

***KRIPTOL INDUSTRIES  
LIMITED  
22<sup>nd</sup> ANNUAL REPORT  
2013 - 2014***

22ND Annual Report 2013-14      KRIPTOL INDUSTRIES LTD.  
(Formerly known as Roselabs Industries Ltd.)

**KRIPTOL INDUSTRIES LIMITED**

**Board Of Directors**

Jitendra Bhikhabhai Patel  
Bhavik Satish Badani  
Smt. Sushma V Raval  
Vimal S Raval

Chairman & M.D.  
Ind. Director  
Ind. Director  
Director

**Registered Office**

304, Akruti Complex,  
Nr Stadium Six Road,  
Circle Navragpura, Ahmedabad(Guj.)-380009

**Bankers of the Company**

Axis Bank Limited

**Auditors**

M/s MOTIAL & ASSOCIATES,  
Chartered Accountants,  
MUMBAI

**Registrar and Share Transfer Agent**

SHAREX DYNAMICS INDIA PVT.LTD.,  
ANDHERI(E), MUMBAI-72

**DATE OF AGM**

29-09-2014 at 11:00 AM

**BOOK CLOSURE**

25-09-2014 to 29-09-2014  
(BOTH DAYS INCLUSIVIE)

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**NOTICE**

**NOTICE** is hereby given to the Members of **KRIPTOL INDUSTRIES LTD.** that the **22nd ANNUAL GENERAL MEETING** of the Members of the Company will be held on Monday, the 29<sup>th</sup> September, 2014 at 11.00 A.M. at the Registered Office of the Company at 304, Akruti Complex, Nr, Stadium Six Road Circle, Navragpura, Ahmedabad (Guj.)- 380009, to transact the following business :

**ORDINARY BUSINESS :**

1. To Receive, consider, approve and adopt the Audited Statement of Accounts i.e. the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 the Profit and Loss Account for the year ended on that date, the report of the Auditors and Directors thereon.
2. To appoint a Director in place of Vimal S Raval, who retires by rotation and being eligible offers himself for reappointment.
3. To re-appoint Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s .Motilal & Associates, Chartered Accountant , Mumbai (membership no. 36811) , be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM on such remuneration as may be mutually agreed upon between the auditors and Chairman of the Company and in addition the said auditors be entitled to out of pocket, traveling and living expenses to be incurred in connection with audit work of the Company.”

**SPECIAL BUSINESS**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Bhavik S Badani (Din no. 03536998) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (three) consecutive years for a term up to March 31, 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sushma V Raval (Din NO. 06439487) and in

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respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (three) consecutive years for a term up to March 31, 2019, not liable to retire by rotation.”

Place : AHMEDABAD  
Date : 01/08/2014

By order of the Board

SD/-  
(JITENDRA B PATEL)  
Chairman

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies should be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members desirous of getting any information about the accounts and operations of the company are requested to send their query addressed to the Compliance Officer at the Registered Office at least 7 days before the date of the meeting to enable the Management to keep the information readily available at the meeting.
6. As per the requirement of the clause 54 of the Listing Agreement the Company is updating information on its website roseindl.com. This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, contact detail of the Compliance Officer for communicating investor grievances.
7. Member are requested to :
  - a) Notify immediately any change in their residential address.
  - b) Quote the Registered Folio Number in every correspondence with the Company.
  - c) Bring their copies of the Annual Reports along with the duly filled in attendance slip at the meeting.
6. The Register of Members and share transfer books of the Company will remain closed from 25/09/2014 TO 29/09/2014 (both days inclusive) for the purpose of the Annual General Meeting.
8. As per the Circular of the Ministry of Corporate Affairs of “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21-04-2011 and Circular No. 18/2011 dated 29/04/2011) allowing paperless compliances by Companies through electronic mode, companies are now permitted to send various notices/ documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Members are requested to register their email id with the Company.

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9. The Company has appointed M/S. SHAREX DYNAMIC (INDIA) PVT.LTD., MUMBAI as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as Unit: KRIPTOL IND. LTD.

M/S. SHAREX DYNAMIC (INDIA) PVT.LTD.,  
UNIT-1, LUTHRA IND. PREMISES,  
ANDHERI KURLA ROAD, SAFED POOL,  
ANDHERI(E), MUMBAI-400072  
Phone : 022-28515606, 28515644  
Email : sharexindia@vsnl.com

10. **Voting through electronic means**

The Company is pleased to provide e-Voting facility to enable the Members to cast their votes electronically, in compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. Necessary arrangements have been made by the Company with NSDL to facilitate e-Voting. The instructions and manner for availing e-Voting facility are as under.

**The instructions for members for voting electronically are as under:-**

- A. In case a member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the company/depositories):
- (i) Open the e-mail and also open PDF file with your client ID or Folio No. As password. The said PDF file contains your user ID and password for e-voting. Please note that the password is in initial password.
  - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder – Login.
  - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - (viii) Select “EVEN” (E-Voting Event Number) of Kriptol Industries Limited. Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.

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- (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to [commshares2012@yahoo.com](mailto:commshares2012@yahoo.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the downloads section of [www.evoting.nsdl.co.in](http://www.evoting.nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- I. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
- II. Please follow all steps from Sl. No. (2) to Sl. No. (13) above, to cast vote.

**Please note that:**

1. The voting period begins on 24/09/2014 at 11.00 A.M. and ends on 25/09/2014 at 5.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is 22/08/2014, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by NSDL for voting after 05.00 P.M. ON 25/09/2014.
3. Mr.Mukesh Choksi & Co., Chartered Accountant (membership no. 31751) , having his office at H-Block, Sadashiv Building, 6<sup>th</sup> Road, Santacruz(E), Mumbai-400057, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
5. The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Place : AHMEDABAD  
Date : 01/08/2014

By order of the Board

SD/-  
(JITENDRA B PATEL)  
Chairman

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EXPLANATORY STATEMENT  
[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 4 & 5

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Bhavik S Badani & Sushma V Raval as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to 5 (five) consecutive years for a term up to March 31, 2019.

The appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of appointees for the office of Independent Directors of the Company.

The Company has also received declarations from appointees that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, appointees fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

Brief resume of appointees , nature of expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter for appointment of appointee as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Appointees are interested in the resolutions set out respectively at Item Nos. 4 & 5 of the Notice with regard to their appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

Place : AHMEDABAD  
Date : 01/08/2014

By order of the Board

SD/-  
(JITENDRA B PATEL)  
Chairman

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**DIRECTORS' REPORT**

To,  
The Members,  
**KRIPTOL INDUSTRIES LTD.**  
Gujarat

Your Directors are pleased to present the 22ND Annual Report together with Audited Financial Accounts for the year ended 31<sup>st</sup> March, 2014.

