



o/c
JK Cement LTD.

CIN: L17229UP1994PLC017199

ISO 9001:2000 & ISO 14001 CERTIFIED COMPANY

Phone : +91-512-2371478 to 81
Fax (Office) : +91-512-2399854
Telefax (Direct) : +91-512-2332665
E-mail : shambhu.singh@jkcement.com
Website : www.jkcement.com

Registered & Corporate Office :
Kamla Tower, Kanpur-208 001 (U.P.) INDIA

JKCL/CS/SE inti./2016-17/1004-ADS.

August 8, 2016

**The Bombay Stock Exchange Ltd.
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001
Scrip Code:532644 (ISIN.INE 823G01014)
Fax No.022-22722041, 22722039, 22723132
Kind Attn: Mr. Sydney Miranda (AGM)**

BY SPEED POST

✓ **National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051
Scrip Code: JKCEMENT (ISIN.INE 823G01014)
Fax No.022-26598237,/26598238
Kind Attn: Mr. Hari K (Asst. V.P.)**

Dear Sirs,

Re: Audited Annual Report for the Financial Year 2015-16 approved by the Shareholders in the 22nd Annual General Meeting held on 6.8.16 at Kanpur

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), enclosed please find Printed Annual Report for the F.Y. 2015-16 of the Company which inter alia include notice of Annual General Meeting, Directors' Report, Corporate Governance Report, (including Certificate of the Auditor on CGR), Management Discussion and Analysis Report, Business Responsibility Report, Balance Sheet and statement of Profit & Loss as at 31st March, 2016 including schedules thereon etc. The Audited Annual Accounts for FY 2015-16 has been approved and adopted by the Shareholders of the Company in the 22nd Annual General Meeting of the Company held on 6th August, 2016 held at Kanpur.

Also please find Form 'A' duly signed by the Company's Chairman and Managing Director, CFO, Chairman of Audit Committee and Statutory Auditors' pursuant to Regulation 33 of Listing Regulation.

Please acknowledge receipt.

Thanking you,

Yours faithfully,

For J.K. Cement Ltd.

Shambhu Singh

(Shambhu Singh)

Asst. Vice President (Legal) & Company Secretary.

Encl: As above.

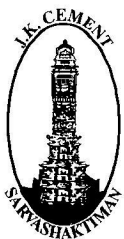


UNITS:

**J. K. Cement Works, Nimbahera
J. K. Cement Works, Mangrol
J. K. Cement Works, Gotan
J. K. Cement Works, Muddapur**

**J. K. Cement Works, Jharli
J. K. White Cement Works, Gotan
J. K. White, Katni
J. K. Power, Bamania**





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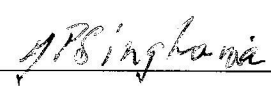
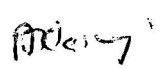
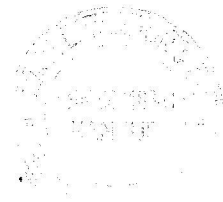
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Registered & Corporate Office :
Kamla Tower, Kanpur-208 001 (U.P.) INDIA

FORM A

(for audit report with unmodified opinion)

1	Name of the Company	J.K. Cement Ltd.
2	Annual Financial Statements (Standalone and Consolidated) for the year ended	31 st March, 2016
3	Type of Audit observation	Un-modified /Matter of emphasis
4	Frequency of observation	Not Applicable
5	Signed by:	
	(a) Chairman & Managing Director	
	(b) President (C/A) & CFO	
	(c) Auditor of the Company	 
	(d) Audit Committee Chairman	



UNITS:

J. K. Cement Works, Nimbahera
J. K. Cement Works, Mangrol
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J. K. Cement Works, Muddapur

J. K. Cement Works, Jharli
J. K. White Cement Works, Gotan
J. K. White, Katni
J. K. Power, Bamania



**ANNUAL
REPORT
2015-16**

Capacity. Capability. Credibility.



JK Cement LTD.

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Attendance Slip & Proxy Form



CIN : L17229UP1994PLC017199

Registered and Corporate Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

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 Second 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 6th August, 2016 at 11 A.M. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2016.
3. To appoint a Director in place of Smt. Sushila Devi Singhanian (DIN 00142549) (aged about 80 years), who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers herself 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 decided by 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) and/or Company Secretary of the Company, 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** Shri S.L. Bansal (holding DIN 02910086), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6.2.2016 in terms of Section 161 (l) of the Companies Act, 2013 and Article 127 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 his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years till respective Annual General Meeting."
6. **"RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 4,70,000 plus service tax as applicable and reimbursement of actual travel and out-of-

pocket expenses for the Financial Year ending 31st March, 2017 as approved by the Board of Directors of the Company in its meeting held on 28th May, 2016, 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. **"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company and in supersession of all the earlier resolution(s) passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money to be borrowed by the Company together with the money already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the financial institutions, Company's bankers and or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and outstanding at anyone time shall not exceed the sum of ₹ 7500 Crore (Rupees seven thousand five hundred Crore only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do and perform all such acts, deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper desirable or expedient to give effect to this resolution."

8. **"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 and all other

applicable provisions, if any, of the Companies Act, 2013, and in supersession of all the earlier resolution(s) passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties of the Company present and future, of the whole or substantially the whole of the undertaking of the Company, ranking pari-passu or otherwise and/or second and/or subservient and/ or subordinate to the mortgages / charges/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or machinery suppliers and/or any other persons or institutions providing finance for purchase of assets and/ or for the business of the Company or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills discounting scheme or in favour of trustees for Debentureholders / Bondholders FCCB holders that may be appointed hereafter as security for the debentures / bonds /FCCBs that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consented by the Company by the Resolution passed at this meeting pursuant to Section 180(1)(a) of the Companies Act 2013 i.e ₹ 7500 Crore (Rupees seven thousand five hundred Crore only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to and cause to prepare, finalise, approve and execute on behalf of the Company with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/ Bond/FCCB holders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company."

9. **"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 107 and any other applicable

Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Yadupati Singhania, as Chairman and Managing Director of the Company for a period of three years commencing from 01.04.2017 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Yadupati Singhania, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

10. **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, 2016, 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, 2017 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 authorised 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."

BY ORDER OF THE BOARD

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

Place : Kanpur

Dated : 28th May, 2016

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 Thursday the 28th July, 2016 to Saturday the 6th August, 2016 (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 6th August, 2016. 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 Asst. 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 regulation 27 of the Listing Regulations 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.

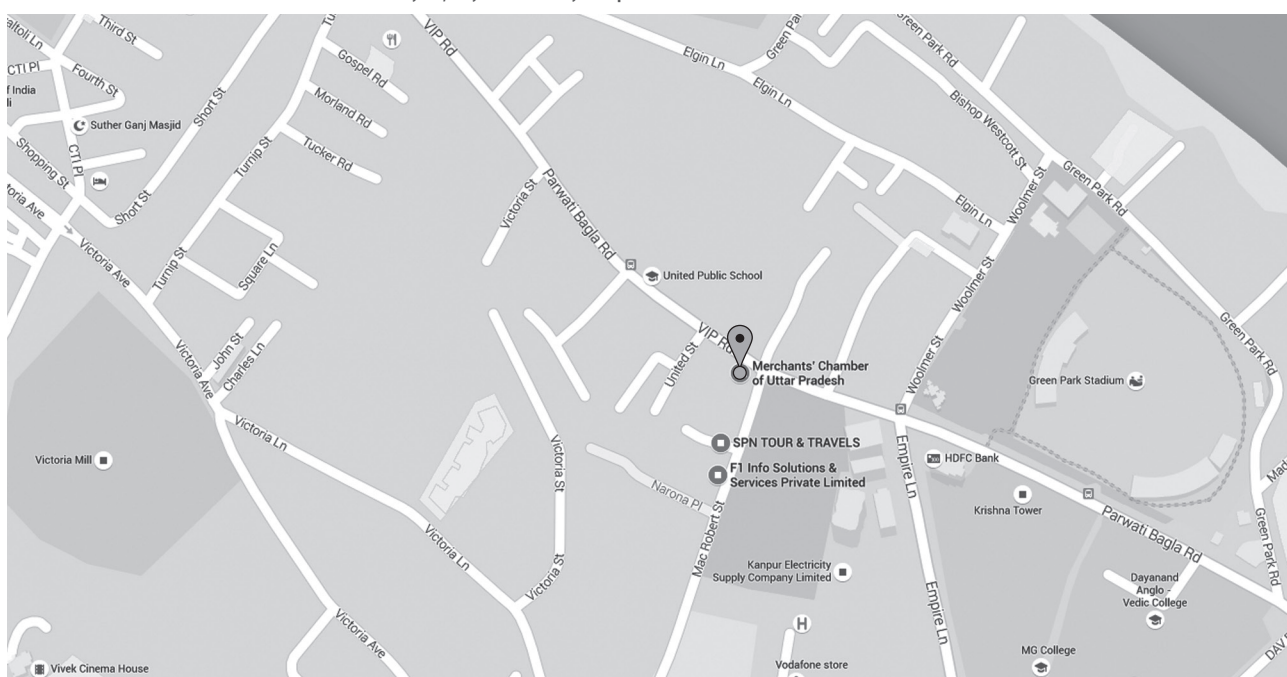
Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 30th July, 2016.

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. 30th July, 2016 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting,

12. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day excluding Saturday upto the date of the Annual General Meeting of the Company.
13. A Route Map showing directions to reach the venue of AGM is given hereinbelow as per the requirements of the Secretarial Standard – 2 on "General Meeting".

MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF J. K. CEMENT LIMITED

Venue: Merchants' Chamber Of Uttar Pradesh, 14/76, Civil Lines, Kanpur



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 3rd August, 2016 at 10 A.M. and will end on 5th August, 2016 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 30th July, 2016 i.e. Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use in the PAN field the first two characters of their name in CAPITAL letters e.g. If your name is Ramesh Kumar then enter RA followed by the Sr. No. given at the top/beginning of the address Slip (pasted on envelope).
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login/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.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. 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.

15. A copy of this Notice has been placed on the website of the Company and the website of CDSL.

16. 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 Shri Shayam Lal Bansal aged about 61 years as an Additional Director w.e.f. 6.02.16 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 149 and 152 and any other applicable provisions of the Companies Act, 2013, Shri Shayam Lal Bansal is proposed to be appointed as an Non Executive Independent Director whose office is not liable to retire by rotation in the Annual General Meeting. Notice has been received from a member proposing his candidature for the office of Director of the Company. Given below is the brief resume of Shri Shayam Lal Bansal pursuant to Regulation 27 of the Listing Regulation :

Shri Shayam Lal Bansal (DIN 02910086),

- Possess 39 Years of vast experience in the field of Banking and Finance in Public Sector Banks.
- Superannuated as Chairman & Managing Director from Oriental Bank of Commerce.
- Actively involved as an Executive Director in The Financial Inclusion Plan of United Bank of India in the Whole of West Bengal and North East, as part of the Bank's responsibility as SLBC convener in Tripura and West Bengal and Lead Bank responsibility in 10 districts in Assam.
- Acting as Independent Director in NIIT Institute of Finance, Banking and Insurance Training Limited and IL & FS Tamil Nadu Power Company Limited.
- Contributing value addition through vast knowledge and experience to Educational and Commercial Organisation.

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 28th May, 2016, 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 ₹ 4,70,000 plus applicable service tax and reimbursement of actual travel and out of pocket expenses for the Financial Year ending 31st March, 2017.

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 & 8

As per resolutions passed by the Shareholders under Sections 180 of the Companies Act, 2013 at the Annual General Meeting held on 26.7.14, the Board of Directors was authorised to borrow money upto a limit not exceeding ₹ 5000 Crore.

The increasing business operations and growth plans being undertaken and also for various miscellaneous capital expenditure schemes, the company would require further borrowings which may exceed the limit of ₹ 5000 Crore. Hence it is proposed to increase the said limit, which shall not exceed ₹ 7500 Crores at any one time.

It is necessary for shareholders of the Company to grant their consent by passing a resolution at their meeting under Section 180 of the Companies Act, 2013, authorising the Board of Directors of the Company to borrow monies in excess of the paid up capital and free reserves of the Company.

The said borrowings from bank(s), consortium of banks, financial institutions and other lenders shall be secured by creation of

charge on immovable and movable properties of the Company relating to its one or more undertakings(s). The Board of Directors of the company recommend for your consent under section 180 of the Companies Act, 2013 the resolution for mortgage of the company's assets to secure the borrowings made or to be made by the company from time to time.

The resolution at item no. 7 and 8 are, therefore, recommended for your approval. None of the Directors of the Company is concerned or interested in the aforesaid resolution.

ITEM NO. 9

The term of appointment of Shri Yadupati Singhania, Chairman and Managing Director aged about 62 years shall expire on 31.3.2017. It is therefore to consider his re-appointment w.e.f. 1.4.2017 as Chairman and Managing Director. Also to fix the remuneration payable to Shri Yadupati Singhania from 1.4.2017. As per Companies Act, Chairman and Managing Director can be appointed for a maximum period of 3 years. Whilst on the subject of fixing remuneration payable to Shri Yadupati Singhania, details of remuneration which has duly been recommended by the Remuneration Committee.

The Board of Directors considered various aspects inter-alia including technical qualification of Shri Yadupati Singhania, his experience in cement industry, his devotion to the Company's affairs and the Company's performance during his tenure as Chairman and Managing Director. The remuneration recommended by the Remuneration Committee is in accordance with Schedule V of the Companies Act, 2013. The Shareholders are requested to approve the re-appointment of Shri Yadupati Singhania as Chairman and Managing Director for a period of 3 years and fix his remuneration as recommended by the Remuneration Committee as per details put up before the meeting.

- A. **Salary:** ₹ 25,00,000 per month in the salary range of ₹ 25,00,000 – ₹ 5,00,000 - ₹ 35,00,000 per month with such yearly increment as may be decided by the Board of Directors/ Nomination and Remuneration Committee from time to time.
- B. **Perquisites and other benefits:** House Rent allowance or Free furnished residential accommodation, furnishings, gas, electricity, water, society charges, property tax, repairs & maintenance and other amenities car(s) with driver(s) and other perquisites including reimbursement of expenses on servants, telephone at residence, leave travel including foreign travel, fees of clubs, personal accident insurance etc. Such perquisites and allowances are subject to maximum ceiling of 125% of his annual salary.

- C. **Performance linked incentive:** Upto a maximum 50% of annual salary as may be decided by the Board from time to time.

(Last drawn Basic Salary remained ₹ 20 Lacs per month besides perquisites and other benefits & performance linked incentive as stipulated at B and C above).

- D. **Contribution to Provident Fund:** As per Company's policy.

- E. **Encashment of unavailed leave:** As per Company's policy. For the purpose of calculating the above ceiling the perquisites and allowances shall be evaluated as per income-tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- F. **Annual Leave:** 30 days annual leave with pay for every completed service of eleven months.

- G. **Leave Travel Concession:** For self and family once a year in accordance with the rules of the Company.

- H. **Personal Accident Insurance:** The annual premium on a policy shall not exceed ₹ 50,000/-

- I. **Provident fund and superannuation:**

- a) Company's contribution towards provident fund as per rules of the Company, but not exceeding 12% of Salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 27%.
- b) Gratuity payable at the rate of half month's salary for each completed year of service. A Service of six months or more to be treated as full year.
- c) Telephone: Free telephone at CMD's residence; Personal long distance calls will be billed to the CMD.

- J. **Commission:** Not exceeding 2% of the net profit computed under Section 197 of the Companies Act 2013, as may be decided by the Board from time to time. The remuneration as mentioned above shall be in accordance with the provisions of Schedule V of the Companies Act, 2013.

In the event of inadequacy or absence of profits under Section 197 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, benefits, and commission as approved herein be paid, for a period not exceeding three years, as minimum remuneration to the said CMD pursuant to the provisions of schedule V of the Companies Act, 2013.

- K. The company shall reimburse actual entertainment and travelling expenses incurred by the CMD in connection with the Company's business.

- L. The Company shall undertake Medclaim with adequate pecuniary Coverage. However, if the coverage is found to be inadequate and/or Medclaim is impermissible, the CMD shall be entitled to reimbursement of Medical Expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto, without any ceiling limit. This is subject to overall limit permissible under the Companies Act, 2013 and Rules framed thereunder.

The particulars set out hereinabove may be treated as an abstract of the terms of Agreement between the Company and Shri Yadupati Singhania, Chairman and Managing Director pursuant to the provisions of the Companies Act, 2013.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment

Mr. Yadupati Singhania and his relatives may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

ITEM NO.10

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 in 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, 2016 and ending on March 31, 2017, 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. 10 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. 10, except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

BY ORDER OF THE BOARD

Shambhu Singh

Asst. Vice President (Legal) & Company Secretary

Place : Kanpur

Dated : 28th May, 2016

CHAIRMAN AND MANAGING DIRECTOR'S MESSAGE



Dear Shareholders,

Although FY 2015-16 was not a very satisfactory year for the cement industry, we maintained our stable growth. The macro fundamentals don't always impact the micro situation. During the year, the cement industry witnessed weak demand due to slow pick up in infrastructure projects as well as lack of demand from rural sector. Cement demand grew by a mere 3% in FY 16, compared to 5.6% in the previous fiscal. Low demand, along with excess capacity resulted in lower capacity utilisation.

Despite challenges, we restored our position. Last year, we crossed the capacity milestone of 10 Mntpa with the commissioning of brownfield unit at Mangrol, Rajasthan and split grinding unit at Jharli, Haryana. With this achievement, we are now well positioned to recalibrate supplies and respond to demand. Our capacity expansion has helped us penetrate deeper into markets and leverage cost advantage. The capacity expansion with the addition of new plant has helped us improve our efficiencies. Now, if we notice a strong demand in the north, we can easily increase our production there, utilising our clinkerisation unit.

Post expansion of 3 Mntpa, we are operating at 67% utilisations (on 7.5 Mntpa of north capacity). Southern capacity of 3 Mntpa is operating at 60% utilisations, and market mix seems to be healthy. We are the second largest player in the White Cement industry in India, with almost 40% market share. We have a capacity of 0.6 Mntpa in India and another 0.6 Mntpa White Cement plant in Fujairah, UAE. The much awaited power connectivity to the UAE Plant has been given in April, this year. With this, the plant is expected to generate an attractive return on capital employed at optimum capacity utilisation. Besides, our Mangrol plant has become one of the most cost efficient plants in the industry. Fuel being a major component of the cement industry, we were largely benefited by the decline in crude price.

Coming to grey cement category, we registered a growth of more than 9% in production volume over the previous year. While North India contributed over 14% in volume, South India registered de-growth of 2%. This is over and above industry growth of 3% for FY 16. White Cement reported more than 2% growth over the last year, whereas White Cement based Wall Putty registered a growth of 22% over the previous year, resulting in 95% capacity utilisation of wall putty. Our existing capacity is almost utilised, and we have commissioned new capacity in Katni on 26th May'16.

From product perspective, we have continued with our efforts to innovate something new. We have come up with a new multipurpose White Cement based Wall Dressing, Primaxx, with a perfect blend of adhesion, strength and durability. Due to its versatility, it is ideal for both interiors & exteriors and for new as well as old cemented surfaces.

During FY 2015-16, we also faced some challenges in our journey. Our 3 Mntpa grey cement manufacturing unit at Mudhol (Karnataka) had to be temporarily stopped as the clinker silo roof suddenly caved-in. We took necessary steps to restore the production and have been able to do so in short period without

adversely affecting the market. However, our problems did not end here. We faced another calamity in the month of April in same plant where a crack was observed in the CF Silo and as a result of which the plant had to be stopped again. We have continued our supplies to the market from alternate sources of clinker and have also started the plant with direct feeding. We are addressing the issue to avoid any major calamity to the plant and operations. We are hopeful to bring it down without any major setback to the Company and will be building a new silo for continuous operations. Despite these setbacks, we move forward with optimism.

THE FUTURE LOOKS BRIGHTER

Our industry's growth is primarily dependent on infrastructure sector. However, India's infrastructure story is still in its early stage. With only 73% of capacity utilisation, the demand stood at 284 Mntpa as against the supply of 384 Mntpa during FY 2015-16. If the rate of growth of consumption remains low at 5-6%, the existing capacity would be sufficient to meet the cement demand for the next few years.

The government efforts to propel the infrastructure sector with higher spend on roads and highways, irrigation and push to 'Housing for All' schemes will boost cement demand. In the Union Budget, total outlay for infrastructure is pegged at ₹ 221246 crores in FY 17. Besides, ₹ 7296 crore has been allocated for the development of smart cities under Urban Rejuvenation Mission (AMRUT and Mission for Development of 100 Smart Cities). A budget of ₹ 19,000 crore has been announced for the rural roads programme called Pradhan Mantri Gram Sadak Yojana.

These initiatives augur well for our sustainable growth. Besides, the concretisation of kuccha roads to pucca roads in rural and semi urban areas and the construction of toilets under Swachh Bharat Abhiyan will further enhance cement demand.

The housing sector alone constitutes 2/3rd of cement consumption. The Reserve Bank of India has cut repo rates from 8% in Jan'14 to 6.5% in Apr'15. The lower borrowing cost will help customers purchase or construct new homes. This will accelerate the demand for the real estate including low-cost or affordable housing.

STAYING TRUE TO VALUES

While leveraging the emerging opportunities, we will always remain true to our values. Our customers, employees and native communities are integral to our growth, and we are committed to addressing their needs from time to time.

Being a customer-focused organisation, our primary objective is to cater to customer aspirations by providing value-added products. Their continued trust has given us the confidence and motivation to produce supreme and best-in-class products. We intend to continue our growth, without making any compromise on our quality.

A powerful team can only raise the standard of a Company and ensure its sustainable growth. Individual talent matters, but only to a limited extent. The ultimate success depends on how the team performs. Therefore, our focus is on building a team that will drive the Company's business growth. We continue to refine our established people processes to keep them abreast of global practices, thereby adding value to the organisation.

We are improving upon our environmental footprint and contributing towards more inclusive growth of society. Our endeavour is to reduce environmental de-gradation, thus improving climatic condition in the long run. Moreover, we are also taking steps to optimise resources and improve efficiencies.

WAY AHEAD

Going forward, we aim to expand our capacity, while coming up with new products. We expect, our performance to augment further in subsequent years on the back of expected demand recovery in Southern and Western markets and reversal in Northern prices.

We are moving towards an overarching objective of maintaining sustainable business growth, while creating value for all. I would require the support and cooperation of all our shareholders and other stakeholders to achieve our long-term vision.

With warm wishes,

Yadupati Singhania

Yadupati Singhania
Chairman and Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

ECONOMY OVERVIEW

Global Economy

In 2015, economic activity across geographies remained largely subdued amid increasing financial market volatility, especially in the second half of 2015. Global growth declined from 3.4% in 2014 to 3.1% in 2015. As advanced economies had a modest recovery, on the contrary growth in emerging market and developing economies continued to decline. The US economy was supported by eased out monetary policies and the firming of housing and labour markets. The Euro area saw a strong recovery owing to its domestic demand. Chinese economy witnessed a gradual slowdown, as it moved away from investment and manufacturing toward consumption and services. Although countries like Brazil, Russia, and some countries in the Middle East are in economic distress, they are expected to show gradual improvements in the growth rate.

Indian Economy

In the midst of uncertain global economy, India remained one of the best-performing economies. According to Central Statistical Organisation, India's GDP grew by 7.6% in 2015-16, making it one of the fastest growing major economies in the world. The country's inflation remained under control and fiscal and current account deficits continued to be moderate.

The Reserve Bank of India (RBI) reduced interest rates four times this year as inflation eased sharply. Continuing fiscal consolidation has reduced the Government of India's fiscal deficit to close to 4% of GDP.

The year witnessed historically lowest price of crude oil which have direct impact on manufacturing cycle. However, this trend is not sustainable for long as CPI inflation is expected to decelerate modestly and is expected to revolve around 5% during FY 2016-17. The major uncertainties that are likely to throw inflation haywire is unseasonal uneven distribution of rainfall and upturn in commodity price especially crude oil.

Even though economy has made progress but still the same is not noticeable in our earnings due to low pick up of infrastructure activity arising from consecutive weak monsoon this year also.

Outlook

The economic growth will be visible only when series of structural reforms are taken by Central Government & Central intervention with regard to approval process would be brought under fast track to expedite investment activity with emphasis on fiscal and monetary policy. With 7th pay commission in pipeline and RBI rate cut, the same will allow more money with public leading to generation of demand.

THE CEMENT INDUSTRY

Grey Cement

India is the second largest producer of cement in the world. The country's cement industry is a vital part of its economy, providing employment to more than a million people, directly or indirectly. Ever since it was deregulated in 1982, the Indian cement industry has attracted huge investments, both from Indian as well as foreign investors.

India has a lot of potential for development in the infrastructure and construction sector and the cement sector is expected to largely benefit from it. If India needs to grow then cement and steel sector has to perform well to augur infrastructure story of 'Make in India' campaign. Driven by huge capacity with high capital cost and low capital utilisation, cement industry has to grow consistently to improve its triple bottom line performance i.e. socio-economic and financial indicators.

Industry performance

Cement demand growth has largely lagged the expectations during FY16 due to slow pick up in infrastructure projects as well as lack of demand from rural sector. Cement demand merely grew by 3% in FY16, compared to 5.6% in FY15. Low demand, coupled with excess capacity resulted in lower capacity utilisation. However, the demand and supply gap will exhaust once infrastructure project starts taking off.

Cement production (weight: 2.41%) increased by 4.4 % in April, 2016 over April, 2015. Its cumulative index during April to March, 2015-16 increased by 4.7 % over the corresponding period of the previous year.

