



BOARD OF DIRECTORS

Mr. Bharat Bhushan Gupta	Chairman
Mr. Vinod Kumar Gupta	Managing Director
Mr. Jaidev Gupta	Executive Director
Mr. Prabhjot Singh Chandok	
Mr. A. M. Arondekar	
Mr. Sanjeev Chirania	
Mr. C. J. Kotcher	

AUDITORS

D. K. Roongta & Co.
(Chartered Accountants)
286, Princess Street
Bhatia Mansion, 2nd Floor
Mumbai 400 002

COMPANY SECRETARY

Ms. Archana Panchal

BANKERS

BANK OF INDIA

Mumbai

HDFC BANK LTD

Mumbai

REGISTERED OFFICE

Plot No.9, Spectra Compound, Ramchandra Lane Extn.,
Kanchpada II, Malad (West), Mumbai – 400 064

WORKS

1. C-1, M.I.D.C.
Murbad – 421 401
Dist. Thane (Maharashtra)
2. Penkar Pada, Next to Premalaxmi Marathi School,
Mira Road (East)-401107,
Dist. Thane (Maharashtra)

REGISTRARS & SHARE TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.

Unit No. 1, Luthra Ind. Premises, Andheri Kurla Road,
Safed Pool, Andheri (East), Mumbai - 400 072.

Tel. : 28515644 / 28515606, Fax : 28512885



NOTICE

NOTICE is hereby given that the **Twenty First Annual General Meeting** of the Members of **SPECTRA INDUSTRIES LIMITED** will be held

at: **Landmark Building, Link Road, Mithchowki, Malad West, Mumbai-400064.**

on: **Saturday, 7th September 2013 at 11.00 a.m.**

To transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Bharat Bhushan Gupta** who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of **Mr. C. J. Kotcher** who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

NOTES : –

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 31st August 2013 to Saturday, 7th September, 2013** (both days inclusive).
5. Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting.

Registered Office:

Plot No.9, Spectra Compound,
Ramchandra Lane Extn., Kanchpada II
Malad West, Mumbai - 400064.

By order of the Board of Directors

VINOD KUMAR GUPTA
Managing Director

Date: **30.05.2013**



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors are pleased to present before you the Twenty First Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2013.

FINANCIAL RESULTS

(Rs. in lacs)

Particulars	Year ended March 31, 2013	Year ended March 31, 2012
Sales & Operational Income	7722.12	5491.11
Profit before Interest, Depreciation and Tax	255.27	179.97
Less : Interest	123.51	84.31
Depreciation /Amortisation	60.67	58.56
Tax	<u>26.56</u>	<u>10.00</u>
	<u>210.74</u>	<u>152.87</u>
	44.53	27.10
Add: Deferred Tax	1.01	(0.65)
Net Profit/(Loss) for the year	45.54	26.45

DIVIDEND

The Directors do not recommend dividend for the financial year ended 31st March 2013.

INSURANCE

All assets of the company are adequately insured.

LISTING

The Equity Shares of the Company are listed on the BSE Ltd. The Company has paid the annual listing fees for the F.Y. 2013-14.

DIRECTORS

Mr. Bharat Bhushan Gupta and Mr. C. J. Kotcher retire by rotation and being eligible, offer themselves for re- appointment.

Brief resume of the above directors, their expertise in specific functional areas and name of companies in which they hold directorship/membership/chairmanship of committees, as stipulated under clause 49 of the listing agreement are given in the section on corporate governance in the Annual Report.

CORPORATE GOVERNANCE

A separate section on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the listing agreement with the Stock Exchange are attached to this Report and forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) 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 a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period under review.
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



(iv) That the Directors have prepared the annual accounts for the financial year ended 31st March, 2013 on a going concern basis.

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

1. Steps are taken to conserve energy at all levels. Lights and power were switched off whenever not required.
2. There was no technology import during the year under review.
3. Earnings in foreign currency **Rs. Nil**
4. Expenditure in foreign currency **Rs. 50,46,938/-**
(Import of Materials)

PARTICULARS OF EMPLOYEES

The Company does not have any employee whose particulars are required to be given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

AUDITORS

M/s. D. K. Roongta & Co., Chartered Accountants, the Auditors of the Company would retire at the forthcoming Annual General Meeting. They have under Section 224(1B) of the Companies Act, 1956 furnished certificate of their eligibility for re-appointment. Shareholders are requested to appoint Auditors and fix their remuneration.

INDUSTRIAL RELATIONS

The industrial relations remained peaceful during the year.

ACKNOWLEDGEMENT

The Directors place on record their sincere appreciation for the co-operation and support extended by Shareholders, Customers, Bankers, Vendors and Employees at all levels.

For and on behalf of the Board

Place: **Mumbai**
Date: **30.05.2013**

BHARAT BHUSHAN GUPTA
Chairman



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS OVERVIEW & TRENDS

The Company has two segments of business as follows:

1. Manufacturing of Brake Shoes for Automobile Industry.
2. Trading including Dealership Business of Commercial Vehicles, manufactured by Mahindra Navistar Automotives Limited.

- ⇒ The Company has been supplying Brake Shoes to Godrej & Boyce Mfg Co. Ltd.
- ⇒ In view of the reduced take-off of Automobile Sheet Metal Parts by Original Equipment Manufacturers, the company as a business strategy is continuing to focus on Trading Business.
- ⇒ The other trading activities of the Company include purchase and sale of Iron & Steel Goods, Agro Products, Organic and Inorganic Chemicals etc.
- ⇒ During the year under review, the Company's Dealership Business in Heavy Commercial Vehicles (HCVs) and Light Commercial Vehicles (LCVs) progressed well and has been growing at a rapid pace.
- ⇒ We expect the Vehicle Dealership Business of the company to stabilize in the current year and achieve take off stage with the improvement in the Indian Economy.

BUSINESS PERFORMANCE

During F.Y. 2012-13 the Sale turnover of the Company increased by 40.62% i.e. from Rs. 5491.11 lacs in the F.Y. 2011-12 to Rs. 7722.12 lacs in F.Y. 2012-13 with corresponding increase in net profit (after tax) by 72.20% i.e. from Rs. 26.45 lacs in F.Y. 2011-12 to Rs. 45.54 lacs in F.Y. 2012-13.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has adequate Internal Control and Audit Systems commensurate with size of its Business. These are reviewed by the Audit Committee from time to time and the suggestions made by them are implemented accordingly.

RISK FACTORS

The Company intends to consolidate its present Business Activities and also look for New Business opportunities, if any. All possible steps are taken by the Board of Directors to eliminate the risk factors, which has helped the Company to improve its overall performance. However, Company's performance may be affected by the adverse Market conditions.

