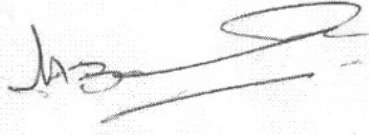
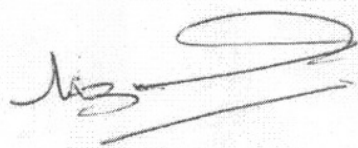

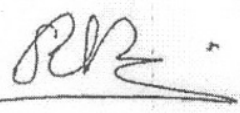


JRI INDUSTRIES & INFRASTRUCTURE LIMITED

CIN: L70102MH1964PLC013044

FORM A AS PER CLAUSE 31(a) OF THE LISTING AGREEMENT

Sl. No.	Descriptions	Details
1	Name of the Company	M/s. JRI Industries & Infrastructure Limited
2	Annual Financial Statement for the Year ended	31 st March, 2015
3	Type of Audit Observation	Unqualified
4	Frequency of observations	Not Applicable
5	To be Signed by	
	1) MANAGING DIRECTOR	
	2) CFO/FINANCE HEAD	
	3) AUDITOR OF THE COMPANY	
	4) AUDIT COMMITTEE CHAIRMAN	

1, Borkar Compound, Western Express Highway, Borivali (East), Mumbai - 400 066
Phone No. : 022-28872717, Fax No. : 022-28872717, Email: info.jalgaon@gmail.com

**JRI INDUSTRIES & INFRASTRUCTURE
LIMITED**

**49TH ANNUAL REPORT
2014-2015**

CORPORATE INFORMATION

BOARD OF DIRECTORS

SHANKARRAO A. BORKAR	Managing Director
SUNANDA S. BORKAR	Executive Director, Promoter
RAMAKANT S. SABNIS	Non-Executive, Independent Director
SHIVANAND CHAPALE	Non-Executive, Independent Director
AMOL S. BORKAR	Executive Director, Promoter

BANKERS

AXIS BANK LTD.

AUDITORS

M/S. BMS JD & ASSOCIATES.
Chartered Accountants

REGISTERED OFFICE:

1, Borkar Compound,
Western Eastern Highway,
Borivali (East), Mumbai-400066

LISTING

BOMBAY STOCK EXCHANGE LIMITED

REGISTRAR & SHARE TRANSFER AGENT

PURVA SHAREGISTRY INDIA PVT LTD
9, SHIVSHAKTI INDUSTRIAL ESTATE
J R BORICHA MARG,
OPP. KASTURBA HOSPITAL,
LOWER PAREL (W), MUMBAI – 400 011

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 49th Annual General Meeting of the Members of JRI INDUSTRIES & INFRASTRUCTURE LIMITED scheduled to be held at the Registered Office of the Company at 1, Borkar Comound, Western Eastern Highway, Borivali (East), Mumbai-400066 on Wednesday, the 30th , September, 2015 at 11.00 A.M.

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit & Loss Account Statement for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon.
2. Appointment of Statutory Auditors:

To appoint the Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, on basis of Audit Committee recommendation, the Board recommends the M/s. PVG & Associates (Registration Number 129589W) be and is hereby their appointment as statutory Auditors in place of M/s. BMS JD & Associates (Registration Number 121714W) of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of AGM of the Company to be held in the Financial year 2020 (subject to ratification of their appointment at every AGM), at such remuneration to be decided by the Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Board or such other officer of the Company as may be approved by the Board.”

BY ORDER OF THE BOARD
FOR JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Date: 30th May, 2015
Place: Mumbai

Sd/-
SHANKARRAO BORKAR
MANAGING DIRECTOR

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 such proxy need not be a member. Proxies in order to be effective must be received at the company's registered office at 1, Borkar Comound, Western Eastern Highway, Borivali (East), Mumbai-400066 not less than forty eight hours before the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 27th July, 2015 to Friday, 31st July, 2015.
3. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Purva Sharegistry India Private Limited as the Registrar & Share Transfer Agents , having their office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai.
4. As the measure of economy copies of the Annual Report will not be distributed at the meeting and the members are requested to bring their copies to the meeting.
5. Members are requested to affix their signatures at the space form and hand-over the same at the entrances to the place of the meeting.
6. Members intending to seek any information on the Annual Accounts at the Meeting are requested to inform the company in writing at least one week prior to the date of meeting.
7. Members are requested to notify immediately any change in their address to the company quoting their folio number to the following address.

NOTES ON E-VOTING:**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on Monday, 26th September, 2015 at 9.00 a.m. and ends on Tuesday, 29th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the company/Depository participants are requested to use the first 2 letters of their name and 8 digits of the sequence number which is mentioned in address label affixed on annual report, in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the 1st two characters of the name in capital letters. eg: If your name is Ramesh Kumar with sequence number 1 enter 'RA00000001' in the PAN field.
DOB	The Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	The Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant JRI Industries & Infrastructure Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

DIRECTOR'S REPORT

To,
The Members,
JRI Industries & Infrastructure Limited

Your Directors have pleasure in presenting their 49th Annual Report on the business and operation of the company and Financial accounts for the year ended 31st March, 2015.

SUMMARISED FINANCIAL RESULTS:

(Rs. In Lakhs)

PARTICULARS	2014-15	2013-14
Gross Total Income from Operations	64,014	41,071
Other Income	0.00	0.00
Expenditure	62,361	37,691
Profit before Taxes	1,652	3,379
Profit / (Loss) After Taxes	1,142	2,335

THE YEAR UNDER REVIEW:

Your Company has successfully completed 49 years of operation. Your Company's key businesses have reported an adequate performance for the year ended 31st March, 2015.

FINANCIAL RESULT:

The year under review the company has earned sufficient amount of profit in spite of volatile market conditions. It has earned Rs. 1,142 thousands compared to the previous year's profit of Rs. 2,335 thousands. Turnover of the Company during the year was Rs. 64,014 thousands as compared to Rs. 41,071 thousands in previous year.

OUTLOOK FOR THE FUTURE:

The company in the coming financial year would be engaging itself in Infrastructure activities as its core area. Considering the present lucrative scenario in the Infrastructure sector, the directors foresee a very bright future for the company in the said sector.

DIVIDEND:

The company has not recommended any dividend during the year.

TRANSFER TO RESERVE

The Company proposes to carry Rs. 11,42,000 /- to the General Reserve of the Company.

FIXED DEPOSITS

As on 31.03.2015, the company held no deposit in any form from anyone. There was no deposit held by the company as on 31.03.2015, which was overdue or unclaimed by the depositors. For the present the board of directors have resolved not to accept any deposits from public.

CORPORATE GOVERNANCE

As per the directions of SEBI and the Bombay Stock Exchange Ltd., the code of corporate governance become applicable to the company w.e.f.2002-03 and accordingly the company has been adhering to the directions and guidelines as required. The report on the code of corporate governance is annexed separately in this Annual report.

DIRECTORS

None of the Directors are eligible for retire by rotation. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

BOARD EVALUATION

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

NUMBER OF MEETINGS OF THE BOARD

The Board met 4 times during the financial year, the details of which are given in the corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2015, the Board consists of 5 members. Out of which one is the Managing Director, two Independent Directors. The Woman Director is one of the Executive Director.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Subsection (3) of Section 178 of the Companies Act, 2013, adopted by the Board, are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

TRAINING OF INDEPENDENT DIRECTORS

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- (a) a program on how to review, verify and study the financial reports;
- (b) a program on Corporate Governance;
- (c) provisions under the Companies Act, 2013; and
- (d) SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

The format of the letter of appointment is available on our website, www.jrilimited.com.

COMMITTEES OF THE BOARD

Currently, the Board has five committees: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee, 4. Risk Management Committee and 5. Corporate Social Responsibility Committee.

