

Andhra Cements Limited



76th

Annual Report 2014-15

Board of Directors

K.N. Bhandari,	Chairman
Sujit Kumar Mandal,	Managing Director
Pankaj Gaur	
Naveen Kumar Singh	
S. D. M. Nagpal	
R. K. Pandey	
Ravindra Kumar Singh	
Harish K. Vaid	
V. K. Jain	
R. B. Singh (w.e.f 12.11.2014)	
Manju Sharma (w.e.f 11.02.2015)	

Contents	Page No.
Directors' Report	1
Report on Corporate Governance	18
Management Discussion & Analysis Report	32
Independent Auditors' Report	34
Balance Sheet	38
Statement of Profit & Loss	39
Notes	40
Cash Flow Statement	62

CFO

A.K. Agrawal

Company Secretary

G. Tirupati Rao
General Manager (Legal) & Company Secretary

Statutory Auditors

M/s Chaturvedi & Partners
Chartered Accountants, New Delhi

Internal Auditors

M/s Lodha & Co,
Chartered Accountants, Hyderabad

Secretarial Auditors

M/s Savita Jyoti Associates
Practicing Company Secretaries, Hyderabad

Cost Auditors

M/s J.K. Kabra & Co
Cost Accountants, Delhi

Registrar & Share Transfer Agent

CIL Securities Ltd,
214, Raghav Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad - 500001
Ph: +91-40-23202465
Fax: +91-40-23203028
Website: www.cilsecurities.com
E-mail: rta@cilsecurities.com

Registered Office

Andhra Cements Limited
Durga Cement Works
Sri Durgapuram,
Dachepalli - 522414
Guntur (Dist), (AP)
CIN: L26942AP1936PLC002379
Ph: +91-8649-257428
Fax: +91-8649-257449
Website: www.andhracements.com
E-mail: investorcell@andhracements.com

Corporate office

Jaypee Group Corporate Office
'Nirman Sadan' Sector-128, Noida-201304(UP)
Ph: +91-120-4609000
Fax: +91-120-4609464

Bankers/Lenders

IDFC Limited
HDFC Limited
State Bank of Mysore
Yes Bank Limited
Karur Vysya Bank Limited
Andhra Bank
Axis Bank
State Bank of India
Vijaya Bank
DBS Bank

DIRECTORS' REPORT

To,

The Members

The Directors of your Company are pleased to present the Seventy Sixth Annual Report together with the Audited Accounts of the Company for the 15 months period ended 30th June, 2015.

FINANCIAL HIGHLIGHTS

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

	(₹ in lakhs)	
	Current period 2014-15 (15 months)	Previous Year 2013-14 (12 months)
Net Sales	27802	-
Other Income	906	308.92
PBIDT	3327	(1175.83)
Finance Cost	6246	788.48
Depreciation	2519	249.43
Profit/(Loss) before exceptional Items	(5438)	(2213.74)
Profit/(Loss) before Tax	(9891)	(2213.74)
Deferred Tax	-	5607.63
Net Profit / (Loss)	(9889)	(7821.37)

1. PLANTS AND OPERATIONS

During the period under review, Company's both the plants viz, Durga Cement Works (DCW) and Visakha Cement Works (VCW) commenced commercial operations with effect from 1st December, 2014. However, due to some pending minor balance works, the plants could not operate in full swing during the period. CPP (30MW) project works were under progress and nearing completion.

2. SHARE CAPITAL

The paid up equity share capital as at 30th June, 2015 is Rs. 293,52 lacs. During the period under review, your Company has not issued any shares with differential rights, sweat equity shares and equity shares under employees stock option scheme. Your Company has not bought back its own shares during the period under review.

3. DIVIDEND

In view of the absence of sufficient net profit during the period under review, the Directors regret their inability to recommend any dividend.

4. DIRECTORATE AND KEY MANAGERIAL PERSONNEL

During the period under report the following changes took place in the Board of the Company:

- As already reported in the 75th Annual Report for the Financial Year 2013-14, Shri Sujit Kumar Mandal, appointed as Managing Director of the Company with effect from 11th August, 2014 and his appointment was approved by the members in the 75th Annual General Meeting held on 30th September, 2014.

During the period under review, in view of the restrictions on the maximum number of Directorships under the Companies Act, 2013, Shri Manoj Gaur resigned as Director / Chairman of the Company w.e.f 9th August, 2014. The Board places on record its appreciation for the valuable contribution and leadership provided by Shri Manoj Gaur in revival and rehabilitation of the plants of the Company. Shri K.N. Bhandari, Independent Director has been elected as Chairman of the Company w.e.f 11th August, 2014.

- Shri Harish K. Vaid and Shri V.K Jain, Directors would retire by rotation at the ensuing Annual General Meeting and, being eligible, they offer themselves for re-appointment.
- During the period under report, the Board Meet 6 times, the details whereof are given in Report on Corporate Governance. The meetings of Board of Directors were held on 26th May, 2014, 11th August, 2014, 30th September, 2014, 12th November, 2014, 11th February, 2015 and 13th May, 2015.
- All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
- Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the Committees constituted by it. The manner in which the formal annual evaluation has been carried out has been explained in the Report on Corporate Governance.
- Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 & Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has confirmed and noted Shri Sujit

Kumar Mandal, Managing Director & CEO, Shri A.K. Agrawal, CFO and Shri G. Tirupati Rao, General Manager (Legal) & Company Secretary as Key Managerial Personnel of the Company.

7. The Board has on the recommendation of the Nomination & Remuneration Committee adopted a policy for selection and appointment of Directors, Senior Management and their remuneration. Brief features of the said Policy are:
 - a) Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of Director;
 - b) Nomination and Remuneration Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management Position;
 - c) While selecting Independent Directors, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise and experience required for the position;
 - d) Non-executive/Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof, as amount as may be approved by the Board of Directors within the limits prescribed under the Companies Act, 2013 and the rules made thereunder, provided that the amount of such fees shall not exceed Rs. One lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The sitting fee for Independent Directors and Women Directors shall not be less than the sitting fee payable to other Directors;
 - e) An Independent Director shall not be entitled to any stock option of the Company;
 - f) Other employees of the Company shall be paid remuneration as per the Company's HR policies. The breakup of the pay scale and quantum of perquisites including employer's contribution to PF, pension scheme, medical expenses, etc. shall be as per the Company's HR Policy.

The Company shall reimburse actual expenditure incurred by the Directors in the performance of their duties as per the rules and policies of the Company.

Remuneration of other employees shall be reviewed/decided on an annual basis or earlier

if deemed necessary, based on performance appraisal of individual employees taking into account several factors such as job profile, qualifications, seniority, experience, commitment including time commitment, performance and their roles and duties in the organization.

- g) The age, term of appointment and retirement of Managing Director/Whole-time Director shall be determined in accordance with the provisions of Companies Act, 2013 read with Rules made thereunder;
- h) Managing Director/Whole-time Director and Key Managerial Personnel shall be paid the remuneration within the overall limit prescribed under the Companies Act, 2013 and the Rules made thereunder as recommended by the Nomination and Remuneration Committee subject to the approval of the Board;
- i) The Company shall provide suitable training to Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the company operates, business model of the Company etc;

5. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. During the period, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transaction.

The policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website at www.andhracements.com

The details of Related Party Transactions as required under Accounting Standard – 18 are provided in the accompanying financial statements forming part of this Annual Report. Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "Annexure-A" to this Report.

6. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

7. AUDITORS

7.1 Statutory Auditors

As the members are aware in accordance with the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Chaturvedi & Parterns, Chartered Accountants (Firm Registration No. 307068E), were appointed as Statutory Auditors of the Company in the last Annual General Meeting (AGM) for a period of Five consecutive years till the conclusion of Eightieth AGM of the Company to be held in the year 2019. The appointment of Statutory Auditors has to be ratified at every AGM. The Statutory Auditors, being eligible, offer themselves for re-appointment. The Company has obtained a written consent and a certificate from the Statutory Auditors to the effect that their reappointment, if made, would be in accordance with the conditions as may be prescribed and they fulfill the criteria laid down in Section 141 of the Companies Act, 2013.

Based on the recommendations of the Audit Committee, the Board has recommended the ratification of appointment of M/s. Chaturvedi & Parterns, Chartered Accountants as Statutory Auditors of the Company to hold office till the conclusion of the Eightieth Annual General Meeting to be held in the year 2019, subject to ratification of their appointment in every AGM.

7.2 Cost Auditors

Since the production at both the plants of the Company had commenced with effect from 1st December, 2014, Cost Auditor was not required to be appointed to conduct the Cost Audit for the 15 months period ended 30th June, 2015. However, for the financial year 2015-16, the Company is required to appoint Cost Auditors as per the provisions of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014.

For the Financial Year 2015-16, the Board of Directors of the Company have on the recommendation of Audit Committee, appointed M/s. J.K. Kabra & Associates, Cost Auditors of the Company for auditing the Cost Records relating to the product 'Cement' and the Resolution for ratification of their remuneration has been included in the Notice for ensuing Annual General Meeting.

7.3 Secretarial Audit

Secretarial Audit Report for the financial period ended 30th June, 2015, issued by M/S. Savita Jyoti Associates, Company Secretaries, in form MR-3 forms part of this report and marked as "Annexure-B".

The said report does not contain any qualification or observation requiring explanation or comments from Board under section 134(3)(f)(ii) of the Companies Act, 2013.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board on the recommendations of the Audit Committee, has appointed M/s. Savita Jyoti Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2016.

7.4 Internal Auditor

The Board on the recommendations of the Audit Committee, has appointed M/s. Lodha & Co., Chartered Accountants, as internal Auditors of the Company for the financial year 2015-16.

8. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the 15 months period ended 30th June, 2015 made under provisions of Section 92(3) of the Act is attached as "Annexure-C" which forms part of this Report.

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the period under review, there were no Loans, Guarantees and Investments made/given as per the provisions of Section 186 of the Companies Act, 2013.

10. RISK MANAGEMENT

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has formulated a Risk Management Policy. The Risk Management Policy *inter-alia*:

- a) define framework for identification, assessment, monitoring, mitigation and reporting of risks.
- b) ensures that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.

11. CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to Corporate Social Responsibility (CSR) not applicable to the Company, due to absence of required net profit/turnover.

12. MATERIAL CHANGES AND COMMITMENTS

In terms of Section 134(3) (i) of the Companies Act, 2013, except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the 15 months period and date of this report.

13. CORPORATE GOVERNANCE

Report on Corporate Governance and Management Discussion & Analysis Report, in terms of Clause 49 of the Listing Agreement are annexed and form part of this Annual Report. A certificate from the Practicing

Company Secretary confirming compliance with the conditions of Corporate Governance is also annexed.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Directors, based on the representation received from the operating management, certification by CEO and CFO to the Board of Directors and after due enquiry, confirm that in respect of the Audited Annual Accounts for the 15 months period ended 30th June, 2015:

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed and that there were no material departures;
- b) that the Directors had, in consultation with the Statutory Auditors, 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 for the 15 months period ended 30th June, 2015 and the loss of the Company for that period;
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the Directors had prepared the annual accounts on a going concern basis;
- e) that the Directors had laid proper internal financial controls to be followed and that such internal financial controls were adequate and were operating effectively; and
- f) that Directors had devised proper systems to ensure compliance with the provisions of all applicable laws that such systems were adequate and operating effectively.

15. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has in terms of the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, formulated Whistle Blower Policy and Vigil Mechanism for Directors and employees under which protected disclosures can be made by a whistle blower.

16. INTERNAL FINANCIAL CONTROL

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for insufficiency or inadequacy of such controls.

The information about internal financial controls is set out in the Management Discussion & Analysis Report which forms part of this Report.

17. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the details relating to deposits as also requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

However, in accordance with the Modified Rehabilitation Scheme (MS-08), the Company is settling the claims lodged by fixed deposit holders. During the period No Fixed Deposit claims were settled.

18. REDEMPTION OF PREFERENCE SHARES

A sum of Rs.1.92 lacs towards redemption of Preference Shares remains unclaimed. It has not been possible to locate the addresses of the shareholders, despite notices being published in daily newspapers. These are being paid as and when claimed. There is no liability for dividend on these shares.

19. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules forms part of this Annual Report and is provided as "Annexure- D (I)" in this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as "Annexure- D (II)" to this Report.

20. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure-E".

21. ACKNOWLEDGEMENT

The Board places on record its sincere appreciation and gratitude to various Departments and Undertakings of the Central Government, and State Governments, Financial Institutions, Banks and other authorities for their continued co-operation and support to the Company. The Board sincerely acknowledges the faith and confidence reposed by the Shareholders in the Company.

For and on behalf of the Board

K.N. BHANDARI
Chairman

Place : Noida
Date : 28th August, 2015

[DIN: 00191219]

FORM NO. 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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered by the Company during the Financial Year 2014-15 which were not at Arm's length basis.

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transactions	N.A
c)	Duration of the contracts/arrangements/transactions	N.A
d)	Salient terms of the contracts or arrangements or transactions including the values, if any	N.A
e)	Dates of approval by the Board	N.A
f)	Amount paid as advances, if any	N.A

For and on behalf of the Board

K.N. BHANDARI
Chairman
[DIN: 00191219]

Place: Noida

Date : 28th August, 2015

FORM NO. MR-3**SECRETARIAL AUDIT REPORT**

FOR THE PERIOD (15 MONTHS) ENDED 30TH JUNE, 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,
Andhra Cements Limited
CIN: L26942AP1936PLC002379
Durga Cement Works, Durgapuram,
Dachepalli – 522 414, Guntur (Dist), AP

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Andhra Cements Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on our verification of the company's 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, I/We hereby report that in my/our opinion, the company has, during the audit period covering the 15 months period ended on 30th June, 2015 ('audit period') 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 the Company for the 15 months period ended on 30th June, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable during the Audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the Audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the Audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the Audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the Audit period)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable during the Audit period)
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the laws applicable to the Company.

We further report that, the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board Meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 Savita Jyoti Associates

Savita Jyoti
Practicing Company Secretary
FCS No.3738; C P No.:1796

Place: Hyderabad

Date : 28th August, 2015

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 30th June, 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

i)	CIN	L26942AP1936PLC002379
ii)	Registration Date	9th December, 1936
iii)	Name of the Company	Andhra Cements Limited
iv)	Category/Sub-Category of the Company	Public Company
v)	Address of the Registered Office and Contact Details	Durga Cement Works, Sri Durgapuram, Dachepalli- 522414, Guntur Dist, (AP)
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	CIL Securities Ltd, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad - 500001 Phone No.:+91-40-23202465

II.	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY All the business activities contributing 10% or more of the total turnover of the company	As per Attachment - I
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Attachment - II
IV.	SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)	
i)	Category-wise Share Holding	As per Attachment - III
ii)	Shareholding of Promoters	As per Attachment - IV
iii)	Change in Promoters' Shareholding	As per Attachment - V
iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment - VI
v)	Shareholding of Directors and Key Managerial Personnel	As per Attachment - VII
V.	INDEBTEDNESS	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment - VIII
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
i)	Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment - IX
ii)	Remuneration to other directors	As per Attachment - X
iii)	Remuneration to Key Managerial Personnel other than MD/ Manager/WTD	As per Attachment - XI
VII.	PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES	As per Attachment - XII

II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	ATTACHMENT- I
	All the business activities contributing 10% or more of the total turnover of the company shall be stated:-	

SL No	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Cement Manufacturing	NA	100%

III Particulars of Holding, Subsidiary & Associate Companies			ATTACHMENT- II		
Sl No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	Jaypee Development Corporation Limited, Sector-128, Noida – 201304 (UP)	U74140UP2007PLC052885	Holding	68.79	2(46)
2	Jaiprakash Associates Limited, Sector-128, Noida-201304, Uttar Pradesh	L14106UP1995PLC019017	Associate	Nil	2(6)

IV SHAREHOLDING PATTERN (Equity Share Capital Break up as % to total Equity)

(i) Category -wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 30.06.2015				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1	Indian									
	a) Individual/HUF	0	0	0	0	0	0	0	0	0
	b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
	c) Bodies Corporates	176013352	0	176013352	59.97	201926406	0	201926406	68.79	8.82
	d) Bank/FI	0	0	0	0	0	0	0	0	0
	e) Any other	0	0	0	0	0	0	0	0	0
	SUB TOTAL:(A) (1)	176013352	0	176013352	59.97	201926406	0	201926406	68.79	8.82
2	Foreign									
	a) NRI-Individuals	0	0	0	0	0	0	0	0	0
	b) Other Individuals	0	0	0	0	0	0	0	0	0
	c) Bodies Corp.	0	0	0	0	0	0	0	0	0
	d) Banks/FI	0	0	0	0	0	0	0	0	0
	e) Any other	0	0	0	0	0	0	0	0	0
	SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter									
	(A)= (A)(1)+(A)(2)	176013352	0	176013352	59.97	201926406	0	201926406	68.79	8.82
B	PUBLIC SHAREHOLDING									
1	Institutions									
	a) Mutual Funds	886	11867	12753	0	886	11867	12753	0	0
	b) Banks/FI	270036	32269	302305	0.10	270036	32269	302305	0.10	0
	c) Central Govt.	0	0	0	0	0	0	0	0	0
	d) State Govt.	0	0	0	0	0	0	0	0	0
	e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
	f) Insurance Companies	0	0	0	0	0	0	0	0	0
	g) FIs	0	7390000	7390000	2.52	0	7390000	7390000	2.52	0
	h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
	i) Others (specify)	0	0	0	0.78	0	0	0	0	0
	SUB TOTAL (B)(1):	270922	7434136	7705058	2.63	270922	7434136	7705058	2.63	0
Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 30.06.2015				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2	Non Institutions									
	a) Bodies corporates									
	i) Indian	92425993	47251	92473244	31.50	65836006	46476	65882482	22.45	-9.05
	ii) Overseas									

Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 30.06.2015				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b)	Individuals									
	i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	9309261	1183643	10492904	3.57	10167701	1167184	11334885	3.86	+0.29
	ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	5576733	0	5576733	1.90	5690533	0	5690533	1.94	+0.04
c)	Others (NRI's)	923265	40298	963563	0.33	838525	40011	878536	0.3	-0.03
SUB TOTAL (B)(2):		108530890	1271192	109802082	37.41	82635357	1253671	83889028	28.58	-8.82
Total Public Shareholding (B)= (B)(1)+(B)(2)		108801812	8705328	117507140	40.03	82906279	8687807	91594086	31.21	-8.82
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)		284815164	8705328	293520492	100	284832685	8687807	293520492	100	0

(ii) Shareholding of Promoters

ATTACHMENT- IV

Sl. No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2014			Share Holding at the end of the Year 30.06.2015			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total	No of shares	% of total shares of the company	% of shares pledged encumbered to total	
1	Jaypee Development Corporation Limited	176013352	59.97	55.03	201926406	68.79	55.00	8.82
	Total	176013352	59.97	55.03	201926406	68.79	55.00	8.82

