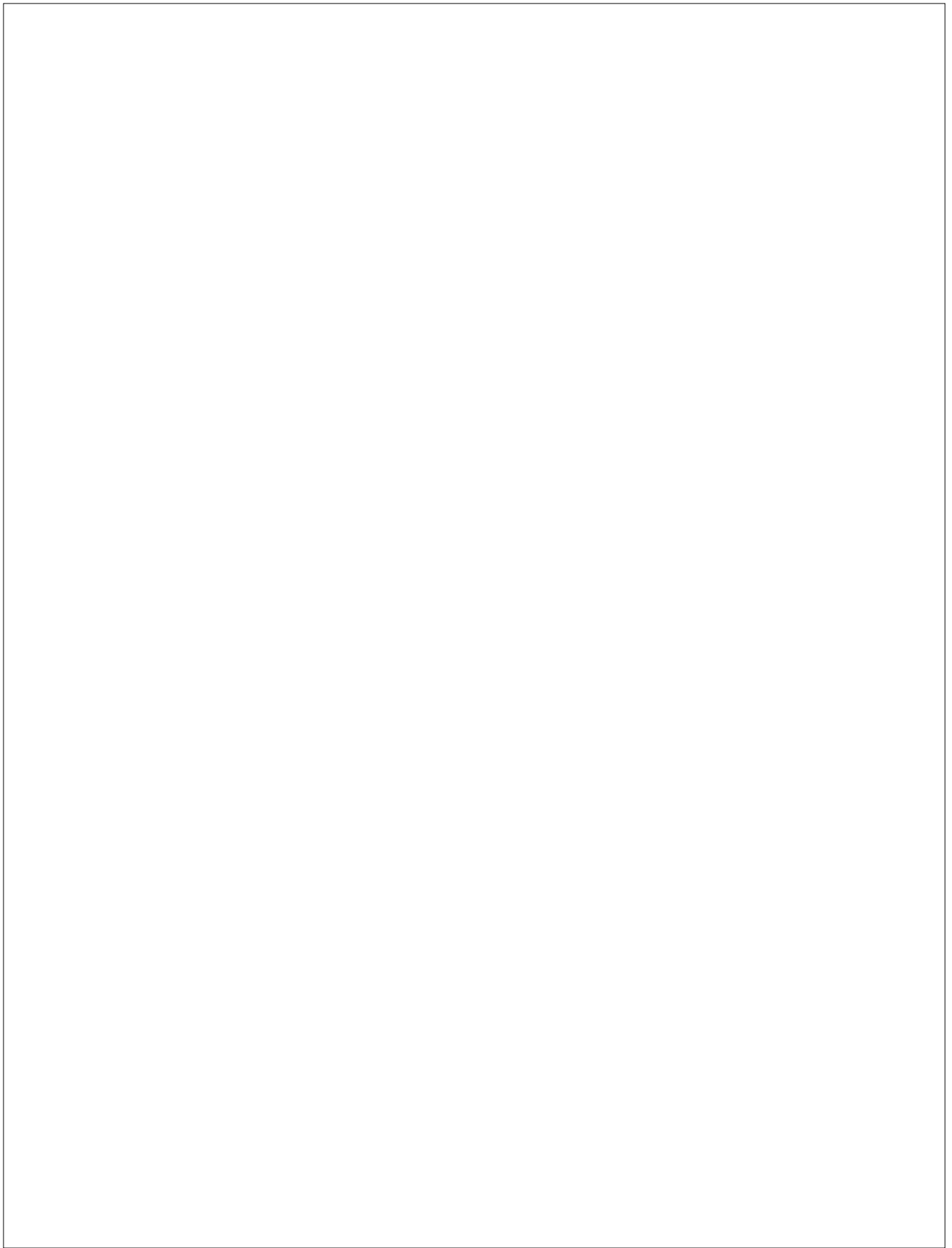


Annual Report 2014-2015



JAGJANANI TEXTILES LIMITED





JAGJANANI TEXTILES LIMITED

BOARD OF DIRECTORS

S.G.Vyas (Managing Director)

S. K. Singhal

N. K. Khurana

Akash B. Shah

R. N. Swami

Shakuntala Vyas

AUDITORS

G. Dutta & Co.

Chartered Accountants

36, New Colony, Jaipur

REGD. OFFICE & MILLS

E-228,RIICO Industrial Area

Bagru Extn-I, Bagru

Jaipur – 303007

Phone : 0141-5123802

E-mail: compliance@jagjanani.com

jtlsgv@gmail.com

Web site: www.jagjanani.com

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited

44, Community Centre, 2nd Floor,

Naraina Industrial Area,Phase-I,

New Delhi-110028. Ph.: 011-41410592, 94



JAGJANANI TEXTILES LIMITED

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting (hereinafter referred to as AGM) of the Members of JAGJANANI TEXTILES LIMITED will be held at E-228, RIICO Industrial Area Bagru Extn-I, Bagru, Jaipur-303007 on Wednesday 30th day of September, 2015 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, 2015 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. S. G. Vyas, 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 office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. S.G. Vyas (DIN 01905310), Director of the Company be and is hereby appointed as Managing Director of the Company to hold office for a term up to five consecutive years commencing from 30th September, 2015.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section, 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act, Mr. N.K. Khurana (DIN 00609987), Independent Director of the Company the term of office, be and is hereby ratified to hold office for a period of five years up to the AGM of 2019 with effect from 31st March, 2015.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section, 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act, Mr. R. N. Swami (DIN 03248417), Independent Director of the Company the term of their office, be and is hereby ratified to hold office for a period of five years up to the AGM of 2019 with effect from 31st March, 2015.

Jaipur
01.09.2015

By Order of the Board
Sd/-
(S. G. Vyas)
MANAGING DIRECTOR



JAGJANANI TEXTILES LIMITED

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) Corporate Members are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting
- (iii) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of item no.4, 5 & 6 of the Notice set out above, is annexed hereto separately and forms part of the Notice.
- (iv) The Register of Members and the Share Transfer Books of the Company shall remain closed from 23th September, 2015 to 30th September, 2015 (Both days inclusive)
- (v) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- (vi) 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. 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.
- (vii) Members desiring any information, as regards Accounts, are requested to write to the Company at its Regd. Office at least 10 days before the date of Annual General Meeting so as to enable the Management to compile the requisite information.
- (viii) Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting.
- (ix) The Ministry of Corporate Affairs (“MCA”) has vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively, taken a ‘Green Initiative in Corporate Governance’, by allowing paperless compliances through electronic mode, allowing to send documents such as Notice convening General Meetings, Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. and any other notice/documents, henceforth in electronic form in lieu of the paper form. You are requested to register your E-mail ID with your DP, if you hold the Company’s shares in electronic form, under intimation to the Registrar & Transfer Agent through your registered E-mail ID. However, if you hold the shares in physical form, then you may register your E-mail ID with Registrar & Transfer Agent/ Company by sending a letter under your registered signature.
- (x) Electronic copy of the Annual Report is being sent to such Members whose email IDs are registered with the Company/ Registrar & Transfer Agent /Depository Participant(s) However, the Members may ask for a physical copy of the same.
- (xi) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:



JAGJANANI TEXTILES LIMITED

- Log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” tab.
- Now, select the Electronic Voting Sequence Number - “EVSN” along with “Jagjanani Textiles Limited” from the drop down.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used & If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned above in user ID column.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip.

After entering these details appropriately, click on “SUBMIT” tab.

- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant “Jagjanani Textiles Limited” on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



JAGJANANI TEXTILES LIMITED

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote

General:

- The voting period begins on 27th September, 2015 (10:00 am) and ends on 29th September, 2015 (5:00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The cut off date for e-voting will be 23rd September, 2015.
- Mr. Manish Sharma, Practising Company Secretary, (Membership No.FCS-4750), has been appointed as the Scrutinizer to scrutinize the e-voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- The Scrutinizer shall within a period not exceeding three working days from the date of close of e-voting unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
- The results declared along with the Scrutinizer's report shall be placed on the Company's website www.jagjanani.com and shall be communicated to BSE.
- Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

Jaipur
01.09.2015

By Order of the Board

Sd/-

(S. G. Vyas)

MANAGING DIRECTOR



JAGJANANI TEXTILES LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item- 4.

As per the provision of section 196 and all other applicable provision Companies Act, 2013. Mr. S. G. Vyas being eligible for appointment as Managing Director of the company to hold office for a term up to five consecutive years commencing from 30th September, 2015. Accordingly Mr. S. G. Vyas Director of the Company is proposed to be reappointed as Managing Director of the Company on existing terms.

A brief profile of proposed Managing Director, including nature of his expertise, is annexed in this Annual Report.

Your Directors recommend the Special Resolution for your approval. Except Mr. S. G. Vyas being an appointee and Mrs. Shakuntala Vyas (his wife) none of the Directors are concerned or interested in the said resolution.

Item- 5.

The Board of Directors of the Company has decided to follow the amended provisions of section 149 of the Companies Act, 2013.

Accordingly, Mr. N.K. Khurana, who is already an Independent Director of the Company term of his office is ratified so as to hold office for a period of five years up to the AGM of 2019 with effect from 31st March, 2015. A brief profile of proposed Independent Director, including nature of his expertise, is annexed in this Annual Report. Your Directors recommend the Ordinary Resolution for your approval.

None of the other Directors are concerned or interested in the said resolution.

Item- 6.

The Board of Directors of the Company has decided to follow the amended provisions of section 149 of the Companies Act, 2013. Accordingly, Mr. R. N. Swami who is already an Independent Director of the Company term of his office is ratified so as to hold office for a period of five years up to the AGM of 2019 with effect from 31st March, 2015. A brief profile of proposed Independent Director including nature of his expertise, is annexed in this Annual Report.

Your Directors recommend the Ordinary Resolution for your approval.

