

BHILAI JAYPEE
CEMENT LIMITED

ANNUAL REPORT

2014 - 2015

BHILAI JAYPEE CEMENT LIMITED

CIN : U26940CT2007PLC020250

Website : www.bjcl.co.in

**Regd. Office : Bhilai Jaypee Grinding plant, Bhilai Steel Plant
Premises, Slag Road, Bhilai – 490 001, District Durg,
Chhattisgarh**

N O T I C E

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of Bhilai Jaypee Cement Limited will be held on August 24, 2015 at 11.00 A.M. at the Registered Office of the Company at Bhilai Jaypee Grinding plant, Bhilai Steel Plant Premises, Slag Road, Bhilai – 490 001, District Durg, Chhattisgarh to transact the following business:

ORDINARY BUSINESS

- 1.** To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2015, Profit & Loss Statement for the year ending March 31, 2015 and the reports of the Directors and Auditors thereon.
- 2.** To appoint a Director in place of **Shri Y.K. Degan (DIN: 06410029)**, who retires by rotation and, being eligible, offers himself for re-appointment.
- 3.** To appoint a Director in place of **Shri Shiva Dixit (DIN: 00227844)**, who retires by rotation and, being eligible, offers himself for re-appointment.
- 4.** To appoint a Director in place of **Shri V.K. Jain (DIN: 00387576)**, who retires by rotation and, being eligible, offers himself for re-appointment.
- 5.** To appoint a Director in place of **Shri R.B. Singh (DIN: 00229692)**, who retires by rotation and, being eligible, offers himself for re-appointment.
- 6.** To appoint M/s. Awatar & Co., Chartered Accountants, New Delhi, having their Firm (Registration No. 000726N), as Statutory Auditors of the Company for two consecutive financial years i.e. 2015-16 to 2016- 17 to hold office from the conclusion of this 8th Annual General Meeting until the conclusion of the 10th Annual General Meeting, subject to ratification by the Shareholders at every Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS

7. APPOINTMENT OF MS.SIMI GAUR AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 149 and 152 of the Companies Act, 2013 (Act) and the Rules made thereunder and other applicable provisions, if any, of the Act, and the Article of Association of Company, **Ms. Simi Gaur (DIN: 01559528)** be and is hereby appointed as Director of the Company, liable to retire by rotation.”

8. APPOINTMENT OF SHRI NARESH KUMAR KAPILA AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013 (Act) and the Rules made thereunder and other applicable provisions, if any, of the Act, and the Article of Association of Company, **Shri Naresh Kumar Kapila (DIN: 07170895)** be and is hereby appointed as Director of the Company, liable to retire by rotation.”

9. APPOINTMENT OF SHRI RAJEEV NAGPAL AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013 (Act) and the Rules made thereunder and other applicable provisions, if any, of the Act, and the Article of Association of Company, **Shri Rajeev Nagpal (DIN: 03533842)** be and is hereby appointed as Director of the Company, liable to retire by rotation.”

10. APPOINTMENT OF SHRI T.R.KAKKAR AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 149 ,150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Shri T.R.Kakkar (DIN : 02715161)** be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years with effect from March 5, 2015.”

11. APPOINTMENT OF SHRI S.C.K.PATNE AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 149 ,150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Shri S.C.K.Patne (DIN: 00616104)** be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years with effect from March 5, 2015.”

12. APPOINTMENT OF SHRI RAHUL KUMAR AS MANAGING DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, and Schedule V of the Companies Act, 2013 (Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act consent and approval

of the Company be and is hereby accorded to the appointment of **Shri Rahul Kumar (DIN: 00020779)** as Managing Director of the Company for a period of 5 years with effect from May 9, 2015 on the terms and condition stated in the Statement annexed to the Notice convening this meeting.”

13. RATIFICATION OF THE REMUNERATION OF COST AUDITOR


To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16, be paid the remuneration of 50,000/- (Fifty thousand only) as set out in the Statement annexed to the Notice convening this Meeting.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

For BHILAI JAYPEE CEMENT LIMITED


(ANJAN KUMAR BAJPAIE)
Company Secretary

Place: New Delhi
Date: July 22, 2015

NOTES:

- (i) Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under item Nos. 7 to 13 is annexed hereto.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
- (iii) All documents referred to in the Notice and accompanying Statement to be annexed to notice are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11: 00 A.M. and 1: 00 P.M. up to the date of the Annual General Meeting.
- (iv) Members are requested to notify the change, if any, in their address to the Company at its Registered Office quoting their Folio Numbers.

The Following Statement, pursuant to the provision of Section 102 of the Companies Act, 2013 sets out the material facts relating to the special business mentioned in the accompanying Notice.

Item No.7

APPOINTMENT OF MS SIMI GAUR

Ms Simi Gaur was appointed as an Additional Director of the Company w.e.f. March 5, 2015.

By virtue of Section 161 of the Companies Act, 2013, she holds office upto to the date of ensuing Annual General Meeting of the Company.

The Company has received a notice in writing along with a deposit of Rs. 1,00,000/- from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ms. Simi Gaur for the office of Director at the ensuing Annual General Meeting.

Ms Simi Gaur, aged about 42 years, is a Graduate in Economics from Delhi University and has knowledge in Marketing and Finance areas. She is not a director in any other company. She does not hold any share in this Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives except the appointee herself may be deemed to be concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No .8

APPOINTMENT OF SHRI N.K.KAPILA

Shri Naresh Kumar Kapila was appointed as an Additional Director of the Company w.e.f. May 23, 2015.

By virtue of Section 161 of the Companies Act, 2013, he holds office upto to the date of ensuing Annual General Meeting of the Company.

The Company has received a notice in writing along with a deposit of Rs. 1,00,000/- from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Shri Naresh Kumar Kapila for the office of Director at the ensuing Annual General Meeting.

Shri Naresh Kumar Kapila, aged about 60 years is AICWA with 37 Years of experience. Currently, Shri Naresh Kumar Kapila is Executive Director (Finance & Accounts) Bhilai Steel Plant, Steel Authority of India Limited. He is not a director in any other company. He does not hold any share in this Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives except the appointee himself may be deemed to be concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No .9

APPOINTMENT OF SHRI RAJEEV NAGPAL

Shri Rajeev Nagpal was appointed as an Additional Director of the Company w.e.f. May 23, 2015.

By virtue of Section 161 of the Companies Act, 2013, he holds office upto to the the date of ensuing Annual General Meeting of the Company.

The Company has received a notice in writing along with a deposit of Rs. 1,00,000/- from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Shri Rajeev Nagpal for the office of Director at the ensuing Annual General Meeting.

Shri Rajeev Nagpal, aged about 57 years is an MBA, PGDSW and MA with around 34 years of experience Currently, Shri Rajeev Nagpal is General Manager I/c (Business Planning) of Steel Authority of India Limited. Currently, Shri Nagpal is a director in SAIL Jagadishpur Power plant Limited, SAIL RITES Bengal Wagon Industry Private Ltd., Chhattisgarh Mega Steel Limited and SAIL Sindri Projects Ltd. He does not hold any share in this Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives except the appointee himself may be deemed to be concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item Nos . 10 - 11

APPOINTMENT OF INDEPENDENT DIRECTORS

According to Section 149 of the Companies Act, 2013 read with Rule 4 of The Companies (Appointment and Qualification of Directors) Rules 2014,

Bhilai Jaypee Cement Limited with a paid-up capital in excess of Rs.10 crore, turnover in excess of Rs.100 crore and borrowings exceeding Rs.50 crore was required to appoint at least two Directors as Independent Directors.

In terms of the provisions of Section 149 of the Companies Act, 2013, the Independent Directors can be appointed for a term of up to five consecutive years and their appointment would have to be approved at the meeting of the shareholders. Further, the Independent Directors would not be liable to retire by rotation.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee of the Board, has recommended to the Shareholders the appointment of Shri T.R. Kakkar and Shri S.C.K. Patne on the Board of the Company as Independent Directors, for a period of three consecutive years from the date of their appointment by the Board.

The Particulars of the said Independent Directors are given below:

Shri T.R. Kakkar, aged about 74 years, has a rich experience of over 40 years in the administrative and managerial skills. A retired Indian Police Service Officer, he has been the I.G.P. of Andaman and Nicobar Island and Pondicherry; Commissioner of Police Delhi; Director General, National Security Guard (Black Cats) and Special Secretary Home, Government of India. He has travelled around the world to about two dozen countries in his official capacity and has interacted with a galaxy of administrators and political leaders of international repute.

As an Independent Director he shall not be liable to retire by rotation.

Presently he is an Independent Director on the Board of Jaiprakash Associates Limited. He does not hold any share in this Company.

Shri S.C.K. Patne, aged 70 years and is a Bachelor of Science in Engineering (Chemical) from BIT, Sindhri. He has more than 37 years of rich and varied experience in management as a whole and the Steel Industry in particular. He has an illustrative career spanning over 3 decades with SAIL. He was inducted on the Board of SAIL in 1996. In 1998 he was appointed as Director (Project) of SAIL. Shri Patne was the Managing Director/Chairman of The Indian Iron &

Steel Company Limited and was also on the Boards of several companies in the past.

As an Independent Director he shall not be liable to retire by rotation.

Presently he is an Independent Director on the Board of Jaiprakash Associates Limited and a Director of Umas Enterprises Private Limited. He does not hold any share in this Company.

The Company has received the following documents from both the Independent Directors (i) Intimation in Form DIR-8 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies act, 2013 and (ii) a declaration to the effect that he meets the criteria of Independence as provided in sub section (6) of Section 149 of the Companies act, 2013. In the opinion of the Board both the Independent Directors fulfill the conditions specified in the Companies Act 2013 for appointment as independent directors.

The Company has received a Notice in writing along with deposit of Rs. 1,00,000/- each from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidatures of Shri T.R. Kakkar and Shri S.C.K.Patne for the office of Independent Director at the ensuing Annual General Meeting.

A copy each of the draft letters of appointment of the Independent Directors setting out terms and conditions would be available for inspection by any member at the Registered office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions except the appointee Directors themselves.

The Board commends the resolutions for your approval.

Item No. 12

APPOINTMENT OF SHRI RAHUL KUMAR AS MANAGING DIRECTOR

Shri Rahul Kumar is one of the first Directors of the Company since the date of its incorporation i.e. 11th April 2007.

Shri Rahul Kumar aged about 47 years, is a qualified Chartered Accountant, having over 24 years of experience in the fields of accounting, marketing of cement, corporate planning and financing. He has been in charge of marketing in cement, cement sale accounting and also associated with corporate planning functions of Jaiprakash Associates Limited (JAL), He was Designated as Chief Financial Officer (CFO) of the Jaiprakash Associates Limited (JAL) w.e.f. April 1, 2010. Currently, he is Director and CFO of JAL. Besides JAL he is also on the Boards of Gujarat Jaypee Cement & Infrastructure Limited, Jaypee Development Corporation Ltd., Jaypee Fertilizers & Industries Ltd., Jaypee Assam Cement Ltd., Jaiprakash Agri Initiatives Company Ltd., Jaypee Ganga Infrastructure Corporation Ltd., Rock Solid Cement Ltd., Sarveshwari Stone Products Pvt. Ltd., RPJ Minerals Pvt. Ltd, Sonebhadra Minerals Pvt. Ltd. Shri Rahul Kumar holds 188 shares in this Company. Beneficial interest in these shares are held by JAL.

As per Article 182 read with Article 183 of the Articles of Association of the Company, the nominee Director of Jaiprakash Associates Limited (JAL) would be the Managing Director of the Company. Shri Rahul Kumar, a nominee of JAL, was appointed as Managing Director of the Company for a period of five years w.e.f. 09.05.2010 without any remuneration till the Company generated sufficient profits or till the Board decided otherwise. The five year term of Shri Rahul Kumar expired on 08.05.2015.

Keeping in view the contribution of Shri Rahul Kumar as Managing Director, the Board of Directors based on recommendation of the Nomination and Remuneration Committee of the Board, has in its meeting held on March 5, 2015 recommended the re-appointment of Shri Rahul Kumar as Managing Director for a further period of five years w.e.f. 09.05.2015 on the following terms and conditions.

a) Duties and responsibilities:

Subject to the superintendence, control and directions of the Board, to manage the day-to-day affairs of the Company with substantial powers of management to do all such acts, deeds and things as the Company is authorised to do except the powers which are specifically to be exercised by the Board at the meeting or the Company at its general meeting.

b) Remuneration :

The Managing Director shall not be paid any remuneration till the Company generates sufficient profits or till the Board decides otherwise.

