

UDAIPUR CEMENT WORKS LIMITED

Gulab Bhawan (Rear Wing), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002

Phone : 011-30179860, Fax : 91-011-23739475, CIN : L26943RJ1993PLC007267

E-mail : bkdaga@jkm.com, Website : www.udaipurcement.com

FORM - A

Annual Audit Report to be filed with the BSE limited along with Audited Annual Accounts pursuant to Clause 31(a) of the Listing Agreement.

1.	Name of the Company	Udaipur Cement Works Limited
2.	Annual financial statements for the year	31 st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	For OM PRAKASH S. CHAPLOT & CO. Chartered Accountants Firm's Registration No. : 000127C <i>O.P. Chaplot -</i> 12/5/15 (O.P. CHAPLOT) Partner Membership No. 10184  <i>(Signature)</i> (Shri R.K. Gupta) Whole-time Director, CFO & Company Secretary <i>(Signature)</i> (Shri O.N. Rai) Audit Committee Chairman	

19th Annual Report 2014 -15



**WELL BEGUN,
IS HALF DONE !**

Udaipur Cement Works Limited

BOARD OF DIRECTORS

ONKAR NATH RAI

Chairman

VINIT MARWAHA

GANPAT SINGH

S. K. KINRA

KUMUD PAHUJA

R. K. GUPTA

Whole-time Director, CFO & Company Secretary

REGISTERED OFFICE & WORKS: Shripati Nagar, P.O. C.F.A.- 313 021, Distt.- Udaipur (Rajasthan)	CORPORATE OFFICE: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi-110 002
SHARE DEPARTMENT: Gulab Bhawan (Rear Block), 3 rd Floor, 6-A, Bahadur Shah Zafar Marg, New Delhi-110 002	BANKERS: IDBI Bank Ltd. ICICI Bank Ltd. State Bank of India
SHARE TRANSFER AGENT: MCS Share Transfer Agent Ltd., F-65, 1 st Floor, Okhla Indl. Area, Phase-I, New Delhi-110 020, Phone: 011-41406149-52, E-mail: admin@mcsdel.com	AUDITORS: M/s OM PRAKASH S. CHAPLOT & CO. Chartered Accountants

COMPANY WEBSITE

www.udaipurcement.com

UDAIPUR CEMENT WORKS LIMITED

(CIN: L26943RJ1993PLC007267)

Regd. Office: Shripati Nagar, P.O. CFA, Udaipur-313 021(Rajasthan)
Secretarial Deptt.: Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg
New Delhi-110 002

Email: bkdaga@jkmil.com, Website: www.udaipurcement.com

Phone: 30179860, Fax: 91-11-23739475

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of UDAIPUR CEMENT WORKS LIMITED will be held at Shripati Nagar, P.O. CFA, Udaipur-313 021 (Rajasthan) on Saturday, the 19th September 2015 at 11:00 A.M. to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ganpat Singh (DIN: 06416254), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and to fix their remuneration and in connection therewith to consider and if thought fit to pass, the following as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the AGM held on 18th August 2014, the appointment of M/s. Om Prakash S. Chaplot & Co., Chartered Accountants, Udaipur, (Registration No : 000127C) as the Auditors of the Company to hold office till the conclusion of the 21st AGM to be held in the financial year 2017 be and is hereby ratified on a remuneration of ₹ 1,25,000/- p.a. (Rupees One Lac Twenty Five Thousand only), excluding Service Tax as applicable and reimbursement of traveling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit.”

As Special Business

4. To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 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), remuneration of M/s. HMVN & Associates, the Cost Auditors, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16 ending 31st March 2016, of ₹ 35,000/- (Rupees Thirty Five Thousand) only p.a. excluding service tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

5. To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Kumud Pahuja (DIN:07119398) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st March 2015 and whose term of office expires at this Annual General Meeting (“AGM”) in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 signifying its intention to propose Ms. Kumud Pahuja as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years from the date of her appointment at this Annual General Meeting, upto the conclusion of 22nd Annual General Meeting of the Company in the year 2018.”

6. To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution** :

“RESOLVED that pursuant to the Clause 49(VII) of the Listing Agreement entered into with BSE Limited, and subsequent modifications/amendments thereto as are made from time to time and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder or any statutory amendment or re-enactment thereof, and subject to such others approvals, permissions and / or sanctions as may be necessary of appropriate authorities or institutions under any law, regulations or guidelines or under the covenants of agreements, the contract(s) / arrangement (s) / transaction(s) entered into by the Company during the financial year 2014-15 with JK Lakshmi Cement Limited, the Holding Company and a Related Party within the meaning of the aforesaid law (JKLC), be and are hereby approved, ratified and confirmed and consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee(s) of the Board) to enter into / continuation of contract(s) / arrangement(s) / transaction(s) with JKLC, on such terms and conditions as may be mutually agreed to between JKLC and the Company, upto an amount of ₹ 640 Crores for the financial year 2015-16 and onwards subject to requisite approval of the Audit Committee of the Company in each relevant financial year; provided however that such contract(s) / arrangement (s) / transaction (s) with JKLC shall at all times be in the ordinary course of the Company's business and on arm's length basis.

RESOLVED FURTHER that the Board be and is hereby authorised to settle any

question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis, without requiring any further approval of the members and to do and perform all such acts, deeds and things as may be deemed necessary and expedient in this regard.”

7. To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution** :

“RESOLVED that pursuant to the Clause 49(VII) of the Listing Agreement entered into with BSE Limited, and subsequent modifications/amendments thereto as are made from time to time and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder or any statutory amendment or re-enactment thereof, and subject to such other approvals, permissions and / or sanctions as may be necessary of appropriate authorities or institutions under any law, regulations or guidelines or under the covenants of agreements, the contract(s) / arrangement (s) / transaction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee(s) of the Board) to enter into /continuation of contract(s) / arrangement (s) / transaction(s) with Hansdeep Industries & Trading Company Limited, a wholly owned subsidiary of JK Lakshmi Cement Limited and a Related Party within the meaning of the aforesaid law (“HITCL”), on such terms and conditions as may be mutually agreed to between HITCL and the Company, upto an amount of ₹ 640 Crores for the financial year 2015-16 and onwards subject to requisite approval of the Audit Committee of the Company in each relevant financial year; provided however that such contract(s) / arrangement (s) / transaction(s) with HITCL shall at all times be in the ordinary course of the Company's business and on arm's length basis.

RESOLVED FURTHER that the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis, without requiring any further approval of the members and to do and perform all such acts, deeds and things as may be deemed necessary and expedient in this regard.”

8. To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution** :

“RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 18th August 2014, with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") for borrowing moneys (apart from temporary loans from

time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and / or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores only).

RESOLVED FURTHER that the Board be and is hereby authorised to settle any question or difficulties that may arise in the matter of the said borrowing as may be considered necessary or expedient in the best interest of the Company, without requiring any further approval of the members and to do all acts, deeds and things in connection therewith or incidental thereto.”

9. To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED that further to the Special Resolution passed by the Members at the Annual General Meeting of the Company held on 18th August 2014 regarding re-appointment of Shri R.K. Gupta (DIN : 00086630), as Whole-time Director of the Company for a period of two years w.e.f. 1st April 2014, on the terms and conditions including his remuneration; and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Members be and is hereby accorded to the revision/ increase in the remuneration of Shri R.K. Gupta on account of annual increment for the year 2015-16, commencing 1st April 2015, granted/ recommended by the Board / Nomination and Remuneration Committee of Directors of the Company (Board) as set out in the explanatory statement annexed to the Notice, within the limits prescribed under Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER that the Board be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

By Order of the Board

Regd. Office:

Shripati Nagar, PO: CFA
Udaipur-313021(Rajasthan)
22nd July 2015

R.K. Gupta
Whole-time Director,
CFO & Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during normal business hours upto and including the date of the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 12th September 2015 to 19th September 2015 (both days inclusive).
5. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants. Physical copy of the Annual Report for 2014-15 may be sent on request by any such Members.
6. Electronic copy of the Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants.
7. 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.

8. Appointment of Director

Brief resume of the Director proposed to be re-appointed (item No. 2) are given here under:

Name	Shri Ganpat Singh (DIN: 06416254)
Age	68 Years
Qualification	Mechanical Engineer
Expertise in Specific Functional Areas	Cement Industry
Date of Appointment on the Board	01.11.2012
Name(s) of other Companies in which Directorships held (as per Section 165 of the Companies Act, 2013)	Nil
Name (s) of other Companies in which Committee Membership(s)/ Chairmanship(s) held (as per Clause 49 of the Listing Agreement)	Nil

9. Information and other instructions relating to voting are as under:-

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as

amended and Clause 35B of the Listing Agreement with the Stock Exchange, the Company is pleased to provide members, facility to exercise their right to vote at the 19th AGM by electronic voting system from a place other than the venue of the Meeting (“remote e-voting”) and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). E-voting is optional.

- b. The facility for voting through ballot or polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- c. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting. However, in case members cast their vote both via physical ballot and e-voting then e-voting shall prevail and voting done through physical ballot shall be treated as invalid.
- d. **Process and manner for remote e-voting:-**
 - i. The voting period begins on 16th September 2015 from 10.00 A.M. and ends on 18th September 2015 (5.00 P.M.). During this period shareholders' of the Company, holding Equity Shares either in physical form or in dematerialised form, as on the **cut-off date 14th September 2015**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Log on to the e-voting website www.evotingindia.com during the voting period and click on “Shareholders” tab.
 - iii. Shareholders maintaining their holding in Demat form should enter their User ID (For CDSL 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical form should enter Folio Number registered with the Company.
 - iv. Enter the characters displayed on the image verification and Click on Login.
 - v. Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
 - vi. 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) Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name in capital letters followed by number of Equity Share(s) of the Company held by them as on the cut-off date. In case the number of Equity Share(s) held are less than eight digits, enter the applicable number of "0" after the first two letters of name and before the number of Equity Shares held as on the cut-off date. For example: If your name is RAMESH KUMAR and number of Equity Shares held as on cut-off date are 250, then enter RA00000250 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 (iii).

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

- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Udaipur Cement Works Limited.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non-Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The remote e-voting period begins on 16th September 2015 from 10:00 A.M. and ends on 18th September 2015 from 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 of 14th September 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to

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- change it subsequently.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th September, 2015 may follow the same instruction as mentioned above for e-voting.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
 - (xxi) The Company has appointed M/s. Ronak Jhuthawat & Co., as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutinizer will submit his Report to the Chairman of the Company within three working days after the conclusion of e-voting period.
 - (xxii) The results of AGM shall be declared on or after the AGM of the Company. The results declared along with the Scrutiniser's Report shall be available on the Company's website and on the website of the CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to stock exchange.

STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013

Item No. 4

The Board, on the recommendations of the Audit Committee, has re-appointment the existing Cost Auditors, M/s. HVMN & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2016 on a remuneration of ₹ 35,000/- p.a. (Rupees Thirty Five Thousands Only).

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors by the Company has to be ratified by the Members of the Company.

The resolution is accordingly recommended for approval of the Members as an Ordinary Resolution under the Act.

None of the Directors, Key Managerial Personnel of the Company, and / or their relatives may be deemed to be concerned or interested in the proposed resolution.

Item No. 5

Ms. Kumud Pahuja (07119398) was appointed on the Board as an Additional Director w.e.f. 21st March 2015 in terms of Section 161 of the Companies Act, 2013, she holds office upto the date of the ensuing Annual General Meeting. The Board of Directors of the Company has recommended appointment of Ms. Kumud Pahuja as an Independent Director for a term of 3 consecutive years from this AGM in terms of Section 149 of the Companies Act, 2013 ("the Act"), as mentioned in the Resolution.

Ms. Pahuja, (aged 24 years), is a Member of the Institute of Company Secretaries of India (ACS). She has sound knowledge of Corporate Laws and SEBI Regulations. She does not have any other Directorships.

Ms. Pahuja has given requisite declaration that she meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement and has given her consent to act as Independent Director of the Company. Ms. Pahuja is also not disqualified from being appointed as Director in terms of Section 164 of the Act. Requisite Notice under section 160 of the Act has been received from a member of the Company, signifying its intention to propose the name of Ms. Kumud Pahuja for appointment as a Director.

In the opinion of the Board, Ms. Pahuja fulfils the conditions specified in the Act in respect of her

appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Ms. Pahuja as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Ms. Pahuja being the appointee, none of the Directors, Key Managerial Personnel of the Company, and / or their relatives may be deemed to be concerned or interested in the proposed resolution. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

As the members are aware, pursuant to the Scheme of Rehabilitation of Udaipur Cement Works Ltd. (the Company) sanctioned by the Hon'ble Board for Industrial and Financial Reconstruction vide its Order dated 13th January 2012 ("the Scheme"), the Company undertook its Rehabilitation programme with requisite technical and financial support from JK Lakshmi Cement Limited, the Holding Company (JKLC), from time to time.

After taking the possession of the plant and mines in July 2012, the Company's Cement Mill and Packing Plant was commissioned in July 2013 as a part of first phase of upgradation and modernization of the Plant. The Company has also taken necessary steps for rehabilitation of Crusher, Ropeway and Pyro System scheduled to be completed by end of March 2016.

As a part of the Grinding Operations, the Company sources clinker from JKLC in the ordinary course of business and on arm's length basis. The Company also sell cement to JKLC as required from time to time, besides direct selling cement in the market under the brand name "JK Lakshmi Cement" utilizing the marketing network of JKLC and payment of royalty therefor.

In terms of the provisions of Companies Act, 2013 ("the Act") and the revised Clause 49 of the Listing Agreement ("Listing Agreement"), JKLC fall under the category of a related party of the Company. While the transaction(s) between JKLC and the Company being in the Ordinary course of business and on arm's length basis, did not require any approval of the Shareholders pursuant to the provisions of Section 188 of the Act, the Company obtained omnibus approval of the Audit Committee of Directors of the Company for the following transactions with JKLC as required under Listing Agreement

Amount in ₹ Crores

Particulars	2014-2015 (April-March)		2015-2016 (April-March)
	Omnibus Approval of Audit Committee	Actual	Omnibus Approval of Audit Committee
(i) Purchase of Clinker from JKLC and Royalty paid against Direct selling of Cement	53.16	51.95	70
(ii) Sale of Cement to JKLC	73.62	56.33	95
(iii) Promoters Contribution in Revival & Rehabilitation Project	35.98	26.21	-
(iv) Investments made by JKLC	60.89	60.00	-
(v) Corporate Guarantee by JKLC to secure Term Loan taken by Company from Banks	425.00	-	475
TOTAL	648.65	194.49	640

Further, the Listing Agreement requires the material related party transactions to be approved by the shareholders through a Special Resolution and the related parties shall abstain from voting on such resolutions. The provisions of the Listing Agreement

consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the Company.

Pursuant to SEBI circular dated 17th April 2014, approval of the shareholders will be required for the actual transactions entered into with JKLC during the FY 2014-15 being exceeding 10% of the annual turnover of the Company for the FY 2013-14 ended 31st March 2014. Further, it is considered necessary to also obtain omnibus approval of Shareholders for the transaction(s) to be entered into for the FY 2015-16 and onwards subject to requisite approval of the Audit Committee in each relevant financial year and that the transaction(s) so carried out with JKLC within the limit specified in the Resolution shall at all times be in the ordinary course of the Company's business and on arm's length basis.

