

FORM A

Format of covering letter of the annual audit report to be filed with the
stock exchanges (pursuant to SEBI Circular No.CIR/CFD/DIL/7/2012 dt. 13.8.12)

1	Name of the Company	J.K. Cement Limited
2	Annual financial statements for the year ended	31 st March, 2015
3	Type of Audit observation	Matter of Emphasis "Without qualifying our opinion, we draw attention to Note No.37.1(A)(vi) of the financial statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of the Competition Act, 2002 and imposing a penalty of Rs.12854 Lacs on the Company. The Company is advised that it has good case before Competition Appellate Tribunal and accordingly no provision has been considered necessary by the Company in this regard."
4	Frequency of observation	Appeared in the Independent Auditor's Report for the Financial Year 2014-15 (Yearly). <i>since 2012-13</i>
5	Signatories	For J.K. Cement Ltd. <i>Signatures</i>
	Chairman and Managing Director	<i>Y. Singhania</i> Yadupati Singhania Chairman and Managing Director
	President (C/A) & CFO	For J.K. Cement Ltd. <i>A.K. Saraogi</i> A.K. Saraogi President (C/A)&CFO
	Statutory Auditors	FOR P. L. TANDON & Co. CHARTERED ACCOUNTANTS <i>P. L. Tandon</i> PARTNER
	Chairman - Audit Committee	FOR J. K. CEMENT LIMITED <i>Director</i> DIRECTOR

CONSISTENT

G R O W T H

INTENSIVE

T E C H N O L O G Y A D O P T I O N

PERSISTENT

C O S T F O C U S

EXTENSIVE

M A R K E T R E A C H

BRIGHTENING

P R O S P E C T S

THE POWER OF **TEN**

ANNUAL REPORT 2014-15



JK *Cement* LTD.

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Forward Looking Statement

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward looking statement, whether as a result of new information, future events or otherwise.



A Life that inspires

A tribute to
Dr. Gaur Hari Singhania,
Late Chairman, J.K. Cement Limited
12th June, 1935 - 4th February, 2015

A Great Visionary, an Inspiring Leader, an Astute Industrialist and an Exceptional Human Being.

Leading industrialist, sports enthusiast and President of the J. K. Organisation Dr. Gaur Hari Singhania passed away on 4th February, 2015. Amongst his many qualities was the ability to wear multiple hats and perform each role with equal vigour, unwavering enthusiasm and admirable perfection. He was a resolute, discerning industrialist and an inspiring boss who led the Company towards greatest heights. He was our guiding light and we pay our heartfelt tribute. We commit ourselves to his ideals in our journey ahead.



He was a staunch believer in the greater public good and played a significant role in promoting trade bodies, contributing to voluntary organisations and leading many renowned institutions in healthcare, education, social service and culture.

Dr. Gaur Hari Singhania learnt the ropes of the business from his father Sir Padampat Singhania and was actively involved in the operations of J. K. Organisation, one of the oldest, largest and the most respected business groups of the country. He was well known for his quick wit and the ability to foresee situations and to take action on them.

He was as much about play as he was about work. A keen sports enthusiast, he took great pains in building and nurturing sporting institutions and facilities in Kanpur putting it on the map as an important international sports venue. His humanitarian work towards the less privileged people of India, especially of Kanpur won him many friends and well-wishers. Dr. Singhania was a philanthropist and a socially active individual; he lended his support to a number of charitable and educational institutions. He was the inspiration behind a number of initiatives undertaken for improving the lives of the poor and the diseased.

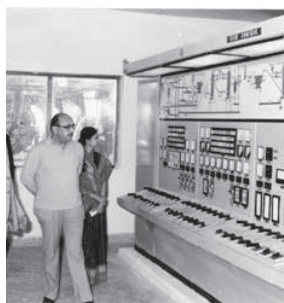
HIS UNWAVERING FAITH IN HIMSELF AND THE PEOPLE AROUND HIM WAS A QUALITY THAT EVERYONE COULD LEARN AND IMBIBE. IT WAS HIS FAITH THAT SAW THE COMPANY THROUGH A HARSH AND EXTREMELY COMPETITIVE BUSINESS ENVIRONMENT.



He had a forward thinker and a visionary. He was quick in making decisions. His unwavering faith in himself and the people around him was a quality that everyone could learn and imbibe. It was his faith that saw the company through a harsh and extremely competitive business environment. He had a universal appeal that cut across generations. His personality was such that he could befriend anyone and adapt to people around him. He was a legend whose contribution and qualities were acknowledged by all those who knew him and those at the highest levels in public life. He faced every adversity with a cheerful frame of mind and remained unfazed through any business or personal calamity.



In his passing we have lost an inspiring leader, an extraordinary human being and a great friend. Dr. Singhania will always be remembered not only for his integrity and business acumen but also for his continuous and untiring efforts to make this company a leading cement manufacturing Company.



HIS PERSONALITY WAS SUCH THAT HE COULD BEFRIEND ANYONE AND ADAPT TO PEOPLE AROUND HIM. HE WAS A LEGEND WHOSE CONTRIBUTION AND QUALITIES WERE ACKNOWLEDGED BY ALL THOSE WHO KNEW HIM AND THOSE AT THE HIGHEST LEVELS IN PUBLIC LIFE.



Registered and Corporate Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

CIN : L17229UP1994PLC017199 **Telephone:** 0091-512-2371478 / 81,

Fax: 0091-512-2399854 **email:** shambhu.singh@jkcement.com **Web:** www.jkcement.com

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of J.K. CEMENT LIMITED will be held at Sir Padampat Singhanian Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur on Saturday the 1st August, 2015 at 12 Noon to transact the following business: -

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2015.
3. To appoint a Director in place of Shri K. N. Khandelwal (DIN 00037250), who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. To appoint Auditors pursuant to Section 139 of the Companies Act, 2013 to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and in this regard, following resolution is proposed to the shareholders. The retiring Auditors M/s P.L.Tandon & Company, Chartered Accountants, Kanpur (ICAI Registration No.000186C), are however eligible for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s P.L Tandon & Company, Chartered Accountants (ICAI Registration NO.000186C), the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the

Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Special Business

To consider and if thought fit, to pass with or without modification(s) the following resolutions:

As Ordinary Resolution(s)

5. "RESOLVED THAT Srimati Sushila Devi Singhanian (holding DIN 00142549), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th July, 2014 in terms of Section 161 (I) of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as a Non-Independent Non-Executive Director of the Company, whose office shall be liable to retire by rotation at the Annual General Meeting."
6. "RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 4,30,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2016 as approved by the Board of Directors of the Company in its meeting held on 23rd May, 2015, to be paid to M/s. K. G. Goyal & Company, Cost Accountants, for conducting cost audit of the Company's Cement Manufacturing Units viz. J. K. Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J. K. Cement Works, Gotan, J.K.White Cement Works, Gotan all situated in the State of Rajasthan, J. K. Cement Works, Jharli, situated in the State of Haryana and J. K. Cement Works, Muddapur situated in the State of Karnataka, be and is hereby ratified and confirmed."

As Special Resolution(s)

7. Private Placement of Non Convertible Debentures

“RESOLVED THAT pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under as may be amended from time to time, the approval of the Company be and is hereby accorded, effective 1st April, 2015, for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCD”) (whether secured or unsecured) on a private placement basis to Nationalised Banks, Indian Private Banks, Foreign Banks/Other Banks/Financial Institutional Trusts/ Other eligible Investors, in one or more tranches during the current financial year ending 31st March, 2016 upto a limit of ₹ 500 Crores subject to the overall borrowing limits of the Company, as approved by the Members, from time to time.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

8. “RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and Rules made thereunder, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Listing Agreements entered into with the Stock Exchanges on which the Company’s equity shares are listed (the “Listing Agreements”), the Memorandum of Association and Articles of Association of J K Cement Limited (the “Company”) and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised on behalf of the Company, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of

such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a public issue, preferential issue, Qualified Institutions Placement, private placement or a combination thereof, such number of equity shares of the Company (the “Equity Shares”) or the Global Depository Receipts (“GDRs”), the American Depository Receipts (“ADRs”), the Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures/ optionally convertible debentures, non convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into or linked to Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “Securities”) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the “Investors”), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to ₹ 300 Crores or equivalent thereof, in one or more tranche or tranches, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board’s discretion including the discretion to determine the category of Investors to whom the offer issue and allotment of Securities shall be made to the exclusion of others, in such manner including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.”

“RESOLVED FURTHER THAT in case of a Qualified Institutions Placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers

(QIBs) within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.”

“RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board / Committee decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.”

“RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board/Committee decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which the holders of such convertible securities / warrants become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.”

“RESOLVED FURTHER THAT in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised Committee of Directors decides to open such issue.”

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand

augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned Stock Exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws and subject to approvals, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or

allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, creation of mortgage/ charge in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/ or placement document and/ or offering circular and/ or offer document and/ or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/ or GDRs on the Stock Exchanges in India."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or anyone or more executives of the Company."

BY ORDER OF THE BOARD

Shambhu Singh
Asst. Vice President (Legal) & Company Secretary

Place : Kanpur
Dated : 23rd May, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY.** 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. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday the 22nd July, 2015 to Saturday 1st August, 2015 (both day inclusive).
3. The dividend as recommended by the Board of Directors and approved by the members shall be paid to those members, whose names shall appear on the Company's Register of Members on 1st August, 2015. In respect of shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
4. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
5. **Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help the shareholders may contact the Asstt. Vice President (Legal) and Company Secretary at mail id. shambhu.singh@jkcement.com**
6. Members are requested to bring their copies of the Annual Report as Copies of the Report will not be re-distributed at the Meeting.
7. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
8. Members, who hold shares in Physical/Dematerialised Form, are requested to bring their Folio No./ Depository Account Number and Client ID Number for identification.

9. Pursuant to clause 49 of the Listing Agreement relating to Corporate Governance, the particulars of Directors proposed to be appointed or re-appointed are given in the Report on Corporate Governance attached to the Directors' Report.

10. The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone number, PAN and Bank Account details, NECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants, PAN and Bank Account details.

Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number, PAN and Bank Account details at any of our e-mail address viz. (a) shambhu.singh@jkcement.com, (b) rc.srivastava@jkcement.com, (c) investorservices@jkcement.com, (d) jkshr@jkcement.com and send NECS Mandate to the Registered Office of the Company.

11. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting. The remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24th July, 2015.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. 24th July, 2015 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting,

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 29th July, 2015 at 9.00 AM and ends on 31st July, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 24th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the 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.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
12. The Company has appointed M/s. Reena Jakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur Practicing Company Secretaries (C.P No. 6083) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
13. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
14. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the facility of ballot paper or polling paper shall be made available at the Meeting.
- For abundant clarity, please note that 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. .
- The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

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

ITEM NO.5

The Board of Directors of the Company appointed Smt. Sushila Devi Singhania as an Additional Director w.e.f. 26.7.14 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company and to hold office upto this Annual General Meeting. In terms of Section 161 and any other applicable provisions of the Companies Act, 2013, Smt. Sushila Devi Singhania is proposed to be appointed as an Non Independent Non Executive Director whose office is liable to retire by rotation in the Annual General Meeting. Notice has been received from a member proposing her candidature for the office of Director of the Company. Given below is the brief resume of Smt. Sushila Devi Singhania pursuant to clause 49 of the Listing Agreement:

Smt. Sushila Devi Singhania (DIN 00142549), scion of renowned Jalan family representing Surajmall Nagarmall group, famous industrial house. She is an arts graduate having keen interest in industry and commerce. She is acting as Member of Managing Committee of Seth Anand Ram Jaipuria School, Kanpur, President of Juarai Devi Girls Inter College, Kanpur and President of Juarai Devi Girls Post Graduate College, Kanpur. She was/is actively associated with programmes for welfare and upliftment of economically weaker sections, children and women. She is actively associated with religious activities.

She is acting as Director of Yadu International Ltd. and G.H. Securities (P) Limited.

Except Smt. Sushila Devi Singhania and Shri Yadupati Singhania none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise in agenda item No.5

ITEM NO.6

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint a Cost Accountant in practice on the recommendation of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on 23rd May, 2015, the Board has considered and approved appointment of M/s. K.G. Goyal & Company, Cost Accountants for conduct of Cost Audit of the Company's Cement Manufacturing Units viz. J.K.Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J.K.Cement Works, Gotan, J.K.White Cement

Works, Gotan all situated in the State of Rajasthan and J.K.Cement Works, Jhajjar situated in the State of Haryana, J.K.Cement Works, Muddapur situated in the State of Karnataka at a remuneration of ₹ 4,30,000 plus applicable service tax and reimbursement of actual travel and out of pocket expenses for the Financial Year ending 31st March, 2016.

The Resolution at item No.6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the Members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

ITEM NO.7

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year. NCDs, including Commercial Paper issued on private placement basis are a significant source of borrowings for the Company.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the current financial year commencing 1st April, 2015 and ending on March 31, 2016, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs.

The Directors recommend the Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives, are concerned or interested in the passing of the Resolutions at Item No. 7, except to the extent of NCDs that may be subscribed to by them, their relatives or companies/firms in which they are interested.

ITEM NO. 8

In order to meet the fund requirement for funding its long term growth and general corporate purposes including for capital expenditures and working capital or any other purposes as may be permissible under

applicable law and for purposes as approved by the Board of Directors, your Company is proposing to make a Qualified Institutions Placement (QIP) of upto ₹ 300 Crore by way of issuing equity shares of ₹ 10/- (Equity Shares) each at such price or prices including premium/discount on each share, to Qualified Institutional Buyers (QIBs) and for this purpose seeks your approval to the resolution proposed. QIP means allotment of eligible securities by a listed Issuer to QIBs on private placement basis in terms of Chapter VIII of the SEBI ICDR Regulations.

Accordingly your Company proposes to make issue of shares by way of QIP in terms of SEBI ICDR Regulations. These Equity Shares will be allotted only to QIBs in accordance with the SEBI ICDR Regulations.

The QIP/private placement may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however to the ICDR Regulations and other applicable guidelines, notifications, rules and regulations.

The pricing of the Securities that may be issued to QIBs pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined in accordance with Chapter VIII of the ICDR Regulations. The "Relevant Date" for this purpose will be the date on which the Board or the Committee of the Board thereof decides to open the QIP for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/ offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted would be listed on one or more Stock Exchanges in India. The offer/ issue / allotment would be subject to obtaining necessary regulatory approvals, if applicable. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreements.

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Agreements executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

This Special Resolution, if passed, will have the effect of allowing the Board to offer issue and allot Equity Shares to the investors who may or may not be the existing shareholders of the Company.

Post QIP the Company will continue to maintain the minimum public shareholding as per the Listing Agreement.

The proposed QIP Issue is in the interest of the Company and the shareholders and the Board recommends the passing of the above item as a Special Resolution.

As per SEBI ICDR Regulations the Special Resolution under this item will be valid for a period of 12 months from the date of the passing of the Resolution.

The Placement under this resolution will be made only after obtaining prior in principle approval from Stock Exchanges where the shares of the Company are listed. The Issue/allotment would be subject to the availability of required regulatory approvals, if any.

None of the Directors of your Company is interested or concerned in the resolution under the above item.

BY ORDER OF THE BOARD

Shambhu Singh

Asst. Vice President (Legal) & Company Secretary

Place : Kanpur

Dated : 23rd May, 2015



10mn tonnes

WE CROSSED THE IMPORTANT CAPACITY MILESTONE OF 10 MN TONNES WITH THE COMMISSIONING OF OUR BROWNFIELD UNIT AT MANGROL, RAJASTHAN.

20%

DURING THE YEAR, THE NET SALES STOOD AT RS. 3,33,731 LACS SHOWING A GROWTH OF 20% AS COMPARED TO LAST YEAR.

WITH OUR FOCUS ON OPERATIONAL EXCELLENCE, BEST-IN-CLASS CUSTOMER SERVICE AND PROJECT EXECUTION, WE ARE WELL-POSITIONED TO MAKE THE BEST OF THE IMPROVING MARKET ENVIRONMENT.

Dear Shareholders,

In early February this year, our respected Chairman Dr. Gaur Hari Singhania left for his heavenly abode. I would like to pay my tribute to him and his strong leadership. He was a man of rare business acumen, robust confidence and courage of conviction with a clear corporate philosophy. His astute leadership was instrumental in the success of various prominent developmental projects. He has touched and transformed many lives in his role as a business leader and a social entrepreneur. He believed businesses could play a key role in reshaping the economy and society, and worked tirelessly towards that objective. We commit ourselves to living by his ideals and ensuring that his dream of making J.K. Cement one of the world's most respected building materials companies comes true.

FY 2014-15 was a landmark year for J.K. Cement. We crossed the important capacity milestone of 10 mn tonnes with the commissioning of our brownfield unit at Mangrol, Rajasthan with the split grinding unit at Jharli, Haryana, taking our total grey cement capacity to 10.5 Mntpa. This achievement helps us rank among India's top 10 cement companies. We have also now become the world's second largest white cement producer with an installed capacity of 1.2 Mntpa across Gotan, India and Fujairah in UAE. With our expanded capacities now in place, we will benefit from economies of scale, market reach and leverage cost advantage. The new plant addition will improve efficiencies and the lead distance will be reduced as the split grinding unit is close to the market.

For the cement industry, FY 2014-15 was a year of consolidation. Most companies continued to struggle with weak demand, due to cut down in government spending, subdued demand from real estate and construction projects. The industry has been sluggish owing to the recent supply glut following the addition of new capacities. From FY 2011-15, the industry added 92 Mntpa cement capacities and 122 Mntpa in the preceding four-year period (FY 2007-11). The demand was impacted as the sector faced project execution delays, high leverage risk on balance sheet and credit shortfall.

Bright Prospects

Cyclical infrastructure recovery and capex stimulations have catalysed cement demand. The recent cement demand pick-up and slowdown in the pace of capacity additions has led to gradual improvement in utilisation rates across regions. Some of the recent major government initiatives, such as development of 100 smart cities, are expected to provide a major lift to the sector. Besides, the investment in the infrastructure sector is set to increase by ₹ 70,000 crore as per the Union Budget 2014-15. The Government has allocated Rs. 22,407 crore for executing its vision of providing a 'pucca' house to every

DURING THE YEAR, WE EXPANDED OUR CEMENT CAPACITY BY 3.0 MNTPA IN NORTH INDIA. FURTHER, WE ALSO COMMISSIONED THE PLANT FOR BOTH GREY AND WHITE CEMENT WITH AN INSTALLED CAPACITY OF 0.6 MNTPA (WHITE CEMENT) OR 1.0 MNTPA (GREY CEMENT) IN FUJAIRAH (UAE), WHICH WOULD START PROVIDING THE FULL BENEFIT FROM 2016E ONWARDS.

household by 2022. Also India's road sector is about to experience a major transformation over the next 2-3 years with large BOT projects coming up. Cement demand, could enjoy a compound growth rate of 8-9% per annum over the next five years and touch 425 Mntpa in FY 2019-20.

Considering political stability at the Centre, expectations of economic recovery and predicted increase in infrastructure investments and private sector spending, cement demand is likely to remain encouraging, going forward. Decline in crude prices also played a positive role for the industry. We expect demand to gradually improve in the medium term in line with the recovery in infrastructure, investment cycle and overall economy. We are taking definite steps to build a future-ready organisation and make the most of opportunities as they unfold.

Our expansion plans remained on track. During the year, we expanded our cement capacity by 3.0 Mntpa in North India. Further, we also commissioned the plant for both grey and white cement with an installed capacity of 0.6 Mntpa (white cement) or 1.0 Mntpa (grey cement) in Fujairah (UAE), which would start providing the full benefit from 2016E onwards. Despite the rather restrained growth of the industry, I believe the long-term fundamentals and growth prospects remain robust and the capacity additions keep us in the state of preparedness.

During the year, the net sales stood at Rs. 3,33,731 lacs showing a growth of 20% as compared to last year. Profit after tax grew by 61% at Rs. 15, 692 lacs. This further underscores the management's focus on financial management and operating discipline. The Company's renewed performance can be attributed to additional volumes and contribution from all our individual plants and products i.e. grey cement, white cement and wall putty, and on account of capacity expansion projects realised by us during the year. With our focus on operational excellence, best-in-class customer service and project execution, we are well-positioned to make the best of the improving market environment.

Our focus is to fulfil customer aspirations and provide best-in-class experience. Our marketing strategy is

tailored to effectively reach out to a diverse customer spectrum. We engage with customers, listen to their requirements and concerns and integrate their insights to improve our products.

The Company's strategy for long-term growth continues to (a) attain cost leadership through efficiency improvements and innovations and (b) target investment in cement capacities across growth markets.

We are enriching our product portfolio and enhancing brand visibility to leverage more opportunities. Our aim is to focus on brownfield expansion to sustain our leadership in the existing markets as well as drive greenfield expansion to access India's emerging markets.

We are driven by a strong performance ethic and an enduring set of values and are committed to delivering excellence to our stakeholders. Our investments in our people, capabilities, technology and infrastructure continue to ensure that we remain pertinent to our customers. I look forward to your support and encouragement to help the Company scale greater heights in the coming years.

I deeply cherish the faith you have reposed in us and invite you to be a part of our exciting growth story in tune with India's developmental model with infrastructure creation as a priority.

Regards,

Yadupati Singhania

Yadupati Singhania

Chairman and Managing Director

OUR INVESTMENTS IN OUR PEOPLE, CAPABILITIES, TECHNOLOGY AND INFRASTRUCTURE CONTINUE TO ENSURE THAT WE REMAIN PERTINENT TO OUR CUSTOMERS.

Economy Overview

The global economy during FY 2014-15 remained sombre, growing at a modest 3.4%, same as the last year. The year saw a continued pickup in the growth of most advanced economies, and further slowdown in emerging markets and developing economies. The year also saw continued weakness in most commodity prices, especially crude, which benefited energy importers like India.

During the year, Indian economy displayed a few modest and early indicators of growth revival. As per Government's initial estimates, the economic growth during FY 2014-15 increased to 7.5% compared to 6.6% during the previous year.

Indian Growth Rate of GVA at basic price at Constant (2011-12) prices (in %)

Sectors	FY 2012-13	FY 2013-14	FY 2014-15
1. Agriculture, forestry & fishing	1.2	3.7	1.1
2. Industry	6.2	5.3	6.8
2a. Construction	(4.3)	2.5	4.5
3. Services	8.0	9.1	10.6
GDP at market prices	4.9	6.6	7.5

Source: Central Statistics Office (CSO)

THE COMPANY'S GROSS TURNOVER REMAINED ₹ 3859 CRORE DURING THE YEAR COMPARED TO ₹ 3202 CRORE IN PREVIOUS YEAR.

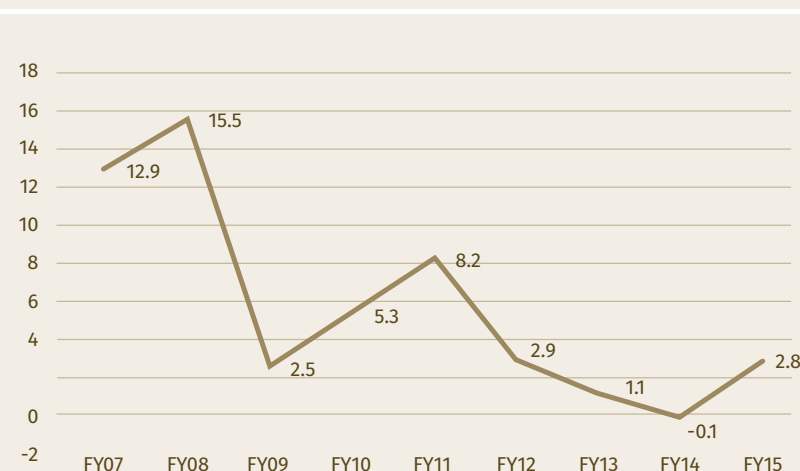
Sectorally, agricultural growth during the year was weak at 1.1% due to poor monsoon, while industry and services at 6.8% and 10.6% respectively saw a continued gradual strengthening.

Global factors, mainly the decline in crude prices and quietness in the global prices of most commodities

helped central bank to finally tame headline inflation. Tighter monetary policy kept demand under check and helped to keep rupee stable. With inflation stabilising at lower levels, the central bank finally loosened its tight monetary stance and reduced key policy rates by 50 basis points during the last quarter of FY 2014-15.

IIP Growth YoY

(%)



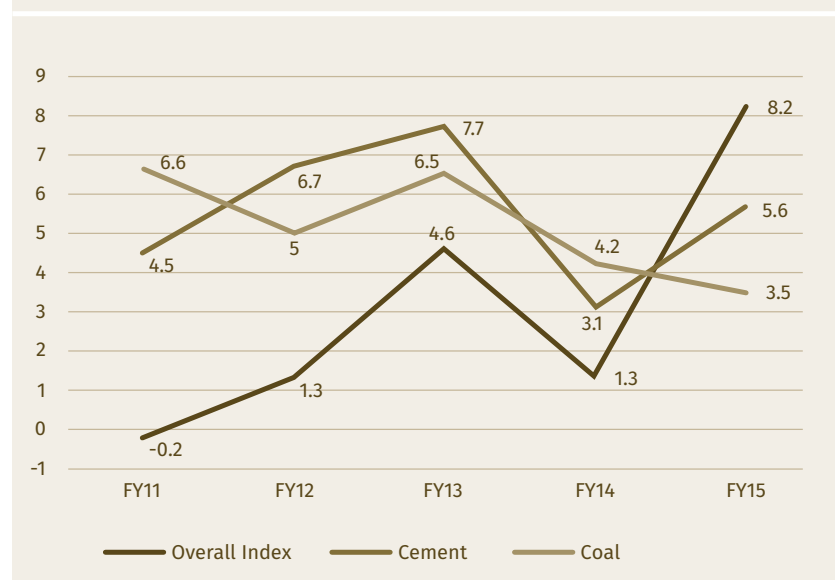
Source: Central Statistics Office (CSO)

The Index of Industrial Production (IIP), aided by higher electricity output on the back of improved coal production, expanded by a modest 2.8%, after recovering from a level of -0.1% last year. Mining, manufacturing and electricity sectors saw a growth of 1.4%, 2.3% and 8.4% respectively.

Despite strong growth in coal (8.2%) and electricity (8.0%), the year witnessed continued weakness in the core sectors, with the overall index slowing to 3.5% against 4.2% in the preceding year. The cement sector, though, saw some improvement and grew by 5.6% against 3.1% during the preceding year.

Growth Rates of Core Industries

(%)



Source: Office of the Economic Advisor, DIPP

Nevertheless, India continues to have robust drivers for growth over the medium to long term, reinforced by its infrastructure and industrial investment potential and demographic advantage. India is one of the few countries where growth outlook is expected to further improve despite worsening global outlook. The investment climate is expected to receive a fillip from a higher government spending on infrastructure, increase in foreign direct investment in the capital intensive sector, government's continued thrust on reforms and reduction in lending rates.

Cement Industry structure and developments

Overview

India's cement industry is a vital part of the economy, providing

employment to more than a million population. The domestic cement sector is the second largest market, globally and contributes 8% to the global cement production. Cement is a cyclical industry. Broadly, the growth of cement industry is directly proportional to the GDP growth of the country, empirically has been seen to grow at a rate of nearly 1.2% of the nominal GDP. The housing and infrastructure sector are the main consumers of the cement industry.

Sector Review

All India cement production grew by 5.6% in FY 2015 as compared to 3.1% in FY 2014. The growth was supported by pre-election spending and delayed monsoon in the first half of the year. During the second half, the demand was impacted by low government spending and less demand from real



➤ Limestone Mines at Mangrol

estate and construction projects and slow recovery in infrastructure spending. The uneven distribution of rain extending to winter affecting Kharif crops, thereby lowering agricultural household income affected demand in North & South India. Further, the demand was impacted by the drastic cut down in Government spending during the last quarter thereby restricting growth to 5.6%.

Going ahead, the cement output is expected to increase around 8%. In addition the cement capacity utilisation which was around 71% in FY 2015 is likely to improve to 72% in FY 2016.

Outlook

A stable government at the Centre is expected to bring about a structural change in the economy, which is likely to pace up the economic growth. The new Government has presented its objective of focus on providing affordable housing and rapid development of infrastructure. It has announced the development of 100 new smart cities with better facilities, connectivity and environment. There are also signs that the Government is considering greater use of cement in

ALL INDIA CEMENT PRODUCTION GREW BY 5.6% IN FY 2015 AS COMPARED TO 3.1% IN FY 2014.



