

JAGJANANI TEXTILES LIMITED

Regd. Office : E-228, RIICO Industrial Area, Bagru Extn.-1, Bagru, JAIPUR-303007 E-mail : jtlsgv@gmail.com Phone : 0141-5123802 CIN : L17124RJ1997PLC013498

J/BSE/17

Date: 06/05/2016

The Manager Department of Corporate Service, Bombay Stock Exchange, Floor-25, P J Towers, Dalal Street, Mumbai-400001

Scrip Code: 532825

Dear Sir(s),

After checking on the B.S.E. website we have find that the soft copy of Annual Report for the Financial Year ended 31st March, 2013 is not available on the web site. With reference to your letter DCS/CL.31/2013/432/532825. DCS/DISS/AR-S/CL.31A/016/2013-14 Dated: 26 November, 2013. We had already sent you the Six Hard Copies of Annual Report on 08th February, 2014 under letter no. J/BSE/392.

So we are again uploading the same on B.S.E LISTING CENTER.

Please find the same in order and take note of the above.

Thanking you, Yours truly, **For Jagjanani Textiles Limited**

Ankit Bhardwaj (Compliance Officer)



JAGJANANI TEXTILES LIMITED

Annual Report 2012-2013



BOARD OF DIRECTORS	Mr. S.G.Vyas (Managing Director) Mr. S.K.Singhal Mr. N.K.Khurana Mr. Akash Bharatbhai Shah Mr. R. N. Swami
COMPANY SECRETARY	Mrs. Manu Agarwal
AUDITORS	G.Dutta & Co. Chartered Accountants 36, New Colony, Jaipur
OFFICE	138, Laxman Path Shyam Nagar Jaipur–302019
REGD. OFFICE	S-25, Shyam Nagar, Jaipur – 302 019
MILLS	E-228, RIICO Industrial Area, Bagru Extn., Bagru – 303 007
REGISRAR & TRANSFER AGENT	Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase-I Near PVR Naraina New Delhi-110028 Ph.: 011-41410592, 94

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting (hereinafter referred to as AGM) of the Members of JAGJANANI TEXTILES LIMITED will be held at 138, Laxman Path, Shyam Nagar, Jaipur on 27th day of September, 2013 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 and Profit & Loss Account for the year ended on that date along with the Reports of the Auditors and Directors thereon.
- 2. To appoint a Director in place of Mr. N K Khurana, who retires by rotation and being eligible, offers himself for re-appointment.
- **3.** To appoint M/s G. Dutta & co., Chartered Accountants, Jaipur (ICAI Registration No. 002136 'C') the retiring auditors of the Company as Auditors, who shall hold the office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

By Order of the Board

(MANU AGARWAL) COMPANY SECRETARY

Place: Jaipur Date: 25.08.2013

NOTES:

- (i) A member entitled to attend and vote 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. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the time of the Meeting.
- (ii) The information pursuant to Corporate Governance Clause of the Listing Agreement regarding the director seeking appointment/re-appointment in the Annual General Meeting as proposed in item no. 2 of the Notice is also being annexed hereto separately and forms part of the Notice.
- (iii) The Register of Members and the Share Transfer Books of the Company shall remain closed from 21st September, 2013 to 27th September, 2013.
- (iv) The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However members, holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
- (v) Members desiring any information, as regards Accounts, are requested to write to the Company at its Office at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
- (vi) Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting.
- (vii) Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar and Transfer Agent.

By Order of the Board

(MANU AGARWAL) COMPANY SECRETARY

Place: Jaipur Date: 25.08.2013 Information pursuant to corporate governance clause of the Listing Agreement regarding the Directors seeking appointment/re-appointment in the Annual General Meeting.

Name of the Director	Mr. N.K. Khurana
Date of Birth	14.08.1952
Date of appointment	23.07.1997
Expertise in specific or more functional area	Business experience of more than 35 years
Qualification	M.Com
Directorships of other Companies as on 31 st	Nil
March, 2012	
Chairman/Member of Committees of other	Nil
Companies as on 31 st March, 2012.	
No. of shares held	Nil

CORPORATE GOVERNANCE REPORT

This Report on Corporate Governance forms part of the Annual Report. The Company follows in letter and spirit all applicable laws, rules and guidelines. The Company also follows good corporate practices to enhance value for all stakeholders and fulfill its responsibilities to the society at large. We are committed to transparency and ethics in running our business.

