

**JATTASHANKAR INDUSTRIES LIMITED**  
**(Formerly Known as Jatta Poly-yarn Limited)**

11 , Parasrampuria Apartment,  
Film City Road , Gokuldham,  
Goregaon (East), Mumbai-400063  
Tel -28414262 /64 /66 Fax- 28414269

**CORPORATE GOVERNANCE REPORT**

(Under Clause 49 (VI) (i) of Listing Agreement)

**I. The Company's Philosophy on Code of Governance**

The Company's philosophy on Corporate Governance is to strive for attaining the optimum level of transparency and accountability in all facts of its operations and all dealings with shareholders, employees, lenders, creditors, customers and the government. The Board of Directors by considering itself the trustee of its Shareholders aims at maximizing shareholders value and protecting the interest of other stakeholders

**II. Board of Directors**

**(i) Composition and category of Director :**

The strength of the Board was 4 Directors as on 31st March, 2011. The Composition and category of Directors on the Board of the Company are : 2 Executive/promoter Directors & 2 Independent Directors

**II) Number of Board Meetings/ AGM held and attendance chart of each Director at the Board Meeting :**

During the year 2010-11 8 times Board Meeting were held on 30/04/2010 , 31/07/2010 , 06/09/2010 , 15/09/2010 , 18/10/2010 , 17/11/2010 , 31/01/2011 & 31/03/2011 & AGM were held on 30.09.2010 & all the 4 directors have attendend all Board Meetings & AGM

**iii) Details of Directors with Memberships or Chairmanships:**

Name of Director	Directorship in other Company	Chairman of Committee	Member of other Committee
Jattashankar Poddar	1	Share Holder Committee (SGC)	AC
Sharad Poddar	1	0	SGC, AC
Sandeep Modi	1	0	SGC,AC
Udit Master	0	Audit Committee(AC)	SGC

#### **iv) Code of Conduct :**

The Board has formulated a code of conduct for the Board Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed their compliance with the code for the financial year ended 31st March, 2011. A declaration to this effect signed by the Managing Director of the Company is given elsewhere in the Annual Report.

### **III. AUDIT COMMITTEE**

The Composition of the Audit Committee and their attendance at the Audit Committee Meetings are as follows :

During the year 5 meeting of Audit Committee were held on 30/04/2010 ,31/07/2010 ,06/09/2010 , 17/11/2010 & 31/01/2011. All the members have attended same.

The Board of Directors of the Company has framed a Terms of Reference for the Audit Committee. The Terms of Reference is based on Clause 49 (II) (D) of the Listing Agreement. The Audit Committee performs its functions in accordance with the terms of reference. In addition, it exercises powers and reviews information as specified under Clause 49 (II) (C) and (E) of the Listing Agreement.

### **IV. REMUNERATION COMMITTEE**

The Company has not constituted a separate committee to determine the terms of reference and remuneration package for its managerial personnel.

#### **i) Remuneration Policy:**

The Board of Directors determines the remuneration to be paid to Managing Director and other Directors of the Company. The same is within the limits approved by the Shareholders of the Company. Mr. Sandeep Modi Non Executive Independent Director, who was reire by Rotation, were re-appointed in AGM.

#### **ii) Details of Remuneration paid to all the Director's:**

A. The Company does not have any pecuniary relationship or transactions with the non-executive directors..

B. During the year Company has paid aggregate value of remuneration to only 1 Director Mr Jattashankar Poddar amounting to Rs. 4,80,000/-,

C. The Company has not issued any stock options or paid any performance linked incentives or fixed component incentives to the Directors.

## V. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

A. The Composition of the Shareholders / Investors Grievance Committee and attendance of the members of the Committee at the Shareholders/Investors Grievance Committee Meetings are as follows:

During the year 4 meeting of Audit Committee were held on 30/04/2010 ,31/07/2010 , 17/11/2010 & 31/01/2011. All the members have attended same.

### B. COMPLIANCE OFFICER:

As required by the Listing Agreement, the Company has appointed Mr. Laxmikant as the Compliance Officer. Email address of Compliance Officer is [jatta@mtnl.net.in](mailto:jatta@mtnl.net.in) . No Complaints were pending at the beginning of the year and the Company received 5 complaints during the year under review from the shareholders and all 5 complaints were disposed off to their satisfaction. No share transfers were pending as on 31st March, 2011.

## VI. GENERAL BODY MEETINGS

Date time and venue for the last 3 Annual General Meetings held during the last 3 financial years are given below;

Year	Date	Place
2009-10	30/09/2010	Registered office
2008-09	30/09/2009	Registered office
2007-08	30/09/2008	Registered office

## VII. DISCLOSURES

i. The Company has not entered into any materially significant related party transactions during the financial year that may have potential conflict with the interests of the Company at large.

ii. There has been no incidence of non-compliance by the Company of any statutory regulations nor any penalty or stricture has been imposed by the Stock Exchange or any other statutory authority, on any matter relating to the capital market over the last three financial years.

iii. The details of all transactions with related parties are placed before the Audit Committee on quarterly basis.

iv. In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

v. The constitution of whistle blower policy is a non mandatory requirement. However the Company affirms that no employee has been denied access to the Audit Committee during the financial year 2010 - 2011.

vi. The Company has complied with all mandatory requirements of clause 49 of Listing Agreement.

## **VIII. GENERAL SHAREHOLDER INFORMATION**

shares of Company are suspended from Trading in Bombay Stock Exchange since year 2006 due to non compliance of various listing agreement . Company has applied to BSE for Revocation of suspension & after compliance of various pending compliances same will be relisted .

**By order of the Board**

**JATTASHANKAR INDUSTRIES LIMITED**

**SD/-**

**Jattashankar Poddar**

**Place: Mumbai**

**Managing Director**

**Date: 06.09.2011**