

**JAYSHREE NIRMAN LIMITED**

CIN: L45202WB1992PLC054157

**Registered Office :** 1, British India Street, 5<sup>th</sup> Floor, Room No. # 503, Kolkata – 700 069

Tel : 91 33 2235-7270 / 7271, E-mail : [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com)

**NOTICE**

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Jayshree Nirman Ltd. will be held at 11:00 a.m. on Tuesday, September 30, 2014, at the registered office of the Company at 1, British India Street, 5<sup>th</sup> Floor, Room no. 503, Kolkata – 700 069 to transact the following business :

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the Report of the Directors and the Auditors.
2. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED that M/s R. Bhattacharya & Associates, Chartered Accountants, (Registration No. 307124E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of twenty second Annual General Meeting till the conclusion of the twenty seventh Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.”

**Special Business**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions:-

3. As an Ordinary Resolution:  
“RESOLVED THAT, Shri Ranjeet Kumar Bihani (DIN: 00129487), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company's twenty second Annual General Meeting till the conclusion of the Company's twenty seventh Annual General Meeting.”
4. As an Ordinary Resolution:  
“RESOLVED THAT, Shri Pradeep Agarwal (DIN: 00166984), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company's twenty second Annual General Meeting till the conclusion of the Company's twenty seventh Annual General Meeting.”

**Registered Office**

1, British India Street, 5<sup>th</sup> Floor,  
Room No. # 503, Kolkata - 700 069  
CIN: L45202WB1992PLC054157  
Email: [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com)  
Ph. No. 033 - 22480149  
Dated: 16<sup>th</sup> August, 2014

By Order of the Board  
Jayshree Nirman Limited

**Dwarika Nath Mishra**  
Director

**JAYSHREE NIRMAN LIMITED**  
CIN: L45202WB1992PLC054157

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**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

2. The register of Members of the Company will remain closed from 27<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
3. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders. Members holding shares in physical form are requested to notify immediately changes, if any in their registered address and bank particulars to the Company's Registrar and Share Transfer Agent at the below — mentioned address quoting their Folio Numbers :-

M/s. Niche Technologies Private Limited,  
(Unit : Jayshree Nirman Limited)  
D-511, Bagree Market, 5<sup>th</sup> Floor  
71, B.R.B. Basu Road,  
Kolkata - 700 001  
Ph : (033) 2235-7270 / 7271  
Fax : (033) 2215-6823  
Email : [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

In case Shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

4. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.



6. Electronic copy of the Annual Report for the financial year ended 31<sup>st</sup> March, 2014 and Notice of the Twenty Second Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of Twenty Second Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance Slip and Proxy Form is being sent in the permitted mode.
7. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company or Registrar & Share Transfer Agent at their email id: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day except Saturday between 11.00 am and 1.00 pm up to and including the date of the Annual General Meeting of the Company.

9. **VOTING THROUGH ELECTRONIC MEANS**

I.) Pursuant to 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 provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting.

III.) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24<sup>th</sup> September, 2014 at 09.00 a. m and ends on 26<sup>th</sup> September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to enter in capital letters the PAN field 10 characters as First 2 characters of the First Holder's Name followed by 8 characters consisting of Folio Number prefix by '0' (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li> </ul> <p>Example</p> <ol style="list-style-type: none"> <li>Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245.</li> <li>M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052.</li> </ol>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login.</li> <li>If the details are not recorded with the depository or company then please enter in the Dividend Bank details the Number of Shares Held by you as on Cut off date (record date) of 22<sup>nd</sup> August, 2014.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 to be also 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.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "JAYSHREE NIRMAN LTD" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
  - 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.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

10. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [rakeshg6919@gmail.com](mailto:rakeshg6919@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 26, 2014, upto 6 pm. without which the vote shall not be treated as valid.

11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company **as on the cut-off date (record date) of 22-August-2014.**
12. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, **on 22-August-2014.**
13. The shareholders shall have one vote per equity share held by them **as on the cut-off date (record date) of 22-August-2014.** The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
14. Mr. Rakesh Kumar Gupta, **Practicing Company Secretary** holding Certificate of Practice No. 13477, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is [rakeshg6919@gmail.com](mailto:rakeshg6919@gmail.com).
15. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the AGM of the Company.
16. The results of voting shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Stock Exchange.
17. The information as required to be provided in terms of Clause 49 of the Listing Agreements with the Stock Exchanges regarding the Directors who are proposed to be appointed / re-appointed and explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed to the Notice.

**Registered Office**

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Email: [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com)  
Ph. No. 033 - 22480149  
Dated: 16<sup>th</sup> August, 2014

By Order of the Board  
Jayshree Nirman Limited

**Dwarika Nath Mishra**  
Director

**JAYSHREE NIRMAN LIMITED**  
CIN: L45202WB1992PLC054157

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Annexure to the Notice of the Annual General Meeting dated September 30, 2014.

**PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED**

- |                  |                                                                                                         |
|------------------|---------------------------------------------------------------------------------------------------------|
| 1. <b>NAME</b>   | Mr. Ranjeet Kumar Bihani                                                                                |
| <b>AGE</b>       | 64 Years                                                                                                |
| <b>Expertise</b> | Business – Experience in Management & Administration, Taxation and Financial Services for over 40 years |

Directorships Details  
(as at 31.03.2014)

<u>Name of Indian Company</u>	<u>Committee Memberships, if any with position</u>
Jayshree Nirman Ltd	
Bihani Bandhu (P) Ltd	
Subh Estate Developers (P) Ltd	
Meghdoot Business Nidhi (P) Ltd	
Jiwak Ayurveda (P) Ltd	
J Taparia Projects Ltd	Audit Committee- Member Shareholder's Grievance Committee- Chairman
Patrex Vyapaar Ltd	
Auroplus Agencies Ltd	
Woodstick Tradelinks Ltd	
Telequip Tie-Up Ltd	
Arrowspace Commercial Ltd	
Timesound Commodities Ltd	
Golders Vintrade Ltd	
Rabi Binod Financial Services (P) Ltd	
Bihani Pigments (P) Ltd	

Shareholding in the Company      NIL

- |                       |                                  |
|-----------------------|----------------------------------|
| 2. <b>NAME</b>        | Mr. Pradeep Agarwal              |
| <b>AGE</b>            | 48 Years                         |
| <b>Qualifications</b> | B.COM, Chartered Accountant.     |
| <b>Expertise</b>      | Practising Chartered Accountant. |

Directorships Details  
(as at 31.03.2014)

<u>Name of Indian Company</u>	<u>Committee Memberships, if any with position</u>
Annudeep Credit Consultants Pvt Ltd	
Jayshree Nirman Ltd	
Paridhi Exports Pvt Ltd	
Jawahar Nirman Pvt Ltd	
Shiv Bidya Niwas Pvt Ltd	

Shareholding in the Company      NIL



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

**Item Nos. 3 & 4**

Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, are Non-Executive Directors of the Company and have been Independent Directors of the Company in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 (the Act), Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, each being eligible for appointment, are proposed to be individually appointed as Independent Directors for five consecutive years for a term up to the conclusion of the thirty third Annual General Meeting of the Company.

