

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

ANNUAL REPORT 2010-11

BOARD OF DIRECTORS

Shri Saurabh Kumar Tayal – Chairman
Shri Mahendra Kumar Aggarwal – Managing Director
Shri Mahesh Prasad Mehrotra
Dr. Pritam Singh Pritam
Shri Rajshekhar S. Ganiger
Shri Farindra Bihari Rai
Ms. Mrinal Tayal
Shri Kailash Nath Bhandari

AUDITORS

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

BANKERS

Indian Overseas Bank, Allahabad Bank,
UCO Bank, Oriental Bank of Commerce,
Bank of Maharashtra, Bank of India

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

Universal Capital Securities Private Limited
(Formerly known as Mondkar Computers Pvt. Ltd.)
21, Shakil Nivas, Opp Satya Sai Baba Temple,
Mahakali Caves Road, Andheri (East)
Mumbai- 400 093
info@unisec.in

PLANTS

Pulgaon, Maharashtra.

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ANNUAL GENERAL MEETING on Saturday 2nd July, 2011, at 3:00 p.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 26th Annual General Meeting of the Members of **JAYBHARAT TEXTILES AND REAL ESTATE LIMITED** will be held on Saturday the 2nd July, 2011 at 3:00 p.m. to transact the following business at the Registered Office of the Company at Village Salvav, Taluka Pardi, Near Vapi, Dist Valsad – 396191 at 3.00 P. M.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Company's Audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date and Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Saurabh Kumar Tayal, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Mrinal Tayal, who retires by rotation and, being eligible, offers herself 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 Accountants 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

7. To appoint Shri Kailash Nath Bhandari as an Independent Director of the Company 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 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 Kailash Nath Bhandari, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 82 of the Article of the Association of the Company, on 16th October, 2010 and whose tenure of office comes to an end at this Annual General Meeting, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation."

NOTES:

1. **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.**
2. 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.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 30th June, 2010 to 2nd July, 2010 (both days inclusive) to comply with Annual Book Closure requirements.
4. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. 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.
7. 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.
8. Green Initiatives in the Corporate Governance: - The Government of India - Ministry of Corporate affairs has vide the Circular No. 17-2011 dated 21st April, 2011, allowed service of documents to the shareholders in the electronic mode. Thus, having regard to the said circular read with the Information Technology Act, 2000 and section 53 of the Companies Act, 1956, The Company hereby requests the members to register their E-mail address (and any change therein from time to time) with Universal Capital Securities Private Limited (Formerly Known as Mondkar Computers Pvt. Ltd.) the Registrar and Share Transfer Agents of the Company. The Company Proposed to send the future Correspondences in electronic form to the Members whose E-mail Address is registered with the Registrar and Share Transfer Agent of the Company. Any Members desiring to receive the said Correspondences in the Physical form should inform the Company.

For and Behalf of the Board of Directors
SD/-

Saurabh Kumar Tayal
Chairman

Place: Mumbai
Date: 28th April, 2011

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 7

The Board of Director of the Company, at its meeting held on 16th October, 2010 appointed Shri Kailash Nath Bhandari as an additional director of the Company pursuant to provision of Section 260 of the Companies Act, 1956 ("the Act") read with Article 82 of the Article of Association of the Company.

In terms of the provision of the Section 260 of the Act, Shri Kailash Nath Bhandari would hold office till the conclusion of this Annual General Meeting.

The Company has received a notice in writing from a member alongwith deposit of ₹ 500/- for proposing the candidature of Shri Kailash Nath Bhandari for the office of Director of the Company under the provisions of section 257 of the Act.

Shri Kailash Nath Bhandari 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 Shri Kailash Nath Bhandari, 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.

Shri Kailash Nath Bhandari is B.A. and L.L.B. He has vast experience of administration in the field of Insurance sector. He is currently working as Chair Professor and Honorary Director of Centre for Insurance Studies & Research, National Law University and holds Directorship in various Companies.

It is proposed to seek Members' approval for the appointment of Shri Kailash Nath Bhandari as an Independent Director, in term of the applicable provisions of the Act. None of the Directors is interested in the Resolution.

For and Behalf of the Board of Directors

SD/-

Saurabh Kumar Tayal
Chairman

Place: Mumbai
Date: 28th April, 2011

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 26th Annual Report and the Audited Statements of Accounts of your Company for the financial year ended 31st March, 2011.

