

**23<sup>rd</sup> Annual Report  
2012-2013**

**THAPAR EXPORTS LIMITED  
REGD. OFFICE: DHANDHARI KHURD, BEHIND E-638,  
PHASE-VII, FOCAL POINT, LUDHIANA**

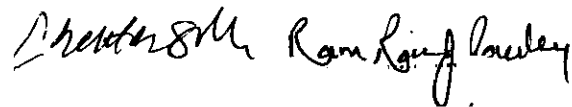
**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty Third Annual General Meeting of the members of Thapar Exports Limited will be held on Monday the 30<sup>th</sup> day of December, 2013 at 1.00 P.M. at the Registered Office of the Company at Dhandhari Khurd, Behind-638, Phase-VII, Focal Point, Ludhiana to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2013 and Profit and Loss Account for the year ended on that date and other statements of account together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Balbhadra Singh who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

By order of the Board of Directors



**(Chattar Singh) (Ram Rang Pandey)**

**Executive Director**

**Director**

**PLACE: Ludhiana  
DATED: 16/09/2013**

## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the company at its registered office not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer Books will remain closed from Friday the 27th day of December, 2013 to Monday the 30<sup>th</sup> day of December, 2013 (both days inclusive).
3. The audited Balance Sheet as at 30th June, 2013 and the Profit and Loss Account for the year ended on that date along with the reports thereon of the Auditors and Directors are enclosed.
4. Members are requested to address all correspondence including Share Transfers directly to the company at its Regd. office at Dhandari Khurd, Behind-638, Phase-VII, Focal Point, Ludhiana.
5. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 (Seven) days in advance, so as to enable the Company to keep information ready.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing them to attend the meeting on their behalf.
7. As per Ministry Of Corporate Affairs Circular No. 17/2011 and Circular No. 18/2011 dated 21st April, 2011 and 29th April, 2011 members are kindly requested to register their email addresses with the company by sending an e mail at the email Id of the company at [info@thaparexports.com](mailto:info@thaparexports.com) mentioning their name, address, folio no (in case of physical shares) and DP ID in case of shares held in dematerialized form.

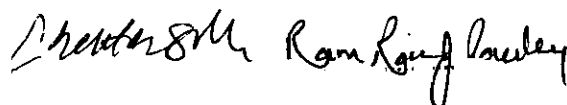
## 8. Re-appointment of Director:

Name: Sh. Balbhadra Singh

Age: 51 years.

Experience: He is associated with the company since last 2 and half years. He is having rich business experience in textile industry. Thus his re-appointment on the Board will be in overall interest of the company.

By order of the Board of Directors



(Chattar Singh)

(Ram Rang Pandey)

Executive Director

Director

PLACE: Ludhiana

DATED: 16/09/2013

## DIRECTORS' REPORT

Dear Members,

Your Directors are happy to present the Twenty Third (23<sup>rd</sup>) Annual Report and Audited Accounts for the year ended on 30th June, 2013.

### 1. FINANCIAL RESULTS

Amt in Rs.

Particulars	30 <sup>th</sup> June, 2013	30 <sup>th</sup> June, 2012
Revenue from operations	4650086	12393615
Other Income	752948	450233
Depreciation	989488	982268
Profit /(Loss) before tax	(2735170)	(2261696)
Net Profit/(Loss)	(2147197)	(2067317)

Your Directors hereby report that the current year was not fruitful for the company. The sales for the year have been decreased, as a result of which the company incurred net loss of Rs. 2147197/- during the year.

The management is trying its best to improve the performance of the company by utilizing resources at optimal level and to reduce the cost of input.

### DIVIDEND

Due to non availability of profits, your directors do not recommend any dividend on shares.

### DIRECTORS

In accordance with the provisions of the Articles of Association of the Company and the Companies Act, 1956 Sh. Balbhadra Singh, Director retires by rotation and being eligible offers himself for re-appointment.

