



**23rd ANNUAL REPORT
2007-2008**

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED**BOARD OF DIRECTORS**

Shri Saurabh Kumar Tayal – *Chairman*
 Shri Mahendra Kumar Agarwal- *Managing Director*
 Shri Rajshekhar S. Ganiger
 Shri Farinda Bihari Rai
 Shri Harinder Kumar
 Shri Surendra Ambalal Dave

BANKERS

IOB, Allahabad Bank, UCO Bank
 OBC, Bank of Maharashtra

AUDITORS

M/s Sanjay & Vijay Associates
 Chartered Accountants

REGISTERED OFFICE

Village Salvav, Taluka Pardi
 Near Vapi, Valsad Gujarat 396 191

CORPORATE OFFICE

Raghuvanshi Mills Compound
 11/12 Senapati Bapat Marg
 Lower Parel (W)
 Mumbai 400013.

PLANTS

Bhilad, Gujarat
 Pulgaon, Maharashtra.

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ANNUAL GENERAL MEETING : on 9th August at 12.00 A.M
 at Village Salvav, Taluka Pardi, Vapi, Dist Valsad, Gujarat 396 191.

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED**NOTICE**

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of the Members of JAYBHARAT TEXTILES AND REAL ESTATE LIMITED will be held at the Registered Office of the Company i.e. Village Salvav, Taluka Pardi, Near Vapi, Dist Valsad – 396191 at 12.00 A.M on Saturday the 9th August, 2008 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Company's Balance Sheet as at 31st March 2008 and Profit and Loss Account for the year ended on that date and Reports of Directors and Auditors thereon.
2. To declare dividend for the year 2007-08.
3. To appoint a Director in place of Shri Harinder Kumar, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Sanjay & Vijay Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix the Auditors' remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolution:

Item No. 5

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any Statutory modification(s) or re-enactment thereof, Shri Surendra Ambalal Dave, who was appointed as an Additional Director pursuant to provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 6

"RESOLVED THAT pursuant to the provisions of Section 269, 309, 310 and Schedule XIII and other applicable provisions of the Companies Act, 1956 and other Statutes the decision of Board of Directors of the Company appointing Shri Mahendra Kumar Agarwal as Managing Director of the Company w.e.f. 17th January, 2008 on terms and conditions and at remuneration as set out hereunder for a period of 5 years be and is hereby ratified.

<i>Particulars</i>	From 17th January 2008
Salary	Rs. 50,000/- per month or Rs. 6,00,000/- per annum
Commission on Net Profit	Upto 1% of the Net Profits as Calculated u/s 349/350 of the Companies Act 1956
Maximum	Rs 12,00,000 per annum

RESOLVED FURTHER THAT for the purpose of the giving effect to the above Resolution the Board of the Directors of the Company be and is hereby authorized to take the such steps and to do all such acts, deeds, matters and things as are required under the Law."

NOTES :

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business under item no. 5 & 6 is annexed hereto and forms an integral part of this notice.
2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON (WHETHER A SHAREHOLDER OR NOT) AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL BE ENTITLED TO VOTE ONLY UPON A POLL.

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3. The instrument(s) appointing the Proxy, if any, shall be delivered at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Meeting and the instrument of proxy shall be treated as invalid in case of default.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 6th August to 9th August (both days inclusive) to comply with Annual Book Closure requirements.
5. The Dividend after declaration, will be paid to those Share holders whose names stand on Register of Members on 9th August, 2008. The Dividend in respect of shares held in the Electronic form will be paid to the beneficial owners of Shares whose names appear in the list furnished by the Depositories for this purpose as on 5th August 2008.
6. Members desiring any information with regard to accounts or operations are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
7. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio. Members are requested to immediately notify any change in their registered address specifying full address with Pin Code Number and quoting their registered Folio No. to the Company.
8. All documents and agreements referred to in the Notice and Explanatory statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10.00 A.M and 1.00 P.M. up to the date of Annual General Meeting

For and on Behalf of the Board of Directors

Place : Mumbai
Date : 12th June 2008

Saurabh Kumar Tayal
Chairman

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.****ITEM NO. 5 :**

Shri Surendra Ambalal Dave was appointed as an Additional Director by the Board on 12th June, 2008 under Section 260 of the Companies Act, 1956. He holds office till the conclusion of this Annual General Meeting. The Company has received a Notice along with the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Surendra Ambalal Dave for the office of the Director of the Company.