None of the other Directors are concerned or interested in the said resolution

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S) REGARDING THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mr. S. G. Vyas	Mr. N. K. Khurana	Mr. R. N. Swami
Date of Birth	05.04.1953	14.08.1952	02.08.1949
Date of appointment	01.04.1997	23.07.1997	19.03.2012
Expertise in specific or more functional area	Expert in management of textile mills.	Business experience of more than 33 years	Banking experience of more than 35 year
Qualification	Chartered Accountant	M.Com	B.A.
Directorships of other Companies as on 31st March, 2015	Nil	L. D. Rangwala Private Limited	Nil
Chairman/Member of Committees of other Companies as on 31st March, 2015.	Nil	Nil	Nil
No. of shares held	10,60,000	Nil	Nil



CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

The Company fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, the Company focuses its energies in safeguarding the interests of its stakeholders and utilising its resources for maximizing the benefits to them.

A report on compliance with the Code of Corporate Governance as prescribed by the Securities and Exchange Board of India and incorporated in the Listing Agreement with the Stock Exchanges is given below.

1. BOARD OF DIRECTORS:

a) Board Meetings :

During the financial year 2014-15 Board Meetings were held on 15.05.2014, 14.08.2014, 07.09.2014, 14.11.2014, 04.02.2015, 21.03.2015.

b) Composition as on March 31st March, 2015:

The Board of Directors comprises of Managing Director, one Non- executive Promoter Director, one non-executive non-Independent 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	Promoter Director	6	Yes	Nil	Nil	Nil	Nil
Mr. S. K. Singhal	Promoter Director	6	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	4	No	Nil	Nil	Nil	Nil
Mr. R. N. Swami	Non-Executive and Independent Director	6	No	Nil	Nil	Nil	Nil
Mrs. Shakuntala Vyas	Non-executive non-Independent Director	2	No	Nil	Nil	Nil	Nil

Notes:

- None of the Directors of the Company were members of more than 10 committees or acted as Chairperson of more than 5 committees across all Public Limited Companies in which they were Directors in terms of Clause 49 of the Listing Agreement.



JAGJANANI TEXTILES LIMITED

- b. None of the Directors held directorship in more than 10 Public Limited companies.
- c. None of the Independent Directors of the Company served as Independent Director in more than 7 listed companies.

3. AUDIT COMMITTEE:

As on 31st March, 2015 the Audit Committee comprised of three Non- Executive, Independent Directors and one Promoter Director. The terms of reference to the Audit Committee are wide enough to cover all matters specified under the Listing Agreement and the Companies Act, 2013.

The Audit Committee met Five times during the financial year 2014-15 on 14.05.2014, 13.08.2014, 03.09.2014, 13.11.2014 & 03.02.2015. The attendance of members at the meetings was as follows:

Sr. No.	Name of Director	Designation	No. of meetings attended
1.	S.K. Singhal	Chairman/Director	5
2.	N. K. Khurana	Director	1
3.	Akash B. Shah	Director	3
4.	R.N. Swami	Chairman	1

Note:- Mr. S.K. Singhal was the Chairman of the committee up to 14.11.2014 thereafter

Mr. R.N. Swami became Chairman of the Committee.

4. Stakeholders Relationship Committee:

The terms of reference of the Shareholders'/Investor`s Grievance Committee comprise of redressal of shareholders'/investor`s complaints. The Committee consists of two Non-Executive, Independent Directors and one Promoter Director. The Secretary of the Company acts as the Secretary to the Committee.

The Shareholders'/ Investors' Grievance Committee met Four times during the year 2014-15 on 15.05.2014, 14.08.2014, 14.11.2014 & 04.02.2015. The attendance of Members at the Meetings was as follows:

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

During the financial year 2014-15, the Company received no complaint from investors.

5. Nomination and Remuneration Committee:

The Company constituted Remuneration committee. The terms of reference to the Nomination and Remuneration Committee are wide enough to cover all matters specified under the Listing Agreement and the Companies Act, 2013.

The Remuneration Committee as on date comprises of three members i.e. Mr. N. K. Khurana, Mr. Akash B. Shah, Mr. R. N. Swami. All of them are Non-Executive Independent Directors. The Chairman of the Committee is Mr. Akash B. Shah who is a Non-Executive and Independent Director. The Secretary of the Company acts as the Secretary to the Committee.

The Nomination and Remuneration Committee met three times during the year 2014-15 on 14.08.2014, 01.09.2014 & 16.03.2015.



ANNUAL REPORT 2014-2015

Sr.No.	Name of Director	Designation	No. of meeting attended
1.	Akash B. Shah	Chairman	3
2.	N. K. Khurana	Director	1
3.	R.N. Swami Director		3

SHAREHOLDING OF DIRECTORS AS ON 31.3.2015

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

Name of Directors	Number of Shares held
S G Vyas	10,60,000
S K Singhal	34,04,000

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:

Year	Location	Date	Time	No. of Special Resolutions
2013-14	138, Laxman Path, Shyam Nagar, Jaipur- 302019 (Rajasthan)	29th September, 2014	10.00 AM	-
2012-13	138, Laxman Path, Shyam Nagar, Jaipur- 302019 (Rajasthan)	27th September, 2013	11.00 AM	-
2011-12	S-25, Shyam Nagar, Jaipur-302019 (Rajasthan)	31st January, 2013	11.00 AM	-

Details of resolution passed through Postal Ballot is given as follows;

Year	Location Of Result	Date	No. Resolutions
2014-15	138, Laxman Path, Shyam Nagar, Jaipur- 302019 (Rajasthan)	16th March, 2015	2

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.



7. 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.

8. BOARD LEVEL PERFORMANCE EVALUATION

The Companies Act, 2013 and revised Clause 49 of the Listing Agreement entered with the Stock Exchange stipulates the performance evaluation of the Directors, Board and its Committees. Considering the said provisions, the Company has devised the process and the criteria for the performance evaluation which has been recommended by the Nomination & Remuneration Committee and approved by the Board at their meetings

The process for performance evaluation is as under:

- Independent Directors evaluates the performance of Non- Independent Directors of the Company taking into account the views of the Board as a whole and submit its report to the Nomination & Remuneration Committee (N&RC).
- The Board evaluates the performance of the Independent Directors excluding the director being evaluated and submit its report to the N&RC.
- Self Assessment of Performance Evaluation of the Board level committees are done by the respective committees and reported to the Board.
- Nomination & Remuneration Committee reviews the reports of the Independent Directors and Board and accordingly, recommends the appointment/re-appointment/continuation of Directors to the Board.
- Based on the recommendation of N&RC, Board takes appropriate action.

The criteria for performance evaluation are as under

Performance Evaluation of Non-Executive Directors & MD

Attendance at the meetings; Participation and contribution; Responsibility towards stakeholders; Contribution in Strategic Planning; Compliance and Governance; Participation; Performance Evaluation and Updation of Knowledge.

In addition to the above criteria, following are the parameters for the performance evaluation of MD.

Performance of the Company; Recognition and awards to the Company; Recognition and awards to the MD; Leadership; Relationships and Communications; Resources; Conduct of Meetings; Resources.

Performance Evaluation of Board

Composition and Diversity; Committees of the Board; Board & Committee meetings; Induction Program; Team Work; Cohesiveness of Board decisions; Board Procedure; Performance Culture; Succession planning; Discussions at Board Meetings; Understanding of the business of the Company; Understanding the role and effectiveness; Foresight to avoid crisis and effectiveness in crisis management; Understanding of the regulatory environment; Strategy and Growth; Risk Management and Financial Controls; Quality of Decision making and Board's Communication, AGM & Annual Report.

Self Assessment of the Performance by the Board Level Committees

Composition and Balance of skill sets; Frequency and duration; Overall contribution; Relationships; Communication; Understanding of regulatory environment and developments; Interaction with the board; Justice to the role of committee and Procedure.

**9. GENERAL SHAREHOLDERS' INFORMATION****i) 18th Annual General Meeting**

Date	: 30th September, 2015
Time	: 10.00 AM
Venue	: E-228, RIICo Industrial Area Bagru Extn-I, Bagru, Jaipur-303007

ii) Financial Calendar 2015-16

First Quarter Results	: August, 2015
Second Quarter Results	: November, 2015
Third Quarter Results	: February, 2016
Annual Results	: May, 2016.

iii) Dates of Book Closure : 23.09.2015 to 30.09.2015

iv) Dividend : 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). Stock Code: **532825**.

The Company has duly paid the listing fee to the aforesaid Stock Exchange for the financial year 2015-16.

vii) Stock Market Data:

Financial Year 2014-15	Share prices		BSE Sensex	
	Highest (₹)	Lowest (₹)	Highest	Lowest
April, 14	0.79	0.70	22939.31	22197.51
May, 14	0.84	0.68	25375.63	22277.04
June, 14	0.92	0.76	25735.87	24270.20
July, 14	1.77	0.92	26300.17	24892.00
Aug., 14	1.61	1.20	26674.38	25232.82
Sept., 14	1.31	0.95	27354.99	26220.49
Oct., 14	1.32	0.80	27894.32	25910.77
Nov., 14	1.06	0.80	28822.37	27739.56
Dec., 14	1.31	1.00	28809.64	26469.42
Jan., 15	0.99	0.75	29844.16	26776.12
Feb., 15	1.03	0.87	29560.32	28044.49
Mar., 15	1.02	0.86	30024.74	27248.45



JAGJANANI TEXTILES LIMITED

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.

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, 2015:

Category	No. of shares	As percentage of shares
1. Promoters	4576715	29.34
2. Public	11023285	70.66
TOTAL	15600000	100.00

xi) Distribution of Shareholding as on 31st March, 2015:

Range (No. of Shares)	SHAREHOLDERS		SHARES	
	Number of total holders	% to Total	Holder's Number to total shares	% to Total
Up to -5000	2842	58.2855	6986250	4.4784
5001-10000	932	19.114	7957930	5.1012
10001-20000	548	11.2387	8736110	5.6001
20001-30000	190	3.8966	4951120	3.1738
30001-40000	77	1.5792	2788080	1.7872
40001-50000	77	1.5792	3673960	2.3551
50001-100000	113	2.3175	8530540	5.4683
Above 100000	97	1.9893	112376010	72.0359
Total	4876	100.000	156000000	100.000

xii) Dematerialization of shares:

As on 31st March, 2015, 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: E-228, RIICO Industrial Area, Bagru Extn.-I, Bagru, Jaipur-303007 (Raj.)