The relevant information as per the rules framed under the Companies Act, 2013 and in particular Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014, is as follows:-

1	Name of Related Party	JK Lakshmi Cement Limited (JKLC)
2	Name of Director or KMP who is related	None
3	Nature of relationship	JKLC being the holding Company, falls within the definition of "related party" of the Company under Section 2(76)(viii)(A) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
4	Monetary value	The aggregate value of transaction(s) entered into during FY 2014-15 is ₹ 194.49 Crores. Transaction(s) value for the FY 2015-16 and onwards shall not exceed ₹ 640 Crores in the aggregate during each financial year.
5	Nature, material terms and particulars of contract/ arrangement	Purchase of clinker by the Company from JKLC and sale of cement to JKLC, would vary as per their respective requirements from time to time. For direct sale of cement in the Market, the Company will use JKLC Brand name and marketing network and pay royalty therefor. The Company being under BIFR purview may also require corporate guarantee of JKLC to secure term loans etc. from Banks / other lenders. However, such transactions would at all times be in ordinary course of the Company's business and on arm's length basis.
6	Any advance paid or received for the arrangement, if any,	May be as per industry norms, custom and usage.

The resolution is accordingly recommended for approval of the Members by means of a Special Resolution under the Act, in the best interest of the Company.

JK Lakshmi Cement Limited, who directly holds in aggregate 22,27,75,000 (75.46%) equity shares of the Company may be deemed to be concerned or interested in the Special Resolution at Item No. 6. Other related parties holding in aggregate 1,13,202 (0.04%) shares in the Company shall abstain from voting on such special resolution.

None of the Directors, Key Managerial Personnel of the Company, and / or their Relatives is in any way concerned or interested in the Resolution, except to the extent of their share holding in the Company; Shri O.N. Rai (1 share) & Shri R.K. Gupta (101 share). Further, they do not hold any shares in JKLC. This may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 7

The Company had approached various Banks and Financial Institutions seeking term loans **inter alia** to part finance its revival and rehabilitation programme. However, due to its status as a company under BIFR, the said proposal did not find favour with Banks and / or Financial Institutions. The Company had to therefore obtain financing indirectly through Hansdeep Industries & Trading Company Limited, a wholly owned subsidiary of JK Lakshmi Cement Limited (“HITCL”). Under the proposed arrangement, HITCL shall raise upto ₹ 475 crores through an issue of non-convertible debentures, in one or more tranches, and shall on-lend the proceeds thereof as inter-corporate term loan to the Company for utilization towards the Project Cost. Further, the Company has started sourcing its requirement of clinker from HITCL w.e.f. June 2015 with requisite approval of the Audit Committee of Directors of the Company. The Company may also sell cement to HITCL, as required in the normal course of business, on arm's length basis.

In terms of the provisions of Companies Act, 2013 (“the Act”) and the revised Clause 49 of the Listing Agreement (“Listing Agreement”), HITCL fall under the category of a related party of the Company. While the transaction(s) between HITCL and the Company being in the ordinary course of business and on arm's length basis, did not require any approval of the Shareholders pursuant to the provisions of Section 188 of the Act, approval of the Shareholder is being taken for the transaction entered / to be entered into with HITCL during FY 2015-16 and onwards as required under Listing Agreement. The Company shall take requisite approval of Audit Committee in each Financial Year i.e. FY 2015-16 and onwards and ensure that the transactions with HITCL are done in ordinary course of business and on arm's length basis.

The relevant information as per the rules framed under the Companies Act, 2013 and in particular Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014, is as follows:-

1	Name of Related Party	Hansdeep Industries & Trading Company Limited (“HITCL”)
2	Name of Director or KMP who is related	None
3	Nature of relationship	HITCL being the fellow subsidiary, falls within the definition of “related party” of the Company under Section 2(76)(viii)(B) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
4	Monetary value	Transaction(s) value for the FY 2015-16 and onwards shall not exceed ₹640 Crores in the aggregate during each financial year.
5	Nature, material terms and particulars of contract / arrangement	Purchase of clinker by the Company from HITCL and sale of cement to HITCL, value whereof would vary as per their respective requirements, from time to time. In addition, HITCL has agreed to provide financial assistance by means of Inter corporate term loan of upto ₹ 475 Crores to the Company, in one or more tranches. The Company would be required to secure the said financial assistance made to the company by HITCL by way of creation of mortgage and / or charge on all the immovable and movable properties of the Company in favour of HITCL and its Lenders / Debenture Trustee. However, such transactions would at all times be in ordinary course of the Company's business and on arm's length basis.
6	Any advance paid or received for the arrangement, if any,	May be as per industry norms, custom and usage.

The resolution is accordingly recommended for approval of the Members by means of a Special Resolution under the Act, in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and / or their Relatives is in any way concerned or interested in the Resolution, except to the extent of their share holding in the Company; Shri O.N. Rai (1 share) & Shri R.K. Gupta (101 share). Further they also do not hold any shares in HITCL. JK Lakshmi Cement Limited may be deemed to be concerned or interested in the Resolution as Holding Company of both HITCL and the Company. This may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 8

The Company at its Annual General Meeting held on 18th August 2014, authorised the Board of Directors of the Company by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to borrow moneys for the purposes of the Company, in excess of paid-up capital of the Company and its free reserves, upto an amount not exceeding ₹ 600 Crores. It is considered necessary to increase the said borrowing limits to ₹ 750 Crores to meet Company's increasing requirement of funds including for capital expenditure.

Pursuant to Section 180(1)(c) of the Companies Act 2013("the Act"), the Board can exercise borrowing powers in excess of the paid-up capital and free reserves of the Company with the approval of Members of the Company by way of Special Resolution. The resolution is accordingly recommended, in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company, and / or their relatives may be deemed to be concerned or interested in the proposed resolution.

Item No. 9

Shri Rohni Kumar Gupta (DIN: 00086630) was re-appointed as Whole-time Director of the Company for a period of two years each w.e.f. 1st April 2014 with due approval of the Members at the Annual General Meeting held on 18th August 2014. The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 10th August 2015 have approved the annual increment in the salary of Shri Rohni Kumar Gupta, as under, based on his performance, duties and responsibilities :

- A. Consolidated Salary: ₹ 7.69 lac per month with such increments as may be decided by the Board / Nomination and Remuneration Committee of the Directors of the Company from time to time.
- B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, premium on personal accident insurance, car(s) with driver, telephone etc. and other perquisites, allowances and benefits as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Board / Nomination and Remuneration Committee of the Directors of the Company. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.

- C. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.
- D. Gratuity at the rate of 15 days salary for each completed year of service.
- E. Encashment of unavailed leave as per rules of the Company.
- F. The Board or the Nomination and Remuneration Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act, 2013.

In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A and B above, as minimum remuneration and be also entitled to perquisites mentioned in paras C, D and E above.

The resolution is accordingly recommended for approval as a Special Resolution under the Act.

None of the Directors except Shri R.K. Gupta, Key Managerial Personnel of the Company, and / or their relatives may be deemed to be concerned or interested in the proposed resolution.

By Order of the Board

Regd. Office:

Shripati Nagar, PO:CFA
Udaipur-313021(Rajasthan)
22nd July 2015

R.K. Gupta
Whole-time Director,
CFO & Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

1. Members / Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. Please check the Pincode in the address slip and advise correction, if any, therein. Also, please do indicate the Pincode Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form.
3. Requests for transfer of Equity Shares and related correspondence should be addressed to the **Company's Registrar and Share Transfer Agents : MCS Share Transfer Agent Limited**, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 (RTA). The Shareholders may approach their Depository Participant for getting their shares dematerialised and in respect of shares already held in dematerialised form for registration of change in their addresses, bank mandates, nominations, etc.
4. Transferee(s) seeking transfer of shares in physical form should furnish copy of their PAN card to the Company / RTA for registration of transfer of shares.
5. Shareholders having multiple folios are requested to write to the RTA for consolidation of the Folios to save the administrative or servicing cost.
6. Investor Grievances can be lodged electronically online with the RTA. Please log on to **www.mcsdel.com** and click on Investors Services to register your queries / grievances which will be promptly responded by the RTA. Please write to the Secretarial Department at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: **bkdaga@jkm.com** in case their response is not received within a week's time. Shareholder can also write to the Company in this regard.
7. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in the Company, singly or jointly, may nominate a person to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint Shareholders. Shareholders holding shares in physical form, may send their nomination in the prescribed Form SH 13, duly filled in, to the Secretarial Department at the address mentioned above. Shareholders holding shares in dematerialised form are requested to contact their Depository Participant for recording their nomination.
8. **Dematerialisation of Shares and Liquidity:** Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE225C01029.
9. Shareholders are requested to quote their Folio No./ DPID- Client ID and details of shares held in physical / dematerialised forms, e-mail IDs and Telephone / Fax Nos. for prompt reply to their communications.
10. The Company's Registered Office / AGM venue is about 7 kms from Udaipur Airport and 25 kms from Udaipur Railway Station.

Green Initiative in Corporate Governance: Register E-mail Address

The Ministry of Corporate Affairs has permitted companies to send various notices / documents under the Companies Act, 1956, to its shareholders, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised form, with their Depository Participants; and (2) physical mode with MCS Share Transfer Agent Ltd. (RTA). Please quote the following particulars in the E-mail Registration Request : Folio No./ DP ID- Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and **E-mail Address (to be registered for sending future communications through E-mail)** and send the same under your signature(s).

Further, pursuant to Section 101 of the Companies Act 2013 and the Rules made thereunder also, the Company may follow above mode.

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Dear Members,

Your Directors have pleasure in presenting the 19th Annual Report along with the Audited financial statement of the Company for the financial year ended 31st March 2015.

SCHEME OF REHABILITATION

As you are aware, the Company has been moving progressively towards implementation of its Scheme of Rehabilitation sanctioned by the Hon'ble Board for Industrial and Financial Reconstruction (BIFR) vide its Order dated 13th January 2012. After commissioning the Cement Mill in July 2013, the Company has been progressing in full swing for installation of its Pyroprocessing Plant with Waste Heat Recovery System, Overland Cross Country Belt Conveyor from captive mines to plant, Limestone Crusher at Mines etc. in the second phase of its modernization and upgradation. All major orders have been placed and many of the equipment have already been received at plant. Our Civil work is progressing as per schedule.

FINANCIAL RESULTS

(Amount in ₹ Lacs)

Particulars	31 st Mar.2015 (12 months)	31 st Mar.2014 (18 months)
Sales & Other Income	10,566.66	3192.54
Profit / (Loss) before Interest & Depreciation	297.96	(68.89)
Profit / (Loss) before Depreciation	(76.29)	(103.90)
Depreciation	265.87	397.90
Profit / (Loss) before Exceptional Items & Tax	(342.16)	(501.80)
Exceptional Items - Net Income	126.04	736.56
Deferred Tax	(1,211.28)	-
Profit after Tax	995.16	234.76

OPERATIONS

During the year under review, the Company's cement production stood at 2.80 Lac tonnes & the sales at 2.84 Lac tonnes. The Company posted a net profit of ₹ 995.16 Lacs.

CAPEX

The Company has so far spent a sum of ₹162.70 Crores towards Capex (including Capital Advances) on its ongoing modernization and upgradation of Cement Plant.

ECONOMY AND BUSINESS ENVIRONMENT

The Indian economy has emerged as one of the largest economies with promising economic outlook on the back of controlled inflation, rise in domestic demand, increase in investments, decline in oil prices and reforms among others. With the easing of inflationary conditions, the RBI signaled softening of monetary policy stance by cutting repo rates by 25 basis points (bps) to 7.5% in March 2015 which led to reduction of interest rates by Banks. Reduction in interest rates by RBI intervention would stimulate demand in the housing sector. These factors contributed to the increase in Country's GDP growth which stood at 7.4% in 2014-15, compared to 6.9% growth in 2013-14. In spite of overall growth in the Indian Industry during

the current year, construction and mining activities continued to show slowdown. As a result of slowdown in construction and mining activities, low government spending on infrastructure projects, land acquisition and clearance issues, Indian Cement industry grew at a lower rate of around 5% in the Financial Year 2014-15. However, the long term prospects for the economy are optimistic.

OUTLOOK FOR CEMENT INDUSTRY & STRATEGIC IMPERATIVES

The macroeconomic situation in India has improved significantly during the current year. Also acceleration in services and manufacturing growth in the face of subdued global demand conditions point to the strengthening of domestic demand. However, concerns surrounding the construction and mining activities in the country still continues due to Land acquisition and clearance issues. In the light of the government's commitment to reforms, the outlook for domestic macroeconomic parameters is generally optimistic with a growth of around 8.5% is in realm of possibility in 2015-16.

The Central Government is now committed to implement the declared schemes which are major demand drivers for cement industry like Dedicated Freight Corridor (DFC), building of Smart Cities, bigger expansion of National Highway Projects, Rural Housing Schemes, construction of toilets under Swachh Bharat Abhiyan and a lot more foreign investments under Make in India concept. This shall result in increased spending on the infrastructure sector which is expected to a higher growth in the total Cement demand in near future. It is hoped that the Company shall achieve higher volumes with increased sales realization during the year because of bouncing back of cement demand.

INDIAN CEMENT INDUSTRY

Cement Industry which had shown growth at merely 3% in F.Y. 2013-14 had recorded a growth of about 5% in the financial year 2014-15. However, notwithstanding these intermittent years of lower growth, long term portends of the Indian cement industry are good and is expected to grow at 8 to 9% for the next one to two decades to meet the construction requirement of the growing Indian economy, both in the housing as well as infrastructure sectors.

SHARE CAPITAL

The Authorised share capital of the Company was increased from ₹ 125 Crores to ₹ 200 Crores as approved by the Members at the Annual General Meeting of the Company held on 18th August 2014. The Company had allotted 6,000 5% Cumulative Redeemable Preference Shares of ₹ 1 lac each aggregating to ₹ 60 Crores, at par to JK Lakshmi Cement Limited (JKLC), Holding Company against the amount invested by JKLC in the Company towards Rehabilitation Programme pursuant to the Scheme of Rehabilitation sanctioned by the Hon'ble Board for Industrial and Financial Reconstruction (BIFR). Accordingly total paid up capital of the Company has been increased from ₹ 123 Crores to ₹ 183 Crores.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements and no material reportable weakness was observed in the system. Further, the Company has in place adequate internal financial controls commensurate with the size and nature of its operations. The Company also has robust Budgetary Control System and Management Information System (MIS) which are backbone of the Company for ensuring that your Company's assets and interests are safeguarded.

HUMAN RESOURCES

Your Company is known for its people centric approach. Ever since its inception and particularly after becoming a subsidiary of JK Lakshmi Cement Limited, we have been practising on various HR initiatives being adopted by our Holding Company which has earned name for HR culture in the cement industry. With the introduction of various HR interventions we had been able to gradually establish new HR culture in the organisation and start our operations effectively.

To name a few, we have been able to initiate HR initiatives afresh for developing learning culture and starting programmes on Emerging Leadership, Strengthening PMS system through SMART based KRAs, 360° Assessment, Launching of Quality Circles, 5S Activities and introducing Cross Functional and Self Directed teams. Besides suggestion scheme and structured communication process, various training programmes for employee development, both on functional and behavioural aspects are being organised in a structured way befitting benchmark practices.