1. COMPANY'S PHILOSOPHY

- Faith in sustainable economic growth of India and its textile industry.
- Introduction of the best available technology for creation of world class production facilities to produce globally acceptable quality products.
- Customer orientation at all levels of operations for total satisfaction of buyers from our products and services.
- Involvement of employees at all levels for best work practices, knowledge enrichment, innovations and personal satisfaction.

2. BOARD OF DIRECTORS:

a) Board Meetings :

During the financial year 2012-13 Board Meetings were held on 07.05.2012, 14.06.2012, 08.08.2012, 28.09.2012, 07.11.2012 and 08.02.2013.

 b) Composition as on March 31st March, 2013: The Board of Directors comprises of Managing Director, one Nonexecutive Promoter Director and three Non Executive Independent Directors.

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual General Meeting of the Company as also the number of Directorship/Chairmanship of Board and Chairmanship/Membership of Committees (as stipulated in clause 49 of the listing agreement) of other Indian Public Limited Companies are as follows:

Name of Director	Designation & Category	No. of Board meetings attended	Attendance at last AGM	Total no. of Directorships in other companies	No. of committee memberships in other companies	Total No. of Board Chairmanship in other Companies	Total No.of Committee Chairmanship in other Companies
Mr. S G Vyas	Director	6	Yes	Nil	Nil	Nil	Nil
Mr. S K Singhal	Whole time Director	5	Yes	Nil	Nil	Nil	Nil
Mr. N K Khurana	Non-Executive and Independent Director	2	No	Nil	Nil	Nil	Nil
Mr. Akash Bharatbhai Shah	Non-Executive and Independent Director	3	No	Nil	Nil	Nil	Nil
Mr. R N Swami	Non-Executive and Independent Director	1	No	Nil	Nil	Nil	Nil

Notes:

- a. Number of directorships excluding directorship in foreign company, alternate directorships, companies registered under Section 25 of the Companies Act, 1956 and private companies.
- b. Committee includes Shareholders'/Investors' Grievance Committee and Audit Committee.

3. AUDIT COMMITTEE:

As at 31st March, 2013 the Audit Committee comprised of two Non-Executive, Independent Directors and one Promoter Director. The terms of reference of the Audit Committee are as contained in Section 292A of the Companies Act, 1956 and also as contained in Corporate Governance Clause of the Listing Agreement.

The Audit Committee met four times during the financial year 2012-2013 on 07.05.2012, 08.08.2012, 07.11.2012 & 08.02.2013. The attendance of members at the meetings was as follows:

Sr. No.	Name of Director	Designation	No. of meetings attended
1.	Mr. S.K. Singhal	Chairman	4
2.	Mr. N K Khurana	Director	2
3.	Mr. Akash Bharatbhai	Director	2
	Shah		

4. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE:

The terms of reference of the Shareholders'/ Investors' Grievance Committee comprise of redressal of shareholders'/ investors' complaints. The Committee consists of two Non-Executive, Independent Directors and one Promoter Director.

The Shareholders'/ Investors' Grievance Committee met 4 times during the year 2012-13 on 07.05.2012, 08.08.2012, 07.11.2012 & 08.02.2013. The Compliance Officer for this Committee is Mrs. Manu Agarwal, Company Secretary. The attendance of Members at the Meetings was as follows:

Sr.	Name of Director	Designation	No. of meetings attended
No			_
1.	Mr. S. K. Singhal	Chairman	4
2.	Mr. N K Khurana	Director	2
3.	Mr. Akash Bharatbhai	Director	2
	Shah		

During the financial year 2012-13, the Company received no complaint from investors.

5. SHAREHOLDING OF DIRECTORS AS ON 31.3.2013

The shareholding of the Directors in the Equity Share Capital of the Company is given as follows:

Name of Directors	Number of Shares held
Mr. S G Vyas	10,60,000
Mr. S K Singhal	23,60,000

No other Director holds any share in the Equity Share Capital of the Company.