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

ATTACHMENT- V

Sl No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2014			Date	Increase/ (Decrease) in shareholding	Reason	Cumulative holding during the year 01.04.2014 to 30.06.2015	
		No of shares	% of total shares of the company	% of shares pledged encumbered to total				No of shares	% of Total Shares of the Company
1	Jaypee Development Corporation Limited	176013352	59.97	55.03	-	increase	201926406	68.79	
	Total	176013352	59.97	55.03	16.05.2014	-25913054	201926406	68.79	

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

Sl No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2014		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative holding during the year 01.04.2014 to 30.06.2015	
		No of shares	% of total shares of the company				No of shares	% of Total Shares of the Company
1	IDFC Limited.	28784722	9.81					
				12.09.2014	-54900	Sale	28729822	
				12.12.2014	-278675	Sale	28451147	
				2.01.2015	-17257	Sale	28433890	
				16.01.2015	-20408	Sale	28413482	
				29.05.2015	-136361	Sale	28277121	
				05.06.2015	-20029	Sale	28257092	
				12.06.2015	-60000	Sale	28197092	
				19.06.2015	-149030	Sale	28048062	
				26.06.2015	-299059	Sale	27748553	
				30.06.2015	-72600	Sale	27675953	9.43
2	BOYDELL MEDIA PRIVATE LTD	25913054	8.83	04.04.2014	-	-	-	
				09.05.2014	-25913054	sale	-	8.83
2	ISG TRADERS LIMITED	25913054	8.83	09.05.2014	25913054	Purchase	25913054	
				16.05.2014	-25913054	sale	-	8.83
4	HDFC LIMITED	9106778	3.10	04.04.2014	-	-	-	
				25.09.2015	-	-	9106778	
				04.04.2014	-	-	16850277	
				30.06.2015	-	-	9106778	3.1
5	NRC LIMITED	9000000	3.07	04.04.2014	-	-	-	
				30.06.2015	-	-	9000000	3.07
6	FIDELITY CAPITAL INVESTMENT INC.	7390000	2.52	04.04.2014	-	-	-	
				30.06.2015	-	-	7390000	2.52
7	K K SARACHANDRA BOSE	317218	0.11	04.04.2014	-	-	-	
				19.09.2014	1400	Purchase	318618	
				30.06.2015	-	-	318618	0.11
8	UPSURGE INVESTMENT & FINANCE LTD	150000	0.05	04.04.2014	-	-	150000	
				16.05.2014	76037	Purchase	226037	
				30.05.2014	-26037	sale	200000	
				20.06.2014	5709	Purchase	205709	
				27.06.2014	3328	Purchase	209037	
				30.06.2014	10218	Purchase	219255	
				11.07.2014	33646	Purchase	252901	
				18.07.2014	13534	Purchase	266435	
				08.08.2014	2292	sale	244143	
				15.08.2014	9070	Purchase	253213	
				22.08.2014	13324	Purchase	266537	
				05.09.2014	1594	Purchase	268131	
				12.09.2014	-37446	sale	230685	
				19.09.2014	13000	Purchase	243685	
				26.09.2014	10000	Purchase	253685	
				30.09.2014	4389	Purchase	258074	
				17.10.2014	16664	Purchase	274738	
				30.06.2015	-186048	sale	88690	0.03

Sl No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2014		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative holding during the year 01.04.2014 to 30.06.2015	
		No of shares	% of total shares of the company				No of shares	% of Total Shares of the Company
9	NVS BROKERAGE PVT LTD	214240	0.07	04.04.2014	-	-	214240	
				30.06.2015	-	-	214240	0.07
10	BOMIYA VYAPAAR PVT LTD	208543	0.07	04.04.2014	-	-	208543	
				22.08.2014	4644	Purchase	213187	
				12.09.2014	-10000	sale	203253	
				30.06.2015	-	-	203187	0.07
11	ANAHAITA SHAH	208253	0.07	04.04.2014	-	-	208253	
				30.06.2015	-55000	sale	153253	0.05
12	HANSA JAIN	200887	0.07	04.04.2014	-	-	200887	
				27.06.2014	-90986	sale	109001	
				31.07.2014	19503	Purchase	129404	
				30.08.2014	-9283	sale	120121	
				26.12.2014	-20312	sale	99809	
				30.06.2015	27374	Purchase	127183	0.04
13	KANCHANA R.	200000	0.07	04.04.2014	-	-	200000	
				23.05.2014	-	-	200000	
				30.06.2015	-	-	200000	0.07
14	DALJEET KAUR GROVER	178774	0.06	04.04.2014	-	-	178774	
				27.06.2014	-	-	178774	
				26.12.2014	9515	Purchase	188289	
				30.06.2015	-39370	sale	148919	0.05
15	GOVIND PARIKH SECURITIES PRIVATE LTD	186000	0.06	04.04.2014	-	-	186000	
				20.03.2015	-	-	186000	
				30.06.2015	-	-	186000	0.06
16	UPSRGE SHARES AND SECURITIES PVT LTD	32195	0.01	04.04.2014	-	-	32195	
				26.12.2014	142805	Purchase	175000	
				03.06.2015	-	-	175000	0.06
17	INDIA NIVESH SECURITIES PRIVATE LIMITED	111889	0.04	27.06.2014	111889	Purchase	111889	
				18.07.2014	-111889	sale	-	-
18	SAJI MATHEW	70618	0.02	26.12.2014	70618	Purchase	70618	
				20.02.2015	-70618	sale	-	-
19	MONA AMITBHAI SHAH	60600	0.02	04.04.2015	-	-	60600	
				27.06.2014	-	-	60600	
				30.06.2015	-	-	60600	0.02
20	INTEGRATED FINANCIAL SERVICES LTD	55550	0.02	04.04.2014	-	-	55550	
				27.06.2014	-	-	55550	
				30.06.2015	-	-	55550	0.02
21	SANJAY BHAUSAHEB DHOLE	54500	0.02	04.04.2014	-	-	54500	
				27.06.2014	-	-	54500	
				30.06.2015	-	-	54500	0.02
22	HARKISHAND D. CHATLANI	50297	0.02	04.04.2014	-	-	50297	
				27.06.2014	-	-	50297	
				30.06.2015	-	-	50297	0.02
23	MY SHARES AND STOCK BROKERS PVT LTD	45806	0.02	04.04.2014	-	-	45806	
				31.07.2014	-	-	45806	
				30.06.2015	-	-	45806	0.02

(v) Shareholding of Directors & Key Managerial Personnel

Sl. No.	Name	Shareholding at the beginning of the year 01.04.2014		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No of shares	% of total shares of the company				No of shares	% of Total Shares of the Company
1	Shri K N Bhandari, Chairman Independent Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
2	Shri Sujit Kumar Mandal, Managing Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
3	Shri Pankaj Gaur, Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
4	Shri Naveen Kumar Singh, Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
5	Shri Ravindra Kumar Singh, Independent Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
6	Shri Harish .K. Vaid, Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
7	Shri Sain Ditta Mal Nagpal Independent Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
8	Shri Radha Krishna Pandey, Independent Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
9	Shri Vijai Kumar Jain Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
10	Shri R B Singh, Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
11	Shri Manju Sharma, Director	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
12	Shri A.K. Agrawal, CFO	NIL	0.00	-	0.00	Nil Movement during the year	NIL	0.00
13	Shri G. Tirupati Rao, Company Secretary & GM (L)	2500	0.00	-	0.00	Nil Movement during the year	2500	0.00

V Indebtedness

ATTACHMENT- VIII

Indebtedness of the Company (including interest outstanding/accrued but not due for payment) for financial year 2014-15 (15 months)

(In Rs.)

S.No.	Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A	Indebtedness at the beginning of the Financial Year (01.04.2014)				
	i) Principal Amount :				
	a) Rupee Term Loan	392,00,00,000		-	392,00,00,000
	b) ECB/FCCBs	285,00,00,000		-	285,00,00,000
	c) Working Capital	25,50,04,217	-	-	25,50,04,217
	ii) Interest due but not paid	-	3,11,30,629	-	3,11,30,629
	iii) Interest accrued but not due	1,84,46,919	-	-	1,84,46,919
	Total (i to iii)	7043451136	3,11,30,629	-	7074581765

S.No.	Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
B	Changes in Indebtedness during Financial Year 2014-2015				
	Addition				
a)	Rupee Term Loan	3200000000	-	-	3200000000
b)	ECB/FCCBs		342670858	-	342670858
c)	Working Capital	67441851	-	-	67441851
d)	Interest due but not paid	68,94,416	-	-	68,94,416
e)	Interest accrued but not due	-	-	-	-
	Total - B	3274336267	342670858	-	3617007125
S.No.	Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
B1	Reduction				
a)	Rupee Term Loan	-	-	-	-
b)	ECB/FCCBs	2000000000	-	-	2000000000
c)	Working Capital	-	-	-	-
d)	Interest due but not paid	-	31130629	-	-
e)	Interest accrued but not due	31208	-	-	31208
	Total - B1	2000031208	-	-	2000031208
	Net Changes (B- B1)	1616975917	342670858	-	1616975917
C	Indebtedness at the end of the Financial Year (30.06.2015)				
i)	Principal Amount :				
a)	Rupee Term Loan	7,12,00,00,000	-	-	7120000000
b)	ECB/FCC Bs	85,00,00,000	34,26,70,858	-	1192670858
c)	Working Capital	32,24,46,068	-	-	322446068
ii)	Interest due but not paid	68,94,416	-	-	6894416
iii)	Interest accrued but not due	1,84,15,711	-	-	18415711
	Total (i to iii)	8317756195	342670858	-	8660427053
	interest accrued but not due	-	-	-	-
	Total (i to iii)	-	-	-	-

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

ATTACHMENT- IX

i) Remuneration to Managing Director, Whole-time Director and/or Manager: (In Rs.)

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager
		Shri S.K. Mandal Managing Director & CEO
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	48,01,355
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	43,36,684
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-

2	Stock option	-
3	Sweat Equity	-
4	Commission as % of profit others (specify)	-
5	Others, please specify-	
	P.F-Employer's Contribution, etc.	5,76,581
	Total (A)	97,14,620

Note: Ceiling on managerial remuneration as per Companies Act, 2013 :to Whole-time Director/MD, 5% of net profits of the Company calculated as per Section 198 of Companies Act, 2013 with an overall ceiling of 10% of net profits as calculated as per Section 198 of Companies Act, 2013.

ii) Remuneration to other Directors:

ATTACHMENT- X

Independent Directors

(In Rs.)

Sl. No.	Name of the Director	Fee for attending Board/ Committee meetings	Commission	Others, please specify	Total
1	Shri K. N. Bhandari	115000			115000
2	Shri S. D. M. Nagpal	237500	-	-	237500
3	Shri R. K. Pandey	97500	-	-	97500
4	Shri R. K. Singh	55000	-	-	55000
	Total (1)				505000

Other Non-Executive Directors

Sl. No.	Name of the Director	Fee for attending Board/ Committee meetings	Commission	Others, please specify	Total
1	Shri Pankaj Gaur	7500	-	-	7500
2	Shri Naveen Kumar Singh	7500	-	-	7500
3	Shri Harish K. Vaid	252500	-	-	252500
4	Shri V.K. Jain	42500	-	-	42500
5	Shri R.B. Singh	62500	-	-	62500
6	Smt. Manju Sharma	20000	-	-	20000
	Total (2)				392500
	Total (1)+(2)				897500

ATTACHMENT- XI

iii) Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

(In Rs.)

No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CFO	Company Secretary	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	6,62,625	6,62,625
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	17,97,825	17,97,825
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify-P.F- Employer's Contribution etc.		79,515	79,515
	Total		25,39,965	25,39,965

Note: CFO does not draw any remuneration from the Company, as he is in charge of JCCL finance & accounts, draws remuneration from JCCL.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

ATTACHMENT - XII

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	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE 'D'

I STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(A) Employed throughout the year and in receipt of remuneration aggregating Rs. 60,00,000/- or more per annum:-

Name of Employees, Designation/Nature of Duties, Gross Remuneration (Rs.), Qualification, Age (In Years), Total Experience (In Years), Date of Commencement of Employment, Previous Employment, Percentage of Equity Shares Held In the Company :

Nil

(B) Employed for part of the year and in receipt of remuneration aggregating Rs.5,00,000/- or more per month:-

(i) Shri S.K. Mandal, Managing Director & CEO, Rs. 97,14,620/-, BE (Mechanical) and PG Diploma in Management (IIM), 65 years, 41 years, 11th August, 2014, IFCI Ltd. 0.00%

Notes:

- Gross remuneration includes salary, house rent allowance and other perquisites like medical reimbursement, leave travel assistance, Company's contribution towards provident fund, gratuity, leave encashment etc.
- The Managing/Whole-time Directors hold their respective offices for a period of 3 years from the date of their respective appointments.
- None of the above employees is related to any Director or Key Managerial Personnel or their respective relatives.

II DISCLOSURES PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :

Particulars	Ratio to Median Remuneration
Shri S. K. Mandal, Managing Director & CEO	339.69 : 1

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year :

Particulars	% increase in the Remuneration
Shri S.K. Mandal, Managing Director & CEO	0%
Shri G. Tirupati Rao, Company Secretary	0%

- (iii) The percentage increase in the median remuneration of employees in the financial year. No change in median remuneration of employees in the Financial Year.

- (iv) The number of permanent employees on the rolls of Company: 310

- (v) The explanation on the relationship between average increase in remuneration and Company performance :

The increase in average remuneration of all employees (excluding Key Managerial Personnel) in the financial year 2014-15 as compared to the financial year 2013-14 was 0%.

The increase in remuneration is linked to several factors including achievement of annual corporate goals, overall business, financial and operational performance. The relationship between increase in remuneration needs to be compared over a long term horizon and cannot be strictly compared with annual performance.

Key indices of Company's performance are :

Particulars	2014-15	2013-14	Growth (%)
Net Sales from Operations (Rs. In lacs)	27802	-	100%
Profit Before Tax (Rs. In lacs)	(9891)	(2213.74)	(446)%
Profit After Tax (Rs. In lacs)	(9889)	(7821.37)	(126)%

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:
(Rs. In Lacs)

Particulars	Chief Executive Officer & MD	Company Secretary
Remuneration of Key Managerial Personnel (KMP) during financial year		
2014-15 (aggregated) (Rs. in lacs)	97.14	24.60
Revenue from operations (Rs. in lacs)	27802	27802
Remuneration (as % of revenue)	0.34%	0.08%
Profit before tax (PBT)	(9891)	(9891)
Remuneration (as % of PBT)	0.98%	0.24%

- (vii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year :

Particulars	Unit	As at 30th June, 2015	As at 31st March, 2014	Variation
Closing price of shares at BSE	Rs.	6.96	5.63	(23.62%)
EPS (Consolidated)	Rs.	3.37	2.66	126.69%
Market Capitalization	Rs.	20429.03	16525.20	(23.62%)
Price Earnings Ratio	Ratio	2.06	2.12	(1.02%)

- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

(₹ in Lacs)

Particulars	2014-15	2013-14	Percentage increase
Average monthly salary of all employees (other than Key Managerial Personnel)	62.50	62.50	0%
Salary of Chief Executive Officer/MD	97.14	0	0%
Salary of Company Secretary	24.60	24.60	0%

(ix) **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company :**

Each KMP is granted salary based on his qualification, experience, nature of job, industry benchmark and many other factors, comparison of one against other is not feasible. The comparison of remuneration against performance is detailed in point no. (vi) above

The remuneration of Key Managerial Personnel increased by 0% in 2014-15, compared to 2013-14.

Profit Before Tax and exceptional items increased by(245.64)% in 2014-15, compared to 2013-14.

(x) **The key parameters for any variable component of remuneration availed by the Directors : Nil**

(xi) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : Nil**

(xii) **Affirmation that the remuneration is as per the remuneration policy of the Company :** The Company affirms that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of our Company.

ANNEXURE 'E'

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

(i) **Energy Conservation measures taken during the fifteen months period ended 30th June, 2015**

- Limestone and Coal stacker and reclaimers commissioned to control the quality variation and efficient clinkerisation.
- Repairs of Kiln outlet and inlet seals: reduced false air ingress in pyro-procession and improved the fuel saving.
- Increase in output of Cement mills by de-bottle necking of Cement mill No 2 and close circuiting of Cement mill No.1
- Modification of dust settling chamber for Kiln to improve thermal efficiency and operation
- Reduction in HSD (High Speed Diesel) consumption at plant by de-bottle necking of hot air duct to coal mill and improved the Mill inlet gas temperature

(ii) **Steps taken by the Company for utilizing alternate sources of energy:**

Various options and proposals are being discussed with machinery suppliers

B. TECHNOLOGY ABSORPTION

(i) **Efforts made towards Technology Absorption:**

- Installation of PILLARD Kiln burner.
- Installation of MAAG gearbox for ATOX Vertical Raw Mill.

(ii) **Benefits derived like product improvement and cost reduction:**

- Thermal & Electrical energy saving by PILLARD burner.
- Installation of AQMS (Air Quality Monitoring System) at Plant
- Achieved improved plant performance by adopting of best practices and process of the Group.
- Energy saving by installation of new MAAG gearbox with >90% efficiency, where as old gearbox was 87.5%.

(iii) **Information regarding technology imported during last 3 years : Nil**

(iv) **Expenditure incurred on Research and Development: Nil**

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of Foreign Exchange expenditure and earnings are given in note no. 31 of the financial statements for the 15 months period ended 30th June, 2015.

REPORT ON CORPORATE GOVERNANCE

In the fast changing business scenario, good Corporate Governance helps in achieving long term Corporate Goals of enhancing Stakeholders' value. Corporate Governance focuses on commitment to values adhering to ethical business practices. This includes corporate structures, culture, policies and the manner in which the Corporate Entity deals with various stakeholders, with transparency being the key word. Accordingly, timely, adequate and accurate disclosure of information on the performance and ownership forms the cornerstone of Corporate Governance.

In order to align with the provisions of the Companies Act, 2013, to adopt best practices on Corporate Governance and to make the Corporate Governance framework more effective, in April 2014, the Securities and Exchange Board of India (SEBI) made amendments to Clause 35B and 49 with a view to review the provisions of the Listing Agreement. Upon examination of the representations and concerns therein raised by representatives to market participants including companies and industry associations, SEBI further made amendments to Clause 49 of the Listing Agreement to foster an environment of adoption of best practices of Corporate Governance for listed entities, effective October 1, 2014.

Our commitment to adoption of best practices of Corporate Governance makes us compliant with the Companies Act, 2013 as well as the mandatory provisions of Corporate Governance of Listing Agreement.

1. Company's Philosophy on Code of Governance

The Company as a part of Jaypee Group, is committed to attain highest standards of Corporate Governance. The Company's philosophy on Corporate Governance emanates from its commitment for the highest level of transparency and accountability towards its shareholders, customers, employees, Financial Institutions and Banks and the Government while maintaining steady focus for creation of wealth for stakeholders on sustainable basis.

