



**FORM A**

**Covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company	JBF Industries Limited
2.	Annual standalone financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	<p><b>Un-qualified</b>  <b>Emphasis of Matter:</b>                      Following emphasis of matter has been given in the Independent Auditors' Report on Standalone Financial Statements for the year ended 31<sup>st</sup> March 2015 (Refer Page No. 28 of March 2015 Annual Report):</p> <p>We draw attention in respect of Note 16.1 and 18.3 on the Standalone Financial Statements, regarding trade receivables and Inter- Corporate Deposits including interest thereon amounting to Rs. 51.52 Crores &amp; Rs. 99.93 Crores respectively due from parties in respect of which Company has initiated legal proceedings and a provision of Rs. 21.25 Crores for trade receivables has been considered sufficient by the management. (For related note refer Page No. 43 and 44 of March 2015 Annual Report)</p> <p>Our opinion is not modified in respect of above matter.</p>
4.	Frequency of observation	Observation in respect of trade receivables appearing since the financial year ended 31 <sup>st</sup> March, 2013 and observation in respect of Inter-Corporate Deposits has been included first time in the financial year ended 31 <sup>st</sup> March, 2015.

For and on behalf of Board of Directors

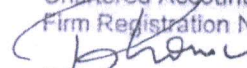
  
**Rakesh Gothi**  
 (Managing Director)

  
**P.N.Thakore**  
 (Chief Financial Officer)

  
**B.R.Gupta**  
 (Audit Committee Chairman)

**AUDITORS**

Refer our Independent Auditor's Report dated 27<sup>th</sup> May, 2015 on the Standalone Financial Statements of the Company.

**For Chaturvedi & Shah**  
 Chartered Accountants  
 Firm Registration No. 101720 W  
  
**R Korla**  
 Partner  
 Membership No - 35629



Place: Mumbai  
 Date: 02.09.2015

**FORM A**

**Covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company	JBF Industries Limited
2.	Annual consolidated financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	<p><b>Un-qualified</b></p> <p><b>Emphasis of Matter:</b></p> <p>Following emphasis of matter has been given in the Independent Auditors' Report on Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2015 (Refer Page No. 56 of March 2015 Annual Report):</p> <p>We draw attention in respect of Note 17.1 &amp; 19.3 on the Consolidated Financial Statements, regarding trade receivables &amp; Inter- Corporate Deposits including interest thereon amounting to Rs. 51.52 Crores &amp; Rs. 99.93 Crores respectively due from parties in respect of which Company has initiated legal proceedings and a provision of Rs. 21.25 Crores for trade receivables has been considered sufficient by the management (for related note refer Page No. 70 of March 2015 Annual Report)</p> <p>Our opinion is not modified in respect of above matter.</p>
4.	Frequency of observation	Observation in respect of trade receivables appearing since the financial year ended 31 <sup>st</sup> March, 2013 and observation in respect of Inter-Corporate Deposits has been included first time in the financial year ended 31 <sup>st</sup> March, 2015.

**For and on behalf of Board of Directors**

*L. Gothi*  
**Rakesh Gothi**  
 (Managing Director)

*P.N. Thakore*  
**P.N. Thakore**  
 (Chief Financial Officer)

*B.R. Gupta*  
**B.R. Gupta**  
 (Audit Committee Chairman)

**AUDITORS**

**Refer our Independent Auditor's Report dated 27<sup>th</sup> May, 2015 on the Consolidated Financial Statements of the Company.**

**For Chaturvedi & Shah**  
**Chartered Accountants**  
**Firm Registration No.101720 W**

*R. Korla*  
**R Korla**  
 Partner  
 Membership No – 35629



Place: Mumbai  
 Date: 02.09.2015





# **JBF Industries Limited**

**Annual Report 2014-2015**



# ***Content***

Financial Highlights .....	02
Directors' Report .....	04
Management Discussion & Analysis .....	07
Corporate Governance Report .....	10
Details pertaining to remuneration .....	19
Extract of Annual Return ( Form No.MGT - 9 ).....	20
Annexure on CSR Activities .....	25
Secretarial Audit Report.....	26

## **STANDALONE FINANCIAL ACCOUNTS**

Independent Auditors' Report .....	28
Balance Sheet .....	30
Statement of Profit & Loss .....	31
Notes on Financial Statements .....	32
Cash Flow Statement .....	54

## **CONSOLIDATED FINANCIAL ACCOUNTS**

Independent Auditors' Report .....	56
Consolidated Balance Sheet .....	58
Statement of Consolidated Profit & Loss .....	59
Notes to Consolidated Financial Statement .....	60
Financial Statements of Subsidiaries.....	78
Consolidated Cash Flow Statement .....	79

**Note : Notice of Annual General Meeting is enclosed with this Annual Report**

## FINANCIAL HIGHLIGHTS (STAND ALONE)

(₹ In Crores)

Particulars	2015	2014	2013	2012	2011
Gross Turnover	4,544	5,268	4,982	4,782	3,863
Net Turnover	4,127	4,785	4,504	4,383	3,560
EBIDTA Before Exchange Difference & Derivative losses	481	465	482	531	436
Depreciation and Amortisation Expenses	97	112	101	84	73
Finance Cost	172	168	156	124	87
Exchange Difference & Derivative Losses	12	155	139	295	84
Provision for Taxation	61	14	36	(20)	60
Profit after Tax	139	15	51	49	131
Net Fixed Asset	1,626	1,547	1,496	1392	1,257
Long Term Secured Loans*	924	768	703	589	447
Equity Paid up Capital	66	65	73	72	72
Preference share Capital	15	15	110	88	27
Net Worth	1,102	996	1,065	1001	954
Book Value Per Share (₹)	150.85	134.96	131.41	126.65	129.48
Capital Employed	3,083	2,620	2,801	2,692	2,220
Long Term Debt Equity Ratio	0.84	0.77	0.66	0.59	0.47
Fixed Assets Cover Ratio	1.76	2.02	2.13	2.36	2.82
EBIDTA (%)	11.66%	9.71%	10.70%	12.11%	12.25%
Return on Average Net Worth	13.30%	1.46%	4.99%	4.99%	15.56%
Return on Average Capital Employed	13.05%	7.27%	11.79%	6.18%	14.25%
Earning Per Share of ₹ 10/- (₹) - Basic	20.78	1.70	6.76	6.68	19.53
Cash EPS of ₹ 10/- (₹) - Basic	44.43	21.67	25.85	15.58	31.84
Dividend	20.00%	20.00%	10.00%	80.00%	80.00%

\* Includes secured loans repayable in one year.

## Corporate Information

### Board of Directors

Bhagirath C. Arya  
Chairman

Rakesh Gothi  
Managing Director & CEO

P. N. Thakore  
Director-Finance & CFO  
(upto 31.8.2015)

N. K. Shah  
Director-Commercial

Veena Arya  
Director

B. R. Gupta  
Director (w.e.f. 10.4.2014)

Prakash V. Mehta  
Director (w.e.f. 10.4.2014)

Sunil Diwakar  
Director

B. M. Bansal  
Director (w.e.f. 27.5.2014)

B. A. Prabhakar  
Director (w.e.f. 27.9.2014)

Ravishankar Shinde (LIC)  
Director (upto 13.7.2014)

### Company Secretary

Ujjwala G. Apte

### Statutory Auditors

Chaturvedi & Shah  
Chartered Accountants

### Internal Auditors

Bhuwania & Agarwal Associates  
Chartered Accountants

### Main Bankers

Bank of Baroda  
State Bank of India  
Bank of India  
Andhra Bank

Standard Chartered Bank  
IDBI Bank Ltd.  
Axis Bank Ltd.

Indian Overseas Bank  
ICICI Bank Ltd.  
DBS Bank Ltd.

### Registered Office

Survey No. 273,  
Village Athola,  
Dadra & Nagar Haveli,  
Silvassa - 396230, India.

### Corporate Office

8th Floor, Express Towers,  
Nariman Point, Mumbai - 400021.  
Tel Nos : 22 88 59 59 Fax No : 22 88 63 93  
Website : www.jbfindia.com

### E-mail Address

for General Correspondence : [jbf@vsnl.com](mailto:jbf@vsnl.com)  
for Investor Grievance & Correspondence:  
[sec.shares@jbfmail.com](mailto:sec.shares@jbfmail.com)

### Plants

- Survey No. 273, Village Athola, Dadra & Nagar Haveli, Silvassa.
- 156/2, Village Saily, Saily-Rakholi Road, Dadra & Nagar Haveli, Silvassa.
- Plot No. 11 and 215 to 231, Sarigam GIDC Indl. Area, Tal : Umbergaon, Sarigam, Vapi, Gujarat

### Subsidiaries

JBF GLOBAL PTE. LTD.  
112, Robinson Road, # 05-01, Singapore - 068902

JBF TRADE INVEST PTE LTD  
112, Robinson Road, # 05-01, Singapore - 068902

JBF PETROCHEMICALS LTD.  
SEZ Mangalore, India.

JBF RAK LLC  
P. O. Box : 6574 Ras Al Khaimah, U.A.E.

JBF GLOBAL EUROPE BVBA  
Nijverheidsweg 4, 2430 Laakdal, Belgium

JBF BAHRAIN S.P.C  
PO Box 50397, Salman Industrial City, Al, Kingdom of Bahrain

### R & T Agents

M/s. Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills  
Compound, LBS Road, Bhandup  
(West),  
Mumbai - 400 078.

### Annual General Meeting

Friday, 25th September, 2015  
at 11.30 a.m

at Daman Ganga Valley Resort,  
Silvassa

## DIRECTORS' REPORT

### DEAR SHAREHOLDERS,

Your Directors have pleasure to present the Thirty-Third Annual Report and the Company's Audited Financial Statement for the year ended 31st March, 2015.

### FINANCIAL RESULTS

The Company's financial results, for the year ended on 31st March, 2015 are summarized below.

PARTICULARS	(₹ Crore)	
	31st March 2015	31st March 2014
Turnover & Other Income	4,183.31	4,846.58
Profit before Depreciation & Tax	297.30	178.23
Less : Depreciation	96.76	112.22
Less : Exceptional Item		36.71
<b>Profit before Tax</b>	<b>200.54</b>	<b>29.30</b>
Less : Provision for Current Taxation	43.28	7.22
Less : MAT Credit Entitlement	(36.97)	(7.22)
Less : Provision for Deferred Tax	54.79	14.28
<b>Net Profit for the Year</b>	<b>139.44</b>	<b>15.02</b>
Less : Prior Period Adjustments	-	0.03
Profit brought forward from previous year	383.80	384.51
<b>Surplus available for appropriation</b>	<b>523.24</b>	<b>399.50</b>
Less : Transfer to General Reserve	13.75	1.15
Less : Transfer to Debenture redemption reserve	(4.52)	(3.17)
Less : Short/(Excess) Provision of Dividend in previous year	0.03	(0.73)
Less : Tax on Short/( Excess) Provision of Dividend	0.01	(0.12)
Less : Proposed Dividend on Preference Shares	2.85	2.81
Less : Proposed Dividend on Equity Shares	13.10	13.06
Less : Dividend Distribution Tax on Proposed Dividend	3.25	2.70
<b>Balance of Profit carried to Balance Sheet</b>	<b>494.77</b>	<b>383.80</b>

### DIVIDEND

The Board of Directors has recommended dividend of ₹2/- (Rupees Two only) per share (@ 20%) on equity share of Face Value of ₹ 10/- each. Dividend will be paid to eligible equity shareholders, if approved by members at the Annual General Meeting.

As per the terms and conditions of Bank of India, dividend will be paid @ 2.5% per annum to Preference Shareholders holding 75709 Cumulative Redeemable Preference Shares of ₹100 each from 26th March, 2014 and dividend will be paid @ 20% per annum to Preference Shareholders of 1415000 Cumulative Redeemable Preference Shares of ₹100 each from 26th March, 2014.

### SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2015 was ₹ 65.50 crores and Preference Share Capital as on 31st March, 2015 was ₹ 14.91 crores. During the year under review, the Company has issued 172632 equity shares under ESOS scheme.

### PERFORMANCE OF THE COMPANY

Profit before tax of the Company increased from ₹ 29.30 Crores in 2013-14 to ₹ 200.54 Crores in 2014-15 reflecting an increase of 584%.

Profit after tax of the Company increased from ₹15.02 Crores in 2013 14 to ₹139.44 Crores in 2014-15 reflecting an increase of 828%.

Though production of Polyester Chips decreased from 483647 MT in 2013-14 to 466178 MT in 2014-15, production of POY & Yarn increased from 266082 MT in 2013-14 to 273932 MT in 2014-15.

Yarn capacity increased from 60000 MT P.A to 90,000 MT P.A

### DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Rakesh Gothi, CEO & Managing Director retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for reappointment.

Mr. Bhagirath C. Arya, Executive Chairman will be reappointed in the forthcoming Annual General Meeting, to hold office for 5 years.

Mr. N.K. Shah, Director - Commercial whose term of office expires on 31st August, 2015, will be re-appointed in forthcoming Annual General Meeting.

Mr. P.N. Thakore, Director - Finance whose term expires on 31st August, 2015 as Director - Finance is retiring from his service as a Director w.e.f 31st August, 2015.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The term of appointment of Mr. Sunil Diwakar will be changed by making him an Independent Director, not retiring by rotation, for five years, for which a resolution is included in the notice of the Annual General Meeting.

### KEY MANAGERIAL PERSONNEL

During the year under review, the Company has appointed following persons as Key Managerial Personnel.

Sr. No.	Name of the Person	Designation
1	Mr. Rakesh Gothi	CEO & Managing Director
2	Mr. P.N. Thakore	CFO & Director - Finance
3	Mrs. Ujjwala Apte	Company Secretary

### FOREIGN EXCHANGE EARNINGS & OUT GO

Foreign Exchange earnings by way of exports and Net Gain on currency and interest rate swap were ₹781.92 crores Crores against out go of ₹ 1565.07 Crores on import of raw materials, stores spares & consumables and ₹ 12.03 Crores of foreign exchange was invested in imported capital equipments for the growth of the Company.

### FIXED DEPOSITS

During the year Company has not accepted any Fixed Deposits and as such, no amount of principal or interest on account of Fixed Deposits is outstanding as on the date of Balance Sheet.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements (Refer note no.31).

### DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION), RULES, 2014

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration) Rules, 2014 in respect of employees of the Company and Directors is enclosed in the Annual Report.

### INSURANCE

All the properties of the Company including buildings, plant and machinery and stocks have been adequately insured.

### SUBSIDIARIES

Company has overseas subsidiary under the name and style JBF Global Pte Ltd at Singapore, which has subsidiaries, namely JBF Petrochemicals Ltd., Mangalore, India, JBF Trade Invest Pte Ltd at Singapore, JBF Glicols Industria Quimica Ltda, at Brazil and JBF RAK LLC, at U.A.E with its own subsidiaries, JBF Bahrain S.P.C at Bahrain and JBF Global Europe BVBA at Belgium.



In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. In accordance with the Accounting Standard AS-21, the audited Consolidated Financial Statements including the Financial Information of Subsidiary Companies are provided in the Annual Report.

The annual accounts of the Subsidiary Companies will be kept open for inspection at the Registered and Corporate Office of the Company and that of the respective Subsidiary Companies.

JBF Global Europe BVBA (Belgium) and JBF Bahrain SPC (Bahrain), subsidiaries of the Company have started their production and are contributing to the Company.

PTA project of the Company at Mangalore SEZ is at advanced stage of completion and the plant would be operational by end of the financial year.

## CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in accordance with relevant Accounting Standards viz. AS-21, AS-23 and AS-27 issued by the Institute of Chartered Accountants of India and forms a part of this Annual Report.

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure and forms an integral part of this Report.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms part of the Directors' Report and is annexed hereto.

## CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors on compliance forms an integral part of this report.

## CORPORATE SOCIAL RESPONSIBILITY

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the area of rural development.

The disclosures required under section 135 of the Companies Act, 2013, read with the rule 8(1) of the Companies (Corporate Social Responsibility policy) Rules, 2014 are given in Annexure to the Directors' Report.

## BOARD COMMITTEES

As per the requirement of the Companies Act, 2013 and the Clause 49 of the listing Agreement, the Board of Directors of the Company has 6 committees namely Audit Committee, Stakeholders Relationship Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Investment Committee.

The details of the constitution of Committees and the meetings held during the financial year 2014-15 are included in the Corporate Governance Report forming part of this Annual Report.

## NUMBER OF MEETINGS OF THE BOARD & AUDIT COMMITTEE

During the year Six Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## WHISTLE BLOWER POLICY

A whistle blower policy in terms of the Listing Agreement includes Ethics & Compliance for senior executives of the Company. Confidentiality disclosures can be made by whistle blower through an e-mail, or a letter to the Committee member or to the Chairman of the Audit Committee.

The efforts are taken to accept the observations of the whistle blower and the action are taken accordingly.

## NOMINATION AND REMUNERATION POLICY

The Company has framed the remuneration policy and formed Nomination & Remuneration Committee. The Committee has been given responsibility of appointment and re-appointment of Whole-time Director, Executive Directors, Key Managerial Persons and the specified employees / executives of the Company and approving their remuneration based on their qualifications, experience and their responsibility in the Company.

## RISK MANAGEMENT POLICY

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted Risk Management Committee. The Company has a Risk Management Policy and a team to evaluate business risks.

The Board of Directors regularly reviews risks and threats in the business and takes suitable steps to safeguard Company's interest.

## BOARD EVALUATION

Pursuant to the provision of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

## DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013: that in the preparation of the Annual Accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any; and applied them consistently and made judgements 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 31st March, 2015 and of the profit of the Company for the year ended on that date; that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; the annual accounts have been prepared on a going concern basis; that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and that the Directors had devised proper systems were adequate and operating effectively.

## STATUTORY AUDIT

M/s. Chaturvedi & Shah, Chartered Accountants, (Firm Registration No. 101720W) who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for the re-appointment to audit the accounts of the Company for the financial year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013 the Company has obtained written confirmation from M/s. Chaturvedi & Shah that their appointment, if made, would be in conformity with the limits specified in the said Section.

## COST AUDIT

The Company has appointed Ms. Devashree P. Vijayakar, Cost Accountant as the Cost Auditor of the Company to conduct cost audit and give report for the year 2015-16. Since cost audit was not applicable to the Company for the year 2014-15, the cost audit report will not be filed though it is obtained for the internal purpose.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. Jagdish Patel & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as and forms an integral part of this Report.

## RELATED PARTY TRANSACTIONS

There are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The Company has formulated policy on materiality of Related Party Transactions which is available on web site of the Company.

All Related Party Transactions of sale and purchase entered into with subsidiary companies, are placed before the Audit Committee as also to the Board for approval. Omnibus prior approval was obtained on a quarterly basis for such transactions which are of repetitive nature.

A statement giving details of actual Related party Transactions are placed before the Audit Committee and Board for review and approval on a quarterly basis.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an effective internal control and risk-mitigation system, which are assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its

size, scale and complexities of its operations. The internal audit is entrusted to M/s. Bhuwania & Agrawal Associates. Every quarter internal audit report is placed before the Audit Committee and the Audit Committee of the Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

## ENVIRONMENT AND SAFETY

The Company has constituted committee for prevention of sexual harassment at work place with a mechanism of lodging complaints. During the year under review no complaints were reported to the Board.

## ACKNOWLEDGEMENT

The Board of Directors would like to express their grateful appreciation for the assistance, support and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders during the year under review.

The employees of the Company contributed significantly in achieving the results. The Directors take this opportunity of thanking them and hope that they will maintain their commitment to excellence in the years to come.

For and on behalf of the Board of Directors

**P. N. THAKORE**

CFO & Director Finance  
DIN : 00229024

**RAKESH GOTH**

CEO & Managing Director  
DIN : 00229302

Place : Mumbai

Date : 27th May, 2015

## ANNEXURES TO THE DIRECTORS' REPORT

A Statement containing necessary information as required under section 134(6) of the Companies Act , 2013 The relevant information is given below:-

### A . POWER & FUEL CONSUMPTION

	For the year Ended 31.03.2015	For the year Ended 31.03.2014
<b>1. Electricity</b>		
Purchased Units (in thousands)	344,075	308,900
Total Amount (₹ in Crores)	172.21	137.06
Rate / per unit (₹)	5.00	4.44
<b>2. Furnace Oil</b>		
Consumed ( Kgs in thousands)	12,977	2,971
Total Amount (₹ in Crores)	52.39	12.44
Rate/ per kg (₹)	40.37	41.87
<b>3. Light Diesel Oil &amp; HSD</b>		
Consumed ( Ltrs in thousands)	117	125
Total Amount (₹ in Crores)	0.70	0.64
Rate/ per Ltr (₹)	59.64	50.82
<b>4. Natural Gas</b>		
Consumed (Gcal)	30,263	302,042
Total Amount (₹ in Crores)	15.37	130.97
Rate/ per Gcal (₹)	5,079.95	4,336.22
<b>5. Coal</b>		
Consumed (MTI)	33,366	-
Total Amount (₹ in Crores)	15.90	-
Rate/ per MT (₹)	4,766.15	-

### B. CONSUMPTION PER UNIT OF PRODUCTION

	For the year Ended 31.03.2015	For the year Ended 31.03.2014
<b>1. Electricity (kwh /Ton of Product)</b>		
Polyester Filament Yarn (POY)	1,032	983
Polyester Chips	140	91
Polyester Processed Yarn	967	1,064
<b>2. Furnace Oil (Kgs/Ton of Product)</b>		
Polyester Chips	27.70	1.28
Polyester Filament Yarn (POY)	0.31	1.59
<b>3. Light Diesel Oil &amp; HSD (Ltrs/Ton of Product)</b>		
Polyester Filament Yarn (POY)	0.47	0.40
Polyester Chips	0.04	0.07
Polyester Processed Yarn	-	-
<b>4. Natural Gas (Gcal/Ton of Product)</b>		
Polyester Chips	0.06	0.62
<b>5. Coal (Kgs/Ton of Product)</b>		
Polyester Chips	71.57	-

## MANAGEMENT DISCUSSION AND ANALYSIS

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand, foreign exchange fluctuations and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

### 1. Economic Scenario

According to the World Economic Outlook of April 2015, Global growth in 2014 was estimated at 3.4 percent, same as in 2013. However this growth was uneven. Advanced economies showed higher growth compared to previous year whereas the emerging market and developing economies recorded slow down relative to last year. Advanced economies grew at 1.8 percent in 2014 as against 1.4 percent in 2013 whereas growth in emerging market and developing economies was 4.6 percent in 2014 compared to 5 percent in 2013.

US continued to grow stronger than previously expected. Consumption in US has benefitted from job creation, income growth, lower oil and commodity prices. Unemployment rate declined to 5.5 percent in February 2015, more than 1 percent below its level one year back. Euro Area, although still muted, showed small uptick in the fourth quarter and first quarter of 2015. Euro Area grew by 0.9 percent in 2014 relative to -0.5 percent in 2013.

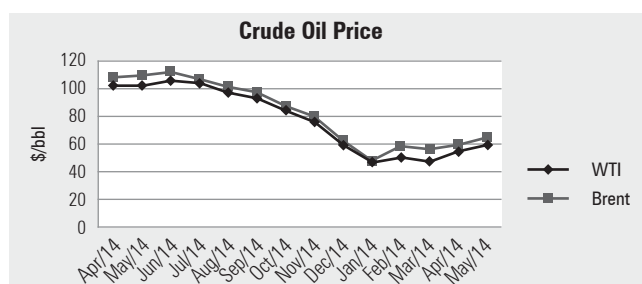
Among the emerging and developing Asia, China continued to slow down where growth was estimated at 7.4 percent in 2014 compared to 7.8 percent in 2013 due to decline in investment growth reflecting correction in real estate sector. On the other hand India recorded higher growth in 2014 at 7.2 percent compared to 6.9 percent in 2013.

Global growth is projected to increase slightly from 3.4 percent in 2014 to 3.5 percent in 2015. Again this increase will be driven by rebound in advanced economies with US playing a major role. Growth in emerging markets is projected to decline further. Lower energy prices, low inflation and improving housing market are expected to sustain strong US economic growth. On the other hand sharp downward revision to growth for oil exporters, slowdown in China and continued weakening of Latin America due to decline in commodity prices are the contributing factors for lower projected growth in emerging markets in 2015.

Year 2014 was marked by a dramatic sharp decline in global oil prices, severity reminiscent of 2008 crisis. Oil prices have declined by about 45 percent. Several factors have contributed to such decline. Weaker demand in some major economies, increase in supply, largely contributed by US and reluctance of OPEC to reduce oil production in the face of increasing global oil supply played a role in sharp decline of oil price.

The decline in oil prices will have varied impact. Decline in oil prices is expected to boost global output reflecting in particular higher demand in oil importers. However extent of such increase in global output will depend on how soon and to what extent such decline in international oil price is reflected in the domestic oil price to boost consumer demand. Decline in oil price is also expected to lower inflation thus putting several central banks in a position to lower interest which in turn will also boost economic activity. However some of the oil exporters will face fiscal challenges from lower oil revenue.

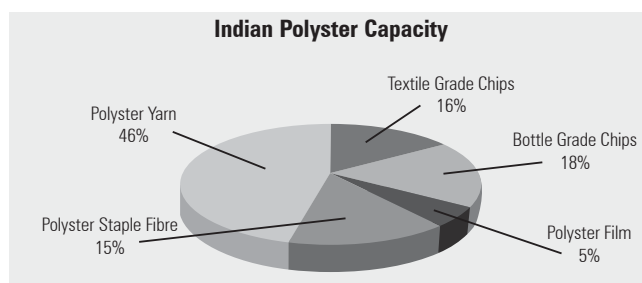
Other commodities have also corrected, although not to the extent of correction in oil prices. This is also expected to boost demand, lower inflation and expand economic activity.



### 2. Polyester Scenario

Fibre demand growth is generally co-related to GDP growth. In 2014, global polyester demand was about 61 million tonnes, 2 million tonnes (3.4 percent) higher than that in 2013. As economic activity is projected to improve 2015 onwards, polyester demand is expected to grow by about 5 percent in 2015 and 2016. China will continue to drive such demand followed by India. Among the polyester segment, filament and PET continue to grow steadily. Global demand for filaments increased by 3 percent in 2014, lower than the growth in last few years (average growth was 10 percent during 2010 - 2013). Filament demand is projected to improve and grow at about 7 percent in 2015 as global economic activity sees gradual recovery. Global PET demand increased by about 4 percent in 2014, tad lower than the 4.6 percent in 2013. PET is projected to grow by about 4.5 percent in 2015. Polyester staple fibre, whose demand remained flat in 2014, is projected to stage mild recovery from 2015 onwards. With decline in price of oil and oil based feed stocks of polyester, recycling of polyester is set to lose its competitive advantage giving further boost to demand for virgin polyester.

India produced close to 5,414 kilo tonnes of polyester products in 2014 compared to about 5086 kilo tonnes in 2013 registering a growth of 6.4 percent. Polyester production in India is projected to grow at 10 percent in 2015 and continue to witness strong growth in the next few years. Although India is a cotton rich country, supply is limited by acreage, weather, yield and other competing cash crops. Therefore increasing demand for fibres would be filled by polyester.



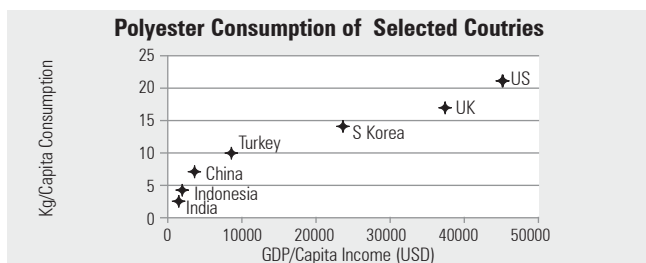
Source: JBF Internal research

#### Polyester Production Trend in India ('000 Tonnes)

	2013	2014	2015
Polymer Production	5,086	5,414	5,963
Polymer production Growth	7.2%	6.4%	10.1%
PSF	9.4%	6.9%	6.5%
PFY	7.0%	5.7%	10.2%
PET	9.7%	11.4%	11.6%

Source: PCI

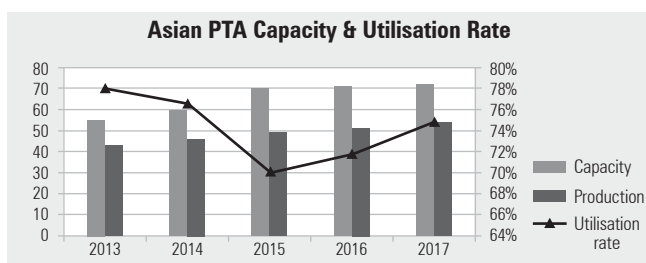
India has one of the lowest per capita consumption of polyester in the world. Majority of the global population is still in developing countries like India. Due to low polyester penetration, India has significant upside potential in terms of polyester growth.



Source: PCI

### 3. Raw Material Outlook PTA & MEG:

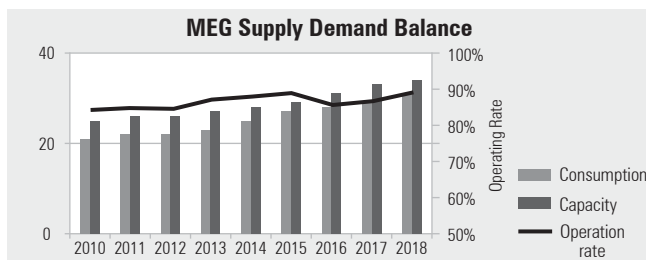
In view of anticipated profitability in the PTA Industry, PTA capacity additions of over 10 million tonnes was added in China in 2014. Further, around 7 million tonnes of new capacity is projected to be on line in 2015 in China and India. Global PTA surplus will increase to over 18 million tonnes by end of 2015.



Source: PCI

Large PTA capacity expansions within China have impacted traditional exporters to China like South Korea, Taiwan and other countries in South East Asia. These exporting countries are looking at other PTA markets like India, Middle East and Europe. However after expansion of PTA capacity in 2015, India would be self sufficient in PTA supply which will boost polyester growth in the country. PTA oversupply has impacted the industry significantly in terms of margin and capacity utilization. Global PTA capacity utilization is projected to drop to 71.5 percent in 2015. Under this situation PTA producers having access to competitive feedstock Paraxylene, cost effective technology and integrated with downstream polyester would be in a position of relative strength.

Supply of MEG, another ingredient of polyester has been relatively stable. About 2 million tonnes of new MEG capacity is projected to come on stream in 2015, mainly in China, which will ease MEG supply further. New capacity thereafter will be dominated by developments in China, the Middle East, US and India. The only driver for MEG growth will be PET demand growth as non-PET applications are losing their importance gradually. PET constitutes about 86% of total MEG demand.



Source: JBF Internal Research

### 4. Future Prospects

It is to be recognized that the textile industry in India contributes about 14% to Industrial production, 6% to GDP, and 17% by way of exports earnings and employs 35 Million workforce. As per the vision documents of the government, domestic production should grow by about 5 times and

exports by about 7 times by 2025. Such targets set up a pattern for high growth within the industry and industry can take lead under the drive of "Make in India" campaign.

For various reasons the man made fibre industry in India has been stifled with high excise as compared to the competing fibres. The world average continues to be 60% for non cotton items and 40% for cotton items. However, in India it is the other way – 40% for non cotton items and 60% for cotton items. In order that our industry be given due recognition and importance, several representation have been made to the Government for reducing the excise duty structure and providing other stimulus, in order that the industries in India can compete well both at the national front as well as the export front. The industry is optimistic that the government will give due relief in taxation to the needs of the industry and will provide adequate stimulus to achieve the ambitious target set for the year 2025. Several representations have also been made that the industry should move towards fibre neutral excise duty regime, more or less on same lines with competing countries in so far as excise is concerned.

The local industries are also striving to come up with strategic developments and technological improvements throughout the polyester chain, either by introduction of world scale plants with latest technologies as well as coming up with diversified and specialized products. Various applications can be evolved for industrial usage and non traditional usage such as sportswear and specialized wear usages. Lot of developments have also taken place for development of specialty fibres for example coloured yarn, diversified cross sectional yarn, high dye affinity yarn etc. All these improvements would lead to high growth and profitability within the industry.

### 5. Current year's performance

HighLights	Year 2014-15	Year 2013-14	% Change
Production :			
Polyester Chips MT	466,178	483,647	(3.61)
Polyester Filament Yarn(POY) MT	211,354	224,066	(5.67)
Polyester Processed Yarn MT	62,577	42,016	48.94
Total Shipments :			
Polyester Chips MT	259,137	266,549	(2.78)
Polyester Filament Yarn(POY) MT	149,421	184,634	(19.07)
Polyester Processed Yarn MT	60,642	40,531	49.62
<b>Total</b>	<b>469,201</b>	<b>491,714</b>	<b>(4.58)</b>
Net Turnover ₹ in Crores	4126.88	4,784.71	(13.75)
Profit before Interest, Depreciation and Tax ₹ in Crores	468.85	346.10	35.47
Finance Costs ₹ in Crores	171.55	167.87	2.19
Depreciation ₹ in Crores	96.76	112.22	(13.78)
<b>Profit Before Exceptional Items and Tax ₹ in Crores</b>	<b>200.54</b>	<b>66.01</b>	<b>203.80</b>
Exceptional Item ₹ in Crores	-	36.71	-
Current Taxation (Net) ₹ in Crores	6.31	-	-
Deferred Tax ₹ in Crores	54.79	14.28	283.68
Net Profit ₹ in Crores	139.44	15.02	828.36
Earning per share (EPS)-Basic ₹	20.78	1.70	1,122.35
-Diluted ₹	20.78	1.70	1,122.35
Equity Shares- No. of Shares Nos. as on 31st March.	65,497,479	65,324,847	0.26
No of Shares for basic EPS Nos.	65,450,701	68,806,865	(4.88)
No of Shares for Diluted EPS Nos.	65,467,406	68,872,462	(4.94)



## 6. Cash Flow Analysis

	(₹ in Crores)	
	2014-15	2013-14
<b>Sources of Cash</b>		
Cash from Operations	427.41	334.78
Income from Investing Activities	7.08	24.07
Income from Financing Activities	15.12	4.98
Proceeds from Equity	1.04	1.15
Proceeds from Term Borrowings (net of repayments)	280.30	-
Sale of Investments (Net)	0.75	53.08
Decrease in Working Capital	-	155.80
Decrease in cash & Cash equivalent	-	112.65
<b>Total</b>	<b>731.70</b>	<b>686.48</b>
<b>Uses of Cash</b>		
Net Capital Expenditure	151.28	132.21
Repayment of Term Borrowings (net of proceeds)	-	232.06
Increase in Working Capital	363.17	-
Finance Cost (Including Currency & Interest Swap)	172.71	163.43
Dividend paid (Including Tax on Dividend)	18.61	10.25
Tax paid (net)	23.40	16.91
Net loss on Foreign Currency Transactions	(0.38)	58.10
Buy Back of Equity Shares	-	73.53
Increase in cash & Cash equivalent	2.91	-
<b>Total</b>	<b>731.70</b>	<b>686.48</b>

## 7. Expansion Activities at JBF

During the year 2014-15 the company successfully completed the projects at Belgium and Bahrain.

The project at Geel, Belgium for production of 390,000 Tonnes per annum of PET was set up at an investment of about U.S. \$ 200 Million and was completed during the year under reference. The plant has now fully commenced production and the product has been well received by the customers and recognized as being one of the highest quality. Noteworthy is the fact that this plant has been judged as having 19.5% lower carbon foot print as compared to industry average, which is the best of its kind in Europe. The new state of the art facility has maximum efficiency towards usage of electricity and gases leading to efficient production that minimizes input material usage and minimizes waste. Further, with use of transportation medium such as barges, there is a reduction in transportation cost and carbon emissions.

The company has also completed erection of the Polyester Film plant at Bahrain with total capacity of 90,000 Tonnes per annum. This was set up at a cost of about U.S. \$ 225 Million and all lines at the plant have been commissioned and product qualities have been accepted by various customers.