The Managing Director shall, however, be entitled to reimbursement of expenses incurred in connection with the Company's business.

As per Article 185 of the Article of Association of the Company the remuneration and other terms of appointment of the Managing Director shall be fixed by the Board and are subject to approval of the Shareholders through a special Resolution.

The Board of Directors considers the re-appointment of Shri Rahul kumar to be in the interest of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives except the appointee himself and his relative may be deemed to be concerned or interested in the resolution.

The Board commends the resolutions for your approval.

Item No. 13

RATIFICATION OF THE REMUNERATION OF COST AUDITOR

Based on recommendation of Audit Committee, the Board of Directors in its meeting held on May 23, 2015 has approved appointment of M/s Kabra & Associates for appointment as cost auditor and also authorized the Managing Director to finalize their remuneration.

Accordingly, the Fee of the Cost Auditors was finalized at Rs 50,000/- for cost Audit for the financial year 2015-16. The reimbursement of applicable statutory taxes like service tax and education cess are in addition to the fees.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with section 148(3) of the Companies Act, 2013, the remuneration is to be ratified subsequently by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

By Order of the Board
For **BHILAI JAYPEE CEMENT LIMITED**


(**ANJAN KUMAR BAJPAIE**)
Company Secretary

Place: New Delhi

Date: July 22, 2015

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U26940CT2007PLC020250

Name of the company: BHILAI JAYPEE CEMENT LIMITED

Registered office: Bhilai Jaypee Grinding plant, Bhiali Steel Plant Premises,
Slag Road, Bhilai – 490 001, District Durg, Chhattisgarh

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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I/We, being the member (s) of shares of the above named company,
hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf
at theAnnual general meeting/ Extraordinary general meeting of the
company, to be held on the day of..... At..... a.m. / p.m.
at..... (Place) and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolution No.

- 1 To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss Account of the Company for the year ended 31st March, 2015
- 2 To Appoint M/s. Awatar & Co., Chartered Accountants, (FRN- 000726N) as Statutory Auditors
- 3 To appoint Director in place of Shri Y.K.Degan (DIN: 06410029), who retires by rotation and, being eligible, offers himself for re-appointment
- 4 To appoint Director in place of Shri Shiva Dixit (DIN: 00227844), who retires by rotation and, being eligible, offers himself for re-appointment
- 5 To appoint Director in place of Shri V.K.Jain (DIN: 00387576), who retires by rotation and, being eligible, offers himself for re-appointment
- 6 To appoint Director in place of Shri R.B.Singh (DIN: 00229692), who retires by rotation and, being eligible, offers himself for re-appointment
- 7 Appointment of Ms. Simi Gaur (DIN: 01559528) as a Director of the Company
- 8 Appointment of Shri N.K.Kapila (DIN: 07170895) as a Director of the Company
- 9 Appointment of Shri Rajeev Nagpal (DIN: 03533842) as a Director of the Company
- 10 Appointment of Shri T.R.Kakkar (DIN: 02715161) as an Independent Director of the Company
- 11 Appointment of Shri S.C.K.Patne (DIN:00616104) as an Independent Director of the Company
- 12 Appointment of Shri Rahul Kumar (DIN:00020779) as Managing Director of the Company
- 13 Ratification of the remuneration of Cost Auditor

Signed this..... day of..... 2015

Signature of shareholder
Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BHILAI JAYPEE CEMENT LIMITED

CIN : U26940CT2007PLC020250

**Registered Office : Bhilai Jaypee Grinding plant, Bhilai Steel Plant, Premises, Slag Road,
Bhilai – 490 001, District Durg, Chhattisgarh
Website : www.bjcl.co.in**

ATTENDANCE SLIP

DP ID		Folio No./ Client ID		No. of shares	
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Name(s) and address of the member in full : _____

I/We hereby record my/ our presence at the **8th Annual General Meeting** of the Company to be held on **Monday, August 24, 2015 at 11.00 A.M.** at **Bhilai Jaypee Grinding plant, Bhilai Steel Plant Premises, Slag Road, Bhilai – 490 001, District Durg, Chhattisgarh.**

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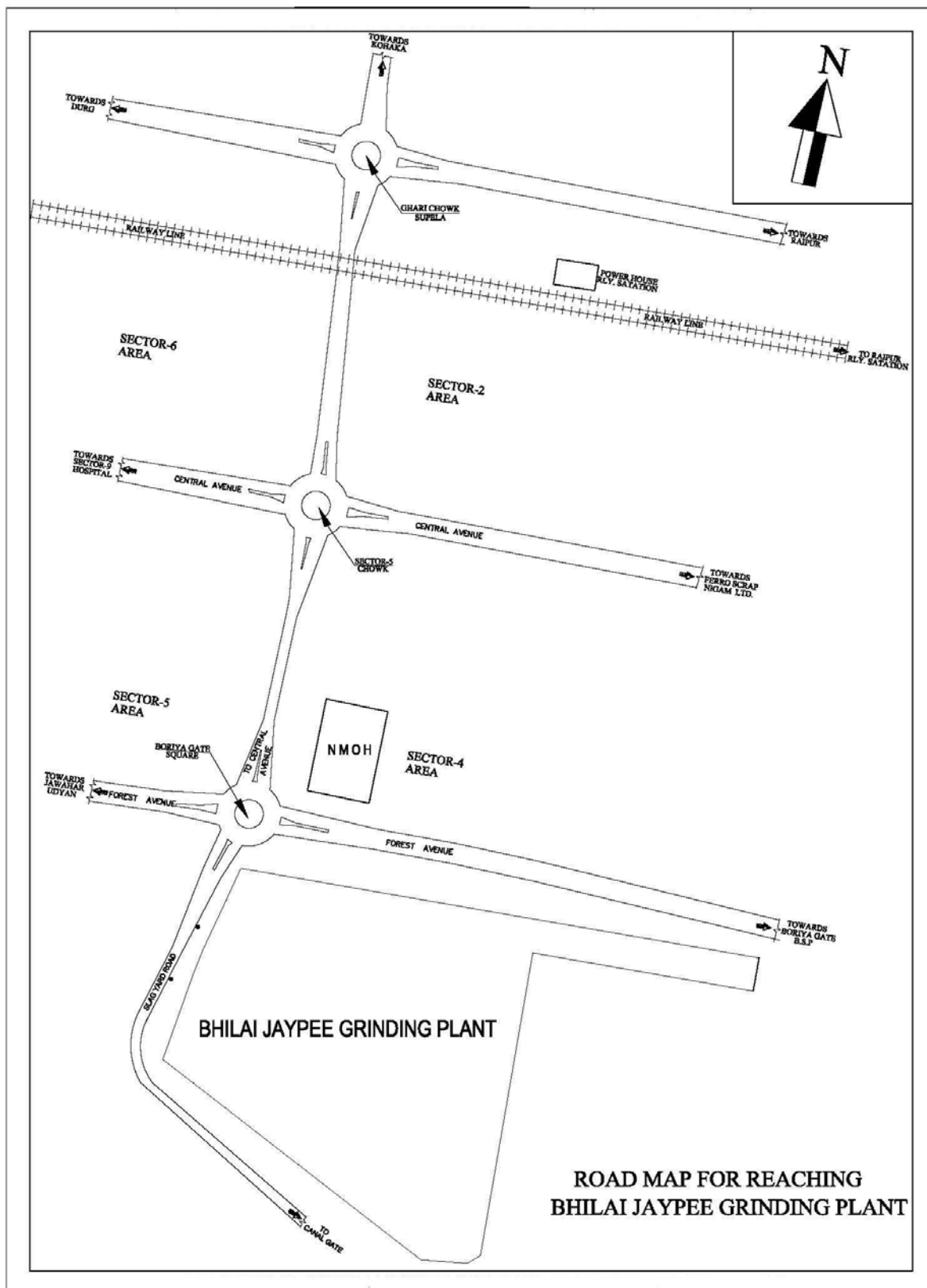
MEMBER

☐

PROXY

Signature of Member/ Proxy

ROUTE MAP



LANDMARK : BSP BORIYA GATE

BHILAI JAYPEE CEMENT 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. WORKING RESULTS

The working results of the Company for the year under report are as under:

(Rs. in Crore)		
Particulars	Current Year 31.03.2015	Previous Year 31.03.2014
Revenue from Operations	610.61	694.81
Other income, if any	4.93	2.97
Total Income	615.54	697.78
Profit / (loss) before interest, depreciation and tax	39.42	55.62
Interest	42.82	53.56
Depreciation	35.87	44.54
Profit / (loss) before tax	(39.27)	(42.48)
Provision for taxation :		
i) Current tax	-	-
ii) Deferred tax	19.13	13.55
iii) Total provision for taxation	-	-
Profit /(loss) after tax	(20.14)	(28.93)
Profit / (loss) brought forward	(154.66)	(125.26)
Closing balance of Profit / (Loss)	(174.80)	(154.18)

2. OPERATIONS

The working results of the Company for the year resulted in an operating profit of Rs.39.42 crore as against Rs. 55.62 crore during the previous

year. After taking into account the impact of interest (Rs.42.82 crore) and considering depreciation of Rs.35.87 crore, the Company has incurred loss of Rs. 39.27 crore before tax.

3. DIVIDEND

In view of the accumulated losses, no dividend for the year has been recommended.

4. SHARE CAPITAL

The paid-up share capital of the Company stood at Rs. 3,79,68,48,000/- as on March 31, 2015, the same as at the end of the previous financial year.

5. 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.

6. DIRECTORATE

A. Cessation of Directorship

Shri Ravinder Mohan resigned from the office of Director w.e.f. March 4, 2015.

Consequent upon withdrawal of nomination by Steel Authority of India Ltd. both Shri S.D.M. Nagpal and Shri D.P. Bajaj resigned from the Office of Director w.e.f. March 11, 2015.

The Board placed on record its appreciation for the valuable services rendered by Shri Ravinder Mohan, Shri S.D.M. Nagpal and Shri D.P. Bajaj as Directors of the Company.

B. Appointment of Directors

Ms Simi Gaur was appointed as Additional Director w.e.f. March 5, 2015 and as Woman Director in terms of second proviso of Section 149(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules 2014.

Appointment of Independent Directors

The Board of Directors in the meeting held on March 5, 2015, based on the recommendation of the Nomination and Remuneration Committee and keeping in view their integrity, relevant expertise and experience appointed two Independent Directors namely Shri T.R. Kakkar and Shri S.C.K. Patne on the Board of the Company as Independent Directors for a period of three consecutive years from the date of their appointment, subject to the approval of the Shareholders. Shareholders are being approached in the coming Annual General Meeting seeking their approval for appointment of the said Directors.

Such Independent Directors will not be liable to retire by rotation in view of the provisions of the Companies Act, 2013 and Rules framed there under.

C. Retirement by rotation

Shri Y.K. Degan, Shri Shiva Dixit, Shri V.K. Jain and Shri R.B. Singh, Directors would 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.

7. AUDITORS

A. STATUTORY AUDITORS:

M/s. Awatar & Co., Chartered Accountants (Registration No. 000726N), Statutory Auditors of the Company shall retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offered themselves for re-appointment for financial years 2015-16 and 2016-17.

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.

B. SECRETARIAL AUDITORS:

M/s Nesar & Associates, Company Secretaries, were appointed as Secretarial Audit of the Company by the Board of Directors as per Section 204 of the Companies Act 2013 for the financial year 2014-15. The Secretarial Audit Report for the financial year ended 31st March 2015 forms part of the Directors Report.

Based on the recommendations of the Audit Committee, the Board has further re-appointed M/s Nesar & Associates, Company Secretaries, to conduct the Secretarial Audit for the financial year 2015-16 as per Section 204 of the Companies Act, 2013.

C. COST AUDITORS:

For the financial year 2014-15, the Board of Directors of the Company re-appointed, based on recommendations of the Audit Committee, M/s. Kabra & Associates, Cost Accountants, (Firm's Registration No. 00075), as Cost Auditors, for auditing the cost accounts of the Company at a remuneration of Rs.50,000/. Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the approval of the shareholders was sought vide Notice of General Meeting dated 30th August, 2014 for ratification of the remuneration payable to the Cost Auditors, which was accorded by them on 25th September 2014.

