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46th

Annual Report
2011-2012

Jaipan Industries Limited

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BOARD OF DIRECTORS

MR. J. N. AGARWAL
Chairman & Managing Director

MR. ATIN J. AGARWAL
Director

MR. SHIRISH GOTECHA
Director

MR. ARJUN SINGH MEHROTRA
Director

MR. ASHWINI O. SHARMA
Director

AUDITORS

ASHOK K. LOHIYA & ASSOCIATES
Chartered Accountants
4/3, Sonal Apartment, Sonawala Cross Road No. 1,
Goregaon (E), Mumbai - 400 063.

BANKERS

BANK OF BARODA
Goregaon (E) Br., Mumbai

SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
1st Floor, L.B.S. Marg,
Bhandup (W),
Mumbai - 400 078.

REGISTERED OFFICE

17, Cama Industrial Estate,
Walbhat Road,
Goregaon (E),
Mumbai - 400 063.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 46TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF JAIPAN INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 28TH SEPTEMBER 2012 AT 9.30 A.M. 17, CAMA INDUSTRIAL ESTATE, WALBHATT ROAD, GOREGAON (EAST), MUMBAI - 400 063. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, Profit and Loss Account for the year ended 31st March 2012 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in Place of Mr. ASHWINI OM PRAKASH SHARMA, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in Place of Mr. ARJUNSINGH VISHWANATH MEHROTRA, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT M/s Ashok K. Lohiya & Associates, Chartered Accountants, Mumbai, the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration and reimbursement of expenses as agreed upon by the Board of Directors and the Auditors in connection with the audit of the accounts of the Company for the year ending on 31.03.2013."

By Order of the Board of Directors
For **JAIPAN INDUSTRIES LIMITED**

J. N. AGARWAL
(Chairman & Managing Director)

Place : Mumbai
Dated : 4th August, 2012

Registered Office :
17, Cama Industrial Estate,
Walbhat Road, Goregaon (East),
Mumbai - 400 063.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A Proxy form duly completed, signed and stamped, must reach the registered office of the Company not less than 48 hours before the commencement time of Annual General Meeting.

2. Members/Proxies should bring the attendance slip sent herewith duly, filled in for attending the meeting. You are requested to bring the copy of Annual Report sent to you.
3. The Register of members and Share Transfer Books of the Company will remain closed from 25th September 2012 to 27th September 2012 (both days inclusive).

4. Shareholders holding shares in identical order of names in more than one folio are requested to write to the Company's below mentioned Registrar & Transfer Agent and send their Share Certificates, to enable consolidation of their holding into one folio.

Also the members are requested to immediately notify in their own interest the change in their Address to the Company's Registrars & Transfer Agent:

M/s. LINK INTIME INDIA PRIVATE LTD
C-13, Pannalal Silk Mills Compound,
1st Floor, Bhandup (West),
Mumbai 400 078.

5. Members seeking any information on accounts are requested to write to the Company, which should reach the Company at least a week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
6. INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of the Director who are proposed to be appointed or re-appointed is furnished below:

i) Item No. 2 of the Notice:

Name	: Mr. Ashwini Om Prakash Sharma
Age	: 58 Years
Qualification	: B. Com
Expertise	: Management
Date of Appointment	: 25/03/2002

ii) Item No. 3 of the Notice:

Name	: Mr. Arjunsingh Vishwanth Mehorotra
Age	: 72 Years
Qualification	: B. Com
Expertise	: Management
Date of appointment	: 25/03/2002

By Order of the Board of Directors
For **JAIPAN INDUSTRIES LIMITED**

J. N. AGARWAL
(Chairman & Managing Director)

Place : Mumbai
Dated : 4th August, 2012

Registered Office :
17, Cama Industrial Estate,
Walbhat Road, Goregaon (East),
Mumbai - 400 063.

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DIRECTORS' REPORT

To,
The Members of
JAIPAN INDUSTRIES LIMITED

The Directors have pleasure in presenting the 46th Annual Report on the business and operations of your Company and the Audited Financial Statements for the year ended 31st March, 2012.

1. FINANCIAL RESULTS

The highlights of the Financial Results are :

	<u>31-03-2012</u>	<u>31-03-2011</u>
Sales & Other Income	271904126	271421810
Less: Raw Material Consumed & Purchases	214418561	211689335
Less: Expenditure	46246596	52565520
Less: Depreciation	8565172	4749972
Net Profit before tax & after depreciation	2093796	2416983
Less: Provision for Tax	1078033	627456
Less: Income tax earlier year	-	-
Add: Provision for Deferred Tax	(254539)	118520
Net Profit After Tax	1270302	1671007
Add: Profit & Loss brought forward	33123832	31452825
Profit carried to Balance Sheet	<u>34394134</u>	<u>33123832</u>

2. DIVIDEND

Your Board of Directors does not recommend any dividend for the financial year ended 31st March, 2012.

