


**FORM A**  
**Format of covering letter of the annual audit report to be filed with the Stock Exchange**

S. No	Name of the company	JCT Limited
1.	Annual financial statements for the period ended	<b>01.04.2014 - 31.03.2015</b>
2.	Type of Audit observation	<p><b>Matter of Emphasis in Auditor Report for the period ended at 31.03.2015</b></p> <p>a. Note No. 5.2; Non provision of Rs. 2,258.73 Lakhs towards yield protection on the unpaid amount of Foreign Currency Convertible Bonds (FCCBs) of Rs. 9,457.34 Lakhs.</p> <p>b. Note No. 30.7: Reason for preparing the financial statements on a going concern basis although the accumulated losses have resulted in erosion of substantial net worth of the Company and its current liabilities exceed its current assets at the year end.</p> <p>c. Note No. 30.8: Uncertainty related to the outcome of the appeal filed with the Courts of Appeal at Malaya by the Company of a claim of Rs. 788.25 lakhs by ex employee of CNLT, Malaysia on account of advances and compensation paid to the Company of CNLT, Malaysia.</p> <p>d. Note No. 30.10: Non-confirmation/reconciliation of certain balances in trade receivables, advances and trade payables of the Company.</p>
3.	Frequency of observation	<p>a. Note No. 5.2: reported 4 times. Same was mentioned in Auditor Report of year 2012, 2013 and 2014 too.</p> <p>b. Note No. 30.7: reported 6 times. Same was mentioned in Auditor Report of year 2010, 2011, 2012, 2013 and 2014 too.</p> <p>c. Note No. 30.8: Reported first time in the Auditor Report of 2015.</p> <p>d. Note No. 30.10: Reported 3 times. Same was mentioned in Auditor Report of year 2013 and 2014 too.</p>

4.	1. Samir Thapar Chairman & Managing Director	Sd/- .....
	2. Shri M P S Narang Chief Financial Officer	Sd/- .....
	3. Shri Sanjiv Gupta Partner S P Chopra & Company, Chartered Accountants (Statutory Auditors)	Sd/- .....
	4. Shri G B Kathuria Chairman – Audit Committee	Sd/- .....

Place: New Delhi  
Dated: 19.05.2015

Certified True Copy  
For JCT LIMITED  
  
Secretary/Auth.Sign.



JCT LIMITED

# ANNUAL REPORT

## 2014-15

**BOARD OF DIRECTORS**

Mr. Samir Thapar

Chairman &amp; Managing Director

Ms. Priya Thapar

Director (HR)

Mr. Gordhan Bhojraj Kathuria

Dr. Ajit Kumar Doshi

Mr. Chander Mohan Bhanot

Mr. Suresh Kumar Singhala

Allahabad Bank Nominee

**Executive Director**

Mr Rohit Seru

**Chief Financial Officer**

Mr. M.P.S Narang

**Company Secretary**

Ms. Nidhi Goel

**Auditors**

S.P.Chopra &amp; Co.

*Chartered Accountants*

F-31, Connaught Place

New Delhi - 110 001

**Registered Office**

Village Chohal

Distt. Hoshiarpur

Punjab: 146024

Ph. No.: 01882-258780; Fax: 01882-258059

Email: jctsecretarial@jctltd.com

Website: www.jct.co.in

CIN: L17117PB1946PLC004565

**Units:**

Textiles : Phagwara (Punjab)

Filament : Hoshiarpur (Punjab)

**Corporate Office:**

305-309, 3rd Floor, Rattan Jyoti Building

18, Rajendra Place, New Delhi-110008

**Registrar & Share Transfer Agents****RCMC Share Registry Pvt. Ltd.**

B-25/1, 1st Floor, Okhla Industrial Area

Phase II, New Delhi-110020

Tel: 011-26387320-321-323

Fax: 011-26387322

Email: investor.services@rcmcdelhi.com

**BANKERS**

Allahabad Bank

Bank of Baroda

Punjab National Bank

Punjab &amp; Sind Bank

State Bank of India

State Bank of Patiala

State Bank of Travancore

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## JCT LIMITED

Corporate Identification No. (CIN) : L17117PB1946PLC004565  
Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)  
Tel: 01882 - 258780, FAX: 01882 - 258059  
Email ID: jctsecretarial@jctltd.com; Website: jct.co.in

### NOTICE

Notice is hereby given that the 66th Annual General Meeting of the Members of JCT Limited will be held on Tuesday, the 29th day of September, 2015 at 12:30 p.m. at the Registered Office of the Company at Village Chohal, District Hoshiarpur 146024 (Punjab), to transact the following business(s).

#### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company including the audited Balance Sheet as at 31st March, 2015 and the statement of Profit and Loss for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Priya Thapar (DIN: 06742680), who retires by rotation, and being eligible, offers herself for re-election.
3. To ratify the appointment of the Auditors of the Company, and to fix their remuneration and to pass, with or without modification, the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the 65th Annual General Meeting held on 25th September, 2014, the appointment of S P Chopra & Co., Chartered Accountants (Registration No. 000346N) as the Auditors of the Company, to hold office till the conclusion of the 68th Annual General Meeting, be and is hereby ratified, at a remuneration of Rs. 20,00,000/- to conduct the audit for the financial year 2015-16, payable in one or more tranches plus service tax as applicable, and reimbursement of out of pocket expenses incurred."

#### SPECIAL BUSINESS

4. Acceptance of Deposits from Members and/or Public under Section 73 And 76 of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to provisions of Sections 73 and 76 of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof) read with the Companies (Acceptance of Deposits) Rules, 2014 and subsequent amendment(s) thereof and any other applicable provisions of the Act and rules made there under and subject to such conditions, approvals and permissions as may be necessary under the Act or otherwise, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" and shall be deemed to include any Committee, which the Board may constitute to exercise its powers) to invite/ accept/ renew from time to time Unsecured Deposits from public and/ or members of the Company upto permissible limits as prescribed under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014 and on such terms & conditions as the Board of Directors of the Company in their discretion may deem fit and necessary".  
"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate for such invitation/ acceptance / renewal of Deposits by the Company".
5. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100) by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's Textile and Filament Unit for the financial year ending 31st March, 2016, at a remuneration of Rs. 1,25,000 plus service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.  
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution".

By Order of the Board  
For JCT Limited

Place : New Delhi  
Dated : 13.08.2015

**Nidhi Goel**  
Company Secretary

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other member of the Company.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Members / Proxies / Authorised Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business, under Item No. 4 & 5 above is annexed hereto.
4. A statement giving the details of the Director seeking reappointment under the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2015 to September 29, 2015 (both days inclusive).
6. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
7. All the Registers, as required as per the provisions of Companies Act, 2013 and applicable rules, will be available for inspection by the Members at the time of Annual General Meeting.
8. 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.
9. Annual Report of the Company for the year 2014-15 with the Notice of the 66th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to the Members whose e-mail addresses are registered with the Company and/or Depository Participants(s), unless a member has requested for a hard copy of the same. We further request shareholders to update their e-mail addresses with the Share Transfer Agent/ Depository Participants to enable the Company to send the required communication/ correspondence electronically. Physical copies of the aforesaid documents are being sent to those Members who have not registered their email addresses.
10. Members may also note that the Annual Report for the year 2014-15 and Notice of the 66th Annual General Meeting will be available on the Company's website, [www.jct.co.in](http://www.jct.co.in). Physical copies of the aforesaid documents will also be available at the Company's Registered Office at Village Chohal, Dist. Hoshiarpur, Punjab, for inspection during normal business hours on working days.

**11. Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 66th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL). The facility for voting, through polling paper shall be available at the venue of the 66<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Ms Seema Sharma, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

1. The instructions to members for voting electronically are as under:-

A. In case of Members receiving the Notice in electronic mode:

- a) Open e-mail and then open PDF file viz., "JCT Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.



- b) Launch internet browser by typing the following URL in the address bar: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) Click on "Shareholder" - "Login".
  - c) Enter User ID and password as initial password noted in step (a) above. Click "Login".
  - d) Password change menu appears. Change the password with new password of your choice with minimum 8 digits or characters or a combination of both. Note the new password.
  - e) Home page of 'e-Voting' opens. Click on "e-Voting" icon and select "Active E-voting Cycles" and select 'EVEN' of JCT Limited.
  - f) Now you are ready for "e-Voting" as "Cast Vote" page opens.
  - g) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - h) Upon confirmation, the message 'Vote cast successfully' will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - i) Institutional shareholders (i.e. other than individuals, HUFs, NRIs, 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 Scrutinizer through e-mail at [pcs.seemasharma@gmail.com](mailto:pcs.seemasharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case of Members receiving the Notice by post:
- a) User ID and initial password is provided in the Proxy-cum- Attendance slip.
  - b) Please follow all steps from Sl. No. (b) to (i) mentioned in (A) above, to cast your vote.
- C. Members already registered with NSDL for e-Voting can use their existing User ID and password for Login.
2. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  3. In case of any queries, Members may refer to the "Frequently Asked Questions (FAQs) for Members" and "e-Voting user manual for Members" available at the "Downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  4. The e-voting period commences on 26<sup>th</sup> September, 2015 (09.00 a.m.) and ends on 28<sup>th</sup> September, 2015 (05.00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date 22<sup>nd</sup> day of September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  5. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 two 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 in writing, who shall countersign the same and declare the result of the voting forthwith.
  6. The results, along with the Scrutinizer's Report will be placed on the Company's website [www.jct.co.in](http://www.jct.co.in) and on NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the same is declared by the Chairman or a person authorised by him in writing. The same will also be communicated to the BSE Limited, Mumbai.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 4**

The Members had approved through Postal Ballot, the last date of voting for which was 06.02.2015, the Scheme to invite/accept/renew the Public Deposits as per the provisions of Companies Act, 2013 read with applicable Rules. Pursuant to above, Board of Directors had approved the Circular for Public Deposit i.e. DPT 1, in their Board Meeting held on 12.02.2015. The Registrar of the Companies had approved the same on 25.02.2015.

As stipulated in the Companies Act, 2013, the said Circular is valid till six months from the end of Financial Year or till the date of Annual General Meeting whichever is earlier.

In lieu of upcoming expiry of the said circular, the Board of Directors proposed to continue the scheme and in compliance of the provisions of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, the approval of the Members (Shareholders) by way of Special Resolution is being sought for inviting and accepting/renewal of unsecured fixed deposits beyond the date of Annual General Meeting.



The Board of Directors of the Company had approved this item in the Board meeting held on 13th August, 2015 and recommends the resolution for approval of Members of the Company as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution except to the extent of any fixed deposit that may be placed with the Company in future by them or their relatives etc.

**Item No. 5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Goyal, Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for both Textile & Nylon Filament Units, for the financial year ending 31<sup>st</sup> March, 2016 as per the following details:

- Textile Units : Rs. 87,500/- & Service Tax
- Filament Unit : Rs. 37,500/- & Service Tax

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2016.

The Board recommends the Ordinary Resolution set out in Item No. 5 of the Notice for approval by the members.

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

By Order of the Board  
For JCT Limited

Place : New Delhi  
Dated : 13.08.2015

**Nidhi Goel**  
Company Secretary

**Additional Information on Directors (Seeking Appointment / Re-Appointment) As Required Under Clause 49 of the Listing Agreement****PRIYA THAPAR (DIN: 06742680)**

Ms Priya Thapar is a Whole Time Director (Human Resource) of the Company. She joined the Board of the Company in November, 2013.

Ms. Priya Thapar has done Bachelor of Business Administration with major in Marketing and B.A. in Fashion Merchandising from American College in London(ACL). She has also done Bachelor of Business Administration from London School of Economics and Bachelors in Interior Design from Parsons School of Design besides degree in History of art from Sothebys London.

**Nature of expertise in specific functional areas**

Ms Priya Thapar has a vast experience in Human Resources, Marketing, Administration and Finance. She was associated with Organic World India in introducing the first ever concept of Organic Lifestyle Brand in India.

She is not holding any position of Director/ Chairman/ Member of any Committee in any Company other than JCT Limited. She is holding 2,60,000 Equity Shares in the Company

**Disclosure of relationships between directors inter-se:**

She is sister of Mr. Samir Thapar, Chairman and Managing Director of the Company.





## DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

### Dear Members

Your Directors are pleased to present the 66<sup>th</sup> Annual Report on the affairs of the Company together with Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2015. The Management Discussion and Analysis is also included in this Report.

### 1. Financial Highlights

(₹ in lacs)

	2014-15 (12 Months)	2013-14 (6 Months)
Gross Income from operations	102,214	49,224
Other Income	777	482
Profit before Interest, Depreciation, tax and Exceptional Items	7,103	3,664
Interest and financing charges	3,366	1,706
Depreciation and amortization Expense	2,758	1,656
Exceptional Items		
- Profit/ (Loss) of Discontinuing Operations	(102)	(51)
Provision for Tax		
- Current Year	-	-
- Earlier Year	-	(83)
Net Profit	878	334

### 2. Transfer to Reserves & Dividend

No amount is appropriated from Profit and Loss Account and transferred to any Reserve Account. In view of accumulated losses, the directors are unable to recommend any dividend.

### 3. Outlook of the Economy

As per the latest GDP growth estimates, Indian economy grew by 7.4% in FY 15 compared to 6.9% in FY 14, mostly driven by improved economic fundamentals and revision of GDP methodology calculations. Even inflation showed signs of moderation, a welcome sign - wholesale price and customer price inflation declined to 4.2% and 7.4% respectively, compared to last year's 6.3% and 10.1%. Reduced inflation, falling crude oil prices, stable Rupee, improved purchasing power and consumer spending, higher capital inflows supported by the government policy reforms have already put India on an accelerating growth track and improved business outlook.

The Indian Textile Industry counts among the leading textile industries in the world; its role in the country's economic growth is significant. It accounts for 14% of India's total industrial production and 4% of India's GDP. After witnessing challenges during FY 13 and most part of FY 14 given unfavorable economic conditions, the Indian textile and garment sector has seen reversal of trends in second half of FY 14. With domestic and global economic conditions improving gradually alongwith the focus made by Ministry of Textiles, Indian textile and garment sector is set for growth. It has the potential to double itself in size over the next 6-7 years. Among the major competing nationals,

China is losing its competitive advantage in textiles mainly on account of increasing labour costs, appreciating Yuan, rising power costs, focus on domestic market and also due to conscious strategy to move higher value addition industries. Other major exporting countries like Pakistan and Bangladesh are facing geo-political issues. In this scenario all major export markets like USA, Europe and Australia are increasingly looking to shift a large portion of their sourcing pie. India is well placed to fill this gap since its entire major costs like cotton, yarn, power, wages, dyes and chemicals are today globally competitive. In addition, the government also has been supportive for the industry and in order to unlock the complete potential of India, more efforts are needed from the industry as well the government.

'Make in India' campaign covering 25 sectors, including the textile and garment industry has put in place the logistics and systems to address in a timely manner queries of potential investors. At present, the Government of India (GOI) allows 100% foreign direct investment under the automatic route in the textile sector, subject to all applicable regulations and laws, which effectively backs the make in India program for the textile and garment industry.

The Cabinet Committee on Economic Affairs late in August 2014 gave its approval for continuing the Textile Up-gradation Fund Scheme (TUFS) during the 12 plan period with major focus on power looms in accordance with the Budget announcement for the financial year 2013-14.

### 4. Business Strategy

The last two years were very challenging for the Textile Industry as a whole due to less demand from the West, this played havoc with the capacity utilization. The low demand put pressure on the prices, which headed southwards. The input costs also remained very high like power & fuel, labour cost and transportation cost due to hike in fuel cost. During the last few months, there have been medium surge in demand from the export with very less support from domestic front. In order to gain advantage of this changed situation the team in JCT has worked on format wherein they have tried to reduce WIP by better coordination and faster money inflow with the available resources on which the company has been working till date. This complete revamping of thought has led to gaining of confidence of the customer and the supplier. Market is expected to improve in the near future as demand expected to surge owing to change in market situations in overseas and domestic business owing to seasonal demands. The emphasis of the management is to run the plants at optimum level and remove bottlenecks in Operations.

The Company entered into a new segment of Home Furnishing last year with the brand JCT Homes. The market response has been quite good and the company expects a substantial volume for the full year during the financial year 2015-16. It is a capital intensive segment. The company has also entered into a new product line of Technical Textiles and the response from the customers has been encouraging. It requires specific fibers which is



not available in India and needs to be imported. The margins in both, Home Furnishing and Technical Textiles have been quite good.

In Nylon Filament Unit, technology up-gradation would be main thrust going forward to remain competitive in the market, the unit is to upgrade itself in coming years. Since market is growing at considerable pace, other manufacturers are in expansion mode by installing Fully Drawn Yarn (FDY) machines. In order to compete with FDY product, unit is exploring lower capital cost possibility to substitute LOY (Low Oriented Yarn). The unit is exploring possibility of making Nylon Fibre, which is being used as replacement of natural fibre like wool.

## **5. OPERATIONS**

### **Textiles:**

The performance of textile unit during the year under review has been very encouraging and turnover crossed all time high of Rs 600 Crores. The unit, besides producing yarn for in-house requirement, produced for market also sold around 250 MT / month. With minor debottlenecking, the unit has now been producing technical yarn on conventional machines. The unit upgraded Continuous Dyeing Range - I, and revamp 50 TPH Boiler with minor investments to improve upon the working of processing department and boiler efficiency.

There have been substantial initiatives in Synthetic Fabric (Taffeta) Unit like introduction of Dope Dyed Fabrics, outsourcing grey fabrics to optimize the processing capacity and R&D to use indigenous coating chemicals without compromising on quality.

### **Nylon Filament Yarn:**

The Filament unit has emerged as top Textile Grade Nylon Yarn manufacturer in India despite higher & cheaper imports are coming to India through ASEAN Countries. The unit managed to sell 13601 MT of filament yarn and 199 MT of nylon chips. The raw material, Caprolactum, being petroleum product remained in the range of Rs 145/- per kg to Rs 157/- per kg before falling to Rs 112/- /per kg at the fag end of FY 15. The realization, too, remained more or less stable throughout the year in the range of Rs 260/- to Rs 270/- per kg.

## **6. FINANCE**

The Company has been meeting its repayment obligation as per the terms of restructuring under CDR mechanism. The scheme has been implemented fully except of the filing of charge under CDR Scheme which could not be filed due to the Order of the Hon'ble High Court of Punjab at Chandigarh. However, all the immovable and moveable assets including current and book debts are charged with the secured lenders in earlier years. The company is grateful to lenders for their continued support.

## **7. SHARE CAPITAL**

During the year under review, the Company has not issued shares with differential voting rights. The Paid-up Capital

as on March 31, 2015 was Rs. 16319.82 Lakhs divided into 55,67,92,649 Equity Shares of Rs. 2.50 each, 10,00,000 Optionally Partially Convertible Preference Shares of Rs. 100 each and 14,00,000 Optionally Convertible Preference Shares of Rs. 100 each.

## **8. FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)**

The company could not redeem the outstanding FCCBs of US\$ 12.49 million alongwith redemption premium. The Trustee of the FCCB holders filed a winding up petition with Punjab & Haryana High Court at Chandigarh on 29th September 2012. The Winding up petition was disposed of by the Hon'ble High Court on 27th January 2015. The Hon'ble Court directed the Company to pay 25% of dues within 6 months and balance thereafter unless rescheduled. Further, the Company has been restrained to create further Charge. The Appeals have been filed against the Order with the Senior Bench of Punjab & Haryana High Court at Chandigarh by the Trustee and the Company on various grounds which are pending disposal. Notwithstanding the aforesaid appeals, the Company continues to negotiate / discuss with the FCCB holders for the settlement of dues. The Company is hopeful of an amicable resolution of the dispute through negotiation.

## **9. DEPOSITS**

During the year Company accepted fixed deposits of Rs.149.43 lakhs which were covered under Chapter V of the Companies Act 2013. Deposits of Rs.380.54 lakhs including unclaimed of Rs 10.08 lakhs accepted prior to 1.4.2014 will be paid as and when due and claimed. Out of unclaimed fixed deposits amounting to Rs.6.31 lakhs were paid subsequently. The Company is regular in repayment and servicing of interest on fixed deposits.

## **10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## **11. CORPORATE GOVERNANCE**

As per Clause 49 of the Listing Agreement with the Stock Exchange, a separate report on Corporate Governance practice followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

Pursuant to Section 177(8) of the Companies Act, 2013, the composition of the Audit Committee is given in the Corporate Governance Report.