Based on the recommendations of the Audit Committee, the Board of Directors of the Company have re-appointed, M/s. Kabra & Associates., as Cost Auditors of the Company for auditing the cost accounts of the Company for the financial year 2015-16. The requisite approval of the shareholders will be sought for the remuneration of the Cost Auditors.

8. EMPLOYEE RELATIONS

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

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harrassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee's (ICC) have been set up in both the plants to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

No. of complaints received.	-	Nil
No. of complaints disposed off.	-	Not applicable

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

10.1 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.

10.2 NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2014-15, the Board held four meetings on 06.05.2014, 27.08.2014, 13.12.2014 and 05.03.2015.

10.3 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.

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

During the year under review the Company has received the declarations from all Independent Directors that they meet and fulfill the criteria for independence, as specified under Section 149 of the Companies Act, 2013 and the Rules made there under.

10.5 NOMINATION AND REMUNERATION POLICY UNDER SECTION 178(3)

The Company recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has, therefore, formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the objectives of ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the

Company successfully. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

The Board, on the recommendation of the Nomination and remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors and Non-Executive Directors of the Company within the overall limits approved by the shareholders. The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The remuneration structure to the Executive Directors and Key Managerial Personnel shall include Basic Pay, Perquisites and Allowances and Retirement benefits. Independent Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

10.6 COMMENT ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE (IF ANY)-

a. by the Auditor in Notes to Accounts

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

b. by the Company Secretary in Practice in Secretarial Audit Report

The observations of Secretarial Auditor are self explanatory and do not require any clarification.

10.7 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. Details of loans in the nature of employee advance are given in the notes to financial statements as Note No.2.15

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

The particulars are given as per prescribed proforma at **Annex -2**.

10.9 THE STATE OF COMPANY'S AFFAIRS

The State Of Company's Affairs is given in paragraph nos. 1 and 2 above.

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

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

10.11 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.

10.12 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 are 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.

10.13 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 for the year ended 31st March 2015 are at **Annex – 3** and form an integral part of this Report. Foreign exchange earnings & outgo are given in the notes to financial statements as Note No.2.29 (d).

10.14 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 Company has in place mechanism to identify, assess, monitor and mitigate various risks associated with the business. It regularly analyses and takes corrective actions for managing / mitigating the same, the Company has formally framed the Risk Management Policy to identify and assess the key risk areas, monitor effectiveness of the policies and procedures.

The Company has introduced several improvements to the Internal Controls Management and Assurance framework and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities

In the opinion of the Board, there is no risk which may threaten the existence of the Company.

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

Since the Company does not come within the ambit of the eligibility criteria as per the provisions of Section 135(1) it is not required to comply with the provisions contained in Section 135(2)-(5) read with Rule 3(2) of Companies (Corporate Social Responsibility Policy), 2014. The Company has, however, constituted a Corporate Social Responsibility Committee.

10.16 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 done as per the Criteria laid down by the Nomination and Remuneration Committee. The Board carried evaluation of its performance and executive directors of the Company on **May 23, 2015**.

The Board also carried out the evaluation of its following committees:

A) AUDIT COMMITTEE

1. Shri S.D.M. Nagpal (up to 10.03.2015)
2. Shri T.R. Kakkar
3. Shri S.C.K. Patne

B) NOMINATION & REMUNERATION COMMITTEE

1. Shri S.D.M. Nagpal (up to 10.03.2015)
2. Shri R.B. Singh
3. Shri T.R. Kakkar
4. Shri S.C.K. Patne

C) FINANCE COMMITTEE

1. Shri S.D.M. Nagpal (up to 10.03.2015)
2. Shri R.B. Singh
3. Shri Shiva Dixit

D. ALLOTMENT & SHARE TRANSFER COMMITTEE

1. Shri D.P. Bajaj (up to 10.03.2015)
2. Shri Rahul Kumar
3. Shri R.B. Singh

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. Shri R.B. Singh
2. Shri S.C.K. Patne
3. Shri S.D.M. Nagpal (up to 10.03.2015)

10.17 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 are no significant order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

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

The Company has laid down strong internal financial controls & checks which are effective and operational.

The Company has appointed M/s. EY as Internal Auditors.

10.19 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.

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

The Details are enclosed as **Annex- 4**.

AUDIT COMMITTEE

The Audit Committee currently comprises Shri N.K. Kapila, Shri T.R. Kakkar and Shri S.C.K. Patne as members.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee currently comprises Shri R.B. Singh as Chairman and Shri S.C.K. Patne, Shri Rajeev Nagpal as Members.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and gratitude to various Departments of Government of Madhya Pradesh, Government of Chhattisgarh 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



(RAHUL KUMAR)
Managing Director

Place: New Delhi

Dated: May 23, 2015



(R.B. SINGH)
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	U26940CT2007PLC020250
2	Registration Date	11/04/2007
3	Name of the Company	Bhilai Jaypee Cement 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	Bhilai Jaypee Grinding Plant Bhilai Steel Plant Premises, Slag Road. Bhilai, Chhattisgarh – 490001.
6	Whether listed company (Yes/No)	Unlisted
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Alankit Assignments Limited 2E/21, Jhandewalan Extn. New Delhi-110055 Tel- 011-42541234/23541234 Email- info@alankit.com

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 Slag Cement	23942	81 %
2	Clinker	23941	19 %

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
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A) Promoters									
1) Indian									
a) Individual/HUF									NIL
i) Shri Sunny Gaur*	188	--	188	0	188	--	188	0	NIL
ii) Shri Rahul Kumar*	188	--	188	0	188	--	188	0	NIL
iii) Shri Sunil Joshi*	188	--	188	0	188	--	188	0	NIL
iv) Shri R.B.Singh*	188	--	188	0	188	--	188	0	NIL
v) Shri D.P.Bajaj**	--	188	188	0	--	188	188	0	NIL
b) Central Government	--	--	--	--	--	--	--	--	NIL
c) State Government(s)	--	--	--	--	--	--	--	--	NIL
d) Bodies Corporate	--	--	--	--	--	--	--	--	NIL
1. Jaiprakash Associates Limited	280966000	--	280966000	74	280966000	--	280966000	74	NIL
2. Steel Authority of India Limited	--	98,717,860	98,717,860	26	--	98717860	98717860	26	NIL

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.	NIL				
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Associate Companies*

3.	NIL				
----	-----	--	--	--	--

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

e) Banks/FI	--	--	--	--	--	--	--	--	0	NIL
f) Any other (specify) - Trusts - Wherein Company is Beneficiary*	--	--	--	--	--	--	--	--	0	NIL
Sub-total (A) (1):-	280966752	98718048	379684800	100.00	280966752	98718048	379684800	100		NIL
2) Foreign	--	--	--	--	--	--	--	--		NIL
a) NRIs - Individuals	--	--	--	--	--	--	--	--		NIL
b) Other-Individuals	--	--	--	--	--	--	--	--		NIL
c) Bodies Corporation	--	--	--	--	--	--	--	--		NIL
d) Banks/FI	--	--	--	--	--	--	--	--		NIL
e) Any other	--	--	--	--	--	--	--	--		NIL
Sub-total (A) (2):-	--	--	--	--	--	--	--	--		NIL
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	280966752	98718048	379684800	100.00	280966752	98718048	37968,800	100		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)	280966752	98718048	379684800	100.00	280966752	98718048	379684800	100	NIL	

Note - * Beneficial interest held by Jaiprakash Associates Limited
**** Beneficial interest held by Steel Authority of India Limited**

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 Sunny Gaur*	188	0	NIL	188	0	NIL	NIL
2	Shri Rahul Kumar*	188	0	NIL	188	0	NIL	NIL
3	Shri Sunil Joshi*	188	0	NIL	188	0	NIL	NIL
4	Shri R.B.Singh*	188	0	NIL	188	0	NIL	NIL
5	Shri D.P.Bajaj**	188	0	NIL	188	0	NIL	NIL
6	Jaiprakash Associates Limited	280966000	74%	NIL	280,966,000	74%	NIL	NIL
7	Steel Authority of India Limited	98717860	26%	NIL	98,717,860	26%	NIL	NIL
	Total	379684800	100	NIL	379684800	100	NIL	NIL

Note - * Beneficial interest held by Jaiprakash Associates Limited

**** Beneficial interest held by Steel Authority of India Limited**

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

Name of the Promoter - Shri Sunny Gaur *					
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	188	0.00	188	0.00
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	188	0.00	188	0.00

Note - * Beneficial interest held by Jaiprakash Associates Limited

Name of the Promoter - Shri Rahul Kumar*					
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	188	0.00	188	0.00
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	188	0.00	188	0.00

Note - * Beneficial interest held by Jaiprakash Associates Limited

Name of the Promoter - Shri Sunil Joshi*					
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	188	0.00	188	0.00
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	188	0.00	188	0.00

Note - * Beneficial interest held by Jaiprakash Associates Limited

Name of the Promoter - Shri Damodar Prasad Bajaj **					
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	188	0.00	188	0.00
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	188	0.00	188	0.00

Note - ** Beneficial interest held by Steel Authority of India Limited

Name of the Promoter - Shri Ram Bahadur Singh *					
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	188	0.00	188	0.00
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	188	0.00	188	0.00

Note - * Beneficial interest held by Jaiprakash Associates Limited

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	280,966,000	74.00		74.00
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	280,966,000	74.00	-	74.00

Name of the Promoter - Steel Authority of India 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	98,717,860	26.00	98,717,860	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	98,717,860	26.00	98,717,860	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 - NIL					
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 Sunny Gaur *				
	Designation - Chairman				
		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	188	0	188	0
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	188	0	188	0

***Beneficial interest held by Jaiprakash Associates Ltd.**

2	Name of the Director - Shri Rahul Kumar*				
	Designation - Managing 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	188	0	188	0
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	188	0	188	0

***Beneficial interest held by Jaiprakash Associates Ltd.**

3	Name of the Director - Shri Ram Bahadur 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	188	0	188	0
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	188	0	188	0

***Beneficial interest held by Jaiprakash Associates Ltd.**

4	Name of the Director - Shri Shiva Dixit				
	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 Vijai Kumar Jain				
	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 Yogesh Kumar Degan				
	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	-	-	-	-

7	Name of the Director - Ms. Simi Gaur				
	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	-	-	-	-

8	Name - Shri Ravinder Mohan				
	Designation - Chief Executive Officer				
		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	-	-	-	-

9	Name - Shri Sushil Babu Pant				
	Designation - Chief Financial Officer				
		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	-	-	-	-

10	Name - Shri AnjanKumar Bajpaie				
	Designation - Company Secretary				
		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				
	i) Principal Amount	319.15	-	38.62	357.77
	ii) Interest due but not paid	-			
	iii) Interest accrued but not due	-			
	Total (i+ii+iii)	319.15	-	38.62	357.77
B)	Change in Indebtedness during the financial year				
	Addition	4.59			4.59
	Reduction	128.86	-	1.37	130.22
	Net Change	(124.26)	-	(1.37)	(125.63)
C)	Indebtedness at the end of the financial year				
	i) Principal Amount	194.89		37.26	232.14
	ii) Interest due but not paid	1.79	-	-	1.79*
	iii) Interest accrued but not due				-
	Total (i+ii+iii)	196.68	-	37.26	233.93

Note: *The overdue amount as on 31.03.2015 has since been paid by the Company.

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					
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
		Sh TR Kakkar	Shri SCK Patne	-	-	
1	Independent Directors					
	Fee for attending Board/ committee meetings	Rs.10000	Rs.10000			Rs.20000
	Commission	NIL				NIL
	Others, please specify	NIL				NIL
	Total (1)					
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					Not Applicable

**Ceiling calculated as per Section 197, 198 read with Schedule III
– Not Applicable**

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	488630	5248394	166436	5903460
	a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	390194	4436693	161419	4988306
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	98436	811701	5017	915154
	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	488630	5248394	166436	5903460

*** From 16/03/2015 to 31/03/2015**

**** From 16/03/2015 to 31/03/2015**

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					

(Rahul Kumar)
Managing Director

(R.B. Singh)
Director

FORM – AOC 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

A) Details of Contracts or Arrangements or Transactions not at Arm's Length Basis - NIL

S.No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of Contracts/Arrangements/Transactions	-
c)	Duration of the Contracts / Arrangements/ Transactions	-
d)	Salient terms of the Contracts or Arrangements or Transactions including the value, if any	-
e)	Justification for entering into such Contracts or Arrangements or Transactions	-
f)	Date(s) of approval by the Board	-
g)	Amount paid as advances, if any:	-
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188	-

B) Details of Material Contracts or Arrangement or Transactions at Arm's Length Basis – Nil

S.No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of Contracts/Arrangements/Transactions	-
c)	Duration of the Contracts / Arrangements / Transactions	-
d)	Salient terms of the Contracts or Arrangements or Transactions including the value, if any:	-
e)	Date(s) of approval by the Board, if any:	-
f)	Amount paid as advances, if any:	-

(Rahul Kumar)
Managing Director

(R.B. Singh)
Director

Information pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 forming the part of Report of Directors for the period from 1st April'2014 to 31st March'2015.

