



**ANNUAL REPORT  
2013 - 2014**

**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 A. Dhende

**AUDITORS**

M/s Motilal & Associates  
Chartered Accountants, Mumbai

**REGD. OFFICE & FACTORY**

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 Second Annual General Meeting of the members of the Company will be held on 20<sup>th</sup> December, 2014 at 9.30 a.m. at Know IT Hall, 305 Krupa Chambers, Near Malhar Cinema, Opp. MTNL, Gokhale Road, Naupada, Thane (West) – 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, 2014, 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 Shri. Rajendra G. Parikh 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. To consider and, if thought fit, to pass, with or without modifications, the following :

**AS AN ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Manoj P. Unadkat (holding DIN 00495121), a Non-Executive Director of the Company who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting AND THAT he shall not be liable to retire by rotation.

5. To consider and, if thought fit, to pass, with or without modifications, the following :

**AS AN ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri. Surendra C. Gurav (holding DIN 00485016), a Non-Executive Director of the Company who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting AND THAT he shall not be liable to retire by rotation.

6. To consider and, if thought fit, to pass, with or without modifications, the following :

**AS AN ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri. Vijay P. Panikar (holding DIN 03600137), a Non-Executive Director of the Company who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting AND THAT he shall not be liable to retire by rotation.

**By Order of the Board**

**Place:** Mumbai.

**Date:** 31<sup>st</sup> October, 2014

**Shreya A. Dhende**  
**Company Secretary**

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**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 11<sup>th</sup> December, 2014 to 20<sup>th</sup> December, 2014 (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
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.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 15th December, 2014 at 9.30 a.m. and ends on 16th December, 2014 on 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07th November, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant JIK Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013.

### Item No. 4

Shri. Manoj P. Unadkat is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2011. It is proposed to appoint Shri. Manoj P. Unadkat as an Independent Director for Five consecutive years from the conclusion of this Annual General Meeting. A notice has been received from a member proposing Shri. Manoj P. Unadkat as a candidate for the office of Director of the Company. The Company has also received a declaration from Shri. Manoj P. Unadkat, Independent Director, that he meets with the criteria of Independence as prescribed, both under sub section 6 of Section 149 of the Act and under clause 49 of the Listing Agreement.

Pursuant to the coming into force of Section 149 of the Companies Act, 2013 ('the Act') from April 1, 2014, the Company has re-assessed the status of its directors with a view to determining their qualifying for classification as Independent Directors in terms of Section 149(6) of the Act. Accordingly, Shri. Manoj P. Unadkat fulfils the criteria laid out in Section 149(6) of the Act in this regard.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Shri. Manoj P. Unadkat and accordingly recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

In the opinion of the Board, Shri. Manoj P. Unadkat fulfils the conditions specified in the Act and the Equity Listing Agreement and he is independent of the management. Save and except Shri. Manoj P. Unadkat, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

### Item No. 5

Shri. Surendra C. Gurav is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2004. It is proposed to appoint Shri. Surendra C. Gurav as an Independent Director for Five consecutive years from the conclusion of this Annual General Meeting. A notice has been received from a member proposing Shri. Surendra C. Gurav as a candidate for the office of Director of the Company. The Company has also received a declaration from Shri. Surendra C. Gurav, Independent Director, that he meets with the criteria of Independence as prescribed, both under sub section 6 of Section 149 of the Act and under clause 49 of the Listing Agreement.