3. FIXED DEPOSITS

The Company has not accepted any fixed deposits during the year under review.

4. DEPOSITORY SYSTEM

The Company has entered into an agreement with National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) to enable shareholders to hold the shares in dematerialized form. The Company also offers simultaneous Dematerialization of physical shares lodged for transfer.

5. DISCLOSURE UNDER SECTION 274(1)(g)

None of the Director of the Company have been disqualified under section 274(1)(g) of the Companies Act, 1956.

6. DIRECTORS

Mr. ASHWINI OM PRAKASH SHARMA, Independent Director, retires by rotation at the ensuing Annual General Meeting & being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Mr. ARJUNSINGH MEHROTRA, Independent Director, retires by rotation at the ensuing Annual General Meeting & being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

7. DIRECTORS' RESPONSIBILITY STATEMENT

As required under the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm:

- that in preparation of the Annual Accounts for the year ended 31st March, 2012, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

- that the Directors had selected such accounting policies and applied consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2012 and the profit of the Company for the year under review;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts for the year ended 31st March, 2012 have been prepared on a 'going concern basis'

8. SUBSIDIARY

Your Company does not have any subsidiary company.

9. PARTICULARS OF EMPLOYEES

The information required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, is not given as there are no employees during the year or part thereof as required under Section 217 (2A).

10. CONSERVATION OF ENERGY TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of Section 217 (1) (e) of the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is given in the Annexure and forms part of this report.

11. CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance of requirements of Corporate Governance as per Listing Agreement with Stock Exchange. A separate report on Corporate Government is given in Annexure "A".

12. AUDITORS

M/s Ashok K. Lohiya & Associates, Chartered Accountant, the Auditor of the Company hold their office until the conclusion of the ensuing Annual General Meeting of the Company and your Directors recommended their re-appointment, if made, would be within the limits prescribed under Section 224 (1-B) of the Companies Act, 1956.

13. ACKNOWLEDGEMENT

The Directors sincerely appreciate the enthusiasm and hard work displayed by all employees during the year. Your Directors also acknowledge their appreciation of the continued assistance and support given by the esteemed customers, suppliers, bankers and various departments of Central and State Governments.

For and on behalf of the Board of Directors
JAIPAN INDUSTRIES LIMITED

J. N. AGARWAL
(Chairman & Managing Director)

Place : Mumbai
Dated : 4th August, 2012

Registered Office :
17, Cama Industrial Estate,
Walbhat Road,
Goregaon (East),
Mumbai - 400 063.

ANNEXURE TO THE DIRECTORS' REPORT

PARTICULARS REQUIRED UNDER SECTION 217 (1)(e) OF THE COMPANIES ACT, 1956, FOR THE YEAR ENDED 31ST MARCH, 2012.

I. CONSERVATION OF ENERGY

The Company has been strictly observing and monitoring the power consumption and had been taken adequate measure for saving of energy.

A. Power and Fuel Consumption

<u>Particulars</u>	<u>2011-12</u>	<u>2010-11</u>
Units Purchase (KWH in Lakhs)	6.49	5.96
Total Amount (Rs. in Lakhs)	19.48	17.88
Average Rate per unit (Rs./Unit)	3.00	3.00

B. Consumption per unit of production

<u>Particulars</u>	<u>2011-12</u>	<u>2010-11</u>
	Per Unit	Per Unit
Electricity (KWH)	1.45	3.07

RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

A. Research and Development [R & D]

The Company is in a continuous process of finding out new technology efficient products.

B. Technology absorption

The Company is trying to make products that consume absorb less technology and energy.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

<u>Particulars</u>	<u>2011-12</u>	<u>2010-11</u>
	In Lakhs	In Lakhs
The Company had earned Foreign Exchange as under on (C & F Basis):		
1) On its Direct Exports	799.50	723.89
2) On its Exports as Supporting Manufacturer	5.29	Nil
The Foreign Exchange outgoing is as under		
1) Travelling	2.10	0.39
2) Bank Charges	1.54	4.15
3) Imports of Raw Materials/Purchases	30.27	134.63

For and on behalf of the Board of Directors

J. N. AGARWAL
(Chairman & Managing Director)

Place : Mumbai
Dated : 4th August, 2012.