With a view to develop belongingness amongst the employees and considering need of social, cultural and spiritual developments, planned welfare activities are being conducted in the plant. Other social activities include blood donation camps, medical check-up and examination of employees, extending support to nearby villages for enhancing their employability.

The new paradigm shift in our industrial relations had been a major dimension of our new approach in IR arena. With our constant interactions with workers and their union representatives, the leadership at the unit level has been in a position to effectively demonstrate discipline and matured approach for cordial industrial relations and committed workforce.

BUSINESS RISK MANAGEMENT

The Company has a Business Risk Management team to identify, evaluate business risks and opportunities. This team ensures transparency across the organisation to minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

Project Risks: The Cement Industry is capital intensive in nature. In the execution of modernisation and upgradation project there could be exposure to time and cost overruns. To mitigate these risks, the project management team and the project accounting and governance team has been further strengthened. Whilst the Company continues to draw on JK Lakshmi Cement's expertise, a separate Organization structure at Project site with defined roles and accountability is put in place.

Competition Risks: The Cement Industry is becoming intensely competitive with the entry of new players and some of the existing players adopting inorganic growth strategies. To mitigate this risk, the Company is leveraging on its expertise and experience to increase market share, enhance brand equity and service offerings. It would also leverage on its Infrastructure, Commercial and Institutional Sales team to offer value to large customers.

Occupational Health & Safety Risks: Safety of employees and workers is of utmost importance to the Company. To reinforce the safety culture among the employees of the Company, it has identified Occupational Health & Safety as one of its focus areas. Various training programmes and competitions are conducted at the plant to spread the message on health & safety.

EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as on 31st March 2015 in the prescribed form MGT-9 is attached as **Annexure 'A'** to this Report and forms part of it.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company did not give any loan or guarantee or provided any security or made any investments covered under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

As you are aware, the Company sources clinker from JK Lakshmi Cement Ltd. (JKLC), Holding Company and also sells cement to JKLC, besides directly selling cement in the market under the brand name "JK Lakshmi Cement", in the ordinary course of business and on arms' length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement.

Particulars of contracts or arrangements with JKLC pursuant to Section 134 (3) (h) of the Act in the prescribed Form AOC-2 is attached as **Annexure 'B'**.

The Board has recommended a resolution for approval of the Shareholders by means of Special Resolution in respect of material Related Party transactions entered into / to be entered into with JKLC in the ordinary course of business and on arm's length basis from the Financial Year 2014-15 and onwards, upto the limits specified in the said resolution.

The Related Party Transaction Policy approved by the Board is available on the website of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 149 of the Companies Act, 2013 (Act), the Shareholders at the Annual General Meeting (AGM) of the Company held on 18th August 2014, had appointed Shri O.N. Rai as Independent Director of the Company for a term of five consecutive years commencing from the date of the AGM. Shri Rai has given requisite declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act and also Clause 49 of the Listing Agreement with the Stock Exchange.

Shri Ganpat Singh, retires by rotation and being eligible offers himself for re-appointment at the ensuing AGM.

The Board of Directors appointed Ms.Kumud Pahuja as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 effective from 21st March 2015. She shall hold office upto the date of the ensuing AGM.

Further, in terms of Section 203 of the Act, Shri Rohni Kumar Gupta, Whole-time Director, Chief Financial Officer & Company Secretary was appointed as "Key Managerial Personnel" (KMP) of the Company on the terms and conditions approved by the Shareholders in the aforesaid AGM.

CONSERVATION OF ENERGY ETC.

The details as required under Section 134 (3) (m) read with the Companies (Accounts) Rules, 2014 is annexed to this Report as **Annexure 'C'** and forms part of it.

DEPOSITS

In terms of the provision of Section 73 and 74 of the Companies Act, 2013 (earlier Section 58A of the Companies Act, 1956) read with the relevant Rules, the Company does not accept any deposits.

AUDITORS

(a) Statutory Auditors and their Report

M/s. Om Prakash S. Chaplot & Co., Chartered Accountants, have been appointed as Auditors of the Company to hold the office from the conclusion of the 18th Annual General Meeting held on 18th August 2014 until the conclusion of the 21st Annual General Meeting to be held in the year 2017, subject to ratification of the appointment by the members at the respective AGMs to be held in the years 2015 and 2016. Accordingly, being eligible, matter relating to the appointment of the Auditors will be placed for ratification by members at the forthcoming Annual General Meeting. The observations in their Report on Accounts and the financial statements, read with the relevant notes are self-explanatory.

(b) Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors appointed Shri Namoo Narain Agarwal, Company Secretary in Practice as Secretarial Auditor or to carry out the Secretarial Audit of the Company for the financial year 2014-15. The Report given by him for the said financial year in the prescribed format is annexed to this Report as **Annexure 'D'**. The Secretarial Audit Report does not contain any qualification reservation or adverse remark.

(c) Cost Auditor and Cost Audit Report

The Cost Audit for the financial year 2012-14 ended 31st March 2014 (18 months) was conducted by M/s. HVMN & Associates, Cost Accountants, Delhi and as required Cost Audit Report was duly filed with Ministry of Corporate Affairs, Government of India. The Audit of the cost accounts of the Company for the financial year ended 31st March 2015, is being conducted by the said firm and their Report will also be filed.

PARTICULARS OF REMUNERATION

Information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration and other is annexed to this Report. However, as per the provisions of Section 136 of the said Act, the Report and Accounts are being sent to all the members of the Company and others entitled thereto, excluding the aforesaid information. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company. The said information is available for inspection at the Registered Office of the Company during working hours.

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

During the financial year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

CORPORATE GOVERNANCE - including details pertaining to Board Meetings, Nomination and Remuneration Policy, Performance Evaluation, Audit committee and Vigil Mechanism

Your Company reaffirms its commitment to the highest standards of corporate governance

practices. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance are made a part of this Report.

The Corporate Governance Report which forms part of this Report, also covers the following:

- a) Particulars of the four Board Meetings held during the financial year under review.
- b) Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management including, inter alia, the criteria for performance evaluation of Directors.
- c) The manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.
- d) The details with respect to composition of Audit Committee and establishment of Vigil Mechanism.
- e) Details regarding Risk Management.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors state that:-

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) the internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- f) the proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Directors wish to thank the Bankers, Financial Institutions, Government Authorities, Shareholders, Debentureholders and the Employees of the Company for their continued support.

On behalf of the Board of Directors

New Delhi
Date: 22nd July 2015

O.N. Rai
Chairman

ANNEXURE 'A' TO BOARD'S REPORT

**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
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 : L26943RJ1993PLC007267
 (ii) Registration Date : 15th March 1993
 (iii) Name of the Company : Udaipur Cement Works Limited
 (iv) Category/Sub-Category of the Company : Public Company / Limited by Shares
 (v) Address of the Registered Office and Contact Details : Shripati Nagar, P.O. CFA, Udaipur -313021(Rajasthan)
 Ph. No. - 0294 - 2655077
 Fax No. - 0294 - 2655077
 Email id: rgupta@jkm.com
 Website: www.udaipurcement.com
 (vi) Whether Listed Company Yes / No : Yes
 (vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any : M/s. MCS Share Transfer Agent Ltd.
 F-65, First Floor
 Okhla Industrial Area, Phase -I
 New Delhi- 110 020
 Ph. No. : 91-11-41406149-52
 Fax No : 91-11-41709881
 Email id : admin@mcsdel.com
 Website : www.mcsdel.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the Company :

Sl. No	Name and Description of main products / services	NIC Code of the Product / Service*	% to total turnover of the Company
1	Cement	3242	100%

* As per National Industrial Classification (2008) - Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name and Address of the Company	CIN / GNL	Holding / Subsidiary / Associate	% of Shares Held*	Applicable Section
1.	JK Lakshmi Cement Limited	L74999RJ1938PLC019511	Holding	75.46	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity) :

i. Category-wise Share Holding

Equity Share of ₹ 4 each

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April 2014)				No. of Shares held at the end of the year (as on 31 st March 2015)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters **									
(1)	Indian									
a)	Individual/HUF	-	-	-	-	-	-	-	-	-
b)	Central Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp.	26,32,61,242	-	26,32,61,242	89.18	26,16,63,413	-	26,16,63,413	88.64	(0.54)
e)	Banks/FI	-	-	-	-	-	-	-	-	-
f)	Any other	-	-	-	-	-	-	-	-	-
	Sub-Total (A) (1):	26,32,61,242	-	26,32,61,242	89.18	26,16,63,413	-	26,16,63,413	88.64	(0.54)
(2)	Foreign									
a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)	Other-Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks / FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	Sub-Total (A) (2):	-	-	-	-	-	-	-	-	-
	Total Share holding of Promoter (A)=(A)(1)+(A)(2)**	26,32,61,242	-	26,32,61,242	89.18	26,16,63,413	-	26,16,63,413	88.64	(0.54)

** The shareholding of the constituents of the Promoter Group has been shown under the category of the Promoter as per SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009. However, the same does not form part of the Promoter as defined in the Companies Act, 2013

B.	Public Share holding									
1.	Institutions									
a)	Mutual Funds	3,15,048	18,56,073	21,71,121	0.74	3,15,048	1,65,151	4,80,199	0.16	(0.58)
b)	Banks / FI	1,08,35,174	3,71,920	1,12,07,094	3.80	98,39,734	86,541	99,26,275	3.36	(0.44)
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt. (s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	45,982	23,662	69,644	0.02	38,924	11,520	50,444	0.02	-
g)	FIs	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1):	1,11,96,204	22,51,655	1,34,47,859	4.56	1,01,93,706	263212	1,04,56,918	3.54	(1.02)
2.	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	1,09,83,932	1,89,130	1,11,73,062	3.78	1,15,24,401	17,83,352	1,33,07,753	4.51	0.73
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual Shareholders holding nominal share capital upto ₹ 1 lac	35,95,962	32,73,770	68,69,732	2.33	50,85,990	29,98,013	80,84,003	2.74	0.41
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lac	2,61,725	1,87,100	4,48,825	0.15	15,72,887	26,300	15,99,187	0.54	0.39
c)	Others (Specify)									
i)	NRI	4560	-	4560	-	94006	-	94,006	0.03	0.03
	Sub-Total (B)(2):	1,48,46,179	36,50,000	1,84,96,179	6.26	1,82,77,284	48,07,665	2,30,84,949	7.82	1.56
	Total Public shareholding (B)= (B)(1)+(B)(2)	2,60,42,383	59,01,655	3,19,44,038	10.82	2,84,70,990	50,70,877	3,35,41,867	11.36	0.54
C.	Shares held by Custodian for GDRs & ADRs									
		-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	28,93,03,625	59,01,655	29,52,05,280	100	29,01,34,403	50,70,877	29,52,05,280	100.0	-

ii. Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1 st April 2014)			Shareholding at the end of the year (as on 31 st March 2015)			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	JK Lakshmi Cement Limited	22,27,75,000	75.46	No Change	22,27,75,000	75.46	No Change	-
	Total	22,27,75,000	75.46	No Change	22,27,75,000	75.46	No Change	-

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

Sl. No.		Shareholding at the beginning of the year (as on 1 st April 2014)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	JK Lakshmi Cement Limited				
	At the beginning of the year	22,27,75,000	75.46	22,27,75,000	75.46
	Date wise Increase / Decrease in Promoters Shareholding during the year	No Change			
	At the end of the year i.e 31 st March 2015			22,27,75,000	75.46

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

Sl. No.	Top Ten Shareholders	Shareholding at the beginning of the year (as on 1 st April 2014)		Shareholding at the end of the year (31 st March 2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Florence Investech Ltd.^@	3,54,86,242	12.02	3,54,86,242	12.02
2	ICICI Bank Ltd.^@	82,89,821	2.81	82,89,821	2.81
3	Sunflag Commercial Enterprises Limited^@	70,75,000	2.40	70,75,000	2.40
4	JK Paper Limited^@	50,00,000	1.69	34,02,171	1.15
5	Jai Bhikshu Credit and Holdings Limited^@	29,25,000	0.99	29,25,000	0.99
6	Unit Trust of India Undertaking**	15,78,344	0.53	-	-
7	Asset Reconstruction Company(India)Ltd. (Trust H)^@	9,38,516	0.31	4,12,420	0.14
8	Usha Fertiliser Co. Ltd.**	4,00,700	0.14	-	-
9	State Bank of Bikaner and Jaipur**	3,94,704	0.13	-	-
10	The Hongkong and Shanghai Banking Corp.Ltd.^@	3,86,200	0.13	3,86,200	0.13
11	A And J Industrial And Financial Consultancy Private Limited@	-	-	16,90,922	0.51
12	Awanti Kumar Kankaria@	-	-	9,42,331	0.32
13	Asset Reconstruction Company(India)Ltd@	-	-	3,38,963	0.11

Note : More than 98.3% of the Shares of the Company are held in dematerialised form, and are widely traded on daily basis .Therefore, the date wise increase / decrease in shareholding is not indicated.

^^ Common Top ten Shareholders as on 1st April 2014 and 31st March 2015.

** Top Ten Shareholders only as on 1st April 2014.

@ Top Ten Shareholders only as on 31st March 2015.

v. Shareholding of Directors and Key Managerial Personnel

(Equity Share of ₹ 4 each)

Sl. No.	For each of the Directors & KMP	Shareholding at the beginning of the year (as on 1 st April 2014)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Shri O.N. Rai, Director				
	At the beginning of the year	1	0.00	1	0.00
	Increase / Decrease in Shareholding during the year	No Change			
	At the end of the year i.e. 31.03.2015			1	0.00
2.	Shri Rohni Kumar Gupta, WTD, CFO & Company Secretary				
	At the beginning of the year	101	0.00	101	0.00
	Increase / Decrease in Shareholding during the year	No Change			
	At the end of the year i.e. 31.03.2015			101	0.00

Note: Shri Vinit Marwaha, Shri Ganpat Singh, Shri S.K Kinra and Ms Kumud Pahuja, Directors of the Company were not holding any shares in the Company at the beginning of the year, i.e, as on 1st April 2014 and at the end of the year i.e, as on 31st March 2015. Also, there was no increase / decrease in their shareholding during the financial year.

V. INDEBTEDNESS :

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

(Amount in ₹ Crores)

	Secured Loans Excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	50.00	-	-	50.00
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	50.00	-	-	50.00
Change in indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
(i) Principal Amount	50.00	-	-	50.00
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	50.00	-	-	50.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Shri Rohni Kumar WTD		
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		78,16,497	78,16,497
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		4,63,480	4,63,480
2.	Others (mainly contribution to Provident Fund)		-	-
	Total (A)		82,79,977	82,79,977
	Ceiling as per the Act	Ceiling on Managerial Remuneration as provided in section 197 of the Companies Act, 2013 ("the Act"), is not be applicable here since the Company has inadequate profit, in terms of section 198 of the Act.		

(The Company does not have Sweat Equity / Scheme for stock option.)