Telephone : 0141-5123802

E-mail : compliance@jagjanani.com

xv) Corporate Identity Number : L17124RJ1997PLC013498



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, 2015 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.

SG VYAS

(MANAGING DIRECTOR)

(DIN-01905310)

DECLARATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

All the Directors and Senior Management personnel of the Company have affirmed compliance with the code of conduct of Jagjanani Textiles Limited as adopted by the Company for the financial year ended 31st March, 2015.

SG VYAS

(MANAGING DIRECTOR)

(DIN-01905310)

REVIEW OF DIRECTOR'S RESONSIBILITY STATEMENT

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2015 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.



JAGJANANI TEXTILES LIMITED

DIRECTORS' REPORT

Dear Shareholders,

We have pleasure in presenting the 18th Annual Report of the Company and the audited statement of accounts for the year ended 31st March, 2015. A summary of the financial results is given below.

FINANCIAL RESULTS

	('000) Year ended on 31/03/2015	('000) Year ended on 31/03/2014
Gross sales including other income	88000	1,76,947
Gross Profit(Loss)	(3548)	63,871
Depreciation	23709	18,744
Profit/Loss for the year	(27257)	45,127

MANAGEMENT DISCUSSION AND ANALYSIS

Textile industry is one of the oldest and vitally important industry for the economy of the country After agriculture it employs the maximum number of persons in India. Its contribution to GDP and export earnings make it play a pivotal role in India's economy.

You are aware of the difficulties being faced by your Company and efforts being made to pay off the high cost borrowings by selling the assets. The Company is making all efforts to settle the dues of creditors and reshape the business model. However, the present market conditions are not conducive for such an exercise.

Your Company also attracts provisions of Section 23 (1) (a) (i) of The Sick Industrial Companies Act, 1985 due to erosion of Net worth.

MANAGEMENT PERCEPTION OF RISK AND CONCERN(DISCUSSION TO VYAS SIR)

1. Agriculture in India is largely dependent on rains for irrigation As agriculture contributes substantially to our GDP, any downfall in agri production affects economy. Monsoon this year has not been up to the mark and large areas particularly in cotton growing regions have not received adequate rains. It will have its impact not only on quality of cotton but also on its prices during the current year. Consumption of manmade fibers is still low in our country as compared to global standards.
2. China has been a major buyer for Indian textiles – yarn and fabrics. That country is facing economic problems and its import from India has reduced.

INTERNAL CONTROL SYSTEM

Your Company has developed a well defined internal control system over a period which meets its requirement. The system is reviewed periodically to keep with the times and ensure optimal utilization and protection of company's resources. Audit Committee of the Board monitors the internal control system.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

Your Company encourages innovation and performance. It appreciates and values the Human asset of the Company. In spite of difficult situation on operational front, the morale of employees is high and they have been working hard to turn the tide in favour of better working of your 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 accumulated losses.

DIRECTORS' RESPONSIBILITY STATEMENT

On the basis of compliance certificates received from the concerned executives of the Company and subject to disclosures in the annual accounts, as also on the basis of the discussion with the Statutory Auditors of the Company from time to time, as required under Section 134(3)© of the Companies Act 2013, 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;
- ii) 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, if any ;
- iv) the Directors have prepared the annual accounts on a going concern basis.
- v) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS

Your company has Six(6) Directors consisting of Three (3) Non-Executive and Independent director, One (1) Promoter Director, One (1) Woman director and One (1) Managing Director(MD) as on March 31, 2015.

NON-EXECUTIVE AND INDEPENDENT DIRECTOR

In terms of the definition of 'Independence' of Directors as prescribed under Clause 49 of the Listing Agreement entered with Stock Exchanges and Section 149(6) of the Companies Act, 2013 and based on the confirmation/ disclosures received from the Directors, the following Non-Executive Directors are Independent Directors:-

- 1. Mr. N. K. Khurana
- 2. Mr. Akash Bharatbhai Shah
- 3. Mr. R. N. Swami

WOMAN DIRECTOR

In terms of the provisions of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a company shall have at least one Woman Director on the Board of the company. Your Company has Ms. Shakuntala Vyas as Director on the Board of the Company since September 2014.

MANAGING DIRECTOR

Mr. S. G. Vyas has been serving as the Managing Director of the Company since 1st April, 1997 with the approval of the shareholders from time to time.



JAGJANANI TEXTILES LIMITED

The Board of Directors of the Company at their meeting held on September 1, 2015 has approved the re-appointment of Mr. S. G. Vyas as MD subject to the approval of the shareholders.

APPOINTMENT/RESIGNATION OF THE KEY MANAGERIAL PERSONNEL

Mr. Manish Kumar Jain has been appointed as CFO of the company and Mrs. Manu Agarwal, Company Secretary of the Company has resigned from the services of the Company for personal reasons.

DIRECTORS RETIRING BY ROTATION

In terms of section 152 of the Companies Act, 2013 Mr. S.G Vyas being longest in the office shall retire at the ensuing AGM and being eligible for re-appointment, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other business.

The Board met six (6) times during the FY 2014-2015 viz. on May 15, 2014, August 14, 2014, September 04, 2014, November 14, 2014, February 02, 2015 and March 21, 2015. Detailed information on the meetings of Board are included in the report on Corporate Governance, which forms part of this Annual Report.

COMMITTEES OF THE BOARD

The Company has several committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provision of applicable laws and statutes.

The Company has following committees of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Shareholders Relationship Committee

The details with respect to the composition, power, roles, terms of reference, etc. of relevant committees are given in details in the ' Report on Corporate Governance' of the Company which forms part of this Annual Report.

PERFORMANCE EVALUTION OF THE BOARD

The Nomination and Remuneration Committee at its meeting and Board of Directors at its meeting had laid down criteria for performance evaluation of Directors, MD and Board Level Committees and Board as a whole and also the evaluation process for the same.

The statement indicating the manner in which formal annual evaluation of the Directors, the Board and Board level Committees are given in detail in the report on Corporate Governance, which forms part of this Annual Report.

The performance of the member of the Board, the Board Level Committees and the Board as a whole were evaluated at the meeting of Independent Directors and the Board of Directors.

CORPORATE GOVERNANCE

Your Company is committed to achieve the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set by the Regulators/applicable laws.



A Separate Report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from M/s G. Dutta & co., Chartered Accountants, Jaipur regarding compliance with Corporate Governance norms stipulated under Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance as Annexure-1.

EXTRACT OF ANNUAL RETURN AND OTHER DISCLOSURE UNDER COMPANIES (APPONITMENT & REMUNERATION) Rules, 2014

The Extract of Annual Return in form MGT-9 as per section 134(3)(a) of the Companies Act, 2013 read with rule 8 of the Companies Act (Accounts) Rules, 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 duly certified by the Practising Company Secretary is annexed hereto and forms part of this report as Annexure-2.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your company has not directly or indirectly given any loan to any person or other body corporate other than usual advances envisaged in business contracts for supply of materials etc. if any, given any guarantee or provide security in connection with a loan to any other body corporate or person and acquired by way of subscription purchase or otherwise, the securities of any other body corporate except as stated.

VIGIL MECHANISM

The Company has implemented a Whistle Blower Policy pursuant to which Whistle Blowers can raise concerns relating to Reportable Matters (as defined in the policy) such as breach of Code of Conduct, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, genuine concerns or grievances and provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle Blowers have been denied access to the Audit Committee of the Board. The details of the Whistle Blower Policy are explained in the Report on Corporate Governance and also available on the website of the Company (www.jagjanajni.com).

RELATED PARTY TRANSECTION

Under Section 188 and other applicable provision, if any, of the Companies Act, 2013 and rule 15 of Companies (Meeting of Board and its Power) Rule, 2014 Your company does not enter in any related party transaction during the F.Y 2014-2015.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has been employing one women employee. There was no complaint received from women employees during the financial year 2014-15 and hence no complaint is outstanding as on 31.03.2015 for redressal.



OTHER INFORMATION

Auditors

M/s G. Dutta & Co., Chartered Accountants, (ICAI Registration No. 002136 'C') who are Statutory Auditors of the Company will hold office till the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company for the Financial Year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013 the Company has obtained written confirmation from M/s G. Dutta & Co., Chartered Accountants, that their appointment, if made, would be in conformity with the limits specified in the said Section.

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. The Report of Statutory Auditors for the Financial year 2014-15 is annexed hereto and forms part of this report as Annexure-3.

Cost Auditor & Cost Audit Report

The Company does not fall under the ambit of provisions of Section 233B of the Companies Act, 1956, read with The Companies (Cost Accounting Records) Rules, 2011. Thus there is no requirement of appointment of Cost Auditor for your Company.

Information as per section 197 (12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

None of the employee was in receipt of remuneration in excess of limit prescribed under Section 197 (12) of the Companies Act, 2013.

Secretarial Auditors And Secretarial Audit Report

Pursuant to Section 204 of the Companies Act, 2013 our Company has appointed M/s Manish Sharma & Associates Practicing Company Secretary, Jaipur as its Secretarial Auditors to conduct the secretarial audit of the Company for the FY 2014-15. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The Report of Secretarial Auditor for the FY 2014-15 is annexed hereto and forms part of this report as Annexure-4.

Energy Conservation, Technology Absorption & Foreign Exchange

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and forms part of this report as Annexure-5.

CASHFLOW ANALYSIS

In conformity with the provisions of clause 32 of the Listing Agreement the Cash Flow Statement for the year ended 31.03.2015 is annexed hereto.



