 862,410 | 192,408 | 60,972 | - | 253,380 | 609,030 | 670,002 |
| Vehicles | 9.50% | 354,500 | - | - | 354,500 | 131,340 | 33,678 | - | 165,017 | 189,483 | 223,161 |
| Total | | 131,342,550 | - | - | 131,342,550 | 36,313,437 | 9,895,929 | - | 46,209,366 | 85,133,184 | 95,029,113 |
| b INTANGIBLE ASSETS | | | | | | | | | | | |
| Goodwill | | 50,000,000 | - | - | 50,000,000 | - | - | - | - | 50,000,000 | 50,000,000 |
| Softwares and IPRS | 6.33% | 258,957,249 | - | - | 258,957,249 | 50,372,544 | 16,391,994 | - | 66,764,538 | 192,192,711 | 208,584,705 |
| TOTAL | | 308,957,249 | - | - | 308,957,249 | 50,372,544 | 16,391,994 | - | 66,764,538 | 242,192,711 | 258,584,705 |
| c Capital Work in Progress | | | | | | | | | | | |
| Capital Work in Progress | | 75,056,277 | 38,882,376 | - | 113,938,653 | - | - | - | - | 113,938,653 | 75,056,277 |
| Total | | 75,056,277 | 38,882,376 | - | 113,938,653 | - | - | - | - | 113,938,653 | 75,056,277 |
| Total (a+b+c) | | 515,356,076 | 38,882,376 | - | 554,238,452 | 86,685,981 | 26,287,923 | - | 112,973,904 | 441,264,548 | 428,670,095 |
| Previous Year | | 478,940,790 | 36,415,286 | - | 515,356,076 | 60,440,897 | 26,245,084 | - | 86,685,981 | 428,670,095 | 418,499,893 |

24. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting and Accounting Conventions:

The financial statements are prepared under the historical cost convention on accrual basis in accordance with the Indian Generally Accepted Principles Accepted Accounting Principles (IGAAP) comprising the Accounting standards Notified under Companies Accounting Standards Rules 2006 by the Central Government of India under section 211(3C) of the Companies Act 1956, Various pronouncements of the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956 and guidelines issued by the Securities Exchange Board of India (SEBI).

b) Use of Estimates:

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

c) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured.

Revenue from sale of goods is recognized on dispatch which coincides with transfer of significant risks and rewards to customer and is exclusive of excise duty and net of trade discounts, sales returns and sales tax, where applicable.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend is recognized as and when the company's right to receive payment is established.

d) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation, impairment losses and specific grants/subsidies, if any. Cost includes purchase price, freight, non refundable taxes and duties and any identifiable expenditure to bring the assets to its present location and working condition for intended use. Finance cost relating to acquisition of fixed assets which takes substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for its intended use.

Expenditure directly relating to construction activities capitalized. Indirect is capitalized to the extent those relate to the construction activity or is incidental there to. Income earned during the construction period is deducted from the total expenditure relating to construction activity.

Assets retired from active use and held for disposal are stated at their estimated net releasable values or net book values, whichever is lower.

e) Depreciation:

Depreciation on Fixed Assets has been provided on Straight Line Method, based on the useful life of the assets as estimated by the management which generally coincides with rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on addition/deletion of assets during the year is provided on a pro-rata basis.

f) Intangible Assets:

Cost relating to licenses and other intangible assets, which are acquired, are capitalized and amortized on the useful life of the assets as estimated by the management.

g) Impairment :

The carrying amount of the assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use, the estimates of the time value of money and risks specific to the asset.

After impairments are carried at costs, however, diminution in value is provided to recognize a decline, other than temporary, in the value of the investments.

h) Government grants and subsidies :

Grants and subsidies are recognized when there is a reasonable assurance that the grant or subsidy will be received and that all underline conditions there to will be complied with. When grant or subsidy relates an asset, its value is deducted in arriving in carrying amount of the related asset.

i) Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investment. All other Investments are classified as long term investments current investments are carried at lower of cost and fair value determined on individual investment basis.

Long term investments carried at cost. However, diminishing in value is provided to recognize a decline, other than temporary, in the value of investments.

j) Inventories:

Raw-materials, packing materials, stores & spares and consumables valued at lower of cost, calculated on "First In First Out" basis, and net realizable value. Items held for use in the production of inventories and not written down below cost. If the finished product in which they will be incorporated are expected to be sold at or above cost. Finished goods and work-in-progress are valued at lower of cost and net realizable value. Cost includes material, labour and a proportion of appropriate overheads. Cost of finished goods includes excise duty wherever applicable. Cost is determined on weighted basis. Trading goods are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, reduced by the estimated cost of computation costs to affect the sale.

k) Income taxes:

Tax expenses companies of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflected the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on tax rates enacted or subsequently enacted at the Balance Sheet Date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In situations where the company unobserved depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty support by convincing evidence that they can be realized against future taxable profits.

Un-recognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of the deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

l) Foreign Currency Transactions:

Initial Recognition: Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and foreign currency at the date of the transaction.

Conversion: Foreign currency monetary items are reported at yearend rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.

Exchange differences: Exchange differences are arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Forward exchange contracts not intended for trading or speculation purposes: In case of forward exchange contracts, difference between the forward rate and exchange rate on the date of transaction is recognized as expense or income over the life the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year.

m) Export Benefits, incentives and licenses:

Export benefits on account of entitlement to import of goods free of duty under the 'Duty Entitlement Pass Book under Duty Exemption Scheme' and benefits on account of export promotion scheme included in revenues are accrued and accounted in the year export.

n) Borrowing Cost:

Borrowing costs that are directly relatable to acquisition, construction or production of qualifying assets is capitalized as part of the cost of such asset. All other borrowing costs are charged to revenue.

o) Provisions and Contingent Liabilities:

A provision is recognized when the company has a present obligation as result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate require to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates. Financial effect of contingent liabilities is disclosed based on information available up to the date on which financial statements is approved. However where a reasonable estimate of financial effect be made, suitable disclosures are made with regard to this fact and the existence and nature of the contingent liability.

24. NOTES ON FINANCIAL STATEMENT

Amount in Lakhs

| | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--|--|---------------------|---------------------|
| | Contingent Liabilities not provided for | | |
| | a) Against Foreign bills discounted | - | - |
| | b) Against inland Letter of Credit | - | - |
| | c) Demand raised by the income tax department for the Asst. Year 2006 – 07 on subjecting the misc. income and the matter is pending before the Appellate Authority, Mumbai. | 26.00 | 26.00 |
| | d) Demand raised by the Income tax department for the Asst. Year 2008 – 09 on subjecting the sale of investments and the matter is pending before the Appellate Authority, Mumbai. | 9.11 | 9.11 |
| | | 36.14 | - |

| | | | | | |
|---|---------------------|----------------------------|-------------------------------|------------------------------|--|
| e) Against demand raised by the Income tax authorities for the A.Y.2012-13 | | | | | |
| Expenditure in Foreign Currency during the year | | Nil | | Nil | |
| Value of imports calculated on CIF basis | | Nil | | Nil | |
| Earnings in Foreign Exchange FOB value of Exports | | 76.05 | | 101.73 | |
| Composition of Net Deferred Tax Asset / (Liability) Total | | (36.00) | | 74.00 | |
| Related party disclosure | | | | | |
| Related party disclosures as required by AS-18 are given under | | | | | |
| Name of the Party | Relationship | Name of transaction | Current year 2013 – 14 | Previous Year 2012–13 | |
| a) Transactions during the year (Expenditure) | | | | | |
| Sri ManmohanSahu | Key Management | Remuneration | 8.00 | 8.00 | |
| Sri ManmohanSahu | Key Management | Extended Unsecured Loan | 33.67 | 23.62 | |
| Smt. Indira Sahu | Key Management | Extended Unsecured Loan | 232.29 | 232.29 | |
| Employee Benefits Employee benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to profit and loss account of the year when the contribution to the respective funds is due. There are no other obligations other than the contributions payable to the respective authorities. | | | | | |
| Earnings Per Share as per Accounting Standard No.20 | | | | | |
| Net Profit Available for equity share holders | | | 3.10 | 208.49 | |
| Weighted average number of equity shares | | | 254.36 | 254.36 | |
| Basic and Diluted earnings per share | | | 0.012 | 0.820 | |
| Segment information for the year ended 31.03.2014 | | | | | |
| During the Current Financial year the Company has identified two reportable segments i.e Castor oil derivatives and Agri Division. | | | | | |
| A) Information about primary business segments | | | Year ended 31.03.2014 | Year ended 31.03.2013 | |
| 1. Segment Wise Revenue (Net Sales and other Income) | | | | | |
| Castor Oil Derivatives | | | 3317.00 | 4083.00 | |
| Agri Division | | | - | 924.56 | |
| Software Division | | | - | - | |
| Total | | | 3317.00 | 5007.56 | |

