



CORPORATE GOVERNANCE REPORT

A) MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

J. K. Investo Trade (India) Limited [JKIT] believe that sound corporate governance is critical to enhance and retain investor trust. Your company firmly believes that corporate governance is founded upon the core values of transparency, professionalism, empowerment, equity and accountability. Your company makes best endeavors to uphold and nurture these core values in all facets of its operations and aims to increase and sustain its corporate value through growth and innovations. Your company is fully committed to and continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Agreement.

2. BOARD OF DIRECTORS

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry. The Board of the Company consists of five Directors, one Whole-time Director, two are Non-executive Promoter Directors and two are Non-executive Independent Directors in terms of Clause 49(I)(A) of the Listing Agreement.

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five committees across all companies in which they are Directors.

The Board of Directors of the company has laid down Code of Business Conduct and Ethics for all directors, members of the senior management and all officers.

The details of composition and categories of the Directors and also the number of other Board of Directors or Board Committees of which he is a member/Chairperson are as under:

Name of Director	Category of Directorship	No. of outside Directorships (*)	No. of outside Committee positions held	
			Chairman	Member@
Dr. Vijaypat Singhania Chairman	Promoter, Non-Executive	6	Nil	Nil
Shri Gautam Hari Singhania	Promoter, Non-Executive	10	Nil	3
Shri Nabankur Gupta	Independent, Non-Executive	6	1	2
Shri P. R. Jain	Independent, Non-Executive	7	Nil	2
Shri R. K. Ganeriwala	Non-Promoter, Whole-time Director	3	Nil	Nil

(*) - excludes Alternate Directorships, Directorships in Indian Private Limited Companies and Foreign Companies and membership of Managing Committees of various bodies.

@ - Members includes Chairman. Only memberships of Audit Committee and Shareholder's / Investors' Grievances Committee are considered.

BOARD PROCEDURE

The Board meets atleast once in a quarter to review the quarterly performance and the financial results. The Board Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. The Board papers, comprising the agenda backed by comprehensive background information are circulated to the Directors in advance and in exceptional cases, the same is tabled at the Board Meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

The information as specified in Annexure I to the Clause 49 of the Listing Agreement entered into with the Stock Exchange, is regularly made available to the Board wherever applicable.



ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING

The attendance of each Director at each Board Meeting and the last Annual General Meeting (AGM) is as under:

Name of the Director	Board meeting held on				Attendance at the last AGM held on 27.06.05
	19.04.2005	29.07.2005	27.10.2005	27.01.2006	
Dr. Vijaypat Singhania	Present	Present	Absent	Present	Absent
Shri Gautam Hari Singhania	Present	Present	Present	Absent	Absent
Shri Nabankur Gupta	Present	Present	Present	Absent	Present
Shri P. R. Jain	Present	Present	Present	Absent	Present
Shri R. K. Ganeriwala	Present	Present	Present	Present	Present

INFORMATION ON DIRECTORS APPOINTMENT / RE-APPOINTMENT

Brief resume of Director being re-appointed at the ensuing Annual General Meeting, nature of his expertise in specific functional areas and names of the companies in which he hold directorship (excluding directorship held in Private Limited, Section 25 and Foreign Companies) and the membership of committees of the Board is furnished hereunder:

- (i) **Shri R. K. Ganeriwala**, a commerce graduate and a Member of the Institute of Chartered Accountants of India, is a Whole-time Director of the Company since 24th April 2003. He has been effectively discharging his responsibilities which are broadly to achieve strategic, operational and financial goals. He has rich experience and was overall charge of the Company's operations from last 10 years.
- Shri R. K. Ganeriwala joined Raymond Group in December 1978. Over the years, he became well versed and adept not only in matters concerning taxation, finance and investment management but also in the field of business management with special emphasis on finance. Considering his contribution, display of leadership and sense of commitment, he was entrusted with complete responsibility for management of the affairs of the Company. Looking at his overall experience and potential, he was appointed as Director – Finance of the company in 2002. In a short span of time he became a member of the core group of the senior management of the Raymond Group and over the years assumed organizational role much beyond his functional brief.
- Shri R. K. Ganeriwala is also on the board of Peoples Investments Ltd., Polar Investments Ltd., and Radha Krishna Films Ltd.