The erection activities of PTA plant in Mangalore, Karnataka, India continue to be satisfactory. This plant is being set up using technology provided by BP, supposed to be world's best, and is of the world scale size to produce 1.25 Million Tons PTA. The technology ensures low cost of production, considerably low green house gas emissions and low per unit capital costs. When commissioned, it will lead to self sufficiency in meeting company's requirement for major raw-material i.e. PTA both in India as well as for its plant in U.A.E. The project is being set up in SEZ at Mangalore and when implemented, will have major advantages in terms of procurement of raw-material, Paraxylene, from nearby sources as well as will have advantage of taxation benefits as a result of being placed in SEZ.

## 8. Human Resources

JBF recognizes that its people are most valuable resources and therefore as a policy of nurturing talent and ensuring that there is growth and their capabilities grow in relation to the growth of the company. The human resources function takes into account the capability, commitment and sincerity while evaluating talent within the company and suitable reward structure is in place to ensure maximum employee satisfaction. Regular training programs have been in place to improve the work capability at various levels in order to improve the competencies and skills.

## 9. Safety, Health and Environment (SHE) :

JBF Industries Limited, manufacturers of Polyester Chips, Polyester Yarn and Processed Yarn from Polyester Chips, is responsible & committed to adequate steps and appropriate measures to ensure Safety, Health & Environment (SHE). The Company works as a team to ensure sustainable growth of business through quality assured production integrated with safety, health & environment; to ensure value added service to our esteemed customers along with safe, secure & quality of life for the employees and for the community in which we work.

### SAFETY: Following are ongoing activities, practices and achievements:

- Providing a safe and healthy work environment and ensure that personnel are properly trained and have appropriate safety and emergency equipment.
- A periodic review of the safety system is carried out to ensure that the safety practices adopted are uniform & adequate to follow the well laid out policies & procedures.
- For all new contracts, safety briefing is being done before the job is carried out.
- Employees, including the contract workers are provided with necessary health & safety induction program/protocol & provided with appropriate training (including proper use of Personal Protection Equipments -PPE's, safe working at height, electrical safety etc.).
- Instilling a sense of duty/responsibility in every employee towards personal safety, as well as that of others who may be affected by the employee's actions.
- On regular basis interaction is done with the project team for cultivating/instilling safety culture.
- Employees are also trained for handling emergencies through periodic mock drill.
- Quarterly safety audit is being done through safety committee members & external safety audit is been done through National Safety Council.
- As a motivational effort, National Safety Day/week, and Fire Service Day are being celebrated on a large scale.
- First Aid Awareness Training being given to employees through ST. John's Ambulance.
- All fire Extinguishers are checked and inspected through external agencies.
- Safety training to employees is being imparted through internal faculty as well as External Agencies
- Provision of & maintenance of CCTV cameras, fire alarm system.etc. is being done
- No Fatal Accident occurred in the period FY'14-15

### HEALTH: Following are ongoing activities, practices and achievements:

- All efforts are being done to prevent any occupational disease. So far no occupational disease observed.
- Pre-employment & Periodic Health Check up for all employees is being carried out regularly.
- Counselling for Health Check up is being followed by the medical officer at regular interval to keep the track record on occupational health
- Clean Drinking water facility provided and quality check done periodically. Toilets & urinals are being regularly inspected for its cleanliness.

### ENVIRONMENT: Following are ongoing activities, practices and achievements:

- Continual and consistent improvement in the critical environmental parameters is an important aspect of the Company's policy objectives.
- All the environment protection & pollution abatement measures are undertaken by the company to ensure that all the relevant environmental standards are strictly complied with.
- Educating employees to be accountable for environmental stewardship and encourage them to seek innovative ways to improve the environmental aspects of our operations.
- There is continuous effort in reducing the energy and other natural resources consumption.
- Promotion of efficient use of energy and natural resources through cost-effective conservation and energy management programs being undertaken.
- Reduction and elimination of waste, wherever possible through reuse & recycling. Disposal off all waste through safe & responsible methods.
- Third party Environment monitoring is being conducted quarterly through qualified & MoEF recognized External Agencies.
- The company is having efficient water management system which includes recycling of treated effluent.
- World Environment Day Celebration is being conducted on a large scale & tree plantation is been done to celebrate the occasion.
- Reduction of Pollution & optimizing production activities being done through judicious utilization of resources and process improvement
- Rainwater harvesting concept being adopted to supplement & improve the ground water table.

## 10. RISK MANAGEMENT

- The company identifies operational, strategic, regulatory and financial risks through analysis, pre-emptive compliance, proactive management & sound business management practices. The Risk Management Committee meets at prescribed intervals. A constant review of risks involved is being undertaken and Risk Mitigation activities are put in place and constant reviews undertaken.

## CORPORATE GOVERNANCE REPORT

### Company Philosophy on Corporate Governance

Corporate Governance is an essential element of JBF Industries Limited's business practices and value system. The major facets of company's corporate governance codes and policy are:

1. Highest level of transparency and accountability.
  2. All operations and actions should serve the goal of enhancing share holder value.
  3. Commitment to highest level of customer's satisfaction.
  4. Total compliance towards statutory aspects including environmental standards.
  5. Continuous activities towards sustained developments of the Company.
- The Company strongly believes that good corporate governance ultimately leads to growth and competitive strength and the corporate governance norms are the foundations of all procedures at the Board and operational levels.

### Board of Directors

#### Composition & Category of Directors

The Board of Directors consists of 10 Directors out of which 5 are Independent. The Company has an Executive Chairman. The proportion of Non-Executive Directors to Executive Directors complies with the provisions of listing agreement with Stock Exchanges.

The category and designation of the Directors is as follows:

Name of Director	Designation	Category
Mr. Bhagirath C. Arya DIN : 00228665	Executive Chairman	Executive & Promoter
Mr. Rakesh Gothi DIN : 00229302	Managing Director	Executive
Mr. P. N. Thakore DIN : 00229024	Director- Finance	Executive
Mr. N. K. Shah DIN : 00232130	Director-Commercial	Executive
Mrs. Veena Arya DIN : 00228818	Director	Non Executive & Promoter
Mr. B. R. Gupta DIN : 00020066	Director	Non Executive & Independent
Mr. Prakash Mehta DIN : 00001366	Director	Non Executive & Independent
Mr. Sunil Diwakar DIN : 00089266	Director	Non Executive & Independent
Mr. Brij Mohan Bansal (w.e.f. 27.05.2014) DIN : 00142166	Director	Non Executive & Independent
Mr. B.A. Prabhakar (w.e.f. 27.09.2014) DIN : 02101808	Director	Non Executive & Independent

### CEO & CFO

Mr. Rakesh Gothi, Managing Director, is designated as Chief Executive Officer (CEO) of the Company. Mr. P. N. Thakore, Director-Finance, is designated as Chief Finance Officer (CFO) of the Company till 30th September, 2015.

### DIRECTORS RETIRING BY ROTATION IN THIS ANNUAL GENERAL MEETING:

Mr. Rakesh Gothi, is retiring by rotation and Mr. N.K.Shah, Director-Commercial will be re-appointed w.e.f. 1st September, 2015, as the terms

of his appointment expires on 31st August, 2015. The term of appointment of Mr. Sunil Diwakar will be changed by making him an Independent Director, not retiring by rotation, for five years.

### Brief Profiles Retiring / Change in Terms of Directors :

**Mr. Rakesh Gothi (DIN 00229302)** a Bachelors Degree in Technology from the Indian Institute of Technology, Madras, a Masters Degree in Science from the University of California and a Masters Degree in Business Administration from the University of Minnesota. Mr. Gothi holds 40770 shares of the Company as on 31st March, 2015.

**Mr. Bhagirath C. Arya (DIN : 00228665)** Executive Chairman of JBF Industries Limited is an Electrical Engineer by qualification. He started his career in Textile Industry and has more than 4 decades experience in various segments of Textile Industry.

**Mr. Nilesh Shah (DIN 00232130)** holds a Masters Degree in Microbiology from the Gujarat University, Ahmedabad. Mr. Shah holds 7200 shares of the Company as on 31st March, 2015.

**Mr. Sunil Diwakar (DIN: 00089266)** holds a Masters Degree in Production Technology from IIT, Madras and also holds a diploma in International Management from IMI, New Delhi. He joined IL&FS in the year 2004. He has an experience of over 18 years in the Indian Private Equity Industry and 3.5 years experience in the Aeronautical Engineering Industry.

Mr. Diwakar is on the Board of Asian Hotels (West) Ltd., Electrosteel Steels Ltd., Prasad Corporation Ltd., JICS Logistics Ltd., and RSB Transmission (I) Ltd.

He is also member of Audit Committee of Prasad Corporation Ltd., & RSB Transmission (I) Ltd. and member of Remuneration Committee of Prasad Corporation Ltd., & RSB Transmission (I) Ltd.

Mr. Diwakar holds 30000 shares of the Company as on 31st March, 2015

### Independent Directors

#### Formal Letter of Appointment to Independent Directors

On appointment, the concerned Independent Director is issued a Letter of Appointment setting out in detail, the terms & conditions of appointment.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of Independent as provided under the Companies Act, 2013 and Listing Agreement.

### Performance Evaluation of Independent Directors

The Performance Evaluation of the Independent Directors of the Company based on the evaluation criteria laid down by the Nomination and Remuneration Committee was completed in the Board meeting held on 27th May, 2015.

### Separate Meeting of the Independent Directors

As per the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and the Listing Agreement a separate meeting of the Independent Directors was held on 20th March, 2015 under the Chairmanship of Mr. B.R. Gupta, Independent Director, to review the performance of the non-independent directors and the Board as a whole along with the Chairman of the Company. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform their duties.

### Familiarization programme for Independent Directors

Independent Directors are given presentations every quarter about the business scenario, the information of the Industry and progress of the different projects of the Company along with the photographs and other details. Plant visits are also conducted by the Company twice in a year or as and when it is required.

A Familiarization Program is conducted, if required, from time to time, for Independent Directors to familiarize them with the Company, their roles,

rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company so that they can contribute in a meaningful way to the Company.

### Non-Executive Directors' compensation and disclosures

The remuneration of Non-Executive Directors (NEDs) for attending Board and its Committees meetings of the Company has been decided by the Board of Directors of the Company which is within the limits prescribed under the Companies Act, 2013. Approval of the shareholders is obtained wherever required. The Company has not granted stock options to the Directors during the year.

### Meeting of The Board of Directors

During the Financial Year 2014-2015 the Board of Directors met 6 times on 15th May, 2014, 27th May, 2014, 13th August, 2014, 14th November, 2014, 22nd December, 2014 and 11th February, 2015.

Attendance of Directors at the Board Meetings, last Annual General Meetings and Number of other Directorship and Chairmanship / Membership of Committee of each Director in various Companies.

Name of the Director	Attendance Particulars		No. of Directorships and Committee Memberships / Chairmanships		
	Board Meetings	Last AGM	*Other Directorship	**Committee Membership	**Committee Chairmanships
Mr. Bhagirath C. Arya	6	No	1	Nil	Nil
Mr. Rakesh Gothi	6	Yes	1	1	Nil
Mr. P. N. Thakore	6	Yes	Nil	Nil	Nil
Mr. N. K. Shah	4	Yes	Nil	Nil	Nil
Mrs. Veena Arya	4	No	Nil	Nil	Nil
Mr. Prakash Mehta	4	No	7	8	2
Mr. B. R. Gupta	6	Yes	8	5	3
Mr. Sunil Diwakar	2	No	5	2	Nil
Mr. Brij Mohan Bansal	3	No	1	1	Nil
Mr. B A Prabhakar	3	No	6	6	Nil
Mr. Ravishankar Shinde (Upto 13 <sup>th</sup> July, 2014)	1	N.A.	N.A.	N.A.	N.A.

\* Other than Foreign and Private Limited Companies.

\*\* In accordance with Clause 49, Membership/Chairmanship of only the Audit Committee and Stakeholders Relationship Committee of all Public Limited companies (Excluding JBF Industries Limited), has been considered.

One resolution was passed through circulation on 13th May, 2015 in connection with Code of practices and procedures for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct for Insider Trading as per new guidelines.

### Procedures at the Board Meetings

The Board of Directors meet at least once in every quarter to review performance of the company along with the financial results. The functions of the Board are effectively and efficiently discharged by briefing each Board member of developments that have taken place.

Apart from the quarterly meetings additional meetings are also convened if required for the specific needs of the Company, by giving appropriate notice.

The Board may also approve urgent matters by passing resolutions by circulations, if permitted by law.

In the various meetings, the progress at subsidiaries JBF Global Pte Ltd., JBF RAK LLC, JBF Petrochemicals Limited, JBF Bahrain S.P.C., JBF Global Europe BVBA and JBF Glicols Industria Quimica Ltda has been placed before the Board for their notification.

The Board has ensured the review of compliance reports of all laws applicable to the Company and reviewed quarterly compliance reports. There were no instances of non compliance noticed in such reviews.

The Board notes different risk factors involved in the business and analyses of the same. The different risks involved are mitigated by analysing existing controls and facilities.

The presentation is given to the Board, covering Finance, Sales and Marketing & Operations of the Company, before taking the quarterly results of the Company on record.

### Recording Minutes of Proceedings at Board and Committee Meetings

The minutes of the proceedings of each Board and Committee Meetings are recorded by the Company Secretary. Draft Minutes are circulated to all the members of the Board/Committee for their comments. The minutes of the proceedings of the meetings are completed within 30 days from the date of the conclusion of meeting.

### Board Committees

#### I. Audit Committee

The terms of reference stipulated by the Board to the Audit Committee are, as contained in Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013, as follows:

#### Powers of Audit Committee

The audit committee shall have following powers:

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

#### Role of Audit Committee

The role of the audit committee shall include the following :

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements, auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of any material nature and reporting the matter to the board;
16. Discussion with the statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e. whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### Review of Information by Audit Committee

The Audit Committee shall mandatorily review the following informations:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee) submitted by Management.
- Internal audit reports relating to internal control weakness.
- Management letters / letters of internal control weaknesses issued by the statutory auditors; and
- The appointment, removal and terms of remuneration of Internal Auditors shall be subject to review by the Audit Committee.

### Composition and Meeting of the Audit Committee

Composition of the Audit Committee and attendance of each Member at the Audit Committee meetings held during the year:

Name	Position	Meetings Held	Meetings Attended
Mr. B. R. Gupta	Chairman	4	4
Mr. Sunil Diwakar	Member	4	3
Mr. P N Thakore	Member	4	4
Mr. B A Prabhakar (w.e.f. 11.02.2015)	Member	4	1

The Company Secretary acted as the Secretary to the Committee.

Mr. Rakesh Gothi, Managing Director, Mr. N. K. Shah, Director-Commercial, Statutory Auditors, Internal Auditors and General Manager Accounts were invited to attend all the Audit Committee Meetings.

During the Financial Year 2014-2015 the Audit Committee met 4 times on 27th May, 2014, 13th August, 2014, 14th November, 2014 and 11th February, 2015.

The Chairman of the Audit Committee attended last Annual General Meeting.

All the members of the Audit Committee possess financial / accounting expertise.

## II. Stakeholders Relationship Committee

The Stakeholders Relationship Committee meets once in every quarter to review and to take note of the Compliance Reports submitted to the Stock Exchanges and grievances of the shareholders.

Composition of Stakeholders Relationship Committee and attendance of each Member at the Investor Grievance Committee meetings held during the year:

Name	Position	Meetings Held	Meetings Attended
Mr. B. R. Gupta	Chairman	4	4
Mr. Sunil Diwakar	Member	4	2
Mr. Prakash Mehta	Member	4	3
Mr. P. N. Thakore	Member	4	4

The Company Secretary acted as the Secretary to the Committee.

During the Financial Year 2014-2015 the Stakeholders Relationship Committee met 4 times on 27th May, 2014, 13th August, 2014, 14th November, 2014 and 11th February, 2015.

The total number of complaints received and replied to the satisfaction of the shareholders during the year was 12. Pending complaints as on 31st March, 2015, were Nil.

Company had received confirmation from BSE & NSE informing that no investor complaints pending as on 31st March, 2015.

### Compliance Officer

Mrs. Ujjwala Apte, Company Secretary of the Company, has been recognised as Chief Compliance Officer.

## III. Nomination and Remuneration Committee

Nomination and Remuneration Committee has been constituted to recommend the increase / modifications in the Remunerations of the Managing Director, Whole-time / Executive Directors based on their performance and defined assessment criteria.

Terms of Reference of the Committee

1. Matters pertaining to the Nomination and Remuneration of members of the Board of Directors & Key Managerial Persons (KMPs)
2. Preparation of the proposal to the General Meeting on matters pertaining to the remuneration of Board Members & KMPs
3. Taking care of the succession planning of Board members.
4. Preparation of matters pertaining appointment of the Managing Director / Whole Time Directors / KMP and the other executives as well as the identification of their possible successors.
5. Preparation of matters pertaining to the remuneration and other financial benefits of the Managing Director / Wholetime Directors / KMPs and other executives.
6. Evaluation of the remuneration of the Managing Director / Wholetime Director / KMPs and the other executives or Key Managerial Persons.
7. Answering questions related to the remuneration statement at the General Meeting.



Composition of Nomination and Remuneration Committee and attendance of each Member at the Nomination and Remuneration Committee meeting held during the year:

Name	Position	Meetings Held	Meetings Attended
Mr. B. R. Gupta	Chairman	3	3
Mr. Sunil Diwakar	Member	3	1
Mr. Rakesh Gothi	Member	3	3

The Company Secretary acted as the Secretary to the Committee.

Nomination and Remuneration Committee met thrice on 26th May, 2014, 13th August, 2014 and 14th November, 2014, during the financial year 2014 – 2015.

The aggregate value of salary and perquisites are as follows :

Name of the Director	Salary (₹ In Lacs)	Commission (₹ In Lacs)	Perquisites (₹ In Lacs)	Total (₹ In Lacs)	Service Contract	
					Tenure*	Notice Period**
Mr. Bhagirath Arya	513.87	200.00	43.85	757.72	3 years	3 months
Mr. Rakesh Gothi	81.96	—	5.72	87.68	5 years	3 months
Mr. P. N. Thakore	40.37	—	1.32	41.69	3 years	3 months
Mr. N. K. Shah	32.89	—	2.67	35.56	3 years	3 months

Salary and Perquisites included house rent allowance, reimbursement of medical expenses, entertainment expenses, education, books & periodicals, telephone expenses, motor car expenses, card subscription, leave travel allowance, provident fund and leave encashment etc.

During the year the Company has not granted any fresh stock options to any of the Directors.

\* From their respective dates of appointment.

\*\* There is no separate provision for payment of severance fees.

## Directors Sitting Fees

The Company has paid sitting fees for attending Board, Audit Committee, Remuneration Committee, Investor Grievance Committee, Compensation Committee, Corporate Social Responsibility Committee and Risk Management Committee Meetings ₹ 50,000, ₹ 20,000, ₹ 10,000, ₹ 10,000, ₹ 10,000, ₹ 10,000 and ₹ 10,000 per meeting respectively to all the Non-Executive Directors as mentioned below.

Mr. B. R. Gupta	5,00,000
Mr. Prakash Mehta	2,30,000
Mr. Sunil Diwakar	1,90,000
Mrs. Veena Arya	1,20,000
Mr. Brij Mohan Bansal	1,50,000
Mr. B. A. Prabhakar	1,70,000
Mr. Ravishankar Shinde (Nominee LIC) upto 13.7.2014	20,000

None of the above mentioned Directors is related to any other Director on the Board in terms of the definition of "relative" given under Companies Act, 2013, except Mrs. Veena Arya is wife of Mr. Bhagirath C. Arya.

Number of shares and convertible instruments held by Non-Executive Directors

Sr. No.	Name of Directors	No. of Shares
1	Mr. Sunil Diwakar	30,000
2	Mr. Prakash Mehta	45,000
3	Mr. B. R. Gupta	12,000

## IV. Investment Committee

Mr. Rakesh Gothi, Managing Director and Mr. P. N. Thakore, Director-Finance are members of the Committee and Mrs. Ujjwala Apte, Company Secretary, is Secretary of the Committee.

Composition of the Investment Committee and attendance of each Member at the Investment Committee meetings held during the year:

Name	Position	Meetings Held	Meetings Attended
Mr. Rakesh Gothi	Member	6	6
Mr. P. N. Thakore	Member	6	6

The Company Secretary acted as the Secretary to the Committee.

## V. Compensation Committee

The Committee has been constituted to administer JBF ESOS 2009. Attendance of each member at the Committee meeting held during the year.

Name	Position	Meetings Held	Meetings Attended
Mr. Rakesh Gothi	Member	3	3
Mr. P. N. Thakore	Member	3	3
Mr. B. R. Gupta	Member	3	2

The Company Secretary acted as the Secretary to the Committee.

During the year 1,72,632 options were exercised by the Directors & employees and equal number of equity shares were allotted. Listing formalities were duly completed after the allotment of these shares.

The scheme was closed on 24th September, 2014.

## VI. Corporate Social Responsibility Committee (CSR)

The Committee has been constituted to administer CSR activities as per The Companies Act, 2013.

The CSR Committee comprises of One Independent & Non-Executive Director and Three Executive namely Mr. Rakesh Gothi (Chairman) Mr. B. R. Gupta, Mr. P. N. Thakore and Mr. N. K. Shah as members.

Composition of Corporate Social Responsibility Committee and attendance of each Member at the Corporate Social Responsibility Committee meeting held during the year:

Name	Position	Meetings Held	Meetings Attended
Mr. Rakesh Gothi	Chairman	4	4
Mr. P. N. Thakore	Member	4	4
Mr. B. R. Gupta	Member	4	4
Mr. N. K. Shah	Member	4	4

The Company Secretary acted as the Secretary to the Committee.

## VII. Risk Management Committee

The Committee has been constituted to assess the risks and its minimisation as per The Companies Act, 2013.

The Risk Management Committee comprises of Two Independent & Non-Executive Director and Two Executive namely Mr. Rakesh Gothi, Mr. B. R. Gupta, Mr. Sunil Diwakar and Mr. N. K. Shah.

Composition of Risk Management Committee and attendance of each Member at the Risk Management Committee meeting held during the year:

Name	Position	Meetings Held	Meetings Attended
Mr. Rakesh Gothi	Member	2	2
Mr. B. R. Gupta	Member	2	2
Mr. Sunil Diwakar	Member	2	Nil
Mr. N. K. Shah	Member	2	2

The Company Secretary acted as the Secretary to the Committee, Mr. S. N. Shetty is designated as Chief Risk Officer of the company.

## Prevention of Insider Trading

The Company ensures that the Code of Conduct for prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI [Prohibition of Insider Trading] Regulations are strictly adhered to.

## Code of Business Conduct and Ethics for Board of Directors, Senior Management and Employees

The Company has formulated and implemented a Code of Conduct (the 'Code') for the Board of Directors, Senior Management and Employees of the Company. Annual affirmation of compliance with the Code has been made by the Board of Directors, Senior Management and employees of the Company. The Code has also been posted on the Company's website, [www.jbfindia.com](http://www.jbfindia.com). The necessary declaration by the Chief Executive Officer of the Company regarding compliance of the above mentioned Code by Directors, Senior Management and the employees forms part of the Corporate Governance Report.

The code of conduct was modified from time to time as and when required as per the guidelines.

## Whistle Blower Policy

The Company has laid down a Whistle Blower Policy (refer [www.jbfindia.com](http://www.jbfindia.com)) providing a platform to all the Directors/Employees to report about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

## Management

A Management Discussion and Analysis Report containing discussion on the matters specified in clause 49 VIII (D) forms part of the Annual Report.

## Annual General Meetings

DATE	VENUE	TIME	SPECIAL RESOLUTIONS PASSED
27 <sup>th</sup> September, 2014	Daman Ganga Resort	11.30 a.m.	<ol style="list-style-type: none"> <li>To approve the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2015.</li> <li>To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.</li> <li>To increase the investment limit pursuant to Section 186 of the Companies Act, 2013.</li> <li>To obtain approval for waiver of excess remuneration paid to Mr. Bhagirath C Arya, Executive Chairman for the Financial Year 2013-14.</li> <li>To approve the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis.</li> </ol>
28 <sup>th</sup> September, 2013	Daman Ganga Resort	12.30 p.m.	<ol style="list-style-type: none"> <li>Waiver of excess remuneration paid to Mr. Bhagirath C Arya, Executive Chairman for the Financial Year 2011-12 and subsequent year.</li> </ol>
28 <sup>th</sup> September, 2012	Daman Ganga Resort	11.30 a.m.	<ol style="list-style-type: none"> <li>Re-appointment of Mr. Bhagirath C Arya, as Executive Chairman, on terms and conditions and on such remuneration approved by the Board of Directors.</li> <li>Re-appointment of Mr. Rakesh Gothi, as CEO &amp; Managing Director, on terms and conditions and on such remuneration approved by the Board of Directors.</li> <li>Re-appointment of Mr. P N Thakore, as CFO &amp; Director-Finance, on terms and conditions and on such remuneration approved by the Board of Directors.</li> <li>Re-appointment of Mr. N K Shah, as Director-Commercial, on terms and conditions and on such remuneration approved by the Board of Directors.</li> <li>Increase in investment limit under Section 372A.</li> </ol>

## Three Special Resolutions were proposed and passed during last year through Postal Ballot.

### Approval of Members through postal ballot

The company has received approval of the members on 30<sup>th</sup> January, 2015 for passing special resolution for the following business:

Resolution No.	Details of the resolution
1	Approval for raising funds through IP/ GDR/ ADR/ SDR/ FCCB/ NCD Public Issue, under different terms and conditions, aggregating upto Rs. 500 crores.
2	Approval pursuant to section 180(1)(a) to create Mortgages and/or Charges on all or any of the immovable and/or movable properties.
3	Approval pursuant to section 180(1)(c) to borrow moneys by way of loans, debentures, or otherwise from time for the purpose of the business of the company.

### Resolution No. 1

Particulars	No. Of shareholders Voted	No. Of Shares	% of total shares received through postal ballot
In favour of the resolution	338	35620729	93.44%
Against the resolution	27	2498393	6.55%
Invalid	16	5436	0.01%
<b>Total</b>	<b>381</b>	<b>38124558</b>	<b>100.00%</b>

### Resolution No. 2

Particulars	No. Of shareholders Voted	No. Of Shares	% of total shares received through postal ballot
In favour of the resolution	323	36291787	95.20%
Against the resolution	22	1825044	4.79%
Invalid	16	5436	0.01%
<b>Total</b>	<b>361</b>	<b>38122267</b>	<b>100.00%</b>

### Resolution No. 3

Particulars	No. Of shareholders Voted	No. Of Shares	% of total shares received through postal ballot
In favour of the resolution	325	36291986	95.20%
Against the resolution	22	1825444	4.79%
Invalid	16	5436	0.01%
<b>Total</b>	<b>363</b>	<b>38122866</b>	<b>100.00%</b>

The Board had appointed practising Company Secretary Mr. Jagdish Patel (CPNo. 1782) partner of M/s. Jagdish Patel & Co. as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

## Disclosures on Materially Significant Related Party Transactions

The details of all transactions with related parties are placed before the Audit Committee periodically, with justification wherever required.

No material transaction has been entered into by the Company with related parties that may have a potential conflict with interest of the Company. The details of related party transactions have been given in the Notes to the Accounts forming part of the Balance Sheet. Policy for Materially Significant Related Party Transactions is formulated and the same is available on the web site of the Company.

## Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 as adopted consistently by the Company.

## Details of Non Compliance by the Company

There has been no instance of non compliance by the Company on any matter related to capital market during the last 3 years and hence no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

## Subsidiary Companies

The Company has one material non-listed Indian subsidiary company. Mr. B.R.Gupta, the Company's independent director has been appointed as independent director on the Board of JBF Petrochemicals Limited, subsidiary of the Company.

The Minutes of the Board Meetings of unlisted wholly owned subsidiary JBF Global Pte Ltd., with its subsidiaries JBF Petrochemicals Ltd., and JBF RAK LLC have been placed before the Board from time to time.

The Minutes of step down subsidiary companies namely JBF Bahrain S.P.C, JBF Global Europe BVBA and JBF Glicols Industria Quimica Ltda will be placed before the Board as and when the minutes will be received by the Company.

Financial statements, alongwith statement containing all significant transactions and arrangements entered into by them were reviewed and noted quarterly by the Audit Committee of the Company.

Audited Annual Financial Accounts of these Companies for the year ending 31st March, 2015, were placed before the Board of Directors of the Company.

The Company has formulated a policy for determining 'material' subsidiaries.

## Secretarial Audit

In compliance to the circular received from Stock Exchange mandating all listed companies to for Secretarial Audit for purposes of reconciliation of the total admitted capital with both the depositories and the total issued and listed capital. The Company has confirmed that there exist no discrepancies with regard to its admitted capital. A certified report to this effect issued by practising Company Secretary Mr. Jagdish Patel (CP. No.1782) partner of M/s. Jagdish Patel & Co. has been submitted at close of each quarter to the Stock Exchanges.

A Secretarial Audit for the FY 2014-15 was carried out and the report is incorporated within the Directors' Report forming part of Annual Report.

## Means of Communication

In compliance of Clause 41 of the Listing Agreement, half yearly and quarterly financial results of the Company were, published in Economic Times at the place of the Corporate Office of the Company and also in The Economic Times, a local vernacular news edition, at the place of Registered Office of the Company. Half-yearly results in addition to being published in newspapers were available to the shareholders on their request.

Results and Official News of the Company are displayed on the Company's Website: [www.jbfindia.com](http://www.jbfindia.com)

The Ministry of Corporate Affairs (MCA) has through Circular No.17/2011 pronounced a Green Initiative in Corporate Governance that allows Companies to send notices / documents to shareholders electronically. Accordingly the Company has sent notice and annual report by way of electronic mode to the shareholders whose email address was registered with the Company.

The Annual Report is posted individually to all members, whose email address is not registered with the Company.

The shareholders who have not registered email address with the company, are requested to register the email address with company.

The presentations to the institutional investors and to the analysts are made as and when required.

The Management Discussion and Analysis Report is incorporated within the Directors' Report forming a part of the Annual Report.

## General Information for Shareholders

### Annual General Meeting

Day, Date & Time	Friday, 25th September, 2015 at 11.30.am
Venue	Daman Ganga Valley Resort, Silvassa.
Financial Calendar [Tentative]	
Results for the quarter ended June, 2014.	End 2nd week of August '15
Results for the quarter ended September, 2014	End 2nd week of November '15
Results for the quarter ended December, 2014.	End 2nd week of February '16
Results for the quarter ended March, 2015	End May '16
Annual General Meeting	End September '16

### Book Closure

The Register of Members will be kept closed from 1st September, 2015 to 4th September, 2015. [Both days inclusive] for the purposes of payment of dividend

### Dividend

The dividend will be paid to the shareholders, whose names appear in the Register of Members on 4th September, 2015.

Dividend, if declared at the Annual General Meeting, will be paid on or after the date of Annual General Meeting through NECS mode, who have selected NECS mode and by way of dividend warrants to other shareholders.

### Dividend Declared for the last 10 Years

Financial Year	Dividend Declaration	Dividend Per Share*
2004-2005	14 <sup>th</sup> July, 2005	₹ 2.00
2005-2006	29 <sup>th</sup> July, 2006	₹ 2.00
2006-2007	20 <sup>th</sup> September, 2007	₹ 2.25
2007-2008	30 <sup>th</sup> December, 2008	₹ 1.50
2008-2009	25 <sup>th</sup> September, 2009	₹ 5.00
2009-2010	25 <sup>th</sup> September, 2010	₹ 6.00
2010-2011	26 <sup>th</sup> September, 2011	₹ 8.00
2011-2012	28 <sup>th</sup> September, 2012	₹ 8.00
2012-2013	28 <sup>th</sup> September, 2013	₹ 1.00
2013-2014	27 <sup>th</sup> September, 2014	₹ 2.00

\* Share of paid-up value of ₹ 10 each.

#### Note:

Dividend of ₹ 2 (Rupee Two) per share recommended by the Directors on 27th May, 2015 is subject to declaration by the shareholders at the ensuing Annual General Meeting.

The dividend warrants will be despatched to the shareholders address registered as per Register of Members.

Shareholders who have not en-cashed the dividend warrant(s) are requested to get their warrants revalidated by writing to the Company. Under the

Companies Act, 2013, dividends that are unclaimed for a period of seven years, statutorily get transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government, and thereafter cannot be claimed by the investors. To ensure maximum disbursement of unclaimed dividend, the Company sends remainders to the concerned investors, before transfer of dividend to IEPF.

### Unclaimed dividend

Unclaimed Dividend of ₹ 807327.50 for the financial year 2006-2007 has been transferred to Investor Education Protection Fund on 28th October, 2014.

### Listing of Equity Shares

The shares of the Company are listed on The Bombay Stock Exchange Ltd, National Stock Exchange of India Ltd.

The shares of the Company are delisted from The Calcutta Stock Exchange Limited w.e.f 31st March, 2015.

### Listing Fees

The Annual Listing fees for the year 2015-16 has been paid to The Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

### Registrar & Transfer Agents

Link Intime India Pvt. Ltd.,

C-13, Pannalal Silk Mills Compound, LBS Road,

Bhandup [West], Mumbai – 400 078.

Tel. No. – 022-25 94 69 70. E-mail id: rnt.helpdesk@linkintime.co.in

### Share Registration

Shares received for transfer are registered within a period of 15 days from the date of receipt of all documents which are clear and complete in all respects.

