

Corporate Information

BOARD OF DIRECTORS

Mr. Prakash L. Hinduja	<i>Chairman & Managing Director</i>
Mr. Gaurav P.Hinduja\$	<i>Whole Time Director</i>
Mr. Pradyuman R. Tiwari~	<i>Whole Time Director</i>
Mr. Chetan Tolani#	<i>Whole-time Director</i>
Mr. Akhilesh B. Negi	<i>Director</i>
Mr. Parimal K. Vasavda**	<i>Director</i>
Mr. Ravinder S. Gupta@	<i>Nominee Director</i>
Ms. Smita H. Kubera^	<i>Nominee Director</i>
Mr. Devraj B. Arjanani*	<i>Director</i>
\$ (up to 30th July, 2015)	
~ (up to 7th March, 2015)	
# (since 1st July, 2015)	
** (since 14th November, 2014)	
@ (up to 28th October, 2014)	
^ (since 14th February, 2015)	
* (since 15th May, 2015)	

AUDITORS

M/s. R. K. Doshi & Co.
Chartered Accountants

REGISTERED & CORPORATE OFFICE

3rd Floor, Venus Atlantis Corporate Park,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad-380015, Gujarat, India.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
Unit NO. 303, 3RD floor Shoppers Plaza V,
Opp Municipal Market,
Behind Shoppers Plaza II, Off C.G. Road,
Ahmedabad -380009 Gujarat, India.

BANKERS

IDBI Bank
Indian Bank
Bank of Baroda
Canara Bank
State Bank of India

DOMESTIC:

DELHI OFFICE

17/15, 2nd Floor, Old Rajendra Nagar
Nr. Bada Golchakar,
B/H Agarwal Sweets,
New Delhi-110060.

AUDIT COMMITTEE:

Mr. Akhilesh Negi	<i>Chairman</i>
Mr. Parimal Vasavda	<i>Member</i>
Mr. Devraj Arjanani	<i>Member</i>
Mr. Chetan Tolani	<i>Member</i>

STATEKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Prakash L. Hinduja	<i>Chairman</i>
Mr. Devraj Arjanani	<i>Member</i>

NOMINATION & REMUNERATION COMMITTEE

Mr. Akhilesh Negi	<i>Chairman</i>
Mr. Devraj Arjanani	<i>Member</i>
Mr. Parimal vasavda	<i>Member</i>
Mr. Prakash L. Hinduja	<i>Member</i>

ISIN :

INE343D01010

CIN :

L45201GJ1985PLC008338

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Notice

JAIHIND PROJECTS LIMITED

Registered Office: 3rd Floor, Venus Atlantis Corporate Park,
Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015, Gujarat.
Telephone: 079 40501300/ 40501301, Fax: 079 40501310/11
CIN: L45201GJ1985PLC008338, E-mail:- info@jpl.in, www.jpl.in

NOTICE is hereby given that 29th Annual General Meeting of the Members of Jaihind Projects Limited, will be held on 26th September, 2015 at 11.00 a.m. at the Registered Office at 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Anandnagar Road, Satellite, Ahmedabad- 380015 to transact the following businesses:

ORDINARY BUSINESS

- (a) To receive, consider and adopt the Audited Financial Statement of the Company for the Financial year ended on 31st March, 2015 along with the Report of the Board of Directors and Auditors thereon; and
(b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.
- To appoint a Director in place of Mr. Prakash L. Hinduja (DIN: 01688850) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
- To appoint auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. N. K. Aswani & Co., Chartered Accountants (Registration no. 100738W) as the Statutory Auditors of the Company w.e.f. June 01, 2015 in the casual vacancy caused consequent to the resignation of M/s. R.K. Doshi & Co., Chartered Accountants, Rajkot (Registration no. 102745W), be and is hereby approved and that they shall hold the said office till the conclusion of this Annual General Meeting."

"RESOLVED FURTHER THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. N. K. Aswani & Co., Chartered Accountants (Registration no. 100738W) be and are hereby appointed as the Statutory Auditors of the Company and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration (inclusive of the above period) as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Act and clause 49 of the Listing Agreement, Shri Parimal Vasavda (DIN- 06973223), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director on November 14, 2014 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company for a consecutive term of five years commencing from November 14, 2014."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder, Ms. Smita Kuber (holding DIN 06709736), who was appointed as Nominee Director of the Company by the Board of Directors w.e.f. February 14, 2015 pursuant to CDR Terms be and is hereby elected and appointed as a Non-executive Nominee Director, whose period of office shall not be liable to determination by retirement of directors by rotation."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Act and clause 49 of the Listing Agreement, Shri Devraj Arjanani (DIN- 01606409), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director on May 15, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company for a consecutive term of five years commencing from May 15, 2015."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments thereto or statutory modifications

Notice (Contd...)

or re-enactment thereof for the time being in force) ("the Act") and subject to all other sanctions, approvals and permissions as may be required and subject to such Conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval to the appointment of Mr. Prakash L. Hinduja (holding DIN 01688850), as a Chairman & Managing Director of the Company for a period of 3 years w.e.f. March 1, 2015 on such remuneration and terms and conditions as detailed in the statement annexed to this notice."

"RESOLVED FURTHER THAT in case during the above referred years, the Company has, no profits or its profits are inadequate, Mr. Prakash L. Hinduja, Chairman & Managing Director be paid the aforementioned Remuneration as "Minimum Remuneration" in the respective financial year(s) notwithstanding that the same may exceed the ceiling limit laid down in Sections 197 read with Schedule V to the Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above appointment and remuneration in such manner as may be permitted in accordance with the provisions of the Act, subject to such approvals as may be required.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

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

"RESOLVED THAT Mr. Chetan Tolani, (DIN: 02529867) who was appointed as an Additional Director of the Company with effect from 1st July, 2015 pursuant to applicable provisions of the Companies Act, 2013 ("the Act") and Article 102 of the Articles of Association of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received from a member signifying his intention to propose Mr. Chetan Tolani as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s), as recommended by the Nomination and Remuneration committee and subject to approval by the members in the ensuing general meeting, the approval of the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) be and is hereby accorded for appointment of Mr. Chetan Tolani (DIN: 02529867), as Director, designated as Whole-time Director of the Company for a period of 3 (three) years, with effect from 1st July, 2015 on such remuneration and terms and conditions as detailed in the statement annexed to this notice subject to liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and condition of reappointment including as to designation and remuneration structure of Mr. Chetan Tolani within the limits prescribed in resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, M/s. Heena Doshi & Associates, Cost Accountants, Ahmedabad, 2 by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ending 31st March, 2015, be paid a remuneration of ₹ 40,000 (excluding service tax, as applicable) in addition to reimbursement of out of pocket expenses incurred by them during the course of Audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary for implementing the above resolution."

Date : 14.08.2015
3rd Floor, Venus Atlantis,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad- 380015

For Jaihind Projects Limited

Prakash L. Hinduja
Chairman & Managing Director

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Notes

- The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder is annexed hereto and forms part of the notice.
- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable. Proxy shall not vote, except on a poll.
- The Book Closure Date for Members of the Company will be on Saturday, 19th September, 2015 to Saturday, 26th September, 2015 (both days inclusive).
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- Members/Proxies should bring the Attendance Slip duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. A Proxy Form is annexed to this report.
- Corporate Members intending to send their authorised representatives are requested to send duly certified copy of Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting.
- Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change in their registered address to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent.
- At the ensuing Annual General Meeting, **Mr. Prakash L. Hinduja** retire by rotation and being eligible offer himself for re-appointment. The information or details pertaining to other Directors who are being appointed/re-appointed, the details in terms of clause 49 of the Listing Agreement with the Stock Exchanges are furnished in the statement of Corporate Governance published elsewhere in this Annual Report.
- Trading in the shares of the Company can be done in dematerialized form only. Dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
- Members are requested to contact our Registrar and Transfer Agent for any query related to shares, and other inquiry at following address.
 - **M/s. Link Intime (India) Pvt Ltd.**
Unit : Jaihind Projects Ltd.
 (Ahmedabad Branch)
 Unit No. 303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off. C.G.Road, Ahmedabad 380009
 Tel Nos. 079 26465179 Fax No. 079 26465179 Email ahmedabad@linkintime.co.in
- Please Quote folio no. / DP ID & CL. ID for any Communication for their shareholding. Bring the copy of Annual Report at the meeting.
- Members wishing to claim their unclaimed dividend for the F.Y. 2009-2010 & 2010-2011 are requested to correspond with the Secretarial Department or the Registrar of the Company.
- The Company's shares are listed at Mumbai Stock Exchange (BSE) & National Stock Exchange of India Limited (NSE). The Company has paid listing fees to both, BSE & NSE for financial year **2015-2016**.
- **Green initiative matter**
 - The Ministry of Company Affairs (MCA) has taken the "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated April, 2011 and Circular No. 18/2011 dated April 20,2011) along with paperless compliance by compliances by companies through electronic mode.
- Keeping in view underlying theme and circular issued by MCA, we propose to send all documents to be sent to shareholders like General Meeting Notice including the AGM, Annual Report including Audited Financial Statements, Director Report, Auditor Report etc. to our shareholder in electronic form, to the email address provided by them and made available to us by the Depositories.

Notice (Contd...)

- Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, **upon receipt of a requisition from you, any time**, as a member of the Company such a requisition may be sent to the Registered Office of the Company at the address mentioned elsewhere in the report.

- Voting through electronic means**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.

The Board of Directors of the Company has appointed M/s A S Solanki, Company Secretaries, (Membership No. ACS: 31508) (Address : E-405, Arjun Exotica, Nr. Arjun Tower, C.P. Nagar, Ghatlodia, Ahmedabad-380061) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on September 19, 2015 (cut – off date) are entitled to vote on the resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

- Log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” tab.
- Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- Now Enter your User ID
 - For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter 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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on “SUBMIT” tab.

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- ix) 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) 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 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.
- xix) 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.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 19, 2015, the cut-off date.
- ii. Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- iii. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper.
- iv. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- v. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forth their on receipt of the Scrutinizers Report.
- vi. The results declared will communicated to the Stock Exchanges.

Notice (Contd...)

- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (3.00 pm to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company. The Notice of 29th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2015 will be uploaded on the Company's website and may be accessed by the members.

Date : 14.08.2015

**3rd Floor, Venus Atlantis,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad- 380015**

For Jaihind Projects Limited

**Prakash L. Hinduja
Chairman & Managing Director**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Consequent to the casual vacancy caused by the resignation of M/s. R.K. Doshi & Co., Chartered Accountants, Rajkot, with effect from July 1, 2015, the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. N.K. Aswani & Co., Chartered Accountants, Ahmedabad (Regn. No. 100738W) as the Statutory Auditors of the Company with effect from July 1, 2015 to fill the said casual vacancy so caused.

In terms of Section 139(8) of the Companies Act, 2013, (Act) any appointment of the Statutory Auditors in the casual vacancy arising as a result of resignation of an auditor has to be approved by the members at a general meeting within three months from the date of recommendation of the Board of Directors of the Company and the said office shall be held till the conclusion of the next Annual General Meeting. Considering the coinciding of the general meeting and the Annual General Meeting, the Board of Directors proposes the appointment of M/s. N.K. Aswani & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting to be held in the calendar year 2016, subject to the approval of members.

As per the Companies Act, 2013, M/s. N.K. Aswani & Co., Chartered Accountants have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act that they are not disqualified to be appointed as the Statutory Auditors in terms of the proviso to Section 139(1), 141(2) and 141(3) of the Act.

The Directors recommend the passing of the resolution as an Ordinary Resolution as proposed under Item No. 3 of the Notice for the ratification and appointment of M/s. N.K. Aswani & Co., Chartered Accountants, as the Statutory Auditors until the conclusion of the next AGM.

None of the other Directors/ key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item No. 3 of the Notice.

All the documents referred to in the Notice and Explanatory Statement are available for inspection between 11 a.m. and 1 p.m. till the date of this Annual General Meeting.

ITEM NO. 4

Mr. Parimal Vasavda holds a B.A, LLB and CS Degree from the Institute of Company Secretaries of India. He had held various senior positions at Government, Joint, Public, Private, Multi-National Companies during his outstanding career as a professional in various industrial sectors to name a few Infrastructure, Energy (LNG), Fertilizers, Port, Pipelines, SEZ, Textiles, etc.

Mr. Parimal Vasavda does not hold any Equity Shares in the Company. The Company has also received necessary declaration from Mr. Parimal Vasavda that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination & Remuneration Committee at its Meeting held on November 14, 2014 has recommended the appointment of Mr. Parimal Vasavda as an Independent Director for a consecutive term of five years commencing from November 14, 2014.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Parimal Vasavda, the Board of Directors of your Company is of the opinion that he meets with the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, and has accordingly proposed his appointment as an Independent Director of the Company and who is also independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Parimal Vasavda being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five years effective from November 14, 2014.

The Company has received a notice in writing from a member under Section 160 of the Companies Act 2013, signifying the intention to propose Mr. Parimal Vasavda as a candidate for the office of Director of the Company.

Notice (Contd...)

Copy of the draft letter for appointment of Mr. Parimal Vasavda as an Independent Director would be available for inspection by the members without any fee at the Registered Office of the Company.

The Board recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, except Mr. Parimal Vasavda is concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 5

The Board of Directors has co-opted Ms. Smita Kuber as Nominee Director on behalf of IDBI Bank w.e.f. February 14, 2015 pursuant to CDR Scheme and as per provisions of the Companies Act. His term of office shall not be liable to determination by retirement of directors by rotation.

The Board of Directors of your Company considers that he fulfills the conditions specified in the Companies Act, 2013 for appointment as Nominee Director and therefore, recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice.

Except Ms. Smita Kuber, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 6

Mr. Devraj Arjanani is a commerce graduate from Gujarat University and possesses rich experience in general management and administration of the business. He had been directors in various companies in the past.

Mr. Devraj Arjanani does not hold any Equity Shares in the Company. The Company has also received necessary declaration from Mr. Devraj Arjanani that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Devraj Arjanani as an Independent Director for a consecutive term of five years commencing from May 15, 2015.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Devraj Arjanani, the Board of Directors of your Company is of the opinion that he meets with the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, and has accordingly proposed his appointment as an Independent Director of the Company and who is also independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Devraj Arjanani being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five years effective from May 15, 2015.

The Company has received a notice in writing from a member under Section 160 of the Companies Act 2013, signifying the intention to propose Mr. Devraj Arjanani as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Mr. Devraj Arjanani as an Independent Director would be available for inspection by the members without any fee at the Registered Office of the Company.

The Board recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs, except Mr. Devraj Arjanani is concerned or interested financially or otherwise in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 7

Mr. Prakash Hinduja, Chairman and Managing Director, whilst holding office as Chairman and Managing Director shall not be subject to retirement by rotation. As per section 6 of the Companies Act, 2013 the provisions of the Act will have effect notwithstanding anything to the contrary contained in the Articles of Association of the Company. For the purpose of compliance with section 152 of the Companies Act, 2013 and for determining the director liable to retire by rotation, the Board at its meeting held on 14.08.2015, took note of the consent given by Mr. Prakash Hinduja, being longest in office, to retire by rotation at the ensuing annual general meeting of the Company. Accordingly, the Board noted that Mr. Prakash Hinduja, Chairman and Managing Director shall be the director liable to retire by rotation and being eligible, has offered himself for re-appointment.

Moreover, the shareholders will recall the appointment of Mr. Prakash Hinduja as Chairman and Managing Director of the Company for a period of five years with effect from 1st October 2011. His term of appointment expires on 28th February 2015. The Board of Directors at its meeting held on 10th July, 2015, as approved by the Nomination & Remuneration Committee, have re-appointed him as Chairman and Managing Director of the Company for a period of 3 years with effect from 1st March 2015 subject to the approval of the members at the ensuing Annual General Meeting of the Members of the Company and subject to approval by central government.

Notice (Contd...)

While re-appointing Mr. Prakash Hinduja as Chairman and Managing Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company during his tenure. The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Chairman and Managing Director as mentioned in the resolution, subject to the approval of shareholders.

As a consequence of recessionary trends in the overall industry the downturn in the Company's operations continued during the period under review. The severe liquidity crisis led to delays in project executions and revenues continued to remain stagnant. In view of the losses incurred during the year under review and taking into consideration the financial health of the Company and the roles and responsibilities entrusted to Mr. Prakash Hinduja, the Nomination and Remuneration Committee and the Board of Directors in their respective meetings resolved that the remuneration payable to Mr. Prakash Hinduja shall be as per the details set out in the resolutions.

- Salary : ₹ 5,00,000/- p.m. including perquisites like medical reimbursement, HRA, LTC, children education allowance, entertainment expenses, etc.
- Contributions : Towards Provident Funds, Superannuation of Annuity Fund to the extent these are, singly or put together, not taxable under the Income Tax Act, 1961.
- Period : From 1.03.2015 to 28.02.2018
- Perquisites : Following perquisites may be provided as per the Company rules:

Category A

- (a) Medical Reimbursement: Reimbursement of medical expenses incurred in connection with the medical treatment of self and family members not exceeding an amount equal to one month's salary in a year.
- (b) Leave Travel Concession (LTC): Reimbursement of travelling expenses for self and family members not exceeding an amount equal to one month's salary in a year.
- (c) Club fees: Membership fees not more than 2 Clubs. However, admission fees shall not be admissible.
- (d) Insurance premium: Insurance premium for personal accident for self and dependents shall be as per the Company norms.

Category B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of ceilings of the perquisites.

Privilege Leave:

As per the rules of the Company, Unclaimed Privilege Leave will be encashed at the end of the year, i.e., 31st March.

Encashment of leave at the end of tenure will not be included in the computation of ceiling on perquisites.

Category C

Provision of car with chauffeur for the purpose of Company's business and telephone at residence will not be considered as perquisites.

That in the event of loss or inadequacy of profits, the aforesaid remuneration shall be paid to these Directors as minimum remuneration.

A) General Conditions:

- 1) The total remuneration payable to the Chairman & Managing Director shall not exceed the maximum limits as permissible in the Schedule V of the Companies Act, 2013.
- 2) They shall be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company, as may be applicable to the senior management of the Company within the overall limits prescribed in the Companies Act, 2013.

B) Minimum Remuneration:

In the event of absence or inadequacy of profits during their term of office, the remuneration payable to them shall not exceed the maximum limits as permissible under Schedule-V of the Act.

Approval of the Shareholders is being sought for reappointment as set out in the resolutions at Item No 7. Approval of the Central Government will also be sought in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be required.

None of the Directors, Managers or key managerial personnel and their relatives are interested except Mr. Prakash Hinduja who is personally interested in the above resolution. The Board recommends the above resolution for adoption by shareholders.

ITEM NO. 8 & 9

For strengthening the Board, the Company has appointed Mr. Chetan Tolani, as Director designated as Whole-time Director of the Company w.e.f. July 1, 2015. He is commerce graduate by qualification. He has worked in Infrastructure companies like Tolani Fabricators, Tolani Projects Private Limited And Enprocon Enterprise Limited. He started off as a Vice President of Tolani Fabricators

Notice (Contd...)

and went on to head the implementation and management of many infrastructure projects in the country. His technical, strategic decisions and leadership skills coupled with his sound financial and business sense has helped him in securing and successfully implementing many projects.

Mr. Chetan Tolani has having very rich experience in the areas of planning, execution and implementation of many infrastructure projects related to pipe laying.

The Board of Directors has at their meeting held on July 10, 2015, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Chetan Tolani, as Director designated as Whole-time Director for a period of three years w.e.f 01.07.2015. This appointment of Mr. Chetan Tolani will be subject to retirement by rotation as per the provision of Section 152 of the Companies Act, 2013 and Articles of Association of the Company as amended from time to time.

Mr. Chetan Tolani does not hold any Equity Shares in the Company. Necessary declaration in form DIR-2 and DIR-8 have been received and the same are available for inspection at the Registered Office of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Chetan Tolani for the office of Director liable to retire by rotation. The remuneration and other details are mentioned below for your information.

- (A) Salary : ₹ 1,00,000/- p.m. including perquisites like medical reimbursement, HRA, LTC, children education allowance, entertainment expenses, etc.
- Contributions : Towards Provident Funds, Superannuation of Annuity Fund to the extent these are, singly or put together, not taxable under the Income Tax Act, 1961.
- Period : From 01.07.2015 to 31.03.2018

Category A

- a) Medical Reimbursement:
Reimbursement of medical expenses incurred in connection with the medical treatment of self and family members not exceeding an amount equal to One Month's salary in a year.
- b) Leave Travel Concession (LTC):
Reimbursement of traveling expenses for self and family members once every year.
- c) Club fees:
Membership fees not more than 2 Clubs. However admission fees shall not be admissible.
- d) Insurance Premium:
Insurance premium for the personal accident for self and dependents shall be as per the company norms.

Category B

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included In the computation of the ceilings of the perquisites.

To the extent these either singly or put together are not taxable under Income Tax Act.

Privileged Leave: as per the rules of the Company Unclaimed Privileged Leave be encashed at the end of the year i.e. 31st March.

Encashment of Leave at the end of tenure will not be included in the computation of ceiling on perquisites.

Category C

Provision of car with Chauffeur for the use Company's business and telephone at residence will not be considered as perquisites.

That in the event of loss or inadequacy of profits the aforesaid remuneration shall be paid to these Directors as minimum remuneration.

A) General Conditions:

1. The total remuneration payable to the Whole Time Director shall not exceed the maximum limits as permissible in the Schedule V of the Companies Act, 2013.
2. They shall be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company, as may be applicable to the senior management of the Company within the overall limits prescribed in the Companies Act, 2013.

B) Minimum Remuneration:

In the event of absence or inadequacy of profits during their term of office, the remuneration payable to them shall not exceed the maximum limits as permissible under Schedule V of the Act.

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Remuneration Committee and the Board of Directors of the Company at their meetings held on July 10, 2015 have approved, subject to the approval of the Members and the Central Government, the payment of remuneration as mentioned above.

Notice (Contd...)

In anticipation of inadequate profits for the financial year 2015-16, the Company is contemplating to approach Central Government, seeking approval for payment of above mentioned remuneration to Mr. Chetan Tolani, Whole-time Director and in the best interest of the Company, the resolution is proposed to Members for their approval by way of Special Resolution.

None of the Directors, Managers, Key managerial personnel and their relatives are related to Mr. Chetan Tolani and hence not interested in the said resolution.

The Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, is provided herein, for payment of remuneration to Mr. Prakash Hinduja, Chairman and Managing Director and Mr. Chetan Tolani, Whole-time Director, with effect from March 01, 2015 and July 01, 2015 respectively.

I. GENERAL INFORMATION

1. Nature of Industry : Engineering and Construction
2. Date of Commencement of Commercial Production : Not Applicable
3. In case of new Companies, expected date of Commencement of activities as : Not Applicable
per project approved by Financial institutions appearing in the Prospectus.
4. Financial Performance

Financial performance of the Company for the last five years.

[₹ in lacs]

Sr.no.	Particulars	Financial Year				
		2014-15	2013-14	2012-13	2011-12	2010-11
1	Paid-up Capital	975.74	975.74	975.74	975.74	725.74
2	Reserves & Surplus	2131.35	5824.49	8167.34	12823.32	9656.76
3	Total Revenue	28959.61	30449.15	31012.07	53671.58	44191.88
4	Net Profit after Tax	(1792.43)	(2198.53)	(5469.80)	2351.46	2579.82
5	Rate of Dividend declared	Nil	Nil	Nil	Nil	10%

5. Foreign investments or collaborators, if any: The Company is a listed entity and 1% of equity is held by NRIs. There is no foreign collaboration for any investment.

II. INFORMATION ABOUT THE APPOINTEES:

A. Mr. Prakash Hinduja, Chairman & Managing Director:

1. Background Details, Recognition or Awards, Job Profile and his suitability:

Mr. Prakash Hinduja is a Promoter of the Company. He is Mechanical Engineer and aged about 54 years. He has over 30 years of experience in construction and engineering industry. He has been on the board of Jaihind Projects, as Managing Director from September 1989. Since then, he has been re-appointed from time to time. His tenure of re-appointment as Chairman & Managing Director of the Company was approved by the shareholders for a period of five years with effect from October 1, 2011.

Under his stable leadership, Jaihind emerged as one of India's fastest growing EPC Company currently nurturing projects that span across various segments such as oil and gas pipeline construction, slurry pipelines, city gas distribution, horizontal direction drilling, water transmission projects, cathodic protection, tankages and civil infrastructure. In the present challenging business environment, the duties and responsibilities of Mr. Prakash Hinduja, Chairman & Managing Director has grown manifold.

In these tough times, it is necessary that the Company get continuous guidance and leadership of Mr. Prakash Hinduja with whose rich experiential background, the Company remains reinforced to strive through the ever challenging phase and bounce back on the growth chart.

Based on the recommendation of the Nomination and Remuneration Committee, his appointment as a Chairman & Managing Director of the Company was approved by the Board of Directors at its Meeting held on July 10, 2015, for a period of three years with effect from March 1, 2015.

2. Past Remuneration during last five years:

Financial years	Remuneration [Amt. in Lacs]
2010-11	121.44
2011-12	132.00
2012-13	24.00
2013-14	24.00
2014-15	24.00

Notice (Contd...)

3. Remuneration Proposed: As stated in the Statement annexed to the Notice.
4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person:
Remuneration as proposed to Mr. Prakash Hinduja is lesser as compared to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses. Further, considering his profile as Chairman & Managing Director and the responsibilities shouldered by him and industry benchmarks, the remuneration drawn by Mr. Prakash Hinduja is much below the line.
5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:

Mr. Prakash Hinduja is a Promoter Director holding 1306249 Equity Shares of ₹ 10/- each representing 13.39% of the Total Paid-up Capital of the Company.

Besides the remuneration paid to Mr. Prakash Hinduja, he does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in Annual Report 2014-2015. Further as on date, Mr. Prakash Hinduja, does not have any relationship with any managerial personnel.

B. Mr. Chetan Tolani, Whole-time Director:

1. Background Details, Recognition or Awards, Job Profile and his suitability:
Mr. Chetan Tolani is commerce graduate. He has over 20 years of experience in Operation & Project Management, Planning and Administration of various projects. He has held various senior level positions viz. Vice-president, Director in various industries before joining Jaihind.
Management of Jaihind believes that, with the induction of Mr. Chetan Tolani who has rich experience in project execution and monitoring will help the company to expedite ongoing project execution, bagging new project and expediting revenue generation in larger interest of company and its lenders.
Based on the recommendation of the Nomination and Remuneration Committee, his appointment as a Director designated as Whole-time Director of the Company was approved by the Board of Directors at its Meeting held on July 10, 2015, for a period of three years with effect from July 1, 2015.
2. Past Remuneration during last four years:
It may be noted that Mr. Chetan Tolani has been appointed on July 1, 2015 i.e. during the present financial year 2015- 2016 as Whole-time Director and therefore the remuneration paid to him for the last three financial years is not applicable.
3. Remuneration Proposed: As stated in the Statement annexed to the Notice.
4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person:
Taking into consideration the size of the Company, the profile of the Whole-time Director and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed for Mr. Chetan Tolani is much below the line, compare to remuneration packages paid to similar senior level person in other Companies.
Details of Annual remuneration package in different companies of similar line of business for similar post/ person:
Further, remuneration package is lesser as compared to that drawn by the Peers in the similar capacity in the similar Industry.

Details of Annual remuneration package in different companies of similar line of business for similar post/ person:

Sr.No.	Name of the Company	Position	Annual Remuneration package (₹ In lacs)
1.	IVRCL Limited	Joint Managing Director	41.48
2.	Lanco Infratech Ltd.	Deputy Managing Director	172.50
3.	PSL Limited	Whole-time Director	56.29
4.	Jaihind Projects Limited	Whole-time Director	12.00

Therefore aforesaid proposed remuneration is reasonable and comparable to the remuneration paid to Professional Directors in the Industry and hence is more than justified.

5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:
Mr. Chetan Tolani does not have any pecuniary relationship directly or indirectly with the Company. He is not related to any other director or managerial personnel. Further, as on date his holding in the company is Nil.

Notice (Contd...)

III. OTHER INFORMATION:

(i) Reasons of loss or inadequate profits:

The Company had consistence growth in turnover as well as profitability till FY. 2011-12. Thereafter, many internal and external factors results in to slowdown in growth and mainly margins of profitability. There are some domestic and international factors. In domestic front, India's GDP growth has slow down. Further performance of the Infrastructure sector is at downward trend. Since last 3 years, infrastructure sector is passing through worst position and almost all the industrial units are making losses, due to their own problems of increase in material cost, Govt. policies, Land Acquisition Issue, Cash flow situation, Projects on hold, Delay in payments from clients, High finance cost and other various issues.

Due to above problems and consequential liquidity problems faced by the Company, the Company's activity got affected, forcing the Company to propose Corporate Debt Restructuring. Due to low level EPC activity, the fixed costs like Interest and other administration overheads could not be recovered in full. In addition to this, there were additional costs in some of the Projects which were due to delays in execution and increased material costs. All these costs resulted into losses or inadequate profits in the year. You can see from the figures provided above that the Net Profits has substantially lower than earlier years.

This trend is seen for all the Company's which are engaged in the similar sector. Most of the companies have made loss in the financial year 2012-13 onwards. This trend is likely to continue further some time.

Overview of the Company Jaihind Projects Limited (JPL):

Jaihind Projects is a 50 year old company and stands among the leading engineering, construction and infrastructure development companies in India. In its impeccable history of 50 years, the company has constructed more than 14,000 km of pipelines, which stands the highest of any contractor in India. JPL also has one of the highest credentials in India as a contractor for horizontal directional drilling, storage tanks for petrochemicals, mechanical construction for petrochemical facilities, and also water, gas & sewerage networks for communities, cities and provinces. It has the distinction of working with nearly all major clients in India in the oil & gas industry and most state governments for water supply projects. JPL has placed much emphasis on Quality, Health and Safety over the years and is accredited with ISO 9001, ISO 14001 and OHSAS 18001 certifications.

JPL's landmark projects include two GSPL's laying of pipeline for Darod-Jafrabad Pipeline Project (24" x 104 KM) and Morbi Mundra Pipeline Project (18" x 130 KM), carbon steel pipe for transportation of Iron Ore Slurry from Tanto Beneficiation plant to Pellet Plant at Jajpur-Harichandpur to Tanto i.e. (70 to 230 km.) for Brahmani River Pellet Limited, Installation of pipeline across marshy area including mangroves for Indian Strategic Petroleum Reserves Limited, EPC Contract of 31 km pipeline from Nigerian Gas Company (NGC) at Ewekoro Node to Papalanto for Nigerian National Petroleum Corporation, Construction Contract for construction and laying the pipeline of 30" x 69 km, for Panvel-Dabhol Pipeline Project of Gail (India) Limited to name a few. Jaihind is one of the oldest infrastructure companies in India, founded by Shri Lalchand Hinduja in 1960 and continues to complete projects of national interest with a track record of timely completion and as one of the preferred contractor to Central and State Authorities.

Jaihind has always looked to create competitive advantage by adopting world class practices and operational processes. However, the financial performances of companies who are infrastructure development depend on the time taken for project execution. Apart from delay of payments, when projects get delayed the contractor incurs several additional costs primarily related to idling or under utilising of resources, mobilising and demobilising expenses, extended bank guarantee costs, price escalations, overhead costs and loss of profits.

(ii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

Over the last four years, the infrastructure sector in India has witnessed a severe downturn. The slowdown has been very sharp severe and widespread over the last three. Continued struggle with high inflation, high interest rates, quality labour, infrastructure constraints, prolonged working Capital cycle and lack of policy reforms pushed the nation's growth rate perhaps to a decade low in the last year. However, Government's plans to invest significantly in the oil and gas, roads and highway, airport, harbor and port sector, will offer sufficient opportunities to players in this industry. Private Public Partnership (PPP) model in awarding several projects in the infrastructure space has taken on a very forward looking approach, encouraging the private players.