3. BOARD COMMITTEES

A. AUDIT COMMITTEE

BROAD TERMS OF REFERENCE

The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The Terms of Reference of the Audit Committee are in accordance with paragraphs C, D and E of Clause 49(II) of the Listing Agreement and as specified by the Board of Directors of the Company and inter-alia includes:

- Reviewing the Company's financial reporting process and disclosure of financial information.
- Recommending the appointment and removal of statutory auditors, fixation of audit and other fees.
- Reviewing the quarterly and annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and legal requirements concerning financial statements.
- Reviewing the adequacy of internal control systems and internal audit function, ensuring compliance of internal control systems.



- Reviewing the reports furnished by the internal auditors and statutory auditors and ensure suitable follow-up thereon.
- To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

The Audit Committee while reviewing the Annual Financial Statements also reviewed the applicability of various Accounting Standards (AS) issued by The Institute of Chartered Accountant of India during the year. Compliance of the AS as applicable to the Company has been ensured in the Financial Statements for the year ended on 31st March 2006.

COMPOSITION, MEETINGS AND ATTENDANCE

The Audit Committee comprises of three members, all of whom are Non-Executive Directors. The Audit Committee is constituted in accordance with the provisions of Clause 49(II)(A) of the Listing Agreement. It also meets with the requirements under section 292A of the Companies Act, 1956 and Para 9A of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998. All these directors are “financially literate” as defined in the Listing Agreement.

Shri Nabankur Gupta – Independent Director acts as Chairman of the Committee. The Whole-time Director and Statutory auditors of the Company are permanent invitees at the meetings of the Committee. The quorum for the Audit Committee Meetings is two members. The Company Secretary acts as Secretary to the Committee.

The Audit Committee generally meets once in a quarter to review the quarterly performance and the financial results. The minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board Meetings.

The details of composition, categories and attendance during the year is as under:

Name of the member	Category of Directorship	Audit Committee meeting held on			
		19.04.2005	29.07.2005	27.10.2005	27.01.2006
Shri Nabankur Gupta Chairman	Independent, Non-Executive	Present	Present	Present	Present
Shri Gautam Hari Singhania Member	Promoter, Non-Executive	Present	Present	Present	Absent
Shri P. R. Jain Member	Independent, Non-Executive	Present	Present	Present	Present

The Company Secretary was present at all the meetings held since his appointment.

Shri Nabankur Gupta, who acts as Chairman of the Audit Committee Meetings was present at the Fifty Seventh Annual General Meeting of the Company held on 13th July 2005 to answer the shareholders’ queries.

INTERNAL AUDITORS

The Company has appointed a firm of Chartered Accountants, M/s V. B. Dalal & Co., as Internal Auditors to carry out periodical internal checks and to review the control systems of the Company. The report of the Internal Auditors is reviewed by the Audit Committee.

B. REMUNERATION COMMITTEE

BRIEF DESCRIPTION OF TERMS OF REFERENCE

- To review, assess and recommend the appointment of managerial person.
- To periodically review the remuneration package of managerial person and recommend suitable revision to the Board.

COMPOSITION AND ATTENDANCE

The Remuneration Committee comprises of three Directors, of whom, two are Independent Directors and one is Promoter Director, all the members are Non-Executive. None of the member has been designated as chairman of the Committee, one of Independent Director present is elected as Chairman for the meeting.

The details of composition, categories and attendance during the year is as under:



Name of the member	Category of Directorship	Remuneration Committee meeting held on 13.07.2005
Shri Gautam Hari Singhania - Member	Promoter - Non-Executive	Present
Shri Nabankur Gupta - Member	Independent - Non-Executive	Present
Shri P. R. Jain - Member	Independent - Non-Executive	Present

The minutes of the Remuneration Committee meetings are noted by the Board of Directors at the subsequent Board Meetings.