FUTURE OUTLOOK

The Company expects good future prospects for its Dealership Business in view of the emphasis being placed by both the Central as well as the State Governments on Infrastructure development.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS. INCLUDING NUMBER OF PEOPLE EMPLOYED

Industrial relations were cordial throughout the year. The total number of employees on the rolls of the Company as of 31st March 2013 was 73.

CAUTIONARY STATEMENT

Significant factors that could make a difference to the Company's operations include Domestic and International economic conditions affecting demand, supply and price conditions in the Industry, changes in government regulations, tax regimes and other statutes.



REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at ensuring transparency in its dealings, disclosing matters of interest to the shareholders, complying with all laws and regulations as applicable to the Company and promoting the interests of all stakeholders.

I. BOARD OF DIRECTORS

(A) Composition of Board

The present strength of Board of Directors of the Company is seven (7) Directors. The composition, status of Directors, attendance at Board Meetings and at the previous Annual General Meeting, directorships in other Companies and other committees in which they are chairman/member as on 31st March, 2013 are as follows : –

Name of Director	Category of Directorship	No. of Board Meetings attended		Attendance at previous AGM	Directorship in other Companies including private companies	No. of Committees in which Chairman/Member (other than Spectra Industries Limited)	
		Held	Attended			Member	Chairman
Mr. Bharat Bhushan Gupta	Chairman Non-Executive	5	4	Yes	16	-	-
Mr. Vinod Kumar Gupta	Managing Director	5	5	Yes	13	-	-
Mr. Jaidev Vinod Gupta	Executive & Promoter Director	5	5	Yes	4	-	-
Mr. Prabhjot Singh Chandok	Non-Executive & Independent Director	5	4	No	1	-	1
Mr. A. M. Arondekar	Non-Executive & Independent Director	5	4	Yes	3	3	1
Mr. Sanjeev Chirania	Non-Executive & Independent Director	5	4	No	2	-	-
Mr. C. J. Kotcher	Non-Executive & Independent Director	5	3	No	-	-	-

Mr. Vinod Kumar Gupta, Mr. Bharat Bhushan Gupta and Mr. Jaidev Vinod Gupta are related to each other. None of the other Directors are related interse.

(B) Non-executive directors compensation

None of the non-executive directors is paid any remuneration other than sitting fee of Rs.2,500/- for attending each Board meeting.

Mr. Bharat Bhushan Gupta holds 6,66,899 shares as on 31st March, 2013. None of the other non-executive directors hold any shares in the company other than Shri Bharat Bhushan Gupta.

(C) Independent Directors

The independent directors are not related to promoters or management at the Board level. All independent directors have confirmed that they meet the independence criteria as mentioned under clause 49 of Listing Agreement. They review, at every board meeting, legal compliance reports prepared by the Company.

(D) Board Procedure

Five (5) Board Meetings were held during the F.Y. 2012-13. The dates on which the said meetings were held are 06.04.2012, 30.05.2012, 14.08.2012, 12.11.2012 and 14.02.2013.

The Company has a procedure to provide the information to the Board as required under Annexure IA to clause 49 of the Listing Agreement which is followed. The Board periodically reviews the compliance of all laws applicable to the Company.

All the directors have made necessary disclosures about the committee positions they occupy in other companies.

The Company has not entered into any materially significant transactions during the year under report with promoters, directors, senior management personnel etc. other than transactions, if any, entered into in the normal course of company's business.



Details of Directors to be/re- appointed

The particulars of Directors who are proposed to be appointed / re-appointed at this Annual General Meeting, are given below, as required pursuant to clause 49 of the Listing Agreement:

Mr. Bharat Bhushan Gupta, is a dynamic Industrialist and Businessman. He commenced his career as a partner in his family concern M/s Roshanlal Gupta and Company which was subsequently converted into a private limited company. He is a qualified Mechanical Engineer and has a vast experience in developing a range of automobile sheet metal parts for the Company. He has a rich experience of more than three decades in the automobile industry. He is the Managing Director of Spectra Motors Limited and Director of Roshanlal Gupta & Sons Pvt. Ltd., Vasai Roller Flour Mills Pvt. Ltd., Monarch Moulding Pvt. Ltd., Nasik Super Tools Co. Pvt. Ltd., Roopshan Textiles Pvt. Ltd., Spectra Enterprises Pvt. Ltd., Raghupati Vihar Developers Pvt. Ltd., Shubik Realities Pvt. Ltd., Shashwat Homes Pvt. Ltd., Spectra Auto Pvt. Ltd., DD Towers Pvt. Ltd., Fedsoft India Pvt. Ltd. , Pukka Mercantile Company Pvt. Ltd. , Spice Motors Pvt. Ltd. and Spectra Training & Academy Pvt. Ltd.

Details of other committee memberships: NIL

No of shares held: 6,66,899 shares

Mr. C. J. Kotcher, M. Com, CAIIB served the Bank of India, a leading Public Sector Bank, for more than three decades. He served the Bank in various capacities in India. He held the post of Assistant General Manager at Bank of India. He retired from the Bank's service at the end of 2000. He switched over to Development Credit Bank as a Chief Manager (Credit) Corporate Finance Group in the year 2001 and held that position for 5 years. His immense experience and guidance will help in dealing with financial matters of the company.

Details of other committee memberships: NIL

No of shares held: NIL

(E) Code of Conduct

The Board has laid down a code of conduct for Board members and senior management personnel of the company. The said code of conduct is available on the company's website www.spectraindustries.in. All the board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration signed by the Managing Director and CEO is given at the end of this report.

The Company has also adopted a code of conduct for prevention of Insider Trading. All the Directors, Senior Management Personnel and other employees who have access to the unpublished price sensitive information of the Company are governed by this Code of Conduct. During the year under report, there has been due compliance with the said code of conduct for prevention of Insider Trading.

II. Audit Committee

The Audit Committee comprises of three independent Non-executive Directors as follows:

1. Mr. A. M. Arondekar (Chairman)
2. Mr. Prabhjot Singh Chandok (Member)
3. Mr. Sanjeev Chirania (Member)

The Chairman of the Audit Committee has good experience in Corporate Finance and other related matters. Other directors have Accounting and Financial Management experience.

The Managing Director attends Audit Committee Meetings as permanent invitee. The Statutory Auditors and Finance personnel are also invitees to the Audit Committee meeting.

The Audit Committee reviews all the issues that are required to be mandatorily reviewed by it under Corporate Governance.

The powers and role of the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement as well as in Section 292 A of the Companies Act, 1956, such as overview of the company's financial reporting process; recommending the appointment / reappointment of statutory auditors; reviewing with the management annual financial statements; quarterly Financial Statements and other matters as covered under role of audit committee in Clause 49. The audit committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the company as well as seek outside legal and professional advice.

Four (4) meetings of the Committee were held during the F.Y. 2012-2013. The dates on which the meetings were held are 30.05.2012, 14.08.2012, 12.11.2012 and 14.02.2013.