Shri Surendra Ambalal Dave is Ph. D. in Economics and Ex-Chairman SEBI & UTI.

ITEM NO. 6 :

The Board of Directors appointed Shri Mahendra Kumar Agarwal as Managing Director of the Company in the Board Meeting held on 17th January, 2008 for a period of five years. On the following terms:

Salary	Rs. 50,000/- per month or Rs. 6,00,000/- per annum
Commission on Net Profit	Not exceeding 1% of the Net Profits as Calculated u/s 349/350 of the Companies Act 1956
Maximum	Rs 12,00,000 per annum

The Board recommends for passing of the proposed resolution by the members of the Company

None of the Directors except Shri Mahendra Kumar Agarwal is interested and are concerned in the proposed resolutions.

The Board recommends the passing of this resolution. None of the Directors is interested in the resolution.

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For and on Behalf of the Board of Directors

Place : Mumbai
Date : 12th June, 2008

SAURABH TAYAL
Chairman

ANNUAL REPORT 2008-2009**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 23rd Annual Report and the Audited Statements of Accounts of your Company for the financial year ended 31st March 2008.

FINANCIAL RESULTS

	2007-2008	(Rs. in Lacs) 2006-2007
Sales	42439.66	24985.12
Profit before Depreciation, Interest and Tax	6520.89	5119.03
Interest & Finance Charges	871.50	4.28
Depreciation	1480.32	965.12
Provision for Tax & Deferred Tax	906.30	974.50
Net Profit (Loss)	3262.77	3175.53
Profit / (Loss) brought forward from Previous Year	3950.00	2447.75
Profit / (Loss) carried to Balance Sheet	6615.57	5226.12

Note : Previous year figures have been regrouped / rearranged wherever necessary

DIVIDEND

The Directors are pleased to recommend a dividend of 10% on the Paid up Equity Share Capital of the Company.

OPERATIONS

The Company has achieved a Sales Turnover of Rs.42439.66 Lacs in Financial Year 2007- 08 as against Rs. 24985.12 Lacs in Financial Year 2006-07, registering an increase by 69.86% over the last year. Cash accruals have increased to Rs. 5167.03 Lacs in Financial Year 2007- 08 as against Rs. 4641.16. in Financial Year 2006-07. The Net Profits have gone up to Rs.3262.77 Lacs in Financial Year 2007- 08 from Rs. 3175.53 Lacs in Financial Year 2006-07.

The Company's green filed project of spinning and processing set up at Pulgaon, Wardha Dist. Maharashtra at a capital cost of Rs290 Crores has already commenced commercial production. The full impact of this project would be reflected in the current year operation. Further Company through it's 100% subsidiary Real Time Properties Limited has entered into real estate business. The project at Vapi comprising of Shopping Mall, Office Complex, Multiplex, Food Courts and Luxury Hotel.

DIRECTORS

Shri Anil Kumar Dubey and Shri Chandrashekhar R. Pandey resigned from the Directorship of the Company on 30th April, 2007. Shri Gaurav Agarwal resigned as Director as well as Managing Director of the Company on 17th January, 2008. Shri Subhash Chandra Nigam and Shri Romil Agarwal resigned as Directors on 15th May, 2008. Shri Praveen Sharma resigned as Director on 12th June 2008. Your Directors place on record their appreciation of the services rendered by the Directors concerned during their tenure as Directors of the Company.

Shri Harinder Kumar, Director, retire by rotation and, being eligible, offer himself for re-appointment.

Shri Surendra Ambalal Dave was appointed as an Additional Director of the Company on 12th June, 2008.

Shri Mahendra Kumar Agarwal, Director of the Company was appointed as managing Director of the Company w.e.f. 17th January, 2008.

