

# **JIK Industries Limited**

**Annual Report  
2012 - 2013**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

R. G. Parikh - Chairman & Managing Director  
S.C. Gurav - Director  
M. P. Unadkat - Director  
V. P Panikar - Director

### **COMPANY SECRETARY**

Shreya G. Sanyashi

### **AUDITORS**

M/s Motilal & Associates  
Chartered Accountants, Mumbai

### **REGD. OFFICE**

Pada No. 3, Balkum, Thane – 400608.  
Phone: +91-22-25340063, 25426349

### **ADMINISTRATIVE OFFICE**

16, Gundecha Chambers,  
N.M. Road, Fort,  
Mumbai - 400023.  
Phone: +91-22-22633313  
Fax: +91-22-22676633  
E-mail: [admin@jik.co.in](mailto:admin@jik.co.in)  
Website: <http://www.jik.co.in/>

### **REGISTRAR & TRANSFER AGENT**

Sharex Dynamic (India) Pvt. Ltd.  
Unit No. 1, Luthra Industrial Premises,  
Andheri –Kurla Road, Safed Pool,  
Andheri (East), Mumbai- 400072.  
Phone: +91-22-2851 5606/5644  
Fax: +91-22- 2851 2885

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### **NOTICE**

NOTICE is hereby given that Twenty First Annual General Meeting of the members of the Company will be held on Saturday, 12th October, 2013 at 2.30 p.m. at Golden Swan Club, Off. Pokhran Road No. 1, Yeoor Hills, Thane (W) 400 602 to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements of the Company comprising of the Balance Sheet as at 30<sup>th</sup> June, 2013 (12 months), the Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Schedules forming part of the accounts and annexure thereto, Report of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Vijay P. Panikar who retires by rotation and being eligible, offer himself for re-appointment.
3. To re-appoint M/s. Motilal & Associates, Chartered Accountants, as statutory auditors of the Company, who retire at this Annual General Meeting, and being eligible, offer themselves for re-appointment and to fix their remuneration.

**"RESOLVED THAT** M/s. Motilal & Associates, Chartered Accountants, Mumbai having ICAI Registration No. 106584W be and are hereby re-appointed as 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 and to authorise the Board of Directors to fix their remuneration."

#### **SPECIAL BUSINESS:**

4. Sale of Assets, Investments and shares of subsidiary(ies) companies held by company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and necessary permission if required from authority(ies) and subject to the approval of shareholders in the general meeting, consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board") to sell the whole or any part of the whole of its assets and/or investments and/or holding in the subsidiary(ies) to a buyer(s) on such terms, amount and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit.

**"RESOLVED FURTHER THAT** Shri. Rajendra G. Parikh, Managing Director be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

5. Resignation of Mr. Aditya R. Parikh from the post of Vice President.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**"RESOLVED THAT** Mr. Aditya R. Parikh has hereby resigned from the post of Vice President of the Company w. e. f from 01.07.2013. He may continue as consultant as and when the consultancy is required from him on the terms and condition to be decided by the Board of Directors or the committee which will be designated by the Board of Directors of the Company.

**By Order of the Board**

**Place:** Thane

**Date:** 29<sup>th</sup> August, 2013

**Shreya Sanyashi**  
**Company Secretary**

#### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORMS DULY COMPLETED SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The information as required to be provided under the Listing Agreement entered into with stock exchanges, regarding the Directors who are proposed to be appointed/reappointed is given.
3. The Register of Members and Share transfer Books of the company will remain closed from 05th October, 2013 to 12th October, 2013 (both days inclusive).
4. In compliance of SEBI requirements, Sharex Dynamic (India) Pvt. Ltd., has been appointed as Registrar and Share Transfer Agent of the Company who handle share transfer work in Physical as well as in Electronic Form and other related activities at the following address:

M/s Sharex Dynamic (India) Private Limited [Unit: JIK Industries Limited], Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai- 400072. Tel. Nos. 022-2851 5606/5644 Fax No. 022- 2851 2885

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5. Members are requested to notify changes, if any in their address to the M/s Sharex Dynamic (India) Private Limited, quoting their folio numbers/DPID/Client ID etc.
6. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
7. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communications.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.**

**Item No. 4**

Section 293 (1) (a) of the Companies Act, 1956 provides that the Board of Directors of public limited company shall not, without the consent of such public limited company in general meeting, sell the whole or part of the whole of the its assets/investments of the Company.

