

GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Eighth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2015.

1. PROJECT OF THE COMPANY

Your Company, a Joint Venture between Jaiprakash Associates Limited (JAL) and Gujarat Mineral Development Corporation Limited (GMDC) was incorporated, *inter-alia*, to implement a 2.4 Million tones per annum capacity cement plant in District Kutch, Gujarat.

Out of approximately 484 hectares of land required for setting up the Project, 27 hectares are Private land and 457 hectares are Government land.

Major part of Private land (22 hectares) has been purchased by the Company. However pending necessary approval from the Government of Gujarat, the Government land is yet to be acquired by the Company.

The Board is examining various options in the way forward for the Company.

2. DIVIDEND

Since the Company is yet to commence operations, no dividend is recommended.

3. SHARE CAPITAL

The Authorized Share Capital of the Company is Rs. 100,00,00,000 crore and the paid-up capital of the Company on March 31, 2015 stood at Rs. 73,40,000/-, the same as on March 31, 2014.

4. DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 and / or Section 76 of the Companies Act, 2013 and the Rules framed thereunder.

5. DIRECTORATE

A. Cessation of Directorship

Keeping in view the ceiling on the number of companies on which one can become a Director, Shri Manoj Gaur has resigned from the office of the Chairman/ Director w.e.f. March 27, 2015.

The Board placed on record its appreciation for the valuable services rendered by Shri Manoj Gaur as Chairman/ Director.

B. Retirement by rotation

Shri Rahul Kumar and Shri P.V. Vora shall retire by rotation at the forthcoming Annual General Meeting of the Company and, being eligible, offers themselves for re-appointment. Proposals for their re-appointment have been included in the Notice of the Annual General Meeting for your approval.

6. STATUTORY AUDITORS

M/s DPSV & Associates, Chartered Accountants (Registration No. 325669E), Statutory Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offered themselves for re-appointment for financial years 2015 – 16 to 2018-19.

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained a written certificate from the Statutory Auditors to the effect that their re-appointment, if made, would be in conformity with the limits specified in the sub-section(g) of Section 141(3) of the Companies Act, 2013 and they fulfil the criteria laid down u/s 141 of the Companies Act, 2013. Further, they are eligible for re-appointment as Statutory Auditors of the Company till the conclusion of the 10th

Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting.

7. EMPLOYEE RELATIONS

Cordial industrial relations were maintained at the Company's Offices. The Management appreciates the support of the employees and looks forward to their continuous support in future.

8. REQUIREMENTS AS PER SECTION 134 (3) OF THE COMPANIES ACT, 2013

8.1 EXTRACT OF THE ANNUAL RETURN AS PER SECTION 134 (3) OF THE COMPANIES ACT, 2013

The extract of the Annual Return as on the financial year ended March 31, 2015 as provided under Section 92(3) of the Companies Act, 2013 in Form MGT 9 is at Annex -1.

8.2 NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2014-15, the Board held four meetings on 20.05.2014, 11.09.2014, 30.12.2014 and 23.02.2015.

8.3 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement shall state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures
- (b) The directors had 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 and loss of the company for that period

- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8.4 STATEMENT OF DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

Provisions of Section 149(6) and 149 (7) of the Companies Act, 2013 are not applicable to the Company.

8.5 NOMINATION AND REMUNERATION POLICY UNDER SECTION 178(3)

Provisions of Section 178(3) of the Companies Act, 2013 are not applicable to the Company.

8.6 COMMENT ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE (IF ANY)- BY THE AUDITOR IN HIS REPORT

The observations of Statutory Auditors and Notes on Accounts are self-explanatory.

Provision for Secretarial Audit is not applicable for the Company.

8.7 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not provided any guarantee and has not made any investments or given any loan.

8.8 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

The Company has not entered into any Contracts or Arrangements with Related Parties.

8.9 THE STATE OF COMPANY'S AFFAIRS

The State Of Company's Affairs is given in paragraph no. 1 above.

8.10 THE AMOUNTS, IF ANY, WHICH COMPANY PROPOSES TO CARRY ANY RESERVES

The amount that the Company proposes to carry any reserves is Nil.

8.11 THE AMOUNT, IF ANY, WHICH COMPANY RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND

The amount that the Company recommends for payment of dividend is Nil.

8.12 MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no material changes and commitments, affecting the financial position of the Company between the end of financial year of the company to which the financial statements relate and the date of the report.

8.13 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with respect to conservation of energy, technology absorption, pursuant to Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules 2014 are not applicable as the Company is yet to commence operations. There has been no Foreign exchange earnings & outgo during the period under report.

8.14 STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY.

The provisions for Risk Management policy are not applicable to the Company.