### PUBLIC DEPOSITS

During the year ended 30th June, 2013, the company did not accept any deposits falling within the purview of Section 58 A of the Companies Act, 1956.

### COMPLIANCES COMPLIANCE CERTIFICATE

The compliance Report issued by the Practicing Company Secretary as provided under Section 383A of the Companies Act, 1956 has been enclosed being part of this report.

## **STATUS WITH REFERENCE TO THE BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTION.**

The Company is sick industrial company and registered under the BIFR Provisions. The Draft Rehabilitation Scheme has been submitted to State Bank of India, the operating agency, which is pending with them for approval.

### **AUDITORS**

M/s.Vimal Dixit and Associates, Chartered Accountants hold office up to the conclusion of the forthcoming Annual General Meeting. M/s. Vimal Dixit and Associates, Chartered Accountants are eligible for reappointment and the Board of Directors has recommended for their appointment as statutory auditors for the year 2013-14.

### **PARTICULARS OF EMPLOYEES**

Information pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended up to date is NIL.

### **PARTICULARS U/s 217(I) (e)**

In term of Section 217(I) (e) of the Companies Act, 1956 (as amended) read with the Companies (Disclosure of particulars of in the Report of the Board of Directors) Rules, 1988, the directors furnish herein below the required additional information:

## **TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION AS PER FORM A OF THE ANNEXURE IN RESPECT OF INDUSTRIES SPECIFIED IN THE SCHEDULE THERETO.**

<b>A. POWER and FUEL CONSUMPTION</b>	<b>2012-2013</b>	<b>2011-2012</b>
1. Electricity		
a) Purchased Units (KWH)	96166	87106
Total Amount (Rs.)	658738	553120
Rate/Unit (Rs.)	6.85	6.35
b) Own Generation through D.G. Set		
Unit (KWH)	NIL	NIL
Total Amount (in Rs.)	NIL	NIL
Rate Per Unit (in Rs.)	NIL	NIL

## II. TECHNOLOGY ABSORPTION

### 1. Research and Development (R&D)

- a) Specific area in which R&D carried out by the Company:  
Research & Development in general for enhancing overall productivity, cost cutting, planning for time saving is carried on generally.
- b) Benefits derived as a result of the ABOVE R&D:  
Helped in saving time and increasing productivity.
- c) Future Plan of Action:  
Concentrating and planning to develop new and improved methods of production and cost reduction.
- d) Expenditure on R and D: (Rs. in Lacs)
- |   |     |
|---|-----|
| Capital   | Nil |
| Recurring   | Nil |
| Total R&D Expenditure as a percentage of total turnover | Nil |

### 2. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- a) Efforts, in brief, made toward technology absorption      None
- b) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, production development, import substitution etc.      None
- c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished.
- |  |                |
|--|----------------|
| i) Technology Imported   | Not Applicable |
| ii) Years of Import  | Not Applicable |
| iii) Has technology been absorbed  | Not Applicable |
| iv) If not fully absorbed, areas where this has not taken place reasons thereof and future plan of action. | Not Applicable |

## III. FOREIGN EXCHANGE EARNINGS AND OUT-GO

- i) Earnings: NIL
- ii) Outgo: NIL

## **DIRECTORS RESPONSIBILITY STATEMENT**

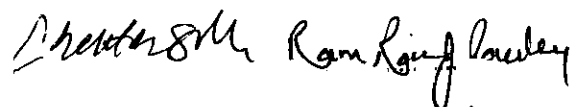
Pursuant to section 217(AA) of Companies Act, 1956, the Directors confirm:

- (a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made for the same;
- (b) 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 and of the profit or loss of the company for the period;
- (c) 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.
- (d) That they have prepared the annual accounts on going concern basis.

## **ACKNOWLEDGEMENT**

The Board acknowledges with gratitude the co operation and assistance provided by all the business constituents. The Board wishes to place on record the contribution made by employees of the company during the year. Your Directors thanks the customers, clients, vendors, dealers, and business associates for their continued support at all the levels.

