

# CONSOLIDATING GROWTH





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## CONSOLIDATING GROWTH

The past fiscal year was a year of unprecedented upheavals.

Numerous countries experienced economic and political turmoil.

The economic and political woes are far from over.

The worst may be over, but the pain will continue for some time to come.

Perseverance is the only key to success.

We must not only act but also dream, not only plan, but also believe.

We need to be cautious in these trying times, without losing hope.

We are consolidating the results of our growth, before we embark on our journey ahead.

Course correction is an extremely difficult decision, but it will pay off in the long-term.

And we are doing so without diluting the core competence of the Company.

We have retained our long-term views but modified them to meet business and economic exigency.

Long-term planning does not deal with future decisions, but with the future of present decisions.

We stuck to our business plans throughout fiscal 2011 and focused on our traditional businesses that form the foundations of our growth.

Looking beyond the current economic situation, we expect demand across the spectrum of our products and services to increase, driven by population growth, positive demographics and rising prosperity in developing nations.

For these reasons, we believe that the long-term outlook remains favorable for our Company.

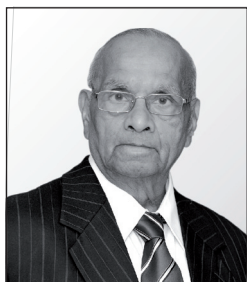
Year 2011-12 will be a year of fiscal discipline.

Jai Corp's core strengths, starting with the talent, dedication and values of our employees, will enable us to achieve growth.

Jai Corp's future holds great promise by consolidating growth.

We are confident to emerge as a more nimble, stronger and efficient player

## MESSAGE FROM THE CHAIRMAN EMERITUS



**“We are deeply committed to safe and efficient operations and to conducting our business in an environmentally sound and socially responsible manner.”**

Dear Shareowners,

In 2010 it appeared that the world has been able to bury the ghost of global recession. It now appears that such a view was rather premature. The year 2010 -11 was a tumultuous year for the world economy. India so far has been able to fend off too much negative impact. It remains to be seen how much the fine balance between inflationary pressure and high growth rate can be sustained by the economy.

We will continue to follow the business plans and frame our strategy that has helped the Company to grow in the past without in any way compromising on the Company's socio- economic responsibilities. Jai Corp's performance and growth are intrinsically linked with the communities where we operate. Our community engagement programmes are our strategic investments in the future of our community, focusing on health, education and sustainable socio-economic development.

We are deeply committed to safe and efficient operations and to conducting our business in an environmentally sound and socially responsible manner.

I thank all our stakeholders who have consistently reinforced their faith and trust in Jai Corp. I am confident that they will to continue stand by the management team that is leading your Company into the future.

I thank our Board of Directors for their invaluable insights, constant support and guidance at every stage as we strive to give shape to their vision. I would also like to thank all our shareholders for their unstinted support. This Company is committed to realizing your dreams for it and I am confident that together we shall grow and prosper.

With best wishes,

Sincerely,

**J. K. Jain**

Chairman Emeritus

3<sup>rd</sup> August, 2011

## MESSAGE FROM THE CHAIRMAN



**“While the country is preparing to take the quantum leap and join other developed economies, it cannot afford to lose its momentum of high growth”**

Dear Fellow Shareowners,

The year 2010-11 started on a promising note for the world economy but ended in despair. There was a surge of popular upheavals in several countries in the Middle East and Africa. The effects of these are likely to continue to be felt in the coming years. The sovereign debt crisis in Europe just appears to have gone from bad to worse. Meanwhile the United States debt crisis laid bare the economic problems of that country. It appears that the developed nations are caught in a debt trap. Europe has already seen one disaster in Greece and despite a helping hand from Germany and France, there are very few signs of revival. The troubles in other member countries of the PIGS (Portugal, Ireland, Greece and Spain) have not vanished and the rating agencies have already warned that Italy could soon be the next country in peril.

China's inflation rate may not allow it to play the role of the global white knight as effectively as it has played in the recent past. The Government of India and the Reserve Bank of India are trying their best to balance inflationary tendencies without bringing too much impact on the growth rate. If the Reserve Bank of India's game plan tightening policy to control inflation works well, then India will once again be on the high growth trajectory in FY 2012- 13. We will in all probability begin the next fiscal, with an extremely positive numbers growth outlook. Already the advance tax numbers for the first quarter are encouraging, more companies are looking at fresh investments and infrastructure, which accounts for 26% of the spend, and this could add to the growth numbers, as we see new power plants and highways being constructed. The process of nation building has to be accelerated and more investments and faster approvals are the need of the hour. We need to generate more jobs for our youths and that is possible through new engines of growth. While the country is preparing to take the quantum leap and join other developed economies, it cannot afford to lose its momentum of high growth.

Last year our traditional businesses of plastic processing and spinning have delivered a good performance. The Company was able to substantially improve the profitability of these businesses. In the steel business the Company incurred a minor loss. We expect better results this year. The investments in the real estate sector are long-term in nature and will unlock their potential value in the years ahead.