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CORPORATE GOVERNANCE

PHILOSOPHY ON CODE OF GOVERNANCE

The Board of Directors and the Management of **JAIPAN INDUSTRIES LIMITED** commit themselves to :

- Strive towards enhancement of shareholder value in the medium and long term through sound business decisions, prudent financial management and high standard of ethics throughout the organization.
- Ensure transparency and professionalism in all decisions and transactions of the Company.
- Achieve excellence in Corporate Governance by
 - Confirming to and exceeding wherever possible, prevalent guidelines on Corporate Governance.
 - Regularly reviewing the Board processes and the Management systems to improve governance relating to all the above.

The report on Corporate Governance is divided into four parts :

- I. Board of Directors
- II. Committees of the Board
- III. Shareholder Information
- IV. Other Disclosures

I. BOARD OF DIRECTORS

The details of Board of Directors are as under:

The details of Board of Directors are as under:

Name of Directors	Designation	No. of Board Meetings Attended	Directorship in other Limited Companies & Membership as on 31.03.2012			Attendance at last AGM
			Other Board (exciuded) Jaipan)	Other Board Commitees (exclude Jaipan)		
				Chairman	Member	
J. N. Agarwal	Chairman & Managing Director Executive	5	NIL	NIL	NIL	Present
Atin J. Agarwal	Executive Director	5	NIL	NIL	NIL	Present
Shirish Gotecha	Director Non-Executive & Independent	5	NIL	NIL	NIL	Present
Ashwini O. Sharma	Director Non-Executive & Independent	5	NIL	NIL	NIL	Present
Arjun Singh Mehrotra	Director Non-Executive & Independent	5	NIL	NIL	NIL	Present

A. RESPONSIBILITIES

The Board of Directors responsibilities include review of :

- Strategy and business plans
- Annual operating and capital expenditure budgets
- Investment and exposure limits
- Business risk analysis and control
- Senior executive appointment
- Compliance with statutory / regulatory requirements and review of major legal issues
- Adoption of quarterly results / annual results
- Transaction pertaining to purchase, disposal of property, major provisions and write-offs.

B. BOARD MEETINGS

The meetings of the Board of Directors' are scheduled well in advance and the folder containing the agenda for the meeting with detailed review of all aspects of the Company business, including performance of the Company, employee relations, details of investment, capital expenditure, etc. is circulated to all the directors. It also highlights important matters discussed at the audit committee, shareholders grievance committee and at the sub-committee of Directors. Five Board meetings were held during the period 31st March, 2012. They were held on 09.05.2011, 03.09.2011, 02.12.2011, 23.01.2012 and 25.02.2012.

C. CODE OF CONDUCT

The Board of Directors has adopted the code of conduct and responsibilities of the Board towards the company in the Board Meeting.

D. DISCLOSURE REGARDING RE-APPOINTMENT OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956, Mr. ASHWINI OM PRAKASH SHARMA and Mr. ARJUNSINGH VISHWANATH MEHROTRA, retire by rotation and have expressed their willingness to be re-appointed at the ensuing Annual General Meeting.

III. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under clause 49 of the Listing Agreement as well as section 292A of the Companies Act, 1956.

The primary role of Audit Committee is:

- To oversee the Company's financial reporting process and disclosure of financial information.
- To review the financial statements, adequacy of internal control systems and periodic audit reports.
- To recommend to the Board the matters relating to the financial management of the Company.
- To recommend appointment/re-appointment of Statutory Auditors and fixation of their remuneration.
- To hold discussions with Statutory Auditors periodically.

The Statutory Auditors of the Company are invited to attend Audit Committee Meetings, to discuss and review the quarterly/half yearly unaudited results, the annual audited accounts, internal audit, matters relating to the compliance with accounting standards, auditor's observations arising from the audit of the Company's accounts and other related matters.

The Chairman of the Audit Committee is an Independent Director. He was present in AGM of the Company held on 30.09.2011.

In 2011-12, the Audit Committee met 5 times on 09.05.2011, 03.09.2011, 02.12.2011, 23.01.2012 and 25.02.2012. The attendance during the year is as under.

Name of the Member	Designation	No. of meetings attended
Shirish Gotecha	Chairman	5
Ashwini O. Sharma	Member	5
Arjun Singh Mehrotra	Member	5

B. REMUNERATION COMMITTEE

The terms of reference of the Remuneration Committee is to determine, review and recommend the Company's policy on specific remuneration packages for Whole Time Directors, Non-Executive Directors and commission payable to the Chairman of the Company. The recommendations of the Committee are put up to the Board of Directors and Shareholders of the Company.

