



Jaykay Enterprises Ltd.

Annual Report
2012 - 2013

Jaykay Enterprises Ltd.

Board of Directors

| | |
|-------------------------|----------------------------|
| Dr. Gaur Hari Singhania | Chairman |
| Govind Hari Singhania | Vice Chairman |
| Yadupati Singhania | Managing Director & C.E.O. |
| Ramapati Singhania | |
| Dr. K. B. Agarwal | |
| Jagendra Swarup | |
| N. K. Jhajharia | |
| R. K. Tandon | |
| Anil Kumar Dalmia | |

Chief Financial Officer

Ashok Gupta

Secretary

Anil Kamthan

AUDITORS

Messrs P. L. Tandon & Co.
Chartered Accountants
Westcott Building,
The Mall, Kanpur-208 001

REGISTERED OFFICE

KAMLA TOWER,
Kanpur-208 001

BANKER

Oriental Bank of Commerce

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NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Jaykay Enterprises Ltd. will be held at the Registered Office of the Company at Kamla Tower, Kanpur on Monday, the 12th August, 2013 at 12.00 Noon to transact the following business :-

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013, Profit & Loss Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Jagendra Swarup, who retires by rotation and, being eligible, offers him-self for reappointment.
3. To appoint a Director in place of Shri N.K. Jhajharia, who retires by rotation and, being eligible, offers him-self for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors, M/s. P.L. Tandon & Company, Chartered Accountants, Kanpur are, however, eligible for re-appointment.

By Order of the Board

(ANIL KAMTHAN)
Secretary

Dated : 21st May, 2013
Place : Kanpur

NOTES :

- i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii) Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Members, who hold shares in Dematerialized Form are requested to bring their Depository Account Number and Client I.D. Number for identification.
- iii) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 5th August, 2013 to Monday, the 12th August, 2013, both days inclusive.
- iv) Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company at its Share Department, Kamla Tower, Kanpur-208001 in respect of their shareholding in physical segment by mentioning folio nos., if any.
- v) Members are requested to bring their copies of the Annual Report, as Copies of the same will not be distributed again at the Meeting.
- vi) Pursuant to clause 49 of the Listing Agreement relating to the Code of Corporate Governance, the particulars of retiring Directors namely Shri Jagendra Swarup and Shri N.K. Jhajharia are given in the Report on Corporate Governance attached to the Directors' Report.
- vii) **As a part of Company's continuing process of adopting investors friendly approach and with a view to facilitate the small shareholders holding up to 1000 equity shares in physical form in disposing off their shareholding at market price without converting them in to de-mat form, the Company had introduced a Scheme called 'Investor Facilitator Scheme', which is still open. All eligible members, who wish to avail this facility, may send duly completed and signed Application Forms and Transfer Deed, sent with the Annual Report for the year 2010-11, to the Trustees appointed for the purpose at their address mentioned in the scheme.**
- viii) The shareholders, who have not received their physical share certificate(s) for new shareholding upon reduction of share capital may write to the Company by quoting their old Ledger Folio No. and complete address so that their status of new share holding could be communicated and the relative share certificate(s) could be dispatched, if the same is lying undelivered with the Company.
- ix) With a view to have quick communication with our shareholders and to make them updated with important issues, the Company is in process of developing complete record of shareholders. The Company therefore seeks co-operation from each shareholder (including joint shareholders) by sending the details as per Communication Form annexed at the last of this Annual Report.

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors submit the Annual Report and audited Statements of Account for the year ended 31st March, 2013.

1. FINANCIAL RESULTS

| | 2012-13 (Rs. in Lacs) |
|----------------------------------|--------------------------|
| Revenue from operations | 42.25 |
| Other Income | 855.96 |
| Profit before Depreciation | 505.93 |
| Profit for the year | 499.87 |
| Exceptional Items | 3103.63 |
| Profit before tax | 3603.50 |
| Tax adjustment of earlier year | 111.60 |
| Profit for the year | 3715.10 |
| Balance from previous year | (422.58) |
| Balance carried to Balance Sheet | 3292.52 |

2. OVERALL PERFORMANCE

During the year Company's main income has been from Registrar and Share Transfer Agents activities. Besides, the Company also had income from interest and rent. After meeting fixed over heads, the profit before depreciation was Rs.505.93 lacs. However, after depreciation and adjustment of exceptional items profit for the year was Rs.3715.10 lacs. There is no income tax liability for the year due to brought forward losses and unabsorbed depreciation. The net worth as at 31.3.2013 after adjusting aforesaid profit has become positive at Rs.3663.87 lacs.

3. DIVIDEND

Your Directors have not recommended any dividend for the year under report.

4. REHABILITATION PACKAGE

As reported last, Kota Workers' Unions and Staff Associations had moved a SLP before Supreme Court, which is still pending. In the meantime AAIFR/BIFR are also continuing hearings/ monitoring progress from time to time. These factors are creating hurdles in further revival of the Company.

5. CORPORATE GOVERNANCE

A report on Corporate Governance is annexed as part of the Directors' Report along with the Auditors' Certificate on its compliance.

6. COMPLIANCE CERTIFICATE

A Compliance Certificate as per the provisions of Companies (Compliance Certificate) Rules, 2001 has been obtained and the same is annexed herewith as part of the Directors' Report.

7. PARTICULARS OF EMPLOYEES

There was no employee getting salary in excess of the limits as specified under

the amended provisions of sub-section (2A) of Section 217 of the Companies Act, 1956 throughout or part of the financial year under review.

8. PUBLIC DEPOSITS

The Company is not accepting any deposits from the public.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO.

As there has been no manufacturing operation during the year, there is nothing to be reported with regard to conservation of energy and technology absorption. However, the details of foreign exchange earnings and out go are given in the additional information in the Annual Report.

10. DIRECTORS

- Two of your directors namely Shri Jagendra Swarup and Shri N.K. Jhajharia will retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for reappointment.
- During the year under report, Shri Anil Kumar Dalmia has been appointed a director of the Company w.e.f. 28th May, 2012 in the casual vacancy caused due to resignation of Shri Kailash Nath.

11. RESPONSIBILITY STATEMENT

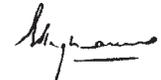
The Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 that year;
- they have taken proper and sufficient care for 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 fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis.

12. AUDITORS

M/s. P.L. Tandon and Co., Chartered Accountants, Kanpur, Auditors of the Company will retire from their office at the ensuing Annual General Meeting. They are, however, eligible for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with limits specified in Sub-Section (1B) of Section 224 of the Companies Act, 1956. You are requested to consider their appointment.

FOR AND ON BEHALF OF THE BOARD



(GAUR HARI SINGHANIA)
CHAIRMAN

Place : Kanpur
Dated : 21st May, 2013



CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below :

1. Company's philosophy on Code of Governance

Corporate Governance, at Jaykay Enterprises Limited, is taken in its real spirit and hence implemented in widest ambit possible. The Company's philosophy and endeavour has always been on the cultivation and follow-up of best corporate procedures and practices which result into enhancement of the long term economic value of not only the Company but also its stakeholders and the society at large.

Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality.

Your Company continues to follow procedures, practices in conformity with the Code of Corporate Governance as outlined in the clause 49 of the Listing Agreement.

2. Board of Directors

(a) Composition/Category

The present strength of the Board of Directors is 9 (Nine). The composition of the Board is as follows :

- Chairman, Promoter, Non-Executive, Non-Independent Director.
- One Promoter, Executive, Non-Independent Director.
- Two Promoter, Non-Executive, Non-Independent Directors.
- Five Independent, Non-Executive Directors.

The composition of the Board of Directors, the number of Directors on the Board and Board Committees of other Companies, of which the Directors are members / Chairman during the year is given as under :

| Sl. No. | Name of Director | Category | Inter-se relationships between Directors | | No. of other Director-ships@ | No. of Board Committees (Other than Jaykay Enterprises Ltd.) in which* | |
|---------|---|--|--|----------|------------------------------|--|--------|
| | | | Director with whom related | Relation | | Chairman | Member |
| 1 | Dr. Gaur Hari Singhania <i>Chairman</i> | Promoter, Non Executive, Non Independent | Yadupati Singhania | Son | 5 | - | - |
| | | | Govind Hari Singhania | Brother | | | |
| 2 | Shri Govind Hari Singhania <i>Vice Chairman</i> | Promoter, Non Executive, Non Independent | Dr. Gaur Hari Singhania | Brother | 1 | - | - |
| 3 | Shri Yadupati Singhania <i>Managing Director and CEO</i> | Promoter, Executive, Non Independent | Dr. Gaur Hari Singhania | Father | 9 | - | - |
| 4 | Shri Ramapati Singhania | Promoter, Non-Executive, Non Independent | Nil | N.A. | - | - | - |
| 5 | Dr. K.B. Agarwal | Non-Executive, Independent | Nil | N.A. | 3 | - | 3 |
| 6 | Shri Jagendra Swarup | Non-Executive, Independent | Nil | N.A. | 2 | - | - |
| 7 | Shri N.K. Jhajharia | Non-Executive, Independent | Nil | N.A. | - | - | - |
| 8 | Shri R.K. Tandon | Non-Executive, Independent | Nil | N.A. | 1 | - | - |
| 9 | Shri Anil Kumar Dalmia** | Non-Executive, Independent | Nil | N.A. | 1 | - | - |

@ Excludes directorships on private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956.