The attendance of each member of the Audit Committee in the meeting is given below:

Sr. No.	Name of Director	No. of meetings attended
1.	Mr. A. M. Arondekar	4
2.	Mr. Prabhjot Singh Chandok	4
3.	Mr. Sanjeev Chirania	4

The Chairman of the Audit Committee was present at the Twentieth Annual General Meeting held on 17th September, 2012.

The company has not adopted non-mandatory requirements of clause 49. However the particulars relating to Remuneration Committee are given in this report.

III. SUBSIDIARY COMPANY

The Company has no subsidiary company.

IV. REMUNERATION COMMITTEE

The Remuneration Committee comprises solely of Independent & Non-Executive Directors. The Remuneration Committee comprises of the following members:

1. Mr. A.M. Arondekar (Chairman)
2. Mr. Prabhjot Singh Chandok (Member)
3. Mr. C.J. Kotcher (Member)

No meeting of the Remuneration Committee was held during the F.Y. 2012-13.

The details of remuneration paid to the Managing Director and other Directors of the Company during the year ended 31st March 2013 are given below:

(in Rs.)

Name of Director	Salary	Perquisite	Commission	Others	Sitting Fees	Total
Mr. Vinod Kumar Gupta	12,00,000/-	28,578/-	-	-	-	12,28,578/-
Mr. Bharat Bhushan Gupta	-	-	-	-	10,000/-	10,000/-
Mr. Jaidev Gupta	-	-	-	-	12,500/-	12,500/-
Mr. Prabhjot Singh Chandok	-	-	-	-	16,000/-	16,000/-
Mr. A. M. Arondekar	-	-	-	-	16,000/-	16,000/-
Mr. Sanjeev Chirania	-	-	-	-	16,000/-	16,000/-
Mr. C. J. Kotcher	-	-	-	-	7,500/-	7,500/-

Non-Executive Directors are not entitled to any remuneration other than the sitting fees.

The Company does not have a scheme for grant of stock options.

The Agreement may be terminated by Managing Director or the Company at any time by giving not less than 90 days prior notice in writing in that behalf to the other party without the necessity of showing any reason thereof. The Agreement may also be terminated by the Company at any time by giving three months salary and other emoluments in lieu of notice as aforesaid to the Managing Director.



V. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The Shareholders' / Investors' Grievance Committee comprises of three directors namely, Mr. Bharat Bhushan Gupta, Mr. Vinod Kumar Gupta and Mr. Prabhjot Singh Chandok. Mr. Bharat Bhushan Gupta is the Chairman of the Committee.

Four (4) meetings of the Committee were held during the F.Y. 2012-2013. The dates on which the meetings were held are 30.05.2012, 14.08.2012, 12.11.2012 and on 14.02.2013.

Composition, category and attendance of Members is as follows:

Name of Director	Category	No. of Meetings Attended
Mr. Bharat Bhushan Gupta	Chairman	3
Mr. Vinod Kumar Gupta	Member	4
Mr. Prabhjot Singh Chandok	Member	4

The Committee looks into redressal of Shareholders and Investors complaints, if any. Ms. Archana Panchal is the Compliance Officer of the Company.

The Shareholders'/Investors' Grievance Committee has delegated the power of approving transfer/transmission of shares to Share Transfer Committee.

The total number of complaints received through SEBI and replied to the satisfaction of shareholders during the year under review, were Nil. Outstanding complaints as on 31st March, 2013 were NIL. No requests for transfers were pending for approval as on 31st March, 2013.

VI GENERAL BODY MEETINGS

Location and time of last three Annual General Meetings:

Financial Year	Venue	Day & Date	Time	Special resolution, if any
2009-2010	Green Village Resorts Limited, Near Malvani Church ,Opp. Akashwani Kendra Marve Road, Malad (W), Mumbai 400 095	Friday, 27.08.2010	11.00 a.m.	Nil
2010-2011	Green Village Resorts Limited, Near Malvani Church ,Opp. Akashwani Kendra Marve Road, Malad (W), Mumbai 400 095	Friday, 09.09.2011	11.00 a.m.	Nil
2011-2012	Green Village Resorts Limited, Near Malvani Church ,Opp. Akashwani Kendra Marve Road, Malad (W), Mumbai 400 095	Monday, 17.09.2012	11.00 a.m.	Nil

All the resolutions set out in the respective notices convening the Annual General Meeting were passed by the shareholders.

No postal ballots were used for voting at these meetings. At the ensuing Annual General Meeting, there is no item on the agenda that needs approval by postal ballot.

VII. DISCLOSURES

(A) Related Party Transactions

The particulars of transactions between the Company and its related parties as per the Accounting Standards is set out in the notes to accounts in the Annual Report and were placed before the Audit Committee periodically. There were no transactions of material nature with Directors, Management or their relatives during the year that may have potential conflict with the interests of the Company at large.

(B) Risk Management

The Board of Directors had been informed from time to time the business risk faced by the Company and the steps taken by the management to minimize the same.



(C) Proceeds from Initial Public Offerings IPOs)

The Company has not made any IPO during the year. The Company has complied with the requirements of regulatory authorities on the matters related to Capital Markets and no penalties/strictures have been imposed against the Company during the last three Financial Years.

(D) Management

A separate report on Management Discussion & Analysis is annexed. The Company has complied with the requirements of regulatory authorities on matters related to capital markets and no penalties/ strictures have been imposed against the Company during the last three Financial Years.

Clause 49 of the Listing Agreement mandates to obtain a certificate from either the Auditors or Practicing Company Secretaries regarding the compliance of conditions of Corporate Governance stipulated in the clause and annex the certificate with the Directors' Report, which is sent annually to all the shareholders. The Company has obtained a certificate from the Auditors to this effect and the same is given as an annexure to the Directors' Report.

VIII. WHISTLE BLOWER POLICY

The Company has not framed any whistle blower policy. However, no person has been denied access to the Audit Committee.

The Company has not adopted non-mandatory requirements of Clause 49. However the particulars relating to the remuneration committee are given in this report.

IX. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement. The quarterly and yearly results are published in newspapers namely The Free Press Journal in English and Navshakti in Marathi. The same are also available on the Company website i.e., www.spectraindustries.in.

There were no presentations made to the Institutional Investors or analysts.