8.15 DETAILS ABOUT THE POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES TAKEN DURING THE YEAR

The provisions of Section 135 of the Companies Act, 2013 on Corporate Social Responsibilities are not yet applicable to the Company.

8.16 STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS.

The Annual Evaluation of the Board, its Committees and Directors is not applicable to the Company.

8.17 THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

8.18 DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has laid down strong Internal Financial Controls & check & behaviors which are effective and operational.

8.19 DETAILS PERTAINING TO REMUNERATION AS PER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

As the Company is not a listed Company Rule 5(1) is not applicable.

8.20 DETAILS PERTAINING TO REMUNERATION AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

During the period under report the Company did not have any employee who was in receipt of Remuneration which is required to be disclosed in the Directors Report as per Rule 5(2) & (3).

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

Since the Company has no employee on its roll, the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 is not applicable.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and gratitude to various Departments of Government of Gujarat and Central Government for their valuable support and co-operation. Your Directors also wish to place on record their appreciation for the shareholders for their continued support.

On behalf of the Board



(P.V. VORA)
Director

Place : New Delhi
Dated : May 27, 2015



(RAHUL KUMAR)
Director

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2015

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

I. REGISTRATION AND OTHER DETAILS:

1	CIN	U26943GJ2007PLC051360
2	Registration Date	20/07/2007
3	Name of the Company	Gujarat Jaypee Cement & Infrastructure Limited
4	Category / Sub-Category of the Company	Company limited by shares/Indian Non-Government Company
5	Address of the Registered office and contact details	SUMERU, Final Plot No.123 Behind Andaz Party Plot Opp. J.B Farm, Shital Motors Lane, Makarba cross road, Ahmedabad. Gujarat- 380058
6	Whether listed company (Yes/No)	Unlisted
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Nil

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Portland Cement	23942	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
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Holding Company

1.	Jaiprakash Associates Limited	L14106UP1995PLC019017	Holding	74%	2(46)
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Subsidiary Company

2.					
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Associate Companies*

3.					
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***Note:** The Associates are as per definition u/s 2(6) of Companies Act, 2013 & Rule no. 2(r) of the Companies (Specifications of Definitions Details) Rules, 2014.

IV) SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2014				No. of Shares held at the end of the year i.e. 31.03.2015				% change during the year
	Physical		% of total shares		Physical		% of total shares		
	Demat	Total	Total	% of total shares	Demat	Total	Total	% of total shares	
A) Promoters									
1) Indian									
a)Individual/HUF									
1. Shri Manoj Gaur jointly with Jaiprakash Associates Limited	—	9000	9000	1.23	—	9000	9000	1.23	NIL
2. Shri Sunil Kumar Sharma jointly with Jaiprakash Associates Limited	—	9000	9000	1.23	—	9000	9000	1.23	NIL
3. Shri A.K.Jain jointly with Jaiprakash Associates Limited	—	9000	9000	1.23	—	9000	9000	1.23	NIL
4. Shri P.V.Vora jointly with Jaiprakash Associates Limited	—	9000	9000	1.23	—	9000	9000	1.23	NIL
5. Shri Ranvijay Singh jointly with Jaiprakash Associates Limited	—	9000	9000	1.23	—	9000	9000	1.23	NIL

6. Shri Rahul Kumar jointly with Jaiprakash Associates Limited	—	9000	9000	1.23	—	9000	9000	1.23	—	9000	9000	1.23	NIL
7. Shri Alok Gaur jointly with Jaiprakash Associates Limited	—	9000	9000	1.23	—	9000	9000	1.23	—	9000	9000	1.23	NIL
b) Central Government	—	—	—	—	—	—	—	—	—	—	—	0	NIL
c) State Government(s)	—	—	—	—	—	—	—	—	—	—	—	0	NIL
d) Bodies Corporation	—	—	—	—	—	—	—	—	—	—	—	—	NIL
1. Jaiprakash Associates Limited	—	480160	480160	65.42	—	480160	480160	65.42	—	480160	480160	65.42	NIL
2. Gujarat Minerals Development Corporation Limited	—	190840	190,840	26.00	—	190840	190840	26.00	—	190840	190840	26.00	NIL
e) Banks/FI	—	—	—	—	—	—	—	—	—	—	—	—	NIL
f) Any other (specify) - Trusts - Wherein Company is Beneficiary*	—	—	—	—	—	—	—	—	—	—	—	—	NIL
Sub-total (A) (1):-	—	734000	734000	100.00	—	734000	734000	100.00	—	734000	734000	100.00	NIL
2) Foreign	—	—	—	—	—	—	—	—	—	—	—	—	—
a) NRIs - Individuals	—	—	—	—	—	—	—	—	—	—	—	—	NIL
b) Other-Individuals	—	—	—	—	—	—	—	—	—	—	—	—	NIL
c) Bodies Corporation	—	—	—	—	—	—	—	—	—	—	—	—	—
d) Banks/FI	—	—	—	—	—	—	—	—	—	—	—	—	NIL
e) Any other	—	—	—	—	—	—	—	—	—	—	—	—	NIL
Sub-total (A) (2):-	—	—	—	—	—	—	—	—	—	—	—	—	NIL
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	—	734000	734000	—	—	734000	734000	—	—	734000	734000	—	NIL
B) Public Shareholding													NIL
1. Institutions													NIL
a) Mutual Funds	—	—	—	—	—	—	—	—	—	—	—	—	NIL

