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## BOARD OF DIRECTORS

**MR. J. N. AGARWAL**  
*Chairman & Managing Director*

**MR. ATIN J. AGARWAL**  
*Director*

**MR. MAHESH S. SHETTY**  
*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 47TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF JAIPAN INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 27TH SEPTEMBER 2013 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 2013, Profit and Loss Account for the year ended 31st March 2013 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Atin J Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in Place of Mr. Shirish Gotecha, 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 31.03.2014."

### SPECIAL BUSINESS

5. "RESOLVED THAT Mr. Mahesh Shyama Shetty, who was appointed as an Additional Director of the Company under section 260 of the Companies Act, 1956, on 11th March 2013 and who holds office up to the date of this Annual General Meeting, in respect of whom notice under section 257 of the Companies Act, 1956 has been received from the member signifying his intention to propose Mr. Mahesh Shyama Shetty, as a candidate for the office of Director of the Company be and is hereby appointed as the Director of the Company liable to retire by rotation."

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

**J. N. AGARWAL**  
(Chairman & Managing Director)

Place : Mumbai  
Dated : 12th August, 2013

**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 Wednesday, September 25, 2013 to Friday, September 27, 2013 (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. Atin Agarwal  
Age : 36 Years  
Qualification : Post Graduate  
Expertise : Management  
Date of Appointment : 01/09/2004

ii) Item No. 3 of the Notice:  
Name : Mr. Shirish Gotecha  
Age : 57 Years  
Qualification : Graduate  
Expertise : Management  
Date of appointment : 21/06/1999

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

**J. N. AGARWAL**  
(Chairman & Managing Director)

Place : Mumbai  
Dated : 12th August, 2013

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

# Annual Report 2012 - 2013

## DIRECTORS' REPORT

To,  
The Members of  
**JAIPAN INDUSTRIES LIMITED**

The Directors have pleasure in presenting the 47th Annual Report on the business and operations of your Company and the Audited Financial Statements for the year ended 31st March, 2013.

### 1. FINANCIAL RESULTS

The highlights of the Financial Results are :

	31-03-2013	31-03-2012
Sales & Other Income	27,14,94,236	27,19,04,126
Less: Raw Material Consumed & Purchases	21,83,59,878	21,44,18,561
Less: Expenditure	4,32,26,142	4,62,46,596
Less: Depreciation	76,03,436	85,65,172
Net Profit before tax & after depreciation	23,04,780	20,93,796
Less: Provision for Tax	11,75,419	10,78,033
Less: Income tax earlier year	—	—
Add: Provision for Deferred Tax	(2,96,736)	(2,54,539)
Net Profit After Tax	14,26,367	12,70,302
Add: Profit & Loss brought forward	3,43,94,134	3,31,23,832
Add: Excess Provisions of Last Year	—	2,92,155
Profit carried to Balance Sheet	3,61,12,656	3,46,86,289

### 2. DIVIDEND

Your Board of Directors does not recommend any dividend for the financial year ended 31st March, 2013.

### 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. ARJUNSINGH MEHROTRA, Independent Director, resigned from the Company with effect from 11th day of March, 2013 and the Company thanks him for his valuable contribution in the Company.

Mr. MAHESH SHYAMA SHETTY, was appointed as an Additional Director in the company with effect from 11th day of March, 2013 and is now appointed as an Independent Director on the Board of the Company with the remuneration as decided by the Board subject to the approval of the shareholders.

Mr. ATIN J AGARWAL, Executive Director retires by rotation at the ensuing Annual General Meeting & being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Mr. SHIRISH DWARKADAS GOTECHA, 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, 2013, 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, 2013 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, 2013 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 Governance 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 : 12th August, 2013

**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, 2013.

### 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

Particulars	2012-13	2011-12
Units Purchase (KWH in Lakhs)	3.30	6.49
Total Amount (Rs. in Lakhs)	9.89	19.48
Average Rate per unit (Rs./Unit)	3.00	3.00