The industry has transformed over the years and has developed in various ways. It has started using blended cement, alternate raw material and fuel to pave the path of green sustainable development. Besides, the industry has adopted innovative technology and improved its energy efficiency as well.

Industry Outlook

FY 17 is expected to witness a spurt in cement demand, primarily driven by Government-backed projects. The concretisation of kuccha roads to pucca road in rural and semi-urban areas and introduction of metro projects in developing cities will contribute to the growth of cement industry. Besides, Swachh Bharat Mission entails the construction of toilet in each household. Moreover, Atal Mission for Rejuvenation and Urban Transformation (AMRUT), the Government's new initiative to develop smart cities as satellite towns of larger cities augurs well for the cement sector.



Grey Cement plant at Mangrol



Grey Cement plant at Nimbahera

The reduction of interest rate by RBI and the Government decision to allow more foreign direct investment in real estate sector will further help the real estate sector to drive cement demand.

The demand for cement in real estate sector is spread across rural housing (40%), urban housing (25%) and construction/infrastructure/industrial activities (25%). While the rest 10% demand is contributed by commercial real estate sector.

Cement demand is expected to reach 550-600 Million Tonnes Per Annum (Mntpa) by 2025. The housing sector is the biggest demand driver of cement, accounting for about 67% of the total consumption in India. The other major consumers of cement include infrastructure at 13%, commercial construction at 11% and industrial construction at 9%.

To meet the rise in demand, cement companies are expected to add 56 million tonnes capacity over the next three years.

White Cement

White cement is expected to grow at a CAGR of 3.8% in between 2015 and 2020, and its existing global demand stands at 18.9 Mntpa. Though it accounts for only 0.5% of grey cement capacity but it enjoys greater acceptance from cement producers being a consistent margins provider to top and bottom line of the company.

Global white cement consumption is almost equal to global white cement production. The White Cement market is dominated by China, which consumes 26% of global white cement consumption. It is followed by the Middle East, consuming 21% and rest of Asia (excluding China) accounts for 12% cement consumption.

The global white cement capacity in 2015 was around 28.6 Mntpa of which 24% is located in China. India is ranked as one of top five emerging markets of white cement. India's white cement industry is primarily dominated by two players, holding 83% of the existing capacity.

JK Cement is ranked as the third-largest producer of white cement in world having 1.2 Mntpa capacity, out of which 0.6 Mntpa is located in Fujairah (U.A.E).

GROWTH DRIVERS

Infrastructure growth

Infrastructure growth in India is still in its early stage. With only 73% of capacity utilisation, the demand stood at 284 Mntpa as against the supply of 384 Mntpa during FY 2015-16. If the rate of growth of consumption remains low at 5-6%, the existing capacity would be sufficient to meet the cement demand for 5 years.

The Government efforts to propel the infrastructure sector with higher spending on roads and highways, irrigation and push to 'Housing for All' schemes will boost the cement demand. In the Union budget, total outlay for infrastructure sector is pegged at ₹ 221246 crores in FY 16-17. Besides, ₹ 7296 crore has been allocated for the development of smart cities as satellite town of larger cities under Urban Rejuvenation Mission (AMRUT and Mission for Development of 100 Smart Cities). Further, the Government has allocated ₹ 19,000 crore for the rural roads programme called Pradhan Mantri Gram Sadak Yojana.

Inflation

The inflation is under control and will remain so owing to good monsoon, after two consecutive droughts. The El-Nino situation developed in last two years resulted in drought in most part of India.

However, IMD expects that the current year will witness 'above normal' monsoon. This will help to ease inflation and in turn, will create demand for cement.

Rate of Interest

The Reserve Bank has announced drastic cut in repo rates from 8 % in Jan'14 to 6.5% in Apr'15. The lower borrowing cost will increase buying appetite of consumers to purchase or construct new house. This will accelerate the demand for the real estate including low-cost or affordable housing.

INDUSTRY RISKS

Economic Risk

Cement industry is dependent on macro-economic condition of the country. Government initiatives largely impact this industry's growth. Due to the slowdown in economic or infrastructure development activities, cement demand may get adversely affected, thereby putting a pressure on the selling price of cement.

Industry Risk

At present, the country's cement capacity is 384 Mntpa. In FY 2015-16 cement demand has increased from 276 Mntpa to 284 Mntpa, thereby registering growth of 3% only, if this rate of growth continues in FY 2016-17 then the gap between demand and supply will increase thereby putting pressure on margins.

Another risk, which industry is facing is the consolidation of cement capacity in the hands few large players. This will allow them to run the market on their own whims and putting mid-size player at back end.

Infrastructure Risk

Infrastructure sector propels overall development of the economy. Any pull back by Government initiative on 'Make in India' campaign or 'Swachh Bharat Abhiyan' will result in de-growth of cement industry. Moreover, too many regulatory approvals and compliances by industry, act as a barrier for infrastructure growth.

Raw Material Risk

The basic raw material for Portland cement is limestone. The existing miners will have to pay 30% of the royalty as contribution towards the proposed district mineral foundations (DMFs), which is meant to support project-affected people, while those who would get mines through the auction route now would have to pay just 10% of royalty.

Besides, with changes in Mines & Mineral (Development and Regulation) Amendment Act, 2015, any lease granted before the commencement of the Act, for captive use is extended up to the period ending on Mar 31, 2030 or till completion of their renewal period, whichever is later. The MMDR Act also allows transfer of captive mining lease not granted through auction. This will open door for deals, which are pending for acquisition.

From now onwards, all mining lease will be granted by the process of auction/bidding. The act also gives the right of first refusal to the existing leaseholder at the time of auction by placing the highest bid for mines used for captive purpose. This will increase the cost of basic raw material for existing players.

Fuel Risk

Cement industry is dependent upon linkage coal for fulfilling its fuel requirement. Some Plants are also using pet coke as replacement of coal. Coal is also used by the industry for captive power generation. However, the price of coal and pet coke is highly volatile and is more or less dependent on international crude price. The major cost for cement production is power and fuel cost. Any increase in coal prices may have adverse impact on cost. Further, levy of clean energy cess of ₹ 200 per tonne on coal/lignite in budget of 2016-17 will increase power and fuel cost.

Logistic Risk

Efficient and effective utilisation of logistics results in managing both input and output resources prudently. With aggressive competition in market to reach end user, more and more cement players are targeting grinding units close to consumption location. Logistics play an important role in reducing cost and improving margin. However, due to less availability of rakes from railways, the only alternative left is dependence on road transport. Therefore, any increase in diesel cost may have adverse impact on logistic cost.

Taxation Impact on Industry

High taxes remain a major concern for cement industry. Though steel enjoys special privileges of being levied at lower rate, on the other cement is taxed at higher rate making it dearer than other raw material needed for infrastructure and real estate sector. This problem can be overcome by introduction of uniform tax regime under Goods & Service Tax. The Government is taking keen interest in getting cabinet approval on GST act and to get it passed by both the houses of the Parliament.

COMPANY OVERVIEW

J.K. Cement Ltd is an affiliate of the multi-disciplinary industrial conglomerate J.K. Organisation which was founded by Lala Kamlapat Singhania. With over four decades of experience, J.K. Cement has partnered India's multi-sectoral infrastructure needs on the strength of its product excellence, customer orientation and technology leadership. The Company is the third largest white cement manufacturer in the world with 1.20 Mntpa capacity, including 0.6 Mntpa White Cement Plant at Fujairah, U.A.E. Besides, it is the second largest producer of Wall Putty in India with installed capacity of 0.7 Mntpa.

PERFORMANCE DURING THE YEAR

Financial review (standalone)

	FY 2015-16	FY 2014-15
Net Sales (in ₹ lacs)	353104	333731
EBITDA (in ₹ lacs)	51901	46381
PAT (in ₹ lacs)	10153	15692

Grey Cement

Grey cement registered a growth of more than 9% in production volume over last year. North contributed more than 14% in volume, whereas South registered de growth of 2%. This is over and above industry growth of 3% for FY 16.

White Cement

White Cement registered a growth of more than 2% over last year, whereas White Cement based Wall Putty registered a growth of 22% over the previous year, resulting in 95% capacity utilisation of Wall Putty. As the existing capacity of Wall Putty is almost utilised, capacity expansion of Wall Putty in Katni has been commissioned in May'16 to feed the incremental market demand.

Key Highlights, FY 2015-16

- Demand outlook in north has improved. New plants have started achieving higher utilisation level. Benefits of grinding units, railway siding and pet coke price softening have been percolating in cost moderations.
- Demand and pricing scenario in middle-east for UAE white cement plant is subdued. Power connectivity from Apr'16 is expected to lead normalisation of profitability.
- Pricing in north has been inexplicably low throughout the year. However, upward trend has started from March onwards.
- Accident in southern plant has led to stoppage of work for 15 days resulting in 5% lower dispatches.

HUMAN RESOURCES DEVELOPMENT

We take our commitment to building a world-class organisation by undertaking a Business Process Re-engineering exercise that seeks align our Human Resources Vision with that of JK Cement. We are currently evaluating the areas of focus for taking our organisational capabilities to the next level in preparation for future growth, and will soon embark on a journey to implement the same.

The strength of our organisation continues to be the value-driven approach towards sustaining the respect that our organisation that it receives for being an ethical employer.

We continue to evaluate our talent needs and strive to develop the competency and capability of our people across levels.

We continue to build on our reputation as a leader and pioneer in White Cement Manufacturing technology and product innovation. Our focus on building our talent as the foundation of future business growth is the driving force behind ongoing efforts to develop as well as induct world-class talent across the industry as well as the globe.

We continue to refine our established people processes to keep them abreast of the foremost global practices while keeping our organisation contemporary and motivating our employees to align themselves with the organisational objectives. Besides, continuous improvements as a part of ongoing change in management initiatives are aimed at building a future-ready organisation.

As on March 31, 2016 the strength of J.K Cement is 2745 employees.

SUSTAINABILITY REPORT

At JK Cement, our endeavour is to highlight how as an organisation we are constantly improving upon our environmental footprint and contributing towards more inclusive growth of the society in which we operate, besides delivering on the economic front.

We are building a sustainable environment for our future generation by giving back to the nature and society. We want to help all people who are directly or indirectly associated with us.

At J.K Cement, our focus is to take initiatives which will help us reduce environmental de-gradation and improve climatic condition in the long run. Moreover, we are also taking steps to optimise resources and improve efficiencies.

OCCUPATIONAL HEALTH & SAFETY

We believe in 'Zero Harm'. Our vision is to improve health and safety standards of people who are working with us in the capacity as employees, contractors or in any other role. Efforts are taken to minimise activities which may affect the health and safety in working place or adversely impact the life of communities living near our plants. To promote this, we are encouraging the use of renewable resources as well as recycled waste. Further, steps are taken for optimum utilisation of plants, with least disposal of harmful gases in environment.

INTERNAL CONTROL SYSTEM

The Company has in place well defined internal control system to commensurate with the size of the Company and same were operating effectively throughout the year. The Internal audit is being carried out by team of both external as well as in house auditors be at plant location, sales depot or at regional or registered office. In order to maintain its independence and objectivity in observation, Internal Audit department report on the efficacy and adequacy of internal control system to the Chairman of Audit Committee of the Board. These keep check on the existing system as designated process owners are supposed to undertake corrective action in their respective areas and thereby strengthening the internal control system.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting Company's Twenty Second Annual Report and Audited Financial Statements for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

	2015-16	2014-15
	₹/Lacs	
Gross Turnover	409780	385948
Profit before depreciation & tax	29941	29575
Less Depreciation	15628	13660
Profit Before Tax	14313	15915
Tax Expense (Including deferred tax and tax adjustment of earlier years)	4159	223
Profit After Tax, Minority interest	10154	15692
Add:Balance brought forward from previous year	48929	42236
Less:Appropriation		
Transfer to General Reserve	3000	4000
Transfer to Debenture Redemption Reserve	1582	1633
Dividend to Equity Shares (including tax thereon)	3367	3367
Balance to be carried forward	51134	48929

2. PERFORMANCE OF THE COMPANY

Your Company's performance during the year under report has been satisfactory. The Company's gross turnover increased by 6% to ₹ 4098 Crore during the year compared to ₹ 3859 Crore in previous year. Profit before Depreciation & Tax increased to ₹ 299 Crore compared to ₹ 296 Crore.

3. PERFORMANCE OF THE SUBSIDIARY/ ASSOCIATE SUBSIDIARY COMPANIES

The Company has three subsidiaries and one joint venture Company as on March 31, 2016. There has been no material change in the nature of the business of subsidiaries.

J.K. Cement (Fujairah) FZC recorded a loss of AED 49,317 (equivalent to ₹ 8.90 Lacs) for the year ended 31st December, 2015 (Previous year loss of AED 48,821 equivalent to ₹ 7.90 Lacs)

J.K. Cement Works (Fujairah) FZC recorded a loss of AED 28,312,829 (equivalent to ₹ 4089.41 Lacs) for the year ended 31st December, 2015 (Previous year loss of AED 18,620,471 equivalent to ₹ 1489.77 Lacs)

Jaykaycem (Central) Ltd. recorded a loss of ₹ 12,444 (previous year ₹ 11,440) for the year ended 31st March, 2016.

Associate Company

Bander Coal Company Private Limited

This Company recorded a loss of ₹ 16.55 Lacs for the year ended 31st March, 2016 (Previous year loss of ₹ 2.89 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, J.K. Cement Works (Fujairah) FZC and Jaykaycem (Central) Ltd. 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 ₹ 33.67 Crore) for the financial year ended 31st March, 2016 which is similar to the financial year ended 31st March, 2015.

6. TRANSFER TO RESERVES

The Company proposes to transfer ₹ 1583 Lacs to Debenture Redemption Reserve and ₹ 3000 Lacs to General Reserve during Financial Year 2015-16.

7. SHARE CAPITAL

The paid up Equity Share Capital as at 31st March, 2016 remained at ₹ 69.93 Crore. During the period under report, your Company has not issued any share including Sweat Equity, ESOP and/or Convertible Debentures.

8. 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.

9. 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.

10. 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.

11. OPERATIONS**Grey Cement**

During the year under report production increased by 9.4% at 6.89 Million Tonne (compared to 6.30 Million Tonne last year) and sales increased by 9.19% at 6.86 Million Tonne (compared to 6.29 Million Tonne last year).

White Cement

Production of White Cement increased by 2.49% at 5.01 Lac Tonne during the year compared to 4.89 Lac Tonne while production of value added product Wall Putty registered increase of 22%. Sale was also in tandem with production.

12. PROJECTS OF THE COMPANY**Projects Completed**

During the year under report, your Company has completed 1st phase implementation of a White Cement based Wall Putty project of 2 Lac Tonne per annum capacity in Madhya Pradesh. Commercial Production started on 26.5.16.

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 - F. 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 except Shri Yadupati Singhania, Chairman and Managing Director. 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(12) read with Rule 5(1) 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:

Particulars about Key Managerial Personnel including Chairman & Managing Director.

S.No.	Name	Designation	Remuneration Paid		Increase in Remuneration from Previous Year	Ratio/Time per Median of employee Remuneration
			2015-16	2014-15		
1	Mr. Yadupati Singhania	Chairman & Managing Director (KMP)	726.85	728.00	(-) 0.16	164:1
2	Mr. Ajay Kumar Saraogi	President (Corporate Affairs)& Chief Financial Officer (KMP)	171.92	151.02	13.84	36:1
3	Mr. Shambhu Singh	Asst. Vice President (Legal) & Company Secretary (KMP)	31.83	26.22	21.4	7:1

₹/Lacs

Particulars about other Non Executive Directors.

S.No.	Name	Designation	Remuneration Paid		₹/Lacs
			2015-16	2014-15	Increase in Remuneration from Previous Year
1	Smt. Sushila Devi Singhania	Non Executive Non Independent	1090875	750000	340874
2	Shri A. Karati	Non Executive Independent	975500	770000	205500
3	Shri J.N. Godbole	Non Executive Independent	1000625	930000	70625
4	Dr. K.B. Agarwal	Non Executive Independent	1316250	1230000	86250
5	Shri K.N. Khandelwal	Non Executive Non Independent	1120500	1090000	30500
6	Shri Raj Kumar Lohia	Non Executive Independent	1086125	930000	156125
7	Shri Suparas Bhandari	Non Executive Independent	1000625	830000	170625
8	Mr. Paul Heinz Hugentobler	Non Executive Non Independent	11930658	**6742384	5188274

** Mr. Paul Heinz Hugentobler joined as an Additional Director w.e.f. 17.5.2014 hence figures are not directly comparable.

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.

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. Aggrieved by CCI's Order your Company preferred stay petition and appeal before the Competition Appellate Tribunal ('COMPAT'). COMPAT has, by its order dated 11th December, 2015, set aside order dated 20th June, 2012 passed by CCI. COMPAT has remitted the matter to CCI for fresh adjudication. Further, in terms of the order, the Company has received refund of ₹1285 lacs, being 10% amount of penalty, alongwith accumulated interest deposited with COMPAT.

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. MITIGATION OF RISK.

The Company has been addressing various risks impacting the Company which is morefully provided in annexed Management Discussion and Analysis. However, as per the Listing Regulation constitution of Risk Management Committee for enforcing Risk Management Policy is not applicable to 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 the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions

are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards. All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The statement is supported by the certificate from the CMD and the CFO. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.jkcement.com.

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, 2016.

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 FINANCIAL CONTROLS AND ITS ADEQUACY

The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business including adherence to the Company's Policies, the safeguarding of its assets, the prevention and detection of Frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

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 In accordance with the provisions of Section 152 of Companies Act, 2013 and the Company's Articles of Association, Smt. Sushila Devi Singhania (DIN 00142549) will retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment.

During the year under report Shri Shayam Lal Bansal (DIN 02910086) was appointed as an Additional Director now being recommended to the shareholders to be appointed/confirmed as a Non- Executive Independent Director. The Board recommends their reappointment/appointment.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Listing Regulations.

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 & 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 2015-16, 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 Regulation 17 of the Listing Regulations, 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, 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 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.
- (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 2015-16. 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 2016-17. 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 second Annual General Meeting.

The Cost Audit Report for the financial year 2014-15 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. Also the Company played a constructive role in the infrastructural development of surrounding areas.

During the period under report, the Company undertook various arts and cultural promotion activities, supporting activities e.g. e-chopals, community building maintenance, contribution to Nepal Earthquake fund, providing furniture to Schools, maintaining green area and parks at Udaipur Airport, organising programmes for tree plantations, Medical checkup camps, contribution for construction of CC Roads, water tanks, sewerage lines, boundary walls and other infrastructural facilities to rural and under developed areas, toilet constructions, contribution to J.K.Trust Gram Vikas Yojna under rural development. 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. The Company also conducted blood donation camps, free health checkup, cataract operations, bhandaras and 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) of the Companies (Accounts) Rules 2014 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 Report for the year ended 31st March 2016, as stipulated under regulation 34 of the Listing Regulations is annexed as “Annexure E” and forms part of the Annual Report.

31.4 Management Discussion & Analysis (MDA) Statement

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

32. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, the Company has transferred a sum of ₹ 19.07 Lacs to the Investor Education and Protection Fund in compliance with provisions of the Companies Act, 2013.

33. DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND LISTING REGULATIONS

(I) Composition Of Audit Committee:

The Board has constituted the Audit Committee which comprises of Dr. K.B. Agarwal as the Chairman, Shri A. Karati, Shri J.N. Godbole, Shri K.N. Khandelwal and Shri R.K. Lohia as members. More details on the committee are given in the Corporate Governance Report.

(II) Policy On Sexual Harassment Of Women At Workplace:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

34. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarisation programme aims to provide Independent Directors with the cement industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarisation programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarisation programme for Independent Directors is posted on the Company's website.

35. 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, Government of Madhya Pradesh, 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

Place : Kanpur
Dated : 28th May, 2016

Yadupati Singhania
Chairman and Managing Director

ANNEXURE A

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration 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, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner 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, 2016 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

ANNEXURE A (CONTD.)

- a) Factories Act, 1948;
- b) Industries (Development & Regulation) Act, 1951;
- c) Laws prescribed related to mining activities;
- 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.

Place : Kanpur
Dated : 02-05-2016

For: Reena Jakhodia & Associates
Company Secretaries

Sd/-

(Reena Jakhodia)
Proprietor
Membership No: F6435
C.P. No.: 6083

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE A (CONTD.)

To,
The Members,
J. K. Cement Limited,
Kamla Tower,
Kanpur.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Kanpur
Dated : 02-05-2016

For: Reena Jakhodia & Associates
Company Secretaries

Sd/-

(Reena Jakhodia)
Proprietor
Membership No: F6435
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 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 undertook activities relating to education and rural development.

2. The Composition of the CSR Committee.

- i. Smt. Sushila Devi Singhania (Non-Executive Non Independent Director)
- ii. Dr. K. B. Agarwal (Non-Executive Independent Director)
- iii. Shri J. N. Godbole (Non-Executive Independent Director)
- iv. 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 ₹ 21201.81 Lacs

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

The Company is required to spend ₹ 424.04 Lacs towards CSR for the Financial Year 2015-2016.

5 Details of CSR spent during Financial Year

- a. Total amount spent for the Financial Year: ₹ **464.05 Lacs**
- b. Amount unspent, if any: **Nil**
- c. **Manner in which the amount spent during the financial year is detailed below:**

During 2015-16 the Company undertook various arts and cultural promotion activities, supporting activities e.g. e-chopals, community building maintenance, contribution to Nepal Earthquake fund, providing furniture to Schools, maintaining green area and parks at Udaipur Airport, organising programmes for tree plantations, Medical checkup camps, contribution for construction of CC Roads, water tanks, sewerage lines, boundary walls and other infrastructural facilities to rural and under developed areas, toilet constructions, contribution to J.K.Trust Gram Vikas Yojna under rural development. 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. The Company also conducted blood donation camps, free health checkup, cataract operations, bhandaras and blanket distribution in and around the plant locations.

Following expenditures has been made in accordance with the Company's CSR Policy and permissible under Schedule VII of the Companies Act, 2013 and Rules framed thereunder:-

ANNEXURE B (CONTD.)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S.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 (in ₹)	Amount spent on the projects programs Sub-heads	Cumulative expenditure up to the reporting period (in ₹)	Amount spent : Direct or through implementing agency
(1)	Expenses on Art & Cultural Promotion activities	Art & Culture	Rajasthan	3808024		3808024	
(2)	Expenses on Community welfare activities	Community Welfare	Rajasthan, Maharashtra and Haryana	5240922		5240922	
(3)	Expenses towards Contibution to Nepal Earthquake fund	Natural calamity	Rajasthan and Haryana	51000		51000	
(4)	Expenses on Providing furniture for Schools	Educational Charity	Rajasthan, Haryana, Karnataka	10348804		10348804	
(5)	"Expenses on upkeeping of Green area & parks at Udaipur Airport.	Environment.	Rajasthan	1038455		1038455	
(6)	Expenses on Organising Medical checkup camps	Health	Rajasthan, Haryana and Karnataka	2807970		2807970	
(7)	Expenses on Construction of CC Roads, Water tanks, sewage lines, boundary wall and other infrastructural facilities to rural and under developed areas.	Rural Development	Rajasthan, Haryana and Karnataka	14884149		14884149	
(8)	Expenses on Toilet Construction in rural areas and School under p p p model for better hygienic & awareness towards sanitation	Education	Rajasthan	1402500		1402500	
(9)	Expenses on Contribution to JK Trust Gram Vikas Yojna	Rural Development	Haryana	5823000		5823000	
(10)	Expenses on Setting up Homes for Woman and oldage persons.	Economical	Rajasthan	1000000		1000000	
Total				46404824		46404824	

ANNEXURE C

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER COMPANIES (ACCOUNTS) RULES 2014 PURSUANT TO SECTION 134(3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES 2014.

A) ENERGY CONSERVATION

During the year 2015-16, J.K.Cement Ltd. took up following reduction measures with focus to reduce power and thermal energy consumption.

Areas of concentration were

- Process Optimisation.
- Installation of Variable Frequency drives to improve efficiency and the same time reduce power consumption.
- Acement and upgradation of old power consuming system with latest state of art energy efficient equipment where possible.