2. Board of Directors

It is important to consider a variety of personal attributes among the Board incumbents including intellect, judgement, openness, honesty and the ability to develop trust. A Board requires Directors who have the intellectual capability to question status quo and debate and new policy/ strategy as also offer suggestions and alternatives.

The Board of the Company consists of eminent persons with considerable professional expertise and experience in technical, commercial, legal, finance, business administration and other related fields, who not only bring wide range of experience and expertise, but also impart desired level of independence to the Board.

Diversity, in all its aspects, serves an important purpose for the Board effectiveness. It can widen perspectives while making decisions, avoid similarity of attitude and help companies better understand and connect with its stakeholders. Such diversity may be with regard to academic qualifications, technical expertise, regional and industry knowledge, experience and age. The Company's Board represents diversity in terms of all these parameters including but limited to those described above, in order to enable it to discharge its duties and responsibilities effectively.

As per Clause 49 of the Listing Agreement, where the Chairman of the Board is Non-Executive Director at least one-third of the Board should comprise of Independent directors. Our Company's Board as on 30th June, 2015 consisted of 11 Directors out of which 4 are Independent Directors.

Details regarding the attendance of Directors at the Board Meetings, Annual General Meeting, number of other Directorships and Committee positions held by them in other Companies, as on 30th June, 2015, are given below:

Name	Category	Board Meeting Attendance	Last AGM Attendance	No. of other Directorships	No. of other Committee positions held	
					Member	Chairman
Shri Manoj Gaur (*)	NED	0	No	08	0	0
Shri Pankaj Gaur	NED	01	No	06	0	0
Shri Naveen Kumar Singh	NED	01	Yes	03	0	0
Shri K. N. Bhandari	NED & ID	06	Yes	09	2	1
Shri Sain Ditta Mal Nagpal	NED & ID	05	Yes	04	1	1
Shri Radha Krishna Pandey	NED & ID	05	Yes	10	1	1
Shri Ravindra Kumar Singh	NED & ID	02	No	02	0	0
Shri Harish K Vaid	NED	05	No	05	2	0
Shri V. K. Jain	NED	04	Yes	01	0	0
Shri R. B. Singh	NED	03	No	03	0	0
Smt. Manju Sharma	NED	01	No	01	0	0
Shri S. K. Mandal	ED	04	No	0	0	0
Shri Shailendra Gupta (*)	NED	0	No	0	0	0

(*)Ceased to be a Director, NED: Non-Executive Director, ED: Executive Director, ID: Independent Director.

Changes in the Board during the FY - 2014-15

- a) Shri Manoj Gaur ceased to be Director w.e.f. 9th August, 2014 as he resigned from the Directorship of the Company from the said date.
- b) Shri S. K. Mandal was appointed as Managing Director (Executive Director) for a period of 3 years w.e.f. 11th August, 2014 and same was approved by the members in the 75th Annual General Meeting held on 30th September, 2014.
- c) Shri Shailendra Gupta ceased to be Director w.e.f. 30th September, 2014 consequent upon his sudden death.
- d) Shri Ram Bhadur Singh was appointed as an Additional Director (Non-Executive & Non-Independent) w.e.f. 12th November, 2014.
- e) Smt. Manju Sharma was appointed as an Additional Director (Non-Executive & Non-Independent) w.e.f. 11th February, 2015.

Notes:

- i) For the purpose of number of Directorship of Individual Directors, other Directorships of only Indian Public Limited Companies have been considered pursuant to Clause 49 of the Listing Agreement.
- ii) Committee positions of only two Committees, namely, Audit Committee and Stakeholders Relationship Committee in Public Limited Companies have been considered pursuant to Clause 49 of the Listing Agreement.
- iii) None of the Directors of the Company is related inter-se, in terms of Section 2(77) of the Companies Act, 2013.

Number of Equity Shares held by the Directors as on 30th June, 2015 are tabulated below:

Name of Directors	Designation	No. of Equity Shares
Shri K. N. Bhandari	Chairman	NIL
Shri S. K. Mandal	Managing Director & CEO	NIL
Shri Pankaj Gaur	Director	NIL
Shri Naveen Kumar Singh	Director	NIL
Shri S.D.M. Nagpal	Director	NIL
Shri R. K. Pandey	Director	NIL
Shri R. K. Singh	Director	NIL
Shri Harish K. Vaid	Director	NIL
Shri V. K. Jain	Director	NIL
Shri R. B. Singh	Director	NIL
Smt. Manju Sharma	Director	NIL

None of the Directors is holding any convertible instrument of the Company.

Number of Board Meetings held and dates thereof

During the financial year, 2014-15, seven meetings of the Board of Directors were held. The meetings were held on 26th May, 2014, 11th August, 2014, 30th September, 2014, 12th November, 2014, 11th February, 2015 and 13th May 2015. The maximum time gap between two meetings was not more than four calendar months.

The details of attendance of the Directors at the Board Meetings are as under:

Sl. No.	Date	Board Strength	Meeting attended
By the Board Members			
i)	26th May, 2014	10	05
ii)	11th August, 2014	09	05
iii)	30th September, 2014	10	06
iv)	12th November, 2014	10	07
v)	11th February, 2015	10	06
vi)	13th May, 2015	11	08

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, and Listing Agreement, the Independent Directors of the Company have held a meeting during the year, in absence of the non-independent Directors and members of management. All the independent Directors were present at this meeting and participated in the discussions.

Information placed before the Board

Information placed before the Board of Directors broadly covered the items specified in Clause 49 of the Listing Agreement and such other items which are necessary to facilitate meaningful and focused deliberations on issues concerning the Company and taking decisions in an informed and efficient manner. The Directors on the Board have complete access to all the information of the Company, as and when becomes necessary.

3. Code of Conduct

The Board of Directors have laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company viz. www.andhracements.com.

The members of the Board and Senior Management Personnel have, on 30th June, 2015 affirmed compliance with the Code of Conduct. A declaration to this effect, duly signed by the CEO is annexed and forms part of this Report.

4. Audit Committee

A key element in the Corporate Governance process of any organization is its Audit Committee. Effective Audit Committees can greatly assist the Boards in discharge of their duties in respect of integrity of the Company's financial reporting. Indeed, it is essential that Boards, Management, Auditors, Internal Auditors and Audit Committees all work with a common purpose to ensure that the Company obtains the benefits of the Audit Committee in terms of better financial reporting and greater effectiveness of internal controls.

The Audit Committee along with such matter as may be referred by Board, is responsible for the following:

With reference to the financial statements

- (i) Examination of the financial statements and the auditors' report thereon,
- (ii) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (iii) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :-
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgement by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any Related Party Transactions; and
 - (g) Qualifications in the draft audit report.
- (iv) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval; and
- (v) Review the financial statements, in particular, the investments made by the unlisted subsidiary company.

With reference to Auditors

- (i) The recommendation for appointment, remuneration and terms of appointment of all Auditors of the Company including filling of casual vacancy;
- (ii) Reviewing and monitoring the Auditor's independence and performance and effectiveness of the Audit process;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- (iv) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (v) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (vi) Discussion with internal auditors of any significant findings and follow up there on;
- (vii) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board; and
- (viii) Discussion with statutory auditors before the audit commences; about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

With reference to related party transactions

- Approval or any subsequent modification of transactions of the Company with Related Parties.
- According Omnibus approval relating to Related Party Transactions.

The term "Related Party Transactions" shall have the same meaning as provided in Clause 49(VII) of the Listing Agreement and also the provisions of Companies Act, 2013 read with relevant rules thereto.

Other references

- (i) Scrutiny of inter-Corporate Loans and Investments;
- (ii) Valuation of undertakings or assets of the company, wherever it is necessary;
- (iii) Evaluation of Internal Financial Controls and Risk Management Systems;
- (iv) Monitoring the end use of funds raised through public offers and related matters;
- (v) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (vi) To look into the reasons for substantial defaults in the payment to the debenture holders and creditors;
- (vii) To review the functioning of the Whistle Blower mechanism;
- (viii) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- (ix) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Following information is required to be mandatory reviewed by the Audit Committee:

- (i) Management discussion and analysis if financial condition and results of operations;
- (ii) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
- (iii) Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- (iv) Internal audit reports relating to internal control weaknesses; and
- (v) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted by the Board comprising of three Independent Directors.

The constitution of the Audit Committee and its terms of reference also meets the requirements under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Five meetings of the Committee were held during the year i.e. on 26th May, 2014, 11th August, 2014, 12th November, 2014, 11th February, 2015 and 13th May, 2015.

The constitution of the Committee and attendance at the meetings are as under:

Name & Position	Number of Meetings held during the tenure of the member	Number of Meetings attended
Shri K.N. Bhandari, Chairman	5	5
Shri R.K. Pandey, Member	5	4
Shri Shailendra Gupta, Member *	2	0
Shri R.B. Singh, Member **	2	2

(*) Shri Shailendra Gupta ceased to be member w.e.f. 30th September, 2014.

(**) Shri R. B. Singh was co-opted as member of Nomination & Remuneration Committee w.e.f. 12th November, 2014.

5. Nomination and Remuneration Committee

The Charter of the Committee is in accordance with requirements of newly enacted Companies Act, 2013 and revised Clause 49 of the listing agreement with Stock Exchanges. Primary responsibility of the Committee is to identify and nominate suitable candidates for Board membership and as members of Senior Management of the Company. The Committee also formulated policies relating to the remuneration of Directors, Key Managerial Personnel and other employees of the Company.

Nomination and Remuneration Committee (NRC) of the Board assists in fulfilling the responsibilities relating to the size and composition of the Board.

The Nomination and Remuneration Committee, constitution of which is a mandatory requirement under Section 178 of the Companies Act, 2013 and also as per the Listing Agreement, is already constituted by the Board and it performs roles and functions as per provisions of Companies Act, 2013 and the Rules framed thereunder.

This Committee is responsible for:

- (i) Recommending desirable changes in the Board composition, size and diversity, committees structures and processes, and other aspects of the Board's functioning
- (ii) Formulating criteria for determining qualifications, positive attributes and independence of an Independent Director
- (iii) Conducting search and recommending new Board members in light of resignation of some current member/s or in case of a planned expansion of the Board
- (iv) Identifying persons who are qualified to become Directors and who may be appointed as senior management in accordance with the criteria laid down, and recommend to the Board for their appointment
- (v) Recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other senior employees, and while formulating such policy, to ensure that :
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the desired persons;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- (vi) Formulating criteria for evaluation of Independent Directors and the Board and carrying out evaluation of each Director's performance
- (vii) Ensuring that there is an appropriate induction programme in place for new Directors and members of senior management and reviewing its effectiveness
- (viii) Developing a succession plan for the Board and regularly reviewing the plan
- (ix) Reviewing succession plans for the senior management
- (x) Carrying out any other function as is mandated by the Board from time to time and/or is enforced by any statutory notification, amendment or modification, as may be applicable.

Nomination and Remuneration Committee comprised of Shri R.K. Singh, Chairman, Shri S.D.M. Nagpal and Shri Harish K. Vaid as members of the Committee. Accordingly, the Nomination and Remuneration Committee comprises of Three Non-Executive Directors, majority of them being Independent Directors.

During the Financial Year 2014-15, the Nomination and Remuneration Committee held Four meetings on 11th August 2014, 12th November, 2014, 11th February 2015 and 13th May, 2015.

Name & Position	No. of Meetings held during the tenure of the member	No. of Meetings Attended
Shri R. K. Singh, Chairman	4	2
Shri S.D.M. Napal	4	4
Shri Harish K. Vaid	4	4

Criteria for evaluation of Directors’ performance

In keeping with the provisions of the Companies Act, 2013 alongwith the provisions of the Listing Agreement, Nomination and Remuneration Policy considers various aspects including engagement, strategic planning, consensus building and understanding of national/international events while evaluating the performance of the Independent Directors and so far as evaluation of the performance of Non-Independent and Non-Executive Directors are concerned, engagement, strategic planning, team spirit and consensus building, effective leadership, domain knowledge and understanding of national/international events were considered as parameters of performance. The Nomination and Remuneration Committee considered management qualities, team work abilities, result/achievement, domain knowledge, understanding and awareness, leadership qualities, motivation/ commitment/diligence, integrity/ethic/values as also receptivity performance as performance indicators for Executive Directors.

Nomination and Remuneration Committee while evaluating the potential candidates, considers a variety of personal attributes, including experience, intellect, foresight, judgement and transparency. Broadly, the following criteria have been set for selection of Independent Directors based on:

- (i) Independence from Management.
- (ii) No substantial shareholding.
- (iii) Other significant relationship which may cause a conflict of interest.
- (iv) Capability of taking fair decisions without being influenced.
- (v) Independent Directors are expected to balance the decision making process of the Board by constructively challenging the Company’s strategy and exercise due diligence.
- (vi) Independent Directors should possess the requisite business and industry expertise in the domain the Company operates in.
- (vii) Independent Directors should be competent enough to work effectively like a team member as well as leader with the other Directors of the Board and committees.
- (viii) Independent Directors should contribute constructively in the Board’s deliberations.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of Independence as provided under law. The Company has received declarations from all the Independent Directors that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

The Nomination and Remuneration Policy for the members of the Board of Directors of the Company takes into consideration their role and responsibilities. The salient features of the policy are highlighted below:

- (i) The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors.
- (ii) Non-Executive Directors of the Company are paid sitting fees for attending meetings of the Board and meetings of Committees of the Board, as per the Companies Act, 2013 and as prescribed in the Articles of Association of the Company.
- (iii) The Company reimburses expenditure incurred by the Directors in the performance of their duties as per the rules and policies of the Company.

Details of Remuneration paid to all the Directors**a) Executive Director (Managing & Whole-time Director)**

The details of aggregate value of salary and perquisites paid to the Managing Director for the year ended 30th June, 2015 are as under:

Name	Designation	Salary (₹)	Perquisites	Total (₹)
Shri S.K. Mandal	Managing Director	40,50,000	50,23,354	90,73,354

b) Non-Executive Directors

The Company has not paid any remuneration to Non-Executive Directors except the sitting fee @ Rs. 7,500/- (Rs. 20,000/- w.e.f. 11.02.2015) per meeting for attending the meetings of the Board of Directors and its Committees thereof held during the Financial Year 2014-15.

The details of the sitting fee paid to the Non-Executive Directors of the Company during the Financial Year 2014-15 are as under:

Name of the Director	Designation	Total sitting fee paid (₹)
Shri K. N. Bhandari	Chairman	1,15,000
Shri Pankaj Gaur	Director	7,500
Shri Naveen Kumar Singh	Director	7,500
Shri S.D.M. Nagpal	Director	2,37,500
Shri R. K. Pandey	Director	97,500
Shri R. K. Singh	Director	55,000
Shri Harish K. Vaid	Director	2,52,500
Shri V. K. Jain	Director	42,500
Shri R. B. Singh	Director	62,500
Smt. Manju Sharma	Director	20,000

Notes:

- Sitting Fee represents payment to the Directors for attending meetings of the Board and Committees thereof.
- As per the amendment to the Income Tax Act, 1961, Income Tax at Source was deducted.

There were no other pecuniary relationship or transactions with the Directors vis-à-vis the Company during the year.

6. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee has been constituted to assist the Board in safeguarding the interests of and redressing the grievances of the security holders of the Company.

The Committee's terms of reference/Charter was amended during the year, in order to comply with the provisions of the Companies Act 2013, Rules made thereunder and the revised Clause 49 of the Listing agreement with the Stock Exchanges.

The Stakeholders' Relationship Committee, comprises of Shri S.D.M. Nagpal, Chairman, Shri Harish K. Vaid and Shri R. K. Singh as members. The Committee has been constituted, inter-alia, to consider transfer and transmission of shares, rematerialisation of shares, transposition of names, consolidation of shares, issue of duplicate share certificates etc. and to look into the redressal of shareholders' complaints. During the year fourteen meetings of the Committee were held on 25th April, 2014, 20th May, 2014, 20th June, 2014, 21st July, 2014, 20th August, 2014, 20th October, 2014, 20th November, 2014, 20th December, 2014, 20th January, 2015, 20th February, 2015, 20th March, 2015, 20th April, 2015, 20th May, 2015 and 20th June, 2015 and the record of attendance of the members during the Financial Year 2014-15 is given below:

Name & Position	Number of Meetings held during the tenure of the member	Number of Meetings attended
Shri S.D.M. Nagpal, Chairman	14	14
Shri Harish K. Vaid, Member	14	14
Shri R. K. Singh, Member	14	Nil

Compliance Officer

The Board had designated Shri G. Tirupati Rao, General Manager (Legal) & Company Secretary as Compliance Officer.

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Phone : 040-67272727

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The Company received Nil Investors' references during the Financial Year 2014-15 and all the Investors' references were addressed/ resolved by 30th June, 2015. There were no pending investors' references as on 30th June, 2015.

7. Risk Management

The Company has Risk Management Policy in place and manages risks as an integral part of its decision making process.

8. Board Evaluation**A Statement Indicating the Manner in which formal Annual Evaluation has been made by the Board of its own Performance and that of its Committee and Individual Directors**

1. Nomination and Remuneration Committee of the Board carried out the evaluation of the Board of Directors and their performance on the basis of the provisions contained in the Nomination and Remuneration Policy of the Company as well as the criteria formulated for evaluating the performance of Independent Directors, Non-Independent & Non-Executive Directors and Executive Directors.
2. As per the provisions of the Companies Act, 2013 and provisions of the Listing Agreement, Independent Directors had a meeting without any one from the Non-Independent Directors and Management reviewed :
 - a) the performance of the Non-Independent Directors and the Board as a whole;
 - b) the performance of the Chairperson of the Company taking into account views of the Executive Directors and Non-Executive Directors; and
 - c) the quality, quantity and timeliness of flow of information between the Company's Management and the Board.
3. The Board subsequently evaluated the performance of Board as a whole, performance of the Committees and also the performance of Independent Non-Executive Directors on the following parameters:
 - (i) The size and composition (Executive, Non-Executive, Independent members and their background in terms of knowledge, diversity of skills and experience) of the Board is appropriate;
 - (ii) The Board conducts itself in such a manner that it is seen to be sensitive to the interest of all stakeholders and it has adequate mechanism to communicate with them;
 - (iii) The Board is active in addressing matters of strategic concerns in its review of the Board Agenda with the executive management;
 - (iv) The Board makes well informed high quality decisions on the basis of full information and clear insight into Company's business;
 - (v) The Board meets frequently enough and for sufficient duration to enhance its effectiveness;
 - (vi) The Board's meeting time is appropriately allocated between management presentation and Board discussion;
 - (vii) The Board has clearly defined the mandates of its various Committees and effectively oversees their functioning;
 - (viii) The Board is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - (ix) The Board regularly follows up on its decision to ensure that action is taken on all its decisions; and
 - (x) The Board gives effective advice and assistance for achieving the Company's mission and vision.

Evaluation of performance of Committees

- The Board also evaluated the performances of the Committees and found their performance and their functioning within the mandate of the Board besides meeting the expectations of the Board.

