

# JAGATJIT INDUSTRIES LIMITED

Annual Report  
for the year ended 31st March, 2017







# Directors' Report

## To the Shareholders

The Directors have pleasure in presenting their Report and Statement of Accounts for the financial year ended 31st March, 2017.

## FINANCIAL SUMMARY

The Board Report is prepared based on the standalone financial statements of the Company. The Company's financial performance for the year under review along with previous year's figures is given hereunder :

|  | 2016-17 | (Rs. in lacs)<br>2015-16 |
|--|---------|--------------------------|
| Profit for the year after charging all expenses excluding financing charges and depreciation | (3956)  | (1524)                   |
| Deduct: Financing Charges  | 5080    | 4063                     |
| Cash Profit/(Loss)   | (9036)  | (5587)                   |
| Deduct : Depreciation/ Amortization  | 1229    | 1271                     |
| Profit/(Loss) for the year before taxation   | (10265) | (6858)                   |
| Tax Expenses   |         |                          |
| Current Tax  |         |                          |
| — For the year   | -       | -                        |
| — MAT Credit Reversal  | 99      | -                        |
| — Previous Year Tax Adjustment   | (447)   | -                        |
| — Deferred Tax (Benefit)/Charge  | 233     | (159)                    |
| — Profit/(Loss) after tax from discontinuing operation                                       | (1759)  | 134                      |
| Profit/(Loss) after tax for the year   | (11909) | (6565)                   |
| Profit brought forward from previous year  | (2397)  | 4168                     |
| Total profit/(Loss) available for appropriations   | (14306) | (2397)                   |
| APPROPRIATIONS   |         |                          |
| Balance Carried to Balance Sheet   | (14306) | (2397)                   |

## STATE OF COMPANY'S AFFAIRS

During the year under report, the Gross Turnover (including income from Services & Other Sources) was Rs. 846.40 Crores as compared to Rs. 1153.51 Crores during the previous year. The Company incurred a loss before taxation of Rs. 102.65 Crores as compared to loss before taxation of Rs. 68.58 Crores during the previous year.

## DIVIDEND

In view of the losses incurred by the Company during the year, the Board of Directors of your Company do not recommend any dividend for the year under report.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

There was no change in the nature of business of the Company during the financial year ended 31st March, 2017.

## SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 46.15 Crores. During the year there was no change of the share capital by issue or buy back of shares.

## FIXED DEPOSITS

During the year under report the Company, has not accepted any deposits.

As on 31st March, 2017, 171 persons whose Fixed Deposits/Loans with the Company amounting to Rs.93.19 Lacs had become due for payment during the year, did not claim or renew their Deposits/Loans. Out of these, Fixed Deposits/Loans of 24 persons amounting to Rs.12.07 Lacs have since been paid.

There has not been any default in repayment of deposits or interest thereon during the year under report.

## SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

M/s JIL Trading Private Limited, M/s L. P. Investments Limited, M/s Sea Bird Securities Private Limited and M/s S. R. K. Investments

Private Limited continued to be subsidiary companies during the year under review. M/s Hyderabad Distilleries & Wineries Private Limited is the Associate Company in terms of Section 2(6) of the Companies Act, 2013.

On 15<sup>th</sup> May, 2017 the Company incorporated a wholly owned subsidiary company with the name of M/s JILI Hotels & Resorts Private Limited.

The consolidated financial statements of the Company including all subsidiaries and Associate companies prepared in accordance with relevant Accounting Standards, duly audited by the Statutory Auditors are presented in the Annual Report.

A report on performance and financial position of each of the subsidiaries and Associate companies included in the consolidated financial statement is presented in the prescribed format AOC-1 and is annexed to the financial statements in the Annual Report.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Narender Sapra ceased to be Managing Director and Director of the Company w.e.f. 31<sup>st</sup> October, 2016. Mr. Sudhir Avasthi and Mr. Peri Kameswara Sharma ceased to be Directors of the Company w.e.f. 2<sup>nd</sup> September, 2016. The Board places on record their appreciation for the services rendered by Mr. Narender Sapra, Mr. Sudhir Avasthi and Mr. Peri Kameswara Sharma during their term of Directorship.