Board has proposed to sell its assets, investments and investment made in the subsidiary(ies) companies to the prospective buyers as and when company will be able to get the same and on such terms and condition which will be decided by the Board of Directors.

**Item No. 5**

As the Company is not required to have a full time Vice President Mr. Aditya R. Parikh has resigned from the post. He will be retained as a consultant by Company on the basis of consultation fees as and when required.

**Registered Office:**

Pada No. 3, Balkum,  
Thane (West), Thane – 400608

**By order of the Board**

**Place:** Thane

**Date:** 29<sup>th</sup> August, 2013

**Shreya G. Sanyashi**  
**Company Secretary**

**INFORMATION REGARDING DIRECTORS SEEKING RE-APPOINTMENT IN THE TWENTY FIRST ANNUAL GENERAL MEETING**

As required under clause 49 of the Listing Agreement, the particulars of Director who is proposed to appointed/re-appointed are given below:

Name of the Director	Vijay P. Panikar
Date of Appointment /reappointment	18/08/2011
Qualification	B Sc
Experience	30 years of experience in Hindustan Petroleum Corporation Ltd.
Directorships held in other public Companies	NIL
Chairmanship/Memberships of the committees of the Board of other public Companies	NIL
No. of shares held in the Company	15230

## Directors' Report

The Members of JIK Industries Limited,

Your Directors are pleased to present herewith Twenty First Annual Report together with the Audited Statements of Accounts of the Company for the Twelve months year ended 30<sup>th</sup> June, 2013.

## OPERATIONS

The performance of the Company during the reporting period has been affected due to slow down in the economy.

## FINANCIAL HIGHLIGHTS

Company continues to be totally debt free with respect to secured creditors in the current year. Standalone Financial Information of JIK Industries Limited is as follows:

(Amount in Rupees)

Particulars	Year ended 30 <sup>th</sup> June, 2013	Year ended 30 <sup>th</sup> June, 2012
Sales & Other Income	8,43,21,341	28,05,31,006
Total Expenses	8,70,98,324	26,16,83,927
Gross Profit/ (Loss)	(27,76,983)	1,88,47,079
Interest and Finance Charges	—	—
Depreciation and Amortization	48,31,411	48,47,538
Profit / (Loss) before Taxes and Extra Ordinary Items	(76,08,394)	1,39,99,541
Provision for Taxes	—	(6,22,957)
Profit / (Loss) Before Extra Ordinary Items	(76,08,394)	1,46,22,498
Extra Ordinary Items	4,62,01,434	—
Net Profit after Tax	(5,38,09,828)	1,46,22,498

## PUBLIC DEPOSIT

The Company has not accepted any fixed deposit from public during the period under report.

## DIRECTORS

Mr. Vijay P. Panikar retires from office by rotation and being eligible, offer himself for re-appointment at the forthcoming Annual General Meeting of the Company.

In terms of the provision of section 274(1) (g) of the Companies Act, 1956 as amended from time to time, none of the Directors are disqualified.

## AUDITORS

M/s. Motilal & Associates., Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the forthcoming Annual General Meeting. The Company has received a letter from them to the effect that their re-appointment, if made, would be within the prescribed limit under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for reappointment within the meaning of Section 226 of the said Act.

## SUBSIDIARY COMPANIES

Pursuant to the Rehabilitation Scheme the Company has been exempted to attach documents in respect of subsidiary companies. Accordingly, the Balance Sheet, Profit & Loss Account, and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. Financial information of the subsidiary companies, as required, is disclosed in the Annual

Report. The Company will make available the Annual Accounts of the subsidiary companies to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company from (11.00 am to 5.30 p.m.) The Consolidated Financial Statements presented by the Company includes financial results of its subsidiary companies.

## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard (AS-21) read with Accounting Standard (AS-23), the consolidated financial statements are attached, which form part of the Annual Report.

## BRU (Bombay Relief Undertaking)

The renewal application is made by the Company and the order is awaited.

## CORPORATE GOVERNANCE

The Report on Corporate Governance and Auditors Certificate regarding compliance with conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges forms part of this Annual Report.

The Management Discussion and Analysis Report for the period under review as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges have been included in this Annual Report.

