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**25th Annual General Meeting**

Date : 30 September, 2016

Time : 10:00 a.m.

Venue : SCF 18-19, Sector 28-C, Chandigarh-16002

**Important Information:** As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the meeting.

## BOARD OF DIRECTORS

Mr. Raj Kumar Gupta	Chairman (Non-Executive & Independent)
Mr. Mithan Lal Singla	Sr. Vice Chairman (Non-Executive & Non-Independent)
Mr. Madan Mohan Singla	Managing Director (Executive & Non-Independent)
Mr. Vijay Singla	Executive Director (Non-Independent)
Mr. Rakesh Garg	Executive Director (Non-Independent)
Ms. Preet Kamal Kaur Bhatia	Director (Non-Executive & Independent)

**CHIEF FINANCIAL OFFICER** Mr. Dhruv Singla

**VICE PRESIDENT** Mr. Uday Suryavanshi

**COMPANY SECRETARY** Mr. Neeraj Kaushal

## STATUTORY AUDITORS

S. Kumar Gupta & Associates  
Chartered Accountants  
S.C.O 35, 1<sup>st</sup> Floor, Madhya Marg,  
Sector-26, Chandigarh, 160026

## COMPLIANCE AUDITORS

P. Chadha & Associates  
Company Secretaries  
# 48, Sector 41-A  
Chandigarh, 160041

## REGISTRARS & SHARE TRANSFER AGENTS

Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99 Madangir,  
Behind Local Shopping Complex,  
Near Dada Harsukhdas Mandir, New Delhi, India

## BANKERS

Oriental Bank of Commerce  
Dera Bassi

## WORKS

Gholumajra, Derabassi,  
Ambala-Chandigarh Highway,  
Distt. SAS Nagar (Punjab)

## JTL Infra Limited

(CIN: L27106CH1991PLC011536)

Registered Office: SCF 18-19, First Floor, Sector 28-C, Chandigarh

Email: [finance@jagan.in](mailto:finance@jagan.in), Website: [www.jaganinternational.com](http://www.jaganinternational.com)

Phone: 0172-4668000, Fax: 0172-4667111

### NOTICE

Notice is hereby given that 25<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Friday, the 30<sup>th</sup> day of September 2016 at 10.00 A.M. at SCF 18-19, Sector-28, Chandigarh, the Registered Office of the Company, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Mithan Lal Singla (DIN: 00156885), Director of the Company who retires by rotation and being eligible offers himself for the re-appointment.
3. To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s S. Kumar Gupta & Associates, Chartered Accountants (Firm Registration No. 010069N) as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the Audit Committee in consultation with the auditors”.

#### SPECIAL BUSINESS

4. Approval of Cost Auditors' Remuneration:-

To pass the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Company for the financial

year ending March 31, 2017, be paid the remuneration of as set out in the Statement annexed to the Notice convening this Meeting;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has notified closure of Register of Members and Share Transfer Books from 25<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in

- physical form are requested to advise any change in their address or bank mandates immediately to the Company / Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 99, Madangir, behind Local Shopping Centre, New Delhi – 110062. Tel: (91) 11 29961281-84. Fax: (91) 11 29961284. E-mail: beetal@rediffmail.com.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 99, Madangir, behind Local Shopping Centre, New Delhi – 110062. Tel: (91) 11 29961281-84. Fax: (91) 11 29961284. E-mail: beetal@rediffmail.com.
  9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
  10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Beetal Financial & Computer Services Pvt. Ltd. for consolidation into a single folio.
  11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  12. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.
  13. Additional information on Directors recommended for appointment/ re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015:
    - i) **Mr. Mithan Lal Singla:**  
Mr. Mithan Lal Singla is the Senior most official of the Company, he is Director of the Company since Incorporation  
List of Companies (other than JTL Infra Limited) in which Mr. Mithan Lal Singla holds Directorship:
      - a) M/s Jagan Industries Pvt Ltd.
      - b) M/s Chetan Industries Ltd.  
Chairperson of Board Companies:  
Nil.

Member of the Board Committees in any other Company:

Nil

Shareholding in the Company:

5,96,700

14. **Important communication – Support Green Initiative**

The Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" by allowing paperless compliances by the companies and has issued circulars inter alia stating that service of notice/documents including Annual Report can be sent to the registered e-mail addresses of its members. To support this green initiative of the Government in full measure, members desirous of receiving the aforementioned documents in electronic mode, are requested to register their e-mail addresses. In respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to inform us by sending an email to us at [finance@jagan.in](mailto:finance@jagan.in). Further, please note that if there is any change in the email address registered with us, you are requested to update the same with your Depository Participants (in case of shares held in demat mode) and by sending an email to us at [finance@jagan.in](mailto:finance@jagan.in) ( In case of shares held in physical form)

15. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI( LISTING OBLIGATIONS & DISCLOSURE REQUIRMENTS) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.

**The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:-**

(i) The voting period begins on 27.09.2016 at 09.00 A.M and ends on 29.09.2016 05.00 P.M. During this period of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24.09.2016, 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) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(iv) Click on "Shareholders" tab.

(v) Now, select the "JTL INFRA LIMITED" from the drop down menu and click on "SUBMIT"

(vi) 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.

(vii) 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

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

(x) After entering these details appropriately, click on "SUBMIT" tab.

(xi) Members holding shares in physical form will then reach directly 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.

(xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xiii) Click on the EVSN for the relevant JTL INFRA LIMITED on which you choose to vote.

(xiv) 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.

(xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xvi) 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.

(xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xix) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(XX) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xxi) Note for Non – Individual Shareholders and Custodians

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

(i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 24.09.2016 may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget user details/password" option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

(xxi) Mr. Mast Ram Chechi, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Tuesday, 27<sup>th</sup> September, 2016 at 09:00 a.m. and ends on Thursday, 29<sup>th</sup> September, 2016 at 5:00 p.m., During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 24, September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By order of the Board

PLACE: Chandigarh  
DATE: 31.08.2016

Sd/-  
(Neeraj Kaushal)  
Company Secretary

## **EXPLANTORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/S Balwinder & Co., Cost Accountants as a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 on a remuneration of Rs. 25000/- p.a. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

None of the Directors/ Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

By order of the Board

PLACE: Chandigarh  
DATE: 31.08.2016

Sd/-  
(Neeraj Kaushal)  
Company Secretary

## DIRECTORS' REPORT

Dear Stakeholders,

Yours directors have pleasure in presenting their 25<sup>th</sup> (Twenty Fifth) Annual Report together with the Audited Financial Statement for the year ended 31<sup>st</sup> March 2016.

### **1. FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY:**

The summary of operating results for the year 2015-16 and appropriation of divisible profits is given below.

<b>Particulars</b>	(Rs. In Lacs)	
	<b>Year Ended 31.03.2016</b>	<b>Year Ended 31.03.2015</b>
Gross Sales	10500.94	13258.98
Less Excise Duty	1014.40	1326.99
Net Sales	9486.54	11931.98
Misc. Income	139.81	98.96
PBIT	244.52	277.02
Profit Before Tax	158.35	125.41
Profit After Tax	122.37	83.37
Profit brought forward from previous year/s	595.12	511.74
Profit Available for appropriation	716.29	595.12
Less adjustment on account of depreciation of fixed assets as per Companies Act 2013	(320.21)	(320.21)
Appropriation to:	397.28	274.91
Balance Carried to Balance Sheet		

### **REVIEW OF OPERATIONS AND BUSINESS PERFORMANCE**

During the year under review, the Companies net turnover has fallen to Rs. 9486.54 lacs as against Rs. 11931.98 lacs of previous year, this is generally due to fall in the price of the steel price in domestic as well as foreign market. Expenditure side of the company has also reduced from Rs. 11905.43 lacs to Rs. 9468 lacs during the current year. Resultantly, the Company profit before tax and extraordinary items comes out to be Rs. 158.34 lacs as against Rs. 125.41 lacs during last year which amount to total increase of 26.26 % as compare to last year Profit. Despite, the challenges prevailing in the Indian tube industry, the sector is poised to grow by having continuous focus on quality, value addition and further the cost management has helped your company to achieve this profitable growth. Your Directors are committed to explore all avenues to increase operations and profitability of the Company.

### **EXPORT PERFORMANCE**

Exports turnover has been decreased to Rs. 5318.77 Lacs as compared to Rs. 6630.30 lacs in the previous year. This is due to fall of Steel Prices in the International Market.

### **DIVIDEND**

Due to expansion programme, the management decided to conserve the surplus funds accrued to the Company during the financial year 2015-16. These funds will be utilized towards part-funding the proposed expansions projects. Hence, Board of Directors decided not to recommend the dividend to the shareholders.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

A Management discussion and Analysis as required under SEBI (LODR) Regulations, 2015 is annexed to this Annual report.

## **CORPORATE GOVERNANCE**

Pursuant to Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance along with reports on Management Discussion & Analysis and Certificate from the Auditor regarding compliance of conditions of Corporate Governance are made part of this report.

## **INDUSTRIAL RELATIONS**

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the company to improve its position.

## **ENVIRONMENT, HEALTH AND SAFETY MEASURES**

Adequate safety and environmental precautions have been implemented wherever deemed necessary.

Your company is having status of ISO 9001:2008 certification which is internationally recognized for the production, quality control etc. This certification gives the company international recognition and helps in boosting the export turnover.

## **DIRECTORS**

Mr. Mithan Lal Singla retires by rotation at the forthcoming AGM is eligible for re-appointment.

## **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

Company does not have any company as its Subsidiary, Associates or its Joint Ventures.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The Audit Committee and the Board of Directors have approved the Related Party Transactions Policy. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. There were no materially significant transactions with Related Parties during the financial year 2015-16 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in Note 16 of the Notes to the financial statements. Details of transactions with related parties are given in Form AOC - 2 which is attached as **Annexure-5**.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 in **Annexure-1** as per the provisions of the Act and rules framed thereunder is annexed to this Report.

## **NUMBER OF BOARD MEETINGS**

Fourteen Board Meetings were held during the year under review. For details of the Meetings, please refer to the Corporate Governance Report, which forms part of this report.

## **PARTICULARS OF THE EMPLOYEES**

During the year no employee, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197 of the Companies Act, 2013. Hence, the information required under this Section read with the Companies (Particulars of Employees) Rules, 1975, is not given.

## **AUDIT COMMITTEE**

The Audit Committee comprises three Directors, Mr. Raj Kumar Gupta & Ms Preet Kamal Kaur Bhatia, Independent Director and Mr. Vijay Singla, Whole Time Director. All the recommendations made by the Audit Committee during the year were accepted by the Board.

## **PARTICULARS OF EMPLOYEES**

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of the Act, and the Rules framed thereunder is enclosed as **Annexure 3** to the Board's Report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review the Company has not given any loan, guarantee and investment which is covered under Section 186 of the Companies Act, 2013.

## **RISK MANAGEMENT POLICY**

The Company is taking all the suitable steps to avoid the risks that arise in the Company. There is no such threat to the existence of the Company.

## **CORPORATE SOCIAL RESPONSIBILITY:**

Section 135 of the companies Act, 2013 regarding Corporate Social Responsibility is not applicable to the Company whereas the Company is actively supporting various initiatives on its own for the betterment of the locals of the vicinity where the project of the Company is situated at Gholumajra.

## **CHANGE IN SHARE CAPITAL**

There has been no change in the Capital Structure of the Company during the year under review.