### DEMATERIALISATION OF SHARES : AS ON 31ST MARCH, 2015.

Mode of Holding	No of shares held	Percentage to Total Capital
N S D L	55193492	84.27
C D S L	9247398	14.12
<b>Total Demat Holding</b>	<b>64440890</b>	<b>98.39</b>
Physical Holding	1056589	1.61
<b>Total Shareholding</b>	<b>65497479</b>	<b>100.00</b>

### Distribution of Shareholding : As on 31st March, 2015.

Shareholding of Shares	No of Shares held	Number of Shares held	Percentage to Total Capital
1 - 500	27346	3118283	4.76
501 - 1000	1113	896097	1.37
1001 - 2000	585	886221	1.35
2001 - 3000	206	526190	0.80
3001 - 4000	114	411304	0.63
4001 - 5000	90	427549	0.66
5001 - 10000	130	963259	1.47
10001 and above	152	58268576	88.96
<b>TOTAL</b>	<b>29736</b>	<b>65497479</b>	<b>100.00</b>

### The Shareholding Pattern : As on 31st March, 2015.

Group	No. of Shares held	% held
Indian Promoters	35326617	53.94
Directors / Relatives	173220	0.26
Body Corporates	5366413	8.19
Financial Institutions, Insurance Cos., & Banks	2699040	4.12
Trusts & Mutual funds	14010	0.02
FIs, FCs, FPIs, NRIs & NRNs	12045905	18.39
Indian Public	9872274	15.08
<b>TOTAL</b>	<b>65497479</b>	<b>100.00</b>

### Build up of Equity Share Capital

Date of Issue	Type of Issue	Number of Equity Shares	Cumulative Number of Shares	Cumulative Amount
18-Jun-82	Subscriber's to Memorandum	2	2	20
8-Aug-83	Issue of equity shares to Promoters	25000	25002	250020
18-Mar-85	Issue of equity shares to Promoters	123498	148500	1485000
29-Jun-85	Issue of equity shares to Promoters	171500	320000	3200000
27-Jun-86	Issue of equity shares to Promoters	60000	380000	3800000
27-Jun-86	Issue of equity shares through Public Issue	570000	950000	9500000
1-Jan-88	Issue of equity shares on Part conversion of Non Convertible Debentures	1000000	1950000	19500000
8-Feb-90	Issue of equity shares on Conversion of Fully Convertible Debentures	2292500	4242500	42425000
22-Sep-92	Issue of equity shares on Conversion of Fully Convertible Debentures	8280800	12523300	125233000
19-Apr-94	Issue of equity shares on Private Placement	6500000	19023300	190233000
7-Jun-94	Issue of equity shares on Private Placement	2000000	21023300	210233000
1-Apr-95	Issue of equity shares on conversion of convertible debentures issued on Private Placement	10000000	31023300	310233000
10-Jun-05	Issue of equity shares on Preferential basis	15528600	46551900	465519000
28-Mar-06	Issue of equity shares on conversion of Convertible Warrants on issued on Preferential basis	2450000	49001900	490019000
29-Jul-06	Issue of equity shares on conversion of Foreign Currency Convertible Bonds	1525000	50526900	505269000
18-Oct-06	Issue of equity shares on conversion of Convertible Warrants issued on Preferential basis	3848100	54375000	543750000
16-Aug-07	Issue of equity shares on conversion of Foreign Currency Convertible Bonds	2643332	57018332	570183320
28-Aug-07	Issue of equity shares on conversion of Foreign Currency Convertible Bonds	2541666	59559998	595599980



Date of Issue	Type of Issue	Number of Equity Shares	Cumulative Number of Shares	Cumulative Amount
26-Mar-08	Issue of equity shares on conversion of Convertible Warrants issued on Preferential basis	2500000	62059998	620599980
18-Nov-08	Issue of equity shares on Merger	182450	62242448	622424480
23-Aug-10	Issue of equity shares on conversion of Foreign Currency Convertible Bonds	3558333	65800781	658007810
30-Sep-10	Issue of equity shares under QIP issue	5290471	71091252	710912520
27-Oct-10	Issue of equity shares under ESOP	283884	71375136	713751360
29-Nov-10	Issue of equity shares under ESOP	137192	71512328	715123280
30-Dec-10	Issue of equity shares under ESOP	68418	71580746	715807460
28-Jan-11	Issue of equity shares under ESOP	35482	71616228	716162280
29-Mar-11	Issue of equity shares under ESOP	31728	71647956	716479560
29-Jun-11	Issue of equity shares under ESOP	43896	71691852	716918520
4-Aug-11	Issue of equity shares under ESOP	5500	71697352	716973520
20-Oct-11	Issue of equity shares under ESOP	190518	71887870	718878700
3-Dec-11	Issue of equity shares under ESOP	32142	71920012	719200120
26-Dec-11	Issue of equity shares under ESOP	27423	71947435	719474350
19-Mar-12	Issue of equity shares under ESOP	71688	72019123	720191230
21-Jun-12	Issue of equity shares under ESOP	100157	72119280	721192800
24-Jul-12	Issue of equity shares under ESOP	113282	72232562	722325620
28-Sep-12	Issue of equity shares under ESOP	48289	72280851	722808510
05-Nov-12	Issue of equity shares under ESOP	229586	72510437	725104370
19-Dec-12	Issue of equity shares under ESOP	76399	72586836	725868360
19-Mar-13	Issue of equity shares under ESOP	46400	72633236	726332360
20-Jun-13	Issue of equity shares under ESOP	81573	72714809	727148090
13-Aug-13	Issue of equity shares under ESOP	2423	72717232	727172320
21-Aug-13	Issue of equity shares under ESOP	74869	72792101	727921010
16-Sep-13	Buy back of shares	(2018800)	70773301	707733010
23-Sep-13	Buy back of shares	(5481200)	65292101	652921010
19-Dec-13	Issue of equity shares under ESOP	17346	65309447	653094470
18-Mar-14	Issue of equity shares under ESOP	15400	65324847	653248470
20-Jun-14	Issue of equity shares under ESOP	117305	65442152	654421520
13-Aug-14	Issue of equity shares under ESOP	45473	65487625	654876250
10-Sep-14	Issue of equity shares under ESOP	9854	65497479	654974790

**DEMAT ISIN Number in NSDL & CDSL**

Share Code on BSE  
Share Code on NSE

**INE187A01017**

514034  
JBFIND

**Trading in Equity Shares of the Company is permitted only in Dematerialised Form.**

Index of Share Prices [High & Low] of the Company during the Year on the BSE & NSE :

Month	BSE		NSE	
	High	Low	High	Low
April 2014	94.50	82.30	94.40	82.25
May 2014	122.00	82.50	122.15	82.95
June 2014	136.85	110.50	137.00	111.05
July 2014	148.45	123.40	148.50	123.00
August 2014	150.35	132.65	150.75	133.00
September 2014	166.50	137.70	166.30	137.25
October 2014	158.10	137.50	158.85	137.15
November 2014	225.90	147.05	226.00	146.00
December 2014	297.55	212.30	298.35	212.30
January 2015	266.60	232.25	266.80	231.00
February 2015	271.70	206.70	271.75	207.00
March 2015	237.50	188.60	237.00	188.00

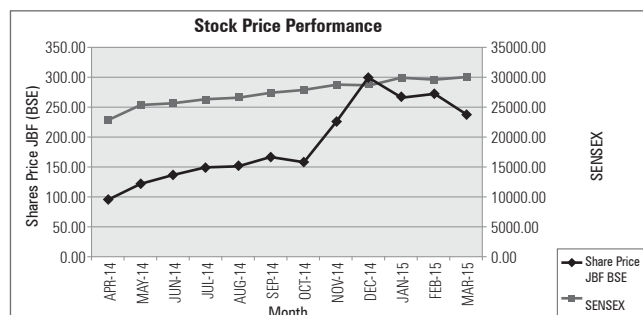
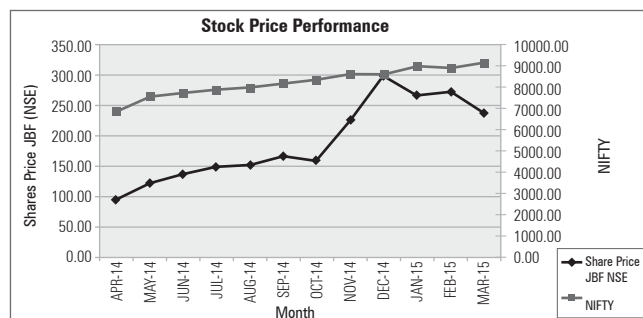
Source : website of BSE & NSE

**Stock Performance:**

The average daily turnover of the equity shares of the company during the financial year 2014-2015 is as follows:

**BSE :** 157020

**NSE :** 281865

**JBF Share Price at BSE****JBF Share Price at NSE**

**Plant Location** Survey No. 273, Saily-Rakholi Road Plot No. 11 and 215 to 231 Village Athola, Dadra Nagar Haveli Sarigam GIDC Indl. Area Dadra Nagar Haveli Silvassa Tal:Umbergaon, Silvassa. Sarigam,Vapi, Gujarat.

**Address for Correspondence**

**Corporate Office :**  
8th Floor Express Towers,  
Nariman Point, Mumbai - 400 021.  
Tel Nos : 22 88 59 59 Fax No : 22 88 63 93  
**E-mail Address for Investor Grievance & Correspondence:**  
sec.shares@jbfmail.com

**Website :** [www.jbfindia.com](http://www.jbfindia.com)

### Compliance with mandatory requirements

The Company has fully complied with the applicable mandatory requirements of Clause 49.

### Compliance with non-mandatory requirements

#### 1. The Board

The Company has an Executive Chairman whose office is maintained by the Company at its expenses. The travelling and other expenses of the Chairman for office purposes are paid / reimbursed by the Company.

#### 2. Shareholder Rights

The quarterly and half yearly financial performance are published in the newspapers and are also posted on the website (www.jbfindia.com) of the Company and hence, it is not being sent to the shareholders.

#### 3. Audit qualifications

The Company's financial statement for the year 2015 does not contain any audit qualification.

#### 4. Separate posts of Chairman and CEO

The Company has an Executive Chairman whose position is separate from that of the Managing Director & CEO of the Company.

#### 5. Reporting of Internal Auditor

The Internal Auditor presents his report to the Audit Committee on quarterly basis.

4. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies;

5. We further certify that :-

- i There have been no significant changes in the internal control over financial reporting during this year.
- ii There have been no significant changes in accounting policies made that require disclosure in the notes to the financial statements as on 31st March, 2015.
- iii. There have been no instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to our notice.

For and on behalf of the Board of Directors

**P. N. THAKORE**

CFO & Director Finance  
DIN : 00229024

**RAKESH GOTH**

CEO & Managing Director  
DIN : 00229302

Place : Mumbai

Date : 27th May, 2015

### Declaration by the Chief Executive Officer under Clause 49 of the Listing Agreement regarding compliance to the Code of Conduct

I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company, for the financial year ended March 31, 2015.

FOR JBF INDUSTRIES LIMITED

Place : Mumbai

Date : 27th May, 2015

**RAKESH GOTH**

CEO & MANAGING DIRECTOR  
DIN : 00229302

### Certification by the Chief Executive Officer (CEO) And Chief Financial Officer (CFO) On Financial Statements of the Company

We, Rakesh Gothi, CEO & Managing Director and P. N. Thakore, CFO & Director – Finance, certify that:

We have reviewed the Financial Statements & Cash Flow Statement for the year ended on 31st March, 2015 and to the best of our knowledge and belief, we state that :-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended on 31st March, 2015, which are fraudulent, illegal or violation of the Company's code of conduct;

### Auditors' Certificate On Corporate Governance

To The Members of

JBF INDUSTRIES LIMITED

1. We have examined the compliance of conditions of Corporate Governance by JBF Industries Limited ("the Company"), for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **CHATURVEDI & SHAH**

Chartered Accountants  
Firm Registration No.: 101720W

**R.KORIA**

Place: Mumbai

Dated: 27th May, 2015

Partner  
Membership No. 35629

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

i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under

Sr. No	Name of Director/KMP	Designation	Remuneration of Director/KMP for the financial year 2014-15 (₹ in lacs)	% increase in remuneration in the financial year 2014-15	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
1	Mr. Bhagirath Arya	Executive Chairman	# 757.72	50.05%	274.53	Profit before tax increased by 584.44 % and Profit after tax increased by 828.36 % in the financial year 2014-15 as compared to previous year
2	Mr. Rakesh Gothi	Managing Director	87.68	9.98%	31.77	
3	Mr. P.N. Thakore	Director -Finance	41.69	11.03%	15.1	
4	Mr. N.K. Shah	Director- Commercial	35.56	10.16%	12.88	
8	Mrs. Veena Arya	Non-Executive and Pramoter	*	*	*	*
5	Mr. B.R. Gupta	Non-Executive Independent Director	*	*	*	*
6	Mr. Prakash Mehta	Non-Executive Independent Director	*	*	*	*
7	Mr. Sunil Diwakar	Non-Executive Independent Director	*	*	*	*
9	Mr. Brij Mohan Bansal	Non-Executive Independent Director	*	*	*	*
10	Mr. B.A Prabhakar	Non-Executive Independent Director	*	*	*	*
11	Mr. Ravishankar Sindhe (up to 13.07.2014)	Non-Executive Independent Director	*	*	*	*
12	Mrs. Ujjwala Apte	Company Secretary	21.85	-1.14%	-7.91	Profit before tax increased by 584.44 % and Profit after tax increased by 828.36 % in the financial year 2014-15 as compared to previous year

# remuneration includes commission paid to Chairman.

\* Only sitting fee paid to Non-Executive Independent Director and details are give in Corporate Governance.

### ii) Percentage increase in the median remuneration of all employees in the financial year 2014-15

The median remuneration of employees of the Company during the financial year was ₹ 2.76 lakh. In the financial year, there was an increase of 10% in the median remuneration of employees

### iii) Number of permanent employees on the rolls of Company as on 31st March 2015

There were 3001 permanent employees on the rolls of Company as on 31 March 2015.

### iv) Relationship between average increase in remuneration and company performance:

Average percentage increase in the salaries of the employees was about 10% for the year 2014 - 15. The profit before Tax for the financial year ended 31st March, 2015 increased by 584.44 %. The remuneration was in line with the performance of the Company and linked to the individual performance apart from the performance of the Company.

### v) The key parameters for the variable component of remuneration

The key parameters for the variable component of remuneration availed by the Key Managerial Personnels (KMPs) are the overall financial performance of the Company, initiative taken by the KMPs, the responsibility accepted and their performance during the year. These parameters are approved by the Board of Directors based on the recommendations of Nomination and Remuneration Committee and subject to the limit prescribed in the resolution passed by the shareholders in their meeting.

The Company pays only sitting fees to the Non Executive and Independant Directors. The commission is paid only to the Executive Chairman depending upon the performance of the Company, subject to a limit not exceeding 1% p.a. of the profit of the Company calculated as per the norms prescribed in the Companies Act, 2013, and the limit approved by the shareholders in their meeting.

vi) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies.

Particular	As on 31st March, 2015	As on 31st March, 2014	As on last Offer as on 10/06/2005	Persantage Increase
Market Capitalisation	₹ 138461.66 lacs	₹ 55820.08 lacs		148.05%
PE	10.17	50.26	**	-79.77%
Market Quotation of Equity Share	₹ 211.4		₹ 157.15	34.52%

## ANNEXURES TO THE DIRECTORS' REPORT

### EXTRACT OF ANNUAL RETURN

#### FORM NO. MGT-9

As on the Financial Year ended on 31st March, 2015.

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS :

i) CIN :-	: L99999DN1982PLC000128
ii) Registration Date	: 12th July, 1982
iii) Name of the Company	: JBF Industries Limited
vi) Category/Sub-Category of the Company	: Fibre & Plastic
v) Address of the Registered office and contact details	: Survey No. 273, Village Athola Silvassa-396 23. (India). Tel. : +91-0260-2642745/46 Fax : +91-0260-2642297 E-mail : sec.shares@jbfmail.com
vi) Whether listed Company	: Yes - The Company is listed on BSE & NSE
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup [West], Mumbai – 400 078. Tel. No. – 022-25 94 69 70. E-mail id: rnt.helpdesk@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 :-

Sr. No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the Company
1	Polyester Chips	302.90	50.18
2	Partially Oriented Yarn / Fully Drawn Yarn / Polyester Texturised Yarn / Flat Yarn	247.10	49.00

#### III. Particulars of holding, subsidiary and associate companies –

Sr. No.	Name and Address of the subsidiary Company	CIN /GLN	Holding/ Subsidiary/ Associate	% of shares held	Application Section
1	JBF Global Pte Ltd 112, Robinson Road, #05-01, Singapore 068906.  With its subsidiaries : JBF Petrochemicals Ltd. JBF RAK LLC JBF Global Europe BVBA JBF Bahrain S.P.C	201435082W	Subsidiary	100%	2(87)ii

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

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
a) Individual/HUF	37306617	0	37306617	57.11	35326617	0	35326617	53.94	-1980000
b) Central Govt	0	0	0	0.00	0	0	0	0.00	
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	
e) Banks /FI	0	0	0	0.00	0	0	0	0.00	
f) Any Other	0	0	0	0.00	0	0	0	0.00	
<b>Sub-Total (A) (1):-</b>	<b>37306617</b>	<b>0</b>	<b>37306617</b>	<b>57.11</b>	<b>35326617</b>	<b>0</b>	<b>35326617</b>	<b>53.94</b>	
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	
e) Any Other	0	0	0	0.00	0	0	0	0.00	
<b>Sub-Total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>37306617</b>	<b>0</b>	<b>37306617</b>	<b>57.11</b>	<b>35326617</b>	<b>0</b>	<b>35326617</b>	<b>53.94</b>	



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	1055285	17500	1072785	1.64	456	13500	13956	0.02	-1058829
c) Central Govt	24106	712	24818	0.04	77841	712	78553	0.12	53735
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
f) Insurance	0	0	0	0.00	0	0	0	0.00	0
g) FIs	3120487	0	3120487	4.78	2620487	0	2620487	4.00	-500000
h) Foreign Venture Capital Funds	7152393	0	7152393	10.95	10889435	0	10889435	16.63	3737042
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-Total (B)(1) :-</b>	<b>11352271</b>	<b>18212</b>	<b>11370483</b>	<b>17.41</b>	<b>13588219</b>	<b>14212</b>	<b>13602431</b>	<b>20.77</b>	
<b>2. Non-Institutions</b>									
a) Bodies Corp.	4968432	190972	5159404	7.90	5175691	190722	5366413	8.19	207009
i) Indian	0	0	0	0.00	0	0	0	0.00	0
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5984908	879741	6864649	10.51	5332530	848677	6181207	9.44	-683442
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3148773	0	3148773	4.82	3476573	0	3476573	5.31	327800
c) Qualified Foreign Inst.	0	0	0	0.00	0	0	0	0.00	
d) Any Other									
i) N R I (Repat)	705515	1938	707453	1.08	648479	2378	650857	0.99	-56596
ii) N R N (Non Repat)	250360	0	250360	0.38	254109	0	254109	0.39	3749
iii) Foreign Company	0	200	200	0.00	0	200	200	0.00	0
iv) Foreign Portfolio Inv.	0	0	0	0.00	251304	0	251304	0.38	251304
v) Clearing Members	245144	0	245144	0.38	214494	0	214494	0.33	-30650
vi) Directors / Relatives	270260	400	270660	0.41	172820	400	173220	0.26	-97440
vii) Office Bearers	550	0	550	0.00	0	0	0	0.00	-550
viii) Trusts	554	554	554	0.00	54	0	54	0.00	-500
<b>Sub-Total (B)(2) :-</b>	<b>15574496</b>	<b>1073805</b>	<b>16647747</b>	<b>25.48</b>	<b>15526054</b>	<b>1042377</b>	<b>16568431</b>	<b>25.29</b>	
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>26926767</b>	<b>1092017</b>	<b>28018230</b>	<b>42.89</b>	<b>29114273</b>	<b>1056589</b>	<b>30170862</b>	<b>46.06</b>	
<b>Total (A) + (B)</b>	<b>64233384</b>	<b>1092017</b>	<b>65324847</b>	<b>100</b>	<b>64440890</b>	<b>1056589</b>	<b>65497479</b>	<b>100.00</b>	
C. Shares held by Custodian for GDRs & ADRs									
1. Promoters	0	0	0	0.00	0	0	0	0.00	
2. Public	0	0	0	0.00	0	0	0	0.00	
<b>Sub-Total ( C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
<b>Grand Total (A+B+C)</b>	<b>64233384</b>	<b>1092017</b>	<b>65324847</b>	<b>100</b>	<b>64440890</b>	<b>1056589</b>	<b>65497479</b>	<b>100.00</b>	

## (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			%Change share holding during the year
		No. of Shares	% of the total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of the total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Bhagirath C. Arya	27211175	41.66	4.90	27731175	42.34	4.89	520000
2	Chinar Arya Mittal	4300000	6.58	0.00	1800000	2.75	0.00	-2500000
3	Vaidic Resources Private Ltd	3906304	5.98	0.00	3906304	5.96	0.00	0.00
4	Cheerag Bhagirath Arya	1875060	2.87	0.00	1875060	2.86	0.00	0.00
5	Veena B. Arya	14078	0.02	0.00	14078	0.02	0.00	0.00

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

Shareholding at the beginning of the year			Transaction Details			Cumulative Shareholding during the year		
Sr. no	Shareholder's Name	No. of Shares	% of total shares of the Company	Sales	Purchases	Date	No. of Shares	% of total shares of the Company
1	Bhagirath C. Arya	27211175	41.66	-	-	-	27211175	41.66
				-	350000	09-04-2014	27561175	42.08
				-	50000	19-11-2014	27611175	42.16
					90000	21-11-2014	27701175	42.29
					30000	25-11-2014	27731175	42.34
2	Vaidic Resources Private Limited	3906304	5.96	*	*	*	3906304	5.96
3	Cheerag Bhagirath Arya	1875060	2.86	*	*	*	1875060	2.86
4	Chinar Arya Mittal	4300000	6.58	-	-	-	4300000	6.58
				2500000	-	28-11-2014	1800000	2.75
5	Veena Arya	14078	0.02	*	*	*	14078	0.02

\* There is no change in the total shareholding between April 1, 2014 - March 31, 2015

## iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

FOR EACH OF THE TOP 10 SHAREHOLDERS		SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	Cresta Fund Ltd	3900000	5.9544	3900000	5.9544
2	Copthall Mauritius Investment Limited	0	0	3545000	5.4124
3	Life Insurance Corporation of India	3120487	4.7643	2620487	4.0009
4	Sunidhi Capital Pvt Ltd	1718704	2.6241	1682904	2.5694
5	National Westminster Bank Plc as Trustee of The Jupiter India Fund	1596574	2.4376	1596574	2.4376
6	Aadi Financial Advisors LLP	1069678	1.6332	981562	1.4986
7	Vallabh Roopchand Bhanshali	0	0	871400	1.3304
8	Lata Bhanshali	1844632	2.8163	673232	1.0279
9	Orange Mauritius Investments Limited	0	0	600000	0.9161
10	Rajbhushan Buddhiraju	438000	0.6687	455000	0.6947

## v) INDEBTEDNESS

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

Amount (₹ in Crores)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (01.04.2014)</b>				
i) Principal Amount	1218.94	193.23	-	1,412.17
ii) Interest due but not paid	0	-	-	-
iii) Interest accrued but not due	1.70	-	-	1.70
<b>TOTAL (i + ii + iii)</b>	<b>1,220.64</b>	<b>193.23</b>	<b>-</b>	<b>1,413.87</b>
<b>Change in Indebtedness during the financial year</b>				
Addition in long term	534.53	11.525	-	546.055
Reduction in long term	-390.77	-32.95	-	-423.72
Exchange Difference	20.86	-	-	20.86
Net changes in working capital	169.49	-	-	169.49
<b>Net Change</b>	<b>313.25</b>	<b>-21.425</b>	<b>-</b>	<b>312.685</b>
<b>Indebtedness at the end of the financial year (31.03.2015)</b>				
i) Principal Amount	1532.19	171.81	-	1,724.86
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	6.41	-	-	6.41
<b>TOTAL (i + ii + iii)</b>	<b>1,538.60</b>	<b>171.81</b>	<b>-</b>	<b>1,731.27</b>

## vi) Shareholding of Directors and Key Managerial Personnel

Sr no	Shareholder's Name	Shareholding at the beginning of the year		Transaction Details	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1	Bhagirath C. Arya	27211175	41.66	-- 350000 50000 90000 30000	27211175 27561175 27611175 27701175 27731175	41.66 42.08 42.16 42.29 42.34
2	Rakesh Gothi	40770	0.06	0	40770	0.06
3	Purshottam N Thakore	50200	0.08	0	50200	0.08
4	Veena Arya	14078	0.02		14078	0.02
5	Nilesh Kantilal Shah	30200	0.05	0	30200	0.05
6	Ravishankar Gangadhar Shinde (up to 13/07/2014)	100	0.00	0	100	0.00
7	Sunil Diwakar	39747	0.06	0	39747	0.06
8	Baldev Raj Gupta	0	0		16143	0.02
9	Ujjwala Apte, Company Secretary & Compliance Officer	54456	0.08		54456	0.08
10	Prakash Mehta	45000	0.07		45000	0.07

## vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

No.	Particulars of Remuneration	Name of MD/WTD/Manager					Total Amount ₹ In Lacs
		Mr. B C Arya Chairman	Mr. Rakesh Gothi CEO & MD	Mr. P N Thakore CFO & Director Finance	Mr. N K Shah Director - Commercial	Mrs. Ujjwala Apte Company Secretary	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	513.87 43.85	81.96 5.72	40.37 1.32	32.89 2.67	20.35 0.27	689.44 59.27
2.	Stock Option / Sweat Equity	--	--	--	--	--	--
3.	Commission - as % of profit - others, specify...	--	--	--	--	--	--
4.	Others, please specify	--	--	--	--	--	--
	<b>Total (A)</b>	<b>557.72</b>	<b>87.68</b>	<b>41.69</b>	<b>35.56</b>	<b>20.62</b>	<b>59.27</b>

## B. Remuneration to other directors:

## 1. Independent Directors

No.	Particulars of Remuneration	Name of Directors					Total Amount ₹ In Lacs
		Mr. Gupta	Mr. Mehta	Mr. Diwakar	Mr. Bansal	Mr. Prabhakar	
	- Fee for attending Board/Committee Meetings	5.00	2.30	1.90	1.50	1.70	12.40
	- Commission	--	--	--	--	--	--
	- Others, please specify	--	--	--	--	--	--
	<b>Total (B)(1)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>12.40</b>

## 2. Other Non Executive Directors

No.	Particulars of Remuneration	Name of Director		Total Amount ₹ In Lacs
		Mrs. Veena Arya	Mr. Shinde	
	- Fee for attending Board/Committee Meetings	1.20	0.20	1.40
	- Commission	--	--	--
	- Others, please specify	--	--	--
	<b>Total (B)(1)</b>	<b>--</b>	<b>--</b>	<b>1.40</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/MTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	20.35  0.27	20.35  0.27
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission - as % of profit - others, specify...	--	--
5	Others, please specify	--	--
	<b>Total</b>	<b>20.62</b>	<b>20.62</b>

**Viii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (give Details)
<b>A.COMPANY</b>					
Penalty Punishment Compounding			None		
<b>B. DIRECTORS</b>					
Penalty Punishment Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding			None		

**ANNEXURE TO DIRECTORS' REPORT**

Statement of particulars of employees pursuant to the provision of section 217(2a) of the companies act, 1956 & forming apart of the directors report for the year ended 31st March, 2015.

Employed throughout the financial year under review and were in receipt of remuneration for financial year in the aggregate of not less than ₹ 60,00,000/-

Sr. No.	Name	Age (Years)	Designation	Remuneration (Gross)	Qualification	Experience (Years)	Date of Commencement of Employment	Last Employment Held & Designation
1	Mr. Bhagirath C. Arya	64	Executive Chairman	75,771,798	B.E. Electrical	42	08/10/1983	Not Applicable
2	Mr. Rakesh Gothi	64	CEO & Managing Director	8,767,729	B.Tech, MS, MBA	35	01/01/1997	J.k. Synthetics Ltd

**Note :**

Remuneration as shown above includes salary, commission, allowances, medical benefits, contribution to provident fund, superannuation scheme and other perquisites excluding valuation of retirement benefits.



## ANNEXURE TO DIRECTOR'S REPORT

**The disclosures under section 135 of the Companies Act, 2013, read with the rule 8(1) of the Companies (Corporate Social Responsibility policy) Rules, 2014 are given in Annexure to the Directors' Report.**

In line with the requirements of the Companies Act, 2013, the Board on 15th May, 2014 has constituted a CSR Committee. The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

### **CSR Activities for Financial Year 2014-15**

The Company's CSR Policy framework formulates the mechanism for undertaking various programmes in accordance with Section 135 of The Companies Act 2013, for the benefits of community.

The Company primarily focus on such projects which include areas of activities like Water and Sanitation, Education, Health, Skill Development etc.

### **Amount required to be spent**

The Company is required to spend an amount of ₹ 52 Lacs, 2% of the average Net Profit of the Company for the last three financial years, during the financial year 2014-2015.

### **Amount spent**

The Company has spent ₹ 20 Lacs on the CSR activities

### **CSR activities undertaken :**

- a) promoting preventive health care
- b) rural sanitation project under Prime Minister Swatcha Bharat Abhiyan by constructing toilets
- c) promoting education
- d) donating for hostel for women
- e) rural development projects by creating community crematorium.

The balance amount of ₹ 32 Lacs has already been committed to be paid for the construction of toilets in the nearby areas of the plants and the same will be paid in the current year.

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015**

To,  
The Members,  
JBF Industries Limited Survey No. 273,  
Village Athola, Silvassa, Dadar Nagar Haveli 396230

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JBF Industries Limited (CIN: L99999DN1982PLC000128) (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 my opinion thereon.

Based on our verification of the 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 Financial year ended 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 Company as given in Annexure I, for the year ended on as stated above to the provisions of:

- (i) The Companies Act, 1956/ 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 to the extent applicable;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 to the extent applicable ;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to the extent applicable;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 to the extent applicable;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable to the Company during the audit period
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not applicable to the Company.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable to the Company and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Annexure II.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India - (Not notified during the audit period)
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange India Limited,

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

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 notices are given to all directors to schedule the meetings of the Board of Directors and various Committees, agenda and detailed notes on agenda were sent before seven days 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 unanimously and as such there is no dissenting members' views are required to be captured and recorded as part of the minutes.

We further report that the Company has complied as to holding a separate Meeting of independent Director once in a year, as per the provisions of section of 149(7) read with rule VII of Schedule IV of the Companies Act, 2013, however the meeting being confidential the minutes of the same were not made available us for the audit.

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 do not report on Financial Laws like Tax Laws, and Customs Act, Banking, Financial Transactions, defaults in repayment of any loan/ debts or deposits/ interest thereon, if any as the same is either carried out by the Statutory Auditors/ Internal Auditors, designated professional.

For Jagdish Patel & Co.  
Company Secretary

CS Ronak V. Kalathiya  
Partner  
ACS No.: 37007  
C P No.: 13865

Place: Mumbai  
Date: May 27, 2015

## Annexure -I

## List of documents Verified

- 1 Memorandum & Articles of Association of the Company.
- 2 Annual Report for the Financial year ended 2014.
- 3 Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee, Compensation Committee and CSR Committee along with Attendance Register held during the financial year under report.
- 4 Minutes of General Body Meetings held during the financial year under report.
- 5 Statutory Registers
- 6 Declarations received from the Directors of the Company pursuant to the provisions of Section 299 & 274(1)(g) of the Companies Act, 1956 and 184 of the Companies Act, 2013.
- 7 Intimations received from directors under the prohibition of Insider Trading Code.
- 8 e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report
- 9 Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
- 10 Filings made with Reserve Bank of India under the Foreign Direct Investment Guidelines and for Overseas Direct Investments made by the Company.
- 11 Documents related to payments of dividend made to its shareholders during the financial year under report.
- 12 Applicability of provisions of Section 188 of Companies Act, 2013 related to Related Party Transactions.
- 13 Documents related to issue of shares under ESOP Scheme filed with Stock Exchanges and Listing approvals received hereon.
- 14 Approvals received from Central Government.

## Annexure -II

## • Registered office:

Survey No. 273, Umerkuin, Road, Village Athola, Silvassa, Dadar Nagar Haveli 396230

## • Corporate office:

8th Floor, Express Tower, Nariman Point, Mumbai 400021

## • Plants:

01. Saily Plant: Plot No 156/2, Saily Rakholi Road, Village Saily, Silvassa Dadar Nagar Haveli 396230
02. Athola Plan: Survey No 273, Umerkuin Road, Village Athola, Dadar Nagar Haveli 396230
03. Sarigam Plant: Plot No 11&215 to 231, GIDC Industrial Estate, Sarigam, Dist Valsad 396155

## List of other applicable laws to the Company:

1. The Factories Act, 1948
2. The Employee's State Insurance Act, 1948
3. Maternity Benefit Act, 1948
4. Contract Labour (Regulation & Abolition) Act, 1970
5. The payment of bonus act, 1965
6. The Payment of wages Act, 1936
7. The minimum wages act, 1948
8. The payment of gratuity act, 1972
9. The contract labour (regulation and abolition) Act, 1970
10. The Maternity benefit act, 1961
11. The Industrial employment (standing orders) act, 1946
12. The employees compensation act. 1923
13. The equal remuneration act, 1976
14. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
15. The Apprentices Act, 1961
16. The Industrial Disputes Act, 1947
17. The Employee's provident fund and miscellaneous provisions act, 1952

## INDEPENDENT AUDITOR'S REPORT (STANDALONE)

TO

THE MEMBERS OF JBF INDUSTRIES LIMITED

### REPORT ON THE STANDALONE FINANCIAL STATEMENTS

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

### MANAGEMENT'S RESPONSIBILITY ON THE STANDALONE FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, 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 affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

### EMPHASIS OF MATTER

We draw attention in respect of Note 16.1 and 18.3 on the Standalone Financial Statements, regarding trade receivables and Inter- Corporate Deposits including interest thereon amounting to ₹ 51.52 Crores & ₹ 99.93 Crores respectively due from parties in respect of which Company has initiated legal proceedings and a provision of ₹ 21.25 Crores for trade receivables has been considered sufficient by the management.

Our opinion is not modified in respect of above matters.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies ( Auditor's Report) Order, 2015 ("CARO 2015"), issued by the Central Government of India in terms of sub- section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements in note 16.1, 18.3 & 30.1 to the standalone 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Chaturvedi & Shah**  
Chartered Accountants  
(Firm Registration No. 101720W)  
**R. Korla**  
Partner  
Membership No.: 35629

Place: Mumbai  
Date: May 27, 2015



## ANNEXURE TO INDEPENDENT AUDITORS' REPORT

**Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of JBF Industries Limited on the accounts for the year ended 31st March, 2015.**

(i) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the fixed assets have been physically verified by the management in accordance with the programme of verification, which in our opinion is reasonable, considering the size of the Company and nature of its assets. No discrepancies were noticed on such verification as compared with the available records.

(ii) In respect of its inventories:

- (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion, and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of inventories as compared to the book records.

(iii) The company has granted unsecured loan to one company covered under the register maintained under section 189 of the Companies Act 2013. Maximum amount outstanding at any time during the year was ₹ 76.99 Crores and year-end balance was ₹ 76.99 Crores. In our opinion:

- a. The receipts of principal amount and interest wherever due are regular.
- b. The loan given was not yet due for repayment at the year end, therefore the question of overdue amount does not arise.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. The Company has not sold any services during the year. During the course of audit we have not observed any continuing failure to correct major weaknesses in such internal control system.

(v) According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.

(vi) The Central Government has prescribed the maintenance of Cost records pursuant to section 148 (1) of the Companies Act, 2013. We have broadly reviewed the accounts and cost records of the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues :

- (a) According to the records of the Company, the Company has generally been regular in depositing undisputed statutory dues during the year, including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Value Added Tax, Wealth tax, Service tax, Customs Duty, Excise Duty, Cess and any other material statutory dues as applicable with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the disputed statutory dues aggregating to ₹ 0.65 Crore that have not been deposited on account of matters pending before appropriate authorities are as under:

Name of the statute	Nature of the dues	₹ in Crore	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	0.64*	2005-06	Supreme Court
		0.01*	2005-06	Custom Excise & Service Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	0.00#	2008-09	Income Tax Appellate Tribunal
		0.00#	2009-10	Income Tax Appellate Tribunal
		0.00#	2009-10	Commissioner Of Income Tax (Appeals)
		0.00#	2010-11	Income Tax Appellate Tribunal
		0.00#	2010-11	Commissioner Of Income Tax (Appeals)
Total		0.65		

(\*) Net of ₹ 1.11 Crores deposited under protest.

(#) Net of ₹ 17.79 Crores adjusted against refund.

(c) According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

(viii) The Company does not have accumulated losses at the end of the financial year. It has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.

(ix) Based on our audit procedures and accordingly to the information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution, banks and debenture holders.

(x) The Company has given guarantees and letter of credit in connection with the Credit facilities extended by banks to its subsidiary Companies as mentioned in Note 17.1 and 30 (c & d) on financial statements. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.

(xi) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans raised during the year and those, which were outstanding at the beginning of the year, have *prima facie* been applied for the purposes for which they were raised, except term loan of ₹ 100 Crores raised for the equity investments in a subsidiary company, pending utilization the same has been kept in the fixed deposits with banks and pledged these deposits as security to the lenders of subsidiary Company against the financial facilities availed by that subsidiary company.

(xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and as per the information and explanations given by the management, we report that no fraud by the Company and no material fraud on the Company has been noticed or reported during the course of our audit.