## PARTICULARS OF EMPLOYEE

The Company does not have any employee falling within the scope of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of the Employees) Rules, 1975 and as such no information has been provided.

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

A statement pursuant to section 217(1)(e) of the Companies Act, 1956, giving details of measures taken toward conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1998 is annexed in this report.

## DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed that:

- in the preparation of the financial statements, the applicable accounting standards had been followed and there is no material departure;
- appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 30<sup>th</sup> June, 2013 and of the loss of the Company for the year ended on that date;
- proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding of the assets of the Company and for preventing and detecting fraud and other irregularities;
- the financial statements for the year ended 30<sup>th</sup> June, 2013 have been prepared on a going concern basis.

## CASH FLOW STATEMENT:

In conformity with the provisions of Clause 32 of the Listing Agreement with the Stock Exchanges, the Cash Flow Statement for the financial period ended 30<sup>th</sup> June, 2013 is annexed herewith.

## INFORMATION UNDER LISTING AGREEMENT WITH STOCK EXCHANGES

### DEMATERIALISATION OF SHARES

The Shares of the Company have been admitted in dematerialized form for trading by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) under the ISIN: INE026B01049 and they are compulsorily traded in dematerialized form.

As on 30<sup>th</sup> June, 2013 a total of 71366322 equity shares of the Company, which form 98.24 % of the equity share capital, stand dematerialized.

In accordance with Circular No. D/CC/FITTC/CIR-16-2002 dated December 31, 2002 of Securities and Exchange Board of India, Secretarial Audit Report for the quarters ended September 30, 2012; December 31, 2012; March 31, 2013 and June 30, 2013 have been obtained from Company Secretary in whole time practice.

### LISTING OF SECURITIES OF COMPANY

The equity shares of your Company continue to be listed on The Bombay Stock Exchange Limited and The National Stock Exchange of India Limited. The listing fee for the year 2013-14 has been paid to both the exchanges.

### ACKNOWLEDGEMENT

Your Directors wish to acknowledge all their stakeholders and are grateful for the excellent support received from the Shareholders, Government authorities, esteemed clients, customers and other business associates. Your Directors recognise and appreciate the hard work and efforts put in by all the employees of the Company and in a very challenging environment.

**For and on behalf of the Board**

Place: Thane  
Dated: 29<sup>th</sup> August, 2013

**Rajendra G. Parikh**  
**Chairman & Managing Director**

## ANNEXURE I – TO DIRECTORS' REPORT

**Statement pursuant to Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.**

### FORM – A (see Rule 2)

**Form of Disclosure of particulars with respect to Conservation of Energy**

	Year ended 30 <sup>th</sup> June, 2013	Year ended 30 <sup>th</sup> June, 2012
<b>A. Power and fuel consumption</b>		
1. Electricity:		
(a) Purchased		
Units (KWH)	22033	17167
Total Amount (Rs)	458210	343431
Rate per Unit (Avg.)	9.43	7.45
(b) Own generation		
(i) Through diesel generator:		
Units (KWH)	Nil	Nil
Units per Ltr. of Diesel oil	Nil	Nil
Cost per unit (Rs.)	Nil	Nil
2. Coal (specify quality and where used)	Nil	Nil
3. Furnace Oil/Gas	Nil	Nil
4. Others/Internal Generation	Nil	Nil

### B. Consumption per unit of production:

It is not feasible to maintain product-wise energy consumption data, since range of products having different energy requirements, is being manufactured.

### FORM - B

**Disclosure of particulars with respect to Technology Absorption, adoption and Innovation**

The Company has done Development Activity in designs and developments of products.

### Technology Imported:

- Technology imported from Reci Industri AB of Sweden and Lindhsammar Glasbruk AB of Sweden.
- Year of import during 1996-97 and 1997-98 respectively.
- Has Technology been fully absorbed: Yes.
- If not fully absorbed, reasons and future course of action: NA

### C. FOREIGN EXCHANGE EARNINGS & OUTGOING:

**Total Foreign Exchange used and Earned:**

(Rs. in Lakhs)

	Year ended 30 <sup>th</sup> June, 2013	Year ended 30 <sup>th</sup> June, 2012
i. Total foreign exchange used	0.72	Nil
ii. Total foreign exchange earned	3.43	Nil

## MANAGEMENT DISCUSSIONS AND ANALYSIS

The Company is in business of crystal, glass and allied products. This forms the basis for review of operational performance by the management for the twelve months year ended 30<sup>th</sup> June, 2013.