The Company has also received declarations from Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, fulfill the conditions specified in the Companies Act, 2013 and rules made there under for individual appointment as an Independent Director of the Company and each are individually independent of the management.

The Board considers that each of the above mentioned Director's continued association would be of immense benefit to the Company and it is desirable to continue to avail services of each of the above mentioned Directors as Independent Directors. Accordingly, the Board recommends the resolutions by way of Ordinary Resolutions as set out as above under Items 4 & 5, in relation to the individual appointments of Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, as Independent Director, for the approval by the shareholders of the Company.

Notice(s) has been received from member(s) along with the deposits of requisite amounts under Section 160 of the Act proposing each of Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, as candidate(s) for the office of Independent Directors of the Company.

The details with regard to age, qualification, expertise and directorships in other Indian Companies as well as shareholding in the Company of the above mentioned Independent Directors as at March 31, 2014 have been provided as above.

Copies of the draft letters for appointment of Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, as Independent Directors setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during the prescribed time.

Except Shri Ranjeet Kumar Bihani, & Shri Pradeep Agarwal, being individual appointee(s), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in their respective resolutions set out at Item Nos. 3 & 4.

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Ph. No. 033 - 22480149  
Dated: 16<sup>th</sup> August, 2014

By Order of the Board  
Jayshree Nirman Limited

**Dwarika Nath Mishra**  
Director

**JAYSHREE NIRMAN LIMITED**  
CIN: L45202WB1992PLC054157

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**22<sup>nd</sup> ANNUAL GENERAL MEETING  
PROXY FORM**

1. Name(s) of Member(s) :  
Including joint holders, if any
2. Registered address of the sole / :  
First named Member
3. E-mail Id :
4. DP ID No. & Client ID No. / :  
Registered Folio No.
5. No. of share(s) held :

I / We, being the Member(s) of Jayshree Nirman Limited, hereby appoint

(1) Name: ----- Address: -----

E-mail ID: ----- Signature :-----, or  
falling him

(2) Name: ----- Address: -----

E-mail ID: ----- Signature :-----, or  
falling him

(3) Name: ----- Address: -----

E-mail ID: ----- Signature :-----, or  
falling him

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company to be held on the 30<sup>th</sup> day of September, 2014 at 11:00 a.m. at 1, British India Street, 5<sup>th</sup> Floor, Room no. 503, Kolkata - 700 069 and at any adjournment thereof in respect of such resolutions as are indicated below:

respect of such resolutions as are indicated below:		Optional ( )	
Resolution Number	Description	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014 along with Report of Directors & Auditors.		
2.	Appointment of M/s. R.Bhattacharya & Associates, Chartered Accountants, as Auditors, for a period of five years from the conclusion of this AGM till the conclusion of 27 <sup>th</sup> AGM and their remuneration for the financial year 2014-15.		
Special Business			
3.	Appointment of Shri Ranjeet Kumar Bihani as a Independent Director for a period of five years with effect from the date of this AGM.		
4.	Appointment of Shri Pradeep Agarwal as a Independent Director for a period of five years with effect from the date of this AGM.		

Signed this ----- day of ----- 2014. Signature of shareholder : -----

NOTE : This form of proxy, in order to be effective, should be duly completed and deposited at the Investor Service Centre, Jayshree Nirman Limited, 1, British India Street, 5<sup>th</sup> Floor, Room no. 503, Kolkata - 700 069 not less than 48 hours before the commencement of AGM.

Affix 15  
Paise  
Revenue  
Stamp



**JAYSHREE NIRMAN LIMITED**

CIN: L45202WB1992PLC054157

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Tel : 91 33 2235-7270 / 7271, E-mail : [jayshreenirmanlimited@gmail.com](mailto:jayshreenirmanlimited@gmail.com)

**22<sup>nd</sup> ANNUAL GENERAL MEETING  
ADMISSION SLIP**

**DATE**

TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2014

**VENUE**

1, British India Street,  
5<sup>th</sup> Floor, Room no. 503,  
Kolkata - 700 069

**TIME**

11:00 A.M.

1. Name of Member
2. DP ID No. & Client ID No. /  
Registered Folio No.
3. No. of share(s) held

I certify that I am the Member / Proxy for the member holding the above shares.

-----  
-----

Name of the Proxy in Block Letters  
Proxy attending

-----  
Signature of Member /

**NOTES :** Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Admission Slip which should be signed and deposited before entry to the 1, British India Street, 5<sup>th</sup> Floor, Room no. 503, Kolkata - 700 069.

**ELECTRONIC VOTING PARTICULARS**

EVSN	User ID	Password
140827032	Please refer to Note No. 9 - III in the Notice of the AGM	

## JAYSHREE NIRMAN LIMITED

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

### iii. SHAREHOLDER INFORMATION

#### 1. Annual General Meeting

- \* Date and Time : 30<sup>th</sup> September 2014 at 11.00 A.M.
- \* Venue : 1, British Indian Street  
Room No.503, 5<sup>th</sup> Floor  
Kolkata- 700 069

#### 2. Financial Calender

##### For the Financial Year ended 31<sup>st</sup> March 2014.

- \* Financial Reporting for the Quarter ending 30<sup>th</sup> June, 2013. : 26<sup>th</sup> July, 2013
- \* Financial Reporting for the Quarter ending 30<sup>th</sup> September, 2013. : 31<sup>st</sup> October 2013
- \* Financial Reporting for the Quarter ending 31<sup>st</sup> December, 2013. : 29<sup>th</sup> January, 2014
- \* Audited Financial Reporting for the Year ending 31<sup>st</sup> March, 2014. : 30<sup>th</sup> May, 2014

#### 3. Date of Book Closure

27<sup>th</sup> Sep, 2014 to 30<sup>th</sup> Sep, 2014  
(Both days inclusive)

#### Dividend Payment Date

Not applicable since no dividend has been recommended.