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.

INDEPENDENT DIRECTORS DECLARATIONS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
6. Independent director possesses such qualifications as may be required by the Board.

The Company & Independent Directors shall abide by the provisions specified in schedule IV of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and stakeholders Relationship Committee.

The Gist of the Policy of the said committee:

1. For Appointment of Independent Director (ID):
 - a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director;
 - b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with clause 49 of the Listing Agreement;
 - c. Adhere the code of conduct as per Schedule IV to the Companies Act, 2013;
 - d. Strictly adhere the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
 - e. The Independent Director has adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
 - f. Independent Director are able to devote time for the Board and other meetings of the company;
 - g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
 - h. Able to review the policy, participate in the meeting with all the stake holders of the company, Annual Meeting.

PERFORMANCE OF THE BOARD AND COMMITTEE

During the year under review, the performance of the Board & Committee and Individual Director(s) based on the below parameters satisfactory:

1. Most of the Directors attended the Board meeting ;
2. The remunerations paid to executive Directors strictly as per the company and industry policy. The Independent Directors only received sitting fees.
3. The Independent Directors contributed a lot based on their experience and knowledge and Independent views.
4. The Credit Policy, Loan Policy and compliances were reviewed;
5. Development of Risk Management Policy

RISK MANAGEMENT POLICY

JRI Industries & Infrastructure Limited is exposed to risks such as liquidity risk, Interest rate risk, Credit risk and Operational risk that are inherent in the construction and infrastructure businesses.

At the moment the company advances for a development project and carrying of the infrastructure developments. The Company because of paucity of fund could not able to run the Construction & Engineering in full swing. This risk was minimized on account of involvement of the Directors in their personal capacity.

The infrastructure and realty segment presently witnessing down trend. The Company decides to follow the infrastructure and government sponsored projects in future.

By strictly following the regulatory norms and Guidelines, the company effectively manages the risks and has a focused Risk Management monitoring in place.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. That in the preparation of the accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures; 2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the Company for the year under review;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended 31st March, 2015 on a 'going concern' basis;
5. That the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively;

That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS**STATUTORY AUDITORS**

The existing auditors M/s. BMS JD & Associates, Chartered Accountants (Registration No 121714W) due to preoccupation tender their resignation from the Financial Year 2015-16. On basis of Audit Committee recommendation, the Board recommended M/s. PVG & Associates, Chartered Accountants (Registration No 129589W) for considering their appointment at ensuing AGM for member's approval.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting.

In this regard, the Company has received a certificate from the auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self explanatory and do not call for any comments under section 134 of the companies Act, 2013.

SECRETARIAL AUDITOR

M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

The secretarial audit report for FY 2014-15 forms part of the Annual Report and part of the Board's report as Annexure-I

The Board has re-appointed M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice, as secretarial auditor of the Company for the financial year 2015-16.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

PARTICULARS OF LOANS, GURANTEE OR INVESTMENTS

There were no Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013.

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

The details of conservation of Energy, Technology Absorption are not applicable in the case of the company. However the company took adequate steps to conserve the Energy and used the latest technology.

During the year under review there were no foreign Exchange Earnings. The Foreign Exchange outgo is Nil.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.jrilimited.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

SIGNIFICANT AND MATERIAL ORDERS

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

EXTRACT OF ANNUAL RETURNS

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return is annexed as Annexure-II.

1. The Paid up capital of the Company: Rs. 5,31,15,000/- consisting of 2,65,57,500 equity shares of face value of Rs.2/- each.
2. The Board of Directors of the company consists of 5 Directors namely Mr. Shankarroa Borkar, Ms. Sunanda Borkar, Mr. Ramakant Sabnis, Mr. Shivanand Chapale and Mr. Amol Borkar. Out of which 2 directors namely Mr. Ramakant Sabnis and Mr. Shivanand Chapale were Independent Directors.
3. The secured debt of the company is Nil.
4. The Promoters holding is consists of 88,08,750 equity shares of Rs.2/- each amounting to 33.17%
5. There was no un-paid dividend during the year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

INVESTOR COMPLAINTS AND COMPLIANCE

All the investor complaints have been duly resolved and as on date no complaints are outstanding.

CORPORATE SOCIAL RESPONSIBILITY

As per the Companies Act, 2013, all companies having net worth of ` 500 crore or more, or turnover of Rs. 1,000 crore or more or a net profit of Rs.5 crore or more during any financial year are required to constitute a corporate social responsibility (CSR) committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such Company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year.

The Company presently does not meet with any of the criteria stated herein above.

CERTIFICATE ON CORPORATE GOVERNANCE

Certificate on corporate governance as required by Clause 49 of the Listing Agreement, the Mr. Ramesh Chandra Mishra & Associates-Company Secretary in Practice has issued the certificate on corporate governance is appended as Annexure-III to the Board's report.

PAYMENT OF LISTING FEES

Your company shares are listed on Bombay Stock Exchange Ltd., the listing fees for the year 2015-2016 have been paid to the stock exchange. The company has been complying with all the conditions require to be complied with in the listing agreement.

APPRECIATION

The Board would like to take opportunity to thanks the esteemed shareholders, the customers, the suppliers and the bankers and all other business associates for their continued support.

The Board also wishes to place on the records their appreciation of the invaluable contribution made by our employees which made it possible for the company to achieve these results.

ACKNOWLEDGMENT

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

BY ORDER OF THE BOARD
FOR JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Sd/-

SHANKARRAO BORKAR
MANAGING DIRECTOR

Date: 30th May, 2015
Place: Mumbai

ANNEXURE-I
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

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

To,
The Members,
JRI Industries & Infrastructure Limited
Mumbai

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JRI Industries & Infrastructure Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
8. 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;
9. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);

Other laws applicable specifically to the Company namely:

10. Information Technology Act, 2000 and the rules made thereunder ;
11. the Payment of Gratuity Act, 1972 ;
12. Secretarial Standards issued by The Institute of Company Secretaries of India.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

I report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

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

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, requiring compliance thereof by the Company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

Further 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 information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under.

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 quarterly compliance reports by respective department heads / CEO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour 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, 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 to all Directors, 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

Place: Mumbai
Date: 30/05/2015

For Ramesh Chandra Mishra & Associates
Sd/-
Ramesh Mishra
Practicing Company Secretaries
C.P. No.3987
FCS No. 5477

ANNEXURE-II
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
 As on financial year ended on 31.03.2015
 Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
 (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L70102MH1964PLC013044
2.	Registration Date	30-10-1964
3.	Name of the Company	JRI Industries & Infrastructure Limited
4.	Category/Sub-category of the Company	Public Company/Limited by shares
5.	Address of the Registered office & contact details	1, Borkar Compound, W E Highway, Borivali (E), Mumbai - 400066
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (I) Pvt Ltd 9, Shiv Shakti Industrial Estate J R Boricha Marg, Opp Kasturba Hosp., Lower Parel (E), Mumbai, Maharashtra, 400011

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.	Construction & Building	421	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	NA		