REMUNERATION POLICY

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The remuneration policy is in consonance with the existing Industry practice.

i. Remuneration to Non-Executive Directors

Non-Executive Directors are paid only sitting fees at the rate of Rs. 2,000/- (Rupees Two Thousand only) for each meeting of the Board and / or Audit Committee attended by them. The compensation of Non-Executive Directors is approved by the Board.

None of the Non-Executive Directors has any material pecuniary interest in the Company.

ii. Remuneration to Executive Directors

The appointment of Executive Directors are governed by resolutions passed by the Board of Directors, shareholders of the Company and respective Agreements executed between them and the Company.

The remuneration package of managerial person comprises of salary, perquisites and allowances, contributions to Provident and other Funds as approved by the shareholders at Annual General Meetings. Annual increments are linked to performance and are decided by the Remuneration Committee and recommended to the Board for approval thereof.

There is no separate provision for payment of severance fees under the resolutions governing the appointment of managerial person.

Presently, the Company does not have any stock option plan.

DETAILS OF REMUNERATIONS TO DIRECTORS FOR THE YEAR ENDED ON 31ST MARCH 2006

Name of Director	Sitting Fees	Salary and Allowance	Contribution to Provident Fund and Superannuation Fund	Other perquisites including Gratuity
(Amount in INR)				
Dr. Vijaypat Singhania	6,000	-	-	-
Shri Gautam Hari Singhania	12,000	-	-	-
Shri Nabankur Gupta	14,000	-	-	-
Shri P. R. Jain	14,000	-	-	-
Shri R. K. Ganeriwala Whole-time Director	-	18,85,754	3,44,820	50,000

C. SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE

FUNCTIONS

The Board of J.K. Investo Trade (India) Limited has constituted a Committee of Directors, which inter-alia also functions as 'Shareholders / Investors Grievances Committee', consisting of two members.



The Committee meets fortnightly and inter-alia, deals with various matters relating to:

- Transfer / Transmission / Transposition of shares;
- Issue of share certificates of lost, sub-divided, consolidated, rematerialized, defaced, etc.;
- Review of shares dematerialized and all other related matters;
- Investors' grievances and redressal mechanism and recommend measures to improve the level of investor services.

The Share Department of the Company and the Registrar and Share Transfer Agent, MCS Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Department of Company Affairs, Registrar of Companies, etc.

The minutes of the Shareholder / Investors Grievances Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action.

COMPOSITION

The composition of the Share Transfer and Shareholders' Grievances Committee is as under:

1. Shri Nabankur Gupta - Member, Independent, Non-Executive
2. Shri P R Jain - Member, Independent, Non-Executive

COMPLIANCE OFFICER

The Board has designated Shri Gurmeet Singh Mission, Company Secretary as the Compliance Officer.

MEETINGS AND ATTENDANCE

Twenty five meetings of the Committee were held during the year ended on 31st March 2006. The meetings were held on 15th April 2005, 30th April 2005, 16th May 2005, 31st May 2005, 15th June 2005, 30th June 2005, 6th July 2005, 15th July 2005, 29th July 2005, 16th August 2005, 31st August 2005, 15th September 2005, 30th September 2005, 17th October 2005, 31st October 2005, 16th November 2005, 30th November 2005, 15th December 2005, 30th December 2005, 16th January 2006, 31st January 2006, 15th February 2006, 28th February 2006, 16th March 2006 and 31st March 2006.

The number of meetings attended by each of the members is as under:

Name of the Member	No. of meetings attended
Shri Nabankur Gupta	25
Shri P. R. Jain	25

DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED, NOT SOLVED AND PENDING SHARE TRANSFERS

The total number of complaints received and replied to the satisfaction of the shareholders during the year ended on 31st March 2006 were 36. Outstanding complaints as on 31st March 2006 were Nil. The number of share transfers pending as on 31st March 2006 is Nil. Number of requests for dematerialisation pending as on 31st March 2006 were 8 representing 6300 shares .

