

**JRI INDUSTRIES & INFRASTRUCTURE
LIMITED**

**50TH ANNUAL REPORT
2015-2016**

CORPORATE INFORMATION

BOARD OF DIRECTORS

SHANKARRAO A. BORKAR	Managing Director, Promoter
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. SHAILESH PANDEY & CO.
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

NOTICE is hereby given that the 50th Annual General Meeting of the members of JRI INDUSTRIES & INFRASTRUCTURE LIMITED will be held at Registered Office of the Company at 1, Borkar Compound, Western Express Highway, Borivali (E), Mumbai – 400 066 on Friday, the 30th of September, 2016 at 10:00 A. M.

To transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon;

2. To appoint Auditors and fix their remuneration:

*To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee to the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2015, the appointment of M/s. Shailesh Pandey & Co - Chartered Accountants (Firm Registration No. 133595W) as the Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2020, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors.

3. To appoint a director in place of Mr. Amol Borkar (DIN No. 02121675), who retires by rotation and being eligible offers himself for re-appointment.

BY ORDER OF THE BOARD

Sd/-

SHANKARRAO BORKAR
MANAGING DIRECTOR

Date: 13th August, 2016

Place: Mumbai

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office at 1, Borkar Compound, W E Highway, Borivali (E), Mumbai City MH – 400 066 IN.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24th, 2016 to Friday, September 30th, 2016 (both days inclusive) for the financial year ended March 31, 2016 and the AGM.
5. 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 PVT LTD 9, Shivshakti Industrial Estate J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel (W), Mumbai – 400 011
6. Members are requested to notify immediately any change in their address:
 - a. To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - b. To the share transfer agent M/s. PURVA SHAREGISTRY INDIA PVT LTD 9, Shivshakti Industrial Estate J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel (W), Mumbai – 400 011 Email Id- busicomp@vsnl.com
7. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
8. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
9. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
10. Members are requested to carry the copy of the Annual Report sent to them

11. Members may also note that the notice of the 50th Annual General Meeting and the Annual report for 2015-2016 will also be available on the Company's website www.jrilimited.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the Annual report at the time of attending the Annual General Meeting.
12. Information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of the directors seeking appointment/reappointment at the AGM, is furnished below. The directors have furnished consent/declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.

By Order of the Board
Sd/-
SHANKARRAO BORKAR
Managing Director

Dated: 13th August, 2016

Registered Office:

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

Voting through Electronic Means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e-voting services provided by CDSL.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September, 2016 at 9.00 a.m. and ends on 29th September, 2016 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 24th September, 2016 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) Now to cast your vote: 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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.

(xxi) 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.

(xxii) The Company has appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries (C.P. No. 3987 and FCS No. 5477) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

(xxiii) A copy of this notice has been placed on the website of the Company and the website of CDSL.

(xxiv) In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 50th Annual Report on the business and operation of the company and Financial accounts for the year ended 31st March, 2016.

SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:

(Rs. in Thousand)

PARTICULARS	STANDALONE	
	2015-2016	2014-2015
Total Income	38,080	64,014
Total Expenditure	36,519	62,343
Profit Before Interest and depreciation	1561	1671
Less: Depreciation	(19)	(19)
Interest	-	-
Tax	(476)	(511)
Net Profit/(Loss) After Tax	1065	1141

TRANSFER TO RESERVES:

No amount has been proposed to be transferred to Reserves.

DIVIDEND:

Director did not recommend and dividend for the year.

DEPOSITS:

The company has not accepted/renewed deposits within the meaning of Section 73 of the Companies Act, 2013 and rules made there under from public or from the shareholders during the period under review.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate Annexure -II forming part of the Annual Report

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company or any of its subsidiaries during the year.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year under review, there were no material changes and commitments affecting the financial position of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on 31st March 2016 the Board of Directors of the company comprised 5 directors, one of whom is the chairman. Out of the remaining Four directors Two are independent directors & Two are executive director.

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.

INDEPENDENT DIRECTORS DECLARATION:

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 Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

1. They are not promoters of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or 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 Director has 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 percent or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two percent. 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 percent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;
6. Independent Director possesses such qualifications as may be directed by the Board.
7. The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

BOARD EVALUATION:

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should 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 alongwith evaluation done by the Nomination and Remuneration Committee.

PERFORMANCE OF THE BOARD AND COMMITTEES:

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

- (i) All Directors had attended the Board meetings;
- (ii) The remunerations paid to Executive Directors are strictly as per the Company and industry policy.
- (iii) The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and Independent views.
- (iv) The Credit Policy, Loan Policy and compliances were reviewed periodically;
- (v) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Audit committee and Board.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on reviewed the performance of non-independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

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 31st March, 2016, the Board consists of 5 members. Out of which one is the Managing Director, two are Independent Directors. Two of them are 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 Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and 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.

COMMITTEES OF THE BOARD:

Currently, the Board has Four Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee, 4) Shareholders Committee

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee. A detailed note on the composition of the Committees is provided in the corporate governance report section of this Annual Report.