ANNUAL REPORT 2014-2015

ACKNOWLEDGEMENT

The Board acknowledges with deep sense of gratitude for the valuable assistance and cooperation extended and guidance provided by Government Authorities, and Business associates and looks forward for their continued support. Your Directors are also grateful to the customers & suppliers for their trust and support. Your Directors would like to appreciate dedication and hard work put in by every employee of your company. Last but not the least, your Directors are deeply grateful for the confidence and faith shown by the members of the Company in them.

Jaipur.
30.05.2015

Sd/-
S.K.Singhal
Director
(DIN-00075934)

On behalf of the Board,
Sd/-
S.G.Vyas
Managing Director
(DIN-01905310)



JAGJANANI TEXTILES LIMITED

ANNEXURES TO THE REPORT

ANNEXURE-1

CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,

The Members of
Jagjanani Textiles Limited

We have examined the compliance of conditions of Corporate Governance by Jagjanani Textiles Limited for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. 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, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

As per records maintained by the Company, no investor grievance is pending for a period exceeding one month.

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

For G. Dutta & Co.
Chartered Accountants
F.R. No.: 002136C

(Gopal Dutta)
Partner
M.No. 071312

Place: Jaipur
Date: 30.05.2015



ANNEXURE-2

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31ST MARCH 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN:-	L17124RJ1997PLCO13498
2	Registration Date:- 1ST APRIL, 1997	
3	Name of the Company:-	JAGJANANI TEXTILES LIMITED
4	Category of the company:- Sub-category of the company:-	PUBLIC
5	Address of the registered office and Contact Detail:-	E-228,RIICO IND. AREA, BAGRU EXTN.- I, BAGRU, JAIPUR-303007
6	Whether Listed or Not LISTED	
7	Name, Address and Contact details of Registrar and Transfer Agent, if any 44, COMMUNITY CENTER, 2ND FLOOR, NARAINA INDUSTRIAL AREA PHASE-I NEAR PVR NARAINA, NEW DELHI- 110028	LINK INTIME INDIA PRIVATE LIMITED

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacture of cotton and blended fabrics.	13121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY ASSOCIATE	% OF SHARE S HELD	APPLICABLE SECTION
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding



JAGJANANI TEXTILES LIMITED

category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3420000	0	3420000	21.92	4576715	0	4576715	29.34	7.4
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
SUB-Total (A) (1):-	3420000	0	3420000	21.92	4576715	0	4576715	29.34	7.4
(2) Foreign									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
SUB-Total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3420000	0	3420000	21.92	4576715	0	4576715	29.34	7.4
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3154618	1280030	4434648	28.43	2277800	1280030	3557830	22.81	5.62
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL



ANNUAL REPORT 2014-2015

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3834667	156455	3991122	25.58	4016495	156455	4172950	26.75	1.17
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2916687	508530	3425217	21.96	2705962	508530	3214492	20.61	-1.35
c) Others (Clearing Members, All NRI's, Trusts, huf etc)	329013	0	329013	2.11	78013	NIL	78013	0.5	-1.61
Sub-total (B)(2):-	10234985	1945015	12180000	78.08	9078270	1945015	11023285	70.66	-7.4
Total Public Shareholding (B)=(B)(1)+(B)(2)	10234985	1945015	12180000	78.08	9078270	1945015	11023285	70.66	-7.4
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	13654985	1945015	15600000	100	13654985	1945015	15600000	100	0

ii) Shareholding of Promoters/promoters group

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2014]			Share holding at the end of the year [As on 31-March-2015]			% change in share holding during the year
		No. of Shares	% of total share of the company	% of Shares pledged/encumbered to total shares	No. of Shares	% of total Shares of Company	% of Shares Pledged/encumbered to total shares	
1	S. K. Singhal	2350000	15.0641	0	3404000	21.8205	0	6.7564
2.	Shiv Kumar Singhal	10000	0.06410	0	-	-	-	-0.06410
3.	Shri Gopal Vyas	1060000	6.79487	0	1060000	6.7949	0	-
4.	Ayush Singhal	Nil	Nil	Nil	110000	0.7051	0	0.7051
5.	Megha Singhal	Nil	Nil	Nil	2715	0.0174	0	0.0174
	TOTAL	3420000	21.9231	0	4576715	29.3379	0	7.4148

(iii) Change in Promoters' Shareholding (please specify, if there is no change)



JAGJANANI TEXTILES LIMITED

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding (No.. of Share)		Shareholding at the end of the year	
		No. of Share	% of total shares in the company	Increase	Decrease	No. of Share	% of total shares in the company
1.	S.K. Singhal	2350000	15.0641	1054000	0	3404000	21.8205
2.	S. G. Vyas	1060000	6.79487	0	0	1060000	6.79487
3.	Ayush Singhal	110000	0.7051	0	0	110000	0.7051
4.	Megha Singhal	2715	0.0174	0	0	2715	0.0174

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding (No.. of Share)		Shareholding at the end of the year	
		No. of Share	% of total shares in	Increase	Decrease	No. of Share	% of total shares in the company
1.	Shree ganesh projects pvt. Ltd.	2437366	15.62414	0	750000	1687366	10.8164
2.	BSA holdings pvt. Ltd.	1030030	6.60275	0	0	1030030	6.60275
3.	Ms. Madhavi	508530	3.25980	0	0	508530	3.25980
4.	Ramakant & Co. P. Ltd.	311701	1.99808	0	0	311701	1.99808
5.	Penny securities & Investment pvt. Ltd.	250000	1.60256	0	0	250000	1.60256
6.	Mukut Behari Agarewal	199317	1.27767	0	0	199317	1.27767
7.	Hemangbhi nainchandra patel	118000	0.75641	0	0	118000	0.75641
8.	Renu Jain	100000	0.64102	0	0	100000	0.64102
9.	Sarjeevan Singh	82530	0.52903	0	0	82530	0.52903
10.	Radhey Shyam	60000	0.3846	0	0	60000	0.3846

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
	Director				
	1. Shri Gopal Vyas	1060000	6.794	0	0
	2. S.K. Singhal	2350000	15.0641		
	Change in Shareholding (No. of Shares)	0	0	0	0
	At the end of the year	0	0	0	0



V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ 000

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	124500	69064		193564
ii) Interest due but not paid	4713			4713
iii) Interest accrued but not due				
Total (i+ii+iii)	129213	69064		198277
Change in Indebtedness during the financial year				
* Addition				
* Reduction	65483	1510	0	66993
Net Change				
Indebtedness at the end of the financial year i)				
Principal Amount	63730	67554		131284
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	63730	67554		131284

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or

Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		S.G Vyas (MD)	WTD	Manager	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	0	0	12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,00,000	0	0	6,00,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify...	0 0	0 0	0 0	0 0
5	Others, please specify	0	0	0	0
	Total (A)	18,00,000	0	0	18,00,000
	Ceiling as per the Act				'Refer Note'

Note: In terms of the provision of the Companies Act, 2013 and Schedule V Part II Section II Remuneration of Director is within the said limit.



JAGJANANI TEXTILES LIMITED

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors	Total Amount		
1	Independent Directors	N.A.			
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B) = (1 + 2)				
	Total Remuneration Managerial				
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	146400	1,83,600	330000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	72000	104400	176400
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0
	others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total	218400	288000	506400



ANNUAL REPORT 2014-2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment	NONE	NONE	NONE	NONE	NONE
Compounding	NONE	NONE	NONE	NONE	NONE
B. DIRECTORS					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment	NONE	NONE	NONE	NONE	NONE
Compounding	NONE	NONE	NONE	NONE	NONE
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE	NONE	NONE	NONE	NONE
Punishment	NONE	NONE	NONE	NONE	NONE
Compounding	NONE	NONE	NONE	NONE	NONE



ANNEXURE-3.

INDEPENDENT AUDITOR'S REPORT

To the Members of **Jagjanani Textiles Limited,**

Report on the Financial Statements

We have audited the accompanying financial statements of Jagjanani Textiles Limited (“the Company”) which comprise the Balance Sheet as at March 31, 2015, and the Profit & Loss Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of Companies Act 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of Act, read with Rule 7 of Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the Provision of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules there under.

We Conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give a true and Fair view in order to design audit procedures that are appropriate in the Circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, 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 on the financial statements.



JAGJANANI TEXTILES LIMITED

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, of the state of affairs of the Company as at March 31, 2015, and its Profit for the year ended on that date.

Report on other legal and regulatory requirement

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of the India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matter specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Profit and Loss Statement, dealt with by this report are in agreement with books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules 2014.
 - e) On the Basis of written Representations received from the directors as on March 31, 2015, taken on record by the board of directors, none of the director is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

For G. Dutta & Co.
Chartered Accountants
FRN No.: 002136C

(Gopal Dutta)
Partner
M.No. 071312

Place: Jaipur

Date: 30.05.2015



Annexure to Independent Auditors' Report

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

1. The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets. All the fixed assets have been physically verified during the year by the Management. Further, we are informed that no material discrepancies were noted during such verification.
2. Inventory:-
 - a) The Company has maintained records pertaining to finished goods, stores, spares, raw material, purchases, sale of goods, by-products, scrap and book debts.
 - b) Inventories have been physically verified by the management during the year and in our opinion the frequency of verification is reasonable to the extent clarified to us.
 - c) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - d) The discrepancies noticed on physical verification of stocks as compared to book records which were not material, have been properly dealt with in the books of accounts.
 - e) In our opinion the valuation of stock is fair and proper and in accordance with generally accepted accounting principles.
3. The Company has not granted any loan to companies, firms and other parties listed in the register maintained under section 189 of the Companies Act, 2013. According to the information and explanation given to us, no loans and advances in the nature of loans have been given to the parties including the employees.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regards to purchases of stores, raw material including components, plant and machinery, equipment and other assets and for the sale of goods.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public under directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under, during the year. Accordingly the clause is not applicable.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act of the Companies Act, 2013 read with the companies (cost records and audit) Rules, 2014 for any of the products manufactured/services rendered by the Company.
7. The Company has been regular paying dues under the E.S.I. Act with the appropriate authorities. According to the books and records examined by us and the information and explanation given to us, no undisputed amount payable in respect of income tax, wealth tax, sales tax, VAT, custom duty, service tax, excise duty cess & other material statutory dues applicable to it were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable. However, Rs. 27,45,893/-pertaining to TDS remained unpaid for a period of more than six months from the date they became payable.