FINANCIAL RESULTS:

| | 2010-2011 (₹ in Lacs) | 2009-2010 (₹ in Lacs) |
|--|--------------------------|--------------------------|
| Income from Operation | 61188.01 | 53739.75 |
| Profit before Depreciation, Interest and Tax | 6392.47 | 7815.90 |
| Interest & Finance Charges | 2632.14 | 2153.12 |
| Depreciation | 3718.55 | 3038.46 |
| Profit/Loss Before Taxation | 41.78 | 2624.32 |
| Provision for Tax | 8.33 | 446.13 |
| Profit/(Loss) after Tax | (311.27) | 1921.42 |
| Profit/(Loss) brought forward from Previous Year | 2778.47 | 1804.96 |
| Appropriated Transfer to General Reserve | 2467.20 | 3726.37 |
| Profit/(Loss) carried to Balance Sheet | 2467.20 | 3726.38 |

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

DIVIDEND:

In view of inadequacy of profits, your Directors are unable to recommend any dividend on the equity shares for the year under review.

REVIEW OF OPERATIONS:

The Company has achieved a Sales Turnover of ₹ 6118.01 Lacs in Financial Year 2010-11 as against ₹ 53739.75 Lacs in previous Financial Year 2009-10. During the year 2010-11 Interest outgo of the Company has registered at ₹ 2632.14 as against ₹ 2153.12 Lacs in the previous year 2009-10. The Depreciation has registered at ₹ 3718.55 Lacs as Compares with ₹ 3038.46 Lacs for the previous year 2009-10. In the financial year 2010-11 the Company has registered Net Loss of ₹ (311.27 Lacs) as against ₹ 1921.42 Lacs in Financial Year 2009-10.

SUBSIDIARY COMPANY:

The Report and Accounts of the Subsidiary Companies are annexed to this Report along with the Statement pursuant to Section 212 of the Companies Act, 1956. However, in the context of the mandatory requirement to present consolidated accounts, which provides Members with a consolidated position of the Company including its Subsidiary, at the first instance, Members are being provided with the Report and Accounts of the Company and the Consolidated Accounts treating these as abridged accounts as contemplated by Section 219 of the Companies Act, 1956. 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 Association of the Company Shri Saurabh Kumar Tayal, and Ms. Mrinal Tayal, Directors, retire by rotation and, being eligible, offered them for re-appointment.

Shri Utpal Mukhopadhyay, Shri Ram Bharosay Lal Vaish & Shri Harinder Kumar resigned as a Director of the Company w.e.f. 16th October, 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 in its meeting held on 16th October, 2010 appointed Shri Kailash Nath Bhandari as an Additional Director of the Company.

PARTICULARS OF EMPLOYEES:

There were no employees drawing remuneration of ₹60,00,000/- or more per annum employed throughout the year or ₹5,00,000/- or more per month employed for a part of the year. This information is furnished pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

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:

- 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;
- 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;
- 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;

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- iv) that the Directors had prepared the accounts for the financial year ended 31st March, 2011 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 given in the Report on Corporate Governance.

SHARE TRANSFER AND INVESTORS' GRIEVANCE COMMITTEE:

The composition of Share Transfer and Investors' Grievance Committee is given in the Report on Corporate Governance.

REPORT ON CORPORATE GOVERNANCE:

The Company has complied with Corporate Governance Code as stipulated under Clause 49 of the Listing Agreement. A separate section on Corporate Governance alongwith a certificate from M/s. A. F. Khasgiwala & Co., Statutory Auditors and Shri Mahendra Kumar Aggarwal, Managing Director, confirming the compliance with the said Clause, forms part of this report.

SAFETY, HEALTH AND ENVIRONMENT:

A sustained and meticulous effort continues to be exercised by the Company at the plant of the Company towards greener production and Environment Conservation. The Company perseveres its efforts to indoctrinate safe and environmentally accountable behavior in every Employee as well as Vendors by compulsory annual training and refresher courses and frequent awareness programs. Mock drills of emergency preparedness are regularly conducted at the plant showing Company's commitment towards safety, not only of its own men and plant, but also of the society at large. Involvement of workers in all safety matters has been encouraged by their participation in shop floor safety meetings.

