



ANNUAL REPORT AND ACCOUNTS

JAINEX AAMCOL LIMITED

Board of Directors

Bhagat Singh Dugar R. Mazumdar S. Banerjee P. C. Vora Rahul Dugar

Bankers

Bank of India

Auditors

M. T. BHARGAVA & CO. Chartered Accountants, Mumbai.

Registered Office & Factory

L – 3, MIDC Industrial Area, Chikalthana, Aurangabad – 431 210. Maharashtra

Registrar For the Depository Scheme

Intime Spectrum Regisrty Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078.

ISIN No.
INE 280 F 01019 with CDSL

NOTICE

Notice is hereby given that the 58th Annual General Meeting of the shareholders of JAINEX AAMCOL LIMITED will be held at Regd. Office at L - 3, MIDC Industrial Area, Chikalthana, Aurangabad - 431 210 (Maharashtra) on Friday, the 22nd, September, 2006 at 11 a.m. to transact the following business:

AS ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Statements of Accounts of the company for the year ended 31st March 2006 and reports of Directors and Auditors thereon.
- To elect Director in place of Shri R. MAZUMDAR, who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

- 3. To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution: "RESOLVED THAT subject to the provisions of section 224, 225 and other applicable provisions, if any, of the Companies Act 1956, M/s R. A. Singh & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company in place of the retiring auditors M/s M. T. Bhargava & Co., Chartered Accountants to examine and audit the accounts of the company for the F Y 2006 07 and to fix their remuneration.
- To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution :

"RESOLVED THAT pursuant to the provisions of section 17A of the Companies Act 1956, the Registered Office of the company be shifted from L - 3, MIDC Industrial Area, Chikalthana, Aurangabad - 431210 to 1 & 2, Broach Sadan, Broach Street, Devji Ratansey Marg, Masjid (East), Mumbai - 400 009, w. e. f. the conclusion of this Annual General Meeting.

BY ORDER OF THE BOARD

DIRECTOR

REGISTERED OFFICE

1 - 2011 -

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L - 3, MIDC Industrial Area, Chikalthana, Aurangabad - 431210. Maharashtra.

PLACE : MUMBAI

DATED: 31ST JULY, 2006

NOTES:

- Register of Members will remain closed from 18th September, 2006 to 22nd September, 2006 (both days inclusive).
- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on poll to vote instead of himself and proxy need not be a Member of the Company.
- Explanatory Statement under section 173(2) is annexed hereto.
- Members are requested to immediately intimate change of address, if any, to the Registrars & Share Transfer Agent of the Company, M/s. Intime Spectrum Registry Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.
- In accordance with the provisions of section 205A of the Companies Act, 1956. There are no unpaid Dividends required to be deposited into the Investor Education and Protection Fund of the Central Government.

Explanatory Statement under section 173(2) of the Companies Act, 1956.

Item No. 3

Section 224A of the Companies Act, 1956 provides that in case of the Companies in which not less than 25% of subscribed share capital is held by the Public Financial Institutions or any Government or Nationalised Banks or other Financial Institutions referred to therein, appointment or reappointed of Auditors in such companies shall be made by Special Resolution. As more than 25% of the subscribed share capital of the company is held by the categories or bodies corporate mentioned in the section, the resolution for appointment of the said Auditors is proposed as a Special Resolution as set out in item No.3.

Item No. 4.

For the convenience and smooth operations of the company and also in view of corporate office of the company located in Mumbai, the Board of Directors proposes and recommends shifting of Registered Office of the company from Aurangabad to Mumbai as per special resolution as set out in Item No. 4.

BY ORDER OF THE BOARD

DIRECTOR

REGISTERED OFFICE
L - 3, MIDC Industrial Area,
Chikalthana,
Aurangabad - 431210.

Maharashtra.

PLACE: MUMBAI

DATED: 31ST JULY, 2006

JAINEX AAMCOL LIMITED DIRECTORS' REPORT

TO THE SHAREHOLDERS

Your Directors present their Annual Report together with Audited Accounts of the company for the year ended 31st March, 2006

1. FINANCE AND ACCOUNTS

1	2006	2005
	Rs. in lacs	Rs. in lacs
a) Sales	482.42	270.82
b) Other Income/Receipts/Interest	2.12	0.78
30 - 30 - 30 - 30 - 30 - 30 - 30 - 30 -	484.54	271.60
Operating Profit before Tax	82.08	30.98
Add :Non-operating income	.tu: •	-
Less: Provision for Income Tax	30.11	12.30
Add/Less : Deferred Tax	(2.06)	(1.35)
Add/Less : Fringe Benefit Tax	1.60	
Profit after Tax	52.43	20.03

The directors are pleased to report that during the year under review, the turnover of the company has increased by 78% and profit after tax by 162%. The company's order book continues to remain healthy and barring unforeseen circumstances, it is expected that turnover would increase by 20% with corresponding increase in net profits.

The company has also placed orders for CNC machine which have arrived and have been installed during the current year. With this machine, productivity of the plant would improve.

