
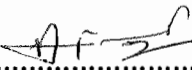
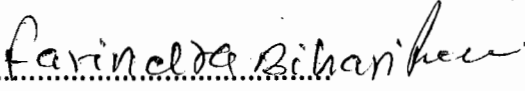


**FORM A**

**Covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	Jaybharat Textiles And Real Estate Limited (Scrip Code – 512233)
2.	Annual financial statements for the year ended	31st March, 2014
3.	Type of Audit qualification	Un-qualified
4.	Frequency of observation	N. A.
5.	To be signed by-	
	* CEO/Managing Director	
	* Auditor of the company	
	* Audit Committee Chairman	



**JAYBHARAT TEXTILES AND REAL ESTATE LIMITED**

Corporate Office : Raghuvanshi Mills Compound, 11/12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013. Tel. : 2495 5321 • Fax : 2492 4295  
Regd. Off. & Mills : Village- Salvav N. H. No. 8, Taluka Pardi, Near Vapi, Dist. Valsad (Gujarat) - 396 191. Tel. : 0260 - 3096579-80  
E-mail : jaybharatcs@gmail.com / info@jaybharat.net



**JAYBHARAT**  
Textiles and Real Estate Limited

29th  
**Annual Report**  
2013-14



# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## ANNUAL REPORT 2013-14

CIN :L99999GJ1985PLC011553

### BOARD OF DIRECTORS

Shri Deepak Mathur – Chairman  
Shri Rajiv Chauhan - Managing Director  
Shri Farindra Bihari Rai  
Shri Kailash Nath Bhandari  
Shri Kulwinder Kumar Nayyar

### COMPANY SECRETARY

Mr. Hanuman P. Kharwal

### AUDITORS

M/s. A.F.Khasgiwala & Co.,  
Chartered Accountants

### BANKERS

Indian Overseas Bank, Allahabad Bank,  
UCO Bank, Oriental Bank of Commerce,  
Bank of Maharashtra, Bank of India

### REGISTERED OFFICE

Village Salvav, N.H. No. 8, Taluka Pardi,  
Near Vapi, Valsad Gujarat 396 191

### CORPORATE OFFICE

Raghuvanshi Mills Compound,  
11/12 Senapati Bapat Marg,  
Lower Parel (W),  
Mumbai -400013

### REGISTRAR & SHARE TRANSFER AGENT

Universal Capital Securities Private Limited  
(Formerly known as Mondkar Computers Pvt. Ltd)  
21, Shakil Nivas, Opp Satya Sai Baba Temple,  
Mahakali Caves Road, Andheri (East)  
Mumbai- 400 093

### PLANTS

Pulgaon, Maharashtra.

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**29<sup>th</sup> ANNUAL GENERAL MEETING on Saturday, 26<sup>th</sup> July, 2014** at 3:00 P.M.  
at Village Salvav, N.H. No. 8, Taluka Pardi, Vapi, Dist Valsad, Gujarat 396 191.

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## NOTICE

NOTICE IS HEREBY GIVEN that the 29<sup>th</sup> Annual General Meeting of the Members of **JAYBHARAT TEXTILES AND REAL ESTATE LIMITED** will be held on Saturday 26<sup>th</sup> July, 2014 at the Registered Office of the Company at Village Salvav, N.H. No. 8, Taluka Pardi, Near Vapi, Dist Valsad – 396191 at 3:00 P. M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Company's Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date and Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Deepak Mathur, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint M/s. A. F. Khasgiwala & Co., Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors 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 Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 139 (2) and 142(1) of the Companies Act, 2013, M/s. A. F. Khasgiwala & Co., Chartered Accountants (Membership No. 006491, Firm Registration No. 105114W) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three (3) years subject to ratification by members at every Annual General Meeting commencing from the conclusion of this Annual General Meeting until the conclusion of the thirty second (32<sup>nd</sup>) Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company"

### SPECIAL BUSINESS

4. To appoint Shri Farindra Bihari Rai (DIN No 00780521) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 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, Shri Farindra Bihari Rai (DIN No 00780521), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing 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 a term of five (5) consecutive years commencing from 26<sup>th</sup> July, 2014 to 25<sup>th</sup> July 2019."

5. To appoint Shri Kulwinder Kumar Nayyar (DIN No 02125734) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 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, Shri Kulwinder Kumar Nayyar (DIN No 02125734), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing 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 a term of five (5) consecutive years commencing from 26<sup>th</sup> July, 2014 to 25<sup>th</sup> July 2019."

6. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has notified closure of Register of Members and Share Transfer Books from 23<sup>rd</sup> July, 2014 to 26<sup>th</sup> July, 2014 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Universal Capital Securities Pvt Ltd.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Universal Capital Securities Pvt. Ltd.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

## ANNUAL REPORT 2013-2014

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Universal Capital Securities Pvt. Ltd., for consolidation into a single folio.
  11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  12. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.
- These e-voting instructions are being sent to you as your name appears in the Register of Members as on Monday, 23<sup>rd</sup> June, 2014, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Notice of 29<sup>th</sup> Annual General Meeting together with the Annual Report and to participate through e-voting.

**The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:-**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "JAYBHARAT TEXTILES AND REAL ESTATE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form / Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 **then enter RA00000001 in the PAN field.</li> </ul> <p><b>** Enter your Sequence number mentioned in address Label affixed on Annual Report.</b></p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
  - (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant "JAYBHARAT TEXTILES AND REAL ESTATE LIMITED" on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) Dr. Shubh Karan Jain, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.

### In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Sunday, 13<sup>th</sup> July, 2014 at 9:00 a.m. and ends on Tuesday, 15<sup>th</sup> July, 2014 at 6:00 p.m., During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23<sup>rd</sup> June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

For and on behalf of the Board of Directors

Sd/-

Hanuman P Kharwal

Company Secretary

Place: Mumbai

Date: 29<sup>th</sup> May, 2014

### EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

#### ITEM NO. 4 and 5

Shri Farindra Bihari Rai (DIN No 00780521) and Shri Kulwinder Kumar Nayyar (DIN No 02125734) are Independent Directors of the Company and have held the positions before the commencement of Companies Act 2013

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

It is proposed to appoint Shri Farindra Bihari Rai (DIN No 00780521) and Shri Kulwinder Kumar Nayyar (DIN No 02125734) as Independent Directors under section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement to hold their office for 5 (Five) consecutive years commencing from 26<sup>th</sup> July 2014 to 25<sup>th</sup> July, 2019.

Shri Farindra Bihari Rai (DIN No 00780521) and Shri Kulwinder Kumar Nayyar (DIN No 02125734) are not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received Notices in writing from members of the Company along with deposit of requisite amount proposing the candidatures of each Shri Farindra Bihari Rai (DIN No 00780521) and Shri Kulwinder Kumar Nayyar (DIN No 02125734) for office of Directors of the Company.

Shri Farindra Bihari Rai (DIN No 00780521) and Shri Kulwinder Kumar Nayyar (DIN No 02125734) are interested in the Resolutions set out respectively at item nos. 4 & 5 of the Notice with regard to their respective appointments.

The relatives of Shri Farindra Bihari Rai (DIN No 00780521) and Shri Kulwinder Kumar Nayyar (DIN No 02125734) may be deemed to be interested in the Resolutions set out respectively at item nos. 4 & 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board commends the Ordinary Resolutions set out at item nos. 4 & 5 of the Notice for approval of the shareholders.

#### ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/S Rajendra Singh Bhati & Co., Cost Accountants As a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 on a remuneration of Rs. 22000/- p.a.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015.

None of the Directors/ Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

For and On behalf of the Board of Directors

Sd/-

Hanuman P Kharwal

Company Secretary

Place : Mumbai

Date : 29<sup>th</sup> May, 2014

# ANNUAL REPORT 2013-2014

## DIRECTORS' REPORT

### Dear Members,

Your Directors have pleasure in presenting the 29<sup>th</sup> Annual Report and the Audited Statements of Accounts of your Company for the financial year ended 31st March, 2014.

### FINANCIAL RESULTS:

	2013-2014 (₹ in Lacs)	2012-2013 (₹ in Lacs)
Revenue from operations	52108.29	52,749.72
Finance Cost	2625.55	4288.77
Depreciation and Amortization Expense	3341.87	3930.06
Profit/(Loss) before Exceptional and Extraordinary Items and tax	(968.38)	(7208.97)
Exceptional and Extraordinary Items	—	—
Profit/(Loss) before tax	(968.37)	(7208.97)
Deferred tax Liabilities	(129.96)	(138.45)
Provision for Tax	—	—
Profit/(Loss) after Tax	(838.41)	(7070.52)

**Note:** Previous year figures have been regrouped / rearranged wherever necessary

### DIVIDEND:

In view of inadequacy of profits, your Directors are unable to recommend any dividend on the equity shares for the year under review.

### REVIEW OF OPERATIONS:

The Company has achieved Revenue from operations of ₹ 52108.29 Lacs in Financial Year 2013-14 as against ₹ 52,749.72 Lacs in previous Financial Year 2012-13. During the year 2013-14 Interest outgo of the Company has registered at ₹ 2625.55 Lacs as against ₹ 4288.77 Lacs in the previous year 2012-13. The Depreciation has registered during the Current Year at ₹ 3341.87 Lacs as against ₹ 3930.06 Lacs for the previous year 2012-13. In the financial year 2013-14 the Company has incurred Net Loss of ₹ 838.41 Lacs as against Net Loss of ₹ 7070.52 Lacs in Financial Year 2012-13.

### SUBSIDIARY COMPANY:

Jaybharat Textiles And Real Estate Limited ("the Company") has only one subsidiary Company namely M/s. Pulgaon Cotton Mills Limited. The Report and Accounts of the Subsidiary Companies are annexed to this Report along with the Statement pursuant to Section 212 of the Companies Act, 1956. However, in the context of the mandatory requirement to present consolidated accounts, which provides Members with a consolidated position of the Company including its Subsidiary, at the first instance, Members are being provided with the Report and Accounts of the Company and the Consolidated Accounts treating these as abridged accounts as contemplated by Section 219 of the Companies Act, 1956. Members who wish to receive the full Report and Accounts including the Report and Accounts of the Subsidiary Companies will be provided with it upon receipt of a written request. This will help save considerable cost in connection with printing and mailing of the Report and Accounts.

### DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956 and the Articles of the Company Shri Deepak Mathur, Director of the Company, retire by rotation and, being eligible, offered himself for re-appointment.

In accordance with the provisions of the Companies Act, 2013, Company proposes Shri Farindra Bihari Rai and Shri Kulwinder Kumar Nayyar, Independent Directors of the Company, to re-appoint them for five (5) consecutive years commencing from the 26<sup>th</sup> July 2014 to 25<sup>th</sup> July 2019.

Shri Rajshekhar Ganiger resigned on 26<sup>th</sup> August, 2013, as Director of the Company and Shri Saurabh Kumar Tayal resigned on 15<sup>th</sup> November, 2013, as Director of the Company. The Board of Directors place on record the valuable services rendered by them during their tenure as Director of the Company.

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibilities Statement, it is hereby confirmed:

- that in the preparation of the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2014, the applicable Accounting Standards had been followed alongwith proper explanation relating to material departures.
- that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 statement of Profit & Loss of the Company for the year under review.
- that the Directors had 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 frauds and other irregularities.

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

- (iv) that the Directors had prepared the accounts for the Financial Year ended 31<sup>st</sup> March 2014, on a 'going concern' basis.
- (v) That the accounts have been prepared on the basis of the revised schedule VI & The Companies Act, 1956, accordingly the previous year figures have adjust/ regroup/ rearranged to confirm with the current year figure.

## **FIXED DEPOSITS:**

The Company has not invited/received any fixed deposits from the public during the year under Report.

## **INSURANCE:**

The properties, stock, assets of your Company are adequately insured.

## **AUDIT COMMITTEE**

The composition of Audit Committee is given in the Report on Corporate Governance.

## **SHARE TRANSFER AND INVESTORS' GRIEVANCE COMMITTEE**

The composition of Share Transfer and Investors' Grievance Committee is given in the Report on Corporate Governance.

## **REPORT ON CORPORATE GOVERNANCE**

The Company has complied with Corporate Governance Code as stipulated under Clause 49 of the Listing Agreement. A separate section on Corporate Governance alongwith a certificate from M/s. A. F. Khasgiwala & Co., Statutory Auditors and Shri Rajiv Chauhan, Managing Director, confirming the compliance with the said Clause, forms part of this report.

## **HUMAN RESOURCES MANAGEMENT**

The Company recognizes that in a people-intensive business, major gains can be scored in the area of productivity management. In view of this, the Company has strengthened its people management through performance-linked incentives, amenities, training, Multi-skilling and career path identification.

The Company is of firm belief that good Human Resource (HR) Management would ensure success through high performance. HR strategy and plans of the Company are deeply embedded with the organizational goals. In order to enhance the manpower productivity, the goal is set to increase the production capacity of the plant and rationalize the manpower through scientific study. All the operational goals of the top management emanate from the business plan. The goals of MD are shared with his subordinates who in turn share their goal with their respective subordinates and so on. Regular visits by HR team is being made to the plant to meet the employees and also interaction meetings are conducted to get their feedback, based on which HR policies are improved continuously. The process has resulted in better employer-employee relationship.

The Company lays due emphasis on all-round development of its human resource. Hence, training of the employees is aimed at systemic development of knowledge, skills, aptitude and team work. Training is designed for the development of personal skills necessary for the performance of the present job and to prepare them for future growth. Individual development is given top priority to groom high caliber manpower.

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

The particulars required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the Annexure forming part of this Report.

## **PARTICULARS OF EMPLOYEES**

There were no employees drawing remuneration of ₹60,00,000/- or more per annum employed throughout the year or ₹5,00,000/- or more per month employed for a part of the year. This information is furnished pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

## **AUDITORS**

M/s. A. F. Khasgiwala & Co., Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from M/s. A. F. Khasgiwala & Co. to the effect that their re-appointment as Auditors, if made, would be within the limits under Section 141(3)(g) of the Companies Act, 2013.

