

# Annual Report 2013-2014



**JAGJANANI TEXTILES LIMITED**



# JAGJANANI TEXTILES LIMITED

## **BOARD OF DIRECTORS**

S.G.Vyas (Managing Director)

S. K. Singhal

N. K. Khurana

Akash B. Shah

R. N. Swami

## **COMPANY SECRETARY**

Mrs. Manu Agarwal

## **AUDITORS**

G. Dutta & Co.

Chartered Accountants

36, New Colony, Jaipur

## **REGD. OFFICE**

S-25, Shyam Nagar, Jaipur - 302 019

Phones : 0141-2296775

E-mail: [compliance@jagjanani.com](mailto:compliance@jagjanani.com)

Web site: [www.jagjanani.com](http://www.jagjanani.com)

## **ADM. OFFICE**

138, Laxman Path, Shyam Nagar,

Jaipur-302019

E-mail: [jtlsgv@gmail.com](mailto:jtlsgv@gmail.com)

## **MILLS**

E-228, RIICO Industrial Area,

Bagru Extn., Bagru - 303 007

## **REGISTRAR & TRANSFER AGENT**

Link Intime India Private Limited

44, Community Centre, 2nd Floor,

Naraina Industrial Area, Phase-I,

New Delhi-110028. Ph.: 011-41410592, 94



## JAGJANANI TEXTILES LIMITED

### NOTICE

NOTICE is hereby given that the 17th Annual General Meeting (hereinafter referred to as AGM) of the Members of JAGJANANI TEXTILES LIMITED will be held at 138, Laxman Path, Shyam Nagar, Jaipur on 29th day of September, 2014 at 10.00 A.M. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and Profit & Loss Account for the year ended on that date along with the Reports of the Auditors and Directors thereon.
2. To appoint M/s G. Dutta & co., Chartered Accountants, Jaipur (ICAI Registration No. 002136 'C') the retiring auditors of the Company as Auditors, who shall hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, 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 said Act, Mr. Akash B. Shah (DIN : 01713884), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 29th September, 2014.

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149 (1) and all 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, consent of the Members of the company be and is hereby accorded to appoint Mrs. Shakuntala Vyas (DIN 01905333), as non executive, non-independent Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director."

By Order of the Board

Sd/-

(MANU AGARWAL)

COMPANY SECRETARY

Jaipur

04.09.2014



**NOTES:**

- (i) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the time of the Meeting.
- (ii) Corporate Members are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting
- (iii) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of item nos. 3 & 4 of the Notice set out above, is annexed hereto separately and forms part of the Notice.
- (iv) The Register of Members and the Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2014 ( Both days inclusive )
- (v) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- (vi) Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar and Transfer Agent. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However members, holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
- (vii) Members desiring any information, as regards Accounts, are requested to write to the Company at its Office at least 10 days before the date of Annual General Meeting so as to enable the Management to compile the requisite information.
- (viii) Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting.
- (ix) The Ministry of Corporate Affairs (“MCA”) has vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively, taken a 'Green Initiative in Corporate Governance', by allowing paperless compliances through electronic mode, allowing to send documents such as Notice convening General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report, etc. and any other notice/documents, henceforth in electronic form in lieu of the paper form. You are requested to register your E-mail ID with your DP, if you hold the Company's shares in electronic form, under intimation to the Registrar & Transfer Agent through your registered E-mail ID. However, if you hold the shares in physical form, then you may register your E-mail ID with Registrar & Transfer Agent/ Company by sending a letter under your registered signature

Registrar & Transfer Agent



## JAGJANANI TEXTILES LIMITED

(xi) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on “Shareholders” tab.
- Now, select the Electronic Voting Sequence Number - “EVSN” along with “Jagjanani Textiles Limited” from the drop down.
- 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 & If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	DP ID Folio Number registered with the Company
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.

After entering these details appropriately, click on “SUBMIT” tab.

- Members holding shares in physical form will then reach directly 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 also to be 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.