Mrs. Anjali Varma, Director, retires by rotation, is eligible and offers herself for re-appointment.

Ms. Roshini Sanah Jaiswal and Mr. Varun Kapoor have been appointed as Additional Directors of the Company on 28<sup>th</sup> April, 2017 and 1<sup>st</sup> August, 2017 respectively by the Board of Directors of the Company. They hold office upto the date of this Annual General Meeting. The Company has received notices in writing, under Section 160 of the Companies Act, 2013, from member(s), proposing their names as candidates for the office of Directors.

Mr. Ravi Manchanda was designated as Managing Director of the Company w.e.f. 28<sup>th</sup> April, 2017.

Mr. Anil Girotra and Mr. K. K. Kohli continued to be Chief Financial Officer and Company Secretary, respectively, during the year under review.

#### **NUMBER OF MEETINGS OF THE BOARD**

Six meetings of the Board of Directors were held during the year. The details of the meetings are stated in the Corporate Governance Report forming part of this Annual Report.

Further, a separate Meeting exclusively of the Independent Directors of the Company was also held on 20<sup>th</sup> December, 2016, whereat the prescribed items enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

As stipulated in Section 134(5) of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement" and confirm that :

- (a) in preparation of Annual Accounts for the year ended 31<sup>st</sup> March, 2017, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts of the Company on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors viz. Mrs. Kiran Kapur and Ms. Sonya Jaiswal have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules thereunder.

#### **NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company have approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are :



- \* Principle and Rationale
- \* Company Philosophy
- \* Guiding Principles
- \* Nomination of Directors
- \* Remuneration of Directors
- \* Evaluation of the Directors
- \* Nomination and Remuneration of the Key Managerial Personnel (other than Managing/ Whole-time Directors), Key-Executives and Senior Management persons.
- \* Remuneration of other employees.

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is given in separate Annexure to this report. The policy is also available on the website of the Company i.e. [www.jagatjit.com](http://www.jagatjit.com).

The above annexure is not being sent along with this Report to the members of the Company in line with the provision of Section 136 of the Companies Act, 2013. The aforesaid Annexure is available for inspection by Members at the Registered Office of the Company upto the date of the ensuing Annual General Meeting during the business hours on working days. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company.

#### **FORMAL ANNUAL EVALUATION**

As the ultimate responsibility for sound governance and prudential management of a company lies with its Board, it is imperative that the Board remains continually energized, proactive and effective. An important way to achieve this is through an objective stock taking by the Board of its own performance. Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, in its Meeting held on 28<sup>th</sup> April, 2017 undertook the evaluation of its own performance, its Committees and all the individual Directors, in accordance with the framework approved by the Nomination and Remuneration Committee.

The review concluded by affirming that the Board as a whole as well as all of its Members, individually and the Committees of the Board continued to display commitment to good governance, ensuring a constant improvement of processes and procedures.

It was acknowledged that every individual Member and Committee of the Board contributed its best in the overall growth of the organization.

#### **FAMILIARISATION PROGRAM OF INDEPENDENT DIRECTORS**

The Company has a policy of conducting familiarization program for its Independent Directors in order to familiarize them with the Company, their role, rights, responsibilities in the Company and the nature of the industry in which the Company operates etc. The details of such policy have been given on the website of the Company at [www.jagatjit.com](http://www.jagatjit.com).

#### **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return of the Company in Form MGT-9 forms part of the Board's Report and is annexed herewith as **Annexure-1**.

#### **AUDITORS AND AUDITORS' REPORT**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder the term of office of Messrs Mittal Chaudhry & Co, as the Statutory Auditors of the Company will conclude from the close of ensuing Annual General Meeting of the Company.

The Board of Directors places on record its appreciation to the services rendered by Messrs Mittal Chaudhry & Co as the Statutory Auditors of the Company.

Subject to the approval of the Members, the Board of Directors of the Company has recommended the appointment of M/s Madan & Associates, Chartered Accountants (ICAI Firm Registration Number 000185N) as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013.