**FINANCIAL HIGHLIGHTS:**

<b>Financial Results</b>	(Amount in Rs.)	
	Current Year 2013 - 14	Previous Year 2012 - 13
INCOME	621000	439645
EXPENDITURE	518342	409453
PROFIT BEFORE TAX	102658	30192
INCOME TAX	NIL	9500
PROFIT AFTER TAX	102658	20692

**DIVIDEND :**

Due to carried forward losses of the previous years and negligible profit for the year your directors express their inability declare any dividend for the current year.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT :**

Necessary measures have been taken to comply with the requirements of the Listing Agreements with the Stock Exchanges where the Company's Shares are listed. The report on Corporate Governance is included as a part of Directors Report. A report on Corporate Governance as stated above, along with a certificate of compliance from the Auditors, forms part of this Annual Report. Management Discussion and Analysis Report has been enclosed herewith and forming part of the Directors' Report.

**ENVIRONMENT PROTECTION :**

Your Company is not engaged in any type of manufacturing activities. It is not generating any type of pollution. Hence the regulations on Pollution control are not applicable to your company.

**INSURANCE AND PROTECTION OF ASSETS :**

Your Company's all fixed, movable and tangible assets are properly insured against all available commercial, natural and human hazardous risks from approved insurance companies. During the year under review your Company has not made any insurance claim and no such claims are still pending for settlement / payment.



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**DEPOSITS :**

During the year under review your company has neither invited nor accepted any public deposit or deposits from the public as defined under Section 58A of the Companies Act, 1956. The Deposits any accepted from the Directors are exempt as per the provisions of Section 58A of the Companies Act, 1956.

**DIRECTORS :**

Vimal Raval , Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Your Directors recommend his reappointment.

Bhavik S Badani and Smt. Sushma V Raval have been appointed as Ind. Directors of the company for 5 years as per the provisions of New Act,2013.

**DIRECTORS RESPONSIBILITY STATEMENT:**

**Pursuant to Section 217(2AA) of Companies Act, 1956, it is hereby confirm :**

- (a) that in the preparation of the annual accounts financial year ended 31<sup>st</sup> March, 2014, the applicable accounting standards have been followed and there is no material departures from the same;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- (c) that the 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;
- (d) that the Directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2014 on 'a going concern' basis.

**STATUTORY AUDITORS :**

M/s. MOTILAL & ASSOCIATES, Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and are eligible for reappointment. The Company has received a certificate from them that their appointment if approved by the shareholders would be within the ceiling prescribed under section 224(1B) of the Companies Act, 1956. The members are requested to appoint auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

**AUDITORS OBSERVATION :**

There are no observations made by Auditors in their report. Notes to the Accounts are itself self explanatory in nature.

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**EMPLOYEES :**

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company, and hence the information is not given.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/OUTGO :**

The information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, is given in the Annexure to this Report.

**MATERIAL CHANGES :**

There is no material changes that have taken place after the completion of financial year and up to the date of this report which may have substantial effect on business and finances of the company.

**LISTING**

The Equity Shares of the Company are presently listed at the Bombay Stock Exchange Limited (BSE). The Company has duly paid the Annual listing fees up to 31<sup>st</sup> March, 2014 to BSE. Adequate care is being taken to comply almost all the norms and guidelines as per applicable provisions of the Listing Agreement with the Company.

**APPRECIATION :**

Your Directors express their gratitude to the continuous support of the Financial Institutions, Banks, Central and State Governments, Office of the Industries Commissioner, valued Customers and devoted workers for their continuous contribution to the growth and progress of Company.

The Directors also take this opportunity to thank the shareholders for the confidence reposed in the management.

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**BY ORDER OF THE BOARD  
KRIPTOP INDUSTRIES LTD.**

**Place:-Ahmedabad  
Date : - 01/08/2014**

**SD/-  
(Jitendra Patel)  
CHAIRMAN**

**ANNEXURE TO THE DIRECTORS REPORT**

Information as required under Section 217 (1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in Directors' Report) Rules, 1988 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2014.

**A) CONSERVATION OF ENERGY**

The Company has formed a strong technical department headed by a senior personnel to continuously monitor energy consumption and plan and execute energy conservation schemes. Effective measures are being taken for overall technological up gradation of plant and machinery.

**B) TECHNOLOGY ABSORPTION :**

**a) Research and Development**

- i) Specific areas in which R & D carried out by the Company: The Research & Development efforts of the Company are directed towards quality control and improvement of in-house expertise. No expenditure has been incurred by the firm during the year.
- ii) Benefits derived as a result of the above R & D: Improvement in product quality and cost effectiveness.

**b) Technology Absorption and innovation:**

- i) **Efforts in brief made towards technology absorption, adoption and innovation:**  
The Company has been putting emphasis to train its technical personnel in house by way of providing training to them for the latest technology available.
- ii) **Benefits derived as a result of the above efforts:**  
It has resulted in a better quality of product which has been brought to the International Standard, besides improving the productivity and reducing the wastages.
- iii) **information regarding technology imported during the last five years:**  
Not Applicable.

**C) FOREIGN EXCHANGE EARNINGS / OUTGO:**

Not Applicable.

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**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Clause 49 of Listing Agreement, a Management Discussion & Analysis report is given below:-

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

The general recessionary trend in domestic market made the financial year 2013-12 a difficult for many companies. Your Company cannot made big in the Financial year 2013-12, due to general recessionary trend prevailing in the market all over the world and heavy cost of administrative and other expenses and less sales. Your directors are hopeful to achieve better results in future.

**OUTLOOK ON OPPORTUNITIES, THREATS, RISK AND CONCERNS**

The manufacturing of dyes off late, has been a business of stiff competition with cheaper import and the big players. To continue the same may endanger losses in future.

The Company is in position to compete with the its competitors by better product development as well as customer services.

**RISK MANAGEMENT**

The Company has laid down the procedures to inform the Board members about the risk assessment and minimization procedures. Theses procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework.

**SEGMENT REPORTING**

During the year under review the Company has carried on the Trading Business of pharmaceuticals in addition to the Dye and Chemicals, the disclosure of segment information in pursuance to accounting standard is set out in the Notes to the Audited Accounts which forming parts of the Accounts.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company is committed to maintaining high standards of internal controls designed to provide accuracy of information, efficiency of operations, and security of assets. The company has adequate internal controls commensurate with the size and nature of its operations to ensure orderly and efficient conduct of business.

These controls ensure the safeguarding of assets, prevention and detection of fraud and error, the accuracy and completeness of the accounting records, timely preparation of reliable financial information and adherence to companies policies, procedures and legal obligations. The audit committee of the Board of Directors meets periodically to review the performance as reported by the auditors.

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**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT.**

No other material development on the Human Resource/ Industrial Relations Front during the year.

**CAUTIONARY STATEMENT**

Management Discussion and Analysis report are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed or implied. Important factors that could make a deference to the Company's operation include global and Indian market conditions, changes in the Government Regulations, Tax regimes, WTO Regulations and such other factor.

The Company assumes no responsibility to publicly amend, modify or revise any of these statements on the basis, of any subsequent developments, information or events.