IV. SHARE HOLDING PATTERN

A. Category-wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year 3/31/2014				No. of Shares held at the end of the year 3/31/2015				% of Change during the year
	Demat	Physical	Total	% of Total TOTSHR	Demat	Physical	Total	% of Total TOTSHR	
A. Promoters									
(1) Indian									
(g) Individuals/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
(h) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(i) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(j) Bodies Corp.	7132500	0	7132500	26.86	7132500	0	7132500	26.86	0.00
(k) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(l) Any Other....	1676250	0	1676250	6.31	1676250	0	1676250	6.31	0.00
* DIRECTORS	0	0	0	0.00	0	0	0	0.00	0.00
* DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
* PERSON ACTING IN CONCERN	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(1):-	8808750	0	8808750	33.17	8808750	0	8808750	33.17	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	8808750	0	8808750	33.17	8808750	0	8808750	33.17	0.00
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
* U.T.I.	0	0	0	0.00	0	0	0	0.00	0.00
* FINANCIAL INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
* I.D.B.I.	0	0	0	0.00	0	0	0	0.00	0.00
* I.C.I.C.I.	0	0	0	0.00	0	0	0	0.00	0.00
* GOVERNMENT COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
* STATE FINANCIAL CORPORATION	0	0	0	0.00	0	0	0	0.00	0.00
* QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
* ANY OTHER	0	0	0	0.00	0	0	0	0.00	0.00
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0.00	0	0	0	0.00	0.00
* PRIVATE SECTOR BANKS	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions									
(a) Bodies Corp.	9804776	0	9804776	36.92	15161722	364643	15526365	58.46	21.54
(i) Indian	9804776	0	9804776	36.92	15161722	364643	15526365	58.46	21.54
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals	1453563	188250	1641813	6.18	620993	185875	806868	3.04	-3.14
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1453563	188250	1641813	6.18	620993	185875	806868	3.04	-3.14
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4360063	0	4360063	16.42	1237762	0	1237762	4.66	-11.76
(c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
* N.R.I. (NON-REPAT)	0	0	0	0.00	0	0	0	0.00	0.00
* N.R.I. (REPAT)	0	0	0	0.00	0	0	0	0.00	0.00
* FOREIGN CORPORATE BODIES	0	0	0	0.00	0	0	0	0.00	0.00
* TRUST	0	0	0	0.00	0	0	0	0.00	0.00
* HINDU UNDIVIDED FAMILY	1925701	0	1925701	7.25	59601	0	59601	0.22	-7.03
* EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
* CLEARING MEMBERS	16397	0	16397	0.06	118154	0	118154	0.44	0.38
* DEPOSITORY RECEIPTS	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	17560500	188250	17748750	66.83	17198232	550518	17748750	66.83	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	17560500	188250	17748750	66.83	17198232	550518	17748750	66.83	0.00
C. TOTSHR held by Custodian for GDRs & ADRs									
GrandTotal(A + B + C)	26369250	188250	26557500	100.00	26006982	550518	26557500	100.00	0.00
Other	0	0	0	0.00	0	0	0	0.00	0.00

B. Shareholding of Promoters

SI No.	ShareHolder's Name	ShareHolding at the beginning of the year 3/31/2014			Shareholding at the end of the year 3/31/2015			% change in share holding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	DHANSHREE DREAMHOMES PRIVATE LIMITE	7132500	26.86	0	7132500	26.86	0	0

C. Change in Promoter's Shareholding:

SI No.	ShareHolder's Name	ShareHolding at the beginning of the year 3/31/2014		Cumulative Shareholding during the year 3/31/2015		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	DHANSHREE DREAMHOMES PRIVATE LIMITE	7132500	26.86	7132500	26.86	

D. Shareholding Pattern of top ten Shareholders:

SI No.	ShareHolder's Name	ShareHolding at the beginning of the year 3/31/2014		Cumulative Shareholding during the year 3/31/2015		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	ARYA SELECTION PRIVATE LIMITED	1302454	4.90			
	28/11/2014	-500000	-1.88	802454	3.02	Sell
	6/12/2014	-500000	-1.88	302454	1.14	Sell
	19/12/2014	-302454	-1.14	0	0.00	Sell
	31/03/2015			0	0.00	
2	ANTIMONY DEALTRADE PRIVATE LIMITED	1184840	4.46			
	31/03/2015			1184840	4.46	
3	SAFE LIFT MERCHANTS PRIVATE LIMITED	840669	3.17			
	31/03/2015			840669	3.17	
4	NETTLE TRADELINK PRIVATE LIMITED	755207	2.84			
	31/03/2015			755207	2.84	
5	VEDIK VINTRADE PRIVATE LIMITED	603920	2.27			
	31/03/2015			603920	2.27	
6	VEDIK VINTRADE PRIVATE LIMITED	567237	2.14			
	31/10/2014	20000	0.08	587237	2.21	Buy
	7/11/2014	65000	0.24	652237	2.46	Buy
	31/03/2015			652237	2.46	
7	LEOLINE PROPERTIES PRIVATE LIMITED	549775	2.07			
	31/03/2015			549775	2.07	
8	ANAND RATHI SHARE AND STOCK BROKERS	545110	2.05			
	9/5/2014	-545110	-2.05	0	0.00	Sell
	18/05/2014	1292	0.00	1292	0.00	Buy
	23/05/2014	-1005	0.00	287	0.00	Sell
	30/05/2014	-187	0.00	100	0.00	Sell
	6/6/2014	-100	0.00	0	0.00	Sell
	13/06/2014	400	0.00	400	0.00	Buy
	20/06/2014	-400	0.00	0	0.00	Sell
	30/09/2014	10	0.00	10	0.00	Buy
	3/10/2014	-10	0.00	0	0.00	Sell
	10/10/2014	1300	0.00	1300	0.00	Buy
	17/10/2014	-1300	0.00	0	0.00	Sell
	14/11/2014	13500	0.05	13500	0.05	Buy
	21/11/2014	19500	0.07	33000	0.12	Buy
	28/11/2014	19008	0.07	52008	0.20	Buy
	5/12/2014	-32001	-0.12	20007	0.08	Sell
	12/12/2014	21335	0.08	41342	0.16	Buy
	19/12/2014	-31342	-0.12	10000	0.04	Sell
	31/12/2014	26500	0.10	36500	0.14	Buy
	2/1/2015	6276	0.02	42776	0.16	Buy
	9/1/2015	-3177	-0.01	39599	0.15	Sell
	16/01/2015	29137	0.11	68736	0.26	Buy
	23/01/2015	-4234	-0.02	64502	0.24	Sell
	30/01/2015	-15592	-0.06	48910	0.18	Sell
	6/2/2015	23710	0.09	72620	0.27	Buy
	13/02/2015	-28324	-0.11	44296	0.17	Sell
	20/02/2015	-27948	-0.11	16348	0.06	Sell
	27/02/2015	-15040	-0.06	1308	0.00	Sell
	6/3/2015	-10	0.00	1298	0.00	Sell
	13/03/2015	-238	0.00	1060	0.00	Sell
	31/03/2015			1060	0.00	
9	ACTION TIE UP PRIVATE LIMITED	462544	1.74			
	31/03/2015			462544	1.74	
10	MORTAL REAL ESTATE LTD.	449271	1.69			
	31/03/2015			449271	1.69	

E. Shareholding of Directors and Key Managerial Personnel:

SI No.	ShareHolder's Name	ShareHolding at the beginning of the year 3/31/2014		Cumulative Shareholding during the year 3/31/2015		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	SHANKARRAO AMBRUSHI BORKAR	789750	2.97			
	31/03/2015			789750	2.97	
2	SUNANDA SHANKARRAO BORKAR	542000	2.04			
	31/03/2015			542000	2.04	
3	AMOL SHANKARRAO BORKAR	344500	1.30			
	31/03/2015			344500	1.30	

V) INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.(Amt in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

SN.	Particulars of Remuneration	Name of M D/WTD/Manager/Executive Directors			Total Amount
		Mr. Shankarrao Borkar	Ms. Sunanda Boarkar	Mr. Amol Boarkar	
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(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 - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act	-	-	-	-

B. REMUNERATION TO OTHER DIRECTORS:

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Shivanand Chapale	Mr. Ramakant Sabnis	
1	Independent Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(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	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY : NOT APPLICABLE					
Penalty					
Punishment					
Compounding					
B. DIRECTORS : NOT APPLICABLE					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT : NOT APPLICABLE					
Penalty					
Punishment					
Compounding					

ANNEXURE-III**COMPANY SECRETARIES REPORT ON CORPORATE GOVERNANCE- 31ST MARCH, 2015**

To,
The Board of Directors
JRI Industries & Infrastructure Limited

We have reviewed the implementation of Corporate Governance procedures by JRI Industries & Infrastructure Limited during the year ended 31st March, 2015, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

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

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.