B. Remuneration to other Directors

(Amount in ₹)

Sl.No.	Particulars of Remuneration	Name of Directors				Total Amount
		Shri O.N. Rai	Shri S.K . Kinra	Shri Ganpat Singh	Shri Vinit Marwaha	
1.	Independent Directors					
(a)	Fee for attending Board Committee Meetings	92,500	52,500	-	-	1,45,000
(b)	Commission	-	-	-	-	
(c)	Others, please specify	-	-	-	-	
	Total (1)	92,500	52,500	-	-	1,45,000
2.	Other Non Executive Director					
(a)	Fee for attending Board / Committee Meetings	-	-	30,000	62,500	92,500
(b)	Commission	-	-	-	-	-
	Total (2)	-	-	30,000	62,500	92,500
	Total (B)= (1+2)					2,37,500
	Total Managerial Remuneration (A+B)					85,17,477
	Overall Ceiling as per the Act	Ceiling on Managerial Remuneration as provided in section 197 of the Companies Act, 2013 ("the Act"), is not be applicable here since the Company has inadequate profit, in terms of section 198 of the Act.				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD: Remuneration to Shri Rohni Kumar Gupta, Whole-time Director, CFO & Company Secretary (KMP) is provided at point VI (A).

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: There were no penalties, punishment or compounding of offences during the year ended 31stMarch 2015.

ANNEXURE 'B' TO BOARD'S REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis for the year ended 31st March 2015 are as follows:

Name of Related Party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the Contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any (₹ Crores)
JK Lakshmi Cement Limited – Holding Company	Purchase of Clinker	June, 2013 ongoing	Purchase of Clinker at Arms' length price	N.A.*	51.35
JK Lakshmi Cement Limited – Holding Company	Brand Royalty	-	Brand Royalty @1% using Brand name of JK Lakshmi Cement	N.A.*	0.60
JK Lakshmi Cement Limited – Holding Company	Sale of Cement	June, 2013 ongoing	Sale of Cement at Arm's length price	N.A.*	56.33
JK Lakshmi Cement Limited – Holding Company	Promoters Contribution in Revival & Rehabilitation Project	-	Promoter's Contribution for revival as per BIFR Scheme	N.A.*	26.21

*Not applicable since the contract was entered into in the ordinary course of business and on arm's length basis.

Note: All transactions with JKLC have been disclosed irrespective of whether they are covered under Section 188 of the Companies Act, 2013 or not.

ANNEXURE 'C' TO BOARD'S REPORT

Information in accordance with Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014

(A) Conservation of Energy

Udaipur Cement Works Ltd. took following major initiatives with an intention to conserve energy and reduce fuel:

- Installation of new pre-crusher in cement mill to reduce specific power consumption.
- Implementation of PID loop for PPC Grinding to conserve power.
- Optimization of final product transport circuit and air compressors.
- Optimization of Loading and Extraction circuit in Packing Plant.
- Optimization of nuisance bag filters at various locations.
- Optimization of water pumps by developing logic in PLC to reduce power consumption.
- Power Factor improved close to unity, therefore efficiency of electrical equipments increased and power losses reduced.
- Increase in Fly Ash absorption in blended cement by optimizing cement mill operations & particle size distribution with improved quality & strength.
- Provision of VVFD is kept for almost all the Fans in Pyroprocessing project so that fans will draw optimum power from the source.
- Provision of WHR is kept in the Pyroprocessing project for maximum utilization of waste Heat Energy of the Kiln and converting into Electrical Energy.

(B) Technology absorption, adaptation and innovation by technology adaptation

All the above improvements have been completed and the technologies have been fully absorbed and the plant is performing at its optimum capacity.

(C) Research and Development

During the year ended 31st March 2015 there was no expenditure on research and development.

(D) Exports, Foreign Exchange Earnings and Outgo

During the year ended 31st March 2015 there was no Export and Foreign Exchange earnings. The Foreign exchange outgo on account of travelling aggregates to ₹ 15.72 lacs.

PARTICULARS OF CONSERVATION OF ENERGY

Sl.No.	Particulars	Unit	Year ended 31-03-2015 (12 Months)	Period ended 31-03-2014 (18 Months)
A.	POWER AND FUEL CONSUMPTION			
1.	Electricity			
(a)	Purchased:			
	Units	(Kwh in Lacs)	92.46	35.74
	Total amount	(₹ in lacs)	484.08	207.31
	Rate / Unit	(₹)	5.24	5.80
(b)	Own Generation:	-	-	-
2.	Fuel (Pet Coke / Coal)	-	-	-
3.	Other Internal Generation	-	-	-
B.	CONSUMPTION PER UNIT OF PRODUCTION			
	Electricity	Kwh / MT	32.98	37.58

ANNEXURE 'D' TO BOARD'S REPORT

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members,
Udaipur Cement Works Limited,
Shripati Nagar,
Udaipur, Rajasthan

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Udaipur Cement Works Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
 - b) The Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 1992;

- c) The Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - (Not applicable to the Company during the Audit Period);
 - 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the Audit Period); and
 - h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 - (Not applicable to the Company during the Audit Period);
- (vi) Other Laws applicable to the Company as per the representations by the made by the Management.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India - Not applicable to the Company during the Audit Period;
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, including one Special Director appointed under Sick Industrial Companies (Special Provisions) Act, 1985. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.

Adequate Notice is given to all directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda are also sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that, during the audit period, the Company has-

- (i) Obtained Members' approval pursuant to Section 180(1) (c) of the Companies Act, 2013 by means of Special Resolution passed at Annual General Meeting of the Company held on 18th August 2014 for borrowing upto ₹ 600 Crores.
- (ii) Obtained Members' approval pursuant to Section 180 (1) (a) of the Companies Act, 2013 by means of Special Resolution passed at Annual General Meeting of the Company held on 18th August 2014 for creating Mortgage / charging all the movable and immovable properties of the Company for securing borrowings upto an amount not exceeding ₹ 600 Crores.
- (iii) Authorised share capital of the Company was increased from ₹ 125 Crores to ₹ 200 Crores by means of Special Resolution passed at Annual General Meeting of the Company held on 18th August 2014.
- (iv) Registered office was shifted from Jaipur to Udaipur within the State of Rajasthan with Members approval by postal ballot.
- (v) Minimum public shareholding reduced below 25% and the Company has requested SEBI for extension of time to achieve the MPS.
- (vi) Allotment of Cumulative Redeemable Preference Shares of ₹ 60 Crores to its Holding Company, JK Lakshmi Cement Limited.

Place: New Delhi
Date : 14th May 2015

Namo Narain Agarwal
CP No. 3331, FCS No. 234

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is an integral part of values, ethics and best business practices followed by the Company. The Company's philosophy can be described as observing of business practices with the ultimate aim of enhancing long term shareholders' value and commitment to high standards of business ethics.

2. BOARD OF DIRECTORS

As at 31st March 2015, the Board of Directors of the Company, consists of Six Directors comprising of Five Non-executive Directors (NED) of which three are independent (IND). Four Board Meetings were held during the Financial Year 2014-2015 ended 31st March 2015, on 15th May 2014, 13th August 2014, 12th November 2014 and 9th February 2015. Attendance and other details of the Directors are given below:

Name of the Director	Category	No. of Board Meeting Attended	Whether Last AGM attended (18-08-2014)	No. of Other Directorships and committee Memberships / Chairmanships		
				Director-ship \$	Committee Membership @	Committee Chairmanships @
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Shri Onkar Nath Rai*	IND	4	Yes	-	-	-
Shri Vinit Marwaha	NED	3	No	-	-	-
Shri Rohni Kumar Gupta	Executive	4	Yes	-	-	-
Shri Suresh Kumar Kinra**	IND	4	No	2	-	-
Shri Ganpat Singh	NED	4	Yes	-	-	-
Ms. Kumud Pahuja#	IND	-	-	-	-	-

* Pursuant to the provisions of the Companies Act, 2013, Shri O.N. Rai was appointed by the shareholders as an Independent Directors at the Annual General Meeting (AGM) held on 18th August 2014 for a term of five consecutive years commencing from the date of AGM and the formal letter of appointment has also been issued to him. The terms and conditions of appointment have been disclosed on the website of the Company.

** Shri Suresh Kumar Kinra, BIFR Nominee has been an Independent Director.

Ms. Kumud Pahuja was appointed as an Additional Director w.e.f. 21st March 2015

\$ Excluding private companies and companies under Section 8 of the Companies Act, 2013. Independent Directorships held by the Directors are in accordance with the Clause 49 of the Listing Agreement.

@ Only covers Memberships / Chairmanships of Audit Committee and Stakeholder Relationship Committee.

The Board periodically reviews Compliance Reports of all laws applicable to the Company and steps taken by the Company to rectify instances of non-compliances, if any. The Board is satisfied that plans are in place for orderly succession for appointments to the Board and to senior management.

The Company has a Code of Conduct for Management Cadre Staff (including Executive Directors) which is strictly adhered to. In terms of the provisions of Clause 49 of the Listing Agreement and contemporary practices of good Corporate Governance, the Board has laid

down a Code of Conduct for all the Board Members and Senior Management of the Company and the same is available on the website of the www.udaipurcement.com. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code. This Report contains a declaration to this effect signed by the Chairman.

3. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

In accordance with the provision of Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 9th February 2015. Shri O.N. Rai was unanimously elected as Chairman of the meeting and all the Independent Directors of the Company were present at the said Meeting.

4. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In accordance with the provisions of Clause 49 of the Listing Agreement, the Company has been conducting various familiarisation programmes. The details of such familiarisation programmes for Independent Directors have been disclosed on the website of the Company, the web link for which is <http://www.udaipurcement.com/Familiarisation%20Programme.pdf>.

5. PERFORMANCE EVALUATION

The Board of Directors has made formal annual evaluation of its own performance and that of its committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under Clause 49 of the Listing Agreement with Stock Exchange.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc.

The Board and the Nomination and Remuneration Committee also carried out evaluation of the performance of individual directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his / her duties with due & reasonable care, skill and diligence, etc.

In a separate meeting of the Independent Directors of the Company, performance of non-independent Directors, performance of Board as a whole and performance of Chairman was evaluated, taking into account the views of executive directors of the Company. The Chairman of the Meeting of the Independent Directors apprised the Board about the evaluation carried by it and that the Independent Directors were fully satisfied in this regard.

6. AUDIT COMMITTEE

The Company has an Audit Committee of Directors since 2001. The composition and the "Terms of Reference" of the Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange.

The Committee consists of three Directors out of which two are Non-executive

Independent Directors and one is Executive Director. Four meetings of the Audit Committee were held during the financial year ended 31st March 2015.

Dates of the meetings and the number of Members attended:

Dates of meetings	Number of members attended
15 th May 2014	4
13 th August 2014	3
12 th November 2014	3
9 th February 2015	3

The names of the Members of the Committee and their attendance at the Meetings are as follows:

Name	Status	No. of Meetings attended
Shri Onkar Nath Rai	Chairman	4
Shri Vinit Marwaha*	Member	1
Shri Rohni Kumar Gupta	Member	4
Shri Suresh Kumar Kinra (BIFR Nominee)	Member	4

*Ceased to be a Member w.e.f. 13.08.2014

The Chief Financial Officer who is also Company Secretary of the Company regularly attends the Committee meetings and acts as the Secretary of the Committee.

7. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has a Stakeholders' Relationship Committee at the Board Level which consists of four Directors out of which three are Non-executive Directors of which two are Independent. The composition and the 'Terms of Reference' of the Committee are in conformity with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Dates of the meetings and the number of Members attended:

Dates of meetings	Number of members attended
15 th May 2014	4
13 th August 2014	4
12 th November 2014	3
9 th February 2015	4

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri Onkar Nath Rai	Chairman	4
Shri Vinit Marwaha	Member	3
Shri Suresh Kumar Kinra (BIFR Nominee)	Member	4
Shri Rohni Kumar Gupta	Member	4

Shri Rohni Kumar Gupta, Whole-time Director, CFO & Company Secretary, is the Compliance Officer who oversees the investors' grievances including related to Transfer of shares, Non-receipt of balance sheet and dividends etc. During the financial year ended 31st March 2015, the Company received only 1 complaint from the investor and the same has since been resolved to the satisfaction of shareholder. Also, there are no complaints pending in respect of previous period.

The Board has delegated the power of share transfer to a Committee of Directors and the share transfer formalities are attended as required. All valid requests for transfer of shares in physical form were processed in time and there were no pending transfers of shares. During the financial year ended 31st March 2015, 25 Meetings of this Committee were held.

8. NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination and Remuneration Committee comprising of three Directors, all being Non-executive Directors and two of which are Independent Directors. The composition and the role of the Committee are in conformity with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Dates of the meetings and the number of Members attended:

Dates of meetings	Number of members attended
15 th May 2014	3
13 th August 2014	3

The names of the Members of the Committee and their attendance at the Meetings

Name	Status	No. of Meetings attended
Shri Onkar Nath Rai	Chairman	2
Shri Vinit Marwaha	Member	2
Shri Suresh Kumar Kinra (BIFR Nominee)	Member	2

9. NOMINATION AND REMUNERATION POLICY

In accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has put in place the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company including criteria for determining qualifications, positive attributes and independence of a Director as well as a policy on Board Diversity. The policy provides as follows:

- (i) The Nomination and Remuneration Committee of Directors (the Committee) shall take into consideration the following criteria for recommending to the Board for appointment as a Director of the Company: (a) Qualifications & experience. (b) Positive attributes like - respect for Company's core values, professional integrity, strategic capability with business vision, etc. (c) In case the proposed appointee is an Independent Director, he should fulfill the criteria for appointment as Independent Director as per the applicable laws & regulations. (d) The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.
- (ii) The Committee will recommend to the Board appropriate compensation to Executive Directors subject to the provisions of the Act, Listing Agreement with Stock Exchange and other applicable laws & regulations. The Committee shall periodically review the compensation of such Directors in relation to other comparable companies and other factors, the Committee deems appropriate. Proposed changes, if any, in the compensation of such Directors shall be reviewed by the Committee subject to approval of the Board.

- (iii) The Board will review the performance of a Director as per the structure of performance evaluation adopted by the Board for Directors including Executive Directors.
- (iv) The Committee will review from time to time Board diversity to bring in professional performance in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy and human resource management in the Company. The Company will keep succession planning and board diversity in mind in recommending any new name of Director for appointment to the Board.
- (v) The eligibility criteria for appointment of Key Managerial Personnel (KMPs) and other senior management personnel shall vary for different positions depending upon the job description of the relevant position. In particular, the position of KMPs shall be filled by senior personnel having relevant qualifications and experience. The Compensation structure for KMPs and other senior management personnel shall be as per Company's remuneration structure taking into account factors such as level of experience, qualification and suitability which shall be reasonable and sufficient to attract, retain and motivate them. The remuneration would be linked to appropriate performance benchmarks. The remuneration may consist of fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

10. REMUNERATION PAID TO DIRECTORS

- (i) **Executive Director:** The aggregate value of salary, perquisites and contribution to Provident Fund and Superannuation Funds for the financial year ended 31st March 2015 to Shri R.K. Gupta, Whole-time Director, CFO & Company Secretary was ₹ 7.16 lac per month. The Company does not have any Stock option Scheme.
- (ii) **Non Executive Directors (NEDs):** During the financial year 2014-15, the Company paid sitting fees aggregating ₹ 2,37,500 to all the Non-executive Directors (NEDs) for attending the meetings of the Board and Committees of Directors of the Company. The Non-executive Directors did not have any other material pecuniary relationship or transactions vis-à-vis the Company during the year except as stated above.