Pursuant to the coming into force of Section 149 of the Companies Act, 2013 ('the Act') from April 1, 2014, the Company has re-assessed the status of its directors with a view to determining their qualifying for classification as Independent Directors in terms of

Section 149(6) of the Act. Accordingly, Shri. Surendra C. Gurav fulfils the criteria laid out in Section 149(6) of the Act in this regard.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Shri. Surendra C. Gurav and accordingly recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

In the opinion of the Board, Shri. Surendra C. Gurav fulfils the conditions specified in the Act and the Equity Listing Agreement and he is independent of the management. Save and except Shri. Surendra C. Gurav, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

#### Item No. 6

Shri. Vijay P. Panikar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 2011. It is proposed to appoint Shri. Vijay P. Panikar as an Independent Director for Five consecutive years from the conclusion of this Annual General Meeting. A notice has been received from a member proposing Shri. Vijay P. Panikar as a candidate for the office of Director of the Company. The Company has also received a declaration from Shri. Vijay P. Panikar, Independent Director, that he meets with the criteria of Independence as prescribed, both under sub section 6 of Section 149 of the Act and under clause 49 of the Listing Agreement.

Pursuant to the coming into force of Section 149 of the Companies Act, 2013 ('the Act') from April 1, 2014, the Company has re-assessed the status of its directors with a view to determining their qualifying for classification as Independent Directors in terms of Section 149(6) of the Act. Accordingly, Shri. Vijay P. Panikar fulfils the criteria laid out in Section 149(6) of the Act in this regard.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Shri. Vijay P. Panikar and accordingly recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for approval of the Members.

In the opinion of the Board, Shri. Vijay P. Panikar fulfils the conditions specified in the Act and the Equity Listing Agreement and he is independent of the management. Save and except Shri. Vijay P. Panikar, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

#### Admin. Office:

16, Gundecha Chambers,  
N.M. Road, Fort, Mumbai - 400 023.

**By order of the Board**

**Place:** Mumbai

**Date:** 31<sup>st</sup> October, 2014

**Shreya A. Dhende**  
**Company Secretary**

#### INFORMATION REGARDING DIRECTORS SEEKING RE-APPOINTMENT IN THE TWENTY SECOND 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	Rajendra G. Parikh	Manoj P. Unadkat	Vijay P. Panikar	Surendra C. Gurav
Date of Appointment/ reappointment	10/05/1990	31/01/2011	18/08/2011	31/01/2004
Qualification	BA Hons., Diploma in Administrative and Management	B. A., LLB	B Sc	Graduate Diploma-Instrumentation
Experience	Eight years of experience in business before starting the Company as promoter and has over 24 years of experience in the industry and business operations of the Company	Since 1980 he is working as Advocate. Around 34 years of experience.	30 years of experience in Hindustan Petroleum Corporation Ltd.	20 years of experience before joining the Company
Directorships held in other public Companies	NIL	NIL	NIL	NIL
Chairmanship/ Memberships of the committees of the Board of other public Companies	NIL	NIL	NIL	NIL
No. of shares held in the Company	8900900	66	15230	NIL

### **Directors' Report**

The Members of JIK Industries Limited,

Your Directors are pleased to present herewith Twenty Second Annual Report together with the Audited Statements of Accounts of the Company for the Twelve months period ended 30<sup>th</sup> June, 2014.

### **OPERATIONS**

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

### **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	Period ended 30 <sup>th</sup> June, 2014	Period ended 30 <sup>th</sup> June, 2013
Sales & Other Income	1,22,65,895	8,43,21,341
Total Expenses	4,39,12,076	8,70,98,324
Gross Profit/ (Loss)	(3,16,46,181)	(27,76,983)
Interest and Finance Charges	--	--
Depreciation and Amortization	36,76,990	48,31,411
Profit / (Loss) before Taxes and Extra Ordinary Items	(3,53,23,171)	(76,08,394)
Provision for Taxes	--	--
Profit / (Loss) Before Extra Ordinary Items	(3,53,23,171)	(76,08,394)
Extra Ordinary Items	--	4,62,01,434
Net Profit after Tax	(3,53,23,171)	(5,38,09,828)

### **PUBLIC DEPOSIT**

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

### **DIRECTORS**

Shri Rajendra G. Parikh, Executive Director, retire from office by rotation and being eligible offer himself for reappointment at the forthcoming Annual General Meeting of the Company.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of Shri Manoj P. Unadkat, Shri S. C. Gurav, and Shri Vijay P. Panikar, as Independent Directors for 5 consecutive years from the conclusion of this Annual General Meeting. Details of the proposal for appointment of Shri Manoj P. Unadkat, Shri S. C. Gurav, and Shri Vijay P. Panikar, are mentioned in the Explanatory Statement attached to the Notice of the Annual General Meeting.