#### 4. Registered Office

1, British Indian Street  
Room No.503, 5<sup>th</sup> Floor, Kolkata- 700 069

#### 5. Listing Details (Equity Share)

The Calcutta Stock Exchange ~~Association~~ Ltd.  
7, Lyons Range, Kolkata-700 001.

#### 6. Registrar & Transfer Agent

M/s Niche Technologies Pvt. Ltd.  
D-511, Bagree Market, 5<sup>th</sup> Floor, 71, B.R.B.Basu Road, Kolkata – 700 001.  
Phones: (033) 2235-7270 / 7271; Fax : (033) 2215-6823  
Email : [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

## JAYSHREE NIRMAN LIMITED

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

### 7. Share Transfer System

A Committee of Directors (Shareholders / Investors Grievance & Transfer Committee) has been constituted to approve the transfer and transmission of shares, issue of duplicate share certificates and allied matters. To ensure transfer of shares in physical form within 15 days of receipt, a sub-committee has been constituted. Share Certificates in physical form are dispatched within prescribed time after complying with the requirement of SEBI guidelines on transfer cum dematerialization of shares.

### 8. Investor Services

Complaints received during the year

<u>Nature of Complaints</u>	<u>2013-2014</u>		<u>2012-2013</u>	
	<u>Received</u>	<u>Cleared</u>	<u>Received</u>	<u>Cleared</u>
Relating to Transfer, Transmission etc., Dividend, Interest, Redemption etc., Change of Address, Demat – Remat and Others	NIL	NIL	NIL	NIL
Received from SEBI, Stock Exchanges and Other Statutory Authorities	NIL	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL	NIL

The Company endeavours to settle all shareholder complaints in the minimum possible time.

9. Details on use of public fund obtained in the last three years : NIL

### 10. Investors Correspondence (Address for correspondence)

#### Registered Office

1, British Indian Street, Room No.503, 5<sup>th</sup> Floor, Kolkata- 700 069

OR

#### Registrar & Transfer Agent

M/s Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 5<sup>th</sup> Floor, 71, B.R.B.Basu Road, Kolkata – 700 001.

Phones: (033) 2235-7270 / 7271; Fax : (033) 2215-6823

Email : [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)



## JAYSHREE NIRMAN LIMITED

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

### 5. NUMBER OF BOARD MEETINGS AND BOARD PROCEDURES.

Your Company's Board met Six times during the year and details of the meeting are high lighted below. Agenda papers along with explanatory statements were circulated to the Directors well in advance of the meeting. The senior management of your Company were invited to participate in matters of interest, importance and relevance. The Board has access to any information within your Company and every effort is made to ensure that the information is adequate and appropriate to enable the Board to take considered decisions on issues.

Your Company has placed all relevant information before the Board as per Annexure I of Clause 49 of the Listing Agreement.

Date of Board Meeting	City
1. 5 <sup>th</sup> April 2013	Kolkata
2. 28 <sup>th</sup> May, 2013	Kolkata
3. 26 <sup>th</sup> July, 2013	Kolkata
4. 31 <sup>st</sup> August, 2013	Kolkata
5. 21 <sup>st</sup> October 2013	Kolkata
6. 29 <sup>th</sup> January, 2014	Kolkata

Directors	No. of Meetings		Attended Last AGM
	Held	Attended	
Mr.D.N.Mishra	6	6	Yes
Mr.R.K.Bihani	6	6	Yes
Mr.Pradeep Agarwal	6	6	Yes

### 6. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

As a part of the disclosure related to Management, in addition to the Directors' Report, Management Discussion and Analysis Report forms part of the Annual Report to the shareholders as per specification of SEBI.

### 7. DIRECTORS' MEMBERSHIP / CHAIRMANSHIP IN COMMITTEES

No Director is a member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director. The details are as under:

Director	No. of Committees in which	
	Member	Chairman
Mr.P. Agarwal	-	-
Mr.R.K.Bihani	1	1
Mr.D.N.Mishra	-	-

(The above includes committee positions in Jayshree Nirman Limited)

## JAYSHREE NIRMAN LIMITED

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

### 8. MATERIAL CONTRACTS / TRANSACTIONS CONCERNING DIRECTOR'S INTEREST

The Company had not entered into an arrangement with any body where the Promoter Directors are interested. The disclosure to this effect was made at the relevant meeting of the Board of Directors. There was no arrangement of material nature that may have a potential conflict with interest of your Company.

### 9. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992, as amended in February, 2002, the Board of Directors of the Company has formulated the code of conduct for prevention of inside trading in shares of Company by its employees.

### 10. OTHER DISCLOSURES

#### i. DETAILS OF ANNUAL GENERAL MEETINGS

i.e. Location and time, where last three AGMs held

Year	Location	Date	Time
2010-2011	1, British Indian Street Room No.503, 5 <sup>th</sup> Floor Kolkata- 700 069.	30 <sup>th</sup> Sep, 2011	11.00 AM.
2011-2012	1, British Indian Street Room No.503, 5 <sup>th</sup> Floor Kolkata- 700 069	29 <sup>th</sup> Sep, 2012	11.00 AM
2012-2013	1, British Indian Street Room No.503, 5 <sup>th</sup> Floor Kolkata- 700 069	30 <sup>th</sup> Sep, 2013	11.30 AM

ii. Whether special resolution were put through postal ballot last year? NO

iii. Are votes proposed to be conducted through postal ballot this year? NO

#### ii. MEANS OF COMMUNICATION

- |                                                                        |                                                          |
|------------------------------------------------------------------------|----------------------------------------------------------|
| • Half year report / highlights sent to each Household of shareholders | No. Published in specified newspapers.                   |
| • Quarterly results, which newspapers Normally published in            | Business Standard (English)<br>Duronito Bharta (Bengali) |
| • Any website, where displayed                                         | None at present but likely to Be commissioned soon.      |
| • Whether it also displays official news Realize                       | N.A.                                                     |
| • Whether MD&A is a part of Annual Report                              | YES                                                      |
| • Whether shareholder information section forms part of Annual Report  | YES                                                      |

## JAYSHREE NIRMAN LIMITED

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

### REPORT ON CORPORATE GOVERNANCE

The Company has put in place the SEBI guidelines pertaining to Corporate Governance effective from financial year 2002-2003. The report on Corporate Governance for the year ended 31<sup>st</sup> March 2014 is as under:

### CORPORATE GOVERNANCE – PHILOSOPHY

The basic objective of the Corporate Governance policies adopted by your Company is to focus on good Corporate Governance which is the pivotal driver of sustainable corporate growth and long term value creation for the shareholders, other stakeholders and society at large.