b) Banks/FI	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
c) Central Government	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
d) State Government (s)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
f) Insurance Companies	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
g) FIIs	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
I) Others (specify)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
Sub-total(B)(1):-	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
2. Non-Institutions	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
a) Bodies Corporation	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
i) Indian	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
ii) Overseas	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
b) Individuals	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
c) Others (specify)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
Sub-total(B)(2):-	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
Total public shareholding (B) = (B)(1)+(B)(2)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
C) Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL
Grand Total (A+B+C)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	NIL

ii) Shareholding of Promoters

Sl.No	Shareholders's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares pledged / encumbered to total shares	
1	Shri Manoj Gaur jointly with Jaiprakash Associates Limited	9,000	1.23	NIL	9,000	1.23	NIL	NIL
2	Shri Sunil Sharma jointly with Jaiprakash Associates Limited	9,000	1.23	NIL	9,000	1.23	NIL	NIL
3	Shri P.V.Vora jointly with Jaiprakash Associates Limited	9,000	1.23	NIL	9,000	1.23	NIL	NIL
4	Shri A.K.Jain jointly with Jaiprakash Associates Limited	9,000	1.23	NIL	9,000	1.23	NIL	NIL
5	Shri Ranvijay Singh jointly with Jaiprakash Associates Limited	9,000	1.23	NIL	9,000	1.23	NIL	NIL
6	Shri Alok Gaur jointly with Jaiprakash Associates Limited	9,000	1.23	NIL	9,000	1.23	NIL	NIL
7	Shri Rahul Kumar jointly with Jaiprakash Associates Limited	9,000	1.23	NIL	9,000	1.23	NIL	NIL
8	Jaiprakash Associates Limited	480,160	65.42	NIL	480,160	65.42	NIL	NIL
9	Gujarat Minerals Development Corporation Limited	190,840	26.00	NIL	190,840	26.00	NIL	NIL
	Total	734,000	100.00	NIL	734,000	100.00	NIL	NIL

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

Name of the Promoter - Shri Manoj Gaur jointly with Jaiprakash Associates limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9,000	1.23	9,000	1.23
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	9,000	1.23	9,000	1.23

Name of the Promoter - Shri Sunil Kumar Sharma jointly with Jaiprakash Associates limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9,000	1.23	9,000	1.23
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	9,000	1.23	9,000	1.23

Name of the Promoter - Shri P.V. Vora jointly with Jaiprakash Associates limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9,000	1.23	9,000	1.23
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	9,000	1.23	9,000	1.23

Name of the Promoter - Shri Ashok Kumar Jain jointly with Jaiprakash Associates limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9,000	1.23	9,000	1.23
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	9,000	1.23	9,000	1.23

Name of the Promoter - Shri Ranvijay Singh jointly with Jaiprakash Associates limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9,000	1.23	9,000	1.23
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	9,000	1.23	9,000	1.23

Name of the Promoter - Shri Alok Gaur jointly with Jaiprakash Associates limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9,000	1.23	9,000	1.23
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	9,000	1.23	9,000	1.23

Name of the Promoter - Shri Rahul Kumar jointly with Jaiprakash Associates limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9,000	1.23	9,000	1.23
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	9,000	1.23	9,000	1.23

Name of the Promoter - Jaiprakash Associates Limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	480,160	65.42	480,160	65.42
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	480,160	65.42	480,160	65.42

Name of the Promoter - Gujarat Minerals Development Corporation Limited					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	190,840	26.00	190,840	26.00
2	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):			No Change During the year	
3	At the end of the year	190,840	26.00	190,840	26.00

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

NIL as all the shares are held by Promoters/Directors

1. Name of the Shareholder -					
Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	For each of the top 10 shareholders				
1	At the beginning of the year	-	-	-	-
2	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