X. GENERAL SHAREHOLDERS' INFORMATION

- | | | |
|----|---|--|
| 1. | Annual General Meeting
Day, Date, Time and Venue | Saturday, 7th September, 2013 at 11.00 a.m. at Landmark Building, Link Road, Mithchowki, Malad (West), Mumbai - 400 064. |
| 2. | Financial Year
(Provisional) | April 2013 to March 2014 |
| | - Results for first quarter ending
June 30, 2013 | Second week of August, 2013 |
| | - Results for second quarter ending
September 30, 2013 | Last week of October 2013 |
| | - Results for third quarter ending
December 31, 2013 | Last week of January 2014 |
| | - Audited Results for the year ending
March 31, 2014 | Last week of May, 2014 |
| 3. | Dates of Book Closure | From Saturday, August 31, 2013
to Saturday, September 7, 2013
(both days inclusive) |
| 4. | Registered Office | Plot No. 9, Spectra Compound, Ramchandra Lane Extn.,
Kanchpada II, Malad (W), Mumbai 400 064. |



5. Compliance Officer **Ms. Archana Panchal**
Tel No : 022-28893933/68/77
Fax No : 022-28891342
6. Registrars & Share Transfer Agents **Sharex Dynamic (India) Pvt. Ltd.**
Unit 1, Luthra Ind. Premises
Andheri Kurla Road
Safed Pool, Andheri (East)
Mumbai 400 072.
Tel No : 022-28515606, 28515644
Fax No : 28512885
7. Plant location **1. C-1, MIDC, Murbad/- 421 401**
2. Penkar Pada, Mira Road/- 401 107
8. Listing on Stock Exchanges and Stock Code **BSE Ltd.**
513687

Annual Listing Fees for F.Y. 2013-14 has been paid to BSE LTD.
9. ISIN Number in NSDL and CDSL **INE848B01012**

10. Market Price Data

Table below gives the monthly highs and lows of the Company's shares on the BSE Ltd. during F.Y. 2012-13.

High and low prices of the Company's shares on BSE with corresponding BSE Sensex April 2012 to March 2013.

MONTHS	HIGH		LOW	
	Spectra Industries Ltd.	BSE Sensex	Spectra Industries Ltd.	BSE Sensex
April 2012	7.74	17664.10	6.11	17010.16
May 2012	8.06	17432.33	5.91	15809.71
June 2012	7.80	17448.48	6.75	15748.98
July 2012	8.63	17631.19	6.75	16598.48
August 2012	9.45	17972.54	7.44	17026.97
September 2012	10.46	18869.94	7.83	17250.80
October 2012	9.05	19137.29	7.61	18393.42
November 2012	8.40	19372.70	7.61	18255.69
December 2012	8.57	19612.18	7.53	19149.03
January 2013	9.90	20203.66	7.61	19508.93
February 2013	10.47	19966.69	7.23	18793.97
March 2013	9.46	19754.66	7.55	18568.43

11. Share Transfer System

Share transfers are registered and duly transferred share certificates are returned to the lodger within a period of thirty days from the date of receipt, if the documents are otherwise in order.

The Share Transfer Committee meets as frequently as necessary to approve transfers and related matters as may be required.



12. Distribution of shareholding as on 31st March 2013:

Distribution of Shares	No. of Shares held	Percentage to total Share Capital
Promoters, Directors and their relatives	3877623	54.780
Mutual Funds	6700	0.095
Corporate Bodies	328099	4.635
NRI/OCB/FII	74630	1.054
General Public	2791448	39.436
Others – Clearing Members	0	0
TOTAL	7078500	100.00

13. Dematerialization of Shares:

As on March 31, 2013, 90.68 % of the paid up Share Capital has been dematerialized. The Shares of the Company are infrequently traded.

Outstanding GDRs / ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity: **N.A**

XI. CEO/CFO Certification

A certificate from the Managing Director of the Company in terms of clause 49 (V) of the Listing Agreement was placed before the Board meeting held on 30th May, 2013 to approve the Audited Annual accounts for the year ended 31st March 2013.

XII. DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchange the Board members and the Senior Management personnel have affirmed compliance with the Code of Conduct for the Board of Directors and Senior Management for year ended 31st March, 2013.

Place: **Mumbai**
Date: **30.05.2013**

VINOD KUMAR GUPTA
Managing Director



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Spectra Industries Limited

We have reviewed the implementation of Corporate Governance procedures by Spectra Industries Limited during the year ended 31st March 2013, with the relevant records and documents maintained by the Company and furnished to us for our review and the report of Corporate Governance as approved by the Board of Directors.

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 state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Share Transfer and Shareholders/Investors Grievance Committee.

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

For **D. K. ROONGTA & COMPANY**
Chartered Accountants

Place: **Mumbai**
Date: **30.5.2013**

DINESH K. ROONGTA
(Proprietor)
Membership No : 17679



INDEPENDENT AUDITORS' REPORT

To
The Members of
SPECTRA INDUSTRIES LIMITED

Report on the Financial Statements

1. We have audited the accompanying Financial Statements of SPECTRA INDUSTRIES LIMITED (the "Company"), which Comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the Financial Statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date: and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227 (3) of the Act, we report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by Company, so far as appears from our examination of these books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act 1956.

For D.K.ROONGTA & COMPANY
Chartered Accountants

Place : **Mumbai**
Date : **30.05.2013**

DINESH K ROONGTA
(Proprietor)
(Membership No.100/17679)
(Firm Reg No.108871W)



ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 4 of our report of even date)

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, and on the basis of such checks as we considered appropriate, we further report that:-

i) In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management during the year but 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 assets. No material discrepancies were noticed on such verification.
- c) In our opinion during the year, the Company has not disposed off a substantial part of the fixed assets so as to affect the going concern status of the Company.

ii) In respect of its inventories:

- a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion 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) On the basis of the examinations of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material.

iii) In respect of Loans, Secured or unsecured, granted or taken by the Company to/from Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:

- a) The Company has taken Loans, Secured or Unsecured, during the year from Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- b) In our opinion and according to the information and explanations given to us, the rate of interest where applicable and other terms and conditions of the loans, are not prima facie prejudicial to the interest of the Company.

iv) In our opinion according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in the internal control system.

v) In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:

- a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, there were no transactions exceeding Rs. Five Lakhs during the year.
- vi)** According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (vi) of paragraph 4 of the Order are not applicable to the Company.
- vii)** In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii)** We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

ix) In respect of Statutory dues:

- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employee's State Insurance, Income-Tax, Wealth-Tax, Sales Tax, Customs Duty, Excise Duty, Cess, and other statutory dues have been generally regularly deposited with the appropriate authorities, According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2013 for a period of more than six months from the date of becoming payable.
- b) As on March 31, 2013, according to the records of the Company, the following are the particulars of disputed dues on account of Income Tax and Central Excise Duty/Cess that have not been deposited:

Sr. No.	Name of the Statute	Nature of Dues	Amount of Demand net of deposits (Rs.)	Period to which the amount relates	Forum where dispute is pending
1	Central Excise Act, 1944	Central Excise	22,88,343/-	F.Y. 2001-02	Additional Commissioner of Central Excise
		Total	22,83,343/-		