CLINKERISATION PLANT AT BABUPUR

A. Conservation of Energy

(i) Following steps were taken in connection with conservation of energy:-

- Raw Mill output improved from average TPH 319.25 to 330.50 by reducing size of input feed and auto feed control. Power consumption reduced to 27.50 unit/ton of Clinker.
- Installed NOX analyser at Kiln inlet. Coal consumption is being controlled with the help of NOX analyser. There is a partial success in achieving Specific heat consumption from 699 Kcal/kg of clinker to 698 Kcal/kg of Clinker.
- V-pulley of root blower 451BL2 replaced with lower diameter to reduce the requirement of air in coal firing. There was a saving of 0.71Kwh and Rs. 4.36 Lacs per annum.
- The existing pulley of compressor installed in lime stone crusher replaced with lower diameter pulley. There was a saving of 0.19 Kwh and Rs. 1.19 Lacs per annum.
- 75 KW/1500RPM motor of bag filter 331FN2 replaced with 55KW/1000RPM motor to reduce damper control. There was a saving of 0.56 Kwh and Rs. 3.47 Lacs per annum.
- Installed current transducer in coal feeding belt L21BC2 for controlling idle running. There was a saving of 0.28 Kwh and Rs. 1.75 Lacs per annum.
- Installed current transducer in coal feeding belt L21BC2 for controlling idle running. There was a saving of 0.28 Kwh and Rs. 1.75 Lacs per annum.
- De-dusting line of Kiln feed elevator modified for stopping running of both bag filters (431FN3 & FN4), while running of Kiln feed elevator (431BE2). There was a saving of 0.35Kwh and Rs. 2.15 Lacs per annum.
- The connections of 02 Nos. 75KW motors of Reclaimer chain drive changed from delta to star. There was a saving of 0.15Kwh and Rs. 0.91 Lacs per annum.
- Pre heater fan has been identified for installation of VVFD drive to reduce the losses in GRR and is under process.

(ii) No particular steps taken by the company for utilizing alternate sources of energy.

(iii) No capital investment in last financial year.

B. Technology absorption, adoption and innovation

(i) Initiatives were taken to implement innovative ideas (generated in Quality Circles and Interactive forums) and benefits derived from it are as follows .

1. The vibration levels of PA Fan no. 481FN3 was getting disturbed frequently due to weak foundation frame since commissioning of the equipment. A new foundation frame was fabricated and installed. Now the PA fan is running satisfactory.
2. The recirculation air slide was getting jammed frequently. To avoid jamming 01 No. additional air slide blower installed for recirculation air slide.
3. The temperature of bearings of pre heater fan was increasing during summer. To control the bearing temperature a separate bearing oil cooling system installed. Now the temperature is under control.
4. For flow measurement at TA Duct to calciner conical portion, a plate form provided for easy and safe approach.
5. A service plate form for Kiln outlet lamella seal, cowl shell and air blasters provided for safe and easy working.
6. Installed 01 No. standby water pump for Clinker cooler water spray system.
7. HDPE Pipe line installed from STP Plant to Lotus pond, nursery , Office Complex garden, garden in front of Store building, Field hostel garden, CCR Garden and Semaria gate nursery to utilize STP treated water as per guidelines of pollution control board.
8. Installed 04 Nos. Knife gate valves in PC and Kiln firing circuit for easy changeover of FK pumps, to avoid long stoppage of Kiln and also installed a plate form for easy and safe operation of the same.
9. Installed 01 No. hoist for maintenance of Coal Mill separator drive.
10. Installed 02 Nos. winch Machine in Coal Mill and Raw Mill separately for lifting of material at various heights required during maintenance without the help of Tadano Crane.
11. Installed 02 Nos. Automatic lubrication system for greasing of separator bottom bearing for Coal Mill and Raw Mill.
12. Installed 01 no. hoist for CF Silo elevator drive for maintenance.

13. Installed rain protection covers for 212BC3, 212BC4, 311BC4 and 311BC5. To avoid slippage of belt and water going in to the hoppers and also to reduce dust emission as per the requirement of pollution control board.
 14. Installed 01 No. covered storage shed for keeping 5000MT of laterite and iron ore as per requirement of pollution control board and also keeping dry material for feeding during rainy season.
 15. Replaced 01 No. weigh feeder of 180TPH of Lime stone with 350 TPH capacity.
 16. Installed 01 No. magnetic separator on 212BC4 for the safety of belts.
 17. Installed 01 no. Rotary air lock for 212BF5 to avoid false air.
 18. Modified discharge chute of 291BC1 to avoid frequent jamming of the chute and stoppage of the LS crusher.
 19. Modified foundation frame of gear box of stacker CRD drive to eliminate the vibrations.
 20. A separate lubrication oil storage and distribution room along with oil filtration unit organized for better lubrication practices for avoiding failures of bearings due to oil contamination.
- (ii) No imported technology has been used .
- (iii) Expenditure incurred in research & development was Nil .

C. Integrated Management System

Audit for recertification was conducted by BSI India, New Delhi from 24th March to 27th March'2015 for Integrated Management System (ISO 9001:2000 for quality, ISO 14001:2004 for Environment and OHSAS 18001:2007 for Occupational Health and Safety assessment system) and it was successfully completed. They have issued IMS certificate dated 01.04.2015 valid up to 30.03.2018.

D. 5S implementation

The assessment audit of the Company was carried out by Quality Circle Forum of India (QCFI) on 04.02.2015 and final audit on 13.02.2015 and it was successfully completed. They have issued 5S certificated dated 13.02.2015 valid up to 28.02.2018.

GRINDING PLANT AT BHILAI

A. CONSERVATION OF ENERGY

- (i) Following steps were taken for conservation of energy and their impact.

1. Coal Combustors Both DA (Dilution Air) fan has been stopped, saving of 75 KWh.
 2. Only one root blower is running for both packers, one root blower has been stopped. Power Saving is 4.4 Kwh.
 3. During stoppage of both mills, main cooling water pump will be stopped and made alternate arrangement with small water pump for packing plant. Power saving is 57 Kwh.
 4. One air slide fan has been stopped among the three fans; cement silo extraction is being done with only two fans. Power saving is 5.5 Kwh.
 5. Modified the air venting line of cement bulk loading, and made alternate arrangement for the same with other fan. Saving is 2.5 Kwh.
 6. Connected two air slides of packers reject hoppers with one fan. Saving is 5.5 Kwh.
- (ii) No particular steps taken by the company for utilizing alternate sources of energy;
- (iii) No capital investment in last financial year.

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

- (i) the efforts made towards technology absorption
1. At two locations Continuous ambient air quality monitoring station has been installed at our site. Technology absorption from SA envirotech.
 2. Coal Crusher section has been covered with GI sheet.
 3. Fixed water sprinklers have been installed at Coal combustor and wagon tippler area.
 4. Bag House Compressors loading/ unloading pressure limit has been reduced from 6.6-7.1 bars to 5.6-6.8 bars.
 5. Tripping of mill feed has been delayed by 10 mins. With Gypsum weigh feeder tripping.
 6. Separate air line has been provided to individual packer to optimize compressed air.
 7. Bag house Compressors stop interlock has been given with both ID fans stoppage after 20 mins.
 8. In place Mill tripping, interlock has been changed with feed off after tripping of clinker rotary air lock.

9. By increasing RPM of Apron feeder of Wagon Tripler ,Clinker rake unloading hour has been reduced by 1.5 Hrs
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution
- a) Benefits of continuous ambient air quality monitoring station, it helps to control the dust emission, minimized the dust loss.
 - b) Covering of Coal crusher section and fixing of water sprinklers controls the fugitive dust emission.
 - c) Benefits of Sr.No. 4 to 9 of above technology absorption are that it economises the power consumptions.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

Continuous ambient air quality monitoring system is imported from S A Envirotech in the year 2014-15. The said technology has been fully absorbed.

- (iv) the expenditure incurred on Research and Development.

Grinding aid addition is under the trail; no expenditure incurred so far.

C. Quality Management System

- Surveillance audit was conducted by BSI India of ISO 9001:2008, everything found to be in order.

D. 5S implementation

- The final audit of our company was carried out by Quality Circle Forum of India (QCFI) on 21.04.2015 and it was successfully completed. They have issued 5S certificated on the same date valid up-to 3 years .



(Rahul Kumar)
Managing Director



(R.B. Singh)
Director

Annex -4**DETAILS PERTAINING TO REMUNERATION AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

Name	Shri Ravinder Mohan Bhardwaj
Designation	Chief Executive Officer
Remuneration received	Rs.448630/- (from 16.03.2015 to 31.03.2015)
Nature of Employment	Contractual
Qualification	PG Diploma in Business Management B.Tech (Mech)
Experience	43 years 6 months
Date of commencement of employment (in BJCL)	16.03.2015
Age	64 years 9 months
Last employment held before joining the Company	Jaiprakash Associates Ltd. (since 07.01.2013)
Whether relative of any Director	No


(Rahul Kumar)
Managing Director


(R.B. Singh)
Director

NESAR & Associates
Company Secretaries

"SANKALP"

C-227, Ground Floor
Paryavaran Complex
New Delhi-110 030

Tel: (011)-29536312, 29536642

Tele-Fax: (011)-29536642

Mobile No. 98181 56340

Email: nesargroup@nesarassociates.com

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

M/s Bhilai Jaypee Cement Limited
Bhilai Jaypee Grinding Plant
Bhilai Steel Plant Premises
Slag Road, Bhilai - 490001
District - Durg, Chhattisgarh

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bhilai Jaypee Cement Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Bhilai Jaypee Cement Limited books, papers, minute, books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Bhilai Jaypee Cement Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. Other Applicable Laws for Babupur and Bhilai Plant:
 - a. Water (Prevention and Control of Pollution) Act, 1974 and Rules, 1975
 - b. Water (Prevention & Control of Pollution) Cess Act, 1977 & Rules, 1978
 - c. Air (Prevention & Control of Pollution) Act, 1981 & Rules, 1982
 - d. Environment Protection Act, 1986 & Rules, 1986 (Amended 2005)
 - e. Hazardous Wastes (Management, Handling and Transboundary movement) Rules, 2008
 - f. Bio-Medical Wastes (Management and Handling) Rules, 1998 (Amendment Rules 2003)
 - g. The Noise Pollution (Regulation and Control) Rules, 2000 (Amended 2002)
 - h. Batteries (Management and Handling) Rules, 2001
 - i. The Petroleum Act, 1934 and Rules, 2002
 - j. Gas Cylinder Rules, 2004 (framed under the Explosives Act, 1884)
 - k. Static and Mobile Pressure Vessels (Unfired) Rules, 1981 (framed under the Explosives Act, 1884)
 - l. Electricity Act, 2003 and Rules, 2005
 - m. Motor Vehicles Act, 1988 and Rules, 1989
 - n. The Mines Act, 1952 and Rules, 1955