| | | | |
|--|---|------------------|-----------------|
| | | | |
| | 2. Segment Result – Profit/Loss | | |
| | Before tax and interest from each segment | | |
| | Castor oil Division | 224.65 | 377.50 |
| | Agri Division | - | 171.73 |
| | Software Division | - | -163.91 |
| | Total | 224.65 | 385.32 |
| | 3. Segment Assets | | |
| | Castor oil Division | 5818.29 | 4664.45 |
| | Agri Division | - | 359.15 |
| | Software Division | 2540.35 | 3999.25 |
| | Biomass Division | 5544.07 | 5076.37 |
| | Total | 13,902.71 | 14099.22 |
| | 4. Segment Liabilities | | |
| | Castor oil Division | 11,446.78 | 10458.94 |
| | Agri Division | - | 283.12 |
| | Software Division | - | - |
| | Biomass Division | 2,455.93 | 3357.16 |
| | Total | 13,902.71 | 14099.22 |
| | 5. Capital Expenditure | | |
| | Castor oil Division | - | 6.41 |
| | Agri Division | - | - |
| | Software Division | - | - |
| | Biomass Division | 388.84 | 357.74 |
| | Total | 388.84 | 364.15 |
| | 6. Depreciation | | |
| | Castor oil Division | | |
| | Agri Division | 98.53 | 98.53 |
| | Software Division | - | - |
| | Biomass Division | 163.92 | 163.92 |
| | Total | 262.45 | 262.45 |
| | B) Information about secondary business segments by Geographical market | | |
| | | <u>2013-2014</u> | <u>2012 -</u> |
| | <u>2013</u> | | |
| | Within India | 97.7 | 98.0 |
| | Outside India | 2.3 | 2.0 |
| | Total | 100.0 | 100.0 |
| | | 3241.25 | 4887.73 |
| | | 76.05 | 119.83 |
| | | 3317.30 | 5007.56 |
| | Details of Security Given for Secured Loans | | |
| | i. Term Loan from SBH | | |
| | a. First charge on fixed assets both present and future i.e. Plant and Machinery and other movable and immovable assets of Castor Oil Derivatives Division, situated at | | |

Plot.No.65 & 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak.

b. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates.

ii. Working capital loans from SBH and IDBI

1. State Bank of Hyderabad

a. First charge by way of hypothecation on the entire current assets including all the stocks and book debts/receivables present and future of Castor Oil Derivatives Division, situated at Plot.No.65 & 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak.

b. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates.

2. IDBI

a. Paripassu and charge on current assets of the company.

b. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates

3. Term Loan from Power Finance Corporation Limited and Rural Electrification Corporation Limited

a. A first charge by way of mortgage in favour of lenders of all the immovable properties, present and future, of the Biomass project.

b. A first charge by way of hypothecation in favour of lenders of all the company's movables, including movable plant and machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future, of the Biomass project;

c. A first charge on company's book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and whether arising, present and future, intangibles, goodwill, uncalled capital, present and future, of the Biomass project.

d. A first charge by way of assignment or creation of charge in favour of the Lenders of Biomass project

e. All the right, title, interest, benefit, claims and demand whatsoever of the company in the project documents, duly acknowledged and consented to by the relevant counter-parties to such project documents, all as amended, varied or supplemented from time to time;

f. All the rights, title, interest, benefits, claims and demands whatsoever of the company in the clearances;

| | | | |
|------------|--|----------------------|--------------------------|
| | <p>g. All the rights, titles, interest, benefits, claims and demands whatsoever of the company in any letter of credit, guarantee, performance bond provided by any party to the project documents</p> <p>h. First charge on all the letters of credit, Trust and Retention Accounts, DSRAs and other reserves and any other bank accounts of the company wherever maintained for the Biomass project.</p> | | |
| | <p>Provision for Gratuity and Leave Encashment: The Company has provided an amount of Rs.115, 401/- for Gratuity and an amount of Rs.115,401/- towards Leave Encashment to Employees on accrual basis for the current financial year.</p> | | |
| | <p>Employee Stock Option Plan: During the current year, the Company has not announced any Employee Stock Option plan (Previous Year: Nil).</p> | | |
| | <p>The balances of Sundry Debtors, Sundry Creditors and Loans & Advances are subject to confirmation from the parties.</p> | | |
| | <p>Disclosure as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006:</p> | | |
| | Particulars | 2013 2014 | – 2012 – 2013 |
| i | Principal amount and separately the interest due thereon remaining unpaid to any supplier at the end of the financial year. | 124.15 | 114.47 |
| ii | The amount of interest paid u/s 16 of this Act, along with the amounts of payments made to the supplier beyond the appointed day during each accounting year. | Nil | Nil |
| iii | The amount of interest due and payable for the period of delay in making payment which have been paid but, beyond the appointed day during the year. | Nil | Nil |
| iv | The amount accrued and remaining unpaid at the end of each accounting period; i.e., principal is paid but interest has remained unpaid. | Nil | Nil |
| v | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprise, this is required for the purpose of disallowance as a deductible expenditure | Nil | Nil |
| | <p>In respect of the amounts mentioned under section 205C of the Companies Act, 1956 there are no dues that are to be credited to the Investor Education and Protection Fund as at March 31, 2014- (March 31, 2013: Nil)</p> | | |

| | | | | |
|------------------------------|---|----------|--------------------------|-----------|
| | Claims against the company not acknowledge as debt: Nil. | | | |
| | Disclosure pursuant to clause 32 of Listing Agreement: Loans and Advances in the nature of Loans to subsidiaries : Current Year: Nil (Previous Year: Nil) | | | |
| | Additional Information pursuant to paragraphs 3 and 4 of part II of Schedule VI of the Companies Act, 1956 – As certified by the management. a. Quantitative Details Installed Capacities and Production: | | | |
| Class of Goods | 2013-2014 | | 2012-2013 | |
| | Capacity (MT) | | Capacity(MT) | |
| | (In terms of production) | | (In terms of production) | |
| | Licensed | Licensed | Licensed | Installed |
| Castor Oil Derivatives(Mts.) | 7,200 | 7,200 | 7,200 | 7,200 |
| Actual Production (Mts.) | 3685.76 | | 4705.20 | |

Turnover

| Name of the Product | 2013-2014 | | 2012-2013 | |
|-------------------------|----------------|----------------|----------------|----------------|
| | Quantity | Value | Quantity | Value |
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Hydrogenated Castor Oil | 2250.00 | 2272.95 | 4701.70 | 4005.91 |
| 12 - H S A | - | - | 63.50 | 63.21 |
| First Special Grade | - | - | - | - |
| Crude Castor Oil | - | - | - | - |
| BSS/BP | 945 | 1044.36 | 16.00 | 13.89 |
| Castor Seeds | - | - | 1525.00 | 924.55 |
| Soft ware& IT | - | - | - | - |
| Other Division | - | - | - | - |
| TOTAL | 3195.00 | 3317.31 | 6852.95 | 5007.56 |

*Opening Stock of Finished Goods:

| Name of the Product | 2013-2014 | | 2012-2013 | |
|-------------------------|-----------|-------------|-----------|-------------|
| | Quantity | Value | Quantity | Value |
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Hydrogenated Castor Oil | 450.00 | 569.00 | 510.00 | 545.70 |
| 12-Hydroxy Stearic Acid | 29.00 | 41.30 | 45.00 | 51.75 |

* The opening stocks relating to Castor Oil Derivatives are considered on merger.