JAGJANANI TEXTILES LIMITED

8. The Company has Rs. 2136.57 Lacs, accumulated losses as at 31st March, 2015. The company has incurred a loss of Rs. 272.57 Lacs in the financial year 2014-15. under report and has not incurred any cash losses in the immediately preceding financial year 2013-14.
9. The company has been regular in repayment of dues to financial institutions and have not defaulted in repayment of such dues.
10. 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. Accordingly, this clause is not applicable.
11. On the basis of information and explanation given to us term loan raised during the year has been applied for the purpose for which they were raised.
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year that causes the financial statements to be materially misstated.

For G.Dutta & Co.
Firm Regn. No. - 002136C
Chartered Accountants

(Gopal Dutta)
Partner
M.No. 071312

Place: Jaipur
Date: 30-05-2015



**ANNEXURE-4.
FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2015**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members
Jagjanani Textiles Limited
E-228, RIICO Industrial Area
Bagru Extn.-I, Bagru
Jaipur-303007 (Rajasthan).**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jagjanani Textiles Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliance and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



JAGJANANI TEXTILES LIMITED

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable)**;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 **(Not applicable)**;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable)**;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable)**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable)**;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the Audit Period)**.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to our observations as furnished herein below:

A. The Companies Act, 2013:

- a. Regarding filing of particulars of charge with ROC: During the course of our audit, we found that following charges need further action as detailed below:

Sl. No.	Charge ID	Date of Charge Creation / Modification	Charge Amount secured (in Rs.)	Charge Holder	Remark as per Auditor
1	10166880	23 -Jun -09	2,960,000	UCO Bank	Modification of charge is pending
2	10140885	4 -Feb -09	20,000,000	IDBI Bank Ltd.	Pending for Satisfaction
3	10111694	20 -Jun -08	20,000,000	Bank of Baroda	Pending for Satisfaction
4	10092516	8 -Feb -08	9,000,000	Bank of Baroda	Pending for Satisfaction
5	10080348	24 -Apr -09*	110,000,000	UCO Bank	Modification of charge is pending
6	10103773	22 -Oct -07	60,000,000	Bank of Baroda	Pending for Satisfaction
7	90067248	18 -Mar -02*	30,000,000	The Jammu & Kashmir Bank Ltd.	Pending for filing of CHG -4
8	9006684 2	24 -Nov -98*	72,500,000	Industrial Development Bank of India	Pending for filing of CHG -4

* Date of charge modification



- b. The company has not filed Form No. MGT-10 with the Registrar of Companies pursuant to Section 93 read with Rule 13 of the Companies (Management and Administration) Rules, 2014 with respect to the transfer of certain shares taken place under the prescribed category, since the person in whose DP account these shares were credited has wrote to the Company that he has not acquired these shares but the same were credited in his DP account erroneously. This is also confirmed by the Shareholding Pattern as received from RTA afterwards.
- c. Re-appointment of Mr. N. K. Khurana, Mr. R. N. Swami, both independent Directors have not been made in the 17th AGM in terms of the respective provisions of the Companies Act, 2013.
- d. In the Notice for 17th AGM, the Ordinary Business of appointment of an Independent Director liable to retire by rotation has been done under the Special Business for a period of five years w.e.f. 29/09/2014 under the respective provisions of the Companies Act, 2013.
- e. The amount lying in the 'Share Application Money Refund Account' is pending for transfer to Investor Education and Protection Fund.

B. Securities and Exchange Board of India Act, 1992:

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

Non compliance of Regulation 29(2) & 30(2).

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992:

Non compliance of these Regulations.

C. Listing Agreement:

- a. The company has generally complied with the conditions relating to preparation, submission and publication of quarterly / annual financial results under Clause 41 of Listing Agreement.
- b. The Company has generally filed the shareholding pattern under Clause 35 of Listing Agreement in the prescribed on quarterly basis, within 21 days from the end of each quarter under Clause 35 of Listing Agreement.
- c. Sometime there has been small time lag in uploading / updation of documents / information on the website of the Company in compliance of the provisions of the Listing Agreement in certain matters.

D. Other applicable law / Statute:

The following Laws / Statutes are applicable and as per Company's representation no violation of any law:

Factories Act, 1948, Industrial Disputes Act, 1947, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, Employees' State Insurance Act, 1948, The Employees' Provident Funds and Miscellaneous Provisions Act, 1952, The Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972, The Contract Labour (Regulation & Abolition) Act, 1970, The Maternity Benefit Act, 1961, The Child Labour (Prohibition & Regulation) Act, 1986, The Industrial Employment (Standing Order) Act, 1946, The Employees' Compensation Act, 1923, The Apprentices Act, 1961, Equal Remuneration Act, 1976, The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959, Indian Boilers Act, 1923, Textiles (Development and Regulation) Order, 2001, Additional Duties of Excise (Textiles and Textile Articles) Act, 1978 and Pollution Control Laws / Environmental Laws.



JAGJANANI TEXTILES LIMITED

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance in most of the cases and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the existing systems and processes in the Company are generally adequate commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period: the Company has passed a Special Resolution through Postal Ballot for obtaining consent of the Shareholders of the Company to sale, lease or otherwise dispose-off whole or part of Company's undertaking in such form and manner as the Board of Directors of the company may consider fit to pay off Company's creditors.

**For Manish Sharma & Associates
Practising Company Secretaries**

**CS Manish Sharma
Proprietor
FCS 4750, CPNo. 6703**

**Place: Jaipur
Date : 30/05/2015**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



Annexure-A

**To,
The Members,
Jagjanani Textiles Limited
E-228, RIICO Industrial Area,
Bagru Extn.-I, Bagru,
Jaipur-303007 (Rajasthan).**

Our report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2) We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made there under relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.
- 4) Where ever required, we have obtained the Management representation about the compliance of Laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report 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 Manish Sharma & Associates
Practising Company Secretaries**

**Place: Jaipur
Date : 30/05/2015**

**CS Manish Sharma
Proprietor
FCS 4750, CPNo. 6703**



ANNEXURE-5.

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

A. Power & Fuel Consumption

	Current Year	Previous Year
1 Electricity		
a) Purchased Units	1996005	3544730
Total Amount (` '000)	13715	22302
Rate /Unit (`)	6.87	6.29
b) Own Generation		
i) Through Diesel Generator		
Units	-	35478
Total Amount (` '000)	-	507
Cost/Unit (`)	-	14.30
ii) Through steam Turbine/Generators	-	-
2 Coal (specify quantity & where used)	-	-
3 Furnace Oil	-	-
Diesel /Light Diesel Oil	-	-
4 Other / Internal Generation – Steam (Wood & Agro waste Brequets)		
Quantity Produced (Kgs)	125928	184726
Total Cost (` '000)	1652	2276
Rate / Kg (`)	13.12	12.32



ANNUAL REPORT 2014-2015

B. Consumption per unit of production :

Product	Unit	Current Year				Previous Year			
		Elect	Coal	Furnace Oil	Steam	Elect	Coal	Furnace Oil	Steam
		KWH				KWH			
Cotton Yarn	KG	3.60	-	-	-	3.50	-	-	-
Fabric	MTR	1.50	-	-	-	1.40	-	-	-

C. Technology absorption:

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

**JAGJANANI TEXTILES LIMITED****Balance Sheet as at 31st March, 2015**

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Particulars	Note No	31/03/2015 Rs. '000	31/03/2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	156,000	156,000
(b) Reserves and Surplus	2	(212,869)	(185,612)
(c) Money received against share warrants	-	-	-
(2) Share application money pending allotment			
-	-	-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	135,204	198,277
(b) Other Long term liabilities	4	5,320	6,147
(c) Long term provisions	5	2,105	2,502
(4) Current Liabilities			
(a) Short-term borrowings	-	-	-
(b) Trade payables	6	39,649	33,046
(c) Other current liabilities	6	17,714	15,475
(d) Short-term provisions	-	-	-
Total		143,123	225,835
II. Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	7	83,862	141,889
(ii) Intangible assets	-	-	-
(iii) Capital work-in-progress	-	791	18,442
(iv) Intangible assets under development	-	-	-
(v) Fixed assets pertaining to discontinuing operations and held for sale.	-	-	-
(b) Non-current investments	-	39	39
(c) Deferred tax assets(net)	-	22,572	22,572
(d) Long term loans and advances	8	7,776	7,776
(e) Trade receivables	9	660	939
(f) Other non-current assets	-	-	-
(2) Current assets			
(a) Current investments	-	-	-
(b) Inventories	10	3,395	9,929
(c) Trade receivables	9	10,103	10,033
(d) Cash and cash equivalents	11	9,199	7,852
(e) Short-term loans and advances	8	4,726	6,364
(f) Other current assets	-	-	-
Total		143,123	225,835

Sd/-
Manish Kr Jain
Chief Financial Officer

Sd/-
S G Vyas
Managing Director
DIN 01905310

Sd/-
S K Singhal
Director
DIN 00075934

As per our attached report of even date

For G Dutta & Co.
Chartered Accountants
F.R.No.002136C
Sd/-
(Gopal Dutta)
Partner
M.NO. 071312