2. Name of the Shareholder -					
Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	For each of the top 10 shareholders				
1	At the beginning of the year	-	-	-	-
2	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

3. Name of the Shareholder -					
Sl.No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

4. Name of the Shareholder -					
Sl.No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

5. Name of the Shareholder -					
Sl.No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

6. Name of the Shareholder -					
Sl.No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

7. Name of the Shareholder -					
Sl.No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

v) Shareholding of Directors and Key Managerial Personnel:

1	Name of the Director - Shri Rahul Kumar				
	Designation - Director				
			Shareholding at the beginning of the year i.e 01.04.2014		Cumulative Shareholding during the year i.e 31.03.2015
Sl.No.	Particulars	No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9000	1.23	9000	1.23
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	9000	1.23	9000	1.23

2	Name of the Director - Shri Prabodh Vraj Lal Vora				
	Designation - Director				
			Shareholding at the beginning of the year i.e 01.04.2014		Cumulative Shareholding during the year i.e 31.03.2015
Sl.No.	Particulars	No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9000	1.23	9000	1.23
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	9000	1.23	9000	1.23

3	Name of the Director - Shri Ranvijay Singh				
	Designation - Director				
		Shareholding at the beginning of the year i.e 01.04.2014		Cumulative Shareholding during the year i.e 31.03.2015	
Sl.No.	Particulars	No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	9000	1.23	9000	1.23
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	9000	1.23	9000	1.23

4	Name of the Director - Shri Virender Singh Bajaj				
	Designation - Director				
		Shareholding at the beginning of the year i.e 01.04.2014		Cumulative Shareholding during the year i.e 31.03.2015	
Sl.No.	Particulars	No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	-	-	-	-

5	Name of the Director - Shri VipulBhai Harshadbhai Raja				
	Designation - Director				
		Shareholding at the beginning of the year i.e 01.04.2014		Cumulative Shareholding during the year i.e 31.03.2015	
Sl.No.	Particulars	No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	-	-	-	-

6	Name of the Director - Shri Ajay Kumar Laxmansinh Thakor				
	Designation - Director				
		Shareholding at the beginning of the year i.e 01.04.2014		Cumulative Shareholding during the year i.e 31.03.2015	
Sl.No.	Particulars	No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year	-	-	-	-

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

Rs. in Crores

S. No.		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A)	Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
	i) Principal Amount	NIL	NIL	NIL	NIL
	ii) Interest due but not paid	NIL	NIL	NIL	NIL
	iii) Interest accrued but not due	NIL	NIL	NIL	NIL
	Total (i+ii+iii)	NIL	NIL	NIL	NIL
B)	Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
	Addition	NIL	NIL	NIL	NIL
	Reduction	NIL	NIL	NIL	NIL
	Net Change	NIL	NIL	NIL	NIL
C)	Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
	i) Principal Amount	NIL	NIL	NIL	NIL
	ii) Interest due but not paid	NIL	NIL	NIL	NIL
	iii) Interest accrued but not due	NIL	NIL	NIL	NIL
	Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		-	-	-	-	
1	Gross Salary	NIL				NIL
	a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	NIL				NIL
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL				NIL
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	NIL				NIL
2	Stock Option	NIL				NIL
3	Sweat Equity	NIL				NIL
4	Commission - as % of profit - others specify...	NIL				NIL
5	Others, please specify	NIL				NIL
	Total (A)	NIL				NIL
	Ceiling as per the Act					

Ceiling calculated as per Section 197, 198 read with Schedule III

B) Remuneration to other Directors:

Sl.No.	Particulars of Remuneration	Name of Director				Total Amount
		-	-	-	-	
1	Independent Directors	NIL				NIL
	Fee for attending Board/ committee meetings	NIL				NIL
	Commission	NIL				NIL
	Others, please specify	NIL				NIL
	Total (1)	NIL				NIL
2	Other Non-Executive Directors	NIL				NIL
	Fee for attending board committee meetings	NIL				NIL
	Commission	NIL				NIL
	Others, please specify	NIL				NIL
	Total (2)	NIL				NIL
	Total (B) = (1+2)	NIL				NIL
	Total Managerial Remuneration	NIL				NIL
	Ceiling as per the Act					

Ceiling calculated as per Section 197, 198 read with Schedule III

C) Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary	NIL	NIL	NIL	NIL
	a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL	NIL
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority [RD/NCLT/ Court]	Appeal made if any (give details)
A) Company					
Penalty					
Punishment					
Compounding					
B) Directors					
Penalty					
Punishment					
Compounding					
B) Others Officers in Default					
Penalty					
Punishment					
Compounding					



(P.V. Vora)
Director



(Rahul Kumar)
Director

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED** which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. the Company does not have any pending litigations which would impact its financial position;
 - b. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - c. there were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company.