► White Cement despatches from the Fujairah Plant

highway development. Fuel is the key component of the cement industry cost structure, the industry, during the year, benefited from the decline in crude oil prices.

Low off-take from the infrastructure and housing sectors during the year has resulted in demand remaining slow. The restrained demand, coupled with the demand-supply mismatch resulted in prices remaining under pressure. However, the long term drivers for cement demand remain intact. Higher infrastructure spending and robust potential in rural housing are likely to augur well for the cement sector. Importantly, the government's focus on infrastructure development is expected to increase cement demand.

The Indian cement industry, over the last few years has been through a challenging time due to the paucity in demand due to a weak investment climate. Going forward, as the macro economy improves and with the government's enhanced focus on housing and infrastructure, the demand scenario for the cement industry is expected to develop as well. The Government has already started taking decision relating to series of infrastructure reforms which will have significant impact on the growth prospects of the Country and cement demand. Improvement in the domestic investment environment and movement in infrastructure projects is likely to boost demand for cement consumption in India. According to CII, the annual cement demand will reach 550-600 million tonnes by 2025. With a much slower pace of new capacity additions,

we expect capacity utilisation levels to firm up in the near future.

Grey Cement

The housing segment remains the largest end-user segment in the cement industry. The real estate sector is witnessing growth due to migration from villages to cities, rise in the number of middle class and strong growth in rural India. There has been a rise in affordability due to a fall in home loan rates triggered by an interest rate cut in the last quarter of the financial year. Beginning from Union Budget FY 2014-15, where affordable housing was considered on par with infrastructure, to the moderation of inflexibilities in the Land Acquisition and Real Estate Regulatory Bill, India's new Prime Minister has been offering the Indian real estate sector constant doses of energy. The development is likely to pick up promptness as economic conditions improve further, interest rates remain benign, and the growth in Gross Domestic Product (GDP) picks up over the next few years.

White Cement

The global White Cement market stood at 18.5 Mntpa in 2014 which grew at a CAGR of 3.6% during the period 2007-14. It is expected to grow at a CAGR of 4% during 2015-20 to reach 23 Mntpa.

The White Cement market is dominated by China, which consumes 26% of global White Cement consumption. The demand of White Cement is constantly increasing with increase in purchasing power of urban middle class and the high income group. White Cement is mainly used as base work for interior and exterior application for both residential and commercial segment as well as for Tiles, Paints and Putty manufacturing.

White Cement based Wall Putty on the other hand is being used as sub-surface for decorative paints which helps to increase the appearance of both interior and external walls. It also minimises the impact of UV

rays and acts as Water resistant. The demand for Wall Putty is increasing significantly, and its contribution to the Company's performance is expected to be much higher going forward.

The production of White Cement requires very exacting standards and therefore, it is a product which is used for specialised purposes. It provides many building and construction applications with a wide range of aesthetic and attractive opportunities.

Demand Drivers

Infrastructure growth

As per various industry estimates, infrastructure companies are expected to be awarded 9,000 kms of road during FY 2015-16, which is much higher as compared to the annual road built in the range of 3,500-4,500 km during the FY 2010-14. The rate of project completion in the railways, shipping and airport segments is likely to accelerate during FY 2015-17. The country is in a critical phase of development where several infrastructure projects are simultaneously being initiated in different regions, thus driving the demand for cement. All these factors are expected to boost the demand for cement.

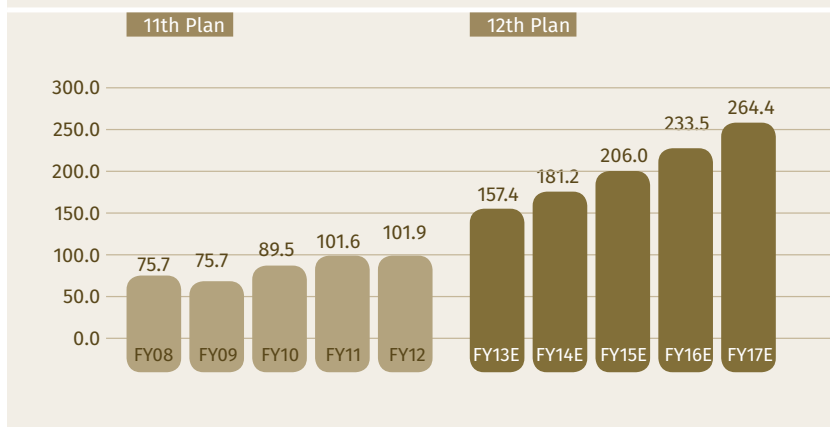
Government Initiatives

Infrastructure and housing segment contributes demand for cement industry in which road sector would see a spurt in cement demand on account of various road projects announced this fiscal by the Government. The Finance Minister in his union budget FY 2015-16 had

**THE FINANCE
MINISTER IN HIS
UNION BUDGET
FY 2015-16 HAD
PROPOSED
1,00,000 KM
ROADS AND A
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FAMILY IN INDIA BY
2022.**

Infrastructure spending during 11th and 12th Five-Year Plan

(USD billion)



Source: Planning Commission, Aranca Research

proposed 1,00,000 km roads and a roof for each family in India by 2022. The government of India is taking various measures to develop the country's infrastructure. The Government has set a massive target for doubling investment in infrastructure to \$1 trillion (₹ 40.9 trillion) during the 12th Plan period (2012-2017) from ₹ 20.5 trillion in 11th five year plan.

Rate of Inflation and Interest

Inflation rate and interest rate impact cement demand as borrowing capacity reduces investment in real estate and housing sector is a major contributor to cement industry. The declining interest rate in the recent RBI monetary policies has created hope of spurt in cement demand.

Risk

Economy Risk

Cement consumption is a function of macro external factors such as economic growth, Government policies, etc. The growth in cement demand is directly co-related to the economic development. Due to the slowdown in economic or infrastructure development activities, cement demand may get adversely affected, thereby putting the selling price of Cement under pressure.

Industry risk

India's cement industry has a capacity of more than 380 Mntpa against demand of 270 Mntpa; as such there is a wide gap between installed capacity and consumption. Capacity addition is likely to continue in the near term, the major capacity addition will be in the Eastern Region of around 12 Mntpa during FY 2016-17, 6 Mntpa capacity will also be added in the South and balance capacity of 10 Mntpa will come in the rest of India. As there is already excess capacity, this may further increase demand – supply gap, in case demand growth is not significant.

Infrastructure Risk

Government spending acts as a key driver for infrastructure growth. Also infrastructure development is subject to various clearances and government policies on availability of natural resources like sand, aggregates etc.

Fuel Risk

The prices of coal have volatile movements; which exposes the Cement Industry to high volatility risk in its energy costs as large amount of fuel is consumed for cement production and captive power generation. Freight, power and coal being major components of cost, any increase in their prices adversely affects the profit margins of the industry.

Project Risk

Delay in project handling might become a cost factor. The cement industry is a capital intensive industry. In the execution of large projects, it could be exposed to time and cost overruns.

Logistic risk

Logistics play an important role in cement industry, which uses both rail and roads for to and fro movement of raw material and dispatches of Cement. Due to less availability of rakes by railways, dispatch by road is the only alternative left to the producer. The hike of railway freight by the Government has also impacted freight cost. Further, any increase in diesel price may have an adverse impact on freight cost, thereby putting pressure to margin.

Opportunities and Threats

Grey Cement

Cement and steel are the two products without which no infrastructure activity can begin so if infrastructure picks up, then demand will improve for Grey Cement as well. Further now all major cement producers are focusing on lowering costs and one way to do so is setting up a split grinding unit near to source of raw material which is fly ash and near to the market. Focusing on the use of more blended cement also prevents our existing resources of limestone to a great extent. This will also help utilisation of by-products of thermal and steel plants.



➤ Plant view of J.K.Cement Works (Fujairah) FZC.



► Children at Gotan School

White Cement

The demand for White Cement is increasing at 4-5% per annum in domestic market. Presently the major driver for White Cement is Wall Putty which is growing at around 20%. However import of White Cement may have some negative impact on domestic sector.

Financial Review(Standalone) Snapshot

	(₹ in lacs)		
Year	2014-15	2013-14	Growth (%)
Net Sales	3,33,731	2,78,154	20%
EBIDTA	45,524	37,491	21%
PBT	15,915	13,627	17%
PAT	15,692	9,703	61%

Performance during the year

Our revenues increased since the previous year, by 19.98%, our post-tax profit also surged considerably, by 61.7%. The renewed performance of the company can be attributed to additional volumes and contribution from all our individual plants and products i.e. Grey Cement, White Cement and wall putty, and on account of capacity expansion projects commissioned by us during the year.

During the year, we completed our on-going expansion projects and successfully dedicating new state of the art manufacturing facilities to the nation, thus actively playing its role in the nation building exercise. We completed the commissioning of a split grinding unit of 1.5 Mntpa in Jharli, Haryana, and brownfield expansion of 1.5 Mntpa integrated unit at Mangrol, Rajasthan. We undertook 1st phase implementation of a White Cement based Wall Putty project of 2 Lac Tonne per annum capacity in Madhya Pradesh.

Grey Cement

The Company recorded an 18% increase in Grey Cement production volume over last year. The increase in volume in North region is on account of the commissioning of expansion

during the year. The South region also saw an increase in capacity utilisation. We expect volumes to improve further post monsoon in current fiscal.

White Cement

White Cement achieved a 3% increase in production volume and Wall Putty achieved an 18 % increase in production volume over last year. The Company expects White Cement and Wall Putty volume to increase by around 4-5% and 20% respectively.

Sustainability

Being responsible towards our customers in the communities we operate, and mother earth is a key business value iterated in our day-to-day operations. We believe that inclusive growth and long-term sustainability are key parameters that will help our business to prosper. We are equally committed to our future generations while delivering long-term value to our stakeholders.

At J.K. Cement, we participate in the holistic development of the communities in which we operate. Our strategies and initiatives have brought smiles to numerous families. We have built schools, colleges, training institutes, hospitals, temples and other social infrastructure, as a part of our community intervention. We believe that our continued success is dependent on our relations with our various stakeholders and our ability to engage and operate harmoniously with them. In this regard we have been working constantly to engage with our key stakeholders and identify material areas which require our imminent and continuous focus. Our major focus areas during the year included education, healthcare, promotion of sports and rural infrastructure development.

We focus on continuous improvement of occupational safety and welfare as well as reducing the environmental impact of our own operations. Our objective is zero harm. We have also set strong targets for the reduction

**THE COMPANY
RECORDED AN
18% INCREASE
IN GREY CEMENT
PRODUCTION
VOLUME OVER
LAST YEAR.**

of water and energy consumption as well as waste generation including protecting the land and conserving scarce resources.

Occupational Health and Safety

The Company has health and workplace safety programmes in place and has established policies and procedures directed at ensuring compliance with applicable legislative requirements. The manufacturing operations are conducted to ensure sensitivity towards the environment and to help minimise waste by encouraging "Green" practices. Efficient management and use of renewable resources is encouraged. Reduction, reuse and recycling of waste are facilitated. The Company believes that the health and safety of the workers and the persons residing in the neighbourhood of its plants is fundamental to the business. Commitment to the identification and eradication or control of the workplace hazards for protection of all is of utmost importance.

Human Resource Management

We have pride in our culture and reputation as a leader and pioneer in White Cement Manufacturing technology and product innovation. This has been built on our ability to acquire and build some of the best talent in the industry. Our people are our most important assets. We are an ethical employer who continues to strengthen this value within the organisation. Further, our pursuit of excellence rests on acquiring, developing and engaging the best of talent.

As a growing global organisation, we continue to evaluate our talent needs and ensure that we have the best person for the job, whether developed from within or acquired from outside. We have reached out to the best talent pools in the industry and acquired talent that aligns with the organisation's growth plans.



► Employees at Mangrol Plant

This is complemented by the substantial effort undertaken by us in developing the competency and capability of our people across levels. We believe that they are an integral part of the organisation's growth, and we continue to invest in a better future for them and the organisation.

We have established people processes to enable and motivate our employees to align themselves with the organisational objectives. While these people processes undergo continuous improvements thanks to the tireless efforts of our team, we have also driven change management initiatives aimed at building a future-ready and world class organisation. The Company's total employee strength stood at 2,470 as on 31st March, 2015.

Internal Control System

The Internal audit function is an independent function and is carried out by a team of external as well as in house auditors at the plants, sales centres, regional offices and head office. Introduction of the ERP system for revenues has been implemented in all the units. The Company has proper and adequate systems of internal controls to

provide reasonable assurance that transactions are authorised, recorded and reported correctly and to ensure compliance with policies and statutes. The internal control system provides for well documented policies, guidelines, authorisations and approval procedures. The Company has an Audit Committee that regularly reviews the reports submitted by the Internal Auditors. SAP implementation has been done across board in all our marketing depots of White and Grey Cement as well as all our plants.

Dear Members,

Your Directors have pleasure in presenting Company's Twenty First Annual Report and Audited Financial Statements for the year ended 31st March, 2015.

1. Financial Results

	₹ / Lacs	
	2014-15	2013-14
Gross Turnover	385948	320171
Profit before depreciation & tax	29575	27024
Less: Depreciation	13660	13397
Profit Before Tax	15915	13627
Tax Expense (Including deferred tax and tax adjustment of earlier years)	223	3924
Profit After Tax	15692	9703
Add: Balance brought forward from previous year	42236	38620
Less: Appropriation		
Transfer to General Reserve	4000	2000
Transfer to Debenture Redemption Reserve	1632	1632
Dividend to Equity Shares (including tax thereon)	3367	2455
Balance to be carried forward	52296	42236

THE FINANCIAL YEAR 2014-15 HAS BEEN A SUCCESSFUL YEAR AS WE ADDED GREY CEMENT CAPACITY OF 3 MNTPA AND WHITE CEMENT CAPACITY OF 0.6 MNTPA OF ITS SUBSIDIARY J.K. CEMENT WORKS (FUJAIRAH) FZC, UAE.

2. Performance of the Company

Your Company's performance during the year under report has been satisfactory. The Company's gross turnover increased by 20% to ₹ 3859 Crore during the year compared to ₹ 3202 Crore in previous year. Profit before Depreciation & Tax increased by about 10% to ₹ 296 Crore compared to ₹ 270 Crore. The Financial Year 2014-15 has been a successful year as your Company has added Grey Cement capacity of 3 MnTPA and White Cement capacity of 0.6 MnTPA of its subsidiary J.K. Cement Works (Fujairah) FZC, UAE.

3. Performance of the Subsidiary/Associate Subsidiary Companies

J.K. Cement (Fujairah) FZC
This Company recorded a loss of AED 48,821 (equivalent to ₹ 7.90 Lacs) for the year ended 31st December, 2014 (Previous year loss of AED 95,877 equivalent to ₹ 16.15 Lacs)

J.K. Cement Works (Fujairah) FZC
This Company recorded a loss of AED 18,620,471 (equivalent to ₹ 3210.81 Lacs) for the year ended

31st December, 2014 (Previous year loss of AED 29,05,422 equivalent to ₹ 1489.32 Lacs)

Associate Company Bander Coal Company Private Limited

This Company recorded a loss of ₹ 11.65 Lacs for the year ended 31st March, 2015 (Previous year loss of ₹ 4.27 Lacs)

4. Consolidated Financial Statements

The statement as required under Section 129 of the Companies Act, 2013, in respect of the subsidiaries of the Company viz. J.K. Cement (Fujairah) FZC and J.K. Cement Works (Fujairah) FZC is annexed and forms an integral part of this Report. Consolidated Financial Statements prepared in accordance with relevant Accounting Standards viz AS-21 and AS-27 issued by the Institute of Chartered Accountants of India, form part of the Annual Report and Accounts.

5. Dividend

Your Directors are pleased to recommend dividend of ₹ 4 per equity share of face value of ₹ 10

each aggregating to ₹ 33.67 Crore (Previous Year ₹ 24.55 Crore) for the financial year ended 31st March, 2015 compared to ₹ 3 per share paid for the financial year ended 31st March, 2014.

6. Share Capital

The paid up Equity Share Capital as at 31st March, 2015 remained ₹ 69.93 Crore. During the period under report, your Company has not issued any share including Sweat Equity, ESOP and/or Convertible Debentures. Your Directors may considering the market scenario raise fund through Qualified Institutional Placement ('QIP') in ensuing year and for this purpose recommending to the shareholders an enabling resolution.

7. Finance

During the year under report, your Company has availed disbursement of term loans of ₹ 374.10 Crore from various Banks and repaid ₹ 148.64 Crore on this count. In May 2015, your Company has raised ₹ 100 Crore through 9.65% - 1000 privately placed Secured Redeemable (after 7th/8th/9th/10th years) Non Convertible Debentures (NCDs) of ₹ 10,00,000 each for cash at par to Institution which is listed with wholesale debt segment of BSE Limited.

8. Credit Rating

In spite of challenging cement industry scenario, CARE has reaffirmed your Company's rating as "CARE AA-" for long term bank facilities and "CARE A1+" for short term bank facilities.

9. Particulars of Loans, Guarantees or Investments by the Company

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

10. Operations

Grey Cement

During the year under report, in respect of Grey Cement plants in Rajasthan, Haryana and Karnataka, production increased by 18% at 6.3 Million Tonne (compared to 5.34 Million Tonne last year) and sales increased by 17% at 6.29 Million Tonne (compared to 5.36 Million Tonne last year).

White Cement

Production of White Cement increased by 3% at 4.89 Lac Tonne during the year compared to 4.76 Lac Tonne while production of value added product wall putty registered increase of 18%. Sale was also in tandem with production.

11. Projects of the Company

Projects Completed

The brown field Grey Cement expansion of 3 Million Tonne Per Annum (MnTPA) at Mangrol, Rajasthan with split grinding unit in Haryana has been completed and commercial production also commenced during the year under report. As a result, total Grey Cement capacity of the Company stands increased from 7.47 MnTPA to 10.47 MnTPA.

Expansion initiatives

During the year under report, your Company has also undertaken in the 1st phase implementation of a White Cement based Wall Putty project of 2 Lac Tonne per annum capacity in Madhya Pradesh.

12. Projects of Subsidiary/Joint Venture Company

(a) Projects under Subsidiary

Company:

Cement Plant at Fujairah, UAE
Your company is successfully running the Greenfield dual process cement plant inter alia having capability of producing 0.6 Million Tonne of White Cement under the



➤ Packaging line at Mangrol Plant

subsidiary, J.K. Cement Works (Fujairah), FZC UAE, which is a Joint Venture Company with Fujairah Investment Establishment. The White Cement produced is exported in GCC, Australia and other countries. The quality of White Cement has been well accepted in the market.

(b) Project under Joint Venture: Captive Coal Block in Maharashtra

As reported earlier, the Company was allocated a coal block jointly with two other allottees in Bander, Maharashtra. During the year, the Ministry of Coal, Govt. of India, issued an order for de-allocation of the Coal Block. Bander Coal Company Pvt. Ltd., the joint venture Company incorporated by the allottees for mining of coal has no operation/plans.

TOTAL GREY CEMENT CAPACITY INCREASED FROM 7.47 MNTPA TO 10.47 MNTPA.

13. Personnel

13.1 Industrial Relations

The industrial relations during the period under review generally remained cordial at all cement plants.

13.2 Particulars of Employees

List of employees getting salary in excess of the limits as specified under the provisions of Section 134 of the Companies Act, 2013 read

with Companies (Appointment & Remuneration) Rules 2014 throughout or part of the financial year under review is annexed separately marked as Annexure - E. However, the Annual Report excluding the aforesaid information is being sent to all the members of the Company pursuant to proviso to Section 136 of the Companies Act, 2013. Any member interested in

obtaining such particulars may inspect and/or send the request to the Company at its Registered & Corporate Office. None of the employee listed in the said Annexure is a relative of any Director of the Company. None of the employee hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

S. No	Name	Designation	Remuneration paid		Increase in Remuneration from previous year	Ratio/time per Median of employee remuneration
			2014-15	2013-14		
1	Mr. Yadupati Singhania	Chairman & Managing Director (KMP)	728.00	662.00	66.00	162.43:1
2	Mr. Ajay Kumar Saraogi	President (Corporate Affairs) & Chief Financial Officer (KMP)	151.02	129.82	21.2	33.7:1
3	Mr. Shambhu Singh	Asst.Vice President (Legal) & Company Secretary (KMP)	26.22	20.84	5.38	5.85:1

13.3 Human Resources and Industrial Relations

The Company has a structured induction process at all locations. Objective appraisal systems based on Key Result Areas (KRAs) are in place for Senior Management Staff. The Corporate HR is effectively involved in nurturing, enhancing and retaining talent through job satisfaction, management development programme, etc.



▶ Robotic testing at Mangrol Plant

14. Significant and Material Order passed by the Regulator(s) or Court(s)/Matter of Emphasis

The Competition Commission of India ('CCI'), on the complaint filed by Builders Association of India on the ground of alleged contravention of Competition Law, in Case No. 29/2010, passed an Order dated 20.6.2012 imposing total penalty of ₹ 6307 Crore against Cement Manufacturers Association and 11 Cement Companies including ₹ 128.54 Crore on your Company. Your Company has been advised by legal counsel that it has a good case and accordingly stay petition and appeal were preferred before the Competition Appellate Tribunal ('COMPAT'). COMPAT granted stay of penalty demand against deposit of 10% i.e. ₹ 12.85 Crore. COMPAT is hearing the appeal(s). Considering the merits of Company's appeal, no provision in the books of account has been

considered necessary by the management.

No significant or material order has been passed by the Regulator or Courts or Tribunals which impact the going concern status and Company's operations in future.

15. Corporate Governance

A report on Corporate Governance alongwith the Auditors' Certificate on its compliance, forms an integral part of this Report.

16. Public Deposits

Your Company has not invited any deposits from public/ shareholders under Section 73 and 74 of the Companies Act, 2013.

17. Whistle Blower Policy/Vigil Mechanism

The Company has a Whistle Blower Policy to report genuine concerns or grievances, if any.

The Whistle Blower Policy has been posted on the website of the Company.

18. Development And Implementation of Risk Management Policy

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided in annexed Management Discussion and Analysis. The Risk Management Policy has been posted on the website of the Company.

19. Remuneration Policy

The Board of Directors has, on the recommendation of the Nomination & Remuneration Committee, framed a policy which lays down a framework concerning remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy also covers criteria for selection and appointment of Board Members and Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

20. Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required. Further, there are no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee and Board for approval. Board of Directors approves yearly pecuniary transaction limits with individual related party. The transactions entered into pursuant to the approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

None of the Directors has any pecuniary relationship on transactions vis-a-vis the Company.

21. Auditors' Report

Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgements relating to the financial statements are made on a prudent basis, so as to reflect a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2015.

Auditors' Report to the shareholders does not contain any qualification in the standalone or in the consolidated financial statements for the year under report.

22. Internal Controls

The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. It also reviews the quarterly Internal Audit Reports.

23. Directors and Key Managerial Personnel.

23.1 Your Directors express their profound grief and sorrow on the sad demise of Dr. Gaur Hari Singhania, Promoter Director and Chairman of the Board of Directors. Dr. Gaur Hari Ji was a well known figure in the business world and has been associated with several public corporate and government companies. Apart from his business interest he was deeply involved with the educational, medical, sports, cultural and social activities of the Kanpur City. He was the founder Chairman of U.P. Stock Exchange and founder Patron of Associated Chamber of Commerce. He was President/Chairman of U.P. Cricket Association. His demise is a great loss not only to your Company

**THE CORPORATE
HR IS EFFECTIVELY
INVOLVED IN
NURTURING,
ENHANCING AND
RETAINING TALENT
THROUGH JOB
SATISFACTION,
MANAGEMENT
DEVELOPMENT
PROGRAMME, ETC.**

but to the city of Kanpur and the state of U.P. Your Directors pay their respectful homage and tribute to this extraordinary human being, a great leader, an iconic industrialist and a leading statesman.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri Kailash Nath Khandelwal (DIN 00037250) will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

During the year under report Smt. Sushila Devi Singhania (DIN 00142549) was appointed as an Additional Director now being recommended

to the shareholders to be appointed/confirmed as a Non-Independent Director liable to retire by rotation.

Shri Ashok Sharma (DIN 00057771) an Independent Director has relinquished from Directorship of the Company due to preoccupation. The Board records its appreciation for the contribution rendered by Shri Ashok Sharma during his tenure.

Due to cement sector background the Company entered into a consultancy agreement with Mr. Paul Heinz Hungentobler and therefore the status of Mr. Hungentobler has changed from Independent to Non-Independent Director during the year under report.

Shri Jagendra Swarup, Independent Director have left for heavenly abode. Your Company expressed tribute and gratitude for his contribution to the Company.

With the coming into force of the Companies Act 2013, the Board appointed the existing Independent Directors viz Dr. K.B Agarwal, Mr. Suparas Bhandari, Mr. Jayant Narayan Godbole, Mr. Achintya Karati, Mr. Raj Kumar Lohia as Independent Directors each for a term upto five years under the Act. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

23.2. Key Managerial Personnel

During the year under report, the Company has ratified the appointment and/or allowed to continue the following Officials as Key Managerial Personnel:-

S. No	Name of the Official	Designation
1	Shri Yadupati Singhania	Chairman and Managing Director
2	Shri Ajay Kumar Saraogi	President (Corporate Affairs) & CFO
3	Shri Shambhu Singh	Asst. Vice President (Legal) & Company Secretary

24. Meetings of the Board of Directors

During the year 2014-15, five Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

25. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its Independent Directors

and the Independent Directors also evaluated the performance of Chairman and other Non-Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process. The Board of Directors also evaluated the functioning/performance of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, CSR Committee, Risk Management Committee, Committee of Directors and expressed satisfaction with their functioning/performance.

26. Directors' Responsibility Statement

The Directors pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 do hereby confirm that:

- (i) In the preparation of the annual accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same.
- (ii) They have selected such accounting policies and applied them consistently



➤ Mangrol Plant view

and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;

- (iii) They have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) They have prepared the annual accounts on a going concern basis.
- (v) The proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (vi) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

27. Statutory Auditor

M/s. P.L. Tandon & Co., Chartered Accountants, Kanpur, Auditors of the Company, will retire from their office at the ensuing Annual General Meeting. They

are, however, eligible for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with limits specified in Section 139 read with Section 141 of the Companies Act, 2013. You are requested to consider their appointment.

28. Cost Auditor

Cost Audit records have been maintained in respect of Grey Cement and White Cement for the year 2014-15. Pursuant to the directives of the Central Government and provisions of Section 148 of the Companies Act, 2013, the Board of Directors, on the recommendation of the Audit Committee, has appointed M/s. K.G. Goyal & Company, Cost Accountants, as Cost Auditor to audit the cost accounts of the Company for the financial year 2015-16. As required under the provisions of Companies Act, 2013, a resolution seeking members approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Twenty first Annual General Meeting.

The Cost Audit Report for the financial year 2013-14 was filed with Ministry of Corporate Affairs.

29. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014, the Company has appointed Messrs Reena Jakhodia & Associates, Kanpur, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure - A".

There is no secretarial audit qualification for the year under report.

30. Corporate Social Responsibility (CSR)

Corporate Social Responsibility is an integral part of the Company's ethos and policy and it has been pursuing this on a sustained basis. The Company assists in running of Schools at their Cement Plants, ITIs and Sir Padampat Singhania University, Udaipur imparting value based education to students.

During the period under report, the Company played a constructive role in the infrastructural development of surrounding areas. Various sports and cultural events were organised at the Schools and also at all the plants. Technical education and training were/ are imparted through Industrial Training Centres at Nimbahera and Kanpur. Emphasis was laid on creation of awareness amongst the villagers about the need to protect the environment. CSR activities carried out by the Company have strengthened the bond with local people. During the year under report, your Company also contributed towards the expansion of Sir Padampat Singhania University, Udaipur, L.K. Singhania Education Centre, Gotan, J.K.Trust Gram Vikas Yojna under rural development, made monthly contribution to Padam Vidya Vihar and Kailash Vidya Vihar, Nimbahera, Rajasthan and making regular contribution towards providing to and fro bus/ conveyance services to poor

children for attending school. Your Company also conducted blood donation camps, free health check up, cataract operations, bhandaras, blanket distribution in and around the plant locations.