Shareholders' / Investors' complaints and other correspondence are normally attended to within ten working days except where constrained by disputes or legal impediments.

D. INVESTMENT COMMITTEE

FUNCTIONS

The Board of J.K. Investo Trade (India) Limited has constituted a Committee of Directors, which inter-alia also functions as 'Investment Committee', consisting of three members. Quorum for the meeting is two Directors. The Investment Committee meets to take decisions regarding investment / disinvestment of company funds as per the Investment Policy of the Company.

The minutes of the Investment Committee are noted by the Board of Directors at the Board Meetings.

COMPOSITION

The composition of the Investment Committee is as under:



1. Shri Gautam Hari Singhania - Member, Promoter, Non-Executive
2. Shri Nabankur Gupta - Member, Independent, Non-Executive
3. Shri R. K. Ganeriwala - Member, Non-Promoter, Whole-time Director

MEETINGS AND ATTENDANCE

Fourteen meetings of the Committee were held during the year ended on 31st March 2006. The meetings were held on 26th April 2005, 23rd May 2005, 20th June 2005, 12th July 2005, 25th July 2005, 22nd August 2005, 20th September 2005, 26th September 2005, 25th October 2005, 23rd November 2005, 22nd December 2005, 23rd January 2006, 22nd February 2006 and 10th March 2006.

The number of meetings attended by each of the members is as under:

Name of the Member	No. of meetings attended
Shri Gautam Hari Singhania	Nil
Shri Nabankur Gupta	14
Shri R. K. Ganeriwala	14

4. GENERAL BODY MEETING

The Company holds its Annual General Meeting in the month of June – July every year. Details of the location and time of last three Annual General Meetings are given below:

Year	Location	Date	Time
2004 - 05	M.C. Ghia Hall, Bhogilal Hargovindas Building 18/20 Kaikhushru Dubash Marg, Mumbai – 400 001	13.07.2005	3.00 p.m.
2003 - 04	M.C. Ghia Hall, Bhogilal Hargovindas Building 18/20 Kaikhushru Dubash Marg, Mumbai – 400 001	05.07.2004	3.30 p.m.
2002 - 03	M.C. Ghia Hall, Bhogilal Hargovindas Building 18/20 Kaikhushru Dubash Marg, Mumbai – 400 001	09.06.2003	3.30 p.m.

SPECIAL RESOLUTIONS

The following Special Resolution was passed in the last three Annual General Meetings.

Sr. No.	Date of Meeting	Description of Resolution
1	09.06.2003	Insertion of new Article relating to dematerialisation of securities

No special resolution was put through postal ballot during the year ended on 31st March 2006.

No special resolution is proposed to be conducted through postal ballot in this Annual General Meeting.

5. DISCLOSURES

- a. **Disclosure on material significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.**



There are no material significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

Transactions with related parties as per requirements of Accounting Standards AS 18 are disclosed in Note No.6 of Schedule 15 to the accounts in the annual report.

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all mandatory requirements of the Listing Agreements entered into with the Stock Exchange as well as the regulations and guidelines of SEBI. Consequently, there was no strictures or penalties imposed by either SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

c. Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended, the Board of Directors of the Company approved and adopted a code of conduct at the Board Meeting held on 31st January 2005 for prevention of insider trading in the shares and securities of the Company by its directors and designated employees.

The code, inter-alia prohibits purchase/sale of shares of the Company by the directors and designated employees, while in possession of unpublished price sensitive information in relation to the Company during certain prohibitive periods. An annual disclosure of shareholding has been received from all the Directors and members of the Senior Management of the Company.

Shri P. S. Sawant, Manager Accounts has been designated as Compliance Officer for monitoring adherence to the Regulations.

d. Code of Business Conduct and Ethics

In pursuant to Clause 49(I)(D) of the Listing Agreement entered with the Stock Exchange, the Board of Directors of the company has approved and adopted a Code of Business Conduct and Ethics by Circular Resolution dated 31st December 2005. The Company's Code of Business Conduct and Ethics is applicable to all Directors, Senior Management and all Officers of the company.