## **ACKNOWLEDGEMENT**

Your Directors place on record their appreciation of the assistance and support extended by Banks, Consultants, Solicitors, Shareholders and Employees of the Company.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: 29<sup>th</sup> May, 2014

Sd/-  
**Deepak Mathur**  
Chairman

# ANNUAL REPORT 2013-2014

## ANNEXURE TO THE DIRECTORS' REPORT

Information as per Section 217(1)(e), of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year 2013 – 2014:

### I. CONSERVATION OF ENERGY

#### a) Energy conservation measures taken:

The Company has been making concerted efforts for enhancement in capacity utilization, cost competitiveness and quality through systematic process monitoring and adherence to technological norms. Sophisticated instruments are used for regulation and adjustment as per parameters. Efforts are also made for up gradation of the quality of the Plant Operation. Utilities are being combined for effective energy conservation.

#### b) Additional Investments and Proposals being implemented for reduction of consumption of energy:

Studies are being made to reduce energy consumption and make suitable investments in this area, if necessary.

#### c) Impact of the measures (a) & (b) above for reduction of energy consumption and consequential impact on the cost of production of goods:

The Company has economized considerably the cost of power despite steep hike in the tariffs and is constantly exploring avenues for cost saving as an on-going process.

#### d) Total energy consumption and energy consumption per unit of production in accordance with Form 'A' of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, in respect of Industries specified in the Schedule thereof:

	Year ended 31.03.2014	Year ended 31.03.2013
<b>A. Power and Fuel Consumption:</b>		
1. Electricity		
(a) Purchased		
1. Units (KWH in Lacs)	104.56	364.88
2. Total Amount (₹ in lacs)	650.38	2207.51
3. Rate/Unit (₹)	6.22	6.05
(b) Own Generation (through Diesel Generator/ Furnace Oil /Gas)		
1. Units (KWH in Lacs)	55.37	184.29
2. Total Amount (In Lacs)	898.12	2698.06
3. Cost per unit (₹)	16.22	14.64
2. Coal	—	—
3. Furnace Oil	—	—
4. Others/Internal Generation/Steam	—	—
<b>B. Consumption per unit of production:</b>		
(Product : Yarn & Fabric)		
1. Electricity (KWH per tonne)	607.70	1634.92
2. Coal (Kgs.)	—	—
3. Furnace Oil (Ltrs.)	—	—
4. Steam (Tonnes)	—	—

**Note :** Since the Company manufactures different qualities of fabrics/yarns with product-mix changing significantly, there are no specific norms for per unit of production.

### II. TECHNOLOGY ABSORPTION:

#### Efforts made in technology absorption in prescribed Form 'B':

#### Research and Development (R & D)

a) Specified areas in which	R & D R & D activities are being carried out by the company activities are carried out by the Company continuously to produce better quality of yarn and fabrics.
b) Benefits derived as a result of the above	As a result of R & D activities, the Company has been able to produce quality yarn and fabrics Conforming to international standards.
c) Future Plan of Action	Efforts aimed at cost reduction, improvement in quality of products and development of new process will continue.
d) Expenditure on R & D	Expenditure on R & D is being booked under the respective heads in the Profit & Loss Account as no separate account is maintained.
<b>Technology Absorption, Adaption and Innovation</b>	The Company has not utilized any imported technology.

### III. FOREIGN EXCHANGE EARNINGS AND OUTGO :

a) Activities relating to export Markets for products	The Company is exploring avenues to and services and export plan export its premium quality yarns.
b) Foreign Exchange Outgo (₹ in Lacs)	(2013-14) (2012-13)
	— —
c) Foreign Exchange earned (₹ in Lacs)	— —

For and on behalf of the Board of Directors

Sd/-

Deepak Mathur  
Chairman

Place: Mumbai  
Date: 29<sup>th</sup> May, 2014

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## CORPORATE GOVERNANCE REPORT

This brief report on matters required to be stated on Corporate Governance pursuant to Clause 49 of the Listing Agreements is as under:

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The concept of our Company, of Corporate Governance hinges on total transparency, integrity and accountability of the management team. The main goal of Corporate Governance is maximization of shareholder's value and protection of the interests of all the stakeholders. It includes the policies and procedures adopted by the Company in achieving its objective in relation to its shareholders, employees, customers, suppliers, regulatory authorities and societies at large.

The Company has ensured that the Directors of the Company are subject to their duties, obligations and responsibilities to the best interest of the Company, to give direction and remain accountable to their shareholders and other beneficiaries for their actions. The responsibilities of the Board includes setting out the Company's strategic aims, providing the leadership to put them into effect, supervision of the management of the business and reporting to the shareholders on their stewardship.

It is a recognized philosophy of the Company that effective and good Corporate Governance is a must, not only in order to gain credibility and trust, but also as a part of strategic management for the survival, consolidation and growth.

### 2. BOARD OF DIRECTORS

2.1) The Board of Directors of the Company comprises of 5 Directors. During the Financial year 2013-2014, the Board met 4 times on the following dates namely 29<sup>th</sup> May, 2013, 9<sup>th</sup> August, 2013, 13<sup>th</sup> November, 2013 and 13<sup>th</sup> February, 2014. There was no time gap of more than four months between any two Meetings of the Board of Directors.

The name and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the 28<sup>th</sup> Annual General Meeting held on 17 August, 2013, as also the number of Directorships and Committee Memberships held by them in other Public Companies are given below:

Name	Category	Attendance Particulars		Number of other Directorships and Total Committee member/chairmanships as on 31.03.2014		
		Board Meetings	28th AGM	Directorships	Committee Memberships	Committee Chairmanships
Shri Saurabh Kumar Tayal**	NED	3	No	2	—	—
Shri Farindra Bihari Rai	NED	4	Yes	11	10	5
Shri Kailash Nath Bhandari	ID	4	No	12	5	1
Shri Rajshekhar Ganiger*	ID	Nil	No.	Nil	Nil	Nil
Shri Kulwinder Kumar Nayyar	ID	1	No	18	2	2
Shri Rajiv Chauhan	MD	4	Yes	3	1	1
Shri Deepak Mathur	NEC	4	Yes	1	1	1

\*Shri Rajshekhar Ganiger has resigned as on 26<sup>th</sup> August, 2013.

\*\* Shri Saurabh Kumar Tayal has resigned on 15<sup>th</sup> November, 2013.

"NEC" = Non Executive Chairman, "MD" = Managing Director, "ID" = Independent Director, "N" = Nominee, "NED" = Non-Executive Director.

### 2.2) Appointment / Re-Appointment of Directors:

As required under Clause 49 (VI) of the Listing Agreement the brief details of the Directors seeking re- appointment at the ensuing Annual General Meeting are furnished hereunder:

Sr. No	Name of Director	Area of Expertise	Directorships	Committee Membership	Committee Chairmanship
1.	Shri Farindra Bihari Rai	Diploma in Textile Technology. He has 20 years of experience in Textile Industry.	11	8	3
2.	Shri Kailash Nath Bhandari	B.A and LL. B Degree holder and rich experience in Insurance Sector and he have served various posts in GIC, LIC, i.e Chairman, Directors	12	4	1

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### 2.3) Non-Executive Directors Compensation Disclosures:

Details of Sitting Fees paid to Non-Executive and Independent Directors of the Company during the Financial Year 2013-2014, for attending the Board Meetings, Audit Committee Meetings and Share Transfer and Investors' Grievances Committee Meetings, is as follows:

Sl. No.	Name of Director	Category	Sitting Fees (in ₹)	
			Board Meetings	Committee Meetings
1.	Shri Farindra Bihari Rai	ID	40,000	40,000
2.	Shri Kailash Nath Bhandari	ID	40,000	40,000
3.	Shri Rajshekhar Ganiger	ID	—	—
4.	Shri Kulwinder Kumar Nayyar	ID	10,000	—
5.	Shri Deepak mathur	NED	40,000	—
6.	Shri Rajiv Chauhan	ED	—	—
7.	Shri Saurabh Tayal	NEC	30,000	—
	Total		1,60,000	80,000

### 3. BOARD COMMITTEES:

The requirement that a Director shall not be a member of more than 10 committees and Chairman of more than 5 committees has been complied with while constituting the Committees of Directors.

#### 3.1) Audit Committee:

The Board of Directors of the Company has duly constituted an Audit Committee. The Audit Committee comprises of Shri Kailash Nath Bhandari, Shri Farindra Bihari Rai, Chairman & Shri Kulwinder Kumar Nayyar as the members of the Committee.

Further During the year the Audit Committee has reconstituted as Shri Farindra Bihari Rai elected as a chairman and Shri Kulwinder Kumar Nayyar appointed as Member of Committee because of resignation of Shri Rajshekhar Ganiger as a Member, but he will be continue as a member of Audit Committee.

The constitution of Audit Committee meets with the requirements of Section 292A of the Companies Act, 1956 and Clause 49(II)(A) as introduced by the Companies (Amendment) Act, 2000.

The scope of the activities of the Audit Committee is as set out in Clause 49 of the Listing Agreement read with the Section 292A of the Companies Act, 1956. The terms of reference of the Audit committee are as follows:

- Overview of the company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on (i) any changes in accounting policies and practices (ii) major accounting entries based on exercise of judgment by management (iii) qualifications in draft audit report (iv) significant adjustments arising out of audit (v) the going concern assumption (vi) compliance with accounting standards (vii) compliance with stock exchange and legal requirements concerning financial statements and (viii) any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.
- Reviewing with the Management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with external auditors before the audits commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

During the year 2012-13, the Audit Committee met 4 times on the following dates namely 29<sup>th</sup> May, 2013, 9<sup>th</sup> August, 2013, 13<sup>th</sup> November 2013 and 13<sup>th</sup> February, 2014. The composition of the Audit Committee and the details of Audit Committee Meetings attended by the Members are given hereunder:

Name of Member	Designation	Attendance
Shri Farindra Bihari Rai	Chairman	4
Shri Farindra Bihari Rai	Member	4
Shri Rajshekhar Ganiger*	Member	—
Shri Kailash Nath Bhandari	Member	4
Shri Kulwinder Kumar Nayyar**	Member	—
Shri Rajiv Chauhan*	Member	2

\* Shri Rajshekhar Ganiger has been resign from Directorship of the Company and Member of Committee.

\* Shri Rajiv Chauhan has been resign from Directorship of the Company and Member of Committee.

\*\* Shri Kulwinder kumar Nayyar appointed as a Member for the last Committee Meeting held on 13<sup>th</sup> November, 2013.

### 3.2) Remuneration Committee:

The Company does not have a Remuneration Committee. The remuneration payable to the Managing Director and the sitting fees paid to the Non-Executive Directors is approved by the Board of Directors within the overall limits fixed by the Members of the Company at the General Meetings.

#### Remuneration to Managing Director and Non-Executive Directors for the year 2011-12.

Name	Gross Salary	Commission	Sitting Fees	Total
Shri Rajiv Chauhan (MD)	6,00,000	—	—	6,00,000
Non-Executive Directors	—	—	2,40,000	2,40,000
Total	6,00,000	—	2,40,000	8,80,000

### 3.3) Shareholders'/Investors' Grievance Committee:

The Committee comprises of Shri Deepak Mathur as the Chairman, Shri Farindra Bihari Rai and Shri Rajshekhar Ganiger, as the Members of the Committee.

Shri Deepak Mathur ... Chairman

Shri Frindra Bihari Rai ... Member

Shri Kulwinder Kumar Nayyar ... Member

The Committee, inter alia, looks into redressing of shareholders'/investors' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividend, etc. The Committee oversees the performance of the Company and recommends measures for overall improvement of the quality of investor services.

During the year 2013-14, the Share Transfer Investor Grievance Committee met 4 times on the following dates namely 29<sup>th</sup> May, 2013, 9<sup>th</sup> August, 2013, 12<sup>th</sup> November, 2013 and 12<sup>th</sup> February, 2014. The composition of the Share Transfer and Investors' Grievance Committee and the details of the Meetings attended by the Members are given hereunder:

Name of Member	Designation	Attendance
Shri Deepak Mathur	Chairman	4
Shri Farindra Bihari Rai	Member	4
Shri Kulwinder Kumar Nayyar	Member	2
Shri Rajshekhar Ganiger	Member	2

No. of Shareholder's Complaint received so far : 10

Number solved to the satisfaction of shareholders : 10

Number of pending complaints : Nil

### 3.4) Management and Finance Committee:

The Board of Directors of the Company has constituted Management and Finance Committee in their meeting held on 23<sup>rd</sup> July, 2011. The Committee is formed to take the decisions and to pass the necessary Resolutions on the day-to-day matters of the Company, on behalf of the Board of Directors. The Management and Finance Committee comprises of Shri Rajiv Chauhan as the Chairman, Shri Rajshekhar Ganiger and Shri Farindra Bihari Rai as the members of the Committee and during the year the management and Finance Committee has been one time Reconstitute composition of Shri Rajiv Chauhan as the Chairman, Shri Farindra Bihari Rai and Shri Kulwinder Kumar Nayyar as the Member of the Committee.

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During the year 2013-14, the Management and Finance Committee met 10 times on the following dates namely 8<sup>th</sup> May, 2013, 24<sup>th</sup> July, 2013, 7<sup>th</sup> August, 2013, 26<sup>th</sup> August, 2013, 24<sup>th</sup> September, 2013, 28<sup>th</sup> October, 2013, 15<sup>th</sup> November, 2013, 6<sup>th</sup> January, 2014, 24<sup>th</sup> February, 2014 and 18<sup>th</sup> March, 2014. The composition of the Management and Finance Committee and the details of the Meetings of the members are given hereunder:

Name of Member	Designation	Attendance
Shri Farindra Bihari	Member	10
Shri Rajiv Chauhan	Chairman	10
Shri Kulwinder Kumar Nayyar	Member	8

#### 4. GENERAL BODY MEETINGS:

The last three Annual General Meetings of the Company were held as under:-

Year	Location	Date	Time
2012-2013	Village Savlav N.H.No.8, Taluka Pardi Near Vapi, Valsad - 396191	17 <sup>th</sup> August, 2013	3:00 PM
2011-2012	Village Savlav N.H.No.8, Taluka Pardi Near Vapi, Valsad - 396191	21 <sup>st</sup> July, 2012	3.00 P.M.
2010-2011	Village Savlav N.H.No.8, Taluka Pardi Near Vapi, Valsad - 396191	2 <sup>nd</sup> July, 2011	3:00 P.M.