**For Chaturvedi & Shah**  
Chartered Accountants  
(Firm Registration No. 101720W)

**R. Korla**  
Partner

Place: Mumbai  
Date: May 27, 2015

Membership No.: 35629

**BALANCE SHEET AS AT 31ST MARCH, 2015**

(₹ in Crores)

EQUITY AND LIABILITIES		Note	As at 31st March, 2015		As at 31st March, 2014	
SHAREHOLDERS' FUNDS						
Share Capital	2		80.41		80.23	
Reserves and Surplus	3		<u>1,021.84</u>	<b>1,102.25</b>	<u>915.32</u>	<b>995.55</b>
NON-CURRENT LIABILITIES						
Long-Term Borrowings	4		825.02		669.61	
Deferred Tax Liabilities (Net)	5		224.20		170.47	
Long-Term Provisions	6		<u>12.43</u>	<b>1,061.65</b>	<u>23.56</u>	<b>863.64</b>
CURRENT LIABILITIES						
Short-Term Borrowings	7		704.71		534.13	
Trade Payables	8		308.76		614.92	
Other Current Liabilities	9		303.41		322.30	
Short-Term Provisions	10		<u>60.85</u>	<b>1,377.73</b>	<u>51.09</u>	<b>1,522.44</b>
TOTAL				<u><b>3,541.63</b></u>		<u><b>3,381.63</b></u>
ASSETS						
NON-CURRENT ASSETS						
Fixed Assets	11					
Tangible Assets			1,622.10		1,484.41	
Intangible Assets			2.86		2.85	
Capital Work-in-progress			<u>1.41</u>		<u>59.73</u>	
			1,626.37		1,546.99	
Non-Current Investments	12		423.53		423.76	
Long-Term Loans and Advances	13		<u>113.18</u>	<b>2,163.08</b>	<u>104.59</u>	<b>2,075.34</b>
CURRENT ASSETS						
Current Investments	14		0.23		0.65	
Inventories	15		335.29		440.53	
Trade Receivables	16		564.65		612.01	
Cash and Bank Balances	17		214.73		42.50	
Short-Term Loans and Advances	18		206.09		159.10	
Other Current Assets	19		<u>57.56</u>	<b>1,378.55</b>	<u>51.50</u>	<b>1,306.29</b>
TOTAL				<u><b>3,541.63</b></u>		<u><b>3,381.63</b></u>
Significant Accounting Policies	1					
Notes on Financial Statements	2-37					

As per our report of even date

**For CHATURVEDI & SHAH**

Chartered Accountants

Firm Registration No-101720W

**R. KORJA**

Partner

Membership No-35629

Place : Mumbai

Date : 27th May, 2015

**For & on behalf of the Board of Directors****BHAGIRATH C. ARYA**

Chairman

DIN-00228665

**RAKESH GOTH**

Managing Director

DIN-00229302

**B. R. GUPTA**

Director

DIN-00020066

**P. N. THAKORE**

Director- Finance

DIN-00229024

**UJJWALA APTE**

Company Secretary

Membership No-A3330

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Crores)

Particulars	Note	Year ended 31st March, 2015	Year ended 31st March, 2014
<b>Gross Revenue from Operations</b>	20	4,543.68	5,267.82
Less:-Excise Duty Recovered on Sales		416.80	483.11
Other Income	21	56.43	61.87
<b>Total Revenue</b>		<b>4,183.31</b>	<b>4,846.58</b>
<b>Expenses</b>			
Cost of Materials Consumed	22	3,105.21	3,798.57
Purchases of Stock-in-Trade	23	1.57	6.98
Changes in inventories of Finished Goods and Stock -in- process	24	50.23	30.77
Employee Benefits Expenses	25	73.77	61.77
Finance Costs	26	171.55	167.87
Depreciation and Amortisation Expense	11	96.76	112.22
Other Expenses	27	483.68	602.39
<b>Total Expenses</b>		<b>3,982.77</b>	<b>4,780.57</b>
<b>Profit Before Exceptional Items and Tax</b>		<b>200.54</b>	<b>66.01</b>
Exceptional Item	28	—	36.71
<b>Profit Before Tax</b>		<b>200.54</b>	<b>29.30</b>
<b>Tax Expenses</b>			
Current Tax		43.28	7.22
Less:- MAT Credit		(36.97)	(7.22)
Deferred Tax Expense		54.79	14.28
		61.10	14.28
<b>Profit After Tax</b>		<b>139.44</b>	<b>15.02</b>
Prior Period Adjustments		-	0.03
<b>Profit for the Year</b>		<b>139.44</b>	<b>14.99</b>
Earnings per share (of ₹ 10 each) - (in ₹) Basic	29	20.78	1.70
- (in ₹) Diluted		20.78	1.70
<b>Significant Accounting Policies</b>	1		
<b>Notes on Financial Statements</b>	2-37		

As per our report of even date

**For CHATURVEDI & SHAH**

Chartered Accountants

Firm Registration No-101720W

**R. KORIA**

Partner

Membership No-35629

Place : Mumbai

Date : 27th May, 2015

**For & on behalf of the Board of Directors****BHAGIRATH C. ARYA**

Chairman

DIN-00228665

**RAKESH GOTH**

Managing Director

DIN-00229302

**B. R. GUPTA**

Director

DIN-00020066

**P. N. THAKORE**

Director- Finance

DIN-00229024

**UJJWALA APTE**

Company Secretary

Membership No-A3330

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 as adopted consistently by the Company. The financial statements have been prepared as a going concern basis under the historical cost convention.

#### B. USE OF ESTIMATE

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.

#### C. FIXED ASSETS

Fixed assets are stated at cost of acquisition or construction, net of cenvat/Value added Tax, less accumulated depreciation and impairment loss, if any. All costs, including finance cost till commencement of commercial production, net charges on forward exchange contracts and adjustment arising from exchange rate differences/ variations attributable to the fixed assets are capitalised.

#### D. ASSETS TAKEN ON FINANCE LEASE

The lower of the fair value of the assets and present value of the minimum lease rentals is capitalized as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component, if any, is charged to Statement of Profit and loss.

#### E. INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition less accumulated amortisation. Computer Software is amortised over the useful life or period of three year whichever is less.

#### F. DEPRECIATION

- i. Depreciation on fixed assets is provided to the extent of depreciable amount on straight-line method over the useful life of asset as prescribed in Para -C of Schedule II to the Companies Act, 2013.
- ii. Depreciation on addition during the year has been provided on pro rata basis succeeding to the month of addition.
- iii. The leasehold land has been amortised over the lease period.
- iv. Depreciation has been provided over the residual life of the respective fixed assets for additions arising on account of translation of foreign currency liabilities, insurance spares and on additions or extensions forming an integral part of the existing assets.

#### G. IMPAIRMENT OF ASSETS

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

#### H. INVESTMENTS

Current investments are carried at lower of cost and market value/NAV, computed individually. Long- Term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such decline is other than temporary in the opinion of the management.

#### I. INVENTORIES

In general, all inventories are measured at lower of cost and net realisable value. Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition. Raw Materials & Stores and Spares are determined on FIFO Basis. Waste, by products and trial run products are valued at net realisable value. Inventories of Finished Goods and Waste include excise duty, wherever applicable.

#### J. TRANSACTION IN FOREIGN CURRENCY

- i. Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the date of the transaction.
- ii. Monetary Items denominated in foreign currencies at the year end are restated at year end rates. In case of those items, which are covered by forward exchange contracts, the difference between the year end rate and spot rate on the date of the contract is recognised as exchange difference in the Statement of Profit and Loss and the premium paid on forward contracts has been recognised over the life of the contract.
- iii. Exchange difference relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of depreciable fixed asset is adjusted to the carrying cost of the fixed asset. In other cases such difference are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortised to the Statement of Profit and Loss over the balance life of the long term monetary item, however that the period of amortization does not extend beyond 31st March, 2020.
- iv. All other exchange difference are dealt with in the Statement of Profit and Loss.
- v. Non monetary foreign currency items are carried at cost.

#### K. DERIVATIVE INSTRUMENTS

In respect of derivatives contracts, premium paid, gain/loss on settlement and losses on restatements are recognised in the Statement of Profit & Loss.

#### L. ISSUE EXPENSES

Equity Share/ Share Warrants / Bonds issue expenses are adjusted against Securities Premium Account.

**M. REVENUE RECOGNITION**

Revenue from sale of products is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection and significant risk and rewards of ownership of the goods have passed to the buyer. Revenue from Operations includes sale of products, waste, services, export Incentives and excise duty and are net of sales tax, value added tax, discounts and claims. Dividend Income is recognised when right to receive the payment is established by the balance sheet date. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

**N. BORROWING COST**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets upto the date when such assets are ready for their intended use. Other borrowing costs are charged as expense in the year in which they are incurred.

**O. CUSTOMS**

Liability on account of Customs Duty on Imported materials in transit or in bonded warehouse is accounted in the year in which the goods are cleared from customs.

**P. EXPORT INCENTIVES**

Export Incentives other than advance licence are recognised at the time of exports and the benefit in respect of advance licence received by the company against export made by it are recognised as and when goods are imported against them.

**Q. EMPLOYEE BENEFITS**

- Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.
- Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognized at the present value of the amounts payable determined using actuarial valuation techniques based on Projected unit credit method. Actuarial gain/losses in respect of post employment and other long term benefits are charged to Statement of Profit and Loss.
- In respect of employee's stock options, the excess of market price on the date of grant over the exercise price is recognised as deferred employee compensation expenses amortised over vesting period.
- Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

**R. PROVISION FOR CURRENT AND DEFERRED TAX**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future. In the case of Unabsorbed depreciation and carry forward tax losses, all deferred tax asset are recognised only if there is virtual certainty that they can be realised against future taxable profits.

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

**S. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

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

**2 SHARE CAPITAL**

			(₹ in Crores)	
			As at 31st March, 2015	As at 31st March, 2014
<b>Authorised</b>				
100,000,000 (Previous Year 100,000,000) Equity Shares of ₹ 10 each			100.00	100.00
12,500,000 (Previous Year 12,500,000) Cumulative Redeemable Preference shares of ₹ 100 each			125.00	125.00
			<b>225.00</b>	<b>225.00</b>
<b>Issued Subscribed and Paid up</b>				
65,497,479 (Previous Year 65,324,847) Equity Shares of ₹ 10 each fully paid up			65.50	65.32
75,709 (Previous Year 75,709) 2.5% Cumulative Redeemable Preference Shares of ₹ 100 each fully paid up			0.76	0.76
1,415,000 (Previous Year 1,415,000) 20% Cumulative Redeemable Preference Shares of ₹ 100 each fully paid up			14.15	14.15
<b>TOTAL</b>			<b>80.41</b>	<b>80.23</b>

**2.1 Terms/rights attached to Equity Shares**

The holders of equity shares of ₹ 10 each are entitled to one vote per share. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the member at the annual general meeting of the year. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive out of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by share holders.



## 2.2 Terms/rights attached to Cumulative Redeemable Preference Shares (CRPS)

The holder of Preference Share of the Company have a right to vote at a General Meeting of the Company only in accordance with limitations and provisions laid down in Section 47 (2) of the Companies Act, 2013. The Preference Shares shall carry dividend at the rate of 2.5 % and 20.00% per annum payable annually. The preference share holders will be entitled to receive out of the remaining assets of the company after distribution to lenders. 75,709 2.5% CRPS are redeemable at par as : 36,509 shares on 30.09.2020, 17,837 shares on 30.09.2019 and 21,363 shares on 30.09.2018. 14,15,000 20% CRPS are redeemable at a premium of ₹ 700 per share as : 3,15,000 shares on 30.09.2020, 7,70,000 shares on 30.09.2019 and 3,30,000 shares on 30.09.2018.

## 2.3 i) Reconciliation of number of Equity Shares outstanding at the beginning and at the end of year:

Particulars	2014-15		2013-14	
	In Nos.	₹ in Crores	In Nos.	₹ in Crores
Shares outstanding at the beginning of the year	6,53,24,847	65.32	7,26,33,236	72.63
Add:- Shares Issued On exercise of option by ESOS holders during the year	1,72,632	0.18	1,91,611	0.19
Less:- Shares bought back and extinguished during the year	—	—	75,00,000	7.50
Shares outstanding at the end of the year	<b>6,54,97,479</b>	<b>65.50</b>	<b>6,53,24,847</b>	<b>65.32</b>

## ii) Reconciliation of number of 2.5% Cumulative Redeemable Preference Shares outstanding at the beginning and at the end of year:

Particulars	2014-15		2013-14	
	In Nos.	₹ in Crores	In Nos.	₹ in Crores
Shares outstanding at the beginning of the year	75,709	0.76	1,10,34,987	110.35
Add:- Shares Issued On conversion of debt to a lender	—	—	3,60,722	3.61
Less:- Shares redeemed during the year	—	—	1,13,20,000	113.20
Shares outstanding at the end of the year	<b>75,709</b>	<b>0.76</b>	<b>75,709</b>	<b>0.76</b>

## iii) Reconciliation of number of 20 % Cumulative Redeemable Preference Shares outstanding at the beginning and at the end of year:

Particulars	2014-15		2013-14	
	In Nos.	₹ in Crores	In Nos.	₹ in Crores
Shares outstanding at the beginning of the year	14,15,000	14.15	—	—
Add:- Shares Issued during the year	—	—	14,15,000	14.15
Shares outstanding at the end of the year	<b>14,15,000</b>	<b>14.15</b>	<b>14,15,000</b>	<b>14.15</b>

2.4 Options outstanding nil (Previous year 1,74,036) Equity shares to ESOS holders as on 31st March, 2015 (Refer Note No. 25.3).

## 2.5 The details of shareholder holding more than 5% shares :

Name of Equity Shareholders	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	Percentage	No. of Shares	Percentage
Bhagirath C. Arya	2,77,31,175	42.34%	2,72,11,175	41.66%
Vaidic Resources Private Limited	39,06,304	5.96%	39,06,304	5.98%
Chinar Arya	*	*	43,00,000	6.58%
Cresta Fund Ltd	39,00,000	5.95%	39,00,000	5.97%
Copthall Mauritius Investment Limited	35,45,000	5.41%	—	—
* below 5%, hence not disclosed.				

## Name of Preference Shareholder of 2.5% CRPS

	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	Percentage	No. of Shares	Percentage
Bank of India	75,709	100%	75,709	100%

## Name of Preference Shareholder of 20 % CRPS

	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	Percentage	No. of Shares	Percentage
Bank of India	14,15,000	100%	14,15,000	100%

2.6 Redemption premium on 20% CRPS will be paid out of the Securities Premium Account, hence no provision has been considered necessary.

2.7 75,00,000 Equity share of ₹ 10 each were bought back and extinguished in the last five years.

## 3 RESERVES AND SURPLUS

		(₹ in Crores)	
Particulars	As at 31st March, 2015	As at 31st March, 2014	
<b>Capital Reserve</b>			
As per Last Balance Sheet	10.62	10.62	
<b>Capital Redemption Reserve</b>			
As per Last Balance Sheet	7.50	—	
Transferred from General Reserve	—	7.50	7.50
<b>Securities Premium Account</b>			
As per Last Balance Sheet	441.95	406.93	
Add: Received on issue of Equity Shares	1.53	1.70	
Received on issue of Preference Shares	—	99.05	
	443.48	507.68	
Less: Utilised for Buy Back of Equity Shares	—	65.73	441.95
<b>Debenture Redemption Reserve</b>			
As per Last Balance Sheet	4.52	7.69	
Less : Transferred to Surplus	4.52	3.17	4.52
<b>General Reserve</b>			
As per last Balance Sheet	66.25	72.60	
Add: Transferred from Surplus	13.75	1.15	
	80.00	73.75	
Less: Transferred to Capital Redemption Reserve	—	7.50	
Less: Adjustments related to Fixed Assets (Net of Deferred Tax) (Refer Note No.11.6).	2.06	—	66.25
<b>Employee Stock Option Outstanding</b>			
As per last Balance Sheet	0.68	1.47	
Less: Option lapsed during the year	0.01	0.05	
Option Exercised during the year	0.67	0.74	
	—	0.68	
Less: Deferred Compensation Expenses			
As per last Balance Sheet	—	0.02	
Less: Amortised / lapsed during the year	—	0.02	0.68
<b>Foreign Currency Monetary Items Translation Difference Account</b>	(12.47)	—	
<b>Surplus in Statement of Profit and Loss</b>			
As per last Balance Sheet	383.80	384.51	
Add: Net Profit for the year	139.44	14.99	
<b>Amount available for Appropriations</b>	523.24	399.50	
<b>Appropriations</b>			
Transfer to General Reserve	13.75	1.15	
Transfer from Debenture Redemption Reserve	(4.52)	(3.17)	
Short / (Excess) Provision of dividend in previous year	0.03	(0.73)	
Tax on short / (Excess) provision of dividend	0.01	(0.12)	
Proposed Dividend on 2.5% Redemable Preference Share (Dividend per share ₹ 2.50 p.a. Previous year ₹ 2.50 p.a.)	0.02	2.76	
Proposed Dividend on 20% Redemable Preference Share (Dividend per share ₹ 20. p.a. Previous year ₹ 20 p.a.)	2.83	0.05	
Proposed Dividend on Equity Shares (Dividend per share ₹ 2.00 Previous year ₹ 2.00)	13.10	13.06	
Dividend Distribution Tax on Proposed Dividends	3.25	2.70	383.80
<b>TOTAL</b>	<b>1,021.84</b>	<b>915.32</b>	

## 4 LONG TERM BORROWINGS

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
<b>Secured Loans</b>				
<b>(a) Term loans</b>				
from banks	245.09		374.40	
from Financial Institution	110.29		25.67	
from Corporate Body	107.50	462.88	45.00	445.07
<b>(b) External Commercial Borrowings</b>		291.42		136.12
<b>(c) Vehicle Loans</b>		0.05		0.15
		754.35		581.34
<b>Unsecured Loans</b>				
<b>(d) Term loans</b>				
from banks		70.67		88.27
		70.67		88.27
<b>TOTAL</b>		<b>825.02</b>		<b>669.61</b>

## 4.1 Term loans referred to in (a) above and current maturities of long term borrowings refer Note 9:-

- ₹ 94.19 Crores (Previous Year ₹ 364.39 Crores) carrying interest at the rate of 11.00% to 13.00 % and are secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are further secured by Second charge on current assets of the Company, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat. ₹ 130.00 Crores (Previous year ₹ Nil Crore) carrying interest at the rate of 12.00% to 13.00 % and to be secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are further to be secured by Second charge on current assets of the Company, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- ₹ 56.25 Crores (Previous year ₹ 75.00 Crores) carrying interest at the rate of 11.45 % and is secured by way of second pari passu charge on the immovable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and the movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat ₹ 50.00 Crores (Previous year ₹ 50.00 Crores) carrying interest at the rate of 12.50% and is secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- ₹ 170.00 Crores (Previous Year ₹ Nil) carrying interest at the rate of 14.60 % and are secured by way of First pari passu charge on all the immovable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- ₹ 45.00 Crores (Previous Year ₹ 50.00 Crores) carrying interest at the rate of 13.25 % and are secured by way of First pari passu charge on all the immovable and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.

## 4.2 External Commercial Borrowings referred to in (b) above and current maturities of long term borrowings refer Note 9:-

₹ 378.69 Crores (Previous Year ₹ 207.92 Crores) carrying interest at the rate of LIBOR plus 2.5 percentage to 5 percentage and are secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.

## 4.3 Vehicle loans referred to in (c) above and current maturities of long term borrowings refer Note 9:-

₹ 0.15 Crore (Previous Year ₹ 0.38 Crore) carrying interest at the rate of 8.18-8.88 % and have been secured by specific charge on the vehicles covered under the said loans.

## 4.4 Unsecured Term loans referred to in (d) above and current maturities of long term borrowings refer Note 9:-

₹ 88.27 Crores (Previous Year ₹ 110.35 Crores) carrying interest at the rate of 3.50% and is secured by pledge of fixed deposits with banks of ₹ 7.24 Crores (Previous Year ₹ 6.70 Crores).

## 4.5 Terms of Repayment

## i) Secured Term Loans from Banks

Loan of ₹ 21.88 Crores is repayable in 7 equal quarterly installments of ₹ 3.13 Crores starting from June, 2016 and ending on December, 2017, loan of ₹ 24.39 Crores is repayable in 10 equal quarterly installments of ₹ 2.44 Crores starting from June, 2016 and ending on September, 2018, Loan of ₹ 40.00 Crores is repayable in 16 equal quarterly installments of ₹ 2.50 Crores starting from April, 2016 and ending on January, 2020, Loan of ₹ 37.50 Crores is repayable in 8 equal quarterly installments of ₹ 4.69 Crores starting on April 2016 and ending on January 2018, Loan of ₹ 46.88 Crores is repayable in 15 equal quarterly installments of ₹ 3.13 Crores starting on June 2016 and ending on December, 2019, Loan of ₹ 30.00 Crores is repayable in 16 equal quarterly installments of ₹ 1.88 Crores starting on May, 2016 and ending on February, 2020. Loan of ₹ 44.44 Crores is repayable in 16 equal quarterly installments of ₹ 2.78 Crores starting on April, 2016 and ending on January, 2020.

## ii) Secured Term Loans from Financial Institution

Loan of ₹ 10.29 Crores is repayable in 5 equal quarterly installments of ₹ 2.06 Crores starting from April, 2016 and ending on April, 2017, Loan of ₹ 100.00 Crores is repayable in 12 equal quarterly installments of ₹ 8.33 Crores starting from September, 2016 and ending on June, 2019.

## iii) Secured Term Loans from Corporate Body

Loan of ₹ 37.50 Crores is repayable in 8 installment first 4 installments of ₹ 4.38 Crores starting from June, 2016 and ending on March, 2017 and final 4 installments of ₹ 5.00 Crores starting from June, 2017 and ending on March, 2018 and loan of ₹ 70.00 Crores is repayable 13 equal installments of ₹ 5.38 Crores starting from July, 2016 and ending on July, 2019,

iv) **Secured External Commercial Borrowings**

Loan of ₹ 12.47 Crores is repayable in 2 equal quarterly installments of ₹ 6.23 Crores (USD 10,00,000) starting from May, 2016 and ending on August, 2016, loan of ₹ 54.54 Crores is repayable in 7 equal quarterly installments of ₹ 7.79 Crores (USD 12,50,000) starting from June, 2016 and ending on December, 2017 and loan of ₹ 224.41 Crores is repayable in 12 six monthly first 4 installments of ₹ 12.47 Crores (USD 2000000) starting from September, 2016 and ending March, 2018, next 4 installment of ₹ 18.70 Crores (USD 3000000) starting from September, 2018 and ending March, 2020, and next 4 installment of ₹ 24.93 Crores (USD 4000000) starting from September, 2020 and ending March, 2022.

v) **Secured Vehicle Loans**

Loan of ₹ 0.05 Crore is repayable in financial year 2016-17.

vi) **Unsecured Term Loans From a Banks**

Loan of ₹ 66.19 Crores is repayable in 5 equal half yearly installments of ₹ 11.04 Crores starting from April, 2016 and ending on April, 2018 and one half yearly installment of ₹ 10.98 Crores in October, 2018 and Loan of ₹ 4.48 Crores is repayable in 5 quarterly installments of ₹ 0.84 Crore, ₹ 0.86 Crore, ₹ 0.89 Crore, ₹ 0.91 Crore and ₹ 0.98 Crore respectively starting from June, 2016 and ending on June, 2017 and the same carries interest at the rate 11.70%.

4.6 Term loans from banks [including current maturities of long term borrowings of ₹ 43.96 Crores) aggregating to ₹ 194.53 Crores (Previous year ₹ 110.35 Crores) is guaranteed by one of the Directors of the company in his personal capacity.

**5 DEFERRED TAX LIABILITIES (NET)**

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>(a) Deferred Tax Liability</b>		
Related to fixed assets	235.57	205.45
<b>(b) Deferred Tax Assets</b>		
Unabsorbed Depreciation	—	26.35
Disallowance under Section 43B of the Income Tax Act, 1961	1.68	1.53
Others	9.69	7.10
<b>TOTAL</b>	<b>224.20</b>	<b>170.47</b>

**6 LONG TERM PROVISIONS**

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Provision for Employee Benefits (Refer Note No. 25.2)</b>		
Gratuity	5.35	4.31
<b>Others</b>		
Provision for Marked -to- Market on Derivative Contracts	7.08	19.25
<b>TOTAL</b>	<b>12.43</b>	<b>23.56</b>

**7 SHORT TERM BORROWINGS**

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Secured Loans</b>		
<b>(a) Working Capital Loans</b>		
from banks	283.27	233.76
<b>(b) Buyer's Credit</b>	323.42	195.41
	606.69	429.17
<b>Unsecured Loans</b>		
<b>(c) Working Capital Loans</b>		
from banks	24.93	50.86
<b>(d) Supplier's Credit (backed by letter of Credit)</b>	44.29	54.10
<b>(e) From Body Corporate</b>	28.80	—
	98.02	104.96
<b>TOTAL</b>	<b>704.71</b>	<b>534.13</b>

7.1 Working Capital Loans as referred to in (a) above of ₹ 283.27 Crores (Previous year ₹ 208.62 Crores) are secured by a first charge on pari passu basis without any preference or priority over each other on all Current Assets of the company both present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are also secured by way of Second charge on pari passu basis on movable and immovable properties of the company both present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat, and ₹ Nil Crores (Previous Year ₹ 25.13 Crores) are secured by way of subservient charge on current assets of the company.

7.2 Buyers Credit referred to in (b) above of ₹ 323.42 Crores, (Previous Year ₹ 195.41 Crores) are secured by a first charge on pari passu basis without any preference or priority over each other on all Current Assets of the company both present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are also secured by way of Second charge on pari passu basis on movable and immovable properties of the company both present and future situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat

## 8 TRADE PAYABLES

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Micro, Small and Medium Enterprises	6.89	2.48
Others	301.87	612.44
<b>TOTAL</b>	<b>308.76</b>	<b>614.92</b>

### 8.1 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 :

Amount due to Micro, Small and Medium Enterprises are disclosed on the basis of information available with the Company regarding status of the suppliers is as follows :

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
1. Principal Amount remaining unpaid at the end of the year	6.89	2.48
2. Interest due thereon	--	--
3. Interest paid during the year	--	--
4. Interest due and payable (on the amount which have been paid beyond the appointed date during the year)	--	--
5. Interest remaining accrued and unpaid at the end of the year	--	--
6. Interest due of the previous year	--	--

## 9 OTHER CURRENT LIABILITIES

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Current Maturities of long-term Borrowings		
- Debentures	--	20.00
- Term Loans	107.76	116.40
- External Commercial Borrowings	87.27	71.80
- Vehicle Loans	0.10	0.23
Interest accrued but not due on borrowings	6.41	1.70
Unpaid dividends	1.30	1.29
Deposit from customers	0.21	0.19
Deposit against Excise Liabilities	1.30	1.30
Advance from Customers	65.32	58.17
Creditors for capital expenditure	9.79	21.87
Other payables	23.95	29.35
<b>TOTAL</b>	<b>303.41</b>	<b>322.30</b>

9.1 Unpaid dividends does not include any amounts, due & outstanding, to be credited to Investor Education & Protection Fund.

9.2 Other payables includes Salaries, wages & bonus payable, Withholding & Other Taxes payable and Provision for Expenses.

9.3 Advance from customers includes ₹ 58.51 Crores (Previous Year ₹ 42.15 Crores) due to a related party.

9.4 Interest Accrued but not due on borrowings includes interest of ₹ 0.39 Crore (Previous Year ₹ Nil) due as on 31st March 2015 for delay in creation of charge, which ₹ 0.30 Crore since has been paid by the Company.

## 10 SHORT TERM PROVISIONS

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Provision for employee benefits (Refer Note No. 25.2)</b>		
Gratuity	1.15	1.07
Leave Encashment	3.53	2.91
<b>Others</b>		
Provision for Income Tax (Net)	19.97	--
Excise Duty Provision	9.74	15.62
Provision for Marked -to- Market on Derivative Contracts	7.26	12.92
Proposed Dividend on Preference Shares	2.85	2.81
Proposed Dividend on Equity Shares	13.10	13.06
Provision for Dividend Distribution Tax	3.25	2.70
<b>TOTAL</b>	<b>60.85</b>	<b>51.09</b>



10.1 The company has recognised liability based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock as on 31st March, 2014 of ₹ 15.62 Crores as per the estimated pattern of Despatches. During the year ₹ 15.21 Crores was utilised for clearance of goods. Liability recognised under this class as at 31st March, 2015 is ₹ 9.74 Crores. Actual outflow is expected in the next financial year.

## 11 FIXED ASSETS

(₹ in Crores)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01/04/2014	Additions/ Adjustments	Deductions/ Adjustments	As at 31/03/2015	Up to 31/03/2014	For the year	Deductions/ Adjustments	Upto 31/03/2015	As At 31/03/2015	As At 31/03/2014
<b>Tangible Assets</b>										
Land : Free-hold	36.36	0.00	—	36.36	—	—	—	—	36.36	36.36
		( ₹ 26076)								
Leasehold	1.60	—	—	1.60	0.14	0.02	—	0.16	1.44	1.46
Buildings	231.92	69.45	—	301.37	50.11	11.26	—	61.37	240.00	181.81
Plant & Machineries	1,891.50	168.32	4.50	2,055.32	633.99	84.70	2.53	716.16	1,339.16	1,257.51
Furniture & Fixtures	6.84	0.22	0.01	7.05	3.57	1.16	0.01	4.72	2.33	3.27
Office Equipments	1.69	0.13	0.01	1.81	0.59	0.84	0.01	1.42	0.39	1.10
Vehicles	2.93	0.11	0.16	2.88	1.34	0.45	0.15	1.64	1.24	1.59
Data Processing Equipments	4.76	0.51	0.00	5.27	3.45	0.64	—	4.09	1.18	1.31
			( ₹ 27234)							
	2,177.60	238.74	4.68	2,411.66	693.19	99.07	2.70	789.56	1,622.10	1,484.41
<b>Intangible Assets</b>										
Software*	5.31	0.81	—	6.12	2.46	0.80	—	3.26	2.86	2.85
	5.31	0.81	—	6.12	2.46	0.80	—	3.26	2.86	2.85
<b>Total</b>	<b>2,182.91</b>	<b>239.55</b>	<b>4.68</b>	<b>2,417.78</b>	<b>695.65</b>	<b>99.87</b>	<b>2.70</b>	<b>792.82</b>	<b>1,624.96</b>	<b>1,487.26</b>
Previous Year	2,060.23	125.31	2.63	2,182.91	584.87	112.22	1.44	695.65	1,487.26	—
<b>Capital work-in-progress</b>									<b>1.41</b>	<b>59.73</b>

\* other than internally generated.

11.1 Buildings include ₹ 8,000/- (Previous Year ₹ 8,000/-) being the value of Shares of Co-operative Societies.

11.2 Additions to fixed assets & Capital work in Progress includes loss of ₹ 7.99 Crores (Previous Year ₹ 25.46 Crores) on account of foreign exchange difference during the year.

11.3 Capital work in progress includes :

- ₹ Nil on account of Preoperative expenses (Previous Year ₹ 1.48 Crores).
- ₹ Nil on account of cost of construction material at site (Previous Year ₹ 10.88 Crores)

## 11.4 Details of the Preoperative Expenditure :

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Power & Fuel	1.66	0.03
Stores & Spares Consumed	0.01	—
Repairs to Building	0.02	—
Repairs to Plant & Machinery (₹ 2,976/-)	0.00	—
Security charges (Previous Year ₹ 6,500/-)	0.02	0.00
Other Manufacturing Expenses	0.05	0.04
Salaries, Wages & Allowances	1.29	0.60
Employees Welfare & Other Amenities	0.05	0.01
Contribution to Provident Fund, ESIC and other Funds (Previous Year ₹ 3,259/-)	—	0.00
Repairs & Maintenance – Others (Previous Year ₹ 5,193/-)	0.05	0.00
Travelling & Conveyance Expenses	0.02	0.05
General Expenses	0.35	0.01
Legal, Professional and Consultancy Charges (Previous Year ₹ 25000/-)	—	0.00
Other Borrowings Cost (Previous Year ₹ 539/-)	—	0.00
Interest Expenses	3.48	1.73
Depreciation (Previous Year ₹ 1,385/-)	—	0.00
<b>Pre Operative Expenditure for the Year</b>	<b>7.00</b>	<b>2.47</b>
<b>Add : Pre Operative Expenditure upto Previous Year</b>	<b>1.48</b>	<b>0.90</b>
	<b>8.48</b>	<b>3.37</b>
Less : Allocated to fixed assets during the Year	8.48	1.89
<b>Closing Balance</b>	<b>—</b>	<b>1.48</b>

11.5 In accordance with the Accounting Standard (As -28) on "Impairment of Assets" As notified by Companies (Accounting Standards) Rules 2006, the management during the year carried out an exercise of identifying the assets that may have been impaired in respect of each cash generating unit in accordance with the said Accounting Standard. On the basis of this review carried out by the management, there was no impairment loss on Fixed Assets during the year ended 31st March, 2015.

11.6 Pursuant to the enactment of the Companies Act, 2013, the company has applied the estimated useful life as specified in the Schedule II. Accordingly, the unamortized carrying value is being depreciated / amortized over the revised remaining useful life. The written down value of fixed assets of ₹ 3.11 Crores, where life have been expired as on 1st April, 2014, have been adjusted net off tax in the General Reserve amounting to ₹ 2.06 Crores.

## 12 NON - CURRENT INVESTMENTS ( LONG TERM )

	Face Value (₹ unless otherwise stated)	As at 31st March, 2015		As at 31st March, 2014	
		No. of Shares / Units	₹ in Crores	No. of Shares / Units	₹ in Crores
<b>(A) Trade Investments</b>					
<b>In Equity Instruments</b>					
<b>Unquoted Fully Paid up</b>					
<b>Subsidiary Companies (at Cost)</b>					
JBF Global PTE. Ltd.	USD1	7,20,00,000	396.17	7,20,00,000	396.17
JBF Global PTE. Ltd. (In ₹ 27)	₹1	1	0.00	1	0.00
JBF Petrochemicals Ltd	10	2,50,00,000	25.00	2,50,00,000	25.00
(Including 60 shares of ₹ 10 each fully paid up held jointly with nominees. Refer Note 12.5)					
<b>Total Trade Investments (A)</b>			<b>421.17</b>		<b>421.17</b>
<b>(B) Other Than Trade Investments</b>					
<b>(a) In Equity Instruments</b>					
<b>Quoted Fully Paid up</b>					
<b>Others (At other than Cost)</b>					
Allied Digital Services Ltd.	5	48,000	0.09	48,000.00	0.06
<b>Unquoted Fully Paid up</b>					
<b>Others (at Cost)</b>					
Sumex Overseas Ltd.	10	15,000	--	15,000	--
Planet 41 Mobi Venture Ltd	10	3,60,000	1.95	3,60,000	1.95
Ansal Hi-Tech Townships Ltd *	10	2,936	0.03	2,936	0.03
BCC Infrastructures Pvt Ltd *	10	59	--	59	0.00
In ₹ 590 (Previous Year ₹ 590)					
Kunal Spaces Pvt Ltd (Previous Year ₹ 540) *	10	--	--	54	0.00
Nitesh Housing Developers Pvt Ltd *	10	282	0.01	282	0.01
Total Environment Projects Pvt Ltd *	10	--	--	150	0.00
(Previous Year ₹ 1,500)					
<b>Total Equity Instruments (a)</b>			<b>2.08</b>		<b>2.05</b>
<b>(b) In Preference Shares *</b>					
<b>Unquoted Fully Paid up</b>					
<b>Others (at Cost)</b>					
Arimas Developers Private Limited	1	--	--	563	0.00
(Previous Year ₹ 563)					
BCC Infrastructures Pvt Ltd	10	172	0.00	172	0.00
In ₹ 1,720 (Previous Year ₹ 1,720)					
Ekta World Pvt Ltd (Previous Year ₹ 505)	1	--	--	505	0.00
Runwal Township Pvt Ltd Class A	1	53	0.00	53	0.00
In ₹ 53 (Previous Year ₹ 53)					
Runwal Township Pvt Ltd Class B	1	78	0.00	78	0.00
In ₹ 78 (Previous Year ₹ 78)					
Runwal Township Pvt Ltd Class C	1	53	0.02	53	0.02
<b>Total Preference Shares (b)</b>			<b>0.02</b>		<b>0.02</b>

		Face Value (₹ unless otherwise stated)	As at 31st March 2015		As at 31st March 2014	
			No. of Shares / Units	₹ in Crores	No. of Shares / Units	₹ in Crores
(c)	In Debentures *					
	Unquoted Fully Paid up					
	Anand Divine Developers Pvt Ltd II	100	--	--	2,574	0.03
	Aristo Realtors Private Ltd	1,000	313	0.03	704	0.07
	Arimas Developers Pvt Ltd Class B	100	--	--	3,516	0.04
	Atithi Building Commodities Pvt Ltd	1,000	637	0.06	738	0.07
	BCC Infrastructures Pvt Ltd Class A	100	3,878	0.04	3,878	0.04
	Dharmesh Construction Pvt Ltd- OCD	100	--	--	5,453	0.05
	Ekta Parksville Homes Pvt Ltd-Debentures (Previous year ₹ 41,000)	100	--	--	410	0.00
	Ekta Parksville Homes Pvt Ltd-Debentures II	100	--	--	1,036	0.01
	Ekta World Pvt Ltd Deb Class A Series II	100	--	--	695	0.01
	Kunal Spaces Pvt Ltd Class A	100	--	--	2,302	0.02
	Marvel Realtors Developers Series I (₹ 20,200)	100	202	0.00	875	0.01
	Marvel Realtors Developers Series II (₹ 48,800)	100	488	0.00	1,967	0.02
	Nilkanth Tech Park Pvt Ltd Debenture II (Previous Year ₹ 22,600)	100	--	--	226	0.00
	Nilkanth Tech Park Pvt Ltd- Debenture III	100	--	--	1,548	0.02
	Nitesh Land Holding Pvt Ltd	100	1,104	0.01	1,104	0.01
	Runwal Township Pvt Ltd - Class B	100	2,975	0.03	2,975	0.03
	Total Environment Habitat Pvt. Ltd OCD	100	6,766	0.07	6,766	0.07
	Total Environment Projects	100	1,131	0.02	2,381	0.02
	Total Debentures (c)			0.26		0.52
	Total Non-Trade Investments (B)			2.36		2.59
	TOTAL NON - CURRENT INVESTMENTS (A+B)			423.53		423.76

**Notes:-**

\* Represents Investments made through Portfolio Manager and held by them in fiduciary capacity on behalf of the company (Refer Note No-12.4)

12.1 Non-Current Investments are carried at cost less provision for diminution in the value other than temporary (Refer Note No-1 H).