Nesar & Associates, Company Secretaries, New Delhi



o.	The Metalliferous Mines Regulation, 1961
p.	Mineral Conservation & Development Rules, 1988
q.	Mines Vocational Training Rules, 1966
r.	Energy Conservation Act, 2001
s.	The Explosive Act, 1884 & Rules 2008
t.	The Legal Metrology Act, 2009 & Rules 2011
u.	Hazardous Chemicals Rules 1989 (Amended 2000)
v.	E-Waste Management & Handling Rules 2011
w.	Sexual Harassment of Women at Work Place (Prevention, Prohibition And Redressal) Act 2013
x.	Contract Labour Act-1970
y.	The Employees' Provident Fund & Miscellaneous Provisions Act, 1952
z.	Employees Liability Act-1938
aa.	Employees State Insurance Act-1948
bb.	Factory Act -1948
cc.	Industrial Dispute Act-1947
dd.	Industrial Employment Standing Order -1946
ee.	Maternity Benefit Act-1951
ff.	Minimum Wages Act-1948
gg.	Payment of Bonus Act-1965
hh.	Payment of Gratuity Act-1972
ii.	Payment of Wages Act-1936
jj.	Workmen Compensation Act-1923
kk.	The Payment of Gratuity Act, 1972
ll.	Wealth Tax Act
mm.	MP Vat Act
nn.	CG Vat Act
oo.	CST Act
pp.	MP Entry Tax Act
qq.	CG Entry Tax Act
rr.	Professional Tax Act
ss.	Excise and Custom Duty Act
tt.	Service Tax Act
uu.	MP Mining Act
vv.	Cement Cess Rules
ww.	Bihar Vat Act
xx.	Bihar Entry Tax Act
yy.	Orissa Vat Act
zz.	Orissa Entry Tax Act
aaa.	WB Vat Act
bbb.	WB Entry Tax Act
ccc.	Jharkhan Vat Act
ddd.	Jharkhand Entry Tax Act
eee.	Maharashtra Vat Act
fff.	Maharashtra Entry Tax Act

We have also examined compliance with the applicable clauses of the following:

- The Secretarial Standards formulated by the Institute of Company Secretaries of India and notified by the Central Government is not applicable during the year under review.
- The Company is not listed with any Stock Exchange(s);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:



1. Section 139(2) is applicable on the Company. However, the Company has appointed Awatar & Co. as the Statutory Auditors for one year only.
2. The Company has appointed Independent Directors on its Board in terms of Section 149(4) at the Board Meeting held on 05.03.2015 subject to approval of shareholders, who will approve the said appointment in the ensuing Annual General Meeting in accordance with compliance of Section 149(4) read with Schedule IV of the Act.
3. The Company has provided the attendance register for meeting of the Independence Directors held on 26.03.2015.
4. As confirmed by the management, the related party transactions entered by the Company were in the ordinary course of business and were at arm's length price and were approved by the Audit Committee meeting on 05.03.2015 for a period of nine months from 01.04.2014 to 31.12.2014.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executives Directors and the Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except that the Form DIR-12 regarding the cessation of Shri D P Bajaj and Shri SDM Nagpal was filed with some delay.

Adequate notice along with detailed agenda were given to all directors for the Board Meetings and a system exists for seeking and obtaining further information and clarification on agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes maintained by the Company for the Board/ Committee and Shareholders, we noticed that most of the decisions were approved by the respective Board/ Committee and Shareholders without any dissent note.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Nesar & Associates
Company Secretaries

Nesar Ahmad
Company Secretary
FCS: 3366; CP-1906

Date: 20/05/2015
Place: Delhi



INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF
BHILAI JAYPEE CEMENT LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **BHILAI JAYPEE CEMENT LIMITED** ("the Company"), 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 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 includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 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 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. An audit also includes evaluating the appropriateness of 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 31st March 31, 2015, and its **loss** and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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.
2. 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 purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and 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) Rule, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 2.29(i)(a)(a) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **AWATAR & CO.**
Chartered Accountants
Firm Registration No. 000726N

Brijendra Agrawal

Brijendra Agrawal
Partner
Membership No. : 087787



Place : New Delhi
Date : May 23, 2015

ANNEXURE TO AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
 - (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (ii) In respect of its inventories:
 - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- (iii) The Company has not granted loans or advances in the nature of loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence the question of reporting whether the receipt of principal and interest are regular and whether reasonable steps for recovery of over-dues of such loans are taken does not arise.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and no order been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any tribunal.
- (vi) We have broadly reviewed the accounts and cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and cost records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. We have been informed that the provisions of Employee State Insurance Act, 1948 are not applicable to the Company. There were no arrears of outstanding statutory dues as at the last day of the financial year ended 31st March, 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, details of dues of income tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute are given below:-

(Rs. In lacs)				
Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Forum where dispute is pending
Mines & Minerals Development & Regulation Act, 1957	Demand for Additional Royalty	381.30	Dec. 2009 to March 2011	High Court, Jabalpur
M. P. VAT Act, 2002	Demand for VAT	161.81	2009-10	Commercial Tax Tribunal
Entry Tax Act, 1976	Demand for Entry Tax	12.82	2010-11	Commercial Tax Tribunal
M. P. VAT Act, 2002	Demand for VAT	20.45	2011-12	ACCT, Jabalpur
Central Excise Act, 1944	Demand for Excise Duty	44.68	2009-10	Excise & Service Tax Tribunal, New Delhi
Customs Act, 1962	Demand for Customs Duty	614.00	2012-13	Commissioner of Customs, Vishakhapatnam
Central Excise Act, 1944	Demand for Excise Duty	8.88	2009-10	Asst. Commissioner Central Excise & Service Tax, Raipur
Central Excise Act, 1944	Demand for Excise Duty	57.98	2009-10	Central Excise & Service Tax Appellate Tribunal, New Delhi
Central Excise Act, 1944	Demand for Excise Duty	2.20	2009-10	Asst. Commissioner Central Excise & Service Tax, Raipur
Building and Other Construction Worker Welfare Cess Act, 1996	Demand for Building Cess	278.00	2010-11	Asst. Labour Commissioner, Durg (CG)
West Bengal VAT Act, 2003	Demand for VAT	5.59	2010-11	Commissioner of Commercial Taxes, West Bengal
Odisha Bengal VAT Act, 2005	Demand for VAT	219.85	2011-12 & 2012-13	Taxation Tribunal, West Bengal
West Bengal VAT Act, 2003	Demand for VAT	3.92	2010-11	Addl. CCT (Appeals), West Bengal



M. P. VAT Act, 2002	Demand for VAT	0.14	2011-12	ACCT, Jabalpur
TOTAL		1811.62		

- (viii) The accumulated losses at the end of the financial year are less than fifty percent of its net worth and the Company has incurred cash losses in the current financial year but did not incur cash losses in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not issued any debentures.
- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from the banks or financial institutions. Therefore, provisions of clause 3(x) of the Order are not applicable to the Company.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For **AWATAR & CO.**
Chartered Accountants
Firm Registration No. 000726N

Brijendra Agrawal

Brijendra Agrawal
Partner

Membership No. : 087787



Place : New Delhi
Date : May 23, 2015

BHILAI JAYPEE CEMENT LTD.
Balance Sheet as at 31st March, 2015

(Rs. in Lacs)

	PARTICULARS	Note No.	31st Mar. 2015	31st Mar. 2014
I.	<u>EQUITY AND LIABILITIES</u>			
(1)	Shareholders' funds			
	(a) Share capital	2.01	37,968.48	37,968.48
	(b) Reserves and surplus	2.02	(13,189.62)	(11,128.61)
	(c) Money received against share warrant		-	-
(2)	Share application money pending allotment		-	-
(3)	Non-current liabilities			
	(a) Long-term borrowings	2.03	-	12,000.12
	(b) Deferred tax liabilities (Net)	2.04	-	-
	(c) Other Long-term liabilities		-	-
	(d) Long-term provisions	2.05	283.58	202.10
(4)	Current liabilities			
	(a) Short-term borrowings	2.06	7,552.36	7,915.48
	(b) Trade payables	2.07	10,222.53	10,993.53
	(c) Other current liabilities	2.08	45,191.97	32,545.57
	(d) Short-term provisions	2.09	3,615.49	3,550.09
	TOTAL		91,644.79	94,046.76
II.	<u>ASSETS</u>			
(1)	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	2.10	67,209.84	70,799.07
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress	2.10	746.22	614.63
	(iv) Intangible assets under development		-	-
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)	2.04	7,880.75	5,967.59
	(d) Long-term loans and advances	2.11	1,930.18	2,099.25
	(e) Other non-current assets		-	-
(2)	Current assets			
	(a) Current investment		-	-
	(b) Inventories	2.12	6,595.27	5,447.24
	(c) Trade receivables	2.13	1,848.03	2,325.77
	(d) Cash and cash equivalents	2.14	786.55	2,193.75
	(e) Short-term loans and advances	2.15	2,663.90	3,537.42
	(f) Other current assets	2.16	1,984.05	1,062.04
	TOTAL		91,644.79	94,046.76

Significant accounting policies and notes to accounts as per notes 1 & 2

As per our separate report of even date attached

For Awatar & Co

Chartered Accountants

Registration No. 000726N

Brijendra Agrawal

(Brijendra Agrawal)

Partner

M. No. 087787

Place : 23-5-15

Dated : New Delhi



For and on behalf of the Board

Rahul Kumar

Managing Director

R. B. Singh

Director

S. B. Pant

CFO

Anjan Kumar Bajpaie
 Company Secretary

BHILAI JAYPEE CEMENT LTD.**Statement of Profit and Loss for the Year Ended as at 31st March 2015**

(Rs. in Lacs)

	PARTICULARS	Note No.	Apr'14 to Mar'15	Apr'13 to Mar'14
I.	Revenue from operations (Gross)	2.17	68,955.71	78,776.14
	Less: Excise Duty		7,894.95	9,295.39
	Revenue from operations (Net)		61,060.76	69,480.75
II.	Other income	2.18	493.16	296.79
III.	Total Revenue (I + II)		61,553.92	69,777.54
IV.	Expenses:			
	Cost of Materials Consumed	2.19	14,808.97	15,986.57
	Other Direct Manufacturing Expenses	2.20	21,783.95	21,804.55
	Changes in inventories of finished goods work-in-progress & Stock in Trade	2.21	(1,179.14)	1,521.41
	Employee Benefits Expenses	2.22	3,261.93	3,273.82
	Selling & Distribution Expenses	2.23	17,311.55	19,164.58
	Finance Costs	2.24	4,282.13	5,356.09
	Other Expenses	2.25	2,479.81	2,640.66
	Depreciation and Amortization Expenses	2.10	3,586.57	4,453.69
	Total Expenses		66,335.77	74,201.37
V.	Profit before prior period exceptional, extraordinary items and tax		(4,781.85)	(4,423.83)
VI.	Prior Period Adjustments			
	Excess provision written back	2.26	137.98	179.68
	Other Prior Period items	2.27	716.79	(4.01)
VII.	Profit before exceptional ,extraordinary items and tax (V - VI)		(3,927.08)	(4,248.16)
VIII.	Extraordinary Items [income/(Expenditure)]		-	-
IX.	Profit before tax (VII- VIII)		(3,927.08)	(4,248.16)
X	Tax expense:			
	(1) Current tax			
	(2) Deferred tax	2.04	1,913.16	1,355.38
XI	Profit (Loss) for the period after tax		(2,013.92)	(2,892.78)
XII	Earnings Per Equity Share:	2.28	(0.53)	(0.76)

Significant accounting policies and notes to accounts as per notes 1 & 2

As per our separate report of even date attached

For Awatar & Co

Chartered Accountants

Registration No. 000726N

Brijendra Agrawal

(Brijendra Agrawal)

Partner

M. No. 087787

Place : 23-5-15
Dated New DelhiS. B. Pant
CFO

For and on behalf of the Board

Rahul Kumar
Managing DirectorR. B. Singh
DirectorAnjan
Anjan Kumar Bajpaie
Company Secretary

BHILAI JAYPEE CEMENT LTD.**Cash Flow Statement for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