**BY ORDER OF THE BOARD  
KRIPTOP INDUSTRIES LTD.**

**Place:- Ahmedabad  
Date : - 01/08/2014**

**sd/-  
(Jitendra Patel)  
CHAIRMAN**

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**REPORT ON CORPORATE GOVERNANCE**

**REPORT ON CORPORATE GOVERNANCE:**

As required under Clause 49 of the Listing Agreement executed with the Stock Exchanges, a Report on Corporate Governance is given herein under. The said report is a forming part of Annual Report of the Company for the year 2013-12.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Your Company always follows good corporate practice. Compliance of code of Corporate Governance mean disclosures of all material facts in annual account, fair and transparent business policy, maintenance of high ethical standards in its dealings with shareholders, customers, suppliers and employees of the Company, formation of fair strategic planning with balancing the interest of all the parties. Your company and its management has committed to achieve good corporate governance practice.

**2. BOARD OF DIRECTORS:**

**Composition of Board:**

None of the directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees including KRIPTOL INDUSTRIES LTD..

Total 6 Board Meetings were held during the financial year 2013-14.

Sr. No.	Name Of the Director	Category	Number of other		
			Directorship	Committee Member-Ship	Committee Chairman-Ship
1	Jitendra B Patel	C.M.D.	3	3	-
2	Sushma V Raval	Ind.Director	3	3	1
3	Bhavik Satish Badani	Ind,Director	4	3	2
4	Vimal S Raval	Director	4	-	-

**3. AUDIT COMMITTEE :**

**(a) COMPOSITION OF COMMITTEE:**

Your Company had constituted an Audit committee as required under section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Committee assists to the Board in matter of accounts and finance.

Audit Committee consist followings members:

1. Mr. Bhavik S Badani Chairman
2. Jitendra B Patel Member
3. Sushma V Raval Member

**(b) TERMS OF REFERENCE PURSUANT TO SECTION 177 OF THE CO.ACT,2013 :**

Terms of reference of Audit committee are given here in under:

1. To oversee the Company's financial reporting, process and disclosures of its financial information.
2. To review financial statements and pre-publication announcements before submission to the Board.
3. To recommend the appointment of statutory auditors and fixation of their remuneration, to review and discuss with the auditors about internal control system, the scope of audit including observations of auditors, major accounting entries, practice and policies, compliance with accounting standards & Listing Agreement, related party transactions.
4. To review the Company's risk management policies and discussion with auditors any significant findings and follow up thereon.

**(c) MEETINGS AND ATTENDANCE DURING THE YEAR:**

Audit committee duly met 5 times during the financial year 2013-15.

**4. NOMINATION AND REMUNERATION COMMITTEE**

The company had constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company earlier but as per new provisions u/s 178 of the Co.Act,2013, the said committee has been reconstituted w.e.f. 01.04.2014 consisting of Jitendra Patel as Chairman and Bhavik Badani and Sushma V Raval are the members of the said committee. This committee will look after the functions as enumerated u/s 178 of the new Act.

**5.       STAKEHOLDERS RELATIONSHIP COMMITTEE**

**Composition:-**

The said committee comprises of Sushma Raval, Chairman of the said committee, Bhavik Badani and Jitendra Patel are the members of the said committee. There are 4 meetings during the year.

The Committee has delegated the authority to an officer of the Company who attends to share transfer formalities at least once in a fortnight. The Company designated Jitendra Patel as Compliance officer of the company.

The Company has received certain complaints from the shareholders and same were resolved during the year.

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**6. GENERAL BODY MEETING :**

Location and time of last three Annual General Meetings (AGM) as under :

**(I) DETAILS OF THE LAST THREE ANNUAL GENERAL MEETINGS:**

Year	Location	Date / Time	No. of Special Resolution
2010-11	AT THE REGD. OFFICE OF THE COMPANY	30.09.11 11.00 A.M	NIL
2011-12	AT THE REGD. OFFICE OF THE COMPANY	28-09-2012 11.00 A.M.	NIL
2012-13	AT THE REGD. OFFICE OF THE COMPANY	30-09-2013 11.00 A.M	NIL

No resolutions were passed through postal ballot during the year.

**7. DISCLOSURES:**

The particulars/ details of transactions between the Company and its related parties as per the Accounting Standards are set out in the Notes to the which forming parts of the Accounts. These transactions are not likely to have any conflict with the Company's interest.

All details relating to financial and commercial transactions, where Directors may have a potential interest, are provided to the Board and interested Directors neither participate in the discussion, nor do they vote on such matters.

There are no instances of non compliances by the Company necessitating imposition of penalties, strictures on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all mandatory requirements under Clause 49 of the Listing Agreement and has not complied with non mandatory requirements.

**8. MEANS OF COMMUNICATION**

Company's quarterly, half yearly and annual results are being published in Newspaper. Management Discussion and Analysis Report forms part of this Annual report.

**9. CEO/CFO CERTIFICATION**

The Chief Executives Officer (CEO) and Chief Finance officer (CFO) certification on financial statement pursuant to the provisions of Clause 49 of the Listing agreement is annexed and forms part of the Annual Report of the Company.

**10. GENERAL SHAREHOLDERS INFORMATION:**



22ND Annual Report 2013-14      KRIPTOL INDUSTRIES LTD.  
(Formerly known as Roselabs Industries Ltd.)

**A. MEANS OF COMMUNICATION:**

The quarterly results are published in the News Paper Business Standard (Gujarati & English) on completion of each quarter and same are being submitted to the Bombay Stock Exchange Limited where the shares are listed.

**B. 22ND ANNUAL GENERAL MEETING:**

Date : 29-09-2014

Time : 11.00 A.M.

Day : Monday

Venue :304, Akruiti Complex, Nr Stadium Six Road, Circle, Navragpura, Gujarat, 380009

**C. FINANCIAL CALENDAR 2013-14 (TENTATIVE):**

Annual General Meeting : 29THSeptember 2014

**Results for Quarter:**

Ending on June : Mid August

Ending on September : Mid October

Ending on December : Mid February

Ending on March : Mid May

**D. DATE OF BOOK CLOSURE** : 25-09-2014 to 29-09-2014 (Both Days Inclusive)

**E. LISTING ON STOCK EXCHANGES: & STOCK CODE:**

<b>NAME OF STOCK EXCHANGE</b>	<b>CODE</b>
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Bombay Stock Exchange Ltd.	: 526753
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**F. DEMAT INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN) FOR EQUITY SHARES: INE477C01034**

**G. DEMATERIALISATION OF SECURITIES:**

Aprox. 90% of the Company's Equity Share Capital is dematerialized as on 31<sup>st</sup> March, 2014, by the members of the Company through NSDL and CDSL.

**H. SHARE TRANSFER SYSTEM:**

Trading in equity share of the Company is permitted in physical and dematerialized form. Share transfer in physical form and request for demat received by the Registrar and Transfer agent are registered and returned within the statutory period, provided all documents are valid and complete in all respects.