PROCESS OPTIMISATION

Through process optimisation at all plants, the company has saved ₹ 71,348,156 by reducing 5846654 kwh of electricity and 183854 Gega Joules of thermal energy with mere expenditure of ₹ 12,46,000 which means payback period of less than one month. Major Process optimisation measures are as under:

	Savings (in ₹)
1 Process optimisation for thermal energy conservation. [Line-1]	15900000
2 Process Optimisation of Kiln 2 system by reduction in false air/excess air	22400000
3 Replacement of old Reciprocating compressors by new energy efficient Screw compressor [L-1]	124180
4 Downsizing various motors for power saving	965250
5 Optimum Utilisation of Water pumps	1440450
6 Optimisation of Raw Mill operation	20000000
7 Through Put Improvement from 240 TPH to 265 of roller press	8952232
8 Optimisation of Bag Filters Operation	596815
9 PID Modification and Stoppage of Idle running of Silo ventilation Fan	515649
10 PID Modification and stoppage of HT Motor Cooling Fan	238726
11 PID Modification and Stoppage of Idle running of Silo Top bag Filter Fan	214854

Installation of Variable Frequency Drive

In a process industry, operational conditions keeps on changing depending upon the process variables and thus to maintain uniform and smooth running of the system, it becomes essential to control air flow, motor speed, fan speed with the changing conditions. There are various ways to do so and among them the best technology is to vary the speed according to the demanding situation as it gives maximum saving in power consumption and can be automated. With installation of variable frequency drive, company saved 1857870 kwh resulting to savings of approximately ₹ 98,80,005 with investment

ANNEXURE C (CONTD.)

of ₹ 82,35,743 giving payback of ten months. Major steps taken by the Company are as under:-

	Savings (in ₹)
1 Installation of VFD in CEP-2 thereby improving the performance of the pump[IR-CFBC]	1039500
2 Installation of VFD & Removing of damper in Ball mill vent fan -228 thereby avoiding damper loss & improve performance of fan(Line-2)	467845
3 Installation of VFD in CEP-2 thereby improving the performance of the pump[WHRB]	300000
4 Installing VFD for 315 KW Wagon tippler Bag House	2387262
5 Installing VFD for cement Mill 110 KW	716179
6 Installing VFD for SAC 160 KW	596815
7 Installing VFD for NIBS Trab	119363
8 Installing VFD for Gravel Gate	119363
9 Installation of VFD drive in PA fan at Captive Power plant (CPP)	133678
10 VFD(variable frequency drive) installed in various drives (Cement Plant &CPP)	400000

Installation of Energy Saving Equipments

During the year major drive taken to replace conventional & CFL lights by LED lights as well as installation of solar panels (green power) at roof top for power requirement of administrative building at our Gotan plant and mines office. This has saved 548581 kwh power consumption giving savings of around ₹ 54,30,749. Major steps taken by the Company for savings are as under:-

	Savings (in ₹)
1 Replacement of 123 Nos. 250 Watt HPSV Light by 90 Watt LED Street Light	382580
2 Replacement of 110 Nos. 250 Watt HPSV Light by 30 Watt LED Street Light	470448
3 Replacement of 65 Nos. 250 Watt HPSV Light by 150 Watt High Bay LED	315900
4 Replacement of 113 Nos. 250 Watt HPSV Light by 150 Watt Halogen LED	549180
5 Replacement of 175 Nos. 70 Watt HPSV Well Glass light by 40 Watt LED Well Glass	102060
6 Replacement of 26 Nos. 2X36 Watt false Ceiling CFL Light by 2X18Watt LED	18196
7 Replacement of 50 Nos. 250 Watt HPSV Light by 70Watt LED Street Light	174960
8 Replacement of Old CFL/Metal Halide/HPSV lightings by LED lighting	803657
9 Installation of 25 KVA Energy Saver Panel Qty-2 Nos	10800
10 Installation of 90 KVA Energy Saver Panel	10800
11 Installation of 20 LED lights of 9 Watt in Place of 36W CFL lighting at Plant road (walkways)	4104
12 Installation of 4 LED lights of 60 Watt in place of 400 Watt metal halide lights at putty plant	18700
13 Installation of 17 LED lights of 40 Watt in Place of 72W CFL lighting at 3.3 KV substation	7964
14 Installation of Solar Power system at Mines Weigh Bridge	1500
15 Installation of energy efficient Screw Blower in place of Reciprocating compressor	1500000
16 Solar Power system at New Admin Building (125 KW)	825000

B) TECHNOLOGY ABSORPTION AND R&D ACTIVITIES

Process upgradation with Technology Upgradation along with R&D activities is important for development of an industry and to be ahead of the competitors as it results to Quality Improvement, improvement in efficiency as well as cost saving.

The company has taken up technology upgradation and R&D activities in the areas of Quality Control, Process Improvement and Energy Management and some of the major ones are

- Installation of decoloriser at Kiln outlet for White Cement Plant, Gotan. This will give 100% usage of petcoke with fuel saving as well as better operational control and quality improvement.
- Heat Exchanger has been installed at White Cement Plant, Gotan to use waste heat for energy conservation.
- Energy Management System has been installed at Gotan Plant which will optimise power consumption with respect to operation and will give long term savings.

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 ₹ 51.60 Lacs to Research Institutes for carrying out research and development work related to Company's products.

ANNEXURE D

FORM NO. MGT 9
Extract of Annual Return
As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L17229UP1994PLC017199
2	Registration Date	24-11-1994
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	Jaykaycem (Central) Ltd.	U72305UP1987PLC009162	Subsidiary	100	2(87)
4	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 31-March-2015]				No. of Shares held at the beginning of the year [As on 31-March-2016]				% 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
b) Central Govt	0		0				0	0	0
c) State Govt(s)	0	-	0				0	0	0
d) Bodies Corp.	30094780	100	30094880	43.04	30160732	100	30160832	43.13	0.22%
e) Banks / FI	0	-	0				0	0	0
f) Any other	15880	-	15880	0.02	16880	0	16880	0.02	6.30%
Sub Total (A) (1)	46799499	120	46799619	66.93	46866451	120	46866571	67.02	0.14%
(2) Foreign									
a) NRI Individuals	-		-				0	0	0.00%
b) Other Individuals			-				0	0	0.00%
c) Bodies Corp.			-				0	0	0.00%
d) Any other			-				0	0	0.00%
Sub Total (A) (2)	-	-	-		-	-	0	0	0.00%
Total (A)	46799499	120	46799619	66.93	46866451	120	46866571	67.02	0.14%
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	6075752	23809	6099561	8.72	5630787	23809	5654596	8.09	(7.30%)
b) Banks / FI	17,257	5,532	22,789	0.03	9,871	5,532	15,403	0.02	(32.41%)
c) Central Govt	0		0				0	0	0.00%
d) State Govt(s)	0		0				0	0	0.00%
e) Venture Capital Funds	0	-	0				0	0	0.00%
f) Insurance Companies	766599	10	766609	1.1	3757774	10	3757784	5.37	390.18%
g) FIs	7396736	25072	7421808	10.61	7305312	25072	7330384	10.48	(1.23%)
h) Foreign Venture Capital Funds	0	0	0		0	0	0	0	0.00%
i) Others (specify)	0	0	0	0	0	0	0	0	0.00%
Sub-total (B)(1):-	14256344	54423	14310767	20.47	16703744	54423	16758167	23.97	17.10%
(2) Non-Institutions									
a) Bodies Corp.	4177576	11944	4189520	5.99	1111700	11204	1122904	1.61	161.00%
b) Individuals	-	-	-	-	-	0	-	-	0.00%
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2836819	485800	3322619	4.75	2688088	475387	3163475	4.52	(4.79%)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1099398	0	1099398	1.57	946000	-	946000	1.35	(13.95%)
c) Others (specify)	0	0	0	0	0	0	-	0	
Trusts	716	1,537	2,253	-	1,019	1537	2,556	0	13.45%
Escrow Account	160	0	160	-	160	-	160	0	0.00%
Societies	83106	33798	116904	0.17	81913	33798	115711	0.17	(1.02%)
Clearing Members	61720	0	61720	0.09	45372	-	45372	0.06	(26.49%)
Foreign Corporate Bodies	23795	495	24290	0.03	28397	495	28892	0.04	18.95%
Foreign Portfolio Investments	-	-	-	-	877442	0	877442	1	0.00%
Sub-total (B)(2):-	8283290	533574	8816864	12.61	5780091	522421	6302512	9.01	(28.52%)
Total Public (B)	22539634	587997	23127631	33.07	22483835	576844	23060679	32.98	(0.29%)
C. Shares held by Custodian for GDRs & ADRs			0				0		
Grand Total (A+B+C)	69339133	588117	69927250	100	69350286	576964	69927250	100	(0.15%)

ANNEXURE D (CONTD.)

(ii) Shareholding of Promoter

SN	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	Gaur Hari Yadupati Singhania	8216	0.01%	0	8216	0.01%	0	-
2	Yadupati Singhania	14279843	20.42%	0	14276002	20.42%	0	*
3	Juggilal Kamlapat Holding Ltd.	7228418	10.34%	0	7294418	10.43%	0	**
4	Yadu International Ltd.	22655060	32.40%	0	22655100	32.40%	0	-
Total		44171537	63.17%	0	44233736	63.26%	0	-

Note: Reason for change in Shareholding

1.* HUF under the name of Shri Yadupati Singhania stand dissolved and due to which 3841 shares has been transferred in favour of Smt. Kavita Singhania during the year.

2.** 66000 equity shares acquired during the year.

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

SN	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
	At the beginning of the year			-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year			-	-	-	-

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Shareholding as on 31.03.2015		Shareholding as on 31.03.2016	
		No. of shares	% of total shares	No. of shares	% of total shares
	Name				
1	Fidelity investment Trust Fidelity Series Emerging Markets Fund.	2610476	3.733	3207997	4.587
2	HDFC Standard Life Insurance Company Limited	2549838	3.646	2793369	3.994
3	Templeton Global Investment Trust- Templeton Emerging Market Small Cap Fund	1502198	2.148	1463742	2.093
4	Franklin Templeton Investment Funds	1038881	1.486	1563896	2.236
5	Franklin Templeton Mutual Fund A/C FRAM	927757	1.327	1291475	1.846
6	General Insurance Corporation of India	750060	1.073	745050	1.065
7	Templeton India Equity Income Fund	509975	0.729	479975	0.686
8	Tata Balanced Fund	300000	0.429	400000	0.572
9	Sundaram Mutual Fund A/C Sundaram Smile Fund	278569	0.398	546412	0.781
10	Kotak Mahindra (UK) Ltd.A/C India Midcap Ltd.	192529	0.275	391083	0.559
Total		10660283	15.244	12882999	18.419

ANNEXURE D (CONTD.)

(v) Shareholding of Directors and Key Managerial Personnel:

SN	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 4.2.2015)							
	At the beginning of the year	01.04.2015			8216	0.01%	8216	0.01%
	Changes during the year							
	At the end of the year	31.03.2016			8216	0.01%	8216	0.01%
2	Shri Yadupati Singhania							
	Chairman & Managing Director							
	At the beginning of the year	01.04.2015			14272160	20.41%	14272160	20.41%
	Changes during the year		Transfer					
	At the end of the year	31.03.2016			14276002	20.42%	14276002	20.42%
3	Smt. Sushila Devi Singhania							
	Non- Executive, Non Independent Director							
	At the beginning of the year	01.04.2015			920957	1.32%	920957	1.32%
	Changes during the year							
	At the end of the year	31.03.2016			920957	1.32%	920957	1.32%
4	Dr. K.B Agarwal							
	Non- Executive,Independent Director							
	At the beginning of the year	01.04.2015			300	0.00%	300	0.00%
	Changes during the year							
	At the end of the year	31.03.2016			300	0.00%	300	0.00%
5	Shri K.N Khandelwal							
	Non- Executive, Non Independent Director							
	At the beginning of the year	01.04.2015			1000	0.00%	1000	0.00%
	Changes during the year							
	At the end of the year	31.03.2016			1000	0.00%	1000	0.00%
6	Shri Achintya Karati							
	Non- Executive, Independent Director							
	At the beginning of the year	01.04.2015			640	0.00%	640	0.00%
	Changes during the year							
	At the end of the year	31.03.2016			640	0.00%	640	0.00%
B	Key Managerial Personnel							
7	Shri Ajay Kumar Saraogi							
	President (Corporate Affairs)&CFO							
	At the beginning of the year	01.04.2015			3340	0.00%	3340	0.00%
	Changes during the year							
	At the end of the year	31.03.2016			3340	0.00%	3340	0.00%
8	Shri Shambhu Singh							
	A.V.P (Legal)&Company Secretary							
	At the beginning of the year	01.04.2015			5	0.00%	5	0.00%
	Changes during the year							
	At the end of the year	31.03.2016			5	0.00%	5	0.00%

ANNEXURE D (CONTD.)

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loan	Deposits (Amt ₹/Lacs) Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	211739.66	4140.07	215879.73
ii) Interest due but not paid	256.02		256.02
iii) Interest accrued but not due	1188.37		1188.37
Total (i+ii+iii)	213184.05	4140.07	217324.12
Change in Indebtedness during the financial year			
* Addition	14768.41	92.20	14860.61
* Reduction			
Net Change	14768.41	92.20	14860.61
Indebtedness at the end of the financial year			
i) Principal Amount	226244.08	4232.27	230476.35
ii) Interest due but not paid	305.12		305.12
iii) Interest accrued but not due	1403.26		1403.26
Total (i+ii+iii)	227952.46	4232.27	232184.73

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
	Name	Shri Yadupati Singhania	(₹/Lac)
	Designation	Chairman & Managing Director	
1	Gross salary		216
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		100
	- others, specify		378
5	Others, please specify		-
	Total (A)		694 *
	Ceiling as per the Act		749.38

*Excludes perquisites.

ANNEXURE D (CONTD.)

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Dr. K.B Agarwal	Shri Achintya Karati	Shri Suparas Bhandari	Shri J.N Godbole	
1	Independent Directors					(₹/Lac)
	Fee for attending board/committee meetings	6.16	2.75	3.01	3.01	14.92
	Commission	7.00	7.00	7.00	7.00	28.00
	Others, please specify					
	Total (1)	13.16	9.75	10.01	10.01	42.93
2	Other Non-Executive Directors	Smt Sushila Dervi Singhania	Mr.Paul Hugentobler	Shri Raj Kumar Lohia	Shri K.N Khandelwal	
	Fee for attending board/committee meetings	3.91	1.33	3.86	4.2	13.30
	Commission	7.00	7.00	7.00	7.00	28.00
	*Remuneration paid for availing professional services		110.97			110.97
	Total (2)	10.91	119.30	10.86	11.20	152.27
	Total (B)=(1+2)	24.07	129.05			195.20
	Total Managerial Remuneration					

Overall Ceiling as per the Act

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		
		Shri Ajay Kumar Saraogi	Shri Shambhu Singh	
	Name			
	Designation	CFO	CS	
		Presedent (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	171.92	31.83	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.32	0.22	
	(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	172.24	32.16	

ANNEXURE E

BUSINESS RESPONSIBILITY REPORT 2015-16

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN):	L17229UP1994PLC017199
2. Name of the Company	JK Cement Limited (JKCL)
3. Registered Address	Kamla Tower, Kanpur – 208001, Uttar Pradesh, India
4. Website	http://www.jkcement.com/
5. Email id	shambhu.singh@jkcement.com
6. Financial Year reported	FY 2015-16
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Manufacturing of Cement, Wall Putty and Waterproofing solutions

Industrial Group	Description
269	Manufacturing of Cement

As per National Industrial Classification – Ministry of Statistics and Programme Implementation

Industrial Group	Description
8. List three key products / services that the Company manufactures / provides (as in balance sheet):	1. Grey Cement 2. White Cement 3. Wall Putty 4. Water Proof
9. Total number of locations where business activity is undertaken by the Company	Head Office in Kanpur, Corporate Office in New Delhi and Cement Plants in Nimbahera, Mangrol and Gotan in Rajasthan, Mudhapur in Karnataka and Jharli in Haryana
Number of International Locations (Provide details of major 5)	-
Number of National Locations	Head Office in Kanpur, Corporate Office in New Delhi and Cement Plants in Nimbahera, Mangrol and Gotan in Rajasthan, Mudhapur in Karnataka and Jharli in Haryana
10. Markets served by the Company - Local / State / National / International	National

SECTION B: FINANCIAL DETAILS OF THE COMPANY

- Paid up capital (₹) : 6993 lacs
- Total turnover (₹) : 353104 lacs
- Total profit after taxes (₹) : 10,153 lacs
- Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):
During the year, an amount of ₹ 4.64 crore was spent on CSR activities. This represents 2.86% of average net profit after tax for three financial year immediately preceding the financial year 2015-16.
- List of activities in which expenditure in 4 above has been incurred:
 - Education
 - Vocational Training / Skill Development
 - Rural Infrastructure Development
 - Community Hygiene

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company / Companies?**
JKCL has two subsidiary companies, i.e. J.K Cement Works (Fujairah) FZC and Jaykaycem (Central) Limited.
- Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the**

ANNEXURE E (CONTD.)

number of such subsidiary company(s).

No subsidiary company of JKCL participates in the BR Initiatives of JKCL.

3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities?

No, none of the entity / entities with whom company does business participates in the BR initiatives of the JKCL.

SECTION D: BR INFORMATION

1. Details of Director / Directors responsible for BR:

a) **Details of the Director / Directors responsible for implementation of the BR policy / policies:**

DIN Number : 00050364
Name : Shri Yadupati Singhania
Designation : Chairman and Managing Director

b) Details of the BR Head :

Name : Shri Shambhu Singh
Designation : Company Secretary and Asst. Vice President
Telephone no. : +91-512-2371478-81
e-mail id : shambhu.singh@jkcement.com

2. Principle-wise (as per NVGs) BR Policy / policies (Reply in Y / N):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

Principle 1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
Principle 2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
Principle 3	Businesses should promote the well-being of all employees
Principle 4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
Principle 5	Businesses should respect and promote human rights
Principle 6	Businesses should respect, protect, and make efforts to restore the environment
Principle 7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
Principle 8	Businesses should support inclusive growth and equitable development.
Principle 9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

Sl. No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy / policies for	Yes								
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Yes. Views from repesctive stakeholders, relevant internal and external stakeholders as deemed necessary, have been considered while formulating the respective policies and practices.								
3.	Does the policy conform to any national / international standards? If Yes, specify? (50 words)	Policies and practices meet application regulatory and best practices requirement as evaluated by the organisation at the time of their formulation. The same are evaluated and updated from time to time as seen appropriate.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	Yes								
5.	Does the Company have a specified committee of the Board/Director / Official to oversee the implementation of the policy?	Yes. Company has in place numerous Board level and other committees in place for looking after different aspects of the day to day business activities, including supervision over proper application and adherence to various company policies and practices.								
6.	Indicate the link for the policy to be viewed online?	Relevant company policies can be accessed and viwed on company website: http://www.ikcement.com/								

Sl. No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, policies and practices have been communicated to concerned stakeholders as per their applicability.								
8.	Does the Company have in-house structure to implement the policy/ policies?	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Yes. Company has a Whistle Blower Policy with grievance redressal mechanism for stakeholders to raise their grievances.								
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Yes. Checks and balances are in place for ensuring strict compliance to various company policies and practices.								

3. Governance related to BR:

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

JKCL inspires to become a recognised sustainable brand name in India and globally. In this regard, as part of our regular compliance and legal reviews, company also evaluates sustainability related risks. Further, sustainability performance is evaluated and compiled annually as part of stand-alone sustainability reporting exercise, data for which is externally assured by an independent third party. Outcomes of the above mentioned initiatives are presented to our management team and Board for their information and consideration, allowing them to review company's sustainability performance on continual basis, at least once annually.

- **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

JKCL has been publishing a stand-alone sustainability report since FY 2013-14 based on Global Reporting Initiative (GRI) guidelines. The latest report was released for FY 2014-15, based on GRI G4 guidelines and can be accessed at the following link: <http://www.jkcement.com/pdf/jk-sustainability-2014-15.pdf>

in an ethical manner. We strongly oppose illegal labour practices. Exploitation of children and child labour is strictly prohibited at all our plants and offices. Further, we do not work with any supplier or contractor known to operate with unacceptable labour practices such as the exploitation of children, physical punishment, female abuse, involuntary servitude or any other form of unacceptable behaviour.

We have a detailed Code of Ethics and Business Conduct that outlines our commitment on conducting our business in accordance with the applicable laws, rules and regulations with the highest standards of business ethics. Further, the Code of Conduct intends to provide guidance and help in recognising and dealing with ethical issues in daily business operations. A copy of our code of conduct is available on the company's website www.jkcement.com.

The code provides avenues and procedures to report unethical conduct, and to help foster a culture of honesty and accountability. The Code is applicable for all members of the organisation. Further, we have adopted a Whistle Blower Policy which empowers any person associated with the organisation to file a grievance if he/ she notice any irregularity. A proper mechanism has thus been established for the employees to report to the management about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Special considerations are given to ensure that the whistle blower processing any closure is not victimised for doing so.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**
Our Board, senior management, shareholders, employees and other stakeholders, including business partners, has all helped us to take required steps to conduct our operations

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

JKCL received 21 shareholder complaints during the FY 2015-16. Additionally NIL complaints were pending from previous financial year. Of these, 21 complaints were successfully resolved during the year as on 31st March 2016.

ANNEXURE E (CONTD.)

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to three of your products or services whose designs have incorporated social or environmental concerns, risks and/ or opportunities.

- a. Cement
- b. Putty
- c. Water Proofing

At JKCL, we strive to integrate responsible environmental practices into business operations that can add value in terms of environmental capital, financial profitability, and inclusive growth, and have taken adequate measures towards the same. We consciously aim to mitigate environmental impacts due to our business operations and follow precautionary approach wherever we suspect that the risk of our actions might cause harm to environment. For instance at our Karunda and Tilakhara Limestone mine, in FY 2015-16, we invested in green belt development, dust suppression and control, compaction of haul roads, monitoring of environmental parameters, socio-economic development.

We are aiming for responsible use of natural resources, reduction in air emissions, targeted investments in viable technologies that promise profitable growth and corporate ethics that extend beyond compliance with the law and focus on integrity. Further, we invest in process equipment and systems intended for economical use of energy and reducing the impacts of our cement manufacturing activities. In this regard, we have implemented a fully integrated EHS management system in our manufacturing plants, which are certified by the internationally recognised ISO-9001, ISO-14001 and OHSAS-18001 standards. Also, we ensured state-of-the-art machinery and equipment was installed at our newly commissioned plants for ensuring minimum impact on environment.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material and so on) per unit of product (optional):

- i. **Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain.**
- ii. **Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

At JKCL we are continually encouraging the manufacturing of eco-efficient blended cements which do not consume as much raw materials and natural resources as normal OPC. In this regard we are investing significant time and effort towards research & development activities. Further, we are closely monitoring and working on improving our resource,

raw materials, energy, water, waste and emissions footprint as part of our manufacturing processes.

We make efforts to use recycled materials as inputs for our processes, wherever possible and viable. Here, fly ash and slag are two commonly used recycled materials in our manufacturing process. Our focus lies on increasing the use of fly ash and slag in our grey cement manufacturing, resulting in increased consumption of these materials on absolute and on per ton of grey cement basis. During FY 2015-16, we saw an increase in use of recycled and alternate raw materials in the manufacturing of grey cement.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Besides, provide details thereof in about 50 words or so.

Majority of JKCL's raw material, i.e. primarily limestone, is sourced (mined) and transported from company owned mines from nearby areas, through bulk carrier dumper trucks or through conveyer belts, thus limiting our sourcing and transportation impacts. Here, company's code of conduct, human rights aspects, procedures and practices are strictly followed.

Although currently the company does not has dedicated policy for sustainable sourcing, however, it is taking steps for promoting sustainable sourcing practices as feasible and applicable, including procurement of some other raw materials, indirect materials and services.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?

We believe in the Indian growth story and are contributing directly in terms of taxes and through indirect economic development. With expansions in our existing facilities, we are contributing significantly towards direct and indirect impact on country's economy by providing more employment opportunities for the local population and creating more business prospects for local businesses as well. We always prefer to source our raw materials, spares and equipment locally i.e. within India. Only in exceptional cases, wherein our expectations are not met within the local market or due to lack of availability of required product or services, we procure from outside India.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling them (separately as <5%, 5-10%, >10%)? Besides, provide details thereof in about 50 words or so.

The wastes arising from our manufacturing processes are disposed-off responsibly through means such as selling to recyclers or to authorised third party vendors. The disposal of generated waste is strictly as specified by the Government of India and Pollution Control Board norms of the respective regions. The major hazardous waste categories generated and disposed through our plants included used oil and oil contaminated waste. Similarly, we also generated non-hazardous waste including metal scrap, paper scrap, plastic scrap, wood scrap, empty drums and other waste. These were again disposed through proper scrap vendors.

Principle 3: Businesses should promote employee well-being

1. Please indicate the total number of employees : 2745 Permanent Employees (as on 31st March, 2016)
2. Please indicate the total number of employees hired on temporary / contractual / casual basis

Category of employees	No of employees
Sub-contracted employees	3600

3. Please indicate the number of permanent women employees : 17 women employees in Head office, Corporate office and Marketing function (as on 31st March, 2016).

4. Please indicate the number of permanent employees with disabilities : One employee.

5. Do you have an employee association that is recognised by the Management?

Yes, there are recognised trade unions affiliated to various central trade union bodies. Company's Shop Floor Associates and office associates are members of their respective unions.

6. What percentage of your permanent employees is member of this recognised employee association? :

At JK Cement, none of our permanent employees are part of the recognised trade unions in our manufacturing plants, however, 21% of our total contractual across our manufacturing plants are member of the recognised employee associations.

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.

S. No.	Category	No of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child Labour	Nil	Nil
2	Forced Labour	Nil	Nil
3	Involuntary Labour	Nil	Nil
4	Sexual Harassment	Nil	Nil

8. What percentage of your under mentioned employees were given safety and skill upgradation training in the last year?

- i) Permanent Employees
- ii) Permanent Women Employees
- iii) Casual/Temporary/Contractual Employees
- iv) Employees with Disabilities

ANNEXURE E (CONTD.)

S. No.	Category	Response
1	Permanent Employees	We undertake significant efforts to enhance our workforce skills levels through various learning and development programs. Various training types identified for and provided to our employees include functional, behavioural and Health Safety and Environment (HSE) trainings. We conduct in-house, on-the-job and external trainer led trainings for our employees. Here, Safety has been a key thrust area for JKCL. Basic safety induction and training is given to all employees upon their induction in the company. Further, at our manufacturing locations, specific safety trainings are provided to employees based on their job profiles, including for temporary and contractual workforce.
2	Permanent Women Employees	
3	Casual/Temporary/Contractual Employees	
4	Employees with Disabilities	

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

1. Has the Company mapped its internal and external stakeholders? Yes / No

Yes. For JK Cement, maintaining relationship with stakeholders is a business imperative. Our business revolves around our stakeholders, right from suppliers to customers, shareholders to communities, government to our workforce and contractors.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?