* Chairmanship/ Membership of the Audit Committee and the Shareholders' Grievance Committee alone has been considered.

** Appointed Director w.e.f. 28th May, 2012, in the casual vacancy caused due to resignation of Shri Kailash Nath.

(b) Attendance of each director at the Board Meetings and at the last Annual General Meeting

During the financial year ended 31st March, 2013, 4 (Four) Meetings of the Board of Directors were held on the following dates :

- 28th May, 2012
- 13th August, 2012
- 12th November, 2012
- 13th February, 2013

The attendance of each director at Board Meetings and at the last Annual General Meeting (AGM) was as under :

| Sl. No. | Name of Director | No. of Board Meetings attended | Attendance at the last AGM held on 13.08.12 |
|---------|----------------------------|--------------------------------|---|
| 1 | Dr. Gaur Hari Singhania | 4 | YES |
| 2 | Shri Govind Hari Singhania | 3 | YES |
| 3 | Shri Yadupati Singhania | 3 | NO |
| 4 | Shri Ramapati Singhania | - | NO |
| 5 | Dr. K.B. Agarwal | 4 | YES |
| 6 | Shri Jagendra Swarup | 4 | YES |
| 7 | Shri N.K. Jhajharia | 4 | YES |
| 8 | Shri R.K. Tandon | 4 | YES |
| 9 | Shri Anil Kumar Dalmia | 2 | YES |

3. Audit Committee

(a) Composition of the Committee and Broad Terms of Reference

The Audit Committee of the Company comprises of following three Directors :

- Dr. K.B. Agarwal (Chairman) : Independent, Non Executive Director
 Shri Jagendra Swarup : Independent, Non Executive Director
 Shri N. K. Jhajharia : Independent, Non Executive Director

All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. Shri Anil Kamthan, Secretary & Compliance Officer is the Secretary for such meetings. Shri Ashok Gupta, Vice President & CFO of the Company regularly attends the meetings. The Statutory Auditors of the Company attend the meetings as invitee.

The terms of reference of Audit Committee cover the matters specified for audit committee under clause 49 of the Listing Agreement as well as in Section 292 A of the Companies Act, 1956.

(b) Meetings / Attendance

During the financial year ended 31st March, 2013, 4 (Four) meetings were held on :

- 28th May, 2012
- 13th August, 2012
- 12th November, 2012
- 13th February, 2013

The Audit Committee approved and recommended the Annual Accounts for the year ended 31st March, 2012 in its meeting held on 28th May, 2012.

The attendance at the Audit Committee Meetings was as under :

| Sl. No. | Name of Director | No. of Meetings attended |
|---------|----------------------|--------------------------|
| 1. | Dr. K. B. Agarwal | 4 |
| 2. | Shri Jagendra Swarup | 4 |
| 3. | Shri N. K. Jhajharia | 4 |

4. Remuneration Committee

a) Composition

The Remuneration Committee of the Company comprises of following three Directors :-

- Dr. K.B. Agarwal (Chairman) : Independent, Non Executive Director
 Shri Jagendra Swarup : Independent, Non Executive Director
 Shri N. K. Jhajharia : Independent, Non Executive Director

b) Meetings / Attendance

During the financial year ended 31st March, 2013, no meeting was held.

c) Remuneration Policy

Remuneration policy of the Company is directed towards rewarding performance, based on review of achievements. The non-executive directors are paid only sitting fees for meetings of the Board or any committee thereof attended by them.

The details of number of Equity Shares of the Company held by **Non-Executive Directors** as on 31st March, 2013 are as under :

| Name of Director | No. of Equity Shares held | Name of Director | No. of Equity Shares held |
|----------------------------|---------------------------|-------------------------|---------------------------|
| Dr. Gaur Hari Singhania | 940179 | Shri Jagendra Swarup | Nil |
| Shri Govind Hari Singhania | 141978 | Shri N. K. Jhajharia | Nil |
| Shri Ramapati Singhania | 248318 | Shri R. K. Tandon | 17859 |
| Dr. K. B. Agarwal | 50 | Shri Anil Kumar Dalimia | Nil |

d) Details of Remuneration to the Directors for the year ended 31st March, 2013

| Sl. No. | Name of Director | Salary | Benefits | Sitting Fee | Total |
|---------|----------------------------|--------|----------|-------------|-------|
| 1 | Dr. Gaur Hari Singhania | - | - | - | - |
| 2 | Shri Govind Hari Singhania | - | 77480 | - | 77480 |
| 3 | Shri Yadupati Singhania | - | - | - | - |
| 4 | Shri Ramapati Singhania | - | - | - | - |
| 5 | Dr. K.B. Agarwal | - | - | 57000 | 57000 |
| 6 | Shri Jagendra Swarup | - | - | 55000 | 55000 |
| 7 | Shri N.K. Jhajharia | - | - | 48000 | 48000 |
| 8 | Shri R.K. Tandon | - | - | 20000 | 20000 |
| 9 | Shri Anil Kumar Dalmia | - | - | 10000 | 10000 |

5. Shareholders' / Investors' Grievance Committee

(a) Composition

The Shareholders'/Investors' Grievance Committee of the Company comprises of following three Directors :-

Dr. K.B. Agarwal (Chairman) : Independent, Non Executive Director
 Shri Jagendra Swarup : Independent, Non Executive Director
 Shri N. K. Jhajharia : Independent, Non Executive Director
 Shri Anil Kamthan, Sr. General Manager (Company Law) & Secretary is the Compliance Officer of the Committee.

(b) Functions

To review the status of shareholders'/investors' grievances, redressal mechanism and recommend measures to improve the level of investors' services.

(c) Meetings /Attendance

During the financial year ended 31st March, 2013, 4 (Four) meetings were held on :

- 28th May, 2012
- 13th August, 2012
- 12th November, 2012
- 13th February, 2013

The attendance at the above Meetings was as under :

| Sl. No. | Name of Director | No. of Meetings attended |
|---------|----------------------|--------------------------|
| 1. | Dr. K.B. Agarwal | 4 |
| 2. | Shri Jagendra Swarup | 4 |
| 3. | Shri N. K. Jhajharia | 4 |

The total number of complaints pending at the beginning of the year was nil. The total number of the complaints received during the year ended 31st March, 2013, from the Investors were 21, out of which all the 21 complaints were disposed off and no complaint was outstanding at the end of financial year. All the Investors' complaints received during the year have been duly attended, disposed off and redressed within stipulated period of 30 days and no complaints were outstanding as at 31st March, 2013.

The number of pending share transfers and pending requests for dematerialisation / rematerialisation as on 31st March, 2013 were as follows :

| Sl. No. | Particulars | No. of Requests | No. of Shares |
|---------|-------------|-----------------|---------------|
| 1. | Transfers | 2 | 121 |
| 2. | Demat | 3 | 46 |
| 3. | Remat | NIL | NIL |

Pending Dematerialisation requests as referred to above have been attended and disposed off after the close of the year.

6. General Body Meetings

Dates and time of last three Annual General Meetings held are given below :

| Financial Year | Date | Time |
|----------------|----------------------|------------|
| 2009 – 10 | 18th September, 2010 | 12.00 Noon |
| 2010 – 11 | 12th August, 2011 | 12.00 Noon |
| 2011 – 12 | 13th August, 2012 | 11.00 A.M. |

All the above Annual General Meetings were held at Registered Office of the Company at Kamla Tower, Kanpur.

The Chairman of the Audit Committee Dr. K.B. Agarwal was present at the last AGM held on 13th August, 2012 to answer the queries of the Shareholders.

No Special Resolution was passed at the last Annual General Meeting held on 13th August, 2012.

No Special Resolution is proposed neither at the Annual General Meeting nor through postal ballot as required under the provisions of Section 192A of the Companies Act, 1956 this year.

7. Disclosures

(i) There were no significant transactions of material nature with the related parties viz. Promoters, Directors or the Management or their subsidiaries or relatives during the year that have potential conflict with the interest of the Company. Suitable disclosures as required by the Accounting Standard (AS-18) have been made in the Annual Report.