### 1. BOARD OF DIRECTORS

As on 31<sup>st</sup> March 2014 Board of the Company comprised of three directors of which Two are Non-executive Independent Director. More than Fifty percent of the directors are independent directors. The independent directors have no professional and / or business relationship with the Company. They are eminent professionals, drawn from amongst persons with experience in business, finance, law and corporate management. The composition of the board during the year is tabulated below:

Director	Executive/Non-Executive/Independent	Other Directorships held
Mr.D.N.Mishra	Executive	0
Mr.R.K.Bihani	Non-Executive & Independent	14
Mr.P.Agarwal	Non-Executive & Independent	4

### 2. AUDIT COMMITTEE

The Company has an Audit Committee at the Board level functioning since 30<sup>th</sup> May 2002. The Committee, interalia, provides reassurance to the Board on the existence of an effective internal control system. It also oversees financial disclosures compliance with all relevant statutes, safeguarding of assets and adequacy of provisions for all liabilities and generally accepted accounting principles by the Company.

The Committee carries out the role as laid down in sub paragraph D of paragraph II of clause 49 of the Listing Agreement with Stock Exchanges.

The Audit Committee comprised of two members, all members of the Committee are non-executive and independent. The Statutory Auditor, the whole time Director of the Company are permanent Invitees to all Audit Committee meetings.

The Composition of the Audit Committee and the details of meeting held by it are as follows:

<u>Director</u>	<u>Position</u>	<u>Meeting held</u>	<u>Meeting Attended</u>
Mr.R.K.Bihani	Chairman	4	4
Mr.P. Agarwal	Member	4	4



## JAYSHREE NIRMAN LIMITED

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

### 3. Remuneration Committee

The Board of Directors of the Company at their meeting held on 30<sup>th</sup> May 2002 constituted a Remuneration Committee of Directors mainly for the purposes of recommending the Company's policy on Remuneration Package for Managing/ Whole Time Directors, reviewing the structure, design and implementation of remuneration policy in respect of key management personnel and approving, reviewing and evaluating Employees' Stock Option Plan.

The composition of the Remuneration Committee is as follow:-

1. Mr.P.Agarwal - Chairman
2. Mr.R.K.Bihani – Member

During the year one meeting of the Remuneration Committee was held to consider the reappointment & remuneration package of whole time director.

### 3. REMUNERATION TO DIRECTOR

<u>Director</u>	<u>Designation</u>	<u>Remuneration paid during 2014</u> (All figures in Rupees)		
		<u>Sitting fees</u>	<u>Salary &amp; Perks</u>	<u>Total</u>
Mr.D.N.Mishra	Director	---	90000	90000

### 4. SHAREHOLDERS / INVESTORS GRIEVANCE & TRANSFER COMMITTEE

The Company has "SHAREHOLDERS / INVESTORS GRIEVANCE & TRANSFER COMMITTEE" under the chairmanship of a non-executive / independent director to specifically look into shareholder issue including share transfer, transmission, issue of duplicate certificates and redressing of shareholder complaints like non receipt of balance sheet, declared dividend etc.

Details of the composition of Shareholders/Investors Grievance & Transfer Committee are as follows:

<u>Director</u>	<u>Position</u>	<u>Meeting held</u>	<u>Meeting Attended</u>
Mr.R.K.Bihani	Chairman	6	6
Mr.P. Agarwal	Member	6	6

M/S.Niche Technologies (P) Ltd., the Company's Registrar and Share Transfer Agent among others, expedites the process of transfer of shares under supervision of Company's Executive. Thereafter, the proposals are placed before the Shareholders / Investors Grievances & Transfer Committee for approval.

Details of complaints received, number of shares transferred as well as average time taken for transfers are highlighted in the "Shareholder Information" section of the Annual Report separately.

## **JAYSHREE NIRMAN LIMITED**

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

#### **01. OVERVIEW**

The Capital markets showed improvement during the period under review except slight downtrends in the last quarter of the year. The Stock Markets and the investments sentiments has improved. The performance of the Company has been improved this year in comparison to last year. The change of the Government at the centre has brought some uncertainty and as a result the capital markets have reacted adversely. Your Directors expect improvement in Industrial growth and capital investment levels in coming year, which will have a positive impact on the Capital Market.

#### **02. OPPORTUNITIES AND THREATS**

With increasing privatisation and industrial growth we forecast improvement in Capital Market. The scope of Investment will increase in coming years.

The key threats include the change in policies of Government for Investments, changes in Tax structure, Governing rules of SEBI and RBI etc., which effect the capital market potentially.

#### **03. BUSINESS SEGMENT ANALYSIS**

During the period under review the Company performed only in Capital Market segment. However in coming year Directors are taking steps and trying to change the mix of business to utilize resources of the Company in a better way.

#### **04. FINALCIAL PERFORMANCE**

*Comment on current year's performance:*

<b>Revenue</b>	:Revenue from principal business of interest income has been increased in the current year in comparison to previous year.
<b>Operating Expenses</b>	:The operating expenses has been decreased to 1,17,908/- from 1,58,240/-.
<b>Operating Profit</b>	:Operating profit has been decreased in comparison to last year.

## **JAYSHREE NIRMAN LIMITED**

1, British Indian Street, Room No. 503, Kolkata – 700 069, Ph: 2248 9558

**Net Interest Expenses** : Interest expenses of Rs.5,634,906/- has been during the year  
**Depreciation** : Depreciation has been reducing gradually as per normal trends.  
**Net Profit** : Net Loss to Rs.1,341,877.57/- during the current year in comparison to Rs.4,244,483.02/- in the previous year.

### **05. HUMAN RESOURCES**

The Company's human resource strategy, which is in line with the group strategy, revolves around the development of the individual.

### **06. INTERNAL CONTROLS**

The internal control of the Company commensurate with the size of the Company and is done internally by the Company.