Closing Stock of Finished Goods:

| Name of the Product | 2013-2014 | | 2012 – 2013 | |
|-------------------------|-----------|-------------|-------------|-------------|
| | Quantity | Value | Quantity | Value |
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Hydrogenated Castor Oil | 739.00 | 927.58 | 450.00 | 569.00 |
| 12-Hydroxy Stearic Acid | 89.00 | 126.75 | 29.00 | 41.30 |
| Castor Oil | 699.24 | 749.90 | 545.00 | 546.90 |
| Castor Seed | | | 931.90 | 459.15 |

Raw Material Consumed:

| | 2013-2014 | 2012 – 2013 |
|--|-----------|-------------|
|--|-----------|-------------|

| Name of the Product | Quantity | Value | Quantity | Value |
|-----------------------|----------|-------------|----------|-------------|
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Raw Material Consumed | 3685.76 | 3106.73 | 4719.44 | 3404.30 |

Value of Stores, Chemicals & Packing Material Consumed:

| Name of the Product | 2013-2014 | | 2012- 2013 | |
|---------------------|-------------|--------------|-------------|--------------|
| | Value | % | Value | % |
| | (Rs. Lakhs) | (Percentage) | (Rs. Lakhs) | (Percentage) |
| Indigenous | 37.81 | 100% | 28.11 | 100% |

S. Auditor's Remuneration

| Auditors Remuneration | 2013-14 | 2012 - 2013 |
|----------------------------|-------------|-------------|
| Audit Fees | 1.25 | 1.25 |
| Tax Audit Fees | 0.25 | 0.75 |
| Taxation and Other Matters | - | 0.76 |
| Total | 1.50 | 2.76 |

T. The figures have been rounded off to the nearest rupee and previous year figures are regrouped/ Rearranged wherever necessary to conform to those of the current year classification.

For RRK & Associates

Chartered Accountants

FRN: 009785 S

Sd/-

R.Radha Krishna

Partner

M.No.210777

Place: Hyderabad

Date:

For and on behalf of Board of Directors

Sd/-

Manmohan Sahu
(Chairman cum
Managing Director)

Sd/-

Pradeep Kumar Mahapatro
(Director)

Information Pursuant to part IV of Schedule VI of the Companies Act, 1956

Balance Sheet Abstract and Company's General Business Profile

1 Registration Details

| | |
|---------------------------------|-----------------------|
| Registration No. | 78932 |
| Corporate Identification Number | L40300TG1994PLC078932 |
| State Code | 11 |
| Balance Sheet Date | 31.03.2014 |

2 Capital Raised during the year (Amount in ` Thousands)

| | |
|---------------------------------|-----|
| Public Issue (calls in arrears) | NIL |
| Rights Issue | NIL |
| Bonus Issue | NIL |
| Private Placement | NIL |

3 Positions of Mobilisation and Deployment of Funds (Amount in Rs `)

| | |
|---|---------------|
| Total Liabilities | 139,02,67,810 |
| Total Assets | 139,02,67,810 |
| Sources of Funds | |
| Paid-up Capital | 25,43,57,840 |
| Reserves & Surplus | 53,68,31,525 |
| Share Application Money Pending Allotment | 7,31,48,000 |
| Secured Loans | 42,63,11,081 |
| Unsecured Loans | 2,66,06,796 |
| Deferred Tax Liabilities | 2,77,47,986 |
| Application of Funds | |
| Net Fixed Assets | 44,12,68,548 |
| Investments | NIL |
| Long Term Loans & Advances | 44,04,64,989 |
| Net Current Assets | |
| Miscellaneous Expenditure | 17,34,16,382 |
| Accumulated Losses | NIL |

4 Performance of the Company (Amount in Rs `)

| | |
|--------------------------------|--------------|
| Turnover | 33,19,67,703 |
| Total Expenditure | 32,71,37,261 |
| Profit Before Tax | 48,30,442 |
| Profit After Tax | 3,10,119 |
| Basic Earning per share in Rs. | 0.012 |
| Dividend Rate % | NIL |

5 Generic Names of Three Principal Products/Services of Company - (As per monetary terms)

| Item - Code No. | Product Description |
|-----------------|-------------------------|
| 1504.00 | Hydrogenated Castor Oil |
| 3823.00 | 12 Hydroxy Stearic Acid |
| N.A | Agro Division |

For and on behalf of the Board of Directors

Sd/-

ManmohanSahu

(Managing Director)

INDEPENDENT AUDITORS' REPORT

To
The Members of
Swanajyothi Agro Tech & Power Limited
(formally Octant Industries Limited)

We have audited the accompanying consolidated financial statements of Swanajyothi Agro Tech & Power Limited formerly Octant Industries Limited ("the Company"), which comprise the Consolidated Balance Sheet as at March 31, 2014, and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of consolidated Profit and Loss, of the Profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For RRK & ASSOCIATES

Chartered Accountants
FRN. 009785 S

R.Radha Krishna

Partner
M.No.210777

Place: Hyderabad

Date:

SWARNAJYOTHI AGROTECH & POWER LIMITED

Consolidated Balance Sheet as at 31st March, 2014

Amount in Rs.

| Particulars | | 31.03.2014 | 31.03.2013 |
|--|----|--|----------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 254,357,840 | 254,357,840 |
| (b) Reserves and Surplus | 2 | 536,831,525 | 536,521,406 |
| (2) Share application money pending allotment | | 73,148,000 | 73,148,000 |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 3 | 245,542,922 | 230,000,000 |
| (b) Deferred tax liabilities (Net) | 3 | 27,747,986 | 24,148,104 |
| (c) Other Long term liabilities | 3 | 26,606,796 | 25,716,597 |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 4 | 178,171,085 | 140,704,037 |
| (b) Trade payables | 5 | 35,259,985 | 112,510,560 |
| (c) Other current liabilities | 6 | 2,597,074 | 1,856,544 |
| (d) Short-term provisions | 7 | 10,024,597 | 10,958,715 |
| Total | | 1,390,287,810 | 1,409,921,803 |
| II.Assets | | | |
| (1) Non-current assets | | | |
| (a) <i>Fixed assets</i> | 8 | | |
| (i) Tangible assets | | 85,133,184 | 95,029,113 |
| (ii) Intangible assets | | 242,192,711 | 258,584,705 |
| (iii) Capital work-in-progress | | 113,938,653 | 75,056,277 |
| (b) Other non-current assets | 9 | 173,505,632 | 174,034,976 |
| (c) Long Term Loans & Advances | 10 | 440,264,989 | 453,320,105 |
| (2) Current assets | | | |
| (a) Inventories | 11 | 187,325,068 | 169,123,657 |
| (b) Trade receivables | 12 | 143,228,747 | 179,401,108 |
| (c) Cash and cash equivalents | 13 | 274,969 | 745,089 |
| (d) Short-term loans and advances | 14 | 3,973,194 | 4,370,361 |
| (e) Other current assets | 15 | 450,662 | 256,412 |
| Total | | 1,390,287,810 | 1,409,921,803 |
| Notes on Financial Statements | | | |
| as per our report of even date | | | |
| For RRK & ASSOCIATES | | For and on behalf of the board' | |
| Chartered Accountants | | | |
| FRN 009785 S | | sd/- | sd/- |
| | | Manmohan Sahu | PRADEEP KUMAR |
| sd/- | | (Chairman cum | MAHAPARO |
| R.Radha Krishna | | Managing Director) | (DIRECTOR) |
| Partner | | | |
| M.No.210777 | | sd/- | |
| | | K.Nagendra Kumar | |
| Date: | | (CFO) | |
| Place: Hyderabad | | | |

| SWARNAJYOTHI AGROTECH & POWER LIMITED | | | |
|---|----|---|--------------------|
| Consolidated Profit and Loss statement for the year ended 31st March, 2014 | | | |
| Particulars | | 31.03.2014 | 31.03.2013 |
| I. Revenue from operations | 16 | 331,730,659 | 500,756,222 |
| II. Other Income | 17 | 237,044 | 558,738 |
| III. Total Revenue (I + II) | | 331,967,703 | 501,314,960 |
| <i>IV. Expenses:</i> | | | |
| Cost of materials consumed | 18 | 275,242,175 | 340,430,464 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 19 | (8,488,530) | (1,336,675) |
| Employee benefit expense | 20 | 4,092,236 | 3,712,939 |
| Financial costs | 21 | 17,614,688 | 27,040,049 |
| Depreciation and amortization expense | 22 | 26,838,387 | 26,795,548 |
| Other expenses | 23 | 11,838,305 | 93,181,105 |
| Total Expenses | | 327,137,261 | 489,823,430 |
| V. Profit before exceptional and extraordinary items and tax | | 4,830,442 | 11,491,530 |
| VI. Exceptional Items (Prior period) | | - | (1,997,008) |
| VII. Profit before extraordinary items and tax (V - VI) | | 4,830,442 | 13,488,538 |
| VIII. Extraordinary Items | | | - |
| IX. Profit before tax (VII - VIII) | | 4,830,442 | 13,488,538 |
| X. Tax expense: | | | |
| (1) Current tax | | 920,441 | - |
| (2) Deferred tax | | 3,599,882 | (7,400,027) |
| XI. Profit(Loss) from the period from continuing operations | | 310,119 | 20,888,565 |
| XII. Profit/(Loss) from discontinuing operations | | - | - |
| XIII. Tax expense of discounting operations | | - | - |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 310,119 | 20,888,565 |
| XVI. Earning per equity share: | | | |
| (1) Basic | | 0.012 | 0.821 |
| (2) Diluted | | 0.012 | 0.821 |
| Notes on financial statements | | . | |
| as per our report of even date For RRK & ASSOCIATES Chartered Accountants FRN 009785 S R.Radha Krishna Partner M.No.210777 Date: Place: Hyderabad | | For and on behalf of the board' sd/- Manmohan Sahu (Chairman cum Managing Director) sd/- K.Nagendra Kumar (CFO) | |
| | | sd/- PRADEEP KUMAR MAHAPARO (DIRECTOR) | |