Evaluation of performance of Independent Directors

- The performance of Independent Directors was reviewed on the basis of various parameters / criteria like identifying their effective participation in the Board Meetings, their knowledge about the Company's vision and performance, quality and value of their contribution at the Board Meetings, effective contribution towards the development of strategy and risk management.

9. Familiarisation Programme of Independent Directors

Most of the Independent Directors are on the Board of the Company for quite some time and are well versed with their role, rights and responsibilities in the Company, the nature of industry in which the Company operates, business model of the Company and systems in place.

The Independent Directors are familiarised from time to time with various facets of the Company's business through site visits, presentations and intra-actions with various senior executives of the Company. They are also familiarised with their role, rights and responsibilities in the Company through their appointment letter and in the Board Meeting from time to time.

During the current year, an off site meeting of all the Independent Directors was also organised, inter-alia, to facilitate exclusive intra-action & familiarisation of the newly inducted Independent Directors with the existing Independent Directors.

10. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE 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 Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. It is reported that no complaint was received by the Company during the period under report.

11. CEO/CFO Certification

In terms of the requirements of Clause 49 (v) of the Listing Agreement, the Vice-Chairman & CEO and Managing Director & CFO have submitted necessary Certificate to the Board of Directors stating the particulars specified under the said Clause.

This Certificate has been reviewed and taken on record by the Board of Directors at its meeting held on 28th August, 2015.

12. General Body Meetings

Details of the last three Annual General Meetings are mentioned below:

Year	2011-12	2012-13	2013-14
Date	15th Sept., 2012	21st Sept, 2013	30th Sept, 2014
Time	3.30 P.M.	11.30 A.M.	12.30 P.M.
Venue of the Meeting	Regd Off: Durga Cement Works Sri Durgapuram, Dachepalli-522414, Guntur Dist (A.P.)	Regd Off: Durga Cement Works Sri Durgapuram, Dachepalli-522414, Guntur Dist (A.P.)	Regd Off: Durga Cement Works Sri Durgapuram, Dachepalli-522414, Guntur Dist (A.P.)

13. Details of Special Resolution(s) Passed in Previous Three Annual General Meetings**1) Financial Year 2011-12**

Special Resolution for alteration of Articles -5 & 103 of the Articles of Association of the Company.

2) Financial Year 2012-13

Special Resolution for the Conversion of Term Loans in to equity shares of the Company in case of default, at the option of HDFC and IDFC.

3) Financial Year 2013-2014

- Special Resolution for Appointment of Shri S.K. Mandal as a Managing Director.
- Special Resolution for borrowing powers of the Board upto Rs. 2000 crores.
- Creation of charge / mortgage on the movable/immovable assets of the Company.

14. DETAILS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT

No Resolutions were passed during last year through Postal Ballot.

15. Reconciliation of Share Capital Audit

A qualified Practising Company Secretary carried out quarterly Audit for reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and physical shares with the total issued and listed capital. The audit confirmed that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

16. Means of Communication

i) Financial Results:

The quarterly, half-yearly and annual results were published in daily Newspapers which included Business Standard, Financial Express and Regional language Newspapers (Telugu) in Nava Telangana and Praja Shakti. The same were sent to the Stock Exchanges and were also displayed on the website of the Company, www.andhracemts.com.

ii) Website:

The Company's website www.andhracemts.com contains a separate dedicated section 'Investor Information' where shareholders information is available. Annual Report of the Company and its subsidiaries thereof, Notices of Postal Ballot, Board Meeting etc. are regularly updated on the website.

iii) NSE Electronic Application Processing System (NEAPS):

NEAPS is a web based application designed by NSE where Corporates are required to upload the prescribed information on the websites for viewing by the investors. The Company is electronically filing the Corporate Governance and Shareholding Pattern periodically as prescribed by NSE on NEAPS.

iv) BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, Corporate Governance report, media releases, among others are also filed electronically by the Company on the Listing Centre.

v) SEBI Complaints Redress System (SCORES):

SEBI has designed a centralised web-based system, www.scores.gov.in wherein the Investors can lodge their complaints and can view the status of their complaints being replied to by the respective Company. In compliance thereof, the Company is regularly uploading the 'Action taken Report' on the said website in respect of the Investors' references received, if any.

17. Management Discussion & Analysis Report

The Management Discussion and Analysis Report forms part of the Annual Report.

18. General Shareholders' Information

76th Annual General Meeting

Day : Monday
 Date : 28th December, 2015
 Time : 12.30 PM
 Venue : Regd Off: Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur Distt, (AP)
 Dates of Book Closure : 19.12.2015 to 28.12.2015 (both days include)

19. Financial Calendar

Details of announcement of Financial Results for different periods during the financial year (15 months) 2014-15 are as under:

Results	Announced on
For 1st Quarter ended 30th June, 2014	11th August, 2014
For 2nd Quarter ended 30th September, 2014	12th November, 2014
For 3rd Quarter ended 31st December, 2014	11th February, 2015
For 4th Quarter ended 31st March, 2015	13th May, 2015
For 5th Quarter/Year ended 30th June, 2015	28th August, 2015

The financial results were reviewed by the Audit Committee and thereafter approved by the Board. Annual Audited Financial Results for the Financial Year ended 30th June, 2015 were announced on 28th August, 2015.

20. Dividend

For the current Financial Year 2014-15, the Board has not recommended any dividend.

21. Listing on Stock Exchanges

Equity Shares

The Equity shares of the Company are listed on the National Stock Exchange of India Ltd. and BSE Limited.

Stock Code

The stock code of the Equity shares listed on the Stock Exchanges, are as under:

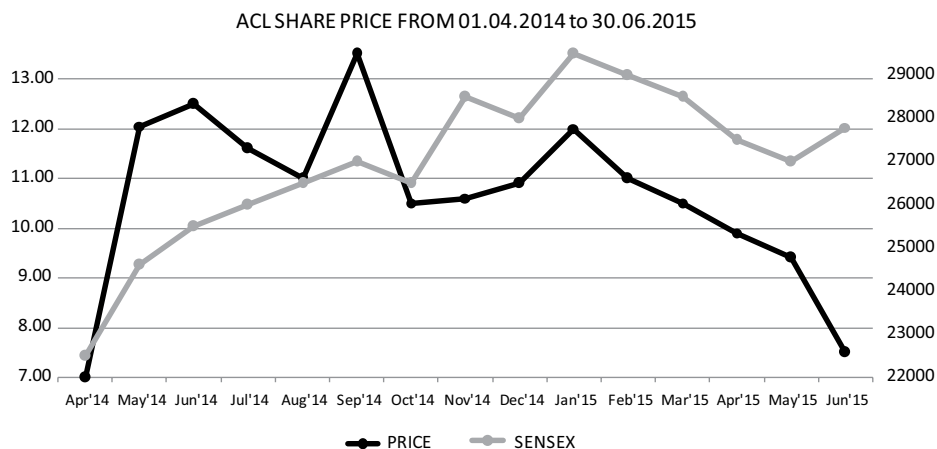
Name of Stock Exchange	Code
BSE Ltd.	532141
National Stock Exchange of India Limited (NSE)	ANDHRACEMT
ISIN No.	INE666E01012

22. Market Price Data

Month-wise high and low Sensex and of the share price of the Company during the Financial Year 2014-15 were as under:

Month & Year	Bombay Stock Exchange (BSE)	
	Month's High Price (₹)	Month's Low Price (₹)
April, 2014	7.02	5.47
May, 2014	12.04	5.55
June, 2014	12.56	8.55
July, 2014	11.60	8.36
August, 2014	11.05	8.41
September, 2014	13.50	8.58
October, 2014	10.51	9.40
November, 2014	10.69	8.85
December, 2014	11.90	8.30
January, 2015	12.01	9.90
February, 2015	11.09	9.50
March, 2015	10.90	8.40
April, 2015	9.99	8.50
May, 2015	9.49	7.62
June, 2015	8.00	6.60

Performance in comparison to broad based indices such as BSE Sensex:



23. Registrar and Transfer Agent

The details of the Registrar & Transfer Agent appointed by the Company are as under:

CIL Securities Limited,
214, Raghava Ratna Towers, Chirag Ali Lane, Abids
Hyderabad-500001,
(Telephone Nos. : 040-23202465, Fax.: 040-23203028)
e-mail: rta@cilsecurities.com
e-mail address of the Company for redressal of Investors' complaints:
investorcell@andhracements.com

24. Share Transfer System

The Board of Directors have delegated the power of re-materialisation of shares, transfers and transmission, splitting/ consolidation of share certificates and issue of duplicate share certificates etc. to Shareholders'/Investors' Grievance Committee. The meetings of the Committee are periodically held to consider the requests of the Shareholders.

25. Distribution of Shareholding

i) The distribution of shareholding according to the number of shares as on 30th June, 2015, was as follows:

a) Distribution of shareholding:

No. of Shares held	No. of Shares	% of share capital	No. of shareholders	% of total No. of shareholders
Up to 500	3434411	1.17	47425	90.97
501 to 1000	1911276	0.65	2186	4.19
1001 to 2000	1841909	0.63	1138	2.18
2001 to 3000	1070512	0.36	404	0.78
3001 to 4000	740688	0.25	203	0.39
4001 to 5000	1044953	0.36	217	0.42
5001 to 10000	2257614	0.77	293	0.56
10001 and above	281219129	95.81	266	0.51
TOTAL	293520492	100.00	52132	100.00

b) Shareholding pattern as on 30th June, 2015.

Category	No. of Shares	% to Total
Promoters	201926406	68.79
Financial Institutions	310373	0.11
FIs	7390000	2.52
Mutual Funds	12753	0.0
Banks	4685	0.0
Body Corporate	65882482	22.46
NRIs	878536	0.30
Resident Individuals	17128010	5.84
Total	293520492	100.00

26. Dematerialisation of Shares and Liquidity

The Equity Shares of the Company are in compulsory dematerialized segment and are available in the Depository System of both NSDL and CDSL. Number of shares held in dematerialized and physical mode as on 30th June, 2015:

Particulars	No. of shares issued	Percentage of total capital
Held in dematerialized form in CDSL	6436956	2.19
Held in dematerialized form in NSDL	278395729	94.85
Physical	8687807	2.96
Total	293520492	100.00

The annual custody fees for the financial Year 2015-16, have not been paid to NSDL & CDSL, the Depositories due to non-receipt of Invoices. The Company's Equity Shares are liquid and actively traded on NSE and BSE.

27. Project/Plant Locations

The Company is primarily engaged in the business of manufacturing of Cement

Durga Cement Works (DCW)

Durgapuram, Dachepalli (Mandal)

Guntur Dist, (AP).

PIN – 522414

Visakha Cement Works (VCW)

Parlupalem (Village)

Durganagar (Post)

Visakhapatnam, (AP)

PIN – 530029

28. Address for Correspondence

Company's address:

Registered Office : Durga Cement Works,
Sri Durgapuram, Dachepalli-522414,
Guntur Distt, (A. P)

Secretarial Office : 'White House', Block-III, 3rd Floor,
Begumpet, Hyderabad - 500016
E-mail: investorcell@andhracements.com

Registrar & Transfer : CIL Securities Limited,

Agent's Address 214, Raghava Ratna Towers
Chirag Ali Lane, Abids, Hyderabad- 500001
Tel.:91-40-23202465
Fax: 91-40-23203028
E-mail: rta@cilsecurities.com

29. Non-Mandatory Requirements

- i) The Company uploads its Quarterly, Half-Yearly and Annual Results on its website – www.andhracements.com which is accessible to all. The results are also reported to Stock Exchanges and published in National Newspapers in English and in Hindi newspapers having wide circulation.
- ii) The Company believes in maintaining its Accounts in a transparent manner and aims at receiving unqualified report of auditors on the financial statements of the Company. During the year under review, there is no audit qualification in its financial statements.
- iii) The Company has separate persons Chairman and Managing Director/CEO.
- iv) The Internal Auditor Reports directly to Audit Committee.

30. Disclosures

- i) There were no materially significant Related Party Transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their relatives, etc. that may have potential conflict with the interests of the Company at large. The related party transactions are duly disclosed in the Notes to the Financial Statements.
- ii) There were no cases of non-compliance by the Company and no penalties, strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- iii) No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of Financial Statements.
- iv) The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Andhra Cements Limited

We have examined the compliance of conditions of Corporate Governance by M/s ANDHRA CEMENTS LIMITED for the period (15 months) ended June 30, 2015 as stipulated in Clause 49 of the Listing Agreement of the Said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof adopted by the Company for ensuring compliance of conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of my information and according to the explanations given to us and representation made by the Directors and the Management, We hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that no investor grievances are pending against the Company as per the records maintained by the Share Holders / Investors Grievance Committee.

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

For Savita Jyoti Associates

Company Secretaries

CS. Savita Jyoti

Practicing Company Secretary
(CP No. 1796)

Place: Secunderabad

Date: 28th August, 2015

DECLARATION BY THE MANAGING DIRECTOR & CEO UNDER CLAUSE 49 (IIE) OF THE LISTING AGREEMENT

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct framed for Directors and Senior Management, as approved by the Board for the 15 months period ended 30th June, 2015.

Place : Noida

Date : 28th August, 2015

S.K. Mandal

Managing Director & CEO

MANAGEMENT DISCUSSION AND ANALYSIS

(Forming part of the Report of Directors for the 15 months period ended 30th June 2015)

1. Industry Structure and Developments

The Industry had a total installed capacity of about 390 million tones as on 31st March, 2015. All India monthly Cement production figures during the fifteen months period from January 2014 to March 2015 compared with corresponding figures of January 2013 to March 2014 indicate an encouraging trend. However, during the latter part of the year sluggish trend was witnessed.

The housing sector is the biggest demand driver accounting for around 60% of the total cement demand followed by infrastructure -20% and commercial and industrial construction -20%. The Government's promise to expedite clearances for the stalled infrastructure projects and likely reduction in interest rates bode well for the Industry's prospects from a medium to long term perspective.

The expectations of above normal demand growth from rural and suburban areas were belied due to the bad monsoon and the unexpected rains in the current period. In the last couple of years, new capacity additions have slowed down due to diminishing returns on capital employed.

Road Ahead

Developments in the domestic environment and a huge number of infrastructure projects are likely to boost demand for Cement consumption in India, which is bound to increase manifold in the coming years.

In recent period, Cement demand growth took a slight breather. The Cement industry has registered a drop in margins mainly due to input cost rise and lack of pricing power. The Industry has been facing a chronic problem of insufficient availability of the main fuel coal, driving the manufacturers to resort to use of alternatives at steep cost. As the economic growth is expected to be stable, the Cement demand is expected to sustain an average growth in demand. The key drivers of this demand shall be the continued expansion in infrastructure, real estate and industrial sectors.

2. Review of Financial and Operational Performance

(i) Financial Performance

During the period under review the Company recorded a net loss of ₹ 9889 lacs. Financial performance of the Company, in brief, is as under:

	(₹ in Lacs)	
	Current period 2014-15 (15 months)	Previous Year 2013-14 (12 months)
Net Sales	27802	-
Other Income	906	308.92
PBIDT	3327	(1175.83)
Finance Cost	6246	788.48
Depreciation	2519	249.43

	(₹ in Lacs)	
	Current period 2014-15 (15 months)	Previous Year 2013-14 (12 months)
Profit/(Loss) before Exceptional Items	(5438)	(2213.74)
Profit/(Loss) before Tax	(9891)	(2213.74)
Deferred Tax	-	5607.63
Net Profit / (Loss)	(9889)	(7821.37)

(ii) Operational Performance

Your Company is primarily engaged in manufacture and sale of Cement including Ordinary Portland Cement, Portland Pozzolana Cement, Portland Slag Cement and Ground Granulated Blast Slag. In the domestic market the company operates through a net work of dealers and agents for sale of its products. Its major markets include Andhra Pradesh, Tamilnadu, Orissa, Karnataka and other nearby states.

Durga Cement Works (DCW) and Visakha Cement Works (VCW) plants of the Company were commenced its commercial operations with effect from 1st December, 2014 and continued till the end of the period 2014-15.

3. Outlook

We expect cement demand to grow in the range of 5% – 6 % during the FY 2015-16 considering the following:

- a) Reduction in interest rates is expected to revive the hitherto sluggish demand for home loans giving impetus to housing.
- b) Pick-up in industrial production and economic activities including infrastructure development initiatives being undertaken by the government.
- c) Boost to affordable housing segment.

In view of the dwindling profitability and longer gestation period for new projects, we believe that the new capacity additions could slow down leading to improvement in capacity utilization.

4. Opportunities and Threats

Cement consumption and demand in India has been growing during the last few years due to Government's continuous thrust on infrastructure development. However, due to market conditions, the selling price had been under pressure during the year under review and for the present as well. Further, series of recent increase in interest rates, fuel prices and key raw materials are the major constraining factors for increase in demand and have significant impact on the profitability margins of the industry.

The threats of the Industry arise from rising input costs, restricted availability of coal from domestic market, restricted wagon availability and increase in logistics costs due to increase in fuel cost and railway freight.

5. Risks and Concerns

Risk Management is an integral part of the Company's activity. The Company has a structured Risk Management Policy. The Top and Senior Management of the Company continuously monitor and review the business risks in the verticals of Operations, Sales & Marketing, Procurement, Regulatory Affairs, Finance, IT and Human Resources and take timely measures to minimize the impact.

The key risks identified by the Company are increase in power, fuel and freight costs; capacity/demand mismatch in the Industry; shortage of railway wagons; volatility in forex and high interest rates. Whereas a systematic risk identification and mitigation framework is in place and suitable action plan is drawn up to mitigate the same, the Company has virtually no control over external risks such as general down turn in the economy, new regulations, government policies and interest rates.

6. Internal Control Systems and their adequacy

The Company has adequate system of Internal Financial Controls in place. It had adopted policies and procedures regarding financial and operating functions for ensuring the orderly and efficient conduct of its business including adherence to Company's assets, prevention & detection of frauds and errors and timely preparation of reliable financial information. The Internal Control Systems are commensurate with the size of operations of the Company and are manned by qualified and experienced personnel.

In addition to internal controls, the internal audit function has also been set up by a firm of Chartered Accountants, who conducts audit on the basis of the Accounting Standards and Annual Audit Plan. The

process includes review and evaluation of effectiveness of the existing processes, controls and compliances. It also ensures adherence to Internal control policies and systems and mitigation of the operational risks perceived for each area under audit. The Internal Audit Report(s) are reviewed by the Audit Committee.

7. Material Developments in Human Resources/Industrial Relations

The Company recognizes its human resources as the most valued asset. The Company has appointed specialized professionals in the fields of engineering, finance, administration and technical and non-technical staff to take care of its operations and allied activities.

Necessary training was imparted to the staff for operations and maintenance of Machinery by specialist from related fields including the equipment suppliers from time to time.

During the period the Industrial Relations continued to be cordial.