12.2 The Aggregate amount of Provision for Diminution in Value of Non Current Investments is ₹ 0.19 Crore (Previous Year ₹ 0.23 Crore)

12.3 Aggregate Amount of Non - Current Investments :

	As at 31st March, 2015		As at 31st March, 2014	
	Book Value (₹ In Crores)	Market value (₹ In Crores)	Book Value (₹ In Crores)	Market value (₹ In Crores)
Quoted Investments	0.09	0.09	0.06	0.05
Unquoted Investments	423.44	--	423.70	--

12.4 As at 31st March 2015, the Company has invested ₹ 0.34 Crore (Previous year ₹ 0.84 Crore) to HDFC Asset Management company Limited (the Portfolio Manager) for providing Discretionary Portfolio Management Services which is in the nature of investment administrative management services and include the responsibility to manage, invest and operate the assets under the HDFC AMC PMS -Real Estate Portfolio -1 ("Real Estate Portfolio"), as per the agreement dated 1st January,2008 . The securities representing the outstanding balance of ₹ 0.34 Crore as at 31st March, 2015 (Previous year ₹ 0.63 Crore) have been accounted as investment and NIL (Previous year ₹ 0.21 Crore) as short term loans and advances.

12.5 12,750,000 (Previous Year 12,750,000) Equity Shares of JBF Petrochemicals Limited, a subsidiary of the company have been pledged against loan taken by that subsidiary company from bank.

## 13 LONG TERM LOANS AND ADVANCES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Unsecured, Considered good unless otherwise stated				
Capital Advances		0.33		30.50
Security Deposits		3.15		3.12
Income Tax-Advance Tax & TDS (Net)		35.59		35.56
MAT Credit Entitlement		68.73		31.74
Others				
Considered Good	5.38		3.67	
Considered doubtful	0.08		0.08	
	5.46		3.75	
Less: Provision for doubtful advances	0.08	5.38	0.08	3.67
<b>Total</b>		<b>113.18</b>		<b>104.59</b>

13.1 Others includes mainly Unamortised Ancillary Borrowing Cost and interest receivable.

13.2 Presently the company is liable to pay MAT under section 115JB of the Income Tax Act, 1961 (The Act) and the amount paid as MAT is allowed to be carried forward for being set off against the future tax liabilities computed in accordance with the provisions of the Act, other than Section 115JB, in next Ten years. Based on the future projection of the performances, the Company will be liable to pay the income tax computed as per provisions, other than under section 115JB, of the Act. Accordingly as advised in Guidance note on "Accounting for Credit available in respect of Minimum Alternate Tax under the Income Tax Act 1961" issued by the Institute of Chartered Accountants of India, ₹ 36.97 Crores (Previous year ₹ 7.22 Crores) being the excess of tax payable u/s 115JB of the Act over tax payable as per the provisions other than section 115JB of the Act has been considered as MAT credit entitlement and credited to statement of profit and loss.

## 14 CURRENT INVESTMENTS

	Face Value ₹ unless otherwise stated)	As at 31st March 2015		As at 31st March 2014	
		No. of Shares / Units	₹ in Crores	No. of Shares / Units	₹ in Crores
In Mutual Funds					
(i) Unquoted Fully paid Up (At Cost)					
HDFC- CM Treasury Advantage Plan Weekly Dividend - Direct Plan*	10	—	--	47,994	0.05
Reliance Medium Term Fund- Weekly Dividend Reinvestment	10	—	--	14,930	0.03
Birla Sunlife Treasury Optimizer Plan- Weekly Dividend Reinvestment	100	—	--	9,503	0.10
HDFC- CM Treasury Advantage Plan Retail Plan Growth	10	—	--	1,13,961	0.30
HDFC- Cash Management Fund -Saving Plan Growth - Direct Plan*	10	7,782	0.02	—	--
Total in Unquoted Mutual Fund (At Cost) (i)			0.02		0.48
(ii) Unquoted Fully paid Up (At Other than Cost)					
Baroda Pioneer PSU Equity Fund- Dividend Reinvestment Plan	10	2,50,000	0.21	2,50,000	0.17
Total in Unquoted Mutual Fund (At Other than Cost) (ii)			0.21		0.17
Total In Mutual Funds (i + ii)			0.23		0.65
TOTAL CURRENT INVESTMENTS			0.23		0.65

\* Represents Investments made through Portfolio Manager and held by them in fiduciary capacity on behalf of the company (Refer Note No-12.4)

Notes:-

14.1 The Aggregate amount of Provision for Diminution in Value of Current Investments is ₹ 0.04 Crore (Previous Year ₹ 0.08 Crore)

14.2 Current investments are carried at lower of cost and market value/NAV, computed individually (Refer Note No-1 H).

14.3 Aggregate Amount of Current Investments

	As at 31st March, 2015		As at 31st March, 2014	
	Book Value	Market value	Book Value	Market value
	(₹ In Crores)	(₹ In Crores)	(₹ In Crores)	(₹ in Crores)
Unquoted Investments	0.23	—	0.65	—

## 15 INVENTORIES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Raw Materials				
Goods-in transit	139.79		184.49	
Others	27.66	167.45	36.03	220.52
Stock-in-process		20.83		18.22
Finished goods				
Goods-in transit	13.41		12.74	
Others	111.51	124.92	165.02	177.76
Stores, Spares and Consumables				
Goods-in transit	0.47		0.70	
Others	21.62	22.09	23.33	24.03
<b>TOTAL</b>		<b>335.29</b>		<b>440.53</b>

## 15.1 Stock-in-process includes:

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Polyester Chips	7.37		6.93	
Polyester Filament Yarn (POY)	7.09		7.02	
Polyester Processed Yarn	6.37		4.27	
<b>TOTAL</b>		<b>20.83</b>		<b>18.22</b>

## 15.2 Finished goods includes

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Polyester Chips	49.44		105.52	
Polyester Filament Yarn (POY)	24.99		34.03	
Polyester Processed Yarn	50.49		38.21	
<b>TOTAL</b>		<b>124.92</b>		<b>177.76</b>

## 16 TRADE RECEIVABLES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Unsecured, Considered Good (Refer Note No 16.1)				
Due for a period exceeding Six months from the date of payment	131.83		131.98	
Others	454.31		495.52	
	586.14		627.50	
Less : Provision for doubtful debts	21.49	564.65	15.49	612.01
<b>TOTAL</b>		<b>564.65</b>		<b>612.01</b>

16.1 Debts due for a period exceeding six months includes ₹ 51.52 Crores (Previous Year ₹ 36.97 Crores), which are overdue as against which the Company has initiated legal proceedings. The Company is of the view that a substantial part of this amount is recoverable. As a matter of prudence and based on the best estimate a provision of ₹ 21.25 Crores (Previous Year ₹ 15.25 Crores) has been made and which has been considered sufficient.

## 17 CASH AND BANK BALANCES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
<b>Cash &amp; Cash Equivalents</b>				
Balance with banks in Current Accounts	16.94		17.44	
Cash on hand	0.09	17.03	0.08	17.52
<b>Other Bank Balances</b>				
In Fixed Deposit Account with Banks				
having 3-12 Months maturities	6.62		3.22	
Deposit earmark against Borrowings (Refer Note No-17.1)	189.78		20.47	
Earmark balance with banks (Unpaid Dividend Account)	1.30	197.70	1.29	24.98
<b>TOTAL</b>		<b>214.73</b>		<b>42.50</b>



7.1 Deposits earmarked against borrowing includes ₹ 167.97 Crores (Previous year Nil) pledged as security with banks for the credit facilities availed by JBF Petrochemical Ltd, a Subsidiary Company.

## 18 SHORT TERM LOANS AND ADVANCES

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Secured, considered good		
Inter-corporate Deposits	55.00	55.00
Unsecured, Considered good		
Loans and Advances to related parties (Refer Note No.31)	77.01	—
Others:		
Inter-corporate Deposits	5.00	5.00
Claims and refund receivable	0.81	10.77
Balance with Excise Authorities	3.30	7.67
Advance to suppliers	1.80	11.36
Others	63.17	69.30
<b>TOTAL</b>	<b>206.09</b>	<b>159.10</b>

18.1 Unsecured inter-corporate Deposits includes ₹ 5.00 Crores (Previous year ₹ 5.00 Crores) backed by personal guarantee of a promoter of a borrower.

18.2 Secured Inter Corporate Deposits (ICD) Includes:-

- Loan of ₹ 9.00 Crore given in earlier years to TVC Sky Shop Limited (TVC) against the pledge of 25,00,000 equity shares of ₹ 10 each representing 25.73% of the paid up equity share capital of TVC.
- Loan of ₹ 11.00 Crores given in earlier years to Suryachakra Power Corporation Limited (SPCL) against the pledge of 24,31,434 equity shares of ₹ 10.00 each representing 1.62% of the paid up equity share capital of SPCL.

As TVC and SPCL failed to meet its commitments for repayment, the Company invoked the pledge and got transferred above mentioned equity shares in its own Demat account. As the Company does not intend to hold these shares as investment to acquire control of TVC and SPCL but as a security till the above loans are repaid, it continues to disclose the above loans as ICD as against the investment. Further TVC has not been considered as an associate within the meaning of Accounting Standards 23 (AS 23) "Accounting for investment in associates in Consolidated Financial Statements" as notified in the Companies (Accounting Standards) Rules 2006.

18.3 Inter Corporate Deposit (ICD) of ₹ 60.00 Crores to various parties given in earlier year along with interest accrued and due on the same amounting to ₹ 39.93 Crores are overdue for recovery and Company has initiated legal proceedings against the parties. In view of the pending litigations and based on principle of prudence, Company has discontinued recognition of interest income on the same w. e. f. 1st January, 2015. Management of the Company is of the view that entire amount is good for recovery in view of securities wherever available, personal guarantee of promoters of borrowers company etc and hence no provision for above receivables is necessary at this stage.

18.4 Others includes Interest receivable, Prepaid Expenses and Cenvat Receivable.

18.5 In accordance with the Clause 32 of Listing Agreement:

a) Loans & Advances given in the nature of loans :

(₹ in Crores)

Name of the Company		As at 31st March, 2015	As at 31st March, 2014	Maximum balance during the year
JBF Petrochemical Ltd	Subsidiary	76.99	—	76.99
JBF Trade Finvest Pte. Ltd	Subsidiary	0.02	—	0.02

Note:- As per Company policy, Loans given to employees are not considered under this clause.

b) Investment by the loanee in the share of the Company : Nil

18.6 Other includes ₹ 0.07 Crore ( Previous Year ₹ Nil) due from a related party.

18.7 loans and advance to related party includes loans given for project purpose of its subsidiary company.

## 19 OTHER CURRENT ASSETS

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Export Incentive Receivable	10.58	16.04
Assets held for disposal (Previous Year ₹ 17,200/-)	0.71	0.00
Guarantee Commission Receivable from a related party (Refer Note No.31)	46.27	35.46
<b>TOTAL</b>	<b>57.56</b>	<b>51.50</b>

## 20 GROSS REVENUE FROM OPERATION

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Sale of products	4,522.68	5,239.70
Export Incentives	16.92	24.56
Other operating revenues	4.08	3.56
<b>TOTAL</b>	<b>4,543.68</b>	<b>5,267.82</b>
<b>Sale of products:</b>		
Polyester Chips	2,280.24	2,629.80
Polyester Filament Yarn (POY)	1,571.31	2,095.68
Polyester Processed Yarn	655.05	491.49
Others	16.08	22.73
<b>TOTAL</b>	<b>4,522.68</b>	<b>5,239.70</b>

## 21 OTHER INCOME

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest Income from -Long term investment	0.27	0.22
- Inter Corporate Deposits	6.24	16.85
- Fixed Deposits	9.02	5.89
- Others	10.78	7.28
Dividend Income from others - on current investments (₹ 6715)	0.00	0.54
Reversal of Provision for Dimunation in the value of Investment	0.08	0.01
Profit on sale of Current investments (Net)	0.02	4.65
Sundry Credit Balances Written Back (Net)	0.36	1.54
Currency & Interest rate Swap Gain(Net)	2.48	—
Guarantee Commission	25.93	24.89
Miscellaneous income (Previous year ₹ 36,940/-)	1.25	0.00
<b>TOTAL</b>	<b>56.43</b>	<b>61.87</b>

## 22 COST OF MATERIALS CONSUMED

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
<b>Raw Material :</b>		
Pure Terephthalic Acid	2,123.85	2,626.35
Mono Ethylene Glycol	848.14	962.75
Chips	2.00	55.32
Master Batch	19.86	23.85
Others	72.77	95.21
	3,066.62	3,763.48
<b>Consumables :</b>		
Colours, Chemicals, Oil & Lubricants Consumed	38.59	35.09
<b>TOTAL</b>	<b>3,105.21</b>	<b>3,798.57</b>

## 22.1 Value of Raw Material Consumed

(₹ in Crores)

Particulars	Year ended 31st March, 2015	% of Total consumption	Year ended 31st March, 2014	% of Total consumption
<b>Raw Material Consumed</b>				
Indigenous	1,415.67	46.16	2,247.33	59.71
Imported	1,650.95	53.84	1,516.15	40.29
<b>TOTAL</b>	<b>3,066.62</b>	<b>100.00</b>	<b>3,763.48</b>	<b>100.00</b>

## 23 PURCHASES OF STOCK IN TRADE

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Mono Ethylene Glycol	0.81	5.76
Pure Terephthalic Acid	--	0.51
Tio2	0.72	--
Others	0.04	0.71
<b>TOTAL</b>	<b>1.57</b>	<b>6.98</b>

## 24 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN- PROCESS

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
At the end of the year		
Finished Goods	124.92	177.76
Stock-in- process	20.83	18.22
At the beginning of the year		
Finished Goods	177.76	200.47
Stock-in- process	18.22	26.28
<b>TOTAL</b>	<b>50.23</b>	<b>30.77</b>

## 25 EMPLOYEE BENEFIT EXPENSES

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Salaries, Wages and Allowances	67.18	56.63
Contribution to Provident Fund, ESIC and other Funds	3.55	2.77
Gratuity	1.64	0.92
Employees Stock Option Cost	(0.01)	(0.03)
Employees Welfare and Other Amenities	1.41	1.48
<b>TOTAL</b>	<b>73.77</b>	<b>61.77</b>

25.1 During the Financial year 2013-14 the Company paid an amount of ₹ 5.05 Crores to the Executive Chairman which was in excess of the remuneration as prescribed in the section 309 of the Companies Act 1956 by ₹ 2.81 Crores. The Company has applied for Central Government Approval and approval is still awaited.

25.2 The disclosures required under Accounting Standard 15 "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006, are given below :

(₹ in Crores)

A. Defined Contribution Plan	Year ended 31st March, 2015	Year ended 31st March, 2014
Contribution to Defined Contribution Plan, recognised and charged off for the year are as under :		
Employer's Contribution to Provident Fund	1.44	1.16
Employer's Contribution to Pension Scheme	1.98	1.50
Employer's Contribution to Other Funds	0.33	0.11

## B. Defined Benefit Plan

The present value of Employees' Gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

(₹ in Crores)

	Gratuity (Unfunded)		Leave Encashment (Unfunded)	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
<b>a. Reconciliation of opening and closing balances of Defined Benefit obligation</b>				
Defined Benefit obligation at beginning of the year	5.38	4.95	2.91	2.66
Current Service Cost	0.84	0.71	0.37	0.17
Interest Cost	0.48	0.41	0.26	0.22
Actuarial (gain)/loss	0.32	(0.20)	0.79	0.54
Benefits paid	(0.52)	(0.49)	(0.80)	(0.68)
Defined Benefit obligation at year end	6.50	5.38	3.53	2.91
<b>b. Reconciliation of fair value of assets and obligations</b>				
Fair value of plan assets at year end	--	--	--	--
Present value of obligation at year end	6.50	5.38	3.53	2.91
Amount recognised in Balance Sheet				
- Current	1.15	1.07	3.53	2.91
- Non- Current	5.35	4.31	--	--
<b>c. Expenses recognized during the year</b>				
	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2015	Year ended 31st March, 2014
Current Service Cost	0.84	0.71	0.37	0.17
Interest Cost	0.48	0.41	0.26	0.22
Expected return on plan assets	--	--	--	--
Actuarial (gain) / loss	0.32	-0.20	0.79	0.54
Net Cost	1.64	0.92	1.42	0.93

**d. Amount for the current and previous four years are as follows :**

Gratuity :

	Year ended 31st				
	March,15	March,14	March,13	March,12	March,11
Defined Benefit Obligation	6.50	5.38	4.95	3.99	3.24
Plan Assets	--	--	--	--	--
Experience Adjustments on plan Liabilities	0.23	0.13	0.07	0.11	0.07
Experience Adjustments on plan Assets	--	--	--	--	--

Leave Encashment :	Year ended 31st				
	March,15	March,14	March,13	March,12	March,11
Defined Benefit Obligation	3.53	2.91	2.66	2.17	1.68
Plan Assets	--	--	--	--	--

	Gratuity (Unfunded)		Leave Encashment (Unfunded)	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
<b>e. Actuarial assumptions</b>				
Mortality Table (L.I.C.)	2006-08 (Ultimate)		2006-08 (Ultimate)	
Rate of Interest (per annum)	7.80%	9.00%	7.80%	9.00%
Salary growth Rate (per annum)	4%	5%	4%	5%
Withdrawal Rate	1%	1%	1%	1%

The estimated future salary increases takes into account inflation, seniority, promotion and other retirement factors including supply and demand in the employment market. The above information is certified by the actuary.

### 25.3 Employee Stock Option Scheme

- The Employee Stock Option Scheme, 2009 (JBF ESOS 2009) was introduced and implemented during the year 2009-10 as approved by the shareholders at the Annual General Meeting held on 25th September, 2009. The equity shares reserved for issuance to eligible employee of the company as at 31st March, 2015 is Nil (Previous Year 2,70,855) Equity Shares of ₹ 10/- each.
- On 25th September, 2009 the Company has granted 21,54,000 Options convertible into Equity Shares of ₹ 10 each to 298 employees. The Exercise Price of the Options was fixed at ₹ 60 each for conversion in to one Equity Share of the Company. Out of above Options 1404 (Previous Year 14,554) Options have been Lapsed during the year 2014-15.
- The above Options vest over a period ranging from one to three years as follows.

Period of Vesting From Date of Grant	Percentage to Grant
At the end of Twelve Months	33.33
At the end of Twenty Four Months	33.33
At the end of Thirty Six Months	33.33

- All the Options granted till date have an exercise period of Twenty Four months from the date of their vesting.
- The Company applies intrinsic- value method of accounting for determining Employee Compensation Expenses for its ESOS. Had the Employee Compensation Expenses been determined using the fair value approach, the Company's Net Profit and basic and diluted earnings per share as reported would have reduced as indicated below:

₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Net Profit after tax	139.44	15.02
Prior Period adjustments	—	0.03
Proposed Dividend on Preference Shares and tax thereon	3.43	3.29
Net Profit as Reported	136.01	11.70
Less : Employee Compensation Expenses	—	(0.04)
Adjusted Proforma	136.01	11.74
Basic Earnings Per Share (₹)		
- As reported	20.78	1.70
- Proforma	20.78	1.71
Diluted Earnings Per Share (₹)		
- As reported	20.78	1.70
- Proforma	20.78	1.70

- The Following Summaries the Company's Stock Option activity for ESOS:

Particulars	As at 31st March, 2015 (No. of Shares)	As at 31st March, 2014 (No. of Shares)
i. Outstanding at the beginning of the year	1,74,036	3,80,201
ii. Granted during the year	—	—
iii. Lapsed during the year	1,404	14,554
iv. Exercised during the year	1,72,632	1,91,611
v. Expired During the year	—	—
vi. Outstanding at the end of the year	—	—
vii. Exercisable at the end of the year	—	1,74,036
viii. Weighted average Intrinsic value of Options granted during the year	Nil	Nil

### 26 FINANCE COST

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest expense	127.47	126.24
Other Borrowing Cost	28.11	16.76
Applicable Net loss on foreign currency transaction and translation	15.97	24.87
<b>TOTAL</b>	<b>171.55</b>	<b>167.87</b>

26.1 Interest expenses includes ₹ 0.84 Crore (Previous year ₹ Nil) on account of short payment of advance tax.



## 27 OTHER EXPENSES

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
<b>Manufacturing Expenses</b>		
Stores & Spares Consumed	12.81	8.90
Power & Fuel	256.57	281.11
Repairs to Building	0.49	0.75
Repairs to Plant & Machinery	2.76	1.86
Security Charges	2.35	1.57
Excise Duty	(5.75)	(1.99)
Labour Charges	13.65	11.14
Other Manufacturing Expenses	6.34	6.21
	<u>289.22</u>	<u>309.55</u>
<b>Selling and Distribution Expenses</b>		
Packing Material Consumed	86.21	82.36
Freight & Forwarding Charges (Net)	43.16	42.18
Sales Promotion, & Advertising Expenses	0.23	0.30
Brokerage & Commission	13.37	13.70
	<u>142.97</u>	<u>138.54</u>
<b>Administrative and General Expenses</b>		
Rent	7.46	7.96
Rates & Taxes (Net)	0.37	0.35
Insurance	1.97	1.92
Payment to Auditors'	0.45	0.47
Repairs & Maintenance - Others	2.21	1.95
Travelling & Conveyance Expenses	3.29	3.11
Legal, Professional & Consultancy Charges	2.08	2.17
Bad debts Written off	--	4.75
Provision for Doubtful Debts	6.00	5.25
Donation	0.09	0.40
Share Buy Back Expenses	--	0.30
Loss on sale of Licences	3.16	--
Net Loss on Foreign Currency transaction	14.93	115.77
Currency & Interest rate Swap Loss (Net)	--	2.67
Loss on sale of Fixed Assets (Net)	0.88	0.89
Bank Charges	2.69	1.73
Corporate social responsibility	0.20	--
General Expenses	5.71	4.61
	<u>51.49</u>	<u>154.30</u>
<b>TOTAL</b>	<b>483.68</b>	<b>602.39</b>

## 27.1 Payment to Auditors'

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
a) Auditors:		
Audit Fees	0.35	0.35
Tax Audit Fees	0.07	0.07
Certification Charges	0.01	0.03
Reimbursement of expenses	0.01	0.01
b) Cost Audit Fess	0.01	0.01
<b>TOTAL</b>	<b>0.45</b>	<b>0.47</b>

27.2 General Expenses includes Directors sitting Fees ₹ 0.14 Crore (Previous Year ₹ 0.06 Crore)

## 27.3 Value of Store &amp; Spare Parts Consumed

(₹ in Crores)

Particulars	Year ended 31st March, 2015	% of Total consumption	Year ended 31st March, 2014	% of Total consumption
<b>Store &amp; Spare Parts Consumed</b>				
Indigenous	12.44	97.11	7.38	82.92
Imported	0.37	2.89	1.52	17.08
<b>TOTAL</b>	<b>12.81</b>	<b>100.00</b>	<b>8.90</b>	<b>100.00</b>

## 27.4 CIF Value of Imports

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Raw Materials	1,560.90	1,540.37
Capital Equipment	12.03	5.90
Colours & Chemicals and Oil & Lubricants	3.26	3.54
Stores & Spares and consumables	0.91	2.18
<b>TOTAL</b>	<b>1,577.10</b>	<b>1,551.99</b>

## 27.5 Expenditure In Foreign Currency

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Travelling	0.04	0.16
Brokerage & Commission	4.22	5.10
Finance Cost	24.76	16.42
Currency & Interest rate Swap Loss (Net)	0.93	—
Others	0.15	0.28
<b>TOTAL</b>	<b>30.10</b>	<b>21.96</b>

## 27.6 Excise Duty includes

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
a) Excise duty shown as reduction from turnover	416.80	483.11
b) Excise duty charged to Statement of Profit and Loss:		
i) Difference between Closing and Opening Stock	(5.88)	(2.01)
ii) Paid on depot Transfer	0.13	0.01
iii) Others	—	0.01

## 27.7 The notes to accounts relating to Corporate social responsibility:

- a) Gross amount ₹ 0.52 Crore required to be spent by the company during the year.  
b) Amount spent during the year ₹ 0.20 Crore and ₹ 0.32 Crore remained unspent.

28 In earlier years the Company had provided loans to the JBF Employees Welfare Trust ("the Trust") to purchase its Equity Shares from the open market. To be in compliant with the Amendments to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 vide SEBI Circular dated January, 17, 2013, the Trust disposed off all the securities held by it and remitted the proceeds to the Company towards settlement of outstanding loans. As the Trust had no further assets/securities, the balance amount of Nil (Previous Year ₹ 36.71 Crores) recoverable from the Trust was written off during the previous year and shown as exceptional items in the financial statements.

## 29 EARNINGS PER SHARE (BASIC &amp; DILUTED)

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Net profit after tax	139.44	15.02
Prior period adjustment	—	0.03
Proposed Dividend on preference Shares and tax thereon	3.43	3.29
Net profit after tax attributable to Equity Share holders for Basic EPS	136.01	11.70
Weighted average no. of equity shares outstanding for Basic EPS	6,54,50,701	6,88,06,865
<b>Basic Earning Per Share of ₹ 10 Each (₹)</b>	<b>20.78</b>	<b>1.70</b>
Net profit after tax attributable to Equity Share holders for Diluted EPS	136.01	11.70
Weighted average no. of equity shares outstanding for Diluted EPS	6,54,67,406	6,88,72,462
<b>Diluted Earning Per Share of ₹ 10 Each (₹)</b>	<b>20.78</b>	<b>1.70</b>

Reconciliation between number of shares used for calculating basic and diluted earning per share

	As at 31st March 2015	As at 31st March, 2014
<b>Number of Shares Used for calculating Basic EPS</b>	6,54,50,701	6,88,06,865
Add:- Potential Equity Shares (JBF ESOS-2009)	16,705	65,597
<b>Number of Shares used for Calculating Diluted EPS</b>	<b>6,54,67,406</b>	<b>6,88,72,462</b>

### 30 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Crores)

Particulars	As at 31st March 2015	As at 31st March, 2014
<b>(i) Contingent Liabilities</b>		
(a) Demands not acknowledged as debt		
i) Income Tax (₹ 17.79 Crores paid under protest. No cash outflow is expected)	17.79	8.60
ii) Excise Duty (₹ 1.11 Crores paid under protest. No cash outflow is expected)	1.76	1.76
iii) Others	0.09	0.09
(b) Guarantees issued by the Bankers	112.09	190.25
(Bank guarantees are provided under contractual/legal obligation. No cash outflow is expected.)		
(c) Corporate Guarantee and pledge of Equity shares of a subsidiary company to a bank against the credit facility to that subsidiary Company. (No Cash outflow is expected)(To the extent of credit facility availed and outstanding as on 31st March, 2015)	2,290.83	1,299.79
(d) Letter of Credit		
includes ₹ 14.39 Crores (Previous year ₹ 69.03 Crores) extended for Subsidiary Company.	341.15	395.67
(These are established in favour of vendors but cargo/material under the aforesaid Letter of Credit are yet to be received as on end of the year. Cash outflow is expected on the basis of payment terms as mentioned in Letter of Credit.)		
(e) Export Bill Discounting (No Cash outflow is expected)	16.24	24.44
<b>(ii) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advance)	5.30	50.53
(Cash outflow is expected on execution of such capital contracts, on progressive basis)		

30.1 Management is of the view that above litigations will not impact financial position of the Company.

### 31 RELATED PARTY TRANSACTION

As per the Accounting standard -18, As notified by Companies (Accounting Standards) Rules 2006, the disclosure of transactions with related parties as defined in the Accounting Standard are given below :

#### I. Subsidiary Companies:

JBF Global Pte. Ltd.  
JBF RAK LLC.  
JBF Petrochemicals Limited  
JBF Bahrain SPC  
JBF Global Europe BVBA  
JBF Bio Glicols Industria Quimica Ltda  
JBF Trade Invest PTE. LTD (w.e.f 9th Jan'2015)

#### II. Key Managerial Personnel :

Mr. Bhagirath C. Arya  
Mr. R.Gothi  
Mr. P.N.Thakore  
Mr. N.K.Shah

#### III. Relatives of Key Managerial Personnel :

Mrs. Veena Arya                      Relative of Shri B.C. Arya  
Mr. Cheerag Arya                    Relative of Shri B.C. Arya  
Ms. Chinar Arya                      Relative of Shri B.C. Arya  
Mrs. Usha Thakore                  Relative of Shri P N Thakore  
Mr. Abhishek R. Gothi              Relative of Shri R. Gothi  
Mr. Abhishek P. Thakore            Relative of Shri P.N. Thakore  
Ms. Akanksha P. Thakore          Relative of Shri P.N. Thakore

#### IV. Enterprises over which the Key Managerial personnel & their relatives have significant influence

Arya Industries  
Vaidic Resources Pvt. Ltd.

## Transactions with related parties during the year :

Sr. No.	Particulars	(₹ in Crores)									
		Subsidiary Companies		Key Managerial Personnel		Relatives of key Managerial Person		Enterprises over which the key Managerial personnel has Significant Influence		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	Non-current Investment										
	a) Opening Balance	421.17	421.17	--	--	--	--	--	--	421.17	421.17
	b) Balance as at 31.03.2015	421.17	421.17	--	--	--	--	--	--	421.17	421.17
2	Short term Loan & Advances										
	a) Opening Balance	--	57.36	--	--	--	--	--	0.62	-	57.98
	b) Given during the year	81.96	65.73	--	--	--	--	--	--	81.96	65.73
	c) Refunded/ Adjusted during the year	4.95	123.09	--	--	--	--	--	0.62	4.95	123.71
	d) Balance as at 31.03.2015	77.01	--	--	--	--	--	--	--	77.01	--
3	Interest Receivable										
	Balance as on 31.03.2015	0.07	--	--	--	--	--	--	--	0.07	--
4	Other Current Assets										
	Balance as on 31.03.2015	46.27	35.46	--	--	--	--	--	--	46.27	35.46
5	Other Current Liabilities as at 31.03.2015	58.51	42.15	--	--	--	--	--	--	58.51	42.15
6	Dividend Paid	--	--	5.54	2.65	1.24	0.62	0.78	0.39	7.56	3.66
7	Income										
	Revenue from Operations	225.64	120.39	--	--	--	--	--	--	225.64	120.39
	Interest Income	0.08	2.18	--	--	--	--	--	--	0.08	2.18
	Guarantee Commission	25.93	24.89	--	--	--	--	--	--	25.93	24.89
8	Expenditure										
	Purchases	--	10.17	--	--	--	--	--	3.21	--	13.38
	Managerial Remuneration/ Sitting Fees	--	--	9.23	6.55	0.26	0.19	--	--	9.48	6.74
9	Equity Shares allotted on exercise of ESOS	--	--	0.10	0.07	--	--	--	--	0.10	0.07
10	Guarantees given & Letter of Credit Facility extended	2,607.55	2,557.97	--	--	--	--	--	--	2,607.55	2,557.97
11	Fixed Deposit Pledged with Banks	167.97	--	--	--	--	--	--	--	167.97	--

**Notes to Related Party Transactions:**

- i. Non-current Investment includes ₹ 25.00 Crores in JBF Petrochemicals Ltd and ₹ 396.17 Crores in JBF Global Pte Ltd.
- ii. Short term Loan & Advance includes ₹ 76.99 Crores given to JBF Petrochemical Ltd.
- iii. Interest receivable includes ₹ 0.07 Crore from JBF Petrochemical Ltd.
- iv. Other Current Assets includes ₹ 46.27 Crores from JBF Petrochemicals Ltd,
- v. Other Current Liabilities includes ₹ 58.51 Crores to JBF RAK LLC.
- vi. Dividend paid includes ₹ 5.51 Crores, ₹ 0.86 Crore and ₹ 0.78 Crore to Mr. B. C. Arya, Ms.Chinar Arya and Vaidic Resources Pvt. Ltd. respectively.
- vii. Income: Revenue from Operations includes ₹104.11 Crores and ₹ 121.53 Crores from JBF RAK LLC and JBF Bahrain SPC respectively. Interest Income and Guarantee Commission Includes ₹ 0.08 Crore and ₹ 25.93 Crores from JBF Petrochemicals Ltd .
- viii. Expenditures: Managerial Remuneration include ₹ 7.58 Crores and ₹ 0.88 Crore paid to Mr.B. C. Arya and Mr. Rakesh Gothi respectively.
- ix. Equity Shares allotted on exercise of ESOS ₹ 0.10 Crore to Mr. N. K. Shah.
- x. Guarantee given and Letter of credit facility extended by the Company includes ₹2593.16 Crores on behalf of JBF Petrochemical Ltd.and ₹14.39 Crores on behalf of JBF Global Pte Ltd.
- xi. Fixed deposit pledged with banks includes ₹ 167.97 Crores for credit facility availed by JBF Petrochemical Ltd .

**32** As per Accounting Standard (AS) 17 on " Segment Reporting ", Segment Information has been provided under the Notes to Consolidated Financial Statements

**33** Income Tax Assessment of the Company has been completed up to the accounting year ended on 31 March, 2010.

**34 EARNINGS IN FOREIGN CURRENCY**

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
FOB Value of Exports	781.92	897.12
Net Gain on Currency & Interest rate Swap	—	6.73
<b>TOTAL</b>	<b>781.92</b>	<b>903.85</b>

34.1 FOB value of Exports excludes export in Indian currency.

**35 Particulars of remittance in foreign currency on account of dividend.**

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Amount remitted in foreign currency	NIL	NIL

**36 FINANCIAL AND DERIVATIVE INSTRUMENTS**

36.1 Derivative Contracts entered into by the Company and outstanding as on 31st March, 2015.

(₹ in Crores)

Particulars	As at 31st March 2015	As at 31st March, 2014
i) Currency and Interest rate Swap	34.15	92.50
ii) Forward contracts - Receivable	56.10	158.06
iii) Forward contracts - Payable	125.92	213.31
iv) Options	31.78	26.47
v) The Company has entered interest rate swap derivatives contracts in respect of External Commercial Borrowings of ₹ 85.71 Crores (Previous Year ₹112.19 Crores) outstanding as on 31st March, 2015.		