The Annual Report on CSR activities is annexed herewith as "Annexure B".

31. Statutory Information

31.1 Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

Particulars with regard to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and out go in accordance with the provisions of Section 134 (3)(m) of the Companies Act 2013 read with Rule 8(3) in respect of Cement plants are annexed hereto as Annexure - C and form part of the Report.

31.2 Extract of Annual Return

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

31.3 Business Responsibility Reporting

The Business Responsibility Reporting as required by Clause 55 of the Listing Agreement with the Stock Exchanges is not applicable to your Company for the financial year ended 31st March, 2015.

31.4 Management Discussion & Analysis (MDA) Statement

The MDA as required under Listing Agreement is annexed hereto and forms an integral part of this Report.

32. Acknowledgements

Your Directors wish to place on record their appreciation for the valuable support received by your Company from Banks, Govt. of Rajasthan, Govt. of Karnataka, Govt. of Haryana, Central Govt. and Government of Fujairah. The Board thanks the employees at all levels for their dedication, commitment and hard work put in by them for Company's achievements. Your Directors are grateful to the Shareholders/ Stakeholders for their confidence and faith reposed in Board.

For and on Behalf of the Board

Yadupati Singhania

Yadupati Singhania
Chairman & Managing Director

Place : Kanpur

Dated : 23rd May, 2015

Annexure A

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,
J. K. CEMENT LIMITED
 Kamla Tower
 Kanpur.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by J.K. Cement Limited ("the Company") having its registered office at Kamla Tower, Kanpur, U.P. and manufacturing units at (i) Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan, (ii) Mangrol, Dist. Chittorgarh, Rajasthan, (iii) Gotan, Dist. Nagaur, Rajasthan, (iv) Muddapur, Dist. Bagalkot, Karnataka, (v) Jharli, Dist. Jhajjar, Haryana, (vi) Village: Rupand, Tensil- Badwara, Dist. Katni, M.P. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on our verification of 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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by 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 there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (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 Overseas Direct Investment etc;
- (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 (Issue and Listing of Debt Securities) Regulations, 2008;
- (vi) Following other laws are applicable specifically to the company
 - a) Factories Act, 1948;
 - b) Industries (Development & Regulation) Act, 1951;
 - c) Laws prescribed related to mining activities;

Annexure A (Contd.)

- d) Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc;
- e) Laws prescribed under prevention and control of pollution;
- f) Laws prescribed under Environmental protection;
- g) Laws prescribed under Direct Tax and Indirect Tax;
- h) Land Revenue laws of respective States;
- i) Labour Welfare Laws of respective states;
- j) Local laws as applicable to various offices, plants, grinding stations and bulk cement terminals.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned here in above. We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other Act, Laws and Regulations to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

We further report that during the audit period:

1. The Commercial Production at J.K. Cement Works, Jharli, a Unit of the Company having Grey Cement grinding capacity of 1.5 Million Tonnes Per Annum located at Vill: Jharli, Dist: Jhajjar, Haryana has commenced.
2. The Company has commenced production and dispatch of cement from its expanded cement manufacturing facilities at J.K. Cement Works, Mangrol Dist: Chittorgarh, Rajasthan having Grey Cement production capacity of 1.5 Million Tonnes Per Annum.

Place: Kanpur
Date: 08-04-2015

For: Reena Jakhodia & Associates
Company Secretaries

(Reena Jakhodia)
Proprietor
F.C.S. No: 6435
C.P. No.: 6083

Annexure B

Annual Report Details of the CSR Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The CSR Policy was approved by the Board of Directors at its Meeting held on 1st November, 2014 and has been uploaded on the Company's website. The web link is http://www.jkcement.in/ce/policies/csrp/csr_policy.html.

The Company proposed to undertake activities relating to education and rural development.

2. The Composition of the CSR Committee.

- a. Smt. Sushila Devi Singhania (Additional Director)
- b. Dr. K. B. Agarwal (Non-Executive Independent Director)
- c. Shri J. N. Godbole (Non-Executive Independent Director)
- d. Shri Suparas Bhandari (Non-Executive Independent Director)

3 Average net profit of the Company for three Financial Years.

The average Net Profit for the last three years is ₹ 25751.75 Lacs

4 Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

The Company is required to spend ₹ 515.20 Lacs towards CSR for the Financial Year 2014-2015.

5 Details of CSR spent during Financial Year

- a. Total amount to be spent for the Financial Year: 515.20 Lacs

- b. Amount unspent, if any: Nil

- c. Manner in which the amount spent during the financial year is detailed below:

During the period under report, the Company played a constructive role in the infrastructural development of surrounding areas. Various sports and cultural events were organised at the schools and also at all the plants. Technical education and training were/are imparted through Industrial Training Centres at Nimbahera and Kanpur. Emphasis was laid on creation of awareness amongst the villagers about the need to protect the environment. CSR activities carried out by the Company have strengthened the bond with local people. During the year under report, your Company also contributed towards the expansion of Sir Padampat Singhania University, Udaipur, L.K. Singhania Education Centre, Gotan, J.K.Trust Gram Vikas Yojna under rural development, made monthly contribution to Padam Vidya Vihar and Kailash Vidya, Nimbahera, Rajasthan and making regular contribution towards providing to and fro bus/conveyance services to poor children for attending school. Your Company also conducted blood donation camps, free health checkup, cataract operations, bhandaras, and blanket distribution in and around the plant locations.

Annexure B (Contd.)

The details are as under:-

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1-Local area or other 2-Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects programs Sub-heads:	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
(1)	Expenses on Education.	Education	Nimbahera		4708230	4708230	
(2)	Expenses on Education	Education	J.K. White Cement, Gotan		5304442	5304442	
(3)	Expenses on request of Gram Panchayat/Local Administration, Eye Camp, Women Development through training, Roads, Hospital Rooms, Medicines, Water Supply project at public places, Buses to Educational Institutes, Ambulances, etc	Rural Development	Nimbahera		1758028	1758028	
(4)	"		Mangrol		3070806	3070806	
(5)	"		Jhajjar		1651657	1651657	
(6)	"		Muddapur		300000	300000	
(7)	"		J.K. White Cement, Gotan		8904124	8904124	
(8)	Contribution to Sir Padampat Singhania University	Education	Nimbahera		10000000	10000000	
(9)	"	Education	J.K. White Cement, Gotan		10000000	10000000	
(10)	Contribution to JK Trust Gram Trust	Rural development	Nimbahera		5823000	5823000	
Total					51520287	51520287	

Annexure C

Particulars of Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo Required Under Companies (Accounts) Rules 2014.

A. Conservation of Energy

(a) Energy conservation measures taken:

Grey Cement

- Implementation of CFD suggestion in Preheater no. 2
- Use of alternative fuel (Carbon Black & Char Dust) in Kiln.
- Use of Pyrolysis oil for Kiln light up and saving of HSD.
- SG Fan-4 Damper Optimisation-speed reduced from 88% to 85%
- Installation of VFD in GCT-1, GCT-2 and GCT-3 water pump
- Installation of PID in Booster fan-1, fan2 and f-4
- Installation of SPRS in Raw Mill-4 fan
- Installation of MV driver in Force draft fan in 21.0 MW CPP
- Installation of MV driver in Boiler Feed Pump 21.0 MW CPP
- Replacement of 50 nos and 250 KW each HPSV lights with 90 watt LED lights
- Improvement of kiln production rate index for optimisation of specific thermal & electrical consumption.
- Uses of alternative fuel i.e. carbon black, agro waste.
- Installation of VFD in coal mill hot air fan
- Optimisation of Feed size to Raw mill
- Preheater illumination changed with CFL
- Optimisation of production rate index of Lime stone crusher, raw mill, kiln and cement grinding.

- Stable kiln operation to optimised thermal energy
- Optimisation of Raw mix design
- Reduction in idle running of equipments
- Reduction in thermal energy of grey clinker by 23 kcal/kg of clinker over the previous year.
- Replacing the Old Lights & new installation and commissioning of LED lights.
- Replacement of Old motors by new high efficiency motors in fly ash feeding circuit and packing plant area.
- In Cement Mill No.3 feeding belt (RBC-600), 95 KW motor replaced with 55 KW Motor.
- In Cement Mill No.3, the Hydraulic Pump of 18.5 KW replaced with 7.5 KW.
- The Coal crusher Main Drive of 110 KW has been replaced with 90 KW.
- The 11" 0 KW Motor of Coal Mill feeding Belt (RBC-070) has been replaced with 7.5 KW.
- Installed VFD in Cement Mill No.3 Water Spray system.
- Installed VFD in Coal Mill Water Spray system.
- Power factor has been improved by adding the HT capacitors (HTDB-1 Main Distribution) and reducing the line losses to save the energy.
- Power factor has been improved by adding the LT capacitors (Bag House, Raw Mill, Coal Firing & Coal Mill MCC) and reducing the line losses to save the Energy.

- Cement Mill No.3 further optimised for maximum utilisation for OPC grinding.
- optimising the compressor running and air consumption.
- Overall power consumption of the plant reduced by 1.08 units.

White Cement

- Higher plant utilisation factor and process optimisation has resulted in saving of specific energy Consumption of 8 units per ton of cement for White Cement over the previous year.
- Higher plant utilisation factor and process optimisation has resulted in saving of specific energy consumption of 3.15 units per ton of Putty for Putty Plant over the previous year.
- Reduction in thermal energy by 30 kcal/kg of clinker over the previous year.
- Replacement of 400 W Metal halide lights by 60 W LED lights at Clinker tunnel and packing plant truck loading area resulted in saving of 7300 Kwh/Year.
- Replacement of DC motor and DC drive with high efficiency AC motor and installing VFD at Raw mill dryer fan to reduce the maintenance cost of motor and upgradation of drive.
- Replacement of DC motor and DC drive with high efficiency AC motor and installing VFD at Cement Mill Classifier fan to reduce the maintenance cost of motor and upgradation of drive.
- Reduce the power consumption for cooling water circuit of dolomite mill by installing lower capacity water pump for dolomite

Annexure C (Contd.)

- mill-replacement of 10 HP Submersible pumps by 7.5 HP pumps.
- ▣ Reduction in power consumption of factory tube wells by replacements of 41HP submersible pumps to 35 HP submersible pumps.
- ▣ Installation of VFD at TPP Coal Crusher for reducing the Power consumption by 240 KWh/Day.

(b) Additional Investments & proposals being implemented for reduction in conservation of energy.

Grey Cement

- ▣ Modification of Kiln no. 3 existing Cooler third grate
- ▣ Modification/relocation of Hot air duct for coal mill 3 & 4
- ▣ Installation of high efficiency Booster fans(Booster fan-1,2&3)
- ▣ Increase of boiler inlet temp and hence WHR generation
- ▣ Use of Cinder as a fuel in Petcoke Mill for resource Conservation.
- ▣ Modification in feeding system of Gypsum weigh feeder to reduce the frequency of hopper jamming in cement mill section.
- ▣ Concrete pavement inside Plant to reduce the fugitive emission.

- ▣ Use of imported RPC as low cost alternatives to utilise as a fuel.
- ▣ Installation of bag identification system for different MRP bags
- ▣ Fly ash circuit modification by removing one screw conveyor from the line to increase the efficiency of cement mill section.
- ▣ Installation of vent fan for dedusting at 53-S packer to reduce the fugitive emission.

White Cement

- ▣ Recertification for next 3 years of ISO-9001, ISO-14001, OSHAS-18001 and SA-8000
- ▣ Automatic Feeding and grinding of coarse Feldspar in Raw Mill-2 leads to saving in raw material cost of approx. 54.0 lacs.

(c) Impact of the measures at (a) & (b) for reduction of energy consumption:-

Grey Cement

- ▣ Saving of main Fuel by the use of carbon black, agrowaste
- ▣ Saving of HSD by using Pyrolysis oil
- ▣ Conservation of lime stone mines by increased use of fly ash

- ▣ Electrical Power Consumption upto clinkerisation of Line-1 reduced from 56.75 to 55.12 kwh/Ton of clinker
- ▣ Thermal energy consumption for Line-2 reduced from 741 to 711 Kcal/kg clinker upto March, 2015
- ▣ Reduction in SG fan-2 power after CFD modification and reduction.
- ▣ Saving of Indian coal by 83 MT approx due to use of carbon black
- ▣ Annual saving of 160000 units due to inlet modification of Cooler.
- ▣ 96000 units per year saving in GCT-2 water pump by installing VFD
- ▣ 120000 units saving per year in GCT-3 water pump by installing VFD
- ▣ RM-4 Power reduced by 169 KW due to installation of SPRS

White Cement

- ▣ Saving in Electrical Energy consumption and cost reduction.

POWER AND FUEL CONSUMPTION- CEMENT

Particulars	GREY CEMENT		WHITE CEMENT	
	2014-2015	2013-2014	2014-2015	2013-2014
(A) Power and Fuel Consumption:				
1. Electricity				
(A) Purchased:				
Units/KWh (000)	116314	161818	42557	39755
Total amount (₹/Lacs)	6762.08	9037.42	2212.79	1968.01
Rate/Unit (₹)	5.81	5.58	5.19	4.95
(B) Own Generation:				
(i) Through Diesel Generator :				
Units/KWh ('000)	0.24	1.91		
Unit per litre of Diesel/Oil	0.4	1.47		
Rate/Unit (₹)	144.84	37.89		
(ii) Through Steam Turbine**				
Units/KWh ('000)	467194	387541	18208	22730
Unit per Kg of Coal	1.38	1.33	0.59	0.61
Rate/Unit (₹)	3.45	3.38	4.34	4.40
2. Petcoke/Coal/Lignite				
Quantity (tonnes)	923717	831103	49559.01	49401.22
Total cost (₹/Lacs)	59974.74	50139.88	4135.09	3821.73
Average Rate (₹/Tonne)	6492.76	6032.93	8343	7736
3. Furnace Oil/Others				
Quantity (K Ltrs)			3465	3824
Total cost (₹/Lacs)			1243.42	1593.29
Average rate/K.ltrs (₹)			35878	41661
4. Other/Internal Generation				
(For Generation of Power from D.G. Sets))				
Quantity (K. Ltrs)	0.60	2.82		
Total cost (₹/Lacs)	0.34	1.49		
Average Rate/K. ltr (₹)	57934	52837		
(B) Consumption Per Unit Of Production:				
1. Electricity (KWh/Unit)	84	86	106	114
2. Petcoke/Coal/Lignite (K.Cals/Kg)	766	796	905	925

** Including generation of electricity through waste heat recovery plant

Annexure C (Contd.)

B. Technology Absorption

(i) Research & Development, specific area in which R & D has been carried out

Grey Cement

- ▣ Pressure drop

(ii) Future Action Plan

Grey Cement

- ▣ Stabilisation of WHRS to reduce power consumption.
- ▣ Stabilisation of new cement mill.
Conversion of ESP's to Bag house in Kiln-1 and cement mill-2 to meet the norms of pollution control board.
- ▣ Online stack emission monitoring system
- ▣ Installation of new STP Plant of 300 KL/DAY

White Cement

- ▣ Installation of Rotary Quencher at Kiln Outlet
- ▣ Clay and Petrocoke handling system
- ▣ Roller press for Raw Mill to improve the Grinding Capacity.
- ▣ Installation of EMS system for automatic generation of sectionwise energy

consumption report and monitoring of electrical parameters.

(iii) Expenditure on R & D

The Research & Development activities are carried out by our own team under the advice and consultancy of foreign consultant. Apart from regular expenditure on research activities debited to profit & loss account under different heads, the company has paid contribution of Rs. 42.00 lacs to Research Institutes for carrying out research and development work related to Company's products.

(vi) Efforts in brief, made towards Technology Absorption, Adaptation and innovation.

Grey Cement (Nimbahera/ Mangrol)

- ▣ Rs. 8.0 lacs Investment on CFD analysis and implementation for PH-2

(v) Details of Imported Technology: Nil

C. Foreign Exchange Earnings and Outgo

- (i) Activities relating to exports initiatives taken to increase exports Development of new export market for products and services and future export plans.

} Mentioned in the main report.

- (ii) Total foreign exchange used and earned:

- (a) Total foreign exchange used
- (b) Total foreign exchange earned

} Mentioned in Notes on Accounts

Annexure D

FORM NO. MGT 9

Extract of Annual Return

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. Registration & Other Details:

1	CIN	L17229UP1994PLC017199
2	Registration Date	24/11/1996
3	Name of the Company	J.K. Cement Ltd.
4	Category/Sub-category of the Company	Public Company limited by shares
5	Address of the Registered office & contact details	Kamla Tower, Kanpur, Uttar Pradesh-208001 India Ph. No. 91 512 2371478-81 Fax. No. 91 512 233 2665 website- www.jkcement.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Jaykay Enterprises Ltd. Kamla Tower, Kanpur, Uttar Pradesh-208001 India Ph. No. 91 512 2371478-81 Fax. No. 91 512 233 2665 website - www.jaykayenterprises.com

II. Principal Business Activities Of the Company

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cement and Cement Products	3242	100

III. Particulars Of Holding, Subsidiary And Associate Companies

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	J.K. Cement (Fujairah) FZC	NA	Subsidiary	100	2(87)
2	J.K. Cement Works (Fujairah) FZC	NA	Step Down Subsidiary	90	2(87)
3	Bander Coal Company Pvt. Ltd	U10200MH2009PTC193985	Associate	37.5	2(6)

Annexure D (Contd.)

IV. Share Holding Pattern (Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31st March, 2014]				No. of Shares held at the end of the year [As on 31st 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	16688839	20	16688859	23.87%	16688839	20	16688859	23.87%	0.00%
b) Central Govt	0	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	0	0	-	0.00%	0	-	-	0.00%	0.00%
d) Bodies Corp.	30094780	100	30094880	43.04%	30094780	100	30094880	43.04%	0.00%
e) Banks / FI	0	-	-	0.00%	0	-	-	0.00%	0.00%
f) Any other	17,880	0	17880	0.03%	15880	-	15880	0.02%	(0.01%)
Sub Total (A) (1)	46801499	120	46801619	66.93%	46799499	120	46799619	66.93%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total (A)	46801499	120	46801619	66.93%	46799499	120	46799619	66.93%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	5613908	23809	5637717	8.06%	6075752	23809	6099561	8.72%	0.66%
b) Banks / FI	5469	5532	11001	0.02%	17257	5532	22789	0.03%	0.01%
c) Central Govt	0	0	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	0	0	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	0	0	-	0.00%	0	-	-	0.00%	0.00%
f) Insurance Companies	1037818	10	1037828	1.48%	766599	10	766609	1.10%	(0.38%)
g) FIs	8621651	25072	8646723	12.37%	7396736	25072	7421808	10.61%	(1.76%)
h) Foreign Venture Capital Funds	0	0	-	0.00%	0	0	-	0.00%	0.00%
i) Others (specify)	0	0	-	0.00%	0	0	-	0.00%	0.00%
Sub-total (B)(1):-	15278846	54423	15333269	21.93%	14256344	54423	14310767	20.47%	(1.46%)
2. Non-Institutions									
a) Bodies Corp.	1728059	12104	1740163	2.49%	4177576	11944	4189520	5.99%	3.50%
b) Individuals		0	0						
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3238328	504960	3743288	5.35%	2836819	485800	3322619	4.75%	(0.66%)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2095880	0	2095880	3.00%	1099398	0	1099398	1.57%	(1.43%)
Qualified Foreign Investor	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Others (specify)		0	0	0.00%	0	0	0	0.00%	0.00%
Trusts	102	1537	1639	0.00%	716	1537	2253	0.00%	0.00%
Escrow Account	160	0	160	0.00%	160	0	160	0.00%	0.00%
Societies	87206	33798	121004	0.17%	83106	33798	116904	0.17%	0.00%
Clearing Members	70033	0	70033	0.10%	61720	0	61720	0.09%	(0.01%)
Foreign Corporate Bodies	0	20195	20195	0.03%	23795	495	24290	0.03%	0.00%
Sub-total (B)(2):-	7219768	572594	7792362	11.14%	8283290	533574	8816864	12.61%	1.47%
Total Public (B)	22498614	627017	23125631	33.07%	22539634	587997	23127631	33.07%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	69300113	627137	69927250	100.00%	69339133	588117	69927250	100.00%	0.00%

IV. (ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Dr. Gaur Hari Singhania	1,041,973	1.49%	0	8,216	0.01%	0	(1.48%)
2	Sh. Yadupati Singhania	13,246,086	18.94%	0	14,279,843	20.42%	0	1.48%
3	Juggilal Kamlatpat Holding Limited	7,228,418	10.34%	0	7,228,418	10.34%	0	0.00%
4	Yadu International Ltd.	22,655,100	32.40%	0	22,655,060	32.40%	0	0.00%
Total		44,171,577	63.17%		44,171,537	63.17%		

IV. (iii) Change in Promoters' Shareholding

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
				</			

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

S. No.	For Each of the Top 10 Shareholders	Shareholding as on 31.03.2014		Shareholding as on 31.03.2015	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Fidelity Investment Trust Fidelity Seri	25,57,051	3.657	26,10,476	3.733
2	Smallcap World Fund. Inc	18,17,212	2.599	0	0.000
3	Reliance Capital Trustee Co.Ltd. A/C	16,20,000	2.317	0	0.000
4	Templeton Global Investment Trust-Tem	15,02,198	2.148	15,02,198	2.148
5	Templeton India Equity Income Fund	14,40,869	2.061	5,09,975	0.729
6	Franklin templeton investment funds	10,38,881	1.486	10,38,881	1.486
7	General Insurance Corporation of India	9,37,798	1.341	7,50,060	1.073
8	American Funds Insurance Series Global	9,07,767	1.298	0	0.000
9	Franclin Templeton Mutual Fund A/C Fram	7,94,105	1.136	9,27,757	1.327
10	Navinchandra S Shah	6,48,805	0.928	0	0.000
11	HDFC Standard Life Insurance Co.Ltd.	0	0.000	25,49,838	3.646
12	DSP Blackroc Small and Mid Cap Fund	0	0.000	4,37,559	0.626
13	BNP Paribas Arbitrage	0	0.000	4,23,077	0.605
14	L and T Mutual Fund Trustee Ltd-L and T India Special Situation Fund	0	0.000	3,53,300	0.505

Annexure D (Contd.)

IV. (v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
A: Directors:							
1	Dr. Gaur Hari Singhania Chairman (Demised on 04.02.2015)						
	At the beginning of the year	01.04.2014		10,41,973	1.49%	10,41,973	1.49%
	Changes during the year	21.03.2015	Transmission	10,33,757	1.48%	8,216	0.01%
	At the end of the year	31.03.2015		8,216	0.01%	8,216	0.01%
2	Shri Yadupati Singhania Managing Director & CEO						
	At the beginning of the year	01.04.2014		1,32,46,086	18.94%	1,32,46,086	18.94%
	Changes during the year	21.03.2015	Transmission	10,33,757	1.48%	1,42,72,160	20.41%
	At the end of the year	31.03.2015		1,42,72,160	20.41%	1,42,72,160	20.41%
3	Smt. Susila Devi Singhania Non-Executive, Non Independent Director						
	At the beginning of the year	01.04.2014		9,20,957	1.32%	9,20,957	1.32%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015		9,20,957	1.32%	9,20,957	1.32%
4	Shri K.N. Khandelwal Non-Executive, Non Independent Director						
	At the beginning of the year	01.04.2014		1,000	0.00%	1,000	0.00%
	Changes during the year			-	0.00%	0	0.00%
	At the end of the year	31.03.2015		1,000	0.00%	1,000	0.00%
5	Dr. K.B. Agarwal Non-Executive, Independent Director						
	At the beginning of the year	01.04.2014		300	0.00%	300	0.00%
	Changes during the year			-	0.00%	0	0.00%
	At the end of the year	31.03.2015		300	0.00%	300	0.00%
6	Shri Ashok Sharma, Non-Executive, Independent Director (Resigned w.e.f. 26.09.2014)						
	At the beginning of the year	01.04.2014		640	0.00%	640	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015		640	0.00%	640	0.00%

IV. (v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
7	Shri Achintya Karati, Non-Executive, Independent Director						
	At the beginning of the year	01.04.2014		640	0.00%	640	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015		640	0.00%	640	20.41%
B: Key Managerial Personnel							
8	Shri Ajay Kumar Saraogi, President (Corporate Affairs) & CFO						
	At the beginning of the year	01.04.2014		3,340	0.00%	3,340	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015		3,340	0.00%	3,340	0.00%
9	Shri Shambu Singh, A.V.P. (legal) & Company Secretary						
	At the beginning of the year	01.04.2014		5	0.00%	5	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2015		5	0.00%	5	0.00%

Annexure D (Contd.)

V. Indebtedness

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

(Amt. ₹/Lacs)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,94,784.19	3,871.41	-	1,98,655.60
ii) Interest due but not paid	237.75	-	-	237.75
iii) Interest accrued but not due	1,313.85	-	-	1,313.85
Total (i+ii+iii)	1,96,335.79	3,871.41	-	2,00,207.20
Change in Indebtedness during the financial year				
* Addition (Net)	16,848.26	268.66	-	17,116.92
* Reduction	-	-	-	-
Net Change	16,848.26	268.66	-	17,116.92
Indebtedness at the end of the financial year				
i) Principal Amount	2,11,739.66	4,140.07	-	2,15,879.73
ii) Interest due but not paid	256.02	-	-	256.02
iii) Interest accrued but not due	1,188.37	-	-	1,188.37
Total (i+ii+iii)	2,13,184.05	4,140.07	-	2,17,324.12

VI. Remuneration of Directors and Key Managerial Personnel

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	Shri Yadupati Singhania	(₹/Lac)
	Designation	Managing Director & CEO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	431.68
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0.32
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	200.00
	- Performance linked Incentive	-	96.00
5	Others, please specify		-
	Total (A)	-	728.00
	Ceiling as per the Act	5% of the net profits of the Company	

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors							Total Amount (₹/Lac)
		Dr. K.B. Agarwal	Sh. R.K. Lohia	Sh. Achintya Karati	Sh. J. N. Godbole	Sh. Suparas Bhandari	Sh. Ashok Sharma	Sh. Jagendra Swarup	
1	Independent Directors								
	Fee for attending board/ committee meetings	5.80	2.80	1.20	2.80	1.80	1.80	0.40	16.60
	Commission	6.50	6.50	6.50	6.50	6.50	-	-	32.50
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	12.30	9.30	7.70	9.30	8.30	1.80	0.40	49.10
2	Other Non-Executive Directors	Dr. G.H. Singhanian	Smt. Sushila Devi Singhanian	Shri K.N. Khandelwal	Mr. Paul Hugentobler				-
	Fee for attending board committee meetings	3.20	1.00	4.40	0.22				8.82
	Commission	-	6.50	6.50	6.50				19.50
	*Remuneration paid for availing professional services	-	-		60.70				60.70
	Total (2)	3.20	7.50	10.90	67.42	-			89.02
	Total (B)=(1+2)	15.50	16.80	18.60	76.72	8.30	1.80	0.40	138.12
	Total Managerial Remuneration								866.12
	Overall Ceiling as per the Act	6% of the Net profits of the Company							984.12

* Remuneration paid in professional capacity shall not be considered in the overall ceiling i.e. 11%

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹/Lac)
	Name	Shri Ajay Kumar Saraogi	Shri Shambhu Singh	
	Designation	President (Corporate Affairs) & CFO	A.V.P. (Legal) & Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	150.70	26.22	176.92
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.32	-	0.32
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify			-
	Total	151.02	26.22	177.24

Company's philosophy on Code of Corporate Governance

At J.K. Cement, we view corporate governance in its widest sense, almost like trusteeship, integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management Level. The Company's philosophy on Corporate Governance is to enhance the long-term economic value of the Company, sustainable return to its stakeholders i.e. the society at large by adopting best corporate practices in fair and transparent manner by aligning interest of the Company with that of its shareholders/other key stakeholders. Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. This, together with meaningful CSR activities and sustainable development policies followed by the Company, has enabled your Company to earn trust and goodwill of its investors, business partners, employees and the communities in which it operates. In so far as compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchange(s) is concerned, your Company is in full compliance with the norms and disclosures that have to be made.

Governance Structure

JK's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling

environment for value creation through sustainable profitable growth.