As required under the provisions of section 139(1) of the Companies Act, 2013, the Company has received a written consent from M/s Madan & Associates, Chartered Accountants to their appointment and a Certificate, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in section 141 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution in relation to appointment of Statutory Auditors, for the approval by the share holders of the Company.

The Statutory Auditors in their report for the financial year ended 31<sup>st</sup> March, 2017 have made certain qualifications/remarks which are annexed with this Report alongwith Board's explanations and comments as **Annexure-2**.

The observations of the Statutory Auditors in their Report on standalone and consolidated financial statement for the year ended on 31<sup>st</sup> March, 2017 are self-explanatory and therefore do not call for any further comments.



## SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, M/s Pranav Kumar & Associates, Company Secretaries were appointed as the Secretarial Auditors of the Company to carry out the Secretarial Audit for the year ended on 31st March, 2017.

A Secretarial Audit Report submitted by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as **Annexure-3** and forms part of this report. The Secretarial Auditors in their report for the financial year ended 31<sup>st</sup> March, 2017 have made certain remarks which are annexed with this Report alongwith Board's explanations and comments as **Annexure-4**.

## COST AUDIT

In terms of Companies (Cost Records and Audit) Rules, 2014, notified by the Ministry of Corporate Affairs on 30<sup>th</sup> June, 2014, the defined product of the Company does not come under the ambit of mandatory cost audit for the Financial year 2016-17.

## INTERNAL AUDITORS

In order to strengthen the internal control systems and considering the size and nature of business, the Company has appointed M/s Lalit Kumar & Co., Chartered Accountants, New Delhi as the internal auditors of the Company to perform the internal audit for the Financial Year 2016-17.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 and part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the notes to the Financial Statements.

## RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were at arm's length basis and in the ordinary course of business and accordingly the provisions of Section 188 of the Companies Act, 2013 are not attracted. Further, there were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. A disclosure in form AOC-2 is annexed with this Report as **Annexure-5**.

All Related Party Transactions are placed before the Audit Committee for their review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and entered in the Ordinary Course of Business and at Arm's Length.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy as considered and approved by the Board has been uploaded on the website of the Company at [www.jagatjit.com](http://www.jagatjit.com).

## CORPORATE SOCIAL RESPONSIBILITY [CSR]

The Management and the Board of Directors of the Company are of strong opinion that Corporate Social Responsibility is strongly connected with the principles of sustainability and taking care of the society at large. The management of the Company considers it as the core corporate responsibility of the Company to take steps for considering and recognizing the corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The Company constituted a Corporate Social Responsibility Committee comprising of three Directors. The composition of the Committee is as under :

1. Mrs. Kiran Kapur, Independent Director
2. Mrs. Anjali Varma, Non-Executive Director
3. Mr. Ravi Manchanda, Managing Director

The Board of Directors of your Company has also adopted the CSR Policy of the Company as approved by the Corporate Social Responsibility Committee which is available on the website of the Company at [www.jagatjit.com](http://www.jagatjit.com).

Since the Company does not meet the requirement of Section 135(5) of the Companies Act, 2013, no such activities were required to be undertaken by the Company.

## GREEN INITIATIVE

Electronic copies of the Annual Report of the Company for the year 2017 and Notice of the 72<sup>nd</sup> AGM are being sent to all members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report and Notice of the AGM are being sent in the permitted mode. Members requiring physical copies can send a request to the Company Secretary.

The Annual Report of the Company for the year 2017 is also available on the website of the Company at [www.jagatjit.com](http://www.jagatjit.com).



### **E-VOTING**

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set for in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The instructions for e-voting are provided in the Notice of the AGM.

### **PREVENTION OF INSIDER TRADING**

Pursuant to new SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for the prevention of insider trading with a view to regulate trading in securities of Company by the Directors and Designated Employees of the Company on the basis of unpublished price sensitive information available to them by virtue of their position in the Company.

The Code under SEBI (Prohibition of Insider Trading) Regulations, 2015 is available on the website of the Company at [www.jagatjit.com](http://www.jagatjit.com).