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**I. REGISTRAR & TRANSFER AGENT:**

M/S. SHAREX DYNAMIC INDIA PVT. LTD  
UNIT 1, LUTHRA IND. PREMISES,  
SAFED POOL, ANDHERI KURLA ROAD,  
ANDHERI(E), MUMBAI-400072

**J. ADDRESS FOR COMMUNICATION, REGISTERED OFFICE :**

**REGISTERED OFFICE :** 304, Akruiti Complex, Nr, Stadium Six Road Circle, Navragpura,  
Ahmedabad(Guj.) 380009

**M. SHAREHOLDING PATTERN AS ON: 31<sup>ST</sup> MARCH, 2014.**

<b>SR NO.</b>	<b>CATEGORY</b>	<b>NO. OF SHARES HELD</b>	<b>PERCENTAGE OF SHAREHOLDING</b>
1.	Indian Public	19899001	87.51
2.	NRIs/ OCBs	532256	2.34
3.	Mutual Funds and UTI		
4.	Banks, Financial Institutions, Insurance Companies, ( Central Institutions)		
5.	Private Corporate Bodies	2308743	10.15
6.	Indian Promoters:	-	-
8.	others	-	-
	<b>Total</b>	<b>22740000</b>	<b>100</b>

**11. Compliance Certificate of the Auditors**

A Certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause-49 of the Listing Agreement is attached to this report.

For **KRIPTOL INDUSTRIES LTD.**

**Sd/-**

**Place:-Ahmedabad**  
**Date : 01/08/2014**

**( Jitendra Patel)**  
**Chairman**

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**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:**

To  
The Members of  
**KRIPTOL INDUSTRIES LTD.**,  
Ahmedabad

I, Jitendra Patel Chairman of the Company, hereby certify that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Code of Conduct in accordance with Clause – 49.I.D of the Listing Agreement entered into with the Stock Exchange.

As required by Clause 49 of the Listing Agreement, Certificate of Compliance with the Corporate Governance Requirements by the Company issued by Auditors is given as an annexure to the Directors' Report.

The above report was adopted by the Board at their meeting held on 31<sup>st</sup> August 2014.

For **KRIPTOL INDUSTRIES LTD.**

**Sd/-**

**Place: Ahmedabad**  
**Date : 01-08-2014**

**(Jitendra Patel)**  
**CHAIRMAN**

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(Formerly known as Roselabs Industries Ltd.)

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER**

We, Mr. Jitendra Patel, Chairman and Chief Executive officer of the Company, hereby certify to the Board that:

- (a) We have reviewed the financial statements and the cash Flow Statement for the year and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading:
  - (ii) these statements together present a true and fair view of the Company 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 company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting in company and we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit Committee:
  - (i) Significant changes in internal controls over financial reporting during the year.
  - (ii) Significant changes in accounting polices during the year and the same have been disclosed in the notes to the financial statements and
  - (iii) Instance of Significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company internal control system.
- (e) We affirm that we have not denied any personal access to the Audit committee of the Company.
- (f) We further declare that all Board Members and Senior Management have affirmed compliance with the Code of Conduct for the current year.

For **KRIPTOL INDUSTRIES LTD.**

**Sd/-**

**Place:Ahmedabad**  
**Date : 01-08-2014**

**(Jitendra Patel)**  
**CHAIRMAN**

22ND Annual Report 2013-14      KRIPTOL INDUSTRIES LTD.  
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**CERTIFICATE**

To  
The Members of KRIPTOL INDUSTRIES LTD.,  
Ahmedabad

We have read the Report of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by the KRIPTOL INDUSTRIES LTD. for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement executed by Company with the Stock Exchanges.

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

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

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

**PLACE: MUMBAI**  
**DATE : 01/08/2014**

**FOR MOTILAL & ASSOCIATES,**  
**CHARTERED ACCOUNTANTS**

SD/-  
**(MOTILAL JAIN)**  
PROPRIETOR  
MEM. NO. 036811

**AUDITORS' REPORT**

To,  
The Members,  
M/s KRIPTOL INDUSTRIES LTD.,  
Ahmedabad

We have audited the attached Balance Sheet of M/s. KRIPTOP INDUSTRIES LTD., as at 31<sup>st</sup> March, 2014 and the annexed Profit and Loss Account and cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements bases 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 the 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 issued by the central Government of India in terms of section 227 (4A) of the Companies Act, 1956 we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.**

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

- (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 accounts as required by law have been kept by the Company so far as appears from our examination of such books.
- (c) The Balance Sheet and the Profit & Loss Account referred to in this report are in agreement with the books of account.
- (d) In our opinion and to the best of our information the said Balance Sheet and Profit & Loss Account and cash flow statement comply with the Accounting standard referred to in section 211(3c) of the companies act, 1956.
- (e) On the basis of written representations received from the directors, as on 31<sup>st</sup>, March, 2013 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of Companies Act, 1956.

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- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:-
- i. In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014 and
  - ii. In so far as it relates to the Profit & Loss Account of the Profit of the company for the year ended on that date.
  - iii. In the case of the cash flow statement, of the cash flow for the year ended on that date.

**PLACE:** MUMBAI  
**DATE :** 01/08/2014

**FOR MOTILAL & ASSOCIATES,  
CHARTERED ACCOUNTANTS**

SD/-  
**(MOTILAL JAIN)**  
PROPRIETOR  
MEM. NO. 036811

**ANNEXURE TO THE AUDITORS REPORT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2014**

- i) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.
- ii) The fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification as compared with the available records.
- iii) None of the Fixed Assets of the company have been disposed off during the year .
- iv) The stock of finished goods, and raw materials have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- v) The procedure followed by the management for physical verification of stocks is reasonable and adequate in relation to the size of the company and the nature of its business.
- vi) On our basis of examination of stock records, we are of the opinion that the record of stocks is fair and proper in accordance with the normally accepted accounting principle and no material discrepancies were noticed on physical verification.
- vii) There is no loans, secured and unsecured, taken by the company to/from companies, firm or other parties covered in the register maintained u/s. 301 of the Co. Act, 1956.
- viii) Interest free Loans and Advances in the nature of loans have been given to employees and other parties who were generally regular in repaying the principal as stipulated. Where there is delay in repayment, the company has taken reasonable steps to recover the same.
- ix) In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for financial activities.
  - x) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- xi) In our opinion and according to the information and explanations given to us, the provisions of section 58-A of the Companies Act, 1956 and Companies (acceptance of deposits) Rules, 1957 are not applicable as the company has not accepted and deposits from the public.
- xii) The company does not have any formal system of internal audit. However in our opinion and according to information and explanations given to us, the internal control procedures are adequate. Considering the size and nature of business of the Company.



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- xiii) The Provisions of section 209(1)(d) of the Companies Act, 1956 regarding the maintenance of cost records are not applicable to the company.
- xiv) As informed to us the provision of Provident Fund Act, Employees State Insurance Act provisions of investor education and protection fund, customs duty, excise duty and cess are not applicable to the Company during the year under review.
  