	PARTICULARS	Apr'14 to Mar'15	Apr'13 to Mar'14
(A)	Cash Flow From Operating Activities:		
	Net Profit as per Profit and Loss Account	(3,927.08)	(4,248.16)
	ADD BACK:		
	(a) Interest Paid	4,282.13	5,356.09
	(b) Depreciation	3,586.57	4,453.69
	(c) Preliminary Expenses W/O	-	-
	(d) Provision not required	-	-
	(d) Deficit on Sale/write off of Asset	145.24	-
	Total (i)	8,013.94	9,809.78
	Deduct		
	(a) Interest Income	95.19	146.63
	(b) Surplus on Sale of Assets	-	-
	(c) Prior period adjustment/excess prov. Written back	-	-
	Total (ii)	95.19	146.63
	Operating Profit before working Capital Changes (a)+(i)-(ii)	3,991.66	5,414.99
	Deduct		
	(a) Increase in Inventories	1,148.03	-
	(b) Increase in Trade Receivables	-	-
	(c) Increase in Other Receivables	922.00	-
	(d) Increase in Loan & Advances	-	2,839.39
	(e) Decrease in Trade Payable	770.98	1,856.68
	(f) Decrease in Other Liabilities	-	-
	(g) Decrease in Short Term Provision	-	-
	(h) Decrease in Long Term Provision	(81.48)	44.88
		2,759.53	4,740.96
	Add		
	(a) Decrease in Inventories	-	2,526.96
	(b) Decrease in Trade receivables	477.74	554.01
	(c) Decrease in Other receivables	-	494.67
	(d) Decrease in Loan & Advances	873.52	-
	(e) Increase in Trade Payable	-	-
	(f) Increase in Other Liabilities	12,646.40	13,924.60
	(g) Increase in Long term Provision	65.40	1,426.84
	(h) Increase in Short Term Provision	14,063.06	18,927.08
	Cash Generated from Operations	15,295.19	19,601.11
	Deduct		
	(a) Tax paid / Payable	-	-
	CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	15,295.19	19,601.11
(B)	Cash From Investments		
	Inflow		
	(a) Interest Income	95.19	146.63
	(b) Insurance Claim Receipts	-	-
	(c) Decrease in Capital Advances	9.61	-
	(d) Sale of Fixed Assets	46.93	-
		151.73	146.63

BHILAI JAYPEE CEMENT LTD.**Cash Flow Statement for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	Apr'14 to Mar'15	Apr'13 to Mar'14
Outflow		
(a) Purchases/ Constructions of Fixed Assests & CWIP	368.23	280.42
(b) Increase in Capital Advances	-	-
(c) Initial Public Offer	-	-
	368.23	280.42
CASH INFLOW/(OUTFLOW) FROM INVESTMENT ACTIVITIES	(216.50)	(133.79)
(C) Cash Flow from Financing Activities		
Inflow:		
(a) Proceeds from issue of Share Capital	-	-
(b) Increase in Reserve	-	-
(c) Decrease in security deposits(Assets)	159.47	-
(d) Proceeds from Borrowings Long Term	-	-
(e) Proceeds from Borrowings Short Term Borrowings	-	-
	159.47	-
Outflow:		
(a) Repayment of Borrowings Long Term	12,000.12	11,999.88
(b) Repayment of Borrowings Short Term Borrowings	363.12	848.92
(c) Increase in security deposits(Assets)	-	881.22
(d) Decrease in Reserve	-	-
(e) Interest Paid	4,282.13	5,356.09
	16,645.37	19,086.11
CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	(16,485.90)	(19,086.11)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS "A+B+C"	(1,407.21)	381.21
CASH AND CASH EQUIVALENT AS AT THE BEGINNING OF THE YEAR	2,193.75	1,812.54
CASH AND CASH EQUIVALENT AS AT THE END OF THE YEAR	786.54	2,193.75
COMPONENTS OF CASH AND CASH EQUIVALENTS:		
In Balance with Scheduled Banks		
In Current accounts	780.28	2,167.26
In Deposit accounts	-	-
Cash and Cheque in hand	6.27	26.49
	786.55	2,193.75

As per our separate report of even date attached

For Awatar & Co

Chartered Accountants

Registration No. 000726N

Brijendra Agrawal

(Brijendra Agrawal)

Partner

M. No. 087787

Rahul Kumar
Managing DirectorR. B. Singh
Director

Place : 23-5-15

Dated : New Delhi

S. B. Pant
CFOAnjan Kumar Bajpaie
Company Secretary

BHILAI JAYPEE CEMENT LTD.**Notes to the Financial Statements for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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Note No. 2.01: Share Capital**Authorised Share Capital**

380000000 Equity Shares of Rs. 10/- each

38,000.00

38,000.00

(Previous Year- 380000000 Shares of Rs.10/-)

Issued,subscribed and paid up capital

Equity Share Capital

37,968.48

37,968.48

37,96,84,800 Equity Shares of Rs.10/- each fully paid-up

(Previous Year-37,96,84,800 Shares of Rs.10/- each fully paid-up)

37,968.48**37,968.48****Terms/ rights attached to equity shares**

The company has only one class of shares referred to as equity shares having a par value of Rs. 10/-.

Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividend in Indian Rupees. The dividend proposed by the board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

Details of Shareholders having more than 5% shares in the company are as under .

Jaiprakash Associates Ltd.

74%

2,809.67

2,809.67

Steel Authority of India Ltd.

26%

987.18

987.18

100%

3,796.85

3,796.85

Out of the above shares:-

5,25,09,600 shares had been allotted as fully paid up to "Steel Authority of India Limited" pursuant to agreement dated 11.06.2007, out of which 40,91,785 shares were allotted for consideration otherwise than in cash.

Bonus shares Issued

During the Financial Year 2012-13, 4,62,08,448 Equity Share and 13,15,16,352 Equity Shares of Rs. 10 each have been issued as bonus to Steel Authority India Ltd. & Jaiprakash Associate Ltd. respectively

74 % Equity Shares are being held by Holding Co., Jaiprakash Associates Limited.**Reconciliation of no. of shares Outstanding**

Equity Shares Outstanding at the beginning of the Year

3,796.85

3,796.85

Addition During the Year (Bonus Issue)

-

Equity Shares Outstanding at the End of the Year

3,796.85

3,796.85

Note No. 2.02: Reserves and Surplus**Capital Reserves**

Balance at the beginning

4,289.87

4,289.87

Addition During the Year

-

Balance at the end**4,289.87****4,289.87****Surplus**

Balance at the beginning

(15,418.48)

(12,525.70)

Depreciation on fixed assets whose life expired on 31.03.2014 as per new companies Act.

(47.09)

-

ADD: Profit After Tax Transferred from Statement of Profit & Loss

(2,013.92)

(2,892.78)

Balance at the end**(17,479.49)****(15,418.48)****(13,189.62)****(11,128.61)**

BHILAI JAYPEE CEMENT LTD.**Notes to the Financial Statements for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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Note No. 2.03: Long-Term Borrowings**Term loans (Secured)****From Banks:-**

State Bank of India		12,000.12
	-	12,000.12

Repayment of Term of Loan :-

Term Loan from State Bank of India is repayable in 9 half yearly instalments starting from Feb 2012.

Security

The financial assistance, sanctioned and disbursed / to be disbursed by State Bank of India, of Rupee Term Loans together with all interest, guarantee commission, liquidity damages, upfront fees and any other amount due and payable to the Lenders, Premia on pre-payment, costs, charges, expenses and other monies whatsoever stipulated in or payable to the Lenders, Security Trustee (State Bank of India) etc. under the Loan Documents / Financing documents are secured / to be secured by way of :-

Primary:

The Loan is secured by first charge under an indenture of mortgage/deposit of title deed by the security trustee in favour of Bank, in respect of Borrower's immovable and fixed assets (155.10 acers of Land at village Birahuli, District Satna, Madhya Pradesh and Plant and Machinery Plant at Bhilai and Satna) equivalent to the FACR of minimum 1.20 Times of the facility amount at all time. In the event of FACR falling below 1.20 times of the outstanding liability, the company shall provide additional assets and properties within 90 days of such determination, in favour of the bank such that book value of the secured properties satisfies the required Coverage Ratio.

JAL (sponsor company) to furnish undertakings as regard to:-

- Timely servicing of debt/repayment
- Non withdrawal of unsecured loan (Quasi Equity) during the currency of loan.

Guarantee:-

Personal guarantee of Shri Sunny Gaur, Director & Chairman of the Company.

Note No. 2.04 Deferred Tax Assets/Liabilities**Deferred Tax Liability:**

On account of Timing Difference in WDV of Fixed Assets	(9,888.55)	(9,312.26)
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Deferred Tax Asset:

On account of Employees Benefit	98.09	70.89
On account of Unabsorbed Business Loss	17,671.21	3,143.77
On account of Unabsorbed Depreciation	-	12,065.19
On account of Others	-	-

Net Deferred Tax (Liability)/Assets

7,880.75	5,967.59
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Note No. 2.05: Long-term provisions**Provision for employee benefits**

Gratuity	96.61	95.03
Leave Encashment	186.97	107.07
	283.58	202.10

Note No. 2.06: Short Term Borrowings**From Banks. (Secured):-**

State Bank Of Patiala*	5,052.13	4,529.58
SIDBI(HUNDIS)**	2,500.23	3,385.90
	7,552.36	7,915.48

BHILAI JAYPEE CEMENT LTD.**Notes to the Financial Statements for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Securities		
* The working Capital facility availed from the State Bank of Patiala is secured by way of FIRST charges on current assets i.e. hypothecation of stocks of raw materials, work in progress, finished goods, store and spares and book debts.		
** MSME-Receiveable Finance Scheme availed from Small Industrial and Development Bank of India secured by way of SECOND charges on current assets i.e. hypothecation of stocks of raw materials, work in progress, finished goods, store and spares and book debts(Present and future).		
MSME-Receiveable Finance Scheme has also been guaranteed by Shri Manoj Gaur, CMD of Jaiprakash Associates Ltd.		
Note No.2.07: Trade Payable		
Trade Payable	-	-
others		
- Due to micro and small enterprises	-	-
- Others	10,222.53	10,993.53
	10,222.53	10,993.53

Note No. 2.08: Other Current Liabilities**Current Maturities of Long Term Debts (Secured):-**

State Bank of India(Term Loan Installments due with in 12 months)*	12,116.01	11,999.76
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Other Payables:-

Due to Staff	266.65	250.06
Tax Dues	1,836.79	550.47

Advances from Customer (Unsecured)*Clinker*

Related Party-Jaiprakash Associates Ltd. (Holding company)	22,735.50	12,562.28
Others	752.57	2,346.38

Cement

Security Deposits-Interest Bearing	1,124.88	2.89
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Security Deposits-Non Interest Bearing	3,057.26	3,068.76
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Retention Money	668.27	793.35
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Due to related parties (Unsecured)	79.17	214.22
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Others Current Liabilities	2,515.89	704.58
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	38.98	52.82
	45,191.97	32,545.57

* Two Instalments of Rs. 60 Crores each shall be payable as on Aug. 2015 & Feb. 2016 respectively. (ref. Note. No. 2.03)

Note No. 2.09: Short-term provisions*Provision for employee benefits*

Gratuity	11.81	7.04
Leave Encashment	22.04	20.28

Others

Wealth Tax	0.15	0.25
Provision for Discounts	1,111.17	980.19
Excise Duty On Closing Stock	138.69	23.48
Other Provisions	2,331.63	2,518.85

	3,615.49	3,550.09
--	-----------------	-----------------

Note No.2.11: Long-term loans and advances

Capital Advances(Unsecured and Considered good)	586.76	596.37
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Security Deposits(Unsecured and Considered good)		
--	--	--

With Govt. & Public Bodies	1,205.04	1,305.87
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With Others	138.38	197.01
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	1,930.18	2,099.25
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BHILAI JAYPEE CEMENT LTD.**Notes to the Financial Statements for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Note No. 2.12: Inventories		
Raw materials	722.28	873.01
Work-in-progress	2,147.07	841.82
Finished goods	2,624.73	2,750.84
Stores and spares		
In Store	1,100.30	981.57
In Transit	0.89	-
	6,595.27	5,447.24
Note No.2.13: Trade Receivables(Unsecured)		
Others Less Than Six Months	1,848.03	2,325.77
Others More Than Six Months	-	-
	1,848.03	2,325.77
Note No. 2.14: Cash and Cash Equivalents		
Cash on hand	6.27	26.49
Balances with banks		
In Current Accounts		
Union Bank of India, Babupur	162.85	156.45
State Bank of india, Satna	17.77	28.73
Axis Bank, Satna	5.06	1.29
Axis Bank, Bhilai	35.18	13.80
State Bank of india, Bhilai	3.01	2.30
Axis Bank-HO	16.69	23.49
J&K Bank -HO	2.36	2.36
Oriental Bank of Commerce-HO	11.78	163.26
IDBI, Bank-HO	2.83	2.83
SBI Current Account-HO	1.63	1.63
ICICI-BJCL-C.A/C-037-HO	0.50	0.52
Axis Bank -HO	386.63	857.03
Axis Bank -HO C/A 914020010405202	133.99	913.57
	786.55	2,193.75
Notes No. 2.15: Short-Term Loans and Advances		
Advances to Suppliers,Contractors & Transporters		
--Suppliers	2,301.84	3,006.25
--Contractors	2.56	217.90
--Transporters	3.36	16.95
--Others	328.42	225.35
Advances to Employees	27.72	70.97
	2,663.90	3,537.42
Note No. 2.16: Other Current Assets		
Tax Receivables	1,203.30	525.40
Insurance Claim	0.23	0.23
Prepaid Expenses	73.32	58.53
Other receivables	707.20	477.88
	1,984.05	1,062.04