## **NATURE OF BUSINESS**

The main activity of the Company is to manufacture and sale of ERW Black and Galvanized steel pipes, development of Infrastructural activities and all other activities revolve around that and henceforth, no product segment was made as per Accounting Standard 17.

## **DEPOSITS**

The company has not accepted any deposits from public during the year under review.

## **SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS**

To the best of our knowledge, the Company has not received any such orders from regulators, courts or tribunals during the year which may impact the going concern status of the Company or its operations in future.

## **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the Act) and the Rules there under. The Policy aims to provide protection to women at the workplace and

prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment. The Company has also constituted an Internal Complaints Committee in accordance with the Act, to inquire into complaints and take appropriate action.

The Company has not received any complaint of sexual harassment during the year.

**VIGIL MECHANISM**

The Company has adopted Vigil Mechanism policy that provides a formal mechanism for all Directors, Employees and vendors of the Company to approach the Chairman of Audit Committee and make protective disclosure about the unethical behavior, actual or suspended fraud or violation of the Code of Conduct of the Company.

The vigil mechanism comprises of whistle blower policy for directors, employees and vendors.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that

- (i) In the preparation of Balance Sheet and the Profit & Loss Account of the Company, for the financial year ended March 31, 2016, the applicable accounting standards have been followed.
- (ii) The Directors 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 or Loss of the company for that period.
- (iii) The Directors have taken proper and sufficient care to for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (iv) The annual financial statements have been prepared on a going concern basis.
- (V) The Directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (Vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**STATUTORY AUDITORS**

At the Annual General Meeting held on September 30, 2014, M/s. S. Kumar Gupta & Associates, Chartered Accountant, were appointed as the Statutory Auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in the Calendar Year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. S. Kumar Gupta & Associates, Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the Shareholders.

The Auditor's Report for fiscal 2016 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the Financial Statements in this Annual Report.

## **COST AUDIT**

As per the requirements of Central Government and pursuant to the provisions of Section 148 of the Companies Act, 2013, your Company carries out an audit of cost records every year. The Company has M/s Balwinder & Associates, Cost Accountants, as Cost Auditor of the Company for the financial year 2015-16.

The Board has appointed M/s Balwinder & Associates, Cost Accountants, as Cost Auditor of the Company for Fiscal 2017.

## **SECRETARIAL AUDIT**

P.Chadha & Associates, Practicing Company Secretaries, was appointed to conduct the Secretarial Audit of the Company for the fiscal 2016, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for fiscal 2016 forms the part of the Annual Report as **Annexure-4** to the Board's Report.

The Secretarial Auditor in his report has made the following observations:

1. Listing Agreement which was to be entered by the Company with in the 6 months of the Notification was entered by the Company on 21<sup>st</sup> March 2016.
2. The Company has appointed Mr. Neeraj Kaushal as the Company Secretary of the Company on 1<sup>st</sup> March 2016 and the intimation of the same was sent to Stock Exchange on 29<sup>th</sup> March 2016 which was not in compliance of the SEBI (LODR) Regulations.
3. The Company has not complied with regulations 46 of the SEBI (LODR) Regulations and has not published basic information on website of the Company.
4. The Company has not produced internal audit report for the financial year ended as on 31.03.2016 during the course of our audit.

Further the explanation given by the Board on the observation given by the Secretarial Auditor are as under:

1. As during the said period there was no Company Secretary in the Company. Same was entered with the Bombay Stock Exchange when new Company Secretary was appointed by the Company.
2. Information to the Bombay Stock Exchange was made by the Board but due to technical error same cannot be uploaded at that time whereas on later on security it was find by the Compliance Officer that information was not made to the BSE at that time fresh intimation is sent to them and uploaded on their site.
3. The Company is maintaing the website in time. Due to non-uploading of two or three polices the qualification was marked by the Secretarial Auditor. The Company is taking keen steps to upload these policies in time.
4. As the appointment of the Internal Auditor was made in the Month of March 2016 so Company & Internal Auditor was not able to complete the Internal Audit. Same is in the process.

## **LISTING**

The Shares of the company are listed at "Bombay Stock Exchange (BSE)" Mumbai. The listing fees to the stock exchanges has regularly been paid by the Company.

## **INSURANCE**

The properties/assets of your Company are adequately insured.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the

transactions are properly authorized and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to. Details of the same are provided in the Management Discussion and Analysis Report attached as Annexure E to this Report.

The Company has an established Internal Financial Control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team and presented to the Audit Committee. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

### **RESEARCH & DEVELOPMENT, CONVERSION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars prescribed under the Disclosure of particulars in the Report of the Board of Directors Rule, 1988 are furnished in the **Annexure-2** to this Report.

### **REMUNERATION POLICY OF THE COMPANY**

The objective of the Remuneration Policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Company's stakeholders

### **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS**

In line with the requirement of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 28<sup>th</sup> day of May 2015, wherein the performance of the non-independent directors including chairman was evaluated. The Board of Directors expresses their satisfaction with the evaluation process.

### **ACKNOWLEDGEMENT**

Yours Directors take this opportunity to thank the Company's customers, vendors, bankers, employees, shareholders and other business constituents for all time co-operation and support to the Company.

### **FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

PLACE: CHANDIGARH  
DATE : 13/08/2016

Sd/-  
(MADAN MOHAN SINGLA)  
MANAGING DIRECTOR  
DIN: **00156668**  
# 105, Sector 28-A  
Chandigarh

Sd/-  
(VIJAY SINGLA)  
WHOLE TIME DIRECTOR  
DIN: **00156801**  
# 105, Sector 28-A  
Chandigarh



**Annexure to the Directors' Report****Annexure-1**

**FORM NO: MGT-9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31<sup>st</sup> March, 2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

- |           |  |   |
|-----------|--|---|
| <b>1.</b> | CIN  | L27106CH1991PLC011536   |
| <b>2.</b> | Registration Date  | 29/07/1991  |
| <b>3.</b> | Name of the Company  | M/s JTL Infra Limited   |
| <b>4.</b> | Category/Sub- Category of the Company                                      | Public Company Limited by Shares.   |
| <b>5.</b> | Address of the Registered Office & Contact Details                         | SCF 18-19, Sector- 28 C, Chandigarh, 0172-4668000<br><a href="http://www.jaganinternational.com">www.jaganinternational.com</a><br><a href="mailto:finance@jagan.in">finance@jagan.in</a>   |
| <b>6.</b> | Whether Listed Company   | Yes   |
| <b>7.</b> | Name, Address & Contact details of the Registrar & Transfer Agent, if any. | M/s Beetal Financial & Computer Services (P) Ltd, Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi, Tel 011-29961281-83, Fax 011-29961284, Email: <a href="mailto:beetal@rediffmail.com">beetal@rediffmail.com</a> |

**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
1	Black & Galvanized ERW Steel Pipes & Tubes, hollow sections and structural steel that are extensively used in major engineering and construction projects.	24311	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1	NA	NA	NA

**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 end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	59,33,400	--	59,33,400	59.29	59,33,400	--	59,33,400	59.29	0.00
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	10,00,000	--	10,00,000	9.99	10,00,000	--	10,00,000	9.99	0.00
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A)</b>	69,33,400	--	69,33,400	69.28	69,33,400	--	69,33,400	69.28	0.00
<b>B. Public Shareholding</b>									
1. Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--

h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	--	--	--	--	--	--	--	--
<b>2. Non-Institutions</b>									
a) Bodies Corp.	12419	9120 0	103619	1.04	21706	9120 0	112906	1.13	0.09
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	37686	1724 50	210136	2.10	42793	1670 50	209843	2.10	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1248030	9618 10	2209840	22.08	1327030	9128 10	2239840	22.38	0.30
c) Others (specify)	--	--	--	--	--	--	--	--	--
Non Resident Indians	75	1200	1275	.01	80	1200	1280	.01	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
HUF	549160	--	549160	5.49	510161	--	510161	5.10	(0.39)
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--

<b>Sub-total (B)(2):-</b>	1847370	1226660	3074030	30.72	1901770	1172260	3074030	30.72	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1847370	1226660	3074030	30.72	1901770	1172260	3074030	30.72	0.00
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	8780770	1226660	10007430	100	8835170	1172260	10007430	100	0.00

## B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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.	Mr. Mithan Lal Singla	596700	5.96	0.00	596700	5.96	0.00	0.00
2.	Mr. Madan Mohan	1439700	14.39	0.00	1439700	14.39	0.00	0.00
3.	Mr. Vijay Kumar Singla	1467600	14.67	0.00	1467600	14.67	0.00	0.00
4.	Mrs. Shukla Singla	52500	.52	0.00	52500	.52	0.00	0.00
5.	Mr. Rakesh Garg	1418700	14.18	0.00	1418700	14.18	0.00	0.00
6.	Mr. Deepak Garg	62700	.63	0.00	62700	.63	0.00	0.00
7.	Mr. Chetan Singla	43800	.44	0.00	43800	.44	0.00	0.00
8.	Mr. Dhruv Singla	34500	.34	0.00	34500	.34	0.00	0.00
9.	Mithan Lal & Sons (HUF)	121200	1.21	0.00	121200	1.21	0.00	0.00
10.	Madan Mohan (HUF)	144000	1.44	0.00	144000	1.44	0.00	0.00
11.	Vijay Kumar Singla (HUF)	129000	1.29	0.00	129000	1.29	0.00	0.00

12.	Prem Kumar & Sons (HUF)	105000	1.05	0.00	105000	1.05	0.00	0.00
13.	Ms. Sweety Garg	37500	.37	0.00	37500	.37	0.00	0.00
14.	Ms. Santosh Rani	280500	2.80	0.00	280500	2.80	0.00	0.00
15.	M/s Jagan Industries	1000000	9.99	0.00	1000000	9.99	0.00	0.00

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	No Change	No Change	No Change	No Change
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year	No Change	No Change	No Change	No Change

**D) 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 at the beginning of the year			Cumulative Shareholding during the Year	
		Name of the Shareholder	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Ms Leena Bansal	135000	1.35	135000	1.35
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Ms Leena Bansal	135000	1.35	135000	1.35

	At the beginning of the year	Mr. Laxmi Kant	103500	1.03	103500	1.03
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Laxmi Kant	103500	1.03	103500	1.03

	At the beginning of the year	Mr. Anil Kumar Huf	98000	.98	98000	.98
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Anil Kumar Huf	98000	.98	98000	.98

	At the beginning of the year	Mr. Madan Lal	98000	.98	98000	.98
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Madan Lal	98000	.98	98000	.98

	At the beginning of the year	Mr. Mukesh Kumar	98000	.98	98000	.98
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Mukesh Kumar	98000	.98	98000	.98

	At the beginning of the year	Mr. Puneet	98000	.98	98000	.98
--	------------------------------	------------	-------	-----	-------	-----

		Kumar				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Puneet Kumar	98000	.98	98000	.98

	At the beginning of the year	M/s Onida Finance Ltd	91200	.91	91200	.91
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	M/s Onida Finance Ltd	91200	.91	91200	.91

	At the beginning of the year	Ms. Bhavna Gupta	90000	.89	90000	.89
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Ms. Bhavna Gupta	90000	.89	90000	.89

	At the beginning of the year	Mr. Anil Bansal	53100	.531	53100	.531
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Anil Bansal	53100	.531	53100	.531

	At the beginning of the year	Mr. Himashu Aggarwal	49000	.49	49000	.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Himashu Aggarwal	49000	.49	49000	.49