The Remuneration Committee met twice in the year, on 09.05.2011 and 03.09.2011

Name of the Member	Designation
Arjun Singh Mehrotra	Chairman
Ashwini O. Sharma	Member
Shirish Gotecha	Member

REMUNERATION POLICY

The Managing / Executive Directors are paid remuneration as per the Agreements entered between them and the Company. These Agreements are placed for approval before the Board and the shareholders and such other authorities as may be necessary. The remuneration structure of the Managing / Executive Directors comprises of salary, commission, perquisites and allowances, contributions to provident fund, superannuation and gratuity. The Non-Executive directors do not draw any remuneration from the Company except commission and sitting fees.

DETAILS OF REMUNERATION TO ALL DIRECTORS

The primary role of the Remuneration Committee is to determine and recommend to the board the compensation to the Directors. The details of remuneration paid to the Directors for the year-ended 31.03.2012 are specified below:

A. Remuneration as per Accounts for the year ended 31.03.2012

Director	Salary & Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
1. Mr. J. N. Agarwal	9,50,000/-	NIL	9,50,000/-
2. Mr. Atin Agarwal	3,16,900/-	NIL	3,16,900/-
3. Mr Ashwini O Sharma	3,42,500/-	NIL	3,42,500/-

No Sitting fees are paid to Non- Executive Directors of the Company.

The Chairman of Remuneration Committee was present in the Annual General Meeting held on 30.09.2011.

Company has not issued any stock options to any of its Directors and Employees.

There are no shares or convertible instruments held by the Independent Directors of the Company.

C. SHAREHOLDER / INVESTOR GRIEVANCE COMMITTEE

The Committee reviews all matters connected with the physical securities transfer. The Committee also looks into redressal of shareholders complaints relating to transfer of shares, non-receipt of balance sheet, non-receipt of dividends, issue of share certificates on account of bonus, split or any other matter related to securities of the Company. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Committee meets as and when required, depending upon grievances and/ or request for physical transfer of securities received by the Company.

The report received from the Share Transfer Agents as reviewed by the Committee is placed at the Board Meetings from time to time.

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During the financial year ended March 31, 2012, four Shareholders/Investors' Grievance Committee Meetings were held on 09.05.2011, 03.09.2011, 02.12.2011, 23.01.2012.

Name of the Member	Designation
Ashwini O. Sharma	Chairman
Atin Agarwal	Member
Arjun Singh Mehrotra	Member

The Company has attended the investors' grievances / correspondence promptly. There were no investors' complaints pending as on March 31, 2012. There were Nil outstanding requests for transfer & Nil pending requests for dematerialization of shares as on March 31, 2012. One court case is pending against Link Intime India Pvt. Ltd, our RTA, by a shareholder of the Company.

D. DETAILS OF ANNUAL / EXTRAORDINARY GENERAL MEETINGS

Location and time of General Meetings held in last 3 years:

Year	AGM/EGM	LOCATION	DATE	TIME
2010-11	AGM	Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai 400 063.	30.09.2011	9.30 A.M.
2009-10	AGM	Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai 400 063.	30.09.2010	9.30 A.M.
2008-09	AGM	Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai 400 063.	30.09.2009	11.00 A.M.

E. DISCLOSURES

- There were no materially significant related party transactions with the promoters, Directors etc that may have potential conflict with the interests of the Company at large.
- There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.

F. MEANS OF COMMUNICATION

The Companies Website www.jaipan.com also displays official news releases and presentations made to the institutional investors/analysts.

G. CODE OF CONDUCT:

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company which is in compliance with clause 49(1)(D) of Listing Agreement.

H. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)

ISIN is a unique identification number of traded scrip. The number has to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company's ISIN is INE058D01030.

I. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF CAPITAL:

As required by regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, a quarterly audit is conducted by a Practicing Company Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in demat form in CDSL and NSDL and said certificates are submitted to the Stock Exchange within the prescribed time limit.

As on March 31, 2012, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

IV. SHAREHOLDER INFORMATION

1. Annual General Meeting :

- Date and Time** : 28th September, 2012 at 9.30 a.m.
Venue : 17, Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai - 400 063.
- 2. Book Closure Date** : 25th September, 2012 to 27th September, 2012 (Both Days inclusive).
- 3. Financial Calendar** : (Provisional)

The Company's Financial Year is based on four quarters consisting three months per quarter.

Period	Board meeting to approve quarterly financial results
Quarter ending 30th June, 2012	By end of 31st July, 2012
Quarter ending 30th September, 2012	By end of 31st October, 2012
Quarter ending 31st December, 2012	By end of 31st January, 2013
Quarter ending 31st March, 2013	By end of 30th April, 2013

- 4 Registered Office** : 17, Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai - 400 063.