#### B. Consumption per unit of production

Particulars	2012-13 Per Unit	2011-12 Per Unit
Electricity (KWH)	2.00	1.45

### II. 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

Particulars	2012-13 In Lakhs	2011-12 In Lakhs
The Company had earned Foreign Exchange as under on (C & F Basis):		
1) On its Direct Exports	618.68	799.50
2) On its Exports as Supporting Manufacturer	17.83	5.29
The Foreign Exchange outgoing is as under		
1) Travelling	0.00	2.10
2) Bank Charges	0.00	1.54
3) Imports of Raw Materials/Purchases	46.63	30.27

For and on behalf of the Board of Directors

J. N. AGARWAL  
(Chairman & Managing Director)

Place : Mumbai  
Dated : 12th August, 2013

## MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 (IV) (B) & (F) of the Listing Agreement your Directors wish to report as follows:

#### • Industry Structure and Development:

In view of the demand for Latest Home Appliances, there is good demand in Domestic as well as International Market. The Companies which will manage to maintain high standards of quality will see potential in the Indian / Overseas market in diamond trade and export.

#### • Opportunities and Threats:

Opportunities are there for Companies who maintain their standards of quality but the market conditions in the Domestic and International market pose some threat to the industry. Hence, in view of the prevailing and future scenario in the Domestic and International Market, each Company in the Industry has to be very judicious in its business decisions.

#### • Outlook:

The outlook for the Industry and consequently for your company during the current financial year is reasonable, subject however, to the demands in the different parts of the Country. Your Company is putting a lot of efforts to maintain high standards of quality and strengthen its financial position and is attempting to tie up with various Banks- National & Multinational for working capital so as to expand its operations and export business.

#### • Risks and Concerns:

Domestic and International market conditions could be the only risk which may be faced by the Diamond Industry. Other risks or concerns related to finance, production, stocks, insurance, etc. are being managed adequately and efficiently by your Company.

#### • Internal Control Systems and their adequacy:

Your Company has put effective internal control systems into operation and is having regular internal audit mechanism to monitor and review the same under the overall control and supervision of the statutory Auditor and the Audit Committee of Directors. These systems have improved substantially and resulted into better management and effective controls. Continuous improvement in this regard is on going.

#### • Discussion on Financial Performance with respect to Operational Performance:

The Financial performance with respect to the operational performance during the year under review was satisfactory.

#### • Material Development in Human Resources / Industrial Relations Front, including Number of People Employed:

Your Company is constantly endeavoring to introduce Human Resources Development activities for overall improvement of its team. Your Company has cordial and healthy industrial relations at all levels.

#### • Material Financial and Commercial Transactions:

There are no material significant financial and commercial transactions with the related parties viz. Promoters, Directors or the Management, their Companies / firms or relatives conflicting with the interest of the Company. The Promoters and the Directors are not dealing in the Shares of the Company.

For and on behalf of the Board

J. N. AGARWAL  
(Chairman)

Place : Mumbai  
Dated : 12th August, 2013

# Annual Report 2012 - 2013

## 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 five 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:

Name of Directors	Designation	No. of Board Meetings Attended	Directorship in other Limited Companies & Membership as on 31.03.2013			Attendance at last AGM
			Other Board (excluded) Jaipan)	Other Board Committees (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
Mahesh Shetty	Additional Director	1	NIL	NIL	NIL	Not Applicable
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	4	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, 2013. They were held on 15.05.2012, 04.08.2012, 07.11.2012, 15.02.2013 and 11.03.2013.

#### 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. Shirish Gotecha and Mr. Atin J Agarwal, 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 28.09.2012.

In 2011-12, the Audit Committee met 5 times on 15.05.2012, 04.08.2012, 07.11.2012, 15.02.2013 and 11.03.2013. The attendance during the year is as under.

Name of the Member	Designation	No. of meetings attended
Shirish Gotecha	Chairman	5
Ashwini O. Sharma	Director	5
Mahesh Shetty	Additional Director	1
Arjun Singh Mehrotra	Director	4

### 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 15.05.2012 and 15.02.2013

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

### 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 31.03.2013 are specified below:

#### A. Remuneration as per Accounts for the year ended 31.03.2013

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/-

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 28.09.2012.

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.