AUDITORS

Your company's auditors Messrs M.T. Bhargava & Company, Chartered Accountants, Mumbai who will retire at the conclusion of the ensuing Annual General Meeting have expressed their unwillingness to be reappointed as the statutory Auditors at the forthcoming Annual General Meeting. Your directors therefore recommened the appointed of M/s. R. A. Singh & Associates, Chartered Accontants, Mumbai as the Statutory Auditors of the company from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting. The company has received a certificate under section 224(1B) cnfiming that their appointment if made will be within the limits prescribed under that section.

3. DIRECTORS

Shri R. Mazumdar retires by rotation and being eligible, offer himself for re-appointment. The Directors recommends his re-appointment.

4. EMPLOYEE RELATIONS

Employee's relation remained cordial during the year. Your Directors would like to record their appreciation of the services rendered by all categories of the company's employees.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The company is in compliance with various accounting and financial reporting requirements in respect of the financial statements for the year under review. Pursuant to Section 217 (2AA) of the Companies Act, 1956, and in respect of the annual accounts for the year under review, the Directors hereby confirm that:

- a) In preparation of annual accounts, the applicable accounting standards have been followed save and except those mentioned in the Notes to Accounts in Schedule 16.
- b) Appropriate accounting policies have been selected and applied consistently and judgment and estimates that are reasonable and prudent have been made 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 and loss account of the company for that year.
- c) Proper and sufficient care for 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 frauds and others irregularities have been taken to the best of their knowledge and ability.
- d) The annual accounts have been prepared on a "going concern basis".

6. CORPORATE GOVERNANCE

The requirements of Corporate Governance are not applicable to the company in view of its paid-up capital being less than the limits specified for the purpose by the authorities.

7. ADDITIONAL INFORMATION

a) CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO.

The information required u/s 217(1)(e) of the Company's Act, 1956 read with the companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988 with respect of these matters is appended hereto (Annexure 1) and form part of this report.

- b) No information is to be furnished pursuant to provisions of section 217(2)(A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975 as there are no employees including whole time Directors drawing remuneration in excess of the limits prescribed in the said section/rules.
- c) The company has obtained a Compliance Certificate from a Company Secretary in whole time practice as required under sub-Section (1) of section 383A of the Companies Act. 1956 which is enclosed herewith forming part of Directors' Report.

By Order of the Board

(S. BENERJEE) DIRECTOR

(RAHUL DUGAR) DIRECTOR

PLACE: MUMBAI DATED: 31ST JULY, 2006 Information required u/s 217(1)(e) of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988.

Conservation of Energy.

Wherever possible energy conservation measures have already been implemented and there are no major areas where further energy conservation measure can be taken. However, efforts to conserve and optimize the use of energy through improved operational methods and other means are being continued on an ongoing basis.

II. Particulars as per Form B

A. Research & Development (R & D)

- Specific areas in which R & D is carried out by the Company The R & D efforts of the Company are directed towards quality control, improvement of existing products and development of allied products.
- Benefits derived as a result of the above R & D. Improvement in the product quality and import substitution.
- Future plan of action. Studies will be undertaken for increasing cost effectiveness and introduction of new products.
- 4. Expenditure on R & D
 The R & D efforts are totally integrated with the manufacturing activities including development of new products. As such R & D expenses cannot be segregated.

B. Technology Absorption, Adaptation and Innovations.

1. Efforts

The company had originally started manufacturing Hobs in collaboration with Messr. Klingelnberg Verzahntechnic, Gmbh of Germany and the collaboration ended in 1981. During the period of collaboration the company has successfully absorbed the technology and is now in a position to develop and manufacture Hobs and it is also keeping abreast with the latest technology development abroad.

2. Benefits

The company has been in a position to cater to the requirements of customers both Indian and Foreign.

Particulars of Technology Imported during the last 5 years.

The company has not imported any technology during last 5 years. The earlier technical collaboration expired in 1981. There is no technical collabration with any party at present.

C. Foreign Exchange - Earnings and Outgo

The information on foreign exchange earnings is contained in Schedule-16-Note No. 9(c), (d) and (e).

AUDITORS' REPORT TO THE MEMBERS

We have audited the attached Balance Sheet of JAINEX AAMCOL LIMITED as at 31st March, 2006 and the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the companies (Auditor's Report) Order 2003 (CARO) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 & 5 of the said Order.

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

- We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- iv) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable and read with notes given in Schedule - 16 - Notes to Accounts.

- v) On the basis of written representations received from the Directors as on 31st March, 2006 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2006 from being appointed as Director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956.
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with notes and Accounting Policies given in Schedule 16; give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in india:
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2006,
 - 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 Cash Flow Statement, of the cash flows for the year ended on that date.

for M. T. BHARGAVA & COMPANY
Chartered Accountants

M. T. BHARGAVA (PROPRIETOR) M. No. 10598

Address :25, Saibaba Shopping Centre, Keshavrao Kadam Marg, Mumbai Central, Mumbai - 400 008. Phone : 2300 6009/23006011

Place : Mumbai

Date: 31ST JULY, 2006

Statement on the Companies (Auditor's Report) Order, 2003

Annexure

Re: JAINEX AAMCOL LIMITED

Referred to in paragraph 3 of our report of even date,

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets other than furniture & fixtures and office equipments.
 - (b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) During the year, no fixed assets had been disposed off by the company.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) The company had taken loans from Body Corporates and Shareholders covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.40.99 lacs and the year-end balance of loans taken from such parties was Rs.18.18 lacs.
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
 - (c) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
 - (d) There is no overdue amount of loans taken from companies or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with

- regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) There are no transactions of purchase and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5 lacs or more in respect of each party.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted deposits from public. The Company has, however, taken loans from shareholders which are under exempt category and therefore compliances under the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to such deposits are not considered for compliance by the company. No order has been passed by the Company Law Board.
- (vii) In our opinion, internal audit system started during the year and conducted by a professional firm is commensurate with the size of the company and nature of its business.
- (viii) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company. The company is not required to maintain any records pursuant to the rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, ESIC, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess, Investor Education and Protection Fund and other material statutory dues applicable to it.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears as at 31.03.2006 for a period of more than six months from the date they became payable.
- (x) The company's accumulated losses have been wiped out during the year and the company has not incurred any cash losses during the current and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.

- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- In our opinion, the company is not a chit fund or a nidhi mutual (xiii) benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- In our opinion, the company is not dealing in or trading in shares, (xiv) securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- The company has not given any guarantees for loans taken by others (xv) from banks or financial institutions.
- In our opinion, the loans taken have been applied for the purpose (xvi) for which they were raised.
- (xvii). According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital and addition to fixed assets.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies, Act, 1956 during the year and hence the question of whether the price at which shares have been issued is prejudicial to the interest of the Company does not arise.
 - The provisions of clause 4 (xix) of the Companies (Auditors Report) (xix) Order, 2003 are not applicable to the Company.
 - The Company has not raised any money by public issue during the (xx) year.
 - According to the information and explanations given to us, no fraud (xxi) on or by the company has been noticed or reported during the year.

For M.T. BHARGAVA &

COMPANY

CHARTERED ACCOUNTANT

(M.T. BHARGAVA) PROPRIETOR M. No. 10598

PLACE : MUMBAI

DATED : 31st JULY, 2006

	BALANCE SHEET AS AT 31ST MARCH, 2006				
SR. No.			AS AT 31.03.2006 (Rs.)	AS AT 31.03.2005 (Rs.)	
l.	SOURCES OF FUNDS 1. Shareholders' Fund				
	a) Share Capital	1	5493940	8026740	
b)	Reserves & Surplus	2	24252049	23089450	
2.5			29745989	31116190	
	Deferred Tax Credit		1133525	1339351	
3.	Loan Funds		7000005	450440	
	a) secured Loans	3 4	7033265	456119	
	b) Unsecured Loans	100	1872243 8905508	3939240 4395359	
		17615, 1.	39785022	36850900	
II.	APPLICATION OF FUNDS 1. Fixed Assets	10	13 13 13 14 14 14 14 14 14 14 14 14 14 14 14 14		
	a) Gross Block	5	72175189	69489680	
	b) Less: Depreciation		45481618	42207180	
\$	Net Block		26693571	27282500	
2.	Current Assets, Loans & Advances	1.	7501010	0011501	
	a) Inventories	6	7561619	6344581	
	b) Sundry Debtors	8	10034686 2408257	4965290 807318	
	c) Cash & Bank Balances d) Loans & Advances	9	740340	305278	
1	Less :-		20744902	12422467	
	Current Liabilities & Provisions	10	7658145	4780396	
	Net Current Assets		13086757	7642071	
3.	Misc. Expenditure - to the extent not written off / adjusted a) Deferred Revenue Expenditure b) Profit & Loss Account (Debit)		4694	9385	
	as per annexed account			1916944	
			4694	1926329	
	Notes on Associate	10	39785022	36850900	
-	Notes on Accounts	16		· •	

Note: Schedule 1 to 10 and 16 form an integral part of the Balance Sheet. As per our report of even date attached.

For M.T. BHARGAVA & COMPANY CHARTERED ACCOUNTANTS

M.T.BHARGAVA PROPRIETOR

PLACE: MUMBAI

DATED: 31ST JULY, 2006

S. BANERJEE

RAHUL DUGAR

(Director)

(Director)

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2006

SR. No.	PARTICULARS	SCH No.	For the Year Ended on 31.03.2006 (Rs.)	For the Year Ended on 31.03.2005 (Rs.)
1.	INCOME			
	Sales	11(A)	48241667	27082094
	Other Business Income	11(B)	203962	70742
	Interest Received	11(C)	8627	6784
		12.7	48454256	27159620
2.	EXPENDITURE			
	Raw Materials Consumed	12(A)	10373278	5665100
	Stock Increase(-)/Decrease(+)	12(B)	717653	-1692881
	Excise Duty and Education Cess	2000	6296727	3664796
	Service Tax and Education Cess		149046	ļ
	Employees' Remuneration & Benefits	13	11096630	7411327
	Other Expenses	14	9876725	7613163
	Finance Charges	15	620350	459690
	Depreciation 3274438			
	Less:- Transfer from Revaluation		1	
	Reserve 2163665		1110773	935683
	Defferred Revenue Expenses written off		4691	4691
			40245873	24061568
3.	Profit before tax (1 - 2)		8208382	3098052
4.	Provision for Taxation		22. 11.11.	1000
	Current Tax		3011000	1230000
	Deferred Tax		-205826	-134868
	Fringe Benifit Tax		160000	
	-		2965174	1095132
5.	Net Profit for the year (3 - 4)		5243208	2002920
6.	Transfer to Capital Redemption Reserve		2532800	780000
.00000 00			2710408	1222920
7.	Balance B/fd from Previous Year		-1916944	-3139864
8.	BALANCE CARRIED TO BALANCE SHEET	,	793464	-1916944
	Notes on Accounts	16		

Note: Schedules 11 to 16 form an integral part of the Profit & Loss Account. As per our report of even date attached.