(ii) There is no pecuniary relationship or transaction of non-executive director vis-à-vis the Company that have potential conflict with the interest of the Company at large.

(iii) No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(iv) The Company has Complied with the non-mandatory requirements of Clause 49 of the Listing Agreement as far as possible.

(v) Disclosures regarding appointment or re-appointment of Directors :

According to the Articles of Association of the Company, two directors namely Shri Jagendra Swarup and Shri N.K. Jhajharia will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for re-appointment. Pursuant to clause 49 of the Listing Agreement relating to the Code of Corporate Governance, the particulars of the aforesaid Directors are given below:-

a) **Shri Jagendra Swarup** is B.Sc., M.A., LL.B. and is a Senior Advocate. He has been associated with the Company since 2001. He has been in practice for over 37 years and has vast experience in the legal field and particularly on matters pertaining to Corporate Laws, Banking and Taxation. He is the legal advisor to leading Indian Companies and Banks. He is member of various Associations and is holding important positions in various fields viz. professional, political, commercial, educational and social. He has been a member of Legislative Council of Uttar Pradesh for the last so many consecutive terms.

b) **Shri N.K. Jhajharia** is a Commerce Graduate with vast experience in the fields of Commerce & Industry. He is past President of Merchants' Chamber of U.P. and Ex-member, Executive Body of Federation of Indian Chamber of Commerce and Industry (FICCI). He is President, Advisor and Executive member of various Educational and Social Institutions/Organisations. He is also past President of Rotary Club of Kanpur West. He has been President of Yarn Merchant Association for several years.

8. Code of Conduct

The Board of Directors has already adopted the Code of Ethics & Business Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Directors, Executives as well as Non-executives and members of the Senior Management.

A copy of the Code has been put on the Company's website www.jaykayenterprises.com. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration signed by the Managing Director & CEO in this regard is given below:

"I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management personnel of the Company, affirmation that they have complied with the code of Ethics and business conduct framed for Directors and Senior Management Personnel in respect of the financial year 2012-13.

Yadupati Singhania
 (Managing Director & CEO)"

9. Means of Communications

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchanges in accordance with Listing Agreement and the same are published regularly in the newspapers.

All vital information relating to the Company and its performance, including quarterly /half yearly results etc. are being simultaneously posted on Company's website www.jaykayenterprises.com and are also available on the web-site of The Bombay Stock Exchange Ltd.

10. General Shareholders Information

a) Address for Correspondence

Share Department,
 Jaykay Enterprises Ltd., (Formerly J. K. Synthetics Ltd.)
 Kamla Tower, Kanpur – 208001
 Telephone No. : (0512) 2371478 – 81 Fax : (0512) 2397184
 Email : jksr@jkcement.com



b) Annual General Meeting

Date / Time : Monday, 12th August, 2013 at 12.00 Noon
Venue : Regd. Office of the Company at Kamla Tower, Kanpur.

c) Financial Calendar (Tentative)

- (a) First Quarter Results – On or before 14th August, 2013
- (b) Second Quarter Results – On or before 14th November, 2013
- (c) Third Quarter Results – On or before 14th February, 2014
- (d) Results for the year ending 31st March, 2014 – On or before 30th May, 2014

d) Date of Book Closure

5th August, 2013 to 12th August, 2013 (both days inclusive)

e) Dividend payment date : Not applicable (No dividend is proposed)

f) Listing on Stock Exchanges/Stock Code

The details regarding payment of listing fee to Stock Exchanges are given below :

| Sl. No. | Name of Stock Exchange | Listing Fee paid upto | Stock Code No. |
|---------|--|-----------------------|----------------|
| 1 | The Bombay Stock Exchange Ltd., Mumbai | 2012-2013 | 500306 |
| 2 | The U.P. Stock Exchange Ltd., Kanpur | 2012-2013 | JK |

The new shares issued to respective shareholders upon reduction of Equity Share Capital have been listed with the Bombay and U.P. Stock Exchanges respectively.

g) ISIN Number

The new ISIN INE 903A01025 has been allotted to the Company by NSDL.

h) Stock Market Data

The monthly high / low share prices during the year 2012-13 are as follows :

| Month | High Rs. | Low Rs. | BSE Sensex High | BSE Sensex Low |
|-----------------|----------|---------|-----------------|----------------|
| April, 2012 | 5.98 | 4.75 | 17664.10 | 17010.16 |
| May, 2012 | 5.58 | 3.70 | 17432.33 | 15809.71 |
| June, 2012 | 5.78 | 3.41 | 17448.48 | 15748.98 |
| July, 2012 | 6.10 | 4.80 | 17631.19 | 16598.48 |
| August, 2012 | 6.10 | 4.55 | 17972.54 | 17026.97 |
| September, 2012 | 5.88 | 4.55 | 18869.94 | 17250.80 |
| October, 2012 | 5.22 | 4.10 | 19137.29 | 18393.42 |
| November, 2012 | 5.58 | 4.16 | 19372.70 | 18255.69 |
| December, 2012 | 6.69 | 4.20 | 19612.18 | 19149.03 |
| January, 2013 | 5.18 | 4.25 | 20203.66 | 19508.93 |
| February, 2013 | 5.30 | 4.61 | 19966.69 | 18793.97 |
| March, 2013 | 5.21 | 3.50 | 19754.66 | 18568.43 |

i) Registrar/Share Transfer Agent

The Company has a full-fledged Share Registry in house, which provides all services for share transfer activities both in physical and dematerialisation segment at single point as per common agency concept of SEBI.

j) Share Transfer System

Share Transfer work and other activities of physical segment as well as dematerialization/ rematerialisation of shares in electronic segment is attended in-house within the prescribed period under the law, Listing requirements, Depository guidelines and share transfer activities in physical segment are approved/ ratified by the Committee of Directors, which meets periodically.

k) Distribution of Shareholding as on 31st March, 2013

| No. of Equity Shares held | No. of Share-holders | % of Share-holders | No. of Shares held | % of Share-holding |
|---------------------------|----------------------|--------------------|--------------------|--------------------|
| Up to 500 | 101646 | 94.56 | 7325073 | 19.73 |
| 501 to 1000 | 2892 | 02.69 | 2365943 | 06.37 |
| 1001 to 2000 | 1398 | 01.30 | 2075935 | 05.59 |
| 2001 to 3000 | 711 | 00.66 | 1794267 | 04.83 |
| 3001 to 4000 | 193 | 00.18 | 690440 | 01.86 |
| 4001 to 5000 | 208 | 00.19 | 1003384 | 02.70 |
| 5001 to 10000 | 253 | 00.24 | 1864544 | 05.02 |
| 10001 and above | 196 | 00.18 | 20015166 | 53.90 |
| Total | 107497 | 100.00 | 37134752 | 100.00 |

l) Category of Shareholders as on 31st March 2013

| Category | No. of Share-holders | % of Share-holders | No. of Shares held | % of Share-holding |
|---------------------------------|----------------------|--------------------|--------------------|--------------------|
| Promoters and Promoter Group | 25 | 00.02 | 5059378 | 13.62 |
| Mutual Funds/ UTI | 15 | 00.02 | 104738 | 00.28 |
| Financial Institutions/ Banks | 100 | 00.09 | 30749 | 00.08 |
| Insurance Companies | 7 | 00.01 | 1521063 | 04.10 |
| Foreign Institutional Investors | 15 | 00.02 | 101777 | 00.27 |
| Bodies Corporate | 894 | 00.83 | 9790386 | 26.37 |
| Individuals | 106374 | 98.95 | 19788677 | 53.29 |
| Others | 67 | 00.06 | 737984 | 01.99 |
| Total | 107497 | 100.00 | 37134752 | 100.00 |

m) Dematerialisation of Equity Shares

The total 33371578 Equity Shares of the face value of Re.1/- each representing 89.87% of the paid up Equity Capital of the Company have been dematerialized till 31.03.2013.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of JAYKAY ENTERPRISES LIMITED

We have examined the compliance of conditions of Corporate Governance by Jaykay Enterprises Ltd. for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the

Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P. L. TANDON & CO.
Chartered Accountants
Registration No. 000186C