| SWARNAJYOTHI AGROTECH & POWER LIMITED | | | | |
|---|-----------------------------|---------------------|-----------------------------|---------------------|
| Notes Forming Part of Financial Statements | | | | |
| 3. Share capital | | | 31.03.2014 | 31.03.2013 |
| | | | (in Rs) | (in Rs) |
| Authorized shares | | | | |
| 31020000 equity shares of Rs.10/- each | | | 310,200,000 | 310,200,000 |
| Issued, subscribed and fully paid-up shares | | | | |
| 25435784 Equity Shares of Rs.10/- each | | | 254,357,840 | 254,357,840 |
| Total issued, subscribed and fully paid-up share | | | 254,357,840 | 254,357,840 |
| (a) Reconciliation of the shares outstanding at the beginning and at the end | | | | |
| Equity shares | | | | |
| | 31-Mar-14 | | 31-Mar-13 | |
| | No. of Shares | (in Rs) | No. of Shares | (in Rs) |
| At the beginning of the year | 25,435,784 | 254,357,840 | 25,435,784 | 254,357,840 |
| Issued during the year – Additional Issue | - | - | - | - |
| Issued during the year – Stock options | - | - | - | - |
| Outstanding at the end of the period | 25,435,784 | 254,357,840 | 25,435,784 | 254,357,840 |
| (b) Terms/ rights attached to equity shares | | | | |
| The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Dividend declared and paid would be in | | | | |
| 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. | | | | |
| (c) Details of shareholders holding more than 5% shares in the Company | | | | |
| Equity shares of Rs.10 each fully paid | As at March 31, 2014 | | As at March 31, 2013 | |
| | No. of Shares | % holding in | No. of Shares | % holding in |
| Manmohan Sahu | 5,251,189 | 20.64% | 5,251,189 | 20.64% |
| Badrinarayan Mahapatra | 3,288,000 | 12.93% | 3,288,000 | 12.93% |
| Indira Sahu | 2,454,977 | 9.65% | 2,454,977 | 9.65% |
| Chittaranjan Sahu | 1,669,000 | 6.56% | 1,669,000 | 6.56% |
| As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares. | | | | |

| SWARNAJYOTHI AGROTECH & POWER LIMITED | | |
|--|-----------------------------|-----------------------------|
| Note on Financial Statements | | |
| | | Amount in Rs. |
| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
| 2. Reserves & Surplus | | |
| a) Securities Premium | | |
| At the commencement of the year | 486,343,650 | 486,343,650 |
| Add: Securities Premium on Preferential Allotment of equity shares | - | - |
| Total | | |

| | | |
|---|--------------------|--------------------|
| | 486,343,650 | 486,343,650 |
| b) Special Reserve | | |
| At the commencement of the year | 3,520,951 | 3,520,951 |
| Less: Special Reserve Adjusted on Demerger | - | - |
| Total | 3,520,951 | 3,520,951 |
| c) Surplus | | |
| At the commencement of the year | 46,656,805 | 25,768,240 |
| Less: Profit & Loss Account Balance Adjusted on Demerger | - | - |
| Add: For current year | 310,119 | 20,888,565 |
| Total | 46,966,924 | 46,656,805 |
| Grand Total | 536,831,525 | 536,521,406 |
| 3. Long Term Borrowings | | |
| SECURED LOANS | | |
| i. Term Loans | | |
| - From FI/NBFC | 245,542,922 | 230,000,000 |
| Power Finance Corporation Limited - Power Project | | |
| Total | 245,542,922 | 230,000,000 |
| 3.1) Term loan referred above is secured by mortgage by way of First Charge of present and future fixed assets of Biomass Power Plant (Power Division) of the company (Refer Note No.25 -K) | | |
| ii. Un Secured | | |
| - Directors | 25,049,428 | 23,354,328 |
| - Others | 1,557,368 | 2,362,268 |
| Total | 26,606,796 | 25,716,596 |
| iii. Deffered Tax Liability | | |
| At the Commencement of the year | 24,148,104 | 31,548,131 |
| Add: Current year Provision | 3,599,882 | (7,400,027) |
| TOTAL | 27,747,986 | 24,148,104 |
| 4. Short Term Borrowings | | |
| Secured | | |
| a) Loans repayble on demand | | |
| - State Bank of Hyderabad | | |

| | | |
|---|------------------------------------|--|
| | 146,840,106 | 112,391,773 |
| - IDBI | 31,330,979 | 28,312,264 |
| Total | 178,171,085 | 140,704,037 |
| 4.1) Loans repayable on demand: | | |
| Working capital loans are Secured by way of hypothecation of Raw Materials, Stock - in - process, finished goods and stores and spares and book debts of the Company and also secured by way charge on collateral securities provided by the company for the castor oil division (Refer Note No.25 K) | | |
| 4.2) Details of Defaults in repayment of loans as on the Balance Sheet | | |
| | Period of Default as on 31.03.2014 | Amount in Rs. (Including Interest thereon) |
| Demand Loans - | | |
| - State Bank of Hyderabad | 181 Days | 146,840,106 |
| - IDBI | 223 Days | 31,330,979 |
| 5. Trade Payables | | |
| Dues to : Small and Micro Enterprises (*) | | 11,447,245 |
| : Other than Small and Micro Enterprises | 35,259,985 | 21,063,315 |
| Supplier Credits - Power Division | | 80,000,000 |
| Total | 35,259,985 | 112,510,560 |
| (*) Interest paid, payable or accrued and due to Micro and small enterprises is Rs.NIL (Previous Year Rs.NIL) | | |
| 6. Other Current Liabilities | | |
| (a) Current maturities of long-term debt | | |
| i. Term Loans - from Banks | | |
| - State Bank of Hyderabad | 2,597,074 | 1,856,544 |
| Total | 2,597,074 | 1,856,544 |
| 7. Short Term Provisions | | |
| (a) Interest accrued but not due on borrowings | - | 5,228,630 |
| (b) Other Payables | 20,000 | 924,501 |
| (c) Other Payables - Provision for Taxes | 5,390,520 | 2,970,499 |
| (d) Salary & Reimbursements | 4,259,057 | 1,330,625 |

| | | |
|------------------------------|-------------------|-------------------|
| (e) Contribution to PF & ESI | 355,020 | 273,658 |
| (f) Gratuity Payable | - | 115,401 |
| (g) Leave Encashment Payable | - | 115,401 |
| Total | 10,024,597 | 10,958,715 |