The company has mapped disadvantaged, vulnerable and marginalised stakeholders in and around our areas of its significant operations, and is actively working towards their inclusive growth as part of company's CSR efforts.

3. Are there any special initiatives undertaken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.

JKCL runs initiatives in the areas of education, community hygiene, infrastructure development, livelihood support and vocational training and skill development, all directed towards helping our neighbouring communities, including disadvantaged, vulnerable and marginalised stakeholders, and being instrumental in cultivating their progress. To achieve the same, we have a well-established CSR policy which reflects our objective of economic and social development to create a positive impact.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

Company's Code of Conduct, Harassment and Whistle Blower Policies all cover aspects on human rights, and are applicable for all company employees and business partners including the contractors and suppliers.

2. How many stakeholder complaints were received in the past financial year and what percent was satisfactorily resolved by the Management?

In total 21 Complaints have been received from the Shareholders and all 21 Complaints have been resolved by the management successfully.

There were no complaints regarding breach of human rights aspects during the reporting period.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment.

1. Do the policies related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

JKCL's Health, Safety and Environment policies, rules and regulations are applicable for all stakeholders i.e. employees, contractors and other business partners, involved in JKCL's business activities.

2. Does the Company have strategies / initiatives to address global environmental issues, such as climate change, global warming and others? If yes, please give hyperlink for webpage and so on.

The sustainability of the cement and concrete industries is imperative to the well-being of our planet and to human development. With increasing population and urbanisation, demand for the natural resources in coming years is expected to increase rapidly. Therefore, organisations involved in the cement and concrete industries have the responsibility to generate lasting innovations to protect both the industries' future viability and the health of our environment. It is necessary for those involved in the cement and concrete industries to manage emissions, eliminate waste and take responsibility for the life cycle of their creations. With this philosophy in our mind, we constantly seek implementation of practices that satisfy the goals of sustainability in a holistic manner. Producing more and consuming less is the motto of our success, which is characterised by improvement in efficiency across all aspects. We believe that with this approach, we can

maintain progress by replacing the currently used resources with the one of an equal or better value without posing a threat to our environment. This will not only benefit our environment but also improve the living standards of our society. It will help nations progress, ensuring that they develop in a rapid yet sustainable manner.

At JK Cement, we strive to integrate responsible environmental practices into business operations that can add value in terms of environmental capital and financial profitability and have taken adequate measures towards the same. We consciously aim to mitigate environmental impacts due to our business operations and follow precautionary approach wherever we suspect that the risk of our actions might cause harm to environment. We are aiming for responsible use of natural resources, reduction in air emissions, targeted investments in viable technologies that promise profitable growth and corporate ethics that extend beyond compliance with the law and focus on integrity. We are convinced that, with this approach, we are conducting business in a sustainable manner while building the basis for a successful future for our Company and the Planet.

3. Does the Company identify and assess potential environmental risks?

For us, the environmental performance improvement remains an important pillar of our business success. We are committed towards Environmental, Health and Safety (EHS) management. We have implemented a fully integrated EHS management system in our manufacturing plants, which are certified by the internationally recognised ISO-9001, ISO-14001 and OHSAS-18001 standards. In addition, we regularly conduct EHS management system audits by third-party certification agencies to maintain the requirements of global standards. We also continuously focus on improving resource efficiency in clinker and cement production by optimising energy usage, utilising waste in production processes and targeting higher alternative fuel and raw material usage. In the process, we also endeavour to minimise our impact on climate, water and air.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Besides, if yes, mention whether any environmental compliance report is filed?

Yes, currently no projects related to Clean Development Mechanism have been taken up by company. However, we have registered our 13.2 MW Waste Heat Recovery Power Plant at Nimbahera with CDM upto FY 2012 under Kyoto Protocol.

5. Has the Company undertaken any other initiatives on clean technology, energy efficiency, and renewable energy and so on? If yes, please give hyperlink to web page and others.

Over the years, JKCL has taken numerous initiatives from clean and green technology perspective. Some of these include:

1. Waste Heat Recovery:

JKCL was the first company in India to install captive power plant in the year 1987. We were also the first cement company in India to install a waste heat recovery power plant to take care of the need of green power. A 13.2 MW plant was first installed in this regard at our Nimbahera manufacturing plant, and during FY 2014-15, we have installed another 10 MW plant at the Mangrol plant to utilise waste heat of Kiln for power generation. Now our total waste heat recovery based power generation capacity stands at 23.2 MW or 16.5% of our total captive power generation capacity, and contributes significantly towards reducing our carbon emissions.

2. Rain water Harvesting:

We, at JKCL, have been very much concerned regarding water harvesting even before legislative compulsion came into existence. Our experience of last 5 years of low rainfall in the areas we operate played an important role in water harvesting program. To meet our requirements, we have been channelising the rainwater through water garlands around the pit and then through check dams. We have made injection wells in plant and colony area along with check bund and water pond. The accumulated rain water in the lower most bench during the monsoon is being used for plantation & spraying on road for suppressing dust and also used in cement plant during the summer season. Since the rainwater gets accumulated around limestone deposits, it does not get contaminated by any toxic substance in the mineral or effluent coming in contact. Hence, the mine water does not require any treatment. The water harvested not only fulfils the requirement of the mines and cement plant but also recharges the water table of the surrounding area as the accumulated water is kept in the lower benches for more than 8 to 9 months.

6. Are the emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year under review?

Yes.

ANNEXURE E (CONTD.)

7. Number of show cause / legal notices received from CPCB / SPCB, which are pending (i.e. not resolved to satisfaction) as at the end of the financial year.

No show cause / legal notices from CPCB / SPCB have been received by any of the JKCL manufacturing plants during the financial year.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your Company a member of any trade and chambers or association? If yes, name only those major ones that your business deals with.

We form part of many industrial associations and forums, engaging with our peers on various matters related to our business. Senior officials from the company represent us on various forums and associations, where we are active on cement sector related and other relevant discussions and best practices information sharing. Some of these associations include:

1. JK Organisation
2. Federation of Indian Chambers of Commerce and Industry (FICCI)
3. Cement Manufacturer's Association (CMA)

2. Have you advocated / lobbied through the above associations for the advancement or improvement of public good?

Yes / No; if yes, specify the broad areas (drop box: governance and administration, economic reforms, inclusive development policies, energy security, water, food security, sustainable business principles and others).

No

Principle 8: Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes, provide details thereof.

JK Cement has a rich legacy of being a pioneer in social development initiatives. We believe in being a good corporate citizen by helping communities and being instrumental in cultivating their progress. To achieve the same, we have a well-established CSR policy which reflects our objective of economic and social development to create a positive impact. We constantly strive to create value through our operations and initiatives and are committed towards the socio-economic development of communities. We are involved in various areas of community development and organise outreach programs to build engagement. Our

mission is to aid in uplifting the local stakeholders and also address the socio-economic issues which they might have. We have identified our key thrust areas around which we centre our CSR strategy. They include:

- Education
- Community Hygiene
- Infrastructure Development
- Livelihood Support
- Vocational Training & Skill Development

2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organisation?

JKCL has a Board level CSR committee which assists the Board in discharging social responsibilities. It formulates and monitors implementation framework of "Corporate Social Responsibility Policy", observe practices of Corporate Governance at all levels and provide remedial measures wherever necessary. The projects / initiatives are taken in line with the Policy, implemented either through in-house teams or in support with other external competent authorities such as NGOs / government structures based on skill, resources and competence required.

3. Have you done any impact assessment of your initiative?

JKCL regularly engages with local community members as part of its stakeholder engagement exercise, during which community need assessment and discussions regarding the impact of the ongoing projects are also analysed and complied. These allow JKCL to gauge the impact of its ongoing initiatives and design / modify future engagements to better suite the needs of the communities.

4. What is the Company's direct contribution to community development projects? Provide the amount in INR and the details of the projects undertaken?

₹ 4.64 crore was spent during the financial year 2015-16 on CSR initiatives across our major manufacturing locations. This represents 2.86% of average net profit after tax for three financial year immediately preceding the financial year.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in around 50 words.

JKCL regularly engages with local community members as part of its stakeholder engagement exercise, during which community need assessment and discussions regarding the impact of the ongoing projects are also analysed and complied. These allow JKCL to gauge the impact of its ongoing initiatives and design / modify future engagements

to better suite the needs of the communities. This continuous engagement with the communities allows better acceptance and adaptation of the initiatives.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints / consumer cases is pending, as at the end of the financial year?

We received 645 complaints during the FY 2015-16, out of which 643, 99.68% of total complaints received, were resolved successfully by 31st March 2016.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information).

Yes. We strictly follow all applicable regulations and requirements regarding information sharing as part of our marketing campaigns and product labelling. During the reporting year, there were no incidents of fines levied on us or non-compliance with respect to the regulations concerning marketing communications, and product information disclosure and labelling.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as at the end of the financial year? If so, provide details thereof, in about 50 words or so.

No pending complaints regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour as at the end of the financial year.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

In FY 2015-16, we conducted an opinion survey of our Business Organisers to understand their opinion on various critical subjects which are associated with customer satisfaction such as discount structure (Huge discounts V/s Retained profitability), Push V/s Pull model to sell the material, effectiveness of our CTS events, intra-brand competition etc. Based on the inputs received from our Business Organisers, we have accordingly defined our action plan for FY 2016-17 in order to achieve high customer satisfaction.

REPORT ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE

1.1 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is concerned, your Company is in full compliance with the norms and disclosures that have to be made.

1.2 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.

2. 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, Corporate Social Responsibility Committee and Committee of Directors. 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 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 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,
- Six 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, 2016, five Board Meetings were held on the following dates:

(i) 23rd May, 2015 (ii) 26th June, 2015 (iii) 1st August, 2015 (iv) 31st October, 2015 and (v) 6th February, 2016.

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

S.No.	Name of Director	No. of Board Meetings attended	Attendance at last AGM
1	Shri Yadupati Singhania	4	No
2	Shri A. Karati	4	Yes
3	Shri J.N Godbole	4	Yes
4	Dr. K.B. Agarwal	5	Yes
5	Shri K.N Khandelwal	5	Yes
6	Mr. Paul Heinz Hugentobler	3	No
7	Shri R.K Lohia	3	No
8	Shri Suparas Bhandari	4	Yes
9	Smt Sushila Devi Singhania	4	No
10	*Shri Shyam Lal Bansal	NIL	N.A.

Appointed w.e.f. 6.2.16

(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:

S.No.	Name of Director	Category	Relationship interse Director	No.of other Directorships®	No.of Board Commitees** (Other than J.K.Cement Ltd.) in which	
					Chairman	Member
1	Shri Yadupati Singhania Chairman & Managing Director	Executive, Non Independent	Smt.Sushila devi Singhania	9	-	-
2	Shri Achintya Karati	Non-Executive, Independent	-	7	1	4
3	Smt. Sushila Devi Singhania	Non-Executive, Non Independent	Shri Yadupati Singhania	1	-	-
4	Shri J.N. Godbole	Non-Executive, Independent	-	8	3	7
5	Dr. K.B. Agarwal	Non-Executive, Independent	-	4	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	-	1	-	-
9	Mr. Paul Heinz Hugentobler	Non-Executive, Non- Independent	-	1	-	-
10	Shri.S.L.Bansal	Non-Executive, 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. Further, for the expert advisory/consultancy services rendered by any Director consultancy fee has been paid. 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.

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 Listing Regulations 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 Regulations 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, Regulation 25(7) of the Listing Regulations and other relevant regulations and his affirmation taken with respect to the same.

Meetings of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of non-independent directors and management personnel inter alia to :

- review the performance of Non-Independent Directors and the Board as a whole,
- review the performance of the Chairman and Managing Director of the Company, taking into account the views of Non-Executive Directors,
- assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year under review, the Independent Directors met on February 9, 2015 without the presence of Non-Independent Directors and management personnel to discuss the aforesaid issue. All the Independent Directors were present at that Meeting.

Performance evaluation of Independent Directors

The Board evaluates the performance of Independent Directors and recommends commission payable to them based on their commitment towards attending the meetings of the Board/Committees, contribution and attention to the affairs of the Company and their overall performance apart from sitting fees paid for each Board and Committee Meetings attended by them.

Familiarisation Program for Directors

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarisation program including the presentation and interactive session with the Chairman and Managing Director and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The program also includes visit to the plant to familiarise them with all facets of cement manufacturing. On the matters of specialised nature, the Company engages outside experts/consultants for presentation and discussion

with the Board members. The details of familiarisation program can be accessed from the website.

Directors' Profile

The brief profile of each Director as at the year end is given below:

Mr. Yadupati Singhanian aged about 62 years Chairman and Managing Director (B. Tech from IIT, Kanpur)

- Helped to evolve India's cement industry for over three decades;
- Played a pivotal role in the introduction of international quality white cement in India;
- Director of the Employers Association of Northern India and Chancellor of Sir Padampat Singhanian University, Udaipur;
- President of Kanpur Productivity Council and member of the Board of Governors of the National Council for Cement and Building Material and Jodhpur Chamber of Commerce;
- Member of the Managing Committee of Cement Manufacturers Association;
- Deeply involved in social entrepreneurship;
- Member of Rotary Club;

Smt. Sushila Devi Singhanian aged about 80 years Non Executive, Non Independent Director (Graduate of Arts)

- Scion of renowned Jalan family representing Surajmall Nagarmall group, famous industrial house.
- Having keen interest in industry and commerce.
- A Member of Managing Committee of Seth Anandram Jaipuria School, Kanpur, President of Juari Devi Girls Inter College, Kanpur and President of Juari Devi Girls Post Graduate College, Kanpur.
- Has been actively associated with programmes for welfare and upliftment of economically weaker sections, children and women and also with religious activities.
- Acting as Director of M/s. Yadu International Ltd. and M/s. G.H.Securities Limited.

Mr. Achintya Karati aged about 70 years Non-Executive Independent Director (Law Graduate from Calcutta University)

- Served as Senior Advisor to ICICI Securities Limited and also with ICICI Prudential Life Insurance Company Limited;
- Vast experience in finance and legal affairs, spanning over three decades;
- Diverse expertise across commercial, legal and secretarial matters;
- Retired as Country Head, Government and Institutional Solutions Group, ICICI Bank Limited (erstwhile Industrial Credit and Investment Corporation of India Limited) in March 2004;
- Served as Deputy Zonal Manager (North) and Head of Major Client Group (North) in ICICI Limited;

Mr. Jayant Narayan Godbole aged about 71 years Non-Executive Independent Director (B.Tech (Hons) from IIT Mumbai, Certificate in Financial Management)

- Possesses more than 4 decades rich experience in the field of conceiving, implementing and operating mega projects abroad;
- He functioned as Chairman and Managing Director of IDBI in 2005 at the time of retirement. During his stints with IDBI and IIBI he was responsible for Corporate Finance, restructuring and rehabilitation of sick units, Venture capital, merchant banking and investors' relation;
- Stabilised the Corporate Debt Restructuring (CDR) mechanism in India as the Chairman of an Empowered Group;

Mr. K. N. Khandelwal aged about 71 years Non-Executive Non-Independent Director (Commerce Graduate and a Chartered Accountant)

- Served as President (Finance and Accounts) of Jaykay Enterprises Limited;
- Commenced his career with J.K. Synthetics Limited in 1969;

Dr. K. B. Agarwal aged about 76 years Non-Executive Independent Director (Graduate of Law, PhD, ICWA and CS)

- Rich experience in Finance, Accounts and Capital Market;
- Former President of Merchants' Chamber of U.P. and U.P. Stock Exchange Limited. Associated with FICCI and ASSOCHAM, and was also involved with various Government committees;

Mr. Paul Heinz Hugentobler aged about 67 years
Non-Executive Non-Independent Director (Civil Engineer & Degree in Economic Science)

- A Swiss national, he Joined Holcim Group Support Ltd. as Project Manager in 1980;
- He is graduated in Civil Engineering from Swiss Federal Institute of Technology, Zurich and Economic Science from Graduate School of Economics and Business of St. Gallen;
- Served as Holcim Ltd. Area Manager for the Asia Pacific Region;
- From 1999 to 2000, he also served as CEO of Siam City Cement (Public) Company Limited, headquartered in Bangkok, Thailand and till now he continues to be a Director;
- Until his retirement in February 2014, he was appointed as a member of the Executive Committee at Holcim Ltd. with the responsibility for South Asia and ASEAN except the Philippines;
- He joined J.K. Cement Ltd. as a Director w.e.f 17th May, 2014;

Mr. Raj Kumar Lohia aged about 61 years
Non-Executive Independent Director (Bachelor of Arts in Economics)

- A leading industrialist of Kanpur;
- 3 decades of rich experience in commerce and industry;
- Director of the Company since 2004 and also on the Board of other companies;
- Recipient of several awards including the Excellence Award 2005 for contribution in the field of entrepreneurship;

Mr. Suparas Bhandari aged about 70 years
Non-Executive Independent Director
(Graduate of Science and Law)

- Founder Chairman and Managing Director of Agriculture Insurance Company of India Limited with extensive insurance industry experience for more than four decades;
- Served as the General Manager of Oriental Insurance Company of India Limited and Assistant General Manager of United Insurance Company of India Limited;

Mr. Shyam Lal Bansal aged about 61 years.
Non-Executive Independent Director (M.Com from Delhi University, B.Com from Shri Ram College of Commerce, New Delhi, and CA [Inter])

- Possess 39 Years of vast experience in the field of Banking and Finance in Public Sector Banks;
- Superannuated as Chairman & Managing Director from Oriental Bank of Commerce;
- Actively involved as an Executive Director in The Financial Inclusion Plan of United Bank of India in the Whole of West Bengal and North East, as part of the Bank's responsibility as SLBC convener in Tripura and West Bengal and Lead Bank responsibility in 10 districts in Assam;
- Acting as Independent Director in NIIT Institute of Finance, Banking and Insurance Training Limited and IL & FS Tamil Nadu Power Company Limited;
- Contributing value addition through vast knowledge and experience to Educational and Commercial Organisation;

3. 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 Listing Regulations, 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. Evaluation of Internal Financial Control and risk management system.
 5. Scrutiny of internal corporate loans and investments.
 6. 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.
 7. Reviewing with the management the quarterly financial statements before submission to the Board for Approval.
 8. 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.
 9. Reviewing reporting structure, coverage and frequency of internal audit.
 10. Discussion with internal auditors any significant findings and follow up thereon.
 11. 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.
 12. 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.
 13. To look into the reasons for substantial defaults in the payment to the debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 14. 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.
 15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 16. Approval of the Annual Internal Audit Plan.
 17. To review whistle Blower Mechanism
- (ii) Composition of the Committee**
Following Directors were the members of the Audit Committee:
1. Dr. K. B. Agarwal (Chairman) Independent, Non-Executive Director
 2. Shri A. Karati, Independent, Non-Executive Director
 3. Shri J. N. Godbole Independent, Non-Executive Director
 4. Shri K.N. Khandelwal, Non Independent, Non-Executive Director
 5. 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, 2016 four meetings were held on (i) 23rd May, 2015 (ii) 1st August, 2015 (iii) 31st October, 2015 (iv) 6th February, 2016.

The attendance at the Committee Meetings was as under:

S.No.	Name of Director	No. of Meetings attended
1	Dr. K. B. Agarwal	4
2	Shri K.N. Khandelwal	4
3	Shri R.K. Lohia	2
4	Shri Achintya Karati	4
5	Shri J.N Godbole	4

4. NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee of the Company has been functioning in pursuance of the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

(i) Broad Terms of Reference

- To review and decide the policy on specific remuneration package of Chairman and Managing Director of the Company.
- To decide quantum of Commission of Non-executive Directors of the Company.
- Recommend to the Board the appointment or reappointment of Directors.
- Devise a policy on Board diversity.
- Performing such other duties and responsibilities as may be consistent with the provisions of the Committee Charter.

(ii) Composition of the Committee

Remuneration Committee of the Company as on 31st March, 2016 comprised of:

- Shri Raj Kumar Lohia (Chairman): Independent, Non-Executive Director
- 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, 2016 one meeting was held on 23rd May, 2015.

The attendance at the above Meeting was as under:

S.No.	Name of Director	No. of Meetings attended
1	Shri A. Karati	1
2	Shri J.N. Godbole	1
3	Shri R.K Lohia	-
4	Shri Suparas Bhandari	1

(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 Chairman and 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 31.03.2016 are as under:

S.No.	Name of Director	No. of Equity shares held
1	Smt. Sushila Devi Singhania	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, 2016

S.No.	Name of Director	Salary	Benefits	Commission	Sitting Fee	Total
1	Smt. Sushila Devi Singhania	-	-	700000	390875	1090875
2	Shri Yadupati Singhania*	21600000	37800000*	10000000	-	69400000
3	Shri A. Karati	-	-	700000	275500	975500
4	Shri J.N. Godbole	-	-	700000	300625	1000625
5	Dr. K.B. Agarwal	-	-	700000	616250	1316250
6	Shri K.N. Khandelwal	-	-	700000	420500	1120500
7	Shri Raj Kumar Lohia	-	-	700000	386125	1086125
8	Shri Suparas Bhandari	-	-	700000	300625	1000625
9	Mr. Paul Heinz Hugentobler	-	11097000**	700000	133658	11930658
10	Shri Shyam Lal Bansal (appointed w.e.f. 6.2.16)	-	-	-	-	-

* 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 of ₹ 108 Lacs

** Paid in professional capacity.

5. STAKE HOLDERS' RELATIONSHIP COMMITTEE - MANDATORY COMMITTEE

Stakeholders' Relationship Committee of the Company has been functioning in pursuance of the provisions of Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

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, 2016 comprises of:

- (a) Dr. K.B. Agarwal (Chairman): Independent, Non-Executive Director.
- (b) Shri Suparas Bhandari: Independent, Non-Executive Director
- (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 21 complaints during the F.Y. 2015-16, and all the 21 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, Six requests for dematerialisation involving 23 equity shares of the Company remained to be attended as at 31.03.2016 was attended/ disposed of after 31.03.16 but within stipulated period of 30 days.

(iv) Meeting and Attendance

During the financial year ended 31st March, 2016 four meetings were held on (i) 23rd May, 2015 (ii) 1st August, 2015 (iii) 31st, October 2015 and (iv) 6th February 2016

The attendance at the above Meetings was as under:

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

Corporate Social Responsibility Committee - Mandatory Committee

Corporate Social Responsibility Committee of the Company has been functioning in pursuance of the provisions of Section 135 of the Companies Act, 2013.

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.

6. CSR COMMITTEE ATTENDANCE

One CSR committee meeting was held during the year on 6th February 2016

The attendance at the above Meeting was as under:

Name of Director	No. of Meetings attended
	Attended
Smt. Sushila Devi Singhania	1
Dr. K. B. Agarwal	1
Shri J.N.Godbole	1
Shri Suparas Bhandari	1

7. 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 Listing Regulations, for the year ended 31.03.2016.

8. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Place
2012-13 (EGM)	9th February, 2013	12 Noon	Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur
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
2014-15 (AGM)	1st August, 2015	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. two special resolutions were passed in the Annual General Meeting of the Company held on 1st August, 2015. 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 27th July, 2013, 26th July 2014 and 1st August 2015 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 Listing Regulations. 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 Smt Sushila Devi Singhania will be retiring by rotation at the ensuing Annual General Meeting of the Company and being eligible offers herself for re-election. Given below is the brief resume of Smt Sushila Devi Singhania pursuant to the listing regulations:

Smt Sushila Devi Singhania (DIN 00142549) aged about 80 years 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, 2016, she holds 920957 Equity share of the Company.

The Board of Directors of the Company appointed Shri Shyam Lal Bansal as an Additional Director w.e.f. 6.2.2016 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. Shri Shyam Lal Bansal is proposed to be appointed as Non-Executive Independent Director upto 5(five) consecutive years. Notice has been received from a member proposing his candidature for the office of Director of the Company.

Given below is the brief resume of Shri Shyam Lal Bansal pursuant to the Listing Regulations:

Shri Shyam Lal Bansal (DIN 02910086), aged about 61 years possesses 39 Years of vast experience in the field of Banking and Finance in Public Sector Banks and Superannuated as Chairman & Managing Director from Oriental Bank of Commerce. He is actively involved as an Executive Director in The Financial Inclusion Plan of United Bank of India in the Whole of West Bengal and North East, as part of the Bank's responsibility as SLBC convener in Tripura and West Bengal and Lead Bank responsibility in 10 districts in Assam. He is acting as Independent Director in NIIT Institute of Finance, Banking and Insurance Training Limited and IL & FS Tamil Nadu Power Company Limited and Contributing value addition through vast knowledge and experience to Educational and Commercial Organisation.

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.

9. MEANS OF COMMUNICATIONS

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange(s) in accordance with Listing Regulations 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 31.03.2016, 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.

10. GENERAL SHAREHOLDERS INFORMATION

(i) Annual General Meeting	
Date and Time	Saturday the 6th August, 2016 at 11 A.M.
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, 2016
(b) Second Quarter Results	Within 45 days from the close of Quarter Ending September, 2016
(c) Third Quarter Results	Third Quarter Results - Within 45 days from the close of Quarter Ending December, 2016
(d) Result for the year ending 31st March, 2017	Within 60 days from the close of Quarter/Year Ending March, 2017

(iii) Date of Book Closure

Thursday the 28th July, 2016 to Saturday 6th August, 2016 (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 2015-16 which shall be payable after 6th August, 2016.