ANIL KUMAR AGARWAL
Partner
Membership No. 071548

Place : Kanpur
Date : 21.05.2013

COMPLIANCE CERTIFICATE

To,
The Members,
Jaykay Enterprises Ltd.
CIN: L99999UP1961PLC001187

I have examined the registers, records, books and papers of M/s. Jaykay Enterprises Ltd. (the Company) as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March 2013 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies as prescribed under the Act and the rules there under.
3. The Company being a public limited Company, comments on maximum number of members are not required.
4. The Board of Directors duly met 4 times respectively on 28.05.2012, 13.08.2012, 12.11.2012 and 13.02.13 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its register of members from 8th August 2012 to 13th August 2012 and necessary compliance under section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31st March 2012 was held on 13.08.2012 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minute Book maintained for the purpose.
7. No Extra Ordinary Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into transactions falling within the provision of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act the Company has not obtained approval from the directors, members or the Central Government as the case may be.
12. Duly Constituted Committee of Directors has approved the issue of duplicate shares during the financial year.
13. The Company has:
 - (i) delivered all the certificates on lodgment thereof for transfer/transmission, consolidation, duplicate etc. in accordance with provisions of the Act;
 - (ii) Not applicable;
 - (iii) Not applicable;
 - (iv) The company has not declared any dividend for more than seven years so transfer of amount in unpaid dividend account to Investor Education and Protection Fund is not applicable during the financial year. However, pursuant to attachment Orders of the prescribed authorities in respect of some shareholders in the previous financial years the amount in the unpaid dividend account has been kept in abeyance. OTS amount claimed by debenture holders have held in abeyance pending completion of legal formalities. In view of this the amount in the unpaid dividend account/OTS amount have not been transferred to Investor Education and Protection Fund..
 - (v) The Company has duly complied with the requirement of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. One director was appointed to fill casual vacancy during the financial year and Form 32 filed with ROC.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Govt. Company Law Board, Regional Director, Registrar and/ or such other authority prescribed under the provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. The Company has kept in abeyance rights to dividend, for last several years in respect of some of the shares, pursuant to the attachment Orders passed by the prescribed authorities.
23. The Company has not invited/accepted deposits including unsecured loans falling within the purview of Section 58 A of the Act during the financial year as informed to me by the Company.
24. The amounts borrowed by the Company during the financial year ending 31st March 2013 is within the borrowing limits of the company and that necessary resolution as per section 293(1) (d) of the Act have been passed in duly convened annual general meeting of the Company.
25. The Company has made loans under section 372 A in compliance with the provisions of the Act and has made necessary entries in register kept for the purpose.

26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the financial year.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the company during the financial year.
28. The Company has not altered the provisions of the memorandum with respect to name of the company during the financial year.
29. The Company has not altered the provisions of the memorandum of association with respect to share capital of the company during the financial year.
30. The Company has not altered provisions of the articles of association of the Company during the financial year.
31. There was no prosecution initiated against or show cause notice received by the company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for any offences under the Act. A letter Ref.TC/Com/20-1187 dt.09/01/2013 was received from ROC Kanpur which was suitably replied to by the Company vide letter Ref. No SYN/SH/FILE/50/RKM/4 on 16.01.2013.
32. The Company has not received any money as security from its employees during the financial year.
33. As per information provided to me by the Company, the company has not constituted any provident fund pursuant to section 418 of the Act during the financial year. The company has deposited contribution to Provident Fund with the prescribed authority under The Employees Provident Funds & Miscellaneous Provisions Act 1952.

For **Banthia & Company**
Company Secretaries

Place : Kanpur
Date : 21st May, 2013

G. K. Banthia, (Proprietor)
C.P. No. : 1405

Annexure - A

Registers as maintained by the Company

| | |
|---|--|
| 1. Register of Members U/s 150. | 2. Board Meeting Minutes Book U/s 193. |
| 3. General Meetings Minutes Book U/s 193. | 4. Directors' Attendance Register as per Table A. |
| 5. Directors' Particulars Register U/s 303. | 6. Register of Particulars of Contracts U/s 301. |
| 7. Directors Shareholding Register U/s 307. | 8. Register of Loans and Investments U/s 372 A. |
| 9. Register of Transfer of Shares. | 10. Demat Securities Register (Register of Securities Dematerialized) |
| 11. Register of Charges U/s 143 | 12. Register of Renewed & Duplicate Certificates under Issue of Share Certificate Rules, 1960. |

Annexure-B

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government and other authorities during the financial year ending 31st March 2013.

| S. No | Form No./ Return | Filed under Section | For | Date of Filing | Whether filed within prescribed Time (Yes/No) | If delay in filing whether requisite/ additional fee paid (Yes/No) |
|-------|------------------|--|---|----------------|---|--|
| 1. | 32 | 303(2) read with sec. 262 | Appointment of Director | 07.06.2012 | Yes | NA |
| 2. | 5 INV | Rule 3 of Investor education & Protection Fund (uploading of information reg. unpaid and unclaimed amounts lying with company) | uploading of information reg. unpaid and unclaimed amounts lying with company | 31.07.2012 | Yes | NA |
| 3. | 66 | 383 A | Secretarial Compliance Certificate | 27.08.2012 | Yes | NA |
| 4. | 20 B | 159 | Annual Return | 06.10.2012 | Yes | NA |
| 5. | 23AC XBRL | 220 | Balance Sheet | 15.12.2012 | Yes | NA |
| 6. | 23 ACA XBRL | 220 | Profit and Loss Account | 15.12.2012 | Yes | NA |

For **Banthia & Company**
Company Secretaries

Place : Kanpur
Date : 21th May, 2013

G. K. Banthia, (Proprietor)
C.P. No. : 1405



INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF JAYKAY ENTERPRISES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of JayKay Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- d. in our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For P.L. TANDON & CO.
Chartered Accountants
Firm Reg. No. 000186C

ANIL KUMAR AGARWAL
Partner
Membership No. 071548

Place : Kanpur
Dated : 21.05.2013

ANNEXURE TO THE AUDITORS' REPORT Re: JAYKAY ENTERPRISES LIMITED

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

- (i) In respect of its Fixed Assets:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Fixed assets have been physically verified by the management during the year.
 - (c) In our opinion and according to the information and explanations given to us, the Company has not made substantial disposal of fixed assets during the year.
- (ii) In respect of its Inventories:

The Company has stock in trade of Land and Building only and, therefore, the provisions of clause 4(ii)(a), (b) and (c) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (iii) In respect of loans, secured or unsecured, granted or taken by the company to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956, according to the information and explanations given to us :
 - (a) The company has not granted any Loans to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. As the company has not granted any Loans secured or unsecured to parties listed in the register maintained under section 301 of the Companies Act, 1956, the provisions of clause 4(iii)(b), (c) and (d) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
 - (e) The company had taken interest free unsecured Loans from Four parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.1400 Lacs and the yearend balance of Loans taken from such parties was Rs.NIL.
 - (f) The above Loans are interest free and other terms and conditions on which Loans have been taken from parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
 - (g) No terms and conditions of repayment of Loans have been stipulated.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory,

fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company.

- (v) In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956 :
- (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. Five Lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market price at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the provisions of sections 58A and 58AA and other relevant provisions of the Companies Act, 1956. Therefore, the provisions of clause 4(vi) of the Companies (Auditor's Report) Order, 2003, are not applicable to the Company.
- (vii) In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of its business.
- (viii) No manufacturing activities have been carried out during the year, the provisions of clause 4(viii) of the Companies (Auditor's Report) Order, 2003 are, therefore, not applicable to the Company.
- (ix) According to the information and explanations given to us, in respect of statutory and other dues:
- (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, custom duty, excise duty were in arrear as at 31st March, 2013 for a period more than six months from the date they became payable.
- (c) According to the records of the company, income tax, sales tax, wealth tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute, are as follows :-

| Name of Statute | Nature of the Dues | Amount (Rs. in Lacs) | Period to which amount relates | Forum where dispute is pending |
|-----------------------------|--------------------|----------------------|--------------------------------|--------------------------------|
| Central Excise & Custom Act | Custom duty | 842.61 | 1985-86 | Custom Department, Mumbai. |

- (x) The company does not have accumulated losses at the end of the year and has not incurred cash losses during the financial year covered by our audit and during the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to bank.
- (xii) As explained to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares,
- (xiii) In our opinion, the company is not a chit fund or a Nidhi / Mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion and according to the information and explanations given to us, the company has maintained proper records of transactions and contracts of investment in Shares and timely entries have been made therein. All the investments have been held by the Company in its own name.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, no term loans had been raised during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- (xix) As the company has no debenture outstanding at any time during the year, the provisions of clause 4 (xix) of the Companies (Auditor's Report) Order, 2003 are, therefore, not applicable to the company.
- (xx) The company has not raised any money by public issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For P.L. TANDON & CO.
Chartered Accountants
Firm Reg. No. 000186C