BHILAI JAYPEE CEMENT LTD.**Notes to the Financial Statements for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	Apr'14 to Mar'15	Apr'13 to Mar'14
Note No.2.17: Revenue from Operations		
Sale-Cement	55,645.15	64,694.26
Sale-Clinker	13,162.74	13,990.09
Other operating income (scrap sales)	147.82	91.79
	68,955.71	78,776.14
Note No.2.18: Non operating Income		
Interest Received	95.19	146.63
Miscellaneous Receipts	397.97	150.16
	493.16	296.79
Note No.2.19: Cost of Material Consumed		
Lime Stone consumed	3,520.31	3,325.53
Latrite Consumed	405.91	508.86
Slag Consumed	2,112.08	2,291.01
Gypsum Consumed	946.66	1,320.19
Packing Material Consumed	2,581.48	2,958.40
Freight-Clinker	5,048.21	5,585.79
Clinker purchase from outside and consumed	194.43	-
Less Attributable to self consumption	(0.11)	(3.20)
	14,808.97	15,986.57
Note No.2.20: Other Direct Manufacturing Exp.		
Power and Fuel	8,218.66	8,425.50
Coal Consumed	12,248.28	12,073.73
Store and Spares Consumed	839.98	806.36
Repair and maintenance -Plant & Machinery	477.03	498.96
	21,783.95	21,804.55
Note No. 2.21: (Increase)/Decrease in Stock		
Opening Stock :-		
Work In Progress	841.82	1,299.18
Finished Goods	2,750.84	3,814.89
Total (A)	3,592.66	5,114.07
Closing Stock :-		
Work In Progress	2,147.07	841.82
Finished Goods	2,624.73	2,750.84
Total (B)	4,771.80	3,592.66
(C) =(B)-(A)	(1,179.14)	1,521.41
Note No. 2.22: Employee benefits expense		
Salaries & Wages	2,847.83	2,982.82
Gratuity	60.35	6.02
Leave Encashment	136.64	41.76
Contribution To Provident & Other Funds	132.59	131.90
Staff Welfare	84.52	111.32
	3,261.93	3,273.82

BHILAI JAYPEE CEMENT LTD.**Notes to the Financial Statements for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	Apr'14 to Mar'15	Apr'13 to Mar'14
Note No.2.23: Selling & Distribution Expenses		
Loading, Transportation etc.	14,071.28	15,384.81
Discounts	2,474.83	2,927.47
Commission	478.39	523.92
Publicity & Advertisements	168.03	162.38
Sales Promotion Exp.	119.02	166.00
	17,311.55	19,164.58
Note No.2.24: Financial Cost		
Interest On Term Loans	2,969.51	4,018.03
Interest On Bank Borrowings & Other Charges	1,312.62	1,338.06
	4,282.13	5,356.09
Note No.2.25: Other Expenditure		
Repair & Maintenance	396.57	424.90
Safety & Security Expenses	468.97	513.08
Rent	96.39	77.77
Rates & Taxes (Excluding excise duty on sale)	868.09	1,082.46
Wealth Tax	0.15	0.25
Insurance	68.93	75.03
Travelling Expenses	102.42	103.55
Postage, Telephone & Internet	37.18	47.32
Legal & Professional Expense	61.23	92.04
Vehicle Hire and running Charges	78.06	115.05
Bank Charges & Guarantee Commission	56.07	31.38
Payments to auditor:-		
Statutory Fee	3.09	2.25
Tax audit fee	0.25	0.25
For reimbursement of expenses	0.32	0.44
News Paper, Magazine and Advertisement	4.85	5.06
Printing and Stationery	12.61	11.97
Miscellaneous Expenses	79.39	57.86
Loss on sale/disposal/discard/write off of assets (Net)	145.24	-
	2,479.81	2,640.66
Note No. 2.26: Exceptional Items		
Excess Provision written back	137.98	179.68
	137.98	179.68
Note No.2.27: Extraordinary Items		
Prior Period Adjustments	716.79	(4.01)
	716.79	(4.01)

BHILAI JAYPEE CEMENT LTD.**Notes to the Financial Statements for the Year Ended as at 31st March, 2015**

(Rs. in Lacs)

PARTICULARS	Apr'14 to Mar'15	Apr'13 to Mar'14
Note No.2.28 : Earning Per Share		
Net Profit/ (Loss) after tax	(2,013.92)	(2,892.78)
Nominal value of equity share (in Rs.)	10.00	10.00
Total number of equity shares outstanding at the beginning of the year/period	3,796.85	3,796.85
Total number of equity shares outstanding at the end of the year/period	3,796.85	3,796.85
Weighted average number of equity shares	3,796.85	3,796.85
Basic Earning Per Share (in Rs.)	(0.53)	(0.76)

	Gross Block						Depreciation				Net Block	
PARTICULARS	As on 01.04.2014	Addition During the Year	Sale/ Disposal Adjustment during the year	As on 31.03.2015	As on 01.04.2014	For the year 2014-15	Depreciation on Sale/Disposal Adjustment	As on 31.03.2015	As on 31.03.2015	As on 31.03.2014		
LAND FREEHOLD	1,303.94	20.20	-	1,324.14	-	-	-	-	-	1,303.94		
LAND LEASEHOLD	97.27	-	-	97.27	31.45	4.23	-	35.68	61.59	65.82		
LAND LEASEHOLD-OTHER	602.78	-	-	602.78	69.62	23.21	-	92.83	509.95	533.16		
BUILDINGS	5,207.40	57.73	-	5,265.13	460.05	314.26	-	774.31	4,490.81	4,747.35		
P&M PLANT & MACHINERIES	75,635.20	108.64	300.00	75,443.84	16,054.31	2,858.25	109.00	18,803.56	56,640.28	59,580.88		
P&M ELECT.INSTAL.	200.39	-	-	200.39	28.70	19.13	-	47.83	152.56	171.69		
P&M WATER TANK, PIPE	29.04	8.86	-	37.90	3.62	2.64	-	6.26	31.64	25.42		
P&M RAILWAY SIDING	4,546.52	2.20	-	4,548.72	647.19	271.36	-	918.55	3,630.17	3,899.33		
VEHICLES	164.24	-	-	164.24	77.62	27.78	-	105.40	58.84	86.63		
OTHER FIXED ASSETS	144.08	27.70	0.06	171.72	29.09	12.93	0.02	42.00	129.72	114.99		
EDP MACHINES	189.58	8.94	2.79	195.73	107.27	59.25	2.64	163.88	31.86	82.32		
AC AND COOLERS	43.31	-	0.20	43.12	14.42	6.06	0.19	20.29	22.82	28.89		
REFRIG.& WATER COOLR	34.76	-	0.35	34.41	8.27	5.19	0.09	13.37	21.04	26.49		
TEL.TV, CINEMAUTO	53.00	-	-	53.00	16.68	12.81	-	29.49	23.50	36.32		
FURNITURE & FIXTURE	178.92	0.02	1.76	177.18	86.08	16.22	1.05	101.25	75.93	92.84		
OFFICE EQUIPMENTS	3.86	2.35	-	6.21	0.87	0.35	-	1.22	4.99	2.99		
Grand Total	88,434.29	236.64	305.16	88,365.77	17,635.26	3,633.66	112.99	21,155.93	67,209.84	70,799.07		
Assets whose life expired on 31.03.14 (depreciation to be charged to retained earning)						47.09						
Depreciation to be charges to profit & loss A/C						3,586.57						
Previous Year Capital Work In Progress	88,201.10	242.83	9.61	88,434.32	13,181.55	4,453.69	-	17,635.25	70,799.07	75,019.55		
									746.22	614.63		

BHILAI JAYPEE CEMENT LTD.

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

COMPANY OVERVIEW

Bhilai Jaypee Cement Limited is a Joint Venture of Jaiprakash Associates Limited and Steel Authority of India Limited. This has two Split Location Plants: One at Babupur (Satna) having the capacity of 1.09 MPTA (Clinker unit) and another at Bhilai having capacity of 2.20 MPTA (cement unit). The Company is engaged in Production of cement since June' 2010.

Note No. (1) SIGNIFICANT ACCOUNTING POLICIES

System of accounting

The financial statements are prepared in accordance with Generally Accepted Indian Accounting Principles ("GAAP") under the historical cost convention and on accrual basis. GAAP comprises mandatory accounting standards as specified in the Companies (Accounting Standards) Rules, 2006, and the provisions of the Companies Act, 1956 to the extent applicable & the companies Act 2013 (to the extent notified & applicable).

Use of estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities, revenues & expenses of the reported period. The difference between the actual results & estimates are recognized in the period in which the results are known or materialized.

Inventories

Inventories of raw materials, work-in-process and finished goods are valued at lower of cost or estimated net realizable value. Values of inventories of finished goods lying in the factory premises and at dumps include excise duty, pursuant to the Accounting Standard (AS-2) [Revised].

Inventories in respect of Stores & Spares are valued at cost. Cost comprises of cost of purchase and other costs incurred in bringing them to their present location and condition. Cost of Stores & Spares is ascertained on weighted average basis. Goods in transit are valued at cost.

Cash and Cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all investments that are readily convertible to know amounts of cash to be cash equivalents.

Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing and financing cash flows. The Cash from operating, investing and financing activities of the company are segregated.

Revenue recognition

Revenue from sale of cement and clinker transactions is recognized when significant risk and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding amount of consideration. Cement sale and clinker sale are net of excise duty and vat.

Interest income is recognized on accrual basis.

Fixed assets

Fixed assets are stated at cost less accumulated depreciation & impairment. Cost includes all costs relating to acquisition and installation of fixed assets including any incidental costs of bringing the assets to their working condition for their intended use. Capital work in progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

Depreciation

Depreciation on fixed assets is provided on balance useful life of assets as specified in schedule II of the Companies Act, 2013. Individual Low cost assets (acquired for Rs. 5000/- or less) are depreciated fully in the year of acquisition.

Premium paid on leased land is being amortized over the balance period of lease after commissioning.

Expenditure during Construction Period

Expenditure incurred on projects/assets during construction/implementation is capitalized and apportioned to Projects/assets on commissioning.

Foreign currency Transactions

Transactions denominated in Foreign currency are recorded in the books of Account in Indian Rupees at the rate of exchange prevailing on the date of transaction.

Monetary Assets and Liabilities related to Foreign currency Transactions and outstanding are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance sheet. The exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities are recognized as income or expense in the Profit and Loss Account.

Non monetary foreign currency items are carried at cost.

Employee benefits

Provident fund & Pension contribution – as a percentage of Salary/wages is a defined contribution plan & is accounted on accrual basis.

Gratuity & Leave Encashment:- Leave encashment are defined benefit obligations. The Liability is provided for on the basis of actuarial valuation made at the end of each financial year. In accordance with applicable Indian Laws, the Company also provides for gratuity, a defined benefit retirement plan. The Company provides the gratuity benefit through annual contribution to a fund managed by the insurer (SBI Life Insurance Co. Limited). The Liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit Method under this plan.

Borrowing costs

Borrowing costs directly attributable to acquisition or construction of qualifying assets, which necessarily take substantial period of time to get ready for intended use, are capitalized. All other borrowing costs are charged to revenue.

Earnings per share

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Income tax

Current tax is determined as per the provisions of the Income Tax Act, 1961 in respect of taxable income for the year.

Deferred tax asset and liability is computed as per the Accounting Standard (AS-22) "Accounting for Taxes on Income". Deferred Tax Assets and Liabilities are computed by applying tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet Date.

Impairment of assets

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate

that reflects the current market assessments of time value of money and the risks specific to the asset. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

Reversal of impairment losses recognized in prior years, if any, is recorded when there is an indication that the impairment losses recognized for the assets no longer exist or have decreased.

Provisions and contingent Liabilities

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its 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 adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed in the notes to the financial statement. A contingent asset is neither recognized nor disclosed.

Preliminary Expenses

Preliminary expenses are written off in Profit and Loss Account during the year in which they are incurred.