For D P S V & Associates

Chartered Accountants

Firm's Registration # 325669E



(CA Saroj Ranjan Mallik)

Partner

Membership # 062280

Camp: New Delhi, May 27, 2015

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF GUJRAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED ON THE FINANCIAL STATEMENTS, FOR THE YEAR ENDING 31ST March, 2015.

We Report that:

- I (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification by the management.
- II The Company is yet to commence its commercial operation and accordingly does not have any inventory. Hence clause 3 (ii) (a) to (c) of the Order is not applicable.
- III The Company has not granted any loans, secured or unsecured to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 3 (iii) (a) & (b) of the Order is not applicable.
- IV On the basis of checks carried out during the course of audit and as per explanations given to us, we are of the opinion that there is adequate internal control system commensurate with the size of the Company and the nature of its business; for the purchase of fixed assets. The Company has neither purchased any inventory nor sold any goods & services during the year. Further, on the basis of our examination of the records of the Company and according to the information and explanation given to us, no major weakness has been noticed or reported in the internal controls.
- V The company has not accepted any deposits, and thereby the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, were not applicable.
- VI The company is required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013; but as the company is yet to commence the commercial operation, it has not maintained such records.
- VII (a) According to the explanation and information given to us and on the basis of our examination of the books of accounts, the company is regular in depositing undisputed statutory dues with the appropriate authorities. Further, according to the information and explanations given to us and the records of the company examined by us, there were no arrears of outstanding dues as at March 31, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no statutory dues which have not been deposited on account of any dispute.



- (c) There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company.
- VIII The accumulated loss (non-operational) at the end of the financial year exceeds 50% of the net worth of the Company. Further, the Company has incurred cash losses in the current financial year as well as in the preceding financial year.
- IX The Company did not have any dues payable to any financial institution or bank or debenture holders.
- X According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank or financial institutions during the period ended March 31, 2015.
- XI The Company has not taken any term loan for any purposes.
- XII During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practice in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such cases by the Management.

For D P S V & Associates
Chartered Accountants
Firm's Registration # 325669E



(CA Saroj Ranjan Mallik)

Partner

Membership # 062280

Camp: New Delhi, May 27, 2015

GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED
BALANCE SHEET AS AT 31st MARCH, 2015

PARTICULARS	Note No.	As at 31st March, 2015		As at 31st March, 2014	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
(a) Share Capital	2.1	73,40,000		73,40,000	
(b) Reserves and Surplus	2.2	(29,38,148)	44,01,852	(18,84,934)	54,55,066
2 Current Liabilities					
(a) Other current liabilities	2.3	1,12,360	1,12,360	1,12,465	1,12,465
TOTAL			45,14,212		55,67,531
II ASSETS					
1. Non-Current Assets					
(a) Fixed assets					
(i) Tangible assets	2.4	10,31,158		10,90,872	
(b) Long-term loans and advances	2.5	-	10,31,158	9,73,250	20,64,122
2. Current Assets					
(a) Cash and bank balances	2.6	34,12,213		34,23,291	
(b) Other current assets	2.7	70,841	34,83,054	80,118	35,03,409
TOTAL			45,14,212		55,67,531
Significant accounting policies and notes to financial statements	1 & 2				

As per our report attached

For and on behalf of the Board


For DPSV & Associates
Chartered Accountants
Firm's Registration No. 325669E


Saroj Ranjan Mallik
Partner
Membership No. 062280



Camp : New Delhi
Date: 27/05/2015


P.V. Vora
Director


Rahul Kumar
Director

GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

	PARTICULARS	Note No.	for the year ending 31st March, 2015		for the year ending 31st March, 2014	
			Rs.	Rs.	Rs.	Rs.
I	Revenue					
	Revenue from Operations		-		-	
	Other Income	2.8	2,87,387		2,64,630	
	Total Revenue (I)			2,87,387		2,64,630
II	Expenses					
	Depreciation & Amortization Expenses		-		4,058	
	Other Expenses	2.9	2,79,564		1,96,138	
	Total Expenses (II)			2,79,564		2,00,196
III	Profit Before Exceptional Items and Tax (I-II)			7,823		64,434
IV	Exceptional Item (Provision on advance for land)	2.10		9,73,250		-
V	Profit Before Tax (III-IV)			(9,65,427)		64,434
VI	Tax Expense:					
	Current tax		89,000		82,000	
	Excess provision for previous years reversed		(1,213)		-	
				87,787		82,000
VII	Profit/(Loss) for the period (V-VI)			(10,53,214)		(17,566)
VII	Earnings per equity share:					
	(1) Basic			(1.43)		(0.02)
	(2) Diluted			(1.43)		(0.02)
	Significant accounting policies and notes to financial statements	1 & 2				