The health of employees and the environment in and around the plant area have been given due care and attention. The Company continued to comply with the prescribed Industrial Safety Environment Protection and Pollution Control Regulation at its production plant through periodic checks of the system involved and constant monitoring to meet the standards set by the Pollution Control Authorities, etc.

The Plant of the Company is eco-friendly and do not generate any harmful effluents. Safety devices have been installed wherever necessary.

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 Directors' 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 Statutory 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. Necessary resolution for appointment of M/s A. F. Khasgiwala & Co., Chartered Accountant as Statutory Auditors, from whom Company has received letter confirmation that their appointment if approve by Shareholder will be within limit prescribed u/s 224(i) 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: 28th April, 2011

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 2010 – 11.

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 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 31.03.2011 | Year ended 31.03.2010 |
|---|--------------------------|--------------------------|
| A. Power and Fuel Consumption in respect of: | | |
| 1. Electricity | | |
| (a) Purchased | | |
| 1. Units (KWH in Lacs) | 131.59 | 116.46 |
| 2. Total amount (₹ in lacs) | 743.48 | 596.29 |
| 3. Rate per unit (₹/unit) | 5.65 | 5.12 |
| (b) Own Generation | | |
| (Through Diesel Generator/Furnace Oil) | | |
| 1. Units (KWH in Lacs) | 465.12 | 411.61 |
| 2. Units per litre of fuel | 4.32 | 3.82 |
| 3. Cost per unit (₹/unit) | 9.15 | 6.96 |
| 2. Coal | — | — |
| 3. Furnace Oil | — | — |
| Others/Internal Generation | — | — |
| B. Consumption per unit of production | | |
| (Product : Yarn & Fabric) | | |
| 1. Electricity (KWH/Tonne) | 1901.61 | 1682.84 |
| 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.

Research and Development (R & D)

- Specified areas in which R & D Activities are carried out by the Company.
- Benefits derived as a result of the above
- Future Plan of Action
- Expenditure on R & D
- Technology Absorption, Adaption and Innovation

R & D activities are being carried out continuously to produce better quality of yarn and fabrics.

With the help of R & D activities, the Company has been able to produce quality yarn and fabrics of international standards.

Efforts aimed at cost reduction, improvement in quality of existing products and development of new process will continue.

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.

The Company has not utilised any imported technology.

III. FOREIGN EXCHANGE EARNINGS AND OUT-GO :

- 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 31.03.2011 | Year ended 31.03.2010 |
|--|--------------------------|--------------------------|
| b) Foreign Exchange Outgo (₹ in Lacs) | Nil | Nil |
| c) Foreign Exchange earned (₹ in Lacs) | 106.94 | Nil |

For and on Behalf of the Board of Directors

Sd/-

Saurabh Kumar Tayal
Chairman

Place: Mumbai
Date: 28th April, 2011

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CORPORATE GOVERNANCE REPORT

The Company's Shares are listed on the Bombay Stock Exchange Limited in India. A Report on Corporate Governance in format as prescribed by the Securities and Exchange Board of India and pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges 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 Directors including the Chairman being Non Executive Director.

During the year 2010-2011, the Board met 4 times on the following dates namely 21st May, 2010, 4th August, 2010, 16th October, 2010 and 5th February, 2011.

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 25th Annual General Meeting and number of membership held by Directors in the Board / Committees of various companies .

| Name | Category | Attendance Particulars | | Number of other directorships and Total Committee membership/chairmanships | | |
|------------------------------|----------|------------------------|----------|--|-----------------------|-------------------------|
| | | Board Meetings | Last AGM | Other Directorships in Indian Public Limited Companies | Committee Memberships | Committee Chairmanships |
| Shri Saurabh Kumar Tayal | NEC | 4 | Yes | 9 | 6 | 2 |
| Shri Mahendra Kumar Aggarwal | MD | 4 | Yes | 2 | Nil | Nil |
| Shri Rajshekhar S. Ganiger | ID | 4 | Yes | 1 | 2 | Nil |
| Shri Farindra Bihari Rai | ID | 4 | No | 7 | 3 | Nil |
| Shri Mahesh Prasad Mehrotra | ID | 3 | No | 14 | 5 | 5 |
| Ms. Mrinal Tayal | NED | 4 | No | 4 | Nil | Nil |
| Dr. P. S. Pritam | ID | 4 | No | 1 | 1 | |
| Shri Kailash Nath Bhandari# | ID | 2 | – | 12 | 2 | 1 |
| Shri Utpal Mukhopadhyay* | ID | 0 | – | – | – | – |
| Shri R. B. L. Vaish** | ID | 2 | No | – | – | – |
| Shri Harinder Kumar *** | ID | 0 | No | – | – | – |