- x. The Company does not have accumulated losses at the end of the Financial Year. The Company has not incurred cash losses during the Financial Year covered by the audit and in the immediately preceding Financial Year.
- xi. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to Financial Institutions, Banks and debenture holders.
- xii. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of Shares, Debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- xiv. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transactions and contracts in respect of dealing or trading in Shares, Securities, Debentures and other investments and timely entries have been made in those records. We also report that the Company has held all the Shares, Securities, and other investments in its own name.
- xv. The Company has not given any guarantee for loans taken by others from Bank or Financial Institution, and accordingly requirement of Paragraph 4(xv) of the aforesaid Order are not applicable to the Company.
- xvi. The Company has raised new term loans during the year. The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes 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 are of the opinion that there are no funds raised on short-term basis that have been used for long-term investment.
- xviii. 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.
- xix. During the period covered by our audit report, the Company has not issued debentures and therefore paragraph 4 (xix) of the aforesaid Order is not applicable.
- xx. During the period covered by our audit report, the Company has not raised money by way of public issues and, therefore, paragraph 4 (xx) of the aforesaid Order is not applicable.
- xxi. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For D.K.ROONGTA & COMPANY
Chartered Accountants

Place : **Mumbai**
Date: **30.05.2013**

DINESH K ROONGTA
(Proprietor)
(Membership No.100/17679)
(Firm Reg No.108871W)



SPECTRA INDUSTRIES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2013

	Note	As At <u>31.03.2013</u>	<u>(Amount In Rs.)</u> As At <u>31.03.2012</u>
<u>EQUITY AND LIABILITIES</u>			
Shareholders Fund			
Share Capital	1	70,785,000	70,785,000
Reserves & Surplus	2	57,861,169	53,307,093
Share Application Money Pending Allotment			
Non-Current Liabilities			
Long Term Borrowings	3	50,012,312	21,513,825
Deferred Tax Liability (Net)	4	8,651,621	8,752,968
Current Liabilities			
Short Term Borrowings	5	116,877,931	86,696,497
Trade Payables	6	197,828,025	301,828,705
Other Current Liabilities	7	93,829,050	22,379,969
Short Term Provisions	8	8,013,700	5,425,000
TOTAL		<u>603,858,808</u>	<u>570,689,057</u>
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	9	73,981,415	78,085,653
Intangible Assets	9	1,568,147	2,139,339
Capital Work-in-Progress	9	18,135,107	2,343,438
Non-Current Investments	10	9,332,979	9,332,979
Long Term Loans and Advances	11	26,866,816	26,866,816
Current Assets			
Inventories	12	77,434,220	60,924,505
Trade Receivables	13	353,497,918	346,781,164
Cash and Bank Balances	14	20,925,976	24,461,201
Short Term Loans and Advances	15	22,116,230	19,753,962
TOTAL		<u>603,858,808</u>	<u>570,689,057</u>

Significant Accounting Policies
Notes on Financial Statements

1 to 27

As per our Report of even date
For **D.K. ROONGTA & COMPANY**
Chartered Accountants

DINESH K. ROONGTA
(Membership No.100/17679) (Firm Reg No.108871W)
(Proprietor)
Place : **Mumbai**
Date : **30.05.2013**

For and on behalf of the Bord

Bharat Bhushan Gupta - Chairman
Vinod Kumar Gupta - Managing Director
Jaidev Vinod Gupta - Executive Director
A. M. Arondekar - Director
P. S. Chandok - Director
Sanjeev Chirania - Director
C. J. Kotcher - Director



SPECTRA INDUSTRIES LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013

	Note	Year Ended 31.03.2013	(Amount In Rs.) Year Ended 31.03.2012
INCOME			
Revenue from Operations	16	769,482,433	547,952,722
Other Income	17	2,729,855	1,157,960
Total Revenue		772,212,288	549,110,682
EXPENDITURE			
Cost of Materials Consumed	18	432,570,183	127,349,750
Purchase of Stock-in-Trade		291,958,379	385,521,503
Changes in Inventories of Finised Goods, Stock-in-Process and Stock-in-Trade	19	-	(12,600)
Employee Benefits Expense	20	11,248,585	9,940,396
Finance Costs	21	12,351,600	8,431,410
Depriciation and Amortisation Expense	22	6,066,706	5,856,065
Other Expenses	23	10,907,705	8,314,183
Total Expenses		765,103,158	545,400,707
Profit Before Tax		7,109,130	3,709,975
Tax Expenses			
Current Tax		2,500,000	1,000,000
Deferred Tax		101,347	(65,423)
Income Tax for Earlier Year		156,401	-
Profit for the year		4,554,076	2,644,552
Earnings per equity share of face value of Rs.10 each			
Basic and Diluted (in Rs)	26	0.64	0.37
Significant Accounting Policies Notes on Financial Statements	1 to 27		

As per our Report of even date
For **D.K. ROONGTA & COMPANY**
Chartered Accountants

DINESH K. ROONGTA
(Membership No.100/17679) (Firm Reg No.108871W)
(Proprietor)
Place : Mumbai
Date : 30.05.2013

For and on behalf of the Bord

Bharat Bhushan Gupta - Chairman
Vinod Kumar Gupta - Managing Director
Jaidev Vinod Gupta - Executive Director
A. M. Arondekar - Director
P. S. Chandok - Director
Sanjeev Chirania - Director
C. J. Kotcher - Director



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

PARTICULARS	(Amount In Rs.)			
	Year Ended 31.03.2013		Year Ended 31.03.2012	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax as per Profit and Loss Account		7,109,130		3,709,975
Adjustments for :				
Net Prior Year Adjustments	-	-	-	-
Loss on Sale / Discard of Assets (net)	-	-	-	-
Depreciation and Amortisation Expense	6,066,706		5,856,065	
Interest Income	(1,399,391)		(773,841)	
Finance Costs	9,066,248		6,662,974	
Rent Income	(50,250)		(34,100)	
		13,683,313		11,711,098
Operating Profit before Working Capital changes :		20,792,443		15,421,073
Adjustments for :				
Inventories	(16,509,715)		(24,060,807)	
Trade and other Receivables	(8,847,727)		(84,594,647)	
Trade and other Payables	(32,462,899)		99,543,672	
		(57,820,341)		(9,111,782)
Cash generated from Operations		(37,027,898)		6,309,291
Net Prior Year Adjustments		-		-
Tax Paid		(387,696)		(2,597,626)
Defferal Sales Tax Loan Paid		(584,490)		(9,523,813)
NET CASH FROM OPERATING ACTIVITIES		(43,260,495)		(5,812,148)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(17,182,945)		(7,762,921)
Sale of Fixed Assets		-		-
Purchase of Investments		-		-
Sale of Investments		-		-
Interest Income		1,399,391		773,841
Dividend Income		-		-
Rent Income		50,250		34,100
Misc Expenditure		-		(707,888)
NET CASH FROM INVESTMENTS ACTIVITIES		(15,733,304)		(7,662,868)
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Issue of Share Capital		-		-
Short Term Borrowings (net)		5,903,902		381,098
Finance Costs		(9,066,248)		(6,662,974)
NET CASH FROM FINANCING ACTIVITIES		(3,162,346)		(6,281,876)
NET INCREASE IN CASH AND CASH EQUIVALENTS		(62,156,145)		(19,756,892)