During the year the Company has not passed any special Resolution in the General Meeting or Board Meeting

#### 5. DISCLOSURES:

- Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors of the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.  
None of the transactions with any of the related parties were in conflict with the interests of the Company.
- Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There were no instances of non-compliance of any matter related to the capital markets during the last three years.

#### 6. MEANS OF COMMUNICATION:

- The Company has published its Notice of the Board Meetings, Notice of the Annual General Meeting and Book Closure, Quarterly Financial Results, Half yearly Statement of Assets and Liabilities in the following newspapers:  
Free Press Journal – English; Loksatta-Jansatta-Gujarati.
- Management Discussion and Analysis forms integral part of this Annual Report. All matters pertaining to industry structure and developments, opportunities and threats, outlook, risks and concerns, etc., are discussed in the said report.

#### 7. GENERAL SHAREHOLDER INFORMATION

##### 7.1) Annual General Meeting:

Date and time : Saturday 26<sup>th</sup> July, 2014 at 3:00 p.m.  
Venue : Village Savlav, N.H. No. 8, Taluka Pardi Near Vapi, Valsad - 396191

##### 7.2) Financial Year

: 1<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015  
Financial Calendar 2014-2015 : Annual General Meeting- (Next year) (Tentative):  
July, 2015

##### Board Meetings:-

Results for the Quarter ending June 30, 2014 : Second week of August, 2014  
Results for the Quarter/Half year ending September 30, 2014 : Second week of November, 2014  
Results for the Quarter ending December 31, 2014 : Second week of February, 2015  
Results for the year ending 31, March, 2015 : Last week of May, 2015

##### 7.3) Book Closure Date

: 23<sup>rd</sup> July, 2014 to 26<sup>th</sup> July, 2014  
(Both days inclusive)

##### 7.4) Dividend Payment Date

: N. A.

##### 7.5) (a) Listing of Equity Shares

: BSE Limited.

##### (b) ISIN Numbers

: Equity Shares: INE091e01039

(Note: Annual listing fees for the year 2014-2015 have been duly paid to the BSE Limited.)

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

7.6) Stock Code : 512233 (Bombay Stock Exchange)

7.7) Stock Market Data:

The shares of the Company are listed with the Bombay Stock Exchange Limited. The details of the Market Price data i.e., high, low (based on the closing prices) and volume during the financial year 2013-14, is given hereunder:

Month	High (Rs.)	Low (Rs.)	No. of Shares
April 2013	98.95	79.75	1782
June 2013	73.60	70.00	5
July 2013	66.55	49.00	10
August 2013	47.00	38.40	8
September 2013	—	—	—
October 2013	36.50	36.50	20
November 2013	34.70	34.70	30
December 2013	35.00	35.00	30
January 2014	33.30	28.60	125
February 2014	28.60	28.50	50
March 2014	27.20	21.25	101

7.8) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index, etc.

**The shares of the Company are listed at Bombay Stock Exchange Ltd., the Stock Market Details of which has been given as above.**

7.9) Registrar & Transfer Agent : Universal Capital Securities Private Limited  
21, Shakil Nivas, Opp. Satya Sai Baba Temple, Mahakali Caves Road,  
Andheri (East), Mumbai – 400093. Email: info@unisec.in

7.10) Share Transfer System : The shares of the Company, being in the compulsory demat list, are transferable through the depository system. All transfers received are processed and approved by the Share Transfer Committee, which normally meets twice a month. Shares under objection are returned within two weeks.

7.11) a) Distribution of Shareholding as on 31<sup>st</sup> March, 2014:

Category	From	To	Number of Shareholders	Number of Shares held
	Upto	- 5000	454	54813
	5001	- 10000	2413	9094401
	10001	- 20000	2	14927
	20001	- 30000	0	0
	30001	- 40000	1	15488
	40001	- 50000	1	20155
	50001	- 100000	0	0
	100001	- Above	29	373682716
<b>TOTAL</b>			<b>2900</b>	<b>382837500</b>

b) Shareholding pattern as on 31<sup>st</sup> March, 2013

	Category	No. of shares held	Percentage of shareholding
1.	Promoter's Holding	262436155	68.55
2.	Mutual Funds, Banks, Financial Institutions, FIIs, NRIs, Clearing Members & OCBs	2343750	0.61
3.	Domestic Companies	2687479	0.70
4.	Resident Individuals	106267927	27.76
	<b>Total</b>	<b>382837500</b>	<b>100.00</b>

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- 7.12) a) Dematerialization of Shares : Approximately 36.66% of the shares issued by the Company has been dematerialized up to 31<sup>st</sup> March 2014.
- b) Liquidity : The Company's shares are listed on The Stock Exchange Mumbai (BSE)
- 7.13) Outstanding GDRs/ADRs/Warrants or any other Convertible Instruments, conversion date and likely impact on Equity : No such Instrument outstanding
- 7.14) Plant Location** : Pulgaon, Maharashtra
- 7.15) (a) Address for Investor Correspondence  
For transfer / dematerialization of shares payment of dividend on shares, interest and redemption of debentures and any other query relating to the shares and debentures of the Company. : Universal Capital Securities Private Limited  
21, Shakil Nivas, Opp. Satya Sai Baba Temple,  
Mahakali Caves Road, Andheri (East), Mumbai – 400 093.  
Email: info@unisec.in
- Note: Shareholders holding shares in electronic mode should address their correspondence relating to Demat Account to their respective Depository Participants.
- (b) Any query on Annual Report : Village Salvav, N.H. No. 8, Taluka Pardi, Near Vapi, Gujarat - 396191
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# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

We have examined the compliance of the conditions of Corporate Governance by JAYBHARAT TEXTILES AND REAL ESTATE LIMITED for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Board of Directors of the Company and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchanges.

We state that in respect of investors grievances received during the year ended 31st March 2014, no investor grievances are pending against the Company as on 29th May, 2014, as per the records maintained by the Company and presented to the Share Transfer/Investors' Grievances 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 A. F. Khasgiwala & Co.  
Chartered Accountants

Sd/-  
A.F. Khasgiwala  
Partner

Mem. No. 006491  
Firm Regn. No. 105114W

Place: Mumbai  
Date: 29th May, 2014

## CERTIFICATION PURSUANT TO CLAUSE 49(V) OF THE LISTING AGREEMENT BY THE MANAGING DIRECTOR OF THE COMPANY

I, Rajiv Chauhan, Managing Director of the Jaybharat Textiles and real estate Limited, to the best of my knowledge and belief, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I accept the responsibility for establishing and maintaining Internal Controls and that I have evaluated the effectiveness of the Internal Control System of the Company and have not found any deficiencies in the design or operation of the Internal Control System.
- (d) I further certify that: -
  - (i) there have been no significant changes in Internal Control (except increase in scope of work of Internal auditor) during this year.
  - (ii) there have been no significant changes in accounting policies during this year.
  - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, of Management or an Employee having a significant role in the Company's Internal Control System.
- (e) I further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the Financial Year 2013-14.

For and on behalf of the Board of Directors

Sd/-  
Rajiv Chauhan  
Managing Director

Place : Mumbai  
Date : 29th May, 2014

## DECLARATION PURSUANT TO CLAUSE 49(I)(D) REGARDING COMPLIANCE WITH THE CODE OF CONDUCT BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

I, *Rajiv Chauhan*, Managing Director of *Jaybharat Textiles and Real Estate Limited*, hereby confirm that the Company has adopted the Code of Conduct for its Board Members and Senior Management Personnel.

I confirm that the Company has, in respect of the Financial Year ended 31<sup>st</sup> March, 2014, received from the Senior Management Team of the Company and the Members of the Board, a Declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31<sup>st</sup> March, 2014.

For and on behalf of the Board of Directors

Sd/-  
Rajiv Chauhan  
Managing Director

Place : Mumbai  
Date : 29th May, 2014

# ANNUAL REPORT 2013-2014

## REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS 2013-14

The Management of **JAYBHARA TEXTILES AND REAL ESTATE LIMITED** presents its Analysis report covering performance and outlook of the Company. The Report has been prepared in compliance with the requirement of Corporate Governance as laid down in the Listing Agreement. The Management accepts responsibility for the integrity and objectivity of the financial statements. However, investors and readers are cautioned that this discussion contains certain forward looking Statements that involve risk and uncertainties.

### INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Textiles Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textiles industry also plays a vital role through its contribution to industrial output, employment generation, and the export earnings of the country.

The sector contributes about 14 per cent to industrial production; 4 per cent to the country's gross domestic product (GDP); 17 per cent to export earnings. It is the second largest provider of employment after agriculture and provides direct employment to over 35 million people. Thus, the growth and all round development of this industry has a direct bearing on the improvement of the economy of the nation.

### MARKET SIZE

The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. Abundant availability of raw materials such as cotton, wool, silk and jute and skilled workforce has made India a sourcing hub. The most significant change in the Indian textile industry has been the advent of man-made fibers (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe. MMF production increased by 6 per cent during December 2013. The production increased by about 4 percent during the year April-December 2013.

Cotton yarn production increased by 6 per cent during December 2013 and by 10 per cent during April-December 2013. Blended and 100 per cent non-cotton yarn production increased by 5 per cent during December 2013 and increased by 8 per cent during the year April-December 2013.

Cloth production by mill sector increased by 4 per cent during December 2013 and by 6 per cent during April-December 2013. Cloth production by handloom, and hosiery increased by 3 per cent and 11 per cent respectively during December 2013. Production by handloom, and hosiery sectors increased by 4 per cent and 13 per cent during April-December 2013. The total cloth production grew by 2 per cent during April-December 2013.

### INDIAN TEXTILE INDUSTRY: CHANGING PROFILE

The Indian textile industry has embarked on an ambitious program of modernization and technological up gradation in recent years to transform the textile sector from a state of low technology level to a producer of high technology products. Technological up gradation in India has resulted in:

- A shift from commodity based trading to high value added fashion garments.
- Vertical integration and horizontal consolidation of production process leading to lowering of manufacturing costs.
- Improved productivity gains.
- Efficient supply chain management.
- Development of Economies of scale.

### INVESTMENTS

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted foreign direct investments (FDI) worth Rs 6,428.18 crore (US\$ 1.03 billion) during April 2000 to November 2013.

### GOVERNMENT INITIATIVES

The Government of India has promoted a number of export promotion policies for the Textile sector in the Union Budget 2011-12 and the Foreign Trade Policy 2009-14. It has also allowed 100 per cent FDI in textiles under the automatic route. Due to policy measures initiated by the Government in the recent past, the Indian textiles industry is in a stronger position than it was in the last six decades. The industry which was growing at 3-4 percent during the last six decades has now accelerated to an annual growth rate of 8-9 per cent in value terms.

The Government has also allowed 100 per cent FDI in the sector through the automatic route. In the 12th Five Year Plan (2012-17), the government plans to spend US\$ 9.1 billion on textiles as against US\$ 4 billion in the 11th Plan.

Some of initiatives taken by the Government to further promote the industry are as under:

- Encouraged by turnaround in the textile exports, the Government of India plans to set up a US\$ 60 billion target for the next financial year, a jump of over 30 per cent from the current financial year. For the current fiscal year, government has set a target of US\$ 43 billion.
- The Cabinet Committee on Economic Affairs (CCEA) has approved an Integrated Processing Development Scheme (IPDS) with a corpus of Rs 500 crore (US\$ 80.25 million) to make textile processing units more environment-friendly and globally competitive.
- Hyderabad is all set to have yet another national centre – a Rs 100 crore (US\$ 16.05 million) National Institute for Footwear Design and Development. The Government of Andhra Pradesh has already allocated the required land at Gachibowli in Cyberabad.

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

- The Government of India plans to set up a Rs 100 crore (US\$ 16.05 million) venture capital fund to provide equity support to start-ups in the textile sector, in order to encourage innovative ideas in this export intensive sector.
- Under the Technology Upgradation Fund Scheme (TUFS), the cotton textile industry of India will receive margin money from the Ministry of Finance. The industry is also expected to attract Rs 4,000 crore (US\$ 642.28 million) in the form of investments over the next six months.
- The Government of India has allotted Rs 700 crore (US\$ 112.39 million) in the next Five Year Plan for the development of technical textiles. In 2012–13, the technical textiles industry reached Rs 7.48 trillion (US\$ 120.12 billion) at an annual growth rate of 3.5 per cent.

### RISK AND CONCERN

There are no Major risk and concern to Company's Operation, however Some of the key issues and concerns analysed in the report are:

1. Fragmented industry .
2. Lower productivity and cost competitiveness.
3. Tech obsolescence. Quality is not consistent.
4. Lac of trained manpower and low labour productivity due to lack of technological development.
5. The export-import policy of India changes too frequently due to which it becomes very difficult for importers to import goods.
6. Inefficient supply chain management
7. Lack of economies of scale and advance processing capabilities.
8. Certain Regional trade blocks and trade agreements can change competitive parameters.

### FINANCIAL PERFORMANCE VS. OPERATIONAL PERFORMANCE

The Company has achieved Revenue from operations of ₹ 52108.29 Lacs in Financial Year 2013-14 as against ₹ 52,749.72 Lacs in previous Financial Year 2012-13. During the year 2013-14 Interest outgo of the Company has registered at ₹ 2625.55 Lacs as against ₹ 4288.77 Lacs in the previous year 2012-13. The Depreciation has registered during the Current Year at ₹ 3341.87 Lacs as against ₹ 3930.06 Lacs for the previous year 2012-13. In the financial year 2013-14 the Company has incurred Net Loss of ₹ 838.41 Lacs as against Net Loss of ₹ 7070.52 Lacs in Financial Year 2012-13.