ANIL KUMAR AGARWAL
Partner
Membership No. 071548

Place : Kanpur
Dated : 21.05.2013



BALANCE SHEET as at 31st March, 2013

| | Note No. | As at 31st March, 2013 (₹) | As at 31st March, 2012 (₹) |
|---|----------|----------------------------------|----------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| (a) Share Capital | 1 | 37134752 | 37134752 |
| (b) Reserves and Surplus | 2 | 329252226 | (42257743) |
| | | <u>366386978</u> | <u>(5122991)</u> |
| Current Liabilities | | | |
| (a) Short-Term Borrowings | 3 | – | 140000000 |
| (b) Trade Payables | 4 | 714192 | 5813942 |
| (c) Other Current Liabilities | 5 | 12921345 | 193070856 |
| (d) Short-Term Provisions | 6 | 5301920 | 24476684 |
| | | <u>18937457</u> | <u>363361482</u> |
| | | <u>385324435</u> | <u>358238491</u> |
| II. ASSETS | | | |
| Non-Current Assets | | | |
| (a) Fixed Assets | | | |
| - Tangible Assets | 7 | 10625453 | 10126029 |
| (b) Non-Current Investments | 8 | 16092207 | 16091382 |
| | | <u>26717660</u> | <u>26217411</u> |
| Current Assets | | | |
| (a) Inventories | 9 | 2570592 | 2570592 |
| (b) Trade Receivables | 10 | – | – |
| (c) Cash and Cash Equivalents | 11 | 275635964 | 185462931 |
| (d) Short-Term Loans and Advances | 12 | 72454628 | 136511792 |
| (e) Other Current Assets | 13 | 7945591 | 7475765 |
| | | <u>358606775</u> | <u>332021080</u> |
| | | <u>385324435</u> | <u>358238491</u> |
| Accounting Policies and Notes to the financial statements | 1 to 30 | | |

As per our Report of even date attached

For P. L. TANDON & Co.,
Chartered Accountants

GAUR HARI SINGHANIA
Chairman

YADUPATI SINGHANIA
Managing Director & CEO

ANIL KUMAR AGARWAL
Partner

ANIL KAMTHAN
Secretary

ASHOK GUPTA
Vice President & CFO

K. B. AGARWAL
N. K. JHAJHARIA
A. K. DALMIA

} Directors

Kanpur
Dated : 21st May, 2013

PROFIT & LOSS STATEMENT For the year ended 31st March, 2013

| | Note No. | Year Ended 31st March, 2013 (₹) | Year Ended 31st March, 2012 (₹) |
|--|----------|---------------------------------------|---------------------------------------|
| Revenue from Operations | 14 | 4225000 | 4225000 |
| Other Income | 15 | 85595821 | 53715192 |
| Total Revenue | | 89820821 | 57940192 |
| Expenses : | | | |
| Employee Benefits Expense | 16 | 14146183 | 17140508 |
| Finance Costs | 17 | 36370 | 2744244 |
| Other Expenses | 18 | 25045302 | 20654908 |
| Depreciation | | 606028 | 560782 |
| Total Expenses | | 39833883 | 41100442 |
| Profit before Exceptional and Extraordinary Items and Tax | | 49986938 | 16839750 |
| Exceptional Items | 19 | (310362664) | 10136514 |
| Profit before Extraordinary Items and Tax | | 360349602 | 6703236 |
| Profit before Tax | | 360349602 | 6703236 |
| Tax Expense: | | | |
| Tax Adjustment of earlier years | | (11160367) | (33470918) |
| Profit for the year | | 371509969 | 40174154 |
| Earnings Per Equity Share of ₹ 1/- each | | | |
| Basic & Diluted | | 10.00 | 1.08 |
| Accounting Policies and Notes to the financial statements | 1 to 30 | | |

As per our Report of even date attached

For P. L. TANDON & Co.,
Chartered Accountants

GAUR HARI SINGHANIA
Chairman

YADUPATI SINGHANIA
Managing Director & CEO

ANIL KUMAR AGARWAL
Partner

ANIL KAMTHAN
Secretary

ASHOK GUPTA
Vice President & CFO

K. B. AGARWAL
N. K. JHAJHARIA
A. K. DALMIA

} *Directors*

Kanpur
Dated : 21st May, 2013



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

| | 2012-2013 (₹) | 2011-2012 (₹) |
|--|--------------------|-------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit / (Loss) before Tax as per Profit & Loss Statement | 360349602 | 6703236 |
| Adjusted for | | |
| Depreciation | 606028 | 560782 |
| Interest | 36370 | 2743499 |
| Interest Received | (71887109) | (41728158) |
| Dividend Income | (958943) | (662416) |
| Assets Written Off | - | 1395243 |
| Profit/(Loss) on sale of assets | (111789728) | 124893 |
| Provisions / Balances written off / written back | (198572936) | 8741271 |
| Profit on sale of Investment | (449825) | (44000) |
| | <u>(383016143)</u> | <u>(28868886)</u> |
| Operating Profit/(Loss) before Working Capital Changes | (22666541) | (22165650) |
| Adjusted for | | |
| (Increase)/Decrease in Trade & Other Receivables | (35886887) | 19145421 |
| Increase/(Decrease) in Trade Payables | 31306627 | 9088338 |
| | <u>(4580260)</u> | <u>28233759</u> |
| Cash Generated from Operations | (27246801) | 6068109 |
| Refund of Income Tax / Payments (Net) | 76859661 | 30638063 |
| Net Cash Used in Operating Activities | <u>49612860</u> | <u>36706172</u> |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Acquisition of Fixed Assets | (1315724) | (106450) |
| Sale of Fixed Assets | 112000000 | 48000 |
| Sale of Investments (Net) | 449000 | 74000 |
| Interest Income | 68504324 | 36746185 |
| Dividend Income | 958943 | 662416 |
| Net Cash From Investing Activities | <u>180596543</u> | <u>37424151</u> |
| C. CASH FLOW USED IN FINANCING ACTIVITIES | | |
| Interest Paid | (36370) | (2743499) |
| Repayment of Bank Overdraft against Fixed Deposits and Vehicles Loan | - | (1924260) |
| Repayment of Unsecured Loan of J.K. Cement Ltd. | (90000000) | (20000000) |
| Repayment of Unsecured Loan - Others | (50000000) | - |
| Net Cash Used In Financing Activities | <u>(140036370)</u> | <u>(24667759)</u> |
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B-C) | 90173033 | 49462564 |
| Opening Balance of Cash and Cash Equivalents | 185462931 | 136000367 |
| Closing Balance of Cash and Cash Equivalents | 275635964 | 185462931 |

As per our Report of even date attached

For P. L. TANDON & Co.,
Chartered Accountants

GAUR HARI SINGHANIA
Chairman

YADUPATI SINGHANIA
Managing Director & CEO

ANIL KUMAR AGARWAL
Partner

ANIL KAMTHAN
Secretary

ASHOK GUPTA
Vice President & CFO

K. B. AGARWAL
N. K. JHAJHARIA
A. K. DALMIA

} Directors

Kanpur
Dated : 21st May, 2013

Notes on Financial Statement for the year ended 31st March, 2013

| | As at 31st March, 2013 (₹) | As at 31st March, 2012 (₹) |
|--|----------------------------------|----------------------------------|
| NOTE # 1 | | |
| SHARE CAPITAL | | |
| AUTHORISED | | |
| 1250000000 Equity Shares of ₹1/- each | 1250000000 | 1250000000 |
| Cumulative Redeemable Preference Shares | | |
| 200000 11 % of ₹ 100/- each | 20000000 | 20000000 |
| 600000 14 % of ₹ 100/- each | 60000000 | 60000000 |
| 200000 15 % of ₹ 100/- each | 20000000 | 20000000 |
| 500000 Unclassified Shares of ₹100/- each | 50000000 | 50000000 |
| | 1400000000 | 1400000000 |
| ISSUED, SUBSCRIBED & PAID UP | | |
| 37134752 Equity Shares of ₹1/- each | 37134752 | 37134752 |
| | 37134752 | 37134752 |
| <ul style="list-style-type: none"> - Reconciliation of the number of shares outstanding is set out below :- <ul style="list-style-type: none"> - Equity Shares at the beginning of the year : 37134752 - Equity Shares at the end of the year : 37134752 - Equity Shares held by each shareholder holding more than 5% shares in the year :- Nil (Prev. Year Nil) | | |
| NOTE # 2 | | |
| RESERVES AND SURPLUS | | |
| SURPLUS | | |
| As per last Balance Sheet | (42257743) | (82431897) |
| Add : Balance as per Profit & Loss Statement | 371509969 | 40174154 |
| | 329252226 | (42257743) |
| NOTE # 3 | | |
| Short-Term Borrowings | | |
| UNSECURED | | |
| From Related Parties :- | | |
| - J. K. Cement Limited | - | 90000000 |
| - From Directors / Relatives | - | 50000000 |
| | - | 140000000 |
| NOTE # 4 | | |
| TRADE PAYABLES | | |
| Sundry Creditors | | |
| | 714192 | 5813942 |
| | 714192 | 5813942 |



Notes on Financial Statement for the year ended 31st March, 2013

| | | |
|--|----------------------------------|----------------------------------|
| | As at 31st March, 2013 (₹) | As at 31st March, 2012 (₹) |
|--|----------------------------------|----------------------------------|

NOTE # 5

Other Current Liabilities

| | | |
|--|-----------------|------------------|
| i. Other Payables | 4157180 | 183417950 |
| ii. Security Deposits | 950000 | 1112000 |
| iii. Amount payable to Debenture holders/Preference Shares holders * | <u>7814165</u> | <u>8540906</u> |
| | <u>12921345</u> | <u>193070856</u> |

* These amounts have been claimed by Debentures/Preference Share holders but held in abeyance due to non-completion of legal formalities. Other payables include Employees Liabilities, Statutory dues etc.