All the Directors and Senior Management personnel of the Company are made responsible for compliance with 'Code of Business Conduct and Ethics' and an annual reaffirmation of compliance with the code has been received from all the Directors and members of the Senior Management of the Company.

e. Secretarial Audit

Pursuant to SEBI's circular No. D&CC/FITTC/CIR-16/2002 dated 31st December 2002 on Secretarial Audit, a Practicing Company Secretary carried out the audit for the quarters ended on 30th June 2005, 30th September 2005, 31st December 2005 and 31st March 2006. The Audit Report confirms that there is no discrepancy whatsoever in the issued, listed and admitted capital of the Company.

6. MEANS OF COMMUNICATION

- i. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual financial results in the proforma prescribed by Clause 41 of the Listing Agreement within one month of the close of the respective periods.
- ii. The approved financial results are forthwith sent to the Stock Exchange and are published in news papers 'Free Press Journal' and 'Navshakti'.
- iii. The Company's financial results and official news releases are displayed on the Company's Website www.jkinvesto.com
- iv. No formal presentations were made to the Institutional Investors and analysts during the year under review.



- v. Management Discussion and Analysis forms part of the Annual Report.

7. GENERAL SHAREHOLDERS INFORMATION

i 58th Annual General Meeting

Date 20th June 2006
 Time 3.00 p.m.
 Venue M. C. Ghia Hall
 Bhogilal Hargovindas Building
 18/20 Kaikhushru Dubash Marg
 Mumbai – 400 001

ii Financial Calendar 2006-07 (Tentative)

- Unaudited financial results for the Quarter ending on 30.06.2006 End July 2006
- Unaudited financial results for the Half year / Quarter ending on 30.09.2006 End October 2006
- Unaudited financial results for the Nine Months / Quarter ending on 31.12.2006 End January 2007
- Audited financial results for the Year / Quarter ending on 31.03.2007 End April 2007

iii Date of Book Closure

14th June 2006 to 20th June 2006
 (both days inclusive)

iv Dividend Payment Date

No dividend proposed

v Listing on Stock Exchange

The Equity shares of the company are listed on The Bombay Stock Exchange Ltd., Mumbai. Annual Listing fees as prescribed have been paid to the Stock Exchange for the year 2005-06.

vi Stock Code

506515

vii Demat ISIN in NSDL & CDSL for Company's Equity shares

INE 361G01015

viii Stock Market Data

The monthly high and low quotation and volume of shares quoted on the Bombay Stock Exchange Ltd., Mumbai during the year were as follows :

Month	High	Low	No. of Shares Traded
April 2005	73.00	63.05	53028
May 2005	73.00	67.40	44532
June 2005	107.95	64.00	188244
July 2005	100.00	81.20	30968
August 2005	93.25	76.25	30255
September 2005	96.10	77.85	47451
October 2005	97.45	55.15	29237
November 2005	75.00	59.00	14351
December 2005	80.95	63.25	19408
January 2006	79.20	64.70	101690
February 2006	85.55	61.80	96711
March 2006	92.40	74.10	127996