The number of Equity Shares held by Non-executive Directors : Shri O.N. Rai - 1 share, Shri Vinit Marwaha, Shri Suresh Kumar Kinra (BIFR Nominee) and Shri Ganpat Singh do not hold any shares. The Company does not have any outstanding convertible instruments

11. GENERAL BODY MEETINGS

Location and time for the last three Annual General Meetings (AGMs) of the Company were:

Date	Location	Date	Time
2010-11	Hotel Maharani Palace, Station Road, Jaipur- 302001	23.09.2011	11.00 A.M.
2011-12	Same as above	21.02.2013	11.30 A.M.
2012-14	Same as above	18.08.2014	11.00 A.M.

Special Resolution regarding reappointment of Shri R.K. Gupta as Whole- time Director was passed in the AGM held in 2010-11. Five Special Resolutions were passed at the AGM held in 2012-14 as under:

-
- i. Appointment of Shri O.N. Rai as an Independent Director.
 - ii. Authorisation to the Board of Directors for borrowings upto an amount not exceeding ₹ 600 Crores.
 - iii. Authorisation to the Board of Directors to create mortgage/charges in favour of lenders upto an amount not exceeding ₹ 600 Crores.
 - iv. Approval for issue of Cumulative Redeemable Preference Shares of ₹ 1 lac each (CRPS) upto an amount not exceeding ₹ 65 Crores.
 - v. Re-appointment of Shri R.K. Gupta as Whole- time Director of the Company for a period of two years w.e.f. 1st April 2014

One Special Resolution was passed by way of Postal Ballot during the financial year ended 31st March 2015. The Company extended e-voting facility through Central Depository Services (India) Ltd.(CDSL), as an alternate for its Members to enable them to cast their vote electronically instead of dispatching physical postal ballot forms. M/s Sunil K. Jain & Associates, Practising Company Secretary was appointed as Scrutinizer for conducting the postal ballot / e-voting process. After receiving the Scrutinizer's Report, it was announced that the Special Resolution was passed with requisite majority on 24th December 2014, for shifting of the registered office of the Company from its present location at "E-2, Transport Nagar, Jaipur-302 003" to "Shripati Nagar, P.O. CFA, Udaipur- 313 021 within the State of Rajasthan. The voting result on the said resolution is as under:

% of total valid votes cast in favour of the Resolution: 99.9984%

% of total valid votes cast in against of the Resolution: 0.0016%

12. DISCLOSURES

- (a) **Related Party Transactions:** Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Company has formulated a policy on the materiality of Related Party Transactions and also on dealing with Related Party Transactions. This Policy is available on the website of the Company and the weblink for the same is [www.udaipurcement.com/Related% 20Party%20Policy.pdf](http://www.udaipurcement.com/Related%20Party%20Policy.pdf).

During the Financial Year 2014-15 ended 31st March 2015, the Company has entered into material related party transaction in the ordinary course of business and on arm's length basis requisite disclosures have been made in Board's Report and in the financial statements.

- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years: There were no cases of non-compliance of any matter related to capital markets during the last three years.
- (c) Vigil Mechanism / Whistle Blower Policy: The Board of Directors of the Company at its meeting held on 13th August 2014 has established a Policy on Vigil Mechanism for the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behaviour, violation of the Company's Code of Conduct or Ethics Policy, and any other event which would adversely affect the interests of the business of the Company. Whistle Blowers may send their concerns / complaints to the Chairman of Audit Committee in a sealed envelope marked confidential, for
-

appropriate action.

The details of establishment of such mechanism have been also disclosed on the website of the Company. It is affirmed that no personnel has been denied access to the Audit Committee.

13. MEANS OF COMMUNICATION

Quarterly, half-yearly and annual results are normally published in the leading English newspapers, namely, The Financial Express and one regional daily “Jagruk Times” (Udaipur), having wide circulation and promptly furnished to the Stock Exchange for display on their website. The financial results are also displayed on the Company's website – www.udaipurcement.com. Official news releases are also available on the Company's website.

“Management Discussion & Analysis” forms part of the Annual Report.

14. GENERAL SHAREHOLDERS' INFORMATION

(i) Annual General Meeting (AGM) :

- (a) Date and Time: Please refer to notice of the AGM being sent along with the Annual Report.
Venue: Reg. Office.: Shripati Nagar, P.O. CFA, Udaipur -313 021 (Rajasthan)
- (b) As required under Clause 49 (VIII)(E)(1), a brief resume and other particulars of Directors seeking appointment or re-appointment at the aforesaid AGM are given in the Notes to the Notice convening the said AGM.

(ii) Financial Calendar (Tentative):

Financial Reporting

• for the quarter ending 30.06.2015	} Within 45 days of the end of the quarter
• for the half-year ending 30.09.2015	
• for the quarter ending 31.12.2015	
• for the year ending 31.03.2016 (Audited)	Within 60 days of the end of the financial year
• Annual General Meeting for the Financial Year ending 2015-16	between July and September 2016

(iii) **Date of Book Closure:** As in the AGM Notice

(iv) **Dividend Payment Date:** No dividend was declared for the year.

(v) **Listing on Stock Exchanges:** The Equity Shares of the Company (Face Value: ₹ 4/- each) are listed on BSE Ltd. The annual listing fee for the financial year 2015-16 has been paid to the said Stock Exchange.

(vi) **Security Code for Company's Equity Shares on Stock Exchanges and ISIN No.:**

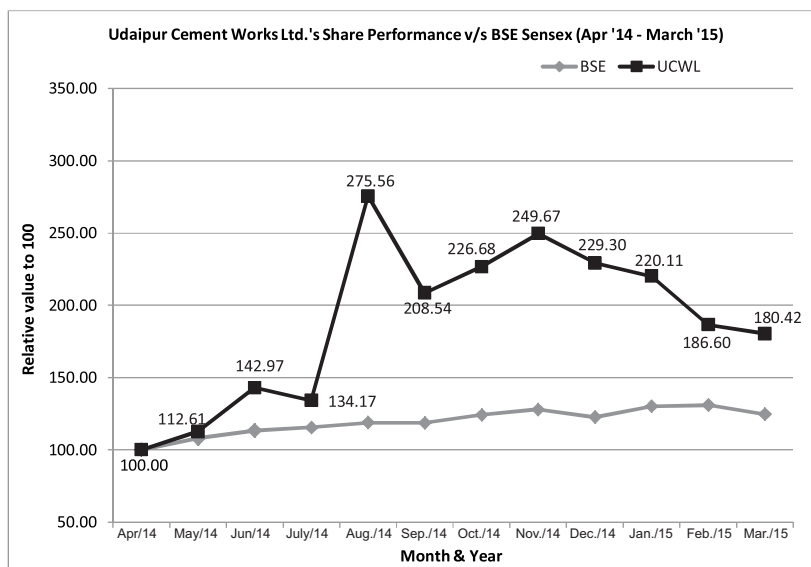
BSE – 530131, ISIN No. INE225C01029

(vii) Stock Market Price Data:

Months (2014-2015)	BSE Ltd. (₹)	
	HIGH	LOW
April 2014	8.99	7.58
May 2014	11.04	7.29
June 2014	11.00	8.01

July 2014	12.17	9.16
August 2014	20.97	10.00
September 2014	25.40	14.72
October 2014	18.45	13.95
November 2014	24.25	17.05
December 2014	20.70	15.25
January 2015	19.90	16.25
February 2015	17.10	13.80
March 2015	15.95	11.00

(viii) Udaipur Cement Works Ltd.'s Share Performance v/s BSE Sensex (April'14 - March'15) :



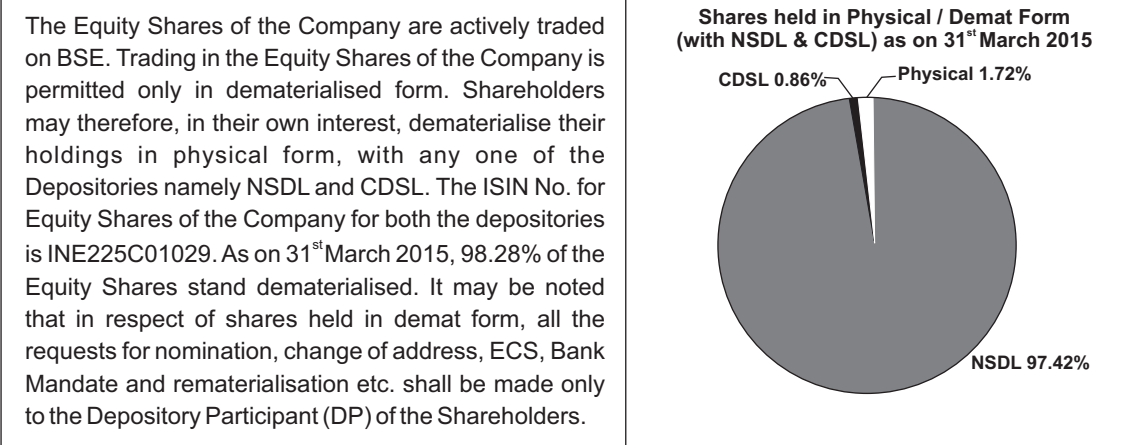
(ix) Distribution of Shareholdings as on 31st March 2015 :

Category (No. of Shares)	No. of Equity Shares of ₹ 4/- each	%	No. of Shareholders	%
1-500	3117650	1.06	14559	85.31
501-1000	1076641	0.36	1273	7.46
1001-5000	2239058	0.76	952	5.58
5001-10000	1110799	0.38	147	0.86
10001 & above	287661132	97.44	134	0.79
TOTAL	29,52,05,280	100.00	17065	100.00

(x) Share Transfer System:

All valid requests for transfer/transmission of Equity shares held in physical form are processed within a period of 15 days from the date of receipt thereof and the Share Certificates duly transferred are immediately returned to the transferee/lodger. Transaction in the dematerialized Shares are processed by NSDL / CDSL through the Depository Participants with whom the shareholders have opened their demat account.

(xi) Dematerialisation of Shares and Liquidity :



(xii) Outstanding GDRs / ADRs / Warrants / Option or any Convertible instruments, conversion date and likely impact on Equity: Not applicable

(xiii) Plant Location:

Udaipur Cement Works Limited
Shripati Nagar, P.O. C.F.A.,
Distt. Udaipur-313021, Rajasthan.

(xiv) Address for correspondence regarding share transfers and related matters :

1. Udaipur Cement Works Limited
Secretarial Department,
Gulab Bhawan (Rear Block)
6A, Bahadur Shah Zafar Marg
New Delhi- 110 002.
Ph: (011) 30179860
Fax No. 91- 11- 2373 9475
Contact Person : Mr. Ramesh Gupta
(E-mail: rgupta@jkm.com, sonal.meena@jkm.com)
2. Registrar & Share Transfer Agent - MCS Share Transfer Agent Limited (RTA)
F-65, First Floor, Okhal Indl. Area, Phase - I,
New Delhi - 110 020,
Ph. (011) 41406149-52
Fax No. 91-11-41709881
(E-mail: admin@mcsdel.com)
Contact person Mr. Ajay Dalal
(E-mail: ajay@mcsdel.com)

15. DECLARATION:

This is to confirm that for the financial year 2014-2015 ended 31st March 2015, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management adopted by the Board.

O.N. Rai
Chairman

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of UDAIPUR CEMENT WORKS LIMITED

We have examined the compliance of conditions of Corporate Governance by UDAIPUR CEMENT WORKS LIMITED for the year 2014-2015 ended 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

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

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

**For OM PRAKASH S. CHAPLOT & CO.
Chartered Accountants
FRN: 000127C**

(O.P.CHAPLOT)
Partner

M. No. 010184

Place of Signature : Udaipur
Dated 12th May 2015

INDEPENDENT AUDITOR'S REPORT**To the Members of
Udaipur Cement Works Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of Udaipur Cement Works 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 significant accounting policies and other explanatory information.

**Management's Responsibility for the
Financial Statements**

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the

Order"), issued by the Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st

March 2015, from being appointed as a director in terms of Section 164 (2) of the Act. However all the directors of the company except Mr. S. K. Kinra , Special Director appointed by Hon'ble BIFR & Mr. Ganpat Singh and Miss Kumud Pahuja appointed as Additional Director on March 21, 2015 are disqualified to be appointed / reappointed as directors in any other public company.

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 Company has disclosed the impact of pending

litigations on its financial position in its financial statements– refer Note No. 30 to the financial statements.

ii. The Company did not have any such long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For OM PRAKASH S. CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

(O.P. CHAPLOT)

Place of Signature : Udaipur

Partner

Date : 12th May 2015

M. No. 010184

ANNEXURE TO THE AUDITOR'S REPORT

[Referred to in Paragraph (1) under the heading "Report on other Legal and Regulatory Requirements" of the Auditors' Report of even date to the members of Udaipur Cement Works Limited on the accounts of the Company for the year ended 31.03.2015]

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

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification.
- ii) a) Physical verification of inventories has been conducted by the management at reasonable intervals.
- b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of inventory. The discrepancies noticed on such physical verification of inventory as compared to book records were not material.
- (iii) The Company has not granted / taken any loans secured or unsecured to / from Companies, firms or other parties covered in the registered maintained u/s 189 of the Act.

- iv) In our opinion, the Company has an adequate internal control system commensurate to the size of the Company and nature of its business for the purchase of inventory and fixed assets and for sale of goods & services and no major weaknesses in internal control system has been noticed.
- v) The Company has not accepted any deposits from public within the meaning of the directives issued by the Reserve Bank of India and under the provisions of section 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder. As informed to us, no order has been passed by the Company Law Board or National Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the order made by the central government for maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of the Company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the said records with a view to determine whether they are accurate.
- vii) a) According to the records of the Company and information and explanations given to us, the Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees State

Insurance, Entry Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise, VAT, Cess and other material Statutory dues with the appropriate authorities to the extent applicable. There are no undisputed statutory dues payable for a period of more than six months from the date they became payable as at 31st March 2015.

b) According to the records and information and explanations given to us there are following dues under various taxes which has not been deposited on account of any dispute and the amounts involved and the forum where dispute is pending are given below: -

Name of the Statute	Nature of the Dues	Period	Forum where dispute is pending	Amount (In ₹)
Central Excise Act	Excise Duty	1995-96	High Court	4,40,017
	Excise Duty (Interest)	2000-01	Assistant Commissioner Central Excise, Udaipur	2,81,325
Service Tax Act	Service Tax	1997-98	Assistant Commissioner of Excise (S.T.)	66,05,892
Sales Tax Act	Sales Tax	1999-2000	Assistant Commissioner (Comm. Tax)	8,14,000
	Sales Tax (Interest)	1996-97, 1997-98 & 1998-99	Assistant Commissioner (Comm. Tax)	9,11,000
	Sales Tax	1996-97	Assistant Commissioner (Comm. Tax) Circle 'B' Jammu	25,04,900

c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.

viii) The Company's accumulated losses at the end of the year are not more than fifty percent of its net worth. It hasn't incurred cash losses in the current year and in the immediately preceding period.

ix) On the basis of records made available and information and explanations given to us, the Company has not defaulted in repayment of dues, considering the sanction of BIFR scheme, to financial institutions, banks and debenture holders.

x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

xi) On the basis of information and explanations given to us, the term loan has been applied for the purpose for which they were obtained.

xii) Based on the audit procedures performed and on the basis of information and explanations provided by the management, no fraud on or by the Company has been noticed or reported during the course of our audit.