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	<b>Shareholding of each Directors and each Key Managerial Personnel</b>	Shareholding at the beginning of the year			Cumulative Shareholding during the Year	
		Name of the Directors	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Mr. Mithan Lal Singla	596700	5.97	596700	5.97
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Mithan Lal Singla	596700	5.97	596700	5.97

SN	<b>Shareholding of each Directors and each Key Managerial Personnel</b>	Shareholding at the beginning of the year			Cumulative Shareholding during the Year	
		Name of the Directors	No. of shares	% of total shares of company	No. of shares	% of total shares of the company
	At the beginning of the year	Mr. Madan Mohan Singla	1439700	14.39	1439700	14.39
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /	No Change	No Change	No Change	No Change	No Change



	bonus/ sweat equity etc):					
	At the end of the year	Mr. Madan Mohan Singla	1439700	14.39	1439700	14.39

SN	<b>Shareholding of each Directors and each Key Managerial Personnel</b>	Shareholding at the beginning of the year			Cumulative Shareholding during the Year	
		Name of the Directors	No. of shares	% of total shares of company	No. of shares	% of total shares of the company
	At the beginning of the year	Mr. Vijay Singla	1467600	14.67	1467600	14.67
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Vijay Singla	1467600	14.67	1467600	14.67

SN	<b>Shareholding of each Directors and each Key Managerial Personnel</b>	Shareholding at the beginning of the year			Cumulative Shareholding during the Year	
		Name of the Directors	No. of shares	% of total shares of company	No. of shares	% of total shares of the company
	At the beginning of the year	Mr. Rakesh Garg	1418700	14.18	1418700	14.18
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Rakesh Garg	1418700	14.18	1418700	14.18

SN	<b>Shareholding of each Directors and each Key Managerial Personnel</b>	Shareholding at the beginning of the year			Cumulative Shareholding during the Year	
		Name of the Directors	No. of shares	% of total shares of company	No. of shares	% of total shares of the company
	At the beginning of the year	Mr. Raj Kumar Gupta	49000	.49	49000	.49

Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
At the end of the year	Mr. Raj Kumar Gupta	49000	.49	49000	.49

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year			Cumulative Shareholding during theYear	
		Name of the Directors	No. of shares	% of total shares of company	No. of shares	% of total shares of the company
	At the beginning of the year	Mr. Dhruv Singla	34500	.34	34500	.34
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change	No Change
	At the end of the year	Mr. Dhruv Singla	34500	.34	34500	.34

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for Payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	14,04,63,235.87	72,09,332	--	14,76,72,567.87
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	14,04,63,235.87	72,09,332	--	14,76,72,567.87
<b>Change in Indebtedness during the financial year</b>				
* Addition	--	--	--	--
* Reduction	8,24,13,445.82	72,09,332	--	8,96,22,777.82
<b>Net Change</b>	8,24,13,445.82	72,09,332	--	8,96,22,777.82

Indebtedness at the end of the financial year				
i) Principal Amount	5,80,49,790.05	--	--	5,80,49,790.05
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>5,80,49,790.05</b>	<b>--</b>	<b>--</b>	<b>5,80,49,790.05</b>

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Madan Mohan Singla	Mr. Vijay Kumar Singla	Mr. Rakesh Garg	
1	Gross salary	18,00,000	18,00,000	18,00,000	54,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission - as % of profit - others, specify...	--	--	--	--
5	Others, please specify	--	--	--	--
	Total (A)	18,00,000	18,00,000	18,00,000	54,00,000
	Ceiling as per the Act	As per Act	As per Act	As Per Act	As per Act

### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors	--	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--	--
	Commission	--	--	--	--	--

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

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

Sr. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Mr. Dhruv Singla CFO	Mr. Neeraj Kaushal CS	Total
1	Gross salary	--	7,80,000	18000*	7,98,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
	others, specify...	--	--	--	--
5	Others, please specify	--	--	--	--
	Total	--	7,80,000	18000	7,98,000

**\*Salary of Mr. Neeraj Kaushal is for 1 Month.**

### XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					

Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>B. DIRECTORS</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

PLACE: CHANDIGARH  
DATE : 13/08/2016

Sd/-  
(MADAN MOHAN SINGLA)  
MANAGING DIRECTOR  
DIN: **00156668**

Sd/-  
(VIJAY SINGLA)  
WHOLE TIME DIRECTOR  
DIN: **00156801**

**Annexure to Directors' Report****Annexure-2****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO****A. CONSERVATION OF ENERGY****1. The steps taken or impact on conservation of energy**

- Optimum use of compressed air by controlling leakages and disciplined running of air compressors.
- Process of replacing CFL lights with LED lights continued.
- Installation of automatic Diesel Dispensing units to control misuse.

**2. The steps taken by the company for utilizing alternate sources of energy**

The Company is exploring use of Solar Energy as an alternate source.

**B. TECHNOLOGY ABSORPTION**

Nil

**The expenditure incurred on Research and Development:**

The Company has not carried out any research taken to increase exports, development of new export markets for products for and services and export plans.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Transactions during year:

Exports Sales (FOB Value)	<b>USD</b>	29.00
	<b>EURO</b>	24.22
	<b>GBP</b>	13.42

- Above figures are in lakhs

Particulars of amounts of the remitted during the year in foreign currency:

USD:	8500.00
EURO:	3324.00

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

PLACE: CHANDIGARH  
DATE : 13/08/2016

Sd/-  
(MADAN MOHAN SINGLA)  
MANAGING DIRECTOR  
DIN: **00156668**

Sd/-  
(VIJAY SINGLA)  
WHOLE TIME DIRECTOR  
DIN: **00156801**

**Annexure to Directors' Report**

**Annexure-3**

**PARTICULARS OF EMPLOYEES**

**PARTICULARS OF EMPLOYEE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

<b>Sr. Director No</b>	<b>Director</b>	<b>Details</b>
1.	The ratio of the remuneration of each Director of the median remuneration of the employees of the Company for the Financial Year.	Mr. Madan Mohan Singla 33.33% Mr. Vijay Singla 33.34% Mr. Rakesh Garg 33.33%
2.	The percentage of increase in remuneration of each Director, Chief Financial Officer, Chief Executive or Manager, if any, in the Financial Year.	Name As per As per payout terms Nil Nil Nil
3.	The percentage increase in the median remuneration; of employees in the financial year.	(5.12 %)
4.	The number of permanent employees on the rolls of Company.	90
5.	The explanation on the relationship between average increase in remuneration and company performance;	Companies Sales Turnover is decreased by 20.49% whereas decrease in Remuneration is 5.12%
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	No increase in the remuneration of Key Managerial Personnel.
7.	Variations in the market capitalization of the Company, price earnings ration as at the Closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies and in case of unlisted Companies, the variations in the Net Worth of the Company as at the close of the current financial year and previous financial year.	Details 31.03.2016 31.03.2015 Share 50.5 55.90 price BSE EPS 1.22 0.83 Net Worth 142350568 130113644.08
8.	Average percentile increase already made in the last financial year and its comparison with the percentile increase in the managerial remuneration and exceptional circumstances for increase in the managerial remuneration.	There has been no increase in the Managerial Remuneration.
9.	Comparison of each remuneration of the Key Managerial.	The remuneration of Key Managerial Personnel are in

- line with the performance of Company, agreed parameters for variables incentive and the industry standards.
10. The parameters of any variable components of remuneration availed by the Directors; All employee including the Managing Director's entitlement to incentive which is based on the individual's performance and Company's financial performance. Other components or remuneration are not variable during a particular year.
11. The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but received remuneration in excess of the highest paid Director during the year; The Managing Director is the highest paid Director, no Employee received remuneration higher than the Managing Director.
12. Affirmation that the remuneration is as per the remuneration policy of the Company. Remuneration paid during the year is as per the Remuneration policy of the Company.

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

PLACE: CHANDIGARH  
DATE : 13.08.2016

Sd/-  
(MADAN MOHAN SINGLA)  
MANAGING DIRECTOR  
DIN: **00156668**

Sd/-  
(VIJAY SINGLA)  
WHOLE TIME DIRECTOR  
DIN: **00156801**



## Annexure to Directors' Report

Annexure-4

### Form No: MR-3 Secretarial Audit Report

(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)  
(For the Period 01/04/2015 to 31/03/2016)

To,  
The Members,  
M/s JTL Infra Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions on the basis of documents produced before us and information provided to us and the adherence to good Corporate Practices by **M/s JTL Infra Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon:

Based on our verification of the **M/s JTL Infra Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31/03/2016, 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 matter and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s JTL Infra Limited ("the Company")** and produced before us for the financial year ended on 31/03/2016 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Company has complied with the relevant provisions of Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under where ever applicable to the company;

- III. The Company has complied with the relevant provisions of the Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder where ever applicable to the company;
- IV. There were no issues which required specific compliance of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as per the information provided & records produced before us;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) There were no issues which required specific approval of the provisions of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 amended upto date.
- (b) There were no issues which required specific approval of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 amended upto date.
- (c) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amended upto date.
- (d) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 amended upto date.
- (e) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 amended upto date.
- (f) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and dealing with client amended upto date.

(g) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 amended upto date; and

(h) There were no issues which required the specific compliance/approval of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 amended upto date;

VI. Based on the management representation made by the Company and its officers and documents produced before us and information provided to us, the Company has proper system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Guidelines and standards as applicable to the Company which are given below:-

- a. Labour 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, Employee State Insurance etc.
- b. Water Prevention and Control of Pollution Act,1974
- c. Air Prevention and Control of Pollution Act,1981
- d. Factory Act,1948
- e. Central Excise Act,1944
- f. Custom Act 1962

**We have also examined compliance with the applicable clauses of the following as per the information given & records produced before us:**

- I. Secretarial Standards with respect to Board and General Meetings issued by the Institute of the Company Secretaries of India.
- II. The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited.

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

information provided & records produced before us **subject to the following observations:-**

1. Listing Agreement which was to be entered by the Company with in the 6 months of the Notification was entered by the Company on 21<sup>st</sup> March 2016.
2. The Company has appointed Mr. Neeraj Kaushal as the Company Secretary of the Company on 1<sup>st</sup> March 2016 and the intimation of the same was sent to Stock Exchange on 29<sup>th</sup> March 2016 which was not in compliance of the SEBI (LODR) regulations.
3. The company has not complied with Regulation 46 of the SEBI (LODR) regulations and has not published basic information on website of the company.
4. The Company has not produced Internal Audit report for the financial year ended as on 31.03.2016 during the course of our audit.

We further report that:

The Board of Directors of the Company is duly constituted. 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 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.

Place :Chandigarh  
Date : 08.08.2016

For P. Chadha & Associates  
Company Secretaries

Sd/-  
(Prince Chadha)  
M.No. : A32856  
CP No.: 12409

**Annexure to the Directors' Report****Annexure-5****FORM NO: AOC-2****(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for disclosure or particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 entered at arm length transaction.