### FUTURE OPPORTUNITIES.

- Favourable demographics in the domestic market; increasing young population coupled with rising income levels.
- Emergence of retail industry as a whole and development of various malls provide huge opportunities for the apparel segment.
- Opportunities in product diversification (for e.g. Technical Textiles).
- Change in consumption pattern, including rising demand for high-quality premium fabrics and development of various products cater to global needs.
- Replacement of the Multi Fibre Agreement (MFA) and integration of the textile industry resulting in huge opportunities for exports. Moreover, gradual development in the technical side of the industry provides an opportunity

### ROAD AHEAD

The textiles industry complements the growth of several industries and institutions such as the defence forces, railways, and government hospitals, which are the key institutional buyers of technical textiles. The market is expected to grow to US\$ 31 billion by 2020, at a compound annual growth rate (CAGR) of 10 per cent.

As the industrial and economic growth of the Country is showing steady improvement, the Company has drawn out and is implementing an action plan which comprises thrust on high margin products, reduction in raw material costs, rationalization of operations and over-heads, optimizing inventory level, selective credit policy to customers and liquidation of slow-moving inventories and overdue receivables.

The Company with its superior product mix and higher value-addition, coupled with the change in industry scenario like more fiscal incentives as announced by Government of India for textile industry, change in consumer preferences from woven to knitted clothes etc., has benefitted significantly during the financial year 2013-2014 and is expected to do the same in the years to come.

As part of HR-initiatives, thrust is given for Leadership Development to meet the aspirations and long-term goals of the Company. The Company has also laid qualitative objectives to maximize overall growth. Emphasis was placed on building a cohesive workforce to maximize returns to all stakeholders. Focused attention was given for knowledge updating and application of new technologies available to reduce costs and to meet the business challenges.

The focus of Human resource is on building and developing intellectual capital through innovative ideas. The industrial relation climate of the Company continues to remain harmonious with focus on quality and safety.

Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risk and uncertainties. Actual results and trend may differ materially from historical results, depending on variety of factors.

# ANNUAL REPORT 2013-2014

## Independent Auditors' Report

To,  
The Members of  
**JAYBHARAT TEXTILES & REAL ESTATE LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of JAYBHARAT TEXTILES & REAL ESTATE LTD. ("the Company"), which comprise the Balance Sheet as at 31st March 2014, the Statement of Profit and Loss for the period 1st April 2013 to 31st March 2014 and the Cash Flow Statement for the period then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and the 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 31st March 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the period ended on that date; and
- (c) in the case of the Cash Flow Statement, of the Company for the period 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 in terms of Section 227(4A) 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 the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs).
  - (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1) (g) of the Act.

**For A. F. KHASGIWALA & CO**  
**CHARTERED ACCOUNTANT**

**Sd/-**  
**A.F. KHASGIWALA**  
**PARTNER**

**MEMBERSHIP NO: 006491**  
**FIRM REG NO: 105114W**

**Place: Mumbai**  
**Date: 29th May, 2014**

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## ANNEXURE TO THE AUDITORS' REPORT

REFERRED TO IN PARAGRAPH 2 OF AUDITORS' REPORT OF EVEN DATE

On the basis of such checks/ audit procedures as we considered appropriate on the books of accounts produced before us and according to the information and explanation given to us during the course of audit, we state that:

1. In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Fixed Assets.
  - (b) The management has at reasonable intervals carried out the physical verification of the fixed assets. No material discrepancies have been noticed on such verification.
2. In respect of its inventories:
  - (a) The inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of the stocks, the frequency of such verification is reasonable.
  - (b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
  - (c) In our opinion, company is maintaining proper records of inventory. The discrepancies noticed on physical verification of the above referred inventories as compared to the book records were not material and have been properly dealt with in the books of account.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls and there is no counting failure for the same.
4. The company has neither granted nor taken secured or unsecured loans to/from Companies, firm or other parties covered in the register maintained under section 301 of the Companies Act 1956. Accordingly Sub-clause (b), (c) & (d) are not applicable to the company
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
  - (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, We are of the opinion that the transactions that need to be entered into the register under section 301 have been so entered.
  - (b) According to the information and explanations given to us, purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act and aggregating to Rs.5,00,000/-(Rupees Five Lacs only) or more during the year in respect of each party have been made at prices which are reasonable having regards to the prevailing market price for such goods, materials or services or the prices at which the transactions for similar goods or services have been made with other parties, where applicable.
6. The Company has not accepted any deposits from the public; hence question of complying with the provision of Section 58A and 58AA of the Companies Act, 1956 and Rules made there under does not arise.
7. In our opinion, the internal audit system of the Company is commensurate with the size of the company and nature of its business.
8. We are of the opinion that, prima facie, the cost records and accounts prescribed by the Central Government of India under Section 209 (1) (d) of the Act have been maintained. We have, however, not made a detailed examination of such accounts and records.
9. In respect of statutory dues:
  - (a) According to the records of the company, the Provident Fund and Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Cess and other material statutory dues have been regularly deposited during the year with appropriate authorities
  - (b) There are no disputed statutory dues.
10. The Company does not have any accumulated losses as at 31st March, 2014 as the debit balance of statement of Profit or Loss Rs.9306.65 Lacs has been adjusted against surplus and reserves (Refer Note No.2.2) and has not incurred cash losses in the financial year ended on that date or in the immediately preceding year.
11. According to the books of accounts & records of the company, There has been no default in repayment of dues to any Financial Institution or Banks during the year.
12. Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations provided to us the nature of activities of the company does not attract special statute applicable to Chit fund & Nidhi / Mutual benefit / society.
14. During the year, the Company has not dealt in dealing and trading of shares, securities, debentures and other investments.
15. According to the information and explanation given to us and on the overall examination of the Balance Sheet of the Company, We report that no funds raised on short term basis have been used for long term investment by the company.
16. Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
17. The Company has not made any preferential allotment of shares during the Year.
18. During the year covered by our audit report the Company has not issued any debentures.
19. The Company has not raised any money by public issues during the year
20. Based upon the Audit Procedures performed for the purpose of reporting the true and fair view of financial statement and as per the information & explanation given by the Management, we report that no fraud on or by the company has been noticed or reported during the year.

**For A. F. KHASGIWALA & CO  
CHARTERED ACCOUNTANT**

**Sd/-  
A. F. KHASGIWALA  
PARTNER  
M. No. 006491  
Firm Regn no.105114W**

**Place : Mumbai  
Date 29.05.2014**

## ANNUAL REPORT 2013-2014

### BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Notes No.	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.1	7,656.75	7,656.75
(b) Reserves and Surplus	2.2	(7,045.58)	(6,207.18)
(c) Money received against share warrants		—	—
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	2.3	33,177.59	33,134.85
(b) Deferred Tax Liabilities (Net)	2.4	1,432.19	1,562.15
(c) Other Long Term Liabilities		—	—
(d) Long Term Provisions		—	—
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	2.5	21,376.04	21,186.72
(b) Trade Payables	2.6	691.12	252.96
(c) Other Current Liabilities	2.7	241.78	40.77
(d) Short-Term Provisions	2.8	287.36	602.08
<b>Total Equity &amp; Liabilities</b>		<b>57,817.23</b>	<b>58,229.10</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>	2.9		
Tangible Assets			
(i) Gross Block		37,518.32	47,312.15
(ii) Depreciation		14,024.71	19,500.04
(iii) Net Block		23,493.61	27,812.12
Capital work in Progress		87.03	87.03
Intangible Assets		—	—
others	2.10	20.00	24.00
(b) Non-current investments	2.11	840.53	840.53
(c) Deferred tax assets (net)		—	—
(d) Long term loans and advances		—	—
(e) Other non-current assets		—	—
<b>(2) Current Assets</b>			
(a) Current investments			
(b) Inventories	2.12	15,518.08	19,723.28
(c) Trade receivables	2.13	13,700.62	9,040.42
(d) Cash and cash equivalents	2.14	373.58	189.61
(e) Short-term loans and advances	2.15	3,783.75	512.12
(f) Other current assets		—	—
<b>Total Assets</b>		<b>57,817.23</b>	<b>58,229.10</b>

#### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

The accompanying notes are integral part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

For **A. F. Khasgiwala & Co.**  
Chartered Accountants

Sd/-  
**A. F. Khasgiwala**  
Partner  
Membership No.: 006491  
Firm Reg. No.: 105114W

Place : Mumbai  
Dated : 29.05.2014

For and on behalf of the Board of Directors

Sd/-  
**Rajiv Chauhan**  
Managing Director

Sd/-  
**Deepak Mathur**  
Director

Sd/-  
**Hanuman P Kharwal**  
Company Secretary

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Notes No.	Year Ending 31.03.2014	(₹ in Lacs) Year Ending 31.03.2013
<b>I</b> Revenue from operations	2.16	<b>52,108.29</b>	52,749.72
<b>Total Revenue (I)</b>		<b>52,108.29</b>	52,749.72
<b>II Expenses:</b>			
Cost of Sales	2.17	<b>45,516.11</b>	49,497.60
Finance Cost	2.18	<b>2,625.55</b>	4,288.77
Depreciation and Amortization Expense	2.19	<b>3,341.87</b>	3,930.06
Other Administrative Expenses	2.20	<b>1,593.14</b>	2,242.26
<b>Total Expenses (II)</b>		<b>53,076.67</b>	59,958.69
<b>III</b> Profit before exceptional and extraordinary items and tax	(I - II)	<b>(968.38)</b>	(7,208.97)
<b>IV</b> Exceptional Items		—	—
<b>V</b> Profit before extraordinary items and tax		<b>(968.38)</b>	(7,208.97)
<b>VI</b> Extraordinary Items		—	—
<b>VII</b> Profit before tax		<b>(968.38)</b>	(7,208.97)
<b>VIII Tax expense:</b>			
(1) Current tax		—	—
(2) Tax for earlier year		—	—
(3) Deferred tax		<b>(129.96)</b>	(138.45)
<b>IX</b> Profit(Loss) from continuing operations		<b>(838.41)</b>	(7,070.52)
<b>X</b> Profit/(Loss) from discontinuing operations		—	—
<b>XI</b> Tax expense of discounting operations		—	—
<b>XII</b> Profit/(Loss) from Discontinuing operations		—	—
<b>XIII</b> Profit/(Loss) for the year		<b>(838.41)</b>	(7,070.52)
<b>XIV</b> Earning per equity share:			
Equity shares of per value Rs.2/-each			
(1) Basic		<b>(0.25)</b>	(1.88)
(1) Diluted		<b>(0.25)</b>	(1.88)
No. of share used in computing earning per share		<b>382,837,500</b>	382,837,500

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

The accompanying notes are integral part of the financial statements

This is the Profit & Loss Statement referred to in our Report of even date.

For **A. F. Khasgiwala & Co.**  
Chartered Accountants

Sd/-  
**A. F. Khasgiwala**  
Partner  
Membership No.: 006491  
Firm Reg. No.: 105114W

Place : Mumbai  
Dated : 29.05.2014

For and on behalf of the Board of Directors

Sd/-  
**Rajiv Chauhan**  
Managing Director

Sd/-  
**Deepak Mathur**  
Director

Sd/-  
**Hanuman P Kharwal**  
Company Secretary

## ANNUAL REPORT 2013-2014

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

#### (1) SIGNIFICANT ACCOUNTING POLICIES

##### 1.1 GENERAL

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ("GAAP"), and in compliance with the Accounting Standards referred to in section 211 (3C) and other requirements of the Companies Act, 1956

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets etc. Actual results could differ from these estimates.

##### 1.2 REVENUE RECOGNITION:

Sales are recognized on dispatch of goods to customers.

##### 1.3 VALUATION OF INVENTORIES:

Inventory are valued at cost or net realizable value, whichever is lower.

##### 1.4 INVESTMENTS:

Long Term Investments are carried at cost less provision for diminution other than Temporary, if any, in value of such investments.

##### 1.5 FIXED ASSETS :

Fixed assets are stated at cost less accumulated depreciation. Cost includes all identifiable expenditure to bring the assets to its present location and condition.

##### 1.6 DEPRECIATION :

Depreciation on fixed assets is provided on straight line method on a pro rata basis at the rates specified in the schedule XIV to the companies Act 1956.

##### 1.7 FOREIGN CURRENCY TRANSACTION:

Foreign currency transactions are converted exchange at the rates prevailing on the dates of the transactions.

##### 1.8 EMPLOYEE BENEFITS:

Gratuity and Leave encashment is accounted for on cash basis as and when paid

##### 1.9. TAXES ON INCOME:

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessment / appeals.

Deferred tax has been provided in accordance with the Accounting Standard-22 – Accounting for taxes on income issued by the ICAI applicable with effect from 1<sup>st</sup> April 2001

The Deferred tax liability/(assets) as on 31<sup>st</sup> March, 2014 amounting to Rs (129.96) Lacs is the difference between depreciation as per Income Tax Act and Companies Act.

### NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2014

#### NOTE : 2.1 SHARE CAPITAL

		(₹ in Lacs)	
Particulars	As at 31.03.2014	As at 31.03.2013	
<b>1 AUTHORIZED CAPITAL</b>			
750000000 Equity Shares of ₹ 2/- each.	15,000.00		15,000.00
(Previous Year 750000000 Equity Shares of ₹ 2/-each)			
<b>2 ISSUED &amp; SUBSCRIBED</b>			
38,28,37,500 Equity Shares of ₹ 2/- each	7,656.75		7,656.75
(Previous Year 38,28,37,500 Equity Shares of ₹ 2/- each)			
<b>3 PAID UP CAPITAL</b>	7,656.75		7,656.75
38,28,37,500 Equity Shares of ₹ 2/- each			
(Previous Year 38,28,37,500 Equity Shares of ₹ 2/- each)			
(Of the above Equity Shares,127612500 Shares were allotted as bonus shares by capitalisation of reserves)			
<b>Total</b>	<b>7,656.75</b>		<b>7,656.75</b>

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

### 2.1 (a) Details of share holders holding morethan 5 % shares

Name of Shareholders	As at 31st March,2014		As at 31st March,2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Saurabh Kumar Tayal	84885655	22.17	84885655	22.17
Nina Anuj Agarwal Tayal	47201250	12.33	47201250	12.33
Vandana Tayal	44003250	11.49	44003250	11.49
Bhavana Tayal	35670000	9.32	35670000	9.32
Jyotika Tayal	32210625	8.41	32210625	8.41

### 2.1 (b) Reconciliation of Number of Shares Outstanding as at 1st April 2013 and 31st March,2014 :

#### EQUITY SHARES :

Particulars	Number	(₹ in Lacs)
Shares outstanding as at the 1st April, 2013	382837500	7656.75
Add : Shares issued during the period	NIL	NIL
Shares outstanding as at 31 st March, 2014	382837500	7656.75

### NOTE : 2.2 RESERVE & SURPLUS

Particulars	As at 31.03.2014	As at 31.03.2013
(a) Reserves		
General Reserve	2,261.07	2,261.07
Securities Premium Account		
Capital Reserve		
Total (a)	2,261.07	2,261.07
(b) Surplus		
Profit & Loss Account		
Balance brought forward from previous year	(8,468.25)	(1,397.73)
Add: Net Profit/(Net Loss) for the period	(838.41)	(7,070.52)
Total (b)	(9,306.65)	(8,468.25)
<b>Total</b>	<b>(7,045.58)</b>	<b>(6,207.18)</b>

### NOTE 2.3 : LONG TERM BORROWINGS

Particulars	As at 31.03.2014	As at 31.03.2013
<b>Secured</b>		
1 <b>Term Loan</b>		
From Bank	6,151.21	6,231.91
(Secured by 1st charge over the fixed asset both movable & immovable & 1st charges over the entire Current Assets & personal Guarantee of director)		
2 <b>FITL Working Capital Loan</b>		
From Banks	2,073.75	1,950
(Accumulated interest facility under CDR mechanism on Working Capital Loan)		
<b>Unsecured</b>		
1 From Corporates	24,952.62	24,952.62
<b>Total</b>	<b>33,177.59</b>	<b>33,134.85</b>

### NOTE : 2.4 DIFFERED TAX LIABILITIES

Particulars	As at 31.03.2014	As at 31.03.2013
1 Depreciation on Fixed Assets	1,432.19	1,562.15
<b>Total</b>	<b>1,432.19</b>	<b>1,562.15</b>

## ANNUAL REPORT 2013-2014

### NOTE : 2.5 SHORT TERM BORROWINGS

NOTE : 2.5 SHORT TERM BORROWINGS		(₹ in Lacs)
Particulars	As at 31.03.2014	As at 31.03.2013
<b>Secured</b>		
<b>Working Capital Loan</b>		
Banks	20,935.24	20,511.40
(Secured by 1st charges on all current assets & 1st charge on pari passu basis with other banks and personal guarantee of Director)		
<b>FITL Term Loan</b>	440.79	675.32
From Banks		
(Accumulated interest facility under CDR mechanism on Term Loan)		
<b>Total</b>	<b>21,376.04</b>	<b>21,186.72</b>

### NOTE : 2.6 TRADES PAYABLE

		(₹ in Lacs)	
Particulars	As at 31.03.2014	As at 31.03.2013	
1 Sundry Creditors for Material/Supplies	691.12	252.96	
<b>Total</b>	<u><u>691.12</u></u>	<u><u>252.96</u></u>	

### NOTE : 2.7 OTHER CURRENT LIABILITIES

		(₹ in Lacs)	
Particulars	As at 31.03.2014	As at 31.03.2013	
1 Interest Accrued & due	193.23	40.77	
2 Others Liabilities	48.55	—	
<b>Total</b>	<u><u>241.78</u></u>	<u><u>40.77</u></u>	

### NOTE : 2.8 SHORT TERM PROVISIONS

		(₹ in Lacs)	
Particulars	As at 31.03.2014	As at 31.03.2013	
1 Outstanding Expenses payable	287.36	602.08	
<b>Total</b>	<u><u>287.36</u></u>	<u><u>602.08</u></u>	

### NOTE 2.9: FIXED ASSETS (AS AT 31.03.2014)

(₹ in Lacs)											
Sr. No.	Particulars	Gross Block				Depreciation				Net Block	
		Cost on 01-04-2013	Addition	Deduction	As on 31.03.2014	As on 01-04-2013	During the year	Written back	Upto 31.03.2014	As on 31.03.2014	As on 31-03-2013
1	LAND & BUILDING	660.67	0.00	0.00	660.67	0.00	0.00	0.00	0.00	660.67	660.67
2	LAND	23.00	0.00	0.00	23.00	0.00	0.00	0.00	0.00	23.00	23.00
3	LAND AND SITE DEVELOPMENT	858.00	0.00	0.00	858.00	0.00	0.00	0.00	0.00	858.00	858.00
4	PLANT & MACHINERIES	34180.27	0.00	9795.24	24386.43	17442.27	2946.05	8813.20	11575.13	12811.30	16738.00
5	BUILDING	11454.91	0.00	0.00	11454.91	2000.53	382.59	0.00	2383.13	9071.78	9454.37
6	FURNITURE & FIXTURE	114.55	0.00	0.00	114.55	41.10	7.25	0.00	48.35	66.20	73.45
7	MOTOR VEHICLE	20.76	0.00	0.00	20.76	16.13	1.97	0.00	18.10	2.66	4.63
	<b>TOTAL</b>	47312.15	0.00	9795.24	37518.32	19500.04	3337.87	8813.20	14024.71	23493.61	27812.12
	Capital Work In Progress	87.03	0.00	0.00	87.03	0.00	0.00	0.00	0.00	87.03	87.03
	<b>TOTAL</b>	47399.18	0.00	9795.24	37605.35	19500.04	3337.87	8813.20	14024.71	23580.64	27899.15

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

### NOTE : 2.10 FIXED ASSETS (OTHER)

Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
Miscellaneous Expenditure		
(To the extent not adjusted or written off)		
Balance as per last Balance sheet	24.00	28.00
Less : Written off during the year	4.00	4.00
<b>Total</b>	<b>20.00</b>	<b>24.00</b>

### NOTE : 2.11 NON CURRENT INVESTMENT

Particulars	No. of share	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
(a) Investment in Equity Instruments ;			
(i) Quoted Shares			
Asahi Fibres Ltd. Of ₹1/- each Fully paid up	32225870	312.00	312.00
(ii) Unquoted Shares			
In Subsidiary Companies :			
Pulgaon Cotton Mills Ltd. Equity Shares of ₹10/-each fully paid up	22749993	523.53	523.53
In others :			
Real Time Properties Ltd. Equity Shares of ₹ 10/- each fully paid up	49994	5.00	5.00
<b>Total</b>	<b>55,025,857</b>	<b>840.53</b>	<b>840.53</b>
Aggregate Book Value of Quoted Investments		312.00	312.00
Aggregate Market Value of Quoted Investments		2474.16	10747.33
Aggregate Book Value of Unquoted Investments		528.53	528.53

### NOTE : 2.12 INVENTORIES

Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
1 Raw Material	13,650.86	15,942.69
2 Work-in-Progress	1,028.61	2,621.84
3 Finished Goods	820.89	1,110.89
4 Consumables	17.72	47.85
<b>Total</b>	<b>15,518.08</b>	<b>19,723.27</b>

### NOTE : 2.13 TRADE RECEIVABLES

Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
1 Outstanding for more than six months		
a) Secured, Considered Good :	—	—
b) Unsecured, Considered Good :	102.54	72.98
c) Doubtful	—	—
2 Others		
a) Secured, Considered Good :	—	—
b) Unsecured, Considered Good :	13,598.09	8,967.44
c) Doubtful	—	—
<b>Total</b>	<b>13,700.62</b>	<b>9,040.42</b>

### NOTE : 2.14 CASH & CASH EQUIVALENT

Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
(a) Cash-in-Hand		
Cash Balance	4.28	6.45
<b>Sub Total (a)</b>	<b>4.28</b>	<b>6.45</b>
(b) Bank Balance		
In Current Account	255.08	96.16
<b>Sub Total (b)</b>	<b>255.08</b>	<b>96.16</b>
(c) Fixed Deposit	114.22	87.00
<b>Sub Total (c)</b>	<b>114.22</b>	<b>87.00</b>
<b>Total [a+b+c]</b>	<b>373.58</b>	<b>189.61</b>

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### NOTE : 2.15 SHORT TERMS LOANS AND ADVANCES

		(₹ in Lacs)	
Particulars		As at 31.03.2014	As at 31.03.2013
1	Others	3,496.33	311.04
	Advance Recoverable in cash or in kind or for value to be considered good		
2	Subsidiary receivable	287.42	201.08
<b>Total</b>		<b>3,783.75</b>	<b>512.12</b>

### NOTES FORMING PART OF THE STATEMENT OF PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014

#### NOTE : 2.16 REVENUE FROM OPERATIONS

		(₹ in Lacs)	
Particulars		As at 31.03.2014	As at 31.03.2013
(a)	Sale of Product :	52,108.29	52,749.72
	Less : Discount / Rebate	—	—
		52,108.29	52,749.72
(b)	Sale of Services :	—	—
(c)	Other Income :	—	—
<b>Total</b>		<b>52,108.29</b>	<b>52,749.72</b>

#### NOTE : 2.17 COST OF SALES

		(₹ in Lacs)	
Particulars		As at 31.03.2014	As at 31.03.2013
a)	MATERIALS AND GOODS CONSUMED		
	Opening Stock	15,942.69	16,298.02
	Add : Purchases	36,029.72	38,225.49
		51,972.42	54,523.51
	Less : Closing Stock	13,650.86	15,942.69
	Raw Material Consumed	38,321.55	38,580.82
b)	Change in inventories		
	Opening Stock :		
	Finished goods	1,110.89	148.42
	Consumable	48.08	—
	Work in progress	2,621.84	3,281.30
	Total (i)	3,780.81	3,429.72
	Closing Stock :		
	Finished goods	820.89	1,110.89
	Consumable	17.72	—
	Work in progress	1,028.61	2,621.84
	Total (ii)	1,867.21	3,732.73
	Sub total (b)(i-ii)	1,913.60	303.01
c)	DIRECT/PRODUCTIONS EXPENSES		
	Power & Fuel	1,548.48	4,905.57
	Oil & Lubricant	895.08	1,069.74
	Packing Material Consumed	2.62	715.06
	Machinery Spare Parts	638.38	566.23
	Fuel Exp for Transportation	4.35	—
	Water Charges	32.48	41.02
	Loading Charges	0.11	—
	Labour Charges	1,462.51	3,276.95
	Loss on Sale of Machinery	1.25	—
	Repair & Maintenance Machinery	580.19	325.59
	Processing Charges	115.71	319.63
	Sub total (c)	5,281.17	11,219.79
<b>Total (a+b+c)</b>		<b>45,516.11</b>	<b>49,497.60</b>

#### NOTE : 2.18 FINANCE COST

		(₹ in Lacs)	
Particulars		As at 31.03.2014	As at 31.03.2013
	Interest Cost	2,623.10	4,250.48
	Other cost	2.45	38.29
<b>Total</b>		<b>2,625.55</b>	<b>4,288.77</b>

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## NOTE : 2.19 DEPRECIATION & AMORTIZATION EXPENSES

Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
Depreciation	3,337.87	3,926.06
Miscellaneous Expenses W/off	4.00	4.00
<b>Total</b>	<b>3,341.87</b>	<b>3,930.06</b>

## NOTE : 2.20 OTHER ADMINISTRATIVE EXPENSES

Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
Discount	42.24	—
Sales Promotion Expenses	0.03	196.02
Transportation Charges	70.08	78.22
Insurance Charges	4.24	18.47
Rent, Rates and Taxes	67.59	23.02
Directors Remuneration	6.00	6.00
Directors Sitting Fees	2.40	2.40
Legal & Professional & Consultancy Charges	29.21	26.76
Travelling & Conveyance	131.65	346.01
Auditors Remuneration	1.00	1.10
Telephone Charges	0.22	138.45
Salary & Bonus	676.55	372.05
Staff Welfare Expenses	41.65	14.09
Staff Welfare Fund	0.34	—
Postage & Telegram	19.12	14.79
Printing & Stationery	177.86	111.33
Membership And Subscription	0.06	—
Profession Tax	0.02	—
General Expenses	15.06	8.79
Motor Car Expenses	—	126.78
Electricity Charges	59.77	128.06
Repairs and Maintenance	149.30	395.78
Repairs and Maintenance Building	50.38	177.00
Advertisement Expenses	45.61	36.55
Security Charges	—	18.45
Registration & filling Fees	0.56	1.28
Listing Fees	2.19	0.87
<b>Total</b>	<b>1,593.14</b>	<b>2,242.26</b>

## 2.21 OTHERS

- a. There are no contracts remaining to be executed on Capital account therefore no advance is to be paid against such contracts.

- b. **Contingent Liabilities and Commitments (to the extent not provided for) :**

Particular	As at 31st March 2014	(₹ in crores) As at 31st March 2013
<b>(i) Contingent Liabilities :</b>		
(a) Claims against the company not acknowledge as debt		
(b) Guarantees given by the Company	204.41	176.72
(c) Corporate Guarantee Given :		
[In favour of Bank of India to secure Loan granted to Real Time Properties Limited]		

- c. AS-18 Related Party Disclosure: Related party disclosures as required by AS-18 "Related Party Disclosures" are given below. [Related parties are as identified by the Company and relied upon by the Auditors]:

### A. List of Related Parties.

1. Parties where control exists:

Name of the Party	Relationship
PULGAON COTTON MILLS LTD.	100% Subsidiary company
ASAHI INDUSTRIES LIMITED	Associate Company

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- d. Other parties with whom the company has entered into transaction during the year.
- i) Associates where key management personnel and their relatives have significant influence ; - Nil
  - ii) Key Management Personnel:- Rajiv Chhavan – Managing Director
  - iii) Relative of Key Management Personnel: - Nil
- e. Auditor's remuneration is including Service Tax and Other expenses . The break up is as follows.
- |                       | CURRENT YEAR | PREVIOUS YEAR |
|-----------------------|--------------|---------------|
| (a) As Auditors       | 1.10 Lacs    | 1.10 Lacs     |
| (b) In other Capacity | 0            | 0             |
- f. The company has paid 6.00 Lacs remuneration to Managing Director. (Previous year 6.00 Lacs)
- g. The balances of advances, debtors and creditors are confirmed by majority of the parties and efforts are being made for obtaining confirmations from remaining parties.
- h. The company has only one business segment that is "Textiles" and hence segment reporting as required under AS-17 is not applicable issued by ICAI.
- i. There are no parties which can be classified as small scale industries to whom the companies owes a sum exceeding Rs.1 lacs, which is outstanding for more than 30 days.
- j. Previous year figures have been rearranged and regrouped wherever necessary to conform to this year's classification.

FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

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This is the Balance Sheet referred to in our Report of even date.

For **A. F. Khasgiwala & Co.**  
Chartered Accountants

Sd/-  
**A. F. Khasgiwala**  
Partner  
Membership No.: 006491  
Firm Reg. No.: 105114w

Place : Mumbai  
Dated : 29.05.2014

For and on behalf of the Board of Directors

Sd/-  
**Rajiv Chauhan**  
Managing Director

Sd/-  
**Deepak Mathur**  
Director

Sd/-  
**Hanuman P Kharwal**  
Company Secretary

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

Particulars	2013-2014	(₹ in Lacs) 2012-2013
<b>I. CASH INFLOWS</b>		
<b>(1) From Operating activities</b>		
(a) Profit from operating activities		
Adjustments :		
Depreciation and amortization	3341.87	3930.06
(b) Working capital changes :	0.00	0.00
Decrease in Inventories	4205.19	59.54
Decrease in Trade Receivable	0.00	6391.42
Decrease in short term loans and advances	0.00	0.00
Decrease in other current assets	0.00	640.78
Increase in trade payables	438.16	0.00
Increase in other current liabilities	201.01	0.00
Increase in provisions	0.00	0.00
<b>Total of (1)</b>	<b>8186.23</b>	<b>11021.81</b>
<b>(2) From Investing activities</b>		
(a) Proceeds from sale of fixed assets	980.63	—
(b) Proceeds from sale of investments	—	—
(c) Realisation of long-term loans and advances from subsidiaries / associates / business ventures	—	—
(d) Decrease in other long-term loans and advances	—	—
(e) Decrease in other non-current assets	—	—
(f) Dividend received	—	—
(g) Interest received	—	—
(h) Other income	—	—
<b>Total of (2)</b>	<b>980.63</b>	<b>—</b>
<b>(3) From Financing activities</b>		
(a) Proceeds from issue of share capital	0.00	—
(b) Share application money pending allotment	0.00	—
(c) Proceeds from long-term borrowings	42.73	11683.03
(d) Proceeds from short-term borrowings	189.32	383.74
<b>Total of (3)</b>	<b>232.05</b>	<b>12066.77</b>
<b>Total cash inflows (1+2+3)</b>	<b>9398.91</b>	<b>23088.58</b>
<b>II. CASH OUTFLOWS</b>		
<b>(1) From Operating activities</b>		
(a) Loss from operating activities		
Adjustments :		
Depreciation and amortization	0.00	0.00
(b) Working capital changes :	0.00	0.00
Increase in inventories	0.00	0.00
Increase in trade receivables	4660.20	0.00
Increase in short-term loans and advances	3271.63	0.00
Increase in other current assets	0.00	0.00
Decrease in trade payables	0.00	7.85
Decrease in other current liabilities	0.00	15305.79
Decrease in provisions	314.72	510.54
(c) Direct taxes paid (Net of refunds)	—	—
<b>Total of (1)</b>	<b>9214.93</b>	<b>23033.15</b>

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Particulars	2013-2014	(₹ in Lacs) 2012-2013
<b>(2) From Investing activities</b>		
(a) Purchase of tangible assets / capital work-in-progress	—	0.00
(b) Purchase of intangible assets /assets under development	—	—
(c) Purchase of investments	—	—
(d) Investment in subsidiaries / associates / business ventures	—	—
(e) Payment of long-term loans and advances to subsidiaries / associates / business ventures	—	—
(f) Increase in other long-term loans and advances	—	—
(g) Increase in other non-current assets	—	—
<b>Total of (2)</b>	<b>0.00</b>	<b>0.00</b>
<b>(3) From Financing activities</b>		
(a) Repayment of long-term borrowings	—	0.00
(b) Repayment of short-term borrowings	—	—
(c) Dividends paid (including distribution tax)	—	—
(d) Interest and other finance costs	—	—
(e) Share issue expenses	—	—
<b>Total of (3)</b>	<b>0.00</b>	<b>0.00</b>
<b>Total cash inflows (1+2+3)</b>	<b>9214.93</b>	<b>23033.15</b>
<b>III. Net (decrease) / increase in cash and cash equivalents (I - II)</b>	<b>183.98</b>	<b>55.39</b>
Add : Cash and cash equivalents at the beginning of the period	<b>189.61</b>	<b>134.22</b>
<b>IV. Cash and cash equivalents at the end of the period</b>	<b>373.59</b> <b>(183.98)</b>	<b>189.61</b> <b>(55.39)</b>

For and on behalf of the Board of Directors

Sd/-  
**Rajiv Chauhan**  
Managing Director

Sd/-  
**Deepak Mathur**  
Director

Place : Mumbai  
Dated : 29.05.2014

Sd/-  
**Hanuman P Kharwal**  
Company Secretary

### AUDITOR'S CERTIFICATE

We have examined the attached cash flow statement of **JAYBHARAT TEXTILES AND REALESTATE LIMITED** for the year ended 31st March 2014. The Statement has been prepared by the company in accordance with the requirements of Listing Agreement Clause 32 with Bombay Stock Exchange and is based on and is in agreement with the corresponding Statement of Profit and Loss and Balance Sheet of the company by our report to the members of the company.

For **A. F. KHASGIWALA & CO.**  
Chartered Accountants

Sd/-  
**A. F. Khasgiwala**  
Partner  
Membership No. 6491  
Firm Regn No.105114W  
  
Place : Mumbai  
Date : 29.05.2014

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

### STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT 1956 RELATING TO COMPANY'S INTEREST IN SUBSIDIARY COMPANIES FOR FINANCIAL YEAR 2013-14

Name of the Subsidiary Company	Pulgaon Cotton Mills Ltd.
1. Financial Year of the Subsidiary Company	31 <sup>st</sup> March, 2014
2. Date from which they became the Subsidiary Company:	14 <sup>th</sup> March, 2005
3. a)	Number of shares held by "Jaybharat Textiles and Real Estate Ltd. 227500000 Equity share of Rs.10/- each" with its nominees in the subsidiary at the end of the financial year of the company.
b)	Extent of interest of holding company at the end of the financial year of the company.

DETAILS OF SUBSIDIARY COMPANY	(₹ in Lacs)
1. Capital	2275.00
2. Reserve	0.00
3. Total Assets	161.07
4. Total Liabilities	161.07
5. Details of Investment	0.00
6. Total Income	0.00
7. Profit (Loss) Before Taxation	1.21
8. Provision for Taxation	0.00
9. Profit (Loss) after Taxation	1.21

**NOTES:** Annual Accounts of the subsidiary companies and the related details information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the head office of the holding company and of the subsidiary companies concerned.

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### Independent Auditors' report on consolidated financial statements

#### TO THE BOARD OF DIRECTORS OF JAYBHARAT TEXTILES AND REAL ESTATE LIMITED.

We have audited the accompanying consolidated financial statements of JAYBHARAT TEXTILES AND REAL ESTATE LIMITED. ("the Group"), which comprise consolidated the Balance Sheet as at 31st March 2014, the consolidated Statement of Profit and Loss for the period 1st April 2013 to 31st March 2014 and the consolidated Cash Flow Statement for the period then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

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

#### Opinion

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

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

#### Others:

Financial statement of subsidiaries "Pulgaon Cotton Mills Limited" and which reflect total assets (net) ₹ 161.07 Lacs and total revenue of ₹ 2674.15 Lacs, for the year ended 31st March 2014 have been audited by us.

**For A.F. Khasgiwala & Co.**  
**Chartered Accountants**

**Sd/-**  
**A.F. Khasgiwala**  
**Partner**

**Membership No: 006491**  
**Firm Regn No: 105114W**

**Place: Mumbai,**  
**Date: 29th May, 2014**

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## ANNEXURE REFERRED TO IN PARAGRAPH 2 OF AUDITORS' REPORT OF EVEN DATE JAYBHARAT TEXTILES AND REAL ESTATE LIMITED.

On the basis of such checks/ audit procedures as we considered appropriate on the books of accounts produced before us and according to the information and explanation given to us during the course of audit, we state that:

1. In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Fixed Assets.
  - (b) The management has at reasonable intervals carried out the physical verification of the fixed assets. No material discrepancies have been noticed on such verification.
2. In respect of its inventories:
  - (a) The inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of the stocks, the frequency of such verification is reasonable.
  - (b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
  - (c) In our opinion, company is maintaining proper records of inventory. The discrepancies noticed on physical verification of the above referred inventories as compared to the book records were not material and have been properly dealt with in the books of account.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls and there is no counting failure for the same.
4. The company has neither granted nor taken secured or unsecured loans to/from Companies, firm or other parties covered in the register maintained under section 301 of the Companies Act 1956. Accordingly Sub-clause (b), (c) & (d) are not applicable to the company
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
  - (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, We are of the opinion that the transactions that need to be entered into the register under section 301 have been so entered.
  - (b) According to the information and explanations given to us, purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act and aggregating to ₹5,00,000/- (Rupees Five Lacs only) or more during the year in respect of each party have been made at prices which are reasonable having regards to the prevailing market price for such goods, materials or services or the prices at which the transactions for similar goods or services have been made with other parties, where applicable.
6. The Company has not accepted any deposits from the public; hence question of complying with the provision of Section 58A and 58AA of the Companies Act, 1956 and Rules made there under does not arise.
7. In our opinion, the internal audit system of the Company is commensurate with the size of the company and nature of its business.
8. We are of the opinion that, prima facie, the cost records and accounts prescribed by the Central Government of India under Section 209 (1) (d) of the Act have been maintained. We have, however, not made a detailed examination of such accounts and records.
9. In respect of statutory dues:
  - (a) According to the records of the company, the Provident Fund and Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Cess and other material statutory dues have been regularly deposited during the year with appropriate authorities
  - (b) There are no disputed statutory dues.
10. The Company does not have any accumulated losses as at 31st March, 2014 as the debit balance of statement of Profit or Loss ₹9320.57 Lacs has been adjusted against surplus and reserves (Refer Note No.2.2) and has not incurred cash losses in the financial year ended on that date or in the immediately preceding year.
11. According to the books of accounts & records of the company, There has been no default in repayment of dues to any Financial Institution or Banks during the year.
12. Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations provided to us the nature of activities of the company does not attract special statute applicable to Chit fund & Nidhi / Mutual benefit / society.
14. During the year, the Company has not dealt in dealing and trading of shares, securities, debentures and other investments.
15. According to the information and explanation given to us and on the overall examination of the Balance Sheet of the Company, We report that no funds raised on short term basis have been used for long term investment by the company.
16. Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
17. The Company has not made any preferential allotment of shares during the Year.
18. During the year covered by our audit report the Company has not issued any debentures.
19. The Company has not raised any money by public issues during the year
20. Based upon the Audit Procedures performed for the purpose of reporting the true and fair view of financial statement and as per the information & explanation given by the Management, we report that no fraud on or by the company has been noticed or reported during the year.

**For A.F.Khasgiwala & Co.  
Chartered Accountant**

**Sd/-  
A.F.Khasgiwala  
Partner**

**M. No.6491  
Firm Regn no.105114W**

**Place: Mumbai  
Date 29.05.2014**

## ANNUAL REPORT 2013-2014

### CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Notes No.	(₹ in Lacs)	
		As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.1	7,656.75	7,656.75
(b) Reserves and Surplus	2.2	(7,059.50)	(6,222.30)
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	2.3	33,187.39	33,144.65
(b) Deferred Tax Liabilities (Net)	2.4	1,432.19	1,562.15
(c) Other Long Term Liabilities		—	—
(d) Long Term Provisions		—	—
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	2.5	21,376.04	21,186.72
(b) Trade Payables	2.6	696.37	258.21
(c) Other Current Liabilities	2.7	263.49	306.10
(d) Short-Term Provisions	2.8	386.72	602.75
<b>Total Equity &amp; Liabilities</b>		<b>57,939.43</b>	<b>58,495.06</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>	2.9		
<b>(i) Tangible Assets</b>			
(i) Gross Block		37,518.42	47,312.26
(ii) Depreciation		14,024.71	19,500.02
(iii) Net Block		23,493.71	27,812.24
<b>(ii) Capital work in Progress</b>		87.03	87.03
<b>(iii) Intangible Assets</b>		484.67	484.67
Others	2.10	20.00	24.00
(b) Non-current investments	2.11	317.00	317.00
(c) Deferred tax assets (net)		—	—
(d) Long term loans and advances		—	—
(e) Other non-current assets		—	—
<b>(2) Current Assets</b>			
(a) Current investments			
(b) Inventories	2.12	15,518.08	19,723.28
(c) Trade receivables	2.13	13,704.66	9,044.47
(d) Cash and cash equivalents	2.14	433.70	194.23
(e) Short-term loans and advances	2.15	3,880.56	808.14
(f) Other current assets		—	—
<b>Total Assets</b>		<b>57,939.43</b>	<b>58,495.06</b>

#### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

The accompanying notes are integral part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

For **A. F. Khasgiwala & Co.**  
Chartered Accountants

Sd/-  
**A. F. Khasgiwala**  
Partner  
Membership No.: 006491  
Firm Reg. No.: 105114w