As per our report attached

For and on behalf of the Board

For DPSV & Associates
Chartered Accountants
Firm's Registration No. 325669E


Saroj Ranjan Mallik
Partner
Membership No. 062280



Camp : New Delhi
 Date: 27/05/2015


P.V. Vora
Director


Rahul Kumar
Director

Significant accounting policies and notes to financial statements

1. Significant accounting policies

a) General

- i) The accounts are prepared on the historical cost basis and on the principles of going concern.
- ii) Accounting policies not specifically referred to otherwise are consistent and in accordance with generally accepted accounting principles.

b) Fixed Assets

Fixed Assets are stated at cost. Cost of Fixed Assets is arrived at after including therein expenses for bringing the respective assets to working conditions.

c) Recognition of Income and Expenditure

Revenue/Incomes & Cost/Expenditures are accounted for on accrual basis as they are earned or incurred.

d) Incidental Expenditure During Construction period

Expenditure incurred on the project during implementation will be capitalized and apportioned to various assets on commissioning of the project.

e) Preliminary Expenses

Preliminary Expenses is written off as per the provisions of AS-26.

f) Taxation

Provision for current tax is made in accordance with the Income Tax Act, 1961.

Deferred Tax Assets/Liability are computed by applying tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

g) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and are adjusted to reflect the current best estimates

h) Contingent Liability

Contingent Liability is not provided for in the books of accounts and are disclosed by way of Notes on Accounts.



2 Notes to financial statements

2.1 Share Capital

(In Rupees)

Particulars	As at	
	March 31, 2015	March 31, 2014
Authorised 10,00,00,000 Equity Shares of Rs. 10/- par value	1,00,00,00,000	1,00,00,00,000
Issued, Subscribed and Fully Paid-up 7,34,000 Equity Shares of Rs 10/- par value	73,40,000	73,40,000
	<u>73,40,000</u>	<u>73,40,000</u>

The Company has only one class of shares referred to as Equity Shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share and receive dividend.

The reconciliation of the number of shares outstanding as at March 31, 2015 is set out below:

Particulars	As at	
	March 31, 2015	March 31, 2014
Number of Shares at the beginning	7,34,000	7,34,000
Add: Shares issued during the year	-	-
Number of Shares at the End	<u>7,34,000</u>	<u>7,34,000</u>

Out of Equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

Particulars	Nature of Relationship	As at
		March 31, 2015
Jaiprakash Associates Limited	Holding Company	<u>5,43,160</u>
		<u>5,43,160</u>

The details of Shareholders holding more than 5% shares

Name of the Shareholder	March 31, 2015		March 31, 2014	
	No. of Shares	% held	No. of Shares	% held
Jaiprakash Associates Limited	5,43,160	74%	5,43,160	74%
Gujrat Mineral Development Corporation Limited	1,90,840	26%	1,90,840	26%

2.2 Reserves and Surplus

(In Rupees)

Particulars	As at	
	March 31, 2015	March 31, 2014
Surplus in Profit and Loss Account		
Opening Balance	(18,84,934)	(18,67,368)
Add: Profit / (Loss) During the year	<u>(10,53,214)</u>	<u>(17,566)</u>
Closing Balance	<u>(29,38,148)</u>	<u>(18,84,934)</u>

2.3 Other current liabilities

(In Rupees)

Particulars	As at	
	March 31, 2015	March 31, 2014
Provision for Expenses	1,02,360	1,02,360
TDS Payable	10,000	10,000
Expense Payable	-	105
	<u>1,12,360</u>	<u>1,12,465</u>



2.4 Tangible Assets

(In Rupees)

	Gross Block			Depreciation			Net Block		
	As at 1-Apr-14	Addition during the Year	Sale/ Transfer/ Disposal during the Year	As at 31-Mar-15	Upto 1-Apr-14	For the Year	Sale/ Transfer/ Disposal during the Year	As at 31-Mar-15	As at 31-Mar-14
	Freehold Land	10,31,158	-	-	10,31,158	-	-	-	10,31,158
Office Equipment	97,048	-	97,048	-	37,334	-	(37,334)	-	59,714
Total	11,28,206	-	97,048	10,31,158	37,334	-	(37,334)	10,31,158	10,90,872
Previous Year	11,28,206	-	-	11,28,206	33,276	4,058	-	37,334	10,90,872



2.5 Long Term Loans and Advances

Particulars	(In Rupees)	
	As at	
	March 31, 2015	March 31, 2014
(Unsecured, considered good)		
Capital Advances	9,73,250	9,73,250
Less: Provisions	9,73,250	
	-	9,73,250