No. of Shares Traded
 Highest Share Price
 Lowest Share Price

7,83,871
 Rs. 107.95
 Rs. 55.15

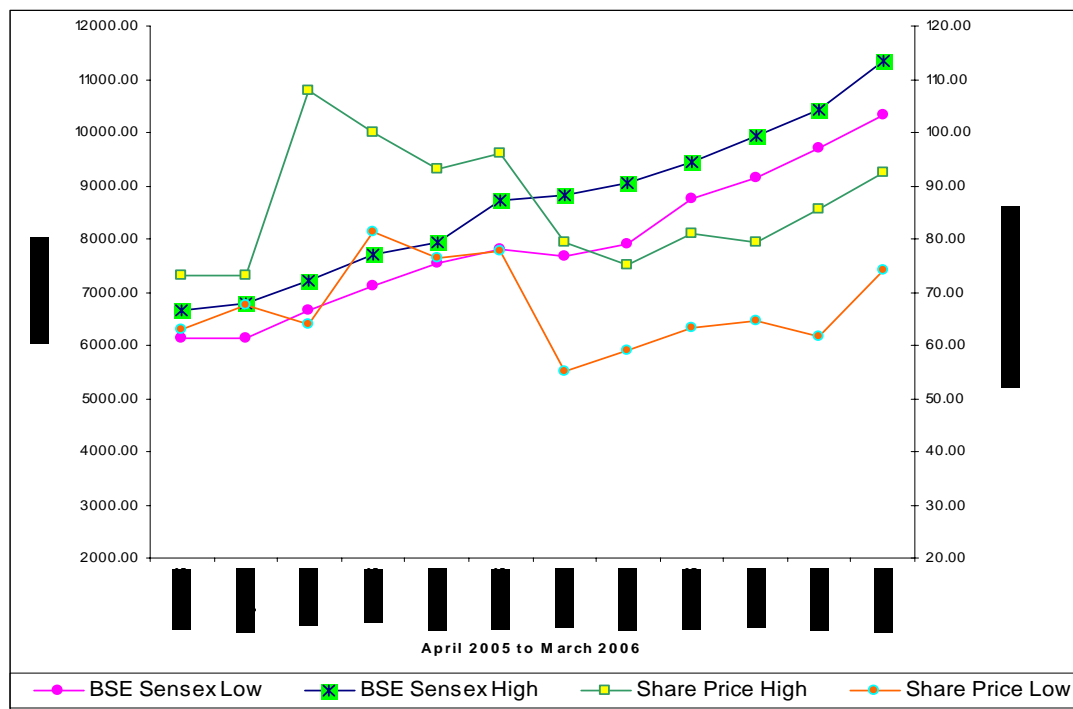


Closing Price as on 31st March 2006
Market Capitalization as on 31st March 2006

Rs.86.75
Rs. 63.52 Crores

ix Stock performance (Indexed)

The performance of the Company's shares relative to BSE Sensex is given in the chart below :



x Registrar and Share Transfer Agent

MCS Limited

Sri Venkatesh Bhavan,
Plot No.27, Road No.11
MIDC. Area, Andheri (East)
Mumbai – 400 093
Tel: (022) 28215235; Fax: (022) 28350456;
e-mail: mcsnum@vsnl.com

xi Share Transfer System

- Presently, the share transfers which are received in physical form are processed and the share certificates returned within a period of seven days from the date of receipt thereof, provided all the documents being valid and complete in all respect.
- The Board has delegated the authority for approving transfer, transmission, etc of the Company's securities to Shareholders / Investors Grievances Committee. The minutes of the Shareholders / Investors Grievances Committee are noted by the Board of Directors at the Board Meetings.
- The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with the Stock Exchange and files a copy of the certificate with the Stock Exchange.



xii Distribution of shareholding as on 31st March 2006

No. of equity Shares held	No. of shareholders	% of shareholders	No. of shares	% of shareholding
1 – 500	2066	85.20	330529	4.51
501 – 1000	213	8.78	171891	2.35
1001 – 2000	74	3.05	112322	1.53
2001 – 3000	27	1.11	67274	0.92
3001 – 4000	13	0.54	46381	0.63
4001 – 5000	5	0.21	24119	0.33
5001 – 10,000	11	0.45	86271	1.18
10,000 and above	16	0.66	6483413	88.55
GRAND TOTAL	2425	100.00	7322200	100.00