On the basis of our review and according to the information and explanations given to us, the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreements with the Stock Exchanges in all material respects. Save and except for one compliant, there were no investors grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

Place: Mumbai
Date: 30/05/2015

For Ramesh Chandra Mishra & Associates

**Sd/-
Ramesh Mishra
Practicing Company Secretaries
C.P. No.3987
FCS No. 5477**

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in following sound Corporate Governance. Our corporate governance policies based on the principles of integrity, fairness, equity, highest level of transparency, accountability and commitment to values in all facets of its operations, and in all its interaction with its stakeholders, customers, employees and the regulatory authorities. It is a continuous and ongoing exercise and the company is committed to pursue the highest standard of Corporate Governance in the overall interest of all its stakeholders. The Board has constituted various business committees from time to time effective discharge of its functions and proper deliberation. Adequate disclosure and information are provided to the Board as well as its committees.

2. BOARD OF DIRECTORS AND THEIR MEETINGS

The Board consists of executive and non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning.

Composition of the Board of Directors:

The Company's Board of Directors as on 31st March, 2015 consist of Five Directors. The composition of the Board and category of Director are as follows;

SR. NO.	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1.	SHANKARRAO A. BORKAR	EXECUTIVE DIRECTOR, PROMOTER	MANAGING DIRECTOR
2.	SUNANDA S. BORKAR	EXECUTIVE DIRECTOR, PROMOTER	DIRECTOR
3.	RAMAKANT S. SABNIS	NON-EXECUTIVE DIRECTOR, INDEPENDENT DIRECTOR	DIRECTOR
4.	SHIVANAND CHAPALE	NON-EXECUTIVE DIRECTOR, INDEPENDENT DIRECTOR	DIRECTOR
5.	AMOL S. BORKAR	EXECUTIVE DIRECTOR, PROMOTER	DIRECTOR

MEETINGS AND ATTENDANCE DURING THE YEAR:

Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2014-2015.

The Board Meetings were held during the year and the gap between two meetings did not exceed four months. The date on which the Board Meetings were held is as follows:

30th May 2014, 14th August, 2014, 14th November, 2014 and 14th February 2015.

The Details of Board of Directors Meeting Held during the Financial Year 2014– 2015:

Sr. No	Date of Board Meetings	Board Strength	No. of Directors Present at Board Meetings
1	30 th May, 2014	5	5
2	14 th May, 2014	5	5
3	14 th November, 2014	5	5
4	14 th February, 2015	5	4

Attendance of Directors at the 48th Annual General Meeting for the Financial Year 2013-2014.

The Attendance of Directors at the Last Annual General Meeting which was held on 30th September, 2014 for the financial year 2013-2014.

Sr. No	Name of Director	Attendance at AGM
1.	Mr. SHANKARRAO A. BORKAR	P
2.	Ms. SUNANDA S. BORKAR	P
3.	Mr. RAMAKANT S. SABNIS	P
4.	Mr. SHIVANAND CHAPALE	P
5.	Mr. AMOL S. BORKAR	P

COMMITTEES OF THE BOARD

The Company has five committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee, 4. Risk Management committee and 5. Corporate Responsibility Committee.

The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors.

1. AUDIT COMMITTEE

The term of reference of this committee cover the matter specified for Audit Committee under clause 49 of the Listing Agreement. The current Audit Committee of the Company comprises three Directors, who possess knowledge of the corporate finance & accounts.

The Audit Committee of the company was constituted comprising of the following directors:

Name of Directors	Status in Committee	Nature of Directorship
Mr. Shivanand Chapale	Chairman	Independent Director
Mr. Ramakant Sabis	Member	Independent Director
Mr. Shankarrao Boarkar	Member	Managing Director

During the financial year ended 31st March, 2015, 4 Audit Committee Meetings were held during the year i.e. 30/05/2014, 14/08/2014, 14/11/2014 and 14/02/2015.

Powers of the Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

2. NOMINATION AND REMUNERATION COMMITTEE

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director/Whole Time Directors; sitting fee payable to our Non Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

The constitution of the Nomination and Remuneration Committee is as follows:-

Name of Directors	Status in Committee	Nature of Directorship
Mr. Ramakant Sabnis	Chairman	Independent Director
Mr. Shivanand Chapale	Member	Independent Director
Mr. Amol Borkar	Member	Executive Director

ROLE OF THE COMMITTEE

The role of Nomination and Remuneration Committee is as follows:

- 1) determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- 2) determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- 3) identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- 4) reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc;
- 5) reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- 6) determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- 7) evaluating performance of each Director and performance of the Board as a whole;

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee facilitate prompt and the effective redressal of the complaints of the shareholders and reporting the same to the Board periodically.

The Shareholders Grievance Committee of the company was constituted comprising of the following directors:

Name of Directors	Status in Committee	Nature of Directorship
Mr. Shivanand Chapale	Chairman	Independent Director
Mr. Sunanda Borkar	Member	Executive Director
Mr. Amol Borkar	Member	Executive Director

4. RISK MANAGEMENT COMMITTEE

The Company has a well-defined risk management framework in place. The committee ensures that by following the regulatory norms, the company effectively manages the risks and has a focused Risk Management monitoring in place.

The Present Risk Management Committee consists of:-

Name of Directors	Status in Committee	Nature of Directorship
Mr. Shankarrao Borkar	Chairman	Managing Director
Mr. Amol Borkar	Member	Executive Director
Mr. Ramakant Sabnis	Member	Independent Director

5. CORPORATE RESPONSIBILITY COMMITTEE

The Present Risk Management Committee consists of:-

Name of Directors	Status in Committee	Nature of Directorship
Mr. Shankarrao Borkar	Chairman	Managing Director
Mr. Shivanand Chapale	Member	Independent Director
Mr. Ramakant Sabnis	Member	Independent Director

DISCLOSURES**RELATED PARTY TRANSACTIONS**

Disclosures on materially significant related party transactions i.e. transactions of the Company material in nature, with its Promoters, Directors, Management, their relatives etc. that may have potential conflict with the interest of the Company at large.

None of the transaction with any of the related parties was in conflict with the interest of the Company.

STRATEGIC COMPLIANCE

The Company has neither made any non-compliance with any of the legal provisions of the law nor any penalty or stricture has been imposed by the Stock Exchange or SEBI or any other statutory authority, on any matter related to the capital markets, during the last three years.