Place: Kolkata  
Date: 30<sup>th</sup> May 2014

For and on behalf of the Board

Dwarika Nath Mishra  
Director



**JAYSHREE NIRMAN LIMITED**

**DIRECTORS' REPORT**

**TO,  
THE MEMBERS**

Your Directors present before you the 22<sup>nd</sup> Annual Report together with Audited Accounts for the year ending 31<sup>st</sup> March 2014.

**Operation and Future Prospects**

**Financial Results**

The financial performance of the Company, for the year ended 31<sup>st</sup> March 2014 is summarized below:

Particulars	Year Ended 31 <sup>st</sup> March 2014 (Rs.)	Year Ended 31 <sup>st</sup> March 2013 (Rs.)
Turnover	45,85,569	704,065.82
Other Income	32,54,019.25	14,26,334.80
Profit before Tax	(22,46,378.57)	(42,44,483.02)
Provisions	904,501	-
Profit	(13,41,877.57)	(42,44,483.02)
Add: Balance brought forward from Profit & Loss Account	12,243,639.69	12,243,639.69
Closing Balance	10,901,762.12	16,488,122.71

**Dividend**

The Board of Directors do not recommend any dividend for the financial year ended on 31<sup>st</sup> March 2014.

**Fixed Deposits**

The Company has not raised any Fixed Deposits during the year.

**Directors**

Shri Ranjeet Kumar Bihani (DIN: 00129487) and Shri Pradeep Agarwal (DIN: 00166984), Directors of the Company are proposed to be appointed as Independent Director on the Board of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the 27<sup>th</sup> Annual General Meeting as per the requirements of the Companies Act 2013.

**Auditors**

M/s. R. Bhattacharya & Associates, Chartered Accountants, Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting, and being eligible, offer themselves for Appointment.

## **Corporate Governance**

Your Directors re-affirm their commitment to the Corporate Governance standards prescribed by Securities and Exchange Board of India (SEBI) codified as clause 49 of the Listing Agreement with Stock Exchanges. Corporate Governance and Management Discussion and Analysis Report as well as Corporate Governance compliance certificate by Auditor are set out in separate Annexure to this report.

## **Directors' Responsibility Statement:**

Pursuant to Section 217 (2AA) of the Companies Act, 1956 your Directors confirm:

- i) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure;
- ii) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year;
- iii) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That they have prepared the Annual Accounts on a 'Going Concern' basis.

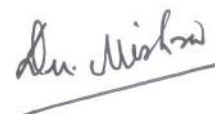
## **Statutory Information**

The provision relating to conservation of energy and technology absorption does not apply to the Company. The Company has no foreign exchange earning during the year. There is no employee of the Company as covered under Section 217(2A) of the Companies Act, 1956, for which a separate disclosure is required.

## **Acknowledgement**

Your Directors take this opportunity to express their grateful appreciation for the co-operation and guidance received from the Regulators, Central & State Govts., Bankers as well as the Shareholders during the year. Your Directors also wish to place on record their appreciation for the devoted and dedicated service rendered by all the employees of the Company.

For and on behalf of the Board



Dwarika Nath Mishra  
Director

Place: Kolkata

Dated: 30<sup>th</sup> May 2014





Ref. ....

## INDEPENDENT AUDITOR'S REPORT

Date .....

### TO THE MEMBERS OF JAYSHREE NIRMAN LIMITED

We have audited the accompanying financial statements of Jayshree Nirman Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with general Circular 15/2013, dated 13<sup>th</sup> September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.







**Opinion**

Ref. ....

Date .....

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 Companies Act, 1956 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- (c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- (d) in our opinion, the Balance Sheet, the statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13<sup>th</sup> September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013;
- (e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: Kolkata  
Date: 30<sup>th</sup> May 2014



**For R. BHATTACHARYA & ASSOCIATES**  
ICAI Firm Registration No-307124E  
**CHARTERED ACCOUNTANTS**

**(RADHARAMAN BHATTACHARYA)**

**Proprietor**

**Membership No. - 12394**





Ref. ....

**ANNEXURE TO THE INDEPENDENT  
AUDITOR'S REPORT**

Date .....

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

- (1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.  
(b) According to the information and explanations given to us, the Fixed Assets of the Company have been physically verified by the management during the year, and no material discrepancies were noticed on such verification as confirmed by the management.  
(c) In our opinion, the Company has not disposed off any substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- (2) (a) As explained to us, inventories have been physically verified by the management at reasonable intervals during the year.  
(b) In our opinion and according to the information and explanations given to us, 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.  
(c) In our opinion and according to information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification as compared with the book records.
- (3) In respect of the loans, secured or unsecured, granted or taken by the company to/ from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:  
(i) As per the information and records made available, the Company has not granted any secured or unsecured loans to any companies and other parties listed in the register maintained under section 301 of the Act. Accordingly, the sub-clauses (b), (c) and (d) of clause 4(iii) of the said order are not applicable to the company.
- (4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system which commensurate with the size of the company and the nature of its business with regard to purchases of securities, fixed assets and sale of securities and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
- (5) According to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered into the register required to be maintained under section 301 of the Companies Act, 1956 have been so entered.
- (6) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.
- (7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business, for the purchases of shares/securities, equipment and other assets and for sale of shares/securities.
- (8) In our opinion, the provisions of section 209 (1) (d) of the Companies Act, 1956 for the maintenance of cost records are not applicable to the company.
- (9) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Investor Education and Protection Fund, Income Tax, Wealth Tax, Service Tax, , Cess and other material statutory dues as applicable to the appropriate authorities.  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2014 for a period of more than six months from the date of becoming payable.
- (10) The company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.





Ref. ....

Date .....