PARTICULARS OF EMPLOYEES

There were no employees drawing remuneration of Rs.24,00,000/- or more per annum employed throughout the year or Rs.2,00,000/- or more, per month employed for a part of the year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibilities Statement, it is hereby confirmed:

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

- (i) that in the preparation of the annual accounts for the financial year ended 31st March 2007, the applicable Accounting Standards had been followed along with proper explanation relating to material departures except AS-15 applicable to accounting treatment for gratuity and leave encashment which are accounted on cash basis;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or Loss of the Company for the year under review;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) that the Directors had prepared the accounts for the financial year ended 31st March 2007 on a going concern basis.

FIXED DEPOSITS:

The Company has not invited/received any fixed deposits from the public during the year under Report.

INSURANCE:

The properties, stock, assets of your Company are adequately insured.

ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the Annexure forming part of this Report.

LISTING AGREEMENT

Your Company is committed to the adoption of good Corporate Governance practices in letter and spirit. Under the revised Clause 49 of the Listing Agreement, your Directors are pleased to inform that Company has implemented all the mandatory stipulations prescribed under Clause 49. A Certificate from a Practicing Company Secretary in line with Clause 49 is annexed to and forms part of the Director's Report.

AUDITOR'S REPORT

The remarks made by the Auditors in their Report have been suitably dealt within the schedules and notes and therefore, do not call for any further clarification.

AUDITORS

M/s. Sanjay & Vijay Associates, Chartered Accountants, the Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

EMPLOYEE RELATIONS

The management employee relations continue to be cordial the Board is committed to strengthen the same and to work towards ensuring health, safety, welfare and a healthy working environment for its employees.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the assistance and support extended by Banks, Consultants, Solicitors, Shareholders and Employees of the Company.

For and on Behalf of the Board of Directors

Place : Mumbai
Date : 12th June, 2008

SAURABH KUMAR TAYAL
Chairman

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ANNEXURE TO THE DIRECTORS' REPORT:

Information as per Section 217(1)(e), of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year 2007 - 2008

I. CONSERVATION OF ENERGY**a) Energy conservation measures taken :**

The Company has been making concerted efforts for enhancement in capacity utilisation, cost competitiveness and quality through systematic process monitoring and adherence to technological norms. Sophisticated instruments are used for regulation and adjustment as per parameters. Efforts are also made for upgradation of the quality of the Plant Operation. Utilities are being combined for effective energy conservation.

b) Additional Investments and Proposals being implemented for reduction of consumption of energy :

The Company, as a matter of policy, has a regular and ongoing programme for investments in energy saving devices. Studies are being made to reduce energy consumption and make suitable investments in this area, if necessary.

c) Impact of the measures (a) & (b) above for reduction of energy consumption and consequential impact on the cost of production of goods:

The Company has economized considerably the cost of power despite steep hike in the tariffs and is constantly exploring avenues for cost saving as an on-going process.

d) TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION AS PER FORM A OF THE RULES IN RESPECT OF INDUSTRIES SPECIFIED IN THE SCHEDULE THEREOF

	Year ended 31.03.2008	Year ended 31.03.2007
A. Power and Fuel Consumption in respect of :		
1. Electricity		
(a) Purchased		
1. Units (KWH in Lacs)	66.99	50.01
2. Total amount (Rs. in lacs)	405.23	310.55
3. Rate per unit (Rs./unit)	6.05	6.21
(b) Own Generation		
(Through Diesel Generator/Furnace Oil)		
1. Units (KWH in Lacs)	303.26	245.06
2. Units per litre of fuel	3.12	3.90
3. Cost per unit (Rs/unit)	6.19	6.03
2. Coal	—	—
3. Furnace Oil	—	—
Others/Internal Generation	—	—
B. Consumption per unit of production		
(Product : Yarn & Fabric)		
1. Electricity (KWH/Tonne)	1100.68	1359.90
2. Coal (Kgs.)		
3. Furnace Oil (Ltrs.)		
4. Steam (Tonnes)		

Note : Since the Company manufactures different qualities of fabrics/yarns with product-mix changing significantly, there are no specific norms for per unit of production.

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED**II. TECHNOLOGY ABSORPTION**

EFFORTS MADE IN TECHNOLOGY ABSORPTION AS PER FORM B OF THE ANNEXURE TO THE RULES.