The Key Features of the Policy of the said committee are as follows:

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 (ID);
- 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 to the code of conduct as per Schedule IV to the Companies Act, 2013;
- d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
- e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
- f. Independent Director should be able to devote time for the Board and other meetings of the company;
- g. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) 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 and loss of the Company for the year under review;
- (iii) 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;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2016 on a 'going concern' basis.
- (v) The internal financial controls are laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adhered by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.
- (vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In terms of the provisions of Section 177(9) of the Companies Act, 2013, the Company has implemented a vigil mechanism named Whistle Blower 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.

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

STATUTORY AUDITORS:

At the Annual General Meeting held on September 30, 2015 M/s. Shailesh Pandey & Co, Chartered Accountants., were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2020.

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. Accordingly, the appointment M/s. Shailesh Pandey & Co, Chartered Accountants (Registration No 133595W), is placed for ratification by the shareholders.

In this regard, the Company has received a certificate from the auditors to the effect that if they are re-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 AUDITORS AND THEIR REPORT:

M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2015-16 is Annexure-IV to this Board's Report.

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 2016-17.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

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

CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

The details of Conversion 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

RELATED PARTY TRANSACTIONS/CONTRACTS:

The Company did not entered into any Related Party Transaction during the year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

EXTRACT OF ANNUAL RETURNS:

Pursuant to the Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is Annexure-VII.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with a Certificate from M/s. Ramesh Chandra Mishra & Associates, regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report and Annexure-VIII to this Board's Report.

ACKNOWLEDGMENTS:

Your Directors convey their sincere thanks to the Government, 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

Place: Mumbai

Date: 13th August, 2016

MANAGEMENT DISCUSSION AND ANALYSIS**INDUSTRY OVERVIEW**

The Indian economy was impacted by global political uncertainties, while at the same time it faced significant domestic challenges of persistent and high inflation, tight monetary conditions, low investment and delays in policy making etc. Constituting 7.8% of India's gross domestic product (GDP) in 2013-14, the real-estate sector was buffeted by domestic and global slowdowns, with growth decelerating from 7.6% in 2012-13 to 6% in 2013-14. Construction is a \$126 billion (Rs 8.39 lakh crore) industry—larger than pharmaceuticals and gems and jewellery sectors, for example—attributed to the infrastructure sector, industrial activities, residential and commercial development. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies.

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, Slowdown in Industry, Rising Inflation and low investment is a cause of concern.

While the current government's thrust on infrastructure—building 30 km of highways per day, the promise to connecting all villages to roads by 2019 and 44,000 low-cost houses per day—could boost construction.

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 look the opportunities of activities in upcoming Non-Metro Cities and capture the market share.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review the company has earned Total Income of Rs. 380.80 Lacs as against Rs. 640.14 Lacs in the previous year. During the year the company has registered a Net Profit after tax of Rs. 10.65 Lacs as against Rs. 11.41 Lacs in the previous year. The Company expects to earn increased revenues in near future.

HUMAN RESOURCE:

Human resource is a valuable asset and the Company endeavors to provide an environment that each employee is motivated to contribute his best to achieve the Company's goals. The timely availability of skilled and technical personnel is one of the key challenges. The Company maintains healthy and motivating work environment through various measures.

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.

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.

Date: 13th August, 2016
Place: Mumbai

ON BEHALF OF THE BOARD OF DIRECTORS
Sd/-
SHANKARRAO BORKAR
MANAGING DIRECTOR

ANNEXURE-I
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[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, 2016 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);
10. Listing Obligation Disclosure Requirements, Regulations 2015
11. Secretarial standard Issued by The Institute Of company Secretaries Of India.

Other laws applicable specifically to the Company namely:

1. Employees Provident Funds & Miscellaneous Provisions Act, 1952
2. Maharashtra Rent Control Act, 1999.
3. Stamp Act, Maharashtra 1958
4. The Registration Act 1908.
5. Transfer of Property Act, 1882.

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, 2016 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 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.

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: 13th August, 2016

For Ramesh Chandra Mishra & Associates
Sd/-
Ramesh Mishra
FCS: 5477
PCS: 3987

ANNEXURE-V FORM NO. MGT 9					
EXTRACT OF ANNUAL RETURN					
as on financial year ended on 31.03.2016					
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:					
i)	CIN	L70102MH1964PLC013044			
ii)	Registration Date	30-10-1964			
iii)	Name of the Company	JRI Industries & Infrastructure Limited			
iv)	Category/Sub-category of the Company	Public Company			
v)	Address of the Registered office & contact details	1, Borkar Compound W E Highway, Borivali (E) Mumbai Mumbai City MH 400066 IN			
vi)	Whether listed company	Yes			
vii)	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share Registry (India) 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					
Sr. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company		
1)	Construction & Building, Misc. Commercial	421	100%		
III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES					
Sr. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Not Applicable				

