

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

BOARD OF DIRECTORS

Mr. Saurabh Kumar Tayal – Chairman
Mr. Mahendra Kumar Agarwal — Managing Director
Ms. Mrinal Tayal
Mr. Utpal Kumar Mukhopadhyay
Mr. Harinder Kumar
Mr. Rajshekhar S. Ganiger
Mr. Farindra Bihari Rai
Mr. Mahesh Prasad Mehrotra
Mr. Pritam Singh Pritam
Mr. Ram Bharosey Lal Vaish

COMPANY SECRETARY

Mrs. Nishtha Goyal

BANKERS

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

AUDITORS

M/s. A.F. Khasgiwala & Co.,
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

REGISTRAR & SHARE TRANSFER AGENT

MONDKAR COMPUTERS PVT. LTD.
21, Shakil Nivas, Opp Satya Sai Baba Temple,
Mahakali Caves Road, Andheri (East)
Mumbai - 400 093

PLANTS

Pulgaon, Maharashtra.

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ANNUAL GENERAL MEETING on Saturday 17th July, 2010, at 11:00 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 25th Annual General Meeting of the members of **JAYBHARAT TEXTILES AND REAL ESTATE LIMITED** will be held at the Registered Office of the Company at Village Salvav, Taluka Pardi, Near Vapi, Dist, Valsad - 396191 at 11.00 A.M. on Saturday, 17th July, 2010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Company's Audited Balance Sheet as at 31st March, 2010 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 financial year 2009-10.
3. To appoint a Director in place of Mr. Farindra Bihari Rai, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajshekhar S. Ganiger, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To reappoint Auditor and to fix remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT M/s A.F. Khasgiwala. & Co., Chartered Accountant be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

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

6. "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, Ms. Mrinal Tayal, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation."
7. 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, Mr. Pritam Singh Pritam, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation."
8. "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, Mr. Ram Bharosey Lal Vaish, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation."
9. "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, Mr. Mahesh Prasad Mehrotra, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation."
10. "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, Mr. Utpal Kumar Mukhopadhyay, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation."

BY Order of the Board
Sd/-
Saurabh Kumar Tayal
Chairman

Place: Mumbai
Dated: 21st May, 2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their copy of the Annual Report to the Meeting and produce the Attendance Slip at the entrance where the Annual General Meeting will be held.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 15th July, 2010 to 17th July, 2010 (both days inclusive) to comply with Annual Book Closure requirements.
6. The dividend after declaration will be paid to those Shareholders, whose names stand on Register of Members on 15th July, 2010. 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 15th July, 2010.
7. 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.
8. 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 Number to the Company.
9. 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 Behalf of the Board of Directors
Sd/-
Saurabh Kumar Tayal
Chairman

Place: Mumbai
Date: 21st May, 2010

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ANNEXURE TO THE NOTICE

Explanatory Statements Pursuant to SECTION 173(2) of the Companies Act, 1956

ITEM NO. 6

Ms. Mrinal Tayal was appointed as an Additional Director by the Board on 19th January, 2010 under Section 260 of the Companies Act, 1956. She 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 Ms. Mrinal Tayal for the office of the director of the Company.

Ms. Mrinal Tayal is not disqualified from being appointed as Director in terms of Section 274(1) (g) of the Act. The Company has received the requisite Form 'DD-A' from Ms. Mrinal Tayal, in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956 Rules 2003, confirming her eligibility for such appointment.

Ms. Mrinal Tayal is B.Tech. (Computer Science), M.B.A. (Finance & Marketing). She has rich experience of working in Banking Sector. Ms. Mrinal Tayal was Corporate Relationship Manager in Citibank. She has worked with ICRA to profile credit ratings for SME's. She has also worked with Barclays Capital for the project on Syndicated INR Loans.

The Board recommends the passing of this resolution. Except, Ms. Mrinal Tayal, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

ITEM NO. 7

Mr. Pritam Singh Pritam was appointed as an Additional Director by the Board on 16th March, 2010, 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 Mr. Pritam Singh Pritam for the office of the director of the Company.

Mr. Pritam Singh Pritam is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act. The Company has received the requisite Form 'DD-A' from Mr. Pritam Singh Pritam, in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956 Rules 2003, confirming his eligibility for such appointment.