Like all others in the infrastructure space, the Company has been a victim of very challenging unforeseen circumstances. When market conditions were favoring, similar to others in the industry, used debt financing to make the best out of it and simulate top-line and profit growth. The sudden downfall and prolonged slowdown in overall sector has resulted in the Company's inability to generate revenue to its maximum further resulted into lower profits margin. In our business, there is also the issue of contractor's claims not being settled and paid by the Government and public sector clients. Consequently, there has been no match between the Company's ability to generate cash and servicing debt.

The Company has already started following activities to overcome the aforesaid challenges in coming years.

Notice (Contd...)

In the F.Y. 2012-13, the Company successfully entered into an agreement for Corporate Debt Restructuring (CDR) with its consortium lenders that provided some moratorium to interest rate payments and re-adjustment of tenures.

With the Corporate Debt Restructuring (CDR) scheme and assistance in the CDR scheme, the EPC activity is expected to restore to normal levels during the current financial year, which will result in increased operations and revenues. There is likely improvement in the EPC Sector outlook with various policy changes proposed by the Government.

The Government of India (GOI) is taking several measures to boost the infrastructure sector. Further, budget 2014-15 promises better business opportunities for infrastructure companies, especially the ones in construction sectors. The FM allocated funds for improving infrastructure — roads, ports, airports, railways and industrial infrastructure — besides ensuring adequate flow of funds and financing of projects. Hence, one can look at the future with optimism since Bharatiya Janata Party (BJP) led by Shri Narendra Modi has made the most resounding victory if one were to focus on the National Democratic Alliance.

As an environment of carefulness prevailed during the year, we left no stone unturned in improving our operational efficiencies. We streamlined our business processes, trimmed overheads and optimised construction costs, focused on receivable realization and general severe measures. However, a business can be sustainable only when you consolidate and rejuvenate from time to time. While this process is sometimes painful, it is essential for rejuvenation. The future is tough but we are well geared to prevail over the challenges.

Having travelled through the toughest time on the history of the Company, the Company is weighing options carefully. We strongly believe that the Company will overcome from this difficult situation. Though, the Company is yet to compensate the cost of two years of its inaction towards fuller utilisation of its abilities and skills in right direction.

(iii) Expected increase in productivity and profits in measurable terms:

The Company had applied for CDR and same was approved. In the circumstances the situation is expected to improve by FY 2016 onwards with expectations of improvement in overall sector. The Company is expecting Turnover of around ₹ 330 to ₹ 350 Crores in next year depending on overall market scenario and EPC sector. Consequently, the Company expects to see an improvement in cash flows due to tighter working capital cycle and realization of claims by FY 2016 onwards and expects to maintain healthy margins thereafter. The Management always strives towards “re-writing the future” and with it India and your Company will grow rapidly and that the JPL will come back on driver seat once again.

(iv) Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the explanatory statement as stated above.

Except the proposed appointees viz., Mr. Prakash Hinduja and Mr. Chetan Tolani, None of the Directors / Key Managerial Personnel / their relatives of the Company is in any way concerned or interested in the above referred resolution.

ITEM NO. 10

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee, the Board has, considered and approved the appointment of Messrs. Heena Doshi & Associates, Cost Accountants as the cost auditor for the financial year 2015-16 at a remuneration of ₹ 40,000 per annum plus applicable service tax and reimbursement of out of pocket expenses.

The Board recommends this resolution for approval of the Members None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Date : 14.08.2015
3rd Floor, Venus Atlantis,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad- 380015

For Jaihind Projects Limited

Prakash L. Hinduja
Chairman & Managing Director

Directors' Report

To the Members,

Your Directors have pleasure in presenting their 29th Annual Report together with the Audited Statements of Accounts for the financial year ended on March 31, 2015.

FINANCIAL RESULTS:

Year ended March 31 st			(Rupees in lacs)	
	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Total Income	28959.61	30449.15	30122.54	33225.33
Less : Expenditure	26436.17	26877.08	28383.23	28678.16
Profit / (Loss) before Interest and Depreciation	2523.44	3572.07	1739.31	4547.17
Less : Interest	3565.79	5171.49	3566.00	5982.95
Less : Depreciation	1679.18	1124.41	1699.07	1497.87
Profit/(Loss) Before Tax	(2721.53)	(2723.83)	(3225.76)	(2933.65)
Less : Provision For Taxation	(929.10)	(525.30)	(929.86)	(523.51)
Profit/(Loss) After Tax	(1792.42)	(2198.53)	(2595.90)	(2410.15)

OPERATIONS:

➤ Standalone financial performance

The Company has successfully achieved several milestones in the past and has continued its journey in this year too in spite of the difficult phase through which most of the Indian infrastructure industry is passing through. During the Period under review the total revenue has decreased from ₹ 30449.15 Lacs to ₹ 28959.61 Lacs. The year under review has been another very tough year for the Infrastructure Industries which is passing through recessionary phase in last three years.

Modest growth, coupled with delays in settlement of claims/ litigations with the clients, slower industrial growth, high interest rate, delays in projects, delay in payments from clients etc. has continuously put the company into stress. Though, the Company is taking all the setbacks positively and believes to sustain corporate stability with low cost and high quality work. We strongly believe that infrastructure sector is bound to grow at a very good pace in the coming financial year.

In spite of the above, your company has achieved decent Turnover of ₹ 28959.61 Lacs, during the year 2014-15. This indicates itself that the company's management has proved its ability to retain business, in fact added new customers, in tough times of industry.

However, achievement of decent turnover by the Company did not reflect in bottom line and the company has incurred net loss of ₹ 1792.42 lacs for the financial year 2014-15.

➤ Consolidated Operations

In accordance with the Listing Agreement provisions and Companies Act, 2013, the Consolidated Financial statements of the Company and its subsidiaries are prepared and form part of this Annual Report.

During the period under review the total consolidated revenue for the year 2014-15 was ₹ 30122.54 Lacs as against ₹ 33225.33 Lacs for the previous year representing a decrease of ₹ 3102.79 Lacs.

For the financial year 2014-15 the Company has incurred consolidated loss of ₹ 2595.90 Lacs against the net loss of ₹ 2410.15 Lacs for the previous year.

DIVIDEND:

As your Company is under CDR, it is necessary to conserve and optimise use of resources to improve the health of the Company. Hence, your Directors regret their inability to recommend any dividend for the financial year ended March 31, 2015.

Directors' Report (Contd...)

RESOLUTIONS PASSED THROUGH POSTAL BALLOT:

During the reporting period, your Company had obtained shareholders' approval by passing of resolutions through Postal Ballot. The results of the Postal Ballot were announced on June 26, 2014. The details of the resolutions passed through Postal Ballot forms part of the Report on Corporate Governance, annexed to this report.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

During the period under review, the Memorandum of Association ('MoA') of the Company was amended to include an object in the Main object clause after an existing sub-clause (c) of clause 2 to carry on the business activities in varied field of agriculture, vegetables and fruits products. The Articles of Association ('AoA') of the Company was also amended on account of introduction of new Companies act regime so as to reflect various new provisions in the new set of AoA.

SCHEME OF COMPROMISE/ARRANGEMENT BETWEEN THE COMPANY AND ITS SECURED TERM CREDITORS

The Board in their meeting had accorded its approval to a scheme of Compromise/Arrangement with Secured Term Creditors of the Company in hopes for possibility of appropriate re-organisation/restructuring of Debt of the Company.

All the necessary approvals were obtained including Stock Exchanges. However, due to unavoidable circumstance the Company could not capitalize on it further.

PREFERENTIAL ISSUE:

During the year, the Company had sought and obtained necessary approvals from board and members of the Company so as to meet the requirement of critical conditions of CDR LOA, against conversion of outstanding balance of unsecured loans brought-in by Promoters.

The Company was given an extended period up to 29th March, 2015 by CDR EG considering the difficulties faced by the company at the time of process of Issue. The company could not allot Equity shares to the promoter/promoter group as the further delay caused due to not according approvals by the CDR lenders, compelled the company to postpone the process.

UNCLAIMED DIVIDENDS:

As at March 31, 2015, dividend amounting to ₹ 7.12 lacs has not been claimed by shareholders. As per the provisions of Section 205C of the Companies Act, 1956, dividends remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be credited to the IEPF.

Dividend in respect of the financial year 2009-10 & 2010-11, for the amount of ₹ 2,99,094/- and ₹ 4,12,904/-, respectively is still lying in separate account maintained for this purpose. Shareholders are requested to claim their dividend within stipulated period of seven years. In terms of Section 205C of the Companies Act, 1956, no claim would lie against the Company or the said fund after the said transfer.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements of Section 134 (5) of the Companies Act, 2013, it is hereby confirmed:

1. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. that selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit or loss of the Company for the period under review;
3. proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that annual accounts of the Company have been prepared on a 'going concern' basis.

Directors' Report (Contd...)

5. that internal financial controls have been laid down to be followed by the company and that such controls are adequate and were operating effectively.
6. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS:

In pursuance of Section 152 of the Companies Act, 2013 and the rules framed thereunder and as per section 6 of the Companies Act, 2013, Mr. Prakash Hinduja, Chairman and Managing Director, whilst holding office as Chairman and Managing Director and being longest in office has given his consent to retire by rotation at the ensuing annual general meeting of the Company and being eligible have offered himself for reappointment. During the period, Mr. Parimal Vasavda and Mr. Devraj Arjanani were appointed as Additional Directors being Independent Directors and their appointments are proposed to be regularized at the forthcoming Annual General Meeting until completion of one term of five years commencing from the date as mentioned in the resolution contained in the notice attached with this Annual Report.

Ms. Smita Kuber who was appointed as Nominee Director of the Company since 14.02.2015 pursuant to CDR Scheme is being appointed as Nominee Director of the Company in the ensuing AGM. Her term of office shall not be liable to determination by retirement of directors by rotation.

Mr. Chetan Tolani, who was appointed as Director designated as Whole-time Director of the Company effective from 01.07.2015, is being proposed to be regularized as Director of the Company in the ensuing AGM. His term of office shall be liable to determination by retirement of directors by rotation.

During the year under review Mr. Dharmendra Sheth an independent Director and Mr. Pradyuman Tiwari, Whole-time Director resigned from the Board due to pre-occupation with other activities. Mr. Gaurav Hinduja, promoter as well as Whole-time Director of the company have testified his resignation since he was unable to devote sufficient time to the company on account of having some health ailments.

The Board of Directors records its sincere appreciation and recognition of the 29th Annual Report 2014-15 valuable contribution and services rendered by them during their association with the Company.

Other than as stated above, there has been no other change in the Directors or the Key Managerial Personnel during the period. The Independent Directors have submitted the declaration of independence, pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6) of Section 149 of the Companies Act, 2013.

The brief particulars of all directors, for which approval of members for their appointments or re-appointments are sought, is furnished in the statement of Corporate Governance published elsewhere in this Annual Report.

MEETINGS OF BOARD OF DIRECTORS:

During the Financial Year under review, the Board has met five times i.e. on 29th April, 30th May, 14th August, 14th November 2014 and 14th February 2015.

CONSTITUTION AND COMPOSITION OF AUDIT COMMITTEE:

As on March, 2015, the Company has constituted the Audit Committee under the Chairmanship of Mr. Akhilesh Negi an Independent Director and Mr. Parimal Vasavda Independent Director and Mr. Gaurav Hinduja, Non-executive Director as Members of the Committee.

VIGIL MECHANISM:

The Company has adopted a Vigil Mechanism in form of whistle blower policy. It aims at providing means to employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that such vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

RISK MANAGEMENT:

The Company has already in place, a Risk Management Plan. Brief details of various types of risk are provided in the Management Discussion and Analysis section of the Annual Report.

Directors' Report (Contd...)

AUDITORS & AUDITORS REPORT:

A) STATUTORY AUDITOR:

In the current financial year, M/s. R.K. Doshi & Co., Chartered Accountants, Rajkot, had resigned as Statutory Auditors of the Company. The Board in their meeting held on 10th July, 2015, appointed M/s. N.K. Aswani & Co., Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company to conduct the Statutory Audit for the F.Y 2015-16, however, subject to ratification by way of approval of the members in upcoming AGM of the company to be convened within three months from the Board/Audit Committee's recommendation.

Considering the coinciding of the general meeting and the Annual General Meeting, it is proposed that the appointment of M/s. N.K. Aswani & Co., Chartered Accountants, Ahmedabad be made as the Statutory Auditors of the Company until the conclusion of next Annual General Meeting,

M/s N.K. Aswani & Co., Chartered Accountants, hold office until the conclusion of the ensuing annual general meeting and are recommended for re-appointment 5(five) consecutive years from the date of the 29 Annual General Meeting (AGM) for a term upto the conclusion of 34th AGM of the Company in the Calendar year 2020 (subject to ratification of the appointment by the members at every AGM held after this AGM). The company has obtained a certificate from M/s. N.K. Aswani & Co., Chartered Accountants, to the effect that their proposed re-appointment, if made, would be in accordance and conformity with the limits as specified in that section. The statutory auditors have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of The Institute of Chartered Accountants of India.

Auditors' Qualifications and Management's Reply:

Auditors' observations in the Financial Statements for the year ended on 31st March, 2015

- a) the Company has recognized revenue of ₹ 16,415.59 lacs on certain projects arising out of deviation in designs and/or scope of work, liquidity damage/PRS for which acceptance by the clients are awaited. The amount of such certification cannot therefore be measured reliably. In the absence of sufficient appropriate audit evidence regarding the extent to which such claims/scope variations will be accepted by the clients, we are unable to comment on the appropriateness of such revenue as recorded in the financial statements, the amounts that will be ultimately realised and the consequent impact, if any, on the reported loss for the year ended March 31, 2015 and corresponding assets and liabilities as at that time.

MANAGEMENT RESPONSE:-

Revenue of ₹ 16,415.59 lacs pertains to the work executed by the Company, claims for fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental, etc. These claims have been raised based on actual work execution, terms of contract and generally accepted business practice, for which Company is at various stage of negotiation/discussion on a continuing basis. The Company is also pursuing simultaneously option of arbitration. The Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of approval/acceptance of the claims.

- b) bank guarantee invoked by "Arabian Pipeline Projects Company" (APPCO) of ₹ 6,051.04 lacs. The Company has not made any provision in its financial statements in respect of bank guarantee invoked. The Company has filed the suit before Hon'ble City Civil Court, Ahmedabad against the invocation of bank guarantee and the Hon'ble Court has granted stay. The Company has also referred the dispute to "The London Court of International Arbitration" for arbitration. In view of the pending litigation and uncertainty of outcome of such pending litigation, we are unable to quantify and comment upon the liability that may devolve on the Company on account of such invoked bank guarantee. Our audit opinion on the financial statement for the year ended March 31, 2015 is qualified in respect of above matter.

MANAGEMENT RESPONSE:-

The Company was awarded project execution work of "Saline Water Conversion Corporation" (SWCC) at Kingdom of Saudi Arabia jointly with "Arabian Pipeline Projects Company" (APPCO). As per the terms of the contract the Company had provided bank guarantee to "Arabian Pipeline Projects Company" (APPCO) and "Arabian Pipeline Projects Company" (APPCO) provided collective bank guarantee to "Saline Water Conversion Corporation" (SWCC). The Company successfully executed the project for two and half year. However "Arabian Pipeline Projects Company" (APPCO) was failing to provide the site clearance as per agreed terms in time and as a result the Company was not able to execute its part of contract. The project was proceeding slowly for no fault of the Company, resulted into cash crunch at Kingdom of Saudi Arabia site due to less turnover against the resources deployed without improvising/ making good the deficiencies and draw back on the part of "Arabian Pipeline Projects Company" (APPCO), the Company was issued notices by "Arabian Pipeline

Directors' Report (Contd...)

Projects Company" (APPCO) for various alleged defaults. To resolved the differences an understanding was arrived at between the Company and "Arabian Pipeline Projects Company" (APPCO) for execution of balance work by "Arabian Pipeline Projects Company" (APPCO). However "Arabian Pipeline Projects Company" (APPCO) could not execute the project satisfactorily and the progress of the work became very slow. The "Arabian Pipeline Projects Company" (APPCO) instead of improving upon its function at Kingdom of Saudi Arabia site, invoked BG of ₹ 6,051.04 lacs given by the Company against the terms and condition of understanding. The Company believes that this invocation is in violation of the terms of the agreement entered into with the "Arabian Pipeline Projects Company" (APPCO), moreover "Saline Water Conversion Corporation" (SWCC) has not invoked BG. The Company has disputed the BG invocation by "Arabian Pipeline Projects Company" (APPCO) before Hon'ble Civil Court, Ahmedabad. The Civil Court has granted stay on payment of bank guarantee till the final disposal of the suit. The Company has also referred the matter for arbitration before "The London Court of International Arbitration" as provided in the terms of contract. Pending the legal proceedings in the above matter, the Company has not given effect to the bank guarantee invoked by the "Arabian Pipeline Projects Company" (APPCO).

- c) invocation of bank guarantee of ₹ 4,738 lacs by "Brahmaputra Cracker and Polymer Limited" (BCPL) on April 17, 2015. The Company has not made any adjustment in respect of bank guarantee invoked, which constitutes departure from the Accounting Standard (AS)-4 on "Contingencies and Events Occurring After the Balance Sheet Date", issued by the ICAI, which requires adjustment to be made in assets and liabilities for events occurring between the balance sheet date and the date on which financial statements have been approved.

MANAGEMENT RESPONSE:-

In respect of the contract work awarded by "Brahmaputra Cracker and Polymer Limited" (BCPL), the Company has raised claims of ₹ 39,899.91 lacs on "Brahmaputra Cracker and Polymer Limited" (BCPL) on account of client caused delay, deviation in design and change in scope of work etc. which are disputed by the client. The Company has referred the matter to arbitration. In the meantime "Brahmaputra Cracker and Polymer Limited" (BCPL) has invoked the bank guarantee of ₹ 4,738 lacs on April 17, 2015. Since the matter is pending before arbitration the Company has not given effect to the Assets and Liabilities as required under Accounting Standard (AS)-4 on "Contingencies and Events Occurring After the Balance Sheet Date", issued by the ICAI.

- d) The Company has made investments in its subsidiaries aggregating to ₹ 665.00 lacs reported under "Non-Current Investments". There is erosion of net worth, current year losses, legal cases by lenders and creditors against the said subsidiaries, which may result into the permanent diminution in the value of investments. In spite of this, the Company has reported these investments at cost. This constitutes departure from Accounting Standard (AS)-13 "Accounting for Investment" issued by the ICAI, which requires ascertainment and provision for diminution, other than temporary, in the carrying amount of investment

MANAGEMENT RESPONSE:-

The Company has made investments in its subsidiaries aggregating to ₹ 665.00 lacs reported under "Non-Current Investments". Though there is erosion in the net worth, current year losses, legal cases by lenders and creditors against the said subsidiaries, based on the management's internal assessment regarding survival of the said subsidiaries, assessment regarding recovery of claims and dues from the customers, and legal opinion obtained by the management the diminution in value is temporary. Hence, the investments are valued at cost.

- e) The Company has reversed Interest expense of ₹ 754.11 lacs on loans from banks by way of credit to "Interest Expenses" in statement of profit and loss account for which confirmations from the bank are not made available, resulting into the understatement of loss and liabilities by ₹ 754.11 lacs.

MANAGEMENT RESPONSE:-

The Company had executed CDR agreement with its principal lenders but could not comply with the terms of the scheme for repayment of principal and interest, resulting into account becomes NPA. Hence, the Company has reversed Interest expense of ₹ 754.11 lacs on loans from banks by way of credit to "Interest Expenses" in statement of profit and loss account.

- f) The Company has not provided interest on amounts borrowed from the NBFCs aggregating to ₹ 2215.02 lacs as on March 31, 2015 (Previous year ₹ 3033.10 lacs). As balance confirmation and / or statement of loan accounts from NBFCs are not made available to us, we are unable to ascertain the impact of non-provision of interest on amounts borrowed from NBFCs on financial statements. The amount due to NBFCs is disclosed based on the information available with the management and subject to reconciliation.

Directors' Report (Contd...)

MANAGEMENT RESPONSE:-

The Company could not repay principal and interest due to NBFCs as per the terms of the sanction since January-2015 resulting into account becoming NPA. Hence no provision of interest on loans from NBFCs aggregating to ₹ 2,215.02 lacs as on March 31, 2015 (Previous year ₹ 3,033.10 lacs) has been made.

- g) pending confirmation of balances in respect of Trade Payables, Other Current Liabilities, Long Term Loans & Advances, Trade Receivables, Short Term Loans & Advances and Other Current Assets, we are unable to comment on the impact of arising out of reconciliation/ adjustments, if any, required upon such confirmation.

MANAGEMENT RESPONSE:-

The Company is yet to obtain balance confirmations from some of the debtors, creditors and parties to whom advances and deposits have been given. Adjustments, if necessary, will be made on receipt thereof.

- h) write back of old liabilities of ₹ 1,353.21 lacs and write off of old receivables of ₹ 397.28 lacs. In absence of adequate supporting documents, we are unable to comment on effect of the same in financial statements of the Company.

MANAGEMENT RESPONSE:-

There were old outstanding liabilities amounting to ₹ 1,353.21 lacs which were disputed / agitated by the Company for various reasons. There were old receivables and dues of ₹ 397.28 lacs which were in disputes. The Company had continuous verbal and written communication / representation and follow up without any success. These dues and receivables are older than three years. Based on the internal assessment and a legal opinion, the Company has written back the liabilities of ₹ 1,353.21 lacs and written off receivables of ₹ 397.28 lacs in the standalone financial statements.

- i) uncertainties relating to recoverability of trade receivable aggregating to ₹ 12,013.96 lacs recognized in the earlier years in respect of project which are suspended or substantially closed and where the claims are currently under negotiations/arbitration/litigation. Pending the ultimate outcome of these matters, which is presently unascertainable, no adjustments have been made in the accompanying standalone financial statements. Our opinion is qualified in respect of this matter.

MANAGEMENT RESPONSE:-

Trade receivable of ₹ 12,013.96 lacs outstanding as at March 31, 2015 representing various claims raised in earlier years, based on the terms and conditions implicit in the contracts and receivables in respect of closed/suspended projects. These claims are mainly in respect of fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental etc, for which the Company is at various stage of negotiation/discussion with clients or under arbitration. The Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of recovery of these receivables.

- j) the assets, liabilities, revenue and expenditure of project at "Kingdom of Saudi Arabia" (KSA) accounted for in the financial statements on the basis of unaudited financial information of project at "Kingdom of Saudi Arabia" (KSA) available with the Company because of the reasons stated therein. We have not carried out audit procedures to verify the financial figures of this shared project accounted for in the financial statements of the Company. The financial statements of project at "Kingdom of Saudi Arabia" (KSA) are reported on the basis of management's internal assessment and legal opinion obtained by the Company, and we are unable to comment and give any opinion on the transactions/balances accounted for in the books of accounts of the Company.

MANAGEMENT RESPONSE:-

The Company was awarded project execution work of "Saline Water Conversion Corporation" (SWCC) at Kingdom of Saudi Arabia jointly with "Arabian Pipeline Projects Company" (APPCO) There were major dispute with "Arabian Pipeline Projects Company" (APPCO) for execution of the projects, co-ordination of work, delay in execution, cost overrun and deviation in design and change in scope of work. Bank guarantee of ₹ 6,051.04 lacs was invoked by the "Arabian Pipeline Projects Company" (APPCO) which is disputed by the Company. The Company has raised Claims of ₹ 42,292.77 lacs on "Arabian Pipeline Projects Company" (APPCO) for client caused delay, deviation in design, change in scope of work and equipment rental which is disputed by the "Arabian Pipeline Projects Company" (APPCO). The "Arabian Pipeline Projects Company" (APPCO) has taken over the control of the sites, assets, liabilities and project work allocated to Jaihind Projects Limited. The Company has referred this matter to "The London Court of International Arbitration" for arbitration. Since the matter is in dispute and Company does not have access to the financial statements and supporting of Joint project with "Arabian Pipeline Projects Company" (APPCO), the assets, liabilities, revenue and expenditure of

Directors' Report (Contd...)

project at Kingdom of Saudi Arabia are accounted for in the financial statements on the basis of unaudited financial information for project at Kingdom of Saudi Arabia available with the Company and it is summarized below. Based on the management's internal assessment and legal opinion obtained by the Company, the Company is fairly certain of realization of assets and dues from client as reported in these financial statements.

B) SECRETARIAL AUDITOR:-

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. A. S. Solanki & Associates, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure C" for the financial year ended on 31st March, 2015.

C) COST-AUDITOR:-

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, your Directors had, on the recommendation of the Audit Committee, appointed Heena Doshi & Associates, Cost Accountants (Firm Registration number 000347) for the financial year 2015-2016 at a remuneration of ₹ 40,000 per annum. As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution seeking Member's ratification for the remuneration payable to M/s Heena Doshi & Associates, Cost Accountants is included at Item No. 10 of the Notice convening the Annual General Meeting.

REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:

Report on Corporate Governance and Management Discussion and Analysis Report for the year under review, together with a Certificate from the Practicing Professional regarding compliance of the conditions of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

SUBSIDIARY COMPANIES:

The Company has 4 subsidiaries and 1 JV as of March 31, 2015. There was no material change in the nature of the business carried on by the subsidiaries.

As per the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the subsidiary Companies/ Associate Companies/Joint Ventures is prepared in Form AOC-1 and is attached to the Financial Statements of the Company.

In accordance with the provisions of the Companies Act, 2013, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary companies will make available based on written request by the members and are not attached with the Annual Accounts of the Company. The annual accounts of the subsidiary companies will also be kept open for inspection by any member at the registered office of the Company and that of the respective subsidiary companies.

Your company has the following subsidiary Companies.

Sr. No.	List of Subsidiaries
1	Jaihind Infra Tech Projects Private Limited
2	Jaihind Green Energy Limited
3	Jaihind Offshore Services Private Limited
4	Jaihind Engineering Private Limited

FORMATION OF VARIOUS COMMITTEES:

Details of various committees constituted by the Board of Directors in line with the Companies Act, 2013 and SEBI circular dated 17th April, 2014 are given in the Corporate Governance Report annexed which forms part of this report.

PARTICULARS OF EMPLOYEES:

The information required under section 197 (12) read with Rule 5 (2) & (3) of Companies (Appointment & Remuneration) Rules, 2014 of the Companies Act, 2013 the names and other particulars of employees is not applicable to the Company, as no employees drawing remuneration of ₹ 60,00,000/- or more per annum employed throughout the year or ₹ 5,00,000/- or more per month employed for a part of the year.

Directors' Report (Contd...)

DISCLOSURE OF PARTICULARS CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, ADOPTION & FOREIGN EXCHANGE EARNINGS & OUTGO:

Information as per Section 134 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2015 relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are given in Annexure 'A', forming part of this Report.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. No Loans, Guarantees, or Investments given / made during the Financial Year ended 31st March, 2015.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return of the Company in Form MGT-9 for the Financial Year ended 31st March, 2015 is given in Annexure - B and forms part of the Directors' Report.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:

As per the provisions of the Section 204(1) of the Companies Act, 2013, the Company has appointed M/s. A.S. Solanki & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the records and documents of the Company.

The Secretarial Audit Report for the Financial Year ended 31st March, 2015 in Form No. MR-3 is annexed to the Directors Report - Annexure - C and forms part of this Report. The observations of the Secretarial Auditors in their report are self-explanatory and do not require any comments.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has formed a CSR Committee comprising of Mr. Akhilesh Negi as Chairman and Mr. Prakash Hinduja and Mr. Gaurav Hinduja, as other members during the year under review. Given stressed financial condition of the business, the Company does not have to make any obligatory contributions towards CSR from a regulatory perspective.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to thank the Financial Institutions, Banks, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company. Your Directors also wish to record their appreciation for the continued co-operation and support received from the Joint Venture partners/Associates.

For and on behalf of the Board of Directors

Date : 14.08.2015
Place : Ahmedabad

Prakash L. Hinduja
Chairman & Managing Director
[DIN: 01688850]

Directors' Report (Contd...)

Annexures to Directors Report

Annexure – A

Information as per Section 134 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2015.

(a) Conservation of Energy:

Care is taken for economic consumption of energy in all the project sites/ workshops of the Company. Company had consumed electricity and the cost of power fuel is reasonable. Company has maintained various power generators/ DG sets periodically to achieve maximum efficiency with minimum fuel consumption. Company has successfully worked out effective and efficient design of the lighting and energy devices in the offices of site working areas.

(b) Technology Absorption:

Research & Development (R & D)

i. Specific areas in which R & D is carried out by the Company.

(a) Improvement of Product Quality for pipe lining/coaltar coating

(b) Process Optimization.

(c) Process development/ modification

ii. Benefits derived as result of above R & D

Lower cost due to higher quality and better process Optimization

iii. Future plan of action

The Company efforts will continue in the above area of R & D.

(c) Technology absorption, adoption & innovation:

(1) Effort, in brief, towards technology absorption, adoptions and Innovations:

The Company has instituted state of the art machinery at various sites, workshops, which operate under excellent technological parameters.

(2) Benefits derived as result of the above;

Enabled the Company to execute projects demonstrating quality workmanship and delivering the same as per schedule.

(3) Future Plans:

The Company will continue its efforts in the right direction that will enable it to improve the product quality and productivity by carrying out various process/ quality improvements through indigenous technology.

(d) Foreign Exchange Earning & Outgo:

(₹ In lacs)

Sr. No.	Particulars	2014-15	2013-14
1.	Value of Imports calculated on CIF basisPurchase of Raw Material Goods	-	-
2.	Purchase of Fixed Assets	134.70	12.78
3.	Expenditure in foreign currencies	7.87	408.46

For and on behalf of the Board of Directors

Date : 14.08.2015
Place : Ahmedabad

Prakash L. Hinduja
Chairman & Managing Director
[DIN: 01688850]

Directors' Report (Contd...)

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45201GJ1985PLC008338
2.	Registration Date	23.12.1985
3.	Name of the Company	JAIHIND PROJECTS LIMITED
4.	Category/Sub-category of the Company	Company having Share Capital/Public Company
5.	Address of the Registered office & contact details	3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Anandnagar Road, Satellite, Ahmedabad- 380015
6.	Whether listed company	Yes (a) BSE Limited (b) National Stock Exchange of India Limited
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Link Intime (India) Pvt Ltd.(Ahmedabad Branch) Unit No. 303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off. C.G.Road, Ahmedabad 380009 Tel Nos. 079 26465179 Fax No. 079 26465179 Email.: ahmedabad@linkintime.co.in

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

S. No.	Name of Description of main products / services	NIC Code of Product / Service	% of total turnover of the Company
1	Construction & Civil Engineering	45201	96.43

III. PARTICULARS OF HOLDINGS, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	DCOM Systems Limited	U72200GJ2000PLC037595	Associate Company	38.54	2(6)
2	Jaihind Infratech Projects Pvt. Ltd.	U45201GJ2010PTC060364	Subsidiary Company	97.06	2(87)
3	Jaihind Green Energy Ltd.	U40106GJ2010PLC062280	Subsidiary Company	100.00	2(87)
5	Jaihind Offshore Pvt. Ltd.	U45200GJ2011PTC063530	Subsidiary Company	100.00	2(87)
6	Jaihind Engineering Pvt. Ltd.	U74200GJ2011PTC065763	Subsidiary Company	100.00	2(87)
7	JPL-KBR	N.A	Joint Venture	51%	N.A.

Directors' Report (Contd...)