6. GENERAL BODY MEETINGS:

The details of General Body Meetings held during the last three financial years are given as follows:

Meeting	Day and Date of the Meeting	Time	No. of Special
			Resolutions
2011-12	Thursday, 31 st January, 2013	11.00 AM	-
2010-11	Friday, 30 th September, 2011	11.00 AM	-
2009-10	Thursday, 30 th September, 2010	11.00 AM	-

The General Body Meetings for the years 2009-10 & 2010-11 were held at S-25, Shyam Nagar, Jaipur-302019 (Rajasthan) while the meeting for 2011-12 was held at 138, Laxman Path, Shyam Nagar, Jaipur- 302019 (Rajasthan). No resolution has been passed by the Company's shareholders through postal ballot during the financial year 2012-13 and there is no resolution proposed to be passed through postal ballot in the ensuing Annual General Meeting.

7. DISCLOSURES:

During the year, there was no transaction of material nature with the Directors, management and their relatives etc. that have any potential conflict with the interest of the Company at large except, as disclosed under the related party transaction as per the Accounting Standard 18 Related Party Disclosures' issued by the Institute of Chartered Accountants of India which are set out in the Annual Report. The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts.

Further, the Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company may also take up the non-mandatory requirements of Clause 49 in due course of time.

8. MEANS OF COMMUNICATION:

The Company communicates with the shareholders at large through its Annual Reports, publication of financial results, press releases in leading newspapers

and by filing of various reports and returns with the Statutory Bodies like Stock Exchanges and the Registrar of Companies. The Quarterly Financial Results are published in prominent daily newspapers.

9. GENERAL SHAREHOLDERS' INFORMATION

i) 16th Ani	nual General Meeting
Date	: 27 th September, 2013
Time	: 10.00 AM
Venue	: 138, Laxman Path, Shyam Nagar, Jaipur- 302019 (Rajasthan)

ii) Financial Calendar 2013-14

First Quarter Results Second Quarter Results Third Quarter Results Annual Results	: August, 2013 : November, 2013 : February, 2014 : May, 2014
iii) Dates of Book Closure	: 21.09.2013 to 27.09.2013
iv) Dividend payment date	: No dividend has been recommended by the Board of Directors
v) Listing	: The equity shares of the company are listed on Bombay Stock Exchange Limited, Mumbai (BSE)

The Company has duly paid the listing fee to the aforesaid Stock Exchange for the financial year 2013-14.

vi) Stock Code:

The Bombay Stock Exchange Limited, Mumbai (BSE) : 532825

Financial Year		Share prices	I	BSE Sensex
2012-13				
	Highest	Lowest	Highest	Lowest
	(₹)	(₹)		
April, 12	1.56	1.25	17644.10	17010.16
May, 12	1.60	1.23	17432.33	15809.71
June, 12	1.60	1.33	17448.48	15748.98
July, 12	1.48	1.21	17631.19	16598.48
Aug., 12	1.19	1.27	17972.54	17026.97
Sept., 12	1.40	1.21	18869.94	17250.80
Oct., 12	1.45	1.21	19137.29	18393.42
Nov., 12	1.50	1.22	19372.70	18255.69
Dec., 12	1.53	1.23	19612.18	19149.03
Jan., 13	1.49	1.23	20203.66	19508.93
Feb., 13	1.40	1.19	19966.69	18793.97
Mar., 13	1.26	0.94	19754.66	18568.43

vii) Stock Market Data:

viii) Registrar & Transfer Agent:

The work related to Share Transfer Registry in terms of both physical and electronic mode is being dealt with by M/s Link Intime India Private Limited at the address given below: Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase-I, Near PVR Naraina New Delhi-110028 Ph.: 011-41410592, 94

ix) Share Transfer System:

The share transfer activities under physical mode are carried out by the RTA. Shares in physical mode which are lodged for transfer are processed and returned within the stipulated time. The share related information is available online.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt. Bad deliveries are promptly returned to Depository Participants (DP's) under advice to the shareholders.

x) Shareholding Pattern as on 31st March, 2013:

Ī	Category	No.of shares	As percentage of shares
ſ	1. Promoters	3420000	21.92
ſ	2. Director's relatives	20010	0.13
ſ	3. Public	12159990	77.95
	TOTAL	15600000	100.00

xi) Distribution of Shareholding as on 31st March, 2013:

Range	SHAREHOLDERS SHARES			RES
(No. of Shares)	Number of total	% to Total	Number to	% to Total
	holders	Holders	total shares	
Upto -2500	4583	90.537	2633859	16.884
2501-5000	274	5.413	995793	6.383
5001-10000	110	2.173	819850	5.255
10001-20000	56	1.106	789736	5.062
20001-30000	13	0.257	312405	2.003
30001-40000	5	0.099	167324	1.073
40001-50000	2	0.040	98500	0.631
50001-100000	7	0.138	479925	3.076
100001 &	12	0.237	9302608	59.632
above				
Total	5150	100.000	156000000	100.000

xii) Dematerialization of shares:

As on 31st March, 2012, 87.531 % of the Capital comprising 1, 36, 54,985 shares out of total 15600000 were dematerialized.

xiii) Plant Location:

E228, RIICO Industrial Area, Bagru Extension, Bagru, Jaipur (Rajasthan)

xiv) Address for correspondence	: 138 Laxman Path, Shyam Nagar, Jaipur-
	302019 (Rajasthan)
Telefax	: 0141-2296775
E-mail (exclusively for	
Investors)	: compliance@jagjanani.com

xv) CEO/CFO certification

We the undersigned, to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2013 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

We further declare that all board members and senior management have affirmed compliance with the code of conduct for the year 2012-13.

S G VYAS (MANAGING DIRECTOR)

xvi) Review of directors' responsibility statement

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2013 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

DIRECTORS' REPORT

Dear Members,

Your Directors present the 16th Annual Report together with Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

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	Year ended	Year ended On
	On 31/03/2013	31/03/2012
Gross sales including other income	1,70,598	1,06,556
Gross Profit(Loss)	53,791	(87,478)
Depreciation	37,619	33,962
Profit/Loss for the year	20,817	(1,21,440)

MANAGEMENT DISCUSSION AND ANALYSIS

You are aware that for quite some time your Company has been facing acute shortage of working capital which coupled with cumulative losses has seriously affected its operations. In the year 2011-12 your Company settled the Loan account of IDBI Bank and during 2012-13 the Loan accounts of Bank of Baroda have been settled through Assignment of Debt to an Asset Reconstruction Company. Now only UCO Bank account needs to be sorted out for which efforts are going on. Once this is settled, your Company would be in normal operational position. Your Company has created state of art manufacturing facilities which have helped overcome the difficult situation on operational front. The settlement of Bank of Baroda account has resulted in write back of part loans and interest and is reflected in the accounts.

Your Company also attracts provisions of Section 23 (1) (a) (i) of The Sick Industrial Companies Act, 1985 due to erosion of Net worth. The company has incurred loss due to poor utilization of facilities on account of paucity of working capital as also substantial investment in assets which could not be operationalised namely ring Spinning Section. The interest cost of such non operational investment and consequent losses due to inadequacy of working capital has caused the loss of Net Worth.

MANAGEMENT PERCEPTION OF RISK AND CONCERN

- 1. Govt. policy of intervention in cotton price mechanism and export incentive system affects Textile industry in a big way. Volatile value of national currency also affects import and export decisions. Indian economy witnessed inflationary trends during 2012-13.
- 2. With the general economic slowdown in India and many other countries, textile industry in India faced twin hurdles of lower demand and higher costs. The euphoria of fast economic growth in India seems vanishing. Though the Govt. is aware of these developments and is trying to address the issues, it has not been able to make a big impact.

3. However, your Company is making all out efforts to keep the wheels of industry moving and settle the matter with the last one bank amicably.

INTERNAL CONTROL SYSTEM

Commensurate to the size and nature of its business your Company has developed a well defined internal control system. The Company takes abundant care to design, review and monitor the working of internal control system for optimal utilization and protection of resources. All significant issues are brought to the attention of the Audit Committee of the Board.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

Though your Company is facing a difficult situation, its employees have high morale and remain motivated to steer it through. Performance management is the key word for the Company. The Company has developed an environment of harmonious and cordial relations with its employees.

As the Company is in Textile business only, segment reporting is not required.

DIVIDEND

No dividend is being recommended for the year under review in view of the losses.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, the Directors hereby confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors 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 period ;
- iii) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr. N.K. Khurana, Director of the Company retire by rotation and being eligible, offer himself for re-appointment.

OTHER INFORMATION

Information as per section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975:

None of the employee was in receipt of remuneration in excess of limit prescribed under Section 217 (2A) of the Companies Act, 1956.