NOTE # 6

Short-Term Provisions

| | | |
|----------------------------------|----------------|-----------------|
| Provision for Employees Benefits | 5301920 | 24476684 |
| | <u>5301920</u> | <u>24476684</u> |

NOTE # 7

FIXED ASSETS as on 31st March, 2013

| Sl. No. | Particulars | GROSS BLOCK | | | DEPRECIATION BLOCK | | | | NET BLOCK | | |
|---------|---|-----------------------|---------------------------|------------------------------------|------------------------|-----------------|---------------|---------------|-----------------|--------------------------------------|--------------------------------------|
| | | Cost As on 01.04.2012 | Additions During the Year | Sale/ Adjust-ments During the Year | Total As on 31.03.2013 | Upto 01.04.2012 | For the year | Adjust-ments | Upto 31.03.2013 | Net Carrying Amount As on 31.03.2013 | Net Carrying Amount As on 31.03.2012 |
| 1. | Leasehold Land | 382497 | - | - | 382497 | 59830 | - | - | 59830 | 322667 | 322667 |
| 2. | Buildings | 28255076 | - | 337274 | 27917802 | 21062597 | 172090 | 127002 | 21107685 | 6810117 | 7192479 |
| 3. | Plant & Equipment | 2967337 | 781345 | - | 3748682 | 1536665 | 248197 | - | 1784862 | 1963820 | 1430672 |
| 4. | Furniture & Fixtures and Office Equipment | 41901 | 119315 | - | 161216 | 11639 | 4543 | - | 16182 | 145034 | 30262 |
| 5. | Vehicle | 1689846 | 415064 | - | 2104910 | 539897 | 181198 | - | 721095 | 1383815 | 1149949 |
| | TOTAL | 33336657 | 1315724 | 337274 | 34315107 | 23210628 | 606028 | 127002 | 23689654 | 10625453 | 10126029 |
| | Previous Year | 39772782 | 106450 | 6542575 | 33336657 | 27624285 | 560782 | 4974439 | 23210628 | 10126029 | - |

| | | | |
|------------------------|---------------|----------------------------|----------------------------|
| Face Value (Per Share) | No. of Shares | As at 31st March, 2013 (₹) | As at 31st March, 2012 (₹) |
|------------------------|---------------|----------------------------|----------------------------|

NOTE # 8

Non-Current Investments

Long Term Investments in Equity Instruments

A. Trade Investments (Quoted) :-

| | | | | |
|--|--------|---------|-----------------|-----------------|
| 1. J.K.Cotton Spg. & Wvg. Mills Co. Ltd. | ₹ 10/- | 9510360 | 94513240 | 94513240 |
| 2. Raymond Ltd. | ₹ 10/- | 1500 | 82015 | 82015 |
| | | | <u>94595255</u> | <u>94595255</u> |

B. Other Investments (As per Annexure) :-

| | | | | |
|------------|--|--|-----------------|-----------------|
| - Quoted | | | 19482054 | 19481229 |
| - Unquoted | | | <u>773403</u> | <u>773403</u> |
| | | | 114850712 | 114849887 |
| | | | <u>98758505</u> | <u>98758505</u> |
| | | | <u>16092207</u> | <u>16091382</u> |

Less : Provision for diminution in value of investments

Aggregate value

| | | |
|--|----------|----------|
| Aggregate market value of quoted investments | 47558323 | 32927416 |
|--|----------|----------|

Notes on Financial Statement for the year ended 31st March, 2013

| | As at 31st March, 2013 (₹) | As at 31st March, 2012 (₹) |
|---|---------------------------------------|---------------------------------------|
| NOTE # 9 | | |
| Inventories | | |
| Stock-in-Trade (Land & Building) | 2570592 | 2570592 |
| | <u>2570592</u> | <u>2570592</u> |
| NOTE # 10 | | |
| Trade Receivables (Unsecured) | | |
| Doubtful | - | 3450000 |
| Less : Provision for Doubtful Debts | - | 3450000 |
| | <u>-</u> | <u>-</u> |
| NOTE # 11 | | |
| Cash and Cash Equivalents | | |
| i. Cheques in Hand | 4687315 | 3257195 |
| ii. Cash in Hand | 6096 | 8574 |
| iii. Balance with Banks | 54346794 | 18161112 |
| iv. Deposit Accounts (Includes ₹ 11968057/- (Previous year ₹ 12041856/-) pledged with banks for Overdraft and other commitments) | 216595759 | 164036050 |
| | <u>275635964</u> | <u>185462931</u> |
| NOTE # 12 | | |
| Short-Term Loans and Advances | | |
| Unsecured, considered Good Unless otherwise Stated | | |
| i. Inter Corporate Deposits | 6000000 | 6000000 |
| ii. Others | 1229449 | 2303495 |
| iii. Prepaid Expenses | 152788 | 165010 |
| iv. Deposits | 1186086 | 1370647 |
| v. Income Tax | 9886305 | 72672640 |
| | <u>72454628</u> | <u>136511792</u> |
| NOTE # 13 | | |
| Other Current Assets | | |
| Interest Accrued on Deposits | 7945591 | 7475765 |
| | <u>7945591</u> | <u>7475765</u> |
| | Year ended 31st March, 2013 (₹) | Year ended 31st March, 2012 (₹) |
| NOTE # 14 | | |
| Revenue From Operations | | |
| Registrar & Transfer Agent Services | 4225000 | 4225000 |
| | <u>4225000</u> | <u>4225000</u> |
| NOTE # 15 | | |
| Other Income | | |
| Interest Income | 71887109 | 41728158 |
| Dividend Income | 958943 | 662416 |
| Profit on sale of Investments | 449825 | 44000 |
| Other Non-Operating Income | 12299944 | 11280618 |
| | <u>85595821</u> | <u>53715192</u> |
| NOTE # 16 | | |
| Employee Benefit Expenses | | |
| Salaries & Wages | 9419174 | 12522990 |
| Contribution to Provident Fund and Other Funds | 3610650 | 2856024 |
| Staff Welfare Expenses | 1116359 | 1761494 |
| | <u>14146183</u> | <u>17140508</u> |