| SWARNAJYOTHI AGROTECH & POWER LIMITED | | | | | | | | | | | |
|---------------------------------------|--------|-----------------------------|-------------------|-----------|-----------------------------|--|------------------------|-------------|-----------------------------|-----------------------------|-----------------------------|
| Notes on Financial Statements | | | | | | | | | | | |
| 8. FIXED ASSETS | | | | | | | | | | | |
| Description | Rate | Gross Block | | | | Accumulated Depreciation/ amortisation | | | Net Block | | |
| | | Balance as at 01.04.2013 | Additions | Deletions | Balance as at 31.03.2014 | Balance as at 01.04.2013 | Charge for the year | On Disposal | Balance as at 31.03.2014 | Balance as at 31.03.2014 | Balance as at 31.03.2013 |
| a TANGIBLE ASSETS | | | | | | | | | | | |
| Freehold Land | 0.0% | 30,000,000 | - | - | 30,000,000 | - | - | - | - | 30,000,000 | 30,000,000 |
| Factory Building | 3.34% | 10,000,000 | - | - | 10,000,000 | 1,482,073 | 334,000 | - | 1,816,073 | 8,183,927 | 8,517,927 |
| Plant & Machinery | 7.07% | 49,460,072 | - | - | 49,460,072 | 16,382,136 | 3,496,827 | - | 19,878,963 | 29,581,109 | 33,077,936 |
| Electrical Equipment | 7.07% | 1,927,786 | - | - | 1,927,786 | 464,769 | 136,294 | - | 601,063 | 1,326,723 | 1,463,017 |
| Lab Equipment | 7.07% | 1,431,500 | - | - | 1,431,500 | 318,136 | 101,207 | - | 419,343 | 1,012,157 | 1,113,364 |
| Furniture & Fixtures | 6.33% | 3,182,165 | - | - | 3,182,165 | 592,110 | 201,431 | - | 793,541 | 2,388,624 | 2,590,055 |
| Computer | 16.21% | 34,124,117 | - | - | 34,124,117 | 16,750,466 | 5,531,519 | - | 22,281,985 | 11,842,132 | 17,373,651 |
| Office Equipment | 7.07% | 862,410 | - | - | 862,410 | 192,408 | 60,972 | - | 253,380 | 609,030 | 670,002 |
| Vehicles | 9.50% | 354,500 | - | - | 354,500 | 131,340 | 33,678 | - | 165,017 | 189,483 | 223,161 |
| Total | | 131,342,550 | - | - | 131,342,550 | 36,313,437 | 9,895,929 | - | 46,209,366 | 85,133,184 | 95,029,113 |
| b INTANGIBLE ASSETS | | | | | | | | | | | |
| Goodwill | | 50,000,000 | - | - | 50,000,000 | - | - | - | - | 50,000,000 | 50,000,000 |
| Softwares and IPRS | 6.33% | 258,957,249 | - | - | 258,957,249 | 50,372,544 | 16,391,994 | - | 66,764,538 | 192,192,711 | 208,584,705 |
| TOTAL | | 308,957,249 | - | - | 308,957,249 | 50,372,544 | 16,391,994 | - | 66,764,538 | 242,192,711 | 258,584,705 |
| c Capital Work in Progress | | 75,056,277 | 38,882,376 | - | 113,938,653 | - | - | - | - | 113,938,653 | 75,056,277 |
| Total | | 75,056,277 | 38,882,376 | - | 113,938,653 | - | - | - | - | 113,938,653 | 75,056,277 |
| Total (a+b+c) | | 515,356,076 | 38,882,376 | - | 554,238,452 | 86,685,981 | 26,287,923 | - | 112,973,904 | 441,264,548 | 428,670,095 |
| Previous Year | | 478,940,790 | 36,415,286 | - | 515,356,076 | 60,440,897 | 26,245,084 | - | 86,685,981 | 428,670,095 | 418,499,893 |

| SWARNAJYOTHI AGROTECH & POWER LIMITED | | |
|---|---------------------|---------------------|
| Note on Financial Statements | | |
| Amount in `Rs | | |
| PARTICULARS | AS AT 31.03.2014 | AS AT 31.03.2013 |
| 9. Non - Current Assets | | |
| Development Expenditure | 172,865,917 | 172,865,917 |
| Amalgamation Expenditure | 550,465 | 1,100,929 |
| Preliminary Expenses | 89,250 | 68,130 |
| Total | 173,505,632 | 174,034,976 |
| 10. Long Term Loans and Advances | | |
| Other Deposits | 169,600 | 419,152 |
| Advance for Capital Goods purchase | 434,661,487 | 432,380,702 |
| Other Advances | 5,433,902 | 6,589,586 |
| Advances to Raw Material Suppliers | - | 13,930,665 |
| Total | | |

| | | |
|--|--------------------|--------------------|
| | 440,264,989 | 453,320,105 |
| 11. Inventories (Valued and certified by the management) | | |
| Raw Materials | 110,421,078 | 100,604,580 |
| Stores and Spares | 3,780,985 | 3,884,602 |
| Packing Material | - | - |
| Work - in -progress | 3,720,904 | 3,604,475 |
| Finished Goods | 69,402,101 | 61,030,000 |
| TOTAL | 187,325,068 | 169,123,657 |
| 12. Trade Recivables (unsecured, considered good) | | |
| Receivables for a period of exceeding six months | 95,485,831 | 6,672,913 |
| Receivables for a period less than six months | 47,742,916 | 169,909,760 |
| Export - Receivables | - | 2,818,435 |
| TOTAL | 143,228,747 | 179,401,108 |
| 13. Cash and Cash Equivalentts | | |
| Balances with Banks | | |
| With Scheduled Banks | 196,611 | 514,711 |
| Cash on hand | 78,358 | 230,378 |
| TOTAL | 274,969 | 745,089 |
| 14. Short - term loans and advances (Unsecured considered good) | | |
| Prepaid Insurance | - | 709,044 |
| TDS Recievable | - | 34,133 |
| VAT Input | 2,581,540 | 2,581,540 |
| Cenvat | 338,398 | 338,398 |
| Advances to Staff | 766,957 | 707,246 |
| Other Advances | 286,299 | - |
| TOTAL | 3,973,194 | 4,370,361 |
| 15. Other Current Assets | | |

| | | |
|---|--------------------|--------------------|
| DEPB Receivable | 182,393 | 182,393 |
| Interest Receivable | 74,019 | 74,019 |
| Other Mics Assets | 194,250 | - |
| TOTAL | 450,662 | 256,412 |
| 16. Revenue from operations | | |
| Sale of Products | | |
| Castor oil Derivatives | 331,730,659 | 408,300,484 |
| Agriculture | - | 92,455,738 |
| TOTAL | 331,730,659 | 500,756,222 |
| 17. Other Income | | |
| DEPB License | | 125,250 |
| Gain on Foreign Currency transactioins & transalation | - | - |
| Interest on Deposits | - | 398,488 |
| Other Non-Operating Income | 237,044 | 35,000 |
| TOTAL | 237,044 | 558,738 |
| 18. Cost of Materials Consumed | | |
| Opening Stocks - | | |
| - Raw Materials | 54,690,000 | 50,709,792 |
| - Seeds | 45,914,580 | - |
| Add: Purchases | 285,058,673 | 344,410,672 |
| | 385,663,253 | 395,120,464 |
| Less: Cost of Raw Material Sold | - | - |
| Less: Closing Stocks | 110,421,078 | 54,690,000 |
| Raw Material Consumed | 275,242,175 | 340,430,464 |
| 19. Changes in inventories of Finished Goods, Work-in- | | |
| - progress and stok in trade | | |
| Opening Stocks | | |
| Castor oil Derivatives | 61,030,000 | 59,745,000 |
| Work - in - progress | | |

| | | |
|--|--------------------|--------------------|
| | 3,604,475 | 3,552,800 |
| | 64,634,475 | 63,297,800 |
| Closing Stocks | | |
| Castor Oil Derivatives | 69,402,101 | 61,030,000 |
| Work - in - progress | 3,720,904 | 3,604,475 |
| | 73,123,005 | 64,634,475 |
| (Increase) / decrease in stocks | (8,488,530) | (1,336,675) |
| 20. Employee Benefits Expense | | |
| Salaries, wages, bonus and other benefits | 4,001,139 | 2,883,315 |
| Contribution to Provident Fund | - | 444,756 |
| Contribution to Employee State Insurance | - | 69,050 |
| Leave Encashment | - | 115,401 |
| Gratuity | - | 115,401 |
| Staff welfare expenses | 91,097 | 85,016 |
| TOTAL | 4,092,236 | 3,712,939 |
| 21. Finance Cost | | |
| Interest Expences | 16,536,470 | 26,429,408 |
| Other Borrowing Costs | 1,078,218 | 610,641 |
| Total | 17,614,688 | 27,040,049 |
| 22. Depreciation and amortisation expense | | |
| Depreciation | 26,287,923 | 26,245,084 |
| Amortisation expense | 550,464 | 550,464 |
| Total | 26,838,387 | 26,795,548 |
| 23. Other Expenses Stores Consumption | | |
| Consumable Stores | 158,278 | 1,934,931 |
| Packing Material Consumed | 218,400 | 875,967 |
| Agriculture Division Expenses | - | 75,283,430 |
| Total | | |