## **12. AUDITORS**

### **Statutory Auditors**

M/s S.P. Chopra & Company (Firm Registration No.000346N), Chartered Accountants, were appointed as Statutory Auditors of your Company at the last Annual General Meeting held on 25.09.2014 for a term of three consecutive years. As per the provisions of Section 139



of the Companies Act, 2013, the appointment of Auditors is required to be ratified by the Members at every Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is self explanatory and is a part of the Annual Report. However, in respect of certain observations made by the auditors in their Report to the members of the Company, directors have to submit that (a) the redemption of FCCBs was due on 8th April 2011, for US\$ 25.42 million alongwith redemption premium. The dues for FCCBs of US\$ 12.93 million were settled by conversion into equity shares. The holders of balance outstanding of FCCBs of US\$ 12.49 million filed a winding up petition in Punjab & Haryana High Court on 29.09.2012. The winding up petition has been disposed of by the Hon'ble Court and directed the Company to pay 25% of the dues within 6 months and balance thereafter unless rescheduled and company is restrained from creating further charge. The appeals have been filed by both parties on various grounds which are pending disposal. Notwithstanding the aforesaid appeal, the company continues to negotiate / discuss with the bondholders for the settlement of dues. Non-provision of Rs 2258.73 lakhs towards yield protection is considered necessary as the matter is sub-judice and under negotiation / discussions with bondholders; (b) delay in deposit of statutory dues were for very short period due to non-availability of funds timely; (c) delay in respect of cheques by the depositors led to delay in clearance of cheques; (d) The financial statements have been prepared on going concern basis although accumulated losses have eroded substantial net worth, on the strength of continued support from the promoters, bankers / other lenders and likely gain from sale of proposed non-core assets which will reduce the debt of the company substantially; and (e) Uncertainty related to outcome of the appeal filed with Courts of Appeals at Malaya for a claim of Rs 788.25 lakhs by ex-employees of CNLT, Malaysia; The Company made an advance payment of US\$ 890,000 for purchase of yarn to CNLT, Malaysia now under liquidation in December 2006. CNLT could not supply materials in time and JCT suffered a loss and demanded compensation from them. CNLT, Malaysia refunded US\$ 1,250,000 in June 2007 as refund of advance alongwith compensation. On the petition filed by the ex-employees of CNLT, the Hon'ble Court at Malaya directed company to return the entire amount. JCT appealed against the order with Courts of Appeals in Malaya which is pending disposal. The company is legally advised that provision of said contingency is not necessary as the appeal against the said order will most likely be allowed.

#### **Cost Auditors**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, the cost audit records maintained by the Company in respect of its textile and filament yarn units are required to be audited.

The Board of Directors, on the recommendation of the Audit Committee, has appointed M/s Goyal, Goyal & Associates, Cost Accountants, as Cost Auditor of the Company for the financial year 2015-16 at a remuneration of Rs. 1,25,000/- plus service tax as applicable and reimbursement of out of pocket expenses. As required under the Companies Act, 2013, the remuneration payable to Cost Auditor is required to be placed before the members for ratification. Accordingly, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

The cost audit report for the financial year 2013-14 was filed with the Ministry of Corporate Affairs on 26th September, 2014.

#### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Ms. Seema Sharma, Whole Time Company Secretary in Practice (C.P No.4397) to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure 'A' and forms an integral part of this Report.

There is no secretarial audit qualification for the year under review.

### **13. EXTRACT OF THE ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT - 9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure 'B'

### **14. STATUTORY DISCLOSURES**

#### **Conservation of Energy, Technology Absorption & Foreign Exchange Earnings & Outgo**

The particulars relating to energy conservation, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in Annexure 'C' to this report.

#### **Particulars of Employees**

The information required under section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Director's Report for the year ended 31.03.2015 is given in a separate annexure to this report. The above annexure is not being sent along with this report to the members in line with the provisions of section 136 of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by the Members at the Registered Office of the Company, 21 days before the 66th Annual General Meeting and upto the date of ensuing Annual General Meeting during the business hours on working days.



None of the Employees listed in the said annexure is a relative of any Director of the Company. None of the employees hold (by himself or alongwith his spouse and dependent children) more than 2% of the equity shares of the Company.

## **15. DIRECTORS**

### **Changes in Directors and Key Managerial Personnel**

During the year under review, there was no change in the Board of Directors and Key Managerial Personnel.

Ms. Priya Thapar will retire at the forthcoming Annual General Meeting of the Company and being eligible, offer herself for re-appointment.

### **Declaration by Independent Directors and re-appointment, if any**

All independent directors have given declarations 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.

### **Formal Annual Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its constituted Committees from time to time. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### **Remuneration Policy**

The Board of Directors has framed a policy which lays down a framework in relation to criteria for selection, appointment, remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy is stated in the Corporate Governance Report.

### **Number of Meetings of Board and its Committees**

The details of the number of meetings of the Board held during the financial year 2014-15 forms part of the Corporate Governance Report.

## **16. WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism named Whistle Blower Policy to deal with the instances of fraud and mismanagement, if any. The details of Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

## **17. RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties were on arm's length basis and in the ordinary course of business. There were no material significant related party transactions made by the Company during the year under review with the Promoter/Directors or Key Managerial Personnel. All related party transactions are placed before the Audit Committee as also to the Board for approval and omnibus approval was obtained on a quarterly basis for transactions which are of repetitive natures. The policy on related party transactions as approved by the Board has been uploaded on the website of the Company. None of the Directors has

any pecuniary relationship or transactions vis-a-vis the company. During the year ended 31.03.2015, there was no transaction under Section 188 of the Companies Act, 2013, therefore, form AOC-2 is not applicable to the Company.

## **18. RISK MANAGEMENT**

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the company has constituted a Risk Management Committee. The details of the committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board Report. It may be noted that at present none of the identified risks is such which may threaten the existence of the company.

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

There are no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations. However, pursuant to a petition filed by the ex-employee of CNLT, Malaysia (under liquidation), the Hon'ble Court of Malaysia at Kuala Lumpur in its Order dated 13.06.2014 directed the Company to return US\$ 12,50,000. The Company has filed an appeal against the said Orders with the Courts of Appeals at Malaysia, which is pending disposal.

## **20. INTERNAL CONTROL SYSTEMS**

Company has a well established and effective internal control and risk-mitigation system in all areas of its operations, including suitable monitoring procedures and competent and qualified personnel. In addition to statutory audit, financial controls are reviewed by independent agency of internal auditors, who report their findings to the Audit Committee of the Board. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations.

## **21. CORPORATE SOCIAL RESPONSIBILITY**

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has set up Corporate Social Responsibility Committee (CSR Committee) as per the requirement of the Companies Act 2013. The CSR policy was approved by the Board of Directors and has been uploaded on the Company's website i.e. [www.jct.co.in](http://www.jct.co.in). The list of Programs and other imperative information of CSR is mentioned in the said policy.

The members of the CSR Committee are Mr Samir Thapar - Chairman & Managing Director, Ms Priya Thapar - Director HR and Mr Gordhan Bhojraj Kathuria - Independent Director. Due to the accumulated losses the average net profit of last 3 years is coming as negative, hence the



contribution under CSR, is not applicable for this financial year.

However, the Company's Units at Phagwara and Hoshiarpur have residential colonies for workers and staff. The Company's unit at Phagwara is running a co-education school which provides free education to the children of the workers right upto the class 12th standard and similar school is being run in Hoshiarpur upto 8th standard.

## **22. CONSERVATION OF RESOURCES**

Company's working is as per applicable statutory provisions pertaining to health and safety and Company also takes all possible measures to prevent accidents and occupational hazards. The manufacturing operations are conducted to ensure sensitivity towards the environment and minimize waste by encouraging "Green Initiative" practices. Efficient management and use of renewable resources are encouraged. All employees are obliged to ensure that they fully understand all policies and they fully comply with the requirements.

## **23. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at work place and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31st March, 2015.

## **24. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(3) (c) of the Companies Act, 2013, your Directors make the following statement that :

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

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

## **25. STATEMENT OF CAUTION**

Statements in this Directors' Report & Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations of predictions may be forward looking within the meaning of applicable laws and regulations. Actual results could, however, differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in Government regulations, tax regimes, economic developments within India and globally.

## **26. APPRECIATION & ACKNOWLEDGEMENTS**

Your Directors wish to place on record their deep appreciation for the contribution made by the workers and employees at all levels but for whose hard work and support, your Company's achievements would not have been possible. Your Directors also wish to extend their appreciation for the assistance and co-operations received from the bankers, investors, customers, dealers, agents, suppliers for their continued support and faith reposed in the Company.

Place : New Delhi  
Date : 19.05.2015

For and on behalf of the Board  
**SAMIR THAPAR**  
Chairman & Managing Director  
DIN : 00062287





## ANNEXURE 'A' TO DIRECTORS' REPORT

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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

The Members  
JCT LIMITED  
Village Chohal,  
District Hoshiarpur 146001  
Punjab

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JCT Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the Management Representation Letter and information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended 31st March, 2015 principally 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 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 in India and External Commercial Borrowings;
- (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;
  - d) 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;

I, further report that, there were no actions/events in pursuance of;

- a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

requiring compliance thereof by the Company during the audit period.



I have also examined in general compliance with the applicable Clauses of The Listing Agreement entered into by the Company with Bombay Stock Exchange.

Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the audit period.

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

**I further report that**

The Board of Directors of the Company is duly 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.

There were no dissenting views by any Board member as per the minutes of the Board meetings duly recorded and signed.

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by respective department heads/ Company Secretary/CEO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exists in the Company to monitor and ensure compliance with applicable general laws.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

**I further report that** during the audit period, there might be major bearing on the company's affairs regarding following events:

1. Court order by Kuala Lumpur High court for repayment of US\$1,250,000 to CNLT Malaysia wherein the Company had made an advance payment for supply of yarn for which appeal has been filed and pending before the High Court of Kuala Lumpur, Malaysia.
2. Winding up petition filed by the trustee of FCCB holders has been disposed of on 27.1.2015. The Trustee filed an appeal for stay of operation of orders dated 27.1.2015 vis-a-vis company had also filed a cross appeal and the matter had been adjourned. The appeals will be heard by the Division Bench of the High Court of Punjab in the month of June, 2015.

Place : New Delhi  
Dated : 19.05.2015

**SEEMA SHARMA**  
*Company Secretary in Whole-time Practice*  
FCS No. : 8054/C.P. No. : 4397



**ANNEXURE 'B' TO DIRECTORS' REPORT**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended 31.03.2015**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	<b>CIN</b>	L17117PB1946PLC004565
2.	<b>Registration Date</b>	28.10.1946
3.	<b>Name of the Company</b>	JCT Limited
4.	<b>Category/Sub-category of the Company</b>	Company Limited by Shares
5.	<b>Address of the Registered office &amp; contact details</b>	Village Chohal, District Hoshiarpur 146 024 (Punjab) Tel: 01882-258780 Fax : 01882 258059 Email: jctsecretarial@jctltd.com
6.	<b>Whether listed company</b>	Yes
7.	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	RCMC Share Registry Pvt. Ltd B-25/1, 1st Floor, Okhla Industrial Area, Phase II, New Delhi - 110020 Tel: 011-26387320 Email: investor.services@rcmcdelhi.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/Service*	% to total turnover of the company#
1	Manufacture of Textile	171	57.31%
2	Manufacture of Man-Made Fibres (Nylon Filament Yarns)	243	41.21%

\* As per National Industrial Classification - Ministry of Statistics and Programme Implementation

# On the basis of Gross Turnover

**III. Particulars of Holding, Subsidiary and Associate Companies:**

Sr. No.	Name and Address of Company	CIN	Holding/Subsidiary/ Associate Company
1.	JCT Electronics Ltd. A 32 Industrial Phase VIII Sasnagar Mohali, Ropar, Punjab	L32109PB1976PLC003680	Associate Company
2.	India International Airways Ltd Thapar House, 124 Janpath, New Delhi- 110001	U51909DL1987PLC027706	Associate Company
3.	Provestment Securities Pvt. Ltd. 305, 3rd Floor, Rattan Jyoti Building, 18, Rajendra Place, New Delhi- 110008	U74899DL1995PTC072026	Associate Company
4.	KCT Textiles Limited 305, 3rd Floor, Rattan Jyoti Building, 18, Rajendra Place, New Delhi- 110008	U17115DL2004PLC129499	Associate Company
5.	JCT Sports Private Limited Village Chohal, Dist. Hoshiarpur, Punjab 146001	U92412PB2008PTC032173	Associate Company





#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	494085	142344	636429	0.11	494085	142344	636429	0.11	–
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	222639445	–	222639445	39.99	222639445	–	222639445	39.99	–
e) Banks / FI	–	–	–	–	–	–	–	–	–
f) Any other	–	–	–	–	–	–	–	–	–
<b>Sub-Total (A) (1)</b>	<b>223133530</b>	<b>142344</b>	<b>223275874</b>	<b>40.10</b>	<b>223133530</b>	<b>142344</b>	<b>223275874</b>	<b>40.10</b>	<b>–</b>
(2) Foreign									
a) NRIs – Individuals	–	–	–	–	–	–	–	–	–
b) Other – Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	–	–	–	–	–	–	–	–	–
d) Banks / FI	–	–	–	–	–	–	–	–	–
e) Any Other	–	–	–	–	–	–	–	–	–
<b>Sub-Total (A) (2)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total shareholding of Promoter (A)= (A) (1)+ (A) (2)</b>	<b>223133530</b>	<b>142344</b>	<b>223275874</b>	<b>40.10</b>	<b>223133530</b>	<b>142344</b>	<b>223275874</b>	<b>40.10</b>	<b>–</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	–	158547	158547	0.03	–	158547	158547	0.03	–
b) Banks / FI	48359850	5022	48364872	8.69	38007671	394852	38402523	6.90	(1.79)
c) Central Govt	302244	–	302244	0.05	302244	–	302244	0.05	–
d) State Govt(s)	–	–	–	–	–	–	–	–	–
e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
f) Insurance Companies	9667254	400	9667654	1.74	9667254	400	9667654	1.74	–
g) FIIs	77401522	403400	77804922	13.97	59461780	403300	59865080	10.75	(3.22)
h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i) Others (specify)	–	–	–	–	–	–	–	–	–
<b>Sub-total (B)(1):–</b>	<b>135730870</b>	<b>567369</b>	<b>136298239</b>	<b>24.48</b>	<b>107438949</b>	<b>957099</b>	<b>108396048</b>	<b>19.47</b>	<b>(5.01)</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	16655939	226725	16882664	3.03	61424512	226725	61651237	11.07	8.04
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	84938624	7319771	92258395	16.57	86053545	7244498	93298043	16.76	0.19
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	40235291	43949	40279240	7.23	49590111	43949	49634060	8.91	1.68
c) Others (specify)	–	–	–	–	–	–	–	–	–
Non Resident Indians	1129232	44218986	45348218	8.14	1167796	23894	1191690	0.21	(7.93)
Overseas Corporate Bodies	–	–	–	–	–	–	–	–	–
Foreign Nationals	–	–	–	–	–	–	–	–	–
Clearing Members	889109	–	889109	0.16	1396455	–	1396455	0.25	0.09



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
Trusts	9500	–	9500	0.00	9500	–	9500	0.00	–
Foreign Bodies	1161580	389830	1551410	0.28	17939742	–	17939742	3.22	2.94
<b>Sub- Total (B)(2):-</b>	<b>145019275</b>	<b>52199261</b>	<b>197218536</b>	<b>35.42</b>	<b>217581661</b>	<b>7539066</b>	<b>225120727</b>	<b>40.43</b>	<b>5.01</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	280750145	52766630	333516775	59.90	325020610	8496165	333516775	59.90	–
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
<b>Grand Total (A+B+C)</b>	<b>503883675</b>	<b>52908974</b>	<b>556792649</b>	<b>100</b>	<b>548154140</b>	<b>8638509</b>	<b>556792649</b>	<b>100</b>	<b>–</b>

**ii. Shareholding of Promoter-**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Share	% of Total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	M M Thapar	59500	0.01	–	59500	0.01	–	–
2	Samir Thapar	129012	0.02	100	129012	0.02	100	–
3	Gayatri Thapar	13722	0.00	–	13722	0.00	–	–
4	Arjun Thapar	128622	0.02	–	128622	0.02	–	–
5	Priya Thapar	260000	0.05	–	260000	0.05	–	–
6	Tiny Kesang Thapar	45573	0.01	–	45573	0.01	–	–
7	Provestment Securities Pvt. Ltd.	132094334	23.72	100	132094334	23.72	100	–
8	KCT Textiles Limited	90545111	16.26	100	90545111	16.26	100	–

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

There is no change in the Promoters Shareholding during the financial year ended on 31.03.2015.

**iv. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		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	ELM Park Fund Limited	53819225	9.666	–	–	–	53819225	9.666
2	Musk Holding Limited	44195092	7.937	–	–	–	44195092	7.937
3	Hypnos Fund Limited	23582297	4.235	–	–	–	23582297	4.235
4	State Bank of India	16560000	2.974	–	–	–	16560000	2.974
5	Punjab National Bank	9520000	1.71	–	–	–	9520000	1.71
6	Allahabad Bank	8600000	1.545	–	–	–	8600000	1.545
7	IFCI Limited	7479699	1.343	01.04.14 to 31.03.2015	(7479699)	Sold	–	–
8	Life Insurance Corporation of India	6815901	1.224	–	–	–	6815901	1.224
9	State Bank of Patiala	4400000	0.79	01.04.14 to 31.03.2015	(3810480)	Sold	589520	0.11
10	Manish Kumar Arora	3173221	0.57	01.04.14 to 31.03.2015	(22421)	Sold	3150800	0.566
11	Sangeeta Arora	–	–	01.04.14 to 31.03.2015	1950000	Purchased	1950000	0.35



**v. Shareholding of Directors and Key Managerial Personnel:**

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		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.	Mr. Samir Thapar (Chairman & Managing Director)	129012	0.02	—	—	—	129012	0.02
2.	Ms. Priya Thapar (Director—HR)	260000	0.05	—	—	—	260000	0.05
3	Mr. Gordhan Bhojraj Kathuria (Independent Director)	—	—	—	—	—	—	—
4	Dr. Ajit Kumar Doshi (Independent Director)	—	—	—	—	—	—	—
5	Mr. Chander Mohan Bhanot (Independent Director)	—	—	—	—	—	—	—
6	Mr. Suresh Kumar Singhala (Nominee Director)	—	—	—	—	—	—	—
7	Mr. Manjinderpal Singh Narang (Chief Financial Officer)	—	—	—	—	—	—	—
8	Ms. Nidhi Goel (Company Secretary)	—	—	—	—	—	—	—

**V. INDEBTEDNESS (Rs. in Lacs)**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	18920.06	10494.62	2350.03	31764.71
ii) Interest due but not paid	225.28	—	—	225.28
iii) Interest accrued but not due	—	119.49	—	119.49
<b>Total (i+ii+iii)</b>	<b>19145.34</b>	<b>10614.11</b>	<b>2350.03</b>	<b>32109.48</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	205.99	678.86	8.76	1004.59
* Reduction	(2496.71)	(639.15)	(25.33)	(3272.17)
<b>Net Change</b>	<b>(2290.72)</b>	<b>39.71</b>	<b>(16.57)</b>	<b>(2267.58)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	16684.58	10570.92	2333.46	29588.96
ii) Interest due but not paid	169.94	—	—	169.94
iii) Interest accrued but not due	0.10	82.90	—	83
<b>Total (i+ii+iii)</b>	<b>16854.62</b>	<b>10653.82</b>	<b>2333.46</b>	<b>29841.90</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager (Rs. In lacs/p.a.)

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Samir Thapar - Chairman & Managing Director	Priya Thapar - Whole-time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	39.00	23.57	62.57
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	8.35	0.39	8.74
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit	-	-	-
5	Others, Insurance Premium	0.65	0.04	0.69
	<b>Total (A)</b>	<b>48.00</b>	<b>24.00</b>	<b>72.00</b>

### B. Remuneration to other directors (Rs. In lacs)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		G.B Kathuria	C M Bhanot	S K Singhala	A K Doshi	
1	<b>Independent Directors</b>					
	Fee for attending board committee meetings	6.00	6.00	-	6.00	18.75
	Commission	-	-	-	-	-
	Others, Travelling	0.16	0.17	-	0.06	0.39
	<b>Total (1)</b>	6.16	6.17	-	6.06	18.39
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings	-	-	2.75	-	2.75
	Commission	-	-	-	-	-
	Others, Travelling	-	-	0.17	-	0.17
	<b>Total (2)</b>	-	-	2.92	-	2.92
	<b>Total (B)=(1+2)</b>	6.16	6.17	2.92	6.06	21.31
	<b>Total Managerial Remuneration</b>					21.31

### C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD (Rs. In lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	Chief Financial Officer	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.40	56.11	60.51
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.19	0.32	0.51
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit	-	-	-
5	Others, Insurance Premium	0.05	0.24	0.29
	<b>Total</b>	<b>4.64</b>	<b>56.67</b>	<b>61.31</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There have been no penalties / punishment / compounding of offences imposed by Regional Director/ NCLT/ Court to the Company / Directors / Officers in default.