For M.T. BHARGAVA & COMPANY CHARTERED ACCOUNTANTS

M.T.BHARGAVA

PROPRIETOR

PLACE: MUMBAI DATED: 31ST JULY, 2006 S. BENERJEE

RAHUL DUGAR

(Director)

(Director)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2006 (Rs. in Lakhs)

Sr. No.	PARTICULARS	Amount 2005-2006	Amount 2004-2005
1.	Cash flow from Operating Activities		
A)	Net Profit before tax, extraordinary item and		
	Defferred Revenue Expense.	82.13	31.03
	Adjustment for Depreciation	11.11	9.36
	" Interest	6.20	4.60
	Operating Profit before working capital		-
	changes	99.44	44.99
B)	Adjustment for Working Capital Changes		
	Increase in Trade / Other Receivables	55.04	(5.54)
	Increase in Inventories	12.17	39.46
	Deferred Tax Assets / Liabilities	(2.06)	(1.35)
		65.15	32.57
	Less: Increase in Trade / Other Liabilities	28.78	17.94
	Net Increase in Net Current Assets	36.37	14.63
C	Cash Generated from Operations (A - B)	63.07	30.36
C)	Less : Interest Paid	6.20	4.60
	Less : Direct Tax	30.11	12.30
	Less : Fringe Benifit Tax	1.60	
8	Cash flow before Extraordinary Items Add: Extraordinary Items	25.16	13.46
	Deferred Tax Credit	(2.06)	(1.35)
	Net Cash from Operating Activities	23.10	12.11
2.	Cash flow from Investing Activities		
	Purchase of Fixed Assets	26.86	9.34
	Net Cash used in Investing Activities	26.86	9.34
3.	Cash flow from Financing Activities		
	Redemption of Preference Shares	25.33	7.80
	Repayment of Loans	20.67	0.40
	with the second second	46.00	8.20
	Less : Increase in Loans	65.77	4.56
4	Net Cash used in Financing Activities Net Increase in Cash and Cash Equivalent	(19.77)	3.64
	(1-2-3)	(16.01)	(0.87)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2006 (Rs. in Lakhs)

: 2:

Sr. No.	PARTICULARS	Amount 2005-2006	Amount 2004-2005	
5.	Cash and Cash Equivalent as at the opening (Opening Balance)	g 8.07	8.94	
6.	Cash and Cash Equivalent as at the closing (Closing Balance) (4+5)	24.08	8.07	

As per our report of even date attached.

for M.T. BHARGAVA & COMPANY CHARTERED ACCOUNTANTS

M.T.BHARGAVA PROPRIETOR

PLACE : MUMBAI DATED: 31ST JULY, 2006 (S. BANERJEE) (RAHUL DUGAR)

(Director) (Director)

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2006

SR. No.	PARTICULARS		AS AT 31.03.2006 (Rs.)	AS AT 31.03.2005 (Rs.)
SCHED	ULE - 1 - SHARE CAPITA	AL		
40000 -	14% Redeemable Cumulati	ve Preference		
Shares of	of Rs. 100/- each		4000000	4000000
110000	0-Equity Shares of Rs.10/	- each	11000000	11000000
*	Service Control Contro	09000349226	15000000	15000000
Issued,	, Subscribed & Paid - up	* *	***************************************	
` Pre	6 Redeemable Cumulative ference Shares of Rs. 100 ch fully paid up -		0	2532800
(B) Equ	ity Shares of Rs. 10 each		1	
full	y paid up.	546338 (546338)	5463380	5463380
	s : Calls in arrears from			
othe	ers.	_	3595	3595
	EX		5459785	5459785
	d : Forfieted Shares (On 13662 Shares @	13662(13662)	34155	34155
4	Rs. 2.50 each)		5493940	5493940
	water confidences of all and a second		5493940	8026740

NOTES:

- (A) (i) 3000 Equity Shares of Rs. 10/- each issued as fully paid to vendors as purchase consideration without payment being received in cash.
 - (ii) 50000 Equity Shares of Rs. 10/- each issued as fully paid Bonus Shares by capitalisation of reserves.