<b>Name of Related Party</b>	<b>Nature of Contract</b>	<b>Nature of Relationship</b>	<b>Duration of Contract</b>	<b>Amount (in Lacs)</b>
Mr. Madan Mohan Singla	Managerial Remuneration	KMP	April 1, 2012 – ongoing	18
Mr. Vijay Singla	Managerial Remuneration	KMP	April 1, 2012 – ongoing	18
Mr. Rakesh Garg	Managerial Remuneration	KMP	April 1, 2012 – ongoing	18
Mr. Dhruv Singla	Managerial Remuneration	KMP	May 30, 2014 ongoing	7.8
M/s Jagan Industries Ltd	Related Company	Sales	May 28, 2015	435.28
M/s Chetan Industries Ltd	Related Company	Purchase	May 28, 2015	35.19
		Purchase	May 28, 2015	349.39

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**
 PLACE: CHANDIGARH  
 DATE : 13/08/2016

 Sd/-  
 (MADAN MOHAN SINGLA)  
 MANAGING DIRECTOR  
 DIN: **00156668**

 Sd/-  
 (VIJAY SINGLA)  
 WHOLE TIME DIRECTOR  
 DIN: **00156801**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****(A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

Considering the global economic slowdown, Indian economy appears to be the bright spot growing at 7.5% in 2015-16 as against 7.3% in 2014-15. Services Sector in India remained the most vibrant sector in terms of contribution to national and state incomes, trade flows, FDI inflows, and employment. Industry sector also performed satisfactorily although commodity prices remained low due to weakness in economic activity and global trade especially in China's economy. Manufacturing and construction sectors, the key consuming sectors, had a mixed performance with lot of planned investments, but suffered from lack of implementation on the ground.

Indian iron and steel industry had a challenging time in 2015-16 with oversupply in China and lower demand of iron due to weak industrial activity in India. For the second consecutive year, iron exports from India dropped by 60% year on year which resulted in oversupply in the domestic market. However, in calendar year 2017, it is forecasted that world steel demand will return to growth of 0.4%.

The Government's efforts for quick reforms may result in investments in infrastructure and construction sectors and economic activities will pick up. Manufacturing sector including the casting industry is poised to grow with the Government's on-going and proposed investments in water and sanitation schemes, especially in new states like Telangana, as well as development of 100 smart cities in the country.

**(B) FINANCIAL PERFORMANCE:**

During the year, companies' production of G.I. Pipes has been reduced from 21427.464 M.T to 16479.193 M.T, whereas the production of Black Pipes has been increased from 1324.125 M.T to 3742.045 M.T. Trading export of the Company also increased during the previous year from 605.2 M.T to 917.175 M.T.

Total turnover of the Companies has been reduced from Rs. 11931.99 Lacs approx. to Rs. 9486.55 lacs approx. this is due to fall in the price of Steel in domestic as well international market. But overall profit of the company during the year has been increased from Rs. 83.38 Lacs approx. to Rs. 122.36 Lacs approx.

To sum up we can conclude that the company has delivered its best ever performance for a second year in succession.

**(C) OPPORTUNITIES:**

Foundry Industry in India is poised to grow because of "Make in India" initiative of the Government, as the Industry is a significant contributor to engineering and manufacturing activities with almost all equipment or machinery having some casting in it.

During the year 2015-16, the Company judiciously chose the market and customer segments which helped to optimize the overall price realization. During 2016-17, the Company's focus on increasing sale to direct customers with higher customized grades sale and enhances focus on proximate and credit-free market of eastern India are being planned to increase value which can be realized from the iron market.

**(D) THREATS:**

In the short-term, the slowdown in the global iron and steel market which started in 2014-15 and continued in 2015-16 may extend in 2016-17 as well. With a 60 % drop in pig iron exports in 2015-16 and the likelihood of continued global slowdown in 2016-17, there may be challenging times ahead for the domestic pig iron industry due to temporary oversupply. Further, indications of international coal and coke prices firming up in the near future along with the likelihood of imposition of anti-dumping duty on chins coke may put pressure on margins for pig iron manufacturers.

**(E) OUTLOOK:**

Production of the Galvanized Pipes in 2016-17 is projected to be almost at the same level as the previous level, whereas production of Black Steel Pipes will be more, as its demand in the international as well as domestic market is on higher side. This will results in lower sale of Galvanized pipes but increased sale of Black Steel pipes which will be more value creating for the shareholders.

In the long-term, demand for foundry grade iron is expected to improve on account of Government's focus on "Make in India".

**(F) RISKS & CONCERNS:**

Your Directors have put in place critical risk management framework across the Company for identification and evaluation of all the potential risks. Your Company is Continuously evolving and improving systems and measures to take care of all the risk exigencies involved in the business. All the inherent risks are identified, measured, monitored and regularly reported to management. The management decides measures required to overcome these risks and ensures implementation of proper risk mitigation plans, the risk report and mitigation plans are presented to the Board of Directors periodically.

**(G) INTERNAL CONTROLS:**

Your Company has an effective Internal Control System to prevent fraud and misuse of the Company's resources and protect shareholder's interest. Your company has an Independent Internal Audit Department to monitor and review and focus on the compliances of various business process. The Internal Audit report along with audit findings and tracking of process improvements and compliances is presented for review to the Audit Committee of Board of Directors.

**(H) SEGMENT REPORTING:**

The main activity of the Company is to manufacture and sale of ERV Black and Galvanized Steel Pipes and all other activities revolve around that and henceforth, product segment was not required as per Accounting Standard 17.

**(I) HUMAN RESOURCE AND INDUSTRIAL RELATIONS:**

In the year under review, the overall industrial relations have been cordial and conducive to work. The Company recognizes the value and contribution of its employees. And earnestly endeavors to create a responsive organization with emphasis on performance with responsibility and accountability. Continuous appraisal of the competencies of the personnel in line with job requirements is carried out to facilitate higher levels of output and productivity. The Company's human resources management systems and process

are designed to create a responsive, customer centric, market-focused culture and enhance organizational vitality.

**(J) CAUTIONARY STATEMENT:**

This discussion and analysis have been provided with a view to enable shareholders with a better understanding of the performance of the Company. In certain areas the discussion may cover strategic decision and management expectations from the same. Such forecasts should not be construed as a guarantee of performance and actual results may differ significantly depending upon the operating conditions and external environment.

**(K) HUMAN RESOURCE MANAGEMENT:**

The skills and capabilities of our team remain our most valuable asset. JTL INFRA LIMITED seeks to attract and retain the best talent available. Human Resource Management incorporates a process driven approach that invests regularly in the training and development needs of employees through succession planning, job rotation, on the job training and extensive training workshops and programs.

The Company's Talent Management process focused on building talent at various level in the Organization. A number of professions in different functions had been hired keeping in mind the Company's future needs to build a leadership pipeline. Also, new people had been hired to build capabilities in new areas and to fill any gaps. As such, the Company has focused on developing internal talent through a robust identification process and with a clear development plan designed for each such talent.

During the year, the Company held various employee engagement programs in order to boost employee morale, inculcate a feeling of team work and camaraderie, and create a mechanism to recognize individual and team contributions to the organizations.

**For & on Behalf Of  
M/s J T L Infra Limited**

**Date: 13/08/2016  
Chandigarh**

Sd/-  
**Madan Mohan Singla  
Managing Director  
DIN:00156885  
House NO 105  
Sector- 28 A  
Chandigarh**

Sd/-  
**Vijay Singla  
Whole Time Director  
DIN: 00156801  
House NO 105  
Sector- 28 A  
Chandigarh**



## REPORT ON CORPORATE GOVERNANCE:

### Corporate Governance Report:

The company's Corporate Governance philosophy is to continuously strive to attain higher level of accountability, transparency, responsibility and fairness in all aspects of its operations. Your Company remains committed towards protection and enhancement of overall long term value of all its stakeholders - shareholders, investors, customers, lenders, employees and the society. The company also acknowledges and appreciates its responsibility towards and society at large and has embarked upon various initiatives to effectuate this.

During the year under review, your Company continued its pursuit of achieving these objectives through the adoption of competitive strategies, prudent business plans and strategic monitoring and mitigation of risks, while at the same time, creating checks and balances and an organization that values people, propriety, equity and fair play. The company follows sound and healthy business practices in all facets of its operations and conducts its business in a transparent manner. The Company remains committed towards ensuring observance of corporate Governance principles in all its dealings, thereby ensuring the interests of the shareholders.

In this report, we confirm our compliance with the Corporate Governance criteria as provided under SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.

### Board of Directors

The Board is at core of the Company's Corporate Governance practices. It oversees the management and ensures the achievement of long term objectives of the company.

Your Company believes that an active, independent and participative board is a prerequisite to achieve and maintain the desired level of Corporate Governance. The composition of Board confirms to this objective. JTL ensures that the Board is provided with all relevant operational information to maintain a transparent decision making process.

### Composition of Board

As on March 31, 2016 the Board of Directors has 6(Six) members, with optimum combination of both Executive and Non-executive Directors. Company's Board now comprises of three Promoter Executive Directors, one Promoter Non-executive Director and two Independent Non Executive Directors. Chairman of the Board committee is an Independent Director. The Composition of the Board is in conformity with the Clause 17 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

### Board Meetings

Minimum four prescheduled Board meetings are held every year. Additional meetings are held by giving appropriate notice to address specific needs of the company. The Board of Directors met 14 times during the year on 28/05/2015, 23/06/2015, 29/07/2015, 13/08/2015, 31/08/2015, 07/09/2015, 27/09/2015, 30/10/2015, 05/11/2015, 13/11/2015, 15/12/2015, 08/02/2016, 01/03/2016, 21/03/2016. Difference between in any two Board Meeting is not more then 120 days.

### Director's Attendance Record and Directorship held

None of the Directors are members of more than 10 Board level committees, nor are they Chairman of more than five committees in which they are members.

Details of the Board as on March 31, 2016, attendance of Directors at the Board of Directors Meetings held during 2015-16 and the last Annual General Meeting (AGM) held on 30.09.2015 are as follows:

Sr. No.	Name of Director	Category#	DIN	Attendance Particulars			No. of other Companies Directorships and Committee memberships/ chairmanships of the company*		
				No. of Board Meetings attended		Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
				Held	Attended				
1	Sh. Raj Kumar Gupta	CHAIRMAN/ ID/ NED	00952271	14	14	Yes	1	3	0
2	Sh. Madan Mohan Singla	ED/PD	00156668	14	14	Yes	3	0	0
3	Sh. Vijay Singla	ED/PD	00156801	14	14	Yes	3	1	0
4	Sh. Rakesh Garg	ED/PD	00184081	14	14	Yes	3	0	0
5	Sh. Mithan Lal Singla	NED/PD	00156885	14	14	Yes	2	2	0
6	Mrs. Preet Kamal Kaur Bhatia	ID/NED	07070977	14	5	No	0	3	3

**Shareholding and Remuneration of Non-Executive Directors (NED):**

Name of Director	Category	No. of shares held (R 10/- paid up)	Remuneration/Sitting Fee
Sh. Raj Kumar Gupta	ID/NED	49000	Nil
Ms Preet Kamal Kaur Bhatia	ID/NED	Nil	Nil

**Role of Board Members:**

The Board of Directors of the Company directs the Company by formulating and reviewing Company's policies, strategies and business plans. The Board of the Company provides leadership and strategic guidance to the Company and exercises control over the Company, while remaining at all times accountable to the shareholders.

The Board of Directors of the Company is constituted in compliance with the Corporate Governance principles. As on the date of adoption of Corporate Governance Report, the Board is having six members with Sh. Raj Kumar Gupta, chairing the Board.

The Company has not entered into any materially significant transaction with its Directors/Management or relatives etc. affecting the interest of the Company at large except in normal course of business.

## **Procedure of the Board Meetings:**

The meetings of the Board are convened by giving appropriate advance notice to the members of the Board.

The Secretary of the Company circulates internal notice to all the Board members and division heads asking for the suggestions/ details of any matter which requires discussion or approval of the Board so that the same could be incorporated in the agenda of the Board meeting. The date of the Board meeting is fixed taking into account convenience and availability of the Board members.