Place : Mumbai  
Dated : 29.05.2014

For and on behalf of Board of Directors

Sd/-  
**Rajiv Chauhan**  
(Managing Director)

Sd/-  
**Deepak Mathur**  
(Director)

Sd/-  
**Hanuman P Kharwal**  
(Company Secretary)

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

OF MARCH, 2014

		(₹ in Lacs)		
Sr. No.	Particulars	Notes No.	Year ending 31.03.2014 ₹	Year ending 31.03.2013 ₹
I	Revenue from operations	2.16	54,782.44	54,560.47
	<b>Total Revenue (I)</b>		<b>54,782.44</b>	<b>54,560.47</b>
II	<b>Expenses:</b>			
	Cost of Sales	2.17	48,144.40	51,301.63
	Finance cost	2.18	2,626.22	4,288.89
	Depreciation and Amortization Expense	2.19	3,341.87	3,930.06
	Other Administrative Expenses	2.20	1,637.13	2,248.19
	<b>Total Expenses (II)</b>		<b>55,749.62</b>	<b>61,768.77</b>
III	Profit before exceptional and extraordinary items and tax	(I - II)	<b>(967.18)</b>	<b>(7,208.30)</b>
IV	Exceptional Items		—	—
V	Profit before extraordinary items and tax		<b>(967.18)</b>	<b>(7,208.30)</b>
VI	Extraordinary Items		—	—
VII	Profit & Loss on Disposal of subsidy of consolidation		—	—
VIII	Profit before tax		<b>(967.18)</b>	<b>(7,208.30)</b>
IX	<b>Tax expense:</b>			
	1) Current tax		—	0.13
	2) Deferred tax		<b>(129.96)</b>	<b>(138.45)</b>
X	Profit(Loss) from continuing operations		<b>(837.20)</b>	<b>(7,069.98)</b>
XI	Profit/(Loss) from discontinuing operations		—	—
XII	Tax expense of discounting operations		—	—
XIII	Profit/(Loss) from Discontinuing operations		—	—
XIV	Profit/(Loss) for the period		<b>(837.20)</b>	<b>(7,069.98)</b>
XV	Earning per equity share:			
	1) Basic		<b>(0.25)</b>	<b>(1.88)</b>
	2) Diluted		<b>(0.25)</b>	<b>(1.88)</b>
	No.of share used in computing earning per share		<b>382,837,500</b>	<b>382,837,500</b>

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:**  
The accompanying notes are intergal part of the financial statements

This is the Profit & Loss Statement referred to in our Report of even date.

For **A. F. Khasgiwala & Co.**  
Chartered Accountants

Sd/-  
**A. F. Khasgiwala**  
Partner  
Membership No.: 006491  
Firm Reg. No.: 105114w

Place : Mumbai  
Dated : 29.05.2014

For and on behalf of Board of Directors

Sd/-  
**Rajiv Chauhan**  
(Managing Director)

Sd/-  
**Deepak Mathur**  
(Director)

Sd/-  
**Hanuman P Kharwal**  
(Company Secretary)

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### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

#### (1) SIGNIFICANT ACCOUNTING POLICIES

##### 1.1. ACCOUNTING CONVENTION & CONCEPTS:

The financial statements have been prepared under the historical cost convention on an accrual basis and accordance with applicable mandatory Accounting Standard

##### 1.2. PRINCIPLE OF CONSOLIDATION:

- i) The consolidated financial statements have been prepared in accordance with Accounting Standard 21 (AS-21) issued by the Institute of Chartered Accountants of India. The consolidated financial statements have been prepared on the following basis:
- ii) The financial statement of Jaybharat Textiles and Real Estate Limited And its subsidiary companies have been consolidated on a line-by line basis by adding together the book values of like items of assets , liabilities, Income and expenses, after fully eliminating intra-group balances and intra-group transaction and are presented to the extent possible in the same manner as the company's separate financial statement;
- iii) Notes on Accounts of the financial statement of the company and all the subsidiaries are set out in their respective financial statement.

##### 1.3. FIXED ASSETS

Fixed Assets are stated at cost less depreciation. Cost includes all identifiable expenditure to bring the assets to its present location and condition.

##### 1.4. DEPRECIATION

Depreciation on fixed assets is provided on straight line method on a pro rata basis at the rates specified in the schedule XIV to the companies Act 1956.

##### 1.5. INVENTORIES

Inventories are valued at cost or net realisable value, whichever is lower and Stock in progress (WIP) valued at cost.

### Notes Forming Integral Part of the Consolidated Balance Sheet as at 31St March, 2014

#### NOTE : 2.1 SHARE CAPITAL

		(₹ in Lacs)	
Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1.	<b>AUTHORIZED CAPITAL</b>		
	750000000 Equity Shares of ₹ 2/- each.	15,000.00	15,000.00
	(Previous Year 750000000 Equity Shares of ₹2/-each)		
	1400000 0.01% Redeemable non cumulative Preference Shares of ₹100/-each (of Subsidiary Company)	—	—
2.	<b>ISSUED &amp; SUBSCRIBED</b>		
	38,28,37,500 Equity Shares of ₹ 2/- each	7,656.75	7,656.75
	(Previous Year 38,28,37,500 Equity Shares of ₹ 2/- each)		
	1400000 0.01% Redeemable non cumulative Preference Shares of ₹100/-each (of Subsidiary Company)	—	—
3.	<b>PAID UP CAPITAL</b>		
	38,28,37,500 Equity Shares of ₹ 2/- each	7,656.75	7,656.75
	(Previous Year 38,28,37,500 Equity Shares of ₹ 2/- each)		
	(Of the above Equity Shares, 127612500 Shares were allotted as bonus shares by capitalisation of reserves)		
	1400000 0.01% Redeemable non cumulative Preference Shares of ₹100/-each (of Subsidiary Company)	—	—
	<b>Total</b>	<b>7,656.75</b>	<b>7,656.75</b>

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

### 2.1(a) Details of share holders holding morethan 5% shares

Name of Shareholders	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Saurabh Kumar Tayal	84885655	22.17	84885655	22.17
Nina Anuj Agarwal Tayal	47201250	12.33	47201250	12.33
Vandana Tayal	44003250	11.49	44003250	11.49
Bhavana Tayal	35670000	9.32	35670000	9.32
Jyotika Tayal	32210625	8.41	32210625	8.41

### 2.1(b) Reconciliation of Number of Shares Outstanding as at 1st April 2013 and 31st March,2014:

#### EQUITY SHARES :

Particulars	Number	(₹ in Lacs)
Shares outstanding as at the 1st April, 2013	382837500	7656.75
Add : Shares issued during the period	NIL	NIL
Shares outstanding as at 31st March, 2014	382837500	7656.75

### NOTE : 2.2 RESERVE & SURPLUS

Sr. No.	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
a)	Reserves		
	General Reserve	2,261.07	2,243.62
	Securities Premium Account	—	—
	Capital Reserve	—	—
	Total (a)	2,261.07	2,243.62
b)	Surplus		
	Profit & Loss Account		
	Balance brought forward from previous year	(8,483.37)	(1,395.94)
	Add: Net Profit/(Net Loss) for the period	(837.20)	(7,069.98)
	Total (b)	(9,320.57)	(8,465.92)
	<b>Total</b>	<b>(7,059.50)</b>	<b>(6,222.30)</b>

### NOTE : 2.3 LONG TERM BORROWINGS

Sr. No	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
	<b>Secured</b>		
	<b>Term Loan</b>		
	From Bank		
1.	Term Loan (Secured by 1st charge over the fixed asset both movable & immovable & lind charges over the entire Current Assets & personal Guarantee of director)	6,151.21	6,231.91
2.	<b>FITL WORKING CAPITAL LOAN</b> from Banks (Accumulated interest facility under CDR mechanism on working Capital loan)	2,073.75	1,950.00
3.	<b>Unsecured</b>		
	From Corporates	24,952.62	24,952.62
	From Others - Vinar & co.	0.80	0.80
	90,7.75% Debenture of 10000/- each	9.00	9.00
	<b>Total</b>	<b>33,187.39</b>	<b>33,144.65</b>

### NOTE : 2.4 DIFFERED TAX LIABILITIES

Sr. No	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
1.	Depreciation on Fixed Assets	1,432.19	1,562.15
	<b>Total</b>	<b>1,432.19</b>	<b>1,562.15</b>

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### NOTE : 2.5 SHORT TERM BORROWINGS

		(₹ in Lacs)	
Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
	<b>Secured Working Capital Loan</b>		
	From Banks	20,935.24	20,511.40
	(Secured by 1st charge on all current assets & 1st charges on pari passu basis with other banks and personal Guarantee of director)		
	<b>FITL WORKING CAPITAL LOAN</b>	440.79	675.32
	from Banks		
	(Accumulated interest facility under CDR mechanism on working Capital loan)		
	<b>Total</b>	<b>21,376.04</b>	<b>21,186.72</b>

### NOTE : 2.6 TRADES PAYABLE

		(₹ in Lacs)	
Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1.	Sundry Creditors for Material/Supplies	696.37	258.21
	<b>Total</b>	<b>696.37</b>	<b>258.21</b>

### NOTE : 2.7 OTHER CURRENT LIABILITIES

		(₹ in Lacs)	
Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1.	Interest Accrued & due	193.23	40.77
2.	Others Liabilities	10.63	265.12
3.	Advance received from customers	59.41	—
4.	Share Application money received for allotment of securities and due for refund	—	—
5.	MSTC	0.21	0.21
	<b>Total</b>	<b>263.49</b>	<b>306.10</b>

### NOTE : 2.8 SHORT TERM PROVISIONS

		(₹ in Lacs)	
Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1.	Provision for Taxation	0.13	0.13
2.	outstanding Expenses payable	386.59	602.62
	<b>Total</b>	<b>386.72</b>	<b>602.75</b>

### NOTE 2.9 : FIXED ASSETS AS AT 31.03.2014

		(₹ in Lacs)									
SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST ON 1/4/2013	ADDITION	DEDUCTION	AS ON 31.03.2014	AS ON 01.04.2013	DURING THE YEAR	WRITTEN BACK	UPTO 31.03.2014	AS ON 31.03.2014	AS ON 31.03.2013
1	LAND & BUILDING	660.67	0.00	0.00	660.67	0.00	0.00	0.00	0.00	660.67	660.67
2	LAND	23.10	0.00	0.00	23.10	0.00	0.00	0.00	0.00	23.10	23.10
3	LAND AND SITE DEVELOPMENT	858.00	0.00	0.00	858.00	0.00	0.00	0.00	0.00	858.00	858.00
4	PLANT & MACHINERIES	34180.27	0.00	9793.84	24386.43	17442.27	2946.05	8813.20	11575.13	12811.30	16738.00
5	BUILDING	11454.91	0.00	0.00	11454.91	2000.53	382.59	0.00	2383.13	9071.78	9454.37
6	FURNITURE & FIXTURE	114.55	0.00	0.00	114.55	41.10	7.25	0.00	48.35	66.20	73.45
7	MOTOR VEHICLE	20.76	0.00	0.00	20.76	16.13	1.97	0.00	18.10	2.66	4.63
	<b>TOTAL</b>	<b>47312.25</b>	<b>0.00</b>	<b>9793.84</b>	<b>37518.42</b>	<b>19500.04</b>	<b>3337.87</b>	<b>8813.20</b>	<b>14024.71</b>	<b>23493.71</b>	<b>27812.22</b>
	Capital Work In Progress	87.03	0.00	0.00	87.03	0.00	0.00	0.00	0.00	87.03	87.03
	<b>TOTAL</b>	<b>47399.28</b>	<b>0.00</b>	<b>9793.84</b>	<b>37605.45</b>	<b>19500.04</b>	<b>3337.87</b>	<b>8813.20</b>	<b>14024.71</b>	<b>23580.74</b>	<b>27899.25</b>
(iii)	<b>INTANGIBLE ASSETS</b>	<b>AS ON 31.03.2014</b>	<b>AS ON 31.03.2013</b>								
	GOODWILL	484.67	484.67								

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

### NOTE : 2.10 FIXED ASSETS OTHERS

Sr. No.	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
	Miscellaneous Expenditure (To the extent not adjusted or written off)		
	Deferred Revenue Expenditure	24.00	28.00
	Less : w/o During the year	4.00	4.00
	Less : disposal of subsidy of consolidation	—	—
	<b>Total</b>	<b>20.00</b>	<b>24.00</b>

### NOTE : 2.11 NON CURRENT INVESTMENT

Sr. No.	Particulars	No.of share	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
(a)	Investment in Equity Instruments ;			
(i)	Quoted Shares			
	Asahi Fibres Ltd. Of ₹1/- each Fully paid up	32225870	312.00	312.00
(ii)	Unquoted Shares			
	In Others Companies			
	Real Time Properties Limited Equity shares of RS.10/- each fully paid up	49994	5.00	5.00
	<b>Total</b>	<b>32,275,864</b>	<b>317.00</b>	<b>317.00</b>
	Aggregate Book Value of Quoted Investments		312.00	312.00
	Aggregate Market Value of Quoted Investments		10747.33	10747.33
	Aggregate Book Value of Unquoted Investments		5.00	5.00

### NOTE : 2.12 INVENTORIES

Sr. No.	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
1	Raw Material	13,650.86	15,942.69
2	Work-in-Progress	1,028.61	2,621.84
3	Finished Goods	820.89	1,110.89
4	Consumables	17.72	47.85
	<b>Total</b>	<b>15,518.08</b>	<b>19,723.27</b>

### NOTE : 2.13 TRADE RECIEVABLES

Sr. No.	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
1	Outstanding for more than six months		
	a) Secured, Considered Good :	—	—
	b) Unsecured, Considered Good :	102.54	72.98
	c) Doubtful	—	—
2.	Others		
	a) Secured, Considered Good :	4.04	—
	b) Unsecured, Considered Good :	13,598.09	8,971.49
	c) Doubtful	—	—
	<b>Total</b>	<b>13,704.67</b>	<b>9,044.47</b>