In our venture capital business, we manage and advise a collective corpus of over Rs. 3,807 crores (US\$ 820 million). The funds' investments are focussed on large townships and mixed-use development projects. The

In our venture capital business, we manage and advise a collective corpus of over Rs. 3,807 crores (US\$ 820 million). The funds' investments are focussed on large townships and mixed-use development projects. The projects are with reputed builders and are in cities that are expected to have high growth rates. The Urban Infrastructure Opportunities Fund has refunded Rs. 241.76 crores to its contributors by way of repurchase of units and return of capital in the current financial year. The asset management sector is expected to witness high growth in the near future. We are gearing ourselves to capitalize on the same.

The Company is one of the stakeholders in entities engaged in development of Special Economic Zones (SEZ) in Maharashtra. Navi Mumbai Special Economic Zone has commenced horizontal and vertical development in a phased manner and Rewas Port Limited has received necessary statutory approvals.

For the year ended 31<sup>st</sup> March, 2011, Jai Corp delivered a robust financial performance. While revenues increased by 22.76%, to Rs. 589.01 crores, EBIDTA increased by 38.18% to Rs. 135.39 crores and profit after tax increased by 50.88% to Rs. 92.14 crores. The growth of the masterbatch division was especially impressive. I firmly believe that Jai Corp's business strategies, operational excellence and cost control measures along with the hard work of our entire team helped your Company deliver this improved financial performance.

Our focus will be to deliver superior and sustainable returns to all our stakeholders in the years ahead.

I am grateful to the Board of Directors for their unwavering support and guidance. I also take this opportunity to express my gratitude to all our stakeholders, who have reposed their trust in us and extended their constant support.

With best wishes,  
Sincerely,

**Anand Jain**  
Chairman  
3<sup>rd</sup> August, 2011

## CONSOLIDATING GROWTH

### ABOUT US:

Jai Corp Limited, established in 1985, under the leadership of the Company's Chairman Shri Anand Jain, is fast emerging as a leading urban integrated infrastructure company.

Traditionally, a manufacturing enterprise, the Company produces flexible intermediate bulk containers (FIBC Jumbo bag), woven sacks and fabrics, manmade fibre yarns, Masterbatch and steel coils and sheets.

In 2006, Shri Jain's vision saw Jai Corp expanding its horizons. Jai Corp is metamorphosing from a manufacturing enterprise to a corporate driven by new growth engine such as asset management and urban infrastructure development.

Jai Corp is looking at playing a catalyst role of being one of the key builders of modern India, by creating integrated urban infrastructure. Thus, contributing to the India growth story.

The Company is in the process of building globally relevant centers of excellence in manufacturing and service sector.

Jai Corp is also a leading real estate organization with a significant funding and development portfolio.

The Company is also advisor and manager to some of India's largest real estate funds.

With its Registered Office at Nanded, Maharashtra, the Company has its Corporate Office in India's financial capital, Mumbai.

The Company has a shareholder family of about 88,000. The Company's shares are listed on the Bombay Stock Exchange and the National Stock Exchange.

### LOCATIONS :

- Woven sacks manufacturing division: Khadoli, Athal (Silvassa) and Daman
- Spinning division: Vasona, Masat (Silvassa) and Sarigam (Gujarat)
- Steel division: Nanded (Maharashtra)
- SEZs: Mumbai and Navi Mumbai
- Port SEZ: Rewas (Maharashtra)
- Asset Management business and Venture Capital Fund Offices: Mumbai.



## BOARD OF DIRECTORS

**Jai Kumar Jain**  
Chairman Emeritus

**Anand Jain**  
Chairman

**Virendra Jain**  
Vice Chairman

**Gaurav Jain**  
Managing Director

**V.S. Pandit**  
Director - Works

**S. N. Chaturvedi**

**D.K. Contractor**

**K .M. Doongaji**

**S.H. Junnarkar**

**P.P. Shah**  
Directors

CHIEF FINANCIAL OFFICER  
**Rajesh Kumar Mundra**

COMPANY SECRETARY &  
COMPLAINE OFFICER  
**Ananjan Datta**

BOARD COMMITTEES:  
Audit Committee

**K.M Doongaji** (Chairman)

**S.N.Chaturvedi**

**D.K.Contractor**

**Virendra Jain**

Shareholders/Investors  
Grievance Committee

**K.M.Doongaji** (Chairman)

**S.N.Chaturvedi**

**Virendra Jain**

**Gaurav Jain**

### Share Transfer Committee:

Jai Kumar Jain (Chairman)  
Virendra Jain  
Gaurav Jain

### BANKERS

Axis Bank  
Bank of Baroda  
Canara Bank  
Development Credit Bank Limited  
HDFC Bank Limited  
South Indian Bank Limited  
Union Bank of India

### REGISTERED OFFICE

A-3, M.I.D.C. Indl. Area,  
Nanded- 431 603, Maharashtra  
Website: [www.jaicorpindia.com](http://www.jaicorpindia.com)  
Tel: +91-22-61155300  
Fax: +91-22-22875197

### CORPORATE OFFICE

12-B, Mittal Towers,  
Nariman Point,  
Mumbai-400021  
Maharashtra, India.