| | | |
|--|-----------|------------|
| | 376,678 | 78,094,328 |
| Power & Fuel | | |
| Electricity Charges | 3,284,183 | 4,795,066 |
| Total | 3,284,183 | 4,795,066 |
| Payments to the auditor as | | |
| auditor | 125,000 | 125,000 |
| for taxation matters | 25,000 | 75,000 |
| for Certification | - | 75,750 |
| Total | 150,000 | 275,750 |
| Rent | 336,972 | 213,000 |
| Repairs | 92,101 | 153,358 |
| Rates and taxes, excluding taxes on income | 22,568 | 309,808 |
| Printing and Stationary | 157,331 | 128,452 |
| Postage, telegrams and telephones | 432,123 | 245,690 |
| Travelling and conveyance | 846,692 | 922,744 |
| Managerial Remuneration | 830,000 | 542,534 |
| Directors Sitting Fee | 70,000 | 130,000 |
| Meeting Expences | 39,110 | - |
| Advertisement | 51,306 | 135,758 |
| Expenses on sales | 998,817 | 1,960,298 |
| Legal & Professional Charges | 1,080,991 | 1,169,224 |
| Vehicle Maintenance | 127,976 | 72,283 |
| Miscellaneous expenses | 198,699 | 709,131 |
| Listing Fee | - | 59,000 |
| Transportation | 387,572 | 774,683 |
| Factory Expenses | 142,151 | 1,263,612 |
| Boiler Maintenance | | |

| | | |
|--------------------|-------------------|-------------------|
| | 4,450 | 215,105 |
| Other Expenses | 2,208,585 | 1,011,281 |
| TOTAL | 8,027,444 | 10,015,961 |
| Grand Total | 11,838,305 | 93,181,105 |

24. SIGNIFICANT ACCOUNTING POLICIES

p) Basis of Accounting and Accounting Conventions:

The financial statements are prepared under the historical cost convention on accrual basis in accordance with the Indian Generally Accepted Principles Accepted Accounting Principles (IGAAP) comprising the Accounting standards Notified under Companies Accounting Standards Rules 2006 by the Central Government of India under section 211(3C) of the Companies Act 1956, Various pronouncements of the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956 and guidelines issued by the Securities Exchange Board of India (SEBI).

q) Use of Estimates:

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

r) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured.

Revenue from sale of goods is recognized on dispatch which coincides with transfer of significant risks and rewards to customer and is exclusive of excise duty and net of trade discounts, sales returns and sales tax, where applicable. Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend is recognized as and when the company's right to receive payment is established.

s) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation, impairment losses and specific grants/subsidies, if any. Cost includes purchase price, freight, non refundable taxes and duties and any identifiable expenditure to bring the assets to its present location and working condition for intended use. Finance cost relating to acquisition of fixed assets which takes substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for its intended use.

Expenditure directly relating to construction activities capitalized. Indirect is capitalized to the extent those relate to the construction activity or is incidental there to. Income earned during the construction period is deducted from the total expenditure relating to construction activity.

Assets retired from active use and held for disposal are stated at their estimated net releasable values or net book values, whichever is lower.

t) Depreciation:

Depreciation on Fixed Assets has been provided on Straight Line Method, based on the useful life of the assets as estimated by the management which generally coincides with rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on addition/deletion of assets during the year is provided on a pro-rata basis.

u) Intangible Assets:

Cost relating to licenses and other intangible assets, which are acquired, are capitalized and amortized on the useful life of the assets as estimated by the management.

v) Impairment :

The carrying amount of the assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use, the estimates of the time value of money and risks specific to the asset.

After impairments are carried at costs, however, diminution in value is provided to recognize a decline, other than temporary, in the value of the investments.

w) Government grants and subsidies :

Grants and subsidies are recognized when there is a reasonable assurance that the grant or subsidy will be received and that all underline conditions there to will be complied with. When grant or subsidy relates an asset, its value is deducted in arriving in carrying amount of the related asset.

x) Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investment. All other Investments are classified as long term investments current investments are carried at lower of cost and fair value determined on individual investment basis.

Long term investments carried at cost. However, diminishing in value is provided to recognize a decline, other than temporary, in the value of investments.

y) Inventories:

Raw-materials, packing materials, stores & spares and consumables valued at lower of cost, calculated on "First In First Out" basis, and net realizable value. Items held for use in the production of inventories and not written down below cost. If the finished product in which they will be incorporated are expected to be sold at or above cost. Finished goods and work-in-progress are valued at lower of cost and net realizable value. Cost includes material, labour and a proportion of appropriate over heads. Cost of finished goods includes excise duty wherever applicable. Cost is determined on weighted basis. Trading goods are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, reduced by the estimated cost of computation costs to affect the sale.

z) Income taxes:

Tax expenses companies of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflected the impact of current year timing difference between taxable income and accounting income for the year and reverser of timing differences of earlier years.

Deferred Tax is measured based on tax rates enacted or subsequently enacted at the Balance Sheet Date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In situations where the company unobserved depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty support by convincing evidence that they can be realized against future taxable profits.

Un-recognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of the deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will available.

aa) Foreign Currency Transactions:

Initial Recognition: Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and foreign currency at the date of the transaction.

Conversion: Foreign currency monetary items are reported at yearend rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.

Exchange differences: Exchange differences are arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Forward exchange contracts not intended for trading or speculation purposes: In case of forward exchange contracts, difference between the forward rate and exchange rate on the date of transaction is recognized as expense or income over the life the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year.

bb) Export Benefits, incentives and licenses:

Export benefits on account of entitlement to import of goods free of duty under the 'Duty Entitlement Pass Book under Duty Exemption Scheme' and benefits on account of export promotion scheme included in revenues are accrued and accounted in the year export.

cc) Borrowing Cost:

Borrowing costs that are directly relatable to acquisition, construction or production of qualifying assets is capitalized as part of the cost of such asset. All other borrowing costs are charged to revenue.

dd) Provisions and Contingent Liabilities:

A provision is recognized when the company has a present obligation as result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate require to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates. Financial effect of contingent liabilities is disclosed based on information available up to the date on which financial statements is approved. However where a reasonable estimate of financial effect be made, suitable disclosures are made with regard to this fact and the existence and nature of the contingent liability.

25. NOTES ON CONSOLIDATED FINANCIAL STATEMENT

Amount in Lakhs

| Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--|-----------------------------|-----------------------------|
| Contingent Liabilities not provided for | | |
| f) Against Foreign bills discounted | - | - |
| g) Against inland Letter of Credit | - | - |
| h) Demand raised by the income tax department for the Asst. Year 2006 – 07 on subjecting the misc. income and the matter is pending before the Appellate Authority, Mumbai. | 26.00 | 26.00 |
| i) Demand raised by the Income tax department for the Asst. Year 2008 – 09 on subjecting the sale of investments and the matter is pending before the Appellate Authority, Mumbai. | 9.11 | 9.11 |
| j) Against demand raised by the Income tax authorities for the A.Y.2012-13 | 36.14 | - |
| Expenditure in Foreign Currency during the year | Nil | Nil |
| Value of imports calculated on CIF basis | Nil | Nil |
| Earnings in Foreign Exchange FOB value of Exports | 76.05 | 101.73 |
| Composition of Net Deferred Tax Asset / (Liability) Total | (36.00) | 74.00 |

| Related party disclosure | | | | |
|--|---------------------|----------------------------|-------------------------------|-------------------------------|
| Related party disclosures as required by AS-18 are given under | | | | |
| Name of the Party | Relationship | Name of transaction | Current year 2013 – 14 | Previous Year 2012– 13 |
| b) Transactions during the year (Expenditure) | | | | |
| Sri ManmohanSahu | Key Management | Remunerat ion | 8.00 | 8.00 |
| Sri ManmohanSahu | Key Management | Extended Unsecured Loan | 33.67 | 23.62 |
| Smt. Indira Sahu | Key Management | Extended Unsecured Loan | 232.29 | 232.29 |
| <p>Employee Benefits Employee benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to profit and loss account of the year when the contribution to the respective funds is due. There are no other obligations other than the contributions payable to the respective authorities.</p> | | | | |
| Earnings Per Share as per Accounting Standard No.20 | | | | |
| Net Profit Available for equity share holders | | | 3.10 | 208.49 |
| Weighted average number of equity shares | | | 254.36 | 254.36 |
| Basic and Diluted earnings per share | | | 0.012 | 0.820 |
| Segment information for the year ended 31.03.2013 | | | | |
| During the Current Financial year the Company has identified two reportable segments i.e Castor oil derivatives and Agri Division. | | | | |
| A) Information about primary business segments | | | Year ended 31.03.2014 | Year ended 31.03.2013 |
| 2. Segment Wise Revenue (Net Sales and other Income) | | | | |
| Castor Oil Derivatives | | | 3317.00 | 4083.00 |
| Agri Division | | | - | 924.56 |
| Software Division | | | - | - |
| Total | | | 3317.00 | 5007.56 |
| 2. Segment Result – Profit/Loss | | | | |
| Before tax and interest from each segment | | | | |
| Castor oil Division | | | 224.65 | 377.50 |
| Agri Division | | | - | 171.73 |
| Software Division | | | - | -163.91 |
| Total | | | 224.65 | 385.32 |