By order of the Board of Directors



**(Chattar Singh)**

**(Ram Rang Pandey)**

**Executive Director**

**Director**

**PLACE: Ludhiana**

**DATED: 16/09/2013**

## **MANAGEMENT DISCUSSION and ANALYSIS REPORT**

### **ECONOMY AND BUSINESS ENVIRONMENT**

The Indian Textile Industry is one of the leading Textile Industry of the world. Though the Industry was predominantly, unorganized Industry, even a few years back, but the scenario started changing after the economic liberalization of Indian economy in 1991. The opening of the economy gave the much needed thrust to the Industry and now it has successfully become one of the largest Industries in the world. The Textile Industry plays a pivotal role in the economic life in the country. Apart from providing one of the basic necessities of life, the Industry also plays a vital role through its contribution of about 14 % to Industrial Production, 4 % to the Gross Domestic Product (GDP), and 11 % to the country's export earnings as per Government of India, Ministry of Textiles, Note on Textile and Clothing Export of India. It provides direct employment to over 45 million people and thus the Textile Industry is the second largest provider of employment after agriculture. Accordingly, the growth and development of the Industry has a direct bearing on the economy of the nation and its people.

### **OPPORTUNITIES IN INDIAN TEXTILE INDUSTRY**

The Textile Industry has performed extremely well during the year under review. The strong performance across different segments of the Industry is evident from the strong domestic production as well as exports. There is no denying the fact that Indian Textile Industry has recorded excellent growth during the last few years but still there is a big scope for the growth as India's share in the Global Textile trade is poor second as compared to China. The opening of the global trade has provided trade environment as close to free trade as it can be, notwithstanding the duty-free access to some least developed countries in select developed markets. The free trade environment is a great opportunity to the Indian Textile Industry to increase its share in the Global Markets.

### **RISKS AND MANAGEMENT PERCEPTION**

1. Availability of raw cotton at the reasonable price is crucial for the textile industry.
2. Non availability of uninterrupted power supply & increased power costs.
3. Rupee exchange rate fluctuations and the prevalent Interest rate regime.
4. Inflationary conditions prevailing in the economy

### **OUTLOOK**

During the year under review, the Textile Industry has performed reasonably well in comparison to the performance of the previous year. The economic recovery in USA and European Union, has given a hope that Indian Textile Industry is set for strong export growth. The India's inherent advantages in the form of abundant availability of raw material, India being the second largest producer of raw cotton in the world, skilled workforce and relatively low labour costs had enabled the Textile Industry to serve as a sourcing hub for the reputed International Brands.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company is having adequate internal control systems and procedures which commensurate with the size of the company.

## **HUMAN RESOURCES/INDUSTRIAL RELATIONS**

The Industrial relations continued to remain cordial during the year.

## **CAUTIONARY STATEMENT**

This discussion contains certain forward looking statements based on current expectations, which entail various risk and uncertainties that could cause the actual results to differ materially from those reflected in them. The actual could be materially different from the ones stated in this report. Market data and product information contained in this report is gathered from published and unpublished reports and their accuracy cannot be assured.



**DEVINDER PURI**  
Company Secretary  
51-B, Sector 44-A  
Chandigarh  
Ph. 0172- 2609094  

---

Company No. 010590

The Members,  
Thapar Exports Limited  
Ludhiana.

I have examined the registers, records, books and papers of Thapar Exports Limited, as required to be maintained under the Companies Act, 1956, and the rules there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 30<sup>th</sup> June, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the applicable forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company being a Public Limited Company, comments are not required.
4. The Board of Directors duly met 5 times on 06-08-2012, 08-11-2012, 04-12-2012, 09-02-2013 and 07-05-2013 in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company's Register of Members was closed from Friday, the 28<sup>th</sup> December, 2012 to Monday, the 31<sup>st</sup> December, 2012 (both days inclusive) during the Financial Year. No Notice of advertisement as required under Section 154 has been produced.
6. The annual general meeting for the financial year ended on 30-06-2012 was held on 31-12-2012 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the Financial Year.
8. The company has not advanced any loan to its director(s).
9. There is no such contract requiring compliance under section 297 of the Act.

