

JIK INDUSTRIES LIMITED
(L65990MH1990PLC056475)

23rd ANNUAL REPORT
2014 - 2015

JIK INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Kirti S. Modak*

AUDITORS

M/s Motilal & Associates
Chartered Accountants, Mumbai

REGD. OFFICE & FACTORY

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

Phone: +91-22-25426356 -60

Fax: +91-22-25426349

E-mail: 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

* W.e.f. July 27, 2015

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NOTICE

NOTICE is hereby given that Twenty Third Annual General Meeting of the members of the Company will be held on Wednesday, September 30, 2015 at 3.30 p.m. at Registered Office Pada No.3, Balkum, Thane (West) -400 608 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 31st March, 2015, the statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Notes 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 (DIN No: 00496747), 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 pursuant to the provisions of Sections 139, 142 and other applicable sections, if any, of the Companies Act, and the Companies (Audit and Auditors) Rules, 2014 (the Rules), (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 there under (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 Arvind Shah (holding DIN 07122019), 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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt. Rajeshri Patel (holding DIN 00506097), 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. **APPROVAL FOR RELATED PARTY TRANSACTIONS:**

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

AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to Clause 49 (VII) of the Listing Agreement entered with the Stock Exchanges (including any amendment, modification or re-enactment thereof), and subject to such approvals, consent, sanctions and permission as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify / approve all existing contracts / arrangements / agreements entered / to be entered into any contracts or arrangements with related parties as defined under the Act or under the Listing Agreement on such terms and conditions as Board of Directors may deem fit with respect to availing services by JIK Industries Limited with effect from April 1, 2015 and every year thereafter, up to the maximum amounts (per annum) as appended in table below:

JK INDUSTRIES LIMITED

Sr. No.	Name of the Related Party	Nature of relationship	Name of the Director of KMP who is related	Nature of Transaction	Maximum Value (per annum) with effect from April 1, 2015 (Rs. in crores)
1	Shah Pratap Industries Pvt. Ltd.	Subsidiary	R. G. Parikh	Availing revolving loan facility	25.00
2	IA & IC Pvt. Ltd.	Subsidiary	R. G. Parikh	Availing revolving loan facility	25.00
3.	Glassworks Trading Pvt. Ltd.	Subsidiary	R. G. Parikh	Availing revolving loan facility	25.00
4	R. G. Parikh	KMP	R. G. Parikh	Availing revolving loan facility	25.00

RESOLVED FURTHER THAT for the purpose aforesaid, the Board and/ or any person duly authorised by them be and are hereby authorized to do all such acts, deeds, matters and things as it may deem necessary."

By Order of the Board

Place: Thane.
Date: August 31, 2015

Kirti S Modak
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 September 21, 2015 to September 30, 2015 (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.
8. Physical copies of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.jik.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Thane for inspection during normal business hours (11.00 a.m. to 5.00 p.m.) except Saturdays on working days till the date of the Annual General Meeting.
10. Copies of the Annual Report will not be distributed at the Annual General Meeting. You are therefore, requested to bring copy of the Annual Report to the Meeting.
11. Voting through electronic means
 - i) In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting by electronic means and the business may be transacted through e-Voting Services . The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ('remote e-voting') will be provided by National Securities Depository Limited (NSDL):

- II) The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE : The facility for Voting shall be decided by the Company i.e. "remote e-voting" or "Ballot paper" or "Polling Paper".

- III) The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

- IV) The remote e-voting period commences on September 27, 2015 and ends with September 29, 2015 (5.00 p.m.) During this period member's of the Company holding shares either in physical form or in dematerialized form, as on the cut –off date of September 23, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE : The "remote e-voting" end time shall be at 5.00 p.m. on the date preceding the date of the Annual General Meeting and the Cut-off date shall not be earlier than 7 days before the date of the general meeting .

- V) The process and manner for "remote e-voting" are as under:

(A) In case of Members receiving e-mail from NSDL:

- I. Open e-mail and the attached PDF file titled "WL eVoting.PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote-evoting. Please note that the password is an initial password.
- II. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- III. Click on "Shareholder" - "Login".
- IV. Put User ID and password as initial password /PIN noted in step (i) above. Click Login.
- V. Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. Home page of "remote e-voting" opens. Click on "remote e-voting: Active Voting Cycles".
- VII. Select "EVEN" of JIK Industries Limited.
- VIII. Now you are ready for "remote e-voting" as "Cast Vote" page opens.
- IX. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.
- X. Upon confirmation, the message, "Vote cast successfully" will be displayed.
- XI. Once voted on the resolution, you will not be allowed to modify your vote.
- XII. Institutional Members (other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter, etc., together with an attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through email on mferracocs@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving Physical Copy of the Notice of the AGM (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting Physical copy).