Place: Jaipur
Date: 30.05.15



ANNUAL REPORT 2014-2015

Profit and Loss statement for the year ended 31st March, 2015		Rs. '000	
Particulars	Note No	31/03/2015 Rs. '000	31/03/2014 Rs. '000
CONTINUING OPERATIONS			
<u>III. Income</u>			
I. Revenue from operations (gross)	12	75,349	84,027
Less: Excise duty		-	-
Revenue from operations (net)		75,349	84,027
II. Other Income	13	12,651	92,920
III. Total Revenue (I +II)		88,000	176,947
<u>IV. Expenses:</u>			
Cost of materials consumed	14	56,898	74,236
Purchase of Stock-in-Trade		2,903	6,030
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	15	3,829	(4,832)
Employee benefit expense	16	3,949	5,848
Other expenses	17	3,929	6,562
Total Expenses		71,508	87,844
Earnings before interest,tax,depreciation and amortization (EBITDA) (III - IV)		16,492	89,103
Depreciation and amortization expense	18	23,709	18,744
Financial costs	19	20,040	25,232
Profit / (Loss) before tax		(27,257)	45,127
Tax expense:			
(1) Current tax			-
(2) Deferred tax			-
Total tax expense		-	-
Profit / (Loss) for the period from continuing operations (A)		(27,257)	45,127
DISCONTINUING OPERATIONS			
Profit/(Loss) before tax from discontinuing operations		-	-
Tax expense of discounting operations		-	-
Profit/(Loss) after tax from Discontinuing operations (B)		-	-
Profit/(Loss) for the period (A + B)		(27,257)	45,127
Earning per equity share [nominal value of share Rs.10 (31 March 2013:Rs.10)]			
Basic	20	(1.75)	2.89
Diluted		-	-

For and on behalf of the Board

Sd/-
Manish Kr Jain
Chief Financial Officer

Sd/-
S G Vyas
Managing Director
DIN 01905310

Sd/-
S K Singhal
Director
DIN 00075934

As per our attached report of even date

For G Dutta & Co.
Chartered Accountants
F.R.No.002136C

Place: Jaipur
Date: 30.05.15

Sd/-
(Gopal Dutta)
Partner
M.NO. 071312



JAGJANANI TEXTILES LIMITED

Note 1 Share Capital

Notes forming part of the financial statements

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Particulars	31/03/2015 Rs. '000	31/03/2014 Rs. '000
Authorised shares 18000000 (31 March 2014:18000000) equity shares of Rs. 10/- each	180,000	180,000
Issued,subscribed and fully paid-up shares 15600000 (31 March 2014:15600000) equity shares of Rs. 10/- each	156,000	156,000
Total issued,subscribed and fully paid-up share capital	156,000	156,000
a.) Reconciliation of the shares outstanding at the beginning and at the end of the year		
Equity Shares		
Particulars	31 March 2015	31 March 2014
At the beginning of the period	15,600	15,600
Issued during the period-Bonus issue	-	-
Issued during the period-ESOP	-	-
Outstanding at the end of the period	15,600	15,600
Preference Shares		
Particulars	31 March 2015	31 March 2014
At the beginning of the period	-	-
Issued during the period	-	-
Outstanding at the end of the period	-	-
b.) Terms/rights attached to equity shares		
<p>The company has only one class of equity shares having a par value of Rs. 10 per share.Each holder of equity shares is entitled to one vote per share.</p> <p>In the event of liquidation of company,the holders of equity shares will be entitled to receive remaining assets of company,after distribution of all preferential amount.The distribution will be in proportion to the number of equity shares held by share holders.</p>		
c.) Details of shareholders holding more than 5% shares in the company		
Particulars	31 March 2015	31 March 2014
Equity shares of Rs. 10 each fully paid	No. of Shares	No. of Shares
Shree Ganesh Projects Pvt. Ltd.	2,437,366	2,437,366
BSA Holdings Pvt. Ltd.	1,030,030	1,030,030
S K Singhal	2,654,000	2,360,000
Shri Gopal Vyas	1,060,000	1,060,000



ANNUAL REPORT 2014-2015

Notes forming part of the financial statements

Note 2 Reserves and surplus

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Particulars	As at 31	As at 31
	March, 2015	March, 2014
(a) Capital reserve	-	-
(b) Capital redemption reserve	-	-
(c) Securities premium account	102,313	102,313
	As at 31	As at 31
	March, 2015	March, 2014
Surplus/(Defecit) in the statement of profit and loss		
Opening balance	(287,925)	(333,052)
Profit for the year	(27,257)	45,127
Less: Appropriations	-	-
Proposed final equity dividend	-	-
Tax on proposed equity dividend	-	-
Dividend on preference shares	-	-
Tax on preference dividend	-	-
Transfer to debenture redemption reserve	-	-
Transfer to general reserve	-	-
Total appropriations	-	-
Net deficit in the statement of profit and loss	(315,182)	(287,925)
Total reserves and surplus	(212,869)	(185,612)

Notes forming part of the financial statements

Note 3 Long-term borrowings

Particulars	Non-current portion		Current maturities	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Term loans				
<u>SECURED</u>				
UVARCL	35,730	78,213	-	-
ASREC INDIA LTD.	28,000	51,000		
Nature of security:				
Term loans from U V Asset Reconsruction Company Limited and ASREC (India) Limited are secured by way of equitable mortgage of Land & Buildings at E-228 RIICO Industrial Area, Bagru Extension, Bagru and hypothecation of all the movable assets of the Company. The mortgage referred to above rank pari-passu. The term loans are further personally guaranteed by two Directors of the Company.				
<u>UNSECURED</u>				
from others	37,900	37,910		
from Directors	33,320	30,900		
Security Deposit	254	254		
TOTAL	135,204	198,277		



JAGJANANI TEXTILES LIMITED

Notes forming part of the financial statements

₹ 000

Note 4 Other long-term liabilities

Particulars	31 March 2015	31 March 2014
Trade payables (including acceptances)	-	-
Others		
Sundry Creditors- Capital Goods	5320	6147
	-	-
TOTAL	5320	6147

Notes forming part of the financial statements

₹ 000

Note 5 Provisions

Particulars	Long-Term		Short-Term	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Provision for employee benefits				
Provision for gratuity	1010	1193	-	-
Provision for leave encashment	1044	1082	-	-
Liability for Bonus	51	227		
	2105	2502	-	-
Other provisions				
Provision for VI Pay commission	-	-	-	-
	-	-	-	-
TOTAL	2105	2502	-	-

**ANNUAL REPORT 2014-2015****Notes forming part of the financial statements****Note 6 Other current liabilities**

Particulars	` 000	
	31/03/2015	31/03/2014
Trade payables (including acceptances)	39,649	33,046
	39,649	33,046
Other liabilities		
Current maturities of long-term borrowings (Note 5)		
Current maturities of finance lease obligations (Note 5))		
Interest accrued but not due on borrowings		
Interest accrued and due on borrowings		
Unearned revenue on AMC services		
Investor Education and Protection Fund will be credited by following amounts(as and when due)		
Unpaid dividend		
Unpaid matured deposits		
Unpaid matured debentures		
Others		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	5,097	4,045
(ii) Trade / Security deposits received	-	-
(iii) Outstanding Liabilities	-	-
(iv) Others	12,617	11,430
	17,714	15,475
Total	57,363	48,521



JAGJANANI TEXTILES LIMITED

Notes forming part of the financial statements

Note 7 Tangible assets

Rs. '000

Particulars	Land	Buildings	Plant and Equipment	Furniture and fixtures	Computer	Vehicles	Leasehold improvements	Total
Cost or Valuation								
At 1 April 2013	6229	82611	336385	-	-	-	-	425225
Additions	-	-	-	-	-	-	-	-
Disposals	0	0	-	-	-	-	-	-
Transfer to assets held for sale(discontinuing operations)	-	-	-	-	-	-	-	-
Other adjustments	0	0	0	0	0	0	0	-
Exchange differences	-	-	-	-	-	-	-	-
Borrowing costs	-	-	-	-	-	-	-	-
At 31 March 2014	6229	82611	336385	-	-	-	-	425225
Additions	-	-	-	-	-	-	-	-
Acquisitions through amalgamation	-	-	-	-	-	-	-	-
Disposals	-	-	94085	-	-	-	-	-
Other adjustments	0	0	0	0	0	0	0	0
Exchange differences	-	-	-	-	-	-	-	-
Borrowing costs	-	-	-	-	-	-	-	-
At March 31, 2015	6229	82611	242300	-	0	-	-	331140

Particulars	Land	Buildings	Plant and Equipment	Furniture and fixtures	Computer	Vehicles	Leasehold improvements	Total
Depreciation	0	0	0	0	0	0	0	
At 1 April 2013	6229	19311	245281	0	0	0	0	264592
Charge for the year	-	2759	15985	-	0	0	0	18744
Disposals	-	-	-	-	-	-	-	-
Transfer to assets held for sale(discontinuing operations)	0	-	-	-	-	-	-	-
At 31 March 2014	-	22070	261266	0	0	0	0	283336
Charge for the year	-	3891	19818	-	0	0	0	23709
Disposals	-1337	0	-61104	0	0	0	0	-62441
At 31 March 2015	4892	25961	219980	0	0	0	0	244604
Impairment loss								
At 1 April 2012	-	-	-	-	-	-	-	-
At 31 March 2013	-	-	-	-	-	-	-	-
Charge for the year	-	-	-	-	-	-	-	-
At 31 March 2014	-	-	-	-	-	-	-	-
Net Block								
At 31 March 2014	6229	60541	75119	0	0	0	-	141889
At 31 March 2015	4892	56650	22320	0	0	0	-	83862



Notes forming part of the financial statements

Note 8 Loans and advances

000

Particulars	Non-current		Current	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Capital Advances				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	-
(A)	-	-	-	-
Security Deposit				
Secured, considered good	-	-	-	-
Unsecured, considered good	7776	7776	-	-
Doubtful	-	-	-	-
Provision for doubtful security deposit	7776	7776	-	-
(B)	7776	7776	-	-
Loans and advances to related parties [note 37(B)]				
Unsecured, considered good	-	-	-	-
(C)	-	-	-	-
Advances recoverable in cash or kind				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	1076	2337
Doubtful	-	-	-	-
Provision for doubtful advances	-	-	-	-
(D)	-	-	-	-
Other loans and advances				
Advance income-tax (net of provision for taxation)	-	-	3514	3187
Prepaid expenses	-	-	136	212
Interest accrued on investment & FD's	-	-	-	628
Loans to employees	-	-	-	-
Advance to suppliers	-	-	-	-
Balance with statutory/government authorities	-	-	-	-
(E)	-	-	3650	4027
Total (A + B + C + D + E)	7776	7776	4726	6364