### **AUDITORS**

M/s. Motilal & Associates., Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the forthcoming Annual General Meeting and recommended for re-appointment. The Company has received letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 139. Under Section 139 of

the Companies Act, 2013, Statutory Auditors of every listed Company who have completed a term of 10 years or more will not be eligible for re appointment as Statutory Auditors. However, the existing companies have been allowed to comply with the new requirements of the section within 3 years from the date of commencement of the Companies Act, 2013. The existing Statutory Auditor of the Company has already completed a term 10 years.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company proposes the re – appointment of M/s. Motilal & Associates, Chartered Accountant, as a Statutory Auditor of the Company for the current year.

### **SUBSIDIARY COMPANIES**

The Ministry of Corporate Affairs vide its general Circular No.2/2011 dated 8th February, 2011, have granted permission to holding companies not to attach accounts of its subsidiary companies, with the Balance Sheet of the Company. However, these documents shall be available to any shareholder of the Company/Subsidiary Companies, interested in obtaining the same. Further, pursuant to provisions of the Accounting Standard 21 (AS-21) prescribed under the Companies (Accounting Standard) Rules – 2006, the Listing Agreement and prescribed by the Securities and Exchange Board of India, Consolidated Financial Statement presented by the Company include financial information of subsidiary companies, which forms a part of the Annual Report.

### **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 Government of Maharashtra vide Notification No. 2013/CR 14/13/Ind-10 dated October 15, 2013 has declared the Company as "Relief Undertaking" for a period of one year from that date. The Company has applied for renewal of the same.

### **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**

The Board of Directors of The Company confirmed that:

- i. in the preparation of the financial statements, the applicable accounting standards had been followed and there is no material departure;
- ii. 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, 2014 and of the loss of the Company for the period ended on that date;
- iii. 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;
- iv. the financial statements for 12 month ended 30<sup>th</sup> June, 2014 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, 2014 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, 2014 a total of 71371456 equity shares of the Company, which form 98.25% 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, 2013; December 31, 2013; March 31, 2014 and June 30, 2014 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 2014-15 has been paid to 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**

**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

	Period ended 30 <sup>th</sup> June, 2014	Period ended 30 <sup>th</sup> June, 2013
A. Power and fuel consumption		
1. Electricity:		
(a) Purchased		
Units (KWH)	22,715	22,033
Total Amount (Rs)	2,23,288	4,58,210
Rate per Unit (Avg.)	9.83	9.43
(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:

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

#### C. FOREIGN EXCHANGE EARNINGS & OUTGOING: Total Foreign Exchange used and Earned:

	Period ended 30 <sup>th</sup> June, 2014	Period ended 30 <sup>th</sup> June, 2013
i. Total foreign exchange used	Nil	71,939
ii. Total foreign exchange earned	96,000	3,42,507

**MANAGEMENT & DISCUSSION AND ANALYSIS****FORWARD LOOKING STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements'; within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation and labour relations.

The reports contains forward looking statements recognized by word 'plans', 'expects', 'will', 'estimates' and so on. All statement that deal with expectation or projection about the future, but not limited to company's strategy for growth, product development, market position, expenditure and financial results are forward looking statement. Since these are based on certain assumptions and expectation about the future events, the company cannot guarantee that these are accurate or will be realized

**INDUSTRY STRUCTURE:**

Reflecting the trends of overall economy, the year was not favourable for the growth of manufacturing sector. There have been challenges for growth in India and the worldwide this year. Therefore needless to say, the financial year 2013 – 14 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. Delayed policy measures, slow down in industrial production, persistently high interest rates and liquidity concerns had impacted business environment. The company continues its process to improve its product mix to cater to changing and challenging business environments and customer needs.