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

* Resigned as a Director w.e.f. 16th October, 2010

** Resigned as a Director w.e.f. 16th October, 2010

*** Resigned as a Director w.e.f 16th October, 2010

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

| Sr. No | Name of Director | Brief Resume | Area of Expertise | Other Directorships | Other Committee Memberships | Other Committee Chairmanship |
|--------|--------------------------|--|--|---------------------|-----------------------------|------------------------------|
| 1. | Shri Saurabh Kumar Tayal | B. Com, M.B.A. (Finance) | Textile and Real Estate | 9 | 6 | 2 |
| 2. | Ms. Mrinal Tayal | M.B.A. (Finance & Marketing) B. Tech (Computer Science) | Finance, Administration and Banking sector | 4 | Nil | Nil |

2.3 Non-Executive Directors Compensation Disclosures

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

| Name of Director | Category | Attendance Particulars | |
|----------------------------|----------|------------------------|-------------------|
| | | Board Meetings | Committee Meeting |
| Shri M. P. Mehrotra | ID | 30000 | 10000 |
| Dr. P. S. Pritam | ID | 40000 | - |
| Shri Rajshekhar S. Ganiger | ID | 40000 | 16000 |
| Shri Farindra Bihari Rai | ID | 40000 | 16000 |
| Shri Harinder Kumar | ID | 0 | 0 |
| Shri R.B.L. Vaish | ID | 30000 | 0 |
| Ms. Mrinal Tayal | ID | 40000 | 0 |
| Shri K. N. Bhandari | ID | 20000 | 0 |
| Total ₹ | | 240000 | 42000 |

3. Audit Committee

3.1. Brief description and terms of reference

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

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviewing with Management the annual financial statements before submission to the Board, focusing primarily on (i) any changes in accounting policies and practices (ii) major accounting entries based on exercise of judgment by management (iii) qualifications in draft audit report (iv) significant adjustments arising out of audit (v) the going concern assumption (vi) compliance with accounting standards (vii) compliance with stock exchange and legal requirements concerning financial statements and (viii) any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.
- Reviewing with the Management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing with the Management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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.

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3.2 Composition, name of members and Chairman and Attendance

The Audit Committee of the Company has been re-constituted during the year ended 31st March, 2011. In the Meeting of the Board of Directors held on 16th October, 2010, the Audit Committee was re-constituted and comprised of Shri Mahesh Prasad Mehrotra, Chairman, Shri Rajshekhar Ganiger, Member and Shri Farindra Bihari Rai, Member:

The constitution of Audit Committee meets with the requirements of Section 292A of the Companies Act, 1956 and Clause 49(II)(A) of the Listing Agreement as introduced by the Companies (Amendment) Act, 2000.

The terms of reference specified by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement. They are as follows:

During the year 2009-2010, the Audit Committee met 4 times on the following dates namely 20th May, 2010, 3rd August, 2010, 15th October 2010 and 4th February 2011.

| Name of Member | Designation | Attendance |
|------------------------------|-------------|------------|
| Shri Mahesh Prasad Mehrotra@ | Chairman | 1 |
| Shri Rajshekhar Ganiger | Member | 4 |
| Shri Farindra Bihari Rai | Member | 4 |
| Shri Harinder Kumar# | Chairman | 3 |

@ Appointed as on 16th October, 2010

Resigned as on 16th October, 2010

4. Remuneration Committee

The Company does not have Remuneration Committee.

4.1 Terms of Reference

The terms of reference of the Audit Committee Inter alia consist of reviewing the overall compensation policy, service agreements and other employment conditions of Executive Directors. The remuneration of the Executive Directors is decided by Board of Directors on the recommendation of the Remuneration Committee as per the remuneration policy of the Company and within the overall ceiling approved by the shareholders.