Mr. Pritam Singh Pritam is Post Graduate in Arts faculty, LLB., Ph.D. and F.I.I.I. He has rich experience of 36 years in working with the Financial Institutions. During his tenure, he has held top position in LIC. He has worked in diverse functional areas like Accounts, Legal, Sales & Marketing, Client Servicing, Underwriting, etc. He was also National Head of Alliance Bajaj Life Insurance Company. He is currently on the Board of Escorts Limited.

The Board recommends the passing of this resolution. Except, Mr. Pritam Singh Pritam, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

Item No. 8

Mr. Ram Bharosey Lal Vaish was appointed as an Additional Director by the Board on 16th March, 2010 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 Mr. Ram Bharosey Lal Vaish for the office of the director of the Company.

Mr. Ram Bharosey Lal Vaish is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act. The Company has received the requisite Form 'DD-A' from Mr. Ram Bharosey Lal Vaish in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956 Rules 2003, confirming his eligibility for such appointment.

Mr. Ram Bharosey Lal Vaish is Graduate in Bachelor of Commerce, F.C.A. (Chartered Accountant). He has worked as Chief Vigilance Officer of New India Assurance Co. Ltd., and General Manager in Audit, Investment & HR in LIC Housing Finance Ltd. and Joint General Manager in Marketing of LIC Mutual Fund at Mumbai.

He is currently working as Executive Director in Institute of Actuaries of India. He is also Director on the Board of Axis Bank and OTCEI Securities Ltd.

The Board recommends the passing of this resolution. Except, Mr. Ram Bharosey Lal Vaish, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

Item No. 9

Mr. Mahesh Prasad Mehrotra was appointed as an Additional Director by the Board on 16th March, 2010 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 Mr. Mahesh Prasad Mehrotra for the office of the director of the Company.

Mr. Mahesh Prasad Mehrotra is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act. The Company has received the requisite Form 'DD-A' from Mr. Mahesh Prasad Mehrotra in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956 Rules 2003, confirming his eligibility for such appointment.

Mr. Mahesh Prasad Mehrotra is Graduate in Bachelor of Commerce, LL.B. and Fellow Chartered Accountant. He is a founder partner of M/s. Mehrotra and Mehrotra, Practising Chartered Accountants, Kanpur and Delhi.

Mr. Mahesh Prasad Mehrotra is on the Board of several well known companies such as India Securities Ltd. (Essar Group), Dhampur Sugar Mills Ltd., Delton Cables Ltd., etc. He is also a Member of PHD Chambers of Commerce Industry and ASSOCHAM.

The Board recommends the passing of this resolution. Except, Mr. Mahesh Prasad Mehrotra, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

Item No. 10

Mr. Utpal Kumar Mukhopadhyay was appointed as an Additional Director by the Board on 21st May, 2010 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 Mr. Utpal Kumar Mukhopadhyay for the office of the director of the Company.

Mr. Utpal Kumar Mukhopadhyay is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act. The Company has received the requisite Form 'DD-A' from Mr. Utpal Kumar Mukhopadhyay in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956 Rules 2003, confirming his eligibility for such appointment.

Mr. Utpal Kumar Mukhopadhyay is a retired IAS Officer with more than 35 years experience in the Maharashtra Government, the Central Government and the World Bank. He has developed institutions for urban governance and environment management in India and countries in East Asia as a senior executive of the World Bank, Washington D.C.

Presently, he is MD & CEO of Tata Housing Development Company.

The Board recommends the passing of this resolution. Except, Mr. Utpal Kumar Mukhopadhyay, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

For and on Behalf of the Board of Directors

Sd/-
Saurabh Kumar Tayal
Chairman

Place: Mumbai
Date: 21st May, 2010

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 25th Annual Report and the Audited Statements of Accounts of your Company for the financial year ended 31st March 2010.