	AS AT	AS AT
PARTICULARS	31.03.2006 (Rs.)	31.03.2005 (Rs.)
SCHEDULE - 2 - RESERVES & SURPLUS		
1) Capital Reserve	1500000	1500000
Capital Redemption Reserve As per last Balance Sheet Add: Transfer from Profit & Loss Account to the extent of preference share capital redeemed during	1364600 253280	584600 780000
the year.	3897400	1364600
Revaluation Reserve Opening Balance Less:	20224850	22388515
Transferred to Profit & Loss Account (being the difference of depreciation on revalued cost and original cost of		
revalued fixed assets.)	2163665	2163665
Closing Balance	18061185	20224850
4) Profit & Loss Account	20	3 3 5
As per annexed account	793464 24252049	23089450
SCHEDULE - 3 - SECURED LOANS 1 From Bank of India a) Term Loan (including interest) (Secured against hypothecation of Plant & Machinery acquired) b) Cash Credit Account (Secured against hypothecation of Stock in Trade and Bookdebts) (The above limits are further secured by hypothecation of existing (old) Plant & Machinery and Equitable Mortgage of company's premises being Land &Building situated at L/3, Chikalthana, Indl Estate, Aurangabad) From ICICI Bank	1554500 5105397	
Auto Car Loan secured against Motor Car	373368 7033265	456119 456119
SCHEDULE - 4 - UNSECURED LOANS (*)	1 4, 3	
Body Corporates	383171	2425871
Shareholders	1435041	1448813
3. Government of Maharashtra	54031	64556
Sales Tax Loans	1872243	3939240
Sales lax Lualis	10/2243	333240
(*) Includes interest wherever credited		

EET AS AT 31ST MARCH, 2006 • SCHEDULE • 5 - FIXED ASSETS	DEPRECIATION NET BLOCK	the for the up to Value as on Value as on year year Rs. Rs. Rs. Rs. Rs.	76305 - 607852 4739120 4815425	162348 - 1986502 2874216 3036564	2711838 . 41273501 17703847 18127823	117176 - 489048 570565 316178	58578 - 749093 381622 414117	148193 . 375622 424201 572393	3274438 - 45481618 26693571 27282500	3099348 - 42207180 27282500
2006 • SCHEDULE	RECIATION	Adjustment for the year Rs.	305 -	348	838	- 176	. 829		1438	348
T 31ST MARCH, 2	de Dep	Depreciation Depreciation as on for the 01.04.2005 year Rs. Rs.	531546 76	1824154 162	38561663 2711	371872 117	690515 58	227429 148	42207180 3274	39107832 3099
	×	Cost as on 31.03. 2006	- 5346972	- 4860718	- 58977348	1059613	- 1130715	- 799823	- 72175189	- 69489680
SCHEDULES TO THE BALANCE SH	GROSS BLOCK	Additions Deductions during the year Rs. Rs.			0	1.1.1.1.1 1.1.1.1.1	2 1 5 4 3 3 1 4 4 1 5		6	g
THE BA	SROS				2287862	371563	26083	~	69489680 2685509	934236
JLES TO		Cost as on 01.04.2005 Rs.	5346972	4860718	56689486	688050	1104632	799823	6948968(68555444
SCHEDE	PARTICULARS		1 Leasehold Land	2 Factory & Office Buildings	3 Plant & Machinery	4 Computer	5 Furniture, Fixtures & Office Equipments	6 Motor Vehicles	TOTAL	Prev.Year

The Gross Block of Fixed Assets as at 31,03,2006 include Rs. 353,70 lacs (net of sale of half land at Aurangabad during the financial FY 03) on account of revaluation of Fixed Assets of Aurangabad Unit comprising Land, Building and Plant & Machinery carried out on 01.04.98 by an approved valuer. ϵ

Notes:

Cummulative amount transferred on account of Depreciation on Revaluation Rs. 173.09 lacs (net of adjustment/ deduction on account of sale of land). (Refer Note - 2 of Schedule 16) (2)

SCHEDULES TO THE BALANCE SHEET AS	AT 31ST MAR	CH, 2006
PARTICULARS	AS AT 31.03.2006 (Rs.)	AS AT 31.03.2005 (Rs.)
SCHEDULE - 6 - INVENTORIES		
	a are	
(As sortified by the Management)	, es e	÷
(As certified by the Management) Stores etc. (at cost)	456337	499109
Tools etc. (at cost)	265519	131508
Raw Materials (at cost)	5405664	3562212
Work-in-Progress (at cost)	869011	975666
Finished Goods (at cost or market or	- 1- X	
realisable value whichever is lower)	565088	1176086
		1
	7561619	6344581
SCHEDULE - 7 - SUNDRY DEBTORS Unsecured (Considered Good)	# E	3 18
Debts outstanding for more than 6 months	629457	569676
Other Debts	9405229	4395614
	10034686	4965290
SCHEDULE - 8 - CASH & BANK BALANCES		70 2
Cash in hand	37169	27636
Balances with Scheduled Banks -	1,175,	at any industrial and
in Current Accounts	1046088	675136
in Fixed Deposits Account	1325000	104546
(held as margin against LCs opened for raw	2408257	807318
material and machinery)		
20		23
SCHEDULE - 9 - LOANS AND ADVANCES		18
Unsecured (Considered Good)		
Advances recoverable in cash or		
kind or for value to be received.	207599	59865
Deposits/Balances with Central Excise etc.	532741	245413
	710010	005070
	740340	305278

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2006

	PARTICULARS	AS AT 31.03.2006 (Rs.)	AS AT 31.03.2005 (Rs.)
SCI	IEDULE -10 - CURRENT LIABILITIES &		
PRO	OVISIONS	.7.55	E 6 6
I)	Current Liabilities		
	a) Sundry Creditors		er bass A
	For Goods	3356126	1246137
	For Expenses	2879952	2274197
	For Others	641516	608260
	b) Credit Balances	454372	526663
			arter or are or
	TOTAL (I)	7331966	4655257
11)	Provision for IncomeTax (Net of Taxes Paid)	200639	125139
			F. 14
iii)	Provision for FBT (Net of Taxes paid)	125540	
TOT	TAL (I + II + III)	7658145	4780396
	and the state of t		

NOTE:

Sundery Creditors do not includ any balance due to small scale industrial undertakings exceeding Rs. 1 lakh.