### MANUFACTURING FACILITIES:

- (i) Plastic processing Division  
140/1/1/1 to 140/1/1/9,  
Village Khadoli, Silvassa (D & N.H)  
(100% EOU Unit)  
168/182-191, Dabhel Ind. Co-op. Soc.  
Ltd.,  
Dabhel, Daman (Daman & Diu)  
Survey No. 148, 149/1 & 2, 180/2 & 3,  
Dabhel Ind. Co-op. Soc. Ltd.,  
Dabhel, Daman (Daman & Diu)  
Plot No. F-1 & F-2,  
Indore SEZ Phase-1, Sector-III  
Pithampur (MP) (SEZ Unit)
- (ii) Plastic Processing & Master Batch  
Survey No.141,Dabhel Ind. Co-op.  
Soc.Ltd.,  
Dabhel, Daman (Daman & Diu)

(iii) Plastic Processing & PSF  
Survey No.326/1,326/2/1  
Village Athal, Silvassa,  
(D&NH)

(iv) Steel Division  
A-3, M.I.D.C, Indl. Area  
Nanded, Maharashtra.

(v) Textile Division- Twisting  
Survey No.45-B, Govt.Ind  
Estate,  
Masat, Silvassa (D & NH)

(vi) Textile Division- Dyeing  
Plot No.1620, GIDC Sarigam,  
Dist. Valsad, Gujarat

(vii) Textile Division- Spinning  
Survey No.246, Khanvel Road,  
Vasona, Silvassa (D &NH)

### REGISTRAR & SHARE TRANSFER AGENTS

Karvy Computershare Private  
Limited  
Plot no. 17-24 , Vittal Rao Nagar,  
Madhapur, Hyderabad 500 081.  
Tel: +91-40-44655000  
Fax no: + 91-040-23420814  
e- mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
Website : [www.karvy.com](http://www.karvy.com)

### AUDITORS

Chaturvedi & Shah,  
Chartered Accountants  
S.R.Batliboi & Co.  
Chartered Accountants

## NOTICE

NOTICE is hereby given that the Twenty-sixth Annual General Meeting of the Members of Jai Corp Limited will be held on Friday the 23<sup>rd</sup> day of September, 2011 at 10.00 am at the Registered Office of the Company at A-3, MIDC Industrial Area, Nanded- 431 603, Maharashtra to transact the following businesses :

### AS ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at March 31, 2011, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Preference Shares.
3. To declare a dividend on Equity Shares.
4. To appoint a Director in place of Shri Jai Kumar Jain, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Anand Jain, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Shri Khurshed Minocher Doongaji who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint Messrs Chaturvedi & Shah, Chartered Accountants, and Messrs S.R. Batliboi & Co. Chartered Accountants, the retiring auditors as the joint Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and fix their remuneration.

### AS SPECIAL BUSINESS:

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

**“RESOLVED THAT** in accordance with the provisions of Sections 80 and all other applicable provisions, if any, of the Companies Act, 1956, and Article 8 and all other enabling provisions of the Articles of Association of the Company and the applicable laws, rules, regulations, guidelines, clarifications and approvals issued by any statutory body or regulatory authority and subject to such approvals/consents/permissions/sanctions as may be required in accordance with applicable laws, rules, regulations and guidelines and subject to such conditions as such bodies or authorities may impose at the time of granting their approvals/consents/permissions/sanctions and which may be agreed to by the Board of

Directors of the Company ( the '**Board**' which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution), consent of the members be and is hereby accorded to the Board to roll over 99,99,900 (ninety-nine lakhs ninety-nine thousand and nine hundred) 1percent non-cumulative, non-participating redeemable preference shares of face value ₹ 1/- (Rupee one only) each of the Company issued at a price of ₹ 1,000/- (Rupees one thousand only) each i.e. at a nominal value of ₹ 1/- (Rupee one only) and a premium of ₹ 999/- (Rupees Nine hundred and ninety- nine only) per share allotted on 26.11.2007 to certain members of the promoter group which are due for redemption on 25.11.2011 to the intent that the said preference shares will be redeemed at a later date as hereafter stated;

**RESOLVED FURTHER THAT** the said preference shares shall continue to carry a preferential right to dividend of 1percent (one per cent) per annum;

**RESOLVED FURTHER THAT** the said preference shares shall in respect of capital, on a winding-up or repayment of capital, carry a preferential right for repayment in priority to the equity shares to the Company but shall not carry any further or other right to participate either in the profits or assets of the Company;

**RESOLVED FURTHER THAT** the said preference shares shall be redeemable on the expiry of 2 (two) years from the date of roll over (i.e. two years from 26.11.2011) with an option to the Company/preference shareholders to redeem the same any time earlier;

**RESOLVED FURTHER THAT** the redemption of the said preference shares shall be at a premium of 6percent (six per cent) per annum from the date of allotment over and above the total issue price of ₹ 1,000/- (Rupees one thousand only) per share and the premium will be proportionate to the period of holding of these shares;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above , the Board be and is hereby authorized to take all actions and do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to the issue and allotment of the said shares and to resolve and