FINANCIAL RESULTS

	2009-2010 (Rs. in Lacs)	2008-2009 (Rs. in Lacs)
Sales	53739.75	48724.51
Profit before Depreciation, Interest and Tax	7815.90	7296.24
Interest & Finance Charges	2153.12	1882.25
Depreciation	3038.46	2366.20
Provision for Tax & Deferred Tax	702.90	395.63
Net Profit (Loss)	1921.42	2652.16
Profit/(Loss) brought forward from Previous Year	1804.96	0.00
Appropriated Transfer to General Reserve	500.00	250.00
Proposed Dividend	382.84	510.45
Tax on Dividend	65.06	86.75
Profit/(Loss) carried to Balance Sheet	2778.47	1804.96

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

DIVIDEND:

Your Directors have recommended dividend @ Re. 0.10 per share on 38,28,37,500 Equity Shares of Rs. 2/- each aggregating to Rs. 3,82,83,750/-.

REVIEW OF OPERATIONS:

The Company has achieved a Sales Turnover of Rs. 53739.75 Lacs in Financial Year 2009-10 as against Rs. 48724.51 Lacs in Financial Year 2008-09. The Net Profits have declined to Rs. 1921.42 Lacs in Financial Year 2009-10 from Rs. 2652.16 Lacs in Financial Year 2008-09 due to higher interest outgo of Rs. 2153.12 Lacs from Rs. 1882.25 Lacs in the year under review.

SUBSIDIARY COMPANY:

The Company has two subsidiaries named 1) Pulgaon Cotton Mills Limited, 2) Real Time Properties Limited. The Statement of Subsidiary Companies pursuant to Section 212 of the Companies Act, 1956 is annexed to this report. Members who wish to receive the full Report and Accounts including the Report and Accounts of the Subsidiary Companies will be provided with it upon receipt of a written request. This will help save considerable cost in connection with printing and mailing of the Report and Accounts.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of the Company Mr. Rajshekhar Ganiger and, Mr. Farindra Bihari Rai, Directors, retire by rotation and, being eligible, offer himself for re-appointment.

Mr. Vijay Kumar Chopra, Mr. T.M. Nagarajan and Mr. Surendra Dave resigned as a Director of the Company w.e.f. 13th March, 2010. The Board of Directors place on record the valuable services rendered by them during their tenure as Director of the Company.

The Board of Directors of the Company appointed additional directors as follows:

Date of Board Meeting

19th January, 2010
16th March, 2010
21st May, 2010

Appointed as Additional Director

Ms. Mrinal Tayal
Mr. M.P. Mehrotra, Mr. P.S. Pritam and Mr. R.B.L. Vaish
Mr. Utpal Kumar Mukhopadhyay

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.

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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:

- i) that in the preparation of the annual accounts for the financial year ended 31st March 2010, the applicable Accounting Standards had been followed along with proper explanation relating to material departures except revised AS-15 applicable to accounting treatment for gratuity and leave encashment which are accounted for 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 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, 2010 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.

AUDIT COMMITTEE

The Composition of Audit Committee is in accordance with the clause 49 of the Listing Agreement and the detailed information is given in the Report on Corporate Governance.

SHAREHOLDERS'/INVESTORS GRIEVANCE COMMITTEE

The composition of shareholders'/investors Grievance Committee is as given in the Report on Corporate Governance.

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.

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report and a Corporate Governance Report are made as a part of this Annual Report.

A certificate from M/s. A. F. Khasgiwala & Co., Chartered Accountants regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement is attached to this 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. A.F. Khasgiwala & Co., the Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. The Company has received a letter from M/s. A. F. Khasgiwala & Co., Chartered Accountants, expressing their willingness to continue as Statutory Auditor of the Company, if approved by Shareholder will be within limit prescribed u/s 224(i)B of the Companies Act 1956, is placed for consideration and approval of the members of the Company.

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 Bankers, Consultants, Solicitors, Shareholders and Employees of the Company.

For and on Behalf of the Board of Directors

Sd/-

Saurabh Kumar Tayal
Chairman

Place: Mumbai

Date: 21st May, 2010

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

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 2009 – 2010.