## Annual Report 2012 - 2013

During the financial year ended March 31, 2013, four Shareholders/Investors' Grievance Committee Meetings were held on 15.05.2012, 04.08.2012, 07.11.2012, and 15.02.2013

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

The Company has attended the investors' grievances / correspondence promptly. There were no investors' complaints pending as on March 31, 2013. There were Nil outstanding requests for transfer & Nil pending requests for dematerialization of shares as on March 31, 2013. 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
2011-12	AGM	17, Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai 400 063.	28.09.2012	9.30 A.M.
2010-11	AGM	17, Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai 400 063.	30.09.2011	9.30 A.M.
2009-10	AGM	17, Cama Industrial Estate, Walbhat Road, Goregaon (E), Mumbai 400 063.	30.09.2010	9.30 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](http://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:

AAs 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, 2013, 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** : Friday, 27th September, 2013 at 9.30 a.m.

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

**2. Book Closure Date** : Wednesday, Monday, 25th September, 2013 to Friday, 27th September, 2013 (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, 2013	By end of 31st July, 2013
Quarter ending 30th September, 2013	By end of 31st October, 2013
Quarter ending 31st December, 2013	By end of 31st January, 2014
Quarter ending 31st March, 2014	By end of 30th April, 2014

**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 2012	13.85	35.05	17,664.10	17,010.16
May 2012	15.35	30.00	17,432.33	15,809.71
June 2012	14.22	23.10	17,448.48	15,748.98
July 2012	15.90	23.70	17,631.19	16,598.48
August 2012	15.00	25.35	17,972.54	17,026.97
September 2012	13.90	24.20	18,869.94	17,250.80
October 2012	14.43	22.00	19,137.29	18,393.42
November 2012	12.13	20.10	19,372.70	18,255.69
December 2012	12.32	18.30	19,612.18	19,149.03
January 2013	12.49	17.90	20,203.66	19,508.93
February 2013	12.00	19.25	19,966.69	18,793.97
March 2013	11.25	17.75	19,754.66	18,568.43

8. **Registrars & Transfer Agents** : Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound,  
1<sup>st</sup> 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, 2013**

Range of Shares	No. of Share Holders	% of Shareholdings	Share Amount (in Rs.)	% of Total Share Amount
1 - 500	3058	70.84	608899	9.98
501 - 1000	513	11.88	403503	6.62
1001 - 2000	505	11.7	692825	11.36
2001 - 3000	74	1.71	185521	3.04
3001 - 4000	44	1.02	156191	2.56
4001 - 5000	26	0.6	119330	1.96
5001 - 10000	49	1.14	350979	5.75
10001 & above	48	1.11	3582592	58.73
<b>TOTAL</b>	<b>4317</b>	<b>100</b>	<b>6099840</b>	<b>100</b>

11. **Category of Shareholdings as on 31st March, 2013**

**LIST OF SHAREHOLDERS CATEGORYWISE (SUMMARY)**

Category	No. of Shares	% of total Shares
CLEARING MEMBER	24427	0.4005
OTHER BODIES	630802	10.3413
DIRECTORS	1909444	31.3032
HINDU UNDIVIDED FAMILY	9836	0.1613
MARKET MAKER	30869	0.5061
NON RESIDENT INDIANS	23180	0.3800
NON RESIDENT ( NON REPATRIABLE )	5407	0.0886
PUBLIC	3084627	50.5690
RELATIVE OF DIRECTORS	381248	6.2501
<b>TOTAL</b>	<b>6099840</b>	<b>100</b>



## Annual Report 2012 - 2013

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### 12. DEMAT POSITION AS ON 31.03.2013

NIL Shares of the Company's paid up equity share capital has been dematerialized up to March 31, 2013. Trading in the equity shares of the Company at Bombay Stock Exchange is permitted only in dematerialized form.

### 13. Address for Correspondence

Company's Registrar & Transfer Agent : Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound, 1<sup>st</sup> 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 : 12th August, 2013

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## **AUDITORS' CERTIFICATE 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, 2013, 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 : 12th August, 2013

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## **FORM A**

(As per Clause 31 of Listing Agreement)

Sr. No.	Particulars	Remark
1.	Name of the company.	Jaipan Industries Limited
2.	Annual financial statements for the year ended.	31.03.2013
3.	Type of Audit observation.	Unqualified
4.	Frequency of observation.	Not Applicable.

For and on Behalf of

### **JAIPAN INDUSTRIES LIMITED**

**J. N. Agarwal**

(Managing Director)

Place : Mumbai

Date : 12th August, 2013