### INDUSTRY STRUCTURE:

There have been challenges for growth in India and worldwide this year. Therefore needless to say, the financial year 2012 - 13 has been challenging for most of businesses and too for the Company.

### COMPANY OVERVIEW:

The company is in the business of manufacturing, outsourcing, marketing and trading of crystal, glass and allied products.

### OPPORTUNITIES AND THREATS:

There are opportunities in the current business environment, as customers are looking for better price competitiveness and flexible product range. The company is well suited to take advantage of this and is working toward the same.

### OUTLOOK:

It will be a cautiously optimistic outlook for the current year with every effort being made to tap existing opportunities.

### RISK MANAGEMENT:

Like any other enterprise having national as well global business interests, is exposed to business risks which may be systematic as well as unsystematic to company.

The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The internal controls are designed to provide reasonable assurance with regard to defined roles and responsibilities down the line for all managerial position.

### HUMAN RESOURCES MANAGEMENT:

Human resources are recognized as one of the critical area to the success of the organization. Employees are vital and most valuable assets. We have created a favorable work environment that encourages innovation and meritocracy. There is close interaction between the Management and employees to facilitate smooth functioning of all the organizational activities.

### CAUTION STATEMENT:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downward trend in the domestic industry, rise in input costs, exchange rate fluctuations, and significant changes in political and economic environment in India, environment standards, tax laws, litigation and labour relations.

## CORPORATE GOVERNANCE REPORT

As required by Clause 49 of the Listing Agreements with Stock Exchanges.

### 1. COMPANY'S PHILOSOPHY:

JIK strives to monitor and ensure compliance with all applicable Laws and Regulations. It has always been JIK's philosophy on the code of Corporate Governance, to ensure that adequate control systems are devised and implemented and are put in the place.

The Company believes that sound corporate governance policy is important to retain investor's trust. JIK has always held itself to high standard of accountability, disclosures and reporting. It has been the endeavour of your Company to give fair and equitable treatment to all its stakeholders, including employees, customers and shareholders.

### 2. BOARD OF DIRECTORS

#### 2.1 Composition of the Board:

The current strength of the Board of Directors of the Company is four. The Board has an optimum blend of executive and non-executive directors. The Chairman and Managing Director is executive director while other directors are non executive directors. This combination helps the Company take benefit of the experience and expertise of the directors, in their core area of competence. The Board has a Managing Director who is also a Chairman and the number of independent Directors is more than half of the total strength of the Board.

The above composition is consistent with the relevant provisions of Clause 49 of the Listing agreement entered into with Stock Exchanges.

#### 2.2 Board Meetings:

During the year four Board Meetings were held on August 29, 2012, November 12, 2012, February 09, 2013 and May 14, 2013. The Board was presented with the relevant and necessary information. The attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorship is given below:

Name of Director	Category	Attendance Particulars		No. of Membership /chairmanship in other Board Committees	No. of Membership /chairmanship in other Board Committees	No. of Shares held in the Company as at 30-06-2013
		Board Meetings	Last AGM			
Shri. Rajendra G. Parikh	CMD	4	Yes	-	-	8900900
Shri. Surendra C. Gurav	NEID	4	Yes	-	-	-
Shri. Manoj P. Unadkat	NEID	4	Yes	-	-	66
Shri. Vijay P. Panikar	NEID	3	No	-	-	15230

**CMD:** Chairman and Managing Director, **NEID:** Non Executive Independent Director

### 3. AUDIT COMMITTEE:

The Companies Act, 1956 and Listing Agreement with Exchanges provide for constitution of Audit Committee. The terms of reference of this Committee are wide enough to cover the matters specified for audit committees in Clause 49 of the Listing Agreement as well as under the provisions of the Companies Act, 1956. During the year four Audit Committee Meetings were held on August 29, 2012, November 12, 2012, February 09, 2013 and May 14, 2013. The Company Secretary acts as the Secretary of the Committee. The Minutes of the Audit Committee Meetings are noted at the Board Meeting

The attendance of each member of the Committee is given below:

Sr. No.	Name of Members	Category	Designation	No. of Meetings Attended
1	Shri. Surendra C. Gurav	NEID	Chairman	4
2	Shri. Manoj P. Unadkat	NEID	Member	4
3	Shri. Rajendra G. Parikh	CMD	Member	4

### 4. REMUNERATION COMMITTEE:

The Company has constituted remuneration committee to recommend/review remuneration of executive director(s) based on performance and assessment criteria. The Non-Executive Independent Directors do not draw remuneration from the Company. Also no sitting fee is being paid for attending meetings of the Board /Committee.