2.6 Cash and bank balances

Particulars	(In Rupees)	
	As at	
	March 31, 2015	March 31, 2014
Cash and cash equivalents		
Cash on Hand	-	15,385
Balance with bank		
- In Current Accounts	5,54,156	1,80,665
- In Term Deposits Account having remaining maturity of 3 months or less	5,19,329	10,69,295
Other bank balances		
Balance with bank		
- In Term Deposits Account having remaining maturity of more than 3 months but not more than 12 months	23,38,728	21,57,946
	34,12,213	34,23,291

2.7 Other current assets

Particulars	(In Rupees)	
	As at	
	March 31, 2015	March 31, 2014
Advance Income Tax (Net)	3,181	2,574
Interest accrued on Term Deposit	67,660	77,544
	70,841	80,118

2.8 Other Income

Particulars	(In Rupees)	
	for the year ended	
	March 31, 2015	March 31, 2014
Interest on Term Deposits	2,87,387	2,64,630
(TDS Rs. 28,737/- (Previous Year Rs 26,463/-))	2,87,387	2,64,630

2.9 Other Expenses

Particulars	(In Rupees)	
	for the year ended	
	March 31, 2015	March 31, 2014
Travelling & Conveyance Expenses	75,813	60,230
Bank Charges	562	65
Legal, Professional & Consultancy Fee	24,954	17,191
Rates, Taxes and Fees	6,161	5,730
Auditor's Remuneration		
- Audit Fee	1,12,360	1,12,360
- Advisory & other Services	-	562
Loss on discarded assets	59,714	-
	2,79,564	1,96,138

2.10 In view of the prevailing circumstances wherein the land proposed for the project has not been sanctioned / acquired by the Company till date, there is a possibility that the land could not be acquired in future by the Company or the advances given to the villagers will not be recoverable. Therefore, a provision for Rs. 9,73,250/- (Previous Year Rs. Nil) has been made against advances and other expenses incurred for acquisition of land from villagers.



- 2.11 Capital Commitment remaining to be executed and not provided for as on March 31, 2015 is Rs Nil/- (Previous Year Rs, Nil)
- 2.12 Contingent liabilities Rs. NIL as on 31st March, 2015 (Previous Year Rs, Nil)
- 2.13 The Company is a joint venture company in pursuance of a Shareholders' Agreement entered into between M/s. Jaiprakash Associates Limited and M/s. Gujarat Mineral Development Corporation Limited on 1st June, 2007.
- 2.14 There is no Deferred Tax Liabilities / Assets as at 31st March, 2015.
- 2.15 There are no Small Scale Industrial Undertakings to whom the company owes more than Rs.1,00,000/- outstanding for more than 30 days as at 31st March, 2015.
- 2.16 The information pursuant to the paragraph 5 (viii) of part-II of General instructions in preparation of Profit & Loss Account to Schedule III of the Companies Act, 2013 is either Nil or not applicable.
- 2.17 Related Party Disclosures as required in terms of "Accounting Standard[AS] – 18" are given below:

Relationships:

- A. Holding Company : Jaiprakash Associates Limited (Holding 74% of the paid-up equity share capital)
- B. Fellow Subsidiary Companies:
- 1 Jaiprakash Power Ventures Limited
 - 2 Himalayan Expressway Limited
 - 3 Jaypee Infratech Limited
 - 4 Jaypee Sports International Limited
 - 5 Bhilai Jaypee Cement Limited
 - 6 Jaypee Ganga Infrastructure Corporation Limited
 - 7 Sangam Power Generation Company Limited (subsidiary of Jaiprakash Power Ventures Limited)
 - 8 Prayagraj Power Generation Company Limited (subsidiary of Jaiprakash Power Ventures Limited)
 - 9 Jaypee Agra Vikas Limited
 - 10 Jaypee Fertilizers & Industries Limited
 - 11 Jaypee Meghalaya Power Limited (subsidiary of Jaiprakash Power Ventures Limited)
 - 12 Jaypee Cement Corporation Limited
 - 13 Jaypee Assam Cement Limited
 - 14 Himalyaputra Aviation Limited
 - 15 Jaypee Powergrid Limited (subsidiary of Jaiprakash Power Ventures Limited)
 - 16 Jaypee Arunachal Power Limited (subsidiary of Jaiprakash Power Ventures Limited)
 - 17 Jaypee HealthCare Limited (subsidiary of Jaypee Infratech Limited)
 - 18 Jaypee Cement Cricket (India) Limited (subsidiary of Jaypee Sports International Limited)
 - 19 Jaypee Cement Hockey (India) Limited (subsidiary of Jaypee Sports International Limited)
 - 20 Himachal Baspa Power Company Limited (subsidiary of Jaiprakash Power Ventures Limited)
 - 21 Himachal Karcham Power Company Limited (subsidiary of Jaiprakash Power Ventures Limited)
 - 22 Jaiprakash Agri Initiatives Company Limited (subsidiary of Jaypee Cement Corporation Limited)
- C. Associate Companies:
- 1 Jaypee Development Corporation Limited (subsidiary of Jaypee Infra Ventures)
 - 2 JIL Information Technology Limited (subsidiary of Jaypee Infra Ventures)
 - 3 Gaur & Nagi Limited (subsidiary of JIL Information Technology Limited)
 - 4 Jaiprakash Kashmir Energy Limited
 - 5 Sonebhadra Minerals Pvt. Limited
 - 6 RPJ Minerals Pvt. Limited
 - 7 Tiger Hills Holiday Resort Private Limited (subsidiary of Jaypee Development Corporation Limited)
 - 8 Anvi Hotels Private Limited (subsidiary of Jaypee Infra Ventures)
 - 9 Sarveshwari Stone Products Private Limited (subsidiary of RPJ Minerals Private Limited)
 - 10 Rock Solid Cement Limited (subsidiary of RPJ Minerals Private Limited)