IV. Category-wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year 3/31/2015				No. of Shares held at the end of the year 3/31/2016				% of Change during the
	Demat	Physical	Total	% of Total TOTSHR	Demat	Physical	Total	% of Total TOTSHR	
A. Promoters									
(1) Indian									
(g) Individuals/ HUF	0	0	0	0	0	0	0	0	0
(h) Central Govt	0	0	0	0	0	0	0	0	0
(i) State Govt(s)	0	0	0	0	0	0	0	0	0
(j) Bodies Corp.	7132500	0	7132500	26.86	7132500	0	7132500	26.86	0
(k) Banks / FI	0	0	0	0	0	0	0	0	0
(l) Any Other....									
* DIRECTORS	1676250	0	1676250	6.31	1676250	0	1676250	6.31	0
* DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
* PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):-	8808750	0	8808750	33.17	8808750	0	8808750	33.17	0
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....									
Sub Total (A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) =	8808750	0	8808750	33.17	8808750	0	8808750	33.17	0
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govet(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* U.T.I.	0	0	0	0	0	0	0	0	0
* FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* GOVERNMENT COMPANIES	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	15161722	364643	15526365	58.46	14311998	500	14312498	53.89	-4.57
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding	620993	185875	806868	3.04	1363376	182375	1545751	5.82	2.78
(ii) Individual shareholders holding nominal share capital in excess of Rs 1	1237762	0	1237762	4.66	1317262	0	1317262	4.96	0.3
(c) Others (specify)									
* N.R.I. (NON-REPAT)	0	0	0	0	0	0	0	0	0
* N.R.I. (REPAT)	0	0	0	0	6001	0	6001	0.02	0.02
* FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0
* TRUST	0	0	0	0	0	0	0	0	0
* HINDU UNDIVIDED FAMILY	59601	0	59601	0.22	294947	0	294947	1.11	0.89
* EMPLOYEE	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	118154	0	118154	0.44	272291	0	272291	1.03	0.58
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0
* OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	17198232	550518	17748750	66.83	17565875	182875	17748750	66.83	0
Total Public Shareholding (B) =	17198232	550518	17748750	66.83	17565875	182875	17748750	66.83	0
C. TOTSHR held by Custodian for GDRs & GrandTotal(A + B + C)	26006982	550518	26557500	100	26374625	182875	26557500	100	0
Other	0	0	0	0	0	0	0	0	0

B. Shareholding of Promoters								
SI No.	ShareHolder's Name	ShareHolding at the beginning of the 3/31/2015			Shareholding at the end of the year 3/31/2016			
		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	% change in share holding during the year
1	DHANSHREE DREAMHOMES PVT LTD	7132500	26.86	0	7132500	26.86	0	0
2	SHANKARRAO A BORKAR	789750	2.97	0	789750	2.97	0	0
3	SUNANDA S BORKAR	542000	2.04	0	542000	2.04	0	0
3	AMOL S BORKAR	344500	1.30	0	344500	1.30	0	0

C. Change in Promoter's Shareholding:

SI No.		ShareHolding at the 3/31/2015		Cumulative Shareholding 3/31/2016		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	DHANSHREE DREAMHOMES PVT LTD	7132500	26.86			
	31-Mar-16			7132500	26.86	
1	SHANKARRAO A BORKAR	789750	2.97			
	31-Mar-16			789750	2.97	
1	SUNANDA S BORKAR	542000	2.04			
	31-Mar-16			542000	2.04	
1	AMOL S BORKAR	344500	1.30			
	31-Mar-16			344500	1.30	

D. Shareholding Pattern of top ten Shareholders:

SI No.		ShareHolding at the 3/31/2015		Cumulative Shareholding 3/31/2016		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	ANTIMONY DEALTRADE	1184840	4.46			
	31-Mar-16			1184840	4.46	
2	SAFE LIFT MERCHANTS	840669	3.17			
	31-Mar-16			840669	3.17	
3	SHIVPARIWAR	802454	3.02			
	31-Mar-16			802454	3.02	
4	NETTLE TRADELINK	755207	2.84			
	31-Mar-16			755207	2.84	
5	VEDIK VINTRADE PRIVATE	652237	2.46			
	19-Jun-15	219785	0.83	872022	3.28	Buy
	31-Mar-16			872022	3.28	
6	TRENDS DEALMARK	603920	2.27			
	31-Mar-16			603920	2.27	
7	ABHILASHA SHOPPERS	572809	2.16			
	13-Nov-15	-17831	-0.07	554978	2.09	Sell
	20-Nov-15	-26524	-0.1	528454	1.99	Sell
	31-Mar-16			528454	1.99	
8	LEOLINE PROPERTIES	549775	2.07			
	31-Mar-16			549775	2.07	
9	GAJGAMINI	500000	1.88			
	31-Mar-16			500000	1.88	
10	ACTION TIE UP PRIVATE	462544	1.74			
	17-Jul-15	-250000	-0.94	212544	0.8	Sell
	24-Jul-15	-212544	-0.8	0	0	Sell
	31-Mar-16			0	0	

E. Shareholding of Directors and Key Managerial Personnel:

SI No.		ShareHolding at the 3/31/2015		Cumulative Shareholding 3/31/2016		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	SHANKARRAO AMBRUSHI	789750	2.97			
	31-Mar-16			789750	2.97	
2	SUNANDA SHANKARRAO	542000	2.04			
	31-Mar-16			542000	2.04	
3	AMOL SHANKARRAO	344500	1.3			
	31-Mar-16			344500	1.3	

V INDEBTEDNESS

(Amt in Thousands)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtn				
i) Principal Amount	-	432.88	-	432.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change				
Additions	-	-	-	-
Reduction	-	-	-	-
Reinstatement	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	432.88	-	432.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	432.88	-	432.88

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and/or Manager:**

(Amt in Thousands)

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

B. Remuneration to other directors:

(Amt in Thousands)

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount
		Mr.Ramakant S. Sabnis	Mr. Shivanand Chapale	
1	Independent Directors			
	(a) Fee for attending board committee meetings	-	-	-
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non Executive Directors			
	(a) Fee for attending	-	-	-
	(b) Commission	-	-	-
	(c) 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

(Amt in Thousands)

Sl. No.	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) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
		-	-	-	-
	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- NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS - NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT - NIL					
Penalty					
Punishment					
Compounding					

ANNEXURE-VIII CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE:

JRI Industries & Infrastructure Limited management constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance. The Company remains firmly committed to this central theme and endeavors to improve these values on an ongoing basis. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

Good corporate governance is the basis for decision-making and control processes and comprises responsible, value-based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders.