Cautionary Statement

Certain statements made in this Report detailing to the Company's objectives, projections, outlook, estimates and expectations may be 'forward looking statements' within the applicable laws and regulations. As these statements are based on certain assumptions and expectations of future events over which the Company exercises no control, the Company cannot guarantee their accuracy. The actual results may differ materially from such estimates, projections, etc. Significant factors that could make a difference to the Company's operations include domestic and international economic conditions affecting demand, supply and price conditions in the industry, changes in government regulations, tax regimes and other statutes, over which the Company does not have any direct control.

INDEPENDENT AUDITORS' REPORT

To, The Members of
ANDHRA CEMENTS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **ANDHRA CEMENTS LIMITED** ("the Company"), which comprises the Balance sheet as at June 30, 2015, the Statement of profit and loss and the cash flow statement for fifteen months period ended June 30, 2015, 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at June 30, 2015 and its losses and its cash flows for the period 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 the paragraph 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 purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as 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) Rules, 2014.

- e. On the basis of the written representations received from the directors as on June 30, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 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 all pending litigations on its financial position in its financial statements. (Refer Note-34 to the financial statements).
- ii. The Company has made provision, as required under the applicable law or accounting standards. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. According to the information and explanation given to us and having regard to scheme sanctioned by the BIFR and based on opinion obtained by the Company, the certain amount pertaining to unpaid matured deposits and debenture balance funds held with the banks, no amount to be transferred to the Investor Education and Protection Fund by the Company till June 30, 2015.

For **CHATURVEDI & PARTNERS**
Chartered Accountants
Firm Registration No. 307068E

R N CHATURVEDI
Partner

Noida
August 28, 2015

Membership No. 092087

ANNEXURE REFERRED IN INDEPENDENT AUDITORS REPORT OF EVEN DATE

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the period ended June 30, 2015, we report that:

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all

the fixed assets at reasonable intervals. According to the information and explanation given to us, discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.

- ii. a. According to the information and explanations given to us, the management has conducted physical verification of inventory at reasonable intervals during the year.
- 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 nature of the business.
- c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on verification between physical stocks and book records were not material and have been properly dealt with in the books of account.
- iii. According to the information and explanations given to us, the Company has not granted any, secured or unsecured loan, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly the clause iii (a) and (b) of paragraph 3 of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the regards to purchases of inventory, fixed assets and the sale of goods and services. During the course of our audit, we have neither observed nor have been informed of any continuing failure to correct major weaknesses in internal control system of the Company.
- v. In our opinion and according to the information and explanations given to us, The Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act, and the rules framed thereunder to the extent notified. Further, in respect of deposits accepted by the Company during the earlier year, the Company Law Board (Southern Regional Bench) has by its Order dated July 07, 2001 directed the company to repay the said deposits in accordance with the scheme sanctioned by the BIFR. However, the BIFR in its Modified Rehabilitation Scheme dated July 21, 2008 directed the fixed deposits holders to accept the outstanding principal amount, in four annual installments, on interest free basis. Further, no other Order against the Company has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of

India or any Court or any other Tribunal. In respect of these deposits, the Company is yet to comply with the requirement of maintaining liquid assets and filing of Return of Deposit.

- vi. We have broadly reviewed the books of cost records maintained by the Company pursuant to the Rules made by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed account and records have been made and maintained. We have, however, not made details examination of these records with the view to determining whether they are accurate or complete.
- vii. a. According to the information and explanation given to us and on the basis of our examination of books of accounts, the Company has been generally

regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, Cess and other statutory dues applicable with the appropriate authorities. No undisputed amount payable in respect of income tax, sales tax, service tax, customs duty, Cess, excise duty and any other statutory dues were in arrears as at June 30, 2015 for a period of more than six months from the date they became payable.

- b. According to the information and explanation given to us, particulars of dues in respect of sales tax, service tax, value added tax and Cess which have not been deposited as on June 30, 2015 on account of disputes and given below:

Sl. No.	Name of the Statute	Nature of Dues	Amount (₹ in lakhs)	Period to which amount relates	Forum where dispute is Pending
1	Central Excise Act, 1944	Interest on duty demanded kept in abeyance pursuant to BIFR order	71.11	2005-06	High Court
2	Central Excise Act, 1944	Central Excise duty	10.61	2004-05	High Court
		Central Excise duty	12.76	2005-06	CESTAT
		Central Excise duty	651.97	2006-12	CESTAT
		Central Excise duty	371.5	2007-09	CESTAT
		Central Excise duty	1.82	2010-11	CESTAT
		Central Excise duty	5.62	2007-12	CESTAT
		Central Excise duty	11.08	2007-11	CESTAT
		Central Excise duty	3.88	2009-10	CESTAT
3	Finance Act,	Service Tax	1.74	2008-10	CESTAT
		Service Tax	12.74	2007-10	CESTAT
		Service Tax	298.64	2007-10	CESTAT
4	APGST Act/CST Act	Sales Tax	26.96	1995-96	High Court
		Sales Tax	8.11	2001-02	Tribunal
		Sales Tax (CST)	16.65	1991-92	Tribunal
		Sales Tax (CST)	6.53	1992-93	Tribunal
		Sale Tax (CST)	38.80	2010-11	Commissioner (Appeals)
5	Orissa Sales tax Act	Sales Tax (ET)	0.21	2000-01	Tribunal
		Sales Tax (ET)	2.77	2003-04	Tribunal
6	Tamil Nadu Sales Tax Act	Sales Tax (CST)	12.30	1988-89	Tribunal
		Sales Tax	13.26	1991-92	Tribunal
		Sales Tax	5.83	1992-93	Tribunal
		Sales Tax	18.93	1996-97	Tribunal
		Sales Tax	9.16	1988-89	Commissioner (Appeals)
		Sales Tax	6.09	1989-90	Commissioner (Appeals)

- b. There were no amounts which were due to be transferred by the company to the Investor Education and Protection Fund and rules made thereunder in accordance with the scheme

sanctioned by the BIFR. Accordingly the clause vii (c) of paragraph 3 of the Order are not applicable to the Company.

- viii. The accumulated losses of the company are more than fifty percent of its net worth. The Company has incurred cash losses during the period covered by our report and in the immediately preceding financial year.
- ix. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly the clause x of paragraph 3 of the Order are not applicable to the Company.
- xi. In our opinion and according to the information and explanations given to us, the term loans have been applied by the company during the year for the purposes for which they were obtained.
- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the company has been noticed or reported during the period.

For **CHATURVEDI & PARTNERS**
Chartered Accountants
Firm Registration No. 307068E

R N CHATURVEDI
Partner
Membership No. 092087

Noida
August 28, 2015

BALANCE SHEET AS AT JUNE 30, 2015

PARTICULARS	NOTE	(₹ in Lacs)	
		AS AT 30.06.2015	AS AT 31.03.2014
EQUITY AND LIABILITIES			
Shareholders' fund			
Share Capital	2	29,352.44	29,352.44
Reserve and surplus	3	(15,116.93)	(4,558.84)
		14,235.51	24,793.60
NON-CURRENT LIABILITIES			
Long term borrowings	4	77,199.68	45,139.08
Long term provisions	5	495.71	539.95
Other Non Current Liabilities	6	1,436.63	663.63
		79,132.02	46,342.66
CURRENT LIABILITIES			
Short term borrowings	7	3,231.69	5,257.27
Trade payables	40	12,881.38	5,588.44
Other Current Liabilities	8	27,322.28	41,802.98
Short term provisions	9	111.65	89.15
		43,547.00	52,737.84
TOTAL		136,914.53	123,874.10
ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	10	84,532.32	6,408.34
Intangible Assets		-	-
Capital work-in-progress (Refer Note No. 36)		26,530.53	98,105.03
		111,062.85	104,513.37
Non current Investment	11	0.17	0.07
Deferred tax assets (net)	12	2,982.44	2,982.44
Long term loans and advances	13	4,553.50	4,015.11
Other non-current assets	14	133.06	172.52
		118,732.02	111,683.51
CURRENT ASSETS			
Inventories	15	4,070.71	3,367.97
Trade Receivables	16	4,635.71	2,306.68
Cash and Bank Balances	17	1,973.19	2,155.58
Short term loans and advances	18	6,725.21	2,859.12
Other current assets	19	777.69	1,501.24
		18,182.51	12,190.59
TOTAL		136,914.53	123,874.10
Accompanying Notes forming part of the Financial Statements	1-48		
Significant Accounting Policies	1		

As per our report of even date attached

For CHATURVEDI & PARTNERS
Chartered Accountants
Firm Registration No. 307068E

FOR AND ON BEHALF OF THE BOARD

R N Chaturvedi
Partner
Membership No. 092087

K N Bhandari
Chairman
DIN No. 00191219

S K Mandal
Managing Director
DIN No. 00086235

Place : Noida
Date : August 28, 2015

G. Tirupati Rao
Company Secretary

A K Agrawal
Chief Finance officer

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM APRIL 01, 2014 TO JUNE 30, 2015

(₹ in Lacs)

PARTICULARS	NOTE	For the Fifteen Months Period ended June 30, 2015	For the Financial Year ended March 31, 2014
Revenue from operations (Net of Excise Duty)	20	27,801.57	-
Other Income	21	905.56	308.92
Total Revenue (I)		28,707.13	308.92
Expenses:			
Cost of materials consumed	22	3,308.01	-
Changes in inventories of finished goods, work-in-progress.	23	103.05	-
Employee Benefit Expenses	24	1,677.24	353.82
Finance Cost	25	6,245.93	788.48
Depreciation and Amortization Expenses	26	2,518.55	249.43
Power & Fuel	27.a	9,029.34	116.15
Packing, Freight and loading Expenses	27.b	8,028.79	-
Other Administrative Expenses	27.c	3,234.30	1,014.77
Total Expenses (II)		34,145.21	2,522.66
Profit before exceptional and extraordinary items and tax [III = (I-II)]	(I - II)	(5,438.08)	(2,213.74)
Exceptional Items (IV)		(4,452.55)	-
Profit before extraordinary items and tax (V = III +IV)		(9,890.63)	(2,213.74)
Extraordinary Items (VI)		-	-
Profit before tax (VII = V- VI)		(9,890.63)	(2,213.74)
Tax expense:			
(1) Current tax		(1.67)	-
(2) Deferred tax		-	5,607.63
Total (VIII)		(1.67)	5,607.63
Profit/(Loss) for the period (IX = VII - VIII)		(9,888.96)	(7,821.37)
Earning per equity share:			
(1) Basic		(3.37)	(2.66)
(2) Diluted		(3.37)	(2.66)

Accompanying Notes forming part of the Financial Statements

As per our report of even date attached

For CHATURVEDI & PARTNERS
Chartered Accountants
Firm Registration No. 307068E

FOR AND ON BEHALF OF THE BOARD

R N Chaturvedi
Partner
Membership No. 092087

K N Bhandari
Chairman
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S K Mandal
Managing Director
DIN No. 00086235

Place : Noida
Date : August 28, 2015

G. Tirupati Rao
Company Secretary

A K Agrawal
Chief Finance officer

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED JUNE 30, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

a) Method of Accounting

The financial statements are prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These financial statements comply in all material aspects with the Accounting Standards (AS) specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act 1956 ("the 1956 Act"), as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous year.

b) Use of Accounting Estimates

The preparation of financial statements in conformity with the Indian GAAP requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of revenues and expenses during the reporting period and the disclosures relating to contingent liabilities as of the date of the financial statements. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes different from the estimates. Difference between actual results and estimates are recognised in the period in which the results are known or materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future periods.

c) Fixed Assets

Fixed assets (whether Tangible or Intangible) are stated at cost less accumulated depreciation/ amortization / impairment loss (if any), net of MODVAT / CENVAT (wherever claimed). The cost of fixed assets includes taxes, duties, freight, borrowing cost, if capitalization criteria are met and other incidental expenses incurred in relation to their acquisition/bringing the assets for their intended use.

Spares which can be used only in connection with a particular Plant and Equipment of the Company and use is expected to be irregular, are capitalized at cost, net of CENVAT / MODVAT (wherever claimed).

Fixed Assets held for disposal are stated at lower of net book value and net realizable value and disclosed separately in the financial statements under other current assets.

Losses arising from the retirement of, and gains / losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss

d) Expenditure during construction period:

Expenditure/ Income, during construction period (including financing cost relating to borrowed funds for construction or acquisition of qualifying fixed assets) is included under Capital Work-in-Progress and the same is allocated to the respective fixed assets on the completion of their construction.

e) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

f) Depreciation and Amortization

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Companies Act, 2013.

The useful life of an asset is the period over which an asset is expected to be available for use by an entity, or the number of production or similar units expected to be obtained from the asset by the entity.

In case of certain class of assets, the Company uses different useful life than those prescribed in Schedule II to the Companies Act, 2013. The useful life has been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset on the basis of management's best estimation of getting economic benefits from those classes of assets. The Company uses its technical expertise along with historical and industry trends for arriving the economic life of an asset.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions / disposals is provided on a pro-rata basis upto the month preceding the month of deduction / disposal.

g) Impairment of Assets

The carrying amount of assets are reviewed at each balance sheet date, if there is an indication of impairment based on internal and external factors.

An asset is treated as impaired when the carrying amount of the asset exceeds its recoverable amount. An asset's recoverable amount is the higher of an assets net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its

disposal at the end of its useful life. The discounting rate is a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the assets. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. Impairment loss recognised in prior years is reversed when there is an indication that impairment loss recognised for the asset no longer exists or has decreased.

i) Investments

(i) Presentation & disclosure

Investments which are readily realizable and are intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments / non-current investments.

(ii) Recognition & measurement

Long-term investments are stated at cost after deducting provisions made, if any, for diminution in value of investments other than temporary, determined separately for each individual investment.

Current investments, except current maturities of Long-term investments, are stated at lower of cost and fair value determined for each category of investments.

(iii) Disposal

On disposal of an investment, the difference between the carrying amount and the disposal proceeds, net of expenses, is recognised in the Statement of Profit and Loss.

j) Foreign Currency Transactions:

(i) Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year-end rates.

(ii) In respect of forward exchange contracts, premium or discount, being the difference between the forward exchange rate and the exchange rate at the inception of contract is recognised as expense or income over the life of the contract.

(iii) Exchange difference including premium or discount on forward exchange contracts, relating to borrowed funds, liabilities and commitments in foreign currency for acquisition of fixed assets, arising till the assets are ready for their intended use, are adjusted to cost of fixed assets. Any other exchange difference either on settlement or translation is recognised in the Statement of Profit and Loss.

k) Inventories

(i) Raw material, fuel, stores & spare parts and packing materials:

Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

(ii) Work-in- progress (WIP), finished goods, stock-in-trade and trial run inventories:

Valued at lower of cost and NRV. Finished goods and WIP cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

(iii) Waste /Scrap:

Waste / Scrap inventory is valued at NRV.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

l) Employee Benefits

(i) Short term employee benefits:

Short term employee benefits are recognised as an expense on accrual basis.

(ii) Defined Contribution Plan:

Contributions payable to recognised provident fund which are substantially defined contribution plan are recognised as expense in the Statement of Profit and Loss, as they are incurred.

Contributions as specified by law are paid to the provident fund set up as irrevocable trust. The Company is generally liable for annual contribution and any shortfall in the fund assets based on the government specified minimum rates of return and recognizes such contribution and shortfall, if any, as an expense in the year incurred.

(iii) Defined Benefit Plan:

The obligation in respect of defined benefit plans, which cover Gratuity and Pension, are provided for on the basis of an actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/losses, if any, are recognised immediately in the Statement of Profit and Loss.

(iv) Other Long Term Benefits:

Long-term compensated absences are provided for on the basis of an actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains /Losses, if any, are recognised immediately in the Statement of Profit and Loss.

(v) Presentation of Non-funded obligation of defined benefit plans and other long term benefits, as long term and short term liability is on the basis of actuary's report.

m) Income Taxes

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred Tax reflects the impact of timing difference between accounting income and taxable income during the current year and reversal of timing differences for the earlier years. Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty, except for carried forward losses and unabsorbed depreciation and items relating to capital losses which are recognised based on virtual certainty, supported by continuing evidence that there will be sufficient future taxable income available to realize the asset.

Minimum Alternate Tax (MAT):

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

n) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

- (i) Sales are recognised on transfer of significant risks and rewards of ownership of the goods to the buyer. Sales are net of Sales Tax, VAT, trade discounts, rebates and returns but include excise duty. Sales exclude self-consumption of finished goods.
- (ii) Income from services is recognised (net of service tax as applicable) as they are rendered, based on agreement arrangement with the concerned parties.
- (iii) Dividend income is accounted for when the right to receive the income is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable. Income other than dividend and interest on Investments is recognised on maturity or sale.

- (iv) Export incentives, insurance, railway and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

o) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as Contingent Liabilities.

Contingent Liabilities are not recognised but are disclosed and Contingent Assets are neither recognised nor disclosed, in the financial statements.

p) Earnings per Share:

The basic Earnings per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders divided by the weighted average number of equity shares outstanding during the year after adjusting for the effects of all dilutive potential equity shares.

q) Operating lease:

Leases where significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases and lease rentals thereon are charged to the Statement of Profit and Loss on a straight-line basis over the lease term.

r) Classification of Assets and Liabilities into Current/Non-current:

All assets and liabilities are presented as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of current / Non-current classification of assets and liabilities.

NOTE 2 - SHARE CAPITAL

(₹ in Lacs)

Particulars	As at June 30, 2015	As at March 31, 2014
Authorized		
Equity Shares, ₹ 10/- par value		
400,000,000 (400,000,000) Equity Shares	40,000	40,000
Cumulative Redeemable Preference Shares, ₹ 100/- par value		
10,000,000 (10,000,000) Preference Shares	10,000	10,000
	<u>50,000</u>	<u>50,000</u>
Issued, Subscribed and Paid-Up		
Equity Shares, ₹ 10/- par value		
293,520,492 (293,520,492) Equity Shares	29,352.05	29,352.05
Of the above,		
- 201,926,406 Nos (176,013,352) Equity shares are held by M/s. Jaypee Development Corporation Ltd., holding company.		
Add: Forfeited Shares (Refer Note 2.5)	0.39	0.39
	<u>29,352.44</u>	<u>29,352.44</u>

2.1 Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having a face value of ₹ 10 per Share and each holder of equity shares is entitled to one vote per share.

In the event of liquidation, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their share holdings.

Dividend - Each Share is entitled to dividend, if declared. The dividend if any, proposed by board of Directors subject to the approval of shareholders ensuring in Annual General meeting, except in case of interim dividend.