36.2 All Derivative and financial instruments acquired by the company are for hedging purpose only.

36.3 Foreign Currency exposures (except currency swap) that are not hedged by derivative instruments as on 31st March, 2015 relating to :

(₹ in Crores)

Particulars	As at 31st March 2015	As at 31st March, 2014
Investment in Foreign Subsidiary	396.17	396.17
Receivables	14.69	40.27
Payables	865.06	906.71

36.4 The Expenses on account of forward premium on outstanding forward exchange contracts to be recognised in the Statement of Profit and Loss of subsequent accounting year aggregate to ₹ 1.21 Crores (Previous Year ₹ 2.19 Crores).

**37** Previous year's figures have been regrouped, rearrange and reclassified wherever necessary to make them comparable with the current year's classification/disclosure.

As per our report of even date

**For CHATURVEDI & SHAH**

Chartered Accountants

Firm Registration No-101720W

**R. KORJA**

Partner

Membership No-35629

Place : Mumbai

Date : 27th May, 2015

**For & on behalf of the Board of Directors**

**BHAGIRATH C. ARYA**

Chairman

DIN-00228665

**P. N. THAKORE**

Director- Finance

DIN-00229024

**RAKESH GOTH**

Managing Director

DIN-00229302

**UJJWALA APTE**

Company Secretary

Membership No-A3330

**B. R. GUPTA**

Director

DIN-00020066

## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

(₹ in Crores)

## PARTICULARS

## A. CASH FLOW FROM OPERATING ACTIVITIES :

	Year Ended 31st March, 2015	Year Ended 31st March, 2014
<b>Net profit before tax as per Statement of Profit and Loss</b>	<b>200.54</b>	<b>29.30</b>
Adjustment for :		
Depreciation and amortisation	96.76	112.22
Finance Cost	171.55	167.87
Share Buy back Expenses	—	0.30
Currency & Interest rate Swap Loss/(Profit) (Net)	(2.48)	2.67
Reversal for Dimunation in the value of Current Investment	(0.08)	(0.01)
Loss on sale of Fixed assets (Net)	0.88	0.89
Profit from Current/Long term Investments (Net)	(0.02)	(4.65)
Provision for doubtful debts	6.00	5.25
Bad Debts Written off	—	4.75
Exceptional item	—	36.71
Interest Income	(17.81)	(22.96)
Dividend Income (₹ 6715/-)	(0.00)	(0.54)
Employee Stock Option Cost	(0.01)	(0.03)
Wealth Tax	0.02	0.02
Guarantee Commission	(25.93)	(24.89)
Sundry Balances written off/back (Net)	(0.36)	(1.54)
Net loss on Foreign currency transactions	(1.65)	29.42
<b>Operating profit before working capital changes</b>	<b>427.41</b>	<b>334.78</b>
<b>Adjusted for :</b>		
Trade & Other receivables	86.76	(60.20)
Inventories	105.24	(44.29)
Trade & Other Payables	(308.85)	170.96
<b>Cash generated from operations</b>	<b>310.56</b>	<b>401.25</b>
Direct taxes paid/ TDS deducted/Refund received	(23.40)	(16.91)
<b>Cash generated before prior year adjustments</b>	<b>287.16</b>	<b>384.34</b>
Prior year adjustments	—	(0.03)
<b>Net cash from operating activities (A)</b>	<b>287.16</b>	<b>384.31</b>

## B. CASH FLOW FROM INVESTING ACTIVITIES :

Purchases of fixed assets	(151.67)	(133.50)
Sale of fixed assets	0.39	1.29
Investment in Equity shares of subsidiary	—	—
Purchases of Investments	(0.75)	(98.82)
Sale/Redemption of Investments	1.50	151.90
Movements in Loans and Advances (Net)	(77.01)	90.64
Dividend Income (₹ 6715/-)	0.00	0.54
Interest received	7.08	23.53
Fixed Deposits held for more than three months- placed	(6.64)	(194.63)
Fixed Deposits held for more than three months - matured	3.24	290.11
<b>Net cash (used)/from in investing activities (B)</b>	<b>(223.86)</b>	<b>131.06</b>

## C. CASH FLOW FROM FINANCING ACTIVITIES :

<b>Proceeds from issue of share capital including Security Premium</b>	<b>1.04</b>	<b>1.15</b>
Buy back of Equity Shares	—	(73.23)
Shares Buy Back Expenses	—	(0.30)
Proceeds from long term loans	534.53	150.19
Repayment of long term loans	(423.72)	(233.56)
Short term Loans (Net)	169.49	(148.69)
Guarantee Commission received	15.12	4.98
Net loss on Foreign currency transactions	0.38	(58.10)
Finance Cost paid	(168.88)	(171.30)
Margin Money (Net)	(169.31)	(1.31)
Currency & Interest rate Swap (Loss)/Profit	(3.83)	7.87
Dividend paid (Including dividend distribution tax)	(18.61)	(10.25)
<b>Net cash used in financing activities (C)</b>	<b>(63.79)</b>	<b>(532.55)</b>
<b>NET (DECREASE) ] IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>(0.49)</b>	<b>(17.18)</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>17.52</b>	<b>34.70</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>17.03</b>	<b>17.52</b>



**Notes :**

- 1 The above Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS-3) on "Cash Flow Statements" as notified by the Companies (Accounting Standard) Rules, 2006 .
- 2 Figures in bracket indicates outflows
- 3 Non Cash transactions not considered above :-
  - Term Loan of ₹ 11.53 Crores (Previous Year ₹ Nil) have been funded by ICICI Bank in respect of Currency and interest rate swap.
  - Cumulative Redeemable Preference Shares of Nil (Previous Year ₹ 3.61 Crores) have been funded by Bank of India in respect of derivative losses.
- 4 The figures of previous year have been recast, rearranged and regrouped wherever considered necessary.

As per our report of even date

**For CHATURVEDI & SHAH**

Chartered Accountants

Firm Registration No-101720W

**R. KORIA**

Partner

Membership No-35629

Place : Mumbai

Date : 27th May, 2015

**For & on behalf of the Board of Directors****BHAGIRATH C. ARYA**

Chairman

DIN-00228665

**P. N. THAKORE**

Director- Finance

DIN-00229024

**RAKESH GOTHI**

Managing Director

DIN-00229302

**UJJWALA APTE**

Company Secretary

Membership No-A3330

**B. R. GUPTA**

Director

DIN-00020066

## INDEPENDENT AUDITORS' REPORT ( CONSOLIDATED ACCOUNTS )

To

The Members of JBF Industries Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of 'JBF Industries Limited' (hereinafter referred to as "the Holding Company") and its subsidiaries (collectively referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "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 of the requirements of the Companies Act, 2013 (hereinafter referred to as "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 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 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; the selection and application of 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 the 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.

### Auditor's 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 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 the 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 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 an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### 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 the other auditors on the financial statements/financial information/consolidated financial statements of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid 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, as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Emphasis of Matter

We draw attention in respect of Note 17.1 & 19.3 on the Consolidated Financial Statements, regarding trade receivables & Inter- Corporate Deposits including interest thereon amounting to ₹ 51.52 Crores & ₹ 99.93 Crores respectively due from parties in respect of which Company has initiated legal proceedings and a provision of ₹ 21.25 Crores for trade receivables has been considered sufficient by the management.

Our opinion is not modified in respect of above matters.

### Other Matter

We did not audit the financial statements of JBF Rak LLC (Consolidated Financial Statements), JBF Global PTE Ltd., JBF Petrochemicals Ltd., JBF Bio Glicols Industria Quimica Ltda. and JBF Trade Invest PTE Ltd. subsidiaries, whose financial statements reflect total assets of ₹ 9,434.81 Crores as at March 31, 2015, total revenue of ₹ 4,995.69 Crores and net cash outflows amounting to ₹ 185.81 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries are based solely on the report of other auditors.

Our opinion on the consolidated financial statements and our report on other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("CARO 2015"), 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 auditors' reports of the Holding Company and a subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on the comments in the auditors' reports of the Company and the subsidiary company incorporated in India, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the report of the auditor of its subsidiary company, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group- Refer Note 17.1, 19.3 & 30.1 to the consolidated financial statements.
    - ii Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For Chaturvedi & Shah  
Chartered Accountants  
(Firm Registration No. 101720W)

R. Koria  
Partner  
Membership No.: 35629

Place: Mumbai  
Date: May 27, 2015

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of JBF Industries Limited on the consolidated accounts for the year ended 31st March, 2015)

Our reporting on the CARO 2015 includes one subsidiary company incorporated in India, to which the CARO 2015 is applicable, which has been audited by the other auditor and our report in respect of that entity is based solely on the report of the other auditor, to the extent considered applicable for reporting under the CARO 2015 in the case of the consolidated financial statements.

- (i) In respect of the fixed assets of the Holding Company and the subsidiary company incorporated in India:
  - a. The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
  - b. The fixed assets were physically verified during the year by the management of the respective entities in accordance with a programme of verification which, in our opinion and the opinion of the other auditor, is reasonable. According to the information and explanations given to us and the other auditor, no material discrepancies were noticed on such verification as compared with the available records.
- (ii) In respect of its inventories of the Holding Company and the subsidiary company incorporated in India:
  - a. As explained to us, the inventories were physically verified during the year by the management of the Company at reasonable intervals.
  - b. In our opinion and according to the information and explanations given to us, the procedures of the physical verification of inventories followed by the management of the Company are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. On the basis of our examination of inventory records, we are of the opinion that the Company is maintaining proper records of inventory. As explained to us, no material discrepancies were noticed on physical verification of the inventories, as compared to book records maintained.  
As reported by the other auditor the subsidiary company has no inventories.
- (iii) The Holding Company and the subsidiary company incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause (iii) of paragraph 3 of the CARO 2015 are not applicable to the respective entities.
- (iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there are adequate internal control systems in the Holding Company and subsidiary company incorporated in India, commensurate with the size of the respective entities and the nature of their business with regard to purchases of inventory, fixed assets and for the sale of goods. The Holding Company and the subsidiary company incorporated in India have not sold any services during the year. During the course of our and the other auditor audit no continuing failure to correct major weaknesses in such internal control system has been observed.
- (v) According to the information and explanations given to us and the other auditor, the Holding Company and the subsidiary company incorporated in India have not accepted any deposit during the year from the public. Therefore, the provisions of clause (v) of paragraph 3 of the CARO 2015 are not applicable to the respective entities.
- (vi) The Central Government has prescribed the maintenance of Cost records pursuant to section 148 (1) of the Act in respect of Holding Company and subsidiary company incorporated in India. We have broadly reviewed the accounts and records of the Holding Company in this connection and are of the opinion that prima facie, the prescribed accounts and cost records have been made and maintained by the Holding Company. We have not, however, made a detailed examination of the cost records with a view to determine whether they are accurate and complete. In case of the subsidiary company, as reported by its auditor, maintenance of cost records is not applicable as the subsidiary company is in its project phase and has not started the operations during the year under consideration.
- (vii) According to the records and the information and explanations given to us and the other auditor, in respect of statutory dues of the Holding Company and the subsidiary company incorporated in India:
  - (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Customs Duty, Excise Duty,

Value added tax, Cess and any other material statutory dues applicable to the respective entities with the appropriate authorities. There were no undisputed amounts payable by the respective entities in respect of such statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

- (b) The disputed statutory dues aggregating to ₹ 0.65 Crore that have not been deposited on account of matters pending before appropriate authorities by the aforesaid entities are as under:

Name of the statute	Nature of the dues	₹ in Crore	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	0.64*	2005-06	Supreme Court
		0.01*	2005-06	Custom Excise & Service Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	0.00#	2008-09	Income Tax Appellate Tribunal
		0.00#	2009-10	Income Tax Appellate Tribunal
		0.00#	2009-10	Commissioner Of Income Tax (Appeals)
		0.00#	2010-11	Income Tax Appellate Tribunal
		0.00#	2010-11	Commissioner Of Income Tax (Appeals)
Total		0.65		

(\*) Net of ₹ 1.11 Crores deposited under protest.

(#) Net of ₹ 17.79 Crores adjusted against refund.

(c) The Holding Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time. In respect of the subsidiary company incorporated in India, as reported by the other auditor the subsidiary company had no amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(viii) The Holding Company and the subsidiary company incorporated in India do not have consolidated accumulated losses at the end of the financial year and they have not incurred cash losses, on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.

(ix) In our opinion and the opinion of the other auditor and according to the information and explanations given to us and the other auditor, the Holding Company and subsidiary company incorporated in India have not defaulted in repayment of dues to the banks, financial institutions and debenture holders.

(x) In our opinion and the opinion of the other auditor and according to the information and explanations given to us and the other auditor, the Holding Company and subsidiary company incorporated in India have not given any guarantee for loans taken by others from banks or financial institutions.

(xi) In our opinion and the opinion of the other auditor and according to the information and explanations given to us and the other auditor, the term loans have been applied by the Holding Company and the subsidiary company incorporated in India during the year for the purposes for which they were obtained except term loan of ₹ 100 Crores raised by the Holding Company for the equity investments in the subsidiary company, pending utilization the same has been kept in the fixed deposits with banks and pledged these deposits as security to the lenders of the subsidiary company against the financial facilities availed by that subsidiary company.

(xii) To the best of our knowledge and according to the information and explanations given to us and the other auditor, no fraud by the Holding Company and the subsidiary company incorporated in India and no material fraud on the Holding Company and the subsidiary company incorporated in India has been noticed or reported during the year.

For Chaturvedi & Shah  
Chartered Accountants  
(Firm Registration No. 101720W)

Place: Mumbai  
Date: May 27, 2015

R. Koria  
Partner  
Membership No.: 35629

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in Crores)

EQUITY AND LIABILITIES	Note	As at 31st March, 2015	As at 31st March, 2014
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	2	80.41	80.23
Reserves and Surplus	3	1,755.06 <b>1,835.47</b>	1,804.50 <b>1,884.73</b>
<b>NON-CURRENT LIABILITIES</b>			
Long-Term Borrowings	4	6,167.17	4,558.70
Deferred Tax Liabilities (Net)	5	224.20	170.53
Other Long term liabilities	6	25.51	35.23
Long-Term Provisions	7	34.17 <b>6,451.05</b>	40.23 <b>4,804.69</b>
<b>CURRENT LIABILITIES</b>			
Short-Term Borrowings	8	2,064.53	1,392.29
Deferred Tax Liabilities	9	3.60	6.79
Trade Payables	10	1,113.25	1,184.13
Other Current Liabilities	11	864.36	837.24
Short-Term Provisions	12	99.65 <b>4,145.39</b>	72.64 <b>3,493.09</b>
<b>TOTAL</b>		<b>12,431.91</b>	<b>10,182.51</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets	13		
Tangible Assets		6,100.75	4,349.74
Intangible Assets		24.22	24.76
Capital Work-in-progress		2,340.12	1,862.73
		8,465.09	6,237.23
Goodwill on Consolidation		109.21	104.82
Non-current Investments (Other than Associates)		2.36	2.60
Long-Term Loans and Advances	14	223.55	662.41
Other Non-Current Assets	15	0.62 <b>8,800.83</b>	0.56 <b>7,007.62</b>
<b>CURRENT ASSETS</b>			
Current Investments		0.23	0.65
Inventories	16	1,055.04	1,043.96
Trade Receivables	17	1,450.79	1,150.41
Cash and Bank Balances	18	473.46	487.04
Short-Term Loans and Advances	19	640.27	476.79
Other Current Assets	20	11.29 <b>3,631.08</b>	16.04 <b>3,174.89</b>
<b>TOTAL</b>		<b>12,431.91</b>	<b>10,182.51</b>
<b>Significant Accounting Policies</b>	1		
<b>Notes on Consolidated Financial Statements</b>	2-35		

As per our report of even date

**For CHATURVEDI & SHAH**Chartered Accountants  
Firm Registration No-101720W**R. KORIA**Partner  
Membership No-35629  
Place : Mumbai  
Date : 27th May, 2015**For & on behalf of the Board of Directors****BHAGIRATH C. ARYA**Chairman  
DIN-00228665**RAKESH GOTH**Managing Director  
DIN-00229302**B R GUPTA**Director  
DIN-00020066**P. N. THAKORE**Director- Finance  
DIN-00229024**UJJWALA APTE**Company Secretary  
Membership No-A3330

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED AS AT 31ST MARCH, 2015**

(₹ in Crores)

Particulars	Note	Year ended 31st March, 2015		Year ended 31st March, 2014	
Gross Revenue from Operations	21	9,296.27		9,050.84	
Less:-Excise Duty Recovered on Sales		416.80	8,879.47	483.11	8,567.73
Other Income	22		45.41		41.02
<b>Total Revenue</b>			<b>8,924.88</b>		<b>8,608.75</b>
<b>Expenses</b>					
Cost of Materials Consumed			6,531.13		6,754.36
Purchases of Stock-in-Trade			1.57		6.98
Changes in inventories of Finished Goods and Stock -in- process	23		(5.93)		(76.47)
Employee Benefits Expense	24		235.32		161.92
Finance Costs	25		450.82		344.62
Depreciation and Amortisation Expense	13		306.78		245.05
Other Expenses	26		1,315.78		1,134.37
<b>Total Expenses</b>			<b>8,835.47</b>		<b>8,570.83</b>
<b>Profit Before Exceptional &amp; Extraordinary Items and Tax</b>			89.41		37.92
Less: Exceptional Item	27		-		(36.71)
<b>Profit Before Extraordinary Items and Tax</b>			<b>89.41</b>		<b>1.21</b>
Extraordinary Items	28		-		18.77
<b>Profit Before Tax</b>			<b>89.41</b>		<b>19.98</b>
<b>Tax Expenses</b>					
Current Tax		43.33		8.16	
Less:- MAT Credit		(36.97)		(7.22)	
Deferred Tax Expense		51.96		14.20	
Taxes for earlier year		-		(0.87)	
			58.32		14.27
<b>Profit After Tax</b>			31.09		5.71
Prior Period Adjustments			-		0.03
<b>Profit for the Year</b>			<b>31.09</b>		<b>5.68</b>
Earnings per share (Before Extraordinary Items)	29				
(of ₹ 10 each) - (in ₹ ) Basic			4.23		(2.38)
- (in ₹ ) Diluted			4.22		(2.38)
Earnings per share (After Extraordinary Items)					
(of ₹ 10 each) - (in ₹ ) Basic			4.23		0.35
- (in ₹ ) Diluted			4.22		0.35
<b>Significant Accounting Policies</b>	1				
<b>Notes on Consolidated Financial Statements</b>	2-35				

As per our report of even date

**For CHATURVEDI & SHAH**

Chartered Accountants

Firm Registration No-101720W

**R. KORIA**

Partner

Membership No-35629

Place : Mumbai

Date : 27th May, 2015

**For & on behalf of the Board of Directors****BHAGIRATH C. ARYA**

Chairman

DIN-00228665

**RAKESH GOTH**

Managing Director

DIN-00229302

**B. R. GUPTA**

Director

DIN-00020066

**P. N. THAKORE**

Director- Finance

DIN-00229024

**UJJWALA APTE**

Company Secretary

Membership No-A3330

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015****1 SIGNIFICANT ACCOUNTING POLICIES****A 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.

**B Principles of Consolidation:**

The Consolidated financial statements relate to JBF Industries Ltd {'The Company'} and its subsidiary companies. The Consolidated Financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary companies have been combined on line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profit & Loss in accordance with Accounting Standard (AS) 21- "Consolidated Financial Statements".
- In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. The resultant translation exchange difference has been transferred to foreign currency translation reserve.
- The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries or on the date of the financial statements immediately preceding the date of acquisition in subsidiaries are recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
- The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the Consolidated Statement of Profit and Loss as the profit or loss on disposal of investment in subsidiaries.
- Minority Interest in share of net profit / (loss) of consolidated financial statements for the year 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 in 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.
- The Consolidated Financial statements have been prepared using uniform accounting policies for like transactions & other events in similar circumstances except as mentioned in the Note No.1.2 of notes on financials statements and are presented to the extent possible, in the same manner as the company's separate financial statements.

**C Investments other than in subsidiaries have been accounted as per Accounting Standard 13 (AS) -13 on "Accounting For Investments".****D Other significant accounting policies:**

These are set out under "significant accounting policies" as given in the standalone financial statements of the JBF Industries Ltd and it's subsidiaries JBF RAK LLC (Consolidated), JBF Global PTE Ltd., JBF Petrochemicals Ltd , JBF Bio Glicols Industria Quimica Ltda and JBF Trade Invest PTE LTD.

**1.1 The Following subsidiary companies have been considered in the preparation of consolidated financial statements:**

<b>Name of the Company</b>	<b>Nature of Interest</b>	<b>Country of Incorporation</b>	<b>Proportion of ownership Interest</b>
JBF Global PTE LTD.	Subsidiary	Singapore	100%
JBF Rak LLC.	Step Down Subsidiary	Ras-Al-Khaimah, U.A.E.	100%
JBF Petrochemicals Limited	Step Down Subsidiary	India	100%
JBF Bahrain S.PC	Step Down Subsidiary	Bahrain	100%
JBF Global Europe BVBA	Step Down Subsidiary	Belgium	100%
JBF Bio Glicols Industria Quimica Ltda	Step Down Subsidiary	Brazil	100%
JBF Trade Invest PTE LTD	Step Down Subsidiary	Singapore	100%

1.2 The Audited Financial Statements as at 31st March, 2015 of JBF Global PTE LTD (Singapore) and JBF Trade Invest PTE LTD (Singapore) have been prepared by following Singapore Financial Reporting Standards, JBF RAK LLC (United Arab Emirates) (Consolidated) have been prepared by following International Financial Reporting Standards and are consolidated as it is without converting them as per the Generally Accepted Accounting Principles as applicable in India.

**2 SHARE CAPITAL**

(₹ in Crores)

<b>Particulars</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
<b>Authorised</b>		
100,000,000 (Previous Year 100,000,000) Equity Shares of ₹ 10 each	100.00	100.00
12,500,000 (Previous Year 12,500,000) Cumulative Redeemable Preference shares of ₹ 100 each	125.00	125.00
	<b>225.00</b>	<b>225.00</b>
<b>Issued Subscribed and Paid up</b>		
65,497,479 (Previous Year 65,324,847 ) Equity Shares of ₹ 10 each fully paid up	65.50	65.32
75,709 (Previous Year 75,709) 2.5% Cumulative Redeemable Preference Shares of ₹ 100 each fully paid up	0.76	0.76
1,415,000 (Previous Year 1,415,000 ) 20% Cumulative Redeemable Preference Shares of ₹ 100 each fully paid up	14.15	14.15
<b>TOTAL</b>	<b>80.41</b>	<b>80.23</b>



**2.1 Terms/rights attached to Equity Shares**

The holders of equity shares of ₹ 10 each are entitled to one vote per share. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the member at the annual general meeting of the year. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive out of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by share holders.

**2.2 Terms/rights attached to Cumulative Redeemable Preference Shares (CRPS)**

The holder of Preference Share of the Company have a right to vote at a General Meeting of the Company only in accordance with limitations and provisions laid down in Section 47 (2) of the Companies Act, 2013. The Preference Shares shall carry dividend at the rate of 2.5 % and 20.00% per annum payable annually. The preference share holders will be entitled to receive out of the remaining assets of the company after distribution to lenders. 75,709 2.5% CRPS are redeemable at par as : 36,509 shares on 30.09.2020, 17,837 shares on 30.09.2019 and 21,363 shares on 30.09.2018. 14,15,000 20% CRPS are redeemable at a premium of ₹ 700 per share as : 3,15,000 shares on 30.09.2020, 7,70,000 shares on 30.09.2019 and 3,30,000 shares on 30.09.2018.

**2.3 i) Reconciliation of number of Equity Shares outstanding at the beginning and at the end of year:**

Particulars	2014-15		2013-14	
	In Nos.	₹ in Crores	In Nos.	₹ in Crores
Shares outstanding at the beginning of the year	6,53,24,847	65.32	7,26,33,236	72.63
Add:- Shares Issued On exercise of option by ESOS holders during the year	1,72,632	0.18	1,91,611	0.19
Less:- Shares bought back and extinguished during the year	--	--	75,00,000	7.50
Shares outstanding at the end of the year	6,54,97,479	65.50	6,53,24,847	65.32

**ii) Reconciliation of number of 2.5% Cumulative Redeemable Preference Shares outstanding at the beginning and at the end of year:**

Particulars	2014-15		2013-14	
	In Nos.	₹ in Crores	In Nos.	₹ in Crores
Shares outstanding at the beginning of the year	75,709	0.76	1,10,34,987	110.35
Add:- Shares Issued On conversion of debt to a lender	--	--	3,60,722	3.61
Less:-Shares redeemed during the year	--	--	1,13,20,000	113.20
Shares outstanding at the end of the year	75,709	0.76	75,709	0.76

**iii) Reconciliation of number of 20 % Cumulative Redeemable Preference Shares outstanding at the beginning and at the end of year:**

Particulars	2014-15		2013-14	
	In Nos.	₹ in Crores	In Nos.	₹ in Crores
Shares outstanding at the beginning of the year	14,15,000	14.15	--	--
Add:- Shares Issued during the year	--	--	14,15,000	14.15
Shares outstanding at the end of the year	14,15,000	14.15	14,15,000	14.15

2.4 Options outstanding Nil (Previous year 174,306) Equity shares to ESOS holders as on 31st March, 2015 (Refer Note No. 24.2).

**2.5 The details of shareholder holding more than 5% shares :**

Name of Equity Shareholders	As at 31st March, 2015		As at 31st March, 2014	
	No of Shares	Percentage	No of Shares	Percentage
Bhagirath Arya	2,77,31,175	42.34%	2,72,11,175	41.66%
Vaidic Resources Private Limited	39,06,304	5.96%	39,06,304	5.98%
Chinar Arya	*	*	43,00,000	6.58%
Cresta Fund Ltd	39,00,000	5.95%	39,00,000	5.97%
Copthall Mauritius Investment Limited	35,45,000	5.41%	--	--

\* below 5%, hence not disclosed.

**Name of Preference Shareholder of 2.5% CRPS**

Name of Preference Shareholder of 2.5% CRPS	As at 31st March, 2015		As at 31st March, 2014	
	No of Shares	Percentage	No of Shares	Percentage
Bank of India	75,709	100%	75,709	100%

**Name of Preference Shareholder of 20 % CRPS**

Name of Preference Shareholder of 20 % CRPS	As at 31st March, 2015		As at 31st March, 2014	
	No of Shares	Percentage	No of Shares	Percentage
Bank of India	14,15,000	100%	14,15,000	100%

2.6 Redemption premium on 20% CRPS will be paid out of the Securities Premium Account, hence no provision has been considered necessary.

2.7 75,00,000 Equity share of ₹ 10 each were bought back and extinguished in the last five years.

## 3 RESERVES AND SURPLUS

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
<b>Capital Reserve</b>				
As per Last Balance Sheet		10.62		10.62
<b>Capital Redemption Reserve</b>				
As per Last Balance Sheet	7.50		--	
Add: Transferred from General Reserve	--	7.50	7.50	7.50
<b>Capital Reserves on Consolidation</b>		0.41		0.39
<b>Securities Premium Account</b>				
As per Last Balance Sheet	441.95		406.93	
Add: Received on issue of Equity Shares	1.53		1.70	
Received on issue of Preference Shares	--		99.05	
	443.48		507.68	
Less: Utilised for Buy Back of Equity Shares	--	443.48	65.73	441.95
<b>Debenture Redemption Reserve</b>				
As per Last Balance Sheet	4.52		7.69	
Less : Transferred to Surplus	4.52	--	3.17	4.52
<b>General Reserves</b>				
As per last Balance Sheet	66.25		72.60	
Add: Transferred from Surplus	13.75		1.15	
	80.00		73.75	
Less: Transferred to Capital redemption Reserve	--		7.50	
Less: Adjustments related to Fixed Assets (Net of Deffered Tax) (Refer Note No.13.9).	2.06	77.94	--	66.25
<b>Legal Reserve</b>				
As per last Balance Sheet	95.44		87.92	
Add: Transferred from Surplus	11.91	107.35	7.52	95.44
<b>Foreign Currency Translation Reserve</b>				
As per last Balance Sheet	109.95		18.01	
Add/(less): Effect of Foreign Exchange rate variation during the Year	(48.05)	61.90	91.94	109.95
<b>Hedging Reserve</b>				
As per last Balance Sheet	1.06		0.08	
Add: Change in Fair Value	0.42	1.48	0.98	1.06
<b>Premium paid on Buy Back of Shares</b>		(71.42)		(71.42)
<b>Employee Stock Option Outstanding</b>				
As per last Balance Sheet	0.68		1.47	
Less: Option lapsed during the Year	0.01		0.05	
Less: Option Exercised during the Year	0.67		0.74	
	--		0.68	
Less: Deferred Compensation Expenses				
As per last Balance Sheet	--		0.02	
Less: Amortised / lapsed during the Year	--	--	0.02	0.68
<b>Foreign Currency Monetary Items Translation Difference Account</b>		(12.47)		--
<b>Surplus in Statement of Profit and Loss</b>				
As per last Balance Sheet	1,137.56		1,155.10	
Add: Net Profit for the Year	31.09		5.68	
<b>Amount available for Appropriations</b>	1,168.65		1,160.78	
<b>Appropriations</b>				
Transfer to General Reserve	13.75		1.15	
Transfer to Legal Reserve	11.91		7.52	
Transfer from Debenture Redemption Reserve	(4.52)		(3.17)	
Short / (Excess) Provision of dividend in previous year	0.03		(0.73)	
Tax on short / (Excess) provision of dividend	0.01		(0.12)	
Proposed Dividend on 2.5% Redeemable Preference Share (Dividend per share ₹ 2.50 p.a. Previous year ₹ 2.50 p.a.)	0.02		2.76	
Proposed Dividend on 20% Redeemable Preference Share (Dividend per share ₹ 20.00 p.a. Previous year ₹ 20.00 p.a.)	2.83		0.05	
Proposed Dividend on Equity Shares (Dividend per share ₹ 2.00 Previous year ₹ 2.00)	13.10		13.06	
Dividend Distribution Tax on Proposed Dividend	3.25	1,128.27	2.70	1,137.56
<b>TOTAL</b>		<b>1,755.06</b>		<b>1,804.50</b>

3.1 10% of Annual net income of JBF RAK LLC is to be set aside as a legal reserve in accordance with the United Arab Emirates Commercial Companies Law.

## 4 LONG TERM BORROWINGS

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
<b>Secured Loans</b>				
<b>(a) Term loans</b>				
from banks	3,298.31		2,907.16	
from Financial Institution	110.29		25.67	
from Corporate Body	107.50	3,516.10	45.00	2,977.83
<b>(b) External Commercial Borrowings</b>		1,644.92		610.69
<b>(c) Vehicle Loans</b>		0.45		0.91
		5,161.47		3,589.43
<b>Unsecured Loans</b>				
<b>(d) Term loans</b>				
from banks		1,005.70		969.27
		1,005.70		969.27
<b>TOTAL</b>		<b>6,167.17</b>		<b>4,558.70</b>

## 4.1 Term loans referred to in (a) above and current maturities of Term Loans referred to in Note 11 includes:-

- (i) ₹ 94.19 Crores (Previous Year ₹ 364.39 Crores) carrying interest at the rate of 11.00% to 13.00 % are secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are further secured by Second charge on current assets of the Company, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- (ii) ₹ 130.00 Crores (Previous year ₹ Nil Crore) carrying interest at the rate of 12.00% to 13.00 % are to be secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are further to be secured by Second charge on current assets of the Company, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- (iii) ₹ 56.25 Crores (Previous year ₹ 75.00 Crores) carrying interest at the rate of 11.45 % is secured by way of second pari passu charge on the immovable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and the movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- (iv) ₹ 50.00 Crores (Previous year ₹ 50 Crores) carrying interest at the rate of 12.50% is secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- (v) ₹ 170.00 Crores (Previous Year ₹ Nil ) carrying interest at the rate of 14.60 % are secured by way of First pari passu charge on all the immovable properties, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- (vi) ₹ 45.00 Crores (Previous Year ₹ 50.00 Crores) carrying interest at the rate of 13.25 % are secured by way of First pari passu charge on all the immovable and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- (vii) ₹ 3204.17 Crores (Previous Year ₹ 2,741.89 Crores) carrying interest at the rate of 3 months LIBOR plus 1.40 percentage to 5.00 percentage, 6 months LIBOR plus 5.5 percentage and 6.00% p.a. are secured by pari passu first charge by way of mortgage, notarised pledge and hypothecation over property, plant and equipment situated at Emirates of Ras Al Khaimah, Bahrain and Belgium and assignment of all risk insurance policies.
- (viii) ₹ 14.19 Crores (Previous year ₹ 67.76 Crores) carrying interest at the rate of 3 months LIBOR plus 0.5 percentage are secured by way of first mortgage on pari passu basis on all the immovable and movable properties except current assets, present and future, situated at Silvassa, Dadra and Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.

## 4.2 External Commercial Borrowings referred to in (b) above and current maturities of ECB referred to in Note 11 includes:-

- (i) ₹ 378.69 Crores (Previous Year ₹ 207.92 Crores) carrying interest at the rate of LIBOR plus 2.5 percentage to 5 percentage are secured by way of first mortgage & charge on pari passu basis on all the immovable and movable properties except current assets, present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- (ii) ₹ 1353.50 Crores (Previous Year ₹ 474.57 Crores) carrying interest at the rate of LIBOR plus 5% is secured by first ranking pari passu Mortgage & Charge on Immovable & movable properties, both Present & future, including bank account with IDBI and other banks, assignment of insurance policies/contracts but excluding current assets, situated at village Bajpe and Kalavar, Mangalore SEZ, Taluka Mangalore, Karnataka or elsewhere and is further secured by second ranking pari passu charge on current assets, situated at Mangalore, Corporate Guarantee by the company and pledge of 415,750,000 equity shares of JBF Petrochemicals Ltd by the Company and JBF Global Pte Ltd., a subsidiary of the Company.

## 4.3 Vehicle loans referred to in (c) above and current maturities of Vehicle Loans referred to in Note 11 includes:-

₹ 0.92 Crores (Previous Year ₹ 1.49 Crores) carrying interest at the rate of 8.18-8.88 % and LIBOR plus 1.4 percentage have been secured by specific charge on the vehicles covered under the said loans.

## 4.4 Unsecured Term loans referred to in (d) above and current maturities of Unsecured Term Loans referred to in Note 11 includes:-

₹ 88.27 Crores (Previous Year ₹ 110.35 Crores) carrying interest at the rate of 3.50% and is secured by pledge of fixed deposits with banks of ₹ 7.24 Crores (Previous Year ₹ 6.70 Crores).