BOARD OF DIRECTORS:

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Regulations, it is mandatory for the company with a non-executive director as a chairperson to have at least one-third of the independent directors. The following composition of board of directors of the company as follows:

COMPOSITION OF BOARD AS ON 31st MARCH, 2016:

SR.NO.	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Mr.Shankarrao A. Borkar	MANAGING DIRECTOR	Chairman
2	Mrs.Sunanda S. Borkar	EXECUTIVE DIRECTOR	Director
3	Mr.Ramakant S. Sabnis	INDEPENDENT DIRECTOR	Director
4	Mr. Shivanand Chapale	INDEPENDENT DIRECTOR	Director
5	Mr. Amol S. Borkar	EXECUTIVE DIRECTOR	Director

MEETINGS AND ATTENDANCE DURING THE YEAR 2015-2016:

Annual General Meeting was held on 30TH September, 2015

Board Meetings were conducted 4 (Four) times during the year as follows:

Sr. No	Date	Board Strength	No. Of. Directors Present
1	30.05.2015	5	5
2	14.08.2015	5	5
3	14.11.2015	5	5
4	13.02.2016	5	5

The record of Attendance at Board Meetings and Membership of Board of Directors as on 31st March, 2016:

Sr. No	Name of Directors	No of Board Meetings attended during the Year	Attendance at the AGM	No. of Membership of Committees	No. Of Chairmanships of Committees
1	Mr.Shankarrao A. Borkar	4	P	1	Nil
2	Mrs. Sunanda S. Borkar	4	P	2	Nil
3	Mr. Ramakant S. Sabnis	4	P	2	1
4	Mr. Shivanand Chapale	4	P	4	3
5	Mr. Amol S. Borkar	4	P	3	Nil

COMMITTEE OF THE BOARD

The company has four committees viz.

1. Audit Committee
2. Nomination Remuneration Committee
3. Stakeholders Relationship Committee.
4. Shareholders Committee

AUDIT COMMITTEE:**Brief description and terms of reference:**

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is duly constituted in accordance with Clause 49 of the Listing Agreement read with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 177 of the Companies Act, 2013.

Composition of Audit Committee as on 31st March, 2016:

Sr.No.	Name of Members	Category	Designation
1.	Mr. Shivanand Chapale	Independent Director	Chairman
2.	Mr. Ramakant Sabis	Independent Director	Member
3.	Mr. Shankarrao Boarkar	Managing Director	Member

Company has conducted 4 (Four) Audit Committee Meeting during the year.

April – June	July – September	October – December	January – March
30.05.2015	14.08.2015	14.11.2015	13.02.2016

Meetings and Attendance of the Audit Committee during the year:

Sr.No	Name of Member	No. of Meeting Held During the Year	No. of Meeting Attended
1	Mr. Shivanand Chapale	4	4
2	Mr.Ramakant S. Sabnis	4	4
3	Mr. Shankarrao Boarkar	4	4

The Audit Committee meetings are also attended by Statutory Auditors as invitees.

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. Modified opinion(s) 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring 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. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE:

Brief description and terms of reference:

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 Nomination and Remuneration Committee is duly constituted and the matters specified in accordance with under Clause 49 of the Listing Agreement read with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Nomination and Remuneration Committee as on 31st March, 2016:

Sr. No.	Name of Members	Category	Designation
1	Mr. Ramakant Sabnis	Independent Director	Chairman
2	Mr. Shivanand Chapale	Independent Director	Member
3	Mr. Amol Borkar	Director	Member

Company has conducted Nomination and Remuneration Committee meetings on and 10th June , 2015 & 22/02/2016

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- 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;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

STAKEHOLDER RELATIONSHIP COMMITTEE:

Brief description and Terms of Reference:

To specifically look into redressal of complaints like transfer of shares, non-receipt of dividend, non-receipt of annual report etc. received from shareholders/ investors and improve efficiency. The Committee performs such other functions as may be necessary or appropriate for the performance of its duties. The Stakeholder Relationship Committee is duly constituted and the matters specified in accordance with Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Stakeholder Relationship Committees on 31st March, 2016:

Sr.No.	Name of Members	Category	Designation
1	Mr. Shivanand Chapale	Independent Director	Chairman
2	Mrs. Sunanda Borkar	Executive Director	Member
3	Mr. Amol Borkar	Executive Director	Member

SHAREHOLDERS COMMITTEE**Composition of Shareholders Committee as on 31st March, 2016:**

Sr.No.	Name of Members	Category	Designation
1	Mr. Shivanand Chapale	Independent Director	Chairman
2	Mrs. Sunanda Borkar	Executive Director	Member
3	Mr. Amol Borkar	Executive Director	Member

MANAGEMENT REVIEW AND RESPONSIBILITY:**FORMAL EVALUATION OF OFFICERS:**

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the MD, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

DISCLOSURES:**1. RELATED PARTY DISCLOSURES:**

The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management. The Company had formulated and adopted a policy with related party transaction.