PARTICULARS	(Amount In Rs.)			
	Year Ended 31.03.2013		Year Ended 31.03.2012	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Cash and Cash Equivalents Opening Balance :				
Cash and Bank Balance	24,461,201		10,800,298	
Cash Credit Accounts	(86,315,399)	(61,854,198)	(52,897,604)	(42,097,306)
Cash and Cash Equivalents Closing Balance :				
Cash and Bank Balance	20,925,976		24,461,201	
Cash Credit Accounts	(144,936,319)	(124,010,343)	(86,315,399)	(61,854,198)

As per our Report of even date
For **D.K. ROONGTA & COMPANY**
Chartered Accountants

DINESH K. ROONGTA
(Membership No.100/17679) (Firm Reg No.108871W)
(Proprietor)
Place : Mumbai
Date : 30.05.2013

For and on behalf of the Board

Bharat Bhushan Gupta - Chairman
Vinod Kumar Gupta - Managing Director
Jaidev Vinod Gupta - Executive Director
A. M. Arondekar - Director
P. S. Chandok - Director
Sanjeev Chirania - Director
C. J. Kotcher - Director



I. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting :

The accounts of the Company are prepared in accordance with the generally accepted accounting principals and the Accounting Standards referred to in Section 211 (3C) wherever applicable.

(b) Fixed Assets :

Fixed Assets are shown at cost less depreciation. Cost comprises the purchase price and other attributable expenses.

(c) Depreciation on Fixed Assets :

Depreciation has been provided on the Straight Line Method at the rates and in the manner specified in Schedule XIV of the Companies Act 1956.

(d) Inventories :

Inventories are valued at lower of cost and net realisable value. The method of valuation of various categories of Inventories is as below :

- (i) Raw Material - At Cost
- (ii) Finished goods and work in progress - At lower of cost or net realisable value
- (iii) Scrap - At Realisable value

(e) Taxation:

- (i) Provision for current taxation has been made on the basis of estimated tax liability in accordance with the Income tax laws prevailing for the relevant assessment year.
- (ii) Deferred tax resulting from timing differences between book and tax profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date.

(f) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Foreign currency assets and liabilities are rated at the date of Balance Sheet. Any gain or loss arising out of settlement of foreign currency transactions are charged to the Profit and Loss Account.

(g) Revenue Recognition :

Sales is recognized on the basis of dispatch date.

(h) Retirement Benefit :

- (i) Retirement benefits in the term of Provident Fund / Pension scheme is accounted for on an accrual basis and charged to the Profit and Loss Account for the year.
- (ii) Provisions for liability on account of retirement gratuity is made on the basis of actuarial valuation carried out at the close of the financial year. Effect of cheques are duly given in the Profit and Loss Account.
- (iii) The Company accrues the leave encashment liability on an actuarial basis.

(i) Borrowing Costs :

Borrowing costs are accounted on an accrual basis and charged to Profit and Loss Account.

(j) Settlement of dispute either in income or expenditure is taken on Cash basis.

(k) Total outstanding to small scale industries undertaking - NIL

(l) The Company is operating in two segment "Manufacturing" & "Trading" in accordance with the provisions of AS-17 of ICAI (details attached as per annexure – I.)

(m) Long term investments are stated at cost.

(n) Miscellaneous Expenditure :

Miscellaneous expenditure includes Business development and lease hold expenses are charged off accordingly to period of benefit.

II. Contingent Liabilities in respect of :

As At 31.03.2013

As At 31.03.2012

Claims against the Company not acknowledged as debts hence not provided.

Rs. 9,30,500

Rs. 9,30,500

III. Previous years figures have been regrouped, rearranged wherever necessary to conform to this year's classification.

IV. Balance on account of suppliers & debtors are subject to confirmation.

- (i) The Company has filed suits for the recovery of Rs.69,64,541/- against its debtors and the same are pending with the court. The Management is confident to recover the said amount.



Notes on Financial Statements for the Year ended 31st March, 2013

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

	As At 31.03.2013	(Amount In Rs.)	
		As At	
		31.03.2012	
1 <u>SHARE CAPITAL</u>			
Authorised Share Capital :			
8000000 Equity Shares of Rs.10/- each	80,000,000	80,000,000	
	<u>80,000,000</u>	<u>80,000,000</u>	
Issued, Subscribed and Paid up :			
7078500 Equity Shares of Rs.10/- each	70,785,000	70,785,000	
	<u>70,785,000</u>	<u>70,785,000</u>	
1.1 <u>Details of Shareholding more than 5% shares:</u>			
<u>Name of Shareholder</u>	<u>No.of Shares</u>	%	<u>No.of Shares</u>
			%
Bharat Bhushan Gupta	666,899	9	666,899
Jaidev Vinodkumar Gupta	501,874	7	501,874
Vinodkumar Roshanlal Gupta	553,900	8	553,900
Prakash Heat Treatment & Ind Pvt Ltd	745,000	11	745,000
			11
2 <u>RESERVES AND SURPLUS</u>			
Capital Reserve			
As per last Balance Sheet	3,000,000		3,000,000
General Reserve			
As per last Balance Sheet	17,000,000		17,000,000
Profit and Loss Account			
As per last Balance Sheet	33,307,093		30,662,541
Add : Profit for the year	4,554,076		2,644,552
	<u>37,861,169</u>		<u>33,307,093</u>
TOTAL	<u>57,861,169</u>		<u>53,307,093</u>



Notes on Financial Statements for the Year ended 31st March, 2013

	<u>As At</u> <u>31.03.2013</u>	<u>(Amount In Rs.)</u> <u>As At</u> <u>31.03.2012</u>
3 <u>LONG TERM BORROWINGS</u>		
Secured		
Deferred Sales Tax Loan (SICOM) (As per Scheme 1988)	15,668,924	21,513,825
HDFC Bank Ltd (Term Loan A/c)	34,343,388	-
TOTAL	<u>50,012,312</u>	<u>21,513,825</u>
4 <u>DEFERRED TAX LIABILITY (Net)</u>		
Deferred Tax Liability		
Related to fixed assets	8,651,621	8,752,968
TOTAL	<u>8,651,621</u>	<u>8,752,968</u>
5 <u>SHORT TERM BORROWINGS</u>		
Secured		
Working Capital Loans		
From Banks		
A <u>Loan received from Banks</u>		
Bank of India	43,213,277	35,936,049
HDFC Bank Ltd	67,128,150	50,379,350
HDFC Bank Ltd	251,504	-
Reliance Capital Ltd	-	381,098
Unsecured		
B <u>Loans from related parties</u>		
Jaidev V.Gupta	6,285,000	-
TOTAL	<u>116,877,931</u>	<u>86,696,497</u>
5.1 Secured against Hypothecation of Stock of Raw Material, Work in Progress & Finished Goods & Sundry Debtors		
5.2 Funding Loan secured by hypothecation of present and future stock of Vehicles		
5.3 Secured against Hypothecation of Vehicles		



Notes on Financial Statements for the Year ended 31st March, 2013

(Amount In Rs.)