The composition of the Remuneration Committee is given below:

Sr. No.	Name of the Members	Category	Designation
1	Shri. Surendra C. Gurav	NEID	Chairman
2	Shri. Manoj P. Unadkat	NEID	Member
3	Shri. Rajendra G. Parikh	CMD	Member

Details of remuneration paid to Shri. R. G. Parikh during the period ended 30<sup>th</sup> June, 2013 is as follows:

(Amount in Rs.)

Name of Director	Sitting Fees	Category	Remuneration	Total
Shri. R. G. Parikh	--	Chairman & MD	900000	900000

### 5. SHAREHOLDER'S/INVESTORS' GRIEVANCE COMMITTEE

The Company has constituted the Shareholder's/Investors' Grievance Committee. The Committee comprises of Shri. Surendra C. Gurav Chairman, Shri. Rajendra G. Parikh and Shri. Manoj P. Unadkat as Members. Company Secretary is the Compliance Officer to the Committee. The Committee met four times during the year ended 30<sup>th</sup> June, 2013 on August 29, 2012, November 12, 2012, February 09, 2013 and May 14, 2013 which was attended by all the members.

The functions of Committee to approve transfer, transmission, sub-division and issue of duplicate/re-materialization of shares and for redressal of investors complaints. During the 12 months year ended 30<sup>th</sup> June, 2013, 3 complaints

were received from the shareholders. All complaints of shareholders were resolved. There was no outstanding complaint as on 30<sup>th</sup> June, 2013.

### 6. MANAGEMENT COMMITTEE

The Company has constituted the Management Committee. The Committee comprises of Shri. Surendra C. Gurav Chairman, Shri. Rajendra G. Parikh and Shri. Manoj P. Unadkat as Members. The terms of reference of the Management committee inter-alia consists of considering the normal business and specific business delegated by the Board from time to time.

The Committee met once during the year ended 30<sup>th</sup> June, 2013 on 7<sup>th</sup> January 2013 which was attended by all the members.

### 7. ANNUAL GENERAL MEETING

The last 3 Annual General Meetings of the Company were held as under :

Financial Year	Venue	Date	Time	Special Resolution Passed
2011-12	Golden Swan Country Club, Off Pokhran Road No. 1, Yeoor Hills, Thane-400 602	24.12.2012	3.30 PM	No
2010-11	-do-	04.11.2011	9.30 A.M	Yes
2009-10	Pada No. 3, Balkum, Thane(W), Thane - 400 608	06.08.2010	9.30A.M.	Yes

### 8. DISCLOSURE

The Company has three subsidiaries, viz. M/s. I. A. & I. C. Private Limited, M/s. Shah Pratap Industries Private Limited, M/s. Glassworks Trading Private Limited

In terms of the Accounting Standard (AS) 18, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, the Company has identified the related parties covered therein and details of transactions with such related parties have been disclosed in the Note No. B(7) to Schedule 25 Notes to Accounts of the Annual Report for the 12 months year ended 30<sup>th</sup> June, 2013.

During the period, there were no transactions of material nature of the Company with the promoters, directors, management or their relatives, subsidiaries and other related parties covered under AS 18 that had potential conflict with the interests of the Company.

The CEO has certified to the Board with regard to the financial statement and other matters as required by Clause 49 of the Listing Agreement. The certificate is contained in this report.

The Company has obtain a Certificate from Statutory Auditors confirming compliance with all the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchange is annexed in this



report. There were no instances of non-compliance by the Company, penalties, strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market during the last three years. The Company is regularly complying with all the mandatory requirements of Clause 49 of the Listing Agreement regarding Board Composition, Code of Conduct, Audit Committee, quarterly and annual disclosures etc. The Company does not have a Whistle Blower Policy. However, no personnel of the company has been prevented from reporting to the Management any misconduct observed by her/ him. The Company has not adopted any of the non-mandatory requirements as mentioned in clause 2 of Annexure-1D of Clause 49 of the Listing Agreement but voluntarily constituted the Management Committee.