## ANNEXURE 'C' TO DIRECTORS' REPORT

Information under section 134 (3)(m) of the Companies Act, 2013 read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March 2015 is given here below and forms part of the Director's Report.

### A. CONSERVATION OF ENERGY

(a) Energy conservation measures taken and (b) Additional investments and proposals, if any, being implemented for reduction in consumption of energy :

#### Textile Division

Running of Auxiliaries (H.Plants, T.Blowers, Lights and exhaust fans) with respect to requirement conditions of product quality as well as production. Reduction of compressed air consumption under Continual Improvement Plan resulting good amount of power saving. Water saving through various projects i.e. run time control of tubewells, recovery of water on processing machines & use of treated effluent for various applications. Awareness on energy conservation through training programmes & booking expenses of electricity, steam & air consumption, department wise. Modification in tube fittings circuits with MCB in place of rewirable fuses / bimetal type breakers in spinning. Installation of a Variable Frequency drives at soft, Raw, R.O. water pump for controlling the flow and pressure of water which results in energy conservation. Replacement of Electronic chokes (400nos) I.P.O. conventional chokes to save 0.25 kwh per choke per day. Optimisation of voltage level for power system and lighting with various voltage adjustment techniques. Maintaining Optimum power factor (above 0.995) at purchased power supply. Installation of high bay Induction light in street lights I.P.O. M.V. lamps. Use of CFL 5/9/11/15/20 Watts in mills and replacement of M.V.lamps 250 watt with CFL 85 watt at medium bay lights with respect to required Lux level. Optimisation of Electric power distribution from Open Access power purchase and benefit of TOD scheme 6 months of DISCOM with respect to T.G.Power cost. Removal of unwanted Load fans, tube fittings from spinning, weaving and processing area. Emphasis on PAT scheme Energy conservation through online energy monitoring system in LAN. Installation of Motion sensors to switch off lights when not required and Timer switches for switching off lights in mid night in some areas. CDR-1 Upgradation with latest version of high efficiency inverter drives and Circulation Blower 5, 6, 7 impellers installed directly on motor I.P.O. V belt drive. Reduction of Angles and Pullies of Various H.Plants as per Department conditions requirements for Reduction in electrical units consumption. Procurement of Star leveled equipments i.e. Air Conditioners, Geysers and Ceiling fans. Stopping the cooling tower fan at ZR compressor by direct soft water for cooling. Plant No 6-7 circulation Pumps replaced from 30 KW to 15 KW optimisation of TFO speed to 9000 w.r.t production. Modified the Auto Coner suction fan (2 Nos) impeller size for energy conservation purpose. Replacement of conventional Computer monitors with low power consumption LED monitor.

#### Filament Division

Two energy efficient screw chillers were installed in place of 17M & 19EA chillers that were running on phase out refrigerant (R11 & R12). MEG packed column & condenser are replaced with modified packed column & condenser. Average power saving 18 Units/hr, DM water saving.132 numbers of 18w LED tube sets replaced for 54 watt conventional tube sets in 11 DT m/cs. Reduction in power cost by using condensate water in place of steam in dyeing & soft water plant. Humidification system/Hi pressure Fog system installed in DT B AHU in place of conventional nozzle air washer system. Renewal Energy Certificate mechanism on State guidelines has been installed to get credit of RECs' on units generation from turbine, which would be sold on IEX exchange.

#### (b) Impact of Measures:

Impact of various steps i.e. down trend has been observed approx. (7%) from 5.92 U/Kg to 5.47 U/Kg in Textile Division.

#### (c) Total energy consumption and energy consumption per unit of production:

As per Form 'A' Attached.

### B. PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (FORM 'B')

#### 1. Specific areas in which R&D carried out by the company :

##### Textile Division

Up-gradation of Continuous Dyeing Range (CDR-1) machine, to increase the machine capability to process finer fabric qualities & as well as heavier fabric qualities. Up-gradation/Modification of Boiler.

##### Filament Division

Successful utilization of Batch Poly semi dull chips in textile grade material. Highest nylon chips /nylon yarn production since inception of plant by adopting modified work practices/process cycle. New product development - 280/14 BRT for Velcro, 30/1 BRT for warp knitting, 60/2 Micro & 210/48 SDY for Narrow Tapes & 40/1 for leno salvage.

#### 2. Benefits Derived :

##### Textile Division

With the upgradation, the machines have become more versatile and almost all the qualities will work. The running production of CDR has increased upto 40000 mtrs a day. If need be, machine can work in 2 different modes which were earlier not possible due to cumbersome & obsolete hardware and software. Ultimately, the machine is now again work for another 7-10 years. After the inception of 50 TPH boiler, major overhauling / revamping of boiler has given it a new life of another 7-10 years. Its Super Heater Tubes, Bed coils and Economiser coils were badly damaged and were leading to frequent boiler & turbine faults thus effective bottom line of the company. Now with revamping, it will work hasslefree and improve bottom line of the company which was effected earlier.



### Filament Division

Provide products and services to our customers not only meeting but exceeding their requirements. Initiative to reduce cost of production by reduction in wastage, optimum utilization of resources to increase productivity & sales realization. Increase presence in international market in hank dyed & dope dyed segment.

### 3. Future Plan of action :

#### Textile Division

The Company has independent R&D Department which regularly provides suggestions for improvement so as to optimize the cost of products and improve the quality.

#### Filament Division

Emphasis on new product development for innovative customers to make different varieties. Develop new applications & increase penetration in untouched market for nylon yarn to increase market share in domestic & international market. Focus on increasing productivity by maximum utilization of resources & modification in existing hardware.

## TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION FORM 'A'

A. POWER AND FUEL CONSUMPTION:					
		Current Year (12 months)		Previous Period (6 months)	
1	Electricity				
	(a) Purchased:				
	Units	58336682	22441652		
	Total Cost (Rs. in lacs)	4053	1675.15		
	Rate/Unit(Rs.)	6.95	7.46		
	Merchant Power				
	Units (Kwh)	9349746	7767931		
	Total cost (Rs. in lacs)	591	497.71		
	Rate/Unit(Rs.)	6.32	6.41		
	(b) Own Generation:				
	(i) Through Diesel Generators				
	Units	528440	83548		
	Total Cost (Rs. in lacs)	73.05	12.69		
	Cost/unit (Rs.)	13.82	15.19		
	(ii) Through Steam Turbine Generators				
	Units	90554640	44807840		
	Total cost of Coal / Rice Husk (Rs. In lacs)	3917.44	1830.40		
	Cost/unit(Rs)	4.33	4.08		
2	Coal / Husk ( Boilers )				
	Quantity(tonnes)	189180.83	108618.58		
	Total Cost(Rs.in lacs)	9379.61	4402.54		
	Average Rate(Rs)	4958.01	4053.21		
3	Furnace Oil ( Boilers )				
	Quantity(K.Ltrs)	74700	568955		
	Total Cost(Rs.in lacs)	30.67	261.87		
	Average Rate./Ltr (Rs)	41.06	46.03		
4	LDO/HSD ( Furnaces/ DG sets )				
	Quantity(Ltrs)	133037	24930		
	Total Cost(Rs.in lacs)	73.05	12.69		
	Average Rate/ltr(Rs)	54.91	50.91		
5	Pet Coke (for CHS)				
	Quantity(Kgs)	2500590	222600		
	Total Cost(Rs./Lacs)	222.79	18.54		
	Average Rate./Ltr (Rs)	8.91	8.33		
6	Other/Internal Generation				
	Steam				
	Quantity(tonnes)	666950	347350		
	Total Cost(Rs. in lacs)	9410.28	4422.44		
	Average Rate(Rs)	1410.94	1273.19		
B. CONSUMPTION COST PER UNIT OF PRODUCTION (RS)					
		Current Year (12 months)		Previous Period (6 months)	
	PRODUCTS	Electrical & DG Power	Steam	Electrical & DG Power	Steam
	Filament Yarn / Chips	30.79	12.39	35.68	13.80
	Cloth	8.55	10.50	8.51	10.71

## C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

### (a) Efforts in brief, made towards technology absorption adaptation and innovation :

Efforts continued in strengthening the R&D facilities in order to provide a comprehensive range of products being manufactured both at Textile and Filament Yarn Units. Training was imparted to technical staff as an ongoing process.

### (b) Benefits derived :

Availability of energy efficient, environment friendly systems and equipment, wider range of products, improved quality and product designs and cost reduction were amongst the benefits derived.

### (c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) :

The Company continuously strives to adopt latest technology for improving productivity, product quality and reducing consumption of raw material, energy and other inputs.

## D. FOREIGN EXCHANGE EARNINGS & OUTGO

### (a) Activities relating to exports, initiatives taken to increase export, development of new export markets for product services and export plans:

The Company is exporting Textile Fabrics, Filament Yarns and has taken successful initiatives for increasing exports.

### (b) Total Foreign Exchange used and earned:

	Current Year (12 Months) (Rs. in lacs)	Previous Period (6 Months) (Rs. in lacs)
Used	183.31	64.50
Earned	10331.29	4960.64



## CORPORATE GOVERNANCE REPORT: 2014-2015

The Directors present the Company's Report on Corporate Governance pursuant to Clause 49 of the Listing Agreement with Stock Exchange.

### 1. Company's philosophy on Code of Governance

JCT has consistently followed the principles of good corporate governance through transparency, accountability, fair dealing and mutual trust. A basic set of Corporate Values and Beliefs have become a way of life in the Company and each employee is responsible for strict adherence to these values.

### 2. Board of Directors

In terms of the Company's Corporate Governance Policy, all statutory and other significant & material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

#### a) Composition of the Board of Directors

During the year ended 31.03.2015 the Board of the Company had Six Directors out of which two are Executive Directors including one women Director, Three are Independent Directors and One Nominee Director, which constitutes 50% as Independent Directors on the Board. The Chairman of the Board is an Executive Director. The Board consists of eminent individuals from industry, management, technical, financial and marketing. None of the Directors on the board is a member of more than 10 committees and Chairman of more than 5 committees. Necessary disclosures regarding directorship held in other companies and committee positions as on 31.03.2015 have been made by Directors.

Attendance of Directors at Board Meetings & Annual General Meeting and Number of Companies in which the director is a member of the Board or its committee as a chairperson thereof during the year.

Name of Director	Category	Attendance in Board Meeting		Attendance in last AGM held on 25.09.2014	Other Board		
		Held	Attended		No of Directorships in other companies	No of committees in which a member	No of committees in which a chairperson
Mr. Samir Thapar Chairman & Managing Director	Executive	6	4	No	2	—	—
Ms. Priya Thapar	Executive	6	4	No	—	—	—
Mr. Gordhan Bhojraj Kathuria	Independent Non Executive	6	6	Yes	1	—	—
Dr Ajit Kumar Doshi	Independent Non Executive	6	6	Yes	1	—	—
Mr. Chander Mohan Bhanot	Independent Non Executive	6	6	Yes	—	—	—
Mr. Suresh Kumar Singhala	Nominee Director— Allahabad Bank	6	4	Yes	—	—	—

#### b) Independent Directors

The Non-Executive Independent Directors fulfill the conditions of Independence specified in section 149(6) of the Companies Act, 2013 and Rules made there under and meet the requirements of Clause 49 of the Listing Agreement entered into with the Stock Exchanges. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Agreement has been issued and disclosed on the website of the Company viz. [www.jct.co.in](http://www.jct.co.in).

#### c) Board Meetings

During the financial year 2014-15, the Board of the Company met 6 times on 30.05.2014, 12.08.2014, 25.09.2014, 14.11.2014, 12.02.2015 and 30.03.2015. The interval between two meetings is less than 4 months which is well within the maximum period under Section 173 of the Companies Act, 2013 and the Listing Agreement.





The notice of each Board Meeting is given in writing to each Director. The Agenda along with relevant notes and other material information are sent in advance separately to each Director.

In case of business exigencies or urgency of matters, resolutions are passed by circulation and same is placed before the Board in the next meeting. Besides performance of Company's operations before taking on record the quarterly / annual financial results of the Company, information supplied to the Board includes:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the Company and its operating divisions / business segments.
- Minutes of meetings of audit committee and other committees of the board.
- Information on recruitment senior officers just below the board level, including the appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations Sale of material nature, of investments, assets, which is not in normal course of business.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

**d) Familiarization Programme for Independent Directors**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter-alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to plant locations are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programme for Independent Directors are posted on the website of the Company i.e. [www.jct.co.in](http://www.jct.co.in).

**e) Insider Trading Code**

The Securities and Exchange Board of India vide its Notification dated January 15, 2015 has notified The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (New Regulations) which has come into effect from May 15, 2015 Under the New Regulations, the requirements of initial disclosures are applicable to promoter, key managerial personnel and director of a Company and requirements of continual disclosures are applicable to promoter, employee and director of a Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations and has laid down an effective monitory system for the said purposes.

**f) Code of Conduct**

The Board of Directors of the Company plays an important role in ensuring good governance and has adopted the Code of Conduct for Directors and Senior Management Personnel. The Code is applicable to all the Board Members and Senior Management of the Company. A copy of the same is available on Company's website [www.jct.co.in](http://www.jct.co.in). The Managing Director has also confirmed and certified the same.

**COMMITTEES OF THE BOARD**

**3. Audit Committee**

**(i) Composition**

The Audit Committee consists of four Directors, three of whom are Non-Executive Independent Directors i.e. Mr. Gordhan Bhojraj Kathuria, Dr Ajit Kumar Doshi, Mr. Chander Mohan Bhanot and Mr. Suresh Kumar Singhala who is a Nominee Director For Allahabad Bank. Mr. Gordhan Bhojraj Kathuria is the Chairman of the Committee. All members





of the Audit Committee are financially literate and bring in expertise in the fields of Accounting, Finance and Taxation. Mr. Samir Thapar and Ms. Priya Thapar are the permanent invitees.

Chief Financial Officer, Auditors including Statutory, Internal and Cost and other functional heads including Non-Independent Executive Directors are regularly invited by the Audit Committee to its meetings. Company Secretary acts as a Secretary of the Committee.

The quorum, power role and scope are in accordance with the Section 177 of the Companies Act, 2013 and the provisions of Clause 49 of the Listing Agreement.

## (ii) Meetings and Attendance

The Committee met six times during the Financial Year ended 2014-15 on 30.05.2014, 12.08.2014, 25.09.2014, 14.11.2014, 12.02.2015 and 30.03.2015. The maximum gap between any two meetings was less than four months which is in compliance with the provisions of Clause 49 of the Listing Agreement. Adequate quorum was present for all Meetings. The Chairman of the Audit Committee was present at the Annual General Meeting of the Company. The Table below provides the attendance of the Audit Committee members.

Name of the Member	Position	Category	No. of Meetings held	No. of Meetings Attended
Mr. Gordhan Bhojraj Kathuria	Chairman	Non Executive Independent	6	6
Dr. Ajit Kumar Doshi	Member	Non Executive Independent	6	6
Mr. Chander Mohan Bhanot	Member	Non Executive Independent	6	6
Mr. Suresh Kumar Singhala	Member	Nominee-Allahabad Bank	6	4

## iii. Terms of Reference

Audit Committee of the Board of Directors covers the following areas mentioned under clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

- Review of Company's financial reporting process,
- Disclosure of financial information to ensure that the financial statements are correct, sufficient and credible, reviewing annual accounts and include half-yearly, quarterly un-audited financial results with management before submission to the Board for approval,
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to Statutory Auditors for any other services rendered,
- Reviewing, with the management, the annual financial statements and auditor's report there on before submission to the board for approval, with particular reference to:
  - 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
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
- Reviewing the adequacy of internal control system with management, external and internal auditors
- Reviewing the Company's financial risk and management policies.
- To assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company
- Compliance with the legal and regulatory requirements.
- To review the functioning of the Whistle Blower mechanism
- Approval of appointment of CFO after assessing the qualifications, experience and background etc. of the candidate



#### **4. Nomination and Remuneration Committee**

In compliance with Section 178 of Companies Act, 2013 and Clause 49 (IV) of Listing Agreement the Nomination and Remuneration Committee comprises of atleast 3 Directors all of whom shall be non-executive.

##### **(i) Composition:**

The committee at present comprises of three non-executive Directors. Mr. Gordhan Bhojraj Kathuria is the Chairman of the Committee and the other members include Dr Ajit Kumar Doshi and Mr Chander Mohan Bhanot. No meeting was held during the year.

##### **(ii) Term of Reference**

- To formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To devise a policy on Board Diversity.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

##### **(iii) Remuneration Policy**

Remuneration policy is aimed at attracting and retaining high caliber talent. The policy therefore takes into account the remuneration trends in the industry and the competitive requirement of its business.

##### **Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

##### **Remuneration to Non-Executive / Independent Directors:**

- a) Remuneration / Commission:  
The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- b) Sitting Fees:  
The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- c) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

##### **Remuneration to Key Managerial Personnel and Senior Management:**

- (i) The remuneration / compensation / commission etc. to KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.



- (ii) The remuneration and commission to be paid to Key Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force and in accordance with the Company's Policy.
- (iii) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board.

**(iv) Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

**(v) Remuneration of Directors**

**Remuneration to Non- Executive Directors**

The Non-Executive Directors are paid remuneration by way of Sitting Fees for each meeting of the Board or Committee of Directors attended by them. The total amount of Sitting Fees paid during the Financial Year 2014-15 was Rs. 20.75 Lacs. The Non-Executive Directors don't have any pecuniary relationship of transactions with the Company and doesn't hold any shares in the Company.

Sr. No.	Particulars of Remuneration	Name of the Directors				Total Amount (Rs./lacs)
		Mr. Gordhan Bhojraj Kathuria	Dr. Ajit Kumar Doshi	Mr. Chander Mohan Bhanot	Mr. Suresh Kumar Singhal	
1.	Fee for attending board & committee meetings	6.00	6.00	6.00	2.75	20.75
2.	Commission	-	-	-	-	-
3.	Others, Travelling	0.16	0.06	0.17	0.17	0.56
	<b>Total</b>	<b>6.16</b>	<b>6.06</b>	<b>6.17</b>	<b>2.92</b>	<b>21.31</b>

**Remuneration to Executive Directors**

The appointment and remuneration of Executive Directors including the Chairman & Managing Director and Whole- time Director is governed by the Remuneration and Nomination Committee, resolutions passed by the Board of Directors and shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Chairman & Managing Director and Whole-time Director comprises of salary, perquisites, allowances and contribution to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meeting.

The details of the remuneration paid during the year ended March 31st, 2015 under review is given below.

(Rs. in Lacs)

	Mr. Samir Thapar Chairman & Managing Director		Ms Priya Thapar Director - HR	
	Current Year (12 Months)	Previous Period (6 Months)	Current Year (12 Months)	Previous Period (6 Months)
Salary including Allowances	39.00	19.50	23.57	6.00
Contribution to Provident & Superannuation Funds	5.68	2.84	3.16	1.05
Perquisites & Reimbursements	9.00	4.50	0.43	2.00
<b>Total*</b>	<b>53.68</b>	<b>26.84</b>	<b>27.16</b>	<b>9.05</b>

\*Excludes the provision made towards gratuity and leave encashment on actuarial basis.

**5. Stakeholders Relationship Committee**

**(i) Composition and Attendance:**

The Committee comprises of Three Directors, Dr Ajit Kumar Doshi, Mr. Gordhan Bhojraj Kathuria and Mr. Chander Mohan Bhanot, all Non-Executive Independent Directors. Dr Ajit Kumar Doshi is the Chairman of the Committee. The



Committee meets normally once in three months. There is a sub-committee of Senior Executives consisting of Mr Vinod Kumar Singhal - Controller of Finance & Accounts, Mr. Jitender Khanna - Vice President (Secretarial and Legal) and Ms Nidhi Goel - Company Secretary, who have been authorized by the Committee for the same.

The Committee met 4 times during the year on 30.05.2014, 12.08.2014, 14.11.2014 and 12.02.2015, which was attended by all the members.

**(ii) Name and Designation of the Compliance Officer**

Ms Nidhi Goel, Company Secretary

**(iii) Terms of Reference**

- To oversee proper redressal of grievances of shareholders / investors and compliance of stipulation in the matter of listing of shares with stock exchange/ depositories etc.
- The matter of transfer / transmission of shares, sub-division /consolidation and issue of new /duplicate shares etc. including demat / remat of shares

**(iv) Number of complaints received, not solved & pending**

During the year, 20 complaints were received and replied to the satisfaction of the shareholders. There were no pending complaints as on 31st March, 2015. There is no share transfer or any correspondence pending for more than fifteen days as on date of this report. The Company also have exclusive email-id i.e. jctsecretarial@jctltd.com for investors to contact the Company in case of any information and grievance.