I. CONSERVATION OF ENERGY

(a) Energy conservation measures taken:

The Company has been making concerted efforts for enhancement in capacity utilization, 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 31.03.2010	Year ended 31.03.2009
A. Power and Fuel Consumption in respect of:		
1. Electricity		
(a) Purchased		
1. Units (KWH in Lacs)	116.46	133.50
2. Total amount (Rs. in Lacs)	596.29	651.48
3. Rate per unit (Rs./Unit)	5.12	4.88
(b) Own Generation (Through Diesel Generator/Furnace Oil)		
1. Units (KWH in Lacs)	411.61	304.93
2. Units per litre of fuel	3.82	3.59
3. Cost per unit (Rs./Unit)	6.90	6.96
2. Coal		
3. Furnace Oil		
Others/Internal Generation		
B. Consumption per unit of production (Product: Yarn & Fabric)		
1. Electricity (KWH/Tonne)	1682.84	1486.71
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.

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, Adoption and Innovation

The Company has not utilised any imported technology.

III. FOREIGN EXCHANGE EARNINGS AND OUT-GO:

(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.

(b) Foreign Exchange Outgo (Rs. in Lacs)

Year ended
31.03.2010

Year ended
31.03.2009

(c) Foreign Exchange earned (Rs. in Lacs)

Nil
Nil

Nil
Nil

For and on behalf of the Board of Directors,

Sd/-

Saurabh Kumar Tayal
Chairman

Place: Mumbai

Date: 21st May, 2010

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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 directors consists of professional Directors including the Chairman being Non Executive Director.

During the year 2009-2010, the Board met 7 times on the following dates namely 19th May, 2009, 6th June, 2009, 21st July, 2009, 18th September, 2009, 22nd October, 2009, 19th January, 2010 and 16th March, 2010.

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 Directorships in Indian Public Limited Companies	Committee Memberships (Including Jaybharat Textiles and Real Estate Limited)	Committee Chairmanships
Mr. Saurabh Kumar Tayal	NEC	7	Yes	7	1	1
Mr. Mahendra Kumar Agarwal	MD	7	Yes	2	Nil	Nil
Mr. Rajshekhar S. Ganiger	ID	6	Yes	1	2	1
Mr. Farindra Bihari Rai	ID	5	Yes	7	3	Nil
Mr. Harinder Kumar	ID	2	Yes	6	2	Nil
Mr. Surendra Ambalal Dave*	ID	6	No	10	7	1
Mr. Vijay Kumar Chopra**	ID	6	No	12	Nil	Nil
Mr. T.M. Nagarajan***	ID	4	Yes	5	Nil	Nil
Mr. R.B.L. Vaish#	ID	1	No	2	2	Nil
Mr. P.S. Pritam##	ID	0	No	3	2	Nil
Ms. Mrinal Tayal@	NED	1	No	3	Nil	Nil
Mr. M.P. Mehrotra@@	ID	0	No	14	4	2
Mr. Utpal Mukhopadhyay@@@	ID	0	No	3	Nil	Nil

* Resigned as a Director w.e.f. 13th March, 2010

** Resigned as a Director w.e.f. 13th March, 2010

*** Resigned as a Director w.e.f. 13th March, 2010

Appointed as a Director w.e.f. 16th March, 2010

Appointed as a Director w.e.f. 16th March, 2010

@ Appointed as a Director w.e.f. 19th March, 2010

@@ Appointed as a Director w.e.f. 16th March, 2010

@@@ Appointed as a Director w.e.f. 21st May, 2010

NEC = Non-Executive Chairman, MD = Managing Director, ID = Independent Director.

None of the Directors is a member in more than ten committees and acts as a Chairman in more than five committees across all companies in which he is a Director.

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

2.2 Re-appointment of Directors

As required under Clause 49(VI) of the Listing Agreement the brief details of the Directors seeking appointment/re- appointment at the ensuing Annual General Meeting are furnished hereunder:

Sl. No.	Name of Director	Area of Expertise	Other Directorships	Other Committee Memberships	Other Committee Chairmanships
1.	Mr. Farindra Bihari Rai	Planning, Administration & Finance	7	3	Nil
2.	Mr. Rajshekhar S. Ganiger	Textile Technology & Administration	1	2	1

2.3 Non-Executive Directors Compensation Disclosures

Details of Sitting Fees paid to Non-Executive Directors/Independent Directors of the Company during the year is as follows:

Name of Director	Category	Attendance Particulars	
		Board Meetings	Sitting Fees Paid
Mr. Rajshekhar S. Ganiger	ID	6	60,000/-
Mr. Farindra Bihari Rai	ID	5	50,000/-
Mr. Harinder Kumar	ID	2	20,000/-
Mr. Surendra Ambalal Dave	ID	6	60,000/-
Mr. Vijay Kumar Chopra	ID	6	60,000/-
Mr. T.M. Nagarajan	ID	4	40,000/-
Mr. R.B.L. Vaish	ID	1	10,000/-
Mr. P.S. Pritam	ID	0	0
Mr. M.P. Mehrotra	ID	0	0
Ms. Mrinal Tayal	ID	1	10,000/-
		Total Rs.	3,10,000/-

3. Audit Committee

3.1. Brief description and terms of reference

The Terms of reference of the Audit Committee are as follows:

1. Oversight of the Company's financial reporting process and disclosure of financial information.
2. Reviewing with the management Annual and Quarterly Financial Statements before submission to the board for approval.
3. Reviewing the adequacy of Internal Control Systems and reporting by Internal Auditors.
4. Discussion with the Statutory Auditors before the Audit Commences as well as post Audit discussion to ascertain any area of concern.
5. Management Discussion and Analysis of financial Conditions and Results of Operations.
6. Any other function as may be assigned by the Board.

The Audit Committee also has authority to investigate into any matter in relation to the items specified in Section 292A of the Companies Act, 1956 or referred to it by the Board and for this purpose has full access to information contained in the records of the Company and external professional advice, if necessary. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board.

3.2 Composition, name of members and Chairman

The Audit Committee comprised of Mr. Harinder Kumar, as Chairman of the Committee, with Mr. Rajshekhar S. Ganiger, Mr. Farindra Bihari Rai as members of the Committee.

3.3 Attendance

During the year 2009-2010, the Audit Committee met 4 times on the following dates namely 05th June 2009, 20th July 2009, 21st October 2009 and 19th January 2010.

Name of Member	Designation	Attendance
Mr. Harinder Kumar	Chairman	3
Mr. Rajshekhar Ganiger	Member	3
Mr. Farindra Bihari Rai	Member	3

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4. Remuneration Committee

The Remuneration Committee comprises of Shri Rajshekhar S. Ganiger as Chairman of the Committee with Shri Harinder Kumar as members and Shri Farindra Bihari Rai as members of the Committee.

5. Shareholders'/Investors' Grievance Committee

The Committee comprises of Mr. Saurabh Kumar Tayal, Chairman, Mr. Rajshekhar S. Ganiger, and Mr. Farindra Bihari Rai, as members of the Committee. The Committee, *inter alia*, looks into redressing of shareholders/investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends etc. The Committee oversees the performance of the Share Department of the Company and recommends measures for overall improvement of the quality of investor services. The Board of Directors has delegated the power for approving transfer of securities to the Managing Director and Chairman of the Company.

5.1 Meetings of the Committee:

During the year 2009-10, the Investor Grievance Committee met 4 times on the following dates namely 5th June 2009, 20th July 2009, 21st October 2009 and 19th January 2010. The Committee reconstituted on 06/06/2009.

Name of Member	Designation	Attendance
Mr. Rajshekhar Ganiger	Chairman	3
Mr. Saurabh Kumar Tayal	Member	3
Mr. Farindra Bihari Rai	Member	3

No. of Shareholder's Complaint received so far - 10

Number solved to the satisfaction of shareholders - 10

Number of pending complaints – Nil

6. General Body Meetings

6.1 The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2008-09	Village Salvav, Taluka Pardi, Near Vapi, Dist. Valsad - Gujarat 396191	4th September, 2009	12.30 P.M.
2007-08	Village Salvav, Taluka Pardi, Near Vapi, Dist. Valsad - Gujarat 396191	9th August, 2008	12.00 P.M.
2006-07	Village Salvav, Taluka Pardi, Near Vapi, Dist. Valsad - Gujarat 396191	9th June, 2007	11.30 A.M.