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

Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 31-March-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	2113521	---	2113521	21.66	2113521	---	2113521	21.66	---
b) Central Govt	---	---	---	---	---	---	---	---	---
c) State Govt(s)	---	---	---	---	---	---	---	---	---
d) Bodies Corp.	4360997	---	4360997	44.69	3760997	---	3760997	38.54	(6.15)
e) Banks / FI	---	---	---	---	---	---	---	---	---
f) Any other	---	---	---	---	---	---	---	---	---
Sub - Total (A) (1)	6474518	6474518	66.35	5874518	---	5874518	60.20	(6.15)	
(2) Foreign									
a) NRI-Individuals	---	---	---	---	---	---	---	---	---
b) Other-Individuals	---	---	---	---	---	---	---	---	---
c) Bodies Corp.	---	---	---	---	---	---	---	---	---
d) Banks / FI	---	---	---	---	---	---	---	---	---
e) Any other	---	---	---	---	---	---	---	---	---
Sub- Total(A)(2)	---	---	---	---	---	---	---	---	---
Total shareholding of Promoter (A)= (A) (1)+(A)(2)	6474518	6474518	66.35	5874518	---	5874518	60.20	(6.15)	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	---	---	---	---	---	---	---	---	---
b) Banks / FI	---	---	---	---	---	---	---	---	---
c) Central Govt	---	---	---	---	---	---	---	---	---
d) State Govt(s)	---	---	---	---	---	---	---	---	---
e) Venture Capital Funds	---	---	---	---	---	---	---	---	---
f) Insurance Companies	---	---	---	---	---	---	---	---	---
g) FIIs	---	---	---	---	---	---	---	---	---
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others (specify)	---	---	---	---	---	---	---	---	---
Sub-total (B)(1)	---	---	---	---	---	---	---	---	---
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1065445	2200	1067645	10.94	1532987	2200	1535187	15.73	4.79
ii) Overseas	---	---	---	---	---	---	---	---	---
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1232619	304450	1537069	15.75	1432922	269850	1702772	17.45	1.70
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	503567	81500	585067	6.00	501009	48900	549909	5.64	(0.34)
c) Others (specify)									
Clearing Member	30701	---	30701	0.31	14061	---	14061	0.14	(0.17)
Non Resident Indian (Repat)	31443	31000	62433	0.64	49996	31000	80996	0.83	0.19
Sub-total (B)(2):-	2863775	419150	3282925	33.65	3530975	351950	3882925	39.79	6.14
Total Public Shareholding (B)=(B)(1)+ B)(2)	2863775	419150	3282925	33.65	3530975	351950	3882925	39.79	6.14
C. Shares held by Custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
Grand Total (A+B+C)	9338293	419150	9757443	100.00	9405493	351950	9757443	100.00	0.00

Directors' Report (Contd...)

B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. April 1, 2014			Shareholding at the end of the year i.e. March 31, 2015			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	DCOM Systems Ltd.	4360997	44.69	44.69	3760997	38.54	38.54	(6.15)
2	Prakash Hinduja	1356249	13.90	13.90	1356249	13.90	13.90	---
3	Nita Hinduja	621109	6.37	6.37	621109	6.37	6.37	---
4	Gaurav P Hinduja	129363	1.33	1.33	129363	1.33	1.29	---
5	Prakash Lalchand Hinduja (HUF)	6800	0.07	0.07	6800	0.07	0.07	---

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

SN	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	DCOM Systems Ltd.	4360997	44.69	---	600000	3760997	38.54
2	Prakash Hinduja	1356249	13.90	---	---	---	---
3	Nita Hinduja	621109	6.37	---	---	---	---
4	Gaurav P Hinduja	129363	1.33	---	---	---	---
5	Prakash Lalchand Hinduja (HUF)	6800	0.07	---	---	---	---

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

SN	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding with reason		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	SREI Equipment Finance Limited	---	---	---	600000 (invocation @ 19.03.15)	600000	6.15
2	Karnavati Capital Marketing Limited	293738	3.01	---	---	293738	3.01
3	Micado Foods Pvt Ltd	254165	2.60	---	---	254165	2.60
4	Jagdish Amritlal Shah	221951	2.27	---	---	221951	2.27
5	Shree Ram Lease Finance Limited	178810	1.83	---	---	178810	1.83
6	IL & FS Trust Company Limited	112062	1.15	---	112062 (transfer)	---	---
7	Nirmalaben B. Talavia	50000	0.51	---	---	50000	0.51
8	Jagruti S. Shah	48161	0.49	---	---	48161	0.49
9	Arvind Kumar Kejriwal	13970	0.14	18321 (transfer)	---	32291	0.33
10	Jamson Securities Pvt. Ltd	30114	0.31	---	---	30114	0.31
11	Siraj Ali	28000	0.29	---	---	28000	0.29

Directors' Report (Contd...)

E) Shareholding of Directors and Key Managerial Personnel:

SN	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding with reason		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	Prakash L. Hinduja (Chairman & MD)	1356249	13.90	---	---	1356249	13.90
2	Gaurav P. Hinduja (Whole-time Director)	129363	1.33	---	---	129363	1.33
3	Pradyuman Tiwari# (Whole-time Director)	1000	0.01	---	---	1000	0.01
4	Akhilesh Negi (Non-executive)	---	---	---	---	---	---
5	Dharmesh Sheth* (Non-executive)	---	---	---	---	---	---
6	Ravinder Sarup Gupta** (Nominee Director from IDBI Bank Ltd.)	---	---	---	---	---	---
7	Parimal Vasavda*** (Non-executive)	---	---	---	---	---	---
8	Smita Kuber^ (Nominee Director from IDBI Bank Ltd.)	---	---	---	---	---	---

ceased to be a Director on 07.03.2015

* ceased to be a Director on 01.07.2014

** ceased to be a Nominee Director on 28.10.2014

*** appointed as Director on 14.11.2014

^ appointed as Nominee Director on 14.02.2015

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	42,815.15	3,461.60	-	46,276.75
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5,444.06	1.81	-	5,445.87
Total (i+ii+iii)	48,259.21	3,463.41	-	51,722.62
Change in Indebtedness during the financial year				
* Addition	2,159.72	-	-	2,159.72
* Reduction	1,386.14	0.68	-	1,386.82
Net Change	773.58	(0.68)	-	772.90
Indebtedness at the end of the financial year				
i) Principal Amount	42,278.27	3,461.60	-	45,739.87
ii) Interest due but not paid	734.19	1.14	-	735.32
iii) Interest accrued but not due	6,020.33	-	-	6,020.33
Total (i+ii+iii)	49,032.79	3,462.74	-	52,495.52

Directors' Report (Contd...)

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Prakash Hinduja (Chairman & MD)	Mr. Gaurav Hinduja (WTD)	Mr. Pradyuman Tiwari^ (WTD)	
1	Gross salary	24,00,000	24,00,000	21,60,000	69,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify...				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

^ ceased to be a Director w.e.f. 07.03.2015

B. Remuneration to other directors

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

Directors' Report (Contd...)

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

[in ₹]

SN.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS	CFO	Total
1	Gross salary	---	---	446548	446548
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify...				
5	Others, please specify				
	Total				

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

The company, its Directors and other officers have not received any show cause notice for any non – compliance or any penalty is levied for any non-compliance of any provisions under the Companies Act, 2013, during the financial year 2014-15.

Directors' Report (Contd...)

Annexure-C **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31/03/2015

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

To,
The Members,
Jaihind Projects Limited,
Ahmedabad, Gujarat.

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

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

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

- I. The Companies Act, 2013 (the Act) and the rules made thereunder except the following;
 - I. No Company Secretary was appointed in the year under review after resignation of erstwhile Whole-time Secretary due to non-availability of suitable candidate. However, the Company has appointed an experienced and professional passed candidate of CS curriculum designated as Compliance officer.
 - II. No Cost Audit was done during the financial year of 2014-15, However Company has appointed M/s. Heena Doshi & Associates, as cost auditor for the financial year 2014-15.
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- VI. OTHER APPLICABLE ACTS.
 - (a) Payment of Wages Act 1936 and rules made there under,
 - (b) The Minimum Wages Act, 1948 and rules made there under,
 - (c) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made there under,
 - (d) The Payment of Bonus Act, 1965 and rules made there under,
 - (e) Payment of Gratuity Act, 1972 and rules made there under, except payment of gratuity amount to few employees since company is currently in Corporate Debt Restructuring (CDR) scheme of RBI and is unable to pay-off its dues on time due to liquidity crunch.

Directors' Report (Contd...)

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

- (f) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

We further report that

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 as per provisions of the Act, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the period under the review, the company has

- I. Conducted postal ballot for obtaining members approval for Corporate Debt Restructuring Scheme in relation to restructuring of Company's debts, Issue of Equity Shares to promoters on preferential basis as a part of CDR Scheme, Alteration of Memorandum of Association.
- II. The Company in its Annual General Meeting held on 29th September, 2014 has taken following approval under section 180 of the Act:
 - a. Re-adoption of Articles of Association to realign with requirement of new Companies Act.
 - b. Borrowing powers u/s 180(i)(c) for approved limits.
 - c. Providing securities in connection with the borrowings of the Company u/s 180(i)(a).

**For, A S Solanki & Associates
Company Secretaries**

**(AVANI SOLANKI)
Proprietor**

**Membership No. A31508
C. P. No.: 11849**

**Place : AHMEDABAD
Date : 14/08/2015**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE – 1' and forms an integral part this report.

Directors' Report (Contd...)

ANNEXURE – 1

To,
The Members,
Jaihind Projects Limited,
Ahmedabad, Gujarat.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. We have followed the Audit Practices and Processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of Laws Rules and Regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability to the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For, A S Solanki & Associates
Company Secretaries

(AVANI SOLANKI)
Proprietor

Membership No. A31508
C. P. No.: 11849

Place : AHMEDABAD
Date : 14/08/2015

Report on Corporate Governance

Report On Corporate Governance:

Corporate Governance is a set of principles, processes and systems which govern a company. The elements of Corporate Governance are independence, transparent, accountability, responsibility, compliance ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders. The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met with integrity. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value. The Company has adopted many ethical and transparent governance practices even before they were mandated by law. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate.

In India, corporate governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI) through Clause 49 of the listing agreement of the Stock Exchanges.

Company's Philosophy on Corporate Governance

Our Company's philosophy is to add value to customers' businesses providing the best of services that allow them to increase efficiency & profitability of their operation while upholding the core values of transparency, honesty & compliance with law. Our company has complied with the code of conduct which serves as a guide to each employee on the standard of value, ethics & principles which should govern their conduct while performing their tasks and function in discharging their responsibilities.

Board of Directors:

The Board of Directors of the Company are in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of shareholders' value. The Board reviews and approves management strategic plan and business objectives and monitors the Company's strategic direction. The Board sets strategic goals and seeks accountability for their fulfillment. Acting as trustees on behalf of the shareholders, Board ensures that the Company has clear goals relating to shareholders value and growth.

As on date, the Company's Board comprises of 6 Directors (including one Nominee Director from IDBI Bank) with a mix of executive/non-executive and promoter/independent directors. Out of total Board members, Chairman is Executive Promoter Director, one whole-time Director being Executive Director, three are Non-Executive Independent Directors and one Nominee Director.

As on 31st March, 2015, the composition of Board complies with the requirements of the Corporate Governance code with 50% of the directors being non-executive Independent directors.

The Board normally meets once in a quarter. Additional meetings are held as and when required. During the year under review, Board of Directors of JPL met 5 times, viz **29th April, 2014, 30th May, 2014, 14th August, 2014, 14th November, 2014 and 14th February, 2015** and the **28th Annual General Meeting** was held on **29th September, 2014**. The gap between any two meetings did not exceed four months. The agenda papers along with notes and other supporting were circulated in advance of the Board Meeting with sufficient information as required under Clause 49 of the Listing Agreement.

Report on Corporate Governance (Contd...)

The table below provides the composition of the Board, their attendance at Board meetings & AGM and number of other directorship, chairmanship/membership of other companies.

Name of the Director & Designation	Category	Date of Appointment	No. of other Directorship Held In Private/Public companies in India	No. of other Board committees of which Member(M)/Chairman(C) *	Board meeting attended	Attendance at the last AGM	No. of Shares held & % holding in the Company)
Mr. Prakash L. Hinduja Chairman & Managing Director [DIN: 01688850]	Promoter and Executive	07/02/1989	6	---	5	Yes	13,56,249 13.90%
Mr. Gaurav P. Hinduja# Whole-time Director [DIN: 01752411]	Promoter Group and Executive	07/09/2010	7	---	5	Yes	1,29,363 1.33%
Mr. Pradyuman Tiwari@ Whole-time Director [DIN: 03560169]	Executive Director	20/06/2011	---	---	1	No	1000 0.01%
Mr. Akhilesh Negi Director [DIN: 02041634]	Non-Executive Independent Director	29/09/2008	1	---	2	Yes	---
Mr. Ravinder Sarup Gupta^ Nominee Director [DIN: 06700758]	Nominee of IDBI Bank Limited	14/08/2013	---	---	3	N.A.	---
Mr. Parimal Vasavda^^ Director [DIN: 06973223]	Non-Executive Independent Director	14/11/2014	---	---	2	N.A.	---
Ms. Smita Kuber* Director [DIN: 06709736]	Nominee of IDBI Bank Limited	14/02/2015	1	---	1	N.A.	---
Mr. Devraj Arjanani** Director [DIN: 01606409]	Non-Executive Independent Director	15/05/2015	1	---	N.A.	N.A.	---
Mr. Chetan Tolani*** Whole-time Director [DIN: 02529867]	Executive Director	01/07/2015	2	---	N.A.	N.A.	---

Resigned w.e.f. 30.07.2015

@ Resigned w.e.f. 07.03.2015

^ Resigned w.e.f. 28.10.2014

^^ Appointed w.e.f. 14.11.2014

* Appointed w.e.f. 14.02.2015

** Appointed w.e.f. 15.05.2015

*** Appointed w.e.f. 01.07.2015

* Represents Chairmanship / Membership of Audit Committee and Stakeholders Relationship Committee only

Notes: 1. As required by the Companies Act, 2013 and Clause 49 of Listing Agreement, none of the directors hold directorship in more than 10 public companies & membership of board committees (audit/remuneration/investors grievance committees) in excess of 10 and chairmanship of board committees as aforesaid in excess of 5.

Report on Corporate Governance (Contd...)

The non-executive directors of the Company do not have any material pecuniary relationship or transactions vis-à-vis Company. Sitting fees to few Non-executive directors are paid for attending the meetings of the board or committee(s). No other payment is made to the non-executive directors. The details of sitting fees paid to each director appear later under the disclosure relating to Remuneration to Directors.

The Non-executive Independent Directors fulfill the conditions of Independence specified in section 149 of the Companies Act, 2013 and Rules made thereunder and meet with the requirement of Clause 49 of the Listing Agreement entered into with the Stock Exchanges. The Promoter Directors namely Mr. Prakash Hinduja and Mr. Gaurav Hinduja are related to each other in terms of the definition of "Relative" under Section 2(77) of the Companies Act, 2013. The aforementioned Promoter Directors are not related to the other Board members.

INFORMATION SUPPLIED TO THE BOARD

- The Board has complete access to all information of the Company. The following information is provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board Meeting. Annual operating plans and budgets and any update thereof.
- Major Capital budgets and any updates thereof. Quarterly results for the Company.
- Minutes of the meetings of the Board of Directors, Audit Committees and other Committees of the Board have been recorded in compliance with the law.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer/Company Secretary.
- Quarterly performance report on the ongoing projects.
- Non-compliance of any regulatory, statutory nature of listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc. The Board periodically reviews compliance reports of all laws applicable to the Company.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING :

Name of Director	Mr. Prakash L. Hinduja
Date of Birth	15.11.1960
Date of appointment	07.02.1989
Qualifications	Mechanical Engineer
Expertise in specific functional areas	One of the chief Promoter of the Company and has been associated with company since 1989. Mr. Prakash Hinduja is a Mechanical Engineer. With a liberalized economy paving accelerated development, the organization consciously scaled up its capabilities in pipeline laying activities. Mr. Prakash Hinduja's years of experience along with key team members was instrumental in giving them vital breakthroughs in infrastructure (EPC) sector across India. He has a vast experience of more than 30 years in the field of Engineering and related activities.
List of Public Ltd. Co. in which Directorship held	1
Chairman/ Member of the Committees of the Board of Directors of the Co.	Stakeholders Relationship Committee –Chairman Share Transfer Committee-Chairman Nomination & Remuneration Committee -Member
Chairman/ Member of the committees of Directors of other Co.	Nil
Shareholding in the company	Mr. Prakash Hinduja, as on reporting period, holds 1356249 equity shares of ₹ 10/- each.

Report on Corporate Governance (Contd...)

Name of Director	Mr. Parimal Vasavda
Date of Birth	31.08.1954
Date of appointment	14.11.2014
Qualifications	BA- LLB-FCS-Part PGDM-AIMA
Expertise in specificfunctional areas	Mr. Parimal Vasavda holds a B.A, LLB and CS Degree from the Institute of Company Secretaries of India. He had held various senior positions at Government, Joint, Public, Private, Multi-National Companies during his outstanding career as a professional in various industrial sectors to name a few Infrastructure, Energy (LNG), Fertilizers, Port, Pipelines, SEZ, Textiles, etc.The Company surely would get benefits from their knowledge based on his rich experience in his field.
List of Public Ltd. Co. in which Directorship held	Nil
Chairman/ Member of the Committees of the Board of Directors of the Co.	(a) Audit Committee -Member (b) Nomination and Remuneration Committee - Member
Chairman/ Member of the committees of Directors of other Co.	Nil
Shareholding in the company	Mr. Parimal Vasavda, as on reporting period, holds 'Nil' equity shares of ₹ 10/- each.

Name of Director	Ms. Smita Kuber
Date of Birth	10.01.1974
Date of appointment	14.02.2015
Qualifications	Nominee Director from IDBI Bank Ltd.
Expertise in specificfunctional areas	General Manager, ICG , IDBI Bank Ltd.
List of Public Ltd. Co. in which Directorship held	1
Chairman/ Member of the Committees of the Board of Directors of the Co.*	(a) Nomination and Remuneration Committee - Member
Chairman/ Member of the committees of Directors of other Co.	---
Shareholding in the company	Ms. Smita Kuber as on reporting period, holds 'Nil' equity shares of ₹ 10/- each.

*ceased to be member w.e.f. 10.07.15

Name of Director	Mr. Devraj Arjanani
Date of Birth	04.12.1954
Date of appointment	15.05.2015
Qualifications	Graduate
Expertise in specificfunctional areas	Mr. Devraj Arjanani is a commerce graduate from Gujarat University and possesses rich experience in general management and administration of the business. He had been directors in various companies in the past.
List of Public Ltd. Co. in which Directorship held	Nil
Chairman/ Member of the Committees of the Board of Directors of the Co.*	Audit Committee-Member Stakeholders Relationship Committee - Member Nomination and Remuneration Committee - Member
Chairman/ Member of the committees of Directors of other Co.	Nil
Shareholding in the company	Mr. Devraj Arjanani, as on reporting period, holds 'Nil' equity shares of ₹ 10/- each.

* appointed as member w.e.f. 30.05.2015 and in Nomination Committee w.e.f 10.07.15

Report on Corporate Governance (Contd...)

Name of Director	Mr. Chetan Tolani
Date of Birth	05.08.1973
Date of appointment	01.07.2015
Qualifications	Graduate in Commerce
Expertise in specific functional areas	Mr. Chetan Tolani is commerce graduate by qualification. He has worked in many Infrastructure companies to name a few Tolani Fabricators, Tolani Projects Private Limited And Enprocon Enterprise Limited. He started off as a Vice President of Tolani Fabricators and went on to head the implementation and management of many infrastructure projects in the country. His technical, strategic decisions and leadership skills coupled with his sound financial and business sense has helped him in securing and successfully implementing many projects. He is having 20 years of rich experience in varied fields of engineering. Mr. Chetan Tolani has having very rich experience in the areas of planning, execution and implementation of many infrastructure projects related to pipe laying.
List of Public Ltd. Co. in which Directorship held	1
Chairman/ Member of the Committees of the Board of Directors of the Co.^	Audit Committee-Member Stakeholders Relationship Committee - Member
Chairman/ Member of the committees of Directors of other Co.	Nil
Shareholding in the company	Mr. Chetan Tolani, as on reporting period, holds 'Nil' equity shares of ₹ 10/- each.

^appointed as member w.e.f. 10.07.2015

Code of Conduct

The Board of Directors has adopted the Code of Business Conduct and Ethics for the Directors and Senior Management. The said Code has been communicated to the Directors and the Members of the senior Management. All Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the year ended on 31st March 2015. A declaration to this effect duly signed by Chairman & MD of the company is attached herewith and forms part of Corporate Governance Report.

The Company has adopted revised Code of Conduct in line with SEBI Circular dated 17th April, 2014 incorporating additional requirements in form of duty of Independent Director as envisaged in Schedule IV of the Companies Act, 2013 and the same has been uploaded on website of the Company.

BOARD COMMITTEES

As on March 31, 2015 the Company has Six Board level Committees, inter alia the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee, the Management Committee and Share transfer Committee.

Audit Committee:

The Audit Committee presently comprises of four Directors, of which three are Non-executive Independent Directors. The members of the Committee are financially literate and bring in expertise in the fields of Finance, Strategy, Banking, and Management. Mr. Akhilesh Negi, Chairman of the Committee is an Independent Director and has accounting and financial management expertise. Mr. Gaurav Hinduja, ceased to be member of the committee due to his resignation from directorship of the Company. Mr. Devraj Arjanani and Mr. Chetan Tolani was inducted as member of the committee w.e.f 30.05.15 and 10.07.2015 respectively.

The Audit Committee met four times during the Financial year i.e. on May 30, 2014, August 14, 2014, November 14, 2014 and February 14, 2015. The Company is in compliance with the requirements of Clause 49 and the Companies Act, 2013 in terms of time gap between any two Audit Committee Meetings.

The chairman of Audit Committee had attended last Annual General Meeting of the company held on 29th September, 2014. The Audit Committee at its meeting held on 30th May, 2014, reviewed the Audited Accounts for the quarter/year ended on 31st March, 2014. The Audit Committee at its meeting held on 14th August, 2014, reviewed the unaudited financial results for the quarter ended on 30th June, 2014. The Audit Committee at its meeting held on 14th November, 2014 and 14th February, 2015, reviewed the unaudited financial results for the quarter ended on September 30, 2014 and December 31, 2014 respectively.

Pursuant to requirement of revised Clause 49 of the listing agreement, the Board at its meeting held on 30th May, 2014 has revised the existing terms of reference of the Committee.

Report on Corporate Governance (Contd...)

The following is the Composition of the Audit Committee as on March 31, 2015 and details of attendance for the Meetings of the Audit Committee.

Name	Designation	Attendance
Mr. Akhilesh Negi	Member	3
Mr. Gaurav Hinduja	Member	4
Mr. Parimal Vasavda	Member	1
Mr. Dharmendra Sheth [^]	Ex-Chairman	—

[^] ceased to be a member w.e.f. 01.07.2014

Brief description of terms of reference:

To oversee the company's financial reporting process, internal control systems, reviewing the accounting policies and practices, ensuring that financial statements are correct, sufficient and credible, reviewing with management the annual financial statements for submission to the Board, reviewing the internal audit observations and action taken thereon, ensuring compliance with Stock Exchange and other legal requirements and also recommending of the appointment and removal of independent auditors, fixation of audit fee and also approval for payment for any other services. The composition, role, functions and powers of the Audit Committee are in consonance with the requirements of applicable laws, rules and regulations.

In addition to the above, the Committee shall have such functions/role/powers as may be specified in the Companies Act, Listing Agreement with stock exchanges or any other applicable law.

Stakeholders Relationship Committee:

Pursuant to requirement of provisions of the Companies Act, 2013, the Board at its meeting held on 30th May, 2014 changed the nomenclature of the Committee to "Stakeholders Relationship Committee" (earlier Shareholders'/Investors' Grievance Committee) to consider and resolve the grievances of security holders / investors of the Company. The Board, at their above meeting, has also reviewed and revised the existing terms of reference of the Committee, in view of changes made in the provisions of the Companies Act, 2013 by extending the scope of its function relating to review, consideration & resolution of grievances, so as to include all security holders of the Company.

Accordingly, the Stakeholders Relationship Committee, as a sub-committee of the Board will, inter alia, review and resolve grievances of shareholders / security holders / other investors ("stakeholders"). During the year, the Committee met four times on **30th May, 2014, 14th August, 2014, 14th November, 2014, and 14th February, 2015.**

As on March, 2015, the Stakeholders Relationship Committee comprises of 3 members, Mr. Prakash Hinduja as the Chairman of the Committee & Mr. Pradyuman Tiwari and Mr. Gaurav P. Hinduja as the Members. During the year, Mr. Pradyuman Tiwari, ceased to be member of the committee due to his resignation from directorship of the Company.

During the year, no complaints were received either from shareholders and/or any other authority whether directly to RTA/ Company or by way of SCORE Platform. Hence, no complaint was pending as on 31st March, 2015.

Mr. Rajiv Pandya was appointed as Compliance officer of the Company.

The equity shares of the Company are compulsorily traded in electronic form on the stock exchanges and hence the handling of physical transfer of shares is minimal. Hence, the Board in the above meeting has delegated powers for approving transfer and transmission of shares and issue of duplicate shares, approval of Dematerialization of shares to Share Transfer Committee.

The following table summarizes the status of investor complaints received during the period. These were attended within a reasonable period of time

Sr. No.	Nature of Complaints / Requests	Opening as on 01-04-14	Received	Resolved	Pending as on 31-03-15
1.	Non-receipt of Dividend warrant	-	-	-	-
2.	Non-receipt of Annual Reports / Sticker	-	-	-	-
3.	Non-receipt of shares after transfer / Bonus / Rights Shares/Public Issue	-	-	-	-
4.	Letters received from SEBI / ROC / Stock Exchanges	2	-	2	-
5.	Others – Demat Credit	-	-	-	-
	Total	2	-	2	-

Report on Corporate Governance (Contd...)

Attendance of Members at the Stakeholders Relationship Committee Meetings held during the year are as follows.

Name	Designation	Attendance
Mr. Prakash Hinduja	Chairman	4
Mr. Gaurav Hinduja	Member	4
Mr. Pradyuman Tiwari [^]	Member	1

[^] ceased to be a member w.e.f 07.03.2015.

The Company has designated a separate email id for investor grievances reachable at cs@jpl.in

Familiarisation Programmes for Board Members

The Board Members are provided with necessary documents and latest provisions to enable them to familiarize themselves with the new law, procedures and practices. Periodic presentations are made to the Board on business and performance of the Company. During the year, the Independent Directors of the Company also met once to discuss and carry out the evaluation of performance as per the act.

Nomination and Remuneration Committee:

The Remuneration Committee as a committee of the Board has been constituted mainly to determine and recommend to Board, the company's policies on remuneration packages for executive and non- executive directors. Presently, the Remuneration Committee comprises of 4 members, Mr. Akhilesh Negi as the Chairman of the Committee & Mr. Prakash Hinduja, Mr. Devraj Arjanani & Mr. Parimal Vasavda as the Members.

There was re-constitution in the committee since Ms. Smita Kuber, could not attend each and every committee meeting since she is nominee director from IDBI Bank and resides in Mumbai, Maharashtra, hence it becomes difficult for her to attend each and every meeting.

Two meetings were held during the year under review, for recommendation of appointment of additional directors including one nominee director during the year under review.

The Company pays remuneration to its Chairman & Managing Director, Whole-time Directors by way of Salary, perquisites and allowances, as approved by the members in general meeting. Non- executive Directors have no transaction with the Company, except receiving sitting fee(s) for attending Board/Committee Meetings. The Company does not pay any severance fees. The details of remuneration paid to directors are provided below in this report under the head Remuneration to Directors.

Remuneration To Directors as on March, 2015:

Name of Director	Designation	Remuneration (including perquisites) paid ₹	Sitting Fees paid ₹	Commission paid ₹	Total Remuneration ₹
Executive:					
Mr. Prakash Hinduja	Chairman & Managing Director	24.00	---	---	24.00
Mr. Gaurav Hinduja	Whole-time Director	24.00	---	---	24.00
Mr. Pradyuman Tiwari	Whole-time Director	21.60	---	---	21.60
Non-executive:					
Mr. Dharmendra Sheth	Director	---	---	---	---
Mr. Akhilesh Negi	Director	---	0.20	---	0.20
Mr. Ravinder S Gupta	Nominee Director	---	---	---	
Mr. Parimal Vasavda	Director	---	---	---	
Ms. Smita Kuber	Nominee Director	---	---	---	
Total		69.60	0.20	---	69.80

Subsidiary Company:

As on 31st March, 2015, your company has the following subsidiary Companies:

Name of the Company

1. Jaihind Infratech Projects Private Limited
2. Jaihind Green Energy Limited
3. Jaihind Offshore Services Private Limited
4. Jaihind Engineering Private Limited

Report on Corporate Governance (Contd...)

All the subsidiary companies of the Company are being managed with their respective Board having the rights and obligations to manage such companies in the best interest of their stakeholders. No company is material unlisted Indian subsidiary company. As a majority shareholder, the Company has its representatives on the Boards of the subsidiary companies and monitors the performance of such companies.

The Company has no materially significant related party transactions with its promoters, the directors or the management or relatives etc. that may have potential conflicts with the interests of the Company at large.

There were no instances of non-compliance or Penalties, imposed on the Company by the Stock Exchange/(s) or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years.

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

The Management Discussion and Analysis Report have been separately given in this Annual Report as required under clause 49 of the Listing Agreement.

The Company has already appointed Mr. Prakash L. Hinduja, as Chairman & Managing Director. Certification from him was placed as a part of good Corporate Governance practice in the Annual Accounts of FY 2014-15.

Corporate Social Responsibility Committee

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on August 14, 2014, has constituted the CSR Committee which comprises three directors viz. Mr. Akhiesh Negi (Chairman), Mr. Prakash Hinduja and Mr. Gaurav Hinduja and defined the role of the Committee. Given stressed financial condition of the business, the Company does not have to make any obligatory contributions towards CSR from a regulatory perspective.

The composition of the CSR Committee as approved by the Board is as follows:

Name of the Member	Category
Mr. Akhiesh Negi	Independent Non-Executive Director
Mr. Prakash L. Hinduja	Executive Director
Mr. Gaurav P. Hinduja	Executive Director

General Body Meetings:

Details of the last three Annual General Meetings are as under:

AGM	Date	Time	Venue	No. of special Resolutions passed
26 th AGM	27th September, 2012	11.00 a.m.	3rd Floor, Venus Atlantis Corporate Park, Anandnagar Road, Ahmedabad-15.	1 (One)
27 th AGM	26 th September, 2013	11.00 a.m.	3rd Floor, Venus Atlantis Corporate Park, Anandnagar Road, Ahmedabad-15.	0
28 th AGM	29 th September, 2014	11.00 a.m.	3rd Floor, Venus Atlantis Corporate Park, Anandnagar Road, Ahmedabad-15.	3

At the AGM held 27th September, 2012, 1 special resolution was passed, for issue & allotment of 25,00,000 Warrants of ₹ 151/- each convertible into equity shares to non-promoters. At the AGM held on 29th September, 2014, three special resolutions were passed for, (i) Re-adoption of Articles of Association to realign with requirement of new Companies Act, (ii) Borrowing powers u/s 180(i)(c) for approved limits, (iii) providing securities in connection with the borrowings of the Company u/s 180(i)(a).

Postal Ballot:

During the year under review, three Special resolutions were passed through postal ballot.

1. Resolution No.1: Special Resolution for Approval of Corporate Debt Restructuring Scheme in relation to restructuring of the Company's debts:

Particulars	No. of shares held	No. of shares for which votes polled (valid)	% of voting polled on outstanding shares	No. of shares for which votes polled in favour	No. of shares for which votes polled in against	% of shares for which votes polled in favour	% of shares for which votes polled in against
Promoter & Promoter Group	6474518	6474518	100	6474518	-	100	-
Public -Others	3282925	7463	0.23	6810	653	91.25	8.75
Total	9757443	6481981	66.43	6481328	653	99.99	0.01

Report on Corporate Governance (Contd...)