**6. Risk Management Committee**

**(i) Composition**

The Risk Management Committee (RM Committee) was constituted by the Board adhering to the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. There are 4 members in the Risk Management Committee comprising of Mr. Samir Thapar, Ms. Priya Thapar, Mr. C M Bhanot and Mr. A K Doshi. Mr. Samir Thapar acts as a Chairman of the Committee. No meeting was held during the year.

**(ii) Term of Reference**

- Identification of corporate risks.
- Detailed review of corporate risks and mitigating actions.
- Consider risk when making decisions.
- Articulate a risk appetite when making decisions

**7. Independent Directors Meeting**

During the year under review, the Independent Directors met on May 19, 2015, inter alia, to discuss:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this Meeting.

**8. Corporate Social Responsibility Committee**

**(i) Composition:**

Pursuant to Section 135 of the Companies Act, 2013 and as per the financial statement of the Company for the financial year ended 31.03.2015, the Company needs to constitute the Corporate Social Responsibility Committee. In the Board Meeting held on 19.05.2015, Board of Directors have approved the formation of CSR Committee consisting of Mr. Samir Thapar, Ms. Priya Thapar and Mr. G B Kathuria. Mr. Samir Thapar acts as Chairman of the Committee.

**(ii) Meeting**

The provisions of Section 135 of Companies Act, 2013 are not applicable to the Company for the year ended on March 31st, 2015 and shall apply to the Company for the Financial Year 2015-16, therefore no Meeting was held in the Financial Year ended on March 31st, 2015.



**(iii) Term of Reference**

- Decide the CSR activities to be taken up by the Company in accordance of this policy
- Decide the amount to be allocated for each project or activity
- Oversee and monitor the progress of the initiatives rolled out under this policy and
- Submit a report to the Board of Directors on all CSR activities undertaken during the financial year which shall duly be displayed on the Company's website [www.jct.co.in](http://www.jct.co.in).

**9. Subsidiary Companies:** Company does not have any Subsidiary Company.

**10. SHAREHOLDER INFORMATION**

**General Body Meetings**

**Details of last 3 Annual General Meetings Held**

Sr. No.	Financial Year/ Period	Date and Time	Venue	Details of Special Resolutions
1.	2013-14	25.09.2014 at 11.00 am	Village Chohal Dist. Hoshiarpur Punjab	<ul style="list-style-type: none"> <li>- Resolution under Section 42 &amp; 62 of Companies Act, 2013</li> <li>- Resolution under Section 180(1)(c) of Companies Act, 2013</li> <li>- Resolution under Section 14 of Companies Act, 2013</li> <li>- Alteration in Clause V of Memorandum of Association of Company</li> </ul>
2.	2012-13	30.12.2013 at 10.30 am	Village Chohal Dist. Hoshiarpur Punjab	<ul style="list-style-type: none"> <li>- Reappointment of Managing Directors and to fix remuneration</li> <li>- Resolution under Section 81 (1A) of Companies Act, 1956</li> </ul>
3.	2011-12	30.11.2012 at 12.30 pm	Village Chohal Dist. Hoshiarpur Punjab	<ul style="list-style-type: none"> <li>- Appointment of Mr. MM Thapar as an Advisor of the Company.</li> <li>- Preferential Allotment of Shares to Promoter/Promoter Group</li> <li>- Preferential Allotment of Shares to Financial Institutions under Corporate Debt Restructuring Scheme.</li> <li>- Resolution under Section 293 (1) (a) of Companies Act, 1956</li> <li>- To approve the restructuring Scheme with Foreign Currency Convertible Bondholders</li> </ul>

**Resolution through Postal Ballot**

During the year, pursuant to the provisions of Section 110 of the Companies Act 2013, read with the Companies (Management and Administration) Rules 2014, the Company has passed the resolution for inviting the Fixed Deposit through Postal Ballot.

The Company as per Postal Ballot Notice dated 14.11.2014, which was published on 06.01.2015, passed a Special Resolution in connection with the Fixed Deposit Scheme in pursuant of Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. The Company has appointed Ms. Seema Sharma, Practicing Company Secretary a Scrutinizer to conduct Postal Ballot (physical and e-voting) process in accordance with the law in a fair and transparent manner. The details of the voting pattern in respect of Special Resolution passed for were as under:

Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding Shares	No. of votes in Favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and Promoter Group	223275874	223042179	99.90	223042179	-	100	-
Public Institutional holders	109096048	-	-	-	-	-	-
Public-Other	224420727	580254	0.26	560207	20047	96.54	3.46
<b>Total</b>	<b>556792649</b>	<b>223622433</b>	<b>40.16</b>	<b>223602386</b>	<b>20047</b>	<b>99.99</b>	<b>0.009</b>



There is no immediate proposal for passing any resolution through Postal Ballot.

## **11. Disclosures**

### **(i) Basis of related party transactions**

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provision of Section 188 of the Companies Act, 2013. Related party transactions with the Directors, Senior Management, Personnel and their relatives are reported to the Audit Committee from time to time and have been disclosed under the Related Party Transactions as per Accounting Standard 18 "Related Party Disclosures" issued by the Institute of Chartered Accountants Of India (ICAI) which are set out in the Annual Report and other relevant notes to the financial statements for the year ended 31.03.2015. There were no materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large.

As required under the Clause 49, the Company has formulated a policy dealing with the related party transactions. The Policy is available on the website of the Company [www.jct.co.in](http://www.jct.co.in).

### **(ii) Details of non-compliance, penalties etc. imposed by Stock Exchanges, Securities Exchange Board of India (SEBI) etc. on any matter related to capital markets, during the last three years.**

No stricture/ penalties have been imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority on any matters related to Capital Markets during the last three years.

### **(iii) Vigil Mechanism/Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has formulated a Whistle Blower Policy for vigil mechanism for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and make provisions for direct access to the Chairperson of the Audit Committee in exceptional cases.

The practice of the Whistleblower Policy is overseen by the Audit Committee of the Board and Mr. Jitender Khanna - Vice President (Secretarial & Legal) is the Vigilance Officer. None of the personnel of the Company has been denied access to the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subject to any discriminatory practice. The Policy is available on the website of the Company [www.jct.co.in](http://www.jct.co.in).

### **(iv) Non mandatory requirements**

The Company has fully complied with mandatory requirements as stipulated under clause 49 of Listing Agreement with the Bombay Stock Exchange and has also adopted the following non Mandatory requirements as prescribed in Annexure XIII of the Listing Agreement.

- The Board : The Chairman of the Company is Executive Chairman and hence this provisions is not applicable
- Shareholders' Right: The quarterly, half yearly and annual financial results of the Company are published in newspapers on all India basis and are also posted on the Company's Website. Significant events are also posted on Company's Website.
- Audit Qualification: The Company is in the regime of unqualified financial statements. The observation of the Auditors have been fully explained in Notes No. 5.2, 30.07, 30.08 and 30.10 to the Financial Statements.
- Reporting of Internal Auditors: The Internal Auditors are directly reporting to the Audit Committee.

### **(v) Disclosure of Accounting Treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the ICAI. The significant accounting policies which are consistently applied have been set out in the Notes to the financial statements.

**(vi) Risk Management**

Board has apprised of the assessment done of the risk factors and the management policy for the control and minimization of the same during the year. There is elaborate system for the assessment and control on continuous basis.

**(vii) Proceeds from Public Issues, Right Issues and Preferential Issues etc.**

No money has been raised through public / right issue / Preferential Issue during the financial year ended 31.03.2015.

**(viii) Management Discussion and Analysis Report**

Management Discussion and Analysis Report forms part of the Annual Report and are in accordance with the requirements laid in the Listing Agreement.

**12. Means of Communications**

- |   |   |
|---|---|
| (a) Quarterly Results   | : Through Publications  |
| (b) Newspaper wherein results normally published                  | : Financial Express / Business Standard (all editions) & Jagbani  |
| (c) Website at which result is published                          | : <a href="http://www.jct.co.in">www.jct.co.in</a> and <a href="http://www.bseindia.com">www.bseindia.com</a> |
| (d) Whether it also displays official news releases               | : Yes, as and when necessary/required   |
| (e) The presentations made to Institutional Investors or analysts | : No  |

**13. General Shareholder Details**

- |   |   |
|---|---|
| 1. Annual General Meeting Time, Day, Date & Venue | : 12.30 P.M, Tuesday, the 29th September, 2015<br>Village Chohal, District Hoshiarpur<br>(Punjab) 146024  |
| 2. Financial Calendar(Provisional)                |   |
| - Unaudited results for QE 30.06.2015             | ] Within 45 days of the close of the respective quarter   |
| - Unaudited results for QE 30.09.2015             |   |
| - Unaudited results for QE 31.12.2015             |   |
| - Audited results YE 31.03.2016                   | : Within 60 days of the close of the year.  |
| 3. Book Closure                                   | : 23 <sup>rd</sup> September, 2015 to 29th September, 2015<br>(both days inclusive).  |
| 4. Dividend Payment Date                          | : No Dividend is proposed   |
| 5. Listing at Stock Exchanges                     | : The Stock Exchange-Mumbai   |
| 6. Stock Code                                     | : 500223  |
| 7. Registered Office                              | : Village Chohal, District Hoshiarpur, Punjab   |
| 8. Company's Website                              | : <a href="http://www.jct.co.in">www.jct.co.in</a>  |
| 9. Registrar & Transfer Agents                    | : RCMC Share Registry Private Ltd, B-25/1,<br>1st Floor, Okhla Industrial Area Phase II,<br>New Delhi 110020<br>Tel: 011-26387320-321-323 Fax: 011-26387322<br>Email:- <a href="mailto:shares@rcmcdelhi.com">shares@rcmcdelhi.com</a> |
| 10. ISIN allotted to Equity Shares                | : INE945A01026  |



**11. Stock Price Data**

(In Rs)

Month/Year	High	Low
Apr-14	2.59	1.68
May-14	2.35	1.70
Jun-14	3.25	2.13
Jul-14	3.40	2.60
Aug-14	2.85	2.40
Sep-14	3.19	2.40
Oct-14	4.18	2.50
Nov-14	5.29	3.75
Dec-14	4.88	3.25
Jan-15	4.19	2.90
Feb-15	4.60	3.10
Mar-15	3.65	2.64

**12. Performance in comparison to broad base indices such as BSE Sensex, Crisil Index.**

The shares of the Company are not considered by stock exchange in their index fluctuations.

**13. Share Transfer System**

The system for transfer of shares in physical form is delegated to Share Transfer Committee which meets once in a fortnight and the average time taken for transfer of shares is approximately 15 days. The Company obtains from a Company Secretary in practice half yearly certificate of compliance as required under Clause 47 (c) of the Listing Agreement of the Stock Exchange.

**14. Distribution of shareholding as on 31.03.2015**

No. of Equity Shares held		No. of shareholders	%age of shareholders	No. of shares held	%age of Shareholding
From	To				
1	5000	83619	89.78	33404965	6.00
5001	10000	3779	4.06	11347903	2.04
10001	20000	2878	3.09	16058490	2.88
20001	30000	1177	1.26	11762599	2.11
30001	40000	420	0.45	6011022	1.08
40001	50000	264	0.28	4992816	0.90
50001	100000	507	0.54	14470355	2.60
100001 & Above		496	0.53	458744499	82.39
<b>Total</b>		<b>93140</b>	<b>100</b>	<b>556792649</b>	<b>100</b>

**15. Shareholding Pattern as on 31.03.2015**

Category	No. of shares	% Shareholding
Promoters/Promoters Group	223275874	40.10
Non Promoters (Bank/Mutual Funds/ State Govt/FIs/FILs)	108396048	19.47
Others (Individual/Bodies Corporate/NRIs)	225120727	40.43
<b>TOTAL</b>	<b>556792649</b>	<b>100</b>

**16. Dematerialization of shares and liquidity**

**As on 31.03.2015, 98.45 % of equity shares have been dematerialized.**

- National Securities Depositories Limited (NSDL) : 89.82%
- Central Depositories Services Limited (CDSL) : 8.63%





**17. Outstanding Convertible Instruments**

<b>Name of the Instrument</b>	<b>Date of Conversion &amp; Maximum Amount likely to be converted into Equity Shares</b>
10,00,000 - Optionally Partially Convertible Preference Shares (OPCPS) of Rs.100/- each aggregating to Rs.1000 lakhs	- 20% of the value of OPCPS any time before the redemption due on 31.12.2016.
14,00,000 - Optionally Convertible Preference Shares (OCPS) of Rs.100/- each aggregating to Rs.1400 lakhs	- 100% convertible on or before the redemption due on 26.12.2015-
Foreign Currency Convertible Bonds (FCCBs) issued on 8.4.2006 and due on 8.4.2011	The winding up petition filed by The Bank of New York, trustees of the FCCBs in the Hon'ble High Court of Punjab & Haryana on 29th September, 2012, due to nonpayment of US\$ 15.00 million equivalent to Rs. 9457.34 Lac, was not admitted and disposed off by the said Hon'ble High Court on 27th January,2015 with the directions given to the Company to make all out efforts to generate funds either out of cash profits or by sale of non-core assets and pay 25% of due amount within six months and balance thereafter unless rescheduled. The Company is restrained from creating any further charge on its assets. The appeal has been filed against the Order with the Sr. Bench of High Court by the Trustee and the Company on various grounds which is pending disposal. Notwithstanding the aforesaid Appeal, the Company continues to negotiate/ discuss with the bond-holders to settle their dues.

**18. Plant Locations**

: Textile units at Phagwara (Punjab)  
Filament Yarn Unit at Hoshiarpur (Punjab)

**19. Address for correspondence**

: Village Chohal, District Hoshiarpur (Punjab)-146024  
305, Rattan Jyoti Building, 18 Rajendra Place New Delhi-110008



## **CEO/CFO CERTIFICATION**

We, the undersigned hereby certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the financial year ended 31.03.2015 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading; and
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31.03.2015 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee.
  - (i) significant changes in internal control over financial reporting during the year ended 31.03.2015;
  - (ii) significant changes in accounting policies during the year ended 31.03.2015 and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we became aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi  
Date : 19.05.2015

**M.P.S NARANG**  
Chief Financial Officer

**SAMIR THAPAR**  
Chairman & Managing Director

## **DECLARATION**

### **DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 I (D) OF THE LISTING AGREEMENT REGARDING ADHERANCE TO THE CODE OF CONDUCT**

All Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct for the year ended 31.03.2015.

**SAMIR THAPAR**  
Chairman & Managing Director

Place : New Delhi  
Dated : 19.05.2015



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**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF  
CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,

The Members of JCT Limited

We have examined the compliance of conditions of Corporate Governance by JCT Limited, for the financial year ended 31.03.2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with relevant Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For **S.P Chopra & CO.**  
*Chartered Accountants*  
Firm Registration No. 000346N

Place : New Delhi  
Date : 19.05. 2015

**SANJIV GUPTA**  
*Partner*  
Membership No.083364



## INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF JCT LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of JCT Limited (the "Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 31st March, 2015, and its profit and its cash flows for the year ended on that date.

### Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- i. Note No. 5.2 to the financial statements which describes the reasons for non-provision of Rs. 2,258.73 lakhs towards yield protection on the unpaid amount of Foreign Currency Convertible Bonds of Rs. 9,457.34 lakhs.
- ii. Note No. 30.7 to the financial statements which describes the reasons for preparing the financial statements on a going concern basis although the accumulated losses have resulted in erosion of substantial net worth of the Company and its current liabilities exceed its current assets at the year-end.
- iii. Note No. 30.8 to the financial statements which describes the uncertainty related to the outcome of the appeal filed with the Courts of Appeals at Malaya by the Company of a claim of Rs. 788.25 lakhs by ex-employees of CNLT, Malaysia on account of advances and compensation paid to the Company by CNLT, Malaysia.



- iv. Note No. 30.10; to the financial statements regarding non-confirmation / reconciliation of certain balances in trade receivables, advances and trade payables of the Company.

Our opinion is not modified in respect of these matters.

#### **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, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to information and explanations given to us, we give in the Annexure a statement on the matters specified in 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. The going concern matter described in sub-paragraph (ii) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 5.2, 30.1 and 30.8 to the financial statements;
  - ii. The Company has not entered into any long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.P Chopra & CO.**  
*Chartered Accountants*  
Firm Registration No.000346N  
**SANJIV GUPTA**  
*Partner*  
M. No. 83364

Place: New Delhi

Date : 19.05.2015

## **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our Report of even date)

- (i) In respect of its fixed assets;
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
  - b. As explained to us, the fixed assets have been physically verified by the management during the period in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (ii) In respect of its inventories;
  - a. As explained to us, inventories except those lying with third parties have been physically verified by the management in accordance with the perpetual inventory programme, at regular intervals during the period. In our opinion, the frequency of verification is reasonable.
  - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to size of the Company and nature of its business.
  - c. The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed in physical verification of inventory as compared to the book records.
- (iii) The Company has not granted any loans, secured or



unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods. During the course of our audit, we have neither come across, nor we have been informed of any continuing failure to correct major weaknesses in internal control system.

(v) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 and other relevant provisions of the Companies Act, 2013 and the Rules framed there under, with regard to the deposits accepted from the public *except some delays in clearance of cheques by the depositors in respect of its deposits accepted before the commencement of Companies Act, 2013*. As informed to us, no order 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 on the Company in respect of the aforesaid deposits.

(vi) We have broadly reviewed the books of account maintained by the Company in respect of the Textile and Filament Units of the Company where Order has been made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues as applicable with the appropriate authorities *though there has been a delay in few cases*. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.

b. The disputed statutory dues aggregating to Rs. 6,332.99 lakhs, that have not been deposited on account of matters pending in appeal before appropriate authorities are as under:

Sl. No.	Name of the statute	Nature of the dues	Forum where dispute is pending	Amount (₹ in lakhs)
1.	Central Excise Act	Excise Duty	Upto Commissioner's Level	349.04
			CESTAT	1,230.58
			Tribunal	3,233.25
2.	Central Sales Tax and Sales Tax Act of various states	Sales Tax	Tribunal	1,334.07
3.	Customs Duty Act, 1962	Customs Duty	Commissioner of Customs	186.05
			<b>TOTAL:</b>	<b>6,332.99</b>

c. The amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and Rules made thereunder has been transferred to such fund within prescribed time.

(viii) *In our opinion, the accumulated losses of the Company as at 31st March, 2015 are more than fifty percent of its net worth.* The Company has not incurred cash losses during the current financial year and in the immediately preceding financial period.

(ix) Based on our audit procedures and according to the information and explanations given to us, *the Company has defaulted in repayment of US\$ 15.00 million equivalent to Rs. 9,457.34 lakhs to Foreign Currency Convertible Bond (FCCBs) holders since 08.04.2011.*

(x) The Company has given a guarantee for a loan taken by another body corporate from a financial institution during the earlier year. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima-facie prejudicial to the interest of the Company.

(xi) In our opinion and according to the information and explanations given to us, the Company has not availed any term loan during the year.