10. The company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors or Central Government.
12. The issue of duplicate share certificate was not required during the Financial Year.
13. The Company has:
  - I. Delivery of certificates was not required during the year.
  - II, III, IV. No dividend was declared or paid during the financial year.
  - V. Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors is duly constituted. There is no additional/alternate/casual appointment of Directors.
15. The Company has not appointed any Managing Director/Whole Time Director or Manager during the year.
16. There has been no sole-selling agent of the company.
17. No such approval of Central Government, Company Law Board and Regional Director has been required in any case.
18. The Directors have disclosed their interest in other companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. No issue of Shares has been there during the year.
20. There have not been any bought back of shares during the Financial Year.
21. The redemption of Preference Shares/Debentures was not applicable during the year.
22. No such keeping of rights/dividend/bonus shares was ever required during the Financial Year.
23. According to the management, company has not accepted any deposits during the financial year ended on 30<sup>th</sup> June, 2013 in terms of Section 58 A of the Act.
24. According to the management there were no fresh borrowings during the year.
25. The company has made loans and investment, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept of the purpose.

26. The company has not altered the provisions of memorandum with respect to situation of the company's registered office from one state to another during the year and thus compliance is not applicable.
27. The company has not altered the provisions of the memorandum with respect to the object of the company during the year under scrutiny and thus compliance is not applicable.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny and thus compliance is not applicable.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny and thus compliance is not applicable.
30. The company has not altered its Articles of Association and thus compliance is not applicable.
31. On the basis of information and explanations no prosecution or show cause was ever issued to company during the Financial Year.
32. The company has not received any security from its employees during the year under certification and thus compliance is not applicable.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

Place : Chandigarh  
Dated : 16.09.2013

Signature:  
Name of Company Secretary: Devinder Puri  
CP No.- 4105

**Annexure A**

## Registers as maintained by the Company

Name of Register	Maintained under Section
1. Register of Investments	372A (1)
2. Register of Members	150 (1)
3. Register of Index of Members	151 (1)
4. Minute Books of Board of directors	193 (1)
5. Minute Books of Proceedings of General Meetings	193 (1) & 196 (1)
6. Books of Accounts	209 (1) & 209 A (1)
7. Register of Directors	303 (1) & 303 (1)
8. Register of Director's Shareholdings	307 (1) (5)
9. Register of Charges	143(1)
10. Register of Contracts, with Directors, Companies & Firms In which directors are interested.	301

**Annexure B**

Forms and Returns as filed by the Company with the Registrar of Companies, during the financial year ending on 30<sup>th</sup> June, 2013.

Form No	For	Date of Filing
Form 66	Compliance Certificate	29-01-2013
Form 23AC and Form 23ACA	Balance Sheet and Profit and Loss Account	31-01-2013
Form 20 B	Annual Return	13-02-2013

## **CORPORATE GOVERNANCE REPORT**

Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices that ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. Your Company is committed on adopting the best practices of Corporate Governance as manifested in the Company's functioning to achieve the business excellence by enhancing long-term shareholders' value.

### **COMPANIES PHILOSOPHY ON CORPORATE GOVERNANCE**

We believe that corporate governance is a powerful medium of serving the long term interests of all the stakeholders. The company seeks to achieve the goal by ensuring that timely and accurate disclosures are made in an easily understood manner on all matters relating to the financial situation, performance, ownership and governance of the company.

The company is in compliance with the requirements of the guidelines on corporate governance stipulated under clause 49 of the Listing Agreement. The company has adopted a Code of Conduct for members of the Board and senior management and the same has been posted on the website of the company. All Directors and other officials have affirmed in writing their adherence to the above code.