2. Resolution No.2: Special Resolution u/s Section 62 read with rule 13 of the Companies (Share Capital & Debentures) Rules, 2014 for Issue of Equity Shares to Promoters of the Company on preferential basis on conversion of Unsecured Loan as a part of Corporate Debt Restructuring Scheme:

Particulars	No. of shares held	No. of shares for which votes polled (valid)	% of voting polled on outstanding shares	No. of shares for which votes polled in favour	No. of shares for which votes polled in against	% of shares for which votes polled in favour	% of shares for which votes polled in against
Promoter & Promoter Group	6474518	6474518	100	6474518	-	100	-
Public -Others	3282925	7463	0.23	6820	643	91.38	8.62
Total	9757443	6481981	66.43	6481338	643	99.99	0.01

3. Resolution No.3: Special Resolution u/s Section 13,110(1)(a) read with Companies (Management & Administration) Rules, 2014 for Alteration to the Main Object clause of the Memorandum of Association of the company:

Particulars	No. of shares held	No. of shares for which votes polled (valid)	% of voting polled on outstanding shares	No. of shares for which votes polled in favour	No. of shares for which votes polled in against	% of shares for which votes polled in favour	% of shares for which votes polled in against
Promoter & Promoter Group	6474518	6474518	100	6474518	-	100	-
Public -Others	3282925	7463	0.23	6820	643	91.38	8.62
Total	9757443	6481981	66.43	6481338	643	99.99	0.01

CEO/CFO Certification:

The Company is duly placing a certificate to the Board from the Managing Director/CFO in accordance with the provisions of Clause 49(V) of the Listing Agreement. The aforesaid certificate duly signed by the Chairman & Managing Director in respect of the financial year ended **31st March, 2015** has been placed before the Board and given elsewhere in this Annual Report.

Means of Communication:

During the year, quarterly, half-yearly and annual financial results of the Company were submitted to the stock exchanges immediately after the conclusion of the Board meetings and were also published in any two newspapers namely, in Business Standard (English) and Jaihind (Gujarati). These results are also put on the Company's website: www.jpl.in.

The Company also informs by way of intimation to the stock exchanges all price sensitive matters or such other matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.

The Company has 5218 shareholders as on March 31, 2015. The main channel of communication to the shareholders is through the annual report for respective years includes the message of Chairman, the Directors' Report, Report on Corporate Governance, Management Discussion and Analysis Report, the Standalone and Consolidated Financial Statements along with the Auditor's Report thereon, and other Shareholders Information.

General Meeting (GM) is the principal forum for interaction with Shareholders.

Shareholders' Information:

Registered Office: 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015, Gujarat. Telephone: 079 40501300/40501301, Fax: 079 40501310/11 CIN: L45201GJ1985PLC008338, E-mail:- info@jpl.in, www.jpl.in

Date, Time, Venue of Annual General Meeting:

The 29th Annual General Meeting of the members of the company is scheduled to be held on Saturday, **26th September, 2015** at 11.00 a.m. at 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015, Gujarat. All the members are invited to attend the meeting.

The Members / Proxies who intend to attend the meeting are requested to bring the Attendance slip sent herewith duly filed in to the meeting.

Financial Year:

- Financial year 2015-16 (April 1, 2015 to March 31, 2016)
 - Latest by 14th August, 2015 - First Quarter
 - Latest by 14th November, 2015 - half year
 - Latest by 14th February, 2016 - third quarter
 - Latest by 30th May, 2016 - fourth quarter and annual for F.Y. 2014-15(audited)
- Book Closure Date : Saturday, 19th September, 2015 to Saturday, 26th September, 2015 (both days inclusive).**

Report on Corporate Governance (Contd...)

Annual General Meeting: Saturday, 26th September, 2015 at 11.00 a.m

Details of Shares

Types of shares : Equity Shares

No. of paid up shares : 97,57,443

Market lot of shares : 1 share

Stock Code

Name of Stock Exchange

Bombay Stock Exchange Ltd. (BSE), Mumbai

National Stock Exchange of India Limited (NSEIL)

Code no.

531339

JAIHINDPRO

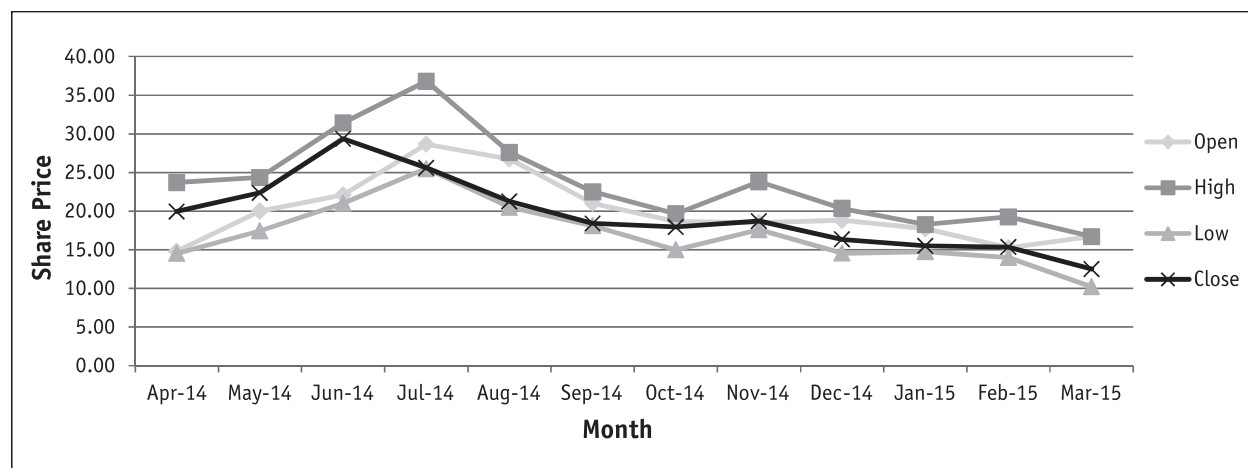
Listing

The Company's shares are listed and traded on Bombay Stock Exchange Limited (BSE), Mumbai and National Stock Exchange (NSE), Mumbai. The Company has paid listing fees to Mumbai Stock Exchange and National Stock Exchange for financial year 2015-2016 within stipulated time frame.

Stock Data :

Bombay Stock Exchange Month wise from April 2014 to March 2015

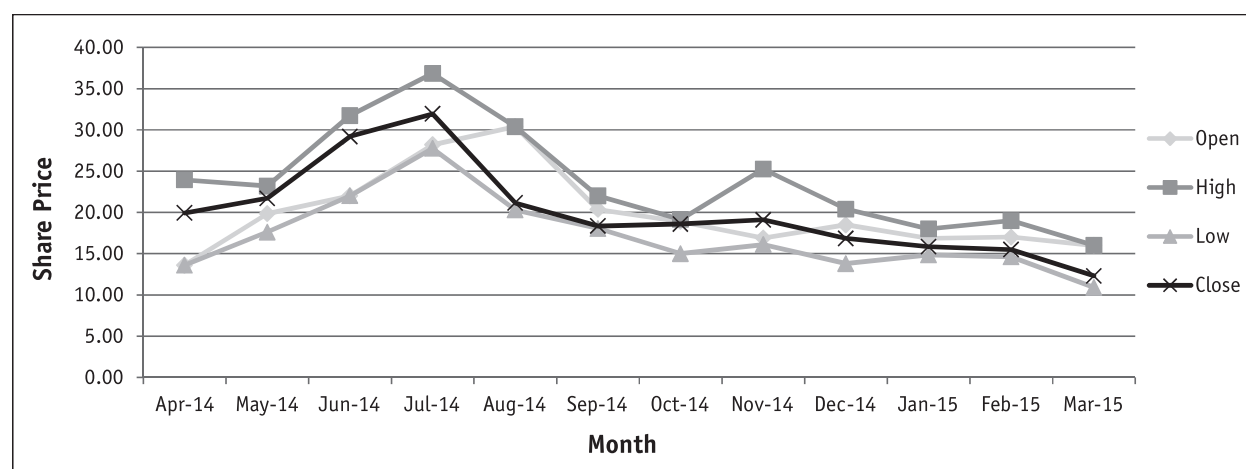
Month	Open	High	Low	Close
Apr-14	14.81	23.70	14.51	19.95
May-14	20.00	24.35	17.45	22.35
Jun-14	22.10	31.40	21.00	29.35
Jul-14	28.65	36.80	25.50	25.60
Aug-14	26.75	27.60	20.50	21.25
Sep-14	21.00	22.50	18.10	18.40
Oct-14	18.65	19.65	15.00	17.95
Nov-14	18.50	23.80	17.60	18.70
Dec-14	18.80	20.35	14.55	16.35
Jan-15	17.70	18.25	14.75	15.50
Feb-15	15.25	19.25	14.00	15.35
Mar-15	16.70	16.70	10.20	12.50



Report on Corporate Governance (Contd...)

National Stock Exchange Month wise from April 2014 to March 2015

Month	Open	High	Low	Close
Apr-14	13.60	23.95	13.60	19.95
May-14	19.85	23.20	17.60	21.70
Jun-14	22.00	31.75	22.00	29.20
Jul-14	28.20	36.85	27.75	31.95
Aug-14	30.40	30.40	20.30	21.15
Sep-14	20.35	22.00	18.05	18.35
Oct-14	18.90	19.15	15.00	18.60
Nov-14	16.90	25.25	16.10	19.10
Dec-14	18.50	20.40	13.80	16.85
Jan-15	16.85	18.00	14.85	15.85
Feb-15	17.00	19.00	14.60	15.50
Mar-15	16.00	16.00	10.90	12.30



Shares Held in Physical and Dematerialised Form :

The Company's shares are compulsorily traded in dematerialized mode. As on 31st March 2015, 96.39% shares were held in dematerialized form and balance 3.61% shares were held in physical form. Those shareholders whose shares are held in physical form are requested to dematerialized the same at the earliest in their own interest. The demat security code (**ISIN**) for the equity shares is **INE343D01010**

Report on Corporate Governance (Contd...)

Distribution of Shareholding (as on March 31, 2015)

a. On the basis of Shares held

No. of Equity Shares held (Range)	No. of shareholders	Percentage to total shareholders	No. of Shares held	Percentage to total shares held
Up to 500	4505	85.08	702821	7.20
501 - 1000	404	7.63	320837	3.29
1001 - 2000	206	3.89	308548	3.16
2001 - 3000	68	1.28	171209	1.75
3001 - 4000	27	0.51	96935	0.99
4001 - 5000	20	0.38	90011	0.92
5001 - 10000	33	0.62	226684	2.32
Above 10001	32	0.60	7840398	80.35
T O T A L	5,295	100.00	97,57,443	100.00

b. On the basis of Category

Sr.	Description	No. of members		No. of shares	
		Nos.	%	Nos.	%
A	Promoters Holding				
	Directors & Relatives	7	0.13	2113521	21.66
	Promoters' Companies	2	0.04	3760997	38.54
B	Non Promoter Holding				
	Resident Individual (incl. HUF)	5,062	95.60	2252681	23.09
	Non Resident Individual	86	1.62	80996	0.84
	Domestic Companies	102	1.93	1535187	15.73
	Clearing Members and House/others	36	0.68	14,061	0.14
	Total	5295	100.00	9757443	100.00

Share Transfer System:

Applications for transfer of shares in physical form are processed by the Company's Registrar & Transfer Agent M/s. Link Intime India Pvt. Ltd. The Share Transfer Committee constituted for transfer / transmission of shares, issue of duplicate shares and allied matters. The Committee considers and approves the share transfer once in fortnight subject to transfer instrument being valid and complete in all respects.

The Company has obtained half yearly certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Clause 47(c) of the Listing Agreement with Stock Exchange.

The Company has also carried out quarterly Secretarial Audit for the reconciliation of Share Capital as required under SEBI circular no. 16 dated 31st December 2002.

Pan Requirement for Transfer of Shares in Physical Form

The Securities & Exchange Board of India (SEBI) has mandated the submission Permanent Account Number (PAN) for securities market transactions & off market/private transactions involving Transfer of Shares in Physical Form of Listed Companies. Therefore it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/Registrar & Share Transfer Agents for Registration of such transfers. Members/Investors are therefore requested to make note of the same & submit their PAN Card copy to the Company/ Registrar & Share Transfer Agents.

Report on Corporate Governance (Contd...)

Details of Unclaimed Dividend

Accounting year	Date of declaration of dividend	Dividend payment	Amount (in ₹) as on 31.03.15	Expected date of transfer of unclaimed dividend to IEPF
2009-10	7 th September, 2010	10%	2,99,094	13 th October, 2017
2010-11	29 th September, 2011	10%	4,12,904	5 th November, 2018

Outstanding GDRs/ADRs/Warrants/Any other Convertible Instruments

The Company does not have any outstanding instruments of the captioned type.

Nomination Facility

It is in the interest of the shareholders to appoint nominee for their investments in the Company. Those members who are holding shares in physical mode and has not appointed nominee or want to change the nomination, are requested to send us nomination form duly filed in and signed by all the joint holders.

Change in Shareholders details In case you are holding your shares in dematerialised form (e.g. in electronic mode), communication regarding change in address, bank account details, change in nomination, dematerialisation of your share certificates or other inquiries should be addressed to your DP where you have opened your Demat Account, quoting your client ID number. In case of physical holding of shares, any communication for change of any details should be addressed to our R&T agent of the company M/s. Link Intime India Pvt. Ltd., as per address mentioned below.

Top ten shareholders of the Company as on March 31, 2015

Sl. No.	Name of the shareholder	Number of shares	% of shareholding
1	M/s. DCOM Systems Limited	3760997	38.54
2	Mr. Prakash Hinduja	1356249	13.90
3	M/s. SREI Equipment Finance Limited	600000	6.15
4	Ms. Neeta Hinduja	621109	6.37
5	M/s. Karnavati Capital Marketing Limited	293738	3.01
6	M/s. Micado Foods Pvt Ltd	254165	2.60
7	Mr. Jagdish A. Shah	221951	2.27
8	M/s. Shree Ram Lease Finance Limited	178810	1.83
9	Mr. Gaurav P Hinduja	129363	1.33
10	Ms. Nirmalaben B. Talavia	50000	0.51

Investors Communication

Share Transfers / Dematerialisation or other queries relating to Shares of the Company should be addressed to :

M/s. Link Intime (India) Pvt. Ltd.

Unit : Jaihind Projects Limited

Link Intime (India) Private Limited

Unit No. 303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off. C.G.Road, Ahmedabad 380009

Phone & Fax no. 079-26465179 Email : ahmedabad@linkintime.co.in

DECLARATION UNDER CODE OF CONDUCT

As required under Clause 49(I)(D) of the Listing Agreement, it is hereby affirmed that all the Board Members and Senior Management Personnel have complied with Code of Conduct of the Company. The Company has obtained confirmation for the compliance of Code of Conduct from the Board Members and Senior Management Personnel on an annual basis

Ahmedabad
30.05.2015

Prakash L. Hinduja
Chairman & Managing Director

Report on Corporate Governance (Contd...)

CERTIFICATION UNDER CLAUSE 49(V) OF THE LISTING AGREEMENT

I, Mr. Prakash L. Hinduja, Managing Director of Jaihind Projects Limited, to the best of my knowledge and belief, certify that:

1. I have reviewed the balance sheet and profit and Loss account, its schedule and notes to the accounts and cash flow statements for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards , applicable laws and regulations.
2. I also certify that based on my knowledge and information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the company's code of conduct.
3. I accept the responsibilities for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee
 - a. significant change in internal control over financial reporting during the year.
 - b. significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
 - c. instances of significant fraud of which i have become aware and involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Ahmedabad
Date : 30.05.2015

Prakash L. Hinduja
Chairman & Managing Director

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

CIN : L45201GJ1985PLC008338

To,

The Members of

JAIHIND PROJECTS LIMITED

1. We have examined the compliance of the conditions of Corporate Governance by Jaihind Projects Limited ("the Company") for the year ended March 31st, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges in India.
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the 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 an opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanation given to us, the Company has complied with the mandatory conditions of the Corporate Governance as stipulated in the above Listing Agreement.
4. We state that in respect of investor grievance received during the year ended on 31st March, 2015, no investor grievances are pending against the Company as per records maintained by the Company and presented to the Investors'/Shareholders' Grievance Committee of the Company.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.
6. We state the best of our information and according to the explanation given to us, several cases u/s 138 of the Negotiable Instrument Act, 1881 and u/s 433 and 434 of the Companies Act, 1956 are pending and Senior Advocates are defending the cases against the Company.

For N. K. Aswani & Co
Chartered Accountants

Place : Ahmedabad
Date : 14.08.2015

Narain K. Aswani
Proprietor
Membership No. _____

Management Discussion & Analysis

Industry Structure and Development:

India's GDP grew at constant prices by 7.3% for the year and World Bank has projected "to be accelerated to 7.5 percent in Fiscal Year 2015/16. It could reach 8.0 percent in FY2017/18, on the back of significant acceleration of investment growth to 12 percent during FY2016-FY2018. The country is attempting to shift from consumption- to investment-led growth, at a time when China is undergoing the opposite transition" in its latest edition of 'South Asia Economic Focus'.

A strong infrastructure sector is vital to the development of a country's economy. However, since last four years, the Indian economy has witnessed particularly an infrastructure sector a severe downturn. Further, a year-on-year basis, the infrastructure sector in India has been affected primarily due to high interest rates, rising inflation, depreciating rupee, sluggish pace of orders and the absence of viable big-ticket projects.

According to the global Competitiveness report 2015, India is ranked 87th in terms of basic infrastructure from a total of 144 countries, indicating that supply of transport, ICTs, and energy infrastructure remains largely insufficient and ill-adapted to the needs of the economy, despite the steady improvement. However, the new Government who took charge in previous financial year, has rolled out new initiatives, some of these will take some time to make an effective impact.

Reserve Bank of India (RBI) has also introduced infrastructure related schemes by way of 5/25 structure in which Flexible refinancing and repayment option are allowed for projects where total exposure of lenders is over ₹500 cr. This can be a major boost for the infrastructure sector, as well as for banks financing long gestation projects. In the recent budget, the Government has allocated higher funds towards public sector infrastructure projects.

Your Company continued to perform with stability and maintained its momentum in the highly volatile market. The Company focused on cost control measures and product mix enrichment to sustain growth and profitability in the challenging year.

Opportunities and Threats:

Company is having more than 50 years of rich experience in the EPC Sector and is one of the major players in the industry. It has successfully completed national as well as international projects with quality. The Company has in its list of clients, major public and private sector organisations.

In India, the infrastructure sector is instrumental in creating wide sources of employment. Many ancillary industries are dependent on the Infrastructure development industry. Infrastructure growth is necessary for the growth of the overall economy. Both are inter-dependent. Considering the importance of sector, government policies and budgets are accordingly drafted to promote infrastructure development.

Jaihind being one of the major EPC player is expecting numerous opportunities opening up for infrastructure companies such as construction of pipelines and others. The company's specialized strengths and skills in laying of pipelines ensure a healthy order book.

Jaihind always strive to reap all the benefits by making use of all opportunities, domestic as well as global, so as to expand the business activities. As a result, we are subject to the general risks of doing business internationally. Further, the nature of the industry in which your Company operates, is exposed to a variety of risk factors which are broadly categorized into financial, technical, construction, policy and political, market and legal.

Further, infrastructure sector comes with various inherent risks, some of them are identifiable and controllable while others are unexpected and can't be controlled. Further, considering the size of the Company and its reputation in the market, strong order book position is also a challengeable task. To fulfill this requirement and being in the environment of carefulness prevailed during the year, the Company always strives to improve operational efficiencies. Further, trimmed overheads and optimised construction costs, focused on receivable realization and general severe measures. While this process is sometime painful at the same time while envisioning the future of Infrastructure industry in coming years, we are hopeful that we will bounce back from this downfall.

Financial Performance:

During the financial year 2014-15, the Company's total revenue has decreased from ₹ 30,449.15 Lacs to ₹ 28959.61 Lacs due to extreme modest growth in infrastructure sector coupled with delays in contractors claim not being settled and delay in payments from clients.

Earnings before Interest, Depreciation, Amortisation & Tax (EBIDTA) of ₹ 2523.44 Lacs.

Management Discussion & Analysis (Contd...)

Outlook:

The Company has a global outlook and focuses on projects in emerging economies. Further, new Government's initiative, particularly in infrastructure development, may lead for further improvement coming years. Also, in view of the Government's commitment to reforms, the economic outlook for FY16 looks positive and a GDP growth of over 8% is expected in FY16 as per the projections of the Government.

Since last few years, there is an inevitable shift of the world economy towards Asia, even as the economies of the developed western world struggles to cope with a breakdown of financial systems, steep fall in asset values, corresponding destruction of wealth and employment prospects etc. Being in this sector since 50 years, we are creative, ambitious and bold. The infrastructure industry in India is seeing rapid growth. More EPC proposals from across the nation can be seen, considering the growth of the India.

Risk and Concerns:

Needless to mention, with huge money, there comes the involvement of big risks. Construction is a high-risk business. Mitigation of risks is the all en-compassing requirement. Broadly speaking, construction projects face the following type of risks:-

- Business Risk
- Market Risk
- Financial Risk
- Legal Risk
- Commodity Risk
- Political Risk
- Exchange Rate Risk
- Physical Risk

Internal Control System:

Internal Controls are continuously evaluated by the Auditor & Management. Findings from audits are reviewed by the Management and by the Audit Committee and corrective actions and controls have been put in place wherever necessary. Scope of work of Auditors covers review of controls on accounting, statutory and other compliances and operational areas in addition to reviews relating to efficiency and economy in operations.

Development in Human Resources/Industrial front:

It has been the tradition of the Company to maintain excellent industrial relations at all levels. This has ensured a very healthy level of enthusiasm within the employees. This has enabled the Company to maintain its growth despite competition and economic slowdown.

Cautionary Note:

The statements forming part of this Report may contain certain forward looking remarks within the meaning of applicable laws and regulations. The actual results, performances or achievements of the Company depend on many factors which may cause material deviation from any future results, performances or achievements.

Significant factors which could make a difference to the Company's operations include domestic and international economic conditions, changes in Government regulations, tax regime and other statutes.

The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

For and on behalf of the Board

Date : 14.08.2015
Place : Ahmedabad

Prakash L. Hinduja
Chairman & Managing Director

Independent Auditors' Report

TO THE MEMBERS OF JAIHIND PROJECTS LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of 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 qualified audit opinion and except to these standards could not be applied in their entirety for want of adequacy of appropriate internal control system and accounting procedures followed by the Company.

Basis for Qualified Opinion:

- 1) Attention is invited to Note no. 36 of the standalone financial statements; the Company has recognized revenue of ₹ 16,415.59 lacs on certain projects arising out of deviation in designs and/or scope of work, liquidity damage/PRS for which acceptance by the clients are awaited. The amount of such certification cannot therefore be measured reliably. In the absence of sufficient appropriate audit evidence regarding the extent to which such claims/scope variations will be accepted by the clients, we are unable to comment on the appropriateness of such revenue as recorded in the financial statements, the amounts that will be ultimately realised and the consequent impact, if any, on the reported loss for the year ended March 31, 2015 and corresponding assets and liabilities as at that time.
- 2) Attention is invited to Note no. 37 of the standalone financial statements, regarding bank guarantee invoked by "Arabian Pipeline Projects Company" (APPCO) of ₹ 6,051.04 lacs. The Company has not made any provision in its financial statements in respect of bank guarantee invoked. The Company has filed the suit before Hon'ble City Civil Court, Ahmedabad against the invocation of bank guarantee and the Hon'ble Court has granted stay. The Company has also referred the dispute to "The London Court of International Arbitration" for arbitration. In view of the pending litigation and uncertainty of outcome of such pending litigation, we are unable to quantify and comment upon the liability that may devolve on the Company on account of such invoked bank guarantee. Our audit opinion on the financial statement for the year ended March 31, 2015 is qualified in respect of above matter.
- 3) Attention is invited to Note no. 38 of the standalone financial statements regarding invocation of bank guarantee of ₹ 4,738 lacs by "Brahmaputra Cracker and Polymer Limited" (BCPL) on April 17, 2015. The Company has not made any adjustment in

Independent Auditors' Report (Contd...)

respect of bank guarantee invoked, which constitutes departure from the Accounting Standard (AS)-4 on "Contingencies and Events Occurring After the Balance Sheet Date", issued by the ICAI, which requires adjustment to be made in assets and liabilities for events occurring between the balance sheet date and the date on which financial statements have been approved.

- 4) Attention is invited to Note no. 39 of the standalone financial statements; The Company has made investments in its subsidiaries aggregating to ₹ 665.0 lacs reported under "Non-Current Investments". There is erosion of net worth, current year losses, legal cases by lenders and creditors against the said subsidiaries, which may result into the permanent diminution in the value of investments. In spite of this, the Company has reported these investments at cost. This constitutes departure from Accounting Standard (AS)-13 "Accounting for Investment" issued by the ICAI, which requires ascertainment and provision for diminution, other than temporary, in the carrying amount of investment
- 5) Attention is invited to Note no. 40 of the standalone financial statements, The Company has reversed Interest expense of ₹ 754.11 lacs on loans from banks by way of credit to "Interest Expenses" in statement of profit and loss account for which confirmations from the bank are not made available, resulting into the understatement of loss and liabilities by ₹ 754.11 lacs.
- 6) Attention is invited to Note no. 41 of the standalone financial statements; The Company has not provided interest on amounts borrowed from the NBFCs aggregating to ₹ 2215.02 lacs as on March 31, 2015 (Previous year ₹ 3033.10 lacs). As balance confirmation and / or statement of loan accounts from NBFCs are not made available to us, we are unable to ascertain the impact of non-provision of interest on amounts borrowed from NBFCs on financial statements. The amount due to NBFCs is disclosed based on the information available with the management and subject to reconciliation.
- 7) As stated in Note no. 42 of the standalone financial statements regarding pending confirmation of balances in respect of Trade Payables, Other Current Liabilities, Long Term Loans & Advances, Trade Receivables, Short Term Loans & Advances and Other Current Assets, we are unable to comment on the impact of arising out of reconciliation/ adjustments, if any, required upon such confirmation.
- 8) In absence of adequate working papers on physical verification of Inventories, discrepancies, if any, between book and physical inventories could not be ascertained including effect of the same in financial statements of the Company.
- 9) As stated in note no. 43 of the standalone financial statements regarding write back of old liabilities of ₹ 1,353.21 lacs and write off of old receivables of ₹ 397.28 lacs. In absence of adequate supporting documents, we are unable to comment on effect of the same in financial statements of the Company.
- 10) Attention is invited to Note no. 44 of the standalone financial statements regarding uncertainties relating to recoverability of trade receivable aggregating to ₹ 12,013.96 lacs recognized in the earlier years in respect of project which are suspended or substantially closed and where the claims are currently under negotiations/arbitration/litigation. Pending the ultimate outcome of these matters, which is presently unascertainable, no adjustments have been made in the accompanying standalone financial statements. Our opinion is qualified in respect of this matter.
- 11) We draw attention to Note no. 45 of the standalone financial statements regarding the assets, liabilities, revenue and expenditure of project at "Kingdom of Saudi Arabia" (KSA) accounted for in the financial statements on the basis of unaudited financial information of project at "Kingdom of Saudi Arabia" (KSA) available with the Company because of the reasons stated therein. We have not carried out audit procedures to verify the financial figures of this shared project accounted for in the financial statements of the Company. The financial statements of project at "Kingdom of Saudi Arabia" (KSA) are reported on the basis of management's internal assessment and legal opinion obtained by the Company, and we are unable to comment and give any opinion on the transactions/balances accounted for in the books of accounts of the Company.

OPINION

In our opinion and to the best of our information and according to the explanations given to us except for the effects of the matter described in the basis for qualified opinion paragraph, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affair of the Company as at March 31, 2015 and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

Attention is invited to Note no. 46 of the standalone financial statements, regarding the Company's ability to meet its financial obligations including loans, overdue loans, unpaid interest, and ability to fund obligations pertaining to operations including unpaid creditors and investment in ongoing projects for ensuring normal operations. During the year the Company incurred the net loss of ₹ 1,792.43 lacs and has loan aggregating to ₹ 2,470.97 lacs falling due over next twelve months period which also includes unpaid dues of Company as at March 31, 2015. These matters require the Company to raise such additional cash flows to the fund the operations as well as the investment obligations towards on- going projects. However the financial statements have

Annexure to Auditors' Report

been prepared under the assumption, considering the management's assessment to recover the dues from the customers, divestment of existing assets and management plan to get requisite funding from various other sources. Based on its assessment management is reasonably confident that the Company has the ability to raise the required cash flow, which has not been independently assessed by us. Relying on the above, no adjustments have been made in these financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by the section 143(3) of the Act, we further report that;
 - a. We have sought and except for the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e. The matters described in Basis of qualified opinion paragraph, paragraph of Emphasis of Matter and paragraph ix to statement on the matters specified in paragraphs 3 and 4 of the Order above, in our opinion, may have adverse effect on the functioning of the Company.
 - f. On the basis of written representations received from the directors, as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above; and
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us:
 - I. The company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 27 to the financial statements.
 - II. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
 - III. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

For R. K. DOSHI & COMPANY
Chartered Accountants
 Regn. No. 102745W

Shailesh A. Gathani
 Partner
 M. No. 049973

30th May 2015
 Ahmedabad

Annexure to Auditors' Report (Referred to in paragraph 3 of our report of even date) (Contd...)

Annexure referred to in our report of even date to the members of Jaihind Projects Limited on the accounts of the Company for the year ended 31st March, 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. a) The Company has maintained the fixed assets register however the records maintained by the Company in respect of its fixed assets are not considered to be proper in so far as these does not give full particulars of situation of assets, and location of assets.
- b) In absence of the working papers of physical verification, methodology adopted by the Company for the verification of the fixed assets could not be ascertained.
- ii. a) As explained to us, inventories have been physically verified by the management. However, in absence of working papers of physical verification, we are unable to comment on the adequacy of frequency of such verification/estimation.
- b) According to information and explanations provided to us, inventories at different sites have been visually quantified and the value estimated by respective site in charge. However in absence of working papers as mentioned above, we are unable to comment on the correctness of the procedure of physical verification of inventories followed by the management.
- c) In absence of working papers for the physical verification of inventories conducted by the management, we are unable to comment on the discrepancies between physical stock and book records, if any and adjustment thereof in the books of accounts.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the internal control procedures are not adequate and commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and sale of goods and services. During the course of our audit we have observed some instances of continuing failure to correct weaknesses in internal controls.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. We have broadly reviewed the books of account relating to materials, labour and other items of costs maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however not made detailed examinations of the records with a view to determine whether they are accurate or complete.
- vii. a) According to information and explanations provided to us and on the basis of examination of records, the Company is not generally regular in deposit of undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess (except Cess under section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government) and any other statutory dues applicable to it.
- b) According to the information and explanation provided to us, in our opinion, no undisputed amount payable in respect of the aforesaid due were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable except Professional Tax amounting to ₹ 4.97 lacs ESIC ₹ 0.45 lacs, TCS ₹ 0.18 lacs and TDS amounting to ₹ 51.52 lacs.
- c) According to the information and explanations given to us, the statutory dues which have not been deposited on account of any dispute are as under:

Name of the statute	Nature of the dues	Amount in ₹ Lacs	Period to which it relates	Forum where dispute is pending
Finance Act 1994	Service Tax	223.58	June 16, 2005 to Sep 2006	Supreme Court
Finance Act 1994	Service Tax	212.79	Oct 2006 to Sep 2007	CESTAT, Ahmedabad
Finance Act 1994	Service Tax	177.37	Oct 2007 to March 2008	CESTAT, Ahmedabad
Gujarat Commercial Tax	Commercial Tax	327.41	Year 2009-10	Deputy Commissioner of Commercial Tax (Appeals) Ahmedabad
Gujarat Commercial Tax	Commercial Tax	416.95	Year 2010-11	Deputy Commissioner of Commercial Tax (Appeals), Ahmedabad

Annexure to Auditors' Report (Referred to in paragraph 3 of our report of even date) (Contd...)