| | | | | |
|---|------------------|--------------------|--|--|
| 3. Segment Assets Castor oil Division Agri Division Software Division Biomass Division Total | | | 5818.29 - 2540.35 5544.07 13,902.71 | 4664.45 359.15 3999.25 5076.37 14099.22 |
| 4. Segment Liabilities Castor oil Division Agri Division Software Division Biomass Division Total | | | 11,446.78 - - 2,455.93 13,902.71 | 10458.94 283.12 - 3357.16 14099.22 |
| 5. Capital Expenditure Castor oil Division Agri Division Software Division Biomass Division Total | | | - - - 388.84 388.84 | 6.41 - - 357.74 364.15 |
| 6. Depreciation Castor oil Division Agri Division Software Division Biomass Division Total | | | 98.53 - 163.92 - 262.45 | 98.53 - 163.92 - 262.45 |
| B) Information about secondary business segments by Geographical market | | | | |
| | | | | |
| | <u>2013-2014</u> | <u>2012 - 2013</u> | 3241.25 | 4887.73 |
| Within India | 97.7 | 98.0 | 76.05 | 119.83 |
| Outside India | 2.3 | 2.0 | 3317.30 | 5007.56 |
| Total | 100.0 | 100.0 | | |
| Details of Security Given for Secured Loans | | | | |
| i. Term Loan from SBH | | | | |
| c. First charge on fixed assets both present and future i.e. Plant and Machinery and other movable and immovable assets of Castor Oil Derivatives Division, situated at Plot.No.65 & 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak. | | | | |
| d. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates. | | | | |
| ii. Working capital loans from SBH and IDBI | | | | |

1. State Bank of Hyderabad

c. First charge by way of hypothecation on the entire current assets including all the stocks and book debts/receivables present and future of Castor Oil Derivatives Division, situated at Plot.No.65 & 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak.

d. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates.

2. IDBI

c. Paripassu and charge on current assets of the company.

d. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates

3. Term Loan from Power Finance Corporation Limited and Rural Electrification Corporation Limited

i. A first charge by way of mortgage in favour of lenders of all the immovable properties, present and future, of the Biomass project.

j. A first charge by way of hypothecation in favour of lenders of all the company's movables, including movable plant and machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future, of the Biomass project;

k. A first charge on company's book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and whether arising, present and future, intangibles, goodwill, uncalled capital, present and future, of the Biomass project.

l. A first charge by way of assignment or creation of charge in favour of the Lenders of Biomass project

m. All the right, title, interest, benefit, claims and demand whatsoever of the company in the project documents, duly acknowledged and consented to by the relevant counter-parties to such project documents, all as amended, varied or supplemented from time to time;

n. All the rights, title, interest, benefits, claims and demands whatsoever of the company in the clearances;

o. All the rights, titles, interest, benefits, claims and demands whatsoever of the company in any letter of credit, guarantee, performance bond provided by any party to the project documents

p. First charge on all the letters of credit, Trust and Retention Accounts, DSRAs and other reserves and any other bank accounts of the company wherever

| | | | |
|---------|--|--------------------|--------------------|
| | maintained for the Biomass project. | | |
| | Provision for Gratuity and Leave Encashment: The Company has provided an amount of Rs.115, 401/- for Gratuity and an amount of Rs.115,401/- towards Leave Encashment to Employees on accrual basis for the current financial year. | | |
| | Employee Stock Option Plan: During the current year, the Company has not announced any Employee Stock Option plan (Previous Year: Nil). | | |
| i. | The balances of Sundry Debtors, Sundry Creditors and Loans & Advances are subject to confirmation from the parties. | | |
| i. | Disclosure as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006: | | |
| | Particulars | 2013 – 2014 | 2012 – 2013 |
| i | Principal amount and separately the interest due thereon remaining unpaid to any supplier at the end of the financial year. | 124.15 | 114.47 |
| ii | The amount of interest paid u/s 16 of this Act, along with the amounts of payments made to the supplier beyond the appointed day during each accounting year. | Nil | Nil |
| ii i | The amount of interest due and payable for the period of delay in making payment which have been paid but, beyond the appointed day during the year. | Nil | Nil |
| iv | The amount accrued and remaining unpaid at the end of each accounting period; i.e., principal is paid but interest has remained unpaid. | Nil | Nil |
| v | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprise, this is required for the purpose of disallowance as a deductible expenditure | Nil | Nil |
| | In respect of the amounts mentioned under section 205C of the Companies Act, 1956 there are no dues that are to be credited to the Investor Education and Protection Fund as at March 31, 2014- (March 31, 2013: Nil) | | |
| | Claims against the company not acknowledge as debt: Nil. | | |
| | Disclosure pursuant to clause 32 of Listing Agreement: Loans and Advances in the nature of Loans to subsidiaries : Current Year: Nil (Previous Year: Nil) | | |
| | Additional Information pursuant to paragraphs 3 and 4 of part II of Schedule VI of the | | |

| | | | | |
|---|--|--|--|--|
| Companies Act, 1956 – As certified by the management. | | | | |
| a. Quantitative Details | | | | |
| Installed Capacities and Production: | | | | |

| Class of Goods | 2013-2014 | | 2012-2013 | |
|------------------------------|--------------------------|----------|--------------------------|-----------|
| | Capacity (MT) | | Capacity(MT) | |
| | (In terms of production) | | (In terms of production) | |
| | Licensed | Licensed | Licensed | Installed |
| Castor Oil Derivatives(Mts.) | 7,200 | 7,200 | 7,200 | 7,200 |
| Actual Production (Mts.) | 3685.76 | | 4705.20 | |

Turnover

| Name of the Product | 2013-2014 | | 2012-2013 | |
|-------------------------|----------------|----------------|----------------|----------------|
| | Quantity | Value | Quantity | Value |
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Hydrogenated Castor Oil | 2250.00 | 2272.95 | 4701.70 | 4005.91 |
| 12 - H S A | - | - | 63.50 | 63.21 |
| First Special Grade | - | - | - | - |
| Crude Castor Oil | - | - | - | - |
| BSS/BP | 945 | 1044.36 | 16.00 | 13.89 |
| Castor Seeds | - | - | 1525.00 | 924.55 |
| Soft ware& IT | - | - | - | - |
| Other Division | - | - | - | - |
| TOTAL | 3195.00 | 3317.31 | 6852.95 | 5007.56 |

*Opening Stock of Finished Goods:

| Name of the Product | 2013-2014 | | 2012-2013 | |
|-------------------------|-----------|-------------|-----------|-------------|
| | Quantity | Value | Quantity | Value |
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Hydrogenated Castor Oil | 450.00 | 569.00 | 510.00 | 545.70 |
| 12-Hydroxy Stearic Acid | 29.00 | 41.30 | 45.00 | 51.75 |

* The opening stocks relating to Castor Oil Derivatives are considered on merger.

Closing Stock of Finished Goods:

| Name of the Product | 2013-2014 | | 2012 – 2013 | |
|-------------------------|-----------|-------------|-------------|-------------|
| | Quantity | Value | Quantity | Value |
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Hydrogenated Castor Oil | 739.00 | 927.58 | 450.00 | 569.00 |
| 12-Hydroxy Stearic Acid | 89.00 | 126.75 | 29.00 | 41.30 |
| Castor Oil | 699.24 | 749.90 | 545.00 | 546.90 |
| Castor Seed | | | 931.90 | 459.15 |

Raw Material Consumed:

| Name of the Product | 2013-2014 | | 2012 – 2013 | |
|-----------------------|-----------|-------------|-------------|-------------|
| | Quantity | Value | Quantity | Value |
| | (MTs) | (Rs. Lakhs) | (MTs) | (Rs. Lakhs) |
| Raw Material Consumed | 3685.76 | 3106.73 | 4719.44 | 3404.30 |

Value of Stores, Chemicals & Packing Material Consumed:

| | 2013-2014 | 2012- 2013 |
|--|-----------|------------|
| | | |

| Name of the Product | Value | % | Value | % |
|---------------------|-------------|--------------|-------------|--------------|
| | (Rs. Lakhs) | (Percentage) | (Rs. Lakhs) | (Percentage) |
| Indigenous | 37.81 | 100% | 28.11 | 100% |

MM. Auditor's Remuneration

| Auditors Remuneration | 2013-14 | 2012 - 2013 |
|----------------------------|-------------|-------------|
| Audit Fees | 1.30 | 1.25 |
| Tax Audit Fees | 0.25 | 0.75 |
| Taxation and Other Matters | - | 0.76 |
| Total | 1.55 | 2.76 |

NN. The figures have been rounded off to the nearest rupee and previous year figures are regrouped/ rearranged wherever necessary to conform to those of the current year classification.