ANNUAL GENERAL MEETINGS

The Details of Annual General Meetings of the Last three years are as follows:

Particulars	F.Y.2013 -14	F.Y.2012 -13	F.Y.2011 -2012
Date	30/09/2014	30/09/2013	30/09/2012
Time	11.00 a.m.	11.00 a.m.	11.00 a.m.
Venue	A/4, Saddichha ChS, Rokadia Lane, SVP Road, Near Jain Mandir, Borivali West, Mumbai 400092	A/4, Saddichha ChS, Rokadia Lane, SVP Road, Near Jain Mandir, Borivali West, Mumbai 400092	409, 4th Floor, Goyal Trade Centre, Shantivan,

MEANS OF COMMUNICATION

Half Yearly Financial Report	The Financial results of the Company are published in newspapers, and a separate half yearly report is not sent to each shareholder.
Quarterly Financial Results	The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed.
Website	www.jrilimited.com

GENERAL SHAREHOLDERS INFORMATION**1. 49th Annual General Meeting**

Date : **30th September, 2015**
Time : **11.00 a.m.**
Venue : **1, Borkar Comound,
Western Eastern Highway,
Borivali (East),
Mumbai-400066**

2. Date of Book Closure: Monday, 27th July, 2015 to Friday, 31st July, 2015 (Both days Inclusive)**3. Financial Year: April 1 to March 31****4. Tentative Calendar for financial year 1st April, 2015 to 31st March, 2016:**

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2016 are as follows:

Financial Reporting for the Quarter Ended 30 th June 2015	By mid of August, 2015
Financial Reporting for the Quarter and Half yearly Ended 30th September 2015	By mid of November, 2015
Financial Reporting for the Quarter Ended 31 st December 2015	By mid of February, 2016
Financial Reporting for the Quarter Ended 31 st March 2016	By end of May, 2016

5. Registered Office:
1, Borkar Comound,
Western Eastern Highway,
Borivali (East),
Mumbai-400066

2. Listing of Shares on Stock Exchanges
The Company shares are listed on BSE Limited (BSE). The requisite listing fees have been paid in full to all the Stock Exchanges.

3. A) Stock Codes
BSE : 506016
ISIN : INE022M01029

B) Corporate Identity Number : L70102MH1964PLC013044

4. Registrar and Share Transfer Agents
PURVA SHAREGISTRY (INDIA) PVT. LTD.
9, Shiv Shakti Industrial Estate
J.R. Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (East), Mumbai – 400 011
Phone: 022-2301 8261/2301 6761
Fax: 022-2301 2517
Email: busicomp@vsnl.com
Website: www.purvashare.com

The Shares received for transfer in physical mode are registered and returned within a period of 30 Days from the date of receipts if the documents are clear in all respect.

9. Share Transfer System

The Share Transfer Committee of the Company generally meets fortnightly for approving share transfers processing with respect to requests received for share transfer are completed within 15-17 days from the date of their receipt. There were no pending share transfers as on 31st March 2015.

The Company's Share Transfer Agent Purva Shareregistry (India) Pvt. Ltd processes these transfers. Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. In cases where shares are transferred after sending notice to the transferors, in compliance of applicable provisions, the period of transfer is reckoned from the date of expiry of the notice.

10. Distribution of shareholding as on 31st March, 2015

Slab of shareholdings No. of Equity Shares	No. of Shareholders	% of shareholders	Amt. in Rs.	% of total Share Capital
Upto 5,000	248	58.35	295986	0.56
5,001 to 10,000	24	5.65	193492	0.36
10,001 o t 20,000	24	5.65	335392	0.63
20,001 o t 30,000	13	3.06	328384	0.62
30,001 o t 40,000	7	1.65	253642	0.48
40,001 o t 50,000	6	1.41	277188	0.52
50,001 o t 1,00,000	28	6.59	2137716	4.02
1,00,001 and Above	75	17.65	49293200	92.80
Grand Total	425	100.00	53115000	100.00

11. Share Holding Pattern as on 31st March, 2015:

Category	Shares Held	% of Shares
Promoter's Holding	8808750	33.17
Mutual Funds/UTI	0	0
Banks/Financial Institutions/Insurance	0	0
Company/Govt. Company	0	0
Corporate Bodies	15526365	58.46
NRIs/Foreign shareholders	0	0
Public/Others	2222385	8.36
Total	26557500	100

12. Investor Correspondence

For any assistance regarding share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company

13. Outstanding ADRs / GDRs

The company has not issued any ADRs / GDRs.

14. Address for Communication

1, Borkar Comound, Western Eastern Highway,
Borivali (East), Mumbai-400066

BY ORDER OF THE BOARD
FOR JRI INDUSTRIES & INFRASTRUCTURE LIMITED
Sd/-

Date: 30th May, 2015

Place: Mumbai

SHANKARRAO BORKAR
MANAGING DIRECTOR

CEO/CFO CERTIFICATION TO THE BOARD

I Certify that

- a. I have reviewed the financial statements and the cash flow statement for the year 2014 -15 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the companies 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 transactions entered into by the company during the year 2014-15 which are fraudulent, illegal or violative of the companies code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of 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 -
 - There has not been any significant changes in internal control over the financial reporting during the year 2014-15;
 - There has not been any significant changes in accounting policies during the year 2014-15 and that the same have been disclosed in the notes to the financial statements; and
 - No instances of significant fraud of which we have become 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 the financial reporting.

**BY ORDER OF THE BOARD
FOR JRI INDUSTRIES & INFRASTRUCTURE LIMITED**

Sd/-

**Date: 30th May, 2015
Place: Mumbai**

**SHANKARRAO BORKAR
MANAGING DIRECTOR**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDUSTRY OVERVIEW:**

In the last couple of years, the Indian economy witnessed a slowdown across various sectors resulting in the GDP growth slipping to 4.7% in 2013 from 9.7% in 2010. This also adversely affected the Infrastructure Industry in India. This results a moderate growth in the Industry. With the focus of new government being clear, the prospects for Infrastructure look very bright. Investments in various businesses and sectors of the economy are expected to pick up pace, all of which will bode well for the urban development as part of a strong infrastructure development.

COMPANY OVERVIEW:

The Company seeks to exploit opportunities available in domestic market. The Company's key strength is implementation of innovative ideas, trust and continuous learning, good governance and Experience of the Management in Industry. The Company is continuously focusing to explore and develop opportunities in the Infrastructure Sector and due to slow growth rate in the infrastructure development the Company is improving its investment decisions so as to increase the value of the stakeholders.

OPPORTUNITIES, THREATS, RISKS & CONCERNS:

Our business in the Infrastructure sector exposes the company to a variety of risks. Spiraling land prices and speculative activity is a cause of concern. Since the company has entered into Infrastructure business recently, it may face stiff competition from the big players in the market.

The Infrastructure segment by its sheer size and high growth potential offer unlimited growth opportunities with well established set up, the Company is in a position to further consolidate its market share.

We take our role very seriously, and strive to deliver innovative solutions and reliable services to our customers and industries in which we serve.

OUTLOOK FOR THE FUTURE:

The company in the coming financial year would be aiming to increase its Infrastructure activities and gain good market share in infrastructure activities. Considering the present lucrative scenario in the Infrastructure sector, the directors foresee a very bright future for the company in the said sector.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review the company has earned Income of Rs. 64,014 thousands as against Rs. 41,071 thousand in the previous year. During the year the company has registered a Net Profit before tax of Rs. 1,652 thousands as against Rs.2,335 thousands in the previous year. The Company expects to earn increased revenues in near future.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Human resource is an important asset of any business. Skilled and technical staff is required by us for our project. The Company has well defined appraisal system in place for recognition of talented and deserving employees. The Company recognizes the importance and contribution of its employees to the growth and development of the Company. The Company continued to maintain cordial relations with employees and staff.

INTERNAL CONTROL SYSTEM AND ADEQUACY:

The company has adequate internal control procedure commensurate with its size and nature of the business. Your Company continues to place considerable emphasis and efforts on the internal control systems. Periodical internal audits, limited reviews by the Management and Audit Committee meetings is focusing on the quality of the internal checks and balances in the finance and accounting aspect.

The internal control system is supplemented by extensive internal audits, regular reviews by management and well developed policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. Also the company is bound to profitability sources like focus on waste reduction, cost reduction and improvement in productivity.

CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be considered to be forward looking statements and actual results could differ materially from those expressed or implied. Important factors which could make a significant difference to the Company's operations include downtrend in the demand supply conditions, market prices, changes in government regulations and tax laws besides other factors such as litigation, over which the Company may not have any control.