- 11 Jaypee International Logistics Company Private Limited (subsidiary of Jaypee Infra Ventures)
- 12 Indesign Enterprises Private Limited (subsidiary of Jaypee Infra Ventures)
- 13 Jaypee Infra Ventures (A Private Company with Unlimited Liability)
- 14 Andhra Cements Limited (subsidiary of Jaypee Development Corporation Limited)
- 15 Madhya Pradesh Jaypee Minerals Limited
- 16 MP Jaypee Coal Limited
- 17 MP Jaypee Coal Fields Limited
- 18 Gujrat Mineral Development Corporation Limited (Holding 26% of the Paid-up Capital of the Company)
- 19 Jaypee Uttar Bharat Vikas Private Limited
- 20 Kanpur Fertilizers & Cement Limited

D. Key Management Personnel
NIL

E. Transactions carried out with related parties referred to above in the ordinary course of business:

Nature of Transactions	(In Rupees)	
	Ref A above	Ref C above
NIL	-	-
	(-)	(-)

(Previous Year figures are in brackets)

2.18 The Company is into one operative segment i.e. Manufacturing and sale of Cement. Hence, separate segment reporting is not applicable.

2.19 Previous year figures has been regrouped/rearranged wherever found necessary.

2.20 All the figures have been rounded off to the nearest rupee.

As per our report attached

For and on behalf of the Board

For DPSV & Associates
Chartered Accountants
Firm's Registration No. 325669E


Saroj Ranjan Mallik
Partner
Membership No. 062280




P.V. Vora
Director


Rahul Kumar
Director

Camp : New Delhi
Date: 27/05/2015

GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2015

(In Rupees)

	01.04.2014 to 31.03.2015		01.04.2013 to 31.03.2014	
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit/(Loss) before tax		(9,65,427)		64,434
Adjustment for				
Depreciation	-		4,058	
Exceptional Items	9,73,250		-	
Loss on discard of assets	59,714		-	
Interest Received	(2,87,387)		(2,64,630)	
Changes in Assets & Liabilities	(105)	7,45,472	105	(2,60,467)
NET CASH USED IN OPERATING ACTIVITIES "A"		(2,19,955)		(1,96,033)
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
<u>Inflow</u>				
(a) Interest Received		2,97,271		2,53,704
<u>Outflow</u>				
(b) Increase in Fixed Deposits (not being cash equivalent)		(1,80,782)		(1,57,946)
Taxes (Paid) / Refunded		(88,394)		(78,713)
NET CASH USED IN INVESTING ACTIVITIES "B"		28,095		17,045
(C) CASH FLOW FROM FINANCING ACTIVITIES:				
(a) Repayment of Share Application Money		-		-
		-		-
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		(1,91,860)		(1,78,988)
CASH AND CASH EQUIVALENTS AS AT 01.04.2014 (OPENING BALANCE)		12,65,345		14,44,333
CASH AND CASH EQUIVALENTS AS AT 31.03.2015 (CLOSING BALANCE)		10,73,485		12,65,345

As per our report attached

For and on behalf of the Board

For DPSV & Associates
Chartered Accountants
Firm's Registration No. 325669E

Saraj Ranjan Mallik
Partner
Membership No.

Camp : New Delhi
Date: 27/05/2015



P.V. Vora
Director

Rahul Kumar
Director