- d) There has not been an occasion in case of the Company during the year under report to transfer any sums to the investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- viii The Company does not have accumulated losses at the end of the current financial year subject to our qualifications in Independent Auditors' Report. It has incurred cash losses during the year and the immediately preceding financial year.
- ix Based on our audit procedures and as per the information and explanations given by the management, the Company had executed Corporate Debt Restructuring agreement with its principal lenders. As per terms of the Corporate Debt Restructuring package, the Company was required to pay during the year under report amounting to ₹ 479.05 lacs and interest of ₹ 754.11 lacs which it has failed to pay. The Company has also defaulted in repayment of loans due to financial institutions of ₹ 2,215.02 lacs as on March 31, 2015 and interest thereon.
- x. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interests of the Company since these guarantees are given for a subsidiary Company promoted by the Company.
- xi In our opinion, and according to information and explanations given to us, the Company has not raised any term loans during the year.
- xii During the course of our examination of the books and records of the Company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have been informed of any such instance by the Management.

For R. K. DOSHI & COMPANY
Chartered Accountants
Regn. No. 102745W

Shailesh A. Gathani
Partner
M. No. 049973

30th May 2015
Ahmedabad

Balance Sheet As At 31st March, 2015

		₹ In Lacs	
	Notes	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	975.74	975.74
(b) Reserves and Surplus	3	2,131.36	5,824.49
(c) Money received against share warrants	-	-	-
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	33,902.74	35,028.69
(b) Deferred tax liabilities (Net)	5	0.00	929.10
(c) Long-term provisions	6	34.06	45.37
(3) Current Liabilities			
(a) Short-term borrowings	7	19,555.68	18,582.75
(b) Trade payables	8	3,651.84	7,834.16
(c) Other current liabilities	9	4,094.40	9,104.34
(d) Short-term provisions	-	-	-
Total		64,345.82	78,324.65
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		14,656.08	18,475.90
(ii) Intangible assets		7.57	14.44
(iii) Intangible assets under development		-	52.35
(b) Non-current investments	11	815.26	815.78
(c) Long term loans and advances	12	2,634.74	2,820.15
(d) Other non-current assets	13	-	-
(2) Current assets			
(a) Current investments	14	5.00	5.00
(b) Inventories	15	362.85	1,236.96
(c) Trade receivables	16	37,528.76	33,710.84
(d) Cash and cash equivalents	17	1,369.10	2,295.78
(e) Short-term loans and advances	12	4,805.62	10,782.08
(f) Other current assets	13	2,160.83	8,115.36
Total		64,345.82	78,324.65
SIGNIFICANT ACCOUNTING POLICIES		1	
NOTES TO ACCOUNTS		27-47	

As per our report of even date
 For, **R. K. Doshi & Company**
 Chartered Accountants

For and on Behalf of the Board of Directors

(Shailesh A. Gathani)
 Partner
 (Membership No.: 049973)
 Place : Ahmedabad
 Date : 30th May 2015

(Prakash L. Hinduja)
 Chairman & Managing Director

(Gaurav P. Hinduja)
 Director

Place : Ahmedabad
 Date : 30th May 2015

Statement of Profit and Loss for the Year Ended On 31st March, 2015

			₹ In Lacs
	Notes	2014-15	2013-14
INCOMES			
Revenue from operations	18	27,761.48	30,079.59
Other income	19	1,595.42	369.56
Total Revenue		29,356.89	30,449.15
EXPENSES			
Cost of materials consumed	20	1,987.70	4,234.71
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	3,392.69	136.05
Contracting / Sub Contracting charges	22	17,570.85	15,695.42
Employee benefits expense	23	742.93	2,240.25
Finance costs	24	3,565.79	5,171.49
Depreciation and amortization expense	10	1,679.18	1,124.41
Other expenses	25	3,139.27	4,570.65
Total Expenses		32,078.41	33,172.99
Profit before tax		(2,721.52)	(2,723.83)
Tax expenses:			
- Current tax		-	-
- MAT Credit Entitlement		-	-
- Deferred tax		(929.10)	(525.30)
- Short Provision for Income Tax		-	-
Profit for the year		(1,792.42)	(2,198.53)
Earnings per equity share of face value of ₹10 each:			
Basic (in ₹)	26	(18.37)	(22.53)
Diluted (in ₹)	26	(18.37)	(22.53)
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES TO ACCOUNTS	27-47		

As per our report of even date
 For, **R. K. Doshi & Company**
 Chartered Accountants

For and on Behalf of the Board of Directors

(Shailesh A. Gathani)
 Partner
 (Membership No.: 049973)
 Place : Ahmedabad
 Date : 30th May 2015

(Prakash L. Hinduja)
 Chairman & Managing Director

(Gaurav P. Hinduja)
 Director

Place : Ahmedabad
 Date : 30th May 2015

Cash Flow Statement for the Year Ended On 31st March, 2015

		₹ In Lacs	
		2014-2015	2013-2014
A:	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit before tax and extra ordinary items	(2,721.52)	(2,723.83)
	Adjustments for :		
	(Profit)/Loss from Joint Ventures (Net)	0.52	(1.79)
	Depreciation/ Amortization	1,679.18	1,124.41
	Interest income	(149.21)	(225.04)
	Unrealised Foreign Exchange Gain / Loss (Net)	-	-
	Credit Balances Written Off / (Written Back)	(1,353.21)	-
	Interest and Financial Charges	3,565.79	5,171.49
	Provision for Diminution in value of Investments	-	-
	Bad Debts Written Off	397.28	-
	Provisions for Doubtful Debts	-	-
	Loss on Sale of Fixed Assets (Net)	1,535.97	317.18
	Loss on Sale of Investments	-	-
	Provision for Retirement Benefits	-	-
	Operating Profit before Working Capital Changes	2,954.80	3,662.42
	Adjustments for :		
	Trade and other receivables	7,732.47	5,619.22
	Inventories	874.11	1,528.04
	Loans and Advances (Assets)	(1,900.71)	(147.35)
	Trade Payables and Other Liabilities	(8,973.62)	(10,220.26)
	Cash generated from Operations	687.04	442.07
	Direct taxes Paid (Net of Income Tax Refund)	169.26	(63.35)
	Cash flow before Extra Ordinary Items	856.30	378.72
	Extra ordinary Items	-	-
	Net Cash from Operating Activities	856.30	378.72
B:	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	(135.36)	(38.99)
	Change in Capital Work In Progress	-	-
	Interest received	149.21	225.04
	Proceeds from Sale of Fixed Assets	799.25	410.58
	Proceeds from Sale of Investments in Subsidiaries	-	-
	Increase in investments in Joint Venture	(0.52)	1.79
	Net Cash Used in Investing Activities	812.58	598.42
C:	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Borrowings (Net)	970.23	3,094.20
	Interest & Financial Charges Paid	(3,565.79)	(5,139.65)
	Proceeds from Preferential Allotment of Warrants	-	-
	Dividend Paid (Including Corporate Dividend Tax)	-	-
	Net Cash flow from Financing Activities	(2,595.56)	(2,045.45)
	NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(926.67)	(1,068.31)
	Cash & Cash Equivalents at the beginning of the year	2,295.77	3,364.08
	Cash & Cash Equivalents at the end of the year	1,369.10	2,295.77

Notes :

- Cash Flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3: "Cash Flow Statement" as specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.
- Fixed Deposits of ₹ 994.72 lacs (P. Y.: ₹ 1769.91 lacs) are pledged with banks towards Letters of Credit / Bank Guarantees.
- The Previous year's figures have been regrouped / rearranged wherever necessary.

4. Components of Cash and cash equivalents:-	2014-15	2013-14
Cash on hand	17.27	20.91
With Banks:		
- on current accounts	162.43	47.62
- on unpaid dividend accounts	7.12	7.14
- on deposit accounts	1182.28	2,220.10
Total Cash and cash equivalents	1,369.10	2,295.77

As per our report of even date
 For, **R. K. Doshi & Company**
 Chartered Accountants

For and on Behalf of the Board of Directors

(Shailesh A. Gathani)
 Partner
 (Membership No.: 049973)
 Place : Ahmedabad
 Date : 30th May 2015

(Prakash L. Hinduja)
 Chairman & Managing Director

(Gaurav P. Hinduja)
 Director

Place : Ahmedabad
 Date : 30th May 2015

Notes to Financial Statements

1. Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

The financial statements have been prepared under the historical cost convention on accrual basis in accordance with Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

1.2 Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles in India (Indian GAAP) requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates used in preparing the accompanying financial statements. Differences between the actual results and estimates are recognized in the period in which the results are known or materialized.

1.3 Fixed Assets:

- 1.3.1 Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes and levies, freight and other incidental expenses related to acquisition and installation of the respective assets. Assets acquired on hire purchase basis are stated at their cash values less accumulated depreciation.
- 1.3.2 Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.
- 1.3.3 Certain computer software costs are capitalized and recognized as intangible assets in terms of Accounting Standard – 26 Intangible Assets based on materiality, accounting prudence and significant economic benefits expected to flow there from for a period longer than one year. Capitalized cost includes direct cost of implementation and expenses directly attributable to the implementation.

1.4 Leases

Operating lease rentals are expenses with reference to lease terms and other considerations. Lease rentals in respect of assets acquired under operating lease are charged to Statement of profit and Loss. There are no finance leases.

1.5 Impairment of Assets

An asset is treated as impaired when the carrying cost of the same exceeds its recoverable amount. Impairment is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.

1.6 Depreciation and Amortization:

- 1.6.1 Depreciation on fixed assets is provided on Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013
- 1.6.2 Computer software costs capitalized are amortized using the Straight Line Method over estimated useful life of three to five years, as estimated at the time of capitalization.

1.7 Investments:

- 1.7.1 Long Term investments are stated at cost and provision is made to recognize any diminution in value, other than that of temporary nature.
- 1.7.2 Current investments are carried at lower of cost and market value. Diminution in value is charged to the profit and loss account.

1.8 Inventories:

- 1.8.1 The stock of construction material, operating supplies, consumable stores and spares at sites are valued at lower of moving weighted average cost and net realizable value.

Notes to Financial Statements (Contd...)

- 1.8.2 Project Work-in Progress is valued at realizable sale value on percentage completion method in respect of contracts where the outcome of the contract can be estimated reliably. Where the outcome cannot be estimated reliably, no profit is being recognized. Expected loss on contracts are assessed periodically and recognized immediately.
- 1.9 Cash and Cash Equivalents:**
- Cash and cash equivalents comprise of cash at bank and cash in hand. The Company considers all highly liquid investments into cash equivalents.
- 1.10 Security Deposits/Retention Monies:**
- Amounts retained by the clients, as per terms of contract, until satisfactory completion of the contract(s) are recognized in the financial statements as security deposits and retention monies with clients. As per terms of Contract, client deducts security deposit at the rate of 10% against each bill raised to them. The security deposit shall be released along with the pre-final bill, which is to be put-up only on mechanical completion, pre-commissioning of pipeline system and material reconciliation.
- 1.11 Revenue Recognition:**
- 1.11.1 Contract Revenue and Expenses
- (i) The Company follows percentage completion method for accounting of construction contracts. The revenue under a contract is recognised when the outcome of a construction contracts can be estimated reliably and with reference to the stage of completion of the contract activity at the end of each accounting period. The stage of completion is determined as a proportion of cost incurred-to-date to the total estimated contract cost. Provision is made for foreseeable losses, if any, in respect of incomplete contracts, as estimated by the management.
 - (ii) Variations in contracts and amount in respect thereof are recognized only when it is probable, that the customer(s) will approve them and amounts can be measured reliably.
 - (iii) Revenue includes the work that has been executed, claims for cost-overrun due to client caused delay, deviation in design and change in scope of the work; for which Company is at various stages of negotiations/discussions or has filed/proposed to file arbitration on a continuing basis.
- 1.11.2 Hiring service revenue:
- Revenue from hiring services is recognised as the related services are performed.
- 1.11.3 Revenue from Contracts executed under Joint Venture:
- In respect of contracts executed by jointly controlled entity, the profit / Loss from the Joint Venture is accounted for when determined.
- 1.11.4 Interest revenues are recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- 1.12 Foreign Currency Transactions:**
- 1.12.1 Transactions in foreign currency are recorded at exchange rates prevailing on the respective dates of the relevant transactions. Monetary assets and liabilities denominated in foreign currency are restated at exchange rates prevailing at the Balance Sheet date. The gains or losses resulting from such transactions are adjusted to the Profit and Loss Account.
- 1.12.2 The exchange difference arising on settlement/restatement of long term foreign currency monetary items are capitalized as part of the depreciable fixed assets to which the monetary items relates and depreciated over the remaining balance life of such assets and in other cases amortized over the balance period of such long term foreign currency monetary items. The unamortized balance is carried in the balance sheet in Foreign Currency Translation Reserve as a separate line item under "Reserve and surplus account".
- 1.12.3 Foreign branches/subsidiaries considered as Non Integral foreign operations, Monetary/Non-monetary assets and liabilities are restated at exchange rates prevailing at the Balance Sheet date. Incomes and Expenditure items are translated at average exchange rates prevailing during the period. Exchange difference arising are recognized in "Foreign Currency Translation Reserve Account" under Reserves and Surplus.

Notes to Financial Statements (Contd...)

1.12.4 The Company uses foreign exchange forward contracts to cover its exposure to movements in foreign exchange rates. The use of foreign exchange forward contracts reduces the risk of fluctuations in exchange movements for the Company. The Company does not use the foreign exchange forward contract for trading or speculative purposes. Premium or Discount arising at the inception of forward contracts against the underlying assets is amortized as expense or income over the life of contract.

1.13 Mobilization Advance Received:

Mobilization advances received from clients towards construction contracts, which in terms of the contract are to be adjusted over the period of contract as and when bills are to be raised are classified as "Current liabilities".

1.14 Employee Benefits:

1.14.1 Defined Contribution Plan:

The Company's contributions paid / payable for the year to Provident Fund are recognised in the profit and loss accounts.

1.14.2 Defined benefit Plan:

The Company's liabilities towards gratuity are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the profit and loss account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the balance sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

1.15 Borrowing Costs:

Interest and other costs in connection with the borrowing of the funds to the extent related/attribution to the acquisition/construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use and all other borrowing costs are recognized in the period in which they are incurred.

1.16 Taxation:

1.16.1 Income taxes are accounted for in accordance with Accounting Standard (AS) – 22 "Accounting for taxes on income". Income tax comprises both current and deferred tax.

1.16.2 Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

1.16.3 The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

1.16.4 The Deferred tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the assets will be realized in future.

1.17 Earnings per Share:

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 on Earnings per Share.

1.18 Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

Notes to Financial Statements (Contd...)

2. SHARE CAPITAL

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Authorized		
2,50,00,000 (Previous Year 2,50,00,000) Equity Shares of ₹ 10 each	2,500.00	2,500.00
	2,500.00	2,500.00
Issued, Subscribed & Paid up		
97,57,443 (Previous Year 97,57,443) Equity Shares of ₹ 10 each	975.74	975.74
Total	975.74	975.74

The Company has only one class of shares referred to as equity shares having par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholder holding more than 5% shares is set out as below:

Name of Shareholders	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Prakash L Hinduja	1,356,249	13.90%	1,356,249	13.90%
Dcom Systems Limited	3,760,997	38.54%	4,360,997	44.69%
SREI Equipment Finance Limited	600,000	6.15%	-	0.00%
Neeta P Hinduja	621,109	6.36%	621,109	6.36%

The reconciliation of the number of shares outstanding is set out as below:

	As at March 31, 2015		As at March 31, 2014	
	No. Lacs	₹ In Lacs	No. Lacs	₹ In Lacs
Number of Equity Shares outstanding at the beginning of the year	97.57	975.74	97.57	975.74
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Number of Equity Shares outstanding at the end of the year	97.57	975.74	97.57	975.74

Notes to Financial Statements (Contd...)

3. RESERVES AND SURPLUS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
a. Capital Reserves		
Opening Balance	157.38	154.35
Add : Transfer from settlement of loan	235.00	3.03
Closing Balance	392.38	157.38
b. Securities Premium		
Opening Balance	3,363.70	3,363.70
Add : Receipts on conversion of Share warrants	-	-
Closing Balance	3,363.70	3,363.70
c. General Reserve		
Opening Balance	222.99	222.99
Add: Transferred from Surplus	-	-
Closing Balance	222.99	222.99
d. Foreign Currency Translation Reserve		
Opening Balance	280.49	427.84
Add: Adjustment for translation of Non-Integral Foreign Operations	(2,023.40)	(147.35)
Closing Balance	(1,742.91)	280.49
e. Surplus		
Opening balance	1,799.93	3,998.46
Add: Profit (Loss) for the year	(1,792.42)	(2,198.53)
Amount available for Appropriations	7.51	1,799.93
Appropriations/Adjustments:		
Adjustments relating to Fixed Assets	112.31	-
Dividend on conversion of Share Warrants	-	-
Corporate Dividend Tax	-	-
Amount transferred to General Reserve	-	-
Closing Balance	(104.80)	1,799.93
Total	2,131.36	5,824.49

- 1) The Company has outstanding loan amount from Bajaj Finance Ltd. of ₹ 635.41 lacs. The company has made settlement with Bajaj finance ltd for ₹ 370.00 lacs. As a result of which company has transferred the principal portion of ₹ 235.00 lacs to capital reserve and interest portion of ₹ 30.42 lacs to Statement of profit and loss account under the head of "Other Income"
- 2) Consequent to the introduction of Schedule II to the Companies Act, 2013, the useful lives of certain fixed assets has been revised. Accordingly ₹ 112.31 lacs representing carrying value of the fixed assets with revised useful life as NIL, has been adjusted against opening balance of Statement of Profit and Loss as on 1 April 2014.

Notes to Financial Statements (Contd...)

4. LONG-TERM BORROWINGS

₹ In Lacs

	Non Current portion		Current maturities	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Term Loans- Secured				
From Banks				
Rupee Loans	25,208.93	24,953.24	1,614.97	535.43
Foreign Currency Loans	3,972.84	4,536.40	856.00	812.28
From Financial Institutions	2,215.02	3,033.10	-	-
Term Loans- Unsecured				
Loan from Promoters	2,505.96	2,505.96	-	-
	33,902.74	35,028.69	2,470.97	1,347.71
Amount disclosed under the head "Other Current Liabilities" (Note 9)	-	-	(2,470.97)	(1,347.71)
Total	33,902.74	35,028.69	-	-

- 1) The Company had executed a Corporate Debt Restructuring (CDR) agreement with its principal lenders comprising of IDBI Bank, Canara Bank, SBI, Indian Bank, Bank of Baroda and SREI Equipment Finance Pvt. Ltd. The CDR Cell approved the package for restructuring of loans worth ₹ 705.43 Crores which is repayable in 32 quarterly instalments commencing from 30th November 2014 to be fully repaid by 31st August 2022 in the manner shown below:

Year	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Proportion of repayment	2%	5%	8%	14%	15%	16%	16%	16%	8%

The rates of interest during tenure of loan shall be as under:

	1 – 3 years	4 – 6 years	7 – 10 years
Proportion of repayment	10.50%	12.00%	13.50%

Lender-wise breakup is as under:

Bank	Amount in ₹ Crores
IDBI	188.09
Canara Bank	127.13
State Bank of India	97.19
Indian Bank	108.55
Bank of Baroda	135.88
SREI	48.59
Total	705.43

The package has been implemented by all lenders.

Security Details

- WC / WCTL / FITL are secured by first charge on pari passu basis on current assets, unencumbered movable assets with consortium member banks, mortgage of office at Venus Atlantis, Prahladnagar, Ahmedabad, pledge of FDs worth ₹ 6.23 Crores, assignment of LIC policies of Shri P. L. Hinduja and second charge on all assets of solar project ranking pari passu.
- Term Loans of SBI and SREI are secured by exclusive charge over specific equipments purchase out of loan.

Notes to Financial Statements (Contd...)

- c) Common security for all CDR lenders – Negative lien on agricultural land at Panvel (Kumbhivali) owned by the Company, mortgage of five flats at Sabarmati, pledge of entire promoters' shareholding, except already pledged, personal guarantee of Shri P. L. Hinduja, Shri Gaurav Hinduja and Smt. Nita Hinduja, Corporate Guarantee of holding company, DCOM Systems Ltd and Corporate Guarantees of Subsidiaries viz. Jaihind Infratech Projects Pvt. Ltd. and Jaihind Green Energy Ltd.
- d) As per the terms of the Corporate Debt Restructuring package, the Company was required to pay during the year under report ₹ 479.05 Lacs and interest of ₹ 754.11 Lacs which it has failed to pay. The present status of the package - The accounts has become classified as Non Performing Assets by the banks.
- 2) Term loans External Commercial Borrowings (ECBs) for part finance for the Solar photovoltaic Based Power Plant [total outstanding - USD 8.25 Million (Previous year: USD 9.625 Million)] are secured against the 5 MW Solar Power Plant. The loans are repayable, in 18 equal half yearly instalments commencing at the end of 18th month from the date of first disbursement. i.e. 21st November 2011. Therefore 4 instalments paid till 31st March 2015. The company has secured the first 11 instalments from currency risk by taking forward covers. The remaining instalments are auto hedged by expected future foreign currency inflows matching the loan repayment obligation.
- 3) Loans from Financial Institutions for purchase of Vehicles and Machineries [total outstanding - ₹ 2215.02 Lacs (Previous year: ₹ 3033.10 Lacs)] are secured against the Vehicles and Machineries purchased out of those loans. These loans are treated as a Non Performing Assets by Financial Institutions
- 4) The promoters brought ₹ 2505.96 Lacs as a promoters' contribution as per term condition of CDR to be converted into equity later on.

5. DEFERRED TAXES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Deferred Tax Assets		
Opening Balance	2,637.99	1,863.15
Current year's Carry Forward loss	881.77	774.84
Deferred Tax Assets	3,519.76	2,637.99
Deferred Tax Liabilities		
Opening Balance	3,567.09	3,317.55
Difference in Depreciation	(47.33)	249.54
Disallowances under Income Tax Act, 1961	-	-
Deferred tax Liabilities	3,519.76	3,567.09
Deferred Tax Liabilities (Net)	0.00	929.10

6. LONG TERM PROVISIONS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Provision for Employee Benefits		
Provision for gratuity (Note 30)	34.06	45.37
Total	34.06	45.37

Notes to Financial Statements (Contd...)

7. SHORT-TERM BORROWINGS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Secured:		
Working Capital Loan from Banks		
Rupee Loans	15,165.03	14,339.23
Foreign Currency Loans	3,433.87	3,283.14
	18,598.90	17,622.37
Unsecured:		
Loan from directors	5.51	5.51
Loan From Others	951.27	954.87
	956.78	960.38
Total	19,555.68	18,582.75

- Working Capital loan from banks are part of the CDR package referred to in Note 4 (1)
- Working Capital loan from banks are primarily secured against hypothecation of current assets and collaterally against immovable properties, plant & machineries, Fixed Deposits and also personal guarantees of directors.
- Foreign currency loans is taken by the Company for the project at Kingdom of Saudi Arabia shared with APPCO which is under disputes and matter is referred to "London Court of International Arbitration" (LCIA). (Refer note no.46 of the standalone financial statements)
- Loan from directors and shareholders are interest free and repayable on demand.
- Unsecured Loan from Financial Institution and other carries interest @11% - 14% and repayable on demand.

8. TRADE PAYABLES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Trade payables (See Note 29)	3,651.84	7,834.16
	3,651.84	7,834.16

9. OTHER CURRENT LIABILITIES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Current maturities of long term borrowings	2,470.97	1,347.71
Interest accrued but not due on borrowings	-	-
Interest accrued and due on borrowings	-	-
Unclaimed dividend	7.12	7.14
Advances from customers	-	5,253.32
Deposits and retention money	616.38	154.43
*Other payables	999.93	2,341.74
Total	4,094.40	9,104.34

* Other payables include Government Dues, taxes payable and salary deduction payable

Notes to Financial Statements (Contd...)

10. FIXED ASSETS

₹ In Lacs

Sr. No.	Asset	Gross Block (At Cost)				Depreciation/Amortisation				Net Block		
		As At April 01, 2014	Additions	Deletions/ Adjustments	As At March 31, 2015	As At April 01, 2014	For the Year	Adjustment for Depreciation as per note No. 3.2	Deletions/ Adjustments	As At March 31, 2015	As At March 31, 2015	As At March 31, 2014
a	Tangible Assets:											
	Land	226.17	-	-	226.17	-	-	-	-	-	226.17	226.17
	Buildings	2,038.06	-	27.55	2,010.51	117.63	33.90	-	1.05	150.48	1,860.03	1,920.43
	Plant and Equipments	19,042.82	134.70	3,194.26	15,983.26	3,609.37	1,451.80	112.31	1,083.96	4,089.52	11,893.74	15,433.45
	Furniture and Fixtures	117.00	-	-	117.00	72.53	7.67	-	-	80.20	36.80	44.47
	Vehicles	648.50	-	49.30	599.20	300.68	84.60	-	15.89	369.39	229.81	347.82
	Office equipments (incl. cellphone)	174.59	-	-	174.59	73.39	47.30	-	-	120.69	53.90	101.20
	Computers	269.63	0.66	0.68	269.61	206.15	16.80	-	0.33	222.62	46.99	63.48
	Construction Vehicles	607.66	-	-	607.66	268.78	30.24	-	-	299.02	308.64	338.88
	Total	23,124.43	135.36	3,271.79	19,988.00	4,648.53	1,672.31	112.31	1,101.23	5,331.92	14,656.08	18,475.90
b	Intangible Assets:											
	Computer software	97.72	-	-	97.72	83.28	6.87	-	-	90.15	7.57	14.44
	Total	97.72	-	-	97.72	83.28	6.87	-	-	90.15	7.57	14.44
c	Intangible assets under development	52.35	-	52.35	-	-	-	-	-	-	-	52.35
	Grand Total	23,274.50	135.36	3,324.14	20,085.72	4,731.81	1,679.18	112.31	1,101.23	5,422.07	14,663.65	18,542.69
	Previous Year	24,218.68	38.99	983.17	23,274.50	3,862.79	1,124.41	-	255.39	4,731.81	18,542.69	20,355.87

11. NON CURRENT INVESTMENTS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Trade Investments (Valued at Cost unless stated otherwise)		
Investment in Equity Instruments of Subsidiaries (Unquoted)		
66,00,000 Nos (Previous Year: 3,00,000) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Infratech Projects Private Limited	660.00	660.00
6,000 Nos (Previous Year: 6,000) of Equity Shares of ₹ 10/- each fully paid up in Newtonne Machinery Private Limited	-	-
50,000 Nos (Previous Year: 50,000) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Green Energy Limited	5.00	5.00
10,000 Nos (Previous Year: 10,000) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Offshore Services Pvt. Ltd.	1.00	1.00
2,600 Nos (Previous Year: 2,600) of Equity Shares of ₹ 10/- each fully paid up in Newton Solar Private Limited	0.26	0.26
10,000 Nos (Previous Year: 10,000 Nos) of Equity Shares of ₹ 10/- each fully paid up in Jaihind Engineering Pvt Ltd	1.00	1.00
	667.26	667.26
Investment in Joint Ventures (Unquoted) (Note 28)		
JPL-KBR Joint Venture	148.00	148.52
Tehran Jonoob - Jaihind Consortium	-	-
	148.00	148.52
Total	815.26	815.78
Aggregate amount of unquoted investments	815.26	815.78

Notes to Financial Statements (Contd...)

12. LOANS AND ADVANCES

₹ In Lacs

	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Unsecured, Considered good				
Capital advances	-	326.23	-	-
Security deposits	1,920.68	1,772.90	-	-
Loans and advances to Subsidiaries	-	6.95	-	-
Advances recoverable in cash or kind	-	-	3,377.14	9,448.06
Other loans and advances				
Prepaid expenses	-	-	105.06	122.87
Loans to employees	-	-	2.16	1.36
MAT Credit Entitlement	714.06	714.06	-	-
Balances with Government authorities	-	-	1,321.26	1,209.79
Total	2,634.74	2,820.15	4,805.62	10,782.08

13. OTHER ASSETS

₹ In Lacs

	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Others (Unsecured, Considered good)				
Deposits and Retention money	-	-	1,784.45	2,210.74
Interest accrued on fixed deposits	-	-	204.09	155.25
Others	-	-	172.30	5,749.38
Total	-	-	2,160.83	8,115.36

14. CURRENT INVESTMENTS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Non-trade Investment (Valued at Cost unless stated otherwise)		
Investments in Mutual Funds (Quoted)		
AXIS Equity Fund- Dividend Plan (Market Value - ₹ 7.60 lacs & in Previous Year - ₹ 6.025 Lacs)	5.00	5.00
50000 units (Previous Year: 50000) of ₹ 10 each fully paid up	-	-
Total	5.00	5.00

15. INVENTORIES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Materials and components	247.37	843.27
Stores and spares	91.16	310.75
Loose Tools	24.33	82.94
Total	362.85	1,236.96

Notes to Financial Statements (Contd...)

16. TRADE RECEIVABLES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	20,782.67	12,480.86
Other receivables	16,746.09	21,229.98
Total	37,528.76	33,710.84

17. CASH AND CASH EQUIVALENTS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Cash and Cash Equivalents		
Balances with banks		
Indigenous Current Accounts	161.43	46.66
Foreign Bank Current accounts	1.00	0.96
On Unpaid Dividend accounts	7.12	7.14
Deposits with original maturity*	1,182.27	2,220.10
Cheques, drafts on hand	-	
Cash on hand		
Head Office	17.27	13.27
Foreign Branch	-	7.64
Others	-	
Total	1,369.10	2,295.78

* Includes deposits of ₹ 994.27 Lacs (P. Y.: ₹ 1769.91 Lacs) under lien with banks for bank guarantees in respect of contracts and letter of credit facilities.

Notes to Financial Statements (Contd...)

18. REVENUE FROM OPERATIONS		₹ In Lacs
	2014-15	2013-14
Contract & Sales Revenue	27,761.99	30,077.80
Share of Profit / (Loss) from Joint Ventures (Net)	(0.52)	1.79
Total	27,761.48	30,079.59
19. OTHER INCOME		₹ In Lacs
	2014-15	2013-14
Interest on Fixed Deposits	149.21	225.04
Balance Written Back	1,353.21	-
Miscellaneous Income	92.99	144.52
Total	1,595.42	369.56
20. COST OF MATERIALS CONSUMED		₹ In Lacs
	2014-15	2013-14
Opening Stock	1,236.96	2,765.00
Purchases during the year	1,113.59	2,706.67
	2,350.55	5,471.68
Less: Closing Stock	362.85	1,236.96
Total	1,987.70	4,234.71
21. CHANGE IN INVENTORIES OF WORK IN PROGRESS		₹ In Lacs
	2014-15	2013-14
Work in Progress at the end of the year	-	3,392.69
Work in Progress at the beginning of the year	3,392.69	3,528.74
Total	3,392.69	136.05
22. CONTRACTOR/ SUB CONTRACTING CHARGES		₹ In Lacs
	2014-15	2013-14
Contractor/Subcontracting Charges	17,570.85	15,695.42
Total	17,570.85	15,695.42
23. EMPLOYEE BENEFITS EXPENSE		₹ In Lacs
	2014-15	2013-14
Salaries, Wages and Bonus	685.16	2,117.28
Contribution to Provident and Other Funds including Gratuity	7.20	19.72
Staff Welfare Expenses	50.57	103.26
Total	742.93	2,240.25

Notes to Financial Statements (Contd...)