### NOTE : 2.14 CASH & CASH EQUIVALENT

Sr. No.	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
(a)	Cash-in-Hand		
	Cash Balance	25.66	6.73
	<b>Sub Total (a)</b>	<b>25.66</b>	<b>6.73</b>
(b)	Bank Balance		
	In Current Account	261.85	100.50
	<b>Sub Total (b)</b>	<b>261.85</b>	<b>100.50</b>

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<b>(c) Fixed Deposit</b>	<b>146.19</b>	87.00
<b>Sub Total (c)</b>	<b>146.19</b>	87.00
<b>Total [ A + B + C ]</b>	<b>433.70</b>	194.23

### NOTE :2.15 SHORT TERMS LOANS AND ADVANCES

Sr. No.	Particulars	As at 31.03.2014	(₹ in Lacs) As at 31.03.2013
1	Others	3,575.27	589.26
	Advance Recoverable in cash or in kind or for value to be considered good	17.58	—
2	Sundry Deposit	—	17.58
3	Subsidiary receivable	287.42	201.08
4	Tax deducted at source	0.28	0.21
	<b>Total</b>	<b>3,880.55</b>	808.13

### NOTE : 2.16 REVENUE FROM OPERATIONS

Sr. No.	Particulars	Year ending 31.03.2014	(₹ in Lacs) Year ending 31.03.2013
	(a) sale of Product :	53,779.12	54,559.27
	Less : Discount / Rebate	—	—
		<b>53,779.12</b>	54,559.27
	(b) Sale of Services :	—	1.20
	(c) other Income :	1,003.32	—
	<b>Total</b>	<b>54,782.44</b>	54,560.47

### NOTE : 2.17 COST OF SALES

Sr. No.	Particulars	Year ending 31.03.2014	(₹ in Lacs) Year ending 31.03.2013
<b>a)</b>	<b>MATERIALS AND GOODS CONSUMED</b>		
	Opening Stock	15,942.69	16,298.02
	Add : Purchases	37,150.49	40,027.53
		<b>53,093.19</b>	56,325.55
	Less : Closing Stock	13,650.86	15,942.69
	Raw Material Consumed	<b>39,442.32</b>	40,382.86
	Sub total (a)		
<b>b)</b>	<b>Change in inventories</b>		
	Opening Stock :		
	Finished goods	1,110.89	148.42
	Consumable	48.08	—
	Work in progress	2,621.84	3,281.30
	Total (i)	<b>3,780.81</b>	3,429.72
	Closing Stock :		
	Finished goods	820.89	1,110.89
	Consumable	17.72	—
	Work in progress	1,028.61	2,621.84
	Total (ii)	<b>1,867.21</b>	3,732.73
	Sub total (b)(i-ii)	<b>1,913.60</b>	(303.01)

## JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

### c) DIRECT/PRODUCTIONS EXPENSES

Power & Fuel	2,721.68	4,906.23
Salaries & wages	278.75	—
Staff Welfare Expenses	5.08	—
Oil & Lubricant	895.08	—
Stores & chemical	—	1,069.74
Packing Material Consumed	2.62	715.06
Machinery Spare Parts	638.38	566.23
Fuel Exp for Transportation	4.35	—
Water Charges	32.48	41.20
Loading Charges	0.11	—
Labour Charges	1,512.51	3,276.95
Loss on Sale of Machinery	1.25	—
Repair & Maintenance Machinery	580.68	323.76
Processing Charges	115.71	322.61
Sub total (c)	6,788.69	11,221.78

### Total (a+b+c)

48,144.40 51,301.63

### NOTE : 2.18 FINANCE COST

#### Sr. No. Particulars

	Year ending 31.03.2014	(₹ in Lacs) Year ending 31.03.2013
Interest Cost	2,623.10	4,250.48
Other borrowing cost/Bank Charges	3.12	38.41
<b>Total</b>	<b>2,626.22</b>	<b>4,288.89</b>

### NOTE : 2.19 DEPRECIATION & AMORTIZATION EXPENSES

#### Sr. No. Particulars

	Year ending 31.03.2014	(₹ in Lacs) Year ending 31.03.2013
Depreciation	3,337.87	3,926.06
Miscellaneous Expenses W/off	4.00	4.00
<b>Total</b>	<b>3,341.87</b>	<b>3,930.06</b>

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### NOTE : 2.20 OTHER ADMINISTRATIVE EXPENSES

Sr. No	Particulars	Year ending 31.03.2014	(₹ in Lacs) Year ending 31.03.2013
	Sales Promotion Expenses	42.27	196.02
	Transportation Charges	71.82	78.22
	Insurance Charges	4.24	18.47
	Rent, Rates and Taxes	67.52	23.31
	Directors Remuneration	6.00	6.00
	Directors Sitting Fees	5.07	2.80
	Legal & Professional & Consultancy Charges	31.08	27.04
	Consultancy Charges	—	—
	Travelling & Conveyance	151.34	346.95
	Auditors Remuneration	1.00	1.24
	Telephone Charges	1.62	139.41
	Salary & Bonus	676.55	373.37
	Staff Welfare Expenses	41.65	14.51
	Staff Welfare Fund	0.34	—
	Postage & Telegram	19.12	14.79
	Printing & Stationery	79.59	111.75
	Membership And Subscription	0.06	—
	Profession Tax	0.02	—
	General Expenses	30.74	9.03
	Motor Car Expenses	98.48	126.78
	Electricity Charges	59.77	128.06
	Repairs and Maintenance others	149.30	395.78
	Repairs and Maintenance Building	50.38	177.42
	Advertisement Expenses	47.53	36.55
	Security Charges	—	18.45
	Registration & filling Fees	0.56	1.38
	Listing Fees	1.07	0.87
	<b>Total</b>	<b>1,637.13</b>	<b>2,248.19</b>

### 2.21 OTHERS

- a. The subsidiary companies considered in the consolidated financial statements is:

Name of Subsidiary	Country of Incorporation	%Shareholding & Voting Power
Pulgaon Cotton Mills Ltd.	India	100%

The company has invested ₹523.53 Lacs to acquire 100% equity of Pulgaon Cotton Mills Limited located at Pulgaon as at 31st March, 2014 the Company has Total Reserve of ₹NIL and total Accumulated Losses were 2248.05 Lacs.

- b. The necessary adjustments in consolidated accounts are made in accordance with the Accounting Standard- 21 "Consolidated Financial Statement" and Goodwill of ₹ 484.67 Lacs recognized on such consolidation.
- c. Earnings per Share: In accordance with the Accounting Standard -22 Earning per share issued by ICAI
- |  |           |
|--|-----------|
| i. Net Profit available to Equity Shareholder(in Lacs)                       | ₹(837.20) |
| ii. Weighted Average No. of Equity shares outstanding at the end of the year | 382837500 |
| iii. Basic and Diluted Earning per share of ₹ 2- each                        | ₹(0.25)   |
- d. Figures of previous year have been re-grouped/re-arranged wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **A.F.KHASGIWALA & CO**  
Chartered Accountants

Sd/-  
**(A.F.KHASGIWALA)**  
Partner  
M.No.006491  
Firm Regn No.105114W

For and on behalf of the Board of Directors

Sd/-  
**Rajiv Chauhan**  
(Managing Director)

Sd/-  
**Deepak Mathur**  
(Director)

Place : Mumbai  
Dated : 29.05.2014

Sd/-  
**Hanuman P Kharwal**  
(Company Secretary)

# JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

PARTICULARS	2013-2014 (₹ In lacs)	2012-2013 (₹ In lacs)
<b>I CASH INFLOWS</b>		
<b>(1) From Operating activities</b>		
(a) Profit from operating activities		
Adjustments :		
Depreciation and amortization	3341.87	3930.06
(b) Working capital changes :		
Decrease in inventories	4205.19	59.55
Decrease in trade receivables	0.00	6391.42
Decrease in short-term loans and advances	0.00	297.82
Decrease in other current assets		
Increase in trade payables	438.16	
Increase in other current liabilities		
Increase in provisions		0.00
<b>Total of (1)</b>	<b>7985.22</b>	<b>10678.85</b>
<b>(2) From Investing activities</b>		
(a) Proceeds from fixed assets disposal	980.63	0.00
(b) Proceeds from sale of investments		
(c) Realisation of long-term loans and advances from subsidiaries / associates / business ventures		
(d) Decrease in other long-term loans and advances		
(e) Decrease in other non-current assets		
(f) Dividend received		
(g) Interest received		
(h) Other income		
<b>Total of (2)</b>	<b>980.63</b>	<b>0.00</b>
<b>(3) From Financing activities</b>		
(a) Proceeds from issue of share capital		
(b) Share application money pending allotment		
(c) Proceeds from long-term borrowings	42.74	11994.06
(d) Proceeds from short-term borrowings	189.32	383.74
<b>Total of (3)</b>	<b>232.05</b>	<b>12377.80</b>
<b>Total cash inflows (1+2+3)</b>	<b>9197.90</b>	<b>23056.65</b>
<b>II CASH OUTFLOWS</b>		
<b>(1) From Operating activities</b>		
(a) Loss from operating activities		
Adjustments :		
Depreciation and amortization	967.18	7208.43
(b) Working capital changes :		
Increase in inventories		
Increase in trade receivables	4660.20	
Increase in short-term loans and advances	3072.42	
Increase in other current assets		
Decrease in trade payables	0.00	8.09
Decrease in other current liabilities	42.61	15270.82
Decrease in provisions	216.03	510.63
(c) Direct taxes paid (Net of refunds)		
<b>Total of (1)</b>	<b>8958.45</b>	<b>22997.97</b>

## ANNUAL REPORT 2013-2014

PARTICULARS	2013-2014 (₹ In lacs)	2012-2013 (₹ In lacs)
<b>(2) From Investing activities</b>		
(a) Purchase of tangible assets / capital work -in-progress		
(b) Purchase of intangible assets /assets under development		
(c) Purchase of investments		
(d) Investment in subsidiaries / associates / business ventures		
(e) Payment of long-term loans and advances to subsidiaries / associates / business ventures		
(f) Increase in other long-term loans and advances		
(g) Increase in other non-current assets		
<b>Total of (2)</b>	<b>0.00</b>	<b>0.00</b>
<b>(3) From Financing activities</b>		
(a) Repayment of long-term borrowings		
(b) Repayment of short-term borrowings		
(c) Dividends paid (including distribution tax)		
(d) Interest and other finance costs		
(e) Share issue expenses		
<b>Total of (3)</b>	<b>0.00</b>	<b>0.00</b>
<b>Total cash Outflows (1+2+3)</b>	<b>8958.45</b>	<b>22997.97</b>
<b>III Net (decrease) / increase in cash and cash equivalents (I - II)</b>	<b>239.47</b>	<b>58.67</b>
<b>Add : Cash and cash equivalents at the beginning of the period</b>	<b>194.23</b>	<b>135.56</b>
<b>IV Cash and cash equivalents at the end of the period</b>	<b>433.70</b>	<b>194.23</b>

For and on behalf of Board of Directors

Sd/-  
**Rajiv Chauhan**  
Managing Director

Sd/-  
**Deepak Mathur**  
Director

Place : Mumbai  
Dated : 29.05.2014

Sd/-  
**Hanuman P Kharwal**  
Company Secretary

### AUDITOR'S CERTIFICATE

We have examined the attached consolidated cash flow statement of **JAYBHARAT TEXTILES AND REALESTATE LIMITED** for the year ended 31<sup>st</sup> March 2014. The Statement has been prepared by the company in accordance with the requirements of Listing Agreement Clause 32 with Bombay Stock Exchange and is based on and is in agreement with the corresponding Statement of Profit and Loss and Balance Sheet of the company by our report to the members of the company.

**For A.F.KHASGIWALA & CO.**  
Chartered Accountants

Sd/-  
**A.F.Khasgiwala**  
Partner  
Membership no.6491  
Firm Regn No.105114W

Place : Mumbai  
Date :29.05.2014

## ATTENDANCE SLIP

### JAYBHARAT TESTILES AND REAL ESTATE LIMITED

CIN: L99999GJ1985PLC011553

**Registered Office:** Village Salvav, N.H. No.8, Taluka Pardi, Near Vapi, Valsad Gujarat - 396 191.

(Please complete this slip and hand it over at the entrance of the Meeting Hall)

### 29<sup>TH</sup> ANNUAL GENERAL MEETING

Member's Name (in capital letters) .....

Regd. Folio No. .... No. of Shares held .....

DP. ID*	
---------	--

Client ID*	
------------	--

I hereby record my presence at the 29th Annual General Meeting of the Members of the Company, being held on Saturday, 26th July, 2014, at 3.00 p.m. at Village Salvav, N.H. No. 8, Taluka Pardi, Near Vapi, Valsad Gujarat - 396 191.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

\* Applicable for investors holding shares in electronic form.

----- CUT HERE -----

## PROXY FORM

### JAYBHARAT TESTILES AND REAL ESTATE LIMITED

**Registered Office:** Village Salvav, N.H. No. 8, Taluka Pardi, Near Vapi, Valsad Gujarat - 396 191.

CIN: L99999GJ1985PLC011553

DP. ID*	
---------	--

Regd. Folio No.	
-----------------	--

Client ID*	
------------	--

I/We .....

of ..... in the district of .....

being a Member/Members of the Company, hereby appoint.....

of ..... in the District of .....

or failing him ..... of ..... in the District of .....

as my/our Proxy to vote for me/us on my/our behalf at the 29st Annual General Meeting of the Members of the Company to be held on Saturday, 26th July 2014, at 3.00 p.m. or at any adjournment thereof.

Signed this ..... Day of ..... 2014

\* Applicable for investors holding shares in electronic form.

Affix Re. 1/- Revenue Stamp
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**Note:** The Proxy form duly completed and signed must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.



# JAYBHARAT

Textiles and Real Estate Limited

Village - Salvav N.H. No.8,  
Taluka Pardi, Near Vapi,  
Dist. Valsad (Gujarat) - 396 191