JAGJANANI TEXTILES LIMITED

Notes forming part of the financial statements

Note 9 Trade receivables and Other assets

000

Particulars	Non-current		Current	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Unsecured, considered good unless stated otherwise Outstanding for a period exceeding six months from the date they are due for payment	-	-	-	-
Secured, considered good	660	939	10103	10033
Unsecured, considered good	-	-	-	-
Doubtful	660	939	10103	10033
Provision for doubtful receivables	-	-	-	-
(A)	660	939	10103	10033
Other receivables	-	-	-	-
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	-
Doubtful	-	-	-	-
Provision for doubtful receivables	-	-	-	-
(B)	-	-	-	-
Total (A + B)	660	939	10103	10033
Trade receivables includes:	Non-current		Current	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Due from non-executive directors	-	-	-	-
Due from officers	-	-	-	-
Due from non-executive directors and officers jointly with other persons	-	-	-	-
Dues from partnership firm in which the company the company's non- executive director is a partner	-	-	-	-
Dues from Pvt. Ltd. Company in which the company's non-executive director is a director	-	-	-	-



Notes forming part of the financial statements

Note 10 Inventories

(At lower of cost and net realisable value)

₹ 000

Particulars	31 March 2015	31 March 2014
Raw materials and components	1218	3085
Work-in-progress	-	207
Finished goods	1003	4625
Traded goods(stock -in -transit)	-	-
Stores and spares	1174	2012
Loose tools	-	-
TOTAL	3395	9929



ANNUAL REPORT 2014-2015

Notes forming part of the financial statements

Note 11 Cash and cash equivalents

Rs '000

Particulars	Non-current		Current	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Cash and cash equivalents				
Balances with banks:				
On current accounts	-	-	187	158
Deposits with original maturity of less than three months	-	-		
On unpaid dividend account	-	-		
Cheques/drafts on hand	-	-		
Unpaid matured deposits	-	-		
Unpaid matured debentures	-	-		
Cash in hand	-	-	123	124
	-	-	310	282
Other bank balances				
Deposits with original maturity for more than 12 months	-	-	-	-
Deposits with original maturity for more than 3 months but less than 12 months	-	-	8889	7570
Margin money deposit	-	-		
	-	-	8889	7570
Amount disclosed under non-current assets	-	-	-	-
TOTAL	-	-	9199	7852

Notes forming part of the financial statements

Note 12 Revenue from Operations

Rs '000

Particulars	31 March 2015	31 March 2014
Revenue from operations		
Sale of products		
Finished goods	68560	51867
Traded goods	6314	6275
Job Work Charges	475	25885
Other operating revenue		
Scrap sales	-	-
Other	-	-
Revenue from operations(net)	75349	84027

**JAGJANANI TEXTILES LIMITED****Notes forming part of the financial statements****Note 13 Other income**

` 000

Particulars	31/03/2015 Rs	31/03/2014
Interest income on		
Bank deposits	768	698
Long-term investments		
Current investments		
Others	461	245
Expense/Liability written back	4375	91951
Other Misc Income	7047	26
TOTAL	12651	92920

Notes forming part of the financial statements**Note 14 Manufacturing Expenses**

` 000

Particulars	31/03/2015	31/03/2014
Consumption of Raw Material	36,917	39,248
Consumption of stores and spares	3,533	8,014
Consumption of loose tools		
Sub-contracting expenses		
Increase / (decrease) of excise duty on inventory		
Customer service expenditure		
HYO Transfer charges		
Power and fuel	15,367	25,085
Water charges	316	354
Freight and forwarding charges		136
Repairs and maintenance	765	
Loss on sale of Machinery -Fixed Assets		-
Plant and machinery		1,399
Buildings		
Vehicle		
Others		
TOTAL	56,898	74,236

**Notes forming part of the financial statements****Note 15 Increase/Decrease in Stock** ` 000

Particulars	31/03/2015	31/03/2014
Opening Stock		
Finished Goods	4,625	-
Stock in Process	207	-
	-	0
Closing Stock		
Finished Goods	1003	4625
Stock in Process	-	207
	-	-
	-	-
Decrease in stock	3829	-
Increase in stock	-	4832

Notes forming part of the financial statements**Note 16 Employee benefit expenses** ` 000

Particulars	31/03/2015	31/03/2014
Salaries,wages and bonus	3658	5348
Contribution to provident and other fund	126	215
Employee stock option plan		
Gratuity expenses	82	270
Post employment medical benefits		
Staff welfare expenses	83	15
TOTAL	3,949	5,848



JAGJANANI TEXTILES LIMITED

Notes forming part of the financial statements

Note 17 Other expenses

₹ 000

Particulars	31/03/2015	31/03/2014
Rent	193	192
Rates and taxes	44	165
Insurance	204	391
Advertising and sales commission	79	812
Brokerage and discounts	705	291
Interest on TDS default	-	8
Late filing fees (TDS)	-	55
Legal and professional fees	721	1287
Payment to auditor(refer details below)	91	91
Miscellaneous expenses	1892	3270
	3929	6562
Above expenses include reasearch and development expenses	-	-
Payment to auditor	31 March 2015	31 March 2014
As auditor:		
Audit fee	50	50
Tax audit fee	-	-
Limited review	-	-
In other capacity	-	-
Taxation matters	16	16
Company law matters	-	-
Management services	-	-
Other services(certification fees)	-	-
Reimbursement of expenses	25	25
TOTAL	91	91

Notes forming part of the financial statements

Note 18 Depreciation and amortization expense

₹ 000

Particulars	31/03/2015	31/03/2014
Depreciation of tangible assets	23,709	18,744
Amortization of intangible assets	-	-
Depreciation of investment property	-	-
	23,709	18,744
Less: Recoupment of revaluation reserve	-	-
TOTAL	23,709	18,744



Notes forming part of the financial statements

Note 19 Finance Costs

Particulars	`000	
	31/03/2015	31/03/2014
Interest:		
Interest on FITL	-	-
Interest on TDS	21	413
Interest on Term Loan UCO Bank	-	-
Interest on secured loans	16819	24819
Bank & Financing charges	3200	-
Amortization of ancillary borrowing costs	-	-
Exchange difference to the extent considered as an adjustment to borrowing cost		
TOTAL	20040	25232



JAGJANANI TEXTILES LIMITED

Notes forming part of the financial statements

Note 20 Earnings per share (EPS)

in Rs.'000

Particulars	31 March 2015	31 March 2014
Total operations for the year		
Profit/(loss) after tax	27257	45167
Less: Dividends on convertible preference shares and tax there on	-	-
Net profit/(loss) for calculation of basic EPS	27257	45167
Net loss as above		
Add: Dividends on convertible preference shares and tax there on	0	0
Add: Interest on bonds convertible into equity shares (net of tax)	0	0
Net profit/(loss) for calculation of diluted EPS	27257.00	45167.00
Continuing operations		
Profit/(loss) after tax	27257.00	45167.00
Less: Dividends on convertible preference shares and tax there on	-	-
Net profit for calculation of basic EPS	27257.00	45167.00
Net loss as above	27257.00	45167.00
Add: Dividends on convertible preference shares and tax there on	-	-
Add: Interest on bonds convertible into equity shares (net of tax)	-	-
Net profit/(loss) for calculation of diluted EPS	27257.00	45167.00
Weighted average number of equity shares in calculating basic EPS	15600	15600
Effect of dilution:		
Convertible preference shares		
Convertible bonds		
Stoch options granted under ESOP		
Weighted average number of equity shares in calculating diluted EPS	15600	15600
Earning per equity share [nominal value of share Rs.10 (31 March 2015: Rs.10)]		
Basic	(1.75)	2.89
Diluted	-	-



SCHEDULES

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

A. Significant Accounting Policies

(1) Basis of Accounting

Financial statements are prepared under the historical cost convention, in accordance with generally accepted Accounting Standards applicable in India and the provisions of Companies Act, 2013. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except in case of significant uncertainties relating to income.

(2) Revenue Recognition

Sales are recognized on completion of sale of goods and recorded gross of tax but net of trade discounts & rebates.

(3) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The Company capitalizes all costs relating to the acquisitions and installations of fixed assets. Direct financing cost, if any, incurred during construction period in respect of major projects is also capitalized.

(4) Depreciation

Depreciation on all Fixed Assets is provided based on the useful life of the asset in manner prescribed in Schedule II of the Companies Act, 2013. In respect of assets acquired during the financial year, depreciation is provided on Pro-rata basis with reference to the period each assets was put to use during financial year. During the year Depreciation has been changed on the basis of single shift in view of the plant operations.

(5) Investments

Investments are valued at cost.

(6) Inventories

- (I) All inventories are valued at cost or market value whichever is lower
- (II) For arriving cost of Finished Goods and stock in process all production expenses and depreciation except financing cost and marketing cost are considered.
- (III) In respect of raw materials, stores and spares cost is computed on weighted average basis.
- (IV) Fixed overhead are allocated for inclusion in the cost of conversion on the basis of normal level of production capacity. Conversion cost is apportioned to the finished goods in process on the basis of estimated values and proportions arrived at by the cost sheet of the last month of financial period in which production had taken place.

(7) Foreign Currency Transactions

There were no foreign currency transactions during the year.



JAGJANANI TEXTILES LIMITED

(8) Retirement Benefits

- (i) Liabilities in respect of gratuity and leave encashment are provided on the basis of actual calculation.
- (ii) Contribution to Employees Provident Fund Scheme are paid to the Regional Commissioner of Provident Fund.