6.2 Four Special Resolution have been passed since the last Annual General Meeting.

- Capitalizing General Reserve of Rs. 25,52,25,000/- and same applied for allotment of 12,76,12,500 equity shares of Rs. 2/- each credited as fully paid Bonus Shares to the existing equity shareholders.
- Issue of further issue of securities pursuant to section 81(1A) of the Companies Act, 1956.
- During the year the Company has passed a special Resolution through Postal Ballot: (a) under the Provision of section 293(1)(a), (b) section 372A for increasing the borrowing limits and to make investments, give guarantees etc.

7. Disclosures

- (a) **Disclosures on materially significant related party transactions, i.e., transactions of the Company of material nature, with its promoters, the directors of the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.**

None of the transactions with any of the related parties were in conflict with the interests of the Company at large.

- (b) **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

As on 12th March, 2010, SEBI had restrained the Company along with 30 entities from accessing the securities market and further prohibited from buying, selling or dealing in shares directly or indirectly in any manner whatsoever till further order.

In consequences, 2 entities out of 30 had filed a writ petition in Bombay High Court, Nagpur Bench, and bench issued interim relief order as follows:

"We (judges) have considered the contentions canvassed by the learned Senior Counsel for the petitioners. The impugned order dated 12/03/2010 being *ex parte* order passed by the respondent no. 2 (SEBI) behind the back of the petitioners and others as well as being in violation of principles of natural justice, we are of the view that prima facie is made out for grant of ad interim relief. Hence, the respondent no. 2 is restrained from acting against the petitioners pursuant to the impugned order dated 12/03/2010.

Further, the Company has also filled writ petition in Rajasthan High Court at Jaipur.

- (c) **Disclosure of accounting treatment:**

The Company has followed Accounting Standards as applicable and proper explanation has been given in the Financial Statement relating to any treatment different from that prescribed in Accounting Standards.

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

(d) Risk Management:

The Board of Directors has laid down procedures to inform Board Members about the risk assessment and minimization procedures and such procedures are reviewed periodically.

(e) Proceeds from Public issues, Right issues, Preferential Issues, etc.

The Company has not raised any money through Public Issues, Right Issues and Preferential Issues etc. during the year under report.

8. Means of Communication

- The Company has published its quarterly results in The Economic Times the English Daily National Newspaper Loksatta-Jansatta the Hindi Daily National Newspaper.
- The Company sends regular intimation of any official news releases to the Bombay Stock exchange Limited where the shares of the Company are Listed
- Management Discussion and Analysis forms integral part of this annual report.

9. General Shareholder Information

9.1 Annual General Meeting

- Date and time : 17th July, 2010 at 11.00 A.M.
- Venue : Village Salvav, Taluka Pardi, N.H. 8
Near Vapi, Dist, Valsad Gujarat

9.2 Financial Year

Financial Calendar 2010-2011

(Tentative)

Board Meetings

- Results for the quarter ending June 30, 2010 : Second week of August 2010
- Results for the quarter ending September 30, 2010 : Second week of November 2010
- Results for the quarter ending December 31, 2010 : Second week of February 2011
- Results for the year ending March 31, 2010 : Last week of May, 2011

9.3 Book Closure date

(Both Days Inclusive)

: 15th July 2010 to 17th July 2010

9.4 (a) Listing of Equity shares

: The Bombay Stock Exchange, Limited

(b) ISIN allotted to Equity Shares

: INE091E01039

(Note: Annual listing fees for the year 2010-2011 have been duly paid to the Bombay Stock Exchange Ltd.)

9.5 Stock Code

: 512233

9.6 Stock Market Data (As on 31st March 2010)

Jaybharat Textiles and Real Estate Limited				
Month	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares
April 2009	272.00	212.10	225.70	3,85,788
May 2009	405.95	220.00	405.95	3,66,254
June 2009	495	325.95	362.50	1,94,651
July 2009	531.65	340.00	413.35	3,13,859
August 2009	470.15	365.00	470.15	3,52,435
September 2009	578.95	327.50	370.85	3,54,270
October 2009	379.95	306.00	345.15	3,52,460
November 2009	413.00	320.50	395.55	4,88,759
December 2009	430.10	372.00	414.15	4,49,978
January 2010	465.50	386.00	440.90	4,44,632
February 2010	541.00	293.45	388.20	3,67,092
March 2010	431.90	305.00	364.75	2,19,549

Source: www.bseindia.com