For OM PRAKASH S. CHAPLOT & CO.
Chartered Accountants
FRN: 000127C
(O.P.CHAPLOT)

Place of Signature : Udaipur Partner
 Date : 12th May 2015 M. No. 010184

BALANCE SHEET

As at 31st March 2015

(Amount in ₹ Lacs)

Particulars	Note	31 st Mar. 2015	31 st Mar. 2014
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	18,317.73	12,317.73
(b) Reserves and Surplus	3	(8,942.13)	(9,887.06)
(c) Advance against Shares	4	-	3,378.53
		<u>9,375.60</u>	<u>5,809.20</u>
(2) NON-CURRENT LIABILITIES			
(a) Long-Term Borrowings	5	5,000.00	5,000.00
(b) Other Long-Term Liabilities	6	309.10	637.69
(c) Long-Term Provisions	7	27.10	35.31
		<u>5,336.20</u>	<u>5,673.00</u>
(3) CURRENT LIABILITIES			
(a) Trade Payables		2,098.27	574.78
(b) Other Current Liabilities	8	1,414.38	1,375.22
(c) Short-Term Provisions	9	86.41	46.09
		<u>3,599.06</u>	<u>1,996.09</u>
Total		<u>18,310.86</u>	<u>13,478.29</u>
II. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Fixed Assets			
(i) Tangible Assets	10	4,932.88	5,318.81
(ii) Intangible Assets	10	16.38	21.84
(iii) Capital Work-in-Progress		9,347.85	1,681.91
(b) Deferred Tax Assets	11	1,211.28	-
(c) Long-Term Loans and Advances	12	1,228.27	151.78
(d) Other Non-Current Assets	13	38.40	35.43
		<u>16,775.06</u>	<u>7,209.77</u>
(2) CURRENT ASSETS			
(a) Inventories	14	438.02	571.43
(b) Trade Receivables	15	31.84	121.25
(c) Cash and Bank Balances	16	356.66	5,235.40
(d) Short-Term Loans and Advances	17	298.46	283.88
(e) Other Current Assets	18	410.82	56.56
		<u>1,535.80</u>	<u>6,268.52</u>
Total		<u>18,310.86</u>	<u>13,478.29</u>
Significant Accounting Policies	1		
Notes on Financial Statements	2-46		

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For Om Prakash S. Chaplot & Co.
Chartered Accountants
FRN : 000127C

O.P. Chaplot
Partner
M. No. : 010184
Place : Udaipur
Date : 12th May 2015

R.K. GUPTA
Whole Time Director, CFO
& Company Secretary

For and on behalf of the Board

Onkar Nath Rai
Vinit Marwaha
S.K. Kinra
Ganpat Singh
Kumud Pahuja

} Directors

STATEMENT OF PROFIT AND LOSS
For the Year Ended 31st March 2015

(Amount in ₹ Lacs)

Particulars	Note	Apr'14-Mar'15 (12 months)	Oct'12-Mar'14 (18 months)
I. Revenue from Operations	19	10,540.24	3,153.99
Less : Excise Duty		1,297.37	466.58
Revenue from Operations (Net)		9,242.87	2,687.41
II. Other Income	20	26.42	38.55
III. Total Revenue (I + II)		9,269.29	2,725.96
IV. Expenses			
(a) Cost of Materials consumed	21	6,661.85	2,141.83
(b) Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	22	94.97	(206.25)
(c) Employee benefits expense	23	284.50	138.45
(d) Other expenses	24	1,930.01	720.82
Total Expenses		8,971.33	2,794.85
V. Profit / (Loss) before Interest, Depreciation & Tax (PBITD) (III-IV)		297.96	(68.89)
Finance Costs	25	374.25	35.01
Depreciation and Amortisation Expense	26	265.87	397.90
VI. Profit / (Loss) before Exceptional Items & Tax		(342.16)	(501.80)
VII. Exceptional Items		126.04	736.56
VIII. Profit / (Loss) before Tax (VI+VII)		(216.12)	234.76
IX. Tax Expense			
Deferred Tax	11	(1,211.28)	-
X. Profit / (Loss) for the period		995.16	234.76
XI. Earning per Equity Share (₹) :	27		
Cash		0.43	0.62
Basic & Diluted		0.34	0.23
Notes on Financial Statements	2-46		

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For Om Prakash S. Chaplot & Co.
Chartered Accountants
FRN : 000127C

O.P. Chaplot
Partner
M. No. : 010184
Place : Udaipur
Date : 12th May 2015

R.K. GUPTA
Whole Time Director, CFO
& Company Secretary

For and on behalf of the Board

Onkar Nath Rai	} Directors
Vinit Marwaha	
S.K. Kinra	
Ganpat Singh	
Kumud Pahuja	

Note 1

SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements are prepared in accordance with the Indian General Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 and the provisions of the Companies Act, 2013. Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
- 1.2 Fixed Assets are stated at cost of acquisition / purchase subject to impairment.
- 1.3 Expenditure during construction / erection period is included under Capital Work-in-Progress and is allocated to the respective fixed assets on completion of construction / erection.
- 1.4 Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary Assets and liabilities related to foreign currency transactions are stated at exchange rate prevailing at the end of the year and exchange difference in respect thereof is charged to Statement of Profit & Loss. Premium in respect of forward contracts is recognized over the life of the contract.
- 1.5 Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management. The current investments are stated at lower of cost and quoted / fair value computed categorywise.
- 1.6 Inventories are valued at lower of cost and net realisable value (except scrap / waste which is valued at net realisable value). The cost is computed on weighted average basis. Finished Goods and Process stock include cost of conversion and other costs incurred in bringing the Inventories to their present location and condition.
- 1.7 Revenue is recognized when significant risk and reward of ownership have been passed on to the Customer. Export incentives, Duty drawbacks and other benefits are recognized in the Statement of Profit and Loss and other revenue incentives are netted from respective head. Investment Subsidy is considered as Other Operating Revenue.
- 1.8 Revenue expenditure on research and development is charged to Statement of profit and loss and capital expenditure is added to the fixed assets.
- 1.9 Borrowing cost is charged to Statement of Profit and Loss except cost of borrowing for acquisition of qualifying assets, which is capitalised till the date of commercial use of the assets.
- 1.10 (i) Depreciation on Buildings, Plant & Machinery and Railway Siding is provided as per Straight Line Method (SLM), at the rates and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on Furniture & Fixtures,

Office Equipments, Vehicles and Locomotives is provided on Written Down Value (WDV) method as per the said Schedule. The useful lives of Continuous Process Plants as defined in Schedule II, have been considered based on technical evaluation and depreciation is provided accordingly. Depreciation on impaired assets is provided on the basis of their residual useful life.

- (ii) Leasehold land is being amortised over the lease period.
- 1.11 The carrying amounts of Assets are reviewed at each Balance Sheet date to assess impairment, if any, based on internal / external factors. An impairment loss is recognised, as an expense in the Statement of Profit & Loss, wherever the carrying amount of the Asset exceeds its recoverable amount. The impairment loss recognized in prior accounting period is reversed, if there has been improvement in recoverable amount in subsequent years.
- 1.12 Intangible Assets are being recognized if the future economic benefits attributable to the Assets are expected to flow to the Company and cost of the Asset can be measured reliably. The same are being amortised over the expected duration of benefits.
- 1.13 Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961. Deferred Tax Assets and Liabilities are recognised in respect of current year and prospective years. Deferred Tax Assets is recognized on the basis of reasonable / virtual certainty that sufficient future taxable income will be available against which the same can be realised.
- 1.14 Employee Benefits:
 - (i) Defined Contribution Plan
Contributions to the Employees' Regional Provident Fund (PF), Employees' State Insurance (ESI), Superannuation Fund, and Pension Fund are recognized as defined contribution plan and charged as expenses in the year in which the employees rendered the services.
 - (ii) Defined Benefit Plan
Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and are determined on the basis of actuarial valuation, using the Projected Unit Credit method, as at the date of the Balance Sheet. Actuarial gains / losses, if any, are immediately recognized in the Statement of Profit and Loss.
 - (iii) Short Term Employee Benefits
Short term compensated absences are provided based on past experience of the leave availed.
- 1.15 Provisions in respect of present obligation arising out of past events are made in accounts when reliable estimates can be made of the amount of the obligation. Contingent Liabilities are not recognized but are disclosed by way of Notes to Accounts. Contingent Assets are not recognised or disclosed in Financial Statements.

(Amount in ₹ Lacs)

31st Mar. 2015 31st Mar. 2014**Note 2****SHARE CAPITAL****Authorised :****Equity Shares**

- 31,25,00,000 of ₹ 4 each (Previous period 29,75,00,000 of ₹ 4 each)	12,500.00	11,900.00
---	------------------	-----------

Preference Shares

- 60,00,000 of ₹ 10 each (Previous period 60,00,000 of ₹ 10 each)	600.00	600.00
---	---------------	--------

- 6,900 of ₹ 1,00,000 each (Previous period-Nil)	6,900.00	-
--	-----------------	---

	20,000.00	12,500.00
--	------------------	-----------

Issued, Subscribed & Paid up:**Equity Shares**

- 29,52,05,280 of ₹ 4 each (Previous period 29,52,05,280 of ₹ 4 each) fully paid up	11,808.21	11,808.21
---	------------------	-----------

Zero Coupon Preference Shares

- 45,31,948 Shares of ₹ 10 each (Previous period 45,31,948 of ₹ 10 each) fully paid up (series-I) (Issued in consideration other than cash)	453.19	453.19
---	---------------	--------

- 563,282 Shares of ₹ 10 each (Previous period 563,282 of ₹ 10 each) fully paid up (series-II) (Issued in consideration other than cash)	56.33	56.33
--	--------------	-------

5% Cumulative Redeemable Preference Shares (CRPS)

- 4,700 Shares of ₹ 1,00,000 each (Previous period-Nil) fully paid up (series-I)	4,700.00	-
--	-----------------	---

- 1,300 Shares of ₹ 1,00,000 each (Previous period-Nil) fully paid up (series-II)	1,300.00	-
---	-----------------	---

	18,317.73	12,317.73
--	------------------	-----------

a. Reconciliation of number of Share Outstanding :**Equity Shares**

Opening Balance	295,205,280	100,205,280
-----------------	--------------------	-------------

Shares Issued during the period	-	195,000,000
---------------------------------	---	-------------

Shares Bought back during the period	-	-
--------------------------------------	---	---

Shares Outstanding at the end of the period	295,205,280	295,205,280
---	--------------------	-------------

Zero Coupon Preference Shares**Series - I**

Opening Balance	4,531,948	4,531,948
-----------------	------------------	-----------

Shares Issued during the period	-	-
---------------------------------	---	---

Shares Bought back during the period	-	-
--------------------------------------	---	---

Shares Outstanding at the end of the period	4,531,948	4,531,948
---	------------------	-----------

Series - II

Opening Balance	563,282	563,282
-----------------	----------------	---------

Shares Issued during the period	-	-
---------------------------------	---	---

Shares Bought back during the period	-	-
--------------------------------------	---	---

Shares Outstanding at the end of the period	563,282	563,282
---	----------------	---------

5% Cumulative Redeemable Preference Shares (CRPS)**Series - I**

Opening Balance	-	-
-----------------	---	---

Shares Issued during the period	4,700	-
---------------------------------	--------------	---

Shares Bought back during the period	-	-
--------------------------------------	---	---

Shares Outstanding at the end of the period	4,700	-
---	--------------	---

UDAIPUR CEMENT WORKS LIMITED

(Amount in ₹ Lacs)

	31 st Mar. 2015	31 st Mar. 2014
Series - II	Number	Number
Opening Balance	-	-
Shares Issued during the period	1,300	-
Shares Bought back during the period	-	-
Shares Outstanding at the end of the period	<u>1,300</u>	<u>-</u>
(Amount in ₹ Lacs)		

b. Shares held by Holding Company

22,27,75,000 Equity Shares (Previous period 22,27,75,000 Shares)	8,911	8,911
6,000 5% Cumulative Redeemable Preference Shares (Previous period-Nil)	6,000	-
	Number	Number

c. List of Shareholders holding more than 5% of the aggregate shares of the Company

Shareholders Name

Equity Shares

JK Lakshmi Cement Ltd.	222,775,000	222,775,000
Florence Investech Ltd.	35,486,242	35,486,242

Zero Coupon Preference Shares

ICICI Bank Ltd.	2,215,670	2,215,670
Unit Trust of India	1,481,560	1,481,560
Life Insurance Corporation of India	362,550	362,550

5% Cumulative Redeemable Preference Shares (CRPS)

JK Lakshmi Cement Ltd.	6,000	-
------------------------	--------------	---

d. Terms / right attached to Equity Shareholders:

1. The Company has only one class of equity shares having a par value of ₹ 4 per share. Each holder of equity shares is entitled to one vote per share.
2. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

e. During the year, the Authorised Share Capital of the Company has been increased from ₹ 12,500 lacs to ₹ 20,000 lacs i.e. 31,25,00,000 Equity Shares of ₹ 4 each, 60,00,000 Preference Shares of ₹ 10 each & 6,900 Preference Shares of ₹ 1,00,000 each.

f. During the year, the Company has allotted 5% Cumulative Redeemable Preference Shares (CRPS) of ₹ 6,000 lacs (Series-I & Series-II allotted on 14.01.2015 and 30.03.2015 respectively) at par against cash to the Holding Company pursuant to BIFR Sanctioned Rehabilitation Scheme.

The 5% CRPS carries a Put option. In the event of the Company being unable to pay dividend for a consecutive period of 3 years after it is out of the purview of BIFR and unable to pay the Capital back, CRPS holders have the right to get them converted into Equity Shares subject to statutory approvals.

The 5% CRPS also carries a Call option. In case there being any Liquidity Event of the Company, if it fails to redeem the CRPS at par within 3 months, CRPS holders shall have the right to get them converted into Equity Shares subject to statutory approvals.

If the Put / Call option is not exercised, the 5% CRPS are redeemable in 3 annual installments of 30%, 30% & 40% of face value at the end of 18th, 19th & 20th year from the date of allotment.

g. The Zero Coupon Redeemable Preference Shares (ZCPS) aggregating to ₹ 509.52 lacs are redeemable on March 31, 2017 i.e. at the end of 7 years from the cut off date as per the Scheme.