Jaipan Industries Limited

5. Listing of Equity Shares on Stock : The Stock Exchange, Mumbai

Listing Fees as prescribed has been fully paid to the Stock Exchanges where the shares of the Company are listed.

6. Stock Code :

Stock Exchange

Stock Code

The Stock Exchange, Mumbai

5840

7. Stock Price Data :

Market Price Data of the Company and comparison with BSE Sensex

(in Rs.)

Year / Month	High	Low	High	Low
	Jaipan Industries Limited		Sensex	
April'11	20.95	24.90	19811.14	18976.19
May'11	20.80	20.90	19253.87	17786.13
June'11	18.30	19.80	18873.39	17314.38
July'11	17.60	21.80	19131.7	18131.86
August'11	18.50	19.45	18440.07	15765.53
September'11	17.35	19.30	17211.8	15801.01
October'11	16.95	17.95	17908.13	15745.43
November'11	16.75	17.20	17702.26	15478.69
December'11	12.00	14.55	17003.71	15135.86
January'12	13.97	17.00	17258.97	15358.02
February'12	15.15	17.30	18523.78	17061.55
March'12	15.00	16.30	18040.69	16920.61

8. Registrars & Transfer Agents

: Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
1st Floor, L.B.S. Marg, Bhandup (W),
Mumbai - 400 078.

9. Share Transfer System :

Share Transfer in physical form is normally effected within a maximum period of 30 days of receipt of the documents, if found in order. The Share Transfer Committee approves all share transfers. All requests for dematerialization of shares are processed and the confirmation is given to the depositories i.e. National Securities Depository Limited (NSDL) & Central Depository Services Limited (CDSL).

10. Distribution of shareholding as on 31st March, 2012

Range of Shares	No. of Share Holders	% of Shareholdings	Share Amount (in Rs.)	% if Total Share Amount
1 - 500	3154	71.1161	627810	10.2922
501 - 1000	537	12.1082	425714	6.9791
1001 - 2000	513	11.5671	702814	11.5218
2001 - 3000	71	1.6009	180700	2.9624
3001 - 4000	39	0.8794	139158	2.2813
4001 - 5000	31	0.6990	144515	2.3692
5001 - 10000	45	1.0147	317304	5.2018
10001 & above	45	1.0147	3561825	58.3921
TOTAL	4435	100.00	6099840	100.00

11. Category of Shareholdings as on 31st March, 2012

LIST OF SHAREHOLDERS CATEGORYWISE (SUMMARY)

Category	No. of Shares	% of total Shares
CLEARING MEMBER	23205	0.3804
OTHER BODIES	653223	10.7089
DIRECTORS	1919444	31.4671
HINDU UNDIVIDED FAMILY	9846	0.1614
MARKET MAKER	813900	1.3343
NON RESIDENT INDIANS	24203	0.3968
NON RESIDENT	5707	0.0936
PUBLIC	3051574	50.0271
RELATIVE OF DIRECTORS	331248	5.4304
Total	6099840	100

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12. DEMAT POSITION AS ON 31.03.2012

758.15% of the Company's paid up equity share capital has been dematerialized up to March 31, 2012. Trading in the equity shares of the Company at Bombay Stock Exchange is permitted only in dematerialized form.

The details of dematerialized shares as on March 31, 2012 are as under:

Depository	No of shares	% of Capital
NSDL	1500659	24.60
CDSL	3083484	50.55
Physical	1515697	24.85
Total	6099840	100.00

13. Address for Correspondence

Company's Registrar & Transfer Agent : Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
1st Floor, L.B.S. Marg, Bhandup (W),
Mumbai - 400 078.

For and on behalf of the Board of Directors

J. N. AGARWAL
(Chairman & Managing Director)

Place : Mumbai
Dated : 4th August, 2012

Declaration of Code of Conduct

As per clause 49(I)(D) all the Board Members and Senior Management personnel have affirmed compliance with the code.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

MANAGING DIRECTOR

PLACE : MUMBAI
DATED : 4th August, 2012

REPORT ON CORPORATE GOVERNANCE

To the Members of
JAIPAN INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Jaipan Industries Limited (the Company), for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to 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 opinion of 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 Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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 **ASHOK K. LOHIYA & ASSOCIATES**
CHARTERED ACCOUNTANTS

ASHOK K. LOHIYA
(Proprietor)
MEMBERSHIP NO. 108056

PLACE : MUMBAI
DATED : 4th August, 2012