Notes on Financial Statement for the year ended 31st March, 2013

| | Year ended 31st March, 2013 (₹) | Year ended 31st March, 2012 (₹) |
|--|---------------------------------------|---------------------------------------|
| NOTE # 17 | | |
| Finance Costs | | |
| Interest Expenses | 36370 | 2743499 |
| Guarantee Charges | — | 745 |
| | <u>36370</u> | <u>2744244</u> |
| NOTE # 18 | | |
| Other Expenses | | |
| Insurance | 338386 | 464465 |
| Rent | 2722065 | 2722065 |
| Lease Rent | 193220 | 181340 |
| Rates & Taxes | 470214 | 595268 |
| Directors' Fee | 190000 | 103000 |
| Auditors' Remuneration | | |
| – Audit Fee | 50000 | 50000 |
| – Other Services | 17000 | 16000 |
| Custom Duty Paid | 3000000 | — |
| Loss on Sale/Disposal of Fixed Assets | — | 124893 |
| Miscellaneous Expenses # | 18064417 | 16397877 |
| | <u>25045302</u> | <u>20654908</u> |
| # Miscellaneous Expenses Includes | | |
| Postage & Telegram | 330773 | 579672 |
| Telephone Expenses | 313743 | 406468 |
| Advertisement Other than Sales Promotion | 110877 | 429841 |
| Travelling Expenses | 423191 | 609773 |
| Conveyance Expenses | 128528 | 115267 |
| Transport Expenses | 1104799 | 844490 |
| Office Running / Upkeeping Expenses | 853033 | 831456 |
| Electricity Charges | 2809046 | 2271973 |
| Establishment Expenses | 1487656 | 1305372 |
| Security Services Charges | 2202387 | 2147254 |
| Other Professional Charges | 133750 | 467200 |
| Retainer Fee | 1160700 | 784650 |
| Legal Expenses | 1908809 | 2668104 |
| Printing & Stationery | 380311 | 665234 |
| Service Maintenance, Gen. Cleaning Expenses | 888616 | 1169826 |
| Annual Custody Fee | 326112 | 328288 |
| Charges General | 274132 | 288950 |
| Repairs & Maintenance, Gen. Cleaning Expenses | 1792044 | — |
| Compensation | 1119284 | 40000 |
| NOTE # 19 | | |
| Exceptional Items | | |
| Expenses : | | |
| i. Doubtful Debts Written Off | 34500000 | — |
| ii. Provision for Doubtful Debts | (34500000) | 34500000 |
| iii. Assets written Off | — | 1395243 |
| iv. Old Debit Balances/Deposits Written Off | 2657716 | — |
| | <u>2657716</u> | <u>35895243</u> |
| Income : | | |
| i. Liabilities no longer required Written Back | 197594797 | 15866635 |
| ii. Unclaimed Suppliers Balances Written Back | 3145634 | 9892094 |
| iii. Profit on Sale /Disposed of Assets | 111789728 | — |
| iv. Unclaimed Balances Written Back | 490221 | — |
| | <u>313020380</u> | <u>25758729</u> |
| | <u>(310362664)</u> | <u>10136514</u> |

Notes on Financial Statements for the year ended 31st March, 2013

20. In view of the brought forward losses and unabsorbed depreciation in respect of earlier years, no provision for income tax liability for the current year is required.
21. Deferred Tax assets have not been recognised, considering the principle of virtual certainty as stated in the Accounting Standard AS-22 – Accounting for Taxes on Income.

| 22. Earning per share (EPS): | 2012-13 (Amount / ₹) | 2011-12 (Amount / ₹) |
|---|-------------------------|-------------------------|
| a) Net Profit(+)/Loss(-) available for Equity Share holders Before Extra Ordinary Items (Numerator used for calculation) | 371509969 | 40174154 |
| b) Number of Equity Shares (Denominator used for calculating EPS) | 37134752 | 37134752 |
| c) Basic and Diluted earnings per share of ₹ 1/- each | | |
| i) Before Extra ordinary items | (₹) 10.00 | 1.08 |
| ii) After Extra ordinary items. | (₹) 10.00 | 1.08 |

23. Segment Reporting

The Company has income from other sources only. Hence, no segment wise information is being furnished.

24. Related Parties Disclosures :

List of related parties with whom transactions have taken place during the year:

- A. Associate Company
 J.K. Cotton Spg. & Wvg. Mills Co. Ltd.
- B. Key Management Personnel:
- | | |
|-------------------------------|------------|
| 1. Shri Y. P. Singhania | M.D. & CEO |
| 2. Dr. Gaur Hari Singhania | Relative |
| 3. Shri Govind Hari Singhania | Relative |
- C. Entities over which key management personnel has significant influence :
 J. K. Cement Limited

Details of Transactions are as follows :

| | 2012-13 (Amount / ₹) | 2011-12 (Amount / ₹) |
|--|-------------------------|-------------------------|
| 1. Remuneration | | |
| Key Management Personnel & Relatives | 77480 | 114381 |
| 2. Rent, Interest and other expenses paid | | |
| (i) Associate Company | 1200000 | |
| (ii) J. K. Cement Ltd. | — | 1206630 |
| 3. Rent, Expenses recovered and Services rendered | | |
| (i) Associate Company | 1822960 | |
| (ii) J. K. Cement Ltd. | 17235688 | 18949259 |
| 4. Loan Received | | |
| (i) J. K. Cement Ltd. | | |
| – Unsecured Loan | | |
| Balance as at beginning | 90000000 | 110000000 |
| Repayment of Loan | 90000000 | 20000000 |
| Balance as at close of the year | — | 90000000 |
| (ii) Directors and their relatives (Including ₹ 10000000 of a Director) | — | 50000000 |



| | | |
|--|------------------|------------------|
| 25. Based on the information available with the company regarding status of suppliers as defined under MSME Act, 2006 there is no amount payable to the Micro, Small and Medium Enterprises. | | |
| 26. Balances in Suppliers and Deposit accounts taken as per books are subject to confirmation/reconciliation and consequential adjustments. | | |
| 27. Previous year's figures have been recasted / regrouped wherever necessary to conform to the classification of the year. | | |
| 28. Earning in foreign currency | 2012-13 | 2011-12 |
| Dividend | 15843 | 33275 |
| | 31.3.2013 | 31.3.2012 |
| | (₹) | (₹) |
| 29. CONTINGENT LIABILITIES | | |
| (i) In respect of claims against the Company not acknowledged as debts | 19645950 | 19645950 |
| (ii) In respect of non-fulfilment of export obligations against advance licences | | Indeterminate |
| (iii) In respect of claims of penalty and interest on late payments. | | Indeterminate |
| (iv) In respect of disputed demands, appeals pending with Appellate Authorities / Courts – no provision has been considered necessary by the Management : | | |
| - Custom Duty and Penalty | 87260769 | 87260769 |

NOTE # 30

SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Concepts

The Financial Statements are prepared under the historical cost convention on accrual basis and in accordance with the applicable mandatory Accounting Standards.

2. Fixed Assets

Gross Block of Fixed Assets is stated at Historical Cost.

3. Depreciation & Impairment of Loss

- (a) Depreciation on Fixed Assets is provided at the Straight Line Method rates prescribed in Schedule XIV to the Companies Act, 1956.
- (b) An impairment loss is recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount.

4. Investments

Investments are stated at cost. Quoted investments purchased before 31.03.1990 are stated at book value based on market value as on 31.03.1990. Provision for diminution, other than temporary, is determined and made from time to time to recognise the decline in the value of investments.

5. Inventories

Inventories are stated "at cost or net realisable value, whichever is lower". Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used are "First-in-First-out" or "Average Cost" as applicable.

6. Revenue Recognition

Revenue is generally recognised when no significant uncertainty as to its measurability or collectability exists.

7. Retirement benefits

The Company's contributions to Provident Fund and Superannuation Fund are charged to Profit & Loss Account. Contribution to Gratuity Fund and provision for Leave Encashment are made on the basis of Actuarial Valuation Report and charged to Profit & Loss Account.