#### **1. BOARD OF DIRECTORS**

The Board of Directors of Thapar Exports Limited comprises of Executive and Non Executive Directors. The total strength of the Board is four directors consisting one executive director and three non executive independent directors as on 30th June, 2013. The following is the composition of Board of Directors:

<b>As on</b>	<b>Executive Directors</b>	<b>Non Executive Directors</b>	<b>Total</b>
<b>30<sup>th</sup> June, 2013</b>	<b>1</b>	<b>3</b>	<b>4</b>

None of the directors on the Board holds office in more than 15 companies or memberships in committees of the Board in more than 10 Committees or Chairmanship of more than 5 such Committees.

#### **(a) Board Meetings:**

Following Board Meetings were held during the year under report

No. of Meetings: Five (5)

Dates on which meetings held:

06.08.2012

04.12.2012

07.05.2013

08.11.2012

09.02.2013

**(b) Composition and Category & No. of Meetings attended by the Directors:**

Details of Board meetings attended by the directors:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Board Meetings Attended</b>
Sh. Chattar Singh	Director	Executive	5
Sh. Joginder Paul Manhotra	Director	Non Executive	5
Sh. Ram Rang Pandey	Director	Non Executive	5
Sh. Balbhadra Singh	Director	Non Executive	5

- i. None of the Independent Directors have any material pecuniary relationship of transactions with the Company.
- ii. Necessary information as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board for their consideration.

**2. Committees of Board of Directors:**

**(a) Audit Committee**

The Audit Committee meetings are generally organized just before the Board Meeting. The terms of the reference of the Audit Committee includes following items:

- financial reporting process and disclosures,
- reviews annual financial statements,
- management discussion and analysis of financial conditions and result of operation,
- review adequacy of internal audit function,
- related party transactions,
- review financial and risk management policies,
- to look into the reasons for substantial defaults in the payment to the concerned parties,
- oversee compliance with stock exchanges and legal requirements concerning financial statements,
- review auditors qualifications (draft),
- compliance with Accounting Standards,
- recommending the appointment of auditor,
- fixation of audit fee and also approval for the payment of any other services etc.

The following are the members of the Audit Committee as on 30th June, 2013

Sh. Ram Rang Pandey	Chairman
Sh. Joginder Paul Manhotra	Member
Sh. Balbhadra Singh	Member

During the year ended on 30th June 2013, five (5) meetings of Audit Committee were held on 6<sup>th</sup> August, 2012, 8<sup>th</sup> November, 2012, 4<sup>th</sup> December, 2012, 9<sup>th</sup> February, 2013 and 7<sup>th</sup> May, 2013. The attendance record of members of the Audit Committee is as under:

Name of Director	No. of Audit Committee meetings attended
Sh. Ram Rang Pandey	5
Sh. Joginder Paul Manhotra	5
Sh. Balbhadra Singh	5

**(b) Shareholders Grievance Committee**

The Committee reviews redressing of shareholders and investors complaints like transfer of shares, non-receipt of Balance Sheets etc. besides complaints from SEBI, Stock Exchanges, Court and various Investor forums. The following are the members of the Shareholder's Grievance Committee as on 30th June, 2013

Sh. Ram Rang Pandey	(Chairman)
Sh. Joginder Paul Manhotra	(Member)
Sh. Balbhadra Singh	(Member)

No meeting of this Committee was held during the year ended on 30.06.2013, there being no investor complaint.