The Board of the Company is presented with all the relevant information on various vital matters affecting the working of the Company as well as those matters, which require deliberation at the highest level. Board Members are given appropriate documents / detailed notes and information in advance of each Board and Committee Meeting. The minutes of the Committee of Board of Directors are taken as read at the meeting of Board for information of the members. The follow up actions of important agenda items of previous Board meeting are placed at the Board meeting for review of the Board.

The Compliance officer of the Company conducts the Board meetings and prepares all documents including minutes of the meeting in compliance with the provisions of the Companies Act and other statutory enactments.

## **Compliance Officer**

Mr. Neeraj Kaushal, Company Secretary of the company is designated as a Compliance Officer of the Company, was appointed on 1<sup>st</sup> March 2016 who can be contacted at: **JTL INFRA LIMITED**, Regd. Office, SCO 18-19, FF, Sector 28C, Chandigarh. Email id:- [finance@jagan.in](mailto:finance@jagan.in).

## **Directors retiring by Rotation**

In Compliance with provisions of the Companies Act, 2013, Mr. Mithan Lal Singla will be retiring by the rotation at the forthcoming Annual General Meeting and being eligible, offered themselves for re-appointment.

## **Code of Conduct**

The Members of the Board and Senior Management personnel have affirmed the Compliance with Code applicable to them during the year ended 31 March, 2016. The Annual Report of the Company contains a Certificate by the Managing Director in terms of the Regulation 17(5) of the Listing Regulations based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management Personnel.

## **CEO/CFO CERTIFICATION**

As required under the Listing Regulations, the Managing Director & CFO have certified to the Board regarding Financial Statements for the year ended 31st March, 2016, which was placed before the Board of Directors at their meeting held on 13th August, 2016 and forms part of this report.

## **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

A separate meeting of Independent Directors was held in accordance with the Companies Act and Listing Regulations, to review performance of non independent Directors, the Chairman and the Board as a whole and assess the quality, quantity and timeliness of flow

of information between the Management and the Board. All independent Directors attended the meeting.

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees after seeking inputs from all the Directors and members of relevant Committees. The Board also carried out performance evaluation of each Director based on the evaluation carried out by the Nomination and Remuneration Committee (NRC). The criteria for performance evaluation was set out by NRC and adopted by the Board. These included composition and structure of the Board and its Committees, effectiveness of the Committees, knowledge of the Company's operations by the members, their participation at meetings including preparedness for issues for consideration, level of contributions in assessing and improving performance of the Company and interactions amongst themselves and with senior management. Adherence to Code of Conduct of the Company, fiduciary and statutory obligations, continuing maintenance of independence by independent Directors were a part of the performance evaluation.

The Board was satisfied with its composition and its diversified nature and that all Directors upheld the highest standards of integrity and probity, adhered to the Company's code of conduct, made constructive and effective contribution at meetings and generally carried out their responsibilities well in the interest of the Company and its stakeholders.

A separate meeting of independent Directors was held to review the performance of non-independent Directors, performance of the Board as a whole and performance of the Chairman of the Company, taking into account the views of other Directors. That review was most satisfactory.

## **Committees of the Board**

JTL has three Board level committees to discuss, deal with matters in detail and to monitor the activities falling within the terms of reference and to discharge the roles and responsibilities as prescribed under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 from time to time.

The committees act on behalf of Board as representative for the matters assigned to them by the Board. The decision taken by the Committees are reviewed by the Board from time to time. The minutes of Committee meeting are placed before the Board meetings at regular intervals. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees. Details on the role and composition of these committees, including the number of committees held during the financial year and the related attendance are given below:

## **Audit Committee**

The current terms of reference of the Audit Committee fully comply with the requirements of regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. As of March 31, 2016 Audit Committee comprises of three directors out of which two are independent director. The Board is primarily responsible for internal controls and the financial reporting process. The Statutory Auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing and accounting standards, and for issuing reports based on such audits. The Audit Committee has been entrusted by the Board of Directors to supervise these processes and reporting.

These broadly include approval of internal audit programme, review of financial reporting systems, internal control systems, ensuring compliance with statutory and regulatory provisions, discussions on quarterly, half yearly and annual financial results, interaction with senior management, statutory and internal auditors, recommendation for re-appointment of statutory auditors etc.

During the Financial Year 2015-16, 4 meetings of the Audit Committee were held on, 28/05/2015, 23/07/2015, 02/11/2015 & 08/02/2016.

The details of present composition of the committee and attendance of the members at the meetings are as under:

<b>Sr. No</b>	<b>Name of the Member (Director)</b>	<b>Category</b>	<b>No. of Audit Committee Meeting held</b>	<b>No. of Audit Committee Meeting Attended</b>
1.	Mrs. Preet Kamal Kaur Bhatia.	NED/ID/ Chairperson	4	4
2.	Mr. Raj Kumar Gupta	NED/ID	4	4
3.	Mr. Vijay Singla	ED/PD	4	4

All members of the Audit Committee are financially literate and possess requisite accounting or financial management expertise.

The powers, role and terms of reference of the Committee are as per Regulation 18 of SEBI (LODR) Regulations, 2015

The broad terms of reference of the Audit Committee are:

1. Oversee the Company's financial reporting process and review its financial statements.
2. Recommend the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and fixation of their fees.
3. Review of internal control and internal audit system.
4. Review of risk management policies and practices and also includes the following:
  - a. To investigate any activity within its terms of reference.
  - b. To seek information from any employee, if needed.
  - c. To obtain outside legal or other professional advice.
  - d. To secure attendance of outsiders with relevant expertise.

#### **Share Transfer and Investors' Grievance (STIG) Committee**

The STIG Committee has formed pursuant to regulations 20 of the SEBI (LODR) Regulations, 2015, for specifically looks in to redressal of shareholders and investors' complaints such as transfer of shares, non-receipt of share certificates, non-receipt of Balance sheet, non-receipt of declared dividends and to ensure expeditious transfer process.

During the Financial Year 2015-16, 2 meetings of the committee were held on 25/07/2015 & 17/10/2015.

The details of present composition of the STIG committee and attendance of the members at the meetings are as under:

Sr. No	Name of Director	Category	Attendance Particulars	
			No. of Committee Held	Meetings Attended
1.	Ms. Preet Kamal Kaur Bhatia	C/NED/ID	2	2
2.	Mr. Raj Kumar Gupta	NED/ID	2	2
3.	Mr. Mithan Lal Singla	NED/PD	2	2

No Complaints were received from any Shareholder of the Company during the relevant previous year. .

### Nomination & Remuneration Committee

Remuneration Committee has constituted to consider and fix the remuneration payable to the Executive Directors. The terms of reference of the Committee includes the determination of remuneration packages of the Executive Directors including remuneration policy, pension rights and any compensation payment or stock options and to approve the payment of managerial remuneration up to the limits specified therein. The Committee comprises of, Mrs Preet Kamal Kaur Bhatia as the Chairman, Mr. Raj Kumar Gupta & Mr. Mithan Lal Singla, Director of the Company.

Sr. No	Name of Director	Category	Attendance Particulars	
			No. of Committee Held	Meetings Attended
1.	Ms. Preet Kamal Kaur Bhatia	C/NED/ID	3	3
2.	Mr. Raj Kumar Gupta	NED/ID	3	3
3.	Mr. Mithan Lal Singla	NED/PD	3	3

### Nomination & Remuneration Policy

The Company while deciding the remuneration package of the Senior Management Executives takes following points in to consideration:

1. Responsibilities and performance of the Senior Management Executives.
2. Present Employment Scenario.
3. Remuneration package of the industry to which Company belongs to and that of other Industries.

### SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, effective from 1st December, 2015, the Company has entered into new Listing Agreements with BSE Limited:

### General Body Meetings

#### Particulars of General Meetings held in last three years:

AGM/EGM	Year	Venue	Day & Date	Time	No. of Special Resolution passed
24 <sup>th</sup> A.G.M	2014-15	SCO 47, Zinc Restaurant, Madhya Marg, Sector 26, Chandigarh	Wednesday, the 30 <sup>th</sup> Day of September, 2015	09:00 A.M	2

23 <sup>rd</sup> A.G.M	2013-14	SCO 47, Zinc Restaurant, Madhya Marg, Sector 26, Chandigarh	Tuesday, the 30 <sup>th</sup> Day of September 2014	09.00 A.M	<b>4</b>
22 <sup>nd</sup> A.G.M	2012-13	SCO 47, Zinc Restaurant, Madhya Marg, Sector 26, Chandigarh	Monday, the 30 <sup>th</sup> day of September 2013	09.30 A.M.	Nil

No special resolution was put through Postal Ballot during the year 2014-15.

#### **Whistle Blower Policy/Vigil Mechanism**

The Company has adopted a whistle blower policy, to provide formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. It provides for adequate safeguards against victimization of employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee.

No instance has been reported when any person was denied access to the Audit Committee.

#### **Code for prevention of Insider Trading Practices**

In compliance with SEBI's Regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for prevention of insider trading. The Code lays down guidelines and procedures to be followed and disclosures to be made, by Designated Persons, while dealing with shares of the Company and cautioning all concerned of the consequences of violations.

#### **Disclosure of Accounting Treatment:**

The Accounting treatment in the preparation of Financial Statements is in line with that prescribed by the Accounting Standards under specified section of Companies Act, 2013.

#### **Means of Communication**

##### **(a) Publication of results**

Quarterly, half-yearly and annual financial results of the Company are published in leading English and vernacular language newspaper, viz., Financial Express & Jan stta.

##### **(b) Website and News Releases:**

The Company's website [www.jaganinternational.com](http://www.jaganinternational.com) displays the information, prescribed to be made available on website of the Company under the Listing Regulations, which inter alia includes - details of business of the Company, terms & conditions of independent directors, composition of board committees, policies adopted by the Company, shareholding pattern, presentations made to the Analysts / Institutional investors, announcements / disclosures made by the Company, notices published in the newspapers, Annual Reports, quarterly & Annual Financial results, contact for investor grievances, etc

##### **(c) Stock Exchange**

Company makes timely disclosures of necessary information to BSE Limited where Company's shares are listed, in terms of the Listing Regulations and other Rules and regulations issued by SEBI, electronically through at its web-based portals - BSE Listing center.

#### **Management Discussion and Analysis Report**

Management Discussion and Analysis Report has been attached to this Annual Report.

## **Compliance with Mandatory Requirements**

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under Listing Regulations.

In addition to the above, Company has also complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

## **GENERAL SHAREHOLDERS' INFORMATION**

### **Annual General Meeting proposed to be Held**

Day, Date & Time                      Friday, the 30<sup>th</sup> day of September 2016 at 10.00 A.M.

Venue    SCF 18-19, Sector 28-C, Chandigarh, 160002

**Financial year**                              1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017

### **Financial Calendar 2015-2016 (Tentative)**

Results for the quarter ended 30 <sup>th</sup> June, 2016	By 13 <sup>th</sup> August, 2016
Results for the quarter ended 30 <sup>th</sup> Sep, 2016	By 14 <sup>th</sup> November, 2016
Results for the quarter ended 31 <sup>th</sup> Dec, 2016	By 14 <sup>th</sup> February, 2017
Results for the quarter ended 31 <sup>st</sup> March, 2017	By 30 <sup>th</sup> May, 2017

**Book Closure Dates :** Sunday, 25<sup>th</sup> September 2016 to Friday, 30<sup>th</sup> September 2016  
(Both days inclusive )

### **Listing on Stock Exchange**

Bombay Stock Exchange Limited, Mumbai

### **Date of Transfer of Unclaimed Dividend**

The dividends which remains unclaimed for seven years will be transferred to Investors Education and Protection Fund (IEPF) established by the Govt. of India. Shareholders who have not yet encashed their dividend warrants relating to the dividend are requested to immediately send their request for issue of duplicate warrants. Once unclaimed dividend is transferred to IEPF, no claim will lie in respect thereof either with the company or the IEPF. Unpaid Dividend for the year 2009-10 declared on 14/08/2010 will be due for transfer to IEPF on 20/09/2017.