Board of Directors

The JK Board plays a pivotal role in ensuring that the Company runs on sound and that its resources are utilised for creating sustainable growth and societal wealth. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company, ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

Committee of Directors

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee. Each of these Committees has been mandated to operate within a given framework.

Management Structure

Management Structure for running the business of the Company as a whole is in place with appropriate delegation of powers and responsibilities. The Chairman and Managing Director (CEO & MD) is in overall control and responsible for the day-to-day working of the Company. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various Committees.

Board of Directors

(i) Composition of the Board

At J.K. Cement Ltd, the Board is headed by its Chairman and Managing Director, Shri Yadupati Singhania. The Independent Directors on the Board are



➤ Dealer meet underway

experienced, competent and highly reputed persons from their respective fields. The Independent Directors take active part at the Board and Committee Meetings, which adds vision, strategic direction and value in the decision making process of the Board of Directors.

The composition of the Board of Directors is given herein below:

- One Promoter, Executive, Non Independent Director
- Three Non Executive, Non Independent Directors,
- Five Non Executive, Independent Directors.

(ii) Attendance of each Director at the Board Meetings and last Annual General Meeting

The Board meets at least once a quarter to review the quarterly financial results and operations of your Company etc. In addition, the Board also meets as and when necessary to address specific issues relating to the business of your Company. During the financial year ended 31st March, 2015, five Board Meetings were held on the following dates:

- (i) 7th May, 2014 (ii) 10th June, 2014 (iii) 26th July, 2014 (iv) 1st November, 2014 and (v) 14th February, 2015

The attendance of each Director at Board Meetings and at the last Annual General Meeting (AGM) was as under: -

Sr. No	Name of Director	No. of Board Meetings attended	Attendance at last AGM
1	Dr. Gaur Hari Singhania	4 (deceased on 4.2.15)	No
2	Shri Yadupati Singhania	5	Yes
3	Shri Ashok Sharma	3 (ceased on 29.9.14)	Yes
4	Shri A. Karati	2	Yes
5	Shri Jagendra Swarup	2 (deceased on 30.7.14)	No
6	Shri J.N Godbole	4	Yes
7	Mr. Paul Hugentobler	1	No
8	Dr. K.B. Agarwal	5	Yes
9	Shri K.N Khandelwal	5	Yes
10	Shri R.K Lohia	3	No
11	Shri Suparas Bhandari	4	Yes

(iii) the number of Directorships on the Board and Board Committees of other companies, of which the Directors are members / Chairman is given as under:

Sr. No.	Name of Director	Category	Relationship interse Director	No. of other Directorships®	No.of Board Committees** (Other than J.K. Cement Ltd.) in which	
					Chairman	Member
1	Shri Yadupati Singhania Chairman & Managing Director (appointed as Chairman since 23.5.15)	Non Independent, Executive	Smt. Sushila Devi Singhania	9	-	-
2	Shri Achintya Karati	Non-Executive, Independent	-	7	-	6
3	Smt. Sushila Devi Singhania	Non-Executive, Non Independent	Shri Yadupati Singhania	1	-	-
4	Shri J.N. Godbole	Non-Executive, Independent	-	9	3	7
5	Dr. K.B. Agarwal	Non-Executive, Independent	-	3	2	1
6	Shri K.N. Khandelwal	Non-Executive, Non- Independent	-	1	-	2
7	Shri R.K. Lohia	Non-Executive, Independent	-	5	-	-
8	Shri Suparas Bhandari	Non-Executive, Independent	-	-	-	-
9	Mr. Paul Heinz Hugentobler	Non-Executive, Non- Independent	-	2	-	-

@ Directorships on all public limited companies, whether listed or not, has been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 has been excluded.

** Chairmanship/ Membership of the Audit Committee and the Stakeholders Relationship Committee has been considered.

(iv) Non-Executive Directors'

Compensation and disclosures

Apart from sitting fees paid to the Non-Executive Independent and Non-Independent Directors (except Chairman & Managing Director) for attending Board/ Committee meetings, Commission was paid during the year details of which are given separately in this report. No transaction has been made with Non-Executive and Independent Directors vis-à-vis your Company.

(v) Other provisions as to Board and Committees

Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company. The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board and their foresight helps in decision making process.



➤ Inside view of Mangrol Captive Power Plant



➤ Jharli plant view

The Board has unfettered and complete access to any information with your Company. Members of the Board have complete freedom to express their views on agenda items and discussions at Board level are taken after due deliberations and full transparency. The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfills stakeholder's aspirations and societal expectations.

The matters placed before the Board as required under Clause 49 of Listing Agreement inter alia includes:

- a) Key elements of Annual Budget, Business plans and progress thereof, presentation on quarterly performance.
- b) Information on recruitment and remuneration of Senior Officials just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- c) Delegation of powers to the Management, Show cause, demand, prosecution notices and penalty notices which are materially important.

- d) Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- e) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- f) Significant Human Resources related issues.
- g) Sale/purchase or material nature of investments, assets which is not in normal course of business.
- h) Any issue which involves possible public or product liability claims of substantial nature including any judgement or order which may have passed stricture on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company. Review of compliance of all laws applicable to the Company including the requirements of the Listing Agreement with the Stock Exchanges and steps taken by the Company to rectify instances of non-compliances, if any.
- i) Minutes of Meetings of Audit Committee, Committee of Directors and other Committees of Board.

Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company.

The Director is also explained in detail the compliances required from him under the Companies Act, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

Audit Committee

(i) Broad Terms of Reference

The Audit Committee reviews the matters falling in its terms of reference and addresses larger issues and examines those facts that could be of vital concerns to the Company. The terms of reference of the Audit Committee constituted by the Board in terms of Section 177 of the Companies Act, 2013 and the Corporate Governance Code as prescribed under clause 49 of the Listing Agreement, which broadly includes matters pertaining to adequacy of internal control systems, review of financial reporting process, discussion of financial results, interaction with auditors, appointment and remuneration of auditors, adequacy of disclosures and other relevant matters. In particular, these include.

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by them.

4. Reviewing with management, the annual financial statements before submission to the Board particularly with reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement and Board's report in terms of Section 134(5) of the Companies Act, 2013.
 - b. Changes if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions,
 - g. Qualifications in the draft audit report.
5. Reviewing with the management the quarterly financial statements before submission to the Board for Approval.
6. Reviewing with the statutory and internal auditors the adequacy of internal controls and steps to be taken for strengthening the areas of weaknesses in internal controls.
7. Reviewing reporting structure, coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
12. To review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters/letters of internal control weaknesses issued by the statutory auditors.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
14. Approval of the Annual Internal Audit Plan.

15. To review whistle Blower Mechanism

(ii) Composition of the Committee

Following Directors were the members of the Audit Committee:

- (i) Dr. K. B. Agarwal (Chairman)
Independent, Non-Executive Director
- (ii) Shri A. Karati
Independent, Non-Executive Director
- (iii) Shri J. N. Godbole
Independent, Non-Executive Director
- (iv) Shri K.N. Khandelwal
Non Independent,
Non-Executive Director
- (v) Shri R.K. Lohia
Independent, Non-Executive Director

All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. Shri A.K.Saraogi, Chief Finance Officer regularly attends the meetings and Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee. The Statutory Auditors of the Company attend the meetings as special invitees. All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

(iii) Meetings and Attendance

During the financial year ended 31st March, 2015 four meetings were held on (i) 17th May, 2014 (ii) 26th July, 2014 (iii) 1st November, 2014 and (iv) 14th February, 2015.

The attendance at the Committee Meetings was as under:

Sr. No	Name of Director	No. of Meetings attended
1	Shri Ashok Sharma (ceased w.e.f. 29.9.14)	2
2	Shri A. Karati	2
3	Dr. K. B. Agrawal	4
4	Shri K.N. Khandelwal	4
5	Shri R.K. Lohia	3
6	Shri J.N.Godbole	1

Nomination and Remuneration Committee**(i) Broad Terms of Reference**

- (a) To review and decide the policy on specific remuneration package of Managing Director of the Company.
- (b) To decide quantum of Commission of Non-executive Directors of the Company.

(ii) Composition of the Committee

Remuneration Committee of the Company as on 31st March, 2015 comprised of:

- (i) Shri Raj Kumar Lohia (Chairman): Independent, Non-Executive Director
- (ii) Shri A. Karati : Independent, Non-Executive Director
- (iii) Shri J.N. Godbole: Independent, Non Executive Director

(iv) Shri Suparas Bhandari: Independent, Non-Executive Director

Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee.

(iii) Meetings and Attendance

During the financial year ended 31st March, 2015 one meeting was held on 11th May, 2014.

The attendance at the above Meeting was as under

Sr. No	Name of Director	No. of Meetings attended
1	Shri Raj Kumar Lohia	1
2	Shri A.Karati	2
3	Shri J.N. Godbole	2
4	Shri Suparas Bhandari	2

(iv) Nomination and Remuneration Policy:

The Company's remuneration policy is based on the principles of (i) pay for responsibility (ii) pay for performance and potential and (iii) pay for growth. Keeping in view the above, the Nomination and Remuneration Committee is vested with all the

necessary powers and authorities to ensure appropriate disclosure on remuneration to the Managing Director including details of fixed components and performance linked incentives.

As for the Non-executive Directors, their appointment on the Board is for the benefit of

the Company due to their vast professional expertise in their individual capacity. The Company suitably remunerates them by paying sitting fee for attending the meetings of the Board and various committees of the Board and commission on profit.

The number of Equity Shares held by Non-Executive Directors of the Company as on 31.03.2015 are as under

Sr. No	Name of Directors	No. of Equity Shares Held
1	Smt. Sushila Devi Singhanian	920957
2	Shri K.N. Khandelwal	1000
3	Shri Achintya Karati	640
4	Dr. K.B.Agarwal	300

Details of Remuneration paid to the Directors for the year ended 31st March, 2015

Sr. No	Name of Director	Salary	Benefits	Commission	Sitting Fee	Total
1	Dr. Gaur Hari Singhania (deceased on 4.2.15)	-	-	-	320000	320000
2	Smt. Sushila Devi Singhania	-	-	650000	100000	750000
3	Shri Yadupati Singhania*	19200000	33600000*	20000000	-	72800000
4	Shri Ashok Sharma (ceased w.e.f. 29.9.14)	-	-	-	180000	180000
5	Shri A. Karati	-	-	650000	120000	770000
6	Shri J.N. Godbole	-	-	650000	280000	930000
7	Dr. K.B. Agarwal	-	-	650000	580000	1230000
8	Shri K.N. Khandelwal	-	-	650000	440000	1090000
9	Shri Raj Kumar Lohia	-	-	650000	280000	930000
10	Shri Suparas Bhandari	-	-	650000	180000	830000
11	Shri Jagendra Swarup (deceased on 30.7.14)	-	-	-	40000	40000
12	Mr. Paul Heinz Hugentobler	-	6070086**	650000	22298	6742384

* Benefits does not include payment of contribution to Provident Fund, which is exempted perquisite under applicable provisions of the Companies Act, 2013 but includes Performance incentive of ₹ 96 Lacs.

** Paid in professional capacity.

Stakeholders' Relationship Committee - Mandatory Committee

The terms of reference of the Committee are:

1. Transfer/transmission of shares / debentures and such other securities as may be issued by the Company from time to time;
2. Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
3. Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
4. Issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
5. To grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;

6. To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
7. To approve and monitor dematerialisation of shares / debentures / other securities and all matters incidental or related thereto;
8. To authorise the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
9. Monitoring expeditious redressal of investors / stakeholders grievances;
10. All other matters incidental or related to shares, debentures and other securities of the Company.

(i) Composition

The Committee as on 31st March, 2015 comprises of:

- (a) Dr. K.B. Agarwal (Chairman): Independent, Non-Executive Director.
- (b) Shri Suparas Bhandari: Independent, Non-Executive Director (Appointed as Member w.e.f 14.2.15)
- (c) Shri K.N. Khandelwal: non Independent, Non-Executive Director.
- (d) Shri Raj Kumar Lohia: Independent, Non-Executive Director.

(ii) Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee.

(iii) Functions

The Committee specifically looks into redressal of shareholders' and investors' complaints such as transfer of shares, non-receipts of shares, non-receipt of dividend declared, annual reports and to ensure expeditious share transfer process and to review the status of investors' grievances, redressal mechanism and recommend measures to improve the level of

investors' services. The Company received 34 complaints during the F.Y. 2014-15, and all the 34 complaints were redressed. No investor grievance has remained unattended/ pending for more than thirty days. Investor's complaints received through SEBI

are redressed at www.scores.gov.in. However, seven requests for dematerialisation involving 104 equity shares of the Company remained to be attended as at 31.03.2015 was attended/ disposed of after 31.03.15 but within stipulated period of 30 days.

(iv) Meeting and Attendance

During the financial year ended 31st March, 2015 four meetings were held on (i) 17th May, 2014 (ii) 26th July, 2014 (iii) 1st November, 2014 and (iv) 14th February, 2015.

The attendance at the above Meeting was as under

Sr. No	Name of Director	No. of Meetings attended
1	Shri Suparas Bhandari	1
2	Shri Jagendra Swarup	1
3	Dr. K.B Agarwal	4
4	Shri K.N Khandelwal	4
5	Shri Raj Kumar Lohia	3

Risk Management Committee - Mandatory Committee

Business Risk Evaluation and Management is an ongoing process within the Organisation. The Company has a risk management framework to identify, monitor and minimise risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

1. Oversight of risk management performed by the executive management;

2. Reviewing the business risk management policy and framework in line with local legal requirements and SEBI guidelines;

3. Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle

4. Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

Within its overall scope as aforesaid, the Committee reviews risks, trends,

exposure, potential impact analysis and mitigation plan.

The Committee was constituted on 17th May, 2014 and 3 (three) meetings of the Committee were held during the year – (i) 26th July, 2014, (ii) 1st November, 2014 and (iii) 14th February, 2015.

The attendance at the above Meeting was as under

Sr. No	Name of Director	No. of Meetings attended
1	Shri Jayant Narayan Godbole	3
2	Dr.K.B Agarwal	3
3	Mr. Paul Heinz Hugentobler	NIL

Corporate Social Responsibility Committee - Mandatory Committee

Composition of the Committee

Smt. Sushila Devi Singhania	Non-Executive, Non-Independent Director
Dr. K. B. Agarwal	Non-Executive, Independent Director
Shri J. N. Godbole	Non-Executive, Independent Director
Shri Suparas Bhandari	Non-Executive, Independent Director

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Board has also empowered the Committee to look into matters related to sustainability and overall governance.

Terms of Reference of the Committee, inter alia, includes the following:

- To review the existing CSR Policy and to make it more

comprehensive so as to indicate the activities to be more undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

- To provide guidance on various CSR activities to be undertaken by the Company and to monitor process.
- To observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary.

CSR committee attendance

Three CSR committee meetings were held during the year - (i) 26th July, 2014;

- (ii) 1st November, 2014 and
- (iii) 14th February, 2015.

The attendance at the above Meeting was as under

Directors	No. of Meetings attended	
	Held	Attended
Smt. Sushila Devi Singhania (Appointed since 1st November, 2014)	3	1
Dr. K. B. Agarwal	3	3
Shri J.N. Godbole	3	3
Shri Suparas Bhandari (Appointed since 1st November, 2014)	3	1

CMD/CFO Certification

The Chairman and Managing Director and the CFO have certified to the Board, inter alia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Clause 49(V) of the Listing Agreement, for the year ended 31.03.2015.

General Body Meetings:

Dates, time and places of last General meetings held are given below

Financial Year	Date	Time	Place
2011-12 (AGM)	4th August, 2012	12 Noon	Auditorium of the Merchants Chamber of U.P., Kanpur
2012-13 (EGM)	9th February, 2013	12 Noon	Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar,
2012-13 (AGM)	27th July, 2013	12 Noon	Auditorium of the Merchants Chamber of U.P., Kanpur
2013-14 (AGM)	26th July, 2014	12 Noon	Auditorium of the Merchants Chamber of U.P., Kanpur

A special resolution was passed in the Extraordinary General Meeting (EGM) of the Company held on 9th February, 2013. Twelve special resolutions were passed in the Annual General Meeting of the Company held on 26th July, 2014. There were no matters required to be dealt/ passed by the Company through postal ballot, in any of the aforesaid meetings, as required under the provisions of Section 110 of the Companies Act, 2013. The Chairman of the Audit Committee was present at AGMs held on 4th August, 2012, 27th July, 2013 and 26th July, 2014 to answer the queries of the shareholders.

Disclosures

- (i) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management,

their Subsidiaries/ Associates or relatives conflicting with Company's interest. Suitable disclosure as required by the Accounting Standard (AS18) has been made in the Annual Report.

- (ii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during last three years.
- (iii) The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement. The Company has complied with the non-mandatory requirements relating to the remuneration committee to the extent detailed above.

Disclosures regarding appointment or re-appointment of Directors:

According to the provisions of Companies Act 2013 read with Articles of Association of the Company one Non-Executive Non-Independent Director Shri K.N. Khandelwal will be retiring by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-election. Given below is the brief resume of Shri K.N. Khandelwal Director pursuant to clause 49 of the listing Agreement:

Shri Kailash Nath Khandelwal (DIN 00037250) is a Commerce Graduate and a Chartered Accountant having experience of more than 45 years in the field of Finance, Accounts, Taxation etc. He has been acting as

Director of the Company since 2004. He also served as President (Finance & Accounts) of Jay Kay Enterprises Ltd (formerly J.K. Synthetics Ltd). He is on the Board of other Indian Companies and also acted as Trustee and Member of various educational and social institutions and organisations. As on 31st March, 2015, he held 1000 Nos. of Equity share of the Company.

The Board of Directors of the Company appointed Smt. Sushila Devi Singhania as an Additional Director w.e.f. 26.7.14 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company and to hold office upto the next Annual General Meeting. In terms of Section 161 and any other applicable provisions of the Companies Act, 2013, Smt. Sushila Devi Singhania is proposed to be appointed as a Non Independent Non Executive Director whose office is liable to retire by rotation in the Annual General Meeting. Notice has been received from a member proposing her candidature for the office of Director of the Company. Given below is the brief resume of Smt. Sushila Devi Singhania pursuant to clause 49 of the Listing Agreement:

Smt. Sushila Devi Singhania (DIN 00142549), scion of renowned Jalan family representing Surajmall Nagarmall group, famous industrial house. She is an arts graduate having keen interest in industry and commerce. She is a Member of Managing Committee of Seth Anand Ram Jaipuria School, Kanpur, President of Juari Devi Girls Inter College, Kanpur

and President of Juari Devi Girls Post Graduate College, Kanpur. She was/is actively associated with programmes for welfare and upliftment of economically weaker sections, children and women. She is actively associated with religious activities. She is acting as Director of Yadu International Ltd. and G.H. Securities (P) Limited. As on 31st March, 2014, she holds 920957 Equity share of the Company.

Code of Conduct

The Board of Directors has already adopted the Code of Ethics & Business Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Executives as well as Non-executive Directors, and members of the Senior Management. A copy of the Code has been hosted on the Company's website www.jkcement.com. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them hereinafter.

Means of Communications

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange(s) in accordance with Listing Agreement and the same are normally published in Business Standard, Economic Times, Nav Bharat Times, Hindustan, Times of India, and Nafa Nuksan newspapers. Management Discussion and Analysis forms part of Annual Report, which is posted to the Shareholders of the Company.

All vital information relating to the Company and its performance, including quarterly results etc. are

simultaneously posted on Company's website www.jkcement.com. Further, Shareholding pattern and quarterly corporate governance report is uploaded on the NSE Electronic Application Processing System (NEAPS) maintained by NSE and www.listing.bseindia.com maintained by BSE.

Details of shares lying in the Escrow Account of the Registrar & Share Transfer Agent.

As per SEBI Circular dated 24th April, 2009 bearing reference no.SEBI/CFD/DIL/LA/1/2009/24/04, every Company is required to report the details of the shares lying in the Escrow Account which are yet to be credited to the investors who were allotted shares in the IPO. Accordingly, it is reported that as on 31.03.2015, 160 number of equity shares of 3 (three) shareholders are lying in the Escrow Account with Stock Holding Corporation of India Ltd, Kanpur (DP.Id. IN301330 Client ID 19881648).

Prevention of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), a comprehensive code of conduct for prevention and regulation of trading in the Company's share by insiders is in vogue. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the company.

General Shareholders Information

(i) Annual General Meeting	
Date and Time	Saturday the 1st August, 2015 at 12 Noon.
Venue	Auditorium of Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur.
(ii) Financial Calendar	
(a) First Quarter Results	Within 45 days from the close of Quarter Ending June, 2015
(b) Second Quarter Results	Within 45 days from the close of Quarter Ending September, 2015
(c) Third Quarter Results	Third Quarter Results - Within 45 days from the close of Quarter Ending December, 2015
(d) Results for the year ending 31st March, 2016	Within 60 days from the close of Quarter/Year Ending March, 2016

(iii) Date of Book Closure

Wednesday the 22nd July, 2015 to Saturday 1st August, 2015 (both day inclusive).

(iv) Dividend payment date:

The Board of Directors of the Company have recommended a dividend of ₹ 4 per share for the

year 2014-15 which shall be payable on or after 1st August, 2015

(v) Listing on Stock Exchanges

The Equity shares of the Company are listed with the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. and the

listing fees has been duly and timely paid to both the Stock Exchanges for 2015-16.

(vi) Stock Code

BSE 532644
NSE JKCEMENT
ISIN NUMBER INE823G01014

(vii) Market Price Data

Month	BSE			
	High	Low	Sensex High	Sensex Low
April, 2014	257.60	226.00	22939.31	22197.51
May, 2014	360.00	220.55	25375.63	22277.04
June, 2014	418.80	340.00	25725.12	24270.20
July, 2014	405.00	360.00	26300.17	24892.00
August, 2014	507.00	385.95	26674.38	25232.82
September, 2014	597.00	466.85	27354.99	26220.49
October, 2014	611.00	501.75	27894.32	25910.77
November, 2014	682.00	607.00	28822.37	27739.56
December, 2014	655.00	546.15	28809.64	26469.42
January, 2015	724.00	592.90	29844.16	26776.12
February, 2015	754.00	670.00	29560.32	28044.49
March, 2015	738.10	635.00	30024.74	27248.45

Month	NSE			
	High	Low	Nifty High	Nifty Low
April, 2014	258.70	225.00	6869.85	6650.40
May, 2014	360.00	218.95	7563.50	6638.55
June, 2014	419.00	337.20	7700.05	7239.50
July, 2014	404.50	359.00	7840.95	7422.15
August, 2014	507.10	385.00	7968.25	7540.10
September, 2014	598.00	465.35	8180.20	7841.80
October, 2014	661.00	501.55	8330.75	7723.85
November, 2014	684.40	606.00	8617.00	8290.25
December, 2014	648.00	545.00	8626.95	7961.35
January, 2015	724.40	593.00	8996.60	8065.45
February, 2015	740.90	670.00	8941.10	8470.50
March, 2015	740.00	633.05	9119.20	8269.15

(viii) Registrar/Transfer Agent

M/s JayKay Enterprises Ltd. is acting as Registrar and Share Transfer Agent of the Company for Physical and Demat segment. Their address for communication is as under:-

M/s JayKay Enterprises Ltd. (Unit J.K. Cement Ltd.)
Kamla Tower, Kanpur - 208 001
Telephone: (0512) 2371478 - 81;
Ext: 18322/323
Fax: (0512) 2332665/2399854;
email: investorservices@jkcement.com;
rc.srivastava@jkcement.com

(ix) Share Transfer System

Share Transfer work of physical segment is attended to by the Company's Registrar & Share Transfer Agent within the prescribed period under law and the Listing Agreements with Stock Exchanges.

All share transfers etc. are approved/ ratified by a Committee of Directors, which meets periodically.

(x) Distribution of Shareholding as on 31st March, 2015

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	83412	98.76	2481770	3.55
501 to 1000	593	0.70	422301	0.60
1001 to 2000	165	0.20	242653	0.35
2001 to 3000	63	0.07	160029	0.23
3001 to 4000	24	0.03	85903	0.12
4001 to 5000	27	0.03	128600	0.18
5001 to 10000	46	0.05	348441	0.50
10001 and above	131	0.16	66057553	94.47
Total	84461	100	69927250	100

(xi) Category of Shareholders as on 31st March, 2015

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Promoters and Promoter Group	28	0.04	46799619	66.93
Mutual Funds / Uti	83	0.10	6099561	8.72
Financial Institutions / Banks	104	0.12	22789	0.03
Insurance Companies	4	0	766609	1.10
Foreign Institutional Investors	70	0.08	7421808	10.61
Bodies Corporate	744	0.88	4189520	6.00
Individuals	83302	98.63	4422017	6.32
Others	126	0.15	205327	0.29
Total	84461	100	69927250	100

(xii) Dematerialisation of Shares

The Company's Equity shares have been allotted ISIN (INE823G01014) both by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). 6,93,39,133 Equity share representing 99.16% of the paid up Equity Capital of the Company have been dematerialised till 31st March, 2015.

(xiii) The Company has not issued any GDRs/ADRs/warrants or any convertible instruments.**(xiv) Plant Location**

Company has following plants

Plants	Location
INDIA	
Grey Cement Plants	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Mangrol, Dist. Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan Muddapur, Dist: Bagalkot, Karnataka Jharli, Dist: Jhajjar, Haryana
White Cement & White Cement based Wall Putty Plant	Gotan, Dist. Nagaur, Rajasthan Village: Rupaund, Tehsil - Badwara, Distt. Katni, M.P (under implementation)
Thermal Power Plants	Bamania, Shambhupura, Dist. Chittorgarh, Rajasthan Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan Muddapur, Dist: Bagalkot, Karnataka Mangrol, Chittorgarh, Rajasthan
Waste Heat Recovery Power Plant (For captive consumption)	i) Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan ii) Mangrol, Dist. Chittorgarh, Rajasthan
OVERSEAS	
Dual process White/Grey Cement Plant	Plot No.7, Habhab, Tawian Fujairah, UAE

(xv) Address for Correspondence:

Mr. Shambhu Singh
Asst. Vice President (Legal) &
Company Secretary,
J.K. Cement Ltd.,
Kamla Tower, Kanpur - 208001.
Telephone No.: 0512 2371478 - 81
Fax: 0512-2332665/2399854
Email: shambhu.singh@jkcement.com
Website: www.jkcement.com

Sustainability and Environment

The Company's Sustainability framework continued to assess sustainability risks and opportunities both at the unit and corporate levels and monitor the various sustainability initiatives. The Company's initiatives aimed at low carbon emissions, low air and water pollution, use of alternative fuel, renewable energy etc.

J.K. Cement to begin with drawn up its first sustainability report in 2013-14. The present Report for 2014-15 is developed based on prevailing GRI 4 guidelines. The sustainability report reflects upon our triple-bottom line performance and highlights the major initiatives taken by us during the period 2014-15. Currently we have an installed Grey Cement capacity of 10.47 MnTPA, making us one of the leading manufacturers in the country. We believe in constant innovation, and invest immense time and resources in R&D activities towards our constant strive to develop and deliver best quality products to our customers. We have a highly experienced in-house R&D team responsible for product development, who regularly engage with external consultants.

Our current product portfolio includes 55% Portland Pozzolana cement (PPC), 41% Ordinary Portland cement (OPC) and 4% Portland Slag cement. Our

Grey Cement is currently sold in 13 states in India; J.K. Cement's market includes Rajasthan, Haryana, Delhi, Western Uttar Pradesh, Uttarakhand, Maharashtra, Punjab & Chandigarh, Himachal Pradesh, Madhya Pradesh, Gujarat, Kerala, Goa and Karnataka states. Similarly, our White Cement and White Cement based wall putty has seen huge demand within the country, besides being exported to nearly 30 countries across the world spanning across Asia, Middle East, Africa and Asia Pacific geographies. The cement industry forms the backbone of today's societal growth; Cement being the key material required for the infrastructure development. The demand of cement is growing on account of infrastructure and housing activity carried by Government of India under make in India campaign. At the same time, the cement industry has a considerable impact on the environment, other than traditional industrial sectors. However, there are no viable substitutes to Cement and Cement will continue to fuel urban development in the coming years. Here, operational efficiency and product innovation by the Cement industry leading to reduced resource consumption and emissions presents the best way forward. We, at J.K. Cement, understand this situation and are constantly striving to reduce our Environment footprint. We realise the importance of conserving and consuming the earth's resources with discretion, and are working towards this goal through various innovative initiatives and improvements in our operational efficiency. Going forward we aim to use the most advanced technology to produce the most efficient products consuming only the minimal of the earth's resources.