24. FINANCE COSTS

₹ In Lacs

	2014-15	2013-14
Interest expense		
To Banks	3,350.71	3,848.61
To Others	1.60	892.62
Other borrowing costs/Finance Charges	213.48	430.25
Total	3,565.79	5,171.49

25. OTHER EXPENSES

₹ In Lacs

	2014-15	2013-14
Rent	80.74	192.13
Travelling Expenses	68.60	200.33
Insurance charges	19.54	45.76
Repairs & Maintenance	109.68	137.31
Professional Fees	94.43	157.56
Payment to Auditor	9.88	28.94
Rate, Duties & Taxes	37.42	98.67
Telephone Expenses	17.12	56.06
Power and Fuel	33.73	39.19
Legal Expenses	56.06	39.61
Stationery and Printing Expenses	9.97	21.61
Loss on sale of Fixed Assets (Net)	1,535.97	317.18
Tender Fees	2.29	5.34
Donation	0.26	1.65
Directors' Sitting Fees	0.20	0.90
Miscellaneous Expenses	60.89	555.94
Brokerage and Commission	-	32.83
Balances Write off	397.28	-
Site Expenses	344.54	662.38
Machinery Rent-Hire Charges	260.69	1,977.25
Total	3,139.27	4,570.65

Payment to auditor:

₹ In Lacs

	2014-15	2013-14
For Statutory Audit	3.50	12.84
For Other Services	6.38	16.10
For Reimbursement of Expenses	-	-
Total	9.88	28.94

Notes to Financial Statements (Contd...)

26. Earnings per Share :

		₹ In Lacs	
		2014-15	2013-14
Earnings for the purpose of basic and diluted earnings per share (Net Profit for the year) (₹)	A	(1,792.42)	(2,198.53)
Number of Equity Shares Outstanding at the Beginning of the year		97.57	97.57
Number of Equity Shares issued during the year		-	-
Number of Equity Shares at the end of the year		97.57	97.57
Weighted average number of Equity Shares outstanding during the year for computing basic earnings per share	B	97.57	97.57
Add: effect of dilutive issue of shares/options		-	-
Weighted average number of Equity Shares outstanding during the year for computing dilutive earnings per share	C	97.57	97.57
Nominal value per equity share (₹)		10.00	10.00
Basic earnings per share (₹)	A/B	(18.37)	(22.53)
Dilutive earnings per share (₹)	A/C	(18.37)	(22.53)

27. Contingent Liabilities not provided for :

		₹ In Lacs	
		As At 31.03.2015	As At 31.03.2014
Disputed Service Tax demand		613.74	613.74
Disputed Works Contract Tax		744.36	85.23
Disputed demand of Income Tax Authority		-	49.05
Guarantees given by bankers on behalf of the Company		9,942.01	17,321.01
Guarantee given by Company on behalf of subsidiary		3,400.00	3,400.00
Bank Interest not provided		754.11	-

28. Interests in Joint Ventures:

The Group's interests in jointly controlled entities are:

Sr. No.	Name of Joint Ventures	Description of interest	Proportion of ownership interest as at 31 st March, 2015	Proportion of ownership interest as at 31 st March, 2014	Country of Residence
1	JPL-KBR Joint Venture	Laying of Sewerage line contract entered with Bangalore Water Supply And Board-Bangalore	51%	51%	India

Tehran Jonoob-Jaihind Consortium (98% ownership interest) and Jpl- Morpol Consortium (50% ownership interest) were considered in preparation of consolidated financial statements for the year ended 31st March, 2014, but subsequently from April 1, 2014 joint venture have been terminated and hence not included in consolidation of financial statements for the year ended 31st march, 2015.

Notes to Financial Statements (Contd...)

The Company's interest in these Joint Ventures is at cost. The Company's proportionate share in reported as Non Current Investments (Note-11) and stated the assets, liabilities, income and expenses etc. (each without elimination of the effect of transactions between the Company and the Joint Venture) in the said Joint Ventures is given below:

Particulars	₹ In Lacs	
	As At 31.03.2015	As At 31.03.2014
Net Fixed Assets	-	-
Net Current Assets	148.00	1,590.53
Loans & Borrowings	-	-
Incomes	776.41	712.69
Expenses (including Depreciation & Taxation)	776.94	710.90
Contingent Liabilities	-	-

29. Micro, Small and Medium scale business entities:

There are no dues to Micro & Small Enterprises as at March 31, 2015. This information required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

30. Employee Benefits:

The disclosures required under Accounting Standard 15 (Revised) "Employee Benefits" notified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 are given below:

Defined Contribution Plan

Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and Other Funds" in Note 23: ₹ 7.20 lacs (Previous Year- ₹ 19.72 lacs).

Defined Benefit Plans

The Company has defined benefit plans for gratuity to eligible employees. The details of these defined benefit plans recognised in the financial statements are as under:

General Description of the Plan:

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

Status of gratuity plan as required under AS 15 (Revised):

Particulars	Gratuity	
	2014-2015	2013-2014
i Expenses recognized in Profit & Loss Account for the period ended March 31, 2015		
Current service cost	5.65	5.18
Interest Cost	3.95	3.84
Expected return on Plan Assets	-	-
Net actuarial Losses/ (Gains)	(14.24)	(4.22)
Total Expenses	(4.64)	4.80
ii. Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation		
Opening Defined Benefit Obligation as on April 1, 2014	45.37	51.47
Service cost	5.65	5.18
Interest cost	3.94	3.84
Actuarial Losses/ (Gains)	(14.24)	(4.22)
Losses / (Gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Benefits paid	(6.66)	(10.90)
Closing Defined Benefit Obligation as at March 31, 2015	34.06	45.37

Notes to Financial Statements (Contd...)

Particulars	Gratuity				
	2014-2015	2013-2014			
iii. Reconciliation of Opening and Closing balances of changes in fair value of Plan Assets	-	-			
Opening fair value of Plan Assets as at April 1, 2014	-	-			
Expected return on Plan Assets	-	-			
Actuarial Losses /(Gains)	-	-			
Assets distributed on settlements	-	-			
Contributions by employer	-	-			
Benefits paid	-	-			
Closing balance of fair value of Plan Assets as at March 31, 2015	-	-			
iv. Net Liability recognized in the Balance Sheet as at 31st March 2015					
Defined Benefit Obligation	34.06	45.37			
Fair Value of Plan Assets	-	-			
Present Value of Unfunded Obligation recognized as liability as at 31 st March 2015	(34.06)	(45.37)			
v. Actual Return On Plan Assets					
vi. Actuarial Assumptions					
Discount Rate (%)	7.80%	9.10%			
Expected rate of return on Plan Assets	N.A.	N.A.			
Expected rate of salary increase	6.50%	6.50%			
Mortality	Indian Assured Lives Mortality (2006-08) Ult.				
Withdrawal Rates	5% at younger ages reducing to 1% at older age				
Retirement Age	60 Years				
Actuarial Valuation Method	Projected Unit Credit Method				
vii. Net Asset/(Liability) recognized in Balance Sheet (including experience adjustment impact)					
	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of Defined Benefit Obligation	34.06	45.37	51.48	105.59	124.74
Fair Value of Plan Assets	-	-	-	-	-
Status [Surplus/(Deficit)]	(34.06)	(45.37)	(51.48)	(105.59)	(124.74)
Experience Adjustment on Plan Liabilities	(18.64)	(0.41)	(53.42)	(17.41)	54.55

Notes to Financial Statements (Contd...)

31. DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS ON 31st MARCH, 2015

Related Party Transactions summary		Enterprises where control exists				Joint Ventures		Key Management Personnel		Relatives of Key Management Personnel		Total (₹ In Lacs)	
		Subsidiaries		Others									
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Part 1 : Transaction during the year with related parties													
1	Services Received/ Purchase of Material	(422.29)	(226.27)	-	-	-	-	-	-	-	-	(422.29)	(226.27)
	Jaihind Infratech Projects Pvt. Ltd.	20.00	-	-	-	-	-	-	-	-	-	20.00	-
	Jaihind Green Energy Limited	(442.29)	(226.27)	-	-	-	-	-	-	-	-	(442.29)	(226.27)
2	Services Rendered/Sale of Materials	-	-	263.05	-	552.27	-	-	-	-	-	815.32	-
	DCOM Systems Limited	-	-	263.05	-	-	-	-	-	-	-	-	-
	JPL KBR Consortium	-	-	-	-	552.27	-	-	-	-	-	552.27	-
3	Remuneration	-	-	-	-	-	-	69.60	69.60	-	-	69.60	69.60
	Mr. Prakash L. Hinduja	-	-	-	-	-	-	24.00	24.00	-	-	24.00	24.00
	Mr. Gaurav P. Hinduja	-	-	-	-	-	-	24.00	24.00	-	-	24.00	24.00
	Mr. P. Tiwari	-	-	-	-	-	-	21.60	21.60	-	-	21.60	21.60
4	Loans Taken	-	-	-	177.00	-	-	-	307.27	-	-	-	484.27
	Mr. Prakash L. Hinduja	-	-	-	-	-	-	-	162.27	-	-	-	162.27
	Mr. Gaurav P. Hinduja	-	-	-	-	-	-	-	145.00	-	-	-	145.00
	DCOM Systems Limited	-	-	-	177.00	-	-	-	-	-	-	-	177.00
5	Loans Repaid	-	-	-	110.10	-	-	-	-	-	7.37	-	117.47
	Mr. Prakash L. Hinduja	-	-	-	-	-	-	-	-	-	-	-	-
	DCOM Systems Limited	-	-	-	110.10	-	-	-	-	-	-	-	110.10
	Mrs. Nita P. Hinduja	-	-	-	-	-	-	-	-	-	1.55	-	1.55
	Mrs. R. L. Hinduja	-	-	-	-	-	-	-	-	-	5.82	-	5.82
6	Repayment of Loan by the Related Party	-	-	-	-	-	-	-	-	-	-	-	-
7	Investment in Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-
8	Expenses to be Recovered	-	-	-	-	-	-	-	-	-	-	-	-
9	Advances for Expenses	-	-	-	-	-	-	0.57	7.50	-	-	0.57	7.50
	Mr. Gaurav P Hinduja	-	-	-	-	-	-	-	3.98	-	-	-	3.98
	Mr. Prakash L. Hinduja	-	-	-	-	-	-	-	3.52	-	-	-	3.52
	Mr. P. Tiwari	-	-	-	-	-	-	0.57	-	-	-	0.57	-
10	Rent Received	-	1.08	-	3.64	-	-	-	-	-	-	-	4.72
	Jaihind Infratech Projects Pvt. Ltd.	-	-	-	-	-	-	-	-	-	-	-	-
	DCOM Systems Limited	-	-	-	3.64	-	-	-	-	-	-	-	3.64
	Jaihind Offshore Services Pvt. Ltd.	-	-	-	-	-	-	-	-	-	-	-	-
	Jaihind Green Energy Limited	-	1.08	-	-	-	-	-	-	-	-	-	1.08

Notes to Financial Statements (Contd...)

Related Party Transactions summary		Enterprises where control exists				Joint Ventures		Key Management Personnel		Relatives of Key Management Personnel		Total (₹ In Lacs)	
		Subsidiaries		Others									
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
11	Rent Paid	-	-	-	-	-	-	-	-	-	-	-	-
	DCOM Systems Limited	-	-	-	-	-	-	-	-	-	-	-	-
12	Sale of Assets	-	-	100.00	-	-	95.50	-	-	-	-	100.00	95.50
	Enprocon Enterprise Ltd.	-	-	100.00	-	-	-	-	-	-	-	100.00	-
	JPL Morpol Consortium	-	-	-	-	-	95.50	-	-	-	-	-	95.50
13	Mobilization Advance Paid/ Adjusted During the year (Net)	88.47	-	-	-	-	-	-	-	-	-	88.47	-
	Jaihind Infratech Projects Pvt. Ltd.	88.47	-	-	-	-	-	-	-	-	-	88.47	-
14	Dividend Paid	-	-	-	-	-	-	-	-	-	-	-	-
15	Money Received Against Share Warrants	-	-	-	-	-	-	-	-	-	-	-	-
16	Guarantees Given	-	-	-	-	-	-	-	-	-	-	-	-
Part 2 : Balance at the end of the period													
1	Payable	-	1,014.69	19.73	-	-	-	-	-	-	-	19.73	1,014.69
	Jaihind Green Energy Limited	-	513.90	-	-	-	-	-	-	-	-	-	513.90
	Tehran Jonoob- Jaihind Consortium	-	412.32	-	-	-	-	-	-	-	-	-	412.32
	Enprocon Enterprise Ltd.	-	-	19.73	-	-	-	-	-	-	-	19.73	-
	Jaihind Infratech Projects Pvt. Ltd.	-	88.47	-	-	-	-	-	-	-	-	-	88.47
2	Receivable	363.79	232.36	913.49	727.28	1,349.55	780.48	-	-	-	-	2,626.83	1,740.11
	Jaihind Green Energy Limited	3.67	-	-	-	-	-	-	-	-	-	-	-
	Jaihind Infratech Projects Pvt. Ltd.	355.46	226.81	-	-	-	-	-	-	-	-	355.46	226.81
	Jaihind Offshore Pvt Ltd	4.21	5.09	-	-	-	-	-	-	-	-	4.21	5.09
	Jaihind Engineering Pvt. Ltd.	0.45	0.45	-	-	-	-	-	-	-	-	0.45	0.45
	DCOM Systems Limited	-	-	913.49	727.28	-	-	-	-	-	-	913.49	727.28
	JPL Morpol Consortium	-	-	-	-	281.96	281.96	-	-	-	-	281.96	281.96
	JPL KBR Joint Venture	-	-	-	-	809.96	498.52	-	-	-	-	809.96	498.52
	Tehran Jonoob- Jaihind Consortium	-	-	-	-	257.63	-	-	-	-	-	257.63	-
3	Loans Taken	-	-	2,425.96	2,425.96	-	-	489.41	489.41	-	-	2,915.37	2,915.37
	Mr. Prakash L. Hinduja	-	-	-	-	-	-	344.41	344.41	-	-	344.41	344.41
	Mr. Gaurav P. Hinduja	-	-	-	-	-	-	145.00	145.00	-	-	145.00	145.00
	DCOM Systems Limited	-	-	2,425.96	2,425.96	-	-	-	-	-	-	2,425.96	2,425.96
	Mrs. Nita P. Hinduja	-	-	-	-	-	-	-	-	-	-	-	-
	Mrs. R. L. Hinduja	-	-	-	-	-	-	-	-	-	-	-	-
4	Advances for Expenses	-	-	-	-	-	-	0.22	13.65	-	-	0.22	13.65
	Mr. Prakash L. Hinduja	-	-	-	-	-	-	-	-	-	-	-	-
	Mr. Gaurav P Hinduja	-	-	-	-	-	-	-	13.65	-	-	-	13.65
	Mr. P. Tiwari	-	-	-	-	-	-	0.22	-	-	-	0.22	-
5	Remuneration Payable	-	-	-	-	-	-	74.47	39.15	-	-	74.47	39.15
	Mr. Prakash L. Hinduja	-	-	-	-	-	-	34.99	16.93	-	-	34.99	16.93
	Mr. Gaurav P Hinduja	-	-	-	-	-	-	36.10	17.61	-	-	36.10	17.61
	Mr. P. Tiwari	-	-	-	-	-	-	3.38	4.61	-	-	3.38	4.61
6	Investment in Subsidiaries	667.26	667.26	-	-	-	-	-	-	-	-	667.26	667.26
	Jaihind Engineering Pvt. Ltd.	1.00	1.00	-	-	-	-	-	-	-	-	1.00	1.00
	Jaihind Offshore Services Pvt. Ltd.	1.00	1.00	-	-	-	-	-	-	-	-	1.00	1.00
	Newtone Solar Pvt. Ltd.	0.26	0.26	-	-	-	-	-	-	-	-	0.26	0.26
	Jaihind Green Energy Limited	5.00	5.00	-	-	-	-	-	-	-	-	5.00	5.00
	Jaihind Infratech Projects Pvt. Ltd.	660.00	660.00	-	-	-	-	-	-	-	-	660.00	660.00
7	Capital Advances	-	-	-	-	-	-	-	-	-	-	-	-
8	Guarantees Given	3,400.00	3,400.00	-	-	-	-	-	-	-	-	3,400.00	3,400.00
	Jaihind Infratech Projects Pvt. Ltd.	3,400.00	3,400.00	-	-	-	-	-	-	-	-	3,400.00	3,400.00

Notes to Financial Statements (Contd...)

32. Segment Reporting:

The Company operates in a single business segment i.e. "Laying of Pipes". In the context of Accounting Standard 17, on Segment Reporting specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014, it is considered to constitute one single primary segment.

33. Derivative Instruments:

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

(i) Outstanding Forward Exchange Contracts entered into by the Company on account of borrowings:

As at	No. of Contracts	US \$ Equivalent (Lacs)	INR Equivalent (₹ In Lacs)
March 31, 2015	7	48.13	3,012.50
March 31, 2014	9	61.88	3,718.68

Expenditure on account of premium on forward exchange contracts recognized in the profit and loss account aggregates to ₹ 207.11 lacs (Previous year: ₹ 176.95 lacs).

(ii) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at 31.03.2015		As at 31.03.2014	
	US \$ Equivalent (Lacs)	INR Equivalent (₹ In Lacs)	US \$ Equivalent (Lacs)	INR Equivalent (₹ In Lacs)
Bank Borrowings	34.37	2,151.25	34.37	2,065.93

34. Disclosure in respect of incomplete contracts in accordance with Accounting Standard-7 (Revised):

	₹ In Lacs	
	2014-15	2013-14
(a) Contract revenues*	3,499.26	45,374.07
(b) Aggregate costs incurred and recognized profits (less recognized losses) to date for contract in progress	3,177.84	46,115.11
(c) Advances received	-	158.78
(d) Retention Money	211.99	446.12
(e) Gross amount due from customers for contract work	890.90	5,618.91
(f) Gross amount due to customers for contract work	-	2,072.82

* Contract revenue excludes claim raised on different clients which are neither acknowledged/approved/certified by the clients nor recoverability of which is ascertainable amounting to ₹ 16,415.59 lacs and the cost incurred thereon.

35. Expenses in foreign currency and CIF Value of Imports :

35.1 CIF Value of Imports:

	₹ In Lacs	
	2014-15	2013-14
Purchase of Raw Materials	-	-
Purchase of Fixed Assets	134.70	12.78

Notes to Financial Statements (Contd...)

35.2 Expenditure in Foreign Currencies: ₹ In Lacs

	2014-15	2013-14
Travelling & Other Expenses	1.06	13.43
Interest Expenses	342.90	395.03

35.3 Value of Raw Materials Consumed: ₹ In Lacs

	2014-15		2013-14	
	₹ Lacs	%	₹ Lacs	%
Raw Materials				
Imported Origin	-	-	-	-
Indigenous	1,987.70	100.00	4,234.71	100.00
Total	1,987.70	100.00	4,234.71	100.00

36. Revenue of ₹ 16,415.59 lacs pertains to the work executed by the Company, claims for fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental, etc. These claims have been raised based on actual work execution, terms of contract and generally accepted business practice, for which Company is at various stage of negotiation/discussion on a continuing basis. The Company is also pursuing simultaneously option of arbitration. The Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of approval/acceptance of the claims.
37. The Company was awarded project execution work of "Saline Water Conversion Corporation" (SWCC) at Kingdom of Saudi Arabia jointly with "Arabian Pipeline Projects Company" (APPCO). As per the terms of the contract the Company had provided bank guarantee to "Arabian Pipeline Projects Company" (APPCO) and "Arabian Pipeline Projects Company" (APPCO) provided collective bank guarantee to "Saline Water Conversion Corporation" (SWCC). The Company successfully executed the project for two and half year. However "Arabian Pipeline Projects Company" (APPCO) was failing to provide the site clearance as per agreed terms in time and as a result the Company was not able to execute its part of contract. The project was proceeding slowly for no fault of the Company, resulted into cash crunch at Kingdom of Saudi Arabia site due to less turnover against the resources deployed without improvising/ making good the deficiencies and draw back on the part of "Arabian Pipeline Projects Company" (APPCO), the Company was issued notices by "Arabian Pipeline Projects Company" (APPCO) for various alleged defaults. To resolved the differences an understanding was arrived at between the Company and "Arabian Pipeline Projects Company" (APPCO) for execution of balance work by "Arabian Pipeline Projects Company" (APPCO). However "Arabian Pipeline Projects Company" (APPCO) could not execute the project satisfactorily and the progress of the work became very slow. The "Arabian Pipeline Projects Company" (APPCO) instead of improving upon its function at Kingdom of Saudi Arabia site, invoked BG of ₹ 6,051.04 lacs given by the Company against the terms and condition of understanding. The Company believes that this invocation is in violation of the terms of the agreement entered into with the "Arabian Pipeline Projects Company" (APPCO), moreover "Saline Water Conversion Corporation" (SWCC) has not invoked BG. The Company has disputed the BG invocation by "Arabian Pipeline Projects Company" (APPCO) before Hon'ble Civil Court, Ahmedabad. The Civil Court has granted stay on payment of bank guarantee till the final disposal of the suit. The Company has also referred the matter for arbitration before "The London Court of International Arbitration" as provided in the terms of contract. Pending the legal proceedings in the above matter, the Company has not given effect to the bank guarantee invoked by the "Arabian Pipeline Projects Company" (APPCO).
38. In respect of the contract work awarded by "Brahmaputra Cracker and Polymer Limited" (BCPL), the Company has raised claims of ₹ 39,899.91 lacs on "Brahmaputra Cracker and Polymer Limited" (BCPL) on account of client caused delay, deviation in design and change in scope of work etc. which are disputed by the client. The Company has referred the matter to arbitration. In the meantime "Brahmaputra Cracker and Polymer Limited" (BCPL) has invoked the bank guarantee of ₹ 4,738 lacs on April 17, 2015. Since the matter is pending before arbitration the Company has not given effect to the Assets and Liabilities as required under Accounting Standard (AS)-4 on "Contingencies and Events Occurring After the Balance Sheet Date", issued by the ICAI.
39. The Company has made investments in its subsidiaries aggregating to ₹ 665.00 lacs reported under "Non-Current Investments". Though there is erosion in the net worth, current year losses, legal cases by lenders and creditors against the said subsidiaries, based on the management's internal assessment regarding survival of the said subsidiaries, assessment regarding recovery of claims and dues from the customers, and legal opinion obtained by the management the diminution in value is temporary. Hence, the investments are valued at cost.

Notes to Financial Statements (Contd...)

40. The Company had executed CDR agreement with its principal lenders but could not comply with the terms of the scheme for repayment of principal and interest, resulting into account becomes NPA. Hence, the Company has reversed Interest expense of ₹ 754.11 lacs on loans from banks by way of credit to "Interest Expenses" in statement of profit and loss account.
41. The Company could not repay principal and interest due to NBFCs as per the terms of the sanction since January-2015 resulting into account becoming NPA. Hence no provision of interest on loans from NBFCs aggregating to ₹ 2,215.02 lacs as on March 31, 2015 (Previous year ₹ 3,033.10 lacs) has been made.
42. The Company is yet to obtain balance confirmations from some of the debtors, creditors and parties to whom advances and deposits have been given. Adjustments, if necessary, will be made on receipt thereof.
43. There were old outstanding liabilities amounting to ₹ 1,353.21 lacs which were disputed / agitated by the Company for various reasons. There were old receivables and dues of ₹ 397.28 lacs which were in disputes. The Company had continuous verbal and written communication / representation and follow up without any success. These dues and receivables are older than three years. Based on the internal assessment and a legal opinion, the Company has written back the liabilities of ₹ 1,353.21 lacs and written off receivables of ₹ 397.28 lacs in the standalone financial statements.
44. Trade receivable of ₹ 12,013.96 lacs outstanding as at March 31, 2015 representing various claims raised in earlier years, based on the terms and conditions implicit in the contracts and receivables in respect of closed/suspended projects. These claims are mainly in respect of fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental etc, for which the Company is at various stage of negotiation/discussion with clients or under arbitration. The Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of recovery of these receivables.
45. The Company was awarded project execution work of "Saline Water Conversion Corporation" (SWCC) at Kingdom of Saudi Arabia jointly with "Arabian Pipeline Projects Company" (APPCO) There were major dispute with "Arabian Pipeline Projects Company" (APPCO) for execution of the projects, co-ordination of work, delay in execution, cost overrun and deviation in design and change in scope of work. Bank guarantee of ₹ 6,051.04 lacs was invoked by the "Arabian Pipeline Projects Company" (APPCO) which is disputed by the Company. The Company has raised Claims of ₹ 42,292.77 lacs on "Arabian Pipeline Projects Company" (APPCO) for client caused delay, deviation in design, change in scope of work and equipment rental which is disputed by the "Arabian Pipeline Projects Company" (APPCO). The "Arabian Pipeline Projects Company" (APPCO) has taken over the control of the sites, assets, liabilities and project work allocated to Jaihind Projects Limited. The Company has referred this matter to "The London Court of International Arbitration" for arbitration. Since the matter is in dispute and Company does not have access to the financial statements and supporting of Joint project with "Arabian Pipeline Projects Company" (APPCO), the assets, liabilities, revenue and expenditure of project at Kingdom of Saudi Arabia are accounted for in the financial statements on the basis of unaudited financial information for project at Kingdom of Saudi Arabia available with the Company and it is summarized below. Based on the management's internal assessment and legal opinion obtained by the Company, the Company is fairly certain of realization of assets and dues from client as reported in these financial statements.

Details of APPCO-JPL project at Kingdom of Saudi Arabia

₹ Lacs

Particulars	As at March 31, 2015	As at March 31, 2014
Net Fixed Assets	432.08	413.12
Current Assets	5,047.38	11,564.17
Reserve & Surplus	2,045.60	1,639.31
Current Liabilities	-	7,054.83
Loans & Borrowings	3,433.87	3,283.14
Incomes	7,135.49	7,084.79
Expenses (including Depreciation & Taxation)	212.39	7,236.34
Contingent Liabilities	6,051.04	6,051.04

Notes to Financial Statements (Contd...)

46. The Company has incurred Net Loss of ₹ 1,792.43 lacs during the year ended March 31, 2015. The Company has also failed to comply with the terms of CDR stipulated by CDR agreement dated March 29, 2013. The Company is implementing various long-term measures to improve its cash flow and revival of the operations of the Company. The Company is pursuing recovery of its claims raised against clients through persuasion, arbitration and legal remedy. The Company is exploring multiple options of financial restructuring and is in discussions with lenders and other institutions to raise finance for revival of its operations, negotiating with strategic investors. On positive outcome of efforts in above direction, the Company will be able to make optimum utilization of its resources, renegotiate its contracts and complete the on-going projects to generate future cash flows, meet its financial obligations towards lenders and creditors. The Company believes that these measures will not only generate cash flows for revival but will also result in future orders and consequently sustainable cash flows. The promoters also continue to be committed to providing the required operational and financial support to Company in the foreseeable future. In view of the foregoing, the Company's financial statements have been prepared on a going concern basis whereby the realization of assets and discharge of liabilities are expected to occur in the normal course of business.

47. Previous year figures have been regrouped / reclassified wherever necessary to conform to current year's classification.

As per our report of even date
For, **R. K. Doshi & Company**
Chartered Accountants

For and on Behalf of the Board of Directors

(Shailesh A. Gathani)
Partner
(Membership No.: 049973)
Place : Ahmedabad
Date : 30th May 2015

(Prakash L. Hinduja)
Chairman & Managing Director

(Gaurav P. Hinduja)
Director

Place : Ahmedabad
Date : 30th May 2015

Consolidated Independent Auditors' Report

TO THE MEMBERS OF JAIHIND PROJECTS LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **Jaihind Projects Limited** (hereinafter referred to as "the Holding Company" or "the Company"), and its subsidiaries and jointly controlled entities (collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at 31st March 2015, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'the consolidated financial statements').

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group, its associates and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITORS' RESPONSIBILITY

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

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

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 consolidated financial statements are free from material misstatement.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters, is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated financial statements.

Basis for Qualified Opinion

- 1) Attention is invited to Note no. 36 of the consolidated financial statements; the Holding Company has recognized revenue of ₹ 16,415.59 lacs on certain projects arising out of deviation in designs and/or scope of work, liquidity damage/PRS for which acceptance by the clients are awaited. The amount of such certification cannot therefore be measured reliably. In the absence of sufficient appropriate audit evidence regarding the extent to which such claims/scope variations will be accepted by the clients, we are unable to comment on the appropriateness of such revenue as recorded in the consolidated financial statements, the amounts that will be ultimately realised and the consequent impact, if any, on the reported loss for the year ended March 31, 2015 and corresponding assets and liabilities as at that time.
- 2) Attention is invited to Note no. 37 of the consolidated financial statements, regarding bank guarantee invoked by "Arabian Pipeline Projects Company" (APPCO) of ₹ 6,051.04 lacs The Holding Company has not made any provision in its consolidated

Consolidated Independent Auditors' Report (Contd...)

financial statements in respect of bank guarantee invoked. The Holding Company has filed the suit before Hon'ble City Civil Court, Ahmedabad against the invocation of bank guarantee and the Hon'ble Court has granted stay. The Holding Company has also referred the dispute to "The London Court of International Arbitration" for arbitration. In view of the pending litigation and uncertainty of outcome of such pending litigation, we are unable to quantify and comment upon the liability that may devolve on the Holding Company on account of such invoked bank guarantee. Our audit opinion on the consolidated financial statement for the year ended March 31, 2015 is qualified in respect of above matter.

- 3) Attention is invited to Note no. 38 of the consolidated financial statements regarding invocation of bank guarantee of ₹ 4,738 lacs by "Brahmaputra Cracker and Polymer Limited" (BCPL) on April 17, 2015. The Holding Company has not made any adjustment in respect of bank guarantee invoked, which constitutes departure from the Accounting Standard (AS)-4 on "Contingencies and Events Occurring After the Balance Sheet Date", specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which requires adjustment to be made in assets and liabilities for events occurring between the balance sheet date and the date on which consolidated financial statements have been approved.
- 4) Attention is invited to Note no. 39 of the consolidated financial statements, The Holding Company has reversed Interest expense of ₹ 754.11 lacs on loans from banks by way of credit to "Interest Expenses" in statement of profit and loss account for which confirmations from the bank are not made available, resulting into the understatement of loss and liabilities by ₹ 754.11 lacs.
- 5) Attention is invited to Note no. 40 of the consolidated financial statements, The Holding Company has not provided interest on amounts of ₹ 2215.02 lacs borrowed from the NBFCs as on March 31, 2015 (Previous year ₹ 5876.85 lacs). As balance confirmation and / or statement of loan accounts from NBFCs are not made available to us, we are unable to ascertain the impact of non-provision of interest on amounts borrowed from NBFCs on financial statements. The amount due to NBFCs is disclosed based on the information available with the management and subject to reconciliation.
- 6) As stated in Note no. 41 of the consolidated financial statements regarding pending confirmation of balances in respect of Trade Payables, Other Current Liabilities, Long Term Loans & Advances, Trade Receivables, Short Term Loans & Advances and Other Current Assets, we are unable to comment on the impact of arising out of reconciliation/ adjustments, if any, required upon such confirmation.
- 7) In absence of working papers on physical verification of Inventories, discrepancies, if any, between book and physical inventories could not be ascertained including effect of the same in consolidated financial statements of the Company.
- 8) As stated in note no. 42 of the consolidated financial statements regarding write back of old liabilities of ₹ 1,832.55 lacs and write off of old receivables of ₹ 923.64 lacs. In absence of adequate supporting documents, we are unable to comment on effect of the same in financial statements of the Company.
- 9) Attention is invited to Note no. 43 of the consolidated financial statements regarding uncertainties relating to recoverability of trade receivable aggregating to ₹ 12,013.96 lacs recognized in the earlier years in the respect of project which are suspended or substantially closed and where the claims are currently under negotiations/arbitration/litigation. Pending the ultimate outcome of these matters, which is presently unascertainable, no adjustments have been made in the accompanying consolidated financial statements. Our opinion is qualified in respect of this matter.
- 10) We draw attention to Note no. 44 of the consolidated financial statements regarding the assets, liabilities, revenue and expenditure of project at "Kingdom of Saudi Arabia" (KSA) accounted for in the consolidated financial statements on the basis of unaudited financial information of project at "Kingdom of Saudi Arabia" (KSA) available with the Holding Company because of the reasons stated therein. We have not carried out audit procedures to verify the financial figures of this shared project accounted for in the financial statements of the Holding Company. The financial statements of project at "Kingdom of Saudi Arabia" (KSA) are reported on the basis of management's internal assessment and legal opinion obtained by the Holding Company, and we are unable to comment and give any opinion on the transactions/balances accounted for in the books of accounts of the Holding Company.
- 11) We draw Attention to Note no. 45 of the accompanying consolidated financial statements for the year ended on March 31, 2015 regarding i) winding up petition against the Jaihind Green Energy Ltd. ii) recovery proceedings initiated by the bank against the Jaihind Infratech Projects Pvt. Ltd. for recovery of overdue principal and interest amount and loss incurred during the year by these subsidiaries, indicates the existence of material uncertainty that may cast significant doubt about the said subsidiaries ability to continue as a going concern. The appropriateness of the going concern assumption is dependent on the ability of the said subsidiaries to establish consistent profitable operations as well as raising adequate finance to meet their short term and long term obligations. The accompanying consolidated financial statements of the group for the year ended March 31, 2015 do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is qualified in respect of this matter.