- xv) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Income-Tax, Wealth Tax, Service Tax and other material statutory dues applicable to it.
- xvi) According to the information and explanations given to us no disputed amounts in respect of Income-Tax, Wealth-tax, Sales-Tax, Customs-Duty and Excise-Duty were outstanding as at 31<sup>st</sup>, March, 2014 for a period of more than six months from the date they become payable.
- (xvii) According to the information and explanations given to us and based on the generally accepted audit procedures carried out by us no personal expenses of employees or directors have been charged to Revenue Account, other than those payable under contractual obligations or in accordance with generally accepted business practice.
- xvii) The Company has accumulated losses at the end of the financial year and it has incurred losses in the current and immediately preceding financial year.
- xviii) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution, banks or debenture holders.
- xix) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xx) The provisions of any special statute applicable to Chit Funds, Nidhi, or Mutual Benefit Society/fund do not apply to the Company. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- xxi) The Shares and other securities have been held by the Company, in its own name as explained to us and proper records in respect thereof have been maintained.
  
- xxii) According to the information and explanation given to us, the Company has not given counter guarantee for loans taken by anybody.
- xxiii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- xxiv) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained u/s 301 of the Co. Act, 1956.
- xxv) The Company did not have any outstanding secured debentures during the year.

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xxvi) The Company has not raised any money through a public issue during the year under review.

(xxviii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

(xxix) The Company is not a sick Company as per the provisions of SICA, 1985.

**PLACE: MUMBAI**  
**DATE : 01/08/2014**

**FOR MOTILAL & ASSOCIATES,**  
**CHARTERED ACCOUNTANTS**

SD/-  
**(MOTILAL JAIN)**  
PROPRIETOR  
MEM. NO. 036811

## KRIPTOL INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2014

Particulars			Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I.</b>		<b>EQUITY AND LIABILITIES</b>			
	1	<b>Shareholder's Funds</b>		<b>8,08,61,073</b>	<b>8,07,58,415</b>
		a) Share Capital	1	11,37,00,000	11,37,00,000
		b) Reserves and Surplus	2	(3,28,38,927)	(3,29,41,585)
		c) Money received against share warrants		-	-
	2	<b>Share application money pending allotment</b>	3	-	-
	3	<b>Non-Current Liabilities</b>		<b>25,41,072</b>	<b>25,41,072</b>
		a) Long-Term Borrowings	4	25,41,072	25,41,072
		b) Deferred Tax Liabilities (Net)	4	-	-
		c) Other Long-Term Liabilities	5	-	-
		d) Long-Term Provisions	6	-	-
	4	<b>Current Liabilities</b>		<b>4,16,59,311</b>	<b>4,18,34,311</b>
		a) Short-Term Borrowings	7	-	-
		b) Trade Payables	8	92,064	92,064
		c) Other Current Liabilities	9	4,15,57,747	4,17,32,747
		d) Short-Term Provisions	10	9,500	9,500
<b>Total</b>				<b>12,50,61,456</b>	<b>12,51,33,798</b>
<b>II.</b>		<b>II.Assets</b>			
	1	<b>Non-current assets</b>		<b>11,65,90,976</b>	<b>11,65,80,976</b>
		a) <b>Fixed assets</b>	11		
		(i) Tangible assets		-	-
		(ii) Intangible assets		-	-
		(iii) Capital work-in-progress		-	-
		(iv) Intangible assets under development		-	-
		v) Fixed Assets held for sale		-	-
		b) Non-current investments	12	9,12,54,725	9,12,44,725
		c) Deferred tax assets (net)	13	-	-
		d) Long term loans and advances	14	7,21,503	7,21,503
		e) Other non-current assets	15	2,46,14,748	2,46,14,748
	2	<b>Current assets</b>		<b>84,70,480</b>	<b>85,52,822</b>
		a) Current Investments	16	-	-
		b) Inventories	17	-	-
		c) Trade Receivables	18	-	-
		d) Cash and Cash Equivalents	19	23,38,203	23,08,480
		e) Short-Term Loans & Advances	20	58,06,150	58,06,150
		f) Other Current Assets	21	3,26,127	4,38,192
<b>Total</b>				<b>12,50,61,456</b>	<b>12,51,33,798</b>

For **MOTILAL & ASSOCIATES**

Chartered Accountants

(Motilal Jain)

**(Proprietor)**

Place : Mumbai

Date : 01/08/2013

For, Kriptol Industries Limited

SD/-

S/D

**BHAVIK BADANI VIMAL RAVAL**

(DIRECTOR)

(DIRECTOR)

**KRIPTOL INDUSTRIES LIMITED**

Statement of Profit and Loss for the year ended 31 March, 2014

Particulars		Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>A.</b>	<b>CONTINUING OPERATIONS</b>	<b>23</b>		
1	Revenue from operations (Gross)		6,21,000	4,39,645
	Less : Excise Duty		-	-
	<b>Revenue from operations (Net)</b>		<b>6,21,000</b>	<b>4,39,645</b>
2	Other Income		-	-
3	<b>Total Revenue (1+2)</b>		<b>6,21,000</b>	<b>4,39,645</b>
4	<b>Expenses:</b>	<b>23</b>		
a)	Cost of material consumed		-	-
b)	Purchase of Stock-in-Trade		-	-
c)	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		-	-
d)	Employee Benefits Expenses		1,48,600	78,344
e)	Fianance Cost		15,747	21,320
f)	Depreciation and amortisation Expenses		-	-
g)	Other Expenses		3,53,995	3,09,789
	<b>Total Expenses</b>		<b>5,18,342</b>	<b>4,09,453</b>
5	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3-4)</b>		1,02,658	30,192
6	Exceptional Items		-	-
7	<b>Profit/Loss before extraordinary items and tax (5+6)</b>		1,02,658	30,192
8	Extraordinary Items		-	-
9	<b>Profit / (Loss) before tax (7+8)</b>		<b>1,02,658</b>	<b>30,192</b>
10	<b>Tax expense:</b>			
a)	Current Tax Expenses for Current Year		-	9,500
b)	(Less) : MAT Credit (where applicable)		-	-
c)	Current tax expenses relating to prior year		-	-
d)	Net Current Tax Expenses		-	-
e)	Deffered Tax		-	-
11	<b>Profit / (Loss) from continuing operations (9+10)</b>		<b>1,02,658</b>	<b>20,692</b>
<b>B</b>	<b>DISCONTINUING OPERATIONS</b>			
12	<b>Profit / (Loss) from discontinuing operations (before tax)</b>		-	-
ii)	Gain / (Loss) on disposal of Assets / settlement of liabilities attributable to the discontinuing operations		-	-
iii)	<b>Add / (Less) : Tax expenses of discontinuing operations</b>			
a)	On ordinary activities attributable to the discontinuing operations		-	-
b)	On gain / (loss) on disposal assets / settlement of liabilities		-	-
13	<b>Profit / (Loss) from discontinuing operations (12.i + 12.ii + 12.iii)</b>		-	-
<b>C</b>	<b>TOTAL OPERATIONS</b>			
14	<b>Profit / (Loss) for the year (11+13)</b>		<b>1,02,658</b>	<b>20,692</b>
15	<b>Earning per equity share</b>			
1)	Basic		0.009	0.002
2)	Diluted		0.009	0.002