Shareholding Pattern as on 31st March 2006

CATEGORY	NO. OF SHARE HELD	% OF SHARE CAPITAL
A. Promoter's Holding		
1. Promoter's holding		
- Indian Promoters	54,06,628	73.84
- Foreign Promoters	-	-
2. Persons acting in Concert	-	-
Sub – Total	54,06,628	73.84
B. Non – Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and UTI	3,34,286	4.57
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions, Non-Government Institutions)	1,48,360	2.02
c. FIIs	-	-
Sub – Total	4,82,646	6.59
C. Others		
a. Private Corporate Bodies	4,43,955	6.06
b. Indian Public	9,47,346	12.94
c. NRIs/ OCBs	41,625	0.57
d. Any other (please specify)	-	-
Sub – Total	14,32,926	19.57
GRAND TOTAL	73,22,200	100%

Shareholding of Directors as on 31st March 2006

Name of Director	Category of Directorship	NO. OF SHARE HELD	% OF SHARE CAPITAL
Dr. Vijaypat Singhania Chairman	Promoter, Non-Executive	3,600 *1,000	0.049 0.014
Shri Gautam Hari Singhania	Promoter, Non-Executive	*1,000	0.014
Shri Nabankur Gupta	Independent, Non-Executive	*500	0.007
Shri P. R. Jain	Independent, Non-Executive	32,625 *500	0.446 0.007
Shri R. K. Ganeriwala Whole-time Director	Non-Promoter, Executive	*500	0.007



* Being qualification shares held jointly with Raymond Limited (Beneficial owner)

xiii Dematerialisation of Shares and Liquidity

As per notification issued by Securities and Exchange Board of India [SEBI] trading in the Company's shares is permitted only in dematerialized form for all investors w.e.f September 2004. The Company has established connectivity with National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] through its Registrar and Share Transfer Agent, MCS Limited, whereby the investors have the option to dematerialize their shares with either of the depositories.

Status of dematerialisation form as on 31st March 2006

Particulars	No. of shares	% to total capital
National Securities Depository Limited [NSDL]	10,53,664	14.39
Central Depository Services (India) Limited [CDSL]	1,85,809	2.54
Total Demat	12,39,473	16.93
Physical	60,82,727	83.07
GRAND TOTAL	73,22,200	100.00

Unclaimed amount of Redeemed Preference Shares

The Company had redeemed 37,350 14% 10-year Redeemable Cumulative Preference shares of Rs. 100/- each on 15th June 2003 along with dividend due thereon. The redemption was subject to surrender of the share certificates by the shareholders. However, as on 31st March 2006 a few shareholders have not redeemed preference shares of the value of Rs.2,01,480/-. The shareholders are hereby reminded to surrender the share certificates to enable the Company to pay the unclaimed amount.

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of all the registered shareholders. Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents.

xiv Outstanding GDRs / ADRs / Warrants or any convertible instrument, conversion date and likely impact on equity.

The Company is not having an Outstanding GDRs / ADRs / Warrants or any other Convertible instrument as on date.

xv Plant Locations

As the Company is engaged in the business of Non-Banking Financial services, there is no plant locations.

xvi Address for Correspondence

a) Investor correspondence

For Shares held in Physical form	For Shares held in Demat form
MCS Limited	Respective Depository Participant
Sri Venkatesh Bhavan, Plot No.27, Road No.11 MIDC. Area, Andheri (East) Mumbai – 400 093 Tel: (022) 28215235; Fax: (022) 28350456; e-mail: mcsnum@vsnl.com	

b) For query on Annual Report

J.K. Investo Trade (India) Limited



New Hind House
3, Narottam Morarjee Marg
Ballard Estate
Mumbai – 400 001
Phone: 022-22686000; Fax: 022-22620052
Website: www.jkinvesto.com
E-mail: jkitil@raymondindia.com

8. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed to the Directors' Report and Management Discussion and Analysis.

B} NON - MANDATORY REQUIREMENTS

1. REMUNERATION COMMITTEE

The Company has appointed a Remuneration Committee of Directors. Please refer to Point No. 4 under 'Mandatory Requirements'.

2. SHAREHOLDERS RIGHTS

As the Company's half yearly result are published in "Free Press Journal", a English daily newspaper having circulation in substantially the whole of India and "Nav Shakti", a Marathi (regional language) news paper widely circulated in the State of Maharashtra, the same are not sent to each household of shareholders.