In line with the amended Clause 49 of the listing agreement, the Company adopted a Code of Conduct and ethics for its Directors and Senior Executives. All the Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the 12 months period ended 30<sup>th</sup> June, 2013.

## 9. MEANS OF COMMUNICATION:

- Quarterly/half yearly /yearly results are normally published in English and local language newspapers as specified by SEBI and as required under Listing Agreement. The audited annual accounts are posted to every member of the company. Quarterly shareholding distribution and quarterly/half yearly/yearly results submitted to the stock exchanges are posted on the website of the company: <http://www.jik.co.in>.
- The email id for investors/shareholders grievances is [investorrel@jik.co.in](mailto:investorrel@jik.co.in).
- The Stock Exchanges are notified of any important developments that may materially affect the working of the Company.
- No presentations were made to any institutional investors or analysts etc.
- A Management Discussion and Analysis Report, which forms a part of the Annual Report, has been given by means of a separate Annexure and attached to the Directors Report.

## 10. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting  
Date and Time: 12<sup>th</sup> October, 2013 at 2.30 p.m  
Venue: Golden Swan Country Club,  
Off Pokhran Road No.1, Yeoor Hills,  
Thane - 400 602.

## Reporting in the Financial calendar 2013 - 2014

### Financial Year

1<sup>st</sup> Quarter Results } Within 45 days from the end of the  
2<sup>nd</sup> Quarter Results } Quarter  
3<sup>rd</sup> Quarter Results }  
Audited Annual Results Within 60 days from the year end

### Book closure date

The Book Closure is from 05<sup>th</sup> October 2013 to 12<sup>th</sup> October, 2013

(both the days inclusive).

## Listing on stock exchange

Name & address of the Stock Exchange:

### Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  
**Stock Code: 511618**

**National Stock Exchange of India Limited** Exchange Plaza,  
Plot No. C/1,G. Block, Bandra – Kurla Complex,Bandra (East),  
Mumbai – 400 051**Stock Code: JIKIND**

The Company has paid Annual Listing Fees for the year 2013-14 to the above Stock Exchanges.

## Market price data

High/Low during each month of the 12 months period ended 30<sup>th</sup> June, 2013, on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited

Mon- th	JIK Share price data [BSE]		BSE Sensex		JIK Share price data [NSE]		NSE Nifty	
	High (Rs.)	Low (Rs.)	High	Low	High (Rs.)	Low (Rs.)	High	Low
2012 Jul	5.15	4.01	17,631.19	16,598.48	5.05	4.00	5333.65	5077.65
Aug	4.53	3.75	17,972.54	17,026.97	4.55	3.80	5433.35	5209.95
Sept	4.64	3.65	18,869.94	17,250.80	4.80	3.70	5735.15	5215.65
Oct	5.48	3.90	19,137.29	18,393.42	5.05	3.80	5215.35	4888.20
Nov	5.10	2.74	19,372.70	18,255.69	4.95	2.75	5885.25	5548.35
Dec	4.44	2.33	19,612.18	19,149.03	4.35	2.50	5965.15	5823.15
2013 Jan	3.04	1.70	20,203.66	19,508.93	2.90	1.75	6111.80	5935.20
Feb	2.04	1.43	19,966.69	18,793.97	1.95	1.50	6052.95	5671.90
Mar	1.46	0.93	19,754.66	18,568.43	1.50	0.90	5971.20	5604.85
Apr	1.07	0.87	19,622.68	18,144.22	1.05	0.80	5962.30	5477.20
May	1.07	0.81	20,443.62	19,451.26	1.00	0.80	6229.45	5910.95
Jun	0.99	0.79	19,860.19	18,467.16	1.00	0.75	6011.00	5570.25

## Distribution of shareholding as on 30<sup>th</sup> June, 2013

Range	No. of holders	% of holders	Total Share	% of Shareholding
Up to 100	10426	67.35	359401	0.49
101 to 200	1430	9.24	225882	0.31
201 to 500	1341	8.66	497213	0.68
501 to 1000	852	5.50	719046	0.99
1,001 to 5,000	994	6.42	2422475	3.33
5,001 to 10,000	187	1.21	1377966	1.90
10001 to 1,00,000	206	1.33	5513146	7.59
1,00,001 & above	44	0.28	61525822	84.70
<b>Total</b>	<b>15480</b>	<b>100.00</b>	<b>72640951</b>	<b>100.00</b>