ON BEHALF OF THE BOARD OF DIRECTORS**Sd/-****Date: 30th May, 2015****Place: Mumbai****SHANKARRAO BORKAR
MANAGING DIRECTOR**

INDEPENDENT AUDITOR'S REPORT

To the Members of,
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of JRI Industries & Infrastructure Limited ("The Company"), which comprises of balance sheet as at 31st March 2015, the statement of profit and loss account and the cash flow statement for the year ended on that date annexed thereto and summary of significant accounting policies and explanatory information.

Management's responsibility for the Financial Statements

The Company's Board of Directors is Responsible for the state in Sub-Section (5) of Section 134 of the Companies Act, 2013 ("the Act") with respect to the presentation of these financial statements given a true and fair view on the financial position, financial performance and cash flow statements of the company in accordance with the accounting principal generally accepted in India, including Accounting Standards prescribed in Section 133 of the Act, read with Rule 7 of the Companies Accounting (Rule), 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. Section and application of appropriate accounting policies; making a judgement and estimates that are reasonable and prudent; and the design, implementation and maintenance on internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibilities

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 and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

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

An audit involves performing procedures to obtain audit evidence about the amount and the disclosures in the financial statements. The procedures selected depend on the auditor's judgements, including the assessments of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, that auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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 along with the notes thereon 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 flow for the year ended on that date.

Report on other legal and Regulatory Requirements

As required by 'the Companies (Auditor's report) order, 2015' issued by the Central Government of India in terms of sub-section (11) of the Section 143 of the Act ("the order"), and on basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we enclose in the Annexure a statement on the matters specified in paragraph 3 and 4 of the said order.

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

- a) We have sought and obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of the books of accounts.
- c) The Balance Sheet, the Statements of Profit and Loss, and the Cash Flow Statements dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid financial statements company 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 (b) 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 presentations 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 adequacy of the internal financial control over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- h) With respect to the other matter 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 explanation given to us:
 - i. The Company does not have any pending litigation which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the investor Education and protection Fund by the Company.

**For BMS JD & Associates
Chartered Accountants
(Firm Registration No. 121714W)**

**Sd/-
Vaibhav K Doshi
Partner
Membership No. 110039
Place: Mumbai
Date: 30.05.2015**

ANNEXURE TO THE AUDITORS' REPORT ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 OF JRI INDUSTRIES & INFRASTRUCTURE LIMITED

1. In respect of Fixed Assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such physical verification.
2. In respect of Inventories:
 - a) The nature of inventory held by the Company does not demand for physical verification and hence, clause 3(ii)(a) and 3(ii)(b) of the Companies (Auditor's Report) Order, 2015 are not applicable..
 - b) As explained, the Company has been maintaining proper records of the inventory and no material discrepancies where noticed in relation to it.
3. In respect of loans, secured or unsecured, granted to Companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013;
 - a) The Company has not granted any loans to such parties during the year and hence the question of regular receipt of principal amount and interest does not arise.
 - b) The Company had taken unsecured loans, from one individual party and one company covered in the register maintained under Section 301 of the Companies Act, 1956. In respect of individual the maximum amount involved during the year was Rs. 3.41 Lakhs and the year end balance of loans taken was Rs. 3.41 Lakhs. In respect of Company the maximum amount involved during the year was Rs. 0.92 Lakhs and the year end balance of loans taken was Rs. 0.92 Lakhs
 - c) In our opinion and according to the information and explanations given to us, the terms and conditions of such unsecured Loan taken were not prejudicial to the interest of the Company. There is no instance of overdue amount of Rupees One Lakh
4. In our opinion, and according to the information and explanations given to us, there exist adequate internal control systems commensurate with the size of the Company and the nature of its business with regards to sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
5. In our opinion and explanation given to us, during the year the Company has not accepted any deposits to which the directives of the Reserve Bank or provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 framed there under would apply.
6. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the companies Act, 2013 for any of the services of the Company.
7.
 - a) According to the information given to us and the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues including provident fund, employee's state insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, Investor Education and Protection Fund and any other statutory dues as at 31st March 2015.
 - b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax and no statutory dues required to be deposited on account of any dispute, except the following:

Name of Statute (Nature of Dues)	Period to which amount relates	Forum where dispute is pending	Amount in Rupees
Income Tax	A. Y. 2011 -12	Commissionerate	697840

- c) The company is not required to transfer any amount to Investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
8. The Company is registered for a period of not less than five years but the Company has no accumulated losses at the end of the financial and it has not incurred cash losses in the current and immediately preceding financial year.
9. The Company has neither taken any loan from banks and financial institutions nor issued any debentures hence the question of default in repayment of dues does not arise.
10. As per the explanation and information given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. The Company has not raised any term loans during the year
12. During the course of our examination of books and records of the Company and according to the information and explanations given by the management, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For BMS JD & Associates
Chartered Accountants
(Firm Registration No. 121714W)**

**Sd/-
Vaibhav K Doshi
Partner
Membership No. 110039
Place: Mumbai
Date: 30.05.2015**

Balance Sheet As At March 31, 2015

(Rupees in Thousands)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	53,115	53,115
Reserves and Surplus	3	152,043	150,901
Money received against Share Warrants		-	-
Share Application Money Pending Allotment		-	-
Non-Current Liabilities			
Long-Term Borrowings		-	-
Deferred Tax Liabilities (Net)	4	13	17
Other Long-Term Liabilities		-	-
Long-Term Provisions		-	-
Current Liabilities			
Short-Term Borrowings	5	433	433
Trade Payables	6	-	12,901
Other Current Liabilities	7	30	30
Short-Term Provisions	8	158	19
Total		205,792	217,417
ASSETS			
Non-Current Assets			
Fixed Assets	18		
- Tangible Assets		47	66
- Intangible Assets		531	531
Non-Current Investments		-	-
Long Term Loans & Advances	9	145,213	177,671
Other Non-Current Assets		-	-
Current Assets			
Current Investments		-	-
Trade Receivables	10	-	2,399
Cash and Cash Equivalents	11	1,876	122
Short Term Loans & Advances	12	58,125	36,628
Other Current Assets		-	-
Total		205,792	217,417
Significant Accounting Policies and Notes to Financial Statements		1 to 29	

The Notes referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our Report of Even Date

For BMS JD & ASSOCIATES

Chartered Accountants

(Firm's Registration No. 121714W)

For and on behalf of the Board of Directors of
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Sd/-

Vaibhav K Doshi

Partner

Membership No.: 110039

Place: Mumbai, India

Date: 30.05.2015

Sd/-

SHANKARRAO BORKAR

Managing Director

Sd/-

AMOL BORKAR

Director

Statement of Profit and Loss for the year ended March 31, 2015

(Rupees in Thousands)

Particulars	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
INCOME			
I. Revenue from Operations	13	64,014	41,071
II. Other Income		-	-
III. Total Revenue (I + II)		64,014	41,071
IV. EXPENSES:			
Operating Expenses	14	61,538	37,104
Employee Benefit Expenses	15	430	392
Finance Cost	16	2	4
Depreciation and Amortisation Expense	18	19	19
Administrative and Other Expenses	17	371	172
Total Expenses		62,361	37,691
V. Profit Before Tax (III - IV)		1,653	3,379
VI. Tax Expense:			
Current Tax		515	1,045
Deferred Tax		(4)	(1)
VII. Profit after Tax for the Period (V - VI)		1,142	2,335
VII. Earnings per Equity Share of Face Value of Rs. 2/- each			
Basic		0.04	0.09
Diluted (Previous Years Earning Re-stated for Share Split)		-	-
Significant Accounting Policies and Notes to Financial Statements	1 to 29		

The Notes referred to above form an integral part of the Statement of Profit & Loss.