The details of such related party transactions are available in the Notes to the financial statements section of the Annual Report.

2. COMPLIANCE BY THE COMPANY:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

3. ACCOUNTING TREATMENT:

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adopted any new standard.

4. RISK MANAGEMENT FRAMEWORK:

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

5. VIGIL MECHANISM / WHISTLE BLOWER:

The Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement. The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. All personnel have affirmed that they have not been denied access to the Chairman of the audit committee.

6. NON-MANDATORY REQUIRMENTS:

Shareholder's Rights: The half yearly financial results are published in leading newspapers and also displayed on the Company's website 'www.jrilimited.com'

7. PREVENTION OF INSIDER TRADING:

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website 'www.jrilimited.com'. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

8. CODE OF CONDUCT:

In accordance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for Board of Director and Senior Management. The Code is available on the Company's website 'www.jrilimited.com'

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2016. A declaration to this effect signed by the Managing Directors annexed to this Report.

9. MANAGING DIRECTOR CERTIFICATION:

As require by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Managing Director Certificate has been provided in this Annual report.

ANNUAL GENERAL MEETINGS:**Details of Annual General Meetings:**

Particulars	F.Y.2014 -2015	F.Y.2013 -2014	F.Y.2012 -2013
Date	30/09/2015	30/09/2014	30-09-2013
Time	11.00 a.m.	11.00 a.m.	11.00 a.m
Venue	1, Borkar Compound W E Highway, Borivali (E) Mumbai Mumbai City MH 400066 IN	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
Regd. Office	1, Borkar Compound W E Highway, Borivali (E) Mumbai Mumbai City MH 400066 IN	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

MEANS OF COMMUNICATION:

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers and also displayed on the Company's website www.jrilimited.com. Therefore, 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.
Newspapers in which results are normally published	1. Active Times 2. Mumbai Lakshdeep
Website	http://www.jrilimited.com/
Administrative/Registered Office	1, Borkar Compound W E Highway, Borivali (E) Mumbai Mumbai City MH 400066 IN
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

GENERAL SHAREHOLDERS INFORMATION:**1. 50th Annual General Meeting:**

Date : 30th September, 2016
Time : 10:00 a.m.
Venue : 1, Borkar Compound
W E Highway, Borivali (E)
Mumbai 400066

2. Date of Book Closure: 24th September, 2016 to 30th September, 2016 (both days inclusive)

3. Tentative Calendar for financial year 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 2016	By mid of August 2016
Financial Reporting for the Quarter and Half yearly Ended 30 th September 2016	By Mid of November 2016
Financial Reporting for the Quarter Ended 31 st December 2016	By mid of February 2017
Financial Reporting for the Quarter Ended 31 st March 2017	By mid of May, 2017

4. Registered Office:

1, Borkar Compound
W E Highway, Borivali (E)
Mumbai MH 400066 IN

5. A) Stock Codes

BSE : 506016
ISIN : INE022M01029

B) Corporate Identity Number: L70102MH1964PLC013044

6. Market Price Data: BSE

A) The Monthly high/low quotation of equity shares traded on the BSE Limited, Mumbai are as follows:

Month	Open Price	High Price	Low Price	Close Price	No.of Shares
Apr-15	40.65	49	40.65	46.7	376180
May-15	44.4	45	37.95	37.95	628476
Jun-15	36.1	36.1	34.3	34.3	137978
Jul-15	32.7	32.7	28	28	86037
Aug-15	26.6	35.6	26.6	33.2	547047
Sep-15	34.2	44.5	32	43.9	2429993
Oct-15	45	53	43.15	43.9	3139841
Nov-15	45.5	46	30.75	30.75	1911942
Dec-15	29.25	29.25	23.9	23.9	128605
Jan-16	23.45	23.45	19.15	19.15	46370
Feb-16	18.8	18.8	11.4	11.4	22277
Mar-16	10.83	10.83	9.56	9.56	61257

(Source –www.bseindia.com)

7. Distribution of shareholding as on 31stMarch, 2016:

Slab of shareholdings No. of Equity Shares	No. of Shareholders	% To total No. of shareholders	No. of shares held	% To total Shares held
Upto – 5000	706	75.83	685878	1.29
5001 – 10,000	51	5.48	399592	0.75
10,001 – 20,000	46	4.94	643022	1.21
20,001 – 30,000	20	2.15	493600	0.93
30,001 – 40,000	10	1.07	349850	0.66
40,001 – 50,000	10	1.07	452742	0.85
50,001 – 100,000	25	2.69	1970302	3.71
1,00,001 & above	63	6.77	48120014	90.60
TOTAL	931	100.0	53115000	100.0

8. Shareholding Pattern as on 31st March, 2016:

	Categories of Shareholders	Nos. of shareholders	No. of fully paid up equity shares held	Shareholding as a % of total no. of shares
A	Promoter & Promoter Group	4	88,08,750	33.17
B	Public	927	1,77,48,750	66.83
C1	Shares underlying DRs	-	-	-
C2	Shares held by Employee Trust	-	-	-
C	Non Promoter-Non Public	-	-	-
	Total	931	2,65,57,500	100.0

9. Registrar and Transfer Agent:**SHARE TRANSFER SYSTEM**

Purva Share Registry (India) Pvt. Ltd continues to be the Registrar and Transfer Agent of the work related to share Registry in terms of both Physical and Electronic segment has been allotted to Purva Share Registry (India) Pvt. Ltd, in view of the directive issued by SEBI in this regard i.e. for handling both Physical as well as Electronic transfer at a single point.