2.2 Share held by the Promoters of the Company

Name of the Share holder	No. of Shares at June 30, 2015	No. of Shares at March 31, 2014
Jaypee Development Corporation Limited - Holding Company	201,926,406	176,013,352

2.3 Shareholders holding more than 5% shares of the Company:

Name of the Share holder	As at June 30, 2015 (March 31, 2014)	% held As at June 30, 2015 (March 31, 2014)
Jaypee Development Corporation Ltd. - Holding Company	201,926,406 (176,013,352)	68.79 (59.97)
Infrastructure Development Finance Company Ltd.	28,784,722 (28,784,722)	9.81 (9.81)
Boydell Media Pvt. Ltd.	-	-
	(25,913,054)	(8.83)
Housing Development Finance Corporation Ltd.	25,957,055 (25,957,055)	8.84 (8.84)

2.4 The Reconciliation of the number of shares outstanding is set-out below:

Details	No. of Shares June 30, 2015	No. of Shares March 31, 2014
Number of shares at the beginning	293,520,492	293,520,492
Add: Shares issued during the period	-	-
Number of shares at the end	293,520,492	293,520,492

2.5 Forfeited shares (amount originally paid up) is ₹ 38,860/-

Note 3 - RESERVES & SURPLUS

	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Capital Reserve		
As per last Balance Sheet (Refer Note No. 3.1)	10.00	10.00
Closing Balance	10.00	10.00
Capital Redemption Reserve		
As per last Balance Sheet	1.94	1.94
Closing Balance	1.94	1.94
Securities Premium Reserve		
As per Last Balance Sheet	9,054.05	9,054.05
Add: On issue of Shares	-	-
Closing Balance	9,054.05	9,054.05
Revaluation Reserve		
As per last Balance Sheet	3,530.36	4,155.19
Less: Utilized during the period	440.86	624.83
Closing Balance	3,089.50	3,530.36
Quarry Land Amortization Reserve		
As per last Balance Sheet	0.29	0.29
Closing Balance	0.29	0.29
Surplus		
Profit & Loss Account		
As per Last Balance Sheet	(17,155.48)	(9,334.11)
Add: Profit/(Loss) during the year/period	(9,888.96)	(7,821.37)
	(27,044.44)	(17,155.48)
Appropriations:		
Less: Transferred to Profit & Loss Account (Depreciation on account of change in system - Refer Note No. 2 under Fixed Assets Schedule)	(228.27)	-
	(228.27)	-
Closing balance	(27,272.71)	(17,155.48)
TOTAL	(15,116.93)	(4,558.84)

Note 3.1

Investment subsidy in respect of Visakha Unit received during the accounting year ended March 31, 1981.

Note 4. LONG TERM BORROWINGS

	(₹ in Lacs)	
Particulars	As at June 30, 2015	As at March 31, 2014
SECURED		
Term Loans:		
Housing Development Corporation Limited	32,356.52	23,267.39
Infrastructure Development Finance Company Limited	30,915.72	21,871.69
From Banks:		
Andhra Bank	6,937.50	-
Karur Vysya Bank	4,237.50	-
From Others :		
Jaypee Development Corporation Ltd.	2,752.44	-
Total	77,199.68	45,139.08

Note 4.1

Details of Borrowing Outstanding's as on June 30, 2015

(₹ in Lacs)

Nature of Loan	As at June 30, 2015	As at March 31, 2014	Rate of Interest	Nature of Security	Terms of Repayment
IDFC Limited					
Term Loan	15,100	15,100	Current Rate of Interest - 11.5%, reset on change of lender's CPLR.	Refer Note 4.2	Repayable in 41 quarterly instalments w.e.f. September 15, 2015 : first 35 quarterly instalment of ₹ 342.77 lacs each, next 4 quarterly instalment of ₹ 377.50 lacs each and last 2 instalments of ₹ 789.73 lacs and 803.32 lacs
Term Loan	4,000	4,000	Current Rate of Interest - 12.55%, reset on change of lender's CPLR.	Refer Note 4.2	Repayable in 41 quarterly instalments w.e.f. September 15, 2015 : first 35 quarterly instalment of ₹ 90.80 lacs each, next 4 quarterly instalment of ₹ 100 lacs each and last 2 instalments of ₹ 209.20 lacs and 212.80 Lacs
Sub Debt	4,000	4,000	Current Rate of Interest - 11.5%, reset on change of lender's CPLR Defer interest payment of 6.5%	Refer Note 4.3	Repayable in 19 quarterly instalments w.e.f. April 1, 2020 : first 18 quarterly instalment of ₹ 235.25 lacs(including deferred interest) each and last instalment of ₹ 229.25 lacs.
Term Loan	10,000	-	Current Rate of Interest - 12.25%, reset on change of lender's CPLR.	Refer Note 4.2	Loan 1- 60 Crores- Repayable in 40 quarterly instalments w.e.f. December,15 2015 Loan 2- 40 Crores- Repayable in 40 quarterly instalments w.e.f. June,15 2017
Bridge Loan	-	10,000	Rate of Interest 12.6% reset on change of lenders CPLR	Refer Note 4.2	Repaid during the Year
HDFC Limited					
Term Loan	18,100	18,100	Current Rate of Interest - 11.5%, reset on change of lender's CPLR.	Refer Note 4.2	Repayable in 41 quarterly instalments w.e.f. September 30, 2015 : first 35 quarterly instalment of ₹ 410.87 lacs each, next 4 quarterly instalment of ₹ 452.50 lacs each and last 2 instalments of ₹ 946.63 lacs and ₹ 962.92 lacs
Term Loan	2,000	2,000	Current Rate of Interest - 12.8%, reset on change of lender's CPLR.	Refer Note 4.2	Repayable in 40 quarterly instalment of ₹ 50 lacs each w.e.f. December 31, 2015
Sub Debt	4,500	4,500	Current Rate of Interest - 11.5%, reset on change of lender's CPLR Defer interest payment of 6.5%	Refer Note 4.3	Repayable in 20 quarterly instalments w.e.f. January 31, 2021: 1st quarterly instalment of ₹ 37 lacs, next 17 quarterly instalment of ₹ 250 lacs each and last 2 instalments of ₹ 213 lacs and ₹ 803.33 lacs.
Term Loan	10,000	-	Current Rate of Interest - 12.25%, reset on change of lender's CPLR.	Refer Note 4.2	Loan 1- 60 Crores- Repayable in 40 quarterly instalments w.e.f. December,31 2015 Loan 2- 40 Crores- Repayable in 40 quarterly instalments w.e.f. June,30 2017
Bridge Loan	-	10,000	Rate of Interest 12.6% reset on change of lenders CPLR	Refer Note 4.2	Repaid during the Year
Andhra Bank Ltd					
Term Loan	7,500	-	Current Rate of Interest - 12.25%, reset on change of lender's CPLR.	Refer Note 4.2	Repayable in 40 quarterly instalments of ₹ 187.50.each w.e.f. December,31 2015
Karur Vasya Bank					
Term Loan	4,500	-	Current Rate of Interest - 12.25%, reset on change of lender's CPLR.	Refer Note 4.2	Loan 1- 35 Crores- Repayable in 40 quarterly instalments of ₹ 87.50 Lacs each w.e.f. December,15 2015 Loan 2- 10 Crores- Repayable in 40 quarterly instalments of ₹ 25 lacs each w.e.f. June,15 2017.
Jaypee Development Corp.Ltd					
Unsecured Loan	3,426	-	Current Rate of Interest - 10 %	Unsecured	Repayable in next 4 years Monthly instalments of ₹ 87.55 Lakhs beginning from Aug 2015 Including interest
	83,126	67,700			

Note 4.2

Term Loan are secured by first charge by way of mortgage, on immovable properties and hypothecation of all movable properties, machinery, machinery spares, tools, furniture fixture & accessories present and future, and second charge on current assets including inventories, stores and spares, book debts, operating cash flow receivables etc., Further secured by first charge on Intangible Assets and other reserve relating to the project, and pledge of 47.97% Shares of Promoter Holding (Minimum of 33% of Total Company Paid up Capital).

Note 4.3

Sub Debt are secured by residual charge by way of mortgage, on immovable properties and hypothecation of all movable properties, machinery, machinery spares, tools, furniture fixture & accessories present and future, and residual charge on current assets including inventories, stores and spares, book debts, operating cash flow receivables etc., Further secured by residual charge on Intangible Assets and other reserve relating to the project, and pledge of 47.97% Shares of Promoter Holding (Minimum of 33% of Total Company Paid up Capital)

Note 4.4

Deferred Interest of 6.5% on Sub-debt of IDFC & HDFC has been shown under the Head "Other Non current Liabilities" of ₹ 729.31 Lacs (₹ 361.40 Lacs) & ₹ 707.32 Lacs (₹ 302.23 Lacs) respectively.

Note 5. - LONG TERM PROVISIONS

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Provision for Employee benefits		
Gratuity	410.22	451.35
Leave encashment	85.49	88.60
	495.71	539.95

Note 6. - OTHER NON CURRENT LIABILITIES

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Deferred Interest on Sub Debts (Refer Note No. 4.4)		
Housing Development Corporation Limited	707.32	302.23
Infrastructure Development Finance Company Limited	729.31	361.40
Total	1,436.63	663.63

Note 7. - SHORT TERM BORROWINGS

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Loans repayable on demand		
Secured		
Working Capital Loans from Banks	3,224.46	2,550.04
Unsecured		
Sales Tax Loan from A.P.State Government	7.23	7.23
Loans and advances from related parties - Holding Company	-	2,700.00
Total	3,231.69	5,257.27

7.1 Working Capital Loans are secured by first pari passu charge by way of hypothecation of the current assets and second charge on fixed assets of the company. These loans are further secured by Personal guarantee of earlier Chairman, Mr. Manoj Gaur.

7.2 Conversion of Inter company debt ₹ 2700 Lakhs and interest outstanding 726.71 Lakhs in to Unsecured Loan.

Note 8. - OTHER CURRENT LIABILITIES

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Current maturities of long term debt		
Term Loans		
- Housing Development Corporation Limited	2,243.48	11,332.61
- Infrastructure Development Finance Company Limited	2,184.28	11,228.31
- Karur Vyasa Bank	262.50	-
- Andhra Bank	562.50	-
Loans and advances from related parties		
- Holding Company	674.27	
Interest Accrued but not due on borrowings	184.16	184.47
Interest accrued and due on borrowings	68.94	311.31
Unpaid matured deposits -Refer Note No. 41 (C)	102.21	102.23
Unpaid matured debentures-Refer Note No. 8.1 & 41(b)	193.19	193.65
"Unclaimed Redeemable Cumulative Preference Share - (Refer Note No. - 8.2)"	1.92	1.92
Other Payables		
Government & Other Statutory Dues	1,668.00	1,095.81
Sundry Creditors for Capital Goods	1,030.21	8,796.25
Deposits received from Contractors/Customers	508.19	510.10
Advances from Customers	1,108.72	950.79
Liability for power consumption	1,656.70	1,763.78
Liability for Expenses	14,873.01	5,331.76
Total	27,322.28	41,802.98

Note

- 8.1 Unpaid matured Debentures are secured to the extent of ₹ 193.19 lakhs (₹ 193.65 lakhs) against deposit in a separate bank account with lien thereon in favour of Debenture Trustees. As per Modified Scheme 2008 (MS-08), Principal amount is payable as and when claimed by the Debenture Holders after adjusting the repayments made earlier, if any.
- 8.2 The redeemable Cumulative First Preference Shares remain unclaimed aggregating to ₹ 1.92 lakhs (₹ 1.92 lacs). The payment against these shares are being made as and when claimed by the holders. The company has been legally advised that in the absence of profits upto the date of redemption till June 2015

Note 9. - SHORT TERM PROVISIONS

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Provision for Employee benefits		
Provision for Gratuity	93.62	70.67
Provision for Leave Encashment	18.03	16.81
Others:		
Provision for Income Tax	-	1.67
Total	111.65	89.15

NOTE 10 - FIXED ASSETS SCHEDULE

(₹ in Lacs)

Name of Asset	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 01.04.2014	Additions	Deductions	Upto 30.06.2015	upto 01.04.2014	for the Period	Transfers to Reserves & Surplus	On Deductions (-)	Total upto 30.06.2015	As at 30.06.2015	As at 31.03.2014
1. Land	679.90	-	-	679.90	-	-	-	-	-	679.90	679.90
2. Buildings	3,746.55	2,122.95	2.38	5,867.13	2,058.67	160.28	71.15	0.95	2,287.36	3,579.76	1,687.87
3. Plant & Machinery	21,226.12	79,215.40	1,132.66	99,308.86	17,412.00	2,660.39	156.60	1,036.98	19,265.99	80,042.70	3,814.13
4. Furniture & Office Equipments	589.42	12.32	19.26	582.48	528.23	50.96	-	16.21	490.78	91.70	61.20
5. Vehicles	278.40	-	7.24	271.17	122.32	26.14	0.79	7.19	142.06	129.10	156.08
6. Railway Siding	183.05	-	-	183.05	173.90	-	-	-	173.90	9.16	9.16
TOTAL	26,703.44	81,350.68	1,161.54	106,892.57	20,295.11	2,897.77	228.53	1,061.32	22,360.10	84,532.32	6,408.34
Previous Year	26,029.70	674.78	1.04	26,703.44	19,421.84	874.25	-	0.98	20,295.11	6,408.34	-

NOTE:

- Pursuant to the Companies Act, 2013, the Company has, during the period, revised depreciation rates on certain fixed assets as per the useful life specified in Schedule II of the Act or as re-assessed by the Company. Due to this, based on transitional Provision as per Note No.7 (b) of the Schedule II of the Act, an amount of ₹ 228.53 lacson account of assets whose useful life had already been exhausted as on 1st April, 2014, had been adjusted in the "General Reserve".
- The Company during the course of physical verification of fixed assets conducted during the period, found certain discarded/scrapped/missing assets amounting to ₹ 728.07 lacs being gross value and accumulated depreciation on such assets amounting to ₹ 692.78 lacs, have been shown under deductions during the period.
- Gross Block includes increase in value of Land, Buildings, Plant and Machinery, Electrical Installations, and Railway Siding consequent to revaluation by an approved valuer as on 31-03-1998 at the then replacement values aggregating to ₹ 208.34 Crores. Depreciation for the period amountng to ₹ 203.17 lacs (₹ 313.27 lacs) on the revalued depreciable assets has been withdrawn from the Asset Revaluation Reserve and reduced from the depreciation charged to the Profit and Loss Account. Depreciation on revalued assets is also revised pursuant to the Companies Act, 2013 as stated in point no.2 above, there by depreciation of ₹ 176.08 lacs, whose useful life is already exhausted on 1st April, 2014 have been adjusted to revaluation reserve. Further, ₹ 429.64 lacs and ₹ 368 lacs being the Gross value and accumulated depreciation respectively on the assets scrapped/discarded found during the course of Physical verification have also been adjusted to revaluation reserve and reduced from Profit & Loss Account.

Note 11. - NON CURRENT INVESTMENTS

(₹ in Lacs)

Particulars	As at June 30, 2015	As at March 31, 2014
Long term investments (un-quoted)- At cost		
Investments in Equity Instruments		
Investment in the Andhra Pradesh Heavy machinery and Engineering limited		
2500 fully paid up equity shares of ₹ 10 each	0.25	0.25
Less: Provision for diminution in value of investments	0.25	0.25
Net Investment	-	-
Investment in Government securities		
National Saving Certificates (Lodged as security with Govt. Depts.)	0.17	0.07
Total	0.17	0.07

Note

Aggregate amount of the un-quoted Investment is ₹ 0.42 lacs

Aggregate provision for diminution in value of Investments is ₹ 0.25 lacs

NOTE-12. DEFERRED TAX ASSETS

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Deferred Tax Asset - Refer Note No. 39	3,780.41	3,780.41
Less: Deferred Tax Liability	797.97	797.97
Total	2,982.44	2,982.44

NOTE 13. - LONG TERM LOANS & ADVANCES

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Unsecured Considered Good		
Capital Advances {Refer Note No.36 (iii) }	3,591.30	3,112.99
Security Deposits	949.32	889.66
Claims Recoverable & Others	12.88	12.46
Total (A)	4,553.50	4,015.11
Unsecured Considered Doubtful		
Security Deposits	0.50	0.50
Claims Recoverable & Others	-	-
Total	0.50	0.50
Less: Provision for Diminution in Value	0.50	0.50
Total (B)	-	-
Total (A+B)	4,553.50	4,015.11

NOTE 14. - OTHER NON CURRENT ASSETS

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Accrued Interest	4.17	2.50
Advance Income Tax & TDS	77.16	110.34
MAT credit available for set-off	29.07	29.07
Earmarked Balances		
- Margin Money against Bank Guarantees (More than One Year)	22.66	30.61
Total	133.06	172.52

NOTE 15. - INVENTORIES

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Raw Material	550.24	328.62
Work-In-Progress	524.97	686.51
Finished Goods	721.25	662.75
Stores and Spares	2,310.91	1,697.11
	4,107.37	3,374.99
Less: Provision for Obsolete Stores	36.66	7.02
Total	4,070.71	3,367.97

Mode of valuation

- Inventories are valued at cost or estimated net realizable value whichever is lower.
- Cost for the purpose of Raw materials and stores and spares comprise of the respective purchase costs including non-reimbursable duties and taxes.

- c) Costs in respect of work-in progress and finished goods comprises of their respective costs including appropriate overheads and excise duty wherever applicable. Cost of inventories is determined on weighted average basis.
- d) Machinery spares which can be used only in connection with an item of fixed assets and whose use is expected to be irregular are amortised over the life of the principal assets.
- e) Scrap is valued at estimated net realisable value.