### **AUDIT COMMITTEE**

As per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an Audit Committee of the Board of Directors of the Company. The composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report.

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

### **NOMINATION AND REMUNERATION COMMITTEE**

As per the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted the Nomination and Remuneration Committee of the Board of Directors of the Company. The Composition of the Nomination and Remuneration Committee is provided in the Corporate Governance Report forming part of this report.

Remuneration of the Key Managerial Personnel and Employees of the Company is based on the performance of the individual and the Company. Remuneration of the employees are revised on timely basis and based on their performances. The Committee identifies the persons who are qualified to become Directors or be appointed in senior management and recommends to the Board their appointment or removal and carries out evaluations of their performance.

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

As per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted the Stakeholders Relationship Committee of the Board of Directors of the Company. The Composition of the Stakeholders Relationship Committee is provided in the Corporate Governance Report forming part of this report.

### **RISK MANAGEMENT POLICY**

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing / mitigating the same. Your Company's Risk management framework ensures compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company has institutionalized the process for identifying, minimizing and mitigating risks which is periodically reviewed. Some of the risks identified and been acted upon by your Company are: Securing critical resources; ensuring sustainable plant operations; cordial relations with the workers, ensuring cost competitiveness including logistics; maintaining and enhancing customer service standards and resolving environmental and safety related issues.

The Board of Directors has adopted a formal Risk Management Policy for the Company. The Policy outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are key to business objectives.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has an effective internal control and risk-mitigation system, which is constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust management information system, which is an integral part of the control mechanism.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Recognizing the regulatory mandate u/s 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 placing greater stress on the establishment of Vigil Mechanism in a listed entity for its directors and employees so that they may report their genuine concerns or grievances, the Company has established a policy called Whistle Blower Policy. The Policy has been posted on the website of the Company at [www.jagatjit.com](http://www.jagatjit.com).

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### **DETAILS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2017 is given in separate Annexure to this report.

The above annexure is not being sent along with this Report to the members of the Company in line with the provision of Section 136 of the Companies Act, 2013. The aforesaid Annexure is available for inspection by Members at the Registered Office of the Company upto the date of the ensuing Annual General Meeting during the business hours on working days. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company.

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

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure-6** and forms part of this Report.

#### **CORPORATE GOVERNANCE**

Your Company upholds the standards of governance and is compliant with the Corporate Governance provisions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in both letter and spirit. The Company's core values of honesty and transparency have since its inception been followed in every line of decision making. Setting the tone at the top, your Directors cumulatively at the Board level, advocate good governance standards at the Company. Your Company has been built on a strong foundation of good Corporate Governance.

Parameters of Statutory compliances evidencing the standards expected from a listed entity have been duly observed and a Report on Corporate Governance as well as the Certificate from Practicing Company Secretary confirming compliance with the requirements of Regulation 34 read with Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of the Annual Report.

Further, the Management Discussion and Analysis Report as required under Regulation 34 read with Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also presented in separate section forming part of the Annual Report.

#### **LISTING OF SHARES OF THE COMPANY**

The shares of your Company are listed on BSE Limited at Mumbai. The Listing fees for the financial year 2017-18 has been paid to Bombay Stock Exchange.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment policy in line with the requirements of The Sexual Harassment of women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All Employees (permanent, contractual, temporary, trainees) are covered under this policy.

#### **ACKNOWLEDGEMENT**

The Board places on record its appreciation for the continued co-operation and support extended to the Company by the Government agencies, customers, vendors, banks, business associates and all the employees.