Shareholders are therefore requested to send shares for Physical transfer to **Purva Share Registry (India) Pvt. Ltd** instead of sending to the Company. As the Company's shares are compulsorily to be traded in the dematerialized form. Members holding shares in Physical Form are requested to send the share certificate to their Depository Participants to enable Registrar and Transfer Agent to take steps for dematerialization at the following:

The address of Registrar and Transfer agents is:

Purva Share Registry (India) Pvt. Ltd

,9 Shiv Shakti Industrial Estate,
JR Boricha Marg, Opp Kasturba Hosp.,
Lower Parel (E), Mumbai, 40001
Phone No : 022-23016761 / 8261
Email: - www.purvashare.com

10. Demat and Physical Shares held as on 31st March, 2016:

As on 31st March, 2016: 26374625 shares, representing 99.31% of the total issued capital, were held in dematerialized form and 182875 shares, representing 0.69 % of the total issued capital is held in physical form.

11. Outstanding ADRs / GDRs:

The company has not issued any ADRs / GDRs

12. Address for Correspondence:

1, Borkar Compound W E Highway,
Borivali (E) Mumbai Mumbai 400066

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To,
The Members of
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

We have examined the compliance of conditions of corporate governance by JRI INDUSTRIES & INFRASTRUCTURE LIMITED ('the Company') for the year ended March 31, 2016 as stipulated in Clause 49 of the Listing Agreement and in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C,D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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

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

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.

Place: Mumbai
Date: 13th August, 2016

For Ramesh Chandra Mishra & Association
Sd/-
Ramesh Mishra
FCS: 5477
PCS: 3987

**DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,
The Members of
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2016.

Place: Mumbai
Date: 13th August, 2016

For JRI INDUSTRIES & INFRASTRUCTURE LIMITED
Sd/-
SHANKARRAO BORKAR
(Managing Director)

INDEPENDENT AUDITOR'S REPORT

To the Members of,
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Report on the Financial Statements**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, 2016, 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, 2016' 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 to the extent applicable.

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) On the basis of the written presentations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.

f) 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".

g) 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 Shailesh Pandey & Co
Chartered Accountants
(Firm Registration No. 133595W)

Sd/-
Shailesh Pandey
Proprietor
Membership No. 145701
Place: Mumbai
Date: 30.05.2016

ANNEXURE TO THE AUDITORS' REPORT ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 OF JRI INDUSTRIES & INFRASTRUCTURE LIMITED

- i. 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.
- ii. 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, 2016 are not applicable..
- b) As explained, the Company has been maintaining proper records of the inventory and no material discrepancies were noticed in relation to it.
- iii. 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) Since the Company has not granted loans to such parties, there is no instance of overdue amount of Rupees One Lakh.
- iv. 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.
- v. 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.
- vi. 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.
- vii. 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 2016.
- 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)	of Period to which amount relates	to Forum where dispute is pending	where is	Amount in Rupees
Income Tax	A. Y. 2011-12	Commissionerate		697840

- viii. The Company has neither taken any loan from banks and financial institutions nor issued any debentures. Accordingly the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. 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.
- xi. The Company has not paid/ provided for managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The details of related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Shailesh Pandey & Co
Chartered Accountants
(Firm Registration No. 133595W)

Sd/-
Shailesh Pandey
Proprietor
Membership No. 145701
Place: Mumbai
Date: 30.05.2016

Balance Sheet As At March 31, 2016

(Rupees in Thousands)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	53,115	53,115
Reserves and Surplus	3	153,108	152,043
Money received against Share Warrants		-	-
Share Application Money Pending Allotment			
		-	-
Non-Current Liabilities			
Long-Term Borrowings		-	-
Deferred Tax Liabilities (Net)	4	8	13
Other Long-Term Liabilities		-	-
Long-Term Provisions		-	-
Current Liabilities			
Short-Term Borrowings	5	433	433
Trade Payables	6	3,377	-
Other Current Liabilities	7	30	30
Short-Term Provisions	8	230	158
Total		210,302	205,792
ASSETS			
Non-Current Assets			
Fixed Assets	18		
- Tangible Assets		27	47
- Intangible Assets		531	531
Non-Current Investments		-	-
Long Term Loans & Advances	9	164,089	145,213
Other Non-Current Assets		-	-
Current Assets			
Current Investments		-	-
Trade Receivables	10	524	-
Cash and Cash Equivalents	11	132	1,876
Short Term Loans & Advances	12	44,998	58,125
Other Current Assets		-	-
Total		210,302	205,792

Significant Accounting Policies and Notes to Financial Statements 1 to 30

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 Shailesh Pandey & Co

Chartered Accountants

(Firm's Registration No. 133595W)