B. NOTES

1. Estimated Amount of contracts on capital account to be executed and not provided for is Rs. 7.91 Lacs net of advances (previous year Rs. 184.42 Lacs).
 2. Investment of Rs. 39000/- in form of National Saving Certificates has been pledged with Sales tax authorities.
 3. Certain Balances of Sundry Debtors, Sundry Creditors and trade advances are subject to confirmation.
 4. Related Party Disclosures :
There is no related party transaction
 5. In view of substantial taxable losses, no adjustment towards Deferred tax assets is being made during the year.
 6. There was no amount due to such of the units registered under SSI and declared to us as on 31.3.2015 and further there was no claim from suppliers under the “ interest on delayed payments under Small Scale Undertaking Act, 1993.”
 7. Previous years figures have been regrouped wherever necessary to conform to the current year’s classification since the presentation has been made as per the Revised Schedule VI, in the current year.
 8. In View of Losses and consequent erosion of net worth, the company is a case of Reference to BIFR.
 9. Regarding Secretarial Audit Report for compliance of Securities and Exchange Board of India Act, 1992/Regulation it is stated that there is no change in holdings as per Regulation 29(2) & 30(2) and no Insider Trading transaction has taken place. Therefore no Regulation have been violated.
- C. Additional Information pursuant to the provisions of paragraphs (5) of part II of Schedule III of the Companies Act, 2013

I. Particulars in respect of the installed capacities and the actual production:

A. Installed Capacity:

Particular	Unit	Installed Capacity	
		Current Year	Previous Year
Rotors	Nos.	960	960
Looms	Nos.	42	42



ANNUAL REPORT 2014-2015

B. Actual Production	<u>Current year</u>	<u>Previous year</u>
Particulars	Quantity	Quantity
Yarn (Kgs.)	335340	577809
Waste (Kgs.)	20120	34670
Fabric (Mtrs.)*	1024536	970405
Fents, Rags & Chindies (Kgs.)	31069	29802

II. Particulars in respect of stocks of Finished goods and sales: Manufacturing Activities

Particulars	Current Year		Previous Year	
	Quantity Kgs. ` ('000)	Value	Quantity Kgs.	Value ` ('000)
i) Opening Stock of Finished Goods:				
Yarn (Kgs.)	-	-	-	-
Waste (Kgs.)	34670	35	-	-
Fabric (Mtrs.)	77086	4396	-	-
Fents, Rags & Chindies (Kgs.)	19431	194	-	-
ii) Closing stock of finished goods				
Yarn (Kgs.)	-	-		
Waste (Kgs.)	51090	153	34670	35
Fabric (Mtrs.)	11329	649	77086	4396
Fents, Rags & Chindies (Kgs.)	11812	201	19431	194
iii) Sales				
Yarn (Kgs.)	32810	1955	4869	98
Waste (Kgs.)	3700	11	-	-
Fabric (Mtrs.)	1090293	70620	893319	57557
Fents, Rags & Chindies (Kgs.)	38688	2288	10371	585

Note: 335340 Kgs (Previous Year 572940 Kgs) of Yarn have been consumed internally for manufacture of fabrics.

III Analysis of Raw Material Consumed

Current Year	Previous Year		Value	(` '000)
	Qty. (Kgs.)	Value		
Cotton	363243	27952	401719	34342
Polyester	11334	1119	14979	1460
Cotton Yarn	87854	7846	17768	3446



JAGJANANI TEXTILES LIMITED

III Analysis of Raw Material Consumed				
	Current Year		Previous Year	
	Qty. (Kgs.)	Value (`000)	Qty. (Kgs.)	Value (`000)
Cotton	363243	27952	401719	34342
Polyester	11334	1119	14979	1460
Cotton Yarn	87854	7846	17768	3446
Viscose	-	-	-	-
		36917		39248

IV	CIF Value of imports	Current Year	Previous Year
	Capital Goods	-	-
	Spare parts	-	-
V	Expenditure in Foreign		
	Currency		
	Travelling	-	-
VI	Value of raw materials, stores & spares consumed during the year	Imported	Indigeneous
		`000	`000
	Raw Materials	-	36917
	Percentage	-	87
	Stores & Spares	-	5356
	Percentage	-	13
VII	Earnings in Foreign		
	Exchange		
	Export of goods calculated on FOB value	-	-

10. Earning per share

	Current Year	Previous Year
Net Profit as per Profit & Loss A/c (in Rs.000)	(27257)	45127
No. of Shares	15600000	15600000
Basic Earning per share of Rs.10/- each	-1.75	2.89

Sd/-
Manish Kumar Jain
Chief Financial Officer

For and on behalf of the Board
Sd/-
S.G. Vyas
Managing Director
DIN 01905310

Sd/-
S. K. Singhal
Director
DIN 00075934

As per our attached report of even date
For G.Dutta & Co.
Chartered Accountants
F.R. No. 002136C
Sd/-
(Gopal Dutta)
Partner
M.NO. 071312

Place: Jaipur
Dated: 30/05/2015



ANNUAL REPORT 2014-2015

CASH FLOW STATEMENT for the year ended 31st March, 2015 Rs. '000

Particulars	Rs. '000	
	For the period ended March 31, 2015	For the period ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before extraordinary items and tax	(27,257)	45,127
Adjustments for :	-	-
Depreciation/amortisation	23,709	18,744
Interest expense	20,040	25,232
Interest income	(1,229)	(943)
Dividend income	-	-
(Profit)/Loss on sale of assets (net)	-	-
Changes in Working Capital		
Adjustments for :		
(Increase)/Decrease in trade and other receivables	209	(8,233)
(Increase)/Decrease in Inventories	6,534	(9,929)
(Increase)/Decrease in Other Current assets	1,638	25,194
Increase/(Decrease) in trade payables and other liabilities	12,365	(23,814)
Cash Generation from operations	36,009	71,378
Net Income taxes paid	-	-
Net cash flow from/ (used in) operating activities	36,009	71,378
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-	-
Sale of fixed assets	39,576	-
Change in Sundry Creditors- Capital Goods	827	-
Interest received	1,229	943
Change in Advance Capital Goods	-	-
Change in other non current assets	-	-
Change in Capital WIP	17,651	105,878
Net Cash used in investing activities	59,283	106,821
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital (net of expenses)		
Proceeds from borrowings(net)	(66,993)	(153,438)
Interest and Financing charges	(20,040)	(25,232)
Depreciation Written back on sale of fixed assets	(6,912)	
Net Cash from/(used in) financing activities	(93,945)	(178,670)
Cash & Cash Equivalents (Opening balance)	7,852	8,323
Net increase in cash & cash equivalents	1,347	(471)
Cash & Cash Equivalents (Closing balance)	9,199	7,852



**Form No. MGT-11
Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

JAGJANANI TEXTILES LIMITED

Registered Office: E-228, RIICO Ind. Area, Bagru Extn.- I, Bagru, Jaipur-303007
CIN: L17124RJ1997PLC013498

Name of the Member(s):.....

Registered address:.....

E-mail Id:.....

Folio No./Client Id & DP. Id:.....

I/We, being the Member(s) of.....shares of the above named Company, hereby appoint

1. Name:.....

Address:.....E-mail Id:.....

Signature:..... or failing him

2. Name.....

Address:.....E-mail Id:.....

Signature:..... or failing him

3. Name.....

Address:.....E-mail Id:.....

Signature:..... or failing him

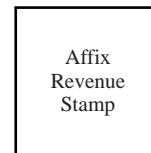
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Wednesday the 30th September 2015 at 10.00 a.m.. at E-228, RIICO Ind. Area, Bagru Extn.- I, Bagru, Jaipur-303007 (Rajasthan), and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2015 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. S. G. Vyas who retires by rotation and being eligible, offers him-self 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
4. To Re-appoint Mr. S G. Vyas as Managing Director of the Company.
5. To ratify the term of office of Mr. N. K. Khurana, Independent Director of the Company.
6. To ratify the term of office of Mr. R. N. Swami, Independent Director of the Company.

Signed this.....day of.....2015.

Signature of shareholder(s)

Signature of Proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For resolutions, Explanatory Statement and Notes, please refer to the Notice of the 18th Annual General Meeting



JAGJANANI TEXTILES LIMITED

REGD. OFFICE : E-228, RIICO Ind. Area, Bagru Extn.- I, Bagru, Jaipur-303007
CIN: L17124RJ1997PLC013498

ATTENDANCE SLIP

Please complete the attendance slip and hand it over at the entrance of the Meeting venue.
(member's particulars to be furnished below)

Folio no. _____ DP ID _____ Client ID _____

Member's/ Proxy's name (in block Letters) _____

Address _____

I hereby record my presence at 18th Annual Meeting of the Company at E-228, RIICO Ind. Area, Bagru Extn.- I, Bagru, Jaipur-303007 (Raj.) on Wednesday the 30th September 2015 at 10.00 a.m.

Signature of the member/ proxy present _____

1. Please hand over the attendance slip at the entrance of the meeting venue.
2. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
3. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting.

Electronic Voting Particulars

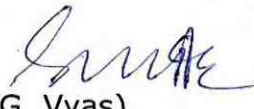
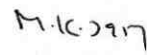


Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number

Note: Please read the instructions printed under the Note No. xi to the Notice dated September 1, 2015 of the 18th Annual General Meeting. The voting period starts from 10:00 a.m. on Sunday, September 27, 2015 and ends at 05:00 p.m. on Tuesday, September 29, 2015. The voting module shall be disabled by CDSL for voting thereafter.

Book-Post

If undelivered please return to :
JAGJANANI TEXTILES LIMITED
E-228, RIICO Ind. Area Bagru, Extn.-I, Bagru, Jaipur-303007

FORM A
Annual audit report to be filed with the Stock Exchange

1.	Name of the Company	JAGJANANI TEXTILES LIMITED
2.	Annual financial statements for the year ended	31/03/2015
3.	Type of Audit observation	N.A.
4.	Frequency of observation	N.A.
5.	To be signed by-	
	Managing Director	 (S. G. Vyas)
	CFO	 (Manish Kumar Jain)
	Auditor of the company	For G. Dutta & Co. Chartered Accountant F.R. No. 002136C  (Gopal Dutta) Partner M. No. 071312
	Audit Committee Chairman	 (S. K. Singhal)

FORM B

Format of covering letter of the annual audit report to be filed with the Stock Exchange-

Not Applicable