Occupational Health and Safety

We consider Health and Safety as fundamental values to be integrated into all our activities. Almost all our units have obtained OHSAS 18001 Certification. Enhancing our working conditions to enable high standards of safety for our workplace is instrumental for business success. Keeping this philosophy in mind, we consider every single incident as a source of learning and an opportunity for improving our existing systems. We have various practices and policies in place for ensuring work-place safety and safeguarding employees against events concerning work-place related serious disease and fatalities. During the year 2014-15 total number of reportable fatal injuries for both permanent and contractual workers was zero. All our offices and sites have established EHS Management systems with designated responsibilities and safety infrastructure, which are under constant supervision and up gradation to comply with leading international standards. All personnel of our work force is covered under the formal joint management worker health and safety committees. We have organised various awareness and counseling programs on health and safety. Going forward our focus will be on continued efforts towards embedding and strengthening the competencies of our people across all regions.

Managing the Risks of Fraud, Corruption and Unethical Business Practices

The Company is committed to Fraud and Corruption-free work culture. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the Company has put greater emphasis to address this risk.

Compliance Certificate of the Statutory Auditors

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and the same is annexed to this report.

Declaration

Compliance with the Code of Business Conduct and Ethics

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed compliance with Company's Code of Business Conduct and Ethics for the year ended 31st March, 2015.

For J.K. Cement Limited

Yadupati Singhania
Chairman & Managing Director

Place : Kanpur
Dated : 23rd May, 2015

Chairman & Managing Director/Chief Financial Officer Certification

As required by sub-clause IX of Clause 49 of the Listing Agreement with the Stock Exchanges, we have certified to the Board that for the financial year ended 31st March, 2015, the Company has complied with the requirements of the said sub-clause.

For J.K. Cement Limited

Yadupati Singhania
Chairman & Managing Director

For J.K. Cement Limited

A.K.Saraogi
President (C/A) & Chief Financial Officer

Auditors' Certificate on Corporate Governance

To the Members of J.K. Cement Limited

We have examined the compliance of conditions of Corporate Governance by J.K. CEMENT LIMITED for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause, it is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

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

For P.L. TANDON and CO
Chartered Accountants
Registration No. 000186C

Place : Kanpur
Dated : 23-05-2015

A.K. Agarwal
Partner
Membership No. 071548

Independent Auditors' Report

To the Members of J.K. Cement Limited

Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 circumstance but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Emphasis of Matters

We draw attention to the following matter in the notes to financial statements;

Note No. 37.1 (A) (vi) of the financial statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of the Competition Act, 2002 and imposing a penalty of ₹ 12854 lacs on the company. The company is advised that it has a good case before Competition Appellate Tribunal and accordingly no provision has been considered necessary by the company in this regard.

Our opinion is not modified in respect of above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub – section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations as at 31, March, 2015 on its financial position in its financial statements – Refer Note 37 to the financial statements
- (ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **P.L. TANDON & CO**
Chartered Accountants
Registration Number: 000186C

Place : Kanpur
Dated : 23rd May, 2015

A.K. AGARWAL
(PARTNER)
Membership Number: 071548

Annexure To The Independent Auditors' Report

Re: J.K. Cement Limited

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2015, We report that:

i. In respect of its Fixed Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets other than furniture and fixtures and office equipments.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

ii. In respect of its Inventories:

- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and discrepancies noticed on verification between physical stocks and the book records were not material.

iii. In respect of loans, secured or unsecured, granted by the Company to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013, according to the information and explanations given to us :

- (a) The Company had granted Unsecured Loans to Two Companies.

- (b) According to terms and conditions there is no amount due during the year for Principle or interest.

- (c) There is no overdue amount of such loans.

- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.

- v. In our opinion and according to information and explanations given to us, the company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act , 2013 , therefore , the provisions the Companies (Auditor's Report) order, 2015, are not applicable to the company.

- vi. We have broadly reviewed the books of account maintained by the Company, pursuant to the rules made by the Central Government, for maintenance of cost records under sub section (1) of section 148 of the Companies Act,2013 and we are of the opinion that prima-facie the prescribed accounts and records have been maintained.

- vii. According to the information and explanations given to us, in respect of statutory and other dues:

- (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom , duty of excise, value added tax, cess and any other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund , Employees State Insurance , Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material Statutory dues were in arrear as at 31st March, 2015 for a period more than six months from the date they became payable.

- (b) According to the records of the company, income tax, sales tax, wealth tax, service tax, custom duty, excise duty or value added tax and cess which have not been deposited on account of any dispute, are as follows :-

Name of the Statute	Nature of the Dues	Amount (₹ in Lacs)	Period to which Amount Relates	Forum where Dispute is Pending
Finance Act 2008 (State)	Environment and Health Cess	2224.71	2008-09 to 2014-15	Jodhpur High Court and Bangalore High Court
State Sales Tax Act	Sales Tax	6330.40	1991-92 onwards	Various Court in Uttar Pradesh and Rajasthan
Central Sales Tax Act	Sales Tax	1334.55	1999 Onwards	Appeal with D.C.S.T
Rajasthan Entry Tax	Entry Tax	5281.20	July, 2006 Onwards	Appeal with Jodhpur High Court
Rajasthan Entry Tax	Interest on Entry Tax	2298.68	2002-03 Onwards	Appeal with Jodhpur High Court
Uttar Pradesh Entry Tax	Interest on Entry Tax	314.47	2008-09 and 2009-10	Appeal with Supreme Court
Central Excise Act, 1944	Excise Duty including Interest thereon	419.02	1989	Supreme Court
Finance Act, 1994	Service Tax	1085.42	June, 2007 to March, 2008	Central Excise Department
Central Excise Act, 1944	Excise Duty including Interest	1636.40	July, 1999 to March, 2008	Central Excise Department
Service Tax	Service Tax on GTA	228.89	-	Central Excise Department

- (c) According to the information and explanations given to us the amount which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- viii. The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks or debenture holders.
- x. The company has given guarantees for loans taken by others from banks and financial institution. According
- to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the company.
- xi. In our opinion, the term loans have been applied for the purpose for which they were raised.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **P.L. TANDON & CO**
Chartered Accountants
Registration Number: 000186C

A.K. AGARWAL
(PARTNER)
Membership Number: 071548

Place : Kanpur
Dated : 23rd May, 2015

Balance Sheet

as at 31st March, 2015

	Note No.	As at 31-03-2015	As at 31-03-2014
Equity and Liabilities			
Shareholders' Funds			
Share Capital	1	6992.72	6992.72
Reserves and Surplus	2	157661.34	168853.05
		164654.06	175845.77
Non Current Liabilities			
Long Term Borrowing	3	215879.73	198655.60
Deferred Tax Liability (Net)	4	27984.55	26848.00
Other Long Term Liabilities	5	11676.87	9714.86
Long Term provisions	6	1659.47	1387.21
		257200.62	236605.67
Current Liabilities			
Short term Borrowings	7	26335.28	19850.33
Trade Payables	8	22925.76	24672.66
Other Current Liabilities	9	58920.35	49846.81
Short Term Provisions	10	4766.56	3452.49
		112947.95	97822.29
Total		534802.63	510273.73
Assets			
Non Current Assets			
Fixed Assets	11		
Tangible Assets		333598.56	231149.41
Intangible Assets		197.51	106.92
Capital Work-in-Progress		19117.98	110198.74
Intangible Assets under Development		28400.61	25300.66
Non-Current Investments	12	15340.10	14241.99
Long Term Loans and Advances	13	396654.76	380997.72
Current Assets			
Current Investments	14	3050.00	4650.00
Inventories	15	50978.54	54195.48
Trade Receivables	16	13940.46	11170.68
Cash and Cash Equivalents	17	40770.57	34755.29
Short Term Loans and Advances	18	28454.29	23081.95
Other Current Assets	19	954.01	1422.61
		138147.87	129276.01
Total		534802.63	510273.73
Significant Accounting Policies			
Notes on Financial Statements	1-40		

As per our Report attached
For P.L. TANDON and CO
Chartered Accountants

Smt. Sushila Devi Singhania
Director

Yadupati Singhania
Chairman & Managing Director

A.K. Agarwal
Partner

A.K. Saraogi
President (Corp. Affairs) and CFO

Achintya Karati
Jayant Narain Godbole
Kailash Nath Khandelwal
Krishna Behari Agarwal
Paul Heinz Hugentobler
Suparas Bhandari

Directors

Place : Kanpur
Dated : 23rd May, 2015

Shambhu Singh
Company Secretary

Statement of Profit and Loss

For the year ended 31st March, 2015

		₹/Lacs	
	Note No.	2014-2015	2013-2014
Income			
Revenue From Operations	20	334859.30	279584.60
Other Income	21	5992.90	4793.34
Total Revenue		340852.20	284377.94
Expenses			
Cost of Materials Consumed	22	55620.12	46223.11
Purchases of Stock-in-Trade		103.94	98.57
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	(94.84)	(3857.42)
Employee Benefits Expense	24	20254.24	16779.40
Finance Costs	25	21942.27	15259.74
Depreciation and amortisation expense	26	13659.63	13397.01
Other Expenses	27	213451.45	182850.22
Total Expenses		324936.81	270750.63
Profit before Tax		15915.39	13627.31
Tax Expense:			
Current Tax		3338.76	2880.00
Less: MAT Credit entitlement		(3,338.76)	(351.00)
Earlier Years Tax		-	(548.53)
Deferred Tax		223.00	1944.00
Profit for the Year		15692.39	9702.84
Earning per Equity share of ₹ 10/- each.		22.44	13.88
Basic and Diluted (In ₹)			
Significant Accounting Policies			
Notes on Financial Statements	1-40		

As per our Report attached
For P.L. TANDON and CO
Chartered Accountants

A.K. Agarwal
Partner

Place : Kanpur
Dated : 23rd May, 2015

Smt. Sushila Devi Singhania
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President (Corp. Affairs) and CFO

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Paul Heinz Hugentobler
Suparas Bhandari

Directors

Cash Flow Statement

for the year ended 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
A) Cash flow from operating activities		
Profit before Tax as per Profit & Loss Account	15915.39	13627.31
Adjusted for :		
Depreciation	13659.63	13390.25
Interest	21547.07	14348.7
Interest received	(3935.42)	(3544.32)
Dividend Income	-	(1.98)
Profit on sale of Investments	(441.74)	(74.50)
Loss on sale of assets(Net)	213.08	62.12
Mines restoration Charges	13.74	17.27
	31056.36	24197.54
Operating Profit before Working Capital Changes	46971.75	37824.85
Adjusted for :		
Trade & Other Receivables	(3938.69)	(9425.91)
Inventories	3216.94	(1668.44)
Trade Payable & Other Liabilities	2969.24	2247.49
Cash Generated from Operations	49219.24	26402.53
Adjusted for :		
Tax Paid	(3122.58)	(2346.45)
Corporate Dividend Tax	(356.52)	(772.47)
Dividend paid	(2097.82)	(4545.27)
	(5576.92)	(7664.19)
Net cash from operating activities	43642.32	18738.34
B) Cash flow used in investing activities		
Acquisition/Purchase of fixed assets including capital advances	(48765.18)	(94965.54)
Sale of fixed assets	294.52	171.67
Purchase of Investments	(14299.95)	(20620.78)
Sale of Investments	13241.74	7674.50
Dividend	-	1.98
Interest Income	3752.87	3118.85
Net cash used in investing activities	(45776.00)	(104619.32)

Cash Flow Statement

for the year ended 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
C) Cash flow from financing activities		
Loan to Associates	(1006.33)	(364)
Capital subsidy received	28.45	77.69
Deferred Sales Tax / VAT	354.69	(1260.37)
Long Term Borrowings	36905.12	124604.92
Cash Credit Accounts	6484.95	984.9
Repayment of Long Term Borrowings	(14971.33)	(19725.15)
Interest Paid	(21654.28)	(17673.61)
Security Deposits	1962.01	1014.56
Vehicle Loans	45.68	(268.4)
Net cash from financing activities	8148.96	87390.54
Net increase in Cash and Cash Equivalents (a+b+c)	6015.28	1509.56
Opening balance of Cash and Cash Equivalents	34755.29	33245.73
Closing balance of Cash & Cash Equivalents	40770.57	34755.29

As per our Report attached
For **P.L. TANDON and CO**
Chartered Accountants

Smt. Sushila Devi Singhania
Director

Yadupati Singhania
Chairman & Managing Director

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Suparas Bhandari

Directors

Place : Kanpur
Dated : 23rd May, 2015

Shambhu Singh
Company Secretary

Notes

on Financial Statements for the year ended 31st March, 2015

	As at 31-03-2015	As at 31-03-2014
1. Share Capital		
Authorised		
8,00,00,000 Equity Shares of ₹ 10/- each	8000.00	8000.00
(8,00,00,000 Equity Shares of ₹10/- each)		
	8000.00	8000.00
Issued, Subscribed and Paid Up		
6,99,27,250 Equity Shares of ₹10/- each fully paidup	6992.72	6992.72
(6,99,27,250 Equity Shares of ₹10/- each fully paidup)		
	6992.72	6992.72

1.1 The reconciliation of number of shares outstanding is set out below:

Equity shares at the beginning of the year	69927250
Equity shares at the end of the year	69927250

1.2 Details of Shareholders holding more than 5% shares.

S.No.	Name of the share holder	Shares held on 31-03-2015	% 31-03-2015	Shares held on 31-03-2014	% 31-03-2014
1)	Yadu International Ltd	22655100	32.40%	22655100	32.40%
2)	Yadupati Singhania	14279843	20.42%	13246086	18.94%
3)	Juggilal Kamlatpat Holding Ltd.	7228418	10.34%	7228418	10.34%

	As at 31-03-2015	As at 31-03-2014
2. Reserves and Surplus		
a) Capital Reserve		
Govt. Subsidy		
As per last Balance Sheet	9551.10	9473.41
Add: Received during the year	28.45	77.69
	9579.55	9551.10
b) Securities Premium Reserve		
As per last Balance Sheet	25988.60	25988.60
c) Debenture Redemption Reserve		
As per last Balance Sheet	5030.00	3397.50
Add : Transfer from Profit and Loss Account	1632.50	1632.50
	6662.50	5030.00
d) Revaluation Reserve		
As per last Balance Sheet (Refer note no. 11(ii))	21507.30	22726.37
Less : Deduction During the year	21507.30	0.05
Less : Transfer to Profit and Loss Account	-	1219.02
	-	21507.30
e) General Reserve		
As per last Balance Sheet	64540.05	62540.05
Less: Adjustments during the year (Refer Note no. 39)	2038.74	
Add : Transfer from Profit and Loss Account	4000.00	2000.00
	66501.31	64540.05
f) Surplus		
As per last Balance Sheet	42236.00	38620.00
Balance in Statement of Profit and Loss A/c	15692.39	9702.84
	57928.39	48322.84

Notes

on Financial Statements for the year ended 31st March, 2015

	As at		As at	
	31-03-2015		31-03-2014	
2. Reserves and Surplus				
Less: Appropriations				
Transfer to General Reserve	4000.00		2000.00	
Transfer to Debenture Redemption Reserve	1632.50		1632.50	
Proposed Dividend on Equity Shares	2797.09		2097.82	
Tax on Dividend	569.42		356.52	
	8999.01	48929.38	6086.84	42236.00
	157661.34		168853.05	

2.1 Government of Rajasthan has issued an entitlement certificate by which the Company is entitled for interest subsidy under Rajasthan Investment Promotion Scheme, 2003. Government has released ₹ 9579.55 Lacs as interest subsidy for the period 1st December, 2004 to 31st March, 2015 including ₹ 28.45 Lacs during the year which has been accounted for as Capital Receipt based on expert advice.

	As at		As at	
	31-03-2015		31-03-2014	
3. Long Term Borrowings				
a) Secured				
Non Convertible Debentures	54700.00		60000.00	
Term Loan from Banks	153971.63		131772.62	
Vehicle Loans	188.79		132.33	
VAT Loans	2879.24		2879.24	
	211739.66		194784.19	
b) Unsecured				
Deferred Sales Tax Liability	4140.07		3871.41	
	4140.07		3871.41	
	215879.73		198655.60	

3.1 Non Convertible Debentures(NCDs): ₹ 60000.00 Lacs (₹ 60000.00 Lacs)

Security for NCDs for ₹ 40000 Lacs (₹40000 Lacs)

- i) Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge on the assets specified below in 3.2(i)(a).

Security for NCDs for ₹ 20000 Lacs (₹ 20000 Lacs)

- ii) Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of all movable fixed assets, present and future pertaining to Company's existing cement plant at village Muddapur, Karnataka.

3.2 (i) Term Loans related to Cement Plants at Rajasthan

- a) From Banks: ₹ 18683.25 Lacs (₹ 23143.39 Lacs)
Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets

and hypothecation of all the movable assets of the Company both present and future save and except i) inventories, book debts, cash and bank balances and all assets pertaining to J.K. Cement Works, Gotan, J.K. Cement Works, Muddapur, Karnataka ii) properties for office and guest house including those having exclusive charge of other lenders and iii) New Cement plant at Mangrol and Jharli and iv) Plant at Katni, Madhya Pradesh.

- b) From Canara Bank: ₹ 4952.79 Lacs (₹ 921.73 Lacs) and From Export Import Bank of India: ₹ 5000 Lacs (₹ 1500 Lacs)
Secured by equitable mortgage of immovable properties and hypothecation of movable fixed assets pertaining to undertaking of J.K. Cement Works, Gotan.

Notes

on Financial Statements for the year ended 31st March, 2015

(ii) Term Loans related to Cement Plant at Karnataka

- a) From Consortium of Banks : ₹ 16495.72 Lacs
(₹ 25323.58 Lacs)

Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets and hypothecation of all movable assets, present and future (save and except book debts) pertaining to J.K. Cement Works, Muddapur, Karnataka subject to prior charges in favour of working capital lenders on inventories and other current assets.

- b) From State Bank of India : ₹ 5000.10 Lacs
(₹ 5137.21)

Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of all movable fixed assets, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka.

- c) From Allahabad Bank : ₹ 2500 Lacs
(₹ 1500.00 Lacs)

Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets and hypothecation of all movable fixed assets, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka.

(iii) Term Loans related to New Cement Plants at Rajasthan and Haryana

- From Consortium of Banks : ₹ 109518.42 Lacs
(₹ 83645.36 Lacs)

Secured by first pari-passu charge on all immovable fixed assets (save and except mining land) and all movable fixed assets (save and except book debts) being acquired out of loan for the new cement Plants at Mangrol, Rajasthan and split Grinding Unit at Jharli, Haryana and second charge on current assets related to the above plants.

(iv) Term Loan related to Putty Plant at Madhya Pradesh : ₹ 2000.00 Lacs (Nil)

Secured against exclusive charge on entire movable fixed assets (by way of hypothecation) and on immovable fixed assets related to the Wall Putty project at Katni, Madhya Pradesh (excluding current assets and mining land, if any). Charge on immovable fixed assets is yet to be created

v) Term Loans related to the Properties: ₹ 2112.83 Lacs (₹ 3158.05 Lacs)

Secured by exclusive charge by way of equitable mortgage over the immovable assets and hypothecation of movable assets pertaining to the specified properties.

Maturity profile:

Non Convertible Debentures

	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	₹/Lacs Total
SERIES A										
-at 10.25%	-	-	1800	1800	2700	2700	-	-	-	9000
-at 10.50%	-	-	1800	1800	2700	2700	-	-	-	9000
-at 11.00%	-	-	1400	1400	2100	2100	-	-	-	7000
SERIES B										
-at 11%	5300	-	1940	1940	2910	2910	-	-	-	15000
SERIES C										
-at 10.50%	-	-	-	-	-	3300	1300	1950	1950	8500
-at 11.00%	-	-	-	-	-	6300	1300	1950	1950	11500
Total NCD	5300	0	6940	6940	10410	20010	2600	3900	3900	60000

Term Loans from Banks

	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	₹/Lacs Total
3.2(i)a) Rajasthan Plant	3500.59	3762.13	3762.13	3250.56	2979.28	714.28	714.28					18683.25
3.2(i)b) Grey Gotan Plant	1063.40	1111.12	1111.12	1111.12	556.03							4952.79
EXIM		714.28	714.28	714.28	714.28	714.28	714.28	714.32				5000.00
3.2(ii)a) Karnataka Plant	6424.13	8785.72	1285.87									16495.72
3.2(ii)b) State Bank of India	600.10	600.00	600.00	600.00	600.00	600.00	600.00	800.00				5000.10
3.2(ii)c) Allahabad Bank	156.25	312.50	312.50	312.50	312.50	312.50	312.50	312.50	156.25			2500.00
3.2(iii) Mangrol Project		6000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	7518.42	109518.42
3.2(iv) Katni Project				500.00	500.00	1000.00						2000.00
3.2(v) Property Loans	547.01	571.43	571.43	422.96								2112.83
Total Loans	12291.48	21857.18	20357.33	18911.42	17662.09	15341.06	14341.06	13826.82	12156.25	12000.00	7518.42	166263.11

Notes

on Financial Statements for the year ended 31st March, 2015

3.3 Vehicle Loans: ₹ 371.81 Lacs (₹ 326.13 Lacs)

Secured by hypothecation of vehicles

Maturity profile of Vehicle Loan:

	2015-16	2016-17	2017-18	Total
Principal	183.02	126.27	62.52	371.81

3.4 VAT Loan(Interest free) from Govt. Of Karnataka: ₹ 2879.24 Lacs (₹ 2879.24 Lacs)

Secured by second pari passu charge by way of equitable mortgage of land building and plant and machinery pertaining to J. K. Cement Works, Muddapur, Karnataka and bank guarantee. Second charge on assets is yet to be created.

Maturity profile: Payable after September, 2021 onwards.

3.5 Unsecured Loan

Deferred Sales Tax Liability : ₹ 5016.97 Lacs (₹ 4662.28 Lacs)

₹ 143.43 Lacs (₹ 186.65 Lacs) as at 31.03.2015 interest free deferred sales tax liability payable in quarterly equitable instalments of ₹ 31.15 Lacs each.

₹ 4873.54 Lacs (₹ 4475.63 Lacs): Interest free deferred sales-tax liability. The availment of said scheme is still continues. The payment of said scheme are as under :-

2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	Total
752.30	605.12	488.46	659.95	636.62	128.42	1602.67	4873.54

	As at 31-03-2015	As at 31-03-2014
4. Deferred tax assets and liabilities are as under: -		
(a) Deferred Tax Assets		
(i) Provision for Doubtful Debts	216.10	201.56
(ii) Expenses deductible on payment basis	3565.84	3551.60
Sub- Total	3781.94	3753.17
(b) Deferred Tax Liabilities		
(i) Difference between book depreciation and depreciation under Income-tax Act and other adjustments	31588.38	30601.17
(ii) Unabsorbed depreciation	178.11	
(c) Net Deferred Tax Liabilities (b-a)	27984.55	26848.00

	As at 31-03-2015	As at 31-03-2014
5. Other Long Term Liabilities		
Security Deposits	11676.87	9714.86
	11676.87	9714.86

	As at 31-03-2015	As at 31-03-2014
6. Long Term Provisions		
Provision for employees benefits	1491.82	1233.30
Provision for Mines Restoration Charges	167.65	153.91
	1659.47	1387.21

Provision for Mines Restoration charges:

Opening Balance	Provision During The Year	Closing Balance
153.91	14.04	167.95

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
7. Short Term Borrowings		
Secured	26335.28	19850.33
Loan from Banks	26335.28	19850.33

7.1 Cash Credit Account : ₹ 26335.28 Lacs (₹ 19850.33 Lacs)

Cash credit accounts are secured by first charge on current assets of the Company namely inventories, book debts, etc. and second charge on fixed assets of the Company except the fixed assets pertaining to J.K. Cement Works, Gotan and the assets having exclusive charge of other lenders.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
8. Trade Payables		
Micro, Small & Medium Enterprises	681.21	214.10
Other *	19384.98	20066.19
Acceptance	2859.57	6389.41
	22925.76	24672.66

*including project creditors ₹1802.90 Lacs (Prev.Year ₹1018.99 Lacs)

8.1 Based on the information available with the Company regarding the status of suppliers as defined under MSMED Act, 2006, there was no principal amount overdue and no interest was payable to the Micro, Small and Medium Enterprises on 31st March, 2015 as per the terms of Contract.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
9. Other Current Liabilities		
Current maturities of long-term debt (Refer Note No.3)		
Non Convertible Debentures	5300.00	-
Term Loan from Bank	12291.48	12556.70
Vehicle Loan	183.02	193.80
Deferred Sales Tax Liability	876.90	18651.40
Interest Accrued but not due on Borrowings	1188.37	1313.85
Interest Accrued and due on Borrowings	256.02	237.75
Investor Education & Protection Fund shall be credited by following		
Unclaimed Dividend	114.62	117.85
Unclaimed fraction Money	9.24	123.86
Temporary Book Overdraft	-	93.35
Other Payable	38700.70	34533.40
	58920.35	49846.81

9.1 Other payable includes the liability of employees, sales-tax/vat dues and rebates to customer etc.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
10. Short Term Provisions		
Provision for employees benefits	1360.05	973.15
Provision for Wealth Tax	40.00	25.00
Proposed Dividend on Equity Shares	2,797.09	2097.82
Tax on Dividend	569.42	356.52
	4766.56	3452.49

Notes

on Financial Statements for the year ended 31st March, 2015

11. FIXED ASSETS

Description	Gross Block			Depreciation / Amortisation			Net Block	
	As at 01.04.2014	Additions	Deductions/ Adjustments	Revaluation	As at 31.03.2015	As at 01.04.2014	Upto 31.03.2015	As at 31.03.2015
Tangible Assets								
Freehold Land	18026.03	1389.20	0.54	(1,095.64)	18319.05	0.00	0.00	18319.05
Leasehold Land	7090.41	2006.79	0.00	-	9097.20	853.17	1100.48	7996.72
Factory Buildings	15006.99	9445.03	0.00	(1,648.26)	22803.76	2802.81	3577.44	19226.32
Non Factory Buildings	21668.86	6377.83	15.95	(4,072.79)	23957.95	2640.27	2090.61	21867.34
Plant & Machinery	246256.01	117552.45	590.78	(26,264.37)	336953.31	75937.67	77198.17	259755.14
Plant & Machinery-Others (iii)	-	1368.71	0.00	-	1368.71	0.00	38.93	1329.78
Railway Sidings	2357.79	0.00	0.00	(107.17)	2250.62	605.74	747.18	1503.44
Rolling Stock	105.01	0.00	0.00	(15.58)	89.43	42.90	47.47	41.96
Furniture, Fixtures and Office Equipments.	2524.74	325.06	15.72	-	2834.08	765.63	1256.70	1577.38
Vehicles	2601.37	647.74	232.67	-	3016.44	914.21	1200.69	1816.00
Other Assets	712.05	141.45	7.44	-	846.06	637.45	680.63	165.43
	316349.26	139254.26	863.10	(33,203.81)	421536.61	85199.85	87938.05	333598.56
Intangible Assets								
Goodwill	742.70	0.00	0.00	-	742.70	699.38	742.70	0.00
Computer Softwares	94516	16511	0.00	-	1110.27	88156	912.76	197.51
Mining rights	1687.86	165.11	0.00	0.00	1852.97	1580.94	1655.46	197.51
Grand Total	31803712	139419.37	863.10	(33,203.81)	423389.58	86780.79	89593.51	333796.07
Previous year's figures	308657.41	9677.91	298.11	(0.09)	31803712	72229.07	86780.79	110198.74
Capital Work-in-progress								2414.51
Capital Work-in-progress-Others (iv)								352914.05
								341455.07

Note: i) Some assets discarded during the year where value of the assets are not determined, the adjustment of sale proceeds is made from historical value directly.

ii) On implementation of the Companies Act, 2013 and application guide on provisions of Schedule II issued by the Institute of Chartered Accountants of India on charging of depreciation on revaluation of Fixed Assets, the Company has reversed the amount of revaluation reserve to respective fixed Assets.

iii) Cost incurred by Company ownership of which vests with State Electricity Boards.

iv) Cost incurred by company, ownership of which vests with Indian Railways.