- i. Initial password is provided at the bottom of the Attendance Slip for the AGM EVEN(Remote e-voting Event Number) USER ID PASSWORD ii. Please follow all the steps from SI. No.
- ii. (ii) to SI.No.(xii) above, to cast vote.
- VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the "Downloads" section of www.evoting.nsdl.com or call on toll free no. 180-0-222-990
- VII. If you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut of date of 23rd September, 2015.

NOTE : The cut-off date shall not be earlier than 7 days before the date of general meeting.

- X. Any person, who acquires share of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 23rd September, 2015, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- XI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Pradip Damania, Cost & Management Accountant has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

NOTE : The Facility for Voting shall be decided by the company. i.e. "remote e-voting" and/or "Ballot Paper" and/or "Polling Paper".

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.jik.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the company shares are listed.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 a.m to 5.00 p.m) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board

Place: Thane.

Date: August 31, 2015

Kirti S Modak

Company Secretary

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

Item No. 4

The Board of Directors has received a notice from a shareholder proposing the candidature of Mr. Arvind Shah (DIN No: 07122019) as Non-Executive Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received from Mr. Arvind Shah (i) consent in writing to act as a Non-Executive Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. Arvind Shah as a Non-Executive Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Arvind Shah proposed to be appointed, as a Non-Executive Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Arvind Shah for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Mr. Arvind Shah as a Non-Executive Independent Director of the Company for five consecutive years for a term upto March 31, 2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

Item No. 5

The Board of Directors has received a notice from a shareholder proposing the candidature of Smt. Rajeshri Patel (DIN: 00506097) as Women / Non-Executive Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received from Smt. Rajeshri Patel (i) consent in writing to act as Women / Non-Executive Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Smt. Rajeshri Patel as Women / Non-Executive Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Smt. Rajeshri Patel proposed to be appointed, as a Women / Non-Executive Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent.

None of the Directors, Key Managerial Personnel or their relatives, except Smt. Rajeshri Patel for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Smt. Rajeshri Patel as a Non-Executive Independent Director of the Company for five consecutive years for a term upto March 31, 2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Smt. Rajeshri Patel is now being placed before the members for their approval.

Item No. 6

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions.

The revised Clause 49 of the Listing Agreement which has come into operation with effect from October 1, 2014 has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

Following transactions to be entered into by the Company, together with the transactions already entered into by the Company with Key Managerial Personnel or subsidiary companies even though are in the ordinary course of business and on arm's length basis require the approval of the unrelated shareholders of the Company by a special resolution:

Sr. No.	Name of the Related Party	Nature of relationship	Name of the Director of KMP who is related	Nature of Transaction	Maximum Value (per annum) with effect from April 1, 2015 (Rs. in crores)
1	Shah Pratap Industries Pvt. Ltd.	Subsidiary	R. G. Parikh	Availing revolving loan facility	25.00
2	IA & IC Pvt. Ltd.	Subsidiary	R. G. Parikh	Availing revolving loan facility	25.00
3.	Glassworks Trading Pvt. Ltd.	Subsidiary	R. G. Parikh	Availing revolving loan facility	25.00
4	R. G. Parikh	KMP	R. G. Parikh	Availing revolving loan facility	25.00

As per Clause 49(VII)(E) of the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others and the Directors and Key Managerial Personnel of JIK Industries Limited will not vote on this resolution.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise except Mr. Rajendra Parikh, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the unrelated shareholders.

INFORMATION REGARDING DIRECTORS SEEKING RE-APPOINTMENT IN THE TWENTY THIRD 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 Parikh	Rajeshri Patel	Arvind M Shah
Date of Appointment	10/05/1990	14/03/2015	14/03/2015
Qualification	BA Hons., Diploma in Administrative and Management	B.Com	SSC
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	10 years of experience in stock broking.	20 years of experience with co-operative Bank as a Director
Directorships held in other public Companies	NIL	NIL	NIL
Chairmanship/ Memberships of the committees of the Board of other public Companies	NIL	NIL	NIL
No. of shares held in the Company	8900900	NIL	NIL

Registered Office:

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

Place: Thane.