Sd/-

Shailesh Pandey

Proprietor

Membership No.: 145701

Place: Mumbai, India

Date: 30.05.2016

For and on behalf of the Board of Directors of

JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Sd/-

SHANKARRAO BORKAR

Managing Director

Sd/-

AMOL BORKAR

Director

Statement of Profit and Loss for the year ended March 31, 2016

(Rupees in Thousands)

Particulars	Note No.	Year Ended March 31, 2016	Year Ended March 31, 2015
INCOME			
I. Revenue from Operations	13	38,080	64,014
II. Other Income	14	-	-
III. Total Revenue (I + II)		38,080	64,014
IV. EXPENSES:			
Operating Expenses	15	35,270	61,538
Employee Benefit Expenses	16	388	412
Finance Cost	17	17	2
Depreciation and Amortisation Expense	19	19	19
Administrative and Other Expenses	18	845	390
Total Expenses		36,538	62,361
V. Profit Before Tax (III - IV)		1,542	1,652
VI. Tax Expense:			
Current Tax		482	515
Deferred Tax		(5)	(4)
VII. Profit after Tax for the Period (V - VI)		1,065	1,141
VII. Earnings per Equity Share of Face Value of Rs. 2/- each			
Basic		0.04	0.04
Diluted (Previous Years Earning Re-stated for Share Split)		-	-
Significant Accounting Policies and Notes to Financial Statements	1 to 30		

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 Shailesh Pandey & Co

Chartered Accountants

(Firm's Registration No. 133595W)

For and on behalf of the Board of Directors of

JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Sd/-

Shailesh Pandey

Proprietor

Membership No.: 145701

Place: Mumbai, India

Date: 30.05.2016

Sd/-

SHANKARRAO BORKAR

Managing Director

Sd/-

AMOL BORKAR

Director

Cash Flow Statement for the year ended on 31st March, 2016

(Amount in Thousands.)

Sl. No.	PARTICULARS	Year ended March 31	
		2016	2015
A. CASH FLOW FROM OPERATING ACTIVITIES			
	Net Profit before Tax	1542	1652
	<u>Adjustments for</u>		
	Depreciation/ Amortisation	19	19
	Operating profit before working capital changes	1561	1672
	<u>Movements in working capital:</u>		
	(Increase)/ Decrease in Trade Receivables	(524)	2399
	(Increase)/ Decrease in Loans and Advances	(5748)	10961
	Increase/ (Decrease) in Current Liabilities	3450	(12763)
	Taxes paid (net)	(482)	(515)
	Net cash (used in)/ generated from operating activities - (A)	(1743)	1754
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)	(1743)	1754
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1875	122
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	132	1875

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, 2016 include unclaimed dividend of Rs. 29625 (2015: 29625) which has been kept in a separate Bank Account

As per our report of even date
For Shailesh Pandey & Co
Chartered Accountants
(Firm's Registration No. 133595W)

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

Sd/-
Shailesh Pandey
Proprietor
Membership No.: 145701
Place: Mumbai, India
Date: 30.05.2016

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, 2016

(Rupees in Thousands)

Note 2 SHARE CAPITAL	As at	As at
	March 31, 2016	March 31, 2015
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	31-Mar-16		31-Mar-15	
	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, 2016		As at March 31, 2015	
	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

	As at	As at
	31-Mar-16	31-Mar-15
Securities Premium Account		
As per Last Balance Sheet	162,825	162,825
Add: Received towards allotment of Equity Shares	-	162,825
Surplus		
As per Last Balance Sheet	(10,782)	(11,924)
Add: Net Profit after tax from Statement of Profit and Loss	1,065	(9,717)
Total Reserves and Surplus	153,108	152,043

Note 4 | DEFERRED TAX LIABILITIES (NET)

	As on	Charge /	As at
	April 1, 2015	(Reversal)	March 31, 2016
		during the year	
Deferred Tax Liabilities			
In respect of Fixed Assets	13	(5)	8
Net Deferred Tax Liabilities / (Assets)	13	(5)	8

Note 5 | SHORT TERM BORROWINGS

	As at	As at
	March 31, 2016	March 31, 2015
Particulars		
Unsecured		
Loans & Advances from Related Parties	433	433
Total	433	433

Note 6 TRADE PAYABLES	As at March 31, 2016	As at March 31, 2015
Particulars		
Due to Micro and Small Enterprises	-	-
Other than Micro and Small Enterprises	3,377	-
Total	3,377	-

Note: To the extent indentified from available information, there is no amount due to micro, small and medium size enterprises as on March 31, 2016

Note 7 OTHER CURRENT LIABILITIES	As at March 31, 2016	As at March 31, 2015
Particulars		
Unpaid Dividend	30	30
Total	30	30

Note 8 SHORT TERM PROVISIONS	As at March 31, 2016	As at March 31, 2015
Particulars		
Provisions	230	158
Total	230	158

Note 9 LONG TERM LOANS & ADVANCES	As at March 31, 2016	As at March 31, 2015
Particulars		
Security Deposits		
Unsecured, Considered Good	100	100
Loans & Advances to Others		
Advances	163,989	145,113
Total	164,089	145,213

Note 10 TRADE RECEIVABLES	As at March 31, 2016	As at March 31, 2015
Trade Receivables		
Unsecured, Considered Good		
Outstanding for a period upto Six Months	524	-
Outstanding for a period exceeding Six Months	-	-
Total	524	-