This is the Statement of Profit & Loss referred to in our Report of Even Date

For BMS JD & ASSOCIATES

Chartered Accountants
(Firm's Registration No. 121714W)

For and on behalf of the Board of Directors of
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Sd/-

Vaibhav K Doshi
Partner
Membership No.: 110039
Place: Mumbai, India
Date: 30.05.2015

Sd/-

SHANKARRAO BORKAR
Managing Director

Sd/-

AMOL BORKAR
Director

Cash Flow Statement for the year ended on 31st March, 2015

(Amount in Thousands.)

Sl. No.	PARTICULARS	Year ended March 31	
		2015	2014
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	1653	3379
	Adjustments for		
	Depreciation/ Amortisation	19	19
	Operating profit before working capital changes	1672	3399
	Movements in working capital:		
	(Increase)/ Decrease in Trade Receivables	2399	989
	(Increase)/ Decrease in Loans and Advances	10961	(9752)
	Increase/ (Decrease) in Current Liabilities	(12763)	5984
	Taxes paid (net)	(515)	(1045)
	Net cash (used in)/ generated from operating activities - (A)	1754	(426)
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	-	-
	Interest received	-	-
	Net cash (used in)/ from investing activities - (B)	-	-
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from issue of shares	-	-
	Proceeds from share application money	-	-
	Proceeds from unsecured loans	-	-
	Net cash from/ (used in) financing activities - (C)	-	-
	NET INCREASE / (DECREASE) IN CASH OR CASH EQUIVALENTS - (A+B+C)	1754	(426)
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	122	547
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	1875	122

Note:

1. Previous Year's Figures have been re-grouped and re-arranged whenever considered necessary.
2. The above consolidated cash flow statement has been prepared under the 'Indirect Method' as set out in the 'Accounting Standard -3' on 'Cash Flow Statements'
3. Cash and Cash Equivalents as at March 31, 2015 include unclaimed dividend of Rs. 29625 (2014: 29625) which has been kept in a separate Bank Account

As per our report of even date
For BMS JD & ASSOCIATES
Chartered Accountants
(Firm's Registration No. 121714W)

For and on behalf of the Board of Directors of
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Sd/-
Vaibhav K Doshi
Partner
Membership No.: 110039
Place: Mumbai, India
Date: 30.05.2015

Sd/-
SHANKARRAO BORKAR
Managing Director

Sd/-
AMOL BORKAR
Director

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS:**I. Corporate Information**

JRI Industries & Infrastructure Limited ('the Company') was incorporated in India on 30th October, 1964. The equity shares of the Company are listed in India on the Bombay stock exchange (BSE Limited).

The Company is primarily engaged in the Construction Activities and the management of the Company is building up the team to improve its decisions and increase the value of the stakeholders and also continues to focus on exploring opportunities in the infrastructure sector.

II. Presentation and Disclosure of Financial Statements:

The financial statements of the company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on a going concern basis. Pursuant to Section 133 of the Companies Act, 2013 and Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the Company will continue to apply the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956; the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013.

All the assets and Liabilities have been classified as current or non-current as per the criteria set out in Schedule III to the Companies Act, 2013. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year, except to the extent stated in Note 3 below.

III. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities as of the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from the estimates.

IV. Fixed Assets

Fixed assets are stated at cost of acquisition or construction or at revalued amounts less accumulated depreciation, amortization and impairment losses, if any.

V. Impairment of Fixed Assets:

The carrying amounts of the assets, except for inventories, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of the asset or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognised in the income statement.

VI. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

VII. Depreciation/Amortisation:

Depreciation on assets is provided using Straight Line Method at the rates prescribed under the Companies Act.

VIII. Revenue Recognition

Revenue /Income and Cost/Expenditure are generally accounted for on accrual as they are earned or incurred, except, in case of significant uncertainties.

IX. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

X. Earnings per Share

Basic Earnings Per Equity Share is computed by dividing the net profit or loss after tax by the weighted average number of Equity Shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

XI. Taxation

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax assets to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised.

XII. Retirement Benefits

No provisions are made for retirement benefit i.e gratuity, Provident fund contribution. The same if any will be considered in the year of its payment.

XIII. Provisions and Contingencies

Provision involving substantial degree of estimation in measurement is recognize when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. It is determined based on Management estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current Management estimate; Contingent liabilities are not recognized but are disclosed in the notes.

Notes on Financial Statements for the year ended March 31, 2015		(Rupees in Thousands)		
Note 2 SHARE CAPITAL		As at March 31, 2015	As at March 31, 2014	
Particulars				
Authorised Share Capital				
3,00,00,000 Equity Shares of Rs. 2/- each Previous Year : 3,00,00,000 Equity Shares of Rs. 2/- each		60,000	60,000	
		60,000	60,000	
Issued, Subscribed and Paid-Up				
2,65,57,500 Equity Shares of Rs. 2/- each fully paid up Previous Year : 2,65,57,500 Equity Shares of Rs. 2/- each fully paid up)		53,115	53,115	
	Total	53,115	53,115	
(a) The Company has only one class of Share referred to as Equity Shares having par value Rs. 2/- . Each holder of equity is entitled to one vote per share.				
(b) In the event of liquidation of company the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amount. However no such preferential amounts exist currently. The distribution will be in proportion to number of equity shares held by the share holders.				
Note 2a RECONCILIATION OF EQUITY SHARES OUTSTANDING				
The reconciliation of the number of equity shares outstanding and the corresponding amount thereof, as at the Balance Sheet date is set out below:				
Equity Shares	March 31, 2015		March 31, 2014	
	No. of Shares	Rs. In Thousands	No. of Shares	Rs. In Thousands
Face Value per Share (in Rs.)		2		2
At the beginning of the Financial Year	26,557,500	53,115	26,557,500	53,115
Add: Shares issued during the Financial Year	-	-	-	-
Add: Allotment pursuant to Conversion of Warrants	-	-	-	-
At the end of the Financial Year	26,557,500	53,115	26,557,500	53,115
Note 2b LIST OF SHAREHOLDERS IN EXCESS OF 5% IS SET OUT BELOW:				
Name of Shareholder	Equity Shares			
	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Face Value per Share (in Rs.)		2		2
Dhanshree Dreamhomes Private Limited	7,132,500	26.86	7,132,500	26.86
Note 3 RESERVES AND SURPLUS				
Securities Premium Account	As at March 31, 2015		As at March 31, 2014	
As per Last Balance Sheet	162,825		162,825	
Add: Received towards allotment of Equity Shares	-	162,825	-	162,825
Surplus				
As per Last Balance Sheet	(11,924)		(14,259)	
Add: Net Profit after tax from Statement of Profit and Loss	1,142	(10,782)	2,335	(11,924)
Total Reserves and Surplus		152,043		150,901
Note 4 DEFERRED TAX LIABILITIES (NET)				
Deferred Tax Liabilities	As on April 1, 2014	Charge / (Reversal) during the year	As at March 31, 2015	
In respect of Fixed Assets	17	(4)		13
Net Deferred Tax Liabilities / (Assets)	17	(4)		13
Note 5 SHORT TERM BORROWINGS				
Particulars	As at March 31, 2015		As at March 31, 2014	
Unsecured				
Loans & Advances from Related Parties		433		433
	Total	433		433
Note 6 TRADE PAYABLES				
Particulars	As at March 31, 2015		As at March 31, 2014	
Due to Micro and Small Enterprises		-		-
Other than Micro and Small Enterprises		-		12,901
	Total	-		12,901
Note: To the extent identified from available information, there is no amount due to micro, small and medium size enterprises as on March 31, 2015				