Date: August 31, 2015

By order of the Board

Kirti S Modak
Company Secretary

JIK INDUSTRIES LIMITED

Directors' Report

To,
The Members,

Your Directors are pleased to present herewith Twenty Third Annual Report together with the Audited Statements of Accounts of the Company for the nine months period ended 31st March, 2015.

State of the Company's Affairs:

FINANCIAL RESULTS

Standalone Financial Information of JIK Industries Limited is as follows:

(₹ in lakhs)

PARTICULARS	Period Ended 31.03.2015	Year Ended 30.06.2014
Sales for the year	76.40	122.66
Other Income	2.12	0.00
Total Income	78.52	122.66
Profit / (Loss) before Financial Expenses, Depreciation and Tax	(15818.62)	(24.98)
Less: Financial expenses	0.00	0.00
Operating Profit / (Loss) before Depreciation & Tax	(15818.62)	(24.98)
Less : Depreciation	8.83	36.77
Profit / (Loss) before Exceptional & Extraordinary items and Tax	(15827.45)	(61.75)
Less : Exceptional Items	0.00	291.48
Profit / (Loss) before Extraordinary items and Tax	(15827.45)	(353.23)
Less : Extraordinary Items	478.62	0.00
Profit / (Loss) before Tax	(16306.07)	(353.23)
Less : Provision for Taxation		
Current Tax	0.00	0.00
Deferred Tax	0.00	0.00
Profit / (Loss) after Taxation	(16306.07)	(353.23)
Less : Charge pursuant to the adoption of revised Schedule II	10.57	0.00
Add : Balance brought forward	(6686.77)	(6333.54)
Profit / (Loss) available for appropriation	(23003.41)	(6686.77)

DEPOSITS

The Company has not accepted any deposits, described under Chapter V of the Companies Act, 2013 from public during the period under report.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to clause 49 VIII D of the listing agreements entered into with stock exchanges (the "Listing Agreement"), management discussion and analysis report of financial condition and result of operations has been reviewed by the audit committee and the same is forming part of this annual report.

CONSOLIDATION OF FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared in accordance with the provisions of the Act, read with the Companies (Accounts) Rules, 2014, applicable Accounting Standards and the provisions of the Listing Agreement with the stock exchanges and forms part of the Annual Report.

REVISION IN FINANCIAL STATEMENTS

There has been no revision in the financial statements of the Company during the financial year 2014-15.

SUBSIDIARY COMPANIES

The following may be read in conjunction with the Consolidated Financial Statements prepared in accordance with Accounting Standard 21. Shareholders desirous of obtaining the report and accounts of your Company's subsidiaries may obtain the same upon request. Consolidated Financial Statement presented by the Company includes financial information of subsidiary companies, which forms a part of the Annual Report. During the year, no company became or ceased to be your Company's subsidiary, joint venture or associate company.

The Policy for determining Material Subsidiaries, adopted by your Board, in conformity with Clause 49 of the Listing Agreement with Stock Exchanges, can be accessed on the www.jik.co.in.

DIRECTORS

Your Company has Six (06) Directors consisting of Five (5) Independent Directors, One (1) Chairman & Managing Director as on March 31, 2015.

INDEPENDENT DIRECTORS

In terms of the definition of 'Independence' of Directors as prescribed under Clause 49 of the Listing Agreement entered with Stock Exchanges and Section 149(6) of the Companies Act, 2013 and based on the confirmation disclosures received from the Directors, the following

Non-Executive Directors are Independent Directors:-

1. Shri. Manoj P. Unadkat
2. Shri. Surendra C. Gurav
3. Shri. Vijay P. Panikar
4. Shri. Arvind M. Shah
5. Smt. Rajeshri D. Patel

WOMAN DIRECTOR

In terms of the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a company shall have at least one Woman Director on the Board of the company. Your Company has appointed Smt. Rajeshri D. Patel (DIN No: 00506097) as Director on the Board on March 14, 2015.