For RRK & Associates
Chartered Accountants
FRN: 009785 S

For and on behalf of Board of Directors

Manmohan Sahu
Managing Director

Pradeep Kumar Mahapatro
Director

R.Radha Krishna
Partner
M.No.210777
Place: Hyderabad
Date: 04/11/2015

Information Pursuant to part IV of Schedule VI of the Companies Act, 1956

Balance Sheet Abstract and Company's General Business Profile

1 Registration Details

| | |
|---------------------------------|-----------------------|
| Registration No. | 78932 |
| Corporate Identification Number | L40300AP1994PLC078932 |
| State Code | 11 |
| Balance Sheet Date | 31.03.2014 |

2 Capital Raised during the year (Amount in ` Thousands)

| | |
|---------------------------------|-----|
| Public Issue (calls in arrears) | NIL |
| Rights Issue | NIL |
| Bonus Issue | NIL |
| Private Placement | NIL |

3 Positions of Mobilisation and Deployment of Funds

(Amount in

Rs `)

| | |
|---------------------------------|---------------|
| Total Liabilities | 139,02,67,810 |
| Total Assets | 139,02,67,810 |
| Sources of Funds | |
| Paid-up Capital | 25,43,57,840 |
| Reserves & Surplus | 53,68,31,525 |
| Share Application Money Pending | 7,31,48,000 |

| | |
|-----------------------------|--------------|
| Allotment | |
| Secured Loans | 42,63,11,081 |
| Unsecured Loans | 2,66,06,796 |
| Deferred Tax Liabilities | 2,77,47,986 |
| Application of Funds | |
| Net Fixed Assets | 44,12,68,548 |
| Investments | NIL |
| Long Term Loans & Advances | 44,04,64,989 |
| Net Current Assets | |
| Miscellaneous Expenditure | 17,34,16,382 |
| Accumulated Losses | NIL |

4 Performance of the Company

(Amount in Rs `)

| | |
|--------------------------------|--|
| Turnover | |
| Total Expenditure | |
| Profit Before Tax | |
| Profit After Tax | |
| Basic Earning per share in Rs. | |
| Dividend Rate % | |

5 Generic Names of Three Principal Products/Services of Company - (As per monetary terms)

| Item - Code No. | Product Description |
|-----------------|-------------------------|
| 1504.00 | Hydrogenated Castor Oil |
| 3823.00 | 12 Hydroxy Stearic Acid |
| N.A | Agro Division |

For and on behalf of the Board of Directors

Sd/-

ManmohanSahu

(Chairman &
Managing Director)

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the Members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I, hereby record my presence at the 21st Annual General Meeting of the **SWARNAJYOTHI AGROTECH & POWER LIMITED.** , on Thursday, the 31st December'15 at 315, Left Wing Amruthaville Welfare Association, Opp Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad, Telangana - 500082

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

PROXY FORM
Form No. MGT-11

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

CIN : L40300TG1994PLC078932

Name of the Company : **SWARNAJYOTHI AGROTECH & POWER LIMITED**

Registered office : 315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD, TELANGANA - 500082

Name of the member (s) :

Registered address :

E-mail ID :

Folio No/ Client ID/DP ID :

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

(1) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or
failing him

(2) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or
failing him

(3) Name : _____ Address : _____
E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on the Thursday 31st December, 2015 at 10.00 A.M at 315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD, TELANGANA - 500082 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

- 1 Adoption of Financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon.
- 2 Re-appointment of MANMOHAN SAHU, who retires by rotation.
- 3 Appointment of M/s RRK & Associates, Chartered Accountants, as Auditors and fixing their remuneration.

Special Business

- 4 Appointment of BRAHMANANDA ROUT as an Independent Director.
- 5 Appointment of SUDHANIDHI ROUT as an Independent Director.
- 6 Appointment of KOLACHANA SHASTRI VENKATESWARA as an Independent Director.

Signed this _____ day of _____ 2015

Affix Revenue
Stamp of
INR 1

Signature of shareholder

Signature of Proxy holder(s)

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. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

BALLOT FORM

1. Name :
Registered Address :
of the sole/first named Shareolder
2. Name (s) of the Joint Shareholder (s) if any :
3. Registered Folio/DPID & Client ID No. :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 20th annual general meeting of the Company dated 31st December, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (P) mark at the appropriate box below.

| Item No. | Description | No. of equity Shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|----------|--|----------------------|-------------------------------------|--|
| 1 | Adoption of Financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon | | | |
| 2 | Re-appointment of MANMOHAN SAHU, who retires by rotation. | | | |
| 3 | Appointment of M/S RRK & Associates, Chartered Accountants, as Auditors and fixing their remuneration | | | |
| 4 | Appointment of BRAHMANANDA ROUT as an Independent Director | | | |
| 5 | Appointment of SUDHANIDHI ROUT as an Independent Director | | | |
| 6 | Appointment of KOLACHANA SHASTRI VENKATESWARA as an Independent Director | | | |

Place:

Date:

Signature of Shareholder

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiaries

| | | |
|---|--|---|
| 1 | Name of the Subsidiary | Swarnajyothi Agro &Exports(India) Private Limited |
| 2 | Financial year of the Subsidiary | 01-04-2013 to 31-03-2014 |
| 3 | Shares of the subsidiary held by the company on the above date: | |
| | a. Number of Equity shares | Rs.10,000/- |
| | b. Face value | Rs.10/- |
| | c. Amount invested which is equivalent in Indian Currency | NIL |
| | d. Extent of holding | 100% |
| 4 | Net aggregate amount of profit / (Loss) of the subsidiary for the above financial year so far as they concern members of the company: | |
| | a. Dealt with in the accounts of the company for the year ended 31st March 2014 | NIL |
| | b. Not Dealt with in the accounts of the company for the year ended 31st March 2014 | - |
| 5 | Net aggregate amount of profit / (Loss) of the subsidiary for the previous year of the subsidiary, since it became a subsidiary so far as they concern members of the company | |
| | a. Dealt with in the accounts of the company for the year ended 31st March 2014 | - |
| | b. Not dealt with in the accounts of the company for the year ended 31st March 2014 | - |
| 6 | Change in the interests of the company in the subsidiary between the end of the financial year of the subsidiary and that of the company | - |
| 7 | Material changes between the end of the financial year of the subsidiary and end of the financial year of the company in respect of the subsidiary's fixed assets, investment, lending and borrowing for the purpose other than meeting their current liabilities. | - |
| 8 | Remarks | |

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiaries

| | |
|---|---|
| 1 Name of the Subsidiary | RPVS Renewable Energies Private Limited |
| 2 Financial year of the Subsidiary | 01-04-2013 to 31-03-2014 |
| 3 Shares of the subsidiary held by the company on the above date: | |
| a. Number of Equity shares | Rs.10,000/- |
| b. Face value | Rs.10/- |
| c. Amount invested which is equivalent in Indian Currency | NIL |
| d. Extent of holding | 100% |
| 4 Net aggregate amount of profit / (Loss) of the subsidiary for the above financial year so far as they concern members of the company: | |
| a. Dealt with in the accounts of the company for the year ended 31st March 2014 | NIL |
| b. Not Dealt with in the accounts of the company for the year ended 31st March 2014 | - |
| 5 Net aggregate amount of profit / (Loss) of the subsidiary for the previous year of the subsidiary, since it became a subsidiary so far as they concern members of the company | |
| a. Dealt with in the accounts of the company for the year Ended 31st March 2014 | - |
| b. Not dealt with in the accounts of the company for the year ended 31st March 2014 | - |
| 6 Change in the interests of the company in the subsidiary Between the end of the financial year of the subsidiary and that of the company | - |
| 7 Material changes between the end of the financial year of the subsidiary and end of the financial year of the company in respect of the subsidiary's fixed assets, investment, lending and borrowing for the purpose other than meeting their current liabilities | . |
| 8 Remarks | |