NOTE 16. - TRADE RECEIVABLES

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Trade Receivables outstanding for a period exceeding six months		
Unsecured Considered Good	793.03	494.12
Considered Doubtful (Refer Note No. 40)	733.31	396.62
	1,526.34	890.74
Less: Provision for doubtful	733.31	396.62
Total (A)	793.03	494.12
Other Debts		
Unsecured Considered good	3,842.68	1,812.56
Considered Doubtful	-	-
Total (B)	3,842.68	1,812.56
Total (A+B)	4,635.71	2,306.68

NOTE 17. - CASH AND BANK BALANCES

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Cash on hand	6.86	3.71
Balances with banks		
- In Current accounts	1,671.01	1,109.90
- Term Deposits maturing for a period less than 3 Months	-	-
Earmarked Balances		
- Security against unpaid matured Debentures	190.00	222.60
- Savings Bank Account with Mining Department	0.80	0.80
Other Bank Balances		
Margin Money against Guarantees with maturity of more than 3 months but less than 12 months	104.52	818.57
Total	1,973.19	2,155.58

NOTE 18 - SHORT TERM LOANS & ADVANCES

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Unsecured Considered Good		
Advances to suppliers	4,945.81	1,171.77
Advances to Related Parties	1,732.54	1,663.74
Advances to employees	46.86	23.61
Total (A)	6,725.21	2,859.12
Unsecured Considered Doubtful		
Advances to suppliers	56.86	56.86
Less: Provision for Doubtful Debts	(56.86)	(56.86)
Total (B)	-	-
Total (A+B)	6,725.21	2,859.12

NOTE 19. - OTHER CURRENT ASSETS

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Considered Good		
Accrued Interest	23.84	44.46
Other Deposits paid under protest	199.75	227.99
Excise Duty, Royalty etc. paid in Advance	507.72	1,201.16
Prepaid Expenses	46.38	27.63
Total	777.69	1,501.24

NOTE 20. - REVENUE FROM OPERATIONS

Particulars	(₹ in Lacs)	
	For the fifteen months Period ended June 30, 2015	For the Year ended March 31, 2014
Sale of Products	32,411.47	-
Less: Excise Duties	4,609.90	-
Total	27,801.57	-

NOTE 21. - OTHER INCOME

Particulars	(₹ in Lacs)	
	For the fifteen months Period ended June 30, 2015	For the Year ended March 31, 2014
Interest Income	184.68	193.55
Other Receipts	253.68	71.00
Credit balance written back	467.20	44.37
TOTAL	905.56	308.92

NOTE 22. - COST OF MATERIAL CONSUMED

Particulars	(₹ in Lacs)	
	For the fifteen months Period ended June 30, 2015	For the Year ended March 31, 2014
Lime Stone	549.87	-
Slag	767.11	-
Gypsum	588.25	-
Pozzolona & Other Materials	390.80	-
Clinker	1,011.98	-
Total	3,308.01	-

NOTE 23. - CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE

Particulars	(₹ in Lacs)	
	For the fifteen months Period ended June 30, 2015	For the Year ended March 31, 2014
Opening Stocks		
Work-in-Progress	686.51	823.55
Finished Goods	662.75	39.19
Total (A)	1,349.26	862.74
Closing Stocks		
Work-in-Progress	524.96	686.51
Finished Goods	721.25	662.75
Total (B)	1,246.21	1,349.26
(A - B) Increase in Stocks	103.05	(486.51)
Add: Transferred to CWIP during the year	-	486.51
Total	103.05	-

NOTE 24. - EMPLOYEE BENEFIT EXPENSES

Particulars	(₹ in Lacs)	
	For the fifteen months Period ended June 30, 2015	For the Year ended March 31, 2014
Salaries & Wages	1,343.76	258.83
Contribution to Provident & Other Funds	58.73	12.72
Gratuity Paid	61.94	67.74
Staff Welfare Expenses	115.66	14.53
Managerial Remuneration	97.15	-
Total	1,677.24	353.82

Note 24.1.

The disclosure as required by Accounting Standard 15(Employee Benefit) relating to employee benefits recognised are set-out below:

The employee Gratuity Scheme are defined plans. The present value of obligation are determined based on actuarial valuation using projected Unit Credit method, which recognised each period of Services as giving raise to additional unit of employee benefit entitlement and measures each unit separately to build-up the final obligation. The obligation for compensated absence is recognised in the same manner as gratuity.

Disclosure for defined plan based on actuarial report as at June 30, 2015 is as follows:

Note 24.1.1. - Reconciliation of Opening and Closing balances of Defined Benefit Obligation:

Particulars	(₹ in Lacs)			
	For the fifteen months Period ended June 30, 2015		For the Year ended March 31, 2014	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Defined Benefit obligation at the beginning of the year	522.02	105.41	259.67	69.57
Current Service Cost	6.66	2.97	26.27	7.52
Interest Cost	10.20	2.13	22.07	5.91
Actuarial (gain) / loss	(7.55)	(6.00)	275.51	32.87
Benefits Paid	(15.68)	(1.65)	(61.50)	(10.46)
TOTAL	515.65	102.86	522.02	105.41

Note 24.1.2. - Expenses recognised during the year

PARTICULARS	(₹ in Lacs)			
	For the fifteen months Period ended June 30, 2015		"For the Year Ended March 31, 2014	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current Service Cost	6.66	2.97	26.27	7.52
Interest Cost	10.20	2.13	22.07	5.91
Actuarial (gain) / loss	(7.55)	(6.00)	275.51	32.87
TOTAL	9.31	(0.90)	323.85	46.3

Note 24.1.3. - Actuarial assumptions

Particulars	(₹ in Lacs)	
	For the fifteen months Period ended June 30, 2015	For the Year ended March 31, 2014
	Gratuity	Gratuity
Discount Rate (per annum)	8	8.5
Expected rate of return on plan assets (Per annum)	-	-
Rate of escalation in salary (per annum)	5.5	6
Average Balance Service	6.92 Yrs	7.54 Yrs

Note 24.1.4

The employee benefits liability is not funded. Accordingly disclosures related to return on planned assets and fair value thereof is not ascertainable.

Note 24.1.5

Assumptions relating to future salary increases, attrition, interest rate for discount have been considered based on relevant economic factors such as inflation, market growth Obligation is expected to be settled & other factors applicable to the period over which the obligation is expected to be settled.

NOTE 25. - FINANCE COST

Particulars	(₹ in Lacs)	
	For the Year Ended June 30, 2015	For the year ended March 31, 2014
Interest on Borrowings	10,698.48	788.48
Less: Exceptional Items - Refer No.36(ii)	4,452.55	-
Total	6,245.93	788.48

NOTE 26. - DEPRECIATION AND AMORTISATION

Particulars	(₹ in Lacs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Depreciation and Amortisation	2,897.77	874.26
Less: Transferred from Revaluation Reserve	379.22	624.83
Total	2,518.55	249.43

NOTE 27. - OTHER EXPENSES

Particulars	(₹ in Lacs)	
	For the fifteen months Period ended June 30, 2015	For the year ended March 31, 2014
a. Power and Fuel	9,029.34	116.15
TOTAL (a)	9,029.34	116.15
b. Freight Loading etc., on Sales	8,028.79	-
TOTAL (b)	8,028.79	-
c.		
1. Consumption of Stores & Spares	549.81	241.84
3. Rent	130.00	-
4. Repairs to Buildings	3.42	75.56
to Machinery	96.77	75.22
to Other Assets	6.44	10.83
5. Insurance	91.09	45.63
6. Rates & Taxes	120.19	43.72
7. Advertisement & Business Promotion	2.00	-
8. Commission on Sales	183.56	-
10. Directors Sitting Fee	8.03	4.43
11. Payment to Auditors		
- As Statutory Auditor	7.85	6.20
- For reimbursement of Expenses	0.64	2.65
12. Prior Period Adjustments*	29.95	0.65
- Expenditure Not relating to the year		
13. Loss on Sale of Assets	35.30	-
14. Bad Debts Written Off	-	905.65
Less: Provision on Doubtful Debts/Advances	-	(849.20)
15. Provision for bad and Doubtful debts	336.70	-
16. Provision for diminution in value of Inventory	29.64	-
17. Packing Expenses	1,041.34	-
18. Legal & Professional Expenses	115.99	28.15
19. Printing & Stationery	18.67	9.00
20. Telephone & Other Communication Expenses	30.25	26.10
21. Travelling & Conveyance	78.24	70.87
22. Bank Charges	22.64	28.88
23. Miscellaneous expenses	295.78	288.59
TOTAL (c)	3,234.30	1,014.77
Total (a+b+c)	20,292.43	1,014.77

*Prior Period Expenses include, Freight at Depot Amounting ₹ 29.21 lakhs and 0.74 lakhs paid towards Godown Rent

NOTE 28. - CIF VALUE OF IMPORTS

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
Capital Goods	607.74	1874.84
Stores & Spares	208.16	51.67
Raw Material	2224.86	252.20

NOTE 29. - EXPENDITURE IN FOREIGN CURRENCY

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
Professional / Consultancy Charges	NIL	78.62

NOTE 30. - VALUE OF CONSUMPTION AND SPARE PARTS AND COMPONENTS CONSUMED DURING THE YEAR

Particulars	(₹ in Lacs)			
	Period Ended June 30, 2015		Year ended March 31, 2014	
	Value	%	Value	%
Raw Material Consumed				
Indigenous	4745.96	90.14	1963.64	86.77
Imported	518.89	9.86	299.49	13.23
Total	5264.85	100	2263.13	100
Spare parts and components				
Indigenous	405.76	44.17	2256.10	98.00
Imported	512.94	55.83	49.50	2.00
Total*	918.70	100	2305.60	100.00

NOTE 31. - EARNINGS IN FOREIGN EXCHANGE

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
	NIL	NIL

NOTE 32. -

(a) Consumption and Closing Stock of Lime Stone include among others

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
Salaries, Wages and Bonus	27.01	36.43
Contribution of PF etc.	1.52	1.08
Repairs and Maintenance to:		
- Machinery	2.53	0.51
- Other Assets	5.42	2.04
Royalty and Cess	882.70	371.85
Others	503.40	387.23

*Limestone quarrying expenses, stated above, is inclusive of transferred to Capital Work-in-Progress up to November 30, 2014, under Trial Run production.

(b) Raw Material consumed during the year*

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
Limestone	940.17	695.93
Gypsum	961.76	460.19
Clinker	1550.56	178.28
Laterite	578.58	308.82
Iron Ore	-	30.39
Slag	1200.02	589.53
Flash	00.35	-
Other	33.42	-

(c) Turnover during the year*

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
Cement	55717.06	23,117.21
Clinker	208.63	434.68

*Sales stated above are inclusive of transferred to Capital Work-in-Progress up to November 30, 2014, under Trial Run production.

NOTE 33. -

Estimated amount of contracts to be executed on capital account (net of advances) ₹ 985 lakhs (Previous Year ₹ 5199.90 lakhs)

NOTE 34. - CONTINGENT LIABILITIES**(i) Claim against the Company not acknowledged as debts including contractual obligations**

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
Government Claims for Non-Statutory dues	195.30	195.30
Electricity Claims	210.72	116.83
Claims of Project Customers	952.00	952.00
Other Claims (Suppliers etc.)	75.37	75.37

(ii) Letter of Credit Outstanding:

Particulars	(₹ in Lacs)	
	Period ended June 30, 2015	Year ended March 31, 2014
Letter of Credit	118.90	1465.80

(iii) Disputed demands under litigation:

Particulars	(₹ in Lacs)		
	As At June 30, 2015	As at March 31, 2014	Amount paid under protest, if any As At June 30, 2015
APGST / VAT	36.33	173.47	1.25
C S T	80.17	270.10	18.19
TNGST	67.29	67.29	1.71
OST	3.48	3.48	0.50
Central Excise	1069.22	1123.15	1.00
Service Tax	415.08	402.35	101.98

(iv) The Ministry of Textiles, vide its Order dated June 30th 1997 and July 1st 1999, has deleted the Cement from the list of commodities to be packed in Jute bags, under the Jute Packaging Materials (Compulsory Use of Packing Materials), Act, 1987. In view of this, the company does not expect any liability for non-dispatch of cement in jute bags in respect of earlier years.

(v) Excise authority, although accepted payment of ₹ 629 lacs under installment scheme in terms of BIFR Order (MS-08), has subsequently filed an appeal in AAIFR against the said order in respect of reliefs for interest etc., granted to the Company. The Company challenged the demand of interest before Hon'ble Delhi High Court. The Delhi High Court disposed the appeal by remanding back to the Commissioner of Central Excise. The Department has issued a Show Cause Notice (SCN) on 19th June 2015 demanding ₹ 984.70 Lakhs towards interest on the installments. The reply for the SCN is yet to be submitted by the Company. However, The Company is confident of waiver of interest in terms of Hon'ble BIFR directions

(vi) The Company has export obligation in connection with import of machineries under Export Promotion Capital Goods Scheme (EPCG). In the event of non-fulfillment of the export obligation upto FY 2016-17, the company may be held liable for differential custom duty of ₹ 838.16 Lakhs (approximately) and interest thereon.

(vii) During the previous period, employee benefit expenses includes arrears of salaries and wages and other expenses of ₹ 1,150 Lakhs in terms of Memorandum of Settlement u/s 18(1) of the Industrial dispute Act,1947, entered into with the Labour Unions on 6th March, 2012. However, some of the workers have filed an application with Central Government Industrial Tribunal cum Labour Court under section 33(c) (2) of Industrial Dispute Act, 1947 in year 2013-14 demanding payment of ₹ 59.34 Lakhs which had been waived off as per the above settlement with the registered labour union. The case is under trail with Central Government Industrial Tribunal cum Labour Court under section 33(c)(2) of Industrial Dispute Act, 1947.

(viii) FSA (fuel surcharge Adjustment) of ₹ 4018 lakhs levied by APSPDCL in 2009-10 which is under disputed and challenged by all cement companies in the Hon'ble Supreme Court for same management is confidence that decision in favour of Company hence notconsider under contingent liability.

NOTE 35. -

Remuneration amounting to ₹ 45.26 Lakhs to ex whole time Directors and ex-Managing Director Payable for the earlier years are pending approval of Central Government.

NOTE 36. -

(i) The company has commenced commercial production effective from 1st December 2014. Pre-operative and incidental expenditure including borrowing costs capitalized till 30th November 2014. Presently erection of 30 MW Captive Power Plant and certain modifications to the Plant is under progress

(ii) As per the Accounting Standard 16 "Borrowing Cost", an amount of ₹ 4452.55 lacs towards interest related to the period during which construction activities remained suspended has been charged to the Statement of Profit and Loss as exceptional item during the year.

NOTE 37. -

To the extent information available with the Company, there are no out standings as at the end of the year to the parties registered under the Micro, Small & Medium Enterprises Development Act, 2006. The Company has also not received any demands/notices from the firms stating their coverage under the said Act.

NOTE 38. -

Some of the records of the company like agreements with suppliers/agents, statements of Bank Accounts including those at some of the branches/depots for the period prior to June 1994, have still not been restored by the erstwhile promoters/management. The matter being pending since considerable long time, no material adjustment, in this respect, is likely to arise.

NOTE 39. - DEFERRED TAX ASSET (NET)

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Tax impact of differences between carrying amount of the fixed assets in the financial statements and the income tax	(797.97)	(797.97)
Tax impact of expenses charged in the financial statements but allowable as deductions in future years under income tax	542.8	542.8
Tax Impact of Carry Forward Business Losses	-	-
Tax Impact of Unabsorbed Depreciation under Income Tax Act	3237.61	3237.61
Deferred Tax Asset /(Liability)	2982.44	2982.44

The company has recognized deferred tax asset on Unabsorbed Depreciation upto 31 March 2014to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets as per the Income Tax Act 1961.

NOTE 40. -

Some of the Sundry Debtors, Deposits Retention Money, Sundry Creditors and Advances are subject to confirmations. The management does not expect any material adjustment on account of such confirmation.

NOTE 41. -

- (a) The Hon'ble BIFR has discharged the Company from the purview of Sick Industrial Companies (Special Provisions) Act, 1985 vide its Order dated 22nd January 2010. In terms of the said Order, the unimplemented provisions of MS-08 (Modified Rehabilitation Scheme sanctioned by BIFR vide its Order dated 21st July 2008) would be implemented by the concerned agencies.
- b) In terms of MS-08, 13.5% Secured Redeemable Debentures are required to be settled by payment of principal amount only and interest stand waived. The Company has deposited an amount equivalent to the principal amount of these debentures marking a lien in favour of the Debenture Trustees. The unclaimed debentures at year end are shown under the head "Other Current Liabilities".
- c) In terms of the said Scheme, the fixed deposit holders are to accept outstanding principal amount in four annual installments commencing from financial year 2007-08 onwards, on interest-free basis. The unclaimed fixed deposits at year end are shown under the head "Other Current Liabilities".

NOTE 42. -

42. (a) The Company does not have any outstanding derivative contract as on June 30, 2015.
- (b) Un-hedged foreign currency exposures of the company as on June 30, 2015 are as follows

Particulars	(₹ in Lacs)	
	As at June 30, 2015	As at March 31, 2014
Creditors (Import)	₹ 173.42	₹ 100.55

NOTE 43.

As the Company is engaged in the manufacture of cement within India only, it operates in single primary business segment and single secondary geographical segment and therefore disclosure requirement of Accounting Standard 17 on Segment Reporting are not applicable to it.

NOTE 44.

In accordance with "Accounting Standard 19-Accounting for Lease", the company has taken Asset on Operating Lease, the total of Future minimum lease payment under non-cancellable operating lease for each of the following periods:

- | | |
|---|---------------|
| - Not later than one Year | ₹ 56.46 Lacs |
| - Later than one year and not later than five years | ₹ 112.95 Lacs |

Lease payments recognized in the statement of Profit and Loss for the year is ₹ 70.57 Lacs.

Leasing Arrangement clause

- a) Lease term is for 60 Months basis, One month moratorium, and 59 rentals.
- b) At the end of the lease period following options would be offered to us:
1. Terminate the lease and return the equipment.
 2. Renew the Lease for secondary period.
 3. Purchase the equipment at Fair Market value.

NOTE 45.

Related Parties and transactions with them, as identified by the management in accordance with the Accounting Standard 18, as notified by the Companies Accounting Standard Rules, 2006, are as follows:

1. Key Managerial Personnel	Shri Manoj Gaur, Chairman Upto 08.08.2014 Shri K N Bhandari, Chairman from 11.08.2014 Shri S K Mandal, Managing Director from 11.08.2014
2. Ultimate Holding Company Holding Company	M/s. Jaypee Infra Ventures Pvt. Ltd., being Holding Company of Jaypee Development Corporation Limited Jaypee Development Corporation Limited
3. Associate/ Co-subsidiary Company	Jaypee Development Corporation Limited Jaiprakash Associates Limited
4. Enterprise over which, companies stated at S. No. (2) and (3) above have significant influence.	Jaypee Cement Corporation Limited Himalayaputra Aviation Limited JIL Information Technology Limited Bhilai Jaypee Cement Limited Bokaro Jaypee Cements Limited

Major transaction entered with related parties are given below:-

Particulars	(₹ in Lacs)			
	Key Managerial Personnel (KMP)	Holding Company	Fellow Associates	Enterprises over which Ultimate holding and holding company having significant Influence
Key Managerial				
Manoj Gaur	-			
K N Bhandari (Sitting Fee)	1.00			
S K Mandal – Managerial remuneration	97.15			
Interest expense				
Jaypee Development Corporation Limited		415.40 (379.08)		
Purchase of Fixed Assets				
Jaiprakash Associates Limited			-	
Jaypee Cement Corporation Limited			(465.41)	208.42 (325.32)
Sale of Fixed Assets				
Jaypee Cement Corporation Limited				82.28 (-)
Jaiprakash Associates Limited			-	
			(0.05)	
Mobilisation and Other Advances paid				
Jaiprakash Associates Limited			-	
Jaypee Cement Corporation Limited			(28.72)	-
Bhilai Jaypee Cements Limited				(731.75) -
				(941.92)

(₹ in Lacs)

Particulars	Key Managerial Personnel (KMP)	Holding Company	Fellow Associates	Enterprises over which Ultimate holding and holding company having significant Influence
Purchase of material				
Jaypee Cement Corporation Limited				614.59 (1175.48)
Jaiprakash Associates Limited			3615.05 (859.95)	
Bokaro Jaypee Cement Limited				- (3.07)
Sale of Material				
Jaiprakash Associates Limited			987.43 (332.89)	
Jaypee Cement Corporation Limited				29.30 (544.01)
Expenses/Services rendered				
Jaiprakash Associates Limited				
JIL Information Technology Limited				
Services Received				
Jaiprakash Associates Limited			1855.03 (2585.60)	
Advances Received				
Jaiprakash Associates Limited			- (277.44)	
Reimbursement of Expenses				
			9003.44 (-)	
Balances at the end of the period				
(i) Loans, Interest payable & Advances				
Jaypee Cement Corporation Limited				
Jaypee Development Corporation Limited		3423.28 (3011.58)		
(ii) Balances Receivable				
Bhilai Jaypee Cement Limited				1335.47 (941.11)
Jaiprakash Associates Limited			- (163.35)	
(iii) Balances payable				
Jaiprakash Associates Limited			13082.96 (9992.49)	
Jaypee Cement Corporation Limited				1035.62 (635.25)
JIL Information Technology Limited				0.05 (-)
Himalayaputra Aviation Limited				- (26.70)
Bokaro Jaypee Cements Limited				- (3.07)

NOTE 46.