### **Registrar and Share Transfer Agents**

Beetal Financial & Computer Services (P) Ltd, Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi.

Tel (91) -11-29961281-83, Fax (91) -11-29961284, Email: [beetal@rediffmail.com](mailto:beetal@rediffmail.com)

### **Share Transfer System**

The company has made arrangement with M/s Beetal Financial & Computer Service Pvt Ltd, the common agency for Share Transfer and depository services.

### **Dematerialization of shares and liquidity**

The Equity Shares of the Company have been admitted by both depositories namely, NSDL and CDSL.

BSE Scrip ID : 534600

Demat ISIN No. : INE 391J01016



As on 31<sup>st</sup> March, 2016, 8835170 equity shares representing 88.286% of the company's total paid up capital had been dematerialized.

## STOCK DATA

Table below gives the monthly high and low prices and volumes of trading of Equity Shares of the Company at Bombay Stock Exchange Limited (BSE) for the year 2015-16 (Face Value Rs. 10/- per share)

<b>BOMBAY STOCK EXCHANGE</b>			
<b>Month &amp; Year</b>	<b>High</b>	<b>Low</b>	<b>Volume(No. of Shares Traded)</b>
April, 2015	55.90	55.90	6
May, 2015	61.00	38.65	318716
June, 2015	37.50	28.50	237772
July, 2015	44.70	30.45	236314
August, 2015	46.80	37.50	54215
September, 2015	54.00	34.00	183935
October, 2015	48.60	44.60	103
November, 2015	58.00	44.00	142219
December, 2015	55.00	48.50	12156
January, 2016	46.10	46.10	70
February, 2016	51.00	48.40	150
March, 2016	50.50	50.50	1380

## Distribution of shareholding as at 31/03/2016:

Distribution of shareholding of the equity shares of the company by size and ownership class as on 31/03/2016 is as under:

(a) Shareholding pattern by size:

<b>No. Of Shares Held</b>	<b>No. Of Shareholder</b>	<b>% to Total</b>	<b>No. Of Shares</b>	<b>% to Total</b>
Upto 5000	509	85.98	155513	1.55
5001 to 10000	13	2.20	77075	0.77
10001 to 20000	4	.68	56600	0.57
20001 to 30000	5	.84	129412	1.29
30001 to 40000	3	.51	102030	1.02
40001 to 50000	37	6.25	1804400	18.03
50001 to 100000	9	1.52	741500	7.41
100001 & above	12	2.02	6940900	69.36
<b>Total</b>	<b>592</b>	<b>100</b>	<b>10007430</b>	<b>100</b>

(b) Shareholding Pattern by ownership:

<b>Category</b>	<b>No of Shares held</b>	<b>Voting Strength (%)</b>
Promoters Holding	6933400	69.28
Non-Promoter Holding	3074030	30.72

<b>Total</b>	<b>10007430</b>	<b>100</b>
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**Plant Location**

Gholumajra, Dera Bassi, Ambala-Chandigarh Highway, Distt. SAS Nagar (Punjab).  
Tel: (91) 1762 261261-63. Fax: (91) 1762 280720. E-mail: [info@jagan.in](mailto:info@jagan.in).

**Address for Correspondence and Registered Office**

SCO 18-19, Sector 28C, Chandigarh – 160002. Tel: (91) 172 4668000. Fax: (91) 172 4667111. E-mail: [finance@jagan.in](mailto:finance@jagan.in).

**Non- Mandatory Requirements:**

The Company is taking steps to comply with the non- mandatory requirements. The Board wishes to ensure that the non- mandatory disclosures requirements would be complied in the near future.

**For & on Behalf Of  
M/s J T L Infra Limited**

**Date: 13/08/2016  
Chandigarh**

Sd/-  
**Madan Mohan Singla**  
**Managing Director**  
**DIN:00156885**  
**House NO 105**  
**Sector- 28 A**  
**Chandigarh**

Sd/-  
**Vijay Singla**  
**Whole Time Director**  
**DIN: 00156801**  
**House NO 105**  
**Sector- 28 A**  
**Chandigarh**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR  
MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER  
REGULATION 17(5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS), REGULATIONS, 2015**

This is to confirm that the Company has adopted Code of Conduct for its employees including the Managing Director and Whole-Time Directors.

I confirm that the Company has in respect of the Financial year ended 31<sup>st</sup> March 2016, received from the senior Management team of the Company and the Members of the Board a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on 31<sup>st</sup> March, 2016.

**For JTL Infra Limited**

**Date: 13/08/2016**  
**Chandigarh**

Sd/-  
Madan Mohan Singla  
**Managing Director**  
**DIN: 00156668**

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF  
CORPORATE GOVERNANCE**

To,  
the Members of  
**JTL Infra Limited.**

I have examined the compliance of conditions of Corporate Governance by JTL Infra Limited (the "Company") for the year ended on 31 March, 2016, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Clause 49 of the Listing Agreements of the Company with stock exchanged in India (as applicable).

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations, 2015/ Listing Agreements, to the extent applicable to the Company during the year under report.

I 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 S. Kumar Gupta & Associates**  
**Chartered Accountants**  
**FRN: 010069N**

**Date: 13/08/2016**  
**Chandigarh**

Sd/-  
**(Sunil Gupta)**  
**FCA, Prop**  
**M. No: 085624**

## **INDEPENDENT AUDITORS' REPORT**

**To the Members of**

**JTL INFRA LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of JTL INFRA LIMITED ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

#### **Auditor's Responsibility**

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

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

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

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

estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 31 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 Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as 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 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; 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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position except some litigations going on in respect of income tax

matters not involving material amounts.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There is no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.

**For S Kumar Gupta & Associates**  
Chartered Accountants  
FRN: 010069N

Sd/-  
**(SUNIL GUPTA)**  
FCA, Prop.  
M.No085624

Place of Signature: Chandigarh  
Date: 30/05/2016

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a specified period. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on physical verification of stocks as compared to book records were not material and have been properly dealt with in the books of account
- (iii) The Company has not granted loans to any body corporate in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Therefore the para (iii) of the order is not applicable.
- (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 investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of these records with a view to determining whether they are accurate or complete.



- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

- (h) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not defaulted in repayment of any loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the 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. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (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 sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements and notes to accounts as required by the applicable accounting standards.
- (xiv) According to the information and explanations give 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. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For S Kumar Gupta & Associates**  
Chartered Accountants  
FRN: 010069N

Sd/-  
**(SUNIL GUPTA)**  
FCA, Prop.  
M.No. 085624

Place of Signature: Chandigarh  
Date: 30/05/2016

**Annexure - B to the Auditors' Report**

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**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 **JTL INFRA 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.

**Auditors' 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 S Kumar Gupta & Associates**  
Chartered Accountants  
FRN: 010069N

Sd/-  
**(SUNIL GUPTA)**  
FCA, Prop.  
M.No. 085624

Place of Signature: Chandigarh

Date: 30/05/2016

<b>Balance Sheet as at 31st March, 2016</b>			
<b>Particulars</b>	<b>Notes</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
(a) Share Capital	1	100,074,300.00	100,074,300.00
(b) Reserves and Surplus	2	42,156,919.29	30,039,344.08
(c) Money received against share warrants		-	-
<b>Share application money pending allotment</b>			
<b>Non-Current Liabilities</b>			
(a) Long-term borrowings	3	2,613,397.49	11,202,424.02
(b) Deferred tax liabilities (Net)	4	2,197,256.00	1,677,128.00
(c) Other Long term liabilities	5	25,586,330.79	15,601,146.06
(d) Long Term Provisions		-	-
<b>Current Liabilities</b>			
(a) Short-term borrowings	6	55,436,392.56	136,470,143.85
(b) Trade payables	7	62,712,718.00	29,565,911.00
(c) Other current liabilities	8	7,856,457.89	28,769,970.70
(d) Short-term provisions	9	6,813,711.50	6,905,535.75
<b>Total</b>		<b>305,447,483.52</b>	<b>360,305,903.46</b>
<b>Assets</b>			
<b>Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	10	34,338,418.23	30,977,594.18
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	11	2,644,320.78	2,237,807.00

(e) Other non-current assets		-	-
<b>Current assets</b>			
(a) Current Investments		-	-
(b) Inventories	12	98,032,512.38	76,467,069.47
(c) Trade receivables	13	71,929,534.22	157,089,662.10
(d) Cash and cash equivalents	14	18,245,736.10	9,169,806.85
(e) Short-term loans and advances	15	55,207,213.43	67,016,976.48
(f) Other current assets	16	25,049,748.38	17,346,987.38
<b>Total</b>		<b>305,447,483.52</b>	<b>360,305,903.46</b>
The notes referred to above are an integral part of Balance Sheet.			
Significant Accounting Policies as Note '24'			
As per our report of even date,			
<b>For S. KUMAR GUPTA &amp; ASSOCIATES</b>		For and behalf of the board,	
Chartered Accountants		<b>For JTL INFRA LIMITED</b>	
Firm regn No. 010069N			
Sd/-	Sd/-	Sd/-	Sd/-
<b>(CA SUNIL GUPTA)</b>	<b>DHRUV SINGLA</b>	<b>NEERAJ KAUSHAL</b>	<b>MADAN MOHAN SINGLA</b>
			<b>VIJAY SINGLA</b>
FCA, PROP.	(CFO)	(COMPANY SECRETARY)	(MANAGING DIRECTOR)
			(WHOLE TIME DIRECTOR)
<b>Membership No 085624</b>		DIN: 00156668	DIN: 00156801
Place : Chandigarh			
Date: 30/05/2016			

<b>Profit and Loss Statement as at 31st March, 2016</b>			
<b>Particulars</b>	<b>Notes</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
I. Revenue from operations	17	948,654,512.00	1,193,198,643.76
II. Other Income	18	13,980,872.13	9,886,042.37
<b>III. Total Revenue (I +II)</b>		<b>962,635,384.13</b>	<b>1,203,084,686.13</b>
<i>IV. Expenses:</i>			
Cost of materials consumed	19	849,415,766.88	1,088,073,375.23
Purchase of Stock-in-Trade		34,142,118.00	28,295,697.00
Changes in inventories of finished goods, Work-in-Progress and Stock-in-Trade	20	5,060,738.25	16,721,259.04
Employee benefit expense	21	11,386,354.00	11,452,444.00
Financial costs	22	11,837,892.78	14,973,552.79
Depreciation and amortization expense	10	42,54,779.90	2,013,006.35
Other expenses	23	30,702,762.11	29,014,165.14
<b>Total Expenses</b>		<b>946,800,411.92</b>	<b>1,190,543,499.55</b>
<b>V. Profit before exceptional and extraordinary items and tax (III - IV)</b>	(III - IV)	<b>15,834,972.21</b>	<b>12,541,186.58</b>
VI. Exceptional Items			-
VII. Profit before extraordinary items and tax	(V - VI)	15,834,972.21	12,541,186.58
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII - VIII)</b>		<b>15,834,972.21</b>	<b>12,541,186.58</b>
X. Tax expense:			
(1) Current tax		3,228,569.00	2,758,089.00
(2) Excess / short provision for taxes of earlier year		1,020,017.00	424,305.00
(3) Deferred tax Liability		520,128.00	1,021,113.00
(3) MAT Credit Entitlement		1,051,317.00	-