- (11) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holder as at the balance sheet date.
- (12) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (13) The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the company.
- (14) In our opinion and according to the information and explanations given to us, proper records have been maintained for the transactions and contracts in respect of inventories or dealing in shares, securities, debentures and other investments and timely entries have been made therein and also the shares, securities, debentures and other investments have been held by the company in its own name except to the extent of the exemption, if any, granted u/s 49 of the Companies Act, 1956.
- (15) In our opinion and 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 during the year.
- (16) The Company did not have any term loans outstanding during the year.
- (17) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (18) According to the information and explanations given to us, no preferential shares have been allotted by the company to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956.
- (19) During the year under audit, the Company has not created any security or charge in respect of debentures issued.
- (20) The Company has not raised any monies by way of public issues during the year.
- (21) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

For **R. BHATTACHARYA & ASSOCIATES**  
Firm Registration No-307124E  
CHARTERED ACCOUNTANTS

(R. BHATTACHARYA)  
Proprietor  
Membership No. - 12394

Kolkata  
30<sup>th</sup> May 2014





**JAYSHREE NIRMAN LTD.**  
**BALANCE SHEET AS AT 31st MARCH, 2014**

Particulars	Note No			As at 31.03.2014		As at 31.03.2013	
		Rs.	P.	Rs.	P.	Rs.	P.
<b>I. EQUITY AND LIABILITIES</b>							
<b>(1) Shareholder's Funds</b>							
(a) Share Capital	2	50,612,000.00			50,612,000.00		
(b) Reserves and Surplus	3	11,004,362.12		61,616,362.12	12,346,239.69	62,958,239.69	
<b>(2) Current Liabilities</b>							
(a) Short Term Borrowings	4(a)	80,947,130.00			77,352,078.00		
(b) Other Current Liabilities	4(b)	3,861,505.00			7,500.00		
(c) Short-term Provisions	4(c)	438,694.00		85,247,329.00	723,484.00	78,083,062.00	
<b>Total</b>				<b>146,863,691.12</b>		<b>141,041,301.69</b>	
<b>II. Assets</b>							
<b>(1) Non-Current Assets</b>							
(a) Fixed Assets							
(i) Tangible Assets	5(a)	1,271.00		1,271.00	1,552.00	1,552.00	
(b) Non-Current Investments	5(b)	132,706,280.34		132,706,280.34	135,183,698.04	135,183,698.04	
<b>(2) Current assets</b>							
(a) Cash and Cash Equivalents	6(a)	910,852.76			285,424.63		
(b) Trade Receivables	6(b)	3,953,597.00					
(c) Short-term Loans and Advances	6(c)	9,111,690.02			5,390,627.02		
(d) Other Current Assets	6(d)	180,000.00		14,156,139.78	180,000.00	5,856,051.65	
<b>Total</b>				<b>146,863,691.12</b>		<b>141,041,301.69</b>	

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date  
**For R.BHATTACHARYA & ASSOCIATES**  
ICAI Firm Registration No.307124E  
**Chartered Accountants**

**CA. R. Bhattacharya**  
**Proprietor**  
Membership No.012394

Kolkata, May30th 2014.



D.N.Mishra

Director

R.K.Bihani

Director

**JAYSHREE NIRMAN LTD.**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014**

Particulars	Note No	Year Ended 31.03.2014		Year Ended 31.03.2013	
		Rs.	P.	Rs.	P.
I. Revenue from Operations	7	4,585,569.00		704,065.82	
II. Other Income	8	3,254,019.25		1,426,334.80	
<b>III. Total Revenue (I +II)</b>		<b>7,839,588.25</b>		<b>2,130,400.62</b>	
<b>IV. Expenses:</b>					
Cost of Purchases	9	3,801,285.00			
Employee Benefit Expense	10	531,587.00		531,656.00	
Finance Charge	11	5,634,906.00		5,684,645.00	
Other Expenses	12	117,907.82		158,239.64	
Depreciation		281.00		343.00	
<b>Total Expenses</b>		<b>10,085,966.82</b>		<b>6,374,883.64</b>	
<b>V. Profit Before Tax (VII - VIII)</b>	<b>(III-IV)</b>	<b>(2,246,378.57)</b>		<b>(4,244,483.02)</b>	
<b>VI. Tax Expense:</b>					
(1)(a) Current Tax					
(b) Provision made for earlier year		904,501.00			
<b>VII. Profit/(Loss) for the period (V-VI)</b>		<b>(1,341,877.57)</b>		<b>(4,244,483.02)</b>	
<b>VIII. Earning per equity share:</b>					
(1) Basic		(0.27)		(0.84)	
(2) Diluted					

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

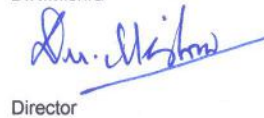
**For R.BHATTACHARYA & ASSOCIATES**  
**ICAI Firm Registration No.307124E**  
**Chartered Accountants**



**CA. R. Bhattacharya**  
**Proprietor**  
**Membership No.012394**

Kolkata, May 30th, 2014.

D.N. Mishra



Director



R.K. Bihani

Director



**Jayshree Nirman Limited**  
**Notes Annexed to and forming part of Accounts**

Notes on Accounts and Significant Accounting Policies forming to and part of Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended as on that date.

**Note No.**

**1**

**SIGNIFICANT ACCOUNTING POLICIES**

**a) Presentation & Disclosure of Financial statements**

The revised Schedule VI notified under the Companies Act, 1956 has become applicable to the company during the year ended 31st March, 2014 for preparation & presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition & measurement principles followed for preparation of financial statements. However, the company has reclassified the previous year figures in accordance with the requirements applicable in the current year.

**b) Basis of Accounting :**

The financial statements have been prepared to comply in all material aspects with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006, relevant provisions of the Companies Act, 1956. The accounts have been prepared on the historical cost basis and on the principles of going concern.

**c) Fixed Assets :**

Fixed Asset are valued at cost less depreciation. An Asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to profit & loss account in the year in which an asset is identified as impaired.

**d) Depreciation:**

Depreciation on tangible fixed asset is provided on written down value method in terms of Section 350 of the Companies, Act 1956, at the rate prescribed in Schedule XIV to the said act.

**e) Investments :**

Investments, are readily realisable but intended to be held for more than one year from the date on which such investments are made, are classified as Non Current Investments, Investments are stated at cost.

**f) Recognition of Income and Expenditure :**

i) Revenue is recognised and reported to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

ii) Dividend Income is recognised when right to receive the same is established by the reporting date.

**g) Employee Retirement & Other Benefits**

**Gratuity**

Gratuity is recognised for only those employees, who are not under the contractual employment.

Short term employees benefits are recognised in the period in which employees's services are rendered.

**Leave Encashment**

Leave Encashment benefit is considered and provided for, based on actual as at the financial year.

**h) Earning Per Share (EPS)**

Basic & Diluted EPS are calculated by dividing the net profit or loss for the period attributable to the equity share holders (after deducting and attributable taxes) by the weighted average number of equity shares outstanding during the period.

**i) Contingent Liabilities :**

Contingent Liabilities are not provided for in the accounts.