1. Research and Development: (R & D)

- | | |
|---|---|
| a) Specified areas in which R & D Activities are carried out by the Company | R & D activities are being carried out continuously to produce better quality of yarn and fabrics. |
| b) Benefits derived as a result of the above | With the help of R & D activities, the Company has been able to produce quality yarn and fabrics of international standards. |
| c) Future Plan of Action | Efforts aimed at cost reduction, improvement in quality of existing products and development of new process will continue. |
| d) Expenditure on R & D | Expenditure on R & D is being booked under the respective heads of expenditure in the Profit & Loss Account as no separate account is maintained for the purpose. |
| e) Technology Absorption, Adaption And Innovation | The Company has not utilised any imported technology. |

III. FOREIGN EXCHANGE EARNINGS AND OUTGO :

- | | | |
|--|---|-------------------------|
| a) Activities relating to export Markets for products and services and export plan | The Company has set up an Export Division for export of premium quality yarns and garments. | |
| | Year ended
31.03.2007 | Year ended
31.3.2006 |
| b) Foreign Exchange Outgo (Rs. in Lacs) | Nil | Nil |
| c) Foreign Exchange earned (Rs. in Lacs) | Nil | Nil |

For and on Behalf of the Board of Directors

Place : Mumbai
Date : 12th June, 2008

SAURABH KUMAR TAYAL
Chairman

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CORPORATE GOVERNANCE REPORT

The Company's Shares are listed on the Bombay Stock Exchange Limited in India. As required by clause 49 of the Listing Agreement with the Stock Exchanges, a Report on Corporate Governance in accordance with the SEBI prescribed format is given below:

1. Company's Philosophy on Code of Governance

The main goal of Corporate Governance is maximization of shareholder's value and protection of the interests of all the stakeholders. It includes the policies and procedures adopted by the Company in achieving its objectives in relation to its shareholders, employees, customers, suppliers, regulatory authorities and society at large.

The Company has ensured that the Directors of the Company are subject to their duties, obligations and responsibilities in the best interests of the Company, to give direction and remain accountable to their shareholders and other beneficiaries for their actions. The responsibilities of the Board includes setting out the company's strategic aims, providing the leadership to put them into effect, supervision of the management of the business and reporting to the shareholders on their stewardship.

It is a recognized philosophy of the Company that effective and good Corporate Governance is a must, not only in order to gain credibility and trust, but also as a part of strategic management for the survival, consolidation and growth. The Company remains committed to imbibe the principles of Corporate Governance in its functioning in true letter and spirit.

2. Board of Directors

2.1 The Board of director consists of professional drawn from diverse the majorities of directors Board including the Chairman are non executive directors

During the year 2007-2008, the Board met 5 times on the following dates namely 30th April 2007, 12th July 2007, 23rd July 2007, 24th October 2007 and 17th January 2008.

The maximum time-gap between any two meetings was not more than Four calendar months.

The following table gives details of Directors, attendance of Directors at the Board Meetings and at the last Annual General Meeting, number of membership held by Directors in the Board / Committees of various companies :-

Name	Category	Attendance Particulars		Number of other directorships and Total Committee member/Chairmanships		
		Board Meetings	Last AGM	Other Directorship Indian Public Limited Companies	Committee Membership	Committee Chairmanships
Shri Saurabh Kumar Tayal	NEC	5	Yes	7	2	1
Shri Mahendra Kumar Aggarwal (Appointed as Managing Director w.e.f. 17/01/2008)	MD	5	Yes	2	Nil	Nil
Shri Guarav Aggarwal (Resigned from the post of Director and Managing Director w.e.f. 17/01/2008)	MD	4	Yes	Nil	Nil	Nil
Shri Rajshekhar S. Ganiger	ID	5	Yes	1	3	1
Shri Subhash C. Nigam*	ID	4	Yes	1	1	Nil
Shri Farindra Bihari Rai	ID	5	Yes	4	3	Nil
Shri Pravin Sharma**	ID	5	Yes	1	3	Nil
Shri Romil Agarwal *	ID	5	Yes	5	2	1
Shri Harinder Kumar	ID	5	Yes	9	2	1
Shri Anil Kumar Dubey*** (Resigned as Director w.e.f. 30/04/2007)	ID	0	No	Nil	Nil	Nil