2. 29: Notes to the Financial Statements for the Year Ended as on 31.03.2015

(i) Contingent Liabilities & Commitments:-

(Rs. in Lacs)		
	31.03.2015	31.03.2014
a) Contingent Liabilities:-		
a) Claims against the company not acknowledged as debt	1967.34	1994.98
b) Outstanding balances of Bank Guarantees	103.26	70.95
c) Outstanding Letters of Credit (including Foreign LCs)	-	1214.31
b) Commitments:-		
Estimated amount of Contract remaining to be executed on Capital Account and not provided for(net of Advances)	984.70	588.07

(ii) Capital Reserve of 42.89/- Crores (Previous year - 42.89 Crores) represents funding of cost overrun by Jaiprakash Associates Limited up to 31.03.2013 in the terms of Shareholder's Agreement.

(iii) In the opinion of the Board of Directors, Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which these are stated in the Balance Sheet.

(iv) Additional Information

a) Details of Raw Material, Stores and Spares Consumed:

(i) Raw Material:

S.No.	Particulars	Apr'14 to Mar'15	Apr 2013 to Mar'14
		Value (Rs. in Lacs)	Value (Rs. in Lacs)
1.	Lime Stone	3520.31	3,325.53
2.	Laterite/Iron Ore	405.91	508.86
3.	Gypsum	946.66	1,320.19
4.	Slag	2,112.08	2,291.01

b) Value of imported and indigenous stores & spares consumed and percentage of each to the total consumption:

S.No.	Particulars	Apr'14 to Mar'15		Apr'13 to Mar'14	
		Value (Rs. in Lacs)	%age	Value (Rs. in Lacs)	%age
1.	Indigenous	777.28	92.54%	786.12	97.49%
2.	Imported	62.70	7.46%	20.24	2.51%

(c) CIF Value of Imports:

(Rs. in Lacs)			
S.No.	Particulars	Apr'14 - Mar'15	Apr'13 - Mar'14
1.	Components, Spares and Others	5186.64	8,158.96
2.	Capital Goods	-	20.59

(d) Foreign Exchange Outflow:

(Rs. in Lacs)			
S.No.	Particulars	Apr'14- Mar'15	Apr'13- Mar'14
1.	Payment to Capital Suppliers	-	20.59
2.	Against Supplies	5186.64	8057.70
3.	Against Services	NIL	NIL

(e) Opening & Closing of Stocks

(Rs. in Lacs)			
S.No.	Particulars	Apr'14- Mar'15	Apr'13- Mar'14
1.	Opening Stock		
	- Clinker	29.84	409.71
	- Cement	2750.84	3,814.89
2.	Closing Stock		
	- Clinker	1249.07	29.84
	- Cement-FG-(Bags)	2624.73	2,750.84

(f) Disclosures under the Revised AS-15 on Employees Benefits:

Actuarial Assumptions

- (i) Discounting Rate 8.00%
- (ii) Mortality IALM (2006-08)
- (iii) Turnover Rate Up to 30 Years-2%, 31-44 years-5%, Above 44years-3%
- (iv) Future Salary Increase 5.5%

Particulars	2014-15		2013-14	
	Gratuity (funded)	Leave Encashment (unfunded)	Gratuity (funded)	Leave Encashment (unfunded)
(i) Expenses recognized in the Statement of Profit & Loss Account for the Period ended 31st March 2015.				
1. Current Service Cost	31.75	46.07	23.62	32.02
2. Interest Cost	8.68	10.82	8.16	15.43
3. Past Service Cost	0.00			
4. Expected return on plan assets	(5.02)		(5.44)	
5. Actuarial (Gains)/Losses	24.95	79.75	(15.80)	(59.90)
Total Expenses	60.35	136.64	10.54	(12.45)
(i) The amount to be recognized in the Balance Sheet as on 31st March 2015.				
1. Present Value of Defined Benefit Obligation	156.68	209.01	102.07	127.35
2. Fair Value of Plan Assets	48.26		54.00	
3. Funded Status /Difference	(108.42)	(209.01)	(48.07)	(127.35)
4. Excess of Actual over estimated	(0.56)		(0.29)	
Net Asset/ (Liability) recognized in balance sheet	(108.42)	(209.01)	48.07	(127.35)
(iii) Change in Obligation during the Period ended March 31, 2014				
1. Present value of Defined Benefit Obligation at the beginning of the year	102.07	127.35	96.05	181.56
2. Current Service Cost	31.75	46.07	23.62	32.02
3. Interest Cost	8.68	10.82	8.16	15.43
4. Past Service Cost				
5. Actuarial (Gains)/Losses	24.39	79.75	16.09	(59.90)
6. Benefit Paid	(10.20)	(54.98)	9.67	(41.76)
7. Present Value of Defined Benefit Obligation at the end of the year	156.68	209.01	102.07	127.35
(iv) Change in Plan Assets during the Period ended March, 2015				
1. Plan Assets at the beginning of the year	54.00	-	58.52	-
2. Assets acquired on amalgamation in previous year.	-	-	-	-
3. Settlements		-		-
4. Expected return on Plan Assets	5.02	-	5.44	-
5. Contribution by Employer	-	-		-
6. Actual Benefit Paid	(10.20)	-	9.67	-
7. Actuarial Gains/ (Losses)	(0.56)	-	(0.29)	-
8. Plan Assets at the end of the year	48.26	-	54.00	-

- v) As per Accounting Standard 18 (AS 18) "Related Party Disclosures", issued by ICAI, the disclosure of transactions with the related party, as defined in the said standard, are given below:-

i) List of Related Parties and relationships.

(a) Holding Company:

Jaiprakash Associates Limited (Holding 74% of the paid-up equity share capital)

(b) Fellow Subsidiary Companies:

- (i) Jaiprakash Power Ventures Limited
- (ii) Jaypee Powergrid Limited (subsidiary of Jaiprakash power ventures limited)
- (iii) Himalayan Expressway Limited
- (iv) Jaypee Infratech Limited
- (v) Jaypee Sports International Limited
- (vi) Bokaro Jaypee Cement Limited
- (vii) Gujarat Jaypee Cement & Infrastructure Limited
- (viii) Jaypee Ganga Infrastructure Corporation Limited
- (ix) Jaypee Arunachal Power Limited.
- (x) Sangam Power Generation Company Limited
- (xi) Prayagraj Power Generation Company Limited
- (xii) Jaypee Agra Vikas Limited
- (xiii) Jaypee Fertilizers & Industries limited
- (xiv) Jaypee Meghalaya Power Limited
- (xv) Jaypee Cement Corporation Limited
- (xvi) Himalayaputra Aviation Ltd.
- (xvii) Jaypee Assam Cement Ltd.
- (xviii) Jaypee Healthcare Ltd.(w.e.f. 30.10.2012)
- (xix) Jaypee Cement Cricket (India) Limited (w.e.f. 20.10.2012)
- (xx) Jaypee Cement Hockey (India) Limited (w.e.f. 05.11.2012)
- (xxi) Himachal Baspa Power Limited (w.e.f. 14.03.2014)
- (xxii) Himachal Karcham Power Limited (w.e.f. 14.03.2014)
- (xxiii) Jaiprakash Agri Initiatives Company Limited (w.e.f. 25.03.2013)

(c) Associate Company:

- (i) Jaypee Infra Ventures (A Private Company with unlimited Liability)
- (ii) Jaypee Mining Ventures Private Limited
- (iii) Jaypee Development Corporation Limited (Subsidiary of Jaypee Ventures Private Limited)
- (iv) JIL Information Technology Limited (Subsidiary of Jaypee Ventures Private Limited)
- (v) Gaur & Nagi Limited (Subsidiary of JIL information technology Limited)
- (vi) Jaypee International Logistics Company Private Limited (Subsidiary of Jaypee Ventures Private Limited)
- (vii) Tiger Hill Holiday Resorts Private Limited (Subsidiary of Jaypee Development Corporation Limited)
- (viii) ANVI Hotels Private Limited (Subsidiary of Jaypee Ventures Private Limited)
- (ix) RPJ Minerals Private Limited
- (x) Sarveshwari Stone Products Private Limited (Subsidiary of RPJ minerals Private Limited)
- (xi) Rock Solid Cement Limited (Subsidiary of RPJ minerals Private Limited)
- (xii) Sonebhadra Minerals Private Limited
- (xiii) Jaiprakash Kashmir Energy Limited
- (xiv) Andhra Cements Ltd.
- (xv) Indesign Enterprises Private Limited (Subsidiary of Jaypee Ventures Private Limited)
- (xvi) Jaypee Hotels Limited.
- (xvii) Ceekay Estates Pvt. Ltd.
- (xviii) Jaiprakash Exports Private Ltd.
- (xix) Bhumi Estate Developers Pvt. Ltd.
- (xx) PAC Pharma Drugs and Chemicals Private Limited
- (xxi) MP Jaypee Coal Limited
- (xxii) MP Jaypee Coal Fields Limited

- (xxiii) Madhya Pradesh Jaypee Minerals Limited
 (xxiv) Steel Authority of India Limited (Holding 26% of the Paid-Up equity share capital)
 (xxv) Jaypee Technical Consultants Private Limited
 (xxvi) Jaypee Jan Sewa Sansthan (Not for Profit, Private Limited Company)
 (xxvii) Jaypee Uttar Bharat Vikas Pvt. Ltd.
 (xxviii) Think different enterprise Pvt. Ltd.
 (xxix) Kanpur Fertilizers & Cement Ltd.

ii) Key Management Personnel:

Shri Rahul Kumar, Managing Director

iii) Transactions during the period with Related Parties.

(A) Transaction related to parties referred in “i” above :

(Rs. in Lacs)

S. No.	Nature of Transaction	Related Party	Apr'14-Mar'15	Apr'13-Mar'14
1	Cement Purchased	Jaiprakash Associates Limited	33.01	12.54
2 (i)	Sale of Clinker	Jaiprakash Associates Limited	2,160.98	7,317.08
2 (ii)	Advance Recd. for Clinker	Jaiprakash Associates Limited	12,334.20	18,713.80
	Freight			942.32
3	Purchases of Assets	Jaiprakash Associates Limited	12.80	-
4	Sale of Pet coke	Jaiprakash Associates Limited	1.77	
5	Sale of Assets	Jaiprakash Associates Limited		9.61
6	Advance for land development (for Railway Yard)	Steel Authority of India Limited	-	233.72
7	Rent & Water Charges.	Steel Authority of India Limited	72.59	84.75
8	Slag Purchased	Steel Authority of India Limited	1,862.00	2,580.73
9	Purchases/Repairing of Stores & Spares	Jaypee Cement Corporation Ltd.(Jaypee Hi- Tech Casting & H.E.W.)	140.06	
10	Purchases of Packing Bags	Jaypee Cement Corporation Ltd.(New Age Packaging))	200.76	631.91
11	Safety & security/ Medical service	Jaypee Development Corporation Limited	485.89	551.87
12	Service	JIL Information Technology Limited	0.30	-
13	Purchase of Spares	Jaiprakash Associates Limited	82.20	37.77
14	Sale of Spare	Jaiprakash Associates Limited	5.66	0.11
15	Sale of Spare	Jaypee Cement Corporation Ltd (Hi tech costing)	9.51	-
16	Purchase of Gypsum	Jaiprakash Associates Limited	12.49	-
16	Purchase of Gypsum	Jaypee Cement Corporation Ltd	78.89	-
17	Purchase of Coal	Jaiprakash Associates Limited	929.61	-

- vi) As per the information available to the company, the company has no dues to the micro and small enterprise during the year ended Mar. 31st, 2015 and Mar. 31st, 2014.

- vii) Company has reviewed its carrying amount of assets with value in use /net selling price . Based on such review management is of view that in the current financial year impairment of assets is not considered necessary.
- viii) Company operates only in one segment.
- ix) Figures of previous year have been regrouped / recast / rearranged wherever considered necessary .
- x) All figures have been rounded off to the nearest Lacs of rupees.

For Awatar & Co.

Chartered Accountants
Registered No: 000726N

Brijendra Agrawal

Brijendra Agrawal
Partner
M. No. 087787



Place: 23-5-15
Date: New Delhi

For and on behalf of Board

(Signature)
(Rahul Kumar)
Managing Director

(Signature)
(R. B. Singh)
Director

(Signature)
(S. B. Pant)
CFO

(Signature)
(Anjan Kumar Bajpaie)
Company Secretary