SCHEDULES TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31.03.2006

PARTICULARS	For the year Ended on 31.03.2006 (Rs.)	For the year Ended on 31.03.2005 (Rs.)
SCHEDULE - 11		
INCOME		
(A) Sales	48241667	27082094
(B) Other Buisness Income	203962	70742
(C) Interest Received	8627	6784
, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,	1 1 2 1 21 10	
Total (A + B)	48454256	27159620
SCHEDULE - 12 (A)	-	
RAW MATERIALS CONSUMED	İ	
Opening Stock	3562212	1779563
Add : Purchases (net of	3302212	1779505
Cenvat Credit availed)	12216730	7447749
Serivat Gredit availed)	15778942	9227312
Less : Closing Stock	5405664	3562212
Load . Globing Glock	10373278	5665100
SCHEDULE - 12 (B)		:
STOCK INCREASE (-)/ DECREASE (+)	1	
Opening Stock		
Work-in-Progress	975666	298587
Finished Goods	1176086	160284
	2151752	458871
Less : Closing Stock		
Work-in-Progress	869011	975666
Finished Goods	565088	1176086
	1434099	2151752
	717653	(-)1692881
		. s 15.A

SCHEDULES TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31.03.2006

	PARTICULARS	For the year Ended on 31.03.2006 (Rs.)	For the year Ended on 31.03.2005 (Rs.)
	EDULE - 13		
	LOYEES' REMUNERATION & BENEFITS -		
1)	Salaries & Wages	3808431	3517836
2)	Bonus	473715	363326
3)	Other Allowances	4869663	2609268
4)	Contribution to Provident Fund	454623	371946
5)	Contribution to Retirement Benefit Funds	177025	155207
6)	Workmen and Staff Welfare	613423	393744
7)	Directors Remuneration (excluding allowance / benifits)	699750	•
		11096630	7411327
SCH	EDULE - 14	,,	
OTH	IER EXPENSES		·
1)	Stores and Tools & Spares		
	consumed etc.	1403958	893850
2)	Labour Charges	675785	724540
3)	Power & Fuel	1871370	1487897
4)	Rates & Taxes	69423	67759
5)	Rent	172621	73822
6)	Insurance Charges	162267	134156
7)	Repairs and Maint Plant & Mach.	426225	723427
	- Building	238723	92566
	- Others	62918	99453
8)	Travelling & Conveyance	1493962	1146771
9)	Leagal & Professional Charges	656617	375027
10)	Rebate, Discounts & Commission	347003	108462
11)	Sundries	2295853	1685433
•	and the	9876725	7613163
SCH	IEDULE - 15		
FIN	ANCE CHARGES		
Inte	rest		
Tern	n Loan		-
Cas	h Credit	77800	Ь
Car	Loan	23821	439391
Othe	ers	392300)
Ban	k / LC Charges	126429	20299
		620350	459690

SCHEDULE TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT SCHEDULE - 16 - NOTES ON ACCOUNTS

Significant Accounting Policies

- Method of Accounting
- The accounts have been prepared as per historical cost convention on (a) an accrual basis.
- Accounting Policies not specifically referred to otherwise are in consitent (b) and in consonance with generally accepted accounting principles followed by the company. Accordingly, the following income and expenses are considered on cash basis :-
- i) Interest receivable on overdue payments from Debtors, Income-Tax and Sales Tax Department on Refunds and Interest thereon.
- Set off on sales tax and refunds. ii)
- 1.2 Sales

Sales turnover includes excise duty, education cess, job work receipts and sale of scraps and does not include VAT.

1.3 **Fixed Assets**

Fixed assets are stated at cost (net of Cenvat wherever availed) and includes an amount of Rs. 353.70 lacs (net of sale of leasehold rights on half land at Aurangabad during FY 03) added on revaluation of Fixed Assets viz. Leasehold Land, Building and Plant & Machinery of company's unit at Aurangabad, carried out by an approved valuer during FY 99, less accumulated depreciation. The gross and net block of fixed assets are therefore more by Rs. 353.70 lacs and Rs. 180.61 lacs respectively and the corresponding effect has been given in the Revaluation Reserve Account. Depreciation (cumulative as well as for the year) on the revalued amount added to fixed assets on account of revaluation is adjusted by transfer of equivalent amount from Revaluation Reserve Account created on revaluation of fixed assets to Profit & Loss Account.

1.4 Depreciation

Depreciation is provided on the basis as mentioned in Note No. 2. Tools & Spares are written off as and when consumed/discarded.