	As At 31.03.2013	As At 31.03.2012
6 TRADE PAYABLES		
Due to Micro and Small Enterprises	-	-
Other than Micro and Small Enterprises	197,828,025	301,828,705
TOTAL	197,828,025	301,828,705
7 OTHER CURRENT LIABILITIES		
Creditors for Capital Expenditures	156,018	171,170
Other Payable	93,673,032	22,208,799
TOTAL	93,829,050	22,379,969
8 SHORT TERM PROVISIONS		
Gratuity	1,263,700	1,175,000
Taxation	6,750,000	4,250,000
TOTAL	8,013,700	5,425,000

9 FIXED ASSETS

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
		Cost as on 01.04.2012	Addition during the year	Deductions during the year	Cost as on 31.03.2013	Upto 01.04.2012	Deductions during the year	For the Year	Total as on 31.03.2013	As on 31.03.2013	As on 31.03.2012

TANGIBLE ASSETS :

OWN ASSETS :

1	Land & Building	72,463,493	-	-	72,463,493	20,143,339	-	2,420,280	22,563,619	49,899,874	52,320,154
2	Plant & Machinery	37,914,324	722,746	-	38,637,070	21,551,289	-	1,801,118	23,352,407	15,284,663	16,363,035
3	Electric Installations	7,135,431	27,501	-	7,162,932	5,356,484	-	338,940	5,695,424	1,467,508	1,778,947
4	Furniture & Fixtures	740,946	50,862	-	791,808	607,490	-	48,987	656,477	135,331	133,456
5	Office Equipments	6,856,724	451,307	-	7,308,031	1,046,624	-	336,125	1,382,749	5,925,282	5,810,100
6	Computers	1,056,153	39,042	-	1,095,195	862,894	-	17,753	880,647	214,548	193,259
7	Tools & Dies	4,686,218	99,818	-	4,786,036	4,135,392	-	532,311	4,667,703	118,333	550,826
8	Flat at Dombivali	935,876	-	-	935,876	-	-	-	-	935,876	935,876
	TOTAL (A)	131,789,165	1,391,276	-	133,180,441	53,703,512	-	5,495,514	59,199,026	73,981,415	78,085,653
	Previous Year	86,739,944	45,049,221	-	131,789,165	48,320,816	-	5,382,696	53,703,512	78,085,653	38,419,128

INTANGIBLE ASSETS AND LEASE HOLD ASSETS :

1	Addition to Leasehold Premises at Kashmirira	1,728,228	-	-	1,728,228	293,475	-	391,298	684,773	1,043,455	1,434,753
2	Bussiness Development Expenses	884,480	-	-	884,480	179,894	-	179,894	359,788	524,692	704,586
	TOTAL (B)	2,612,708	-	-	2,612,708	473,369	-	571,192	1,044,561	1,568,147	2,139,339
	Previous Year	1,904,820	707,888	-	2,612,708	-	-	473,369	473,369	2,139,339	1,904,820
	TOTAL A + B	134,401,873	1,391,276	-	135,793,149	54,176,881	-	6,066,706	60,243,587	75,549,562	80,224,992
	Previous Year A+B	88,644,764	45,757,109	-	134,401,873	48,320,816	-	5,856,065	54,176,881	80,224,992	40,323,948
	Work in Progress	2,343,438	15,791,669	-	18,135,107	-	-	-	-	18,135,107	2,343,438



Notes on Financial Statements for the Year ended 31st March, 2013

	As At 31.03.2013	(Amount In Rs.) As At 31.03.2012
10 NON-CURRENT INVESTMENTS (Long Term Investments)		
Trade Investments (At Cost)		
In Equity Shares Quoted, fully paid up 1985117 (1985117) Pal Credit & Capital Ltd of Rs.10/- each (Market Value of Quoted Shares Rs.1488838/-) (Rs.2640206/-)	9,332,629	9,332,629
In Equity Shares Unquoted, fully paid up Chandresh Avenue (C&D) Chs Ltd	350	350
TOTAL	9,332,979	9,332,979
11 LONG TERM LOANS AND ADVANCES (Unsecured and Considered Good)		
Capital Advances	26,866,816	26,866,816
TOTAL	26,866,816	26,866,816
12 INVENTORIES		
Raw Materials and Parts	18,086,481	17,531,362
Stock-in-Process	1,021,210	1,021,210
Finished Goods	38,970,648	26,162,963
Scrap	242,802	242,802
Stores & Spares	626,271	626,271
Stock in Trade	18,486,808	15,339,897
TOTAL	77,434,220	60,924,505
13 TRADE RECEIVABLES (Unsecured and Considered Good)		
Over Six months	74,513,969	227,529,705
Others	278,983,949	119,251,459
TOTAL	353,497,918	346,781,164



Notes on Financial Statements for the Year ended 31st March, 2013

	As At 31.03.2013	(Amount In Rs.) As At 31.03.2012
14 CASH AND BANK BALANCES		
Balance with Banks	93,311	120,419
Cash on Hand	76,517	104,859
Fixed deposits with banks	20,756,148	24,235,923
TOTAL	20,925,976	24,461,201
15 SHORT TERM LOANS AND ADVANCES (Unsecured and Considered Good)		
Balance with Income Tax Department	4,331,216	4,099,921
Balance with Govt./Semi Govt.Dept	87,064	55,766
Deposits	1,285,420	1,285,420
Others Advances	16,412,530	14,312,855
TOTAL	22,116,230	19,753,962
16 REVENUE FROM OPERATIONS		
Sales of Products	767,726,370	547,666,239
Income from Services	1,966,787	622,843
	769,693,157	548,289,082
Less : Excise Duty	210,724	336,360
TOTAL	769,482,433	547,952,722
17 OTHER INCOME		
Interest		
From Current Investments	1,399,391	773,841
Others	1,330,464	384,119
TOTAL	2,729,855	1,157,960
18 COST OF MATERIALS CONSUMED		
Opening Stock	43,581,541	19,356,335
Add : Purchase	455,740,848	151,574,956
	499,322,389	170,931,291
Less : Closing Stock	56,944,345	43,581,541
Consumption	442,378,044	127,349,750
Less : Trade Discount	9,807,861	-
	432,570,183	127,349,750
TOTAL	432,570,183	127,349,750
Indigenous	432,570,183	127,349,750
Imported	-	-
	432,570,183	127,349,750