For and on behalf of the Board

Date : 1<sup>st</sup> August, 2017

Sd/-  
Ravi Manchanda  
Managing Director  
(DIN.00152760)

Sd/-  
Anjali Varma  
Director  
(DIN. 01250881)





ANNEXURE - 1

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31.03.2017**  
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

|      |   |  |
|------|---|--|
| i)   | CIN:  | L15520PB1944PLC001970  |
| ii)  | Registration Date:  | 09.08.1944   |
| iii) | Name of the Company :   | <b>Jagatjit Industries Limited</b>   |
| iv)  | Category/ Sub Category of the Company:                                      | Public Company Limited by shares   |
| v)   | Address of the Registered Office and Contact details :                      | Jagatjit Nagar, Dist. Kapurthala, Punjab-144802,<br>Tel. 011-26432641, Fax. 011-26441850 |
| vi)  | Whether listed company Yes/ No :  | Yes  |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any : | The Shares Registry work is done in House.   |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|---------|--|---------------------------------|------------------------------------|
| 1       | Alcoholic Beverages                              | 1101                            | 79.60                              |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

| Sl. No. | Name and Address of The Company  | CIN/GLN               | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|---------|--|-----------------------|--------------------------------|------------------|--------------------|
| 1       | JIL Trading Private Limited<br>4th Floor, Bhandari House,<br>91, Nehru Place, New Delhi-110019                       | U51109DL2010PTC207648 | Subsidiary                     | 100.00%          | 2(87)              |
| 2       | L. P. Investments Limited<br>Jagatjit Nagar-144802.<br>Distt. Kapurthala (Punjab)                                    | U65921PB1974PLC003526 | Subsidiary                     | 98.26%           | 2(87)              |
| 3       | Sea Bird Securities Private Limited<br>Jagatjit Nagar, Dist. Kapurthala,<br>Punjab-144802                            | U65993PB2006PTC030689 | Subsidiary                     | 80.00%           | 2(87)              |
| 4       | S. R. K. Investments Private Limited<br>5th Floor, Bhandari House,<br>91, Nehru Place, New Delhi-110019              | U65999DL2009PTC191718 | Subsidiary                     | 100.00%          | 2(87)              |
| 5       | Hyderabad Distilleries &<br>Wineries Private Ltd.<br>4th Floor, Bhandari House,<br>91, Nehru Place, New Delhi-110019 | U15511DL1969PTC260186 | Associate                      | 32.88%           | 2(6)               |

**IV. SHARE HOLDING PATTERN**

(Equity Share Capital Breakup as percentage of Total Equity)

**i) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year |          |        |                  | No. of Shares held at the end of the year |          |        |                   | % Change during the year |
|--------------------------|---|----------|--------|------------------|---|----------|--------|-------------------|--------------------------|
|                          | Demat   | Physical | Total  | % of Total Share | Demat                                     | Physical | Total  | % of Total Shares |                          |
| <b>A. Promoters</b>      |   |          |        |                  |   |          |        |                   |                          |
| (1) <b>Indian</b>        |   |          |        |                  |   |          |        |                   |                          |
| a) Individual/ HUF       | 606696  | 100      | 606796 | 1.31             | 606696                                    | 100      | 606796 | 1.31              | -                        |
| b) Central Govt          |   |          |        |                  |   |          |        |                   |                          |
| c) State Govt(s)         |   |          |        |                  |   |          |        |                   |                          |