Dividend Policy

The Company has been declaring/paying dividend every year since 2006-07 consistently. It is maintaining a payout of 20% to 25% of Net profit as dividend (including tax).

(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, 2015	720.00	610.00	29094.61	26897.54
May, 2015	655.00	572.40	28071.16	26423.99
June, 2015	679.25	548.00	27968.75	26307.07
July, 2015	694.75	600.00	28578.33	27416.39
August, 2015	685.00	580.00	28417.59	25298.42
September, 2015	670.00	571.00	26471.82	24833.54
October, 2015	690.00	603.05	27618.14	26168.71
November, 2015	742.05	625.95	26824.30	25451.42
December, 2015	695.00	575.00	26256.42	24867.73
January, 2016	615.00	451.00	26197.27	23839.76
February, 2016	502.25	425.00	25002.32	22494.61
March, 2016	683.00	482.00	25479.62	23133.18

Month	NSE			
	High	Low	Nifty High	Nifty Low
April, 2015	720.50	615.20	8844.80	8144.75
May, 2015	659.90	574.00	8489.55	7997.15
June, 2015	680.00	555.50	8467.15	7940.30
July, 2015	697.00	600.15	8654.75	8315.40
August, 2015	685.00	574.00	8621.55	7667.25
September, 2015	669.00	582.00	8055.00	7539.50
October, 2015	693.00	600.25	8336.30	7930.65
November, 2015	745.00	622.20	8116.10	7714.15
December, 2015	698.50	572.00	7979.30	7551.05
January, 2016	616.65	450.00	7972.55	7241.50
February, 2016	550.00	425.00	7600.45	6825.80
March, 2016	689.00	477.00	7749.40	7035.10

(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 Regulations 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, 2016

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	81365	98.84	2371030	3.39
501 to 1000	542	0.66	382106	0.55
1001 to 2000	166	0.20	242094	0.34
2001 to 3000	56	0.07	141886	0.20
3001 to 4000	23	0.03	81684	0.12
4001 to 5000	25	0.03	116494	0.17
5001 to 10000	42	0.05	309122	0.44
10001 and above	99	0.12	66282831	94.79
Total	82318	100	69927250	100

(xi) Category of Shareholders as on 31st March, 2016

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Promoters and Promoter Group	25	0.03	46866571	67.02
Mutual Funds / UTI	66	0.08	5654596	8.09
Financial Institutions / Banks	103	0.13	15403	0.02
Insurance Companies	8	0.01	3757784	5.37
Foreign Institutional Investors	52	0.06	7330384	10.48
Bodies Corporate	678	0.82	1122904	1.61
Individuals	81245	98.7	4986917	7.13
Others	141	0.17	192691	0.28
Total	82316	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). 69350286 Equity share representing 99.17% of the paid up Equity Capital of the Company have been dematerialised till 31st March, 2016.

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

Company has following plants

Plant	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, Dist. Katni, M.P
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

emissions low air and water pollution, use of alternative fuel, renewable energy etc.

(xvi) SEBI vide its circular dated 7.1.2010 has made it mandatory to furnish PAN copy in the following cases:-

- Deletion of name of deceased shareholder, where the shares are held in the name of two or more shareholders.
- Transmission of shares to the legal heirs, where deceased shareholder was a sole holder.
- Transposition of shares in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

At JK Cement, we strive to integrate responsible environmental practices into business operations that can add value in terms of environmental capital and financial profitability and have taken adequate measures towards the same. We consciously aim to mitigate environmental impacts due to our business operations and follow precautionary approach wherever we suspect that the risk of our actions might cause harm to environment. We are aiming for responsible use of natural resources, reduction in air emissions, targeted investments in viable technologies that promise profitable growth and corporate ethics that extend beyond compliance with the law and focus on integrity. We are convinced that, with this approach, we are conducting business in a sustainable manner while building the basis for a successful future for our Company.

For us, the environmental performance improvement remains an important pillar of our business success. We also continuously focus on improving resource efficiency in clinker and cement production by optimising energy usage, utilising waste in production processes and targeting higher alternative fuel and raw material usage. In the process, we also endeavour to minimise our impact on climate, water and air.

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

Occupational Health & Safety

Safety is the core operational priority at all our plants and we are committed in creating safe and conducive work environment for all our employees. We are continuously working towards enhancing working conditions by implementing safe workplace practices, establishing safety systems, extensive employee communication, supporting infrastructure and encouraging a compliance with systems and good practices. As a step to ensure well-being of the workforce, all our formal agreements cover health and safety parameters.

We have developed robust safety systems which are aimed at nurturing a safety culture where each employee takes ownership and responsibility for his and the safety of his team members. We do this by operating a workplace accident prevention program, improving employee safety measures, and investing in safety education and materials to instil a culture throughout the company. Every safety incident in the organisation is a leaning and an instrument for improving the safety systems within our organisation. Incident-accident recording systems are maintained as per regulatory requirements. All of our manufacturing facilities monitor the injuries (first aid, minor and reportable injuries). We have well established Environment, Health & Safety (EHS) Management systems with designated responsibilities and safety infrastructure, which are under constant supervision and up-gradation to comply with leading international standards. Root Cause Analysis (RCA) is performed for reported incidents to identify the reasons for the incident and suggest mitigation/avoidance based on the investigation. The learnings from these incidents are shared amongst the employees to prevent any future repeat occurrence.

The continuous identification of potential risk factors and improvement activities helps us to achieve such success.

To further instil the safety culture, a safety committee is functional at all our manufacturing plants and is powered by equal participation from management and worker representatives. During the year, we have organised various awareness and counselling programs on Health and Safety aspects across our plants covering occupational health and safety aspects, lifestyles diseases and common seasonal diseases beside others.

Risk & Opportunities

Understanding business risks is required for ensuring timely mitigation and smooth operations. The growth of Indian cement industry has been commendable in the past decade with a compounded growth of about 8%. However, the growth rate has slowed in the recent years. One of the major factors for this is reduced demand from housing sector which attributes to about 67% of the total consumption. The slowdown in construction activities, regulatory delays in infrastructure projects and high interest rates have been other important factors resulting in reduced growth of the cement industry.

Higher operating costs including but not limited to cost heads such as raw materials, energy and freight has been identified a risk factor for future operations. The fluctuation in prices of INR pose risk to the sustainability of our operations. The trends seen in the industry are also expected to pose risk for availability of training manpower and lack of investment in innovation.

Competition	The Indian cement sector has become highly competitive with multiple large players operating, result of entry of foreign players and years of consolidation and expansion by domestic companies. While earlier most companies were catering to specific parts of India, now most players are expanding their reach pan-India thus creating greater market competition.
Fuel availability and prices	Coal is the primary source of fuel for the captive power plants and cement plants. Here shortage of coal supply, quality of coal, and volatility of fuel prices remain a major concern for the sector. With dwindling production of domestic coal supplies, coal linkages for cement companies is expected to decline further on account of coal linkages being offered to power producers.
Bargaining power of the customers	Cement is a commodity business and sales volumes mostly depends on the distribution reach of the company. However, things are changing and some brands have now started commanding a premium on account of better quality.
Increase in production cost	There has been severe pressure on the production costs over the past years, primarily driven by a rise in costs of raw materials, fuel, power, and freight costs which approximately forms 70% of our overall costs.

Despite the slowdown observed in cement sector market, the 12 five year plan of the government includes plans to increase the investment in infrastructure to about US\$ 1 trillion. Considering the future business opportunities available, we are working on tapping them by expanding our Company's footprint to cater to the increased demand. In this light, we completed the grey cement expansion to 10.5 MTPA in 2014-15. Our focus is on adopting technological excellence, hiring and retaining competent staff and planning for pan India presence and competent workforce in order to ensure we are market ready to respond to future demands. We are also planning to strengthen our brand

positioning by extensive marketing and strengthening our distribution network. We at JK Cement are thus preparing a strong platform for sustainable growth in future.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the same is annexed to this report.

Declaration

Compliance with the Code of Business Conduct and Ethics

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), 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, 2016.

Place : Kanpur
Dated : 28th May, 2016

For J.K. Cement Ltd.

Yadupati Singhania
Chairman & Managing Director

CHAIRMAN & MANAGING DIRECTOR/CHIEF FINANCIAL OFFICER CERTIFICATION

As required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we have certified to the Board that for the financial year ended 31st March, 2016, the Company has complied with the requirements of the Regulations.

For J.K. Cement Ltd.

Yadupati Singhania
Chairman & Managing Director

For J.K. Cement Ltd.

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 ('the Company'). for the year ended 31 March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December 2015 to 31st March 2016.

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

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

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

For- P.L.Tandon & Co.
Chartered Accountants
Firm Registration No 000186C

A.K. Agarwal
(Partner)

Membership Number 071548

Place Kanpur
Date 28.05.2016

INDEPENDENT AUDITOR'S 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, 2016, 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. 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, 2016 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "EXHIBIT A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 36 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 and Co.,
Chartered Accountants
Registration Number: 000186C

Place : Kanpur
Dated : 28th May, 2016

A.K. Agarwal
Partner
Membership Number: 071548

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Re: J.K. CEMENT LIMITED

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2016, 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.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of registered sale deed /transfer deed/ conveyance deed and other relevant records evidencing title provided to us, we report that, the title deeds, comprising all the immovable properties of land and building are held in the name of the company as at the balance sheet date, except the following:

Particular of land	Gross Block as at 31-03-2016 (₹ In lacs)	Net Block as at 31-03-2016 (₹ In lacs)	Remarks
i. Leasehold land (one case)	1353.07	456.52	The title deeds are in the name of erstwhile company that merged with the company pursuant to a scheme of amalgamation and arrangement as approved by the Honorable High Court.
ii. Freehold land (four cases)	225.64	225.64	

ii. In respect of its Inventories:

As explained to us, inventories have been physically verified during the year by the management at reasonable intervals 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/has granted Unsecured Loans to one company The terms and conditions of loans are not prima facie prejudicial to the interest of the company.
 - (b) There is no stipulation for the repayment of principal and payment of interest.
 - (c) There is no overdue amount of such loan.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investment made.
- 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 of paragraph 3(v) of the Companies (Auditor's Report) order, 2016, 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, 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, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material Statutory dues were in arrear as at 31st March, 2016 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, service tax, duty of custom, duty of excise or value added tax 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	2815.12	2008-09 to 2015-16	Jodhpur High Court and Bangalore High Court
State Sales Tax Act	Sales Tax	3073.81	1991-92 onwards	Various Courts in Uttar Pradesh and Rajasthan
Central Sales Tax Act	Sales Tax	1298.59	1999 Onwards	Appeal with D.C.S.T
Rajasthan Entry Tax	Entry Tax	4512.64	July, 2006 Onwards	Appeal with Jodhpur High Court
Rajasthan Entry Tax	Interest on Entry Tax	3718.82	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	1732.71	July, 1999 to March, 2008	Central Excise Department
Service Tax	Service Tax on GTA	228.89	-	Central Excise Department

- viii. According to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to banks, government or dues to debenture holders.
- ix. In our opinion and according to the information and explanations given to us, the debentures and term loans have been applied for the purposes for which they were obtained.
- x. According to the information and explanations given to us, no material fraud by the company or on the company by its officer or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Therefore the provisions of paragraph 3 (xii) of the Companies (Auditor's Report) order, 2016, are not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him, Therefore the provisions of paragraph 3 (xv) of the Companies (Auditor's Report) order, 2016, are not applicable to the company.
- xvi. The company is not required to be registered under section 45 – IA of the Reserve Bank of India Act, 1934.

For P.L. TANDON and Co.,
Chartered Accountants
Registration Number: 000186C

A.K. Agarwal
Partner

Place : Kanpur
Dated : 28th May, 2016

Membership Number: 071548

EXHIBIT "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF J.K. CEMENT LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of J.K. CEMENT LIMITED ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section

143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal

financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.L. TANDON and Co.,
Chartered Accountants
Registration Number: 000186C

Place : Kanpur
Dated : 28th May, 2016

A.K. Agarwal
Partner
Membership Number: 071548

BALANCE SHEET

as at 31st March, 2016

	Note No.	As at 31-03-2016	As at 31-03-2015
₹/Lacs			
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	6992.72	6992.72
Reserves and Surplus	2	164448.38	157661.34
		171441.10	164654.06
Non Current Liabilities			
Long Term Borrowings	3	230787.66	215879.73
Deferred Tax Liability (Net)	4	32844.11	27984.55
Other Long Term Liabilities	5	13964.53	11676.87
Long Term Provisions	6	1828.53	1659.47
		279424.83	257200.62
Current Liabilities			
Short term Borrowings	7	19620.69	26335.28
Trade Payables	8	28064.66	22925.76
Other Current Liabilities	9	64577.25	58920.35
Short Term Provisions	10	4771.79	4766.56
		117034.39	112947.95
Total		567900.32	534802.63
ASSETS			
Non Current Assets			
Fixed Assets	11		
Tangible Assets		348883.95	333598.56
Intangible Assets		199.76	197.51
Capital Work-in-Progress		15240.46	19117.98
Non-Current Investments	12	36279.56	28400.61
Long term Loans and Advances	13	16250.91	15340.10
		416854.64	396654.76
Current Assets			
Current Investments	14	6150.00	3050.00
Inventories	15	47424.31	50978.54
Trade Receivables	16	16569.39	13940.46
Cash and Cash Equivalents	17	47586.88	40770.57
Short Term Loans and Advances	18	32483.03	28454.29
Other Current Assets	19	832.07	954.01
		151045.68	138147.87
Total		567900.32	534802.63
Significant Accounting Policies			
Notes on Financial Statements			
	1-39		

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

A.K.Agarwal
Partner

Kanpur
Dated : 28th May, 2016

SMT.SUSHILA DEVI SINGHANIA
Director

A.K. SARAOGI
President (Corp.Affairs) & CFO

SHAMBHU SINGH
Company Secretary

YADUPATI SINGHANIA
Chairman & Managing Director

ACHINTYA KARATI
JAYANT NARAYAN GODBOLE
KAILASH NATH KHANDELWAL
KRISHNA BEHARI AGARWAL
RAJ KUMAR LOHIA
SHYAM LAL BANSAL
SUPARAS BHANDARI

Directors

STATEMENT OF PROFIT AND LOSS

For the year ended 31st March, 2016

	Note No.	2015-2016	2014-2015
₹/Lacs			
INCOME			
Revenue From Operations	20	356032.08	335716.72
Other Income	21	4999.44	5135.48
Total Revenue		361031.52	340852.20
EXPENSES			
Cost of Materials Consumed	22	66579.74	55620.12
Purchases of Stock-in-Trade		151.78	103.94
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	828.85	(94.84)
Employee Benefits Expense	24	23144.62	20254.24
Finance Costs	25	26959.06	21942.27
Depreciation and amortization expense		15628.13	13659.63
Other Expenses	26	213426.30	213451.45
Total Expenses		346718.48	324936.81
Profit before Tax		14313.04	15915.39
Tax Expense:			
Current Tax		3060.00	3338.76
Less: MAT Credit entitlement		(3060.00)	(3338.76)
Earlier Years Tax Adjustments		(700.07)	-
Deferred Tax		4859.56	223.00
Profit for the Year		10153.55	15692.39
Earning per Equity share of ₹10/- each		14.52	22.44
Basic and Diluted (In ₹)			
Significant Accounting Policies			
Notes on Financial Statements	1-39		

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

SMT.SUSHILA DEVI SINGHANIA
Director

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Directors

Kanpur
Dated : 28th May, 2016

SHAMBHU SINGH
Company Secretary

CASH FLOW STATEMENT

for the year ended 31st March, 2016

	₹/Lacs	
	2015-2016	2014-2015
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax as per Profit & Loss Account	14313.04	15915.39
Adjusted for :		
Depreciation	15628.14	13659.63
Interest	26606.12	21547.07
Interest received	(4057.82)	(3935.42)
Dividend Income	(7.81)	-
Profit on sale of Investments	(165.51)	(441.74)
Net (profit)/loss on sale of assets	(23.20)	213.08
Mines restoration Charges	8.02	13.74
Govt. Grants	(1199.82)	(222.32)
CSR Expenses	464.05	-
	37252.17	30834.04
Operating Profit before Working Capital Changes	51565.21	46749.43
Adjusted for :		
Trade & Other Receivables	(67.63)	(3938.69)
Inventories	3554.24	3216.94
Trade Payable & Other Liabilities	15056.55	18543.16
Cash Generated from Operations	70108.37	48996.92
Adjusted for :		
Tax Paid (Net of TDS)	(2741.17)	(3122.58)
Corporate Dividend Tax	(569.42)	(356.52)
Dividend paid	(2797.09)	(2097.82)
CSR Expenses	(464.05)	-
	(6571.73)	(5576.92)
Net cash from operating activities	63536.64	43420.00
B) CASH FLOW USED IN INVESTING ACTIVITIES		
Acquisition/Purchase of fixed assets including capital advances	(28102.06)	(48765.18)
Sale of fixed assets	176.19	294.52
Purchase of Investments	(29178.95)	(14299.95)
Sale of Investments	18373.32	13241.74
Dividend	-	-
Interest Income	3740.97	3752.87
Net cash used in investing activities	(34990.53)	(45776.00)

CASH FLOW STATEMENT

for the year ended 31st March, 2016

	₹/Lacs	
	2015-2016	2014-2015
C) CASH FLOW FROM FINANCING ACTIVITIES		
Loan to Subsidiary	(2750.04)	(1006.33)
Capital subsidy received	1,199.82	250.77
Deferred Sales Tax / VAT	2525.69	354.69
Long Term Borrowings	25619.51	36905.12
Cash Credit Accounts	(6714.59)	6484.95
Repayment of Long Term Borrowings	(17293.54)	(14971.33)
Interest Paid	(26553.91)	(21654.28)
Security Deposits	2287.66	1962.01
Vehicle Loans	(50.40)	45.68
Net cash used in financing activities	(21729.80)	8371.28
Net increase in Cash and Cash Equivalents (a+b+c)	6816.31	6015.28
Opening balance of Cash and Cash Equivalents	40770.57	34755.29
Closing balance of Cash and Cash Equivalents	47586.88	40770.57

As per our Report attached
For P.L.TANDON and Co.,
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SMT.SUSHILA DEVI SINGHANIA
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Directors

Kanpur
Dated : 28th May, 2016

SHAMBHU SINGH
Company Secretary

NOTES

on financial statements for the year ended 31st march, 2016

	As at 31-03-2016	As at 31-03-2015
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 & 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 shareholder	Shares held on 31-03-2016	% 31-03-2016	Shares held on 31-03-2015	% 31-03-2015
1	Yadu International Ltd	22655100	32.40%	22655100	32.40%
2	Yadupati Singhania	14276002	20.41%	14279843	20.42%
3	Juggilal Kamlapat Holding Ltd.	7294418	10.43%	7228418	10.34%

	As at 31-03-2016	As at 31-03-2015
2. RESERVES AND SURPLUS		
a) Capital Reserve		
Govt. Subsidy		
As per last Balance Sheet	9579.55	9551.10
Add: Received during the year	-	28.45
	9579.55	9579.55
b) Securities Premium Reserve		
As per last Balance Sheet	25988.60	25988.60
c) Debenture Redemption Reserve		
As per last Balance Sheet	6662.50	5030.00
Add : Transfer from Profit and Loss Account	1581.95	1632.50
	8244.45	6662.50
d) Revaluation Reserve		
As per last Balance Sheet	-	21507.30
Less : Deduction During the year	-	21507.30
e) General Reserve		
As per last Balance Sheet	66501.31	64540.05
Less: Adjustments during the year	-	2038.74
Add : Transfer from Profit and Loss Account	3,000.00	4000.00
	69501.31	66501.31

NOTES

on financial statements for the year ended 31st march, 2016

				₹/Lacs
		As at 31-03-2016		As at 31-03-2015
2.	RESERVES AND SURPLUS			
f)	Surplus			
	As per last Balance Sheet	48929.38		42236.00
	Balance in Statement of Profit and Loss	10153.55		15692.39
		59082.93		57928.39
	Less: Appropriations			
	Transfer to General Reserve	3000.00		4000.00
	Transfer to Debenture Redemption Reserve	1581.95		1632.50
	Proposed Dividend on Equity Shares	2,797.09		2797.09
	Tax on Dividend	569.42		569.42
		7948.46	51134.47	8999.01
		164448.38		157661.34

		₹/Lacs	
		As at 31-03-2016	As at 31-03-2015
3.	LONG TERM BORROWINGS		
a)	SECURED		
	Non Convertible Debentures	66500.00	54700.00
	Term Loan from Banks	154367.32	153971.63
	Vehicle Loans	146.78	188.79
	VAT Loans	5541.29	2879.24
		226555.39	211739.66
b)	UNSECURED		
	Deferred Sales Tax Liability	4232.27	4140.07
		4232.27	4140.07
		230787.66	215879.73

**3.1 Non Convertible Debentures(NCDs): ₹ 66500.00 lacs
(₹ 60000.00 lacs)**

- i) Security for NCDs for ₹ 36500.00 lacs (₹ 40000 lacs)
Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge on the assets specified in 3.2(i)(a).
- ii) Security for NCDs for ₹ 30000.00 lacs (₹ 20000 lacs)
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 movable fixed assets pertaining to Company's existing cement plant at village Muddapur Karnataka

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

- a) From Canara Bank: ₹ 3575.85 lacs (₹ 4952.79 lacs)
From Export Import Bank of India: ₹ 5000.00 lacs
(₹ 5000 lacs).

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

- b) From other Banks: ₹ 18337.46 lacs
(₹18683.25 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 iii) New Cement plant at Mangrol and Jharli and iv) Putty Plant at Katni, Madhya Pradesh.

NOTES

on financial statements for the year ended 31st march, 2016

ii) Term Loans related to Cement Plant at Karnataka

- a) From Indian Bank (Consortium of Banks): ₹ 930.45 lacs (₹ 16495.72 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 Work Muddapur subject to prior charges in favour of working capital lenders on inventories and other current assets.
- b) From Consortium of Banks: ₹ 8436.78 lacs (NIL).
Secured by first pari-passu charge by way of equitable mortgage of all the immovable Properties (except mining land) and hypothecation of all movable non current assets, present and future pertaining to J.K. Cement Works and Thermal power plant, Muddapur, Karnataka. (Charge on immovable property yet to be created).
- c) From State Bank of India: ₹ 4360.73 lacs (₹ 5000.10 lacs).
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.

- d) From Allahabad Bank: ₹ 2421.84 lacs (₹ 2500 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 Cement Plant at Rajasthan and Haryana From Consortium of Banks : ₹ 119803.64 lacs (₹ 109518.42 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 above plants.
- iv) Term loan related to Putty Plant at Katni, Madhya Pradesh: ₹ 3800.00 lacs (₹ 2000 lacs).
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).
- v) Term Loans related to the Properties: ₹ 1422.32 lacs (₹ 2112.83 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:

	₹/Lacs									
SERIES A	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	Total
-at 10.25%	1800	1800	2700	2700	-	-	-	-	-	9000
-at 10.50%	1800	1800	2700	2700	-	-	-	-	-	9000
-at 11%	1400	1400	2100	2100	-	-	-	-	-	7000
SERIES B										
-at 11%	2300	2300	3450	3450	-	-	-	-	-	11500
SERIES C										
-at 10.50%	-	-	-	3300	1300	1950	1950	-	-	8500
-at 11%	-	-	-	6300	1300	1950	1950	-	-	11500
SERIES D										
-at 9.65%	-	-	-	-	-	2000	2000	3000	3000	10000
Total NCD	7300	7300	10950	20550	2600	5900	5900	3000	3000	66500

NOTES

on financial statements for the year ended 31st march, 2016

	₹/Lacs											
TERM LOAN FROM BANK	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-2024	2024-25	2025-26	2026-27	Total
3.2 (1) a Rajasthan Plant	4036.48	4562.13	4050.56	4179.28	794.73	714.28	-	-	-	-	-	18337.46
3.2 (i) b Grey gotan	797.58	1111.12	1111.12	556.03	-	-	-	-	-	-	-	3575.85
Exim	714.28	714.28	714.28	714.28	714.28	714.28	714.32	-	-	-	-	5000.00
3.2 (ii) a Karnatka	794.16	952.56	1428.88	1746.36	2222.60	2222.67	-	-	-	-	-	9367.23
State Bank of India	560.73	600.00	600.00	600.00	600.00	600.00	800.00	-	-	-	-	4360.73
Allahabad Bank	390.59	312.50	312.50	312.50	312.50	312.50	312.50	156.25	-	-	-	2421.84
Mangrore Project	6000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	5803.64	119803.64
Katni Project	-	-	500.00	500.00	1000.00	1800.00	-	-	-	-	-	3800.00
3.2(iv) Property Loan	427.93	571.43	422.96	-	-	-	-	-	-	-	-	1422.32
Total Loans	13721.75	20824.02	21140.30	20608.45	17644.11	18363.73	13826.82	12156.25	12000.00	12000.00	5803.64	168089.07

3.3 VAT Loan (Interest free) from Govt. of Karnataka: ₹ 5541.29 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 are yet to be created.

Maturity profile: Payable after Sept. 2021 onwards.

3.4 Vehicle Loans : ₹ 321.41 lacs (₹ 371.81 lacs)

Secured by hypothecation of vehicles

Maturity profile of Vehicle Loan:

	₹/Lacs			
2016-17	2017-18	2018-19	Total	
174.63	113.05	33.73	321.41	

Unsecured Loans:**3.5 Deferred Sales Tax Liability: ₹ 4880.61 lacs (₹ 5016.97 lacs)**

₹ 86.44 lacs (₹143.43) as at 31.03.2016 interest free deferred sales tax liability payable in next quarterly equitable instalments of ₹ 10.80 lacs (₹ 31.15 lacs) each.