#### 4.5 Terms of Repayment

##### i) Secured Term Loans from Banks

- a) Loan of ₹ 21.88 Crores is repayable in 7 equal quarterly installments of ₹ 3.13 Crores starting from June 2016 and ending on December, 2017.
- b) Loan of ₹ 24.39 Crores is repayable in 10 equal quarterly installments of ₹ 2.44 Crores starting from June 2016 and ending on September, 2018.
- c) Loan of ₹ 40.00 Crores is repayable in 16 equal quarterly installments of ₹ 2.50 Crores starting from April 2016 and ending on January, 2020.
- d) Loan of ₹ 37.50 Crores is repayable in 8 equal quarterly installments of ₹ 4.69 Crores starting on April 2016 and ending on January, 2018.
- e) Loan of ₹ 46.88 Crores is repayable in 15 equal quarterly installments of ₹ 3.13 Crores starting on June 2016 and ending on December, 2019.
- f) Loan of ₹ 30.00 Crores is repayable in 16 equal quarterly installments of ₹ 1.88 Crores starting on May 2016 and ending on February, 2020.
- g) Loan of ₹ 44.44 Crores is repayable in 16 equal quarterly installments of ₹ 2.78 Crores starting on April 2016 and ending on January, 2020.
- h) Loan of ₹ 1164.44 Crores is repayable in 20 quarterly installments first 4 installments of ₹ 43.67 Crores starting from June, 2016 and ending on March, 2017, next 8 installments of ₹ 58.22 Crores starting from June, 2017 and ending on March, 2019 and final 8 installments ₹ 65.50 Crores is starting from June, 2019 and ending on March, 2021.
- i) Loan of ₹ 238.88 Crores is repayable in 20 quarterly installments first 4 installments of ₹ 8.96 Crores starting from June, 2016 and ending on March 2017, next 8 installments of ₹ 11.94 Crores starting from June, 2017 and ending on March, 2019 and final 8 installments ₹ 13.44 Crores is starting from June, 2019 and ending on March, 2021.
- j) Loan of ₹ 434.63 Crores is repayable in 16 equal quarterly installments of ₹ 27.16 Crores starting from April, 2016 and ending on January, 2020.
- k) Loan of ₹ 186.90 Crores is repayable in 24 equal quarterly installments of ₹ 7.79 Crores starting from April, 2016 and ending on January, 2022.
- l) Loan of ₹ 83.05 Crores is repayable in 16 equal quarterly installments of ₹ 5.19 Crores starting from April, 2016 and ending on January, 2020.
- m) Loan of ₹ 93.42 Crores is repayable in 24 equal quarterly installments of ₹ 3.89 Crores starting from March, 2017 and ending on December, 2022.
- n) Loan of ₹ 294.24 Crores is repayable in 34 equal quarterly installments of ₹ 8.65 Crores starting from June, 2016 and ending on September, 2024.
- o) Loan of ₹ 202.21 Crores is repayable in 22 equal quarterly installments of ₹ 9.19 Crores starting from May, 2016 and ending on August, 2021.
- p) Loan of ₹ 197.72 Crores is repayable in 22 equal quarterly installments of ₹ 8.99 Crores starting from May, 2016 and ending on August, 2021.
- q) Loan of ₹ 61.99 Crores is repayable in 22 equal quarterly installments of ₹ 2.82 Crores starting from May, 2016 and ending on August, 2021.
- r) Loan of ₹ 118.00 Crores is repayable in 22 equal quarterly installments of ₹ 5.36 Crores starting from April, 2016 and ending on July, 2021.

##### ii) Secured Term Loans from Financial Institution

- a) Loan of ₹ 10.29 Crores is repayable in 5 equal quarterly installments of ₹ 2.06 Crores starting from April, 2016 and ending on April, 2017.
- b) Loan of ₹ 100.00 Crores is repayable in 12 equal quarterly installments of ₹ 8.33 Crores starting from September, 2016 and ending on June, 2019.

##### iii) Secured Term Loans from Corporate Body

- a) Loan of ₹ 37.50 Crores is repayable in 8 installment first 4 installments of ₹ 4.38 Crores starting from June, 2016 and ending on March, 2017, and final 4 installments of ₹ 5.00 Crores starting from June, 2017 and ending on March, 2018.
- b) Loan of ₹ 70.00 Crores is repayable 13 equal installments of ₹ 5.38 Crores starting from July, 2016 and ending on July, 2019,

##### iv) Secured External Commercial Borrowings

- a) Loan of ₹ 12.47 Crores is repayable in 2 equal quarterly installments of ₹ 6.23 Crores (USD 10,00,000) starting from May, 2016 and ending on August, 2016.
- b) Loan of ₹ 54.54 Crores is repayable in 7 equal quarterly installments of ₹ 7.79 Crores (USD 12,50,000) starting from June, 2016 and ending on December 2017.
- c) Loan of ₹ 224.41 Crores is repayable in 12 six monthly first 4 installments ₹ 12.47 Crores (USD 2000000) starting from September, 2016 and ending March 2018, next 4 installment of ₹ 18.70 Crores (USD 3000000) starting from September, 2018 and ending March, 2020, and next 4 installment of ₹ 24.93 Crores (USD 4000000) starting from September, 2020 and ending March, 2022.
- d) ₹ 1353.50 Crores is repayable in 14 equal half yearly installments commencing from 12 months from scheduled commercial operations date as per facility agreement dated May 11, 2012.

##### v) Secured Vehicle Loans

Loan of ₹ 0.30 Crore in financial year 2016-17 and balance ₹ 0.15 Crore in financial year 2017-18.

##### vi) Unsecured Term Loans From Banks

- a) Loan of ₹ 66.19 Crores is repayable in 5 equal half yearly installments of ₹ 11.04 Crores starting from April, 2016 and ending on April, 2018 and one half yearly installment of ₹ 10.98 Crores in October, 2018 and the same carries interest at the rate 3.50%.
- b) Loan of ₹ 4.48 Crores is repayable in 5 quarterly installments of ₹ 0.84 Crore, ₹ 0.86 Crore, ₹ 0.89 Crore, ₹ 0.91 Crore and ₹ 0.98 Crore respectively starting from June, 2016 and ending on June, 2017 and the same carries interest at the rate 11.70%.
- c) Loan of ₹ 935.03 Crores is repayable in 8 equal quarterly installments of ₹ 116.88 Crores starting from April, 2017 and ending on January, 2019. The same carries interest at the rate 3 months LIBOR plus 5 percentage.

4.6 Term loans from banks (including current maturities of long term borrowings of ₹ 43.96 Crores) aggregating to ₹ 194.53 Crores (Previous year ₹ 110.35 Crores) are guaranteed by one of the Directors of the company in his personal capacity.

4.7 Term loans as referred in (a) above taken by the foreign subsidiaries companies are net of transaction cost of ₹ 22.26 Crores (Previous Year ₹ 21.17 Crores).

4.8 The agreements in respect of term loans of ₹ 873.60 Crores taken by JBF Global Europe BVBA, a subsidiary of JBF RAK LLC, contains certain restrictive covenants. In the current year, the above subsidiary company has not complied with the terms of these covenants. Subsequent to year end, the subsidiary company has obtained a waiver letter from the banks for non-compliance with the above mentioned covenants. As per

requirement of International Financial Reporting Standards (IFRS), long term obligation is required to be classified as current even if the lender agrees, after the reporting period and before the authorisation of the financial statements for issue, not to demand payment as a consequence of the breach. The subsidiary company has not classified these loans as current maturities as required by IFRS. Management is of the opinion that the banks will continue to provide the facilities to the above subsidiary company and the non-compliance of the covenants will not effect the continuity of the subsidiary's operations.

## 5 DEFERRED TAX LIABILITIES (NET)

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>(a) Deferred Tax Liability</b>		
Related to fixed assets	235.64	205.58
<b>(b) Deferred Tax Assets</b>		
Unabsorbed Depreciation	0.07	26.35
Disallowance under Section 43B of the Income Tax Act, 1961	1.68	1.60
Others	9.69	7.10
<b>TOTAL</b>	<b>224.20</b>	<b>170.53</b>

## 6 OTHER LONG TERM LIABILITIES

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Government Grants	25.51	35.23
<b>TOTAL</b>	<b>25.51</b>	<b>35.23</b>

- 6.1 JBF Global Europe BVBA, a Subsidiary of the Company received two grants from government authorities in Belgium as ecological and education grant. The ecological grant relates to the investment in Belgium project and education grant relates to the education and training of Belgium nationals. The educational grant is amortised over a period of three years while the ecological grant is amortised over the period of useful life of factory building.

## 7 LONG TERM PROVISIONS

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Provision for Employee Benefits</b>		
Gratuity	26.80	20.63
Leave Encashment	0.29	0.35
<b>Others</b>		
Provision for Marked -to- Market on Derivative Contracts	7.08	19.25
<b>TOTAL</b>	<b>34.17</b>	<b>40.23</b>

## 8 SHORT TERM BORROWINGS

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Secured Loans</b>		
<b>(a) Working Capital Loans</b>		
from banks	1,504.57	988.92
<b>(b) Buyer's Credit</b>	323.42	195.41
	<u>1,827.99</u>	<u>1,184.33</u>
<b>Unsecured Loans</b>		
<b>(c) Working Capital Loans</b>		
from banks	163.45	153.86
<b>(d) Supplier's Credit (backed by letter of Credit)</b>	44.29	54.10
<b>(e) From Body Corporate</b>	28.80	—
	<u>236.54</u>	<u>207.96</u>
<b>TOTAL</b>	<b>2,064.53</b>	<b>1,392.29</b>

- 8.1 Working Capital Loans as referred to in (a) above of ₹ 283.27 Crores (Previous year ₹ 208.62 Crores) are secured by a first charge on pari passu basis without any preference or priority over each other on all Current Assets of the company both present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are also secured by way of Second charge on pari passu basis on movable and immovable properties of the company both present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat, and ₹ Nil Crores (Previous Year ₹ 25.13 Crores) are secured by way of subservient charge on current assets, present and future, of the company, ₹ 1075.33 Crores (Previous Year ₹ 755.16 Crores) secured by hypothecation of inventory and receivables on pari passu basis situated at Emirates of Ras Al Khaimah and Bahrain and ₹ 145.97 Crores (Previous Year ₹ Nil) secured by pledge of fixed deposits with banks by the Company.
- 8.2 Buyers Credit referred to in (b) above of ₹ 323.42 Crores, (Previous Year ₹ 195.41 Crores) are secured by a first charge on pari passu basis without any preference or priority over each other on all Current Assets of the company both present and future, situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat and are also secured by way of Second charge on pari passu basis on movable and immovable properties of the company both present and future situated at Silvassa, Dadra & Nagar Haveli (Union Territory) and at Sarigam, District Valsad, Gujarat.
- 8.3 The agreements in respect of term loans of ₹ 37.00 Crores taken by JBF RAK LLC, a subsidiary of JBF Global Pte Ltd., contains certain restrictive covenants. In the current year, the above subsidiary company has not complied with the terms of these covenants. Management is of the opinion that the banks will continue to provide the facilities to the above subsidiary company and the non-compliance of the covenants will not effect the continuity of the subsidiary's operations.

## 9 DEFERRED TAX LIABILITIES (NET)

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Deferred Tax Liability		
Others	3.60	6.79
<b>TOTAL</b>	<b>3.60</b>	<b>6.79</b>

## 10 TRADE PAYABLES

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Micro, Small and Medium Enterprises	6.89	2.48
Others	1,106.36	1,181.65
<b>TOTAL</b>	<b>1,113.25</b>	<b>1,184.13</b>

## 11 OTHER CURRENT LIABILITIES

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Current Maturities of long-term Borrowings</b>		
- Debentures	—	20.00
- Term Loans	272.90	372.15
- External Commercial Borrowings	87.27	71.80
- Vehicle Loans	0.47	0.58
Interest accrued but not due on borrowings	39.71	30.41
Unpaid dividends	1.30	1.29
Deposit from customers	0.21	0.19
Deposit against Excise Liabilities	1.30	1.30
Advance from Customers	10.24	18.61
Creditors for capital expenditure	373.41	256.91
Government Grants (Refer Note 6.1)	3.30	7.30
Other payables	74.25	56.70
<b>TOTAL</b>	<b>864.36</b>	<b>837.24</b>

11.1 Unpaid dividends does not include any amounts, due & outstanding, to be credited to Investor Education & Protection Fund.

11.2 Other payables includes Salaries, wages & bonus payable, Withholding & Other Taxes payable and Provision for Expenses.

11.3 Interest Accrued but not due on borrowings includes interest of ₹ 0.39 Crore (Previous Year ₹ Nil) due as on 31st March 2015 for delay in creation of charge, which ₹ 0.30 Crore since has been paid by the Company.



## 12 SHORT TERM PROVISIONS

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Provision for employee benefits</b>		
Gratuity	1.17	1.08
Leave Encashment	20.27	10.29
<b>Others</b>		
Provision for Income Tax (Net)	20.19	1.11
Excise Duty Provision	9.74	15.62
Provision for Marked -to- Market on Derivative Contracts	29.07	25.83
Proposed Dividend on Preference Shares	2.85	2.81
Proposed Dividend on Equity Shares	13.10	13.06
Provision for Dividend Distribution Tax	3.25	2.70
Other Provision	0.01	0.14
<b>TOTAL</b>	<b>99.65</b>	<b>72.64</b>

12.1 The company has recognised liability based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock as on 31st March, 2014 of ₹ 15.62 Crores as per the estimated pattern of Despatches. During the year ₹ 15.21 Crores was utilised for clearance of goods. Liability recognised under this class as at 31st March, 2015 is ₹ 9.74 Crores. Actual outflow is expected in the next financial year.

12.2 Other provision consists of commitment made to Ministry of Environment and Forests ("MOEF") for obtaining their clearances for incurring for activities pertaining to Corporate Social Responsibility by a subsidiary Company.

## 13 FIXED ASSETS

(₹ in Crores)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01-04-2014	Additions/ Adjustments	Deductions/ Adjustments	As at 31-03-2015	Up to 31-03-2014	For the year	Deductions/ Adjustments	Upto 31-03-2015	As At 31-03-2015	As At 31-03-2014
<b>Tangible Assets</b>										
Land : Free-hold	49.48	(3.46)	--	46.02	--	--	--	--	46.02	49.48
Leasehold	125.89	13.41	--	139.30	0.14	0.02	--	0.16	139.14	125.75
Leasehold Improvements	646.43	406.40	--	1,052.83	99.35	45.81	--	145.16	907.67	547.08
Buildings	231.88	69.46	--	301.34	50.12	11.26	--	61.38	239.96	181.76
Plant & Machineries	4,463.12	1,586.52	4.50	6,045.14	1,046.70	266.96	2.53	1311.13	4,734.01	3,416.42
Furniture & Fixtures	10.70	2.73	0.01	13.42	4.84	1.80	0.01	6.63	6.79	5.86
Office Equipments	2.07	0.15	0.01	2.21	0.62	0.94	0.01	1.55	0.66	1.45
Vehicles	17.61	6.53	2.45	21.69	5.38	3.18	1.38	7.18	14.51	12.23
Data Processing Equipments	20.02	5.41	0.00	25.43	10.31	3.13	--	13.44	11.99	9.71
			(₹ 27,234)							
	5,567.20	2,087.15	6.97	7,647.38	1,217.46	333.10	3.93	1,546.63	6,100.75	4,349.74
<b>Intangible Assets</b>										
Software*	5.32	0.99	--	6.31	2.46	0.84	--	3.30	3.01	2.86
Technical Know-how	28.52	2.26	--	30.78	6.62	2.95	--	9.57	21.21	21.90
	33.84	3.25	--	37.09	9.08	3.79	--	12.87	24.22	24.76
<b>Total</b>	<b>5,601.04</b>	<b>2,090.40</b>	<b>6.97</b>	<b>7,684.47</b>	<b>1,226.54</b>	<b>336.89</b>	<b>3.93</b>	<b>1,559.50</b>	<b>6,124.97</b>	<b>4,374.50</b>
<b>Previous Year</b>	<b>4,170.17</b>	<b>1,436.25</b>	<b>5.38</b>	<b>5,601.04</b>	<b>940.79</b>	<b>287.78</b>	<b>2.03</b>	<b>1,226.54</b>	<b>4,374.50</b>	<b>--</b>
<b>Capital work-in-progress</b>									<b>2,340.12</b>	1862.73

\* other than internally generated

13.1 Buildings include ₹ 8,000/- (Previous Year ₹ 8,000/-) being the value of Shares of Co-operative Societies.

13.2 Additions to fixed assets & Capital work in Progress includes loss of ₹ 38.31 Crores (Previous Year ₹ 36.58 Crores) on account of foreign exchange difference during the year.

13.3 Capital work in progress includes :

i) ₹ 1014.58 Crores on account of Preoperative expenses (Previous Year ₹ 708.42 Crores).

ii) ₹ Nil Crores on account of cost of construction material at site (Previous Year ₹ 113.48 Crores)

13.4 Additions to Gross block includes loss of ₹ 97.27 Crores (Previous year gain of ₹ 189.44 Crores) and Depreciation includes loss of ₹ 22.01 Crores (Previous year of ₹ 34.66 Crores) on account of translation of Fixed Assets & Depreciation to date respectively of Foreign subsidiaries, the effect of which is considered in Foreign Currency translation reserve.

13.5 Depreciation for the year of ₹ 4.99 Crores (Previous Year ₹ 8.07 Crores) considered as pre-operative expenses.

13.6 The Leasehold improvements represents the cost of buildings related to plant & premises which are constructed on leasehold land situated at Emirates of Ras Al Khaimah. The land on which the production facility is located has been obtained on a 25 years operating lease from Ras Al Khaimah Investment Authority ( RAKIA), U.A.E Baharin and Belgium.

13.7 Details of the Preoperative Expenditure :

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>EXPENDITURE :</b>		
Salary, Wages & Allowances	25.60	38.31
Gratuity	0.20	0.91
Rates & Taxes (₹ 9,644)	0.00	0.03
Employees Welfare & Other Amenities	0.15	7.54
Contribution to Provident Fund ESIC and Other Funds ( Previous year ₹ 3,259/-)	—	0.00
Interest expenses	71.28	50.72
Other borrowings costs	14.11	8.99
Depreciation	4.99	8.07
Power & Fuel	1.97	0.29
Security Charges	1.54	3.05
Other Manufacturing Expenses	0.41	1.16
Rent	2.54	10.40
Insurance	4.03	9.22
Repairs & Maintenance Others (Previous Year ₹ 5193/-)	0.05	0.00
Store and spares consumed	0.01	—
Repairs & Maintenance – Building	0.02	—
Repairs to Plant & Machinery ( ₹ 2,976/-)	0.00	—
Travelling & Conveyance	0.79	3.90
Legal, technical & professional Fees	8.79	290.53
Technology, License & Construction Related Fees	216.53	—
Net Loss on Foreign Currency transaction	30.32	11.12
General Exp	12.80	5.82
Construction Material & Civil Work	144.23	120.51
	<b>540.36</b>	<b>570.57</b>
<b>INCOME :</b>		
Interest Income	15.72	18.17
<b>Net Pre Operative Expenditure for the Year</b>	<b>524.64</b>	<b>552.40</b>
Add : Pre Operative Expenditure upto Previous Year	708.42	252.75
	<b>1,233.06</b>	<b>805.15</b>
Less : Allocated to fixed assets during the Year	218.48	96.73
<b>Closing Balance</b>	<b>1,014.58</b>	<b>708.42</b>

13.8 In accordance with the Accounting Standard (As -28 ) on " Impairment of Assets" As notified by Companies ( Accounting Standards) Rules 2006, the management during the year carried out an exercise of identifying the assets that may have been impaired in respect of each cash generating unit in accordance with the said Accounting Standard . On the basis of this review carried out by the management , there was no impairment loss on Fixed Assets during the year ended 31st March, 2015.

13.9 Pursuant to the enactment of the Companies Act, 2013, the company has applied the estimated useful life as specified in the Schedule II. Accordingly, the unamortized carrying value is being depreciated / amortized over the revised remaining useful life. The written down value of fixed assets of ₹ 3.11 Crores , where life have been expired as on 1st April, 2014, have been adjusted net off tax in the General Reserve amounting to ₹ 2.06 Crores.

13.10 During the year, one of the subsidiaries carried out a review of the useful life of its property, plant and equipment. Subsequent to the completion of the BOPET film manufacturing plant, the subsidiary revised the estimated useful lives of certain items of property, plant and equipment from 20 years to 25 years to more appropriately reflect the expected pattern of economic benefits arising from the use of these assets. Accordingly, effectively from 1st April, 2014, depreciation has been calculated on straight line basis over the revised estimated useful life of 25 years. the change in the estimated useful resulted in a decrease in depreciation charge for the year by ₹ 7.98 Crores.

## 14 LONG TERM LOANS AND ADVANCES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Unsecured, Considered good unless otherwise stated				
Capital Advances		109.16		587.38
Security Deposits		4.65		4.05
Income Tax-Advance Tax & TDS (Net)		35.59		35.56
MAT Credit Entitlement		68.73		31.74
Others				
Considered Good	5.42		3.68	
Considered doubtful	0.08		0.08	
	5.50		3.76	
Less: Provision for doubtful advances	0.08	5.42	0.08	3.68
<b>TOTAL</b>		<b>223.55</b>		<b>662.41</b>

14.1 Others includes mainly Unamortised Ancillary Borrowing Cost and Interest Receivable.

14.2 Presently the company is liable to pay MAT under section 115JB of the Income Tax Act, 1961 (The Act) and the amount paid as MAT is allowed to be carried forward for being set off against the future tax liabilities computed in accordance with the provisions of the Act, other than Section 115JB, in next Ten years. Based on the future projection of the performances, the Company will be liable to pay the income tax computed as per provisions, other than under section 115JB, of the Act. Accordingly as advised in Guidance note on "Accounting for Credit available in respect of Minimum Alternate Tax under the Income Tax Act 1961" issued by the Institute of Chartered Accountants of India, ₹ 36.97 Crores (Previous year ₹ 7.22 Crores) being the excess of tax payable u/s 115JB of the Act over tax payable as per the provisions other than section 115JB of the Act has been considered as MAT credit entitlement and credited to statement of profit and loss.

## 15 OTHER NON -CURRENT ASSETS

(₹ in Crores)

	As at 31st March, 2015		As at 31st March, 2014	
Unsecured, Considered good				
Fixed Deposit Account with a Bank		0.62		0.56
<b>TOTAL</b>		<b>0.62</b>		<b>0.56</b>

15.1 Represents a deposit held in a commercial bank in the Kingdom of Bahrain and maturing in July 2023. The fixed deposits are held under lien as a security for the purchase of natural gas from the Bahrain Petroleum Company B.S.C.

## 16 INVENTORIES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Raw Materials				
Goods-in transit	253.64		392.75	
Others	293.69	547.33	170.86	563.61
Stock-in-process		76.93		41.28
Finished goods				
Goods-in transit	23.62		49.69	
Others	291.50	315.12	295.15	344.84
Stores, Spares and Consumables				
Goods-in transit	0.47		0.70	
Others	115.19	115.66	93.53	94.23
<b>TOTAL</b>		<b>1,055.04</b>		<b>1,043.96</b>

## 17 TRADE RECEIVABLES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
Unsecured, Considered Good				
Due for a period exceeding Six months from the date of payment	165.46		152.37	
Others	1,315.68		1,022.03	
	1,481.14		1,174.40	
Less : Provision for doubtful debts	30.35	1,450.79	23.99	1,150.41
<b>TOTAL</b>		<b>1,450.79</b>		<b>1,150.41</b>

17.1 Debts due for a period exceeding six months includes ₹ 51.52 Crores (Previous Year ₹ 41.48 Crores), which are overdue as against which the Company has initiated legal proceedings. The Company is of the view that a substantial part of this amount is recoverable. As a matter of prudence and based on the best estimate a provision of ₹ 21.25 Crores (Previous Year ₹15.25 Crores) has been made and which has been considered sufficient.

## 18 CASH AND BANK BALANCES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
<b>Cash &amp; Cash Equivalents</b>				
Balance with banks in Current Accounts	116.29		126.13	
Cash on hand	0.28	116.57	0.31	126.44
<b>Other Bank Balances</b>				
In Fixed Deposit Account with Banks				
having 3-12 Months maturities	6.66		31.58	
Deposit earmark against Borrowings	348.93		327.73	
Earmark balance with banks (Unpaid Dividend Account)	1.30	356.89	1.29	360.60
<b>TOTAL</b>		<b>473.46</b>		<b>487.04</b>

## 19 SHORT TERM LOANS AND ADVANCES

(₹ in Crores)

Particulars	As at 31st March, 2015		As at 31st March, 2014	
<b>Secured, considered good</b>				
Inter-corporate Deposits	55.00		55.00	
<b>Unsecured, Considered good</b>				
Loans and Advances to related parties (Refer Note No.31)	81.58		68.82	
<b>Others:</b>				
Inter-corporate Deposits	6.00		6.00	
Claims and refund receivable	0.81		10.77	
Balance with Excise Authorities	3.30		7.67	
Advance to suppliers	382.36		200.96	
Others	111.22		127.57	
<b>TOTAL</b>		<b>640.27</b>		<b>476.79</b>

19.1 Unsecured inter-corporate Deposits includes ₹ 5.00 Crores (Previous year ₹ 5.00 Crores) backed by personal guarantee of a promoter of a borrower.

19.2 Secured Inter Corporate Deposits (ICD) Includes:-

- Loan of ₹ 9.00 Crores given in earlier years to TVC Sky Shop Limited (TVC) against the pledge of 25,00,000 equity shares of ₹ 10 each representing 25.73% of the paid up equity share capital of TVC and
- Loan of ₹ 11.00 Crores given in earlier years to Suryachakra Power Corporation Limited (SPCL) against the pledge of 24,31,434 equity shares of ₹ 10.00 each representing 1.62% of the paid up equity share capital of SPCL.

As TVC and SPCL failed to meet its commitments for repayment, the Company invoked the pledge and got transferred above mentioned equity shares in its own Demat account. As the Company does not intends to hold these shares as investment to acquire control of TVC and SPCL but as a security till the above loans are repaid, it continue to disclose the above loans as ICD instead of investments. Further TVC has not been considered as an associate within the meaning of Accounting Standards 23 (AS 23) "Accounting for investment in associates in Consolidated Financial Statements" as notified in the Companies (Accounting Standards) Rules 2006.

19.3 Inter Corporate Deposit (ICD) of ₹ 60.00 Crores to various parties given in earlier year along with interest accrued and due on the same amounting to ₹ 39.93 Crores are overdue for recovery and Company has initiated legal proceedings against the parties. In view of the pending litigations and based on principle of prudence, Company has discontinued recognition of interest income on the same w. e. f. 1st January, 2015. Management of the Company is of the view that entire amount is good for recovery in view of securities wherever available, personal guarantee of promoters of borrowers company etc and hence no provision for above receivables is necessary at this stage.

19.4 Others includes Interest Receivable, Prepaid Expenses, Cenvat Receivables, Refundable Deposits and Government grants.

**20 OTHER CURRENT ASSETS**

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Export Incentive Receivable	10.58	16.04
Assets held for disposal (Previous year ₹ 17,200/-)	0.71	0.00
<b>TOTAL</b>	<b>11.29</b>	<b>16.04</b>

**21 GROSS REVENUE FROM OPERATION**

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Sale of products	9,269.67	9,018.15
Export Incentives	16.92	24.56
Other operating revenues	9.68	8.13
<b>TOTAL</b>	<b>9,296.27</b>	<b>9,050.84</b>

**22 OTHER INCOME**

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest Income from -Long term investment	0.27	0.22
- Inter Corporate Deposits	6.08	14.68
- Fixed Deposits	9.94	6.28
- Others	10.86	7.28
Dividend Income from others - on current investments ( ₹ 6715)	0.00	0.54
Reversal of Provision for Dimunation in the value of Investment	0.08	0.01
Profit on sale of Current investments (Net)	0.02	4.65
Sundry Credit Balances Written Back (Net)	0.36	1.51
Government Grants (Refer Note No. 6.1)	5.60	0.16
Miscellaneous income	12.20	5.69
<b>TOTAL</b>	<b>45.41</b>	<b>41.02</b>

22.1 Miscellaneous income includes refund of export duty paid to US Customs in years 2011 and 2012 by a subsidiary company.

**23 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN- PROCESS**

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
At the end of the Year		
Finished Goods	315.12	344.84
Stock-in- process	76.93	41.28
At the beginning of the Year		
Finished Goods	344.84	262.27
Stock-in- process	41.28	47.38
<b>TOTAL</b>	<b>(5.93)</b>	<b>(76.47)</b>

**24 EMPLOYEE BENEFITS EXPENSE**

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Salaries, Wages and Allowances	193.76	142.68
Contribution to Provident Fund, ESIC and other Funds	14.97	2.77
Gratuity	6.38	5.15
Employees Stock Option Cost	(0.01)	(0.03)
Employees Welfare and Other Amenities	20.22	11.35
<b>TOTAL</b>	<b>235.32</b>	<b>161.92</b>

24.1 During the Financial year 2013-14 the Company paid an amount of ₹ 5.05 Crores to the Executive Chairman which was in excess of the remuneration as prescribed in the section 309 of the Companies Act 1956 by ₹ 2.81 Crores. The Company has applied for Central Government Approval and approval is still awaited.

#### 24.2 Employee Stock Option Scheme

- The Employee Stock Option Scheme, 2009 (JBF ESOS 2009) was introduced and implemented during the year 2009-10 as approved by the shareholders at the Annual General Meeting held on 25th September, 2009. The equity shares reserved for issuance to eligible employee of the company as at 31st March, 2015 is Nil (Previous Year 2,70,855) Equity Shares of ₹ 10/- each.
- On 25th September, 2009 the Company has granted 21,54,000 Options convertible into Equity Shares of ₹ 10 each to 298 employees. The Exercise Price of the Options was fixed at ₹ 60 each for conversion in to one Equity Share of the Company. Out of above Options 1,404 (Previous Year 14,554) Options have been Lapsed during the year 2014-15.
- The above Options vest over a period ranging from one to three years as follows.

Period of Vesting From Date of Grant	Percentage to Grant
At the end of Twelve Months	33.33
At the end of Twenty Four Months	33.33
At the end of Thirty Six Months	33.33

- All the Options granted till date have an exercise period of Twenty Four months from the date of their vesting.
- The Company applies intrinsic- value method of accounting for determining Employee Compensation Expenses for its ESOS. Had the Employee Compensation Expenses been determined using the fair value approach, the Company's Net Profit and basic and diluted earnings per share as reported would have reduced as indicated below:

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Net Profit / (Loss) after tax before extraordinary items (Net of Tax)	31.09	(13.06)
Add:- Extraordinary Item (Net of Tax)	—	18.77
Net profit After extraordinary items	31.09	5.71
Prior Period adjustments	—	0.03
Proposed Dividend on Preference Shares and tax thereon	3.43	3.29
Net Profit as Reported	27.66	2.39
Less : Employee Compensation Expenses	—	(0.04)
Adjusted Proforma	27.66	2.43
Basic Earnings Per Share (₹) (Before Extraordinary items)		
- As reported	4.23	(2.38)
- Proforma	4.23	(2.38)
Diluted Earnings Per Share (₹) (Before Extraordinary items)		
- As reported	4.22	(2.38)
- Proforma	4.22	(2.38)
Basic Earnings Per Share (₹) (After Extraordinary items)		
- As reported	4.23	0.35
- Proforma	4.23	0.35
Diluted Earnings Per Share (₹) (After Extraordinary items)		
- As reported	4.22	0.35
- Proforma	4.22	0.35

vi. The Following Summaries the Company's Stock Option activity for ESOS:

Particulars	As at 31st March, 2015 (No. of Shares)	Year ended 31st March, 2014 (No. of Shares)
i. Outstanding at the beginning of the year	1,74,036	3,80,201
ii. Granted during the year	—	—
iii. Lapsed during the year	1,404	14,554
iv. Exercised during the year	1,72,632	1,91,611
v. Expired During the year	—	—
vi. Outstanding at the end of the year	—	—
vii. Exercisable at the end of the year	—	1,74,036
viii. Weighted average Intrinsic value of Options granted during the year	Nil	Nil



## 25 FINANCE COSTS

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Interest Expense	353.31	278.58
Other Borrowing Cost	81.54	41.17
Applicable Net loss on foreign currency transaction and translation	15.97	24.87
<b>TOTAL</b>	<b>450.82</b>	<b>344.62</b>

25.1 Interest expenses includes ₹ 0.84 Crore (Previous year ₹ Nil) on account of short payment of advance tax.

## 26 OTHER EXPENSES

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
<b>Manufacturing Expenses</b>		
Stores & Spares Consumed	53.80	38.26
Power & Fuel	503.95	461.45
Repairs to Building	0.49	0.75
Repairs to Plant & Machinery	18.65	7.77
Security Charges	8.53	2.10
Excise Duty	(5.75)	(1.99)
Labour Charges	17.14	12.48
Other Manufacturing Expenses	24.26	26.90
	621.07	547.72
<b>Selling and Distribution Expenses</b>		
Packing Material Consumed	173.34	141.56
Freight & Forwarding Charges (Net)	254.65	192.90
Sales Promotion, & Advertising Expenses	5.46	11.24
Brokerage & Commission	29.33	25.85
	462.78	371.55
<b>Administrative and General Expenses</b>		
Rent	18.38	11.75
Rates & Taxes (Net)	0.37	0.98
Insurance	29.37	20.97
Payment to Auditors'	1.96	1.81
Repairs & Maintenance - Others	8.71	3.16
Travelling & Conveyance Expenses	12.08	14.99
Legal, Professional & Consultancy Charges	12.34	9.59
Bad debts Written off	—	4.75
Provision for Doubtful Debts	6.00	5.25
Donation	0.09	0.40
Share Buy Back Expenses	—	0.30
Net Loss on Foreign Currency transaction	114.76	110.25
Currency & Interest rate Swap Loss (Net)	6.13	15.12
Loss on sale of Fixed Assets (Net)	1.26	1.54
Bank Charges	2.69	1.75
Loss On Sale of Licences	3.16	—
Corporate social responsibility	0.20	—
General Expenses	14.43	12.49
	231.93	215.10
<b>TOTAL</b>	<b>1,315.78</b>	<b>1,134.37</b>

## 26.1 Payment to Auditors'

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
a) Audit Fees	1.78	1.65
Tax Audit Fees	0.08	0.08
Certification Charges	0.01	0.03
Reimbursement of expenses	0.08	0.04
b) Cost Audit Fees	0.01	0.01
<b>TOTAL</b>	<b>1.96</b>	<b>1.81</b>

26.2 General Expenses includes Directors sitting Fees ₹ 0.16 Crore (Previous Year ₹ 0.09 Crore)

## 26.3 The notes to accounts relating to Corporate social responsibility.

a) Gross amount ₹ 0.52 Crore required to be spent by the company during the year.

(b) Amount spent during the year ₹ 0.20 Crore and ₹ 0.32 Crore remained unspent.

27 In earlier years the Company had provided loans to the JBF Employees Welfare Trust ("the Trust") to purchase its Equity Shares from the open market. To be in compliant with the Amendments to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 vide SEBI Circular dated January 17, 2013, the Trust disposed off all the securities held by it and remitted the proceeds to the Company towards settlement of outstanding loans. As the Trust had no further assets/securities, the balance amount of Nil (Previous Year ₹ 36.71 Crores) recoverable from the Trust was written off during the previous year and shown as exceptional items in the financial statements.

28 In the Consolidated Financial Statements of JBF RAK LLC one of the subsidiary companies, certain expenses aggregating to ₹ Nil (Previous Year ₹ 18.77 Crores) charged to the Statement of Profit & Loss. During the previous year that subsidiary company restated its Consolidated Financial Statements for the year ended 31st March, 2013 by capitalizing the above expenses as rectification of an error. Accordingly the reversal of above mention expenses of 31st March, 2013 was disclosed as an extraordinary items in the statement of profit and loss in the previous year.