1.5 Inventories Inventories are valued as follows :-

Raw Materials, Stores, (a) Tools and Spares

- at cost.

Work in Progress (b)

- at raw material cost.

Finished Goods (c)

- at cost or market or realisable value whichever is lower and includes provision for excise duty and education cess

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT SCHEDULE - 16 - NOTES ON ACCOUNTS (CONTD)

- 1.6 Transaction in foreign currency. Purchases and sales in foreign currency are recorded in equivalent rupee value prevailing on actual payment / receipt basis.
- Retirement Benefits
 Retirement benefits are accounted on accrual basis.
- 1.8 Taxes on Income

 Current tax is the amount of tax payable on the taxable income for the year as determind in accordance with the provisions of Income-Tax Act, 1961. Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more sebsequent period. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realise such losses.
- 1.9 Business Segments
 The company operates in a single business segment namely Gear Cutting and Special Cutting Tools. The geographical segmentation is not relevant as export turnover is not significant in relation to total turnover.
- Depreciation is provided under straight line method on fixed assets except in some cases which are on WDV method as in the past in compliance with section 205 (2) (b) of the Companies, Act, 1956 at rates specified in Schedule XIV of the Companies Act, 1956 as amended from time to time.

The Gross Block of Fixed Assets include Rs. 353.70 lacs (previous year Rs. 353.70 lacs) on account of revaluation of Fixed Assets comprrising Land, Building and Plant & Machinery carried out during FY 99 by an approved valuer. Consequent to the said revaluation, there is an additional charge/depreciation of Rs. 21.63 lacs (Prev. Year 21.63 lacs) computed as per straight line method except the cost of revalued leasehold land which is amortised prorata over the balance/residue period of lease and the amount equivalent to the additional depreciation/charge has been withdrawn from Revaluation Reserve and credited to the Profit and Loss Account.

No depreciation has been provided on fixed assets representing written down value below 5% of the original cost.

- Sundries in Schedule 14 includes Auditors' Remuneration as audit fees of Rs. 33672 (previous year Rs. 33060) and Rs. 11224 for Tax Audit (previous year Rs. 11020) including service tax and education cess.
- The company is not required to have a Qualified Company Secretary in view of amendment to Section 383A of Companies Act, 1956 on 11.06.2002.
- The balances of Sundry Debtors, Sundry Creditors and Loans & Advances are subject to confirmation.

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT SCHEDULE - 16 - NOTES ON ACCOUNTS (CONTD)

- 6. Provisions For Contingencies
 - (a) On account of dues of an ex-employee amounting to Rs. 0.37 lacs which the company is defending before the appropriate authority and is of the view that demand will not sustain.
 - (b) A Charge Sheet has been filed in the JMFC, XVth COURT, Aurangabad by the MIDC CIDCO Police station, Aurangabad against the erstwhile Technical Director, N. K. Chetterjee and two other ex-employees of the company for the misappropriation of funds carried out by them during their tenure of employment with the company, The company has also filed a suit in the City Civil Court at Aurangabad claiming an amount of Rs. 72 lacs from N. K. Chatterjee for the amounts misappropriated. The amount so misappropriated will be accounted for in the year of recovery. As a counter to the FIR, the said ex-employee N. K. Chatterjee has made a claim of Rs. 50 lacs for his alleged terminal dues in the City Civil Court, Aurangabad.
 - (c) On account of penalty of Rs. 1.75 lacs inposed by SEBI which is represented by the company for remission/waiver.
 - (d) Import against LC of Rs. 22 lacs (net of margin) for purchase of capital goods (Machinery).
- Arrears of dividend payable on Cummulative Preference Shares are Rs 5456360
 till the date of redemption i.e. 22.04.2000. The company is in the process of
 negotion with the shareholders for waiver / remission.
- 8. Related party Disclosure
- 8.1 (a) Related Party and their Relationship.

Subsidiries : NIL

Associates : Jainex Foods Pvt. Limited

Jainex Limited

Jainex Imports & Exports Pvt. Limited

Dugar Brothers & Company

Key Management Personnel: Mr. Sauti Banerjee and Mr. Rahul Dugar

Relatives of Key

Management Personnel : -

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT SCHEDULE - 16 - NOTES ON ACCOUNTS (CONTD)

(b) Transactions with Related Party.	Nature	Amt/ (Rs.) 31.03.2006	Amt. (Rs.) 31.03.2005
Subsidiaries		NIL	NIL
Associates	Interest to a Body Corporate Interest to Rela-	216756	225871
	tives of Director Reimbursement	168000	111875
	of Exp. to a Director Reimbursement	126844	17157
Key Management Personnel	of Exp. to a firm Payment of two	1.1	NIL
ney management reisonner	DirectorsSalary	699750	NIL
	Allowances, Rent etc.	131013	NIL
Relatives of Key Management Personal	Rent for Accomodation	NIL	NIL
Disclosure as required by Clause 32 of listing Agreement. Amount of loans/advances in nature of loans outstanding from subsidiries and Associates during 2005 - 06.			
Subsidiries		NIL	NIL
Associates		NIL	NIL
Key Management Personnel		NIL	NIL
Relatives of Key Management Personnel		NIL	NIL

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT SCHEDULE - 16 - NOTES ON ACCOUNTS (CONTD)

 Additional Information pursuant to the provisions of paragraph 3,4C and 4D of the part II of Schedule VI to the Companies Act, 1956.