Notes

on Financial Statements for the year ended 31st March, 2015

	As at 31.03.2015			As at 31.03.2014	
12. Non Current Investments					
Name of the Bodies Corporate	Face Value	Units/ Shares	Book Value (₹/Lacs)	Units/ Shares	Book Value (₹/Lacs)
Others Investments					
A) Investments in Equity Instruments					
i) Unquoted fully paid up					
1. Subsidiary Companies					
J. K. Cement (Fujairah) FZC. **	AED 1000	36538	5043.18	34826	4758.11
2. Joint Venture					
Bander Coal Company Private Limited	₹ 10	375000	37.50	375000	37.50
3. Others					
VS Lignite Power Private Limited @	₹ 10	3140101	314.01	3140101	314.01
ReNew Wind Energy AP (Pvt.) Ltd.	₹ 10	8000	8.00	8000	8.00
B) Investments in Preference Shares					
Unquoted					
1. Subsidiary Companies					
3% cumulative 11 years compulsory convertible preference shares in J. K. Cement (Fujairah) FZC. #	AED 1000	18300	2717.30	18300	2717.30
3% cumulative 12 years compulsory convertible preference shares in J. K. Cement (Fujairah) FZC. #	AED 1000	33027	4886.70	33027	4886.70
3% cumulative 11 years redeemable Preference shares in J. K. Cement (Fujairah) FZC. #	AED 1000	18362	2739.38	18362	2739.38
3% cumulative 12 years redeemable Preference shares in J. K. Cement (Fujairah) FZC. #	AED 1000	25707	4119.95	25707	4119.95
3% cumulative 13 years compulsory convertible preference Share in J.K.Cement(Fujairah)FZC #	AED 1000	3759	668.30	3759	668.30
3% cumulative 14 year compulsory convertible preference Share in J.K.Cement(Fujairah)FZC #	AED 1000	10931	1852.75	3759	637.55
3% cumulative 13 years Redeemable preference shares in J.K.Cement (Fujairah)FZC #	AED 1000	11017	1909.95	8080	1414.05
3% cumulative 14 years Redeemable preference shares in J.K.Cement (Fujairah)FZC #	AED 1000	13405	2215.68		
Share Application Money-Redeemable preference shares in J.K.Cement (Fujairah)FZC #		0	773.43	0	620.00
Share Application Money-Compulsory convertible preference shares in J.K.Cement (Fujairah)FZC #		0	835.92	0	601.25
2. Others					
0.01% cumulative redeemable Preference shares (Fully paid up) :					
VS Lignite Power Private Limited @	₹ 10	2785552	278.56	2785552	278.56
C) Investments in Mutual Funds					
Quoted					
BOI AXA Fixed Maturity Plan Series13(₹ 10			5000000	500.00
HDFC FMP-Series 29	₹ 10			5000000	500.00
Baroda Pioneer FMP Series N	₹ 10			5000000	500.00
Total			28400.61		25300.66
Aggregate Market Value of Quoted Investments			-		1505.10
Aggregate Amount of Unquoted Investments			28400.61		23800.66

Notes:

** 19538 Equity Shares are pledged with IDBI.

@ 3140101 Equity shares and 2785552 Preference shares are under lien with issuer company as Security towards obligations.

#134508 Preference shares are pledged with IDBI.

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
13. Long Term Loans and Advances		
(Unsecured and Considered Good)		
Capital Advances	11148.14	10641.66
Deposits	3639.97	3093.45
Others	551.99	506.88
	15340.10	14241.99

	As at 31.03.2015			As at 31.03.2014	
14. Current Investments					
Name of the Bodies Corporate	Face Value	Units/Shares	Book Value (₹/Lacs)	Units/Shares	Book Value (₹/Lacs)
Others Investments					
Investments in Mutual Funds					
Quoted					
Fixed Maturity Plan- IDBI -B-Growth	₹ 10	-	-	5000000	500.00
Fixed Maturity Plan- IDBI -C-Growth	₹ 10	-	-	1000000	100.00
SBI-Debt Fund-14 Months Regular Plan	₹ 10	-	-	10000000	1,000.00
IDBI FMP Series-111-366 Days	₹ 10	-	-	5000000	500.00
ICICI Prudential	₹ 10	-	-	10000000	1,000.00
LIC Nomura FMP-Series 71	₹ 10	-	-	5000000	500.00
HDFC Fixed Maturity Plans-Series29	₹ 10	-	-	5000000	500.00
BOI AXA FIXED MATURITY PLAN-SERIES13(380)	₹ 10	5000000	500.00	0	-
Baroda Pioneer FMP-372 Days	₹ 10	5000000	500.00	5000000	500.00
HDFC FMP-SERIES 29(384DMARCH2014(1)	₹ 10	5000000	500.00	0	-
J.P.Morgan Active Bond Fund Institutional	₹ 10.1292	493622.3986	50.00	493622	50.00
JP morgan govt.Securities fund-regularplan Growth option	₹ 11.0229	2721606.837	300.00	0	-
SBI magnum Guilt Fund	₹ 30.3251	2638078.471	800.00	0	-
IDBI Liquid Fund	₹ 1495.7978	26741.654	400.00	0	-
Total			3050.00		4650.00
Aggregate Market Value of Quoted Investments			3224.71		4938.57

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
15. Inventories		
Raw Materials	5785.23	4676.51
Work-in-Process	9027.74	9206.34
Finished Goods	6648.71	6374.22
Stock-in-Trade	14.95	15.99
Stores, Spare parts etc.	29254.48	29601.84
Less: Provision for Diminution in the Value of Stores, Spares Parts etc.	38.91	38.91
Goods-in-Transit	29215.57	29562.93
Raw Materials	1.20	421.73
Stores, Spare parts etc.	285.14	3937.76
	50978.54	54195.48

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
16. Trade Receivable		
Trade Receivable over six months		
Considered Good		
Secured	81.33	77.89
Unsecured	253.35	274.07
Considered doubtful	566.22	524.42
Less: Provision for Doubtful Debts	566.22	524.42
Sub Total	334.68	351.96
Other Trade Receivable		
Considered Good		
Secured	3097.37	2599.85
Unsecured	10508.41	8218.87
Sub Total	13605.78	10818.72
	13940.46	11170.68

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
17. Cash & Cash Equivalents		
Balances with Banks in:		
Current Accounts	7207.06	6412.94
Unclaimed Dividend	114.62	117.85
Fixed Deposits	33417.29	28196.80
Cheques and Drafts on hand	3.57	0.60
Cash on hand	28.03	27.10
	40770.57	34755.29

17.1 Fixed Deposits with banks includes deposits of ₹ 2155.85 Lacs (₹ 1646.11 Lacs) with maturity more than 12 months and ₹ 2005.68 Lacs (₹ 5559.72 Lacs) tied up against overdraft/other commitments.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
18. Short Term Loans & Advances		
(Unsecured Considered Good unless otherwise stated)		
Loans and advances to related parties (Refer Note No.33)		
i) Loan - Jaykaycem (Central) Ltd.	1370.33	364.00
ii) Loan - J.K. Cement (Western) Ltd.	15.00	15.00
Other Loan and Advances;		
Considered good	9040.62	8379.06
Doubtful	31.93	30.03
Taxation (Net of Provisions)	474.31	675.49
MAT Credit Entitlement	7269.30	3930.54
Prepaid Expenses	473.15	417.69
Balances with Custom & Excise Departments	9811.58	9300.17
Sub Total	28486.22	23111.98
Less: Provision for doubtful advances	31.93	30.03
	28454.29	23081.95

18.1 Disclosure pursuant to clause 32 of the listing agreement.

- (A) Loans and Advances in the nature of loan (interest) given to Subsidiary Company: NIL (NIL)
 (B) Investment by loanee in the shares of the Company : NIL

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
19. Other Current Assets		
(Unsecured Considered Good)		
Interest Accrued on Deposit	954.01	771.46
Others	-	651.15
	954.01	1422.61

Stock of Stores, Spare parts also includes stock of Project material aggregate to ₹ 937.50 Lacs (₹ 5288.36 Lacs).

	₹/Lacs	
	2014-2015	2013-2014
20. Revenue from Operations		
a) Sale of Products	385948.26	320171.42
Less : Excise Duty	52216.38	42017.26
	333731.88	278154.16
(b) Other Operating Revenues;		
Claims Realised	515.75	532.57
Exchange Rate Difference	36.32	81.54
Other Operating Income	575.35	816.33
	1127.42	1430.44
	334859.30	279584.60

	₹/Lacs	
	2014-2015	2013-2014
21. Other Income		
Interest received on Fixed Deposits and Others	3935.42	3544.32
Net Gain on Sale of Current Investments	441.74	74.50
Dividend on Current Investments	-	1.98
Other Non Operating Income	1615.74	1172.54
	5992.90	4793.34

	₹/Lacs	
	2014-2015	2013-2014
22. Cost of Material Consumed		
Cost of Raw Materials Consumed	55620.12	46223.11
	55620.12	46223.11

	₹/Lacs	
	2014-2015	2013-2014
22.1 Particulars of Material consumed:		
Name of Material		
Lime Stone	16199.63	14856.58
Red Ochre	2423.49	2196.93
Dairen-DA-1100 MP	5853.38	7925.04
Gypsum/Selenite	5180.23	4024.05
Clay	122.36	295.95
Fly Ash	7727.90	6586.50
Others	18113.13	10338.06
Total	55620.12	46223.11

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
23. Change In Inventories Of Finished Goods, Work-In-Progress And Stock-In-Trade		
Opening Stock :		
Finished Goods/Stock-in-Trade	6390.22	6200.85
Goods in Process	9206.34	5538.29
Sub Total	15596.56	11739.14
Closing Stock:		
Finished Goods/Stock-in-Trade	6663.66	6390.22
Goods in Process	9027.74	9206.34
Sub Total	15691.40	15596.56
Net Sub Total	(94.84)	(3857.42)

	₹/Lacs	
	2014-2015	2013-2014
24. Employee Benefits Expense		
Salaries, Wages and Bonus	16582.20	13674.69
Contribution to Provident and Other funds	2150.94	1667.12
Welfare Expenses	1521.10	1437.59
	20254.24	16779.40

	₹/Lacs	
	2014-2015	2013-2014
24.1 Disclosure in term of AS-15 are as under:-		
a) Defined contribution plan		
Contribution to defined contribution plan recognised as expenses for the year 2014-15 are as under		
Employer's contribution to Provident Fund	726.65	682.55
Employer's contribution to Superannuation Fund	452.10	429.60
Employer's contribution to Family Pension Fund	333.86	224.27
b) Defined benefit plan		
The Employees Gratuity Fund Scheme managed by a Trust is a defined benefit Plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method. The obligation for leave encashment is recognised in the same manner as gratuity.		

	Gratuity Funded		Leave encashment Unfunded	
	2014-2015	2013-2014	2014-2015	2013-2014
I Expenses recognised in the Statement of Profit & Loss for the year ended				
1. Current Service Cost	292.64	273.72	299.44	271.66
2. Interest Cost	421.85	377.68	114.80	92.69
3. Expected return on plan assets	(409.53)	(387.97)		0.00
4. Net Actuarial(Gains)/Losses	164.96	(73.47)	157.51	44.22
Total expenses	469.92	190.00	571.75	408.57
II Net Asset/(Liability) recognised in the Balance Sheet as at 31.03.2015				
1. Present value of Defined Benefit Obligation	5585.38	5089.04	1803.87	1468.97
2. Fair value of plan assets	4970.51	4944.09	-	-
3. Funded status[Surplus/(Deficit)]	(614.87)	(144.95)	(1803.87)	(1468.97)
4. Net asset/(Liability)	(614.87)	(144.95)	(1803.87)	(1468.97)

Notes

on Financial Statements for the year ended 31st March, 2015

III Change in obligation during the year ended				
1. Present value of Defined Benefit Obligation at beginning of the year	5089.04	4882.20	1468.97	1286.49
2. Current Service Cost	292.64	273.72	299.44	271.76
3. Interest Cost	421.85	377.68	114.80	92.69
4. Actuarial(Gains)/Losses	33.96	(241.59)	157.51	44.22
5. Benefits Payments	(252.11)	(202.97)	(236.85)	(226.29)
6. Present value of Defined Benefit Obligation at the end of the year.	5585.38	5089.04	1803.87	1468.87
IV Change in Assets during the year ended				
1. Plan assets at the beginning of the year	4944.09	4403.39	-	-
2. Expected return on plan assets	409.53	387.93	-	-
3. Contributions by Employer		523.86	-	-
4. Actual benefits paid	(252.11)	(202.97)	(236.85)	(226.29)
5. Actuarial Gains/(Losses)	(131.00)	(168.12)	-	-
6. Plan assets at the end of the year	4970.51	4944.09	-	-
V Actuarial Assumptions:				
1. Discount Rate	7.80%	8.50%	7.80%	8.50%
2. Expected rate of return on plan assets	7.80%	8.50%	-	-
3. Mortality	Indian Assured Lives Mortality (IALM) (2006-08) Ult. Modified	Indian Assured Lives Mortality (IALM) (2006-08) Ult. Modified	Indian Assured Lives Mortality (IALM) (2006-08) Ult. Modified	Indian Assured Lives Mortality (IALM) (2006-08) Ult. Modified
4. Turnover rate : Staff	5% of all ages	5% of all ages	5% of all ages	5% of all ages
Worker	1% of all ages	1% of all ages	1% of all ages	1% of all ages
5. Salary escalator	10%	10%	10%	10%
6. Maximum limit		₹ 10,00,000/-		

	₹/Lacs	
	2014-2015	2013-2014
25. Finance Cost		
Interest Expenses	26212.13	18310.98
Less: Interest Capitalised	(4,665.06)	(3,962.28)
Interest on Income Tax	-	41.00
Other Borrowing Cost	347.23	781.10
Net Loss on Foreign Currency Transactions and Translation	47.97	88.94
	21942.27	15259.74

	₹/Lacs	
	2014-2015	2013-2014
26. Depreciation and Amortisation Expense		
Depreciation	13659.63	14616.03
Less: Transfer from Revaluation Reserve (Refer Note No.11(ii))	-	1219.02
	13659.63	13397.01

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
27. Other Expenses		
a) Manufacturing Expenses		
Stores and Spares Consumed	8202.75	7361.39
Packing Materials Consumed	15784.81	13786.62
Power and Fuel	79345.88	67390.14
Repairs To:		
Plant and Machinery	6107.82	5386.30
Buildings	1080.22	867.11
Insurance	647.21	566.99
Other Manufacturing Expenses	516.65	277.30
	111685.34	95635.85
b) Administration and Other Expenses		
Rent	1505.60	1259.25
Lease Rent	79.38	15.52
Rates and Taxes	131.28	68.34
Travelling and Conveyance Expenses	2201.85	2030.34
Provision for Doubtful Debts/Advances	49.29	49.34
Debts and Advances written off	102.45	0.09
Loss on disposal of Fixed Assets (Net)	213.08	62.12
Expenses relating to Earlier Years (Net)	16.51	-
Provision For Diminution in value of Stores	0.00	22.15
CSR Expenses	515.20	-
Miscellaneous Expenses	9216.17	8546.51
	14030.81	12053.66
c) Selling and Distribution Expenses		
Advertisement and Publicity	3117.31	2799.43
Selling Expenses	10521.72	8481.16
Freight and Handling Outward	73437.17	63338.56
Sales Tax/VAT	659.10	541.56
	87735.30	75160.71
	213451.45	182850.22

	₹/Lacs	
	2014-2015	2013-2014
28.1 Value Of Raw Materials, Stores & Spare Parts etc. Consumed		
a) Raw Materials		
i) Imported Value	16090.93	14010.95
% of total consumption	28.93%	30.31%
ii) Indigenous value	39529.19	32212.16
% of total consumption	71.07%	69.69%
	55620.12	46223.11
b) Stores & Spare Parts etc. (including packing material)		
i) Imported Value	1618.72	1549.39
% of total consumption	6.75%	7.33%
ii) Indigenous value	22368.83	19598.62
% of total consumption	93.25%	92.67%
	23987.55	21148.01
28.2 Value Of Imports On CIF Basis		
a) Raw Material	14448.23	13781.93
b) Components, Stores & Spare Parts, Packing Material and Coal	9256.65	13780.54
c) Capital Goods	-	2056.79
	23704.88	29619.26

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
28.3 Payment to Auditors		
(a) Audit Fee	36.00	30.00
(b) Certification and attestation fee	2.08	3.80
(c) Reimbursement of Out of Pocket expenses	1.66	1.02
Total	39.74	34.82
28.4 Expenditure In Foreign Currency (On Accrual Basis)		
a) Know how/Technical Service Fee	242.69	10.56
b) Others	228.52	171.58
	471.21	182.14

	₹/Lacs	
	2014-2015	2013-2014
29. Earning In Foreign Exchange		
Export of Goods calculated on FOB value	2879.36	5257.38

	₹/Lacs	
	2014-2015	2013-2014
30. Remittance In Foreign Currency		
Dividend	0.36	2.08

31. Unhedged foreign currency exposure:

Export Debtors: (US\$425781.50) ₹ 266.79 Lacs (US\$ 956013.60) ₹ 574.52 Lacs

	₹/Lacs	
	2014-2015	2013-2014
32. Earning per share (EPS)		
a) Net Profit available for Equity Share holders (Numerator used for calculation)	15692.39	9702.84
b) Weighted average number of Equity Shares Used as denominator for calculating EPS	69927250	69927250
c) Basic and Diluted earnings per share of ₹ 10/-	22.44	13.88

33. Related Parties Disclosures

(1) (a) Parties where the control/significant influence exists:-

- i) Juggilal Kamlapat Holding Ltd
- ii) Yadu International Ltd

(b) Key Management Personnel & their Relatives:

- i) Shri Yadupati Singhania- Managing Director & C.E.O.
- ii) Dr. Gaur Hari Singhania (Relative)

(c) Enterprises significantly influenced by Key Management Personnel or their Relatives.

- i) Jaykay Enterprises Ltd
- ii) J.K. Cotton Ltd.
- iii) Jaykaycem (Eastern) Ltd
- iv) Jaykaycem(Central) Ltd
- v) J.K.Cement(Western) Ltd

(d) Subsidiary Companies.

- i) J.K. Cement (Fujairah) FZC (Holding Company of (ii) below
- ii) J.K. Cement Works (Fujairah) FZC

(e) Joint Venture

- i) Bander Coal Company (P) Ltd

(Related parties relationship is as identified by the Company and relied upon by the Auditors).

Notes

on Financial Statements for the year ended 31st March, 2015

- (2) (a) Following are the transactions with related parties as defined under Accounting Standard-18 on Related party disclosures issued by the Institute of Chartered Accountants of India.

	₹/Lacs	
	2014-2015	2013-2014
(i) Jaykay Enterprises Ltd		
Services received	37.07	47.19
Rent paid	43.47	40.52
Expenses Reimbursed	46.58	75.20
(ii) J.K. Cotton Ltd		
Rent paid	44.41	45.09
Purchases	5.80	2.01
Sale of Products	-	1.07
(iii) J.K. Cement(Fujairah):FZC		
Corporate Guarantees	59993.28	47116.83
Investment during the Year	-	9512.78
(iv) Bander Coal Company Pvt Ltd:		
Corporate Guarantees	339.00	339.00
(v) Key Management Personnel and their relatives		
a) Shri Y.P. Singhania(Managing Director)		
Remuneration	757.96	690.08
b) Dr Gaur Hari Singhania(Relative)		
Commission	-	60.00
Sitting Fees	3.20	3.80
(vi) J.K. Cement(Western) Ltd		
Opening	15.00	15.00
Advances given during the year	-	-
Balance as at close of the year	15.00	15.00
(vii) J.K. Cement Central Ltd		
Opening	377.12	
Loan given during the year	1006.33	364.00
Interest	73.30	13.12
Balance at close of the year	1456.75	377.12

(viii) ₹ 46.94 Lacs paid to other Director Mr. Paul Heinz Hugentobler on professional capacity.

- (2) (b) Details of Loans given, investments made are given under the respective heads.

Corporate Guarantees given by the Company in respect of Loans as at 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
(i) J.K. Cement(Fujairah): FZC		
Corporate Guarantees	59993.28	47116.83
Investment during the year	4599.95	9512.78
(ii) Bander Coal Company Pvt Ltd		
Corporate Guarantees	339	339

34. Disclosure of Company's Interest in Joint Venture.

Details of the Company's interest in its Joint Venture, having Joint Control, as per the requirement of Accounting Standard(AS)-27 on Financial Reporting of Interests in Joint Ventures", are as under based on unaudited Annual Accounts for the year ended 31.03.2015.

Sl. No.	Particulars	Bander Coal Company Pvt. Ltd
(a)	Assets	31.45
(b)	Liabilities	0.80
(c)	Income	0.97
(d)	Expenses	3.86

Notes

on Financial Statements for the year ended 31st March, 2015

35. Board of Directors have proposed dividend of ₹ 4.00 per equity share of face value of ₹ 10/- each.

36. The Company is engaged only in cementitious materials and there are no separate reportable segments as per AS-17.

	₹/Lacs	
	31-03-2015	31-03-2014
37. Contingent Liabilities and Commitments		
1. (A) Contingent Liabilities		
(i) In respect of claims not acknowledged as debts by the Company	15596.90	10926.76
(ii) In respect of disputed demands for which Appeals are pending with Appellate Authorities/Courts – no provision has been considered necessary by the Management		
a) Excise duty	1636.40	1598.51
b) Sales-tax	3057.80	2476.24
c) Service tax	1085.42	1085.42
(iii) In respect of interest on "Cement Retention Price" realised in earlier years	1190.30	1169.92
(iv) In respect of interest of Rajasthan Entry Tax	3272.60	2456.13
(v) In respect of penalty of non lifting of fly Ash	521.03	30.00
(vi) The Competition Commission of India (CCI) has upheld the Complaint of Builders Association of India alleging caretalisation by some Cement Manufacturing Companies including us and imposed a penalty of ₹ 12854 Lacs on the Company. The Company had filed an appeal against the order before Competition Appellate Tribunal (COMPAT), COMPAT has stayed the penalty imposed by CCI in an interim order upon deposit of 10% of penalty amount till the final disposal of appeal. The Company has deposited ₹ 1285 Lacs in the form of fixed deposit favouring COMPAT. Based on expert legal advise company believes that it has fair chances before COMPAT and accordingly no provision has been made in accounts.	12854.00	12854.00
(vii) Corporate guarantees given to Banks for finance provided to subsidiary Companies.	59993.28	47116.83
(viii) Other Financial Guarantees including of Joint Ventures.	952.89	952.89
(B) Commitments		
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	5679.22	14395.97

38. The Ministry of Corporate Affairs, Government of India, vide General Circular no. 2 and 3 dated 8th February, 2011 and 21st February, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to the fulfilment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary informations relating to the subsidiaries has been included in the Consolidated Financial Statements.

The depreciation for the year is lower by ₹ 3999.20 Lacs due to change in useful life of Fixed Assets. The Assets whose useful life is already exhausted as on 01.04.2014 depreciation and deferred tax amounting to ₹ 1125.19 Lacs and ₹ 913.55 Lacs respectively have been adjusted to General Reserve.

40. Previous year figures have been regrouped and recasted wherever necessary to conform to the classification for the year.

39. The useful life of fixed Assets have been revised in accordance with schedule II of the Companies Act 2013.

Significant Accounting Policies

1. Accounting Concepts

The financial statements are prepared under the historical cost convention on an accrual basis and in accordance with the applicable mandatory Accounting Standards.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of Financial Statements and the results of operation during the reporting period end. Although these estimates are based upon management's best knowledge of current event and actions, actual results could differ from these estimates.

3. Fixed Assets

Fixed assets are stated at cost. Cost comprises the purchase price and attributable cost of bringing the asset to its working condition for its intended use.

4. Depreciation and amortisation:

I) Tangible Assets

- i) Depreciation is provided on straight line method based on useful life specified in Schedule II to the Companies Act, 2013.
- ii) Depreciation on additions/deductions to fixed assets is being provided on pro-rata basis from the month of acquisition.
- iii) Depreciation on Fixed Assets constructed by the Company but ownership of which vests with State Electricity Boards/Indian Railways is provided on useful life specified in Schedule II to the Companies Act, 2013.
- iv) Leasehold land is amortised over the period of lease.

II) Intangible Assets

- i) Computer Software cost is amortised over a period of three years.
- ii) Good will is amortised over a period of ten years.

5. Impairment of Assets

The carrying amount of assets is reviewed at each balance-sheet date. If there is any indication of impairment based on internal and external factors, an impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value the estimated future cash flows are discounted to their present value at the weighted average cost of capital. For the purpose of accounting of impairment due consideration is given to revaluation of reserves, if any.

After impairment depreciation is provided in the revised carrying amount of the assets over remaining useful life.

6. Government Subsidies

Government grants/subsidies are accounted for only when there is a certainty of receipt.

7. Investments

Current investments are stated at lower of cost or fair market value. Long term investments are stated at cost after deducting provisions made for other than temporary diminution in the value, if any.

8. Inventories

Inventories are valued at "cost or net realisable value, whichever is lower". Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a moving weighted average basis (Store Spare parts etc and Raw materials). In respect of work in process and finished goods cost is determined on a monthly moving weighted average basis.

9. Sales

Sale of goods is recognised at the point of sale to customer. Sale includes excise duty. In order to comply with the accounting interpretation (ASI-14) issued by the Institute of Chartered Accountants of India, sales (including excise duty) and net sales (excluding excise duty) is disclosed in Profit & Loss Account.

10. Borrowing Cost

Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed

Significant Accounting Policies

assets are capitalised upto the date when such assets are ready for its intended use and other borrowing costs are charged to Profit & Loss Account.

11. Retirement Benefits

The Company's contributions to Provident Fund and Superannuation Fund are charged to Profit & Loss Account. Contributions to Gratuity Fund are made on actuarial valuation and Provision for Leave encashment are made on the basis of actuarial valuation and charged to Profit & Loss Account.

12. Foreign Exchange Transactions

Foreign currency transactions are accounted at equivalent rupee value earned/incurred. Year end balance in current assets/liabilities is accounted at applicable rates. Exchange difference arising on account of fluctuation in the rate of exchange is recognised in the Profit & Loss Account.

Investment in subsidiary company is expressed in Indian Rupees at the rate of exchange prevailing at the date of investment.

13. Provision for Current and Deferred Tax

Provision for Current Tax is made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions as per Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit for the year is accounted for

using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. Permanent timing difference adjustments are not accounted for in provisions.

14. Mines Restoration Expenditure

The expenditure on restoration of the mines based on technical estimates by Internal/External specialists is recognised in the accounts. The total estimated restoration expenditure is apportioned over the estimated quantity of mineral resources (likely to be made available) and provision is made in the accounts based on minerals mined during the year.

15. Operating leases

Leases where significant portion of risk and reward of ownership are retained by the lessor are classified as operating leases and lease rentals thereon are charged to the Profit & Loss Account.

16. Provision/Contingency

A provision is recognised when there is a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each Balance-sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are disclosed.

Independent Auditors' Report

To the Members of J.K. Cement Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of J.K. CEMENT LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and a jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its jointly controlled entity as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matter in the notes to consolidated financial statements;

Note No. 31.1 (A) (vi) of the financial statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of the Competition Act, 2002 and imposing a penalty of ₹ 12854 lacs on the company. The Company is advised that it has a good case before Competition Appellate Tribunal and accordingly no provision has been considered necessary by the company in this regard.

Our opinion is not modified in respect of this matter.

Other Matters

(a) We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of ₹ 98068.14 lacs as at 31st December, 2014, total revenues of ₹ 5014.69 lacs and net cash flows

amounting to (₹ 5233.64) lacs for the year ended on that date, as considered in the consolidated financial statements.

These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

- (b) We did not audit the financial statements of a jointly controlled entity, whose financial statements reflect total assets of ₹ 30.65 lacs as at 31st March, 2015, total revenues of ₹ 0.97 lacs and net cash flows amounting to ₹ (4.12 lacs) for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid jointly controlled entity, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

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

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditors Report) order 2015, (The order) issued by the Central Government of India in terms of Subsection (11) of section 143 of the Act, based on the comments in Auditors reports of the Holding Company we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said order to extent applicable.

Subsidiary companies are incorporated out side India to which CARO 2015 is not applicable.