**For MOTILAL & ASSOCIATES**

Chartered Accountants

(Motilal Jain)

(Proprietor)

Place : Mumbai

Date : 01/08/2014

**For, Kriptol Industries Limited**

SD/-

S/D

**BHAVIK BADANI VIMAL RAVAL**

(DIRECTOR)

(DIRECTOR)

**KRIPTOL INDUSTRIES LIMITED**

**Notes to Accounts**

<b><u>Particulars</u></b>		<b>Amount of Current Period</b>	<b>Amount of Previous Period</b>
<b>1</b>	<b><u>Shareholder's Funds</u></b>		
	<b>A) <u>Share Capital : Note 1</u></b>		
	<b>i) <u>Authorized Capital</u></b>		
	Equity shares		
	24000000 Equity Share of Rs.5/- each	12,00,00,000	12,00,00,000
		<b>12,00,00,000</b>	<b>12,00,00,000</b>
	<b>ii) <u>Issued, Subscribed and fully paid, or Subscribed but not fully paid shares</u></b>		
	Equity shares		
	22740000 Equity Shares of Rs.5/- each fully paid up	11,37,00,000	11,37,00,000
	(Previous period 22740000 Equity Shares of Rs. 5 Each fully paid up		
		<b>11,37,00,000</b>	<b>11,37,00,000</b>
	<b>a) <u>Reconciliation of the Shares outstanding at the beginning and at the end of the year: Equity Shares</u></b>		
	At the beginning of the period	11,37,00,000	11,37,00,000
	Issued during the period		
	Outstanding at the end of the period	<b>11,37,00,000</b>	<b>11,37,00,000</b>
	<b>b) Rights, preferences and restrictions attached to the shares</b>		
	- Equity shares have at par value of Rs. 5/- per share. Each Holder of equity shares is entitled to one vote per-share		
	<b>c) Details of shareholders more than 5% shares in the Company</b>		
		As at 31.03.2014	
		Number	%
	<b>B) <u>Reserves &amp; Surplus : Note 2</u></b>		
	a) Revaluation Reserve		
	b) Capital Reserve		
	c) Capital Redemption Reserve		
	d) Securities Premium Reserve		
	e) Debentures Redemption Reserve		
	f) Share Options Outstanding Account		
	g) Other Reserves		
	h) Surplus / (Deficit) in the Statement of Profit & Loss as per Last Balance Sheet	(3,29,41,585)	(3,29,62,277)
	<b>Add: Profit / Loss during the year</b>	1,02,658	20,692
		<b>(3,28,38,927)</b>	<b>(3,29,41,585)</b>
	<b>C) <u>Money received against share warrants : Note 3</u></b>		
	a)	-	-
<b>2</b>	<b><u>Share application money pending allotment</u></b>		
	a)	-	-
<b>3</b>	<b><u>Non-Current Liabilities : Note 4</u></b>		
	<b>A) <u>Long-Term Borrowings</u></b>		
	<b>I) <u>Secured</u></b>		
	a) Bonds / Debentures		
	b) Term Loans :-		
	From Bank		
	From Other Parties		

- c) Deferred payment liabilities
- d) Deposits
- e) Loans & Advances from Related Parties
- f) Long Term Maturities of Finance Lease Obligations
- g) Other Loans & Advances (Specify Nature)

**II) Unsecured**

- a) Bonds / Debentures
- b) Term Loans :-
  - From Bank
  - From Other Parties
- c) Deferred payment liabilities
- d) Deposits
- e) Loans & Advances from Related Parties
- f) Long Term Maturities of Finance Lease Obligations
- g) Other Loans & Advances (Specify Nature)

**B) Other Long-Term Liabilities : Note 5**

- Trade Payable
- Others
- Sundry Creditors for Goods
- Advances from Customers
- Creditors for Expenses
- Statutory Liabilities

**C) Long-Term Provisions : Note 6**

- a) Provision for employee benefits
- b) Others (Specifying the nature)

4

**Current Liabilities**

**A) Short-Term Borrowing : Note 7**

**I) Secured**

- a) Bonds / Debentures
- b) Term Loans :-
  - From Bank
  - From Other Parties
- c) Deferred payment liabilities
- d) Deposits
- e) Loans & Advances from Related Parties
- f) Long Term Maturities of Finance Lease Obligations
- g) Other Loans & Advances (Specify Nature)

**II) Unsecured**

- a) Bonds / Debentures
- b) Term Loans :-
  - From Bank
  - From Other Parties
- c) Deferred payment liabilities
- d) Deposits
- e) Loans & Advances from Related Parties
- f) Long Term Maturities of Finance Lease Obligations
- g) Other Loans & Advances (Specify Nature)

**B) Trade Payable : Note 8**

- a) Sundry Creditors for Goods

**C) Other Current Liabilities : Note 9**

- a) Current Maturities of Long-Term Debt
- b) Current Maturities of Finance Lease Obligations

	-	-
	1,53,603	1,53,603
	23,87,469	23,87,469
	<b>25,41,072</b>	<b>25,41,072</b>
	<b>25,41,072</b>	<b>25,41,072</b>
	-	-
	-	-
	-	-
	-	-
	92,064	92,064
	<b>92,064</b>	<b>92,064</b>

c) Interest accrued but not due on borrowings		
d) Interest accrued and due on borrowings		
e) Income received in advance		
f) Unpaid Dividend		
g) Application money received for allotment of securities and due for refund and interest accrued thereon		
h) Unpaid Matured Deposits & Interest accrued on Loans		
i) Unpaid Matured Debentures & Interest accrued on Loans		
j) Other Payable (Specify nature)	4,09,67,000	4,11,47,000
k) Creditors for Expenses	27,800	22,800
l) Statutory Liabilities	5,62,947	5,62,947
	<b>4,15,57,747</b>	<b>4,17,32,747</b>
<b>D) <u>Short-Term Provisions : Note 10</u></b>		
a) Provision for tax	9,500	9,500
b) Others (Specifying the nature)		
	<b>9,500</b>	<b>9,500</b>

<b>B</b>		<b>ASSETS</b>	
<b>1</b>	<b><u>Non Current Assets</u></b>		
<b>A)</b>	<b><u>Fixed Assets : Note 11</u></b>		
	<b>I) <u>Tangible Assets</u></b>		
	a) Land		
	b) Buildings		
		-	-
	<b>II) <u>Intangible Assets</u></b>		
	(a) Goodwill		
	(b) Brands / Trademarks		
	(c) Computer Software		
	(d) Other (Specify nature)		
		-	-
	<b>III) Capital Work-in-Progress</b>		
	<b>IV) Intangible Assets Under Development</b>		
	<b>V) Fixed Assets held for Sale</b>		
		-	-
<b>B)</b>	<b><u>Non Current Investments : Note12</u></b>		
	a) Other (Specify nature)		
	b) Unquoted (at Cost)	8,77,59,725	8,77,49,725
	c) Quoted (at Cost)	34,95,000	34,95,000
	d) Subsidiary Companies		
		<b>9,12,54,725</b>	<b>9,12,44,725</b>
<b>C)</b>	<b><u>Deferred Tax Assets (Net) : Note 13</u></b>		
	<b>a) <u>Deferred Tax Assets</u></b>		
	Unabsorbed losses / Depreciation	-	-
	<b>Add: Disallowances</b>	-	-
		-	-
	<b>b) <u>Deferred Tax Liabilities</u></b>		
	Difference between book and tax depreciation	-	-
		-	-
		-	-
	<b>Total (a)</b>		
		-	-
		-	-

**Notes**

In Compliance with Accounting Standard - 22 "Accounting for taxes on income" issued by The Institute of Chartered Accountants of India, the deferred tax assets/liabilities (net) accruing during the current year Rs. -----/- (Previous period Rs. -----/-) has been shown in the statement of Profit & Loss. Deferred Tax Assets are calculated at the end of Financial Year as per Companies Act, 1956.