₹ 4794.17 lacs (₹ 4873.54 lacs) Interest free deferred sales tax liability. The availment of said scheme is still continued. The payment of said scheme are as under:-

	₹/Lacs							
2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	
605.12	488.46	659.95	636.71	437.93	942.49	831.86	191.65	

	₹/lacs	
	As at 31-03-2016	As at 31-03-2015
4. DEFERRED TAX ASSETS AND LIABILITIES ARE AS UNDER: -		
(a) Deferred Tax Assets		
(i) Provision for Doubtful Debts	235.44	216.10
(ii) Expenses deductible on payment basis	4471.75	3565.84
(iii) Unabsorbed depreciation & Losses	18140.11	17811.13
Sub Total	22847.30	21593.07
(b) Deferred Tax Liabilities		
i) Difference between book depreciation and depreciation under Income tax Act	55691.41	49577.62
Sub Total	55691.41	49577.62
(c) Net Deferred Tax Liabilities (b-a)	32844.11	27984.55

NOTES

on financial statements for the year ended 31st march, 2016

	As at 31-03-2016	As at 31-03-2015
5. OTHER LONG TERM LIABILITIES		
Security Deposits	13964.53	11676.87
	13964.53	11676.87

	As at 31-03-2016	As at 31-03-2015
6. LONG TERM PROVISIONS		
Provision for employees benefits	1652.86	1491.82
Provision for Mines Restoration Charges	175.67	167.65
	1828.53	1659.47

Provision for Mines Restoration charges:

	Provision during the year	Closing Balance
Opening Balance		
167.65	8.02	175.67

	As at 31-03-2016	As at 31-03-2015
7. SHORT TERM BORROWINGS		
Secured		
Loan from Banks	19620.69	26335.28
	19620.69	26335.28

7.1 Cash Credit Account : ₹19620.69 lacs (₹ 26335.28 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.

	As at 31-03-2016	As at 31-03-2015
8. TRADE PAYABLES		
Micro, Small & Medium Enterprises	940.77	681.21
Other *	25318.60	19384.98
Acceptance	1805.29	2859.57
	28064.66	22925.76

*including project creditors ₹ 1612.86 lacs (Previous Year ₹ 1802.90 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,2016 as per the terms of Contract.

NOTES

on financial statements for the year ended 31st march, 2016

				₹/lacs
		As at 31-03-2016	As at 31-03-2015	
9. OTHER CURRENT LIABILITIES				
Current maturities of long-term debt (Refer Note No.3)				
Non Convertible Debentures	-		5300.00	
Term Loan from Bank	13721.75		12291.48	
Vehicle Loan	174.63		183.02	
Deferred Sales Tax Liability	648.34	14544.72	876.90	18651.40
Interest Accrued but not due on Borrowings		1403.26		1188.37
Interest Accrued and due on Borrowings		305.12		256.02
Investor Education & Protection Fund shall be credited by following				
- Unclaimed Dividend	109.74		114.62	
- Unclaimed fraction Money	9.23	118.97	9.24	123.86
Other Payable		48205.18		38700.70
	64577.25		58920.35	

9.1 Other payable includes the liability of employees, Sales Tax/VAT dues and rebates to customer etc.

		₹/lacs
	As at 31-03-2016	As at 31-03-2015
10. SHORT TERM PROVISIONS		
Provision for employees benefits	1405.28	1360.05
Provision for Wealth Tax	-	40.00
Proposed Dividend on Equity Shares	2,797.09	2797.09
Tax on Dividend	569.42	569.42
	4771.79	4766.56

NOTES

on financial statements for the year ended 31st march, 2016

Description	Gross Block			Depreciation / Amortization		Net Block	
	As at 01.04.2015	Additions	Deductions/ Adjustments	Revaluation	As at 31.03.2016	As at 01.04.2015	As at 31.03.2016
11. FIXED ASSETS							
Tangible Assets							
Freehold Land	18319.05	2017.89	-	-	20336.94	-	20336.94
Leasehold Land	9097.20	1490.88	4.82	-	10583.26	1100.48	321.33
Factory Buildings	22803.76	3353.45	-	-	26157.21	3577.44	1576.09
Non Factory Buildings	23957.95	2601.19	-	-	26559.14	2090.61	543.48
Plant & Machinery	336953.31	13308.70	223.89	-	350038.12	77198.17	11884.17
Plant & Machinery-Others (ii)	1368.71	3311.61	-	-	4680.32	38.93	183.67
Railway Sidings	2250.62	4219.58	-	-	6470.20	747.18	300.45
Rolling Stock	89.43	-	-	-	89.43	47.47	8.19
Furniture, Fixtures and Office Equipments	2834.08	298.13	2.67	-	3129.54	1256.70	295.32
Vehicles	3016.44	254.48	142.78	-	3128.14	1200.44	373.53
Other Assets	846.06	177.73	-	-	1023.79	680.63	105.43
Sub Total Tangible Assets	421536.61	31033.64	374.16	-	452196.09	87938.05	15591.66
Intangible Assets							
Goodwill	742.70	-	-	-	742.70	742.70	-
Computer Softwares	1110.27	38.72	-	-	1148.99	912.76	36.47
Sub Total Intangible Asset	1852.97	38.72	0.00	0.00	1891.69	1655.46	36.47
Grand Total	423389.58	31072.36	374.16	-	454087.78	89593.51	15628.13
Previous year's figures	318037.12	139419.37	863.10	-33203.81	423389.58	86780.79	13659.63
Capital Work-in-progress							
Capital Work-in-progress-Others (iii)							
						15240.46	16703.47
						0.00	2414.51
						364324.17	352914.05

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) Cost incurred by company ownership of which vest with State Electricity Boards & Indian Railways.
(iii) Cost incurred by company ownership of which vest with Indian Railways.

NOTES

on financial statements for the year ended 31st march, 2016

(₹/lacs)

Name of the Bodies Corporate	As at 31.03.2016			As at 31.03.2015	
	Face Value	Units/ Shares	Book Value	Units/ Shares	Book Value
12. NON CURRENT INVESTMENTS					
Others Investments					
A) Investments in Equity Instruments					
i) Unquoted fully paid up					
1. Subsidiary Companies					
- J. K. Cement (Fujairah) FZC. **	AED1000	36538	5043.18	36538	5043.18
- Jaykaycem (Central) Limited	₹ 10	6590070	659.01		
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	3400	3.40	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. #	AED1000	18300	2717.30	18300	2717.30
- 3% cumulative 12 years Compulsory convertible preference shares in J. K. Cement (Fujairah) FZC. #	AED1000	33027	4886.70	33027	4886.70
- 3% cumulative 11 years Redeemable Preference shares in J. K. Cement (Fujairah) FZC. #	AED1000	26534	4215.90	18362	2739.38
- 3% cumulative 12 years Redeemable Preference shares in J. K. Cement (Fujairah) FZC. #	AED1000	26534	4269.37	25707	4119.95
- 3% cumulative 13 years Compulsory convertible preference Share in J.K.Cement(Fujairah)FZC #	AED1000	3759	668.30	3759	668.30
- 3% cumulative 14 year Compulsory convertible preference Share in J.K.Cement(Fujairah)FZC #	AED1000	15521	2626.07	10931	1852.75
- 3% cumulative 13 years Redeemable preference shares in J.K.Cement (Fujairah)FZC #	AED1000	26534	4713.57	11017	1909.95
- 3% cumulative 14 years Redeemable preference shares in J.K.Cement (Fujairah)FZC #	AED1000	26533	4527.75	13405	2215.68
- Share Application Money-Redeemable preference shares in J.K.Cement (Fujairah)FZC #		-	0.11	-	773.43
- Share Application Money-Compulsory convertible preference shares in J.K.Cement (Fujairah)FZC #		-	1318.83	-	835.92
2. Others					
0.01% cumulative Redeemable Preference shares (Fully paid up) :					
- VS Lignite Power Private Limited @	₹ 10	2785552	278.56	2785552	278.56
Total			36279.56		28400.61
Aggregate Market Value of Quoted Investments			-		-
Aggregate Amount of Unquoted Investments			36279.56		28400.61

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

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	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
13. LONG TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Capital Advances	12737.58	11148.14
Deposits	2981.06	3639.97
Others	532.27	551.99
	16250.91	15340.10

		(₹/lacs)			
Name of the Bodies Corporate	Face Value	As at 31.03.2016		As at 31.03.2015	
		Units/ Shares	Book Value	Units/ Shares	Book Value
14. CURRENT INVESTMENTS					
Others Investments					
Investments in Mutual Funds					
Quoted					
IDBI Liquid Fund made Growth	₹ 1616.8561	92772.634	1500.00		0.00
SBI Premium Liquid Fund	₹ 2372.9489	84283.316	2000.00		0.00
ICICI PRUDENTIAL MUTUAL FUND	₹ 14.3273	3489841.073	500.00		0.00
HDFC Short Term Fund-Growth	₹ 29.59	1774748.873	500.00		0.00
BOI AXA FIXED MATURITY PLAN-SERIES13(380)	₹ 10	0.00	0.00	5000000.00	500.00
Baroda Pioneer FMP-372 Days	₹ 10	0.00	0.00	5000000.00	500.00
HDFC FMP-SERIES 29(384DMARCH2014(1)	₹ 10	0.00	0.00	5000000.00	500.00
J.P.Morgan Active Bond Fun Institutional	₹ 10.1292	493622.399	50.00	493622.3986	50.00
JP morgan govt.Securities fund-regularplan Growth option	₹ 11.0229	2721606.837	300.00	2721606.837	300.00
SBI magnum Guilt Fund	₹ 30.3251	2638078.471	800.00	2638078.471	800.00
SBI magnum Guilt Fund	₹ 30.265	1652073.352	500.00		0.00
IDBI Liquid Fund	₹ 1495.7978	0.00	0.00	26741.654	400.00
Total			6150.00		3050.00
Aggregate Market Value of Quoted Investments			6337.78		3224.71

	₹/Lacs			
	As at 31-03-2016		As at 31-03-2015	
15. INVENTORIES				
Raw Materials		5464.66		5785.23
Work-in-Process		6978.10		9027.74
Finished Goods		7861.02		6648.71
Stock-in-Trade		23.43		14.95
Stores, Spare parts etc.	25890.56		29254.48	
Less: Provision for Diminution in the Value of Stores,Spare Parts etc.	38.91	25851.65	38.91	29215.57
Goods-in-Transit				
Raw Materials		15.13		1.20
Stores, Spare parts etc.		1230.32		285.14
		47424.31		50978.54

Note: Stock of Stores, Spare parts also includes stock of Project material aggregate to ₹ 156.57 lacs (₹937.50 Lac).

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	As at 31-03-2016	As at 31-03-2015
₹/Lacs		
16. TRADE RECEIVABLE		
Trade Receivable over six months		
- Considered Good		
Secured	120.68	81.33
Unsecured	385.12	253.35
- Considered doubtful	602.00	566.22
Less: Provision for Doubtful Debts	602.00	566.22
Sub Total	505.80	334.68
Other Trade Receivable		
- Considered Good		
Secured	3281.27	3097.37
Unsecured	12782.32	10508.41
Considered doubtful	-	-
Sub Total	16063.59	13605.78
	16569.39	13940.46

	As at 31-03-2016	As at 31-03-2015
₹/Lacs		
17. CASH & CASH EQUIVALENTS		
Balances with Banks in:		
- Current Accounts	4141.79	7207.06
- Unclaimed Dividend	109.74	114.62
- Fixed Deposits	43305.34	33417.29
Cheques and Drafts on hand	2.74	3.57
Cash on hand	27.27	28.03
	47586.88	40770.57

17.1 Fixed Deposits with banks includes deposits of ₹10620.91 lacs (₹2155.85 lacs) with maturity more than 12 months and ₹ 2741.26 lacs (₹ 2005.68 lacs) tied up against overdraft/other commitments.

	As at 31-03-2016	As at 31-03-2015
₹/Lacs		
18. SHORT TERM LOANS & ADVANCES		
(Unsecured Considered Good unless otherwise stated)		
Loans and advances to related parties (Refer Note No.32)		
i) Loan - Jaykaycem (Central) Ltd.	4206.79	1456.75
ii) Loan - J.K.Cement (Western) Ltd.	15.00	15.00
Other Loan and Advances ;		
- Considered good	10773.36	8954.20
- Doubtful	31.41	31.93
Taxation(Net of Provisions)	554.24	474.31
MAT Credit Entitlement	11029.37	7269.30
Prepaid Expenses	2127.40	473.15
Balances with Custom & Excise Departments	3776.87	9811.58
Sub Total	32514.44	28486.22
Less: Provision for doubtful advances	31.41	31.93
	32483.03	28454.29

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	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
19. OTHER CURRENT ASSETS		
(Unsecured Considered Good)		
Interest Accrued on Deposit	832.07	954.01
	832.07	954.01

	₹/Lacs	
	2015-2016	2014-2015
20. REVENUE FROM OPERATIONS		
a) Sale of Products	409780.18	385948.26
Less : Excise Duty	56676.58	52216.38
	353103.60	333731.88
(b) Other Operating Revenues;		
Claims Realised	508.31	515.75
Government Grants	1199.82	222.32
Exchange Rate Difference	-	36.32
Other Operating Income	1220.35	1210.45
	2928.48	1984.84
	356032.08	335716.72

	₹/Lacs	
	2015-2016	2014-2015
21. OTHER INCOME		
Interest received on Fixed Deposits	3058.06	2860.75
Interest received on Others	999.76	1074.67
Profit on Sale of Fixed Assets	23.20	-
Net Gain on Sale of Current Investments	165.51	441.74
Dividend on Current Investments	7.81	-
Other Non Operating Income	745.10	758.32
	4999.44	5135.48

	₹/Lacs	
	2015-2016	2014-2015
22. COST OF MATERIAL CONSUMED		
Cost of Raw Materials Consumed	66579.74	55620.12
	66579.74	55620.12

	₹/Lacs	
	2015-2016	2014-2015
22.1 Particulars of Material consumed:		
Name of Material		
Lime Stone	21000.38	16199.63
Red Ochre	3032.06	2423.49
Dairen-DA-1100 MP	-	5853.38
Vinapass-5044n	7512.33	-
Gypsum/Selenite	5095.44	5180.23
Clay	523.14	122.36
Fly Ash	7540.04	7727.90
Others	21876.35	18113.13
Total	66579.74	55620.12

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	2015-2016	2014-2015
23. CHANGES IN INVENTORIES OF FINISHED GOODS,WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock :		
Finished Goods/Stock-in-Trade	6663.66	6390.22
Goods in Process	9027.74	9206.34
Sub Total	15691.40	15596.56
Closing Stock:		
Finished Goods/Stock-in-Trade	7884.45	6663.66
Goods in Process	6978.10	9027.74
Sub Total	14862.55	15691.40
Net Sub Total	828.85	(94.84)

	2015-2016	2014-2015
24. EMPLOYEE BENEFITS EXPENSE		
Salaries,Wages and Bonus	19295.20	16582.20
Contribution to Provident and Other funds	2032.04	2150.94
Welfare Expenses	1817.38	1521.10
	23144.62	20254.24

	2015-2016	2014-2015
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 2015-16 are as under		
Employer's contribution to Provident Fund	812.56	726.65
Employer's contribution to Superannuation Fund	406.94	452.10
Employer's contribution to Family Pension Fund	429.99	333.86
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.		

Defined benefit plans/compensated absences-As per actuarial valuation:

	Gratuity Funded		Leave encashment unfunded	
	2015-2016	2014-2015	2015-2016	2014-2015
I Expenses recognised in the Statement of Profit & Loss for the year ended				
1 Current Service Cost	332.69	292.64	339.38	299.44
2 Interest Cost	414.56	421.85	133.74	114.8
3 Expected return on plan assets	(419.44)	(409.53)	-	-
4 Past Service Cost	-	-	-	-
5 Net Actuarial(Gains)/Losses	(123.29)	164.96	(83.61)	157.51
6 Total expenses	204.52	469.92	389.51	571.75

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		Gratuity Funded		Leave encashment unfunded	
		2015-2016	2014-2015	2015-2016	2014-2015
II Net Asset/(Liability) recognised in the Balance Sheet as at 31.03.2016					
1	Present value of Defined Benefit Obligation	5739.12	5585.38	2014.84	1803.87
2	Fair value of plan assets	5388.8	4970.51		
3	Funded status[Surplus/(Deficit)]	(350.32)	(614.87)	(2,014.84)	(1,803.87)
4	Net asset/(Liability)	(350.32)	(614.87)	(2,014.84)	(1,803.87)
III Change in obligation during the year ended					
1	Present value of Defined Benefit Obligation at beginning of the year	5585.38	5089.04	1803.87	1468.97
2	Current Service Cost	332.69	292.64	339.98	299.44
3	Interest Cost	414.56	421.85	133.74	114.80
4	Plan amendment cost	-	-	-	-
5	Actuarial(Gains)/Losses	(52.54)	33.96	(83.61)	157.51
6	Benefits Payments	(540.97)	(252.11)	(178.54)	(236.85)
7	Present value of Defined Benefit Obligation at the end of the year.	5739.12	5585.38	2014.84	1803.87
IV Change in Assets during the year ended					
1	Plan assets at the beginning of the year	4970.51	4944.09	-	-
2	Expected return on plan assets	419.44	409.53	-	-
3	Contributions by Employer	469.07	-	-	-
4	Actual benefits paid	(540.97)	(252.11)	(178.54)	(236.85)
5	Actuarial Gains/(Losses)	70.75	(131.00)	-	-
6	Plan assets at the end of the year	5388.80	4970.51	-	-
V Actuarial Assumptions:					
1	Discount Rate	7.70%	7.80%	7.70%	7.80%
2	Expected rate of return on plan assets	8.50%	8.50%	-	-
3	Mortality				
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 lacs	₹ 10.00 lacs	-	-

		2015-2016	2014-2015
25. FINANCE COST			
	Interest Expenses	27138.20	26212.13
	Less: Interest Capitalised	(532.08)	(4665.06)
	Other Borrowing Cost	236.81	347.23
	Net Loss on Foreign Currency Transactions and Translation	116.13	47.97
		26959.06	21942.27

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		₹/Lacs
	2015-2016	2014-2015
26. OTHER EXPENSES		
a) Manufacturing Expenses		
Stores and Spares Consumed	8841.48	8202.75
Packing Materials Consumed	15794.78	15784.81
Power and Fuel	74079.16	79345.88
Repairs To:		
Plant & Machinery	6842.47	6107.82
Buildings	1104.31	1080.22
Insurance	820.01	647.21
Other Manufacturing Expenses	555.76	516.65
	108037.97	111685.34
b) Administration and Other Expenses		
Rent	1643.63	1505.60
Lease Rent	44.19	79.38
Rates and Taxes	91.29	131.28
Travelling and Coveyance Expenses	2218.96	2201.85
Provision for Doubtful Debts/Advances	56.90	49.29
Debts and Advances written off	133.62	102.45
Loss on disposal of Fixed Assets (Net)	-	213.08
Loss on Exchange rate Fluctuation (Net)	3.49	-
Expenses relating to Earlier Years (Net)	13.56	16.51
CSR Expenses	464.05	515.20
Miscellaneous Expenses	10301.30	9216.17
	14970.99	14030.81
c) Selling and Distribution Expenses		
Advertisement and Publicity	3266.74	3117.31
Selling Expenses	11672.50	10521.72
Freight and Handling Outward	74744.29	73437.17
Sales Tax/VAT	733.81	659.10
	90417.34	87735.30
	213426.30	213451.45

		₹/Lacs
	2015-2016	2014-2015
27.1 Value of Raw Materials, Stores & Spare Parts etc. Consumed		
a) Raw Materials		
i) Imported Value	18799.72	16090.93
% of total consumption	28.24%	28.93%
ii) Indigenous value	47780.02	39529.19
% of total consumption	71.76%	71.07%
	66579.74	55620.12
b) Stores & Spare Parts etc. (including packing material)		
i) Imported Value	502.20	1618.72
% of total consumption	2.04%	6.75%
ii) Indigenous value	24134.04	22368.83
% of total consumption	97.96%	93.25%
	24636.24	23987.55

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	2015-2016	2014-2015
₹/Lacs		
27.2 VALUE OF IMPORTS ON CIF BASIS		
a) Stores & Spare Parts etc. (including packing material)		
Raw Material	16390.36	14448.23
b) Components, Stores & Spare Parts and Packing Material & Coal	8951.34	9256.65
	25341.70	23704.88
27.3 Payment to Auditors		
(a) Audit Fee	45.00	36.00
(b) Certification and attestation fee	3.98	2.08
(c) Reimbursement of Out of Pocket expenses	2.48	1.66
Total	51.46	39.74
27.4 EXPENDITURE IN FOREIGN CURRENCY (on accrual basis)		
a) Know how/Technical Service Fee	83.70	242.69
b) Others	325.16	228.52
	408.86	471.21

	2015-2016	2014-2015
₹/Lacs		
28. EARNING IN FOREIGN EXCHANGE		
Export of Goods calculated on FOB value	927.86	2879.36

	2015-2016	2014-2015
₹/Lacs		
29. REMITTANCE IN FOREIGN CURRENCY		
Dividend	0.48	0.36

30. UNHEDGED FOREIGN CURRENCY EXPOSURE

Export Debtors: US\$ 279142.60 (₹178.70lacs) (US\$425781.50) ₹ 266.79 lacs

	2015-2016	2014-2015
₹/Lacs		
31. EARNING PER SHARE (EPS):		
a) Net Profit available for Equity Share holders (Numerator used for calculation)	10153.55	15692.39
b) Weighted average number of Equity Shares Used as denominator for calculating EPS	69927250	69927250
c) Basic and Diluted earnings per share of ₹10/-	14.52	22.44

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32. 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- Chairman & Managing Director
ii) Smt. Sushila Devi Singhania (Relative of Chairman & Managing Director)
iii) Shri Ajay Kumar Saraogi
iv) Shri Shambhu Singh
(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) 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
iii) Jaykaycem (Central) Ltd
(e) Joint Venture
i) Bander Coal Company Pvt. Ltd
(f) Other Directors
Shri K.N. Khandelwal
Shri A. Karati
Shri R.K. Lohia
Shri J.N. Godbole
Shri Suparas Bhandari
Dr. K.B. Agarwal
Shri Paul Heinz Hugentobler
Shri S.L. Bansal

(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 section 188 of Companies Act 2013.

	2015-2016	2014-2015
	₹/Lacs	
(i) Jaykay Enterprises Ltd		
- Services received	34.17	37.07
- Rent paid	43.80	43.47
- Expenses Reimbursed	50.11	46.58
(ii) J.K. Cotton Ltd		
- Rent paid	45.02	44.41
- Purchases	1.81	5.80
- Sale of Products	-	-
(iii) J.K. Cement(Fujairah) FZC		
Loan Given:	-	-
Balance as at beginning	-	-
Received & adjusted during the year (For Invest)	7224.55	-
Balance as at close of the year	-	-
Corporate Guarantees	62568.51	59993.28
(iv) Bander Coal Company Pvt Ltd:		
Corporate Guarantees	-	339.00

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	2015-2016	2014-2015
₹/Lacs		
(v) 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
(vi) Jaykaycem (Central) Ltd.		
Opening	1456.75	377.12
Loan given during the year	2495.27	1006.33
Interest	254.77	73.30
Balance at close of the year	4206.79	1456.75
Share acquired during the year	659.01	-
(vii) Key Management Personnel and their relatives		
a) Shri Y.P. Singhania (Chairman & Managing Director)		
- Remuneration	726.85	757.96
b) Smt Sushila Devi Singhania		
- Commission	7.00	6.50
- Sitting Fees	3.91	3.20
c) Shri Ajay Kumar Saraogi		
- Remuneration	171.91	151.02
d) Shri Shambhu Singh		
- Remuneration	31.82	26.23
e) Other Directors		
- Commission	49.00	46.22
- Sitting Fees	24.33	21.22

₹ 110.97 lacs (₹ 46.94 lacs) paid to other Director Mr. Paul Heinz Hugentobler on professional capacity.

(3). DETAILS OF LOANS GIVEN, INVESTMENT MADE AND GUARANTEE GIVEN COVERED U/S 186(4) OF THE COMPANIES ACT, 2013

	2015-2016	2014-2015
₹/Lacs		
Loans given and investments made are given under the respective heads.		
a) Loans given by the Company as at 31st March, 2016:		
Jaykaycem (Central) Ltd.		
Opening	1456.75	377.12
Add: Loan given during the year	2495.27	1006.33
Add: Interest (Net of TDS)	254.77	73.30
Balance at close of the year	4206.79	1456.75
b) Corporate Guarantees given by the Company in respect of loans as at 31st March, 2016		
J.K. Cement (Fujairah) FZC	62568.51	59993.28
Bander Coal Company Pvt. Ltd.	-	339.00
c) Investments made by the Company as at 31st March, 2016		
J.K. Cement (Fujairah) FZC	34987.08	27762.54
Jaykaycem (Central) Ltd.	659.01	-
Bander Coal Company Pvt. Ltd.	37.50	37.50

33. 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 31.03.2016.

Sl. No.	Particulars	Bander Coal Company Pvt. Ltd.
	% Share held	37.50%
(a)	Assets	14.90
(b)	Liabilities	0.01
(c)	Income	1.15
(d)	Expenses (after adjustment of last year audited)	0.75

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34. Board of Directors have proposed dividend of ₹ 4.00 per equity share of face value of ₹ 10/- each.
35. The Company is engaged only in cementitious materials and there are no separate reportable segments as per AS-17.