Consolidated Independent Auditors' Report (Contd...)

OPINION

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors, on the financial statements of the subsidiaries and joint ventures, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, its associates and jointly controlled entity as at March 31, 2015, of their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

Attention is invited to Note no. 46 of the consolidated financial statements, regarding the Holding Company's ability to meet its financial obligations including loans, overdue loans, unpaid interest, and ability to fund obligations pertaining to operations including unpaid creditors and investment in ongoing projects for ensuring normal operations. During the year the Holding Company has incurred the net loss of ₹ 1,792.43 lacs and has loan aggregating to ₹ 2,470.97 lacs falling due over next twelve months period which also includes unpaid dues of the Holding Company as at March 31, 2015. These matters require the Group to raise such additional cash flows to the fund the operations as well as the investment obligations towards on- going projects. However the financial statements have been prepared under the assumption, considering the management's assessment to recover the dues from the customers, divestment of existing assets and management plan to get requisite funding from various other sources. Based on its assessment management is reasonably confident that the Group has the ability to raise the required cash flow, which have not been independently assessed by us. Relying on the above, no adjustments have been made in these consolidated financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditor's report of the Holding company, its subsidiaries and joint controlled entity, to whom Order applies, we give in Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by the section 143(3) of the Act, to the extent applicable, we further report that;
 - 2.1 We have sought and except for the matters described in the Basis for Qualified Opinion paragraph, we/the other auditors whose reports we have relied upon obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - 2.2 Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as appears from our examination of those books and the reports of the other auditors;
 - 2.3 The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - 2.4 Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - 2.5 The matters described in Basis for Qualified Opinion paragraph, paragraph of Emphasis of Matter and paragraph ix to statement on the matters specified in paragraphs 3 and 4 of the Order above, in our opinion, may have adverse effect on the functioning of the Group and jointly controlled entity;
 - 2.6 On the basis of written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint controlled entity, none of the directors of the Group's companies and jointly controlled entity is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - 2.7 The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above and paragraph vi, to statement on the matters specified in paragraph 3 and 4 of the Order above; and

Consolidated Independent Auditors' Report (Contd...)

2.8 With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us:

- I. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and jointly controlled entity -Refer note 28 to the consolidated financial statements.
- II. The Group and jointly controlled entity has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
- III. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and jointly controlled entity.

OTHER MATTERS

We did not audit the financial statements of the subsidiaries whose financial statements reflect total assets of ₹ 503.71 lacs as at 31st March 2015, total revenues of ₹ 386.52 lacs, total loss of ₹ 777.71 lacs and net cash outflow amounting to ₹ 43.92 lacs for the year ended on that date as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in respect of these subsidiaries is based solely on the reports of the other auditors.

We also did not audit the financial statements of joint venture, whose financial statements reflect total assets of ₹ 52.44 lacs as at 31st March 2015, total revenues of ₹ 776.41 lacs and net cash inflows amounting to ₹ 39.06 lacs for the year ended on that date as considered in the Consolidated Financial Statements. The financial statements of JPL-KBR Joint Venture has been audited by other auditor whose report has been furnished to us and our opinion in so far as it relates to the amounts included in respect of these joint venture is based solely on the report of the other auditor.

We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 (Consolidated Financial Statements) and Accounting Standard 27 (Financial Reporting of Interests in Joint Ventures) as notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014.

For R. K. DOSHI & COMPANY
Chartered Accountants
Regn. No. 102745W

30th May 2015
Ahmedabad

Shailesh A. Gathani
Partner
M. No. 049973

Annexure to Consolidated Independent Auditors' Report

Jaihind Projects Limited ('Holding Company') and its subsidiaries and jointly controlled entity incorporated in India and to whom the provisions of the Order apply (together referred to as "the Covered entities" in this report). Refer annexure A below for list of Covered entities. Our reporting, hereunder, in so far as it relates to the aforesaid subsidiaries and jointly controlled entity is based on the reports of the other auditors who audited the financial statements of these subsidiaries and jointly controlled entity

- i. a) The Holding Company and Covered entities wherever applicable have maintained the fixed assets register however the records maintained by the Holding Company and Covered entities in respect of its fixed assets are not considered to be proper in so far as these does not give full particulars of situation of assets, and location of assets.
- b) In absence of the working papers of physical verification, methodology adopted by the Holding Company and Covered entities for the verification of the fixed assets could not be ascertained.
- ii. a) As explained to us, the management of the Holding Company and Covered entities wherever applicable have conducted physical verification of inventory. However, in absence of working papers of physical verification, we are unable to comment on the adequacy of frequency of such verification/estimation.
- b) According to information and explanations provided to us, inventories at different sites have been visually quantified and the value estimated by respective site in charge. However in absence of working papers as mentioned above, we are unable to comment on the correctness of the procedure of physical verification of inventories followed by the management.
- c) In absence of working papers for the physical verification of inventories conducted by the management, we are unable to comment on the discrepancies between physical stock and book records, if any and adjustment thereof in the books of accounts.
- iii. a) The Holding Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Further, on the basis of reports of other auditors who audited the financial statement of Covered entities have not granted any loans, secured or unsecured to companies, firms or other parties covered in the registered maintained under section 189 of the Companies Act, 2013, except Jaihind Green Energy Ltd, which has granted unsecured loan to one party covered in the register maintained under section 189 of the Companies Act, 2013.
- b) The terms of the arrangements do not stipulate any repayment schedule and the loan and INT Interest is repayable on demand. Accordingly, paragraph 3 (iii) (b) of the Order is not a p applicable to the Company in respect of repayment of the principal amount.
- c) There were no overdue amounts of more than rupees one lakh in respect of the loans granted to the party covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the internal control procedures are not adequate and commensurate with the size of the Holding Company and the Covered entities and the nature of its business with regard to purchases of inventory, fixed assets and sale of goods and services. During the course of our audit we have observed instances of continuing failure to correct weaknesses in internal controls.
- v. The Holding Company and the Covered entities have not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. We have broadly reviewed the books of account relating to materials, labour and other items of costs maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act and we are of the opinion that prima facie the prescribed accounts and records wherever applicable have been made and maintained. We have, however not made detailed examinations of the records with a view to determine whether they are accurate or complete.
- vii. a) According to information and explanations provided to us and on the basis of examination of records, the Holding Company and covered entities are not generally regular in deposit of undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess (except Cess under section 441A of the Act since the aforesaid section has not yet been made effective by the Central Government) and any other statutory dues applicable to it.
- b) According to the information and explanation provided to us, in our opinion, undisputed amount payable in respect of the aforesaid due were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable are as follows
 - I. Jaihind Projects Ltd, Holding Company, Professional Tax amounting to ₹ 4.97 lacs ESIC ₹ 0.45 lacs, TCS ₹ 0.18 lacs and TDS amounting to ₹ 51.52 lacs.

Annexure to Consolidated Independent Auditors' Report (Contd...)

II. Jaihind Green Energy Limited, subsidiary company Tax deducted at source ₹ 16.86 lacs

III. Jaihind Infratech Projects Pvt. Ltd., subsidiary company Tax deducted at source ₹ 29.80 lacs

c) According to the information and explanations given to us and the records of the Holding Company and the Covered entities, the statutory dues which have not been deposited on account of any dispute are as under:

(a) Jaihind Projects Ltd, Holding Company

Name of the statute	Nature of the dues	Amount in ₹ Lacs	Period to which it relates	Forum where dispute is pending
Finance Act 1994	Service Tax	223.58	June 16, 2005 to Sep 2006	Supreme Court
Finance Act 1994	Service Tax	212.79	Oct 2006 to Sep 2007	CESTAT, Ahmedabad
Finance Act 1994	Service Tax	177.37	Oct 2007 to March 2008	CESTAT, Ahmedabad
Gujarat Commercial Tax	Commercial Tax	327.41	Year 2009-10	Deputy Commissioner of Commercial Tax (Appeals) Ahmedabad
Gujarat Commercial Tax	Commercial Tax	416.95	Year 2010-11	Deputy Commissioner of Commercial Tax (Appeals), Ahmedabad

(b) Jaihind Green Energy Limited, subsidiary company

Name of the statute	Nature of the dues	Amount in ₹ Lacs	Period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	291.55	A.Y.2012-13	Commissioner of Income Tax (Appeals), Ahmedabad

d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and the Covered entities in accordance with the relevant provisions of the Act.

viii Without considering the consequential effects, if any, of the matter(s) stated in Basis for Qualified opinion paragraph of our auditors' report, the Holding Company does not have accumulated losses at the end of the financial year but it had incurred cash losses in the current and immediately preceding financial year. Further on the basis of reports of other auditors who audited the financial statements of Covered entities (a) Two of the covered entities i.e. Jaihind Offshore services Pvt. Ltd. & Jaihind Engineering Pvt. Ltd. have been incorporated for less than five years and hence we are not required to comment under clause Viii of the Order, (b) In case of Jaihind Green Energy Ltd. it is reported that the Company does not have accumulated losses at the end of current financial year, However the Company has incurred the cash loss during the year and immediately preceding year, (c) In case of Jaihind Infratech Projects Pvt. Ltd. it is reported that the Company's accumulated losses at the end of the current financial year has more than fifty percent of its net worth. The Company has incurred the cash losses during the financial year but not in Immediately preceding year.

ix Based on our audit procedures and as per the information and explanations given by the management, the Holding Company and certain Covered entities have not paid dues to financial institutions and banks. (a) The Holding Company had executed Corporate Debt Restructuring agreement with its principal lenders. As per terms of the Corporate Debt Restructuring package, the Company was required to pay during the year under report amounting to ₹ 479.05 lacs and interest of ₹ 754.11 lacs which it has failed to pay. The Company has also defaulted in repayment of loans due to financial institutions of ₹ 2,215.02 lacs as on March 31, 2015 and interest thereon. (b) In case of Jaihind Infratech Projects Pvt. Ltd. it is reported that the company is not regular in repayment of dues and loan from bank amounting to ₹ 974.86 lacs (Previous year ₹ 1,078.29 lacs)

x. In our opinion and according to the information and explanations given to us, The Holding Company has not given guarantees for loans taken by others from banks or financial institutions except guarantee given for loan taken by its subsidiary i.e. Jaihind Infratech Projects Private Limited and the terms and conditions is not prima facie prejudicial to the interests of the Company. Further on the basis of reports of other auditor who audited the financial statements of subsidiary and jointly controlled entity, Covered entities have not given guarantees for loans taken by others from banks or financial institutions

Annexure to Consolidated Independent Auditors' Report (Contd...)

- xi In our opinion, and according to information and explanations given to us, the Holding Company and Covered entities have not raised any term loans during the year.
- xii Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements and as per the information and explanations given by the management, which we have relied upon, we report that no fraud on or by the Holding Company and the Covered entities have been noticed or reported during the year.

For R. K. DOSHI & COMPANY
Chartered Accountants
Regn. No. 102745W

30th May 2015
Ahmedabad

Shailesh A. Gathani
Partner
M. No. 049973

Consolidated Balance Sheet As At 31st March, 2015

		₹ In Lacs	
	Notes	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	975.74	975.74
(b) Reserves and Surplus	3	554.92	5,724.65
(c) Money received against share warrants		-	-
Minority Interest		(27.66)	1,195.27
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	33,902.74	38,768.40
(b) Deferred tax liabilities (Net)	5	4.54	934.40
(c) Long-term provisions	6	34.06	45.37
(3) Current Liabilities			
(a) Short-term borrowings	7	20,537.96	20,650.18
(b) Trade payables	8	3,615.22	7,884.75
(c) Other current liabilities	9	4,272.65	9,801.20
(d) Short-term provisions	10	-	0.33
Total		63,870.18	85,980.29
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		14,761.69	24,680.22
(ii) Intangible assets		7.65	14.60
(iii) Intangible assets under development		-	52.35
(b) Non-current investments	12	0.26	-
(c) Long term loans and advances	13	2,634.74	3,011.66
(d) Other non-current assets	14	-	-
(2) Current assets			
(a) Current investments	15	5.00	5.00
(b) Inventories	16	424.14	2,256.70
(c) Trade receivables	17	37,471.45	34,559.30
(d) Cash and cash equivalents	18	1,517.35	2,448.89
(e) Short-term loans and advances	13	4,796.07	11,372.97
(f) Other current assets	14	2,251.83	7,578.60
Total		63,870.18	85,980.29

SIGNIFICANT ACCOUNTING POLICIES

1

NOTES TO ACCOUNTS

28-47

As per our report of even date
 For, **R. K. Doshi & Company**
Chartered Accountants

For and on Behalf of the Board of Directors

(Shailesh A. Gathani)
Partner
 (Membership No.: 049973)
 Place : Ahmedabad
 Date : 30th May 2015

(Prakash L. Hinduja)
Chairman & Managing Director

(Gaurav P. Hinduja)
Director

Place : Ahmedabad
 Date : 30th May 2015

Consolidated Statement of Profit and Loss for the Year Ended On 31st March, 2015

			₹ In Lacs
	Notes	2014-15	2013-14
INCOMES			
Revenue from operations	19	28,826.88	32,315.48
Other income	20	2,172.29	909.85
Total Revenue		30,999.16	33,225.33
EXPENSES			
Cost of materials consumed	21	2,899.92	4,689.25
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	22	3,441.05	374.84
Contracting / Sub Contracting charges	23	18,490.90	16,589.23
Employee benefits expense	24	758.05	2,259.23
Finance costs	25	3,566.00	5,982.95
Depreciation and amortization expense	11	1,699.07	1,497.87
Other expenses	26	3,669.96	4,765.61
Total Expenses		34,524.95	36,158.98
Profit before exceptional and extraordinary items & tax		(3,525.78)	(2,933.65)
Exceptional items		-	-
Profit before extraordinary items and tax		(3,525.78)	(2,933.65)
Extraordinary items		-	-
Profit before tax		(3,525.78)	(2,933.65)
Tax expenses:			
- Current tax		-	-
- MAT Credit Entitlement			
- Deferred tax		(929.86)	(523.51)
- Short Provision for Income Tax		-	-
Profit after tax		(2,595.92)	(2,410.14)
Minority Interest		(27.66)	(166.29)
Profit for the year		(2,568.26)	(2,243.85)
Earnings per equity share:			
(1) Basic	27	(26.32)	(23.00)
(2) Diluted	27	(26.32)	(23.00)

SIGNIFICANT ACCOUNTING POLICIES

1

NOTES TO ACCOUNTS

28-47

As per our report of even date
 For, **R. K. Doshi & Company**
Chartered Accountants

For and on Behalf of the Board of Directors

(Shailesh A. Gathani)
Partner
 (Membership No.: 049973)
 Place : Ahmedabad
 Date : 30th May 2015

(Prakash L. Hinduja)
Chairman & Managing Director

(Gaurav P. Hinduja)
Director

Place : Ahmedabad
 Date : 30th May 2015

Consolidated Cash Flow Statement for the Year Ended On 31st March, 2015

		₹ In Lacs	
		2014-2015	2013-2014
A:	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit before tax and extra ordinary items	(3,525.78)	(2,933.66)
	Adjustments for :		
	Depreciation/ Amortization	1,699.07	1,497.87
	Interest income	(160.15)	(241.10)
	Unrealised Foreign Exchange Gain / Loss (Net)	-	-
	Credit Balances Written Back	(1,832.55)	468.13
	Interest and Financial Charges	3,566.00	5,982.95
	Bad Debts Written Off	923.64	-
	Loss on Sale of Fixed Assets (Net)	1,535.97	329.57
	Loss on Sale of Investments in Subsidiaries	-	-
	Operating Profit before Working Capital Changes	2,206.19	5,103.76
	Adjustments for :		
	Trade and other receivables	8,245.04	8,006.85
	Inventories	1,832.55	2,061.02
	Loans and Advances (Assets)	(1,930.01)	(97.86)
	Trade Payables and Other Liabilities	(10,447.02)	(12,568.72)
	Cash generated from Operations	(93.25)	2,505.05
	Direct taxes Paid (Net of Income Tax Refund)	199.76	(14.90)
	Cash flow before Extra Ordinary Items	106.51	2,490.15
	Extra ordinary Items	-	-
	Net Cash from Operating Activities	106.51	2,490.15
B:	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	(135.36)	(40.25)
	Change in Capital Work In Progress	-	-
	Interest received	160.15	241.10
	Proceeds from Sale of Fixed Assets	6,835.52	437.33
	Net Cash Used in Investing Activities	6,860.31	638.18
C:	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Borrowings (Net)	(4,324.51)	2,404.72
	Interest & Financial Charges Paid	(3,566.00)	(6,424.65)
	Proceeds from Preferential Allotment of Warrants	-	-
	Change in Minority Interest	(7.87)	(165.92)
	Dividend Paid (Including Corporate Dividend Tax)	-	-
	Net Cash flow from Financing Activities	(7,898.38)	(4,185.85)
	NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(931.55)	(1,057.52)
	Cash & Cash Equivalents at the beginning of the year	2,448.89	3,506.41
	Cash & Cash Equivalents at the end of the year	1,517.34	2,448.89

Notes :

- Cash Flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3: "Cash Flow Statement" as specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.
- Fixed Deposits of ₹ 1095.36 lacs (P. Y.: ₹ 1867.91 lacs) under lien with banks for bank guarantees in respect of contracts and letter of credit facilities.
- The Previous year's figures have been regrouped / rearranged wherever necessary.

4. Components of Cash and cash equivalents:-	2014-15	2013-2014
Cash on hand	18.17	62.40
With Banks:		
- on current accounts	199.96	58.16
- on unpaid dividend accounts	7.12	7.14
- on deposit accounts	1,292.09	2,321.19
Total Cash and cash equivalents	1,517.34	2,448.89

As per our report of even date

For, **R. K. Doshi & Company**

Chartered Accountants

For and on Behalf of the Board of Directors

(Shailesh A. Gathani)

Partner

(Membership No.: 049973)

Place : Ahmedabad

Date : 30th May 2015

(Prakash L. Hinduja)

Chairman & Managing Director

(Gaurav P. Hinduja)

Director

Place : Ahmedabad

Date : 30th May 2015

Notes to Consolidated Financial Statements

1. Significant Accounting Policies

1.1 Basis of Preparation of Consolidated Financial Statements

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013

1.1.1 The Subsidiaries (which along with Jaihind Projects Limited, the parent, constitute the Group) considered in the preparation of these Consolidated Financial Statements are:

Name	Country of Incorporation	Percentage of ownership interest as at March, 31	
		2015	2014
Jaihind Infratech Projects Pvt. Ltd.	India	97.06	97.06
Jaihind Green Energy Ltd.	India	100	100
Jaihind Offshore Services Pvt. Ltd.	India	100	100
Jaihind Engineering Pvt. Ltd.	India	100	100

Newton Solar Pvt Ltd was considered in preparation of consolidated financial statements for the year ended 31st March, 2014, but subsequently parent company ceased to have management control in the said company and hence it is excluded in consolidation of financial statements for the year ended 31st march, 2015.

1.1.2 Interest in Joint Ventures:

The Group's interest in joint venture is accounted for using proportionate consolidation. The Group's interests in jointly controlled entity (incorporated Joint Venture) are:

Name	Country of Incorporation	Percentage of ownership interest as at March, 31	
		2015	2014
1 JPL-KBR Joint Venture	India	51%	51%

Tehran Jonoob-Jaihind Consortium (98% ownership interest) and Jpl- Morpol Consortium (50% ownership interest) were considered in preparation of consolidated financial statements for the year ended March 31, 2014, but subsequently from April 1, 2014 joint venture have been terminated and hence not included in consolidation of financial statements for the year ended March 31, 2015.

1.2 Principles of Consolidation

Investment in subsidiaries are accounted in accordance with accounting principles as defined in the AS 21 "Consolidated financial statements", and AS 27 "Financial Reporting of Interests in Joint Ventures", notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The consolidated financial statements are prepared on the following basis;

- The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting standard (AS) 21- Consolidated Financial Statements".
- Interest in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard (AS) 27- "Financial Reporting of Interest in Joint Ventures".
- Minority Interest' share of net profit of consolidated subsidiaries is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

1.3 Investment other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investment".

1.4 Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the Standalone Financial Statements of Jaihind Projects Limited.

Notes to Consolidated Financial Statements (Contd...)

2. SHARE CAPITAL

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Authorized		
2,50,00,000 (Previous Year 2,50,00,000) Equity Shares of ₹ 10 each	2,500.00	2,500.00
	2,500.00	2,500.00
Issued, Subscribed & Paid up		
97,57,443 (Previous Year 97,57,443) Equity Shares of ₹ 10 each	975.74	975.74
Total	975.74	975.74

The Company has only one class of shares referred to as equity shares having par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholder holding more than 5% shares is set out as below:

Name of Shareholders	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Prakash L Hinduja	1,356,249	13.90%	1,356,249	13.90%
Dcom Systems Limited	3,760,997	38.54%	4,360,997	44.69%
SREI Equipment Finance Limited	600,000	6.15%	-	0.00%
Neeta P Hinduja	621,109	6.36%	621,109	6.36%

The reconciliation of the number of shares outstanding is set out as below:

	As at March 31, 2015		As at March 31, 2014	
	No. Lacs	₹ In Lacs	No. Lacs	₹ In Lacs
Number of Equity Shares outstanding at the beginning of the year	97.57	975.74	97.57	975.74
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Number of Equity Shares outstanding at the end of the year	97.57	975.74	97.57	975.74

Notes to Consolidated Financial Statements (Contd...)

3. RESERVES AND SURPLUS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
a. Capital Reserves		
Opening Balance	203.82	154.35
Add : Transfer from settlement of loan	235.00	49.48
Closing Balance	438.82	203.83
b. Securities Premium		
Opening Balance	3,363.70	3,363.70
Add : Receipts on issue of Share warrants	-	-
Closing Balance	3,363.70	3,363.70
c. General Reserve		
Opening Balance	222.99	222.99
Add: Transferred from Surplus	-	-
Closing Balance	222.99	222.99
d. Foreign Currency Translation Reserve		
Opening Balance	309.79	457.14
Add: Exchange fluctuation on non-monetary foreign integral operations	(2,049.47)	(147.35)
Less: Written Back in Current Year	-	-
Closing Balance	(1,739.68)	309.79
e. Surplus		
Opening balance	1,624.34	3,868.19
Add: Profit for the year	(3,236.59)	(2,243.85)
Less: Written Depreciation	(3.13)	-
Amount available for Appropriations	(1,615.37)	1,624.34
Appropriations:		
Adjustments relating to Fixed Assets	115.54	-
Closing Balance	(1,730.91)	1,624.34
Total	554.92	5,724.65

- 1) The Company has outstanding loan amount from Bajaj Finance Ltd. of ₹ 635.41 lacs. The company has made settlement with Bajaj finance ltd for ₹ 370.00 lacs. As a result of which company has transferred the principal portion of ₹ 235.00 lacs to capital reserve and interest portion of ₹ 30.42 lacs to Statement of profit and loss account under the head of "Other Income"
- 2) Consequent to the introduction of Schedule II to the Companies Act, 2013, the useful lives of certain fixed assets has been revised. Accordingly ₹ 115.54 lacs representing carrying value of the fixed assets with revised useful life as NIL, has been adjusted against opening balance of Statement of Profit and Loss as on 1 April 2014.

4. LONG-TERM BORROWINGS

₹ In Lacs

Particulars	Non Current portion		Current maturities	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Term Loans- Secured				
From Banks				
Rupee Loans	25,208.93	25,849.19	1,614.97	836.15
Foreign Currency Loans	3,972.84	4,536.40	856.00	812.28
From Financial Institutions	2,215.02	5,876.85	-	-
Term Loans- Unsecured				
Loan from Promoters	2,505.96	2,505.96	-	-
	33,902.74	38,768.40	2,470.97	1,648.43
Amount disclosed under the head "Other Current Liabilities" (Note 9)	-	-	(2,470.97)	(1,648.43)
Total	33,902.74	38,768.40	-	-

Notes to Consolidated Financial Statements (Contd...)

- 1) The Holding Company had executed a Corporate Debt Restructuring (CDR) agreement with its principal lenders comprising of IDBI Bank, Canara Bank, SBI, Indian Bank, Bank of Baroda and SREI Equipment Finance Pvt. Ltd. The CDR Cell approved the package for restructuring of loans worth ₹ 705.43 Crores which is repayable in 32 quarterly instalments commencing from 30th November 2014 to be fully repaid by 31st August 2022 in the manner shown below:

Year	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Proportion of repayment	2%	5%	8%	14%	15%	16%	16%	16%	8%

The rates of interest during tenure of loan shall be as under:

	1 – 3 years	4 – 6 years	7 – 10 years
Proportion of repayment	10.50%	12.00%	13.50%

Lender-wise breakup is as under:

Bank	Amount in ₹ Crores
IDBI	188.09
Canara Bank	127.13
State Bank of India	97.19
Indian Bank	108.55
Bank of Baroda	135.88
SREI	48.59
Total	705.43

The package has been implemented by all lenders except SBI which is in the process of implementation.

Security Details

- WC / WCTL / FITL are secured by first charge on pari passu basis on current assets, unencumbered movable assets with consortium member banks, mortgage of office at Venus Atlantis, Prahladnagar, Ahmedabad, pledge of FDs worth ₹ 6.23 Crores, assignment of LIC policies of Shri P. L. Hinduja and second charge on all assets of solar project ranking pari passu.
 - Term Loans of SBI and SREI are secured by exclusive charge over specific equipment's purchase out of loan.
 - Common security for all CDR lenders – Negative lien on agricultural land at Panvel (Kumbhivali) owned by the Company, mortgage of five flats at Sabarmati, pledge of entire promoters' shareholding, except already pledged, personal guarantee of Shri P. L. Hinduja, Shri Gaurav Hinduja and Smt. Nita Hinduja, Corporate Guarantee of holding company, DCOM Systems Ltd and Corporate Guarantees of Subsidiaries viz. Jaihind Infratech Projects Pvt. Ltd. and Jaihind Green Energy Ltd.
 - As per the terms of the Corporate Debt Restructuring Package, the Holding Company was required to pay during the year under report ₹ 479.05 Lacs and interest of ₹ 754.11 Lacs which it has failed to pay. The present status of the package- The accounts has become classified as Non Performing Assets by the banks.
- Term loans External Commercial Borrowings (ECBs) for part finance for the Solar photovoltaic Based Power Plant [total outstanding - USD 8.25 Million (Previous year: USD 9.625 Million)] are secured against the 5 MW Solar Power Plant. The loans are repayable, in 18 equal half yearly instalments commencing at the end of 18th month from the date of first disbursement. i.e. 21st November 2011. Therefore four instalments paid till March 31, 2015. The company has secured the first 11 instalments from currency risk by taking forward covers. The remaining instalments are auto hedged by expected future foreign currency inflows matching the loan repayment obligation.
 - Loans from Financial Institutions for purchase of Vehicles and Machineries [total outstanding - ₹ 2215.02 Lacs (Previous year: ₹ 5876.85 Lacs)] are secured against the Vehicles and Machineries purchased out of those loans. These loans are treated as a Non Performing assets by Financial Institutions
 - The promoters brought ₹ 2505.96 Lacs as a promoters' contribution as per term condition of CDR to be converted into equity later on.

Notes to Consolidated Financial Statements (Contd...)

5. DEFERRED TAXES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Deferred Tax Assets		
Opening Balance	2,638.73	1,863.89
Current year's Carry Forward loss	934.40	774.84
Deferred Tax Assets	3,573.13	2,638.73
Deferred Tax Liabilities		
Opening Balance	3,573.13	3,321.80
Difference in Depreciation	4.54	251.33
Disallowance u/s Sec 43B	-	-
Deferred tax Liabilities	3,577.67	3,573.13
Deferred Tax Liabilities (Net)	4.54	934.40

6. LONG TERM PROVISIONS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Provision for Employee Benefits		
Provision for gratuity (Note 31)	34.06	45.37
Total	34.06	45.37

7. SHORT-TERM BORROWINGS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Secured:		
Working Capital Loan from Banks		
Rupee Loans	16,139.89	15,417.52
Foreign Currency Loans	3,433.87	3,283.14
	19,573.76	18,700.66
Unsecured:		
Loan from directors	5.51	5.51
Loan From Financial Institutions	958.69	1,944.01
	964.20	1,949.52
Total	20,537.96	20,650.18

- Working Capital loan from banks are part of the CDR package referred to in Note 4 (1)
- Working Capital loan from banks are primarily secured against hypothecation of current assets and collaterally against immovable properties, plant & machineries, Fixed Deposits and also personal guarantees of directors.
- Foreign currency loans is taken by the Holding Company for the project at Kingdom of Saudi Arabia shared with "Arabian Pipeline Projects Company" which is under disputes and matter is referred to "London Court of International Arbitration" (Refer note no.44 of the consolidated financial statements)
- Loan from directors and shareholders are interest free and repayable on demand.
- Unsecured Loan from Financial Institution and other carries interest @11% - 14% and repayable on demand.

Notes to Consolidated Financial Statements (Contd...)

8. TRADE PAYABLES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Trade payables (Note 30)	3,615.22	7,884.75
Total	3,615.22	7,884.75

9. OTHER CURRENT LIABILITIES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Current maturities of long term borrowings	2,470.97	1,648.43
Interest accrued but not due on borrowings	-	90.87
Interest accrued and due on borrowings	-	78.30
Unclaimed dividend	7.12	7.14
Advances from customers	38.00	5,202.85
Deposits and retention money	661.47	390.92
*Other payables	1,095.09	2,382.69
Total	4,272.65	9,801.20

* Other payables include Government Dues, taxes payable and salary deduction payable

10. SHORT TERM PROVISIONS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Provision for Taxation	-	0.33
Total	-	0.33

11. FIXED ASSETS

₹ In Lacs

Sr. No.	Asset	Gross Block (At Cost)				Depreciation/Amortisation				Net Block		
		As At April 01, 2014	Additions	Deletions/ Adjustments	As At March 31, 2015	As At April 01, 2014	For the Year	Adjustment for Depreciation as per note No. 3.2	Deletions/ Adjustments	As At March 31, 2015	As At March 31, 2015	As At March 31, 2014
a	Tangible Assets:											
	Land	323.96	-	10.00	313.96	-	-	-	-	-	313.96	323.96
	Buildings	2,106.68	-	117.45	1,989.23	125.73	33.90	-	7.84	151.79	1,837.44	1,980.95
	Plant and Equipments	25,837.02	134.70	9,975.71	15,996.01	4,424.86	1,458.56	112.31	1,883.13	4,112.60	11,883.41	21,412.16
	Furniture and Fixtures	313.13	-	0.43	312.70	148.61	57.27	0.64	0.15	206.37	106.33	164.52
	Computers	282.01	0.66	0.68	281.99	211.36	19.24	2.59	0.33	232.86	49.13	70.65
	Construction Vehicles	1,314.64	-	49.30	1,265.34	586.66	123.15	-	15.89	693.92	571.42	727.98
b	Total	30,177.44	135.36	10,153.57	20,159.23	5,497.22	1,692.12	115.54	1,907.34	5,397.54	14,761.69	24,680.22
	Intangible Assets:											
	Computer software	98.12	-	-	98.12	83.52	6.95	-	-	90.47	7.65	14.60
c	Total	98.12	-	-	98.12	83.52	6.95	-	-	90.47	7.65	14.60
	Total (a+b)	30,275.56	135.36	10,153.57	20,257.35	5,580.74	1,699.07	115.54	1,907.34	5,488.01	14,769.34	24,694.82
	Intangible assets under development	52.35	-	52.35	-	-	-	-	-	-	-	52.35
	Grand Total	30,327.91	135.36	10,205.92	20,257.35	5,580.74	1,699.07	115.54	1,907.34	5,488.01	14,769.34	24,747.17
	Previous Year	31,471.21	40.24	1,183.54	30,327.91	4,341.58	1,497.87	-	258.71	5,580.74	24,747.17	27,129.61

Notes to Consolidated Financial Statements (Contd...)