5. Shareholders' / Investors' Grievance Committee

The Committee comprises of Shri Saurabh Kumar Tayal, Chairman, Shri Rajshekhar S. Ganiger and Shri 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 2010-11, the Investor Grievance Committee met 4 times on the following dates. 20th May, 2010, 3rd August, 2010, 15th October 2010 and 4th February 2011.

| Name of Member | Designation | Attendance |
|--------------------------|-------------|------------|
| Shri Saurabh Kumar Tayal | Chairman | 3 |
| Shri Rajshekhar Ganiger | Member | 3 |
| Shri Farindra Bihari Rai | Member | 3 |

No of Shareholder's Complaint received so far - 17

Number solved to the satisfaction of shareholders - 17

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 |
|---------|---|---------------------------------|------------|
| 2009-10 | Village Salvav, Taluka Pardi, Vapi, Dist. Valsad, Gujarat - 396 191. | 17 th July, 2010 | 11:00 A.M. |
| 2008-09 | Village Salvav, Taluka Pardi, Vapi, Dist Valsad, Gujarat - 396 191. | 4 th September, 2009 | 12:30 P.M. |
| 2007-08 | Village Salvav, Taluka Pardi, Near Vapi, Dist Valsad, Gujarat - 396191. | 9 th August, 2008 | 12.00 P.M. |

Note: During the year the Company has not passed any special Resolution in the General Meeting or through Postal Ballot.

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.

JAYBHARAT TEXTILES AND REAL ESTATE LIMITED

- (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.
There were no instances of non-compliance of any matter related to the capital markets during the last three years.

8. Means of Communication

- (a) The Company has published its quarterly results in Free Press Journal the English Newspaper Loksatta-Jansatta the Gujarati Newspaper.
(b) The Quarterly Financial Results are also displayed on the website of the Company.
(c) The Company sends regular intimation of any official news releases to the Bombay Stock Exchange Limited where the shares of the Company are listed.
(d) Management Discussion and Analysis forms integral part of this annual report.

9. General Shareholder Information

9.1 Annual General Meeting

- Date and time : 2nd July, 2011 at 3:00 p.m.
– Venue : Village Salvav, Taluka Pardi, N.H. 8
Near Vapi Dist Valsad Gujarat

9.2 Financial Year

- : 1st April 2011 to 31st March 2012
Financial Calendar 2011-2012 : Annual General Meeting – (Next year) (tentative) July 2012

Board Meetings

- Results for the quarter ending June 30, 2011 : Before the 2nd week of August 2011
Results for the quarter ending September 30, 2011 : Before the 2nd week of November 2011
Results for the quarter ending December 31, 2011 : Before the 2nd week of February 2012
Results for the year ending March 31, 2012 : Last week of May, 2012

9.3 Book Closure date

- : 30th June 2011 to 2nd July, 2011 (Both Days Inclusive)

9.4 (a) Listing of Equity shares :

Bombay Stock Exchange Limited

(b) ISIN allotted to Equity Shares :

INE091E01039

(Note: Annual listing fees for the year 2011-2012 has been duly paid to the Bombay Stock Exchange Ltd.)

9.5 Stock Code

: 512233

9.6 Stock Market Data

| JAYBHARAT TEXTILES AND REAL ESTATE LIMITED | | | | | |
|--|------------|------------|-----------|-------------|---------------|
| Month | Open Price | High Price | Low Price | Close Price | No. of Shares |
| April-2010 | 370 | 405.9 | 325.05 | 354 | 3399 |
| May-2010 | 332 | 366.15 | 225.1 | 272.4 | 5189 |
| June-2010 | 242.1 | 299.95 | 242.1 | 257.5 | 2171 |
| July-2010 | 289.8 | 313.6 | 235 | 256 | 10289 |
| August-2010 | 251.2 | 307.95 | 241.05 | 266 | 8850 |
| September-2010 | 279.9 | 319 | 247.6 | 262 | 106095 |
| October-2010 | 314.4 | 314.4 | 223.25 | 253.55 | 33396 |
| November-2010 | 280 | 280 | 211.1 | 250 | 16811 |
| December-2010 | 239 | 256.9 | 153.55 | 160.05 | 1439 |
| January-2011 | 162 | 162 | 126 | 142.55 | 3546 |
| February-2011 | 135.45 | 142.5 | 90.35 | 90.5 | 1386 |
| March-2011 | 95 | 113 | 87.05 | 108 | 1195 |

Source: www.bseindia.com

9.7 Performance in comparison to broad – based indices such as BSE sensex, CRISIL index etc.

The shares of the Company are listed on Bombay Stock Exchange Ltd. The Stock Market Details of which has been given as above.