(xii) In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For **S.P Chopra & CO.**  
Chartered Accountants  
Firm Registration No.000346N

**SANJIV GUPTA**

Partner

M. No. 83364

Place : New Delhi  
Date : 19.05.2015


**BALANCE SHEET**  
**AS AT 31<sup>st</sup> MARCH, 2015**

(Rs. in Lakhs)

Particulars	Note No.	As at 31.03.2015		As at 31.03.2014	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
Share Capital	3	<b>16,319.82</b>		16,319.82	
Reserves and Surplus	4	<b>(5,300.53)</b>	<b>11,019.29</b>	<b>(6,114.01)</b>	10,205.81
<b>Non-current liabilities</b>					
Long-term Borrowings	5	<b>12,084.94</b>		17,265.07	
Other Long-term Liabilities	6	<b>2,332.72</b>		2,403.73	
Long-term Provisions	7	<b>4,607.56</b>	<b>19,025.22</b>	<b>3,836.05</b>	23,504.85
<b>Current liabilities</b>					
Short-term Borrowings	8	<b>7,466.91</b>		5,176.76	
Trade Payables	9	<b>12,577.20</b>		12,636.95	
Other Current Liabilities	10	<b>20,738.99</b>		18,086.96	
Short- term Provisions	11	<b>445.35</b>	<b>41,228.45</b>	<b>655.80</b>	<b>36,556.47</b>
<b>Total</b>			<b>71,272.96</b>		<b>70,267.13</b>
<b>ASSETS</b>					
<b>Non-current assets</b>					
Fixed Assets	12				
Tangible Assets		<b>38,698.81</b>		39,705.05	
Intangible Assets		<b>38.95</b>		55.44	
Capital Work-in-Progress		<b>208.91</b>		<b>446.34</b>	
		<b>38,946.67</b>		40,206.83	
Non-Current Investments	13	<b>3,667.92</b>		3,668.98	
Long-term Loans and Advances	14	<b>539.82</b>	<b>43,154.41</b>	<b>689.92</b>	44,565.73
<b>Current assets</b>					
Inventories	15	<b>14,783.00</b>		13,606.26	
Trade Receivables	16	<b>8,070.88</b>		6,723.18	
Cash and Bank Balances	17	<b>1,404.96</b>		655.07	
Short-term Loans and Advances	18	<b>2,572.09</b>		3,065.01	
Other Current Assets	19	<b>1,287.62</b>	<b>28,118.55</b>	<b>1,651.88</b>	<b>25,701.40</b>
<b>Total</b>			<b>71,272.96</b>		<b>70,267.13</b>
Significant accounting policies	2				
Accompanying notes form an integral part of the financial statements					
29 - 31					

**V K Singhal**  
*Controller of Finance & Accounts*
**M P S Narang**  
*Chief Financial Officer*
**Nidhi Goel**  
*Company Secretary*  
*(Membership No. 26016)*
**Samir Thapar**  
*Chairman & Managing Director*  
*(DIN : 00062287)*

As per our Report of even date attached  
**S. P. CHOPRA & CO.**  
Chartered Accountants  
Firm Registration No.000346N

**Directors**

**G B Kathuria** (DIN : 00062088)  
**C M Bhanot** (DIN : 02298644)  
**A K Doshi** (DIN : 06462056)  
**S K Singhala** (DIN : 06889743)  
**Priya Thapar** (DIN : 06742680)

**SANJIV GUPTA**
Partner  
Membership No. 83364

Place : New Delhi  
Dated : 19.05.2015




**STATEMENT OF PROFIT & LOSS**  
**FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015**

(Rs. in Lakhs)

Particulars	Note No.	Current Year	Previous Period (Six months)
<b>I. Revenue from operations (Gross)</b>	20	<b>102,214.18</b>	49,223.88
Less: Excise Duty		<b>(4,050.60)</b>	(1,998.04)
<b>II. Other Income</b>	21	<b>776.76</b>	482.28
<b>III. Total Revenue (I + II)</b>		<b>98,940.34</b>	47,708.12
<b>IV. EXPENSES:</b>			
Cost of materials consumed	22	<b>55,481.53</b>	27,684.09
Other manufacturing expenses	23	<b>18,004.56</b>	8,578.42
Changes in inventories of finished goods and stock-in-process	24	<b>(786.61)</b>	(1,302.07)
Employee benefits expense	25	<b>12,142.20</b>	5,520.62
Finance costs	26	<b>3,365.85</b>	1,706.21
Depreciation and amortisation expense	27	<b>2,757.89</b>	1,656.49
Other expenses	28	<b>6,995.48</b>	3,562.31
Total Expenses		<b>97,960.90</b>	47,406.07
<b>V. Profit for the year/period from continuing operations before tax (III-IV)</b>		<b>979.44</b>	302.05
<b>VI. Tax expense</b>			
Income Tax - adjustments relating to previous years		<b>0.09</b>	82.79
<b>VII. Profit for the year/period from continuing operations (V+VI)</b>		<b>979.53</b>	384.84
<b>VIII. (Loss) for the year/period from discontinuing operations</b>	30.9.2	<b>(101.61)</b>	(51.08)
<b>IX. Profit for the year/period after tax transferred to Reserves and Surplus (VII+VIII)</b>		<b>877.92</b>	333.76
<b>X. Earning per share - in Rs.</b>	30.16		
- Basic		<b>0.16</b>	0.07
- Diluted		<b>0.14</b>	0.06
Significant accounting policies	2		
Accompanying notes form an integral part of the financial statements	29 - 31		

**V K Singhal**  
*Controller of Finance & Accounts*
**M P S Narang**  
*Chief Financial Officer*
**Nidhi Goel**  
*Company Secretary*  
*(Membership No. 26016)*
**Samir Thapar**  
*Chairman & Managing Director*  
*(DIN : 00062287)*

As per our Report of even date attached  
**S. P. CHOPRA & CO.**  
Chartered Accountants  
Firm Registration No.000346N

*Directors*

**G B Kathuria** (DIN : 00062088)  
**C M Bhanot** (DIN : 02298644)  
**A K Doshi** (DIN : 06462056)  
**S K Singhala** (DIN : 06889743)  
**Priya Thapar** (DIN : 06742680)

**SANJIV GUPTA**
Partner  
Membership No. 83364

Place : New Delhi  
Dated : 19.05.2015





# CASH FLOW STATEMENT

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

(Rs. in Lakhs)

	Year ended 31.03.2015	Period ended 31.03.2014 (Six Months)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax as per Statement of Profit and Loss	979.44	302.05
Adjustments for:		
Depreciation and Amortisation expense	2,758.56	1,656.49
Provision for other than temporary diminution in value of investments	1.06	6.38
Fixed Assets written off	7.31	3.80
Provision for advances etc.	397.79	58.30
Bad debts written off (Net)	0.42	0.17
Liabilities/provisions no longer required, written back	(282.83)	(100.10)
Finance costs	3,365.85	1,706.21
Interest Income	(226.20)	(242.90)
Dividend from current Investments	(0.04)	(0.03)
Loss on sale of current investments	-	2.95
Profit on sale of fixed assets (net)	(2.53)	(0.25)
	6,019.39	3,091.02
<b>Operating cash profit before working capital changes</b>	6,998.83	3,393.07
Adjustments for working capital changes:		
(Increase) in Inventories	(1,176.74)	(1,804.84)
(Increase) in Trade and Other receivables	(827.29)	(1,476.76)
Increase/(Decrease) in Trade payables, Other liabilities and provisions	320.83	(7,873.58)
	(1,683.20)	(11,155.18)
Cash Inflow/(Outflow) from Operations	5,315.63	(7,762.11)
Income tax paid/(refund)	(68.78)	(159.63)
<b>Cash Inflow/(Outflow) from Operating Activities from Continuing Operations</b>	5,384.41	(7,602.48)
"(Loss) from discontinuing operations"(Refer Note 30.9.3)"	(101.61)	(50.90)
<b>Net Cash Inflow/(Outflow) from Operating Activities</b>	5,282.80	(7,653.38)
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets including capital work in progress	(1,523.34)	(802.24)
Sale/disposal of fixed assets	20.17	544.41
Sale/ proceeds from investments (net of provision for diminution)	-	148.87
Interest Income	164.87	237.61
Dividend on current investments	0.04	0.03
Net Cash Inflow/(Outflow) in Investing Activities	(1,338.26)	128.68
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Equity Shares	-	2,898.86
Capital gain on settlement of FCCBs liability	-	5,082.50
Premium on settlement of FCCBs	-	1,641.52
Exchange fluctuations in premium on unpaid FCCBs	(64.44)	68.95
Proceeds/(Repayment) from/of Secured long term borrowings	(2,235.47)	(1,054.69)
Proceeds from Unsecured long term borrowings	144.48	(242.77)
(Repayment)/Proceeds of/from Secured short term borrowings	2,697.00	76.59
(Repayment)/Proceeds of/from Unsecured short term borrowings	(406.85)	(8.40)
Finance costs	(3,410.66)	(1,617.70)
Net Cash Inflow/(Outflow) in Financing Activities	(3,275.94)	6,844.86
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	668.60	(679.84)
Add: Cash and Cash Equivalents at the beginning of the year/period	200.98	880.82
<b>CASH AND CASH EQUIVALENTS AT THE CLOSING OF THE YEAR/PERIOD (Refer Note 17 (i))</b>	869.58	200.98

Accompanying notes form an integral part of the financial statements.

<b>V K Singhal</b> Controller of Finance & Accounts	<b>M P S Narang</b> Chief Financial Officer	<b>Nidhi Goel</b> Company Secretary (Membership No. 26016)	<b>Samir Thapar</b> Chairman & Managing Director (DIN : 00062287)
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As per our Report of even date attached

**S. P. CHOPRA & CO.**  
Chartered Accountants  
Firm Registration No.000346N

**Directors**

<b>G B Kathuria</b>	(DIN : 00062088)
<b>C M Bhanot</b>	(DIN : 02298644)
<b>A K Doshi</b>	(DIN : 06462056)
<b>S K Singhala</b>	(DIN : 06889743)
<b>Priya Thapar</b>	(DIN : 06742680)

**SANJIV GUPTA**

Partner  
Membership No. 83364

Place : New Delhi  
Dated : 19.05.2015



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

### 1. GENERAL INFORMATION

JCT Limited (the Company) is primarily a manufacturer of cloth and nylon filament yarn. The Company's manufacturing facilities are located at Phagwara and Hoshiarpur.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1. Basis of preparation of financial statements

The accompanying financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with accounting principles generally accepted in India, the provisions of the Companies Act, 2013 (to the extent notified) and the mandatory accounting standards as per section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable and in the manner so required.

#### 2.2. Use of Estimates

The preparation of financial statements in conformity with GAAP in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known/ materialised.

#### 2.3. Fixed Assets

- (a) Fixed assets, except those revalued, are accounted for on historical cost basis (inclusive of the cost of installation and exchange fluctuations on foreign currency loans obtained for acquisition of fixed assets) less accumulated depreciation and impairment loss, if any.
- (b) Expenditure during construction period attributable to the fixed assets incurred upto the date of commercial production are capitalized.
- (c) Expenditure on renovation/ modernisation relating to existing fixed assets is added to the cost of such assets where it increases its performance/life significantly.
- (d) Leasehold improvements are amortised over the primary period of lease.

#### 2.4. Intangible asset

Intangible asset consists of computer software and is stated at cost of acquisition/ implementation less accumulated depreciation. It is amortized over a period of 5 years or license period on straight line basis , whichever is lower.

#### 2.5. Investments

Investments primarily meant to be held over long term period are valued at cost. Provision is made when in the management's opinion there is a decline, other than temporary, in the carrying value of such investments. Current investments are stated at the lower of cost or quoted price.

#### 2.6. Inventory Valuation

- (a) Inventories are valued at the lower of cost and net realisable value.
- (b) In respect of raw materials and stores & spares, cost is computed on weighted average basis. Finished goods and stock in process include cost of inputs, conversion and other costs incurred in bringing the inventories to their present location and condition.
- (c) Obsolete, defective and unserviceable stocks are provided for, wherever required.

#### 2.7. Cash and cash equivalents

Cash and cash equivalents include cash in hand, cheques, draft on hand/remittance in transit, bank balances and deposits with original maturities of three months or less and that are readily convertible to known amount of cash and cash equivalent and which are subject to an insignificant risk of changes in value.

#### 2.8. Depreciation

- (a) Depreciation on Plant & Machinery, Buildings and Data Processing Equipments is provided on straight line method and in case of other assets on written down value method, over the estimated useful life of the assets, in the manner prescribed in Schedule II of the Companies Act, 2013.



- (b) Pursuant to the notification of Schedule II of the Companies Act, 2013, effective 1st April, 2014, based on the technical advice / evaluation and internal assessment of usage pattern, the useful lives of the assets have been re-estimated. Accordingly the carrying amount as at 1st April, 2014 is being depreciated over the remaining useful life of the assets. The useful lives in the following cases are different from those prescribed in Schedule II of the Companies Act, 2013.

Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed/ estimated by the Company (No. of Years)
Buildings :		
- Factory	30	28
- Other than Factory (RCC Frame Structure)	60	58
Plant & Machinery :		
- Textile Unit	15	22
- Filament Unit (continuous process)	25	18
Date Processing Equipments :		
- Computer Equipments	3	6
Electric Installation including gadgets	10	20
Tools & Implements		
- Textile Unit	7.5	9
- Filament Unit (continuous process)	15	22
Furniture & Fixtures	10	15
Office Equipments	5	20
Vehicles -Cars	8	10
Vehicles -Bus	8	8

Based on usage pattern, internal assessment and independent technical evaluation carried out by the external valuers/technicians, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful lives of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013.

- (c) Significant improvements / subsequent expenditure related to an item of fixed assets is added to its carrying amount when it is probable that such improvement will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance or increase in useful life of asset and such expenditure can be measured and attributed to the asset reliably. Subsequent expenditures are amortized over the remaining useful life of the asset.
- (d) Depreciation on additions to assets or on sale/discardment of assets, is calculated pro rata from the month of such addition or upto the month prior to date of sale/discardment, as the case may.
- (e) Depreciation on buildings of Textile Unit revalued in earlier years is calculated on the respective revalued figures spread equally over the residual life of the concerned buildings as assessed by the valuer. The difference in depreciation on revalued amount so determined and the depreciation on the original cost of such assets is transferred from Revaluation Reserve to the general reserve.

## 2.9. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impaired loss of prior accounting period is increased/ reversed where there has been change in the estimate of recoverable amount. The recoverable value is the higher of the assets' net selling price and value in use.

**2.10. Foreign Currency Transactions**

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities in foreign currency existing at balance sheet date are translated at the exchange rate prevailing on that date. Exchange differences in case of borrowed funds and liabilities in foreign currency for the acquisition of fixed assets from a country outside India are adjusted to the cost of fixed asset. All other exchange differences are recognised in Statement of Profit and Loss. Premium or discount on forward exchange contract is amortised as expense or income over the life of the contract. Exchange difference on such contract is recognized in the Statement of Profit and Loss in the reporting period in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of forward contract is recognised as income and expenditure during the period.

**2.11. Revenue Recognition**

- a) Sales Revenue from sale of products is recognised on transfer of the significant risks and rewards of ownership of the goods to the buyer and it is reasonable to expect ultimate collection. Sales revenue are inclusive of excise duty/sales tax/VAT and net of trade discounts. Export sales are recognised on the date the Company ships the exported goods as evidenced by their Bill of Lading/Air-way Bill.
- b) Export benefit entitlements under the duty entitlement pass book (DEPB) scheme are recognised in the Statement of Profit and Loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made. Obligation/entitlements on account of advance license scheme for imports of raw materials are accounted for at the time of purchase of raw materials.
- c) Certified Emission Reduction (CER) is recognised as income on the generation of CER and as certified by the relevant authority.
- d) Other items of revenue are recognised in accordance with the Accounting Standard (AS-9). Accordingly, wherever there are uncertainties in the ascertainment/realisation of income it is not accounted for as revenue.
- e) Profit/loss on sale of revalued fixed assets are stated with reference to the written down value determined on the basis of their historical cost.

**2.12. Government Grants**

Government grants are recognized when there is a reasonable assurance of compliance with the conditions attached to such grants and where benefits in respect thereof have been earned and it is reasonably certain that the ultimate collection will be made. Government subsidy received for a specific asset is reduced from the cost of the said asset.

**2.13. Employee Benefits**

- (i) Gratuity to employees is provided for on the basis of actuarial valuation on projected unit credit method at balance sheet date and is managed by a Trust. The deficit if any between the actuarial liability and plan assets is recognised/provided at the year end.
- (ii) Earned Leave which is encashable is considered as long term benefit and is provided on the basis of actuarial valuation on projected unit credit method at balance sheet date.
- (iii) Liability towards Provident Fund is funded through a separate Trust and contributions thereon are made to the Trust
- (iv) The Company has an approved Superannuation Scheme for its Officers not covered under the Payment of Bonus Act, 1965. Contributions are made in accordance with the Scheme and the Trust Rules.



### 3. SHARE CAPITAL

(Rs.in lakhs)

	Note No.	As at 31.03.2015	As at 31.03.2014
<b>Authorised:</b>			
70,00,00,000 (60,00,00,000) Equity Shares of Rs. 2.50 each		<b>17,500.00</b>	15,000.00
25,00,00,000 (50,00,00,000) Redeemable Preference Shares of Rs. 100 each		<b>2,500.00</b>	5,000.00
		<b>20,000.00</b>	20,000.00
<b>Issued, Subscribed and Fully paid up:</b>			
55,67,92,649 Equity Shares of Rs. 2.50 each	3.1, 3.2 & 3.3	<b>13,919.82</b>	13,919.82
10,00,00,000 Optionally Partially Convertible Preference Shares (OPCPS) of Rs. 100 each	3.4	<b>1,000.00</b>	1,000.00
14,00,00,000 Optionally Convertible Preference Shares (OCPS) of Rs. 100 each	3.5	<b>1,400.00</b>	1,400.00
<b>TOTAL</b>		<b>16,319.82</b>	16,319.82

- 3.1 In an earlier period, the Company allotted 11,59,54,059 Equity Shares of Rs. 2.50 per share at par aggregating to Rs. 2,898.86 lakhs to Foreign Currency Convertible Bond (FCCBs) holders in settlement of their dues for FCCBs of US\$ 12.93 million on preferential basis. Out of such shares, 4,41,95,092 Equity Shares have a lock in period upto 23.03.2016.
- 3.2 In an earlier period, the Company allotted 4,08,80,000 equity shares of Rs. 2.50 per share at par aggregating to Rs. 1,022 lakhs to secured lending bankers on preferential basis in terms of the Corporate Debt Restructuring (CDR) Scheme approved on 21.09.2012.
- 3.3 The rights, powers and preferences relating to equity share and the qualifications, limitations and restrictions thereof are contained in the Memorandum and Articles of Association of the Company. The Company has only one class of equity shares having a par value of Rs. 2.50 per share. The principle rights are as follows:
- Each holder of equity share is entitled to one vote per share.
  - The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.
  - In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.
- 3.4 10,00,00,000 Optionally Partially Convertible Preference Shares (OPCPS) of Rs 100 per share aggregating to Rs. 1,000.00 lakhs are redeemable on 31.12.2016 (date extended from 31.12.2011). 20% of the face value of OPCPS is optionally convertible into Equity Shares during the currency of OPCPS. They are neither entitled to dividend nor carry any voting right.
- 3.5 14,00,00,000 Optionally Convertible Preference Shares (OCPS) of Rs. 100 each aggregating to Rs. 1,400.00 lakhs are redeemable on 26.12.2015 (date extended from 26.12.2010) with the option to convert before that the whole amount into equity shares at rate determined and as permissible under the SEBI guidelines. They are neither entitled to dividend nor carry any voting right.

### 3.6 Reconciliation of Shares Outstanding

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. of shares	Rs. in Lakhs	No. of shares	Rs. in Lakhs
<b>Equity Shares</b>				
At the beginning of the year/period	556,792,649	13,919.82	440,838,590	11,020.96
Issued, Subscribed and Fully paid up (Refer note no. 3.1)	–	–	115,954,059	2,898.86
At the end of the year/period	<b>556,792,649</b>	<b>13,919.82</b>	556,792,649	13,919.82
<b>OPCPS</b>				
At the beginning of the year/period	1,000,000	1,000.00	1,000,000	1,000.00
At the end of the year/period	<b>1,000,000</b>	<b>1,000.00</b>	1,000,000	1,000.00
<b>OCPS</b>				
At the beginning of the year/period	1,400,000	1,400.00	1,400,000	1,400.00
At the end of the year/period	<b>1,400,000</b>	<b>1,400.00</b>	1,400,000	1,400.00



**3.7 Details of Shareholders holding more than 5% shares:**

Name of the Shareholder	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	% held	No. of Shares	% held
<b>Equity Shares</b>				
Provestment Securities Private Limited	132,094,334	23.72	132,094,334	23.72
KCT Textiles Limited	90,545,111	16.26	90,545,111	16.26
ELM Park Fund Limited, Mauritius	53,819,225	9.67	53,819,225	9.67
Musk Holdings Limited, Mauritius	44,195,092	7.94	44,195,092	7.94
<b>OPCPS</b>				
Provestment Securities Private Limited	1,000,000	100.00	1,000,000	100.00
<b>OCPS</b>				
Alport Limited	1,400,000	100.00	1,400,000	100.00

**4. RESERVES & SURPLUS**

(Rs.in lakhs)

	Note No.	As at 31.03.2015		As at 31.03.2014	
<b>Capital Redemption Reserve</b>					
As per last account		165.44		165.44	
<b>Share Premium Account</b>					
As per last account		7,268.72		5,558.25	
Add: Premium on settlement of Foreign Currency Convertible Bonds (FCCBs) written back		—		1,641.52	
Add: Transferred from Capital Reserve	4.1	220.98		—	
Add/(Less): Exchange fluctuation on premium on unpaid FCCBs	4.2	<u>(64.44)</u>	7,425.26	<u>68.95</u>	7,268.72
<b>Debenture Redemption Reserve</b>					
As per last account		2,045.76		2,045.76	
<b>Capital Reserve</b>					
As per last account		5,082.50		—	
Add: Capital gain on settlement of FCCBs liability		—		5,082.50	
Less: Transferred to Share Premium account	4.1	<u>(220.98)</u>	4,861.52	<u>—</u>	5,082.50
<b>Revaluation Reserve</b>					
As per last account		4,785.50		4,792.15	
Less: Transferred to Surplus		(13.30)		—	
Less: Transferred to depreciation	28	<u>—</u>	4,772.20	<u>(6.65)</u>	4,785.50
<b>Surplus</b>					
<b>Debit balance in Statement of Profit and Loss</b>					
As per last account		(25,461.93)		(25,795.69)	
Add: Transferred from Revaluation Reserve		13.30		—	
Add: Profit for the year /period		<u>877.92</u>	(24,570.71)	<u>333.76</u>	(25,461.93)
<b>TOTAL</b>			<b>(5,300.53)</b>		<b>(6,114.01)</b>

4.1 As part of the settlement of FCCBs of US\$ 12.93 million during the year ended 31.03.2014, the Company had allotted 441,95,092 Equity Shares of Rs 2.50 each at par and sought approval of the Bombay Stock Exchange (BSE) to list such shares. During the year the Company revised the issue price to Rs 3.00 per shares as against Rs 2.50 per share based on the SEBI Guidelines and BSE approval. Capital Reserve has been restated at Rs. 4,861.52 lakhs (Previous period: Rs. 5,082.50 lakhs), and the resultant premium of Rs. 220.98 lakhs has been adjusted in the share premium account.