| Category of Shareholders   | No. of Shares held at the beginning of the year |          |          |                  | No. of Shares held at the end of the year |          |          |                   | % Change during the year |
|--|---|----------|----------|------------------|---|----------|----------|-------------------|--------------------------|
|  | Demat   | Physical | Total    | % of Total Share | Demat                                     | Physical | Total    | % of Total Shares |                          |
| d) Bodies Corp.  | 11534769  | 2500000  | 14034769 | 30.41            | 11534769                                  | 2500000  | 14034769 | 30.41             | -                        |
| e) Banks / FI  |   |          |          |                  |   |          |          |                   |                          |
| f) Any other   |   |          |          |                  |   |          |          |                   |                          |
| <b>Sub - total (A) (1) :-</b>  | 12141465  | 2500100  | 14641565 | 31.72            | 12141465                                  | 2500100  | 14641565 | 31.72             | -                        |
| <b>(1) Foreign</b>   |   |          |          |                  |   |          |          |                   |                          |
| a) NRIs-Individuals  | -   | -        | -        | -                | -   | -        | -        | -                 | -                        |
| b) Other-Individuals   |   |          |          |                  |   |          |          |                   |                          |
| c) Bodies Corp.  | -   | 1003800  | 1003800  | 2.18             | -   | 1003800  | 1003800  | 2.18              | -                        |
| d) Banks / FI  |   |          |          |                  |   |          |          |                   |                          |
| e) Any other   |   |          |          |                  |   |          |          |                   |                          |
| <b>Sub - total (A) (2) :-</b>  | -   | 1003800  | 1003800  | 2.18             | -   | 1003800  | 1003800  | 2.18              | -                        |
| <b>Total shareholding of Promoter (A) = (A) (1) + (A) (2)</b>                    | 12141465  | 3503900  | 15645365 | 33.9             | 12141465                                  | 3503900  | 15645365 | 33.9              | -                        |
| <b>B. Public Shareholding</b>  |   |          |          |                  |   |          |          |                   |                          |
| <b>1. Institutions</b>   |   |          |          |                  |   |          |          |                   |                          |
| a) Mutual Funds  | 400   | 700      | 1100     | -                | 400                                       | 700      | 1100     | -                 | -                        |
| b) Banks / FI  | 1272  | 900      | 2172     | -                | 1272                                      | 900      | 2172     | -                 | -                        |
| c) Central Govt  |   |          |          |                  |   |          |          |                   |                          |
| d) State Govt(s)   |   |          |          |                  |   |          |          |                   |                          |
| e) Venture Capital Funds   |   |          |          |                  |   |          |          |                   |                          |
| f) Insurance Companies   |   |          |          |                  |   |          |          |                   |                          |
| g) FIIs  | -   | 200      | 200      | -                | -   | 200      | 200      | -                 | -                        |
| h) Foreign Venture Capital Funds   |   |          |          |                  |   |          |          |                   |                          |
| i) Others (specify)  |   |          |          |                  |   |          |          |                   |                          |
| <b>Sub-total (B)(1):-</b>  | 1672  | 1800     | 3472     | 0.01             | 1672                                      | 1800     | 3472     | 0.01              | -                        |
| <b>2. Non-Institutions</b>   |   |          |          |                  |   |          |          |                   |                          |
| a) Bodies Corp.  | 1489216   | 3777     | 1492993  | 3.24             | 1492591                                   | 3777     | 1496368  | 3.24              | -                        |
| i) Indian  |   |          |          |                  |   |          |          |                   |                          |
| ii) Overseas   |   |          |          |                  |   |          |          |                   |                          |
| b) Individuals   |   |          |          |                  |   |          |          |                   |                          |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 1302069   | 502547   | 1804616  | 3.91             | 1316204                                   | 495376   | 1811580  | 3.92              | 0.01                     |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1520258   | 235462   | 1755720  | 3.80             | 1537461                                   | 222610   | 1760071  | 3.81              | 0.01                     |
| c) Others (NRIs)   | 103097  | 132849   | 235946   | 0.51             | 88407                                     | 132849   | 221256   | 0.48              | (0.03)                   |
| <b>Sub-total (B)(2):-</b>  | 4414640   | 874635   | 5289275  | 11.46            | 4434663                                   | 854612   | 5289275  | 11.46             | (0.00)                   |
| <b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>                           | 4416312   | 876435   | 5292747  | 11.47            | 4436335                                   | 856412   | 5292747  | 11.47             | (0.00)                   |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           |   | 25210000 | 25210000 | 54.63            |   | 25210000 | 25210000 | 54.63             | -                        |
| <b>Grand Total (A + B + C)</b>   | 16557777  | 29590335 | 46148112 | 100              | 16577800                                  | 29570312 | 46148112 | 100               | -                        |

**(ii) Shareholding of Promoters**

| Sl. No. | Shareholder's Name                             | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % change in share holding during the year |
|---------|--|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
|         |  | No. of Shares                             | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares |   |
| 1       | LPJ Holdings Pvt. Ltd.                         | 7418648                                   | 16.08                            | -   | 7418648                             | 16.08                            | -   | -   |
| 2       | LPJ Holdings Pvt. Ltd. (Special Series Shares) | 2500000                                   | 5.42                             | -   | 2500000                             | 5.42                             | -   | -   |