Note 7 OTHER CURRENT LIABILITIES	As at March 31, 2015	As at March 31, 2014
Particulars		
Unpaid Dividend	30	30
Total	30	30
Note 8 SHORT TERM PROVISIONS	As at March 31, 2015	As at March 31, 2014
Particulars		
Professional Fees Payable	158	19
Total	158	19
Note 9 LONG TERM LOANS & ADVANCES	As at March 31, 2015	As at March 31, 2014
Particulars		
Security Deposits		
Unsecured, Considered Good	100	100
Loans & Advances to Others		
Advances	145,113	177,571
Total	145,213	177,671
Note 10 TRADE RECEIVABLES	As at March 31, 2015	As at March 31, 2014
Trade Receivables		
Unsecured, Considered Good		
Outstanding for a period upto Six Months	-	2,399
Outstanding for a period exceeding Six Months	-	-
Total	-	2,399
Note 11 CASH AND CASH EQUIVALENTS	As at March 31, 2015	As at March 31, 2014
Cash & Cash Equivalents		
(a) Balances with Banks		
In Current Account	1,796	80
Unpaid Dividend	30	30
(b) Cash on Hand	50	13
Total	1,876	122
Note 12 SHORT TERM LOANS AND ADVANCES	As at March 31, 2015	As at March 31, 2014
Unsecured, Considered Good		
Loans & Advances to Others		
Advances	54,619	29,830
Advance Taxes & Tax Deducted at Source (Net of Provision)	3,506	6,798
Total	58,125	36,628
Note 13 REVENUE FROM OPERATIONS	As at March 31, 2015	As at March 31, 2014
Revenue from Operations		
Revenue from Operations	64,014	41,071
Total	64,014	41,071
Note 14 OPERATING EXPENSES	As at March 31, 2015	As at March 31, 2014
Particulars		
Operational Expenses	61,538	37,104
Total	61,538	37,104
Note 15 EMPLOYEE BENEFIT EXPENSES	As at March 31, 2015	As at March 31, 2014
Particulars		
Salaries, Allowances and Benefits to Employees	412	384
Staff Welfare Expenses	18	8
Total	430	392
Note 16 FINANCE COSTS	As at March 31, 2015	As at March 31, 2014
Particulars		
Bank Charges	2	4
Total	2	4
Note 17 ADMINISTRATIVE AND OTHER EXPENSES	As at March 31, 2015	As at March 31, 2014
Particulars		
Advertisement Expenses	5	12
Legal and Professional Charges	40	15
BSE Fees and Charges	112	28
Depositories Charges	6	34
Int on late deposit TDS	-	24
Travelling and Conveyance	18	15
Telephone Expenses	16	6
Printing, Stationery, Postage & Courier Expenses	19	11
General Expenses	130	2
Auditors Remuneration	25	25
Total	371	172

JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Notes forming part of the Balance Sheet as at March 31, 2015

(Rupees in Thousand)

SR. No.	Description	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK		
		As at April 01, 2014	Addition	Disposals	As at March 31, 2015	As at April 01, 2014	For the Year	Deductio n	As at March 31, 2015	As at March 31, 2014
	Tangible Assets									
	Computers & Printers	118	-	-	118	53	19	-	72	47
	Intangible Assets									
	Goodwill	531	-	-	531	-	-	-	-	531
	TOTAL	650	-	-	650	53	19	-	72	578
	Previous Year	650	-	-	650	33	19	-	53	597
										616

19. Balances appearing in various accounts under the head, sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and reconciliation's. Consequential adjustments arising, if any, will be made in the year when such confirmation and reconciliation's are received.
20. In the opinion of the management, the Current Assets and Loans and advances are not less than the value stated, if realized in the ordinary course of business.
21. There are no contingent liabilities during the year.
22. None of the supplier have reported Micro, Small and Medium Enterprises status as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues.
23. During the year the Company has not incurred any Expenditure in Foreign Currency. (Previous Year: Nil).
24. Payment to Auditors:

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Statutory Audit Fees	20,000	20,000
Tax Audit Fees	5,000	5,000
Total	25,000	25,000

25. Earnings Per Share

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Net profit for the year attributable to equity shareholders (Rs.)	11,41,831	23,35,104
Weighted Average No. of Equity shares outstanding for Basic Earning per share	2,65,57,500	2,65,57,500
Weighted Average No. of Equity shares outstanding for Diluted earning per share	2,65,57,500	2,65,57,500
Basic Earnings per share (face valued of Rs 2/- each)	0.04	0.09
Diluted Earnings per share (face valued of Rs 2/- each)	-	-

26. Segment Reporting:
Based on risks and returns associated with business operations and in terms of Accounting Standard – 17 (Segment Reporting), The Company is predominantly engaged in a single reportable.
27. Disclosure in respect of related parties pursuant to Accounting Standard - 18 "Related Party Disclosure" issued by "The Institute of Chartered Accountants of India":

- i. List of related parties:

Enterprises Controlling the Company
Dhanshree Dreamhomes Private Limited - Company having Substantial Interest

Key Management Personnel
Mr. Shankarrao A. Borkar
Ms. Sunanda S. Borkar
Mr. Amol S. Borkar
Mr. Ramakant S Sabnis
Mr. Shivanand Chapale

No Related Party Transactions were carried out during the year.

21. As per Managements view none of the current employees shall complete their term of service of five years, hence actuarial valuation of gratuity is not done.

Impairment of Fixed Assets: In the opinion of management, there was no impairment in respect of any fixed assets items. Hence carrying values of the assets at 31 March 2015 are the same as their net book values.

22. Consequent to the notification of revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2015 are prepared as per revised Schedule VI.

The notes referred to above form an Integral Part of the Accounts.

**As per our report of even date
For BMS JD & ASSOCIATES
Chartered Accountants**

**For and on behalf of the Board of Directors of
JRI INDUSTRIES AND INFRASTRUCTURE LIMITED**

**Sd/-
Vaibhav K Doshi
Partner
Membership No. 110039
Place: Mumbai**

**Sd/-
Shankarrao Borkar
Managing Director**

**Sd/-
Amol Borkar
Director**

JRI INDUSTRIES & INFRASTRUCTURE LIMITED

CIN: L70102MH1964PLC013044

Reg. office: 1, Borkar Compound, Western Eastern Highway, Borivali (East), Mumbai-400066

ATTENDANCE SLIP

Annual General Meeting 2014-2015

I hereby record my presence at the 49th Annual General Meeting of the Company to be held at 1, Borkar Compound, Western Eastern Highway, Borivali (East), Mumbai-400066, on Wednesday, 30th September, 2015 at 11.00 a.m.

Name of the Member:

Folio / Client ID No.

Name of the Proxy /Representative (in Block Letters)

(To be filled in if the Proxy / Representative attends

Instead of the Member)

Signature of the Member or Proxy

/Representative_____

JRI INDUSTRIES & INFRASTRUCTURE LIMITED

CIN: L70102MH1964PLC013044

Reg. office: 1, Borkar Compound, Western Eastern Highway, Borivali (East), Mumbai-400066

PROXY FORM

Form No. MGT-11

[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) of _____ shares of the above named company. Hereby appoint

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the company, to be held on the 30th day of September at 11.00 a.m. at 1, Borkar Compound, Western Eastern Highway, Borivali (East), Mumbai-400066, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Ratification of Appointment of Auditors of the Company and to fix their remuneration.		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 2015

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp**Note:**

- 1) 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.
- 2) The proxy need not be a member of the company

Book Post

If Undelivered please return to:
JRI Industries And Infrastructure Limited
Regd. Off.: 1, Borkar Compound,
Western Eastern Highway,
Borivali (East), Mumbai-400066