4.2 Loss on exchange fluctuation of Rs 64.44 lakhs (Previous period: gain of Rs 68.95 lakhs) on US\$ 2.51 million payable towards redemption premium on matured 2.5% FCCBs of US\$ 12.49 million has been adjusted against share premium account as the said premium had already been provided for and adjusted against share premium account in earlier years / periods.



**5. LONG TERM BORROWINGS**

(Rs.in lakhs)

	Note No.	As at 31.03.2015		As at 31.03.2014	
		Current	Non-current	Current	Non-current
<b>(a) Secured</b>					
Term Loans from:					
- Banks	5.1.1	5,295.45	11,373.97	2,603.99	16,315.61
- Others	5.1.2	2.86	12.31	0.46	—
		<b>5,298.31</b>	<b>11,386.28</b>	<b>2,604.45</b>	<b>16,315.61</b>
<b>(b) Unsecured</b>					
Fixed Deposits from Public	5.3(b)	399.23	120.66	389.38	371.46
Foreign Currency Convertible Bonds (FCCBs) (including premium payable on redemption of Rs. 1,581.15 lakhs, Previous period: Rs. 1,516.71 lakhs)	5.2	9,457.34	—	9,071.91	—
Interest free loan from a related Company		—	578.00	—	578.00
		<b>9,856.57</b>	<b>698.66</b>	<b>9,461.29</b>	<b>949.46</b>
<b>Total (a + b)</b>		<b>15,154.88</b>	<b>12,084.94</b>	<b>12,065.74</b>	<b>17,265.07</b>
Less: Amount disclosed under "Other Current Liabilities"	10	(15,154.88)	—	(12,065.74)	—
<b>NET AMOUNT</b>		<b>—</b>	<b>12,084.94</b>	<b>—</b>	<b>17,265.07</b>

**5.1 Nature of Security:**

**5.1.1 Term Loans from Banks :**

- |   |   |
|---|---|
| <p>a. Rs. 13,443.93 lakhs (Previous period: Rs. 14,522.08 lakhs) and interest accrued &amp; due of Rs. 136.92 lakhs (Previous period: Rs. 175.26 lakhs)</p>                         | <p>Secured by hypothecation of all the moveable properties including plant &amp; machinery and accessories etc. (both present &amp; future) and also equitable mortgage, by deposit of title deeds, of the immoveable properties (both present &amp; future) including land, factory buildings, structures, erections, constructions and/or further constructions to be made thereon pertaining to Textile and Filament Units. Further, these loans are additionally secured by the personal guarantees of Chairman and Managing Director and Sh. M.M.Thapar.</p> <p>Term loans from Allahabad Bank are additionally secured by first charge by way of an equitable mortgage over the land admeasuring around 9 acres and structures thereon at Phagwara.</p> |
| <p>b. Rs. 819.50 lakhs (Previous period: Rs. 934.76 lakhs) and interest accrued &amp; due of Rs. 8.35 lakhs (Previous period : Rs. 9.55 lakhs)</p>                                  | <p>Secured by hypothecation of specific plant &amp; machinery and the personal guarantees of Chairman and Managing Director and Sh. M.M.Thapar.</p>   |
| <p>c. Working capital term loans- Rs. 2,375.26 lakhs (Previous period: Rs. 3,436.31 lakhs) and interest accrued &amp; due of Rs. 24.67 lakhs (Previous period: Rs. 40.47 lakhs)</p> | <p>Secured by first charge ranking pari-passu inter-se amongst member banks on the stocks of raw materials, stock in process, semi-finished and finished goods, stores &amp; spares, bills receivable and books debts and other moveables current assets both present and future pertaining to Company's Textile and Filament Units. These are also secured by second charge over the fixed assets pertaining to abovesaid Units and by personal guarantees of Chairman and Managing Director and Shri M M Thapar. Working capital term loans from Allahabad Bank are additionally secured by first charge by way of an equitable mortgage over the land admeasuring around 9 acres and structures thereon at Phagwara.</p>                                   |
| <p>d. Rs. 30.73 lakhs (Previous period Rs. 26.45 lakhs)</p>   | <p>Secured against hypothecation of specific vehicles.</p>  |

**5.1.2 Term Loans from Others :**

- |  |  |
|--|--|
| <p>Rs. 15.17 lakhs (Previous period: Rs. 0.46 lakhs)</p> | <p>Secured against hypothecation of specific vehicles etc.</p> |
|--|--|

**5.1.3** Securities specified above in respect of term loans, working capital term loans and funded interest on term loans approved in the previous period under the Corporate Debt Restructuring (CDR) Scheme have already been modified in terms of the Master Restructuring Agreement and other agreements executed on 18.01.2013. However, charge has not been filed due to restraintment order of the Hon'ble High Court of Punjab & Haryana at Chandigarh.





**5.2 Default in repayment of FCCBs (included under current maturities as on 31.03.2015 in note no.10)**

(Rs.in lakhs)

	As at 31.03.2015	As at 31.03.2014
FCCBs (including premium payable on redemption)	9,457.34	9,071.91

The Company raised US\$ 30 million through issue of unsecured FCCBs on 08.04.2006 to part finance the capital expenditure. FCCBs of US\$ 17.51 million were settled / converted during the previous years into Equity Shares. The balance outstanding of US\$ 12.49 million alongwith 20.075% redemption premium became due for redemption on 08.04.2011. On due date, the Company could not redeem the above FCCB due to paucity of funds. The Trustees of FCCB holders filed a winding up petition in Punjab & Haryana High Court at Chandigarh on 29.09.2012. The winding up petition was disposed off by the Hon'ble High Court on 27.01.2015, wherein the Hon'ble Court did not admit the petition for winding up of the Company and directed the Company to generate funds by various means including sale of non-core assets to maintain its credit worthiness. Further 25% of the amount due to the balance bondholders be paid within a period of six months and balance thereafter, unless rescheduled and the Company has been restrained to create further charge. The appeal has been filed against the Order with the Sr. Bench of Punjab & Haryana High Court at Chandigarh by the petitioner and the Company on various grounds which is pending disposal. Notwithstanding the aforesaid appeal, the Company continues to negotiate / discuss with the bondholders for the settlement of dues. No provision of Rs. 2,258.73 lakhs towards yield protection on the unpaid amount is considered necessary as the matter is sub-judice and under negotiation / discussions with the bondholders.

**5.3 Maturity profile of the long term borrowings**

(Rs.in lakhs)

(a) <b>Term Loan from Banks</b>				<b>Year of maturity</b>		<b>Total</b>
<b>Name of Bank</b>	<b>Interest Rate%</b>	<b>2016-17</b>	<b>2017-18</b>	<b>2018-19</b>	<b>2019-20 onwards</b>	
Allahabad Bank	BR+3.25	1,121.48	1,126.86	1,150.98	1,716.75	5,116.07
Punjab National Bank	BR+3.25	590.61	607.56	588.65	824.07	2,610.89
State Bank of India	BR+3.25	495.83	565.00	600.00	713.00	2,373.83
State Bank of Patiala	BR+3.25	242.70	280.04	336.05	396.82	1,255.61
ICICI Bank Ltd.-Car loans	Fixed EMI	9.42	4.68	—	—	14.10
Indusind Bank Ltd.	Fixed EMI	2.12	1.35	—	—	3.47
		<b>2,462.16</b>	<b>2,585.49</b>	<b>2,675.68</b>	<b>3,650.64</b>	<b>11,373.97</b>

**Term Loans from Others**

Toyota Financial Services India	Fixed EMI	3.17	3.51	3.89	1.74	12.31
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**(b) Fixed Deposits From Public Under New Scheme**

11.50	0.40	11.02	—	—	11.42
12.00	—	109.24	—	—	109.24
	<b>0.40</b>	<b>120.26</b>	<b>—</b>	<b>—</b>	<b>120.66</b>

**Status of Fixed deposits as at 31st March, 2015**

Since 01.10.2012 the Company did not accept or renew public deposits u/s 58A of the Companies Act, 1956 and has been repaying the existing deposits as and when they became due and claimed though there have been some delays in clearance of cheques. The Company has commenced acceptance of deposits from public w.e.f. 18.03.2015 in accordance with the Companies (Acceptance of Deposit) Rules, 2014 after fulfilling the conditions as laid down under section 73 (2) of the Companies Act, 2013 and being eligible as defined under section (1) of section 76.

**6. OTHER LONG TERM LIABILITIES**

(Rs.in lakhs)

	Note No.	As at 31.03.2015	As at 31.03.2014
Interest accrued but not due on Public fixed deposits		<b>0.35</b>	48.08
Security Deposits	6.1	<b>2,332.37</b>	2,355.65
<b>TOTAL</b>		<b>2,332.72</b>	2,403.73

6.1 Security deposits include Rs. 1,948 lakhs (Previous period: Rs. 1,948 lakhs) against 'Leave & License' of certain properties with licensees' option to buy at an agreed price in which eventuality the security deposit would be adjusted against the sale proceeds.



<b>7. LONG TERM PROVISIONS</b>				(Rs.in lakhs)
	Note No.	As at 31.03.2015	As at 31.03.2014	
Provision for employee benefits towards gratuity and leave encashment		<b>3,961.06</b>	3,189.55	
Provision against termination of agreements for sale of land		<b>646.50</b>	646.50	
<b>TOTAL</b>		<b>4,607.56</b>	3,836.05	
<b>8. SHORT-TERM BORROWINGS</b>				(Rs.in lakhs)
	Note No.	As at 31.03.2015	As at 31.03.2014	
<b>(a) Secured</b>				
– Working Capital Loans from Banks	8.1	<b>7,381.34</b>	4,684.34	
		<b>7,381.34</b>	4,684.34	
<b>(b) Unsecured</b>				
– Book overdraft		<b>85.57</b>	492.42	
		<b>85.57</b>	492.42	
<b>TOTAL (a+b)</b>		<b>7,466.91</b>	5,176.76	
8.1 Secured Working Capital Loans have been taken from consortium of scheduled banks and are secured by first charge ranking pari-passu inter-se amongst member banks on all the stocks of raw materials, stock in process, semi-finished and finished goods, stores & spares, bills receivable and books debts and all other moveables current assets both present and future pertaining to Company's Textile and Filament Units. These are also secured by second charge over the fixed assets pertaining to abovesaid Units and by personal guarantees of Chairman and Managing Director and Shri M M Thapar. Working capital loans from Allahabad Bank are additionally secured by first charge by way of an equitable mortgage over the land admeasuring around 9 acres and structures thereon at Phagwara. (Refer note 5.1.3 - for creation of charge)				
<b>9. TRADE PAYABLES</b>				(Rs.in lakhs)
	Note No.	As at 31.03.2015	As at 31.03.2014	
Acceptances under letter of credit		<b>4,903.62</b>	4,395.70	
Others		<b>7,673.58</b>	8,241.25	
<b>TOTAL</b>		<b>12,577.20</b>	12,636.95	
9.1 There is no amount outstanding to suppliers under Micro, Small and Medium Enterprises Development Act, 2006 based on available information with the Company.				
<b>10. OTHER CURRENT LIABILITIES</b>				(Rs.in lakhs)
	Note No.	As at 31.03.2015	As at 31.03.2014	
Current maturities of Long-term borrowings	5.2	<b>15,154.88</b>	12,065.74	
Interest accrued but not due on Public fixed deposits		<b>82.56</b>	71.40	
Interest accrued but not due on other borrowings		<b>0.11</b>	0.74	
Interest accrued and due on secured borrowings	5.1.1	<b>169.94</b>	225.28	
Remuneration payable to wholetime directors		<b>2.11</b>	11.15	
Unclaimed fixed deposits and Interest thereon	10.1	<b>15.69</b>	83.87	
Unclaimed Preference shares		<b>3.83</b>	3.83	
Security and other deposits		<b>1.47</b>	4.96	
Statutory liabilities		<b>478.43</b>	561.31	
Advance from customers		<b>1,109.77</b>	1,101.49	
Accrued expenses		<b>2,814.44</b>	2,993.20	
Other payables	10.2	<b>905.76</b>	963.99	
<b>TOTAL</b>		<b>20,738.99</b>	18,086.96	
10.1 There is no amount due and outstanding to be credited to Investors Education & Protection Fund.				
10.2 Includes for machinery and civil works Rs. 3.55 lakhs (Previous period : Rs. 42.57 lakhs)				
<b>11. SHORT TERM PROVISIONS</b>				(Rs.in lakhs)
	Note No.	As at 31.03.2015	As at 31.03.2014	
Provision for employee benefits towards gratuity, leave encashment and superannuation		<b>445.35</b>	655.80	
<b>TOTAL</b>		<b>445.35</b>	655.80	



## 12 FIXED ASSETS

(Rs.in lakhs)

	Gross Block				Depreciation & Amortisation				Net Block	
	As at 01.04.2014	Additions during the year	Sales/ disposal/ adjustment during the year	As at 31.03.2015	As at 01.04.2014	For the year	On sales/ disposal/ adjustment during the year	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>(i) Tangible Assets</b>										
Land freehold (Refer Note 12.1(a) & (b))	15,052.68	–	–	15,052.68	–	–	–	–	15,052.68	15,052.68
Buildings (Refer Note 12.1 (c) & 12.2(b))	11,228.69	37.37	–	11,266.06	4,224.85	303.06	–	4,527.91	6,738.15	7,003.84
Plant & Machinery (Refer Note 12.2(a) & (b))	74,171.74	1,588.42	142.31	75,617.85	57,050.05	2,328.35	128.09	59,250.31	16,367.54	17,121.69
Data processing equipment	510.13	34.34	8.18	536.29	408.29	26.07	6.01	428.35	107.94	101.84
Electric installation including gadgets	617.75	17.23	23.08	611.90	461.47	14.00	17.87	457.60	154.30	156.28
Tools & implements	51.79	–	2.95	48.84	46.48	1.02	2.65	44.85	3.99	5.31
Furniture & fixtures	431.28	18.92	13.83	436.37	332.29	21.27	11.75	341.81	94.56	98.99
Office Equipments	16.98	0.41	0.77	16.62	9.70	1.04	0.58	10.16	6.46	7.28
Vehicles	720.25	62.33	65.89	716.69	563.29	47.25	67.04	543.50	173.19	156.96
Leasehold Improvements	23.51	–	–	23.51	23.51	–	–	23.51	–	–
Scrap (value of discarded assets)	0.18	1.75	1.93	–	–	–	–	–	–	0.18
<b>Sub Total</b>	<b>102,824.98</b>	<b>1,760.77</b>	<b>258.94</b>	<b>104,326.81</b>	<b>63,119.93</b>	<b>2,742.06</b>	<b>233.99</b>	<b>65,628.00</b>	<b>38,698.81</b>	<b>39,705.05</b>
Capital Work-in-progress (Refer note 12.3)	446.34	1,042.90	1,280.33	208.91	–	–	–	–	208.91	446.34
<b>Current year's total</b>	<b>103,271.32</b>	<b>2,803.67</b>	<b>1,539.27</b>	<b>104,535.72</b>	<b>63,119.93</b>	<b>2,742.06</b>	<b>233.99</b>	<b>65,628.00</b>	<b>38,907.72</b>	<b>40,151.39</b>
<b>Previous period's total</b>	<b>103,035.86</b>	<b>1,335.52</b>	<b>1,100.06</b>	<b>103,271.32</b>	<b>61,491.15</b>	<b>1,647.60</b>	<b>18.82</b>	<b>63,119.93</b>	<b>40,151.39</b>	
<b>(ii) Intangible Assets (other than internally generated)</b>										
Computer Software	275.47	–	–	275.47	220.03	16.50	–	236.53	38.95	55.44
<b>Current year's total</b>	<b>275.47</b>	<b>–</b>	<b>–</b>	<b>275.47</b>	<b>220.03</b>	<b>16.50</b>	<b>–</b>	<b>236.53</b>	<b>38.95</b>	<b>55.44</b>
<b>Previous period's total</b>	<b>275.47</b>	<b>–</b>	<b>–</b>	<b>275.47</b>	<b>204.31</b>	<b>15.72</b>	<b>–</b>	<b>220.03</b>	<b>55.44</b>	

- 12.1 (a) The Company had revalued its certain freehold land held at Tehsil Phagwara on 01.04.2005 and the resultant revalued amount of Rs. 10,417.70 lakhs was substituted for the historical cost in the gross block of land, net block as at 31.03.2015 is Rs. 10,417.70 lakhs. (Previous period: Rs. 10,417.70 lakhs.)
- (b) The Company had revalued its freehold land at Village Chohal, Hoshiarpur on 15.03.2010 and the resultant revalued amount of Rs. 4,403.91 lakhs was substituted for the historical cost in the gross block of land, net block as at 31.03.2015 is Rs. 4,326.35 lakhs. (Previous period: Rs. 4,326.35 lakhs)
- (c) The Company had revalued its building at Tehsil phagwara on 30.04.1985 and the resultant revalued amount of Rs. 738.41 lakhs was added to the historical cost in the gross block of building of Rs. 1,077.32 lakhs.
- The aforesaid revaluations were done based on reports of external valuers at replacement / market value which resulted in net increase of Rs. 15,560.02 lakhs (Previous period: Rs. 15,560.02 lakhs) in the gross block of fixed assets.
- 12.2 (a) Government grant of Rs. 416.54 lakhs received in 2008-09 was reduced against the cost of specific plant and machinery.
- (b) The Company has continued to adjust the foreign currency exchange variation on amounts borrowed (FCCBs) for acquisition of fixed assets to the carrying cost of fixed assets as the related borrowings originated in the year 2006, which is in accordance with para 46 & 46 A of AS-11. This has resulted in increase in fixed assets by Rs. 320.99 lakhs (Previous period: decrease of Rs. 539.05 lakhs), with corresponding increase (Previous period: decrease) in FCCBs borrowing during the period.
- 12.3 Capital work in progress includes under noted pre-operative expenditure pending allocation on commencement of commercial production:

	As at 01.04.2014	Addition	As at 31.03.2015
Legal & Professional fees	10.47	0.48	10.95
<b>Total</b>	<b>10.47</b>	<b>0.48</b>	<b>10.95</b>



- 12.4 (a) During the year, the management based on usage pattern, internal assessment and independent technical evaluation carried out by the external valuers / technicians reassessed the remaining useful lives of the assets, which resulted in revision in the useful lives from the previous estimates in the following cases at Textile unit at Phagwara. Further, in the case of assets under triple shift basis, depreciation is charged twice the rate of depreciation applicable to single shift basis. The depreciation charge for the year is lower by Rs. 1,363.65 lakhs due to revision in the useful lives.

Asset	Earlier Useful life (No. of Years)	Revised/Current Useful life (No. of Years)
Plant & Machinery	20	22
Tools & Implements	20	22

- (b) The foreign currency exchange variation on the amount borrowed (FCCB) for acquisition of fixed assets and adjusted in the carrying cost of the assets, which hitherto was being amortised retrospectively during the useful life of the assets, from the current year onwards has been amortised prospectively over the remaining useful life of the assets in the manner as prescribed in Schedule II of the Companies Act, 2013. If the Company did not change the said practice, charge for depreciation for the year under audit would have been higher by Rs. 127.42 lakhs.
- c) The revision in the useful lives and change in the practice of amortization of the foreign exchange variation will result in the following changes in the depreciation expense in future period/s.