36. CONTINGENT LIABILITIES AND COMMITMENTS.

		₹/Lacs	
		As at 31-03-2016	As at 31-03-2015
1. (A) Contingent Liabilities			
(i)	In respect of claims not acknowledged as debts by the Company	17519.27	15596.90
(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	1732.71	1636.40
	b) Sales tax	3159.88	3057.80
	c) Service tax	1085.42	1085.42
(iii)	In respect of interest on “Cement Retention Price” realised in earlier years	1210.68	1190.30
(iv)	In respect of interest of Rajasthan Entry Tax	3718.82	3272.60
(v)	In respect of penalty of non lifting of fly Ash	805.02	521.03
(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. In an appeal filed by the company, the Competition Appellate Tribunal (COMPAT) has, by its order dated 11th December,2015, set aside order dated 20th June,2012 passed by the Competition Commission of India (CCI). COMPAT remitted the matter to CCI for fresh adjudication. Further, in terms of the order, the Company has received refund of ₹ 1285 lacs, being 10% amount of penalty, alongwith accumulated interest deposited with COMPAT.	-	12854.00
(vii)	Corporate guarantees given to Banks for finance provided to subsidiary Companies.	62568.51	59993.28
(viii)	Other Financial Guarantees including of Joint Ventures.	613.89	952.89
(B) Commitments			
	Capital Commitments		
	Estimated amount of contracts remaining to be executed on capital accounts and not provided for	3988.13	5679.22

37. OPERATING LEASE

The Company has taken various residential premises, office premises and warehouses under operating lease agreements. These are generally cancellable and are renewable by mutual consent on mutually agreed terms.

38. The Company has incurred ₹ 464.05 lacs Towards Social Responsibility activities. Further, no amount has been spent on construction/acquisition of an asset of the Company and entire amount is spent on cash basis.
The amount required to be spent under section 135 of the Companies Act, 2013 for the year 2015-2016 is ₹ 449.50 lacs i.e. 2% of average net profits for last three financial years, calculated as per section 198 of the Companies Act,2013.
39. Previous year figures have been regrouped and recasted wherever necessary to conform to the classification for the year.

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. EXPENDITURE DURING CONSTRUCTION PERIOD

Expenditure/Income, during construction period (including financing cost relating to borrowed funds for construction or acquisition of qualifying fixed assets) is included under Capital Work-in-Progress and the same is allocated to the respective fixed assets on the completion of their construction.

5. DEPRECIATION AND AMORTIZATION

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.

6. 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 recognized 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.

7. GOVERNMENT SUBSIDIES

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

8. 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.

9. INVENTORIES

Inventories are valued at "cost or net realizable 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.

10. SALES

Sale of goods is recognized 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.

11. BORROWING COST

Interest and other costs in connection with the borrowing of the funds to the extent related/attribution to the acquisition/construction of qualifying fixed assets are capitalized upto the date when such assets are ready for its intended use and other borrowing costs are charged to Profit & Loss Account.

SIGNIFICANT ACCOUNTING POLICIES

12. 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.

13. 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 recognized 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.

14. 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 recognized 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.

15. MINES RESTORATION EXPENDITURE

The expenditure on restoration of the mines based on technical estimates by Internal/External specialists is recognized 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.

16. 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.

17. PROVISION/CONTINGENCY

A provision is recognized 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.

18. EARNINGS PER SHARE

The basic Earnings Per share (EPS) is computed by dividing the net profit/(loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders divided by the weighted average number of equity shares outstanding during the year after adjusting for the effects of all dilutive potential equity shares.

19. CLASSIFICATION OF ASSETS AND LIABILITIES INTO CURRENT/NON CURRENT

All assets and liabilities are presented as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of Current/Non current classification of assets and liabilities.

20. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of Cash Flow Statement includes Cash in hand, Balances with Banks and Fixed deposits with Banks.

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in ₹ In Lacs)

Sl. No.	Particulars	Details		
1.	Name of the subsidiary	J.K.Cement (Fujairah) FZC	J.K.Cement Works (Fujairah) FZC (Fellow Subsidiary)	Jaykaycem (Central) Ltd.*
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st Jan'15 to 31st Dec'15	1st Jan'15 to 31st Dec'15	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AED ₹18.0582/AED	AED ₹18.0582/AED	NA
4.	Share capital	38,514.65	40,333.11	659.01
5.	Reserves & surplus	(166.42)	(10,140.07)	(2.18)
6.	Total assets	38,360.29	1,01,598.01	4,910.72
7.	Total Liabilities	12.06	71,404.97	4,253.89
8.	Investments	38,343.64	-	-
9.	Turnover	-	23,211.85	-
10.	Profit before taxation	(8.90)	(4,089.41)	(0.12)
11.	Provision for taxation	-	-	-
12.	Profit after taxation	(8.90)	(4,089.41)	(0.12)
13.	Proposed Dividend	-	-	-
14.	% of shareholding of holding company	100%	90%	100%

* Jaykaycem (Central) Ltd. is yet to commence operations.

Part "B": Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Sl. No.	Name of associates/Joint Ventures	Bander Coal Company Pvt. Ltd
1	Latest audited Balance Sheet Date	31.03.2015
2	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	375000
	Amount of Investment in Associates/Joint Venture	37.50
	Extend of Holding %	37.50%
3	Description of how there is significant influence	Share holding
4	Reason why the associate/joint venture is not consolidated	-
5	Net worth attributable to shareholding as per latest audited Balance Sheet	14.49
6	Profit/Loss for the year	
i.	Considered in Consolidation	(16.55)
ii.	Not Considered in Consolidation	-

Kanpur
Dated : 28th May, 2016

SMT.SUSHILA DEVI SINGHANIA
Director

A.K. SARAOGI
President (Corp.Affairs) & CFO

SHAMBHU SINGH
Company Secretary

YADUPATI SINGHANIA
Chairman & Managing Director

ACHINTYA KARATI
JAYANT NARAYAN GODBOLE
KAILASH NATH KHANDELWAL
KRISHNA BEHARI AGARWAL
RAJ KUMAR LOHIA
SHYAM LAL BANSAL
SUPARAS BHANDARI

Directors

INDEPENDENT AUDITOR'S 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, 2016 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. 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, 2016 and their consolidated profit and their consolidated cash flows for the year ended on that date.

OTHER MATTERS

- (a) We did not audit the financial statements of three subsidiaries whose financial statements reflect total assets of ₹ 63565.86 lacs as at 31st December, 2015, total revenues of ₹ 23012.41 lacs and net cash flows amounting to ₹ (458.67) 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, in so far 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 ₹ 14.90 lacs as at 31st March, 2016 total revenues of ₹ 1.15 lacs and net cash flows amounting to ₹ 0.33 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

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, 2016 taken on record by the board of directors of the holding company and reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the group companies is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial control over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in "EXHIBIT A" and
- (g) 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 "30" 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 and Co.,
Chartered Accountants
Registration Number: 000186C

A.K. Agarwal
Partner

Place : Kanpur
Dated : 28th May, 2016

Membership Number: 071548

EXHIBIT "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF J.K. CEMENT LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March, 2016, we have audited the internal financial controls over financial reporting of J.K. CEMENT LIMITED ("the Holding Company") and its subsidiary which is incorporated in India as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Respective Board of Directors of the Holding Company and its subsidiary, which is company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Holding Company and its subsidiary which is incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.L. TANDON and Co.,
Chartered Accountants
Registration Number: 000186C

A.K. Agarwal
Partner

Place : Kanpur
Dated : 28th May, 2016

Membership Number: 071548

CONSOLIDATED BALANCE SHEET

as at 31st March, 2016

	Note No.	As at 31-03-2016	As at 31-03-2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	6992.72	6992.72
Reserves and Surplus	2	155557.81	154703.86
		162550.53	161696.58
Minority Interest		975.46	1277.33
Non Current Liabilities			
Long Term Borrowing	3	287668.12	273008.71
Deferred Tax Liability (Net)	4	32844.11	27983.75
Other Long Term Liabilities	5	13964.53	11676.87
Long Term provisions	6	2022.71	1800.42
		336499.47	314469.75
Current Liabilities			
Short term Borrowings	7	25056.84	30070.85
Trade Payables	8	30469.10	30711.18
Other Current Liabilities	9	70845.20	61856.64
Short Term Provisions	10	5046.99	4929.77
		131418.13	127568.44
Total		631443.59	605012.10
ASSETS			
Non Current Assets			
Fixed Assets	11		
Tangible Assets		420159.59	405297.03
Intangible Assets		2021.88	2065.46
Capital Work-in-Progress		32108.64	33714.47
Intangible Assets under Development		-	16.16
Non-Current Investments	12	1914.79	600.57
Long Term Loans and Advances	13	16510.52	15485.02
		472715.42	457178.71
Current Assets			
Current Investments	14	6150.00	3050.00
Inventories	15	53841.80	54147.60
Trade Receivables	16	21134.75	17708.01
Cash and Cash Equivalents	17	48071.74	41713.77
Short Term Loans and Advances	18	28697.49	30259.90
Other Current Assets	19	832.39	954.11
		158728.17	147833.39
Total		631443.59	605012.10
Significant Accounting Policies			
Notes on Financial Statements			
	1-32		

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

A.K.Agarwal
Partner

Kanpur
Dated : 28th May, 2016

SMT.SUSHILA DEVI SINGHANIA
Director

A.K. SARAOGI
President (Corp.Affairs) & CFO

SHAMBHU SINGH
Company Secretary

YADUPATI SINGHANIA
Chairman & Managing Director

ACHINTYA KARATI
JAYANT NARAYAN GODBOLE
KAILASH NATH KHANDELWAL
KRISHNA BEHARI AGARWAL
RAJ KUMAR LOHIA
SHYAM LAL BANSAL
SUPARAS BHANDARI

Directors

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the year ended 31st March, 2016

₹/Lacs

	Note No.	2015-2016	2014-2015
INCOME			
Revenue From Operations	20	379043.45	340722.44
Other Income	21	5001.63	5145.42
Total Revenue		384045.08	345867.86
EXPENSES			
Cost of Materials Consumed	22	70947.77	58249.78
Purchase of Stock-in-Trade		151.78	103.94
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(1418.38)	(1,070.37)
Employee Benefits Expense	24	26533.39	21026.38
Finance Costs	25	30376.94	22910.81
Depreciation and amortization expense		18956.08	14606.77
Other Expenses	26	228301.51	217346.76
Total Expenses		373849.09	333174.07
Profit before exceptional items and extraordinary items and tax		10195.99	12693.79
Exceptional Item		-	(1,721.04)
Profit before Tax		10195.99	14414.83
Tax Expense:			
Current Tax		3060.00	3338.76
Less: MAT Credit entitlement		(3,060.00)	(3,338.76)
Earlier Years Tax		(700.07)	-
Deferred Tax		4859.56	223.00
Profit for the Year		6036.50	14191.83
Add: Share of Loss transferred to Minority Interest		301.86	172.19
Profit after Tax & Minority Interest		6338.36	14364.02
Earning per Equity share of ₹10/- each.		9.06	20.54
Basic and Diluted (In ₹)			
Significant Accounting Policies			
Notes on Financial Statements			
	1-32		

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) & CFO

ACHINTYA KARATI
JAYANT NARAYAN GODBOLE
KAILASH NATH KHANDELWAL
KRISHNA BEHARI AGARWAL
RAJ KUMAR LOHIA
SHYAM LAL BANSAL
SUPARAS BHANDARI

Directors

Kanpur
Dated : 28th May, 2016

SHAMBHU SINGH
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2016

	₹/Lacs	
	2015-2016	2014-2015
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax as per Profit & Loss Account	10,195.99	14,414.83
Adjusted for :		
Depreciation	18,956.09	14,606.77
Assets Written off	16.29	-
Interest	30,256.62	22,442.94
Interest received	(4,059.33)	(3,944.81)
Dividend Income	(7.81)	-
Profit on sale of Investments	(165.51)	(441.74)
Net (profit)/loss on sale of assets	(26.21)	213.08
Mines restoration Charges	8.02	13.74
CSR Exp.debited to P&L	464.05	515.20
Govt. Grants	(1,199.82)	-
	44,242.39	33,405.18
Operating Profit before Working Capital Changes	54,438.38	47,820.01
Adjusted for :		
Trade & Other Receivables	2,010.49	(9,395.43)
Inventories	305.81	47.88
Trade Payable & Other Liabilities	9,574.24	11,890.54
Cash Generated from Operations	66,328.92	(6,760.90)
		(16,108.45)
Adjusted for :		
CSR Exp.Paid	(464.05)	(515.20)
Tax Paid	(2,740.39)	(3,122.37)
Corporate Dividend Tax	(569.42)	(356.52)
Dividend paid	(2,797.09)	(2,097.82)
	(6,570.95)	(6,091.91)
Net cash from operating activities	59,757.97	25,619.65
B) CASH FLOW USED IN INVESTING ACTIVITIES		
Acquisition/Purchase of fixed assets including capital advances	(34,650.55)	(55,019.25)
Sale of fixed assets	228.64	294.52
Purchase of Investments	(22,614.23)	(9,700.00)
Sale of Investments	18,373.32	13,241.74
Exchange Rate Fluctuation Reserve on Conversion	(1,858.70)	(398.69)
Interest Income	3,742.26	3,780.61
Net cash used in investing activities	(36,779.26)	(47,801.07)

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2016

	₹/Lacs	
	2015-2016	2014-2015
C) CASH FLOW FROM FINANCING ACTIVITIES		
Loan to Associates	-	(1,006.33)
Capital subsidy received	1,199.82	28.45
Deferred Sales Tax / VAT	2,525.69	355.35
Long Term Borrowings	29,913.24	49,706.36
Cash Credit Accounts/OD Accounts	(5,014.01)	9,469.67
Repayment of Long Term Borrowings	(17,293.54)	(14,971.33)
Interest Paid	(30,171.17)	(22,541.97)
Security Deposits	2,287.66	1,962.01
Vehicle Loans	(68.43)	28.50
Net cash used in financing activities	(16,620.74)	23,030.71
Net increase in Cash and Cash Equivalents (a+b+c)	6,357.97	849.29
Opening balance of Cash and Cash Equivalents	41,713.77	40,864.48
Closing balance of Cash & Cash Equivalents	48,071.74	41,713.77

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) & CFO

ACHINTYA KARATI
JAYANT NARAYAN GODBOLE
KAILASH NATH KHANDELWAL
KRISHNA BEHARI AGARWAL
RAJ KUMAR LOHIA
SHYAM LAL BANSAL
SUPARAS BHANDARI

Directors

Kanpur
Dated : 28th May, 2016

SHAMBHU SINGH
Company Secretary

NOTES

on consolidated financial statements for the year ended 31st march, 2016

	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
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 & 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 shareholder	Shares held on	%	Shares held on	%
		31-03-2016	31-03-2016	31-03-2015	31-03-2015
1	Yadu International Ltd	22655100	32.40%	22655100	32.40%
2	Yadupati Singhania	14276002	20.42%	14279843	20.42%
3	Juggilal Kamlapat Holding Ltd.	7294418	10.43%	7228418	10.34%

	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
2. RESERVES AND SURPLUS		
a) Capital Reserve		
Govt. Subsidy		
As per last Balance Sheet	9579.55	9551.10
Add: Received during the year	9579.55	28.45
		9579.55
b) Securities Premium Reserve		
As per last Balance Sheet	25988.60	25988.60
c) Debenture Redemption Reserve		
As per last Balance Sheet	6662.50	5030.00
Add : Transfer from Profit and Loss Account	1581.95	8244.45
		1632.50
		6662.50
d) Revaluation Reserve		
As per last Balance Sheet	-	21507.30
Less : Deduction During the year	-	21507.30
		-
e) General Reserve		
As per last Balance Sheet	66501.31	64540.05
Less: Adjustments during the year	-	2038.74
Add : Transfer from Profit and Loss Account	3000.00	69501.31
		4000.00
		66501.31
f) Foreign Currency Translation Reserve		
As per last Balance Sheet	1285.00	1683.69
Adjustment during the year	(2117.90)	(832.90)
		(398.69)
		1285.00

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on consolidated financial statements for the year ended 31st march, 2016

		₹/Lacs	
		As at 31-03-2016	As at 31-03-2015
2.	RESERVES AND SURPLUS		
g)	Surplus		
	As per last Balance Sheet	44686.90	39321.89
	Balance in Statement of Profit and Loss A/c	6338.36	14364.02
		51025.26	53685.91
	Less: Appropriations		
	Transfer to General Reserve	3000.00	4000.00
	Transfer to Debenture Redemption Reserve	1581.95	1632.50
	Proposed Dividend on Equity Shares	2,797.09	2797.09
	Tax on Dividend	569.42	569.42
		7948.46	8999.01
		155557.81	154703.86

		₹/Lacs	
		As at 31-03-2016	As at 31-03-2015
3.	LONG TERM BORROWINGS		
a)	SECURED		
	Non Convertible Debentures	66500.00	54700.00
	Term Loan from Banks	211247.78	211083.15
	Vehicle Loans	146.78	206.25
	VAT Loans	5541.29	2879.24
		283435.85	268868.64
b)	UNSECURED		
	Deferred Sales Tax Liability	4232.27	4140.07
		-	-
		4232.27	4140.07
		287668.12	273008.71

3.1 Non Convertible Debentures (NCDs): ₹ 66500.00 lacs
(₹ 60000.00 lacs)**Security for NCDs for ₹ 36500 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 ₹ 30000 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 Canara Bank: ₹ 3575.85 lacs (₹ 4952.79 lacs) and From Export Import Bank of India: ₹ 5000 lacs (₹ 5000 lacs).

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

- b) From Banks: ₹ 18337.46 lacs (₹ 18683.25 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) Putty Plant at Katni, Madhya Pradesh.

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on consolidated financial statements for the year ended 31st march, 2016

(ii) Term Loans related to Cement Plant at Karnataka

- a) From Indian Bank (Consortium of Banks):
₹ 930.45 lacs (₹ 16495.72 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 Consortium of Banks: ₹ 8436.78 lacs (NIL)
Secured by first pari-passu charge by way of equitable mortgage of all the immovable Properties (except mining land) and hypothecation of all movable non current assets, present and future pertaining to J.K. Cement Works and Thermal power Plant Muddapur, Karnataka. (Charge on immovable property yet to be created).
- c) From State Bank of India: ₹ 4360.73 lacs (₹ 5000.10 lacs)
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.
- d) From Allahabad Bank : ₹ 2421.84 lacs (₹ 2500.00 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 : ₹ 119803.64 lacs (₹109518.42 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 Katni, Madhya Pradesh : ₹ 3800.00 lacs (₹ 2000.00 lacs)

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).

v) Term Loans related to the Properties:

₹ 1422.32 lacs (₹ 2112.83 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:

₹ 62555.15 lacs (₹ 58261.42 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.

Assignment of the rights in respect of lease hold land.

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 49% of its shareholding.

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Maturity Profile

Non Convertible debentures:

											₹/Lacs
SERIES A	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	Total	
-at 10.25%	1800	1800	2700	2700	-	-	-	-	-	9000	
-at 10.50%	1800	1800	2700	2700	-	-	-	-	-	9000	
-at 11%	1400	1400	2100	2100	-	-	-	-	-	7000	
SERIES B											
-at 11%	2300	2300	3450	3450	-	-	-	-	-	11500	
SERIES C											
-at 10.50%	-	-	-	3300	1300	1950	1950	-	-	8500	
-at 11%	-	-	-	6300	1300	1950	1950	-	-	11500	
SERIES D											
-at 9.65%	-	-	-	-	-	2000	2000	3000	3000	10000	
Total NCD	7300	7300	10950	20550	2600	5900	5900	3000	3000	66500	

												₹/Lacs
TERM LOAN FROM BANK	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-2024	2024-25	2025-26	2026-27	Total
3.2 (i) (a) Rajasthan Plant	4036.48	4562.13	4050.56	4179.28	794.73	714.28	-	-	-	-	-	18337.46
3.2 (i) (b) Grey gotan	797.58	1111.12	1111.12	556.03	-	-	-	-	-	-	-	3575.85
Exim	714.28	714.28	714.28	714.28	714.28	714.28	714.32	-	-	-	-	5000.00
3.2 (ii) (a) Karnataka	794.16	952.56	1428.88	1746.36	2222.60	2222.67	-	-	-	-	-	9367.23
3.2 (ii) (b) State Bank of India	560.73	600.00	600.00	600.00	600.00	600.00	800.00	-	-	-	-	4360.73
3.2 (ii) (c) Allahabad Bank	390.59	312.50	312.50	312.50	312.50	312.50	312.50	156.25	-	-	-	2421.84
3.2 (iii) Mangrol Project	6000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	12000.00	5803.64	119803.64
3.2 (iv) Katni Project	-	-	500.00	500.00	1000.00	1800.00	-	-	-	-	-	3800.00
3.2(v) Property Loan	427.93	571.43	422.96	-	-	-	-	-	-	-	-	1422.32
3.2(vi) Fujairah Loans	5674.69	8125.78	9750.94	10563.51	11376.09	11376.09	5688.05	-	-	-	-	62555.15
Total Loans	19396.44	28949.80	30891.24	31171.96	29020.20	29739.82	19514.87	12156.25	12000.00	12000.00	5803.64	230644.22

3.3 VAT Loan (Interest free) from Govt. Of Karnataka: ₹ 5541.29 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 are yet to be created.

3.4 Vehicle Loans : ₹ 339.84 lacs (₹ 371.81 lacs)

Secured by hypothecation of vehicles

Maturity profile of Vehicle Loan:

					₹/Lacs
2016-2017	2017-2018	2018-2019	2019-2020	TOTAL	
193.06	113.05	33.73	0	339.84	

3.5 Deferred Sales Tax Liability: ₹ 4880.61 lacs (₹ 5016.97 lacs)

₹ 86.44 lacs (₹143.43) as at 31.03.2016 interest free deferred sales tax liability payable in next quarterly equitable instalments of ₹ 10.80 lacs (₹31.15 lacs) each.

₹ 4794.17 lacs (₹ 4873.54 lacs) Interest free deferred sales tax liability. The availment of said scheme is still continued. The payment of said scheme are as under:-

							₹/Lacs
2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
605.12	488.46	659.95	636.71	437.93	942.49	831.86	191.65

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	As at 31-03-2016	As at 31-03-2015
4. DEFERRED TAX ASSETS AND LIABILITIES ARE AS UNDER: -		
(a) Deferred Tax Assets		
(i) Provision for Doubtful Debts	235.44	216.10
(ii) Expenses deductible on payment basis	4471.75	3565.84
(iii) Unabsorbed loss	-	0.80
(iv) Unabsorbed Depreciation	18140.11	17811.13
Sub Total	22847.30	21593.87
(b) Deferred Tax Liabilities		
i) Difference between book depreciation and depreciation under Income tax Act	55691.41	49577.62
(c) Net Deferred Tax Liabilities (b-a)	32844.11	27983.75

	As at 31-03-2016	As at 31-03-2015
5. OTHER LONG TERM LIABILITIES		
Security Deposits	13964.53	11676.87
	13964.53	11676.87

	As at 31-03-2016	As at 31-03-2015
6. LONG TERM PROVISIONS		
Provision for employees benefits	1847.04	1632.77
Provision for Mines Restoration Charges	175.67	167.65
	2022.71	1800.42

Provision for Mines Restoration charges:

Opening Balance	Provision during the year	Closing Balance
167.65	8.02	175.67

	As at 31-03-2016	As at 31-03-2015
7. SHORT TERM BORROWINGS		
Secured	25056.84	30070.85
Loan from Banks	25056.84	30070.85

7.1 Cash Credit Account : ₹ 19620.69 lacs (₹ 26335.28 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.

7.2 Short Term Loan / Over Draft Account : ₹ 5436.15 lacs (₹ 3735.57 lacs)

Working Capital facilities are secured by first charge on current assets of the Company namely inventories, book debts, etc. and undated cheques covering the exposure.

	As at 31-03-2016	As at 31-03-2015
8. TRADE PAYABLES		
Micro, Small and Medium Enterprises	940.77	681.21
Other Trade Payables*	27310.25	22582.06
Acceptance	2218.08	7447.91
	30469.10	30711.18

*including project creditors ₹ 1776.10 lacs (Prev.Year ₹ 4437.41 lacs)

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on consolidated financial statements for the year ended 31st march, 2016

- 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, 2016 as per the terms of contract.