**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 and is working towards the same.

**OUTLOOK:**

It will be a difficult year with every effort being made to tap existing opportunities. Company intend to diversify and its evaluating. Company to be more competitive has decided to mordenised its unit.

**RISK MANAGEMENT:**

Like any other enterprise company 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:**

We believe that people are the most valuable assets of the Company as they contribute to the achievement of business objectives. Human resource policies of the Company though business focused, are employee friendly, clear and concise, thereby providing employees with appropriate opportunities to grow professionally and personally. Scalable recruitment and human resource management process enables the Company to attract and retain high caliber employees.

**CORPORATE GOVERNANCE REPORT**

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

**1. COMPANY'S PHILOSOPHY:**

Corporate Governance doctrine is put into practice at our company through the following four folded approach, namely,

- Governance by Stakeholders,
- Governance by Board of Directors,
- Governance by Sub-committee of Board of Directors, and
- Governance of the management process

**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, 2013, November 13, 2013, January 29, 2014 and May 12, 2014. 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 outside Directorship in public Limited Companies	No. of Membership / chairman-ship in other Board Committees	No. of Shares held in the Company as at 30.06. 2014
		Board Meetings	Last AGM			
Shri. Rajendra G. Parikh	CMD	4	Yes	-	-	8900900
Shri. Surendra C. Gurav	NEID	4	Yes	-	-	Nil
Shri. Manoj P. Unadkat	NEID	4	No	-	-	66
Shri. Vijay P. Panikar	NEID	4	Yes	-	-	15230

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

**3. AUDIT COMMITTEES:**

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, 2013, November 13, 2013, January 29, 2014 and May 12, 2014. 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. NOMINATION & REMUNERATION COMMITTEE:

The terms of reference of the Nomination & Remuneration Committee are considering the matters relating to the Company's policies on remuneration packages to the Executive Director, Sitting Fees payable to the Directors and commission to be paid to the Directors in case of adequacy of profits under the provisions of law.

The aforesaid Committee did not meet during the Financial Year from 01<sup>st</sup> July, 2013 to 30<sup>th</sup> June, 2014.

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

#### 5. STAKEHOLDER RELATIONSHIP 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, 2014 on August 29, 2013, November 13, 2013, January 29, 2014 and May 12, 2014 which was attended by all the members.

The Stakeholders Relationship Committee deals with the matters relating to shareholders/investors grievances and its redressal. During the 12 months period ended 30<sup>th</sup> June, 2014, 1 complaint were received from the shareholders. The complaint of shareholders was resolved. There was no outstanding complaint as on 30<sup>th</sup> June, 2014

#### 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 did not meet during the year ended 30<sup>th</sup> June, 2014.

#### 7. RISK MANAGEMENT

During the Financial Year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. Business risk evaluation and management is an ongoing process with the Company.

#### 8. ANNUAL GENERAL MEETING

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

Financial Year	Venue	Date	Time	Special Resolution Passed
2012-13	Golden Swan Country Club, Off Pokhran Road No. 1, Yeoor Hills, Thane-400 602	12.10. 2013	2.30 P. M	Yes
2011-12	-do-	24.12. 2012	3.30 P.M	No
2010-11	-do-	04.11. 2011	9.30 A.M	Yes

#### 9. 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

- Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large: None of the transactions with any of the related parties were in conflict with the interest of the Company. Transactions with the related parties are disclosed in Note No. B (7) to Schedule 25 'Notes on Accounts' annexed to the Financial Statements for the year under review.
- Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None
- The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure I D to clause 49 of the Listing Agreement with Stock Exchanges. The Company has set up a Nomination & Remuneration Committee. Please refer to Para 4 above on Nomination & Remuneration Committee for details.

#### 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 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.