(Rs.in lakhs)

Particulars	During 2015-16	During 2016-17	During 2017-18 & thereafter
Increase/(decrease) in depreciation expense - on account of revision in Useful Lives	(1091.51)	(425.74)	2880.90
Increase/(decrease) in depreciation expense - on account of change in practice of amortization of FCCB	(169.83)	23.49	273.76
<b>Total</b>	<b>(1261.34)</b>	<b>(402.25)</b>	<b>3154.66</b>

### 13. NON CURRENT INVESTMENTS

(Rs.in lakhs)

	Note No.	As at No. 31.03.2015	As at No. 31.03.2014
<b>(Other Investments)</b>			
<b>(a) In Equity Shares of Associate Company - Quoted, fully paid up</b>			
JCT Electronics Ltd. of Rs. 1 each	13.1	10,631,900	562.55
Less: Provision for other than temporary diminution in value		<u>(522.15)</u>	<u>(521.09)</u>
		<b>40.40</b>	<b>41.46</b>
<b>(b) In Equity Shares of Associate Company - Unquoted, fully paid up</b>			
India International Airways Ltd. of Rs. 10 each	3,630,000	537.00	537.00
Less: Provision for other than temporary diminution in value		<u>(537.00)</u>	<u>(537.00)</u>
		<b>-</b>	<b>-</b>
<b>(c) In Equity Shares of Other Companies - Unquoted, fully paid up</b>			
Preeti Vanijya (P) Ltd. of Rs. 10 each	52,312	418.50	418.50
Nimbua Greenfield (Punjab) Ltd. of Rs. 10 each	28,125	2.81	2.81
The New India Cooperative Bank Ltd. of Rs. 10 each	3,260	0.33	0.33
Mynah Industries Ltd. of Rs. 10 each	4,000	0.40	0.40
Less: Provision for other than temporary diminution in value		<u>(0.40)</u>	<u>(0.40)</u>
Shivalik Video Communication Ltd. of Rs. 100 each	9,200	9.20	9.20
Less: Provision for other than temporary diminution in value	-	<u>(9.20)</u>	<u>(9.20)</u>
		<b>421.64</b>	<b>421.64</b>



**(d) In Debentures of Associate Companies - Unquoted, fully paid up**

Optionally Convertible Zero Rate Debentures of Provestment Securities Pvt. Ltd. of Rs.40 each (Net of redemption)	13.2(a)	2,988,000	<b>1,195.20</b>	2,988,000	1,195.20
Optionally Convertible Zero Rate Debentures of KCT Textiles Ltd. of Rs. 70 each (Net of redemption)	13.2(b)	2,872,398	<b>2,010.68</b>	2,872,398	2,010.68
			<b>3,205.88</b>		3,205.88
<b>Total Non Current Investments</b>			<b>3,667.92</b>		3,668.98
Aggregate amount of quoted investments			<b>40.40</b>		41.46
Market Value of quoted investments			<b>40.40</b>		41.46
Aggregate amount of unquoted investments			<b>4,174.12</b>		4,174.12
Less: Aggregate provision for other than temporary diminution in value			<b>(546.60)</b>		(546.60)
Net amount of unquoted investments			<b>3,627.52</b>		3,627.52

**13.1 In respect of the Company's investment in JCT Electronics Ltd.:**

- The Company has given an undertaking to a financial institution and a bank of JCT Electronics Ltd. that the Company would not dispose off, pledge, charge, or create any lien, assign 39,33,000 equity shares having face value of Re. 1 each.
- The Company has pledged 42,87,000 equity shares having a face value of Re. 1 each with a financial institution for financial facility availed by JCT Electronics Ltd.

**13.2 Optionally Convertible Zero Rate Debentures are redeemable as under:**

- Redeemable in two equal annual instalments starting from 31.03.2019.
- Redeemable in seven equal annual instalments starting from 31.03.2019.

**14. LONG TERM LOANS AND ADVANCES**

(Rs.in lakhs)

	Note No.	As at 31.03.2015	As at 31.03.2014
(Unsecured, considered good)			
Capital Advances		<b>117.48</b>	157.12
Security Deposits		<b>298.54</b>	338.61
Advance Tax/Tax deducted at source (Net of Provision)		<b>17.60</b>	86.29
Advances to employees		<b>88.74</b>	106.60
Prepaid Expenses		<b>17.46</b>	1.30
<b>TOTAL</b>		<b>539.82</b>	689.92

**15. INVENTORIES**

(Rs.in lakhs)

	Note No.	As at 31.03.2015	As at 31.03.2014
(Valued at lower of cost or net realisable value)			
Raw Materials	15.1	<b>2,114.98</b>	2,060.13
Raw Materials - in transit		<b>552.71</b>	281.35
Stock-in-Process		<b>4,082.39</b>	4,508.23
Loose stock awaiting packing		<b>1,377.18</b>	642.64
Finished Goods		<b>4,278.14</b>	3,764.43
Finished Goods - in transit		<b>21.87</b>	57.67
Stores and Spares		<b>2,258.24</b>	2,234.50
Stores and Spares - in transit		<b>97.49</b>	57.31
<b>TOTAL</b>		<b>14,783.00</b>	13,606.26

15.1 Includes Rs. 388.18 lakhs (Previous period: Rs. 800.80 lakhs) lying with outside parties/creditors.



<b>16. TRADE RECEIVABLES</b>		(Rs.in lakhs)	
	Note No.	As at 31.03.2015	As at 31.03.2014
Outstanding for a period exceeding six months			
- Unsecured, considered good		<b>730.89</b>	477.32
- Unsecured, considered doubtful		<b>221.91</b>	159.50
Less: Provision for doubtful debts		<b>(221.91)</b>	<b>(159.50)</b>
Others (unsecured, considered good)		<b>7,339.99</b>	6,245.86
<b>TOTAL</b>		<b>8,070.88</b>	6,723.18
<b>17. CASH AND BANK BALANCES</b>		(Rs. in Lakhs)	
	Note No.	As at 31.03.2015	As at 31.03.2014
(i) Cash and Cash Equivalents			
- Balance with Banks		<b>598.46</b>	80.14
- Fixed Deposits held as Margin Money		<b>29.03</b>	—
- Cheques, draft on hand/ remittance in transit		<b>229.89</b>	97.25
- Cash on Hand		<b>12.20</b>	<b>23.59</b>
		<b>869.58</b>	200.98
(ii) Others			
- Balance with Banks	17.1	<b>4.23</b>	6.43
- Fixed Deposits held as Margin Money	17.2	<b>530.96</b>	447.47
- Post Office Savings Accounts (lodged as security)		<b>0.19</b>	0.19
		<b>535.38</b>	454.09
<b>TOTAL</b>		<b>1,404.96</b>	655.07
17.1	Includes Rs. 3.85 lakhs (Previous period: Rs. 3.85 lakhs) earmarked for redemption of preference shares and Rs. 0.38 lakhs (Previous period: Rs. 2.58 lakhs) against employees' security deposits.		
17.2	Includes Rs. 42.51 lakhs (Previous period: NIL) having maturity of more than 12 months.		
<b>18. SHORT TERM LOANS AND ADVANCES</b>		(Rs. in Lakhs)	
	Note No.	As at 31.03.2015	As at 31.03.2014
(Unsecured, considered good)			
Security Deposits		<b>53.41</b>	6.76
Others:			
- Unsecured, considered good	18.1	<b>2,518.68</b>	3,058.25
- Unsecured, considered doubtful		<b>399.87</b>	402.30
- Less: Provision for doubtful		<b>(399.87)</b>	<b>(402.30)</b>
		<b>2,518.68</b>	3,058.25
<b>TOTAL</b>		<b>2,572.09</b>	3,065.01
18.1	Others comprise of advance against raw materials, stores and spares, prepaid expenses, excise duty recoverable, CENVAT recoverable etc.		
<b>19. OTHER CURRENT ASSETS</b>		(Rs. in Lakhs)	
	Note No.	As at 31.03.2015	As at 31.03.2014
(Unsecured, considered good)			
Interest Subsidy under Technology Upgradation Fund Scheme			
- Unsecured, considered good		<b>651.63</b>	1,086.17
- Unsecured, considered doubtful		<b>289.93</b>	—
- Less: Provision for doubtful		<b>(289.93)</b>	—
		<b>651.63</b>	1,086.17
Interest accrued on deposits/advances		<b>106.53</b>	45.20
Land held for disposal	19.1	<b>134.58</b>	134.58
Others			
- Unsecured, considered good	19.2	<b>394.88</b>	385.93
- Unsecured, considered doubtful		<b>2.30</b>	2.30
- Less: Provision for doubtful		<b>(2.30)</b>	<b>(2.30)</b>
		<b>394.88</b>	385.93
<b>TOTAL</b>		<b>1,287.62</b>	1,651.88
19.1	The Company had revalued its freehold land at Sriganganagar on 30.4.1985 and the resultant revalued amount of Rs. 134.58 lakhs was substituted for the historical cost in the gross block of land, net block as at 31.03.2015 is Rs. 134.58 lakhs (Previous period: Rs. 134.58 lakhs)		
19.2	Others comprise receivables on account of export incentives, CER receivable, DEPB receivable, interest receivable, rent receivable, claims etc.		



<b>20. REVENUE FROM OPERATIONS</b>				(Rs. in Lakhs)
	Note No.	Current Year (12 Months)	Previous Period (Six Months)	
Sale of Finished Goods (Gross)	29.1	98,369.77	47,062.69	
Other operating revenues:				
- Export incentives/ duty draw back		766.79	339.72	
- Sale of process waste/ scrap		1,059.14	533.59	
- Sale of steam generated		2,018.48	1,287.88	
<b>TOTAL</b>		<b>102,214.18</b>	<b>49,223.88</b>	
<b>21. OTHER INCOME</b>				(Rs. in Lakhs)
	Note No.	Current Year (12 Months)	Previous Period (Six Months)	
Interest Income from:				
-Bank deposits		47.62	23.22	
-Income tax refund		3.64	156.28	
-Customers and others		174.94	63.40	242.90
Dividend from current investments		0.04	0.03	
Profit on sale of fixed assets (net)		2.53	0.25	
Liabilities/provisions no longer required written back		282.83	100.10	
Exchange fluctuation gain (net)		28.51	36.70	
Rent		123.66	50.92	
Other Miscellaneous Income		112.99	51.38	
<b>TOTAL</b>		<b>776.76</b>	<b>482.28</b>	
<b>22. COST OF MATERIALS CONSUMED</b>				(Rs. in Lakhs)
	Note No.	Current Year (12 Months)	Previous Period (Six Months)	
<b>Raw material</b>	29.2 & 29.3			
Opening Stock		1,259.33	1,394.50	
Purchases		45,955.41	23,206.27	
		47,214.74	24,600.77	
Less: Adjustments on account of Vat/Modvat		(2.13)	3.71	
Less : Closing Stock	15.1	(1,726.80)	(1,259.33)	23,345.15
<b>Other materials (dyes, chemicals, sizing and packing materials)</b>				
Opening Stock		1,015.43	1,051.15	
Purchases		10,275.96	4,484.25	
		11,291.39	5,535.40	
Less: Adjustments on account of Vat/Modvat		(193.68)	(181.03)	
Less: Closing Stock		(1,101.99)	(1,015.43)	4,338.94
<b>TOTAL</b>		<b>55,481.53</b>	<b>27,684.09</b>	
<b>23. OTHER MANUFACTURING EXPENSES</b>				(Rs.in lakhs)
	Note No.	Current Year (12 Months)	Previous Period (Six Months)	
Stores & Spares Consumed		733.12	331.87	
Power & fuel		14,874.43	7,200.19	
Repairs to and maintenance of buildings		174.85	68.63	
Repairs to and maintenance of plant & machinery		1,646.45	666.83	
Processing charges		236.96	167.35	
Material handling charges		339.91	144.42	
Excise Duty	23.1	(1.16)	(0.87)	
<b>TOTAL</b>		<b>18,004.56</b>	<b>8,578.42</b>	

23.1 Represents the difference between excise duty on opening and closing stock of finished goods.





**24. CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-PROCESS (INCREASE)/DECREASE**

(Rs. in Lakhs)

	Note No.	Current Year (12 Months)	Previous Period (Six Months)
<b>Inventories at the end of the year/period</b>			
Finished Goods		4,278.14	3,764.43
Finished Goods-in transit		21.87	57.67
Loose stock awaiting packing		1,377.18	642.64
Stock-in-process	29.4	4,082.39	4,508.23
		9,759.58	8,972.97
<b>Inventories at the beginning of the year/period</b>			
Finished Goods		3,764.43	3,360.64
Finished Goods-in transit		57.67	31.90
Loose stock awaiting packing		642.64	747.35
Stock-in-process		4,508.23	3,531.01
		8,972.97	7,670.90
<b>TOTAL</b>		<b>(786.61)</b>	<b>(1,302.07)</b>

**25. EMPLOYEE BENEFITS EXPENSES**

(Rs. in Lakhs)

	Note No.	Current Year (12 Months)	Previous Period (Six Months)
Salaries, wages, bonus, gratuity, allowances etc.		10,513.39	4,801.59
Contribution to Provident, superannuation and other funds		1,312.77	579.53
Workmen & staff welfare expenses		316.04	139.50
<b>TOTAL</b>		<b>12,142.20</b>	<b>5,520.62</b>

**26. FINANCE COSTS**

(Rs. in Lakhs)

	Note No.	Current Year (12 Months)	Previous Period (Six Months)
Interest Expense on:			
- Term Loans		1,442.38	756.66
- Public fixed deposits and inter-corporate deposits		107.35	56.31
- Borrowing from banks for working capital		679.80	280.68
- Credit from vendors etc.		802.45	447.52
Other borrowing costs		333.87	165.04
<b>TOTAL</b>		<b>3,365.85</b>	<b>1,706.21</b>

**27. DEPRECIATION AND AMORTISATION EXPENSE**

(Rs. in Lakhs)

	Note No.	Current Year (12 Months)	Previous Period (Six Months)
Depreciation for the year/period	12	2,742.06	1,647.60
Less: Transfer from revaluation reserve	4	-	(6.65)
Less: Transfer to discontinuing operations	30.9.3	(0.67)	(0.18)
Amortisation for the year/period	12	16.50	15.72
<b>TOTAL</b>		<b>2,757.89</b>	<b>1,656.49</b>



**28. OTHER EXPENSES**

(Rs. in Lakhs)

	Note No.	Current Year (12 Months)	Previous period (6 Months)
Rent		236.25	113.96
Insurance		108.03	40.57
Rates & taxes		156.66	43.05
Directors' fee		20.75	6.20
Directors' remuneration		62.57	27.37
Legal and professional fees		526.42	368.42
Travelling and conveyance		314.99	170.22
Payment to Statutory Auditors			
- For Audit fee	20.00		9.00
- For Certification work	16.12		5.11
- For Reimbursement of expenses	2.90	39.02	1.74
Bad debts written off	15.23		106.99
Less: Transfer from Provision for bad and doubtful debts	(14.81)	0.42	(106.82)
Provision for advances etc.		397.79	58.30
Loss on sale of raw materials/stores (net)		7.28	16.19
Loss on sale of current investments		—	2.95
Provision for other than temporary diminution in value of investments		1.06	6.38
Fixed Assets written off		7.31	3.80
Selling & publicity expenses		336.05	141.67
Commission to dealers/convassing agents		765.46	397.81
Freight & cartage (net of recovery)		907.65	437.26
Sales tax & octroi		1,757.44	989.79
Cash discount on sales		337.78	168.75
Loss on revaluation of carbon emission reduction credits		—	38.14
Miscellaneous expenses		1,012.55	515.46
<b>TOTAL</b>		<b>6,995.48</b>	<b>3,562.31</b>



**29. Disclosures with respect to Additional Information to Statement of Profit & Loss**

**29.1 Particulars of Sale of Finished Goods:**

(Rs. in lakhs)

Particulars	Year ended 31.03.2015	Period ended 31.03.2014 (Six Months)
<b>Manufactured</b>		
-Cloth	56,378.94	26,308.45
-Nylon filament Yarn	40,536.93	20,232.23
-Polyester/nylon Chips	346.48	83.52
-Others	1,107.42	438.49
<b>TOTAL</b>	<b>98,369.77</b>	<b>47,062.69</b>

**29.2 Details of raw materials consumed:**

(Rs. in lakhs)

Particulars	Year ended 31.03.2015	Period ended 31.03.2014 (Six Months)
Cotton	12,331.44	6,838.95
Grey cloth	4,818.29	2,601.03
Synthetic fibre	1,733.17	906.58
Finished fabrics	370.05	130.24
Blended yarn	5,039.48	2,012.89
Caprolactum	19,470.32	10,376.43
Renol Chips	--	211.80
Nylon chips	813.27	204.31
Nylon POY & Others	909.79	62.92
<b>TOTAL</b>	<b>45,485.81</b>	<b>23,345.15</b>

**29.3 Value of imported raw materials, spare parts and components (excluding stores) consumed and the value of indigenous raw materials, spare parts and components (excluding stores) similarly consumed and the percentage of each to the total consumption:**

(Rs. in lakhs)

Particulars	Year ended 31.03.2015		Period ended 31.03.2014 (Six Months)	
	Amount	Percentage	Amount	Percentage
(a) Raw materials - imported	2,805.29	6.17	794.95	3.41
Raw materials - indigenous	42,680.52	93.83	22,550.20	96.59
<b>Total</b>	<b>45,485.81</b>	<b>100.00</b>	<b>23,345.15</b>	<b>100.00</b>
(b) Spare parts & Components- imported	442.63	21.56	169.52	21.74
Spare parts & Components- indigenous	1,610.54	78.44	610.22	78.26
<b>Total</b>	<b>2,053.17</b>	<b>100.00</b>	<b>779.74</b>	<b>100.00</b>

**29.4 Details of Stock-in Process:**

(Rs. in lakhs)

Particulars	Year ended 31.03.2015	Period ended 31.03.2014 (Six Months)
Cotton/synthetic fabrics	3,241.04	3,866.72
Nylon filament yarn	315.33	320.21
Nylon Chips	526.02	321.30
<b>TOTAL</b>	<b>4,082.39</b>	<b>4,508.23</b>



**29.5 Value of imports on CIF basis:**

(Rs. in lakhs)

Particulars	Year ended 31.03.2015	Period ended 31.03.2014 (Six Months)
Raw Materials	2,761.86	801.34
Components and spare parts etc.	769.42	347.27
Capital Goods	51.94	0.15
<b>TOTAL</b>	<b>3,583.22</b>	<b>1,148.76</b>

**29.6 Expenditure in foreign currency:**

(Rs. in lakhs)

Particulars	Year ended 31.03.2015	Period ended 31.03.2014 (Six Months)
Commission on export Sales	37.14	26.10
Rebate on export sales	–	13.48
Travelling	31.03	8.73
Professional Services	42.79	–
Others	72.35	16.19
<b>TOTAL</b>	<b>183.31</b>	<b>64.50</b>

**29.7 Earnings in foreign currency:**

(Rs. in lakhs)

Particulars	Year ended 31.03.2015	Period ended 31.03.2014 (Six Months)
Export of goods calculated on F.O.B. basis	10,331.29	4,960.64

29.8 No amount has been remitted during the year in foreign currency on account of dividend.

29.9 Prior period expenses aggregating Rs. 131.83 lakhs (net debit) have been accounted for in the respective heads of account [Previous period: Rs. 49.84 lakhs (net debit)]

**30. Additional notes to the financial statements for the year ended 31st March, 2015.**

**30.1 Contingent liabilities and commitments not provided for:**

(Rs. in lakhs)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>(I) Contingent Liabilities</b>		
(a) Claims against the Company not acknowledged as debts	843.91	76.87
(b) Guarantees given by the bankers on behalf of the Company	345.86	284.92
(c) Unutilised letter of credit	27.82	–
(d) Disputed liabilities not adjusted as expenses in the Accounts for various years being in appeals towards:		
- Sales tax	1,334.07	1,241.48
- Excise Duty	4,812.87	4,207.70
- Stamp Duty	187.72	187.72
- Custom Duty	186.05	186.05
- Entry Tax	2,023.16	1,934.14
- Others	248.76	217.04
<b>TOTAL</b>	<b>8,792.63</b>	<b>7,974.13</b>
<b>(II) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for in the accounts (net of advances)	317.32	514.56
(b) Export obligation against import of machinery under EPCG Scheme	14,687.65	198.24



**30.2** Corporate guarantee of Rs. 3,580.00 lakhs given to a Financial Institution for term loan availed by JCT Electronics Ltd. was invoked in earlier years before the rehabilitation scheme was sanctioned by the "Board for Industrial and Financial Reconstruction" (BIFR). JCT Electronics Limited made quarterly payments to Institutions in terms of the sanctioned scheme till 31.3.2011. Thereafter at the request of the said Company, the said institution with the consent of all other secured lenders filed a Modified Debt Restructuring Scheme (MDRS) before the BIFR for deferment of over-due quarterly instalments. The invocation of corporate guarantee is under abeyance till the BIFR decides on the same.