			₹/lacs			
			As at 31-03-2016	As at 31-03-2015		
9.	OTHER CURRENT LIABILITIES					
Current maturities of long-term debt						
Non Convertible Debentures			-	5,300.00		
Term Loan from Bank			19396.44	13441.38		
Vehicle Loan			193.06	202.02		
Deferred Sales Tax Liability			648.34	20237.84	876.90	19820.30
Interest Accrued but not due on Borrowings			1403.26		1188.37	
Interest Accrued and due on Borrowings			346.54		264.20	
Investor Education and Protection Fund shall be credited by following						
- Unclaimed Dividend			109.74	114.62		
- Unclaimed fraction Money			9.23	118.97	9.24	123.86
Other Payable			48738.59		40459.91	
			70845.20	61856.64		

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

		₹/lacs

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Description	Gross Block		Depreciation / Amortization		Net Block		(₹ /Lacs)
	As at 01.04.2015	Additions/ Deductions/ Adjustments	Revaluation Adjustments	As at 31.03.2016	As at 01.04.2015	Upto 31.03.2016	
11. FIXED ASSETS							
Tangible Assets							
Freehold Land	18319.05	5793.23	-	24112.28	-	-	18319.05
Leasehold Land	9097.20	1490.88	4.82	10583.26	1100.49	321.33	7996.71
Buildings	63772.20	5957.25	-	69729.45	5913.07	2941.99	57859.13
Plant & Machinery	392174.24	13610.02	1075.02	404709.24	77908.89	14269.44	314265.35
Plant & Machinery- Others (ii)	1368.71	3311.61	-	4680.32	38.93	183.67	1329.78
Railway Sidings	2250.62	4219.58	-	6470.20	747.20	300.45	1503.42
Rolling Stock	89.43	-	-	89.43	47.47	8.19	41.96
Furniture, Fixtures and Office Equipments	3095.22	311.88	181.94	3225.16	1312.67	315.23	1782.55
Vehicles	3310.13	284.92	229.36	3365.69	1291.87	421.89	2018.26
Other Assets	868.86	181.58	(40.37)	1090.81	688.04	114.91	180.82
Sub Total Tangible Assets	494345.66	35160.95	1450.77	528055.84	89048.63	18877.10	405297.03
Intangible Assets							
Goodwill	742.70	-	-	742.70	742.70	-	-
Computer Softwares	1110.26	38.72	-	1148.98	912.75	36.47	197.51
Mining rights	1877.38	-	-	1877.38	9.43	42.51	1867.95
Sub Total Intangible Asset	3730.34	38.72	-	3769.06	1664.88	78.98	2065.46
Grand Total	498076.00	35199.67	1450.77	531824.90	90713.51	18956.08	407362.49
Previous year figures	319644.30	212506.78	871.27	(33203.81)	498076.00	86957.36	14606.77
Capital Work-in-progress							
Capital Work-in-progress- Others (iii)							
Intangible Asset under Development							

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) Cost incurred by company ownership of which vest with State Electricity Boards & Indian Railways.
- (iii) Cost incurred by company ownership of which vest with Indian Railways.

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Name of the Bodies Corporate	As at 31.03.2016			As at 31.03.2015	
	Face Value	Units/ Shares	Book Value	Units/ Shares	Book Value
12. NON CURRENT INVESTMENTS					
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	3400	3.40	8000	8.00
B) Investments in Preference Shares					
Unquoted					
1. Subsidiary Companies					
- Share Application Money-Compulsory convertible preference shares in J.K.Cement (Fujairah)FZC			1318.82		-
2. Others					
0.01% cumulative redeemable Preference shares (Fully paid up) :					
- VS Lignite Power Private Limited @	₹ 10	2785552	278.56	2785552	278.56
Total			1914.79	-	600.57
Aggregate Market Value of Quoted Investments			-		-
Aggregate Amount of Unquoted Investments			1914.79		600.57

Notes:

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

	As at 31.03.2016		As at 31.03.2015
	₹/Lacs		
13. LONG TERM LOANS AND ADVANCES			
(Unsecured and Considered Good)			
Capital Advances		12933.09	11194.16
Deposits		3045.16	3711.14
Others		532.27	579.72
		16510.52	15485.02

				(₹/lacs)	
Name of the Bodies Corporate	Face Value	As at 31.03.2016		As at 31.03.2015	
		Units/ Shares	Book Value	Units/ Shares	Book Value
14. CURRENT INVESTMENTS					
Others Investments					
Investments in Mutual Funds					
Quoted					
IDBI Liquid Fund made Growth	₹ 1616.8561	92772.634	1500.00		-
SBI Premium Liquid Fund	₹ 2372.9489	84283.316	2000.00		-
ICICI PRUDENTIAL MUTUAL FUND	₹ 14.3273	3489841.073	500.00		-
HDFC Short Term Fund-Growth	₹29.59	1774748.873	500.00		-
BOI AXA FIXED MATURITY PLAN-SERIES13(380)	₹ 10	0	-	5000000.000	500.00
Baroda Pioneer FMP-372 Days	₹ 10	0	-	5000000.000	500.00
HDFC FMP-SERIES 29(384DMARCH2014(1))	₹ 10	0	-	5000000.000	500.00
J.P.Morgan Active Bond Fun Institutional	₹ 10.1292	493622.3986	50.00	493622.3986	50.00
JP morgan govt.Securities fund-regularplan Growth option	₹ 11.0229	2721606.837	300.00	2721606.837	300.00
SBI magnum Guilt Fund	₹ 30.3251	2638078.471	800.00	2638078.471	800.00
SBI magnum Guilt Fund	₹ 30.265	1652073.352	500.00		-
IDBI Liquid Fund	₹ 1495.7978	-	-	26741.654	400.00
Total			6150.00		3050.00
Aggregate Market Value of Quoted Investments			6337.78		3,224.71

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	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
15. INVENTORIES		
Raw Materials	6347.46	6897.74
Work-in-Process	9801.12	9815.70
Finished Goods	8260.76	6836.28
Stock-in-Trade	23.43	14.95
Stores, Spare parts etc.	28202.49	30257.68
Less: Provision for Diminution in the Value of Stores, Spares Parts etc.	38.91	38.91
Goods-in-Transit		
Raw Materials	15.13	1.20
Stores, Spare parts etc.	1230.32	285.14
	53841.80	54147.60

Note: Stock of Stores, Spare parts also includes stock of Project material aggregate to ₹ 156.57 lacs (₹937.50 Lac).

	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
16. TRADE RECEIVABLE		
Trade Receivable over six months		
- Considered Good		
Secured	120.68	81.33
Unsecured	385.12	253.35
- Considered doubtful	602.00	566.22
Less: Provision for Doubtful Debts	602.00	566.22
Sub Total	505.80	334.68
Other Trade Receivable		
- Considered Good		
Secured	7846.63	6864.92
Unsecured	12782.32	10508.41
- Considered doubtful	-	-
Sub Total	20628.95	17373.33
	21134.75	17708.01

	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
17. CASH & CASH EQUIVALENTS		
Balances with Banks in:		
- Current Accounts	4600.65	8132.12
- Unclaimed Dividend	109.74	114.62
- Fixed Deposits	43322.87	33430.42
Cheques and Drafts on hand	2.74	3.57
Cash on hand	35.74	33.04
	48071.74	41713.77

17.1 Fixed Deposits with banks includes deposits of ₹ 10620.91 lacs (₹ 2155.85 lacs) with maturity more than 12 months and ₹ 2741.26 lacs (₹ 2005.68 lacs) tied up against overdraft/other commitments

NOTES

on consolidated financial statements for the year ended 31st march, 2016

	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
18. SHORT TERM LOANS & ADVANCES		
(Considered Good unless otherwise stated)		
Unsecured		
Loans and advances to related parties (Refer Note No. 29)		
i) Loan - Jaykaycem (Central) Ltd.	-	1456.75
ii) Loan - J.K.Cement (Western) Ltd.	15.00	15.00
Other Loan and Advances ;		
- Considered good	11037.79	10623.40
- Doubtful	31.41	31.93
Taxation (Net of Provisions)	554.35	474.40
MAT Credit Entitlement	11029.37	7269.30
Prepaid Expenses	2284.11	608.34
Balances with Custom & Excise Departments	3776.87	9812.71
Sub Total	28728.90	30291.83
Less: Provision for doubtful advances	31.41	31.93
	28697.49	30259.90

	₹/Lacs	
	As at 31-03-2016	As at 31-03-2015
19. OTHER CURRENT ASSETS		
(Unsecured Considered Good)		
Interest Accrued on Deposit	832.39	954.11
	832.39	954.11

	₹/Lacs	
	2015-2016	2014-2015
20. REVENUE FROM OPERATIONS		
a) Sale of Products	432992.03	391052.85
Less : Excise Duty/Custom Duty	57423.57	52316.94
	375568.46	338735.91
(b) Other Operating Revenues;		
Claims Realised	508.31	515.75
Government Grants	1199.82	222.32
Exchange Rate Difference	-	36.32
Other Operating Income	1766.86	1212.14
	3474.99	1986.53
	379043.45	340722.44

	₹/Lacs	
	2015-2016	2014-2015
21. OTHER INCOME		
Interest received on Fixed Deposits	3059.57	2870.14
Interest received on Others	999.76	1074.67
Profit on Sale of Fixed Assets	23.20	-
Net Gain on Sale of Current Investments	165.51	441.74
Dividend on Current Investments	7.81	-
Other Non Operating Income	745.78	758.87
	5001.63	5145.42

NOTES

on consolidated financial statements for the year ended 31st march, 2016

	2015-2016	2014-2015
22. COST OF MATERIAL CONSUMED		
Cost of Raw Materials Consumed	70947.77	58249.78
	70947.77	58249.78

	2015-2016	2014-2015
22.1 Particulars of Material consumed:		
Name of Material		
Lime Stone	22256.63	16452.66
Red Ochre	3032.06	2423.49
Dairen-DA-1100 MP	-	5853.38
Vinapas-5044N	7512.33	-
Gypsum/Selenite	5177.75	5197.76
Clay	2225.59	543.49
Fly Ash	7540.04	7727.90
Others	23203.37	20051.10
Total	70947.77	58249.78

	2015-2016	2014-2015
23. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock :		
Finished Goods/Stock-in-Trade	6851.23	6390.22
Goods in Process	9815.70	9206.34
Sub Total	16666.93	15596.56
Closing Stock:		
Finished Goods/Stock-in-Trade	8284.19	6851.23
Goods in Process	9801.12	9815.70
Sub Total	18085.31	16666.93
Net Sub Total	(1418.38)	(1070.37)

	2015-2016	2014-2015
24. EMPLOYEE BENEFITS EXPENSE		
Salaries,Wages and Bonus	22573.68	17332.87
Contribution to Provident and Other funds	2048.68	2169.42
Welfare Expenses	1911.03	1524.09
	26533.39	21026.38

	2015-2016	2014-2015
25. FINANCE COST		
Interest Expenses	30788.70	29265.38
Less: Interest Capitalised	(532.08)	(6822.44)
Other Borrowing Cost	254.63	375.50
Net Loss on Foreign Currency Transactions and Translation	(134.31)	92.37
	30376.94	22910.81

NOTES

on consolidated financial statements for the year ended 31st march, 2016

		₹/Lacs
	2015-2016	2014-2015
26. OTHER EXPENSES		
a) Manufacturing Expenses		
Stores and Spares Consumed	9205.65	8321.71
Packing Materials Consumed	16835.97	15915.93
Power and Fuel	82588.73	81417.30
Repairs To:		
Plant and Machinery	7037.29	6156.73
Buildings	1142.19	1087.34
Insurance	970.18	681.21
Other Manufacturing Expenses	940.06	580.61
	118720.07	114160.83
b) Administration and Other Expenses		
Rent	1759.57	1524.82
Lease Rent	54.55	383.04
Rates and Taxes	270.80	136.59
Travelling and Coveyance Expenses	2366.17	2231.20
Provision for Doubtful Debts/Advances	56.90	49.29
Debts and Advances written off	133.62	102.45
Loss on disposal of Fixed Assets (Net)	-	213.08
Loss on Exchange rate Fluctuation (Net)	3.49	-
Expenses relating to Earlier years	13.56	16.51
CSR Expenses	464.05	515.20
Miscellaneous Expenses	11281.54	9405.84
	16404.25	14578.02
c) Selling and Distribution Expenses		
Advertisement and Publicity	3274.21	3131.73
Selling Expenses	11700.19	10714.10
Freight and Handling Outward	77468.98	74102.98
Sales Tax/VAT	733.81	659.10
	93177.19	88607.91
	228301.51	217346.76

27. UNHEDGED FOREIGN CURRENCY EXPOSURE

Export Debtors: US\$ 279142.60(₹ 178.70lacs) (US\$425781.50) ₹ 266.79 lacs

		₹/Lacs
	2015-2016	2014-2015
28. EARNING PER SHARE (EPS):		
a) Net Profit available for Equity Share holders (Numerator used for calculation)	6338.36	14364.02
b) Weighted average number of Equity Shares Used as denominator for calculating EPS	69927250	69927250
c) Basic and Diluted earnings per share of ₹ 10/-	9.06	20.54

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on consolidated financial statements for the year ended 31st march, 2016

29. A. RELATED PARTIES DISCLOSURES
(1) (a) Parties where the control/significant influence exists:-
i) Juggilal Kamlatpat Holding Ltd
ii) Yadu International Ltd
(b) Key Management Personnel & their Relatives:
i) Shri Yadupati Singhania- Chairman & Managing Director
ii) Smt. Sushila Devi Singhania (Relative of Chairman & Managing Director)
iii) Shri Ajay Kumar Saraogi
iv) Shri Shambhu Singh
(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) J.K. Cement (Western) Ltd
(d) Other Directors
Shri K.N. Khandelwal
Shri A. Karati
Shri R.K. Lohia
Shri J.N. Godbole
Shri Suparas Bhandari
Dr. K.B. Agarwal
Shri Paul Heinz Hugentobler
Shri S. L. Bansal

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

(2) a) Following are the transactions with related parties as defined under section 188 of Companies Act 2013

	₹/Lacs	
	2015-2016	2014-2015
(i) Jaykay Enterprises Ltd		
- Services received	34.17	37.07
- Rent paid	43.80	43.47
- Expenses Reimbursed	50.11	46.58
(ii) J.K. Cotton Ltd		
- Rent paid	45.02	44.41
- Purchases	1.81	5.80
- Sale of Products	-	-
(iii) J.K. Cement (Fujairah) FZC		
- Share Application Money-Compulsory convertible preference shares (From 01-01-2016 to 31-03-2016)	1318.82	-
(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) Key Management Personnel and their relatives		
a) Shri Y.P. Singhania (Chairman & Managing Director)		
- Remuneration	726.85	757.96
b) Smt Sushila Devi Singhania		
- Commission	7.00	6.50
- Sitting Fees	3.91	3.20

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on consolidated financial statements for the year ended 31st march, 2016

	₹/Lacs	
	2015-2016	2014-2015
c) Shri Ajay Kumar Saraogi		
- Remuneration	171.91	151.02
d) Shri Shambhu Singh		
- Remuneration	31.82	26.23
e) Other Directors		
- Commission	49.00	46.22
- Sitting Fees	24.33	21.22
f) Payment made by subsidiary company		
i) Shri Yadupati Singhania-Chairman & Managing Director	19.87	
ii) Shri Ajay Kumar Saraogi	10.38	
iii) Shri Paul Heinz Hugentobler	9.03	

₹ 110.97 lacs (46.94 lacs) paid to other Director Mr. Paul Heinz Hugentobler on professional capacity.

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

Name of Enterprise	₹/Lacs			
	Net Assets i.e. (Total Assets-Total Liabilities)		Share in Profit or Loss	
	As % of Consolidated Assets	Amount (₹ in lacs)	As % of Consolidated Profit	Amount (₹ in lacs)
Parent				
J.K.Cement Ltd.	81.39%	135047.67	160.19%	10153.55
Subsidiary (Indian)				
Jaykaycem (Central) Ltd.	0.40%	656.83	(0.03%)	(2.18)
Subsidiary including Fellow Subsidiary (Foreign)				
J.K.Cement (Fujairah) FZC & J.K.Cement Works (Fujairah) FZC	18.79%	31173.10	(64.66%)	(4098.32)
Minority Interest in Subsidiary	(0.59%)	(975.46)	4.76%	301.86
Joint Venture				
Bander Coal Company Pvt. Ltd	0.01%	14.9	(0.26%)	(16.55)
Total	100.00%	165917.04	100.00%	6338.36

29 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 31.12.2015 ₹/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	₹/Lacs % of Holding
J.K.Cement (Fujairah) FZC *	AED	18.06	38,514.65	(166.42)	38,360.29	12.06	38,343.64	-	(8.90)	-	(8.90)	-	100%
J.K.Cement Works (Fujairah) FZC * (Fellow Subsidiary)	AED	18.06	40,333.11	(10,140.07)	1,01,598.01	71,404.97	-	23,211.85	(4,089.41)	-	(4,089.41)	-	90%
Jaykaycem (Central) Ltd	NA	-	659.01	(2.18)	4,910.72	4,253.89	-	-	(0.12)	-	(0.12)	-	100%

Exchange Rate adopted for consolidation ₹18.06 for 1 AED

* Company having 31st December as a reporting date.

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on consolidated financial statements for the year ended 31st march, 2016

29 B(3) Salient Features of Financial Statements of Joint Ventures (Part-B)

										₹/Lacs
S.No.	Name of Joint Venture	Latest Audited Balance Sheet Date	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 Balance Sheet	Profit/(Loss) for the year**	
			Nos.	Amount of Investment in Joint Venture	Extent of Holding				Considered in Consolidation	Not Considered in Consolidation
1	Bander Coal Company Pvt. Ltd	31-03-2015	375000	37.50	37.50%		Consolidated	14.49	(16.55)	-

₹/Lacs

30. CONTINGENT LIABILITIES AND COMMITMENTS.

		₹/Lacs	
		As at 31-03-2016	As at 31-03-2015
1. (A) Contingent Liabilities			
(i)	In respect of claims not acknowledged as debts by the Company	17519.27	15596.90
(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	1732.71	1636.40
b)	Sales tax	3159.88	3057.80
c)	Service tax	1085.42	1085.42
(iii)	In respect of interest on “Cement Retention Price” realised in earlier years	1210.68	1190.30
(iv)	In respect of interest of Rajasthan Entry Tax	3718.82	3272.60
(v)	In respect of penalty of non lifting of fly Ash	805.02	521.03
(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. In an appeal filed by the company, the Competition Appellate Tribunal (COMPAT) has, by its order dated 11th December,2015, set aside order dated 20th June,2012 passed the Competition Commission of India (CCI). COMPAT remitted the matter to CCI for fresh adjudication. Further, in terms of the order, the Company has received refund of ₹ 1285 lacs, being 10% amount of penalty, alongwith accumulated interest deposited with COMPAT.	-	12854.00
(vii)	Other Financial Guarantees	613.89	613.89
	Guarantee issued by bankers on behalf of the company	412.98	383.40
	Dividend on preference shares	143.95	66.54
(B) Commitments			
	Capital Commitments		
i)	Estimated amount of contracts remaining to be executed on capital accounts and not provided for	7562.87	11132.05
ii)	Contractual Commitments for Lease	2713.51	-

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

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

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 liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized 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 31.12.2015.

2. The Companies considered in the consolidated financial statements are:

Name of the Company	Nature of Company	Country of Incorporation	Holding as on 31.03.2016	Date of period consolidation
J.K. Cement (Fujairah) FZC	Subsidiary	U.A.E.	100%	Calendar year 2015
J.K. Cement Works (Fujairah) FZC	Fellow Subsidiary	U.A.E.	90%	Calendar year 2015
Bander Coal Company Pvt Ltd	Joint Venture	India	37.5%	FY 2015-2016
Jaykaycem (Central) Ltd	Subsidiary w.e.f. 16.07.2015	India	100%	FY 2015-2016

3. Investment in subsidiary company is expressed in Indian Rupees at the rate of exchange prevailing at the date of investment.
4. Other Significant Accounting Policies:
These are set out under ‘Significant Accounting Policies’ as given in the Standalone Financial Statements of J.K. Cement Ltd.
5. The Subsidiary Companies incorporated in UAE have prepared the Financial Statements in accordance with International Financial Reporting Standards for Small and Medium Enterprises (IFRS for SME’s)
6. Additional information required to be disclosed in terms of Schedule III of the Companies Act 2013;

Name of Entity	Net Assets		Share in profit or loss	
	As a % of consolidated net assets	Amount (₹/lacs)	As a % of consolidated profit or loss	Amount
J.K. Cement (Fujairah) FZC & J.K. Cement Works (Fujairah) FZC	18.79%	31173.10	(64.66%)	(4098.32)
Jaykaycem (Central) Ltd	0.40%	656.83	(0.03%)	(2.18)
Bander Coal Company Pvt Ltd	0.01%	14.9	(0.26%)	(16.55)

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 Bombay Stock Exchange Ltd. & National Stock Exchange of India Ltd., Mumbai and the same are compulsorily traded in dematerialized mode. **Shareholders who wish to dematerialize 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 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, and 2014-15 on account of their change in address or any other reason may write to the Company's Registrar & Transfer Agent, 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 following 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 consolidate dividend or 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.
11. Investor Facilitator Scheme ('Scheme') has been framed by J.K. Cement Ltd ('JKCL') to provide opportunity to its shareholders holding upto 100 shares in physical segment to dispose of their holding at Market Value without undergoing the process of dematerialisation of shares and other costs related thereto. Interested shareholders may contact at shambhu.singh@jkcement.com or The Asst. Vice President (Legal) & Company Secretary, J.K. Cement Ltd, Kamla Tower, Kanpur - 208001.

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 shares held in electronic form

D.P.Id

Client Id

FOR OFFICE USE ONLY

NECS

Ref.No.

Name of Sole/First holder

Bank name

Branch name

Branch code

(9 Digits 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 duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account Type

[Please Tick (✓) wherever applicable]

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 Bank details 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 July 28, 2016 after which date no request for registration of Mandate for the purpose of payment of dividend for the year 2015-16 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.

Attendance Slip



(CIN:L17229UP1994PLC017199)

Regd. & Corporate Office:

Kamla Tower, Kanpur-208001 (U.P.) INDIA.

E-mail:shambhu.singh@jkcement.com

Website: www.jkcement.com

Phone:+91-512-2371478 to 81

Fax (Office): +91-512-2399854

22ND ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company at Sir Padampat Singhanian Auditorium of the Merchants' Chamber of Uttar Pradesh,14/76, Civil lines, Kanpur on Saturday the 6th August, 2016, at 11 A.M.



Member's Folio/DP ID-client IDNo.

Member's/Proxy's name In Block Letters

Member's /Proxy's Signature

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all members whose email is not registered or have requested for a hard copy.

Proxy Form

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

JK Cement LTD.

(CIN:L17229UP1994PLC017199)

Regd. & Corporate Office:

Kamla Tower, Kanpur-208001 (U.P.) INDIA.

E-mail: shambhu.singh@jkcement.com

Website : www.jkcement.com

Phone :+91-512-2371478 to 81

Fax : +91-512-2399854

Name of the member(s)

Registered address

E-mail ID

Folio/DP ID-Client ID No

I/We being the member(s) of shares of J.K.Cement Limited hereby appoint:

1 Name Address

E-mail id..... SignatureOr failing him

2 Name Address

E-mail id..... Signature Or failing him

3 Name Address

E-mail id..... Signature



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held at Sir Padampat Singhania Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil lines, Kanpur on Saturday the 6th August, 2016 at 11 A.M. and at any adjournment thereof in respect of such resolutions are indicated below:

RESOLUTION NO.	RESOLUTIONS
Ordinary Business	
1	Adoption of Financial Statements (standalone & consolidated) for the year ended 31st March, 2016.
2	Approval of dividend for 2015-16.
3	Re-appointment of Smt.Sushila Devi Singhania as Director who retires by rotation.
4	Appointment of M/s. P.L. Tandon & Company, Chartered Accountants as Auditors for FY 2016-17 and fixing their remuneration.
Special Business/Ordinary Resolutions	
5	Appointment of Shri S.L. Bansal as a Non Executive Independent Director.
6	Ratification/confirmation of remuneration of Cost Auditor for the FY 2016-17.
Special Business/Special Resolutions	
7	Authorisation to Borrow upto ₹ 7500 Crores under the provisions of Section 180(1)(c) under the Companies Act 2013.
8	Authorisation to create/provide security against borrowing upto ₹ 7500 Crores favouring Banks, Institutions, Lenders in terms of Section 180(1)(a) of the Companies Act, 2013.
9	To reappoint Shri Yadupati Singhania as Chairman and Managing Director for three years w.e.f. 1.4.17 to 31.3.2020 in terms of provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
10	Issuance of Privately Placed Non Convertible Debentures upto ₹ 500 Crores during 2016-17 under Section 42 & 71 of Companies Act 2013.

Affix Revenue
Stamp of ₹ 1/-

Signed this day of, 2016

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 22nd Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

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
 Shyam Lal Bansal

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
 Axis Bank - UAE
 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
 Ashok Ghosh, President (Education & CSR)
 Rajnish Kapur, Business Head – Grey Cement
 B.K. Arora, President (Works) – White Cement
 Deepak Mehra, President (Marketing) - Grey Cement
 Niranjan Mishra, President (Marketing) - White Cement
 D. Ravi Shanker, President (Projects)
 Christer Mikael Eriksson, CEO - (UAE Operations)
 Anil Agrawal, Senior Vice President (Tax & Management Service)
 Arun Khurana, Head - Logistics
 A.K. Jain, Unit Head - Grey Cement, Karnataka
 S.K.Rathore, Unit Head - Grey Cement - Rajasthan
 Harish Agarwal, Unit Head - Grey Cement, Haryana
 Ajay Mathur, Marketing & Sales (U.A.E. Operations)
 V.D.V. Singh, Head - Corporate HR
 Ashok Cherian, Chief Information Officer

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/Wall Putty Plants	Gotan, Dist. Nagaur, Rajasthan Village: Rupand, Tehsil- Badwara, Dist. Katni, M.P.
Thermal Power Plants	Bamania, Shambhupura, Dist. Chittorgarh, Rajasthan Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Mangrol, Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan Muddapur, Dist. Bagalkot, Karnataka
Waste Heat Recovery Power Plant (For captive consumption)	i) Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan ii) Mangrol, Dist. Chittorgarh, Rajasthan
Overseas Undertaken By Subsidiary	
Dual process White/Grey Cement Plant	Plot No.7, Habhab, Tawian Fujairah, UAE



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