APPOINTMENTS/RESIGNATIONS FROM THE BOARD OF DIRECTORS

Shri. Rajendra G. Parikh (DIN No: 00496747), Chairman and Managing 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. Arvind M. Shah (DIN No: 07122019) and Smt. Rajeshri D. Patel (00506097) as Independent Directors for 5 consecutive years from the conclusion of this Annual General Meeting. Details of the proposal for appointment of Shri. Arvind M. Shah and Smt. Rajeshri D. Patel are mentioned in the Explanatory Statement attached to the Notice of the Annual General Meeting.

APPOINTMENTS/RESIGNATIONS OF THE KEY MANAGERIAL PERSONNEL

Shri. Rajendra G. Parikh, Chairman and Managing Director and Smt. Kirti S Modak, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

Kirti S Modak, Company Secretary has been appointed from July 27, 2015, in place of Shreya Dhende previous Company Secretary.

The post of CFO is vacant.

NUMBER OF MEETINGS OF THE BOARD

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. Due to business exigencies, certain business decisions are taken by the Board through circulation from time to time.

The Board met four (4) times during the FY 2014-15 viz. on August 28, 2014, October 31, 2014, February 14, 2015 and March 14, 2015. Detailed information on the meetings of the Board are included in the report on Corporate Governance, which forms part of this Annual Report.

Additionally, several committee meetings were held including Audit Committee meeting, which met Four (4) times during the year.

Committees of the Board

The Company has several committees which have been established as a part of the good corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

Company has following Committees of the Board:

- Audit Committee
- Risk Monitoring Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Committee of Independent Directors

JIK INDUSTRIES LIMITED

PERFORMANCE EVALUATION OF THE BOARD

In Compliance with the provisions of the Act and Clause 49 of the Listing Agreement, the Board evaluated its own performance during the year under report along with that of its various Committees and its individual Directors. The Independent Directors also reviewed the performance of the Non-Independent Directors of the Company.

REMUNERATION FOR THE CEO AND MANAGING DIRECTOR

Mr. Rajendra G Parikh, Chairman and Managing Director of the Company has not drawn any remuneration during the period ended March 31, 2015.

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.

WHISTLEBLOWER POLICY

The Company's Whistleblower Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behavior, actual or suspected incidents of fraud or violation of the JIK Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistleblower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee. The Whistleblower Policy is available on the Company's corporate website www.jik.co.in.

SEXUAL HARASSMENT POLICY

The Company is an equal employment opportunity company and is committed to create a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity. The Company has in place a policy on prevention of sexual harassment of its employees at the workplace. The Sexual Harassment Policy is available on the Company's website www.jik.co.in.

CODE OF CONDUCT

The Board had laid down a code of conduct for all Board members and senior management of the Company. The Code of Conduct anchors ethical and legal behaviour within the Company. The Code of Conduct has been hosted on the website (www.jik.co.in) of the Company. The Board members and senior management personnel have affirmed compliance with the Code of Conduct of the Company in the year under review.

AUDITORS

The Auditors, M/s. Motilal & Associates., Chartered Accountants, were appointed with your approval at the 22nd AGM to hold such office till the conclusion of the 25th AGM. The Board, in terms of Section 139 of the Act, on the recommendation of the Audit Committee, has recommended for the ratification of the Members the appointment of M/s. Motilal & Associates., Chartered Accountants from the conclusion of the ensuing AGM till the conclusion of the 24th AGM.

M/s Motilal & Associates Chartered Accountants have confirmed to the Company that their appointment satisfies the criteria prescribed in section 141 of the Act and are not disqualified to be re-appointed.

SECRETARIAL AUDIT REPORT

As a measure of good corporate governance practice, the Board of Directors of the Company appointed M/s. VKM Associates, (Membership No: 5023, COP No. 4279), Practicing Company Secretary, to conduct the Secretarial Audit in place of previous Secretarial Auditor. The Secretarial Audit Report for the financial year ended March 31, 2015, is provided as Annexure B to the Directors' Report.

EXTRACT OF ANNUAL RETURN:

The information required under Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is annexed as Annexure A.

REVIVAL AND REHABILITATION

The net-worth of the Company had eroded in full and that the Company has become Sick once again in terms of Section 3(1)(o) of SICA and that the Board of Directors have made a reference to Board for Industrial and Financial Reconstruction (BIFR) under the provisions of Section 15(1) of SICA (Special Provisions) Act, 1985.

As a part of modernizing its manufacturing operations, the Company has decided to give greater focus on better margin cold room activities and reduce its dependence on hot room activities and will carry out necessary changes to implement the same.