**30.3 (a)** The Company has not recorded cumulative deferred tax assets on account of timing differences as stipulated in Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India in view of uncertainty of future taxable income.

(b) In view of no taxable profits under Income Tax Act, 1961 including section 115JB for fiscal year 2014-15, no provision for income tax is considered necessary. Adequate provision in respect of Wealth tax has been made in the Accounts.

**30.4 In view of accumulated losses:**

- (i) No commission is payable to whole time directors.
- (ii) No capital redemption reserve has been created during the year.

**30.5 Leases:**

The Company has taken premises on lease under cancellable and non cancellable operating lease arrangements with lease terms ranging from 1 to 3 years, which are subject to renewal thereafter at mutual consent. The cancellable arrangements can be terminated by either party after giving due notice. The lease rent expense recognized during the year amounts to Rs. 194.93 lakhs (Previous period: Rs. 92.27 lakhs). The future lease payments in respect of non-cancellable operating leases for a period later than one year but not later than 3 years is Rs. 65.50 lakhs as at 31st March, 2015 (Previous period: Rs.184.90 lakhs).

**30.6 Disclosure of Derivative Instruments :**

- (a) There are no outstanding forward exchange contracts used for hedge against currency exposures as at 31st March, 2015.
- (b) Foreign currency exposures that have not been specifically hedged by a derivative instrument or otherwise as at 31st March, 2015 are given below:

Particulars	Rs. in lakhs		Foreign Currency in millions			
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015		As at 31.03.2014	
			Currency	Amount	Currency	Amount
Trade Receivables	346.81	629.47	US\$	0.56	US\$	1.00
	17.37	5.04	EURO	0.03	EURO	0.01
Loans and Advances	434.35	–	US\$	0.69	US\$	–
	108.13	4.31	EURO	0.16	EURO	0.01
Foreign Currency Convertible Bonds	9,457.34	9,071.91	US \$	15.00	US \$	15.00
Trade and other Payables	97.27	592.09	US \$	0.15	US \$	0.92
	8.38	19.48	US \$	0.01	EURO	0.02
	–	39.12	JPY	–	JPY	6.61

**30.7 Going Concern:**

Accumulated losses have resulted in erosion of substantial net worth of the Company. However, the financial statements have been prepared on a going concern basis on the strength of continued support from promoters', bankers / other lenders. Further, the Company is in the process of disposing off some of its non-core fixed assets to reduce its debt and improve its liquidity. The management, considering the future plans for operations and support of the promoters, lenders, business associates and workmen, is hopeful of improved profitability leading to further improvement in its financial position.

**30.8 CNLT, Malaysia:**

The Company had given an advance of US\$ 890,000 to a related company, CNLT, Malaysia in December 2006 for supply of yarn. As CNLT, Malaysia could not supply the material within the stipulated time, the Company suffered losses and claimed compensation of US\$ 360,000 which was paid alongwith advance in June 2007. On a petition filed by the ex-employees of CNLT, Malaysia (under liquidation), the Hon'ble court of Malaya at Kuala Lumpur in its order dated 13.06.2014 directed the Company to return the entire money. The Company also deposited US\$ 34,250 during the year towards security to the Company's local advocate as per their legal requirement. The Company has filed an appeal against the said Order with the Courts of Appeals at Malaysia, which is pending disposal. The Company has been legally advised that provision for said contingency of Rs. 788.25 lakhs is not necessary as the appeal against the said Order will most likely be allowed.

**30.9 Discontinued Operations:**

**30.9.1** In earlier years, operations of both the Units at Sriganganagar Textile Mill were discontinued. The identified asset being land in both the Units, having net book value of Rs. 134.58 lakhs (Previous period: Rs. 134.58 lakhs) is being carried at book value as expected net realizable value is higher, and is disclosed in Note no. 19 as "Land held for disposal".

**30.9.2** Company has recognised loss of Rs. 101.61 lakhs (Previous period : Rs. 51.08 lakhs) as 'Loss from discontinuing operations' and disclosed it separately in the 'Statement of Profit and Loss'.

**30.9.3** Disclosures as required under 'Accounting Standard 24 - Discontinuing Operations' in respect of Sriganganagar Unit I and II are as under:

Particulars	As at 31.03.2015	As at 31.03.2014
Total Assets	174.04	223.06
Total Liabilities excluding corporate funds	3.77	5.27
Other Income	3.39	6.01
Expenses:		
Depreciation	0.67	0.18
Interest	5.24	—
Other expenses	99.09	56.91
Loss before Tax	101.61	51.08
Loss after Tax	101.61	51.08
Net Cash Flows attributable to:		
Operating Activities (including change in working capital)	—	—
Investing Activities	—	—

**30.10** The letters have been sent to most of the parties for confirmation of the balances under trade receivables, advances and trade payables. However, due to non receipt of the response from some of the parties, the balances from them are subject to confirmations/reconciliation. The impact, if any, subsequent to the confirmation/ reconciliation will be taken in the year of confirmation/reconciliation.

**30.11** In the opinion of the management, the value of assets other than fixed assets and non-current investments, on realization in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet.

**30.12 Related party disclosures (AS-18):****A. List of Related Parties and relationships**

**(a) Key Management Personnel :** Mr. Samir Thapar - Chairman & Managing Director

**(b) Associates :** JCT Electronics Ltd.  
India International Airways Ltd.  
Provestment Securities Pvt. Ltd.  
KCT Textiles Ltd.  
JCT Sports Pvt. Ltd.

**(c) Relatives of Key management Personnel:**

Mr. M. M. Thapar : Father of Mr. Samir Thapar

Ms. Priya Thapar : Whole Time Director & Sister of Mr. Samir Thapar

**Note:** Related party relationship is as identified by the Company and relied upon by the Auditors.



**B. Transactions with related parties:**

(Rs. in lakhs)

Transactions	Key Management Personnel	Associates	Relatives of Key Management Personnel
<b>(i) Transactions during the Year/Period:</b>			
a. Loans & advances repaid (net) - Provostment Securities Pvt. Ltd.	— (—)	— (13.12)	— (—)
b. Rent Paid - Mr. M. M. Thapar	— (—)	— (—)	— (0.15)
c. Director's remuneration paid - Mr. Samir Thapar	39.00 (19.50)	— (—)	— (—)
- Ms. Priya Thapar	— (—)	— (—)	23.57 (7.87)
d. Sports Promotion Expenses - JCT Sports Pvt. Ltd.	— (—)	— (0.25)	— (—)
e. Professional Fees Paid - Mr. M. . M. Thapar	— (—)	— (—)	26.97 (13.48)
<b>(ii) Payable as at 31st March, 2015 :</b>			
a. Provostment Securities Pvt. Ltd.	— (—)	578.00 (578.00)	— (—)
b. JCT Electronics Ltd.	— (—)	60.10 (60.10)	— (—)
c. Mr. M. M. Thapar	— (—)	— (—)	8.24 (11.44)
d. India International Airways Ltd.	— (—)	0.17 (0.17)	— (—)
e. Mr. Samir Thapar	2.11 (4.78)	— (—)	— (—)
f. Ms. Priya Thapar	— (—)	— (—)	— (6.37)
<b>(iii) Guarantees given &amp; outstanding as at 31st March, 2015</b>			
a. JCT Electronics Ltd.	— (—)	3580.00 (3580.00)	— (—)

**Note:** (Figures in brackets are for the period ended March 31, 2014)





### 30.13 Segment Reporting:

(a) Identification of segments

i) Primary Segments

Business segment: The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products. Two identified segments are Textiles and Filament yarn. The products considered as a part of Textile segment are cloth and yarn. The products considered as a part of Filament segment are nylon yarn and chips.

ii) Secondary Segment

Geographical Segment: The analysis of geographical segment is based on the geographical location of the customers.

(b) Inter Divisional transfers of goods, as marketable products produced by separate divisions of the Company, for captive consumption are made as if sales were made to third parties at current market prices and are included in turnover.

(c) Unallocable Items:

Corporate income, corporate expenses, interest, capital and reserves are considered as part of unallocable items which are not identifiable to any business segment.

### Segment information:

(Rs. in lakhs)

Particulars	Textiles		Filament		Total	
	Current Year	Previous period (Six Months)	Current Year	Previous period (Six Months)	Current Year	Previous period (Six Months)
External Sales/ Income	58,803.68	27,416.19	39,359.91	19,809.65	98,163.59	47,225.84
Segment Revenue	59,331.24	27,652.35	39,556.22	19,869.05	98,887.46	47,521.40
Segment Results	3,432.21	1,395.88	1,518.17	731.94	4,950.38	2,127.82
Segment Assets	46,438.18	46,013.38	18,826.43	18,170.58	65,264.61	64,183.96
Segment Liabilities	15,910.01	15,970.76	14,101.05	13,359.38	30,011.06	29,330.14

### Reconciliation of reportable segment with the financial statements:

(Rs in lakhs)

Particulars	Revenues		Net Profit/ (Loss)		Assets		Liabilities	
	Current Year	Previous period (Six Months)	Current Year	Previous period (Six Months)	Current Year	Previous period (Six Months)	Current Year	Previous period (Six Months)
Total of reportable segments	98,887.46	47,521.40	4,950.38	2,127.82	65,264.61	64,183.96	30,011.06	29,330.14
Add: Corporate Unallocated	52.88	186.72	(605.09)	(119.56)	5,990.75	5,996.87	35,014.81	30,731.17
Finance costs	-	-	(3,365.85)	(1,706.21)	-	-	-	-
(Loss) from discontinued operations	-	-	(101.61)	(51.08)	-	-	-	-
Taxes	-	-	0.09	82.79	17.60	86.29	-	-
As per financial statements	98,940.34	47,708.12	877.92	333.76	71,272.96	70,267.12	65,025.87	60,061.31

(d) Secondary segment reporting (By geographical segments)

The following is the distribution of the Company's sales by geographical market, regardless where the goods were produced:

(Rs. in lakhs)

Particulars	Current Year	Previous Period (Six Months)
Sales to domestic market	83,845.82	39,098.61
Sales to overseas market	10,473.35	5,966.04
Total	94,319.17	45,064.65

The Company has common fixed assets for producing goods for domestic and overseas markets. Hence, separate figures for fixed assets/additions to fixed assets cannot be furnished.



**30.14 Employee Benefits:**

**(a) Defined Benefit Plan**

**Gratuity:** Payable on separation as per the Employees Gratuity Act @ 15 days pay for each completed year of service to eligible employees who render continuous service of 5 years or more.

**(b) Defined Contribution Scheme**

Company's employees are covered by Provident Fund, Employees State Insurance and Superannuation scheme etc. to which the Company makes a defined contribution measured as a fixed percentage of salary. During the year, amount of Rs. 1312.77 lakhs (Previous period : Rs. 579.53 lakhs) have been charged to the Statement of Profit & Loss towards contribution to the above schemes/benefits.

**(c) Other Long term Benefits**

Employees of the Company are entitled to accumulate their earned/privilege leave up to a maximum of 30 days for workers and 300 days for other employees which is payable/encashable as per the policy on their separation.

**(d) Other disclosures as required under Accounting Standard-15 (Revised 2005) on "Employee Benefits" are as under:-**

**I) Recognition of opening and closing balances of Defined Benefit obligation** (Rs. in lakhs)

Particulars	Gratuity (Funded)		Gratuity (Unfunded)		Leave Encashment (Unfunded)	
	Current Year	Previous period (Six months)	Current Year	Previous period (Six months)	Current Year	Previous period (Six months)
Defined Benefit obligation at beginning of the year/period	2,340.23	2,184.17	892.85	851.49	605.13	609.74
Current Service Cost	151.71	53.07	80.29	40.64	55.62	43.15
Interest cost	211.01	100.52	82.60	39.73	52.80	27.82
Actuarial Loss/(Gain)	81.75	62.86	46.43	(2.21)	146.07	6.32
Benefits Paid	(132.13)	(60.39)	(66.46)	(36.80)	(211.30)	(81.90)
Defined Benefit obligation at end of the year/period	2,652.57	2,340.23	1,035.71	892.85	648.32	605.13

**II) Reconciliation of opening and closing balances of fair value of plan assets** (Rs. in lakhs)

Particulars	Gratuity (Funded)	
	Current Year	Previous period (Six months)
Fair value of plan assets at beginning of the year/period	222.26	250.24
Expected return on plan assets	12.01	9.62
Actuarial gain/(loss)	–	(3.61)
Employer contribution	–	26.39
Benefits paid	(132.13)	(60.38)
Fair value of plan assets at end of the year /period	102.14	222.26



III) Expenses Recognized in Employee Benefits Expenses during the year/period (Rs. in lakhs)

Particulars	Gratuity (Funded)		Gratuity (Unfunded)		Leave Encashment (Unfunded)	
	Current Year	Previous period (Six months)	Current Year	Previous period (Six months)	Current Year	Previous period (Six months)
Current Service Cost	151.71	53.07	80.29	40.64	55.62	43.15
Interest Cost	211.01	100.52	82.60	39.73	52.80	27.82
Expected return on plan assets	(12.01)	(9.62)	-	-	-	-
Actuarial Loss/(Gain)	81.75	66.46	46.43	(2.21)	146.08	6.32
Amount recognized in Statement of Profit and Loss	432.46	210.43	209.32	78.16	254.50	77.29

IV. Disclosure of the current period and previous four years/periods as required by paragraph 120(n) of AS-15. (Rs. in lakhs)

Particulars	As at 31.03.2015	As at 31.03.2014	As at 30.09.2013	2011-12	2010-11
<b>Gratuity (Funded)</b>					
Defined Benefit obligation at end of the year/period	(2,652.57)	(2,340.24)	(2,184.17)	(1,488.31)	(1,373.81)
Fair value of plan assets at end of the year/period	102.14	222.26	250.24	284.31	399.25
<b>Amount recognized in the Balance Sheet (Liability)</b>	(2550.43)	(2,117.98)	(1,933.93)	(1,204.00)	(974.56)
<b>Experience Adjustment arising on :</b>					
- The Plan Liabilities / PBO (Loss)/Profit	250.49	(121.95)	(734.68)	(61.19)	(12.17)
- The Plan Assets	-	(3.61)	(3.31)	(4.89)	1.17
<b>Gratuity (Unfunded)</b>					
Defined Benefit obligation at end of the year/period	(1,035.71)	(892.85)	(851.49)	(750.35)	(649.35)
Fair value of plan assets at end of the year/period	-	-	-	-	-
<b>Amount recognized in the Balance Sheet (Liability)</b>	(1,035.71)	(892.85)	(851.49)	(750.35)	(649.35)
<b>Experience Adjustment arising on :</b>					
- The Plan Liabilities / PBO (Loss)/Profit	82.31	(14.42)	(108.33)	(95.54)	(25.75)
- The Plan Assets	-	-	-	-	-
<b>Leave Encashment (Unfunded)</b>					
Defined Benefit obligation at end of the year/period	(648.32)	(605.13)	(609.74)	(548.70)	(490.89)
Fair value of plan assets at end of the year/period	-	-	-	-	-
<b>Amount recognized in the Balance Sheet (Liability)</b>	(648.32)	(605.13)	(609.74)	(548.70)	(490.89)
<b>Experience Adjustment arising on :</b>					
- The Plan Liabilities / PBO (Loss)/Profit	(71.70)	(21.39)	(186.31)	(65.36)	(91.82)
- The Plan Assets	-	-	-	-	-

**V) Investment Details (For Plan Assets)**

(% invested)

Particulars	As at 31-03-2015	As at 31-03-2014
Life Insurance Corporation of India	100	100

**VI) Actuarial Assumptions:**

Particulars	As at 31-03-2015	As at 31-03-2014
Method used	<b>Projected unit credit</b>	
Mortality Table	<b>IALM(2006-08) Ultimate</b>	<b>IALM (1994-96) Ultimate</b>
Discount rate (per annum)	<b>7.95%</b>	9.20%
Expected rate of return on plan assets (per annum)	<b>6.75%</b>	8.25%
Withdrawal Rate (per annum) upto 30/44 years and above 44 years	<b>3%/2%/1%</b>	
Rate of escalation in salary (per annum)	<b>6%</b>	6%

**30.16 Earning per share:**

Particulars	Current Year	Previous period (Six Months)
Net Profit as per Statement of Profit and Loss (Rs. in lakhs)	<b>877.92</b>	333.76
Weighted average number of equity shares	<b>55,67,92,649</b>	46,00,06,862
Add: Adjustment for option for 10,00,000 Optionally Partially Convertible Preference Shares of Rs. 100/- each	<b>80,00,000</b>	80,00,000
Add: Adjustment for option for 14,00,000 Optionally Convertible Preference Shares of Rs. 100/- each	<b>5,60,00,000</b>	5,60,00,000
Weighted average number of equity shares	<b>62,07,92,649</b>	52,40,06,862
Nominal value of Equity Share (Rs.)	<b>2.50</b>	2.50
Basic Earning per share for the year/period (Rs.)	<b>0.16</b>	0.07
Diluted Earning per share for the year/period (Rs.)	<b>0.14</b>	0.06

31. Current year figures are not comparable with the figures of the previous period being of six months. Figures of the previous period have been rearranged and regrouped, wherever necessary, to conform to current year classification.

**Signatures to 'Notes 1 to 31'**

**V K Singhal**  
Controller of Finance & Accounts

**M P S Narang**  
Chief Financial Officer

**Nidhi Goel**  
Company Secretary  
(Membership No. 26016)

**Samir Thapar**  
Chairman & Managing Director  
(DIN : 00062287)

As per our Report of even date attached  
**S. P. CHOPRA & CO.**  
Chartered Accountants  
Firm Registration No.000346N

Directors

**G B Kathuria** (DIN : 00062088)  
**C M Bhanot** (DIN : 02298644)  
**A K Doshi** (DIN : 06462056)  
**S K Singhala** (DIN : 06889743)  
**Priya Thapar** (DIN : 06742680)

**SANJIV GUPTA**

Partner

Membership No. 83364

Place : New Delhi  
Dated : 19.05.2015



# JCT LIMITED

[CIN - L17117PB1946PLC004565]

Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)

Tel: 01882 - 258780, FAX: 01882 - 258059

Email ID: jctsecretarial@jctltd.com; Website: jct.co.in

## PROXY FORM

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

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member(s)/Holder(s) of ..... shares of JCT Limited, hereby appoint the following as my/our Proxy to attend vote(for me/us and on my/our behalf) at the 66th Annual General Meeting of the Company to be held on Tuesday, the 29<sup>th</sup> day of September, 2015 at 12:30 p.m. and at any adjournment thereof.

1. Mr./Mrs. .... (Name & signature of the Proxy) or failing him/her
2. Mr./Mrs. .... (Name & signature of the Proxy) or failing him/her
3. Mr./Mrs. .... (Name & signature of the Proxy)

Resolution No.	Description of Resolution	Optional	
		For	Against
Ordinary Business			
1.	Adoption of audited financial statements for the year ended 31.03.2015 and report of the Board of Directors and Auditors thereon		
2.	Re-appointment of Ms. Priya Thapar, who retires by rotation		
3.	Appointment of M/s S.P. Chopra & Co. Chartered Accountants as Statutory Auditors		
Special Business			
4.	Acceptance of Public deposit		
5.	Approval of Remuneration of the Cost Auditors		

Signed this..... day of..... 20....

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

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



## JCT LIMITED

**[CIN - L17117PB1946PLC004565]**

Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)

Tel: 01882 - 258780, FAX: 01882 - 258059

Email ID: jctsecretarial@jctltd.com; Website: jct.co.in

### ATTENDANCE SLIP

66<sup>th</sup> Annual General Meeting, Tuesday, the 29<sup>th</sup> day of September, 2015 at 12:30 p.m.  
at Registered Office of the Company at Village Chohal, District Hoshiarpur-146024, Punjab

Name	
Address	
DP ID/Client ID*	
Folio No.	
No. of shares held	

\*Applicable for investors holding shares in Electronic Form.

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 66th Annual General Meeting of the Company on Tuesday, the 29th day of September, 2015 at 12:30 p.m. at Village Chohal , District Hoshiarpur-146024, Punjab.

.....  
Signature of Member/Proxy

**Notes : Please fill this attendance slip and hand it over at the entrance of the hall.**

## Hoshiarpur Railway Station to JCT Limited