**Notes on Financial Statements for the Year ended 31st March 2014**

2

**SHARE CAPITAL**

**Authorised**

5,500,000 Equity Shares of Rs.10/- each

**Issued, Subscribed & Paid Up**

50,61,200 Equity Shares of Rs.10/- each,  
fully paid up in cash.

**Details of Shareholder holding more than 5%  
of paid up Equity Share Capital:**

Hari Prasad Tiwari  
Manik ChandPugalia  
Om Prakash Sharma  
Puspendu Banerjee  
Sanjib Roy  
Surajit Saha

% of holding

No. of Shares

% of holding

No. of Shares

13.02 659,105.00  
5.29 267,600.00  
5.20 263,000.00  
7.33 371,055.00  
8.30 420,055.00  
6.95 351,950.00

13.02 659,105.00  
5.29 267,600.00  
5.20 263,000.00  
7.33 371,055.00  
8.30 420,055.00  
6.95 351,950.00

3

**RESERVES & SURPLUS**

**General Reserves**

Balance Brought Forward  
Add: Received during the year

2,600.00

- 2,600.00

2,600.00

- 2,600.00

**Capital Reserves**

Balance Brought Forward  
Add: Received during the year

100,000.00

- 100,000.00

100,000.00

- 100,000.00

**Surplus from Statement of Profit & Loss:**

Balance Brought Forward  
Surplus/(Deficit) for the Year

12,243,639.69

(1,341,877.57) 10,901,762.12

11,004,362.12

16,488,122.71

(4,244,483.02) 12,243,639.69

12,346,239.69

4

**CURRENT LIABILITIES**

**(a) Short term Borrowing**

80,947,130.00

80,947,130.00

77,352,078.00

77,352,078.00

**(b) Other Current Liabilities**

Sundry creditors  
for Expenses  
less: due for more than one year

3,801,285.00

60,220.00

3,861,505.00

7,500.00

- 7,500.00

**(c) Short Term Provisions**

Provision for Income Tax (net of tax)

438,694.00

438,694.00

438,694.00

723,484.00

723,484.00

723,484.00



Notes on Financial Statements for the Year ended 31st March 2014

**NON CURRENT ASSETS**

**(a) Tangible Assets**

	As At 31.03.2014		As At 31.03.2013	
	Rs.	P.	Rs.	P.
Gross Amount				
Opening Balance B/F	16,437.00		16,437.00	
Additions during the Year	-		-	
Sale/Adjustment during the Year	-	16,437.00	-	16,437.00
				z
Less: Depreciation Reserve				
Opening Balance B/F	14,885.00		14,542.00	
Additions during the Year	-		-	
Reversal/Adjustment during the Year	281.00	(15,166.00)	343.00	(14,885.00)
Net Amount		1,271.00		1,552.00

**b) Non Current Investments**

**(b)(i) Investments (at cost, Long term, Other than trade)**

**Shares & securities, Quoted**

	F.V.	Quantity	Amount		Quantity	Amount	
			Rs.	P.		Rs.	P.
Adhunk Industries Ltd	10.00	6000	603045.75		6000	603045.75	
ATFL	10.00	100	32169.00		100	32169.00	
Arco Impex Ltd.	10.00	44000	535564.04		44000	535564.04	
BNK Capital Markets Ltd	10.00	-	-		81991	2,444,972.53	
CESC Ltd	10.00	144547	9,722,179.81		144547	9,722,180.45	
Duncan Bros & Co.Ltd	10.00	3,450	22,612.85		8,400	55,057.38	
Eastern Silk Industries Ltd.	10.00	5,000	295,423.10		5,000	295,423.10	
EasyFincrop Ltd	10.00	12,200	791,802.35		12,200	791,802.35	
Fairluck Commercial Ltd.	10.00	221,696	1,380,987.11		221,696	1,380,987.11	
FDC Ltd.	10.00	1,000	73,670.10		1,000	73,670.10	
Kothari Phyto Ltd.	10.00	176,000	8,676,495.78		176,000	8,676,495.78	
Nihar Infoway Ltd.	10.00	25,000	444,870.00		25,000	444,870.00	
Prism Cement Ltd.	10.00	4,000	157,164.28		4,000	157,164.28	
PCBL	10.00	92,458	10,633,723.10		92,458	10,633,723.10	
Saregama Ltd.	10.00	557,481	65,339,579.77		557,481	65,339,579.77	
			98,709,287.04			101,186,704.74	

**In unquoted Equity Shares, at cost**  
**Others**

	F.V.	Quantity	Amount		Quantity	Amount	
			Rs.	P.		Rs.	P.
Abacus Fund Services Pvt.Ltd	10.00	25,825	516,500.00		25,825	516,500.00	
BNK Securities Pvt. Ltd.	10.00	710,000	27,635,493.30		710,000	27,635,493.30	
Bliss Stock Broking Ltd.	10.00	50,000	500,000.00		50,000	500,000.00	
Multiple Infra Pvt.Ltd.	10.00	24,500	2,695,000.00		24,500	2,695,000.00	
Patrex Vyapaar Pvt.Ltd.	10.00	75,000	150,000.00		75,000	150,000.00	
Pilot Cinsultants Ltd.	10.00	1,250,000	2,500,000.00		1,250,000	2,500,000.00	
			33,996,993.30			33,996,993.30	
			132,706,280.34			135,183,698.04	
Market Value of quoted shares			125,311,258.00			124,537,872.00	



**Notes on Financial Statements for the Year ended 31st March 2014**

**6 CURRENT ASSETS**

**(a) Cash & Cash Equivalents**

- (i) Balances with banks  
in Current Accounts  
(ii) Cash in hand

**(b) Trade Receivables**

Unsecured, considered good outstanding for period  
exceeding six months from the due date of payment

**(c) Short Term Loans & Advances**

(Unsecured, considered good)

- i) Loan given  
to corporates, other than associate companies to others  
ii) Staff Advance

**(d) Other Current Assets**

Advances

**7 REVENUE FROM OPERATIONS**

- Sales  
Interest

**8 OTHER INCOME**

- Profit on Sale of Non Current Investments  
Dividend Received

**9 COST OF PURCHASES**

Purchases

**10 EMPLOYEES BENEFIT EXPENSES**

Salary & Allowances

**11 FINANCE COSTS**

Interest on Loan

**12 OTHER EXPENSES**

**(a) Administrative & Other Expenses**

- Advertisement  
Bank Charges  
Custodial Charges  
Depository Charges  
Filing Fees  
General & Misc. Expenses  
Listing Fees  
Legal & Professional Charges  
Printing & Stationery  
Remuneration to Auditors (Audit & Tax Audit fee)  
Rent, Rates & Taxes  
Travelling Expenses

As At  
31.03.2014

Rs. P.