Note 11 CASH AND CASH EQUIVALENTS	As at March 31, 2016	As at March 31, 2015
Cash & Cash Equivalents		
(a) Balances with Banks		
In Current Account	78	1,796
Unclaimed Dividend	30	30
(b) Cash on Hand	25	50
Total	132	1,876

Note 12 SHORT TERM LOANS AND ADVANCES	As at March 31, 2016	As at March 31, 2015
Unsecured, Considered Good		
Loans & Advances to Others		
Advances	41,478	54,619
Advance Taxes & Tax Deducted at Source (Net of Provision)	3,519	3,506
Total	44,998	58,125

Note 13 REVENUE FROM OPERATIONS	As at March 31, 2016	As at March 31, 2015
Revenue from Operations		
Revenue from Operations	38,080	64,014
Total	38,080	64,014

Note 14 OTHER INCOME	As at March 31, 2016	As at March 31, 2015
Other Income		
Interest Received	-	-
Total	-	-

Note 15 OPERATING EXPENSES	As at March 31, 2016	As at March 31, 2015
Particulars		
Operational Expenses	35,270	61,538
Total	35,270	61,538

Note 16 EMPLOYEE BENEFIT EXPENSES	As at March 31, 2016	As at March 31, 2015
Particulars		
Salaries, Allowances and Benefits to Employees	388	412
Total	388	412

Note 17 FINANCE COSTS	As at March 31, 2016	As at March 31, 2015
Particulars		
Bank Charges	17	2
Total	17	2

Note 18 ADMINISTRATIVE AND OTHER EXPENSES	As at March 31, 2016	As at March 31, 2015
Advertisement Expenses	-	5
Staff Welfare Expenses	18	18
Legal and Professional Charges	25	40
BSE Fees and Charges	228	112
Depositories Charges	48	6
Travelling and Conveyance	29	18
Telephone Expenses	21	16
Printing, Stationery, Postage & Courier Expenses	17	19
General Expenses	434	130
Auditors Remuneration	25	25
Total	845	390

Notes forming part of the Balance Sheet as at March 31, 2016

(Rupees in Thousand)

Note 19 FIXED ASSETS		GROSS BLOCK				ACCUMULATED DEPRECIATION			NET BLOCK		
SR. No.	Description	As at April 01, 2015	Addition	Disposals	As at March 31, 2016	As at April 01, 2015	For the Year	Deduction	As at March 31, 2016	As at March 31, 2015	
Tangible Assets											
	Computers & Printers	118	-	-	118	72	19	-	91	27	47
Intangible Assets											
	Goodwill	531	-	-	531	-	-	-	-	531	531
	TOTAL	650	-	-	650	72	19	-	91	559	578
	Previous Year	650	-	-	650	53	19	-	72	578	597

20. 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.
21. 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.
22. There are no contingent liabilities during the year.
23. 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.
24. During the year the Company has not incurred any Expenditure in Foreign Currency. (Previous Year: Nil).
25. Payment to Auditors:

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Statutory Audit Fees	20,000	20,000
Tax Audit Fees	5,000	5,000
Total	25,000	25,000

26. Earnings Per Share

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Net profit for the year attributable to equity shareholders (Rs.)	10,65,329	11,41,831
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	0.04
Diluted Earnings per share (face valued of Rs 2/- each)	-	-

27. 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.
28. 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.

29. 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.
30. 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 2016 are the same as their net book values.

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

**As per our report of even date
For Shailesh Pandey & Co
Chartered Accountants
FRN: 133595W**

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

**Sd/-
Shailesh Pandey
Proprietor
Membership No. 145701
Place: Mumbai
Date:30.05.2016**

**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 2015-2016

I hereby record my presence at the 50th Annual General Meeting of the Company to be held at 1, Borkar Compound, Western Eastern Highway, Borivali (East), Mumbai-400066 on Friday, 30th September, 2016 at 10:00 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

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

PROXY FORM

[Pursuant to this Section105(6) of the CompaniesAct,2013 and Rule19(3)of the Companies (Management and Administration) Rules,2014]

Name of the Company: JRI INDUSTRIES &INFRASTRUCTURE LIMITED

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

Name of the Member(s): _____

Registered Address: _____

Email-Id: _____

Folio No/Client ID: _____ DPID: _____

I/We, being the member (s) holding _shares of the above named company , hereby appoint

1. Name: _____

Address: _____

E-mailld: _____

Signature: _____,or
failing him

2. Name: _____

Address: _____

E-mailld: _____

Signature: _____,or
failing him

3. Name: _____

Address: _____

E-mailld: _____

Signature: _____

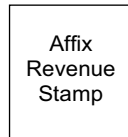
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of JRI Industries & Infrastructure Limited to be held on the 30th day of September, 2016 at 10:00 AM at 1, Borkar Compound, Western Express Highway, Borivali (E), Mumbai – 400 066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
ORDINARY BUSINESS				
1)	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.			
2)	To appoint Auditors and fix their remuneration			
3)	To Appoint Mr. Amol Borkar who retires by rotation			

Signed this _____ day of _____ 2016

Signature of shareholder: _____

Signature of Proxy holder(s): _____



Notes:

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 48hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

Book Post

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