## JAGJANANI TEXTILES LIMITED

- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote

### General:

- The voting period begins on 24<sup>th</sup> September, 2014 (9:00 am) and ends on 25<sup>th</sup> September, 2014 (6:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Mr. Manish Sharma, Practising Company Secretary, (Membership No.FCS-4750), has been appointed as the Scrutinizer to scrutinize the e-voting.
- 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).
- The Scrutinizer shall within a period not exceeding three working days from the date of close of e-voting unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
- The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.jagjanani.com](http://www.jagjanani.com) and shall be communicated to BSE.
- Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

By Order of the Board

Sd/-  
(MANU AGARWAL)  
COMPANY SECRETARY

Jaipur  
04.09.2014



## JAGJANANI TEXTILES LIMITED

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item- 3.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

Directors, their appointment and tenure will be governed by the provisions of Companies Act, 2013. Mr. Akash B. Shah will retire by rotation at the ensuing AGM as per the provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Akash B. Shah being eligible, offers himself for appointment as Independent Director on the Board of the Company.

A brief profile of proposed Independent Director, including nature of their expertise, is annexed in this Annual Report.

Your Directors recommend the Ordinary Resolution for your approval.

None of the Directors are concerned or interested in the said resolution.

#### Item- 4.

As per the provisions of Section 149 (1) and all other applicable provisions of the Companies Act, 2013 and amended clause 49 of the Listing Agreement, the Company should have at least one Women Director. Accordingly, Mrs. Shakuntala Vyas is proposed to be appointed as a Non-Executive, Non-Independent Director of the Company. As required under Section 160 of the above Act, a notice has been received from a member signifying his intention to propose her as a candidate for the office of Director.

Mrs. Shakuntala Vyas has been associated with your Company since inception but ceased to be Director during 2010-11. She has vast experience of business and general management which will be beneficial to the Company.

Your Directors recommend the Ordinary Resolution for your approval.

Except Mrs. Shakuntala Vyas being an appointee and Mr. S.G.Vyas ( her husband) none of the other Directors of the Company are concerned or interested in the resolution.

### INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S) REGARDING THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mr. Akash B. Shah	Mrs. Shakuntala Vyas
Date of Birth	13.07.1974	12.04.1957
Date of appointment	13.01.2006	. . . . .
Expertise in specific or more functional area	Expert in cotton trade.	Business management.
Qualification	Degree in Engineering	B.A.
Directorships of other Companies as on 31 <sup>st</sup> March, 2014	Nil	Nil
Chairman/Member of Committees of other Companies as on 31 <sup>st</sup> March, 2014.	Nil	Nil
No. of shares held	Nil	Nil



## CORPORATE GOVERNANCE REPORT

### Company's Philosophy on Corporate Governance

The Company fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, the Company focuses its energies in safeguarding the interests of its stakeholders and utilising its resources for maximizing the benefits to them.

A report on compliance with the Code of Corporate Governance as prescribed by the Securities and Exchange Board of India and incorporated in the Listing Agreement with the Stock Exchanges is given below.

### 1. BOARD OF DIRECTORS:

#### a) Board Meetings :

During the financial year 2013-14 Board Meetings were held on 15.05.2013, 01.06.2013, 14.08.2013, 25.08.2013, 15.11.2013, 13.01.2014, 15.02.2014.

#### b) Composition as on March 31<sup>st</sup> March, 2014:

The Board of Directors comprises of Managing Director, one Non- executive Promoter Director and three Non Executive Independent Directors.

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual General Meeting of the Company as also the number of Directorship/Chairmanship of Board and Chairmanship/Membership of Committees (as stipulated in clause 49 of the listing agreement) of other Indian Public Limited Companies are as follows:

Name of Director	Designation & Category	No. of Board meetings attended	Attendance at last AGM	Total no. of Directorships in other companies	No. of committee memberships in other companies	Total No. of Board Chairmanship in other Companies	Total No. of Committee Chairmanship in other Companies
Mr. S G Vyas	Director	7	Yes	Nil	Nil	Nil	Nil
Mr. S K Singhal	Whole time Director	7	Yes	Nil	Nil	Nil	Nil
Mr. N K Khurana	Non-Executive and Independent Director	3	No	Nil	Nil	Nil	Nil
Mr. Akash Bharatbhai Shah	Non-Executive and Independent Director	4	No	Nil	Nil	Nil	Nil
Mr. R N Swami	Non-Executive and Independent Director	4	No	Nil	Nil	Nil	Nil

#### Notes:

- Number of directorships excluding directorship in foreign company, alternate directorships, Companies registered under Section 8 of the Companies Act, 2013 and private companies.
- Committee includes Shareholders'/Investors' Grievance Committee and Audit Committee.