In respect of one jointly controlled company incorporated in India, which has been included in the consolidated financial statements based on unaudited financial statements provided to us by the management and hence no report under CARO 2015 has been considered.

Our reporting on the CARO 2015 includes only of holding company

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 and taken on record by the Board of Directors of the Holding Company, none of the directors of the holding company is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its jointly controlled company – **Refer Note "31" to the consolidated financial statements.**
 - The Group, and its jointly controlled entity did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For P.L. TANDON & CO
Chartered Accountants
Registration Number: 000186C

A.K. AGARWAL
(PARTNER)

Place : Kanpur
Dated : 23rd May, 2015

Membership Number: 071548

Annexure To The Independent Auditors' Report

Re: J.K. Cement Limited

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Consolidated financial statements for the year ended 31st March, 2015, We report that:

Our reporting on the CARO includes only of holding company in respect of the consolidated financial statements.

i. In respect of its Fixed Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets other than furniture and fixtures and office equipments.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

ii. In respect of its Inventories:

- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and discrepancies noticed on verification between physical stocks and the book records were not material.

iii. In respect of loans, secured or unsecured, granted by the Company to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013, according to the information and explanations given to us :

- (a) The Company had granted Unsecured Loans to Two Companies.

- (b) According to terms and conditions there is no amount due during the year for Principle or interest.

- (c) There is no overdue amount of such loans.

- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.

- v. In our opinion and according to information and explanations given to us, the company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act , 2013 , therefore , the provisions the Companies (Auditor's Report) order, 2015, are not applicable to the company.

- vi. We have broadly reviewed the books of account maintained by the Company, pursuant to the rules made by the Central Government, for maintenance of cost records under sub section (1) of section 148 of the Companies Act,2013 and we are of the opinion that prima-facie the prescribed accounts and records have been maintained.

- vii. According to the information and explanations given to us, in respect of statutory and other dues:

- (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material Statutory dues were in arrear as at 31st March, 2015 for a period more than six months from the date they became payable.

- (b) According to the records of the company, income tax, sales tax, wealth tax, service tax, custom duty, excise duty or value added tax and cess which have not been deposited on account of any dispute, are as follows :-

Name of the Statute	Nature of the Dues	Amount (₹ in Lacs)	Period to which Amount Relates	Forum where Dispute is Pending
Finance Act 2008 (State)	Environment and Health Cess	2224.71	2008-09 to 2014-15	Jodhpur High Court and Bangalore High Court
State Sales Tax Act	Sales Tax	6330.40	1991-92 onwards	Various Court in Uttar Pradesh and Rajasthan
Central Sales Tax Act	Sales Tax	1334.55	1999 Onwards	Appeal with D.C.S.T
Rajasthan Entry Tax	Entry Tax	5281.20	July, 2006 Onwards	Appeal with Jodhpur High Court
Rajasthan Entry Tax	Interest on Entry Tax	2298.68	2002-03 Onwards	Appeal with Jodhpur High Court
Uttar Pradesh Entry Tax 2009-10	Interest on Entry Tax Appeal with Supreme Court	314.47	2008-09 and	
Central Excise Act, 1944	Excise Duty including Interest thereon	419.02	1989	Supreme Court
Finance Act, 1994	Service Tax	1085.42	June, 2007 to March, 2008	Central Excise Department
Central Excise Act, 1944 March, 2008	Excise Duty including Interest Central Excise Department	1636.40	July, 1999 to	
Service Tax	Service Tax on GTA	228.89	-	
	Central Excise Department			

- (c) According to the information and explanations given to us the amount which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- viii. The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks or debenture holders.
- x. The company has given guarantees for loans taken by others from banks and financial institution. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the company.
- xi. In our opinion, the term loans have been applied for the purpose for which they were raised.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **P.L. TANDON & CO**
Chartered Accountants
Registration Number: 000186C

A.K. AGARWAL
(PARTNER)
Membership Number: 071548

Place : Kanpur
Dated : 23rd May, 2015

Consolidated Balance Sheet

as at 31st March, 2015

		₹/Lacs	
	Note No.	As at 31-03-2015	As at 31-03-2014
Equity and Liabilities			
Shareholders' Funds			
Share Capital	1	6992.72	6992.72
Reserves and Surplus	2	154703.86	167622.63
		161696.58	174615.35
Minority Interest		1277.33	1449.52
Non Current Liabilities			
Long Term Borrowing	3	273008.71	244151.78
Deferred Tax Liability (Net)	4	27983.75	26846.54
Other Long Term Liabilities	5	11676.87	9714.86
Long Term provisions	6	1800.42	1476.55
		314469.75	282189.73
Current Liabilities			
Short term Borrowings	7	30070.85	20601.18
Trade Payables	8	30711.18	44009.32
Other Current Liabilities	9	61856.64	49979.21
Short Term Provisions	10	4929.77	3490.66
		127568.44	118080.37
Total		605012.10	576334.97
Assets			
Non Current Assets			
Fixed Assets	11		
Tangible Assets		405297.03	232580.02
Intangible Assets		2065.46	106.92
Capital Work-in-Progress		33714.47	178739.63
Intangible Assets under Development	12	16.16	14.31
Non-Current Investments	13	600.57	2100.57
Long Term Loans and Advances		15485.02	27216.04
		457178.71	440757.49
Current Assets			
Current Investments	14	3050.00	4650.00
Inventories	15	54147.60	54195.48
Trade Receivables	16	17708.01	11170.68
Cash and Cash Equivalents	17	41713.77	40864.48
Short Term Loans and Advances	18	30259.90	23255.78
Other Current Assets	19	954.11	1441.06
		147833.39	135577.48
Total		605012.10	576334.97
Significant Accounting Policies			
Notes on Financial Statements	1-35		

As per our Report attached
For P.L. TANDON and CO
Chartered Accountants

Smt. Sushila Devi Singhania
Director

Yadupati Singhania
Chairman & Managing Director

A.K. Agarwal
Partner

A.K. Saraogi
President (Corp. Affairs) and CFO

Achintya Karati
Jayant Narain Godbole
Kailash Nath Khandelwal
Krishna Behari Agarwal
Paul Heinz Hugentobler
Suparas Bhandari

Directors

Place : Kanpur
Dated : 23rd May, 2015

Shambhu Singh
Company Secretary

Consolidated Statement of Profit and Loss

For the year ended 31st March, 2015

	Note No.	2014-2015	2013-2014
₹/Lacs			
Income			
Revenue From Operations	20	339865.02	279584.60
Other Income	21	6002.84	4827.59
Total Revenue		345867.86	284412.19
Expenses			
Cost of Materials Consumed	22	58249.78	46223.11
Purchase of Stock-in-Trade		103.94	98.57
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	(1070.37)	(3857.42)
Employee Benefits Expense	24	21026.38	16958.85
Finance Costs	25	22910.81	15261.59
Depreciation and amortisation expense	26	14606.77	13420.51
Other Expenses	27	217346.76	184889.22
Total Expenses		333174.07	272994.43
Profit before exceptional items and extraordinary items and tax		12693.79	11417.76
Exceptional Item (Note No. 34)		(1721.04)	
Profit before Tax		14414.83	11417.76
Tax Expense:			
Current Tax		3338.76	2880.00
Less: MAT Credit entitlement		(3,338.76)	(351.00)
Earlier Years Tax		-	(548.53)
Deferred Tax		223.00	1942.66
Profit for the Year		14191.83	7494.63
Add: Share of Loss transferred to Minority Interest		172.19	220.65
Profit after Tax & Minority Interest		14364.02	7715.28
Earning per Equity share of ₹ 10/- each.		20.54	11.03
Basic and Diluted (In ₹)			
Significant Accounting Policies			
Notes on Financial Statements	1-35		

As per our Report attached
For P.L. TANDON and CO
Chartered Accountants

A.K. Agarwal
Partner

Place : Kanpur
Dated : 23rd May, 2015

Smt. Sushila Devi Singhania
Director

A.K. Saraogi
President (Corp. Affairs) and CFO

Shambhu Singh
Company Secretary

Yadupati Singhania
Chairman & Managing Director

Achintya Karati
Jayant Narain Godbole
Kailash Nath Khandelwal
Krishna Behari Agarwal
Paul Heinz Hugentobler
Suparas Bhandari

Directors

Consolidated Cash Flow Statement

for the year ended 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
A) Cash flow from operating activities		
Profit before Tax as per Profit & Loss Account	14414.83	11417.76
Adjusted for :		
Depreciation	14606.77	13504.21
Interest	22442.94	14348.70
Interest received	(3944.81)	(3578.48)
Dividend Income	-	(1.98)
Profit on sale of Investments	(441.74)	(74.50)
Loss on sale of assets(Net)	213.08	62.12
Mines restoration Charges	13.74	17.27
	32889.98	24277.34
Operating Profit before Working Capital Changes	47304.81	35695.10
Adjusted for :		
Trade & Other Receivables	(9395.43)	(9015.70)
Inventories	47.88	(1668.44)
Trade Payable & Other Liabilities	(6760.90)	19080.07
Cash Generated from Operations	31196.36	44091.03
Adjusted for :		
Tax Paid	(3122.37)	(2346.36)
Corporate Dividend Tax	(356.52)	(772.47)
Dividend paid	(2097.82)	(4545.27)
	(5576.71)	(7664.10)
Net cash from operating activities	25619.65	36426.93
B) Cash flow used in investing activities		
Acquisition/Purchase of fixed assets including capital advances	(55019.25)	(155946.90)
Sale of fixed assets	294.52	184.29
Purchase of Investments	(9700.00)	(11108.03)
Sale of Investments	13241.74	7674.50
Exchange Rate Fluctuation Reserve on Conversion	(398.69)	297.27
Dividend	-	1.98
Interest Income	3780.61	3146.05
Net cash used in investing activities	(47801.07)	(155750.84)

Consolidated Cash Flow Statement

for the year ended 31st March, 2015

	₹/Lacs	
	2014-2015	2013-2014
C) Cash flow from financing activities		
Fresh Capital Introduced	-	1122.83
Loan to Associates	(1006.33)	(364.00)
Capital subsidy received	28.45	77.69
Deferred Sales Tax / VAT	355.35	(1260.37)
Long Term Borrowings	49706.36	157942.39
Cash Credit/OD Accounts	9469.67	1735.75
Repayment of Long Term Borrowings	(14971.33)	(19725.15)
Interest Paid	(22541.97)	(17673.61)
Loss on Exchange Rate Fluctuation	-	-
Vehicle Loans & Others	28.50	(214.77)
Net cash used in financing activities	23030.71	122655.32
Net increase in Cash and Cash Equivalents (A+B+C)	849.29	3331.41
Opening balance of Cash and Cash Equivalents	40864.48	37533.07
Closing balance of Cash & Cash Equivalents	41713.77	40864.48

As per our Report attached
For **P.L. TANDON and CO**
Chartered Accountants

Smt. Sushila Devi Singhania
Director

Yadupati Singhania
Chairman & Managing Director

A.K. Agarwal
Partner

A.K. Saraogi
President (Corp. Affairs) and CFO

Achintya Karati
Jayant Narain Godbole
Kailash Nath Khandelwal
Krishna Behari Agarwal
Paul Heinz Hugentobler
Suparas Bhandari

Directors

Place : Kanpur
Dated : 23rd May, 2015

Shambhu Singh
Company Secretary

Notes

on Financial Statements for the year ended 31st March, 2015

	As at 31-03-2015	As at 31-03-2014
1. Share Capital		
Authorised		
8,00,00,000 Equity Shares of ₹ 10/- each	8000.00	8000.00
(8,00,00,000 Equity Shares of ₹ 10/- each)		
	8000.00	8000.00
Issued, Subscribed and Paid Up		
6,99,27,250 Equity Shares of ₹ 10/- each fully paidup	6992.72	6992.72
(6,99,27,250 Equity Shares of ₹ 10/- each fully paidup)		
	6992.72	6992.72

1.1 The reconciliation of number of shares outstanding is set out below:

Equity shares at the beginning of the year	69927250
Equity shares at the end of the year	69927250

1.2 Details of Shareholders holding more than 5% shares.

S.No.	Name of the share holder	Shares held on 31-03-2015	% 31-03-2015	Shares held on 31-03-2014	% 31-03-2014
1)	Yadu International Ltd	22655100	32.40%	22655100	32.40%
2)	Yadupati Singhania	14279843	20.42%	13246086	18.94%
3)	Juggilal Kamlatpat Holding Ltd.	7228418	10.34%	7228418	10.34%

	As at 31-03-2015	As at 31-03-2014
2. Reserves and Surplus		
a) Capital Reserve		
Govt. Subsidy		
As per last Balance Sheet	9551.10	9473.41
Add: Received during the year	28.45	77.69
	9579.55	9551.10
b) Securities Premium Reserve		
As per last Balance Sheet	25988.60	25988.60
c) Debenture Redemption Reserve		
As per last Balance Sheet	5030.00	3397.50
Add : Transfer from Profit and Loss Account	1632.50	6662.50
	6662.50	1632.50
d) Revaluation Reserve		
As per last Balance Sheet	21507.30	22726.37
Less : Deduction During the year	21507.30	0.05
Less : Transfer to Profit and Loss Account	-	1219.02
	-	21507.30
e) General Reserve		
As per last Balance Sheet	64540.05	62540.05
Less: Adjustments during the year	2038.74	
Add : Transfer from Profit and Loss Account	4000.00	66501.31
	66501.31	2000.00
f) Foreign Currency Translation Reserve		
As per last Balance Sheet	1,683.69	242.48
Adjustment during the year	(398.69)	1285.00
	1285.00	1441.21
g) Surplus		
As per last Balance Sheet	39321.89	37693.45
Balance in Statement of Profit and Loss A/c	14364.02	7715.28
	53685.91	45408.73

Notes

on Financial Statements for the year ended 31st March, 2015

	As at		As at	
	31-03-2015		31-03-2014	
2. Reserves and Surplus				
Less: Appropriations				
Transfer to General Reserve	4000.00		2000.00	
Transfer to Debenture Redemption Reserve	1632.50		1632.50	
Proposed Dividend on Equity Shares	2797.09		2097.82	
Tax on Dividend	569.42		356.52	
	8999.01	44686.90	6086.84	39321.89
	154703.86		167622.63	

- 2.1** Government of Rajasthan has issued an entitlement certificate by which the Company is entitled for interest subsidy under Rajasthan Investment Promotion Scheme, 2003. Government has released ₹ 9579.55 Lacs as interest subsidy for the period 1st December, 2004 to 31.03.2015 including ₹ 28.45 Lacs during the year which has been accounted for as Capital Receipt based on expert advice.

	As at		As at	
	31-03-2015		31-03-2014	
3. Long Term Borrowings				
a) Secured				
Non Convertible Debentures	54700.00		60000.00	
Term Loan from Banks	211083.15		177232.80	
Vehicle Loans	206.25		168.33	
VAT Loans	2879.24		2879.24	
	268868.64		240280.37	
b) Unsecured				
Deferred Sales Tax Liability	4140.07		3871.41	
	4140.07		3871.41	
	273008.71		244151.78	

3.1 Non Convertible Debentures (NCDS): ₹ 60000.00 Lacs (₹ 60000.00 Lacs)

Security for NCDs for ₹ 40000 Lacs (₹ 40000 Lacs)

- i) Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge on the assets specified below in 3.2(i)(a).

Security for NCDs for ₹ 20000 Lacs (NIL)

- ii) Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of all movable fixed assets, present and future pertaining to Company's existing cement plant at village Muddapur, Karnataka.

3.2 i) Term Loans related to Cement Plants at Rajasthan

- a) From Banks: ₹ 18683.25 Lacs (₹ 23143.39 Lacs)
Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets

and hypothecation of all the movable assets of the Company both present and future save and except i) inventories, book debts, cash and bank balances and all assets pertaining to J.K. Cement Works, Gotan, J.K. Cement Works, Muddapur, Karnataka ii) properties for office and guest house including those having exclusive charge of other lenders and iii) New Cement plant at Mangrol and Jharli and iv) New plant at Katni, Madhya Pradesh.

- b) From Canara Bank: ₹ 4952.79 Lacs (₹ 921.73 Lacs) and

From Export Import Bank of India: ₹ 5000 Lacs (₹ 1500 Lacs)

Secured by equitable mortgage of immovable properties and hypothecation of movable assets pertaining to undertaking of J.K. Cement Works, Gotan.

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ii) Term Loans related to Cement Plant at Karnataka

- a) From Consortium of Banks: ₹ 16495.72 Lacs
(₹ 25323.58 Lacs)

Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets and hypothecation of all movable assets, present and future (save and except book debts) pertaining to J.K. Cement Works, Muddapur, Karnataka subject to prior charges in favour of working capital lenders on inventories and other current assets.

- b) From State Bank of India : ₹ 5000.10 Lacs
(₹ 5137.21)

Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of all movable fixed assets, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka.

- c) From Allahabad Bank: ₹ 2500 Lacs
(₹ 1500.00 Lacs)

iii) Term Loans related to New Cement Plants at Rajasthan and Haryana

From Consortium of Banks: ₹ 109518.42 Lacs
(₹ 83645.36 Lacs)

Secured by first pari-passu charge on all immovable fixed assets (save and except mining land) and all movable fixed assets (save and except book debts) being acquired out of loan for the new cement Plants at Mangrol, Rajasthan and split Grinding Unit at Jharli, Haryana and second charge on current assets related to the above plants.

iv) Term Loan related to Putty Plant at Madhya Pradesh : ₹ 2000.00 Lacs (Nil)

Secured against exclusive charge on entire movable fixed assets (by way of hypothecation) and on immovable fixed assets related to the Wall Putty project at Katni, Madhya Pradesh(excluding current assets and mining land, if any). Charge on immovable fixed assets is yet to be created

v) Term Loans related to the Properties: ₹ 2112.83 Lacs (₹ 3158.05 Lacs)

Secured by exclusive charge by way of equitable mortgage over the immovable assets and hypothecation of movable assets pertaining to the specified properties.

vi) Term Loans related to Cement Plant at Fujairah: ₹ 58261.42 Lacs (₹ 45460.20 Lacs)

First pari-passu charge on the entire movable and immovable fixed assets pertaining to J.K. Cement Works (Fujairah) FZC, UAE, as per prevalent local laws in UAE. Charge to be created within 6 months from commencement of commercial production.

Assignment of the rights in respect of lease hold land to be created.

Corporate Guarantee of J.K. Cement Ltd. is given till the completion of one year from the date of commercial production.

Pledged of 51% of J.K. Cement Ltd. Shareholding in J.K. Cement (Fujairah) FZC on pari-passu basis.

Pledged of 51% of J.K. Cement Ltd. (Fujairah)FZC shareholding held in J.K. Cement Works (Fujairah) FZC on pari-passu basis and non-disposal undertaking from J.K. Cement (Fujairah) FZC for the balance 39% of its shareholding.

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Maturity profile:

Non Convertible Debentures

	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	₹/Lacs Total
SERIES A										
at 10.25%	-	-	1800	1800	2700	2700	-	-	-	9000
at 10.50%	-	-	1800	1800	2700	2700	-	-	-	9000
at 11.00%	-	-	1400	1400	2100	2100	-	-	-	7000
SERIES B										
at 11%	5300	-	1940	1940	2910	2910	-	-	-	15000
SERIES C										
at 10.50%	-	-	-	-	-	3300	1300	1950	1950	8500
at 11.00%	-	-	-	-	-	6300	1300	1950	1950	11500
Total NCD	5300	0	6940	6940	10410	20010	2600	3900	3900	60000

Term Loans from Banks

	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	₹/Lacs Total
3.2) (i) a) Rajasthan Plant	3500.59	3762.13	3762.13	3250.56	2979.28	714.28	714.28					18683.25
3.2) (i) b) Grey Gotan Plant	1063.40	1111.12	1111.12	1111.12	556.03							4952.79
EXIM		714.28	714.28	714.28	714.28	714.28	714.28	714.32				5000.00
3.2) (ii) a) Karnataka Plant	6424.13	8785.72	1285.87									16495.72
3.2) (ii) b) State Bank of India	600.10	600.00	600.00	600.00	600.00	600.00	600.00	800.00				5000.10
3.2) (ii) c) Allahabad Bank	156.25	312.50	312.50	312.50	312.50	312.50	312.50	312.50	156.25			2500.00
3.2) (iii) Mangrol Project		6000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	7518.42	109518.42
3.2) (iv) Katni Project				500.00	500.00	1000.00						2000.00
3.2) (v) Property Loans	547.01	571.43	571.43	422.96								2112.83
3.2) (vi) Fujairah Loans	1149.90	4982.88	6899.38	9199.17	9582.47	10732.37	10732.37	4982.88				58261.42
Total Loans	13441.38	26840.06	27256.71	28110.59	27244.56	26073.43	25073.43	18809.70	12156.25	12000.00	7518.42	224524.53

3.3 Vehicle Loans: ₹ 408.27 Lacs (₹ 379.77 Lacs)

Secured by hypothecation of vehicles

Maturity profile of Vehicle Loan:

	2015-16	2016-17	2017-18	Total
Principal	202.02	143.73	62.52	408.27

3.4 VAT Loan (Interest free) from Govt. Of Karnataka: ₹ 2879.24 Lacs (₹ 2879.24 Lacs)

Secured by second Pari Passu charge by way of equitable mortgage of land building and plant and machinery pertaining to J.K. Cement Works, Muddapur, Karnataka and bank guarantee. Second charge on assets is yet to be created.

Maturity profile: Payable after September, 2021 onwards.

3.5 Unsecured Loan

Deferred Sales Tax Liability: ₹ 5016.97 Lacs (₹ 4662.28 Lacs)

₹ 143.43 Lacs (₹ 186.65 Lacs) as at 31.03.2015 interest free deferred sales tax liability payable in quarterly equitable instalments of ₹ 31.15 Lacs each.

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₹ 4873.54 Lacs (₹ 4475.63 Lacs): Interest free deferred sales-tax liability. The availment of said scheme is still continues. The payment of said scheme are as under:-

	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	Total
Principal	752.30	605.12	488.46	659.95	636.62	128.42	1602.67	4873.54

	As at 31-03-2015	As at 31-03-2014
4. Deferred tax assets and liabilities are as under: -		
(a) Deferred Tax Assets		
(i) Provision for Doubtful Debts	216.10	201.56
(ii) Expenses deductible on payment basis	3565.84	3551.60
(iii) Unabsorbed loss	0.80	1.47
Sub-Total	3782.74	3754.63
(b) Deferred Tax Liabilities		
(i) Difference between book depreciation and Depreciation under Income-tax Act and other adjustments	31588.38	30601.17
(ii) Unabsorbed depreciation	178.11	
(c) Net Deferred Tax Liabilities (b-a)	27983.75	26846.54

	As at 31-03-2015	As at 31-03-2014
5. Other Long Term Liabilities		
Security Deposits	11676.87	9714.86
	11676.87	9714.86

	As at 31-03-2015	As at 31-03-2014
6. LONG TERM PROVISIONS		
Provision for employees benefits	1632.77	1322.64
Provision for Mines Restoration Charges	167.65	153.91
	1800.42	1476.55

Provision for Mines Restoration charges:

Opening Balance	Provision During The Year	Closing Balance
153.91	14.04	167.95

	As at 31-03-2015	As at 31-03-2014
7. Short Term Borrowings		
Secured		
Loan from Banks (CC Accounts)	30070.85	19850.33
Loan from Banks (over draft)		750.85
Unsecured		
Other Loan and Advances	-	-
	30070.85	20601.18

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7.1 Cash Credit Account : ₹ 30070.85 Lacs (₹ 19850.33 Lacs)

Cash credit accounts are secured by first charge on current assets of the Company namely inventories, book debts, etc. and second charge on fixed assets of the Company except the fixed assets pertaining to J.K. Cement Works, Gotan and the assets having exclusive charge of other lenders.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
8. Trade Payables		
Micro, Small and Medium Enterprises	681.21	214.10
Other Trade Payables *	22582.06	23263.27
Acceptance	7447.91	6405.39
	30711.18	44009.32

*Including project creditors ₹ 4437.41 Lacs (Prev.Year ₹ 20339.57 Lacs)

8.1 Based on the information available with the Company regarding the status of suppliers as defined under MSMED Act, 2006, there was no principal amount overdue and no interest was payable to the Micro, Small and Medium Enterprises on 31st March, 2015 as per the terms of Contract.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
9. Other Current Liabilities		
Current maturities of long-term debt		
Non Convertible Debentures	5300.00	
Term Loan from Bank	13441.38	12556.70
Vehicle Loan	202.02	211.44
Deferred Sales Tax Liability	876.90	19820.30
Interest Accrued but not due on Borrowings	1188.37	1313.85
Interest Accrued and due on Borrowings	264.20	237.75
Investor Education and Protection Fund shall be credited by following		
Unclaimed Dividend	114.62	117.85
Unclaimed application money	0	0
Unclaimed fraction Money	9.24	123.86
Temporary Book Overdraft	0.00	93.35
Other Payable	40459.91	34648.16
	61856.64	49979.21

9.1 Other payable includes the liability of employees, sales-tax/vat dues and rebates to customer etc.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
10. Short Term Provisions		
Provision for employee benefits	1523.26	1011.32
Provision for Wealth Tax	40.00	25.00
Proposed Dividend on Equity Shares	2797.09	2097.82
Tax on Dividend	569.42	356.52
	4929.77	3490.66

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11. FIXED ASSETS

Description	Gross Block			Depreciation / Amortisation			Net Block	
	As at 01.04.2014	Additions	Deductions/ Adjustments	Revaluation	As at 31.03.2015	As at 01.04.2014	Upto 31.03.2015	As at 31.03.2015
Tangible Assets								
Freehold Land	18026.03	1389.20	0.54	(1,095.64)	18319.05	0.00	0.00	18319.05
Leasehold Land	7090.41	2006.79	0.00	-	9097.20	853.18	247.31	7996.71
Buildings	37440.85	32068.35	15.95	(5,721.05)	63772.20	5466.55	182116	5785913
Plant & Machinery	246587.04	172445.32	593.75	(26,264.37)	392174.24	75997.19	11274.33	314265.35
Plant & Machinery- Others (iii)	-	1368.71	0.00	-	1368.71	0.00	38.93	1329.78
Railway Sidings	2357.79	0.00	0.00	(107.17)	2250.62	605.76	167.04	1503.42
Rolling Stock	105.01	0.00	0.00	(15.58)	89.43	42.90	8.20	41.96
Furniture, Fixtures and Office Equipments.	2771.72	344.42	20.92		3095.22	80711	460.43	1782.55
Vehicles	2865.55	67725	232.67		3310.13	966.30	446.26	2018.26
Other Assets	712.05	164.25	7.44		868.86	637.44	5916	180.82
	317956.45	210464.29	871.27	(33,203.81)	494345.66	85376.43	14522.82	40529703
Intangible Assets								
Goodwill	742.70	0.00	0.00		742.70	699.38	43.32	0.00
Computer Softwares	945.15	165.11	0.00		1110.26	881.55	31.20	197.51
Mining rights	0.00	1877.38			1877.38		9.43	1867.95
	1687.85	2042.49	0.00	0.00	3730.34	1580.93	83.95	2065.46
Grand Total	319644.30	212506.78	871.27	(33,203.81)	498076.00	86957.36	14606.77	407362.49
Previous year's figures	309188.66	10819.67	363.94	(0.09)	319644.30	72291.68	14735.71	86957.36
Capital Work-in-progress								31299.96
Capital Work-in-progress- Others (iv)								2414.51
Intangible Asset under Development								16.16
								441093.12
								411440.88

- Note:**
- Some assets discarded during the year where value of the assets are not determined, the adjustment of sale proceeds is made from historical value directly.
 - On implementation of the Companies Act, 2013 and application guide on provisions of Schedule II issued by the Institute of Chartered Accountants of India on charging of depreciation on revaluation of Fixed Assets, the Company has reversed the amount of revaluation reserve to respective fixed Assets.
 - Cost incurred by Company ownership of which vests with State Electricity Boards.
 - Cost incurred by company, ownership of which vests with Indian Railways.