The Company has not given advances in the nature of loans whose particulars are required to be disclosed in terms of clause 32 of the listing agreement.

NOTE 47. - WORKING FOR THE EARNINGS PER SHARE IN TERMS OF AS 20 – “EARNINGS PER SHARE”

Particulars	Year ended June 30, 2015	Period ended March 31, 2014
Net Profit/(loss) attributable to shareholders (₹ Lakhs)	(9888.96)	(7,821.37)
Weighted average number of equity shares outstanding		
For Basic EPS	29,35,20,492	29,35,20,492
For Diluted EPS	29,35,20,492	29,35,20,492
Earnings Per Share (Face Value of ₹ 10 each)		
Basic (Rupees)	(3.37)	(2.66)
Diluted (Rupees)	(3.37)	(2.66)

NOTE 48.

The Board of Directors of the Company vide resolution dated February 11, 2015, approved extension of financial year 2014-15 of the Company by a period of 3 months i.e., upto June 30, 2015. Accordingly, the annual accounts of the Company for the current financial year 2014-15 are prepared for a period of 15 months from April 01, 2014 to June 30, 2015.

NOTE 49.

The Company has commenced Commercial Production with effect from December 1, 2014.

NOTE 50.

All amounts in the financial statements are presented in Lakhs (INR) except per share data and as otherwise stated. Figures in brackets represent corresponding previous year figures. Previous year’s figures have been regrouped /rearranged wherever considered necessary.

As per our report of even date attached

For CHATURVEDI & PARTNERS
Chartered Accountants
Firm Registration No. 307068E

FOR AND ON BEHALF OF THE BOARD

R N Chaturvedi
Partner
Membership No. 092087

K N Bhandari
Chairman
DIN No. 00191219

S K Mandal
Managing Director
DIN No. 00086235

Place : Noida
Date : August 28, 2015

G. Tirupati Rao
Company Secretary

A K Agrawal
Chief Finance officer

STATEMENT OF CASH FLOW FOR THE PERIOD FROM APRIL 01, 2014 TO JUNE 30, 2015

Particulars	(₹ in Lacs)	
	For the Fifteen Months Period ended June 30, 2015	Year ended 31.03.2014
A. Cash flow from operating activities		
Loss Before Tax and Extraordinary Items	(5,438.08)	(2,213.74)
Adjustment for:		
Depreciation	2,518.56	249.42
Loss on sale of fixed assets	35.30	-
(Profit)/Loss on sale of Investments	-	-
Provision for doubtful debts, advances and deposits	336.70	56.45
Excess provision written back	-	-
Liabilities no longer required written back	(468.87)	44.37
Interest income	(184.68)	(193.55)
Provision for diminution in value of Inventory	29.64	-
Interest expense	6,245.93	788.48
	8,512.57	945.18
Operating Profit before working capital changes	3,074.49	(1,268.57)
Decrease / (Increase) in Inventories	(732.39)	999.36
Decrease / (Increase) in Debtors	(2,665.71)	(1,831.47)
Increase in Loans & Advances and Other Current Assets	(3,223.24)	(57.00)
(Decrease) / Increase in Current Liabilities & Provision	18,628.77	8,309.04
Cash generated from operations	15,081.92	6,151.37
Direct Taxes paid	34.87	(42.29)
Net Cash (used in) / generated from operations	15,116.79	6,108.98
B. Cash flow from investing activities		
Purchase of Fixed Assets (included CWIP and net of Capital Creditor and advances)	(21,699.16)	(18,881.22)
Sale of Fixed Assets	2.47	0.05
Purchase of Investments	(0.10)	(0.05)
Net investment in Bank Fixed Deposit	754.61	(520.53)
Interest Received	203.63	206.96
Net cash used in investing activities	(20,738.55)	(19,194.79)
C. Cash flow from financing activities		
Proceeds from Long Term Borrowings	12,000.00	12,561.43
Repayment of Long Term Borrowings	-	-
Proceeds from Unsecured Borrowings	674.42	-
Proceeds from Short Term Borrowings (net of repayments)	(6,488.30)	39.31
Interest and Finance Charges Paid	-	(506.07)
Net cash generated from financing activities	6,186.12	12,094.00
Net increase / (decrease) in cash and cash equivalents (A+B+C)	564.35	(991.24)
Cash and cash equivalents at the beginning of the year	1,113.63	2,104.86
Cash and cash equivalents at the end of the period / year	1,677.88	1,113.62

Particulars			(₹ in Lacs)	
	For the Fifteen Months Period ended June 30, 2015		Year ended 31.03.2014	
Cash and Cash Equivalent				
Cash and bank balance		1,973.17		2,155.58
Less:				
Earmarked Balances				
- Security against unpaid matured Debentures	190.00		222.60	
- Savings Bank Account with Mining Department	0.80		0.80	
	-		-	
Other Bank Balances	-		-	
Margin Money against Guarantees with maturity of more than 3 months but less than 12 months	104.51	295.31	818.57	1,041.97
		1,677.88		1,113.61

1. Bank balance includes restricted amount of ₹ 295.31 lacs (₹ 1041.96 Lacs) towards Fixed Deposit.
2. The Cash flow statement is prepared under 'indirect method' as set out in Accounting Standard - 3 on Cash Flow Statements as specified in the Companies (Accounting Standards) Rules, 2006.
3. Previous year's figures have been regrouped, wherever necessary

As per our report of even date attached

For CHATURVEDI & PARTNERS
Chartered Accountants
Firm Registration No. 307068E

FOR AND ON BEHALF OF THE BOARD

R N Chaturvedi
Partner
Membership No. 092087

K N Bhandari
Chairman
DIN No. 00191219

S K Mandal
Managing Director
DIN No. 00086235

Place : Noida
Date : August 28, 2015

G. Tirupati Rao
Company Secretary

A K Agrawal
Chief Finance officer

**BOOK POST
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If undelivered, please return to :
The Secretarial Department
Andhra Cements Limited
"White House", 3rd Floor, Block-III,
H. No. 6-3-1192/1/1, Begumpet,
Hyderabad - 500016.



NOTICE

NOTICE is hereby given that the **Seventy Sixth Annual General Meeting** of the members of **ANDHRA CEMENTS LIMITED** will be held on **Monday, the 28th December, 2015 at 12.30 P.M.** at the Registered Office of the Company at **Durga Cement Works, Sri Durgapuram, Dachehalli – 522414, Guntur District, (A.P)** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the **Audited Balance Sheet** as at 30th June, 2015, the Statement of Profit & Loss for the period (15 months) ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Harish K. Vaid (DIN: 00009507)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Vijai Kumar Jain (DIN: 00387576)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of **M/s. Chaturvedi & Partners, Chartered Accountants (Firm Regn. No. 307068E)**, as Statutory Auditors of the Company (already re-appointed for five consecutive years till the conclusion of 80th Annual General Meeting to be held in 2019 by the Shareholders in the 75th Annual General Meeting held on 30th September, 2014), to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business:

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

5. RATIFICATION OF THE REMUNERATION OF COST AUDITOR

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to **M/s. J. K. Kabra & Co, Cost Accountants (Firm Regn. No. 00009)**, appointed by the Board to conduct Audit of the cost records of the Company, relating to the Cement Product, for the Financial Year 2015-16, as set out in the Statement annexed to the Notice convening this meeting be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

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

6. APPOINTMENT OF SHRI RAM BHADUR SINGH AS DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 152 (2) and other applicable provisions, if any, of the Companies Act, 2013 (Act), **Shri Ram Bhadur Singh (DIN: 00229692)**, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

7. APPOINTMENT OF SMT. MANJU SHARMA AS DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), **Smt. Manju Sharma (DIN: 00023037)**, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

8. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company, by substituting/inserting the following new Articles:

- (i) Substitute the definition of “The Act”, or “the said Act” under Article 1 to read as under: “The Act”, or “the said Act” means “the Companies Act, 1956 and/or “the Companies Act, 2013”, as applicable, and shall include any statutory modifications, amendments, re-enactments thereof, as may be applicable,
- (ii) Insert Article 2A after Article 2: “1A In case of any conflict/contradiction between the provisions contained in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule I to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply, and
- (iii) Insert Article 2B after Article 2A: “2B wherever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

By Order of the Board
For **ANDHRA CEMENTS LTD.**

G. TIRUPATI RAO
General Manager -Legal &
Company Secretary
(Membership No. FCS-2818)

Place : Noida
Date : 28th August, 2015

Notes:

1. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 5 to 8 is annexed hereto.
2. **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 SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
A person cannot act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate, not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company, carrying voting rights, may appoint a single person as Proxy and such person shall not act as the Proxy for any other person or Shareholder.
3. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
4. All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, between 11.00 A.M. and 1.00 P.M., upto the date of the Annual General Meeting.
5. Any query relating to the Financial Statements must be sent to the Company's Registered Office at Durga Cement Works, Sri Durgapuram, Dachehalli – 522414, Guntur (Dist), (AP) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be superscribed "AGM Queries - Attn. Shri G. Tirupati Rao, General Manager (Legal) & Company Secretary."
6. Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Clause 35-B of the Listing Agreement, the Company is pleased to provide the members facility to exercise their right to vote for the resolutions proposed to be considered at 76th Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **National Securities Depository Limited (NSDL)**.
The members as on the cut-off date viz, Monday 21st December, 2015 shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.
8. The facility for voting through polling shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through polling paper.
9. The members who have cast their vote by remote e-voting prior the AGM may also attend the AGM but shall not be entitled to cast their vote again.

10. The remote e-voting facility will be available during the following period.

Commencement of remote e-voting:	: 9.00 AM on 25th December, 2015
End of remote e-voting	: 5.00 PM on 27th December, 2015

During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st December, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

11. Procedures and instructions for remote e-voting

- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s)):
 - i) Open email and open PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iii) Click on Shareholder – Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of remote e-voting opens. Click on remote e-voting: Active voting Cycles.
 - vii) Select "EVEN" of "Andhra Cements Limited".
 - viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional Shareholders (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser through email to csfirm@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):
 - i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
EVEN USER ID PASSWORD/PIN
(Remote e-voting Event Number)
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. In case any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

- D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 21st December, 2015.
- G. Any person acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e 21st December, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Contact Mr. Rajiv Ranjan of NSDL at toll free no. 1800-222-990.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no. 1800-222-990.
- H. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- I. Mr. Mahadev Tirunagari, Company Secretary in whole-time Practice (FCS – 6681, CP No. 7350) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. Mr. Ashish Kumar Gaggar, Company Secretary in whole-time Practice (FCS – 6687, CP No. 7321) has been appointed as an alternate scrutinizer.
- J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting.
- K. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.
- L. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.andhracements.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be submitted to the Stock Exchanges where the shares of the Company are listed.
12. The Register of Members and Share Transfer Books will remain closed from **Tuesday, the 22nd December, 2015 to Monday, the 28th December, 2015** (both days inclusive) for the purpose of Annual General Meeting.
13. Members who are still holding Share in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which besides others include easy liquidity (since trading is permitted only in dematerialized form), electronic transfer, saving in stamp duty, prevention of forgery etc.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
- 15. Members or their respective proxies are requested to:**
- Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;
 - Quote their Folio no./ Client-ID & DP-ID in all correspondence; and
 - Note that no gifts/coupons shall be distributed at the Annual General Meeting.**
16. Copies of the Notice of 76th Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at **closing hours of business on Friday 20th November, 2015**. Upon request, printed copy of Annual Report will be supplied to those shareholders to whom Annual Report has been sent through Electronic Mode. The Notice is also available in the website of the Company www.andhracements.com and on the website of NSDL www.nsd.com.
17. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc, from the Company Electronically.
18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers etc, to their Depository Participant (DP). Changes initiated to DP will then be automatically reflected in Company's Records, which will help the Company and the Company's Registrar and Transfer Agents – CIL Securities Ltd, (CSL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to CSL and always quote their Folio Numbers in all correspondences with the Company and RTA.
19.
 - The Shareholdings of all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.
 - None of the Director(s) proposed to be appointed/re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives.
 - Additional details in terms of Clause 49 of the Listing Agreement in respect of Directors being re-appointed are given hereunder:
- Shri Harish K. Vaid**
- Shri Harish K. Vaid, aged about 62 years, Director of the Company, holds a Bachelors' Degree in Commerce and Law and Fellow Members of the Institute of Company Secretaries of India. He has been associated with Jaypee Group for the past 40 years' and has expertise in Secretarial, Legal and Corporate Advisory functions.
- Shri Harish K. Vaid is working as Sr. Vice-President (Corporate Affairs) of Jaiprakash Associates Ltd, and also as Director on the Boards of Jaypee Sports International Ltd, Jaypee Assam Cement Ltd, Jaypee Arunachal Power Ltd, Jaypee Cement Hockey (India) Ltd and Indesign Enterprises Private Ltd.
- Shri Harish K. Vaid does not hold any Equity shares in his own name in the Company and no share or convertible instrument in the Company is held by him either in his own name or in the name for any other person, on a beneficial basis.

Shri Vijai Kumar Jain

Shri Vijai Kumar Jain, aged about 65 years, Director of the Company, holds a Bachelors' Degree in Mechanical Engineering. He has been associated with Jaypee Group for the past 30 years' and has been expertise in Cement Technology and Technical Advisory functions.

Shri Vijai Kumar Jain is working as Chief Technical Officer of Jaypee Group and also Director on the Board of Bhilai Jaypee Cement Ltd.

Shri Vijai Kumar Jain does not hold any Equity shares in his own name in the Company and no share or convertible instrument in the Company is held by him either in his own name or in the name for any other person, on a beneficial basis.

STATEMENT

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 5 to 8 mentioned in the accompanying Notice dated 28th August, 2015:

Item No. 5

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company, relating to the Cement Product of the Company.

M/s. J. K. Kabra & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2015-16 by the Board of Directors, in its meeting held on 28th August, 2015, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 6 & 7

Appointment of Directors on the Board of the Company

The Board of Directors on the recommendations of Nomination & Remuneration Committee had co-opted Shri Ram Bhadur Singh and Smt. Manju Sharma was co-opted as Additional Directors on the Board of the Company w.e.f. 12th November, 2014 and 11th February, 2015 respectively. Pursuant to the provisions of Section 161 of the Companies Act, 2013, they hold office upto the date of ensuing Annual General Meeting. The Company has received separate notices for each appointee in writing alongwith deposit of ₹ 1,00,000/- each from Member of the Company in terms of Section 160 of the Companies Act, 2013, signifying their intention to propose the candidature of the appointee for the office of Director at the forthcoming Annual General Meeting.

The particulars of the persons proposed to be appointed as Directors, are as under:

Shri Ram Bhadur Singh

Shri Ram Bhadur Singh, aged about 65, is a Fellow Member of the Institute of Chartered Accountants of India with over 42 years of rich experience in Finance & Accounts, Cost Control, Internal Audit, Risk Management and Commercial Functions. He has varied experience of over 20 years in reputed Public Sector undertakings, such as HSCL, REC, CCI & THDC and 22 years in Private Sector Companies including a multinational Company.

Shri Ram Bhadur Singh is working as CFO (Cement Division) in Jaiprakash Associates Ltd, looking after Finance & Accounts of Cement Division, Insurance of Jaypee Group and Internal Audit of Jaiprakash Associates Ltd, and also Director on the Boards

of Bhilai Jaypee Cement Ltd, Jaypee Cement Corporation Ltd, MP Jaypee Coal Ltd, Sunil Hitech Energy Pvt, Ltd and SHEL Investments Consultancy Pvt Ltd.

Shri Ram Bhadur Singh is a Member of the Audit Committee and Finance Committee of the Company.

Shri Ram Bhadur Singh does not hold any equity shares of the Company in own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

The Company has received a notice in writing from a member proposing his candidature for the office of the Director as per the Section 160 of the Companies Act, 2013.

The Board of Directors considers the appointment of Shri Ram Bhadur Singh to be in the best interest of the Company.

Except Shri Ram Bhadur Singh, being appointee himself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution No. 6 for approval of the members as an **Ordinary Resolution**.

Smt. Manju Sharma

Smt. Manju Sharma, aged about 50, is a Graduate (Maths) from Delhi University and having Diploma in Computer Science and did certificate course in application programming from London Institute with over 25 years of rich experience in Hotel Business of Jaypee Group in the areas of Finance & Accounts, Cost Control, Planning of Budgets and other Commercial Functions. Smt. Manju Sharma is working as Managing Director of Jaypee Hotels Ltd.

Smt. Manju Sharma does not hold any equity shares of the Company in own name and no share or convertible instrument in the Company is held by her either in her own name or in the name of any other person on a beneficial basis.

The Company has received a notice in writing from a member proposing her candidature for the office of the Director as per the Section 160 of the Companies Act, 2013.

The Board of Directors considers the appointment of Smt. Manju Sharma to be in the best interest of the Company.

Except Smt. Manju Sharma, being appointee herself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution No. 7 for approval of the members as an Ordinary Resolution.

Item No. 8

Alteration of Articles of Association of the Company

As the Members are aware, the Ministry of Corporate Affairs ('MCA') vide its notifications dated 12th September, 2013 and 26th March, 2014 has notified most of the substantive provisions of the Companies Act, 2013 ("the Act"), which govern general working of the companies.

The change in law has necessitated certain alterations in Articles of Association of the Company as mentioned in the Resolution. A copy of the Articles of Association of the Company together with proposed alteration would be available for inspection free of cost by the members at the Registered Office of the Company.

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

The Board commends the Resolution approval of the members as a Special Resolution.

By Order of the Board
For **ANDHRA CEMENTS LTD.**

G. TIRUPATI RAO
General Manager -Legal &
Company Secretary
(Membership No.FCS-2818)

Place : Noida
Date : 28th August, 2015

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1.	Name of the company,	ANDHRA CEMENTS LIMITED
2.	Annual financial statements for the period ended	June 30, 2015 (15 months)
3.	Type of Audit Observation	Un-qualified
4.	Frequency of Observation	Being un-qualified, Not applicable
5.	Signed by:	
	CEO / Managing Director	 (SUNIT KUMAR MANDAL)
	CFO	 (A.K. AGRAWAL)
	Auditor of the Company	 (R.N. CHATURVEDI)
	Audit Committee Chairman	 (K.N. BHANDARI)
	Company Secretary	 (G. TIRUPATI RAO)