As At  
31.03.2013

Rs. P.

872,944.76	235,606.63
37,908.00	49,818.00
910,852.76	285,424.63
3,953,597.00	-
3,953,597.00	-
9,106,690.02	5,385,627.02
5,000.00	5,000.00
9,111,690.02	5,390,627.02
180,000.00	180,000.00
180,000.00	180,000.00
3953597.00	-
631,972.00	704,065.82
4,585,569.00	704,065.82
964,294.25	-
2,289,725.00	1,426,334.80
3,254,019.25	1,426,334.80
3,801,285.00	-
3,801,285.00	-
531,587.00	531,656.00
531,587.00	531,656.00
5,634,906.00	5,684,645.00
5,634,906.00	5,684,645.00
509.00	509.00
56.82	2,809.00
33,708.00	33,708.00
1,141.00	1,124.00
1,500.00	3,628.00
8,880.00	20,033.64
19,663.00	19,663.00
26,112.00	50,612.00
121.00	5,230.00
10,000.00	7,500.00
7,987.00	6,350.00
8,230.00	7,073.00
117,907.82	158,239.64





- 13** The company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly the company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.
- 14** The company has complied with the norms relating to income recognition, accounting standards and assets classification as applicable to it.
- 15** In the opinion of the board of directors, all current assets, loans & advances have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated.
- 16** Loan and advances given to parties are repayable on demand.
- 17** Based on information available with the company, there are no clients/creditors who are registered under Micro, Small and Medium Enterprises Development Act, 2006.
- 18** There is no small scale industrial undertaking to whom the company owes amounts outstanding for more than 30 days as at 31st March, 2013.
- 19** In accordance with the revised Accounting Standard AS-15, i.e. Employee Benefits, the company has recognised the short term employee benefits accordingly paid for the services rendered by the employees for that period. Long term benefits are not payable to the employees of the company, as the company is not under any statutory obligation as well as contractual obligation.
- 20** Related party disclosures in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India:

**List of related parties and description of relationship:**

	As at 31.3.14		As at 31.3.13	
	Rs.	P.	Rs.	P.
Mr.Dwarika Nath Mishra Remuneration Paid	90000		90000	

**21 Earning Per share**

Particulars	As At		As At	
	Rs.	P.	Rs.	P.
	31.03.2014		31.03.2013	
Profit After Tax	(1,341,877.57)		(4,244,483.02)	
Number of Share	5,061,200		5,061,200	
Face Value of Share	10		10	
Basic & Diluted Earning Per Share	(0.27)		(0.84)	

D.N.Mishra

Director

R.K.Bihani

Director

For R.BHATTACHARYA & ASSOCIATES  
Chartered Accountants

CA. R.Bhattacharya  
Proprietor

Membership No.012394  
Kolkata, May30th 2014.



**JAYSHREE NIRMAN LTD.**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

Particulars	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
<b>A. CASH FLOW FROM THE OPERATING ACTIVITIES</b>		
Net Profit before Tax from Continuing Operations	(2,246,378.57)	(4,244,483.02)
<b>Net Profit before Tax &amp; Extraordinary items</b>	<b>(2,246,378.57)</b>	<b>(4,244,483.02)</b>
<b>Non Cash Adjustments to reconcile net cash flow</b>		
Adjustments for:		
Depreciation & Amortisation	281.00	343.00
Preliminary Expenses written off	-	-
Profit/(Loss) on Non Current Investment	964,294.25	-
Interest on Income Tax Refund	-	-
Dividend Received	(2,289,725.00)	(1,426,334.80)
Income from Mutual fund	-	-
Interest Received	(631,972.00)	(704,065.82)
Interest Expenses	5,634,906.00	5,684,645.00
<b>Operating Profit before Working Capital changes</b>	<b>1,431,405.68</b>	<b>(689,895.64)</b>
Adjustments for:		
Trade & other Receivable	(7,674,660.00)	6,827,292.00
Inventories	-	-
Trade payable	3,854,005.00	-
<b>Cash generated from operations</b>	<b>(2,389,249.32)</b>	<b>6,137,396.36</b>
Direct taxes Paid	981,879.00	(195,608.00)
<b>Cash Flow before extraordinary items</b>	<b>(1,407,370.32)</b>	<b>5,941,788.36</b>
Extra Ordinary Items	-	-
<b>Net Cash Used in Operating Activities</b>	<b>(1,407,370.32)</b>	<b>5,941,788.36</b>
<b>B CASH FLOW FROM THE INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Purchase	(3,801,285.00)	-
Sale	3,953,597.00	-
Purchase of Investment	-	-
Sale of Investment	1,569,492.71	0.64
Income from Mutual Fund	-	-
Dividend Received	2,289,725.00	1,426,334.80
<b>Net Cash Used in Investing Activities</b>	<b>4,011,529.71</b>	<b>1,426,335.44</b>
<b>C CASH FLOW FROM THE FINANCING ACTIVITIES</b>		
Proceed from issue of Share Capital	-	-
Share Premium	-	-
Proceed from Long / Short Term Borrowings	3,595,052.00	(3,672,415.00)
Interest paid	(5,634,906.00)	(5,684,645.00)
Loan Given/Refund Received	-	-
Interest Received	631,972.00	704,065.82
<b>Net Cash Flow from Financial Activities</b>	<b>(1,407,882.00)</b>	<b>(8,652,994.18)</b>
<b>D Net Increase/(Decrease) in Cash &amp; Cash Equivalent</b>	<b>1,196,277.39</b>	<b>(1,284,870.38)</b>
Cash & Cash Equivalent (Opening)	285,424.63	1,570,295.01
Cash & Cash Equivalent (Closing)	910,852.76	285,424.63

Note : a) Previous years figures have been regrouped/rearranged wherever considered necessary.

**As per our report of even date**

**For R.BHATTACHARYA & ASSOCIATES**

**Chartered Accountants**

**CA. R.Bhattacharya**

Proprietor

Membership No.012394

Kolkata, May30th 2014.

D.N.Mishra

Director

R.K.Bihani

Director