OTHER INVESTMENTS

ANNEXURE

Accounting Year 2012-13

| Name of the Bodies Corporate | Face Value Rs./GBP(£) | 31st March, 2013 | | 31st March, 2012 | |
|--|--------------------------|------------------|-------------------|------------------|-------------------|
| | | No. of Shares | Book Value (₹) | No. of Shares | Book Value (₹) |
| OTHER INVESTMENTS | | | | | |
| (FULLY PAID-UP) | | | | | |
| INDIVIDUAL : | | | | | |
| Param Shubham Vanijya Ltd. | 10/- | 1050 Equity | 30000 | 1050 Equity | 30000 |
| Bengal & Assam Company Ltd. | 10/- | 21571 Equity | 2570308 | 21571 Equity | 2570308 |
| Nav Bharat Vanijya Ltd. | 2/- | 300 Equity | 40313 | 300 Equity | 40313 |
| Impex (India) Ltd. | 10/- | 3000 Ordy. | 15000 | 3000 Ordy. | 15000 |
| Juggilal Kamlat Udyog Ltd. | 10/- | 639 Equity | 175000 | 639 Equity | 175000 |
| J.K. Lakshmi Cement Ltd. (Formerly J.K. Corp Ltd.) | 5/- | 411410 Equity | 16867876 | 411410 Equity | 16867876 |
| Hoyle's Paints Ltd. | 10/- | 5000 Ordy. | 50000 | 5000 Ordy. | 50000 |
| Hoyle's Paints Ltd. | 100/- | 100 Pref. | 10000 | 100 Pref. | 10000 |
| Hifazat Chemicals Ltd. (Formerly JKBM Ltd.) | 10/- | 36000 Equity | 441514 | 36000 Equity | 441514 |
| J.K.Steel Employees Consumers Co- operative Stores Society Ltd. | 250/- | 14 Equity | 3500 | 14 Equity | 3500 |
| Sarnath Co-operative Housing Society Ltd.** | 50/- | 30 Ordy. | 1500 | 10 Ordy. | 500 |
| Accurate Finman Services Ltd. | 10/- | 2532 Equity | - | 2532 Equity | - |
| | | Total : | 20205011 | | 20204011 |
| BANKS : | | | | | |
| Habib Bank Ltd. | # 5/- | 350 Ordy. | 946 | 350 Ordy. | 946 |
| Barclays plc | 1£ | 144 Ordy.Stock | 723 | 144 Ordy.Stock | 723 |
| State Bank of Mysore | 10/- | 20 Ordy. | 2180 | 20 Ordy. | 2180 |
| Bharat Nidhi Ltd. | @ 10/- | - Ordy. | - | 50 Ordy. | 175 |
| | | Total : | 3849 | | 4024 |
| CEMENT : | | | | | |
| J. K. Cement (Western) Ltd. (Formerly - Navodaya Sidhi Cement Ltd.) | 10/- | 20 Equity | 200 | 20 Equity | 200 |
| | | Total : | 200 | | 200 |
| CHEMICAL : | | | | | |
| Anil Bioplus Ltd. (Formerly Anil Biochem Ltd.) | 10/- | 1 Equity | - | 1 Equity | - |
| | | Total : | - | | - |
| COTTON : | | | | | |
| The Phoenix Mills Ltd. | 2/- | 903 Ordy. | 126 | 903 Ordy. | 126 |
| The Khatau Makanjee Spg.& Wvg.Co.Ltd | 10/- | 10 Equity | 1300 | 10 Equity | 1300 |
| Simplex Realty Ltd. (Formerly - The Simplex Mills Co. Ltd.) | 10/- | 5 Ordy. | 260 | 5 Ordy. | 260 |
| Simplex Mills Co. Ltd. (Formerly - Gaalaxy Garments Ltd.) | 10/- | 2 Equity | - | 2 Equity | - |
| Simplex Papers Ltd. (Formerly - Simplex Paper & Pulp Ltd.) | 10/- | 2 Equity | - | 2 Equity | - |
| Beard Sell Ltd. | 10/- | 30 Equity | 435 | 30 Equity | 435 |
| SIL Investments Ltd. (Formerly - Sutej Industries Ltd.) | 10/- | 235 Equity | 12560 | 235 Equity | 12560 |
| Kesoram Textile Mills Ltd. | 2/- | 337 Equity | - | 337 Equity | - |
| | | Total : | 14681 | | 14681 |

@ Share sold during the year

Includes 150 Bonus Shares, the Scrips whereof not received till 31.3.2012, but allotment letter in respect thereof is in our possession.

** -20- Ordy. Share further allotted in Financial Year 2012-13



| Name of the Bodies Corporate | Face Value Rs./GBP(£) | 31st March, 2013 | | 31st March, 2012 | |
|---|--------------------------|--------------------|-------------------|------------------|-------------------|
| | | No. of Shares | Book Value (₹) | No. of Shares | Book Value (₹) |
| ELECTRIC : | | | | | |
| The Karachi Electric Supply Corpn. Ltd. | 100/- | 5 Ordy. | 1278 | 5 Ordy. | 1278 |
| | | Total : | 1278 | | 1278 |
| ENGINEERING : | | | | | |
| Jessop & Company Ltd. | 1/- | 100 Ordy. | 662 | 100 Ordy. | 662 |
| Mahindra & Mahindra Ltd. | 5/- | 1032 Ordy. | - | 1032 Ordy. | - |
| Tata Steel Ltd. (Formerly – Tata Iron & Steel Co. Ltd.) | 10/- | 454 Equity | - | 454 Equity | - |
| | | Total : | 662 | | 662 |
| INSURANCE : | | | | | |
| Royal & Sun Alliance Insurance Group plc | 27.5 Pence | 48 Shares | 908 | 48 Shares | 908 |
| | | Total : | 908 | | 908 |
| JUTE : | | | | | |
| The Naihati Jute Mills Co. Ltd. | 100/- | 10 Ordy. | 70 | 10 Ordy. | 70 |
| Kamarhatty Co. Ltd. | 10/- | 90 Equity | 600 | 90 Equity | 600 |
| Howrah Mills Co. Ltd. | 10/- | 125 Ordy. | 531 | 125 Ordy. | 531 |
| Fort Gloster Industries Ltd. | 10/- | 10 Ordy. | 400 | 10 Ordy. | 400 |
| Gloster Ltd. (Formerly Gloster Jute Mills Ltd.) | 10/- | 4 Ordy. | - | 4 Ordy. | - |
| Auckland International Ltd. | 10/- | 198 Equity | 213 | 198 Equity | 213 |
| Reliance Jute Mills (International) Ltd. | 10/- | 338 Equity | - | 338 Equity | - |
| | | Total : | 1814 | | 1814 |
| MINING : | | | | | |
| Aviva plc | 25 Pence | 48 Ordy. | 280 | 48 Ordy. | 280 |
| London & Associated Properties plc | 10 Pence | 120 Ordy. | 220 | 120 Ordy. | 220 |
| | | Total : | 500 | | 500 |
| MISC. : | | | | | |
| Unilever plc | 3-1/9 Pence | 771 Ordy.Sh. | 476 | 771 Ordy.Sh. | 476 |
| Diageo plc | 28-101/108 Pence | 295 Ordy.Sh. | - | 295 Ordy.Sh. | - |
| | | Total : | 476 | | 476 |
| PAPER : | | | | | |
| Titagarh Steels Ltd. (Formerly Titagarh Industries Ltd.) | 10/- | 3 Equity | 178 | 3 Equity | 178 |
| Speciality Papers Ltd. | 10/- | 50 Equity | 200 | 50 Equity | 200 |
| The Mysore Paper Mills Ltd. | 10/- | 80 Ordy. | 985 | 80 Ordy. | 985 |
| | | Total : | 1363 | | 1363 |
| SUGAR : | | | | | |
| Balrampur Commercial Enterprises Ltd. | 10/- | 41 Equity | 400 | 41 Equity | 400 |
| New India Retailing & Investment Ltd. (Formerly New India Sugar Mills Ltd.) | 10/- | 525 Equity | 22575 | 525 Equity | 22575 |
| | | Total : | 22975 | | 22975 |
| NAVIGATION : | | | | | |
| The Scindia Steam Navigation Co.Ltd. | 20/- | 120 Ordy. | 1740 | 120 Ordy. | 1740 |
| | | Total: | 1740 | | 1740 |
| | | GRAND TOTAL | 20255457 | | 20254632 |

Jaykay Enterprises Ltd.
Regd. Office : **Kamla Tower, Kanpur - 208 001**

PROXY FORM

| | |
|------------|--|
| DP. Id* | |
| Client Id* | |

| | |
|-----------|--|
| Folio No. | |
| | |

I/We
being a Member/Members of Jaykay Enterprises Limited hereby appoint
..... of
(or failing him) of
(or failing him) of
as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, the 12th August, 2013 at 12.00 Noon and at any adjournment thereof.

Signed this.....day of.....2013

Signature.....



*Applicable for Investors holding Shares in electronic form.

Note : The Proxy Form must be deposited at the Registered Office of the Company at Kamla Tower, Kanpur-208001 not less than 48 hours before the time for holding the meeting. The Proxy need not be a member of the Company.

Jaykay Enterprises Ltd.

Regd. Office : **Kamla Tower, Kanpur - 208 001**

Dear Shareholder(s),

In order to establish quick communication with you and to make you updated with important issues, the Company is in process of developing complete DATABASE of members. The Company therefore, seeks cooperation and request you to intimate basic shareholders information in the specified column as mentioned below by post or through email on the email addresses given at the last of this communication.

1. Name of the First/sole share holder_____
2. Folio No./DPID/Client ID No. _____
3. Email Address(es) _____
4. Landline number (with STD Code)_____
5. Mobile Number(s) _____
6. Postal Address _____

(Signature of First / Sole Shareholder)

Note :

1. The shareholders of Demat segment are advised to update any of the missing information of this part in depository records if not correctly updated earlier.
2. The holders of physical segment are advised to avail benefit of this facility for quick communication.
3. Please note that Company will send all communications, notices, annual reports etc. to the holders of Demat segment at the postal address provided in depository records.
4. Kindly intimate the above details through post or through email at anyone of the following e-mail addresses : jkshr@jkcement.com or rc.srivastava@jkcement.com or anil.kamthan@jkcement.com

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Postage Prepaid in Cash Rs. 4/- (For Book Post) & License No. RO/KP/PC-66
Dated 16-06-2013 valid from 12th July 2013 to 19th July 2013 to post at Nawabganj HO.



If undelivered please return to :

Jaykay Enterprises Ltd.
(Share Department)
Kamla Tower,
KANPUR-208 001