### Shareholding pattern as on 30<sup>th</sup> June, 2013

Sr. No.	Category of Shareholder	No. of Shares	Percentage
1	Promoters & Associates	33160697	45.650
2	Financial Institutions / Banks / Insurance / Mutual Funds	545837	0.751
3	NRI/OCB	386035	0.531
4	Private Corporate Bodies	15716993	21.637
5	Indian Public	22831389	31.431
	<b>Total</b>	<b>72640951</b>	<b>100.00</b>

### Pledge of Shares of Promoters & Promoter Group as on 30<sup>th</sup> June, 2013

Sr. No	Category of Shareholder	No. of Shares	Percentage
1	Promoter & Promoters Group	25825	0.036

### Details of complaints / queries received and redressed during 1<sup>st</sup> July, 2012 to 30<sup>th</sup> June, 2013

Number of shareholders complaints / queries received	3
Number of shareholders complaints / queries redressed	3
Number of shareholders complaints / queries pending	NIL

### Registrars and transfer agents

In compliance of SEBI requirements, Sharex Dynamic (India) Private Limited has been appointed the Registrar and Share Transfer Agent of the Company who handles share transfer work in Physical as well as Electronic Form and other related activities at the following address:

#### Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Industrial Premises, Andheri –Kurla Road, Safed Pool, Andheri (East), Mumbai- 400072.  
Tel. Nos. 022-2851 5606/5644 Fax No.022-2851 2885

### Share Transfer System

As on 30<sup>th</sup> June, 2013, 98.24% of the equity shares of the Company are in dematerialised form. Transfer of these shares is effected through depositories without involvement of the Company. As regards transfer of shares in physical form, the same are processed and approved on a regular basis and the certificates are returned to the shareholders within 30 days from the date of receipt (subject to the documents being valid and complete in all respects).

### Dematerialization of shares

The Shares of the Company have been admitted in dematerialized form for trading by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) under the ISIN: **INE 026B01049** and they are compulsorily traded in dematerialized form. As on 30<sup>th</sup> June, 2013, a total of 71366322 equity shares of the Company, which form 98.24% of the equity share capital, stand dematerialized. The Company has issued 5106 equity shares with differential voting right. Such equity shares are not listed on both the stock exchanges (NSE & BSE) and in physical mode.

Due to non-implementation of Hon'ble BIFR Orders by ROC and

others, e-form is pending and the matter is sub-judice before the Hon'ble Bombay High Court.

### Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any GDRs /ADRs/Convertible Instruments during the year under review.

### Location of manufacturing plant

Pada No. 3, Balkum,  
Thane (West),  
Thane – 400 608

### Investors' correspondence may be address to:

#### Sharex Dynamic (India) Pvt. Ltd.

Unit No. 1, Luthra Industrial Premises, Andheri –Kurla Road, Safed Pool, Andheri (East), Mumbai- 400072.  
Tel. Nos. 022-2851 5606/5644 Fax No. 022- 2851 2885  
Email ID: info@sharexindia.com

#### Ms. Shreya G. Sanyashi

#### Compliance Officer, JIK Industries Limited

Admin. Office: 16, Gundecha Chambers,  
Nagindas Master Road, Fort, Mumbai-400023

### For and on behalf of the Board

Place: Thane  
Date: 29<sup>th</sup> August, 2013

**R.G. Parikh**  
**Chairman & Managing Director**

### CEO CERTIFICATION

I, Rajendra G. Parikh, Chairman & Managing Director of JIK Industries Limited, to the best of my knowledge and belief hereby certify that:

- I have reviewed the financial statements and Cash Flow Statement for the year ended 30<sup>th</sup> June, 2013 and that to the best of our knowledge and belief;
- these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
- these statements together present a true and fair view of the Company's affairs are in compliance with existing Accounting Standards, applicable laws and regulations.
- To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 30<sup>th</sup> June, 2013 are fraudulent, illegal or violate the Company's code of conduct.
- I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, proper steps have been taken to rectify these deficiencies.
- There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Thane  
Date: 29<sup>th</sup> August, 2013

**R.G. Parikh**  
**Chairman & Managing Director**