<b>D) <u>Long-Term Loans &amp; Advances : Note 14</u></b>		
(a) Capital Advances		

	(b) Security Deposits	35,000	35,000
	(c) Loans & Advances from Related Parties		
	(d) Other Loans & Advances		
	(e) Loans & Advances from Director & Other Officers		
	(f) Secured, considered goods		
	(g) Unsecured, considered goods		
	(h) Doubtful		
	(i) To Subsidiaries		
	(j) Balance with Statutory / Government Authorities	6,86,503	6,86,503
		<b>7,21,503</b>	<b>7,21,503</b>
<b>E)</b>	<b><u>Other Non-Current Assets : Note 15</u></b>		
	Long Term Trade Receivable	2,46,14,748	2,46,14,748
	Others		
		<b>2,46,14,748</b>	<b>2,46,14,748</b>
<b>2</b>	<b><u>Current Assets</u></b>		
<b>A)</b>	<b><u>Current Investment : Note 16</u></b>		
	a) Equity Instruments		
	b) Others		
	c) Unquoted		
	d) Quoted		
		-	-
<b>B)</b>	<b><u>Inventories : Note 17</u></b>		
	a) Raw Materials		
	b) Work-in-Progress		
	c) Stock-in-Trade (Goods acquired for tradings)		
	d) Finished Goods / Traded Goods		
	e) Stores & Spares & Consumables		
	f) Loose Tools		
	g) Other (Specify Nature)		
	h) Goods-in-transit		
		-	-
<b>C)</b>	<b><u>Trade Receivables : Note 18</u></b>		
	I) Outstanding for a period exceeding six months		
	a) Secured considered goods		
		-	-
<b>D)</b>	<b><u>Cash &amp; Cash Equivalent : Note 19</u></b>		
	I) Cash and Cash Equivalent		
	a) Balances with Banks	13,202	14,937
	b) Cash on Hand	23,25,000	22,93,543
	c) Others		
	II) Earmarked balances with bank (Unpaid Dividend)		
	III) Balances with Banks to the extent held as margin money / securities against borrowings guarantees, other commitments		
	IV) Repatriation restrictions, if any, in respect of cash & bank balance		
	V) Bank deposits with more than 12 months maturity		
		<b>23,38,203</b>	<b>23,08,480</b>
<b>E)</b>	<b><u>Short-Term Loans &amp; Advances : Note 20</u></b>		
	I) Short-Term Loans & Advances	58,06,150	58,06,150
	a) Loans & Advances to related parties		
	b) Other (Specify Nature)		
	c) Secured considered goods		
		<b>58,06,150</b>	<b>58,06,150</b>
<b>F)</b>	<b><u>Other Current Assets : Note 21</u></b>		
	a) Incorporate Current assets		
	<b>Miscellaneous Expenditure</b>		
	(To the extent w/off or adjusted)	4,38,192	5,50,257
	<b>Less: W/off. During the year</b>	1,12,065	1,12,065
		<b>3,26,127</b>	<b>4,38,192</b>
<b>3</b>	<b><u>Contingent Liabilities &amp; Commitment : Note 22</u></b>		



<b>A</b>	<b><u>Contingent Liabilities</u></b>		
	i) Claim against the company not acknowledged		
	ii) Guarantees		
		-	-
<b>B</b>	<b><u>Commitments</u></b>		
	i) Estimated amt. of contracts remaining to be executed on capital account and not provided for		
	ii) Uncalled liability on share and other investments parties		
	iii) Other Commitments		
		-	-
<b>1</b>	<b><u>Continuing Operations Note 23</u></b>		
<b>A</b>	<b><u>I Revenue from Operations</u></b>		
	a) Sales of Products		
	b) Sales of Services		
	c) Other Operating Revenues		
	Less : Excise Duty		
		-	-
	<b>II</b> Interest		
	<b>III</b> Share Trading (net)	6,21,000	4,39,645
		<b>6,21,000</b>	<b>4,39,645</b>
<b>B</b>	<b><u>Other Income</u></b>		
	a) Interest	-	-
	b) Dividend	-	-
		-	-
<b>C</b>	<b><u>Cost of Material Consumed</u></b>		
	Inventory at the beginning of period		
	Add: Purchases		
	Less: Inventory at the end of the period		
		-	-
<b>D</b>	<b><u>Purchase of Stock-in-Trade</u></b>		
	Purchases		
		-	-
<b>E</b>	<b><u>Changes in Inventories of Finished Goods, Work-in-Progress &amp; Stock-in-Trade</u></b>		
	<u>Inventory at the end of the period</u>		
	Finished Goods		
	Work-in-Progress		
	Stock-in-Trade		
		-	-
	<u>Inventory at the beginning of period</u>		
	Finished Goods		
	Work-in-Progress		
	Stock-in-Trade		
		-	-
	(Increase)/Decrease in Stock	-	-
<b>F</b>	<b><u>Finance Costs</u></b>		
	a) Bank charges	15,747	21,320
	b) Other Borrowing Costs		
	c) Applicable Net Gain / Loss on Foreign Currency Transactions and Translation		
		<b>15,747</b>	<b>21,320</b>
<b>G</b>	<b><u>Depreciation and amortisation expenses</u></b>		
	Depreciation		
		-	-
<b>H</b>	<b><u>Employee Benefits Expenses</u></b>		

a) Salaries & Wages	1,48,600	78,344
b) Contribution to Provident & Other Funds		
	<b>1,48,600</b>	<b>78,344</b>
<b>I Other Expenses</b>		
Listing Fees	73,034	44,944
Demat Charges (NSDL & CDSL)	34,383	44,944
Electricity Expenses	19,885	28,880
Computer Expenses	1,500	1,820
Conveyance Expenses		1,500
Donation		
General Expenses	14,200	16,150
Registrar Fees	27,470	
Legal Expenses		
Postage & Telegrams	6,522	8,136
Professional Fees	35,500	20,000
Printing & Stationary	7,988	5,920
Telephone Expenses	11,223	12,540
Advertisement Expenses	5,225	7,890
Misc. Expenses w/off	1,12,065	1,12,065
<b>Payment to the Auditor</b>		
Audit Fees	5,000	5,000
Reimbursement of Expenses		
Exceptional Items		
Extraordinary Items		
	<b>3,53,995</b>	<b>3,09,789</b>
<b>I Earnings in foreign exchange</b>		
a) Export of goods calculated on F.O.B. basis		
	-	-

#### Notes to Accounts

- 1) Pursuant to the Notification No.447 (E) dated February 28,2011 and Notification No.653 (E) dated March 30, 2011, issued by the Ministry of Corporate Affairs, the Company has prepared its financial statements for the year ended March 31, 2014 as per revised schedules VI to the Companies Act, 1956. Accordingly, the previous year's figures have been regrouped / reclassified, wherever required to align the financial statements to the revised format.