12. NON CURRENT INVESTMENTS

	As at March 31, 2015	As at March 31, 2014
Trade Investments (Valued at Cost unless stated otherwise)		
Investment in Equity Instruments of Subsidiaries (Unquoted)		
2,600 Nos (Previous Year: 2,600) of Equity Shares of Rs. 10/- each fully paid up in Newton Solar Private Limited	0.26	-
Total	0.26	-
Aggregate amount of unquoted investments	0.26	-

13. LOANS AND ADVANCES

₹ In Lacs

	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Unsecured, Considered good				
Capital advances	-	326.23	-	-
Security deposits	1,920.68	1,947.39	78.39	280.00
Loans and advances to Subsidiaries	-	1.41	-	-
Advances recoverable in cash or kind	-	22.57	3,078.60	9,228.09
Other loans and advances	-	-	-	-
Prepaid expenses	-	-	105.06	131.57
Loans to employees	-	-	2.16	1.36
MAT Credit Entitlement	714.06	714.06	-	-
Balances with Government authorities	-	-	1,531.86	1,731.95
Total	2,634.74	3,011.66	4,796.07	11,372.97

14. OTHER ASSETS

₹ In Lacs

	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Others (Unsecured, Considered good)	-	-	-	-
Deposits and Retention money	-	-	1,875.45	2,210.74
Interest accrued on fixed deposits	-	-	204.09	155.34
Others	-	-	172.30	5,212.52
Total	-	-	2,251.83	7,578.60

15. CURRENT INVESTMENTS

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Non-trade Investment (Valued at Cost unless stated otherwise)		
Investments in Mutual Funds (Quoted)		
AXIS Equity Fund- Dividend Plan (Market Value - ₹ 7.60 lacs & in Previous Year - ₹ 6.025 Lacs)	5.00	5.00
50000 units (Previous Year: 50000) of ₹ 10 each fully paid up	-	-
Total	5.00	5.00

16. INVENTORIES

₹ In Lacs

	As at March 31, 2015	As at March 31, 2014
Materials and components	247.37	868.91
Stores and spares	91.16	310.75
Loose Tools	24.33	82.94
Work in Progress	61.29	994.09
Total	424.14	2,256.70

Notes to Consolidated Financial Statements (Contd...)

17. TRADE RECEIVABLES		₹ In Lacs
	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	20,725.35	13,329.32
Other receivables	16,746.09	21,229.98
Total	37,471.45	34,559.30

18. CASH AND CASH EQUIVALENTS		₹ In Lacs
	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents		
Balances with banks		
Indigenous Current Accounts	198.96	57.20
Foreign Bank Current accounts	1.00	0.96
On Unpaid Dividend accounts	7.12	7.14
Deposits with original maturity*	1,292.09	2,321.19
Cheques, drafts on hand	-	-
Cash on hand	-	-
Head Office	17.27	54.75
Foreign Branch	0.90	7.65
Others	-	-
Total	1,517.35	2,448.89

* Includes deposits of ₹ 1095.36 Lacs (P. Y.: ₹ 1867.91 Lacs) under lien with banks for bank guarantees in respect of contracts and letter of credit facilities.

19. REVENUE FROM OPERATIONS		₹ In Lacs
	2014-15	2013-14
Contract & Sales Revenue	28,827.40	32,315.48
Share of profit /loss from joint ventures (net)	(0.52)	-
Total	28,826.88	32,315.48

20. OTHER INCOME		₹ In Lacs
	2014-15	2013-14
Interest on Fixed Deposits	160.15	241.10
Balance Written Back	1,832.55	-
Miscellaneous Income	179.58	668.75
Total	2,172.29	909.85

21. COST OF MATERIALS CONSUMED		₹ In Lacs
	2014-15	2013-14
Opening Stock	1,262.60	3,002.55
Purchases during the year	2,061.46	2,949.30
	3,324.06	5,951.85
Less: Closing Stock	424.14	1,262.60
Total	2,899.92	4,689.25

22. CHANGE IN INVENTORIES OF WORK IN PROGRESS		₹ In Lacs
	2014-15	2013-14
Work in Progress at the end of the year	61.38	4,386.78
Work in Progress at the beginning of the year	3,502.41	4,761.62
Total	3,441.04	374.84

Notes to Consolidated Financial Statements (Contd...)

23. CONTRACTOR/ SUB CONTRACTING CHARGES

₹ In Lacs

	2014-15	2013-14
Contractor/Subcontractor Charges	18,490.90	16,589.23
Total	18,490.90	16,589.23

24. EMPLOYEE BENEFITS EXPENSE

₹ In Lacs

	2014-15	2013-14
Salaries, Wages and Bonus	685.16	2,135.72
Contribution to Provident and Other Funds	7.20	19.72
Staff Welfare Expenses	65.69	103.79
Total	758.05	2,259.23

25. FINANCE COSTS

₹ In Lacs

	2014-15	2013-14
Interest expense		
To Banks	3,350.71	3,927.61
To Others	1.60	1,619.88
Other borrowing costs/Finance Charges	213.69	435.46
Total	3,566.00	5,982.95

26. OTHER EXPENSES

₹ In Lacs

	2014-15	2013-14
Rent	80.74	193.54
Travelling Expenses	68.64	205.26
Insurance charges	19.54	58.38
Repairs & Maintenance	109.68	179.75
Professional Fees	94.43	193.39
Payment to Auditor	10.48	30.23
Rate, Duties & Taxes	37.42	102.69
Telephone expenses	17.12	56.72
Power and Fuel	33.73	39.51
Legal Expenses	56.96	39.64
Stationery and Printing Expenses	9.97	21.67
Loss on sale of Fixed Assets (Net)	1,535.97	329.57
Tender Fees	2.29	5.34
Donation	0.26	1.66
Directors' Sitting Fees	0.20	0.90
Miscellaneous Expenses	63.07	593.96
Brokerage and Commission	-	32.83
Balances write off	923.64	-
Site Expenses	345.14	683.35
Machinery Rent-Hire Charges	260.69	1,997.22
Total	3,669.96	4,765.61

Payment to auditor:

₹ In Lacs

	2014-15	2013-14
For Statutory Audit	14.13	14.13
For Other Services	6.38	16.10
For Reimbursement of Expenses	-	-
Total	20.51	30.23

Notes to Consolidated Financial Statements (Contd...)

27. Earnings per Share :

		₹ In Lacs	
		2014-15	2013-14
Earnings for the purpose of basic and diluted earnings per share (Net Profit for the year) (₹)	A	(2,568.26)	(2,243.85)
Number of Equity Shares Outstanding at the Beginning of the year		97.57	97.57
Number of Equity Shares issued during the year		-	-
Number of Equity Shares at the end of the year		97.57	97.57
Weighted average number of Equity Shares outstanding during the year for computing basic earnings per share	B	97.57	97.57
Add: effect of dilutive issue of shares/options		-	-
Weighted average number of Equity Shares outstanding during the year for computing dilutive earnings per share	C	97.57	97.57
Nominal value per equity share (₹)		10.00	10.00
Basic earnings per share (₹)	A/B	(26.32)	(23.00)
Dilutive earnings per share (₹)	A/C	(26.32)	(23.00)

28. Contingent Liabilities not provided for :

		₹ In Lacs	
		As at 31.03.2015	As at 31.03.2014
Disputed Service Tax demand		613.74	613.74
Disputed Works Contract Tax		744.36	85.23
Disputed demand of Income Tax Authority		291.55	49.05
Guarantees given by bankers on behalf of the Company		9,942.01	17,321.01
Bank Interest not provided		754.11	-

29. Interests in Joint Ventures:

The Group's interests in jointly controlled entities are:

Sr. No.	Name of Joint Ventures	Description of interest	Proportion of ownership interest as at 31 st March, 2015	Proportion of ownership interest as at 31 st March, 2014	Country of Residence
1	JPL-KBR Joint Venture	Laying of Sewerage line contract entered with Bangalore Water Supply And Board-Bangalore	51%	51%	India

Tehran Jonoob-Jaihind Consortium (98% ownership interest) and Jpl- Morpol Consortium (50% ownership interest) were considered in preparation of consolidated financial statements for the year ended 31st March, 2014, but subsequently from April 1, 2014 joint venture have been terminated and hence not included in consolidation of financial statements for the year ended 31st march, 2015.

30. Micro, Small and Medium scale business entities:

There are no dues to Micro & Small Enterprises as at 31st March 2014. This information required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

Notes to Consolidated Financial Statements (Contd...)

31. Employee Benefits:

The disclosures required under Accounting Standard 15 (Revised) "Employee Benefits" notified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 are given below:

Defined Contribution Plan

Amount towards Defined Contribution Plan have been recognised under "Contribution to Provident and Other Funds" in Note 24: ₹ 7.20 Lacs (Previous Year- ₹ 19.72 Lacs).

Defined Benefit Plans

The Company has defined benefit plans for gratuity to eligible employees. The details of these defined benefit plans recognised in the financial statements are as under:

General Description of the Plan:

The Company operates a defined benefit plan (the Gratuity Plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and the tenure of employment.

₹ In lacs

Particulars	Gratuity	
	2014-2015	2013-2014
i. Expenses recognized in Profit & Loss Account for the period ended March 31, 2015		
Current service cost	5.65	5.18
Interest Cost	3.95	3.84
Expected return on Plan Assets	-	-
Net actuarial Losses/ (Gains)	(14.24)	(4.22)
Total Expenses	(4.64)	4.80
ii. Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation		
Opening Defined Benefit Obligation as on April 1, 2014	45.37	51.47
Service cost	5.65	5.18
Interest cost	3.94	3.84
Actuarial Losses/ (Gains)	(14.24)	(4.22)
Losses /(Gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Benefits paid	(6.66)	(10.90)
Closing Defined Benefit Obligation as at March 31, 2015	34.06	45.37
iii. Reconciliation of Opening and Closing balances of changes in fair value of Plan Assets		
Opening fair value of Plan Assets as at April 1, 2014	-	-
Expected return on Plan Assets	-	-
Actuarial Losses /(Gains)	-	-
Assets distributed on settlements	-	-
Contributions by employer	-	-
Benefits paid	-	-
Closing balance of fair value of Plan Assets as at March 31, 2015	-	-
iv. Net Liability recognized in the Balance Sheet as at March 31, 2015		
Defined Benefit Obligation	34.06	45.37
Fair Value of Plan Assets	-	-
Present Value of Unfunded Obligation recognized as liability as at March 31, 2015	(34.06)	(45.37)

Notes to Consolidated Financial Statements (Contd...)

Particulars	Gratuity	
	2014-2015	2013-2014
v Actual Return On Plan Assets		
vi Actuarial Assumptions		
Discount Rate (%)	7.80%	9.10%
Expected rate of return on Plan Assets	N.A.	N.A.
Expected rate of salary increase (6.5%)	6.50%	6.50%
Mortality	Indian Assured Lives Mortality (2006-08) Ult.	
Withdrawal Rates	5% at younger ages reducing to 1% at older age	
Retirement Age	60 Years	
Actuarial Valuation Method	Projected Unit Credit Method	

vii Net Asset/(Liability) recognized in Balance Sheet (including experience adjustment impact)

	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of Defined Benefit Obligation	34.06	45.37	51.48	105.59	124.74
Fair Value of Plan Assets	-	-	-	-	-
Status [Surplus/(Deficit)]	(34.06)	(45.37)	(51.48)	(105.59)	(124.74)
Experience Adjustment on Plan Liabilities	(18.64)	(0.41)	(53.42)	(17.41)	54.55

32. Segment Reporting:

The Company operates in a single business segment i.e. "Laying of Pipes". In the context of Accounting Standard 17, on Segment Reporting specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014, it is considered to constitute one single primary segment.

33. Derivative Instruments:

The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

(i) Outstanding Forward Exchange Contracts entered into by the Company on account of borrowings:

As at	No. of Contracts	US \$ Equivalent (Lacs)	INR Equivalent (₹ In Lacs)
March 31, 2015	7	48.13	3,012.50
March 31, 2014	9	61.88	3,718.68

Expenditure on account of premium on forward exchange contracts recognized in the profit and loss account aggregates to ₹ 207.11 lacs (Previous year: ₹ 176.95 lacs).

(ii) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at 31.03.2015		As at 31.03.2014	
	US \$ Equivalent (Lacs)	INR Equivalent (₹ In Lacs)	US \$ Equivalent (Lacs)	INR Equivalent (₹ In Lacs)
Bank Borrowings	34.37	2,151.25	34.37	2,065.93

Notes to Consolidated Financial Statements (Contd...)

34. DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCES AS ON 31st MARCH, 2015

Related Party Transactions summary		Enterprises where control exists		Key Management Personnel		Relatives of Key Management Personnel		Total (₹ In Lacs)	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Part 1 : Transaction during the year with related parties									
1 Services Rendered/ Sale of material		263.05	-	-	-	-	-	263.05	-
DCOM Systems Limited		263.05	-	-	-	-	-	263.05	-
2 Remuneration		-	-	69.60	69.60	-	-	69.60	69.60
Mr. Prakash L. Hinduja		-	-	24.00	24.00	-	-	24.00	24.00
Mr. Gaurav P. Hinduja		-	-	24.00	24.00	-	-	24.00	24.00
Mr. Mukesh Keswani		-	-	-	-	-	-	-	-
Mr. P. Tiwari		-	-	21.60	21.60	-	-	21.60	21.60
Mrs. Nita P. Hinduja		-	-	-	-	-	-	-	-
3 Loans Taken		-	177.00	-	307.27	-	-	-	484.27
Mr. Prakash L. Hinduja		-	-	-	162.27	-	-	-	162.27
Mr. Gaurav P. Hinduja		-	-	-	145.00	-	-	-	145.00
DCOM Systems Limited		-	177.00	-	-	-	-	-	177.00
4 Loans Repaid		-	110.10	-	-	-	7.37	-	117.47
Mr. Prakash L. Hinduja		-	-	-	-	-	-	-	-
DCOM Systems Limited		-	110.10	-	-	-	-	-	110.10
Mrs. Nita P. Hinduja		-	-	-	-	-	1.55	-	1.55
Mrs. R. L. Hinduja		-	-	-	-	-	5.82	-	5.82
5 Expenses Recovered		-	-	-	-	-	-	-	-
DCOM Systems Limited		-	-	-	-	-	-	-	-
6 Advances for Expenses		-	-	0.57	7.50	-	-	0.57	7.50
Mr. Gaurav P Hinduja		-	-	-	3.98	-	-	-	3.98
Mr. Prakash L. Hinduja		-	-	-	3.52	-	-	-	3.52
Mr. P. Tiwari		-	-	0.57	-	-	-	0.57	-
7 Rent Received		-	3.64	-	-	-	-	-	3.64
DCOM Systems Limited		-	3.64	-	-	-	-	-	3.64
8 Rent Paid		-	-	-	-	-	-	-	-
DCOM Systems Limited		-	-	-	-	-	-	-	-
9 Sale of Assets		-	-	-	-	-	-	-	-
Enprocon Enterprise Ltd.		-	-	-	-	-	-	-	-
10 Dividend Paid		-	-	-	-	-	-	-	-
11 Money Received Against Share Warrants		-	-	-	-	-	-	-	-

Notes to Consolidated Financial Statements (Contd...)

Related Party Transactions summary	Enterprises where control exists		Key Management Personnel		Relatives of Key Management Personnel		Total (₹ In Lacs)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Part 2 : Balance at the end of the period								
1 Payable	19.73	-	-	-	-	-	19.73	-
Enprocon Enterprise Ltd.	19.73	-	-	-	-	-	19.73	-
2 Receivable	913.49	727.28	-	-	-	-	913.49	727.28
DCOM Systems Limited	913.49	727.28	-	-	-	-	913.49	727.28
3 Loans Taken	2,425.96	2,425.96	489.41	489.41	-	-	2,915.37	2,915.37
Mr. Prakash L. Hinduja	-	-	344.41	344.41	-	-	344.41	344.41
Mr. Gaurav P Hinduja	-	-	145.00	145.00	-	-	145.00	145.00
DCOM Systems Limited	2,425.96	2,425.96	-	-	-	-	2,425.96	2,425.96
Mrs. Nita P. Hinduja	-	-	-	-	-	-	-	-
Mrs. R. L. Hinduja	-	-	-	-	-	-	-	-
4 Advances for Expenses	-	-	0.22	-	-	-	0.22	-
Mr. Prakash L. Hinduja	-	-	-	-	-	-	-	-
Mr. Gaurav P Hinduja	-	-	-	-	-	-	-	-
Mr. P. Tiwari	-	-	0.22	-	-	-	0.22	-
5 Remuneration Payable	-	-	74.47	39.15	-	-	74.47	39.15
Mr. Prakash L. Hinduja	-	-	34.99	16.93	-	-	34.99	16.93
Mr. Gaurav P Hinduja	-	-	36.10	17.61	-	-	36.10	17.61
Mr. P. Tiwari	-	-	3.38	4.61	-	-	3.38	4.61

35. Disclosure in respect of incomplete contracts in accordance with Accounting Standard-7 (Revised):

	₹ In Lacs	
	2014-15	2013-14
(a) Contract revenues*	3,499.26	45,374.07
(b) Aggregate costs incurred and recognized profits (less recognized losses) to date for contract in progress	3,177.84	46,115.11
(c) Advances received	-	158.78
(d) Retention Money	211.99	446.12
(e) Gross amount due from customers for contract work	890.90	5,618.91
(f) Gross amount due to customers for contract work	-	2,072.82

* Contract revenue excludes claim raised on different clients which are neither acknowledged/approved/certified by the clients nor recoverability of which is ascertainable amounting to ₹ 16,415.59 lacs and the cost incurred thereon.

36. Revenue of ₹ 16,415.59 lacs pertains to the work executed by the Holding Company, claims for fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental, etc. These claims have been raised based on actual work execution, terms of contract and generally accepted business practice, for which Holding Company is at various stage of negotiation/discussion on a continuing basis. The Holding Company is also pursuing simultaneously option of arbitration. The Holding Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of approval/acceptance of the claims.

37. The Holding Company was awarded project execution work of "Saline Water Conversion Corporation" (SWCC) at Kingdom of Saudi Arabia jointly with "Arabian Pipeline Projects Company" (APPCO). As per the terms of the contract the Holding Company had provided bank guarantee to "Arabian Pipeline Projects Company" (APPCO) and "Arabian Pipeline Projects Company" (APPCO) provided collective bank guarantee to "Saline Water Conversion Corporation" (SWCC). The Holding Company

Notes to Consolidated Financial Statements (Contd...)

successfully executed the project for two and half year. However "Arabian Pipeline Projects Company" (APPCO) was failing to provide the site clearance as per agreed terms in time and as a result the Holding Company was not able to execute its part of contract. The project was proceeding slowly for no fault of the Holding Company, resulted into cash crunch at Kingdom of Saudi Arabia site due to less turnover against the resources deployed without improvising/ making good the deficiencies and draw back on the part of "Arabian Pipeline Projects Company" (APPCO), the Holding Company was issued notices by "Arabian Pipeline Projects Company" (APPCO) for various alleged defaults. To resolved the differences an understanding was arrived at between the Holding Company and "Arabian Pipeline Projects Company" (APPCO) for execution of balance work by "Arabian Pipeline Projects Company" (APPCO). However "Arabian Pipeline Projects Company" (APPCO) could not execute the project satisfactorily and the progress of the work became very slow. The "Arabian Pipeline Projects Company" (APPCO) instead of improving upon its function at Kingdom of Saudi Arabia site, invoked Bank Guarantee of ₹ 6,051.04 lacs given by the Holding Company against the terms and condition of understanding. The Holding Company believes that this invocation is in violation of the terms of the agreement entered into with the "Arabian Pipeline Projects Company" (APPCO), moreover "Saline Water Conversion Corporation" (SWCC) has not invoked Bank Guarantee. The Holding Company has disputed the bank guarantee invocation by "Arabian Pipeline Projects Company" (APPCO) before Hon'ble Civil Court, Ahmedabad. The Civil Court has granted stay on payment of bank guarantee till the final disposal of the suit. The Holding Company has also referred the matter for arbitration before "The London Court of International Arbitration" as provided in the terms of contract. Pending the legal proceedings in the above matter, the Holding Company has not given effect to the bank guarantee invoked by the "Arabian Pipeline Projects Company" (APPCO).

38. In respect of the contract work awarded by "Brahmaputra Cracker and Polymer Limited" (BCPL), the Holding Company has raised claims of ₹ 39,899.91 lacs on "Brahmaputra Cracker and Polymer Limited" (BCPL) on account of client caused delay, deviation in design and change in scope of work etc. which are disputed by the client. The Holding Company has referred the matter to arbitration. In the meantime "Brahmaputra Cracker and Polymer Limited" (BCPL) has invoked the bank guarantee of ₹ 4,738 lacs on April 17, 2015. Since the matter is pending before arbitration the Holding Company has not given effect to the Assets and Liabilities as required under Accounting Standard (AS)-4 on "Contingencies and Events Occurring after the Balance Sheet Date", issued by the ICAI.
39. The Holding Company had executed CDR agreement with its principal lenders but could not comply with the terms of the scheme for repayment of principal and interest, resulting into account become NPA. Hence, the Holding Company has reversed Interest expense of ₹ 754.11 lacs on loans from banks by way of credit to "Interest Expenses" in statement of profit and loss account.
40. The Holding Company could not repay principal and interest due to NBFCs as per the terms of the sanction since January-2015 resulting into account becoming NPA. Hence no provision of interest on amount borrowed from NBFCs aggregating to ₹ 2,215.02 lacs as on March 31, 2015 (Previous year ₹ 5,876.85 lacs) has been made.
41. The Holding Company and covered entities are yet to obtain balance confirmations from the debtors, creditors and parties to whom advances and deposits have been given. Adjustments, if necessary, will be made on receipt thereof.
42. There were old outstanding liabilities amounting to ₹ 1,832.55 lacs which were disputed / agitated by the Company for various reasons. There were old receivables and dues of ₹ 923.64 lacs which were in disputes. The Company had continuous verbal and written communication / representation and follow up without any success. These dues and receivables are older than three years. Based on the internal assessment and a legal opinion, the Company has written back the liabilities of ₹ 1,832.55 lacs and written off receivables of ₹ 923.64 lacs in the standalone financial statements.
43. Trade receivable of ₹ 12,013.96 lacs outstanding as at March 31, 2015 representing various claims raised in earlier years, based on the terms and conditions implicit in the contracts and receivables in respect of closed/suspended projects. These claims are mainly in respect of fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental etc, for which the Company is at various stage of negotiation/discussion with clients or under arbitration. The Holding Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of recovery of these receivables.
44. The Holding Company was awarded project execution work of "Saline Water Conversion Corporation" (SWCC) at Kingdom of Saudi Arabia jointly with "Arabian Pipeline Projects Company" (APPCO) There were major dispute with "Arabian Pipeline Projects Company" (APPCO) for execution of the projects, co-ordination of work, delay in execution, cost overrun and deviation in design and change in scope of work. Bank guarantee of ₹ 6,051.04 lacs was invoked by the "Arabian Pipeline Projects Company" (APPCO) which is disputed by the Holding Company. The Holding Company has raised Claims of ₹ 42,292.77 lacs on "Arabian Pipeline Projects Company" (APPCO) for client caused delay, deviation in design, change in scope of work and equipment rental which is disputed by the "Arabian Pipeline Projects Company" (APPCO). The "Arabian Pipeline Projects Company" (APPCO) has taken over the control of the sites, assets, liabilities and project work allocated to Jaihind Projects Limited. The Company has referred this matter to "The London Court of International Arbitration" for arbitration. Since the matter is in dispute and Holding Company does not have access to the financial statements and supporting of Joint project

Notes to Consolidated Financial Statements (Contd...)

with "Arabian Pipeline Projects Company" (APPCO), the assets, liabilities, revenue and expenditure of project at Kingdom of Saudi Arabia are accounted for in the financial statements on the basis of unaudited financial information for project at Kingdom of Saudi Arabia available with the Holding Company and it is summarized below. Based on the management's internal assessment and legal opinion obtained by the Company, the Holding Company is fairly certain of realization of assets and dues from client as reported in these consolidated financial statements.

Details of APPCO-JPL project at Kingdom of Saudi Arabia

Particulars	₹ Lacs	
	As at March 31, 2015	As at March 31, 2014
Net Fixed Assets	432.08	413.12
Current Assets	5,047.38	11,564.17
Reserve & Surplus	2,045.60	1,639.31
Current Liabilities	-	7,054.83
Loans & Borrowings	3,433.87	3,283.14
Incomes	7,135.49	7,084.79
Expenses (including Depreciation & Taxation)	212.39	7,236.34
Contingent Liabilities	6,051.04	6,051.04

45. The subsidiary company i.e. Jaihind Infratech Projects Pvt. Ltd. & Jaihind Green Energy Ltd. have incurred the loss during the year, creditors have filed court cases against the these subsidiaries, winding up petition filed against the Jaihind Green Energy limited, bank has initiated recovery proceedings against Jaihind Infratech Projects Pvt. Ltd. for overdue interest and principal. The Group has submitted the claims to the clients for various work done, cost overrun arising due to client caused delays, deviation in design and change in scope of work, for which group is at various stages of negotiation/discussion with the clients on the continuing basis. Considering the contractual tenability, progress of negotiation/discussion with client and based on the internal assessment and legal opinion, the management of group is confident that it will be able to approve the claims. The management of the group considers that the going concern assumption and the carrying value of net assets of the aforesaid entities as at March 31, 2015 is appropriate and these consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Holding company has committed to provide necessary financial support to these companies as they may require for continuance of their normal business operations.
46. The Holding Company has incurred Net Loss of ₹ 1,792.43 lacs during the year ended March 31, 2015. The Holding Company has also failed to comply with the terms of CDR stipulated by CDR agreement dated March 29, 2013. The Holding Company is implementing various long-term measures to improve its cash flow and revival of the operations of the Holding Company. The Holding Company is pursuing recovery of its claims raised against clients through persuasion, arbitration and legal remedy the Holding Company is exploring multiple options of financial restructuring and is in discussions with lenders and other institutions to raise finance for revival of its operations, negotiating with strategic investors. On positive outcome of efforts in above direction, the Holding Company will be able to make optimum utilization of its resources, renegotiate its contracts and complete the on-going projects to generate future cash flows, meet its financial obligations towards lenders and creditors. The Holding Company believes that these measures will not only generate cash flows for revival but will also result in future orders and consequently sustainable cash flows. The promoters also continue to be committed to providing the required operational and financial support to the Holding Company in the foreseeable future. In view of the foregoing, the consolidated financial statements have been prepared on a going concern basis whereby the realization of assets and discharge of liabilities are expected to occur in the normal course of business.
47. Previous year figures have been regrouped / reclassified wherever necessary to conform to current year's classification.

As per our report of even date
 For, **R. K. Doshi & Company**
 Chartered Accountants

For and on Behalf of the Board of Directors

(**Shailesh A. Gathani**)
 Partner
 (Membership No.: 049973)
 Place : Ahmedabad
 Date : 30th May 2015

(**Prakash L. Hinduja**)
 Chairman & Managing Director

(**Gaurav P. Hinduja**)
 Director

Place : Ahmedabad
 Date : 30th May 2015

Form AOC-1

Statement pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to Subsidiary and Joint Ventures

A: SUBSIDIARY DETAILS

[₹ In Lacs]

Sr. No.	Name of the Entity	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before Taxation	Tax Expense/ (Benefit)	Profit/ (Loss) after Taxation	Proposed Dividend
1	JaihindInfraTech Projects Pvt. Ltd.	680.00	(1619.47)	435.57	435.57	100.99	288.99	(768.71)	(0.67)	(768.04)	—
2	Jaihind Green Energy Ltd.	5.00	—	68.47	68.47	—	—	(36, 08)	—	(36.08)	—
3	Jaihind Offshore Services Pvt. Ltd.	1.00	—	5.21	5.21	—	—	—	—	—	—
4	Jaihind Engineering Pvt. Ltd.	1.00	—	1.50	1.50	—	—	(0.06)	—	(0.06)	—

B: JOINT VENTURE

Sl. No.	Name of the Associate/ Joint Ventures	Latest audited B/S date	Shares of JV held by the Company at the year end			Description of how there is significant influence	Reason why the Joint venture not consolidated	Net-worth Attributable to Shareholding as per latest audited Balance Sheet	Profit/Loss considered in consolidation	Profit/ Loss not considered in consolidation
			No.	Amount of Investment in JV	Extent of Holding					
1	JPL-KBR Joint venture	31.03.2015	N/A	148.00	51%	Joint control over the economic activity of the entity	—	4.96	----	(1.01)



Attendance Slip & Proxy Form

JAIHIND PROJECTS LIMITED

CIN: L45201GJ1985PLC008338

3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015,

ATTENDANCE SLIP

I/We hereby record my/our presence at the 29th ANNUAL GENERAL MEETING of the Company at 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015 on Saturday, 26th September, 2015 at 11.00 a.m.

Full Name of the Shareholder (in block letters)	Signature
Folio Number/DP ID No. : _____	
Client ID : _____	
No. of Shares Held : _____	

Full Name of the Proxy (in block letters) (To be filled if the Proxy attends instead of member(s))	Signature
---	-----------

Note : Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting Hall. Please carry a copy of the Annual Report.

JAIHIND PROJECTS LIMITED

CIN: L45201GJ1985PLC008338

3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015,

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Folio No _____ DP ID _____ Client ID _____

I/We _____ of _____

in the district of _____ being a member/members of the above named Company, hereby appoint Mr/Ms/Kum _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the 29th Annual General Meeting of the Company to be held on Saturday the 26th day of September, 2015 at 11.00 a.m. at 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional	
		For	Against
	Ordinary Business		
1	Approval of Annual Accounts		
2	Appointment of Director in place of Mr. Prakash L. Hinduja		
3	Appointment of auditors		
	Special Business		
4	Appointment of Mr. Parimal Vasavda as Non-Executive Independent Director.		
5	Appointment of Ms. Smita Kuber as Nominee Director.		
6	Appointment of Mr. Devraj Arjanani as Non-Executive Independent Director.		
7	Appointment of Mr. Prakash L. Hinduja as Chairman & Managing Director.		
8	Appointment of Mr. Chetan Tolani as Executive Director.		
9	Approval for appointment of Mr. Chetan Tolani as Whole-time Director.		
10	Appointment of Cost Auditor		

Signed this _____ day of _____ 2015

Address : _____

Signature _____

Note:

- The proxy form duly completed must be deposited with the Company at the Registered Office at 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad 380 015, not less than 48 hours before the time for commencement of the meeting. A proxy need not be a Member.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

Affix
Re. 1/-
revenue
stamp