	(VII-VIII)	12,117,575.21	8,337,679.58
XI. Profit(Loss) from the period from continuing operations		-	-
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)			
		<b>12,117,575.21</b>	<b>8,337,679.58</b>
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>			
XVI. Earning per equity share:			
<b>(1) Basic</b>		<b>1.21</b>	<b>0.83</b>
<b>(2) Diluted</b>		<b>1.21</b>	<b>0.83</b>
As per our report of even date, <b>For S. KUMAR GUPTA &amp; ASSOCIATES</b>		For and behalf of the board, <b>For JTL INFRA LIMITED</b>	
Chartered Accountants Firm regn No. 010069N			
Sd/-	Sd/-	Sd/-	Sd/-
<b>(CA SUNIL GUPTA) DHRUV SINGLA</b>	<b>NEERAJ KAUSHAL</b>	<b>MADAN MOHAN SINGLA</b>	<b>VIJAY SINGLA</b>
FCA, PROP.	(CFO)	(COMPANY SECRETARY)	(MANAGING DIRECTOR)
<b>Membership No 085624</b>		DIN: 00156668	(WHOLE TIME DIRECTOR) DIN: 00156801
Place : Chandigarh			
Date: 30/05/2016			



**Cash Flow Statement for the year ended 31 March, 2016**

<b>Particulars</b>	<b>For the year ended 31 March, 2016</b>	<b>For the year ended 31 March, 2015</b>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before tax as per Profit and Loss account	12,236,924.00	83,37,680.00
Depreciation & Amortization	42,54,780.00	2,013,006.00
Loss on sale of Fixed Assets	-	-
Interest Expenses	8,617,188.00	13,147,885.00
Interest Income	(857,599.00)	(701,225.00)
Profit on Sale of Investment	(12,836,084.00)	-
Provision of Income Tax	3228569.00	2758089.00
Provision for deferred Tax Liability	400,779.00	1,021,113.00
Dividend Received	-	-
Minimum Alternative Tax (MAT) Credit Entitlement	(1,051,317.00)	-
<b>Operating Profit before working capital changes</b>	<b>13,993,241.00</b>	<b>26,576,548.00</b>
<b>Adjustments for changes in Working Capital</b>		
-(Increase)/Decrease in Trade Receivables	85,160,128.00	33,696,253.00
-(Increase)/Decrease in Other Receivables	4,107,002.00	28,663,962.00
-(Increase)/Decrease in Inventories	(21,565,443.00)	59,194,006.00
-(Increase)/Decrease in Trade Payables & other payables	12,141,470.00	(91,892,928.00)
-(Increase)/Decrease in Long Term Liabilities	9,985,185.00	(16,971,353.00)
Increase/(Decrease) in Long Term Loans & Advances	(406,514.00)	(58,460.00)
<b>Cash Generated From Operation</b>	<b>103,415,068.00</b>	<b>39,208,028.00</b>
-Income Tax Paid	(32,28,569.00)	(2,758,089.00)
-Net(gain)/loss on foreign currency transactions	-	-
-Minimum alternative tax (MAT) credit entitlement	1,051,317.00	-
<b>Net Cash Flow From Operating Activities</b>	<b>101,237,816.00</b>	<b>36,449,939.00</b>
<b>B) Cash Flow From Investing Activities</b>		
Purchase of fixed assets and capital work in progress.	(7,615,603.00)	(14,697,699)
Sale of Investment in Land	12,836,084.00	-
Sale proceeds from fixed assets	-	-
Dividend Received	-	-
Interest Received	857,599.00	701,225.00
<b>Net Cash Used in Investing Activities</b>	<b>6,078,080.00</b>	<b>(13,996,474.00)</b>
<b>C) Cash Flow From Financing Activities</b>		
Proceeds from long term borrowings	(8,589,027.00)	3,478,230.00)

Proceeds from Short term borrowings	(81,033,752.00)	(28,254,685.00)
Interest Paid	(8617188.00)	(13,147,885.00)
Subsidy Received during the year	-	-
Dividend Paid	-	-
Dividend Tax Paid	-	-
<b>Net Cash used in Financing Activities</b>	<b>(98,239,967.00)</b>	<b>(37,924,340.00)</b>
<b>E) Net Increase &amp; Decrease in Cash &amp; Cash Equivalents (E=A+B+C)</b>	<b>9,075,929.00</b>	<b>(15,470,875.00)</b>
<b>F) Cash &amp; Cash Equivalents (Opening Balance)</b>	<b>9,169,807.00</b>	<b>24,640,681.00</b>
<b>G) Cash &amp; Cash Equivalents (Closing Balance) (G=F+E)</b>	<b>18,245,736.00</b>	<b>9,169,807.00</b>

The Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard 3 'Cash Flow Statement'

Previous year's figures have been regrouped wherever necessary, to confirm to this year's classification.

Figures in brackets indicates outflow.

For S. Kumar Gupta & Associates

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
CA Sunil Gupta	Dhruv Singla	Neeraj Kaushal	Madan Mohan Singla	Vijay Singla
FCA, Prop.	CFO	Company Secretary	Managing Director	Whole Time Director
Membership No 085624			DIN: 00156668	DIN: 00156801

Place: Chandigarh

Date: 30/05/2016

Notes on Financial Statements for the year ended 31st March, 2016					
			As at 31st March, 2016		As at 31st March, 2015
<b>NOTE : 1 Share Capital</b>					
AUTHORISED SHARE CAPITAL :					
12500000 Equity Shares of `10/- each			125,000,000.00		125,000,000.00
ISSUED, SUBSCRIBED & PAID UP CAPITAL :					
10007430 Equity Shares of `10 each					
Out of Above 4431620 Shares Allotted as Bonus Shares by Capitalization of General and Capital Reserves)			100,074,300.00		100,074,300.00
			<b>100,074,300.00</b>		<b>100,074,300.00</b>
<b>NOTE : 2 Reserve &amp; Surplus</b>					
Capital Reserve			1,320,012.00		1,320,012.00
Securities Premium reserve			1,228,369.00		1,228,369.00
Surplus (Profit & Loss Account)			71,629,593.38		59,512,018.17
Balance brought forward from previous year	59,512,018.17			51,174,338.99	
Less: Tax on Regular Assessment Paid	-			-	
Add: Profit for the period	12,117,575.21			83,37,679.18	
less: Adjustment on account of depreciation of fixed assets as per Companies Act 2013			32,021,055.09		32,021,055.09
Sub-Total			<b>42,156,919.29</b>		<b>30,039,344.08</b>

<b>NOTE : 3 Long-Term Borrowings</b>				
<b>A) Secured Loans</b>				
<b>Long Term Loans - From Banks</b>				
Car Finance Loans from Banks		2,613,397.49		3,993,092.02
(Secured by hypothecation of vehicles financed out of proceeds of loans)				
<b>Long Term Loans - Others</b>		-		-
<b>B) Unsecured Loans</b>				
<b>Long Term Loans - Others</b>		-		7,209,332.00
	Sub-Total	<b>2,613,397.49</b>		<b>11,202,424.02</b>
<b>NOTE : 4 Deferred Tax Liability</b>				
On Depreciation (Difference of as per Books & as Per Income Tax Act)		2,197,256.00		1,677,128.00
(Refer Note II (4) on NOTES 25)		<b>2,197,256.00</b>		<b>1,677,128.00</b>
<b>NOTE : 5 Other Long Term Liabilities</b>				
Trade Payables		-		-
Other advance from buyers (As per List attached)		25,586,330.79		15,601,146.06
		<b>25,586,330.79</b>		<b>15,601,146.06</b>
<b>NOTE : 6 Short Term Borrowings</b>				
<b>A) Secured Loans</b>				
<b>Short Term Loans - From Banks</b>				
Cash Credit		34,320,552.74		104,982,547.75
Packing Credit / Post		21,115,839.82		31,487,596.10

Shipment loans secured			
<b>B) Unsecured Loans</b>			
<b>Short Term Loans : - Others</b>		-	-
		<b>55,436,392.56</b>	<b>136,470,143.85</b>
<b>NOTE : 7 Trade Payable</b>			
Sundry Creditors(as per list attached)			
-Raw Material		59,936,042.00	26,395,217.00
Others Consumable Stores		2,776,676.00	3,170,694.00
		<b>62,712,718.00</b>	<b>29,565,911.00</b>
<b>NOTE : 8 Other Current Liabilities</b>			
Outstanding Liabilities in respect of			
-Provident Fund		71,340.00	63,150.00
-Employees Dues		2,519,078.00	2,439,643.00
-Other Expenses		1,459,905.20	1,365,787.20
Cheque Issued but not Presented		3,427,611.96	24,335,952.26
TDS Payable		378,522.73	565,438.24
		<b>7,856,457.89</b>	<b>28,769,970.70</b>
<b>NOTE :9 Short-Term Provisions</b>			
Provision for Excise Duty		3,585,142.50	4,147,446.75
Provision for Income Tax		3,228,569.00	2,758,089.00
		<b>6,813,711.50</b>	<b>6,905,535.75</b>
<b>NOTE : 11 Long-Term Loans &amp; Advances</b>			
<b>A) Secured Advances</b>			
Security Deposits		2,644,320.78	2,237,807.00
<b>B) Unsecured Advances</b>			
		<b>2,644,320.78</b>	<b>2,237,807.00</b>
<b>NOTE : 12 Inventories</b>			
Raw Material			

		56,739,482.00		21,714,208.72
Consumables		4,836,768.88		6,479,665.00
Finished Goods				
		27,731,640.00		31,743,344.00
Scrape & wastage		949,500.00		1,436,230.00
Stock in Trade (Property)		1,548,759.00		10,946,175.00
Excise Duty on Closing Stock		3,585,142.50		4,147,446.75
Consignment Stock with Agent		2,641,220.00		-
		<b>98,032,512.38</b>		<b>76,467,069.47</b>
<b>NOTES : 13 Trade Receivables</b>				
Debtors outstanding for a period exceeding six months				
Considered Good		-		10,012,410.00
Other Debtors				
Considered Good		71,929,534.22		147,077,252.10
		<b>71,929,534.22</b>		<b>157,089,662.10</b>
<b>NOTE : 14 Cash &amp; Bank balances</b>				
Cash in Hand		944,972.98		755,756.98
Balance with Banks :				
In Current Accounts				1,664,049.87
In Fixed Deposit Accounts		10,234,763.12		6,750,000.00
Cheques Sent for Collection		-		-
		<b>18,245,736.10</b>		<b>9,169,806.85</b>
<b>NOTE : 15 Short-term Loans &amp; Advances</b>				
<b>A) Secured Advances</b>				
Balance with Central Excise / Service Tax Authorities		17,874,261.03		27,102,932.06
Advance Tax (Income Tax)		2,000,000.00		2,500,000.00
Advance Tax (Sales Tax)		26,621.00		324.00
MAT Credit Entitlement		1,051,317.00		-
TDS Deducted by Parties		97,048.00		71,924.50