Notes on Financial Statements for the Year ended 31st March, 2013

	As At 31.03.2013	(Amount In Rs.) As At 31.03.2012
19		
<u>CHANGES IN IVENTORIES OF FINISED GOODS,STOCK-IN-PROCESS AND STOCK- IN-TRADE</u>		
Inventories (at close)		
Finished Goods / Stock-in-Trade	355,586	355,586
Stock-in-Process	1,021,210	1,021,210
Inventories (at commencement)		
Finished Goods / Stock-in-Trade	355,586	342,986
Stock-in-Process	1,021,210	1,021,210
TOTAL	0	(12600)
20		
<u>EMPLOYEE BENEFITS EXPENSE</u>		
Salaries and Wages	9,411,992	7,498,008
Contribution to Provident and Other Funds	331,325	393,412
Staff Welfare Expenses	517,541	267,674
Others	987,727	1,781,302
TOTAL	11,248,585	9,940,396
21		
<u>FINANCE COSTS</u>		
Interest Expenses	9,066,248	6,662,974
Other (Bank Charges)	3,285,352	1,768,436
TOTAL	12,351,600	8,431,410
22		
<u>DEPRECIATION AND AMORTISATION EXPENSES</u>		
Depreciation and Amortisation	6,066,706	5,856,065
TOTAL	6,066,706	5,856,065
23		
<u>OTHER EXPENSES</u>		
Manufacturing expenses		
Electricity, Water & Gas Charges	1,924,295	1,238,823
Labour Charges	484,255	164,870
Repair & Maintainance	480,343	402,751
Stores & Spares Consumed	102,528	204,766
Transportation Charges	93,949	73,709
Lease Rent	1	1
TOTAL	3,085,371	2,084,920



Notes on Financial Statements for the Year ended 31st March, 2013

	As At 31.03.2013	(Amount In Rs.) As At 31.03.2012
<u>Selling and Distribution Expenses</u>		
Other selling and Distribution Expenses	2,648,084	2,440,318
	<u>2,648,084</u>	<u>2,440,318</u>
<u>Establishment Expenses</u>		
Professional fees	1,000,983	946,362
General Expenses	2,427,293	1,116,399
Rent	245,193	851,340
Insurance	208,533	211,717
Rates & Taxes	437,671	176,635
Travelling Expenses	673,050	359,647
Payment to Auditors	181,527	126,845
	<u>5,174,250</u>	<u>3,788,945</u>
TOTAL	<u>10,907,705</u>	<u>8,314,183</u>
23.1	<u>PAYMENTS TO AUDITORS AS :</u>	
a As Auditors	86,021	71,695
b Statutory Audit Fees	67,416	33,090
c Tax Audit Fees	28,090	22,060
	<u>181,527</u>	<u>126,845</u>
23.2	<u>EXPENDITURE IN FOREIGN CURRENCY</u>	
PURCHASES	5,046,938	-
TRAVELLING EXPENSES	-	-
TOTAL	<u>5,046,938</u>	<u>-</u>



Notes on Financial Statements for the Year ended 31st March, 2013

		(Amount In Rs.)	
		As At 31.03.2013	As At 31.03.2012
24	<u>EARINGS PER SHARES (EPS)</u>		
i	Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	4,554,076	2,644,552
ii	Numbers of equity shares	7,078,500	7,078,500
iii	Basic and Diluted Earnings per share	0.64	0.37
iv	Face Value per equity share	10/-	10/-
25	<u>EARINGS IN FOREGIN EXCHANGE</u>		
	Sales	-	-
	Import Purchase (On C.I.F Value)	5,046,938	-

26 RELATED PARTY DISCLOSURES :

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below :

List of related parties where control exists and related parties with whom transactions have taken place and relationships :

i	<u>Name of the Related Party</u>	<u>Relationship</u>
1.	Nasik Super Tool Co Pvt Ltd	Control Exists
	Sheela Vinod Gupta	"
	Spectra Auto	"
	Spectra Motors Ltd	"
	Vasai Roller Flour Mills Pvt. Ltd.	"
	Veebee Associates	"
	J. D.International	"
2.	Mr. Vinod Kumar Gupta	Key Managerial Person
3.	Mr. Bharat Bhushan Gupta	Relatives of Key Management personnel
	Mr. Jaidev Vinod Gupta	"

ii Transactions during the year with related parties :

Control Exists

Advance Taken	57,600,000
Trade Advance	-
Purchase	3,629
Services	-

Managerial Person

Remuneration	1,228,578
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Relatives of Key Management personnel

Board Sitting Fees	25,295
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Notes on Financial Statements for the Year ended 31st March, 2013

	As At 31.03.2013	(Amount In Rs.) As At 31.03.2012
27		
<u>CONTINENT LIABILITIES AND COMMITMENTS :</u>		
i		
Contingent Liabilities		
Claims against the Company not acknowledged as debts hence not provided	930,500	930,500
ii		
Commitments		
The Company has filed suits for recovery againsts its debtors and the same are pending with the court	6,964,541	6,964,541

As per our Report of even date
For **D.K. ROONGTA & COMPANY**
Chartered Accountants

DINESH K. ROONGTA
(Membership No.100/17679)
(Firm Reg No.108871W)
(Proprietor)
Place : **Mumbai**
Date : **30.05.2013**



SPECTRA INDUSTRIES LIMITED

Plot No. 9, Spectra Compound, Ramchandra Lane Extn, Kanchpada II, Malad (W), Mumbai - 400 064.

Folio No. _____ No. of shares _____ Client Id. _____

I/We _____
of _____ (Write full address)
being member / members of **SPECTRA INDUSTRIES LIMITED** hereby appoint _____
of _____ or failing him _____
of _____ (Write full address)
as my / our proxy to attend and vote for me / us and on my / our behalf at the Twenty First Annual General Meeting to be held on September, the 7th day of September, 2013 at 11.00 a.m. or at any adjournment thereof.

Signed this _____ day of _____ 2013

Affix Revenue
Stamp of

Rs. 1

Signature

Note: The proxy form must be sent so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

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SPECTRA INDUSTRIES LIMITED

Regd. off : Plot No. 9, Spectra Compound, Ramchandra Lane Extn, Kanchpada II, Malad (W), Mumbai - 400 064.

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT ENTRANCE OF THE MEETING HALL

Folio No. _____

NAME AND ADDRESS OF THE SHAREHOLDER

No. of shares held _____

I hereby record my presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company held on SATURDAY, THE 7TH DAY OF SEPTEMBER, 2013 at 11.00 A.M. at Landmark Building, Link Road, Mithchowki, Malad West, Mumbai-400064.

Signature of the Shareholder/Proxy _____