## JAGJANANI TEXTILES LIMITED

### 3. AUDIT COMMITTEE:

As on 31<sup>st</sup> March, 2014 the Audit Committee comprised of two Non-Executive, Independent Directors and one Promoter Director. The terms of reference to the Audit Committee are wide enough to cover all matters specified under the Listing Agreement and the Companies Act, 1956 & 2013.

The Audit Committee met four times during the financial year 2013-2014 on 15.05.2013, 14.08.2013, 15.11.2013 & 15.02.2014. The attendance of members at the meetings was as follows:

Sr. No.	Name of Director	Designation	No. of meetings attended
1.	Mr. S.K. Singhal	Chairman	4
2.	Mr. N K Khurana	Director	2
3.	Mr. Akash B. Shah	Director	3

### 4. STAKE HOLDERS RELATIONSHIP COMMITTEE:

The terms of reference of the Shareholders'/Investor's Grievance Committee comprise of redressal of shareholders'/investor's complaints. The Committee consists of two Non-Executive, Independent Directors and one Promoter Director. The Secretary of the Company acts as the Secretary to the Committee.

The Shareholders'/ Investors' Grievance Committee met 4 times during the year 2013-14 on 15.05.2013, 14.08.2013, 15.11.2013 & 15.02.2014. The attendance of Members at the Meetings was as follows:

Sr.No	Name of Director	Designation	No. of meetings attended
1.	Mr. S. K. Singhal	Chairman	4
2.	Mr. N K Khurana	Director	2
3.	Mr. Akash B. Shah	Director	4

During the financial year 2013-14, the Company received no complaint from investors.

### 5. Nomination and Remuneration Committee:

The Company constituted Remuneration committee. The terms of reference to the Nomination and Remuneration Committee are wide enough to cover all matters specified under the Listing Agreement and the Companies Act, 2013.

The Remuneration Committee as on date comprises of three members i.e. Mr. Narendra Khurana, Mr. Akash B. Shah, Mr. R. N. Swami. All of them are Non-Executive Independent Directors. The Chairman of the Committee is Mr. Akash B. Shah who is a Non-Executive and Independent Director. The Secretary of the Company acts as the Secretary to the Committee. During the year under review, for lack of business agenda no meeting of the Committee was held.

### 6. SHARE HOLDING OF DIRECTORS AS ON 31.3.2014

The shareholding of the Directors in the Equity Share Capital of the Company is given as follows:

Name of Directors	Number of Shares held
Mr. S G Vyas	10,60,000
Mr. S K Singhal	23,60,000

No other Director holds any share in the Equity Share Capital of the Company.



## ANNUAL REPORT 2013-2014

### 7. GENERAL BODY MEETINGS:

The details of General Body Meetings held during the last three financial years are given as follows:

Year	Location	Date	Time	No. of Special Resolutions
2012-13	138, Laxman Path, Shyam Nagar, Jaipur - 302019 (Rajasthan)	27 <sup>th</sup> September, 2013	11.00 AM	-
2011-12	S-25, Shyam Nagar, Jaipur - 302019 (Rajasthan)	31 <sup>st</sup> January, 2013	11.00 AM	-
2010-11	S-25, Shyam Nagar, Jaipur - 302019 (Rajasthan)	30 <sup>th</sup> September, 2011	11.00 AM	-

No resolution has been passed by the Company's shareholders through postal ballot during the financial year 2013-14.

### DISCLOSURES:

During the year, there was no transaction of material nature with the Directors, management and their relatives etc. that have any potential conflict with the interest of the Company at large except, as disclosed under the related party transaction as per the Accounting Standard 18 Related Party Disclosures' issued by the Institute of Chartered Accountants of India which are set out in the Annual Report. The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

Further, the Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company may also take up the non-mandatory requirements of Clause 49 in due course of time.

### 8. MEANS OF COMMUNICATION:

The Company communicates with the shareholders at large through its Annual Reports, publication of financial results, press releases in leading newspapers and by filing of various reports and returns with the Statutory Bodies like Stock Exchanges and the Registrar of Companies. The Quarterly Financial Results are published in prominent daily newspapers.

### 9. GENERAL SHAREHOLDERS' INFORMATION

I) 17<sup>th</sup> Annual General Meeting

Date : 29<sup>th</sup> September, 2014

Time : 10.00 AM

Venue : 138, Laxman Path, Shyam Nagar, Jaipur- 302019