(Amount in ₹ Lacs)

31st Mar. 2015 31st Mar. 2014

Note 3

RESERVES AND SURPLUS

Surplus / (Deficit) in the Statement of Profit and Loss

Balance as per last Financial Statement	(9,887.06)	(10,121.82)
Add: Transfer from Statement of Profit and Loss	995.16	234.76
Add: Depreciation of Fixed Assets (Refer Note 33)	(50.23)	-
	<u>(8,942.13)</u>	<u>(9,887.06)</u>
	<u>(8,942.13)</u>	<u>(9,887.06)</u>

Note 4

ADVANCE AGAINST SHARES

Advance against Shares	-	3,378.53
	<u>-</u>	<u>3,378.53</u>

Non-Current		Current*	
31st Mar.2015	31st Mar.2014	31st Mar. 2015	31st Mar. 2014

Note 5

LONG-TERM BORROWINGS

SECURED LOANS

Term Loans:

From Banks	<u>5,000.00</u>	<u>5,000.00</u>	<u>-</u>	<u>-</u>
Amount disclosed under the head	-	-	-	-
"Other Current Liabilities"	<u>5,000.00</u>	<u>5,000.00</u>	<u>-</u>	<u>-</u>

* Due & payable within one year

Term Loan from a Bank of ₹ 5,000 lacs is secured / to be secured by way of first pari passu charge on all the immovable and movable fixed assets of the Company situated at Shripati Nagar, Distt. Udaipur, Rajasthan. This Term Loan shall be repayable in 28 equal quarterly installments commencing from 1st April 2017. This Term Loan is also secured by Corporate Guarantee of the Holding Company.

UDAIPUR CEMENT WORKS LIMITED

(Amount in ₹ Lacs)

31st Mar. 2015 31st Mar. 2014

Note 6

OTHER LONG-TERM LIABILITIES

Govt. and other dues	278.97	625.66
Trade Deposits	30.13	12.03
	309.10	637.69

Note 7

LONG-TERM PROVISIONS

Provision for Employees' Benefits

Provision for gratuity and staff benefit schemes	2.60	20.26
Provision for compensated absences	24.50	15.05
	27.10	35.31

Note 8

OTHER CURRENT LIABILITIES

Advance from Customers	248.83	530.23
Govt. and other dues	531.44	595.59
Capital Creditors	507.66	104.50
Other Liabilities	126.45	144.90
	1,414.38	1,375.22

NOTE 9

SHORT-TERM PROVISIONS

Provision for Employees' Benefits

Provision for gratuity and staff benefit schemes	77.82	42.18
Provision for compensated absences	8.59	3.91
	86.41	46.09

Note 10

TANGIBLE ASSETS

(Amount in ₹ Lacs)

PARTICULARS	Gross Block (At Cost)			Depreciation / Amortization			Net Block			
	1-Apr-14	Additions/ Adjustments	Sales/ Adjustments	31-Mar-15	Upto Last Year	During the year	On Sales/ Adjustments	To Date	31-Mar-15	31-Mar-14
Freehold Land	115.87	-	-	115.87	-	-	-	-	115.87	115.87
Leasehold Land	85.03	-	-	85.03	65.18	0.17	-	65.35	19.68	19.85
Building	1,630.71	-	9.34	1,621.37	685.96	100.67	6.65	779.98	841.39	944.75
Plant & Machinery	13,391.16	39.12	2,442.38	10,987.90	9,251.31	174.31	2,316.40	7,109.22	3,878.68	4,139.85
Railway Siding & Locomotives	101.93	-	101.93	-	94.45	2.38	96.83	-	-	7.48
Furniture & Fixtures	161.57	1.88	78.10	85.35	108.76	13.72	77.50	44.98	40.37	52.81
Office Equipments	55.81	5.70	12.06	49.45	18.92	17.97	11.91	24.98	24.47	36.89
Vehicles	14.06	12.59	6.93	19.72	12.75	1.42	6.87	7.30	12.42	1.31
Total	15,556.14	59.29	2,650.74	12,964.69	10,237.33	310.64	2,516.16	8,031.81	4,932.88	5,318.81
Previous Year	17,208.05	3,904.85	5,556.76	15,556.14	15,111.21	408.37	5,282.25	10,237.33	5,318.81	-

INTANGIBLE ASSETS

Computer Software*	27.30	-	-	27.30	5.46	5.46	-	10.92	16.38	21.84
Previous Year	-	27.30	-	27.30	-	5.46	-	5.46	21.84	-

UDAIPUR CEMENT WORKS LIMITED

(Amount in ₹ Lacs)

31st Mar. 2015 31st Mar. 2014

Note 11

DEFERRED TAX ASSETS

Unabsorbed Depreciation	<u>1,211.28</u>	-
	<u>1,211.28</u>	<u>-</u>

Note 12

LONG-TERM LOANS AND ADVANCES

Secured

Unsecured, considered good

Capital Advances	829.69	10.65
Deposits / Balances with Govt. Authorities and Others	398.58	141.13
	<u>1,228.27</u>	<u>151.78</u>

Note 13

OTHER NON-CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

Non-Current Bank Balances (Refer Note 16)	<u>38.40</u>	35.43
	<u>38.40</u>	<u>35.43</u>

Note 14

INVENTORIES

(As certified by the Management)

Raw Materials {Includes Stock in Transit of ₹ 11.85 Lacs (Previous period ₹ 13.08 Lacs)}	152.81	220.66
Finished Goods	131.77	251.26
Stores and Spares	153.44	99.51
	<u>438.02</u>	<u>571.43</u>

Note 15

TRADE RECEIVABLES

(Unsecured, considered good unless otherwise stated)

Outstanding for period exceeding Six months from the date they are due for payment

Considered Good	0.80	84.94
Doubtful	-	374.43
Less : Provision for doubtful receivables	-	(374.43)
Other	31.04	36.31
	<u>31.84</u>	<u>121.25</u>

(Amount in ₹ Lacs)

31st Mar. 2015 31st Mar. 2014

Note 16

CASH AND BANK BALANCES

Cash and Cash Equivalents

Balances with Banks

On Current Accounts	306.09	5,121.65
Deposits with original maturity of less than 3 months	49.19	113.11
Cash on Hand	1.38	0.64
	<hr/> 356.66	<hr/> 5,235.40
Other Bank Balances		
Deposits with original maturity of more than 12 months*	38.40	35.43
	<hr/> 38.40	<hr/> 35.43
Less : Amount disclosed under Non-Current Assets (Refer Note 13)	(38.40)	(35.43)
	<hr/> 356.66	<hr/> 5,235.40

*Under lien with Bank

Note 17

SHORT-TERM LOANS & ADVANCES

Secured

Unsecured, considered good

TDS / TCS Recoverable	7.00	4.38
Prepaid Expenses	14.09	9.69
Balance with Govt. Authorities and Others	118.16	121.25
Other Advances	159.21	148.56
	<hr/> 298.46	<hr/> 283.88

Note 18

OTHER CURRENT ASSETS

Assets held for Sale	410.82	56.56
	<hr/> 410.82	<hr/> 56.56

UDAIPUR CEMENT WORKS LIMITED

(Amount in ₹ Lacs)

	Apr'14-Mar'15 (12 months)	Oct'12-Mar'14 (18 months)
--	--------------------------------------	--------------------------------------

Note 19

REVENUE FROM OPERATIONS

Sale of Products

Cement (Refer Note 35 a)	10,217.29	3,124.90
Others	-	-
Other Operating Revenues (Refer Note 35 b)	322.95	29.09
Revenue from Operations (Gross)	10,540.24	3,153.99
Less : Excise Duty	1,297.37	466.58
Revenue from Operations (Net)	9,242.87	2,687.41

Note 20

OTHER INCOME

Interest Income	26.42	38.55
	26.42	38.55

Note 21

COST OF MATERIALS CONSUMED *

Clinker	5,177.41	1,639.47
Gypsum	266.82	112.14
Fly Ash	744.02	222.35
Packing Material	473.60	167.87
	6,661.85	2,141.83

*

Indigenous	6,661.85	2,141.83
Imported	-	-
Total	6,661.85	2,141.83

	% of Total	% of Total
--	-------------------	-------------------

Indigenous	100.00%	100.00%
Imported	-	-
Total	100.00%	100.00%

(Amount in ₹ Lacs)

	Apr'14-Mar'15 (12 months)	Oct'12-Mar'14 (18 months)
--	------------------------------	------------------------------

Note 22**CHANGES IN INVENTORIES OF FINISHED GOODS,
WORK-IN-PROGRESS AND STOCK-IN-TRADE****Opening Stocks**

Work-in-Progress	-	44.47
Finished Goods	251.26	7.08
	251.26	51.55
Less: Inventory Written off	-	(51.55)
	251.26	-

Closing Stocks

Work-in-Progress	-	-
Finished Goods	131.77	251.26
	131.77	251.26
Add / (Less) : Excise Duty Variance on Stock	(24.52)	45.01
(Increase) / Decrease in Stocks	94.97	(206.25)

Note 23**EMPLOYEE BENEFITS EXPENSE**

Salaries and Wages	217.38	97.86
Contribution to Provident and Other Funds (Refer Note 43)	22.75	12.28
Staff Welfare Expenses	44.37	28.31
	284.50	138.45

Note 24**OTHER EXPENSES**

Consumption of Stores and Spares* (Refer Note 36 a)	180.63	11.59
Transport, Clearing and Forwarding Charges	975.14	246.81
Power & Fuel	484.09	210.59
Insurance	1.18	1.51
Rent (Net)	1.14	3.70
Repairs to Buildings	17.80	10.30
Repairs to Machinery	42.82	23.20
Rates and Taxes	20.82	16.93
Prior Period Expenses (Refer Note 36 b)	-	98.12
Advertisement, Travelling, Consultancy etc.	206.39	98.07
	1,930.01	720.82

*		
Indigenous	180.63	11.59
Imported	-	-
Total	180.63	11.59
	% of Total	% of Total
Indigenous	100.00%	100.00%
Imported	-	-
Total	100.00%	100.00%

UDAIPUR CEMENT WORKS LIMITED

(Amount in ₹ Lacs)

	Apr'14-Mar'15 (12 months)	Oct'12-Mar'14 (18 months)
--	--------------------------------------	--------------------------------------

Note 25

FINANCE COSTS

Interest expenses	374.25	35.01
	<u>374.25</u>	<u>35.01</u>

Note 26

DEPRECIATION AND AMORTISATION EXPENSES

Depreciation on Tangible Assets	310.64	408.37
Amortisation on Intangible Assets	5.46	5.46
Less : Shown as Exceptional Item	-	15.93
Less : Depreciation of Fixed Assets (Refer Note 33)	50.23	-
	<u>265.87</u>	<u>397.90</u>

Note 27

EARNING PER SHARE

Profit / (Loss) after tax available for Equity Shareholders	995.16	234.76
Weighted average number of Equity Shares	2,952.05	1,016.34
Earning Per Share (₹) (Face Value of ₹ 4 each)		
- Cash	0.43	0.62
- Basic and diluted	0.34	0.23

NOTES TO ACCOUNTS

28 The Company is registered as a Sick Company with BIFR. Due to nonviability, operations of the plant were under suspension since 26th March 2002. A Rehabilitation Scheme for the Company (the Scheme) has been sanctioned by the Board for Industrial and Financial Reconstruction (BIFR), New Delhi on 13th January 2012 under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985. As per the Scheme, JK Lakshmi Cement Ltd. has infused ₹ 4,911.00 lacs against which the Company has allotted Equity Shares of ₹ 8,911.00 lacs and 5% Cumulative Redeemable Preference Shares (CRPS) of ₹ 6,000.00 lacs.

29 Estimated amount of contracts remaining to be executed on capital account (Net of Advances) ₹ 23,158.46 lacs (Previous period - ₹ 7,888.48 lacs)

30 Contingent Liability in respect of claims not accepted by the Company (matters in appeals) and not provided for are as follows:

	(Amount in ₹ Lacs)	
	31st Mar'15	31st Mar'14
a) Excise duty in respect of matters in appeal	7.21	7.21
b) Sales Tax in respect of matters in appeal	42.30	42.30
c) Service tax	66.06	66.06
d) Land Tax	1029.29	1029.29
e) Other matters	102.90	115.41
	<u>1,247.76</u>	<u>1,260.27</u>

31 The Company has created Deferred Tax Asset of ₹ 1,211.28 lacs only (Previous period - Nil) considering the extent of utilization of carried forward unabsorbed depreciation against future taxable income on the principle of virtual certainty. The relief from Minimum Alternate Tax (MAT) is available to the Company as provided in explanation (iii) to Section 115JB (2) of Income Tax Act, 1961.

32 Contingent liability for non-use of Jute bags for Cement packing upto 30th June 1997, as per Jute Packaging Materials (Compulsory use of Packaging Commodities) Act, 1987 is not ascertained and the matter is subjudice. The Government has excluded Cement Industry from application of the said Order from 1st July 1997.

33 During the Current Year, the Company has revised depreciation rate on certain Fixed Assets as per the useful life specified in Schedule II of the Companies Act, 2013 as re-assessed by the Company. Based on current estimates, the Carrying value of ₹ 50.23 lacs on account of Fixed Assets which have completed their useful life as on 1st April 2014 has been charged off against the Reserves & Surplus. Had there not been any change in useful life of the Fixed Assets, depreciation for current year ended 31.03.2015, would have been higher by ₹ 46.98 lacs.

34 Exceptional Items of ₹ 126.04 lacs comprises of :-

- Advance from Customers of ₹ 284.15 lacs written back.
 - Bad Debts written off ₹ 84.94 lacs and certain old recoverable / payable balances amounting to ₹ 73.17 lacs (net) were written off during the year.
-

- 35 a) Sales include own consumption at cost - ₹ 177.53 lacs (Previous period - ₹ 2.36 lacs).
b) Other Operating Revenue includes Sales Tax / Value added Tax subsidy of ₹ 319.90 lacs (Previous period - ₹ 29.09 lacs were included in Sales) and Bad Debts now recovered of ₹ 3.05 lacs (Previous period - Nil).
- 36 a) Consumption of Stores & Spares is net of Scrap Sale - ₹ 2.10 lacs (Previous period - ₹ 33.09 lacs)
b) Prior Period Expenses for the year - Nil (Previous period - ₹ 98.12 lacs).
- 37 The liabilities pertaining to the statutory levies and pending legal cases prior to 01.12.1993 (date of take over of the cement undertaking from Bajaj Hindustan Limited) will be borne by Bajaj Hindustan Limited.
- 38 The Company has only one business segment namely Cementitious Materials.
- 39 a) Based on information available with the Company in respect of MSME (The Micro Small & Medium Enterprises Development Act, 2006). The details are as under :
- i) Principal and Interest amount due and remaining unpaid as at 31st March 2015 - Nil (Previous period - Nil).
ii) Interest paid in terms of section 16 of the MSME Act during the year - Nil (Previous period - Nil).
iii) The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified - Nil (Previous period - Nil).
iv) Payment made beyond the appointed day during the year - Nil (Previous period - Nil).
v) Interest Accrued and unpaid as at 31st March 2015- Nil (Previous period - Nil).
- b) Some of the Balances of debtors and creditors are in process of confirmation.
- 40 Amount Paid to Auditors

	(Amount in ₹ Lacs)	
	Apr'14-Mar'15 (12 Months)	Oct'12-Mar'14 (18 Months)
(i) Statutory Auditors		
Audit Fee	1.00	0.35
Tax Audit	0.50	0.35
Other Services	0.76	0.29
Limited Review Fee	0.23	0.38
Reimbursement of Expenses	0.02	-
	2.51	1.37
(ii) Cost Auditors		
Cost Audit Fee	0.35	0.15
	0.35	0.15

- 41 Capital Work-in-Progress includes Machinery in stock, construction / erection materials, advances for construction and Machinery and also includes the following pre-operation expenses pending allocation.