Energy Conservation, Technology Absorption & Foreign Exchange

The information required under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Director(s) Rules, 1988 with respect to Conservation of energy, technology absorption and foreign exchange earnings/outgo is appended hereto and form part of this report.

AUDITORS

M/s G. Dutta & Co., Chartered Accountants, Auditors of the Company retire and being eligible offers themselves for re-appointment.

The observations made by the Auditors in their Report are adequately explained in the notes to the Accounts and significant Accounting Policies and need no further elaboration.

CORPORATE GOVERNANCE

As per Clause 49 of the listing agreement with the Stock Exchange, a separate section on Corporate Governance forms part of the Annual Report.

A Certificate from the Auditors of the Company confirming compliance with conditions of Corporate Governance as stipulated under the Clause 49 of the listing agreement is annexed to this Report.

ACKNOWLEDGEMENT

The Board acknowledges the valuable assistance and cooperation received from Government Authorities and Business associates and looks forward to their continued support.

Your Directors express their deep appreciation for the commitment and hard work put in by all employees.

For and on behalf of the Board

(S.G.VYAS) MANAGING DIRECTOR

Place: Jaipur Dated: 25.08.2013

Information required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988

A. Conservation of Energy:

- a. Energy conservation measures taken
 - Your Company is continuously striving energy conservation measures to make the plant energy efficient to the extent possible and reviews & explores various steps to conserve energy. In order to develop the energy efficiency approach among the staff, the company organizes regular meetings and reviews the power consumption pattern periodically. Staff and workmen are encouraged to make suggestions for energy saving steps which can be implemented.
- b. Total energy consumption and energy consumption per unit of production:

FORM 'A'

Form for Disclosure of Particulars with respect to Conservation of Energy **Power & Fuel Consumption**

						Curi	rent Year	Previo	ous Year	
1	Elect	ricity								
a)	Purch	nased U	Jnits				4258960		3637930	
,	Total	Amou	ınt (₹ ' 00)0)			25974		18981	
		/ Unit		,			6.09		5.22	
b)	Own	Genera	ation							
	i) Th	rough 1	Diesel G	enerator						
	Units	-					57660		283071	
	Total	Amou	ınt (₹ ' 00)0)			824		3972	
	Cost/	Unit (₹)				14.30		14.03	
	ii) Through steam Turbine/Generators						-		-	
2							-		-	
		ace Oil								
	Diese	el / Lig	ht Diesel	Oil			-		-	
	•									
		-	gro waste							
	Quantity Produced (Kgs)						199190		146805	
Total Cost (₹ '000)						2193		1562		
	Rate / Kg (₹)						11.01		10.64	
			unit of p	roducti	on :					
	Current Year						Previous Year			
Product		Unit	Elect	Coal	Furna	Steam	Elect	Coal	Furnac	Steam
					ce Oil				e Oil	
			KWH				KWH			
Cotton Y	arn	KG	3.25	-	-	-	2.75	-	-	-
Fabric		MT		-	-			-	-	0.30
		R	1.30				1.05			

C. Technology absorption:

A.

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Technology absorption is a regular process at your Company.

D. Foreign exchange earnings and outgo:

There has been no transaction involving foreign exchange during the year under reference.

FORM B

1. Name of the Company: JAGJANANI TEXTILES LIMITED 2. Annual financial statements for 31/03/2013 the year ended Type of Audit qualification 3. N.A. Frequency of qualification 4. N.A. 5. Draw attention to relevant notes As per Annual Report attached in the annual financial statements and management response to the qualification in the directors report: Additional comments from the board/audit 6. N.A. committee chair: 7. To be signed by-Auditor of the Company For **CEO/Managing Director** Small Director CFO BANN - GT. Duldy & company Auditor of the company 2 Audit Committee Chairman"

Annual audit report to be filed with the stock exchanges

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FORM A

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Annual audit report to be filed with the stock exchanges

1.	Name of the Company:	JAGJANANI TEXTILES LIMITED
2.	Annual financial statements for the year ended	31/03/2013
З.	Type of Audit observation	N.A.
4.	Frequency of observation	N.A.
5.	To be signed by-	For Jagjanan' Presil in Ltd.
	CEO/Managing Director	Inthe
	2 CFO	Director
	2 Auditor of the company	Quite - w. Dutig & company
	2 Audit Committee Chairman	5 Blows