## 29 EARNINGS PER SHARE (BASIC &amp; DILUTED)

(₹ in Crores)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Net Profit / (Loss) after tax before extraordinary items (Net of Tax)	31.09	(13.06)
Add:- Extraordinary Item (Net of Tax)	--	18.77
Net profit After extraordinary items	31.09	5.71
Prior period adjustment	--	0.03
Proposed Dividend on preference Shares and tax thereon	3.43	3.29
Net profit after Extraordinary Items attributable to Equity Share holders for Basic EPS	27.66	2.39
Weighted average no. of equity shares outstanding for Basic EPS	6,54,50,701	6,88,06,865
<b>Basic Earning Per Share of ₹ 10 Each (₹)</b>		
Before Extraordinary items	<b>4.23</b>	<b>(2.38)</b>
After Extraordinary items	<b>4.23</b>	<b>0.35</b>
Net profit after tax attributable to Equity Share holders for Basic EPS	27.66	2.39
Weighted average no. of equity shares outstanding for Diluted EPS	6,54,67,406	6,88,72,462
<b>Diluted Earning Per Share of ₹ 10 Each (₹)</b>		
Before Extraordinary items	<b>4.22</b>	<b>(2.38)</b>
After Extraordinary items	<b>4.22</b>	<b>0.35</b>

Reconciliation between number of shares used for calculating basic and diluted earning per share

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
<b>Number of Shares Used for calculating Basic EPS</b>	<b>6,54,50,701</b>	<b>6,88,06,865</b>
Add:- Potential Equity Shares (JBF ESOS-2009)	16,705	65,597
<b>Number of Shares used for Calculating Diluted EPS</b>	<b>6,54,67,406</b>	<b>6,88,72,462</b>

## 30 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Crores)

Particulars	As at 31st March, 2015	Year ended 31st March, 2014
<b>(i) Contingent Liabilities</b>		
(a) Demands not acknowledged as debt		
i) Income Tax (₹17.79 Crores Paid under Protest. No cash outflow is expected.)	17.79	8.60
ii) Excise Duty (₹ 1.11 Crores Paid under Protest. No cash outflow is expected.)	1.76	1.76
iii) Others	0.09	1.37
(b) Guarantees issued by the Bankers	484.63	232.68
(Bank guarantees are provided under contractual/legal obligation. No cash outflow is expected.)		
(c) Letter of Credit	326.76	326.64
(These are established in favour of vendors but cargo/material under the afore-said Letter of Credit are yet to be received as on end of the year. Cash outflow is expected on the basis of payment terms as mentioned in Letter of Credit.)		
<b>(ii) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	1,332.60	2,514.25
(Cash outflow is expected on execution of such capital contracts, on progressive basis)		
(b) Other Commitments		
i) Corporate Social Responsibility over the project life	176.84	176.99
ii) Future minimum lease payments:		
With in One Year	7.38	7.90
After One year but not more than five years	29.77	31.07
More than five years	101.27	116.38
Total operating lease expenditure contracted for at the reporting date	138.42	155.35

30.1 Management is of the view that above litigations will not impact financial position of the Company.

## 31 RELATED PARTY TRANSACTION

As per the Accounting standard -18, As notified by Companies (Accounting Standards) Rules 2006, the disclosure of transactions with related parties as defined in the Accounting Standard are given below :

**I. Key Managerial Personnel :**

Mr. Bhagirath C. Arya  
 Mr. R.Gothi  
 Mr. P.N.Thakore  
 Mr. N.K.Shah  
 Mr. Cheerag Arya  
 Mr. Alke G Pai

**II. Relatives of Key Managerial Personnel :**

Mrs. Veena Arya                      Relative of Shri B.C. Arya  
 Ms. Chinar Arya                      Relative of Shri B.C. Arya  
 Mrs. Usha Thakore                      Relative of Shri P.N. Thakore  
 Mr. Abhishek R. Gothi                      Relative of Shri R. Gothi  
 Mr. Abhishek P. Thakore                      Relative of Shri P.N. Thakore  
 Mrs. A. Tara Pai                      Relative of Mr. Alke G. Pai

**III. Enterprises over which the Key Managerial personnel & their relatives have significant influence**

Arya Industries  
 Vaidic Resources Pvt. Ltd.  
 JBF Global FZE

## Transactions with related parties during the year

(₹ in Crores)

Sr No.	Particulars	Key Managerial Personnel		Relatives of key Managerial Personnel		Enterprises over which the key Managerial personnel has Significant Influence		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	<b>Short term Loans and Advances</b>								
	a) Opening Balance	46.94	24.98	--	--	21.88	20.47	<b>68.82</b>	45.45
	b) Given / Adjusted during the year	12.56	21.96	--	--	0.92	2.03	<b>13.48</b>	23.99
	c) Refunded/ Adjusted during the year	0.72	--	--	--	--	0.62	<b>0.72</b>	0.62
	d) Balance as at 31.03.2015	58.78	46.94	--	--	22.80	21.88	<b>81.58</b>	68.82
2	<b>Trade Payable as at 31st March, 2015</b>	--	--	--	--	0.12	0.48	<b>0.12</b>	0.48
3	<b>Dividend Paid</b>	5.92	2.84	0.86	0.43	0.78	0.39	<b>7.56</b>	3.66
4	<b>Expenditure</b>								
	Purchases	--	--	--	--	0.34	4.79	<b>0.34</b>	4.79
	Managerial remuneration/ Sitting Fees	28.48	25.55	0.99	0.53	--	--	<b>29.47</b>	26.08
	Rent	--	--	--	0.06	--	--	<b>--</b>	0.06
5	Equity Shares allotted on exercise of ESOS	0.10	0.07	--	--	--	--	<b>0.10</b>	0.07

## Notes to Related Party Transactions:

- Short Term Loans and Advances Includes ₹ 58.78 Crores due from Cheerag Arya and ₹ 22.80 Crores due from JBF Global FZE.
- Trade Payable includes ₹ 0.12 Crore due to Arya Industries.
- Dividend paid includes ₹ 5.51 Crores, ₹ 0.86 Crore, ₹ 0.78 Crore to Mr. B C Arya, Ms.Chinar Arya & Vaidic Resources Pvt. Ltd. respectively.
- Expenditure :- Purchases include from ₹ 0.34 Crore from Arya Industries . Managerial Remuneration include ₹ 7.58 Crores and ₹ 18.35 Crores paid to Mr.B C Arya & Mr. Cheerag Arya respectively.
- Equity Shares allotted on exercise of ESOS ₹ 0.10 Crore to Mr N.K. Shah.

## 32 Segment Information as per Accounting Standard -17 on Segment Reporting for the year ended 31st March, 2015.

## i) Information about primary (Geographical) segment :

(₹ in Crores)

Particulars	Domestic		International		Total Consolidated	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1 <b>Segment Revenue</b>						
Net Revenue from Operations	4126.88	4,784.71	4978.23	3,913.58	9105.11	8,698.29
Other Income	28.33	39.54	22.52	1.48	50.85	41.02
<b>Total Income</b>	<b>4155.21</b>	<b>4,824.25</b>	<b>5000.75</b>	<b>3,915.06</b>	<b>9,155.96</b>	<b>8,739.31</b>
Less : Inter Segment Revenue	225.64	120.39	5.44	10.17	231.08	130.56
	<b>3929.57</b>	<b>4,703.86</b>	<b>4995.31</b>	<b>3,904.89</b>	<b>8,924.88</b>	<b>8,608.75</b>
2 <b>Results</b>						
Segment Results	346.26	174.79	193.97	189.81	540.23	364.60
Finance Costs	171.55	167.87	279.27	176.75	450.82	344.62
<b>Profit Before Tax</b>	<b>174.71</b>	<b>6.92</b>	<b>(85.30)</b>	<b>13.06</b>	<b>89.41</b>	<b>19.98</b>
Tax Expenses	61.06	14.35	(2.74)	(0.08)	58.32	14.27
<b>Profit After Tax</b>	<b>113.65</b>	<b>(7.43)</b>	<b>(82.56)</b>	<b>13.14</b>	<b>31.09</b>	<b>5.71</b>
3 <b>Other Information</b>						
Total Segment Assets	5,677.61	4,274.66	6,754.30	5,908.09	12,431.91	10,182.75
Total Segment Liabilities	4,227.64	2,931.25	6,368.80	5,366.77	10,596.44	8,298.02
Capital Expenditure	1,595.18	797.47	553.33	1,839.79	2,148.51	2,637.26
Depreciation	96.76	112.22	210.02	132.83	306.78	245.05
<b>Non - Cash Expenditure other than Depreciation</b>	<b>6.00</b>	<b>5.25</b>	<b>--</b>	<b>--</b>	<b>6.00</b>	<b>5.25</b>

- a) Segments have been identified and reported taking into account, the differing risks and returns, the organization structure and the internal reporting system. These are organized into two main segment based on geographic :

Domestic : Operations within India

International : Operations outside India

b) Segment revenue, assets and liabilities include the respective amount identifiable to each of the segments.

(₹ in Crores)

	Year ended 31st March , 2015	Year ended 31st March , 2014
<b>1. Segment Revenue</b>		
a) Polyester Film	1,330.93	1,009.17
b) Other Polyester Products	7,565.48	7,565.27
c) other	8.83	2.48
d) Unallocable	19.64	31.83
<b>Total</b>	<b>8,924.88</b>	<b>8,608.75</b>
	<b>As at 31st March , 2015</b>	<b>As at 31st March , 2014</b>
<b>2. Segment Assets</b>		
a) Polyester Film	3,379.58	3,226.00
b) Other Polyester Products	5,543.34	5,020.81
c) Pure Terephthalic Acid	2,848.47	1,349.76
d) other	172.38	179.32
e) Unallocable	488.14	406.86
<b>Total</b>	<b>12,431.91</b>	<b>10,182.75</b>
	<b>As at 31st March , 2015</b>	<b>As at 31st March , 2014</b>
<b>3. Total Capital Expenditure</b>		
a) Polyester Film	181.90	808.31
b) Other Polyester Products	507.82	1,146.82
c) Pure Terephthalic Acid	1,452.12	666.60
d) Unallocable	6.67	15.53
<b>Total</b>	<b>2,148.51</b>	<b>2,637.26</b>

### 33 FINANCIAL AND DERIVATIVE INSTRUMENTS

33.1 Derivative Contracts entered into by the Company and its subsidiaries and outstanding as on 31st March, 2015.

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
i) Currency and Interest rate Swap	34.15	92.50
ii) Forward contracts - Receivable	56.10	158.06
iii) Forward contracts - Payable	125.92	213.31
iv) Options	31.78	26.47

v) The Company has entered interest rate swap derivatives contracts in respect of External Commercial Borrowings of ₹ 85.71 Cores (Previous year ₹ 112.19 Cores) outstanding as on 31st March, 2015. Subsidiaries of the Company has also entered interest rate swap derivative contract in respect of borrowings of ₹ 991.16 Cores.

33.2 All Derivative instruments acquired by the company are for hedging purpose only.

33.3 Foreign Currency exposures (except currency swap) that are not hedged by derivative instruments as on 31st March, 2015 relating to :

(₹ in Crores)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Receivables	680.99	586.57
Payables	4431.98	3125.15

33.4 The Expenses on account of forward premium on outstanding forward exchange contracts to be recognised in the Statement of Profit and Loss of subsequent accounting year aggregate to ₹ 1.21 Crores (Previous Year ₹ 2.19 Crores).

## 34 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

Name of The entity	Net Assets i.e. total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated net Assets	Amount (₹ in Crores)	As % of Consolidated profit or loss	Amount (₹ in Crores)
<b>Parent</b>				
JBF Industries Limited	60.05%	1,102.25	448.50%	139.44
<b>Subsidiaries</b>				
<b>Indian</b>				
JBF Petrochemicals Limited	44.41%	815.07	0.68%	0.21
<b>Foreign</b>				
JBF Global Pte.Ltd., Singapore	17.18%	315.29	(229.89%)	(71.47)
JBF RAK LLC, UAE	97.65%	1,792.28	376.01%	116.90
JBF Bio Glicols Industria Quimica Ltda.,Brazil	0.52%	9.61	(0.19%)	(0.06)
JBF Global Europe BVBA, Belgium	14.93%	274.10	(350.79%)	(109.06)
JBF Bahrain S.P.C.,Bahrain	25.88%	475.08	(49.57%)	(15.41)
JBF Trade Invest Pte Ltd.,Singapore	0.00%	(0.02)	(0.06%)	(0.02)
Minority Interest	Nil		Nil	
Associates Company	Nil		Nil	
Total Eliminations	(160.62%)	(2948.19)	(94.69%)	(29.44)
<b>Grand Total</b>	<b>100.00%</b>	<b>1835.47</b>	<b>100.00%</b>	<b>31.09</b>

35 Previous year's figures have been regrouped, rearrange and reclassified wherever necessary to make them comparable with the current year's classification/disclosure.

As per our report of even date

**For CHATURVEDI & SHAH**

Chartered Accountants  
Firm Registration No-101720W

**R. KORJA**

Partner  
Membership No-35629

Place : Mumbai

Date : 27th May, 2015

**For & on behalf of the Board of Directors**

**BHAGIRATH C. ARYA**

Chairman  
DIN-00228665

**RAKESH GOTH**

Managing Director  
DIN-00229302

**B. R. GUPTA**

Director  
DIN-00020066

**P. N. THAKORE**

Director- Finance  
DIN-00229024

**UJJWALA APTE**

Company Secretary  
Membership No-A3330

## SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES AS PER COMPANY ACT, 2013

(₹ in Crores)

Sr. No.	Name of the Subsidiary Company	Country	Reporting Currency	Exchange rate as on 31.03.2015	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit / (Loss) Before Taxation	Provision for Taxation	Profit / (Loss) After Taxation	Pro- posed Dividend	% of Share holding
1	JBF Global Pte. Ltd.	Singapore	INR	62.3355	448.82	(133.52)	1,581.41	1,266.11	—	0.16	(71.47)	—	(71.47)	—	
			USD		72.00	(21.42)	253.69	203.11	—	0.03	(11.68)	—	(11.68)	—	100.00
2	JBF RAK LLC	UAE	INR	16.9713	402.49	1,389.79	5,033.57	3,241.29	—	4,700.10	116.90	—	116.90	—	
			AED		237.16	818.90	2,965.93	1,909.87	—	2,821.97	70.19	—	70.19	—	100.00
3	JBF Petrochemicals Limited	India	INR	—	809.27	5.79	2,774.28	1,959.22	—	0.39	0.18	(0.03)	0.21	—	100.00
4	JBF Bio Glicols Industria Quimica Ltda.	Brazil	INR	19.5420	13.38	(3.77)	14.45	4.84	—	—	(0.06)	—	(0.06)	—	
			BRL		6.83	(1.92)	7.37	2.46	—	—	(0.02)	—	(0.02)	—	100.00
5	JBF Bahrain S.P.C	Bahrain	INR	165.3501	516.75	(41.68)	1,741.26	1,266.19	—	512.61	(15.41)	—	(15.41)	—	
			BD		31.25	(2.52)	105.31	76.58	—	31.58	(0.95)	—	(0.95)	—	100.00
6	JBF Global Europe BVBA	Belgium	INR	66.9663	368.31	(94.21)	1,361.89	1,087.79	—	173.69	(111.86)	(2.80)	(109.06)	—	
			EUR		55.00	(14.07)	203.37	162.44	—	22.40	(14.43)	(0.36)	(14.07)	—	100.00
7	JBF Trade Invest PTE Ltd	Singapore	INR	62.3355	0.00	(0.02)	0.17	0.19	—	0.00	(0.02)	—	(0.02)	—	
			USD		0.00	(0.00)	0.03	0.03	—	0.00	(0.00)	—	(0.00)	—	100.00

Name of Subsidiary which is yet to commence operations - JBF Petrochemicals Limited

**For & on behalf of the Board of Directors**

**BHAGIRATH C. ARYA**

Chairman  
DIN-00228665

**RAKESH GOTH**

Managing Director  
DIN-00229302

**B. R. GUPTA**

Director  
DIN-00020066

**P. N. THAKORE**

Director- Finance  
DIN-00229024

**UJJWALA APTE**

Company Secretary  
Membership No-A3330



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

(₹ in Crores)

PARTICULARS	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net profit before tax as per Statement of Profit and Loss		89.41		19.98
Adjustment for :				
Depreciation and amortisation	306.78		245.05	
Finance Cost	450.82		344.62	
Currency & Interest rate Swap Loss (Net)	6.13		15.12	
Reversal for Dimunation in the value of Current Investment	(0.08)		(0.01)	
Loss on sale of Fixed assets (Net)	1.26		1.54	
Profit from Current/Long term Investments (Net)	(0.02)		(4.65)	
Bad debts written off	–		4.75	
Provision for doubtful debts	6.00		5.25	
Exceptional Item	–		36.71	
Extraordinary Items	–		(18.77)	
Share Buy Back Expenses	–		0.30	
Interest Income	(18.65)		(21.18)	
Dividend Income ( ₹ 6715/-)	0.00		(0.54)	
Employee Stock Option Cost	(0.01)		(0.03)	
Wealth Tax	0.02		0.02	
Sundry Balances written back (Net)	(0.36)		(1.51)	
Government Grants	(5.60)		(0.16)	
Net loss on Foreign currency transactions *	174.09	920.38	173.36	779.87
<b>Operating profit before working capital changes</b>		<b>1,009.79</b>		<b>799.85</b>
<b>Adjusted for :</b>				
Trade & Other receivables	(469.58)		(56.89)	
Inventories	(11.08)		(120.89)	
Trade & Other Payables	(7.24)	(487.90)	85.30	(92.48)
<b>Cash generated from operations</b>		<b>521.89</b>		<b>707.37</b>
Direct taxes paid/ TDS deducted/Refund received		(24.33)		(17.07)
<b>Cash generated before prior year adjustments</b>		<b>497.56</b>		<b>690.30</b>
Prior year adjustments		–		(0.03)
<b>Net cash from operating activities (A)</b>		<b>497.56</b>		<b>690.27</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchases of fixed assets	(2,012.95)		(2,534.88)	
Sale of fixed assets	1.07		2.81	
Purchases of Investments	(0.75)		(98.82)	
Sale/Redemption of Investments	1.50		151.90	
Movements in Loans and Advances (Net)	(12.76)		22.91	
Government Grants	–		42.15	
Dividend Income (₹ 6715/-)	0.00		0.54	
Interest received	7.92		39.93	
Fixed Deposits held for more than three months- placed	(6.64)		(164.48)	
Fixed Deposits held for more than three months - matured	31.56	(1,991.05)	299.94	(2,238.00)
<b>Net cash used in investing activities (B)</b>		<b>(1,991.05)</b>		<b>(2,238.00)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Proceeds from issue of share capital including Security Premium	1.04		1.15	
Share Buy Back	–		(73.23)	
Share Buy Back Expenses	–		(0.30)	
Proceeds from long term loans	3,043.97		2,696.85	
Repayment of long term loans	(1,748.10)		(596.56)	
Short term Loans (Net)	669.47		(7.64)	
Net loss on Foreign currency transactions	3.73		(58.10)	
Finance Cost paid	(443.57)		(384.74)	
Margin Money (Net)	(21.20)		(79.04)	
Currency & Interest rate Swap Profit / (Loss)	(3.11)		6.89	
Dividend paid ( Including dividend distribution tax )	(18.61)	1,483.62	(10.25)	1,495.03
<b>Net cash from financing activities (C)</b>		<b>1,483.62</b>		<b>1,495.03</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>		<b>(9.87)</b>		<b>(52.70)</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>		126.44		179.14
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>		<b>116.57</b>		<b>126.44</b>

**Notes :** \*Includes Exchange Difference on account of translation of Foreign Subsidiary Company`s Financial Statements.

- 1 The above Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS-3) on "Cash Flow Statements" as notified by the Companies (Accounting Standard) Rules, 2006 .
- 2 Figures in brack indicates outflows
- 3 Non Cash transaction not considered above :-
  - Term Loan of ₹ 11.53 Crores (Previous Year ₹ Nil) have been funded by ICICI Bank in respect of Currency and interest rate swap.
  - Cumulative Redeemable Preference Shares of ₹ Nil (Previous Year ₹ 3.61 Crores) have been funded by Bank of India in respect of derivative losses.
- 4 The figures of previous year have been reclassified, rearranged and regrouped wherever considered necessary.

As per our report of even date

**For CHATURVEDI & SHAH**

Chartered Accountants  
Firm Registration No-101720W

**R. KORIA**

Partner  
Membership No-35629

Place : Mumbai

Date : 27th May, 2015

**For & on behalf of the Board of Directors**

**BHAGIRATH C. ARYA**

Chairman  
DIN-00228665

**P. N. THAKORE**

Director- Finance  
DIN-00229024

**RAKESH GOTHI**

Managing Director  
DIN-00229302

**UJJWALA APTE**

Company Secretary  
Membership No-A3330

**B. R. GUPTA**

Director  
DIN-00020066



## **JBF Industries Limited**

### ***Registered Office***

Survey No. 273, Village Athola, Silvassa, Dadra & Nagar Haveli.

### ***Corporate Office***

8th Floor, Express Towers, Nariman Point, Mumbai - 400 021.

**Website :** [www.jbfindia.com](http://www.jbfindia.com)    **e-mail :** [sec.shares@jbmail.com](mailto:sec.shares@jbmail.com)



# JBF Industries Limited

CIN : L99999DN1982PLC000128

Regd. Office : SURVEY NO. 273, VILLAGE ATHOLA, SILVASSA -396 230

Tel.: + 91-0260-2642745, 2643861/62 Fax : + 91-0260-2642297

Website: <http://www.jbfindia.com> E-mail : [sec.shares@jbfindia.com](mailto:sec.shares@jbfindia.com)

## NOTICE TO MEMBERS

**Notice is hereby given that the Thirty-Third Annual General Meeting of the members of JBF Industries Limited will be held on Friday, 25th September, 2015, at Daman Ganga Valley Resort, Silvassa – 396 230, at 11.30 a.m.**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2015 and Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Rakesh Gothi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on Preference Shares and on Equity Shares of the Company.
4. To ratify the appointment of M/s Chaturvedi & Shah, Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 and Rules made there under, re-appointment of M/s. Chaturvedi & Shah, Chartered Accountants, (Registration No. 101720W) the Chartered Accountants, Mumbai, be and are hereby ratified and they be re-appointed as Statutory Auditors of the Company to hold office until the conclusion of the Thirty Fifth Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting) at a remuneration as may be decided by the Board of Directors.”

### SPECIAL BUSINESS

5. To re-appoint Mr. Bhagirath C. Arya (DIN : 00228665) Whole Time Director, designated as Executive Chairman and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with applicable provisions of Section 196 & 197 of the Companies Act, 2013, read with Schedule V, and as recommended by the Nomination and Remuneration Committee and by the Board of Directors in their meeting held on 11th August, 2015, Mr. Bhagirath C Arya (DIN : 00228665) who holds office as Whole time Director designated as Executive Chairman of the Company till 30th September, 2015, be and is hereby re-appointed as Executive Chairman of the Company for further period of five years w.e.f. 1st October, 2015, and that, Mr. Bhagirath C Arya, Executive Chairman, be paid a monthly salary at the rate of Rs. 34,84,338 [Rupees Thirty Four Lac Eighty Four Thousand Three Hundred Thirty Eight Only] with effect from 1st April, 2015, payable on the last working day of each calendar month subject to deduction of all the taxes which the Company is required to deduct.”

Monthly House Rent Allowance at the rate of 10% of the Basic Salary in case no accommodation is provided by the Company ;

### And that he will be entitled for

1. He will be entitled for reimbursement of Medical Expenses, incurred for himself, wife and dependant children ;

2. He will be entitled to claim expenses on account of Expenditure for Gas, Electricity, Water and Furnishings which shall be valued as per Income Tax Rules
3. He will be entitled to subscribe for the membership of any two clubs
4. He will be entitled to participate in the Provident Fund, Superannuation, Group Insurance, Retirement and any other schemes provided by the Company for the benefit of its Senior Executives ;
5. He will be entitled for Gratuity not exceeding half months salary for each completed year of service as per Gratuity Act ;
6. He will be entitled for Leave Travel Allowance for himself, wife and dependant children within India and Abroad upto one month Salary.
7. He will be provided Company Car with chauffeur and expenses for upkeep of a car for company business will be borne by the Company ;
8. The Expenses of Telephone/Fax installed at the residence of the Chairman and used for business purposes will be borne by the Company ;
9. He will be entitled to such leave as the exigencies of the business shall permit and as may be mutually agreed. It however, expressly provided that the Executive Chairman shall be entitled to one month's leave for every 11 months of service. However, the total monetary value of Encashed Leave at the end of the Tenure will not be included in the Computation of ceiling of perquisites;
10. The commission not exceeding 1% of the Net Profits of the Company shall be paid to Mr Bhagirath C Arya, annually subject to a ceiling of 100% of his annual salary;

The remuneration payable as aforesaid shall be paid to Mr. Bhagirath C. Arya as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013 in the case of absence or inadequacy of profits in any financial year during the term and the Board of Directors be and are hereby authorised to vary or increase, augment, reduce or enhance the scope of the remuneration and perquisites including the monetary value, thereof as referred to hereinabove to the extent upto Rs. 7 (seven) Crores per year of the gross amount of remuneration excluding the amount of commission payable to him, however, the same may be enhanced, augmented, altered, or varies in accordance with any guidelines regarding payment of managerial remuneration under the Companies Act, 2013 from time to time in force, and that the agreement between the Company and Mr. Bhagirath C Arya, suitably amended to give effect to those amendments.

6. To re-appoint Mr. N.K. Shah (DIN : 00232130) Whole Time Director, designated as Director – Commercial and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
**“RESOLVED THAT** in accordance with section 196 & 197(3) and applicable provisions of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013, and as recommended by the Nomination

and Remuneration committee and by the Board of Directors in their meeting held on 11th August, 2015, Mr. N.K. Shah (DIN : 00232130) who holds office as Whole time Director designated as Director-Commercial of the Company till 31st August, 2015, be and is hereby re-appointed as Director-Commercial of the Company for further period of Three years w.e.f. 1st September, 2015, and that, Mr. N.K. Shah, Director-Commercial, be paid a monthly salary at the rate of Rs. 2,19,700 [Rupees Two Lac Nineteen Thousand Seven Hundred Only] with effect from 1st April, 2015, payable on the last working day of each calendar month subject to deduction of all the taxes which the Company is required to deduct.”

**And that he will be entitled for**

1. Monthly House Rent Allowance equivalent to Rs.43,940 [Rupees Forty Three Thousand Nine Hundred Forty Only] per month ;
2. Leave Travel Allowance equivalent to Rs. 2,19,700 [Rupees Two Lac Nineteen Thousand Seven Hundred Only] per year ;
3. Reimbursement of medical expenses incurred for himself, wife and dependant children subject to a maximum of Rs. 2,19,700 [Rupees Two Lac Nineteen Thousand Seven Hundred Only] annually ;
4. Reimbursement of entertainment expenses upto Rs.4,167 [Rupees Four Thousand One Hundred Sixty Seven Only] per month and Travelling expenses for business purposes at actual ;
5. Reimbursement of education and books and periodicals expenses equivalent to Rs. 2,313 [Rupees Two Thousand Three Hundred Thirteen Only] and Rs. 4,191 [Rupees Four Thousand One Hundred Ninety One Only] per month respectively ;
6. Reimbursement of Actual Telephone expenses incurred by him per month ;
7. The use of the Company car with chauffeur and expenses for upkeep of the car which will be borne by the Company ;
8. Participation in the Provident Fund and any other schemes provided by the Company for the benefit of its Senior Executives ;
9. Gratuity not exceeding half months’ salary for each completed year of service as per Gratuity Act ;
10. To one month’s leave for every 11 months of service or such leave as the exigencies of the business shall permit and as may be mutually agreed. However, the total monetary value of encashed leave at the end of the Tenure will not be included in the Computation of ceiling of perquisites ;

**“RESOLVED FURTHER THAT** the remuneration payable as aforesaid shall be paid to Mr. N.K. Shah, Director-Commercial as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013 in the case of absence or inadequacy of profits in any financial year during the term of his office and that the Board of Directors be and is hereby authorised to vary or increase, or enhance the scope of the remuneration and perquisites including the monetary value thereof, as referred to hereinabove to the extent of 20% of the Gross amount of remuneration but the same may be enhanced, altered, or varied in accordance with any guidelines regarding payment of managerial remuneration under the Companies Act, 1956, from time to time in force and that the agreement between the Company and Mr. N.K Shah, Director-Commercial, be suitably amended to give effect to those amendments.”

7. To modify the terms of appointment of Mr. Sunil Diwakar (DIN: 00089266) Non Executive Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to modify the terms of appointment of Mr. Sunil Diwakar (DIN: 00089266) who was reappointed on 28th September, 2013, as an Independent Director, by making him as an Independent Director of the Company not liable to retire by rotation, to hold office for 5 (Five) consecutive years for a term up to 31st March, 2020, while other terms and conditions of his appointment remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary be and are hereby also authorised to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

8. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of the Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Devashree Vijayakar, the Cost Auditors of the Company appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid remuneration of Rupees One Lac Seventy Five Thousand per annum inclusive of all expenses;”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association be replaced by the new Articles of Association of the Company which is divided in two parts, Part A and Part B, and for the purpose of identification of the new Articles of Association hereinafter referred to as ‘the Restated Articles’, and that the Restated Articles be and are hereby approved and adopted as the Articles of Association of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To approve the increase in limit of Foreign Holding and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with FEMA, 1999 read with FEMA (Transfer and Issue of Security by a Person Resident Outside India) Regulation, 2000 or any other applicable law and subject to the approval of the Central Government, Reserve Bank of India and other



competent authorities if required and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company and / or a duly authorized committee thereof for the time being exercising powers conferred by the Board of Directors (hereinafter referred to as Board") the consent of the Company be and is hereby accorded for accepting investment by Foreign Institutional Investors including their sub-accounts (hereinafter referred to as the "FIIs"), in the securities of the Company by way of purchase / placement / or acquisition of shares from the market or otherwise under the Portfolio Investment Scheme or Foreign Direct Investment Scheme under FEMA guidelines, subject to the condition that the total holding of all FIIs put together shall not exceed 65% of the paid-up share capital of the company.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto:"

#### **BY ORDER OF THE BOARD OF DIRECTORS**

**UJJWALA APTE**  
**Company Secretary**

Place : Mumbai

Date : 11th August, 2015

#### **NOTES :**

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.  
Pursuant to provision of section 105 of the Companies Act, 2013 read with applicable rules thereon, a person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies/Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
4. The Company has notified closure of Register of Members and Share Transfer Books from 1st September, 2015 to 4th September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

5. Once the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Dividend, if declared at the Annual General Meeting, will be paid on or after the date of Annual General Meeting through NECS mode, who have selected NECS mode and by way of dividend warrants to other shareholders.
7. Shareholders are requested to address their correspondence in connection with Dividend Payments, to the Company.
8. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime Pvt. Ltd.
9. The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and national Securities Depository Limited (NSDL) on 4th September, 2015 are entitled to vote by Ballot Paper attending Annual General Meeting in person(s) on the resolutions set forth in this notice.
10. Please note that any person, who acquires shares of the company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, 19th September, 2015, is entitled to vote and may obtain the login ID and password by sending a request by email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [sec.shares@jbfmail.com](mailto:sec.shares@jbfmail.com)
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Brief profile of Directors including those proposed to be appointed/ re-appointed, are provided in the Corporate Governance Report forming part of the Annual Report.
13. Draft of new Articles of Association of the Company is open for inspection by the members at the venue of the meeting on the date of meeting and also at Registered Office and Corporate Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form and submit their PAN to the Company/Link Intime India Pvt. Ltd.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

## INSTRUCTIONS FOR E-VOTING

Pursuant to Section 108 of the Act with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Notice of the 33rd Annual General Meeting of the Company to be held on Friday, 25th September, 2015. For this purpose, necessary arrangements have been made with the Central Depository Services Limited (CDSL) to facilitate e-voting. E-Voting is optional to shareholders.

The Company has appointed CS Mr. Jagdish P. Patel, practicing Company Secretary of M/s. Jagdish Patel & Co., of Vapi, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The list of shareholders/beneficial owners shall be reckoned on the equity shares as on 19th September, 2015.

The scrutinizer shall make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against the resolution, invalid votes, if any and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's web-site [www.jbfindia.com](http://www.jbfindia.com) and on the web-site of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2015 at 10.00 a.m. and ends on 24th September, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>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 the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (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](http://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](mailto: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](mailto: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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT

**As required under Section 102(1) of the Companies Act, 2013, the following Explanatory Statement will set out all material facts relating to items of special business mentioned in the Notice.**

#### Item No. 2

Mr. Rakesh Gothi, Director, retires from the Board by rotation and being eligible, offers himself for re-appointment.

Pursuant to the requirement of the listing agreement with the Stock Exchanges relating to the Corporate Governance, a statement containing a brief profile in respect of the above Director is included in Corporate Governance Report, a part of the Annual Report.

#### Item No. 5

Mr. Bhagirath C. Arya, whole time Director, was appointed on 28th September, 2012, as Executive Chairman of the Company to hold office for three years with effect from 1st October, 2012. He was paid remuneration based on the terms and conditions approved by the shareholders on 28th September, 2012 till the date of this Annual General Meeting. On the recommendation of Nomination Committee, the Board has proposed and passed the resolution in their meeting held 11th August, 2015, for the re-appointment of Mr. Bhagirath C. Arya, as Executive Chairman of the Company for a further period of Five years w.e.f. 1st October, 2015, on such remuneration & on such terms and conditions as mentioned in the resolution under item no. 5 of this notice.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. Bhagirath C. Arya, Executive Chairman, and Mrs. Veena Arya, Director are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 5.

#### Item No. 6

Mr. N K Shah, Director of the Company was appointed on 28th September, 2012, to hold office as Director-Commercial of the Company for three years with effect from 1st September, 2012. The tenure of their office expires on 31st August, 2015, On the recommendation of Nomination & Remuneration Committee, the Board has proposed and passed the resolution in their meeting held on 11th August, 2015 for the re-appointment of Mr. N K Shah, as Director-Commercial, of the Company for a further period of three years w.e.f. 1st September, 2015, on such remuneration & on such terms and conditions as mentioned in resolutions under item nos. 6.

None of the Directors/Key Managerial Personnel of the Company their relatives, except Mr. N.K. Shah, is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned Item No. 6.

#### Item No. 7

The Board has recommended to modify the terms of appointment of Mr. Sunil Diwakar, Independent Director by making him not liable to retire by rotation while other terms and conditions of his appointment remain unchanged.

None of the Directors/Key Managerial Personnel of the Company / their relatives, except Mr. Sunil Diwakar, are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned 7.

#### Item No. 8

The Board, on the recommendation of Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ending 31st March, 2016.

In accordance with provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors of for the financial year ending 31st March, 2016.

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 set out at Item No.8 of the Notice.

#### Item No. 9

The Directors propose to replace set of existing Articles by a new set of Articles to accommodate the terms and conditions of the agreement entered into by the Company with KKR Jupiter Investors Pte. Ltd (the "Investor") to invest in equity capital of the Company.

The new Articles of Association (AoA) of the Company are divided to two parts. Part A & Part B.

Part B of the Articles shall come into effect on the closing date of transaction and shall automatically cease to have any force and effect in the event of the reduction of shareholding of the said investor below 5% of the paid up capital of the Company or on termination of the agreement.

Draft of new Articles is kept open for inspection at the Registered Office and Corporate Office of the Company and also at the meeting.

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 set out at Item No.9 of the Notice.

#### Item No. 10

As per the provisions of FEMA and the guidelines prescribed from time to time, Foreign Institutional Investors (FII's) can invest upto 24% of share capital of a company under Portfolio Investment Scheme and a single FII can invest upto 10% of share capital of a company. However, the Board has proposed to increase this limit upto 65% of the Share Capital. To facilitate investment by FII's into the Company. It is proposed to obtain approval of members of the Company.

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 set out at Item No.10 of the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS**

**MRS. UJJWALA APTE**  
**Company Secretary**

Place : Mumbai

Date : 11th August, 2015.

## PROXY FORM

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

### JBF INDUSTRIES LIMITED

CIN : L99999DN1982PLC000128 REGD. OFFICE : SURVEY NO. 273, VILLAGE ATHOLA, SILVASSA-396 230

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

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

1. .... of ..... having E-mail Id : ..... or failing him.
2. .... of ..... having E-mail Id : ..... or failing him.
3. .... of ..... having E-mail Id : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on the Friday, 25th day of September, 2015 at 11.30 a.m at Daman Ganga Valley Resort, Silvassa and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Resolution	For	Against
1	Adoption of Balance sheet as at 31st March, 2015 and Profit & Loss A/C for the year ended on that date and the Directors' Report and Auditors Report.		
2	Re-appointment of Mr. Rakesh Gothi, Director of the Company.		
3	Dividend on Preference Shares and Equity shares for the financial year 2014-15		
4	Re-appointment of Chaturvedi & Shah Chartered Accountants as Statutory Auditors.		
5	Re-appointment of Mr. Bhagirath Arya, Executive Chairman and fix his remuneration.		
6	Re-appointment of Mr. N.K. Shah, Director-Commercial and fix his remuneration.		
7	Modification of the appointment terms of Mr. Sunil Diwakar, Independent Director.		
8	Remuneration of Cost Auditors		
9	Change of Articles of Association		
10	Increase in the limit of FII investment in Share Capital.		

Signed this ..... day of ..... 2015

Affix ₹ 1/-  
Revenue  
Stamp

Signature of Proxy holder(s)

Signature of shareholder

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