		31.03	3.2006	31.03.2005		
		Qty (in tonnes)	Amount (Rs.)	Qty (in tonnes)	Amount (Rs.)	
(a)	Raw Materials Consumed High Speed Steel Rounds/Bars. Percentage of	14.504	10373278	10.733	5665100	
	Consumption of Raw Materials Imported Indigenous	81.67% 18.33%	8471439 1901839	72.83% 27.17%	4126023 1539077	
		100.00%	10373278	100.00%	5665100	
(b)	Stores and Tools & Spares consumed/written off (all indigneous)		1403958		893850	
	,		1403958		893850	
(c)	CIF Value of Imports of (i) Raw Materials (ii) Plant & Machinery		8793569 1866900 10660469		4827261 0 4827261	
(d),	Expenditure in Foreign Currency	(Travelling)	430938		176849	
(e)	Earnings in Foreign Currency F.O.B. value of Export		81009		36454	

SCHEDULES TO THE BALANCE SHEET & PROFIT AND LOSS ACCOUNT SCHEDULE - 16 - NOTES ON ACCOUNTS

	Unit	Capacities			Opening Stock		Closing Stock		Sales		
of Goods			Lic enc ed.	Inst all- ed	Prod- uction Qty.	Qty.	Value Rs	Qty.	Value Rs.	Qty.	Value Rs.
Gear	Nos.	12000	2500				-,				
Hobs & Cutters		(12000)	(2500)								
Catego	y I	}		2534	51	1158322	41	538544			
		}		(1641)	(11)	(152056)	(51)	(1158322)			
Categor	y II	}			144	17764	141	26544			
		}			(150)	(8228)	(144)	(17764)			
		100		2534	195	1176086	182	565088	2547	46083265	
				(1641)	(161)	(160284)	(195)	(1176086)	(1607)	(25570882)	
Job Wo	rk									1504558	
										(1193320)	
Sale of									7	653844	
Scraps										(317892)	
									TOTAL	48241667	
										(27082094)	

NOTES: 1. Figures in the bracket denote figure for previous year.

- 2. Installed Capacity as certified by the Management.
- Information pursuant to Part IV of Schedule VI to the Companies Act, 1956. Balance Sheet abstract and general business profile and cash flow statement pursuant to clause 32 of listing agreement are annexed hereto.
- CHANGE OF NAME

Pursuant to the application made to the Register of Companies, Maharashtra, Mumbai for change in Name, the name of the company is changed to JAINEX AAMCOL LIMITED vide fresh certificate of incorporation dated 24TH MAY 2005.

12. Figures for previous year have been rearranged/regrouped wherever necessary. Signature to Schedules 1 to 16

for M.T. BHARGAVA & COMPANY

Chartered Accountants

M.T. BHARGAVA PROPRIETOR

S. BANERJEE (Director) (Director)

PLACE : MUMBAI

DATED: 31ST JULY, 2006

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Additional Information as required under Part IV of Schedule VI to the Companies Act, 1956

13. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Registration Details

State Code

11

Registration No.

5695

Balance Sheet Date: 31.03.2006

Capital Raised during the year (Amount in Rs.)

Public Issue

: NOT APPLICABLE

Bonus Issue Right Issue

: NOT APPLICABLE

: NOT APPLICABLE

Private Placement : NOT APPLICABLE

III. Position of Mobilisation and Deployment of Fund (Amount Rs. in Thousands)

Total Liabilities	39785	Total Assets	39785
Sources of Funds		Application of Funds	
Paid-up Capital	5494	Net Fixed Assets	26694
Share Application Mo	ney -	Investments	-
(Pending Allotment)	•	Misc. Expenditure	5
Reserve & Surplus	24252	Net Current Assets	13087
Secured Loans	7033	Deferred Tax Asset	
Unsecured Loans	1872	Accumulated Losses	
Deferred Tax Credit	1134		
	39785		39785
Performance of the C	ompany (Am	ount Rs. in Thousands)	
T	10151	T-1-1 F	10010

Turnover including	48454	Total Expenditure	40246
Other Incomes Profit Before Tax	8208	Profit After Tax	52
Earning Per share in	Rs. 9.60	after def. tax credit Dividend per share	NIL

Generic Names of Three Principal Services of Company

Item Code No.

8207

Service Description

MANUFACTURE OF GEAR CUTTING TOOLS,

SPECIAL CUTTING TOOLS, LABOUR JOBS, ETC.

As per our report of even date attached

for M.T. BHARGAVA & COMPANY

Chartered Accountants

M.T. BHARGAVA

(Director)

PROPRIETOR

S. BANERJEE

PLACE : MUMBAI

RAHUL DUGAR

DATED: 31ST JULY, 2006

(Director)

BOOK - POST

To,

If Undelivered please return to:

JAINEX AAMCOL LIMITED L/3, MIDC INDUSTRIAL AREA, P. O. CHIKALTHANA, AURANGABAD - 431 210.