**(c) Remuneration Committee**

The Board has constituted the Remuneration Committee to meet the requirements of Schedule XIII to the Companies Act, 1956. The following are the members of the Remuneration Committee as on 30th June, 2013:

Sh. Ram Rang Pandey	(Chairman)
Sh. Joginder Paul Manhotra	(Member)
Sh. Balbhadra Singh	(Member)

No Remuneration committee meeting was held during the year ended 30th June, 2013

Details of remuneration paid to Executive Director:

Name	Amt. in Rs.
Sh. Chattar Singh	70800/-

### **3. General body Meetings:**

#### **a) Annual General Meetings**

The details of last three Annual General Meetings are given as follows:

31.12.10	20 <sup>th</sup>	Dhandari Khurd, Phase-VII, Focal Point, Ludhiana
31.12.11	21 <sup>st</sup>	Dhandari Khurd, Phase-VII, Focal Point, Ludhiana
31.12.12	22 <sup>nd</sup>	Dhandari Khurd, Phase-VII, Focal Point, Ludhiana

Special resolution passed during last three Annual General Meetings:

1. Special Resolution carried on 31<sup>st</sup> December, 2011 for payment of remuneration to Executive Director- Mr. Chattar Singh.

The company has not passed any resolution through postal ballot during the financial year 2012-2013.

#### **b) Extra Ordinary General Meeting**

No Extra Ordinary General Meeting was held during the year ended on 30th June, 2013.

### **4. Disclosures**

1. There was no material significant transaction with the director(s) or the Management, their subsidiaries or relatives, etc. that have any potential conflict with the interest of the company at large. Being a sick industrial company the company was unable to clear its dues towards stock exchanges. However, the management is making necessary arrangements with the Stock Exchanges to under various schemes to clear out its dues.

#### **2. (i) Mandatory Requirements**

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement with the Stock exchanges.

#### **(ii) Non Mandatory Requirements**

The Company has set up a Remuneration Committee of the Board of Directors, details of which have been provided above.

The Company has prescribed a Code of Internal Procedures and Conduct for Prevention of Insider Trading. The code, inter alia, prohibits purchase/sale of shares of the Company by Directors/employees while in possession of unpublished price sensitive information in relation to the Company.



## 5. Means of Communication

The company is regular in sending its quarterly results to all the Stock Exchanges, on which the company's shares are listed after they are approved by the Board of Directors well within the prescribed time frame.

## 6. General Shareholder Information:

i) 23<sup>rd</sup> Annual General Meeting for the year ended on 30<sup>th</sup> June, 2013

Date : 30<sup>th</sup> December, 2013.  
Time : 1.00 P.M.  
Venue : Regd. Office, Dhandari Khurd, Behind- 638,  
Phase-VII, Focal Point, Ludhiana.

ii) Financial Calendar (2013-2014) : 1<sup>st</sup> July, 2013 to 30<sup>th</sup> June, 2014

First Quarter Results : October, 2013

Second Quarter Results : January, 2014

Third Quarter Results : April, 2014

Last Quarter Results : July, 2014

iii) Dates of Book closure : Friday the 27<sup>th</sup> day of December, 2013 to Monday the 30<sup>th</sup> day of December, 2013 (both days inclusive)

iv) Listing : a) The Delhi Stock Exchange Association Ltd.  
b) Bombay Stock Exchange Limited  
c) The Ludhiana Stock Exchange Association Ltd.

v) Distribution of Shareholders : As on 30<sup>th</sup> June 2013 the company has 15106 shareholders having a total number of 4800000 equity shares. The following is the distribution of shareholdings:

Category	No. of Share holders	% of Share holders	Aggregate No. of Shares held (Rs.)	% of Share holding
Upto 5000	14990	99.23	3481440	72.53
5001-10000	75	0.50	59520	1.24
10001-20000	22	0.15	40320	0.84
20001-30000	2	0.01	4800	0.10
30001-40000	---	---	---	---
40001-50000	5	0.03	22080	0.46
50001-100000	1	0.01	10080	0.21
100001 & above	11	0.07	1181760	24.62
<b>Total</b>	<b>15106</b>	<b>100.00</b>	<b>4800000</b>	<b>100</b>

vi) The shareholding pattern as on 30th June, 2013 is given hereunder:

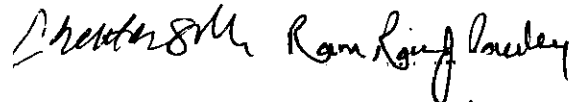
Category	As on 30 <sup>th</sup> June 2013		As on 30 <sup>th</sup> June 2012	
	No. of Shares	%	No. of Shares	%
Promoters & Directors	873600	18.20	873600	18.20
Mutual Funds	----	----	----	----
Banks/ Financial Institutions	----	----	----	----
Foreign Holding (Fills, NRI's, OCB's)	99840	2.08	99840	2.08
Body Corporate	3638400	75.80	3638400	75.80
Indian Public	188160	3.92	188160	3.92
<b>Total</b>	<b>4800000</b>	<b>100</b>	<b>4800000</b>	<b>100</b>

vii) Stock Market Data : There has been no trading in the scrip during the financial Year ended on 30th June, 2013.

viii) Registrar and Transfer Agent : The Company has appointed M/s Skyline Financial Services Limited, New Delhi as Registrar and Transfer Agents.

ix) Address for Correspondence : Thapar Exports Limited  
Regd. Office: Dhandari Khurd, Behind-638,  
Phase- VIII, Focal Point, Ludhiana.

By order of the Board of Directors  
For THAPAR EXPORTS LIMITED



(Chattar Singh)

(Ram Rang Pandey)

Executive Director


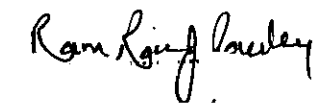
Director

PLACE: Ludhiana  
DATED: 16/09/2013

**Declaration by the Executive Director under Clause 49(1D) of the Listing Agreement**

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Directors and Senior Management, as approved by the Board for the Financial Year Ended 30th June, 2013.

By order of the Board of Directors  
For THAPAR EXPORTS LIMITED

(Chattar Singh)

(Ram Rang Pandey)

Executive Director

Director

**PLACE: Ludhiana**

**DATED: 16/09/2013**

**Director's Certification under Clause 49(V) of the Listing Agreement**

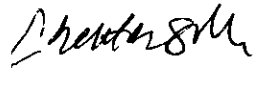
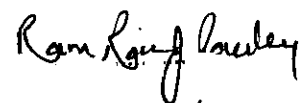
To,

The Board of Directors,  
Thapar Exports Limited,  
Regd. Office: Dhandari Khurd, Behind-638,  
Phase VII, Focal Point, Ludhiana.

We hereby confirm

1. that I have reviewed the financial statements and the cash flow statements for the year and to the best of my knowledge and belief:
  - a) these statements do not contain any materially untrue statement and figures and do not omit any material fact which may make the statements or figures contained therein misleading.
  - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, laws and regulations.
2. that to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. there are proper and effective internal control systems pertaining to financial reporting.
4. that all the significant changes in internal controls and accounting policies (if any) during the years were disclosed to the auditors and the audit committee.

By order of the Board of Directors  
For THAPAR EXPORTS LIMITED

(Chattar Singh)

(Ram Rang Pandey)

Executive Director

Director

**PLACE: Ludhiana**  
**DATED: 16/09/2013**

## C E R T I F I C A T E

To,  
The Members of  
Thapar Exports Limited

We have examined the compliance of the conditions of Corporate Governance by Thapar Exports Limited for the financial year ended on 30th June, 2013 as stipulated in Clause 49 of Listing Agreement of the said Company with the Stock Exchanges.

The Compliances of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuing compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Board of Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that based on the reports given by the Director of the Company there were no investor grievance matters against the Company remaining unattended/pending for more than 30 days.

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

For VIMAL DIXIT and ASSOCIATES  
CHARTERED ACCOUNTANTS

**Place: Ludhiana.**  
**Date: 16/09/2013**

Sd/-

Partner

Membership No. 078201