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	As at 31.03.2015			As at 31.03.2014	
12. Non Current Investments					
Name of the Bodies Corporate	Face Value	Units/Shares	Book Value (₹/Lacs)	Units/ Shares	Book Value (₹/Lacs)
Others Investments					
A) Investments in Equity Instruments					
i) Unquoted fully paid up					
VS Lignite Power Private Limited @	₹ 10	3140101	314.01	3140101	314.01
ReNew Wind Energy AP (Pvt.) Ltd.	₹ 10	8000	8.00	8000	8.00
B) Investments in Preference Shares					
Unquoted					
0.01% cumulative redeemable Preference shares (Fully paid up) :					
VS Lignite Power Private Limited @	₹ 10	2785552	278.56	2785552	278.56
C) Investments in Mutual Funds					
Quoted					
BOI AXA Fixed Maturity Plan Series 13	₹ 10	-	-	5000000	500.00
HDFC FMP-Series 29	₹ 10	-	-	5000000	500.00
Baroda Pioneer FMP Series N	₹ 10	-	-	5000000	500.00
Total			600.57	-	2100.57
Aggregate Market Value of Quoted Investments			-		1505.10
Aggregate Amount of Unquoted Investments			600.57		600.57

Notes:

@ 3140101 Equity shares and 2785552 Preference shares are under lien with issuer company as Security towards obligations.

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
13. Long Term Loans and Advances		
(Unsecured and Considered Good)		
Capital Advances	11194.16	23574.01
Deposits	3711.14	3093.45
Others	579.72	548.58
Total	15485.02	27216.04

	As at 31.03.2015			As at 31.03.2014	
14. Current Investments					
Name of the Bodies Corporate	Face Value	Units/Shares	Book Value (₹/Lacs)	Units/Shares	Book Value (₹/Lacs)
Others Investments					
Investments in Mutual Funds					
Quoted					
Fixed Maturity Plan- IDBI -B-Growth	₹ 10	0	0.00	5000000	500.00
Fixed Maturity Plan- IDBI -C-Growth	₹ 10	0	0.00	1000000	100.00
SBI-Debt Fund-14 Months Regular Plan	₹ 10	0	0.00	10000000	1000.00
IDBI FMP Series-111-366 Days	₹ 10	0	0.00	5000000	500.00
ICICI Prudential	₹ 10	0	0.00	10000000	1000.00
LIC Nomura FMP-Series 71	₹ 10	0	0.00	5000000	500.00
HDFC Fixed Maturity Plans-Series29	₹ 10	0	0.00	5000000	500.00
BOI AXA FIXED MATURITY PLAN-SERIES13(380)	₹ 10	5000000	500.00	0	0.00
Baroda Pioneer FMP-372 Days	₹ 10	5000000	500.00	5000000	500.00
HDFC FMP-SERIES 29(384DMARCH2014(1)	₹ 10	5000000	500.00	0	0.00
J.P. Morgan Active Bond Fund Institutional	₹ 10.1292	493622.3986	50.00	493622	50.00
JP morgan govt.Securities fund-regularplan Growth option	₹ 11.0229	2721606.837	300.00	0	0.00
SBI magnum Guilt Fund	₹ 30.3251	2638078.471	800.00	0	0.00
IDBI Liquid Fund	₹ 1495.7978	26741.654	400.00	0	0.00
Total			3050.00	-	4650.00
Aggregate Market Value of Quoted Investments			3224.71		4,938.57

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	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
15. Inventories		
Raw Materials	6897.74	4676.51
Work-in-Process	9815.70	9206.34
Finished Goods	6836.28	6374.22
Stock-in-Trade	14.95	15.99
Stores, Spare parts etc.	30335.50	29601.84
Less: Provision for Diminution in the Value of Stores, Spares Parts etc.	38.91 30296.59	38.91 29562.93
Goods-in-Transit		
Raw Materials	1.20	421.73
Stores, Spare parts etc.	285.14	3937.76
	54147.60	54195.48

Note: Stock of Stores, Spare parts also includes stock of Project material aggregate to ₹ 937.50 Lacs (₹ 5288.36 Lacs).

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
16. Trade Receivable		
Trade Receivable over six months		
Considered Good		
Secured	81.33	77.89
Unsecured	253.35	274.07
Considered doubtful	566.22	524.42
Less: Provision for Doubtful Debts	566.22	524.42
Sub Total	334.68	351.96
Other Trade Receivable		
Considered Good		
Secured	6864.92	2599.85
Unsecured	10508.41	8218.87
Considered doubtful		
Sub Total	17373.33	10818.72
	17708.01	11170.68

	₹/Lacs	
	As at 31-03-2015	As at 31-03-2014
17. Cash & Cash Equivalents		
Balances with Banks in:		
Current Accounts	8132.12	11040.14
Unclaimed Dividend	114.62	117.85
Fixed Deposits	33430.42	29636.72
Cheques and Drafts on hand	3.57	0.60
Cash on hand	33.04	69.17
	41713.77	40864.48

17.1 Fixed Deposits with banks includes deposits of ₹ 2155.85 Lacs (₹ 1646.11 Lacs) with maturity more than 12 months and ₹ 2005.68 Lacs (₹ 6310.57 Lacs) tied up against overdraft/other commitments.

(B) Investment by loanee in the shares of the Company : NIL

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	As at 31-03-2015	As at 31-03-2014
18. Short Term Loans & Advances		
(Considered Good unless otherwise stated)		
Unsecured		
Loans and advances to related parties (Refer Note No.30)		
i) Loan - Jaykaycem (Central) Ltd.	1456.75	364.00
ii) Loan - J.K.Cement (Western) Ltd.	15.00	15.00
Other Loan and Advances ;		
Considered good	10623.40	8437.97
Doubtful	31.93	30.03
Taxation(Net of Provisions)	474.40	675.79
MAT Credit Entitlement	7269.30	3930.54
Prepaid Expenses	608.34	532.31
Balances with Custom & Excise Departments	9812.71	9300.17
Sub Total	30291.83	23285.81
Less: Provision for doubtful advances	31.93	30.03
	30259.90	23255.78

	As at 31-03-2015	As at 31-03-2014
19. Other Current Assets		
(Unsecured Considered Good)		
Interest Accrued on Deposit	954.11	789.91
Others	-	651.15
	954.11	1441.06

	2014-2015	2013-2014
20. Revenue from Operations		
a) Sale of Products	391052.85	320171.42
Less : Excise Duty/Custom Duty	52316.94	42017.26
	338735.91	278154.16
b) Other Operating Revenues;		
Claims Realised	515.75	532.57
Exchange Rate Difference	36.32	81.54
Other Operating Income	577.04	816.33
	1129.11	1430.44
	339865.02	279584.60

	2014-2015	2013-2014
21. Other Income		
Interest received on Fixed Deposits and Others	3944.81	3578.48
Net Gain on Sale of Current Investments	441.74	74.50
Dividend on Current Investments	-	1.98
Other Non Operating Income	1616.29	1172.63
	6002.84	4827.59

Notes

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	₹/Lacs	
	2014-2015	2013-2014
22. Cost of Material Consumed		
Cost of Raw Materials Consumed	58249.78	46223.11
	58249.78	46223.11

	₹/Lacs	
	2014-2015	2013-2014
22.1 Particulars of Material consumed:		
Name of Material		
Lime Stone	16452.66	14856.58
Red Ochre	2423.49	2196.93
Dairen-DA-1100 MP	5853.38	7925.04
Gypsum/Selenite	5197.76	4024.05
Clay	543.49	295.95
Fly Ash	7727.90	6586.50
Others	20051.10	10338.06
Total	58249.78	46223.11

	₹/Lacs	
	2014-2015	2013-2014
23. Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		
Opening Stock :		
Finished Goods/Stock-in-Trade	6390.22	6200.85
Goods in Process	9206.34	5538.29
Sub Total	15596.56	11739.14
Closing Stock:		
Finished Goods/Stock-in-Trade	6851.23	6390.22
Goods in Process	9815.7	9206.34
Sub Total	16666.93	15596.56
Net Sub Total	(1070.37)	(3857.42)

	₹/Lacs	
	2014-2015	2013-2014
24. Employee Benefits Expense		
Salaries, Wages and Bonus	17332.87	13854.14
Contribution to Provident and Other funds	2169.42	1667.12
Welfare Expenses	1524.09	1437.59
	21026.38	16958.85

	₹/Lacs	
	2014-2015	2013-2014
25. Finance Cost		
Interest Expenses	29165.38	20063.82
Less: Interest Capitalised	(6722.44)	(5715.12)
Interest on Income Tax	-	41.00
Other Borrowing Cost	375.50	782.95
Net Loss on Foreign Currency Transactions and Translation	92.37	88.94
	22910.81	15261.59

Notes

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	₹/Lacs	
	2014-2015	2013-2014
26. Depreciation and Amortisation Expense		
Depreciation	14606.77	14639.53
Less: Transfer from Revaluation Reserve (Refer Note No. 11(ii))	-	1219.02
	14606.77	13420.51

	₹/Lacs	
	2014-2015	2013-2014
27. Other Expenses		
a) Manufacturing Expenses		
Stores and Spares Consumed	8321.71	7361.39
Packing Materials Consumed	15915.93	13786.62
Power and Fuel	81417.30	67390.14
Repairs To:		
Plant and Machinery	6156.73	5386.30
Buildings	1087.34	867.11
Insurance	681.21	566.99
Other Manufacturing Expenses	580.61	277.30
	114160.83	95635.85
b) Administration and Other Expenses		
Rent	1524.82	1313.07
Lease Rent	383.04	15.52
Rates and Taxes	136.59	91.94
Travelling and Conveyance Expenses	2231.20	2102.89
Provision for Doubtful Debts/Advances	49.29	49.34
Debts and Advances written off	102.45	0.09
Loss on disposal of Fixed Assets (Net)	213.08	62.12
Expenses relating to Earlier years	16.51	-
Provision For Diminution in value of Stores	-	22.15
CSR Expenses	515.20	-
Miscellaneous Expenses	9405.84	10435.54
	14578.02	14092.66
c) Selling and Distribution Expenses		
Advertisement and Publicity	3131.73	2799.43
Selling Expenses	10714.10	8481.16
Freight and Handling Outward	74102.98	63338.56
Sales Tax/VAT	659.10	541.56
	88607.91	75160.71
	217346.76	184889.22

28. Unhedged foreign currency exposure

Export Debtors: (US\$ 425781.50) ₹ 266.79 Lacs (US\$ 956013.60) ₹ 574.52 Lacs

	₹/Lacs	
	2014-2015	2013-2014
29. Earning per share (EPS)		
a) Net Profit available for Equity Share holders (Numerator used for calculation)	14364.02	7715.28
b) Weighted average number of Equity Shares Used as denominator for calculating EPS	69927250	69927250
c) Basic and Diluted earnings per share of ₹ 10/-	20.54	11.03

Notes

on Financial Statements for the year ended 31st March, 2015

30 A Related Parties Disclosures

(1) (a) Parties where the control/significant influence exists:-

- i) Juggilal Kamlapat Holding Ltd
- ii) Yadu International Ltd

(b) Key Management Personnel & their Relatives:

- i) Shri Yadupati Singhania- Managing Director & C.E.O.
- ii) Dr. Gaur Hari Singhania (Relative)

(c) Enterprises significantly influenced by Key Management Personnel or their Relatives.

- i) Jaykay Enterprises Ltd
- ii) J.K. Cotton Ltd.
- iii) Jaykaycem (Eastern) Ltd
- iv) Jaykaycem (Central) Ltd
- v) J.K. Cement (Western) Ltd

(Related parties relationship is as identified by the Company and relied upon by the Auditors).

(2) Following are the transactions with related parties as defined under Accounting Standard-18 on Related party disclosures issued by the Institute of Chartered Accountants of India.

	₹/Lacs	
	2014-2015	2013-2014
(i) Jaykay Enterprises Ltd		
Services received	37.07	47.19
Rent paid	43.47	40.52
Expenses Reimbursed	46.58	75.20
(ii) J.K. Cotton Ltd		
Rent paid	44.41	45.09
Purchases	5.80	2.01
Sale of Products	-	1.07
(iii) Key Management Personnel and their relatives		
a) Shri Y.P. Singhania (Managing Director)		
Remuneration	757.96	690.08
b) Dr Gaur Hari Singhania (Relative)		
Commission	-	60.00
Sitting Fees	3.20	3.80
(iv) J.K. Cement (Western) Ltd		
Opening	15.00	15.00
Advances given during the year	-	-
Balance as at close of the year	15.00	15.00
(v) Jay Kaycem (Central) Ltd		
Opening	377.12	
Loan given during the year	1006.33	364.00
Interest	73.30	13.12
Balance at close of the year	1456.75	377.12

30 B (1) Additional informations, as required under Schedule III of the Companies Act, 2013 of Enterprises consolidated as Subsidiary/Associates/Joint Ventures

Name of Enterprise	Net Assets i.e. (Total Assets-Total Liabilities)		Share in Profit or Loss	
	As % of Consolidated Assets	Amount ₹/Lacs	As % of Consolidated Profit	Amount ₹/Lacs
Parent				
J.K. Cement Ltd.	83.79%	135487.41	109.25%	15692.39
Subsidiary including Fellow Subsidiary (Foreign)				
J.K. Cement (Fujairah) FZC & J.K. Cement Works (Fujairah) FZC	16.98%	27455.05	(10.43%)	(1497.67)
Minority Interest in Subsidiary	(0.79%)	(1277.33)	1.20%	172.19
Joint Venture				
Bander Coal Company Pvt. Ltd	0.02%	31.45	(0.02%)	(2.89)
Total	100.00%	161696.58	100.00%	14364.02

Notes

on Financial Statements for the year ended 31st March, 2015

30 B (2) Salient Features Of Financial Statements Of Subsidiaries (Part-A)

Name of the Subsidiary Company/Joint Venture	Reporting Currency [#]	Closing Exchange Rate adopted on 31.12.2014 ₹/AED	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment	Total Income	Profit/(Loss) before Tax	Provision for Tax	Profit/(Loss) after Tax	Proposed Dividend	% of Holding
J.K.Cement (Fujairah) FZC *	AED	17.04	29,146.40	(148.63)	29,003.98	6.22	28,985.03	-	(7.90)	-	(7.90)	-	100.00
J.K.Cement Works (Fujairah) FZC *	AED	17.04	30,842.05	(4,743.82)	97,984.48	71,886.26	-	5,014.69	(1,489.77)	-	(1,489.77)	-	90.00

Notes

Exchange Rate adopted for conversion ₹ 17.04/AED

* Audited Accounts of 31.12.2014

30 B (2) Salient Features of Financial Statements of Joint Ventures (Part-B)

Name of the Joint Venture	Reporting Currency [#]	Closing Exchange Rate adopted on 31.12.2014 ₹/AED	Shares of Joint Ventures held by the Company on the year end			Description of how there is significant influence	Reason why the joint venture is not consolidated	Networth attributable to Shareholding as per latest audited balancesheet	Profit(Loss) for the year	
			Nos	Amount of Investment in Joint Venture	Extent of holding				Considered in Consolidation	Not considered in Consolidation
Bander Coal Company Pvt Ltd	31.03.2014	-	375000	37.5	37.50%	Shareholding		35.81	(2.89)	

Note: Financial information based on Unaudited Results as at 31.03.2015

		₹/Lacs	
		31-03-2015	31-03-2014
31. Contingent Liabilities and Commitments			
1. (A) Contingent Liabilities			
(i)	In respect of claims not acknowledged as debts by the Company	15596.90	10926.76
(ii)	In respect of disputed demands for which Appeals are pending with Appellate Authorities/Courts – no provision has been considered necessary by the Management		
a)	Excise duty	1636.40	1598.51
b)	Sales-tax	3057.80	2476.24
c)	Service tax	1085.42	1085.42
(iii)	In respect of interest on “Cement Retention Price” realised in earlier years	1190.30	1169.92
(iv)	In respect of interest of Rajasthan Entry Tax	3272.60	2456.13
(v)	In respect of penalty of non lifting of fly Ash	521.03	30.00
(vi)	The Competition Commission of India(CCI) has upheld the Complaint of Builders Association of India alleging cartelisation by some Cement Manufacturing Companies including us and imposed a penalty of ₹ 12854 Lacs on the Company. The Company had filed an appeal against the order before Competition Appellate Tribunal (COMPAT), COMPAT has stayed the penalty imposed by CCI in an interim order upon deposit of 10% of penalty amount till the final disposal of appeal. The Company has deposited ₹ 1285 Lacs in the form of fixed deposit favouring COMPAT. Based on expert legal advise company believes that it has fair chances before COMPAT and accordingly no provision has been made in accounts.	12854.00	12854.00
(vii)	Other Financial Guarantees	613.89	613.89
	Guarantee issued by bankers on behalf of the company	383.40	336.83
	Dividend on preference shares	665.43	26.28

Notes

on Financial Statements for the year ended 31st March, 2015

	₹/Lacs	
	31-03-2015	31-03-2014
(B) Commitments		
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	11132.05	25887.30

32. The Company is engaged only in cementitious materials and there are no separate reportable segments as per AS-17.

33. The useful life of fixed Assets have been revised in accordance with schedule II of the Companies Act 2013. The depreciation for the year is lower by ₹ 3999.20 Lacs due to change in useful life of Fixed Assets. The Assets whose useful life is already exhausted as on 01.04.2015 depreciation and deferred tax amounting to ₹ 1125.19 Lacs and ₹ 913.55 Lacs respectively have been adjusted to General Reserve.

34. J.K. Cement Works Fujairah (Subsidiary Company) had issued ordinary Capital and Compulsory Convertible

Preference Shares Capital to M/S. Fujairah Investment Establishment - Fujairah (Joint Venture partner) in Financial year 2013 without consideration by charging it to Establishment Expenses grouped in Consolidated Accounts under the head Miscellaneous Expenses. The Management and Board of Subsidiary Company has reviewed the treatment and have restated to reflect the services received in lieu of said shares of ₹ 1721.04 Lacs in Financial year 2014 and the same is shown as an exceptional item.

35. Previous year figures have been regrouped and recasted wherever necessary to conform to the classification for the year.

Notes

on Financial Statements for the year ended 31st March, 2015

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

Principles of Consolidation

1. The consolidated financial statements of the Group have been prepared on the following basis:
 - (a) The consolidated financial statements of the Group are prepared in accordance with Accounting Standard-21 "Consolidated Financial Statements" issued by ICAI.
 - (b) The financial statements of the Company, its Subsidiary Company and Joint Venture Company have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances.
 - (c) Foreign Subsidiaries, being non integral foreign operations, revenue items are consolidated at the rate prevailing on the date of transactions. All assets and liability are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in Foreign Currency translation reserve.
 - (d) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
 - (e) Calendar year as accounting year is adopted by J.K. Cement Fujairah(FZC) and J.K. Cement Works Fujairah (FZC)and the books are being prepared on year ending 31.12.2014.
2. The Companies considered in the consolidated financial statements are:

Name of the Company	Nature of Company	Country of Incorporation	Holding as on 31.03.15
J.K. Cement Fujairah (FZC)	Subsidiary	U.A.E.	100%
J.K. Cement Works Fujairah (FZC)	Fellow Subsidiary	U.A.E	90%
Bander Coal Company Pvt. Ltd	Joint Venture	India	37.5%

3. Investment in subsidiary company is expressed in Indian Rupees at the rate of exchange prevailing at the date of investment. The Subsidiary Companies have prepared the Financial Statements in accordance with' International Financial Reporting Standards for Small and Medium Enterprises (IFRS for SME's)
4. Other Significant Accounting Policies: These are set out under 'Significant Accounting Policies' as given in the Unconsolidated Financial Statements of J.K. Cement Ltd.

Shareholders General Information & Guidance

1. The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone number, NECS/ ECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number at any of our e-mail address viz. (a) shambhu.singh@jkcement.com, (b) rc.srivastava@jkcement.com, (c) investorservices@jkcement.com, (d) jkshr@jkcement.com and send NECS/ECS Mandate to the Registered Office of the Company.
2. The equity shares of your company are listed on the BSE Limited (Bombay Stock Exchange) & National Stock Exchange of India Ltd., Mumbai and the same are compulsorily traded in dematerialised mode. Shareholders who wish to dematerialise their shareholdings may send their request on prescribed form (available with DP) alongwith share certificate(s)/ for dematerialisation through depository participant (DP) with whom they are maintaining a demat account. The ISIN of the Company is INE 823G01014.
3. The share holders who have not received corporate benefit i.e. share certificates, on account of shares held by them in Jaykay Enterprises Ltd (erstwhile J K Synthetics Ltd), dispatched by the Company during April, 2005 may intimate the Company by quoting reference of Folio No. / DP-ID and Client ID etc.
4. The share holders who have not received dividend warrants for the year 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 on account of their change in address or any other reason may write to the Company's Registrar & Transfer Agents, Jaykay Enterprises Ltd, Kamla Tower, Kanpur by quoting reference of their folio or DP-ID & Client ID.
5. The shareholders who wish to seek any information, clarification in respect of share transfer activities or status of their grievances may write to Company's Registrar Transfer Agent, Jaykay Enterprises Ltd, Kamla Tower, Kanpur at email address: shambhu.singh@jkcement.com.
6. The share holders of physical segment who are having identical names in different folios are advised to consolidate their holdings in one folio which will facilitate the investors in receiving consolidated dividend for non-cash corporate benefit of future and would reduce un-necessary paper work and service cost.
7. The Investors who have not received Demat credit of shares allotted under public issue may write to us by quoting reference of their application no., name, address & No. of shares applied for.
8. Shareholders of physical segment who wish to notify change in their address may intimate complete new address with PIN code No. by quoting their Folio No. and proof of Address i.e. copy of telephone/electricity bill or any receipt of Municipal Corporation etc.

The Shareholders who holds shares in electronic / (Demat) segment may notify their change in their address to the DP with whom they are maintaining a Demat account. No request for change in address from the holders of Demat segment will be entertained directly by the Company.
9. The shareholders who wish to make nomination may send their application on prescribed form under Companies Act, 2013 and Rules framed thereunder. The said form is also available on company's website www.jkcement.com.
10. The Shareholders who holds shares in physical segment are mandatorily required to notify their updated Bank Account Details for printing on the Dividend Warrant as required in Sebi Circular No.CIR/MRD/DP/10/2013 dated 21.3.13.

Notes

Notes

MANDATE FORM

(Mandate Form for receiving dividend by National Electronic Clearing Service (NECS)/Printing of Bank details on Dividend Warrant)

To
J.K. Cement Ltd.
Kamla Tower,
Kanpur - 208 001.

Dear Sirs,

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY.

For shares held in physical form

Folio No.

FOR OFFICE USE ONLY

For shares held in electronic form

D.P.Id

NECS

Ref.No.

Client Id

Name of Sole/First holder		
Bank name		
Branch name		
Branch code	<input type="text"/>	<input type="text"/>
(9 Digit Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a photo copy of a cheque or a blank cheque of your bank's duly cancelled for ensuring accuracy of the banks name, branch and code number.		

Account Type
[Please Tick (✓) wherever plicable] ☐ Savings ☐ Current ☐ Cash Credit

A/c.No. (as appearing in the cheque book)

Effective date of this mandate

I, hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, the Company will not be held responsible. I agree to avail the NECS facility provided by RBI, as and when implemented by RBI/J.K.Cement Ltd. Further in case of NECS facility is not available in my city please print Bankdetails furnished by me on the dividend warrant.

I, further undertake to inform the Company any change in my Bank/branch and account number.

Dated:

(Signature of Sole/First holder)

Notes:

- Whenever the Shares in the given folio are entirely dematerialised, then the NECS mandate form will stand rescinded.
- For Shares held in dematerialised mode nomination is required to be filled with the Depository Participant in their prescribed form. .
- In case NECS facility is not available in your city then bank details furnished by you will be printed on dividend warrants.
- The Share holders who hold shares in physical mode should ensure that this mandate form duly completed in all respect & signed by the Sole/First named holder should reach the company on or before 22nd July, 2015 after which date no request for registration of Mandate for the purpose of payment of dividend for the year 2014-15 will be entertained.
- The share holder of physical segment who do not wish to opt for NECS facility need not furnish 9 Digits Code Number appearing on the MICR band of the cheque supplied by the Bank and the photo copy of the blank cheque.
- The Shareholders who holds shares in physical segment are mandatorily required to notify their updated Bank Account Details for printing on the Dividend Warrant as required in Sebi Circular No.CIR/MRD/DP/10/2013 dated 21.3.13.



Regd.Office: Kamla Tower, Kanpur – 208 001.

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DP.Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

Name and address of the shareholder.....

Number of shares held :

I hereby record my presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company to be held on Saturday, 1st August, 2015 at 12 Noon in the Sir Padampat Singhania Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur.

* Applicable for Investors holding Shares in electronic form.

** Strike out whichever is not applicable.

Signature of The Shareholder Or Proxy**



Regd.Office: Kamla Tower, Kanpur – 208 001.

PROXY FORM

DP.Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

I/We

being a Member/Members of J.K.Cement Limited hereby appoint

.....of.....

or (failing him).....of.....

or (failing him) of

as my/our Proxy to attend and vote for me/us and on my/our behalf at the Twenty First Annual General Meeting of the Company to be held on Saturday, 1st August, 2015 at 12 Noon and at any adjournment thereof.

Signed thisday of.....2013

Signed this

Affix
revenue
stamp

*Applicable for Investors holding shares in electronic form.

Note : The Proxy Form must be deposited at the Registered Office of the Company at Kamla Tower, Kanpur-208 001 not less than 48 hours before the time for holding the meeting. The Proxy need not be a member of the Company.

Corporate Information

Board of Directors

Yadupati Singhania, Chairman and Managing Director

Smt Sushila Devi Singhania

Achintya Karati

Jayant Narayan Godbole

Dr. K.B. Agarwal

Kailash Nath Khandelwal

Paul Heinz Hugentobler

Raj Kumar Lohia

Suparas Bhandari

Bankers

Allahabad Bank

Andhra Bank

Canara Bank

Dena Bank

Export Import Bank of India

IDBI Bank Ltd.

Indian Bank

Indian Overseas Bank

Jammu & Kashmir Bank

Oriental Bank of Commerce

State Bank of India

Union Bank of India

United Bank of India

National Bank of Fujairah – UAE

Registered & Corporate Office

Kamla Tower,

Kanpur - 208001

Key Management Personnel

Raghavpat Singhania – Special Executive

Madhavkrishna Singhania – Special Executive

A.K. Saraogi, President (Corporate Affairs) & CFO

Rajnish Kapur – Business Head -Grey Cement

Deepak Mehra – President (Marketing) - Grey Cement

S.K.Rathore, Unit Head-Grey Cement- Rajasthan

Antriksha Kumar Jain, Unit head-Grey Cement-Karnataka

Harish Agarwal, Unit Head – Grey Cement - Haryana

D. Ravi Shanker, President (Projects)

B.K. Arora, President (Works) -White Cement

Niranjan Mishra, President (Marketing) -White Cement

Christer Mikael Eriksson – CEO – J.K.Cement Works

(Fujairah) FZC

Asst. Vice President (Legal) & Company Secretary

Shambhu Singh

Auditors

M/s P.L. Tandon & Co., Chartered Accountants,

WestCott Building, The Mall, Kanpur - 208001

Registrar & Share Transfer Agent

Jaykay Enterprises Ltd.

Kamla Tower, Kanpur-208001

E-mail: jkshr@jkcement.com

shambhu.singh@jkcement.com

Central Marketing office

Padam Tower, 19, DDA Community Centre, Okhla, Phase-1,

New Delhi-110020

Plants	Locations
India	
Grey Cement Plants	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Mangrol, Dist. Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan Muddapur, Dist: Bagalkot, Karnataka Jharli, Dist: Jhajjar, Haryana
White Cement Plant	Gotan, Dist. Nagaur, Rajasthan Village: Rupaund, Tehsil - Badwara, Distt. Katni, M.P (under implementation)
Thermal Power Plants	Bamania, Shambhupura, Dist. Chittorgarh, Rajasthan Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan Muddapur, Dist: Bagalkot, Karnataka Mangrol, Chittorgarh, Rajasthan
Waste Heat Recovery Power Plant (For captive consumption)	i) Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan ii) Mangrol, Dist. Chittorgarh, Rajasthan
Overseas	
Dual process White/Grey Cement Plant	Plot No.7, Habhab, Tawian Fujairah, UAE



**J.K. SUPER
CEMENT**



JK Cement LTD.

Registered and Corporate Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, INDIA

Telephone: 0091-512-2371478 - 81, Fax: 0091-512-2399854 email: jkskr@jkcement.com Web: www.jkcement.com