**KRIPTOL INDUSTRIES LTD**

**Cash Flow Statement for the Year ended on 31st March 2014**

<b>PARTICULARS</b>	<b>2013-14 Amount (Rs.)</b>	<b>2012-13 Amount (Rs.)</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit /(Loss) before tax and extraordinary items	102658	30192
<b>Adjustment for :</b>		
Pre. & Pre. Op. Exps. Written off	112065	112065
DEPRECIATION	0	0
Sub-Total	214723	142257
Operating Profit before working Capital Changes	214723	142257
<b>Adjustment For:</b>		
Trade and other receivables	0	1100000
inventories	0	0
Loans & Advances	0	0
Trade Payables	-175000	271500
Sub -Total	39723	1513757
<b>CASH GENERATION FROM OPERATION</b>	39723	1513757
Direct taxes Paid or Tax Provisions	0	-9500
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	39723	1504257
<b>BALANCE CARRIED FORWARD</b>	39723	1504257
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	0	0
Sales of Fixed Assets	0	0
Purchase of Investment	-10000	5000000
Sales of Investments	0	0
Interest Received	0	0
Dividend Received	0	0
Sub - Total	-10000	5000000
Net Cash Used in Investing Activities	29723	6504257
<b>CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Increase in Long Term Borrowing	0	-5899000
Increase in Cash loans & advances	0	0
Repayment of Finance & Lease Liabilities	0	0
Sub - Total	0	-5899000
Net Increase (Decrease) in cash & cash equivalent	29723	605257
Opening Cash & Cash equivalents	2308480	1703223
Closing Cash & Cash equivalents	2338203	2308480
As per our report of even date attached		
<b>For MOTILAL &amp; ASSOCIATES</b> CHARTERED ACCOUNTANTS	On or behalf of Board <b>For KRIPTOL INDUSTRIES LTD.</b>	
SD/- <b>(Motilal Jain)</b> Proprietor	SD/- <b>BHAVIK BADANI</b> (DIRECTOR)	S/D <b>VIMALKUMAR RAVAL</b> (DIRECTOR)
PLACE : Mumbai		
Date :- 01-08-2013		

22ND Annual Report 2013-14      KRIPTOL INDUSTRIES LTD.  
(Formerly known as Roselabs Industries Ltd.)

**SIGNIFICANT ACCOUNTING POLICIES :**

**Basic of Accounting**

The financial statements have been prepared on the historical cost convention based on the accrual concept and in accordance and in accordance with applicable accounting standards referred to in subsection 3c of section 211 of the companies Act, 1956 and normally accepted accounting principles. The accounting is on the basis of the going concern concept.

**Fixed Assets**

Fixed assets are stated at cost of acquisition or construction. They are stated at historical cost less accumulated depreciation.

**Depreciation**

Depreciation on fixed assets is provided on written down basis in accordance with provisions of the companies Act, 1956 at the rates and in the manner specified in schedule XIV of this Act.

**Investments**

Current investments are carried at lower of cost or fair value. Long term investments are carried at cost. However when there is a decline other than temporary, the carrying amount is reduced to recognize the decline.

**Inventories**

Items of inventory are valued at lower of cost and net realizable value.

**Revenue recognition**

Income from traded goods is recognized on accrual basis.

**Amortization**

Miscellaneous Expenditure is being amortized proportionately over a period of the ten years.

**Borrowing costs**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**Related Party Transaction**

Company has not entered into any such transactions.

**Taxes on income**

Tax expense comprises both current and deferred tax at the applicable enacted / substantially enacted rates. Current tax represents the amount of income tax payable / recoverable in respect of the taxable income / loss for reporting period. Deferred taxes represents the effect of timing difference between taxable income and accounting income for the reporting period and are capable of reversal in one or more subsequent periods.



22ND Annual Report 2013-14      KRIPTOL INDUSTRIES LTD.  
(Formerly known as Roselabs Industries Ltd.)

**AUDITORS CERTIFICATE**

We have examined the attached Cash Flow Statement of M/S. KRIPTOP INDUSTRIES LTD. for the year ended on 31-03-2014. The Statement has been prepared by the Company in accordance with the requirement of Listing Agreement Clause 32 with The Baroda Stock Exchange and is based on in agreement with corresponding Profit & Loss Account and Balance Sheet of the Company covered by the Report of 31-03-2014 to the members of the Company.

MOTILAL & ASSOCIATES,  
Chartered Accountants

SD/-  
(MOTIAL JAIN)  
PROPRIETOR  
MEM. NO. 36811

Date : 01-08-2014  
Place : MUMBAI

22ND Annual Report 2013-14      KRIPTOL INDUSTRIES LTD.  
(Formerly known as Roselabs Industries Ltd.)

**KRIPTOL INDUSTRIES LTD.**

**Registered Office**

304, Akruti Complex, Nr, Stadium Six Road Circle, Navragpura, AHMEDABAD- 380009

**ATTENDANCE SLIP**

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

**L. F. No.** \_\_\_\_\_

I Hereby record my attendance at the Annual General Meeting being held on 29-09-2014 at 11.00 a.m. at 304, Akruti Complex, Nr, Stadium Six Road Circle, Navragpura, AHMEDABAD- 380009

\_\_\_\_\_  
Signature of the Member

\_\_\_\_\_  
Signature of the Proxy

\_\_\_\_\_  
Name of the Member

\_\_\_\_\_  
Name of the proxy

**KRIPTOL INDUSTRIES LTD.**

**Registered Office**

304, Akruti Complex, Nr, Stadium Six Road Circle, Navragpura, AHMEDABAD- 380009

**PROXY FORM**

I / We \_\_\_\_\_  
Of \_\_\_\_\_ in the district of \_\_\_\_\_  
Being a member(s) of **KRIPTOL INDUSTRIES LTD.** hereby appoint \_\_\_\_\_ Of  
\_\_\_\_\_ in the district of \_\_\_\_\_ as my/our

Proxy to attend and vote for me/us and my/our behalf at the Annual General Meeting of the Company to be held on 29-09-2014 at 11.00 a.m. at 304, Akruti Complex, Nr, Stadium Six Road Circle, Navragpura, AHMEDABAD- 380009 and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Affix Rs. One  
Revenue  
Stamp here

Note: The proxy form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. The proxy need not be a member of the Company.