(Amount in ₹ Lacs)

	31 st Mar'15	31 st Mar'14
Power & Fuel	56.88	154.84
Salaries and Wages	955.22	457.55
Staff Welfare Expenses	71.36	54.86
Insurance	11.16	2.97
Rent	-	6.79
Travelling, Consultancy & Miscellaneous Expenses	196.06	220.94
Finance Costs	167.95	286.40
	1,458.63	1,184.35
Add : Expenditure upto previous period	1,383.54	382.36
Less : Transferred to Fixed Assets	-	183.17
	2,842.17	1,383.54

42 Related Party Disclosure

List of Related Parties:

a) Holding Company:

JK Lakshmi Cement Ltd (JKLC)

b) Key Management Personnel (KMP):

Shri R. K. Gupta - Whole Time Director, CFO & Company Secretary

c) The following transactions were carried out with related parties in the ordinary course of business:

(Amount in ₹ Lacs)

Nature of Transactions	Holding Company	Associate Company	Key Management Personnel	Holding Company	Associate Company	Key Management Personnel
	Apr'14 - Mar'15 (12 months)			Oct'12 - Mar'14 (18 months)		
(i) Remuneration to KMP*	-	-	85.94	-	-	4.14
(ii) Purchase of Clinker	5,134.90	-	-	13.09	1,839.07	-
(iii) Royalty Paid	59.95	-	-	0.35	7.88	-
(iv) Sales of Cement	5,633.33	-	-	121.06	2,803.65	-
(v) Guarantee for Loan availed	-	-	-	5,000.00	-	-
(vi) Advance against Shares#	2,621.47	-	-	4,175.70	-	-
(vii) Outstanding as at year end						
- Payable						
KMP (Net)	-	-	-	-	-	0.01
Remuneration to KMP	-	-	4.02	-	-	0.02
JKLC	1370.10	-	-	3,582.39	-	-

*Remuneration is excluding provision for Gratuity & Leave Encashment, where the actuarial valuation is done on overall Company basis.

During the year, the company has allotted 5% Cumulative Redeemable Preference Shares (CRPS) of ₹ 6,000.00 lacs against such advance.

43 Employee Defined Benefits:

(a) Defined Benefit Plans / Long Term Compensated Absences - As per Actuarial Valuation on 31st March 2015.

(Amount in ₹ Lacs)

		Apr'14 – Mar'15 (12 months)		Oct'12 – Mar'14 (18 months)	
		Gratuity Funded	Leave Encashment Non Funded	Gratuity Funded	Leave Encashment Non Funded
I	Expenses recognised in the Statement of Profit & Loss for the year ended 31st March 2015				
1	Current Service Cost	13.18	9.07	14.92	18.96
2	Interest Cost	12.25	1.33	21.72	-
3	Expected return on plan assets	(14.00)	-	(24.83)	-
4	Actuarial (Gains) / Losses	18.10	8.25	24.35	-
5	Total expense	29.53	18.65	36.17	18.96
II	Net Asset / (Liability) recognised in the Balance Sheet as at 31st March 2015				
1	Present Value of Defined Benefit Obligation as at 31 st March, 2015	207.34	33.09	175.04	18.96
2	Fair value of plan assets as at 31 st March, 2015	177.81	-	139.08	-
3	Funded status [Surplus / (Deficit)]	(29.53)	(33.09)	(35.96)	(18.96)
4	Net Asset / (Liability) as at 31 st March, 2015	(29.53)	(33.09)	(35.96)	(18.96)
III	Change in obligation during the year ended 31st March 2015				
1	Present Value of Defined Benefit Obligation at the beginning of the year	175.04	18.96	206.88	18.96
2	Current Service Cost	13.18	9.06	14.92	-
3	Interest Cost	12.25	1.33	21.72	-
4	Actuarial (Gains) / Losses	14.12	8.25	14.37	-
5	Benefits Payments	(7.25)	(4.51)	(82.86)	-
6	Present Value of Defined Benefit Obligation at the end of the year	207.34	33.09	175.04	18.96
IV	Change in Assets during the year ended 31st March 2015				
1	Fair value of plan assets at the beginning of the year	175.04	-	206.88	-
2	Expected return on plan assets	14.00	-	24.83	-
3	Contributions by employers	-	-	0.21	-
4	Actual benefits paid	(7.25)	-	(82.86)	-
5	Actuarial gains / (Loss)	(3.98)	-	(9.98)	-
6	Fair value of plan assets at the end of the year	177.81	-	139.08	-
7	Actual return on plan assets	10.02	-	14.85	-
V	Actuarial Assumptions :				
1	Discount Rate	7.00%		7.00%	
2	Expected rate of return on plan assets	8.00%		8.00%	
3	Mortality	-		-	
4	Turnover rate	Age up to 30- 3%, from 31 to 44 - 2%, above 44 - 1%		Age up to 30 - 3%, from 31 to 44 - 2%, above 44 - 1%	
5	Salary Escalation			5.00%	

a) Defined Benefit Plan

Amount recognised as expenses in Note 23 and included herein above.

Item "Salaries and Wages" includes ₹ 5.76 lacs (Previous period - ₹ 2.49 lacs) for Leave Encashment.

Item "Contributions to Provident and Other Funds" includes ₹ 8.69 lacs (Previous period - ₹ 4.53 lacs) for Gratuity.

(b) Defined Contribution Plans

Amount recognised as an expense and included in Note 23 "Contributions to Provident and other Funds" of Statement of Profit and Loss ₹ 11.23 lacs (Previous period - ₹ 5.93 lacs)

(c) The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of assets management, historical results of return on plan assets and the policy for plan assets management.

(d) The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(Amount in ₹ Lacs)

(e) Experience Adjustments

Particulars	Apr'14-Mar'15 (12 months)	Oct'12-Mar'14 (18 months)
I) Gratuity Funded		
Defined Benefit Obligation	207.34	175.04
Fair Value of Plan Assets	177.81	139.08
Surplus / (Deficit)	(29.53)	(35.96)
Expected Adjustments on Plan Liabilities	(14.12)	(14.37)
Expected Adjustments on Plan Assets	(3.98)	(9.98)
II) Leave Encashment		
Defined Benefit Obligation	33.09	18.96
Fair Value of Plan Assets	-	-
Surplus / (Deficit)	(33.09)	(18.96)
Expected Adjustments on Plan Liabilities	-	-

44. During the year, the Company has received subsidy of ₹ 21.12 lacs (Previous period- ₹ 1.90 lacs) in terms of State Investment Promotion Scheme, of which ₹ 21.12 lacs (Previous period- ₹ 1.90 lacs) has been netted from Power & Fuel expenses.

45. a. C.I.F. Value of Imports - Nil (Previous period - Nil)

b. Expenditure in Foreign Currency on account of Travelling aggregates to ₹ 15.72 lacs (Previous period - Nil)

c. Earning in Foreign Currency - Nil (Previous period - Nil)

46. Current year Accounts have been prepared in accordance with the Revised Schedule-VI and previous period's figures have been regrouped / re-classified accordingly.

As per our report of even date

For Om Prakash S. Chaplot & Co.
Chartered Accountants
FRN : 000127C

O.P. Chaplot
Partner
M. No. : 010184
Place : Udaipur
Date : 12th May 2015

R.K. GUPTA
Whole Time Director, CFO
& Company Secretary

For and on behalf of the Board

Onkar Nath Rai

Vinit Marwaha

S.K. Kinra

Ganpat Singh

Kumud Pahuja

Directors

CASH FLOW STATEMENT

For the year ended 31st March 2015

(Amount in ₹ Lacs)

	Apr'14-Mar'15 (12 months)	Oct'12-Mar'14 (18 months)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss before Tax and Exceptional Items	(342.16)	(501.80)
Adjustments for:		
Depreciation and Amortisation	265.87	397.90
Interest Income	(26.42)	(38.55)
Finance Cost	374.25	35.01
Exceptional Items	126.04	736.56
Operating Profit before Working Capital changes	397.58	629.12
Adjustments for :		
Trade & Other Receivables	(511.17)	54.79
Inventories	133.41	(149.81)
Trade & Other Payables	1,266.17	(53.43)
Net Cash from Operating Activities	1,285.99	480.67
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(8,420.34)	(5,226.43)
Sales of Fixed Assets	-	274.52
Interest received	11.36	39.35
Net Cash from / (used in) Investing Activities	(8,408.98)	(4,912.56)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long-Term Borrowings	-	5,000.00
Advance against Shares	(3,378.53)	(3,624.30)
Increase in Share Capital	6,000.00	7,800.00
Interest Paid	(374.25)	(35.01)
Net Cash from / (used in) Financing Activities	2,247.22	9,140.69
D. Increase / (Decrease) in Cash & Cash Equivalents	(4,875.77)	4,708.80
E. Cash & Cash Equivalents as at the beginning of the year	5,270.83	562.03
F. Cash & Cash Equivalents as at the close of the year	395.06	5,270.83

Notes :

Cash and Cash Equivalents include :

- Cash, Cheques in hand and remittance in transit	1.38	0.64
- Balance with Scheduled Banks	393.68	5,270.19
	395.06	5,270.83

Previous year's figures have been re-arranged and re-casted wherever necessary.

As per our report of even date

For Om Prakash S. Chaplot & Co.
Chartered Accountants
FRN : 000127C

O.P. Chaplot
Partner
M. No. : 010184
Place : Udaipur
Date : 12th May 2015

R.K. GUPTA
Whole Time Director, CFO
& Company Secretary

For and on behalf of the Board

Onkar Nath Rai	}	Directors
Vinit Marwaha		
S.K. Kinra		
Ganpat Singh		
Kumud Pahuja		

The 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 are as under:-

- (a). The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio to Median Remuneration
Rohni Kumar Gupta	40.92

- (b). The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year :

Whole Time Director, Chief Financial Officer and Company Secretary	% increase(decrease) in remuneration in the financial year
Rohni Kumar Gupta	3114

- (c). The percentage increase in the median remuneration of employees in the financial year: 9.38%
- (d). The number of permanent employees on the rolls of Company: 224
- (e). The explanation on the relationship between average increase in remuneration and Company performance:
Increments are given keeping in mind performance of employees, performance of the company, prevailing market condition, Industry average etc.
- (f). Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Particulars	Rohni Kumar Gupta
Aggregate remuneration of key managerial personnel (KMP) in FY15 (₹ lacs)	85.94
Revenue (₹ lacs)	10,540.24
Remuneration of KMPs (as % of revenue)	0.82
Profit before Tax (PBT) (₹ lacs)	(216.12)
Remuneration of KMP (as % of PBT)	(39.76)

The % increase in the remuneration of KMP during the Financial Year 2014-15 is not comparable with previous year because of very nominal salary drawn by KMP in the past 10 years during which operations of the Company were completely suspended. The Company was registered as a sick company and a scheme of rehabilitation was under consideration of Hon'ble BIFR which was finally sanctioned in January 2012 and the Company resumed its operation in the year 2013-14.

- (g). Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2014	March 31, 2015	% Change
Market Capitalization (₹ Lacs)	24059.23	36959.70	53.62
Price Earnings Ratio	35.43	36.82	3.92

- (h). 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:

Particulars	March 31, 2015	1995 (IPO)	% Change
Market Price (BSE)	12.52	30.00	(58.27)

- (i). Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

On average employees received an annual increment of 13.27% whereas the increase in the managerial remuneration was 3114% for exceptional reasons as explained above under para (f).

- (j). The key parameters for any variable component of remuneration availed by the directors:
Executive Directors have not availed any variable component of remuneration.

- (k). The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: NONE

- (l). Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

- (m). The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

UDAIPUR CEMENT WORKS LIMITED

(CIN: L26943RJ1993PLC007267)

Regd. Office: Shripati Nagar, P.O. CFA, Udaipur-313 021(Rajasthan)
Secretarial Deptt.: Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg
New Delhi-110 002

Email: bkdaga@jkmail.com, Website: www.udaipurcement.com

Phone: 30179860, Fax: 91-11-23739475

ADMISSION SLIP

Folio No. / DP ID / Client ID#	
No. of Equity Shares held	

I hereby record my presence at the **19th Annual General Meeting** of the Company being held at **Shripati Nagar, P.O. CFA, Udaipur-313021(Rajasthan) on 19th September 2015, at 11.00 A.M.**

Name of the Shareholder (in block letter)
Name of Proxy / Authorised Representative attending* (in block letter)

*Strike out whichever is not applicable

#Applicable for shareholders holding shares in dematerialised form.

Signature of the attending Shareholder / Proxy / Authorised Representative*

- Note: 1. A Member / Proxy / Authorised Representative wishing to attend the meeting must complete this admission slip before coming to meeting and hand it over at the entrance.**
- 2. If you intend to appoint a Proxy, please complete, stamp, sign and deposit the proxy form at the Company's registered office atleast 48 hours before the meeting.**

PROXY FORM

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

UDAIPUR CEMENT WORKS LIMITED

(CIN: L26943RJ1993PLC007267)

Regd. Office: Shripati Nagar, P.O. CFA, Udaipur-313 021(Rajasthan)
Secretarial Deptt.: Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg
New Delhi-110 002

Email: bkdaga@jkm.com, Website: www.udaipurcement.com

Phone: 30179860, Fax: 91-11-23739475

Name of the member(s) :

Registered Address :

Email ID :

Folio No./ Client ID

DP ID

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

1. Name : _____ Email : _____

Address : _____

Signature: _____

or failing him / her

2. Name : _____ Email : _____

Address : _____

Signature: _____

or failing him / her

3. Name : _____ Email : _____

Address : _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 19th Annual General Meeting of the Company, to be held at Shripati Nagar, P.O. CFA, Udaipur-313021 (Rajasthan) on the Saturday, the 19th September 2015 at 11:00 A.M. and at any adjournment thereof

(contd. ...)

in respect of such resolutions as are indicated below:

Resolution Number	Resolution(s)
1	Adoption of the financial statements of the Company for the financial year 2014-15 ended 31 st March 2015 and the Reports of the Board of Directors and Auditors thereon.
2	Re-appointment of Shri Ganpat Singh (DIN: 06416254), who retires by rotation.
3	Ratification of appointment of the Auditors and fixing their remuneration
4	Approval of the Remuneration of the Cost Auditors.
5	Appointment of Ms. Kumud Pahuja (DIN: 07119398) as an Independent Director.
6	Approval of Related Party Transaction with JK Lakshmi Cement Limited
7	Approval of Related Party Transaction with Hansdeep Industries & Trading Company Limited
8	Authorisation to the Board of Directors for borrowings upto an amount not exceeding ₹ 750 Crores.
9.	Revision in the remuneration of Shri R.K. Gupta (DIN: 00086630)

Signed this.....day of.....2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Shripati Nagar P.O. CFA, Udaipur-313 021 (Rajasthan), not less than 48 hours before the commencement of the Meeting.

Notes

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Notes

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Udaipur Cement Works Ltd.
Regd. Office & Works: Shripatinagar, P.O: CFA
Dist : Udaipur-313 021, Rajasthan (India)