Imprest		22,267.00		-
Accrued Interest		773,101.19		604,895.19
Export Incentive Receivable		9,577,074.21		7,076,842.73
Sales Tax/ Service Tax /Excise Duty Refundable		23,400,399.00		29,188,915.00
<b>B) Unsecured Advances</b>				
Prepaid Expenses		204,437.00		323,030.00
Advance to Employee & Others		180,688.00		148,113.00
		<b>55,207,213.43</b>		<b>67,016,976.48</b>
<b>NOTE : 16 Other Current Assets</b>				
Other		25,049,748.38		17,346,987.38
		<b>25,049,748.38</b>		<b>17,346,987.38</b>
<b>NOTE TO PROFIT &amp; LOSS STATEMENT</b>				
		<b>Year ending</b>		<b>Year ending</b>
		<b>As at</b>		<b>As at</b>
		<b>31st March, 2016</b>		<b>31st March, 2015</b>
<b>NOTE : 17 Sales</b>				
<b>Gross Turnover</b>				
<b>Export Turnover:</b>				
Galvanized Pipes	494,826,982.00		632,862,787.00	
Black Steel Pipes	204,975.00		1,054,552.00	
Trading	36,845,177.00		29,112,891.11	
	<b>TOTAL (A)</b>	<b>531,877,134.00</b>	<b>663,030,230.11</b>	
<b>Domestic Turnover:</b>				
Black Steel Pipes	124,912,905.00		56,470,284.00	
Galvanised Pipes	259,952,076.00		503,306,537.00	
Wastage & Scrap	3,887,549.00		3,310,466.00	
HR Coils /Bars Flats	55,881,677.00		32,610,413.00	
Zinc	2,361,938.00		4,171,097.00	
Melting Scrap	12,316,267.00		16,714,889.00	
Steel Pipe Rejected	5,474,515.00		8,310,067.00	
Export Incentive	23,012,913.00		32,378,213.00	
Galvanised Pipes Consignment Transfer	22,224,026.00		4,444,428.00	
Black Steel Pipe Consignment Transfer	7,048,151.00		626,145.00	
Consignment Transfer steel pipe rejected	889,267.00		466,277.65	

Others		256,557.00		59,000.00	
	<b>Total (B)</b>	<b>518,217,841.00</b>		<b>662,867,816.65</b>	
	<b>Grand Total (A+B)</b>	<b>1,050,094,975.00</b>		<b>1,325,898,046.76</b>	
	Less : Excise Duty	101,440,463.00	<b>948,654,512.00</b>	132,699,403.00	1,193,198,643.76
			<b>948,654,512.00</b>		<b>1,193,198,643.76</b>
<b>NOTE :18 Other Incomes</b>					
Brokerage, Commission & Discount			112,796.00		18,000.00
Exchange Rate Difference			174,393.13		8,562,442.87
Interest on FDR			857,599.00		701,224.50
Profit on sale of Investment			12,836,084.00		604,375.00
			<b>13,980,872.13</b>		<b>9,886,042.37</b>
<b>NOTE : 19 Cost of Materials Consumed</b>					
<b>A) Raw Material Consumed</b>					
Opening Stock			21,714,208.72		64,468,609.20
Purchases			823,073,999.00		979,319,331.00
			<b>844,788,207.72</b>		<b>1,043,787,940.20</b>
Less : Discount			16,914,548.00		21,746,736.00
Less : Closing Stock			56,739,482.00		21,714,208.72
Raw Material Consumed			<b>771,134,177.72</b>		<b>1,000,326,995.48</b>
<b>B) Stores, Spares &amp; Packing Material Consumed</b>					
Opening Stock			6,479,665.00		5,802,386.10
Purchases			42,235,832.00		52,993,980.59
			<b>48,715,497.00</b>		<b>58,796,366.69</b>
Less : Closing Stock			4,836,768.88		6,479,665.00
Consumption			<b>43,878,728.12</b>		<b>52,316,701.69</b>



<b>C) Others</b>				
Power & Fuel		19,035,864.00		21,680,137.00
Wages		7,315,687.00		4,933,627.00
Loading & Unloading		482,341.00		763,849.00
Cartage & Freight		5,662,950.29		6,050,390.50
Excise Duty		1,696,015.00		2,626,680.00
Excise Duty on Accretion to C/Stock of F.G.		(562,304.25)		(1,798,056.44)
Machine Repair		502,575.00		214,389.00
Slitting Charges		269,733.00		958,662.00
				-
	<b>TOTAL</b>	<b>849,415,766.88</b>		<b>1,088,073,375.23</b>
<b>NOTE : 20 Increase/(Decrease) in Stocks</b>				
Closing Stock of :				
Glavanised & Steel Pipes		31,198,095.00		35,711,262.00
Scrap & Wastage		1,068,187.50		1,615,758.75
	<b>Total (A)</b>	<b>32,266,282.50</b>		<b>37,327,020.75</b>
Opening Stock of :				
Glavanised & Steel Pipes		35,711,262.00		51,802,057.32
Scrap & Wastage		1,615,758.75		2,246,222.47
	<b>Total (B)</b>	<b>37,327,020.75</b>		<b>54,048,279.79</b>
Increase/(Decrease) in Stock (A-B)		<b>(5,060,738.25)</b>		<b>(16,721,259.04)</b>
<b>NOTE : 21 Employees Remuneration &amp; benefits</b>				
Salary, Wages, Allowances & other Benefits		4,036,934.00		4,254,763.00
Directors Remuneration		5,400,000.00		5,700,000.00
Bonus		868,174.00		686,828.00

Earned Leave Encashment		448,419.00		304,751.00
Group Insurance		152,591.00		144,428.00
P. F. Contribution		410,990.00		321,154.00
Staff Welfare Expenses		69,246.00		40,520.00
		<b>11,386,354.00</b>		<b>11,452,444.00</b>
<b>NOTE : 22 Financial Cost</b>				
Bank Charges		1,302,212.31		1,254,118.96
Interest on :				
Working Capital Loans		7,907,437.00		12,223,494.81
Vehicle Loan		335,899.47		142,816.02
Others Unsecured Loan		373,852.00		781,574.00
Brokerage & Commission		1,696,484.00		157,049.00
Processing fee		222,008.00		414,500.00
		<b>11,837,892.78</b>		<b>14,973,552.79</b>
<b>NOTE : 23 Depreciation &amp; Amortization</b>				
Depreciation		4,254,779.90		2,013,006.35
		<b>4,254,779.90</b>		<b>2,013,006.35</b>
<b>NOTE : 24 Other Expenses</b>				
<b>A) Selling &amp; Distribution Expenses</b>				
Advertisement & Publicity		561,945.84		75,778.00
Service Charges		2,355,893.00		2,494,512.00
Clearing, Forwarding & Freight		19,314,209.46		18,019,839.55
Swach Bharat Cess		27,769.55		-
Discount Allowed		1,017,502.74		1,910,634.51

Sales Tax / Entry Tax		1,111,493.00		298,338.00
<b>B) Operating, Administrative &amp; Other Expenses</b>				
Audit Fee				
-Statutory Audit Fees		30,000.00		25,000.00
-Tax Audit Fees		15,000.00		-
-Service Tax on Above		6,525.00		-
Car Expenses		732,951.00		571,115.00
Computer Expenses		79,142.00		73,778.00
Electricity & Water		35,470.00		45,210.00
Entertainment Expenses		32,295.00		160,800.65
Insurance Charges		467,800.00		231,155.98
Legal & Professional Fee		3,740.00		21,217.00
Toll Tax		146,360.00		701,578.00
Diwali Expenses		500.00		5,241.00
Misc. Expenses		9,181.00		25,877.00
Donation		47,100.00		-
Postage Expenses		121,675.00		157,242.00
Printing & Stationary		106,621.00		147,639.00
Fee & Taxes		1,682,917.90		1,663,684.00
Repairs & Maintenance		706,706.00		305,379.00
Service Tax		214,712.00		300,309.00
Short & Excess Recovery		(997.75)		(232.50)
Telephone & Internet Charges		544,431.00		590,024.46
Tour & Travelling Exp.		1,008,476.37		933,998.99
Vehicle Running & Maintenance		72,528.00		59,356.00
Water Treatment Charges		250,815.00		196,690.50
<b>Sub-Total</b>		<b>30,702,762.11</b>		<b>29,014,165.14</b>

**NOTE :10**  
**Tangible Assets &**  
**Depreciation**

	Particulars	Gross Block			Depreciation & Adjustments				Net Block	
		As at 31-03-2015	Additions	As at 31-03-2016	As at 31-03-2015	Adjustments till 31-03-2015	For the Year	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016
1	LAND	518,708.00	-	518,708.00	-	-	-	-	518,708.00	518,708.00
2	LAND (Cold Store )	350,000.00	-	350,000.00	-	-	-	-	350,000.00	350,000.00
3	BUILDING	18,019,324.00	-	18,019,324.00	7,789,100.59	-	1,304,201.11	9,093,301.70	10,230,223.41	8,926,022.30
5	Bulding Cold Store	2,000,000.00	-	2,000,000.00	353,946.88	-	64,418.88	418,365.76	1,646,053.12	1,581,634.24
6	BUILDING( DELHI OFFICE)	171,750.00	-	171,750.00	37,354.00	-	6,621.50	43,975.50	134,396.00	127,774.50
7	PLANT & MACHINERY	60,857,780.00	7,576,103.00	68,433,883.00	28,961,871.67	19,900,627.10	2,072,255.79	50,934,754.56	11,995,281.23	17,499,128.44
9	PLANT & MACHINERY (Cold Store )	140,000.00	-	140,000.00	42,002.80	-	10,110.80	52,113.60	97,997.20	87,886.40
10	TRANSFORMER	564,050.00	-	564,050.00	356,412.00	179,435.50	-	535,847.50	28,202.50	28,202.50
11	VOLTAGE STABLIZER	344,585.00	-	344,585.00	317,187.00	10,168.75	-	327,355.75	17,229.25	17,229.25
12	MISC.FIXED ASSETS	5,825,954.09	-	5,825,954.09	2,972,160.00	2,562,496.39	-	5,534,656.39	291,297.70	291,297.70
13	GENERATOR SET	2,466,626.00	-	2,466,626.00	838,374.00	1,504,920.70	-	2,343,294.70	123,331.30	123,331.30
14	FURNITURE & FIXTURES	439,280.00	-	439,280.00	222,741.00	194,575.00	-	417,316.00	21,964.00	21,964.00
15	FIRE FIGHTING EQUIPMENT	1,372.00	-	1,372.00	1,372.00	-	-	1,372.00	-	-
16	TRUCKS	2,149,518.00	-	2,149,518.00	1,973,947.00	68,095.10	-	2,042,042.10	107,475.90	107,475.90
17	MOTOR-CAR	19,193,584.00	-	19,193,584.00	6,893,639.72	7,214,741.60	687,587.25	14,795,968.57	5,085,202.68	4,397,615.43
19	SCOOTER/MOTOR CYCLE	230,990.00	-	230,990.00	144,616.88	-	9,413.03	154,029.91	86,373.12	76,960.09
21	TELEPHONE INSTRUMENT	62,888.00	-	62,888.00	55,771.80	-	3,971.80	59,743.60	7,116.20	3,144.40
22	OFFICE EQUIPMENTS	387,245.00	39,500.00	426,745.00	171,969.00	195,913.75	6,125.21	374,007.96	19,362.25	52,737.04
23	POLLUTION CONTROL EQUIP.	477,028.00	-	477,028.00	273,027.53	-	90,074.54	363,102.07	204,000.47	113,925.94
24	COMPUTERS	267,616.00	-	267,616.00	64,154.00	190,081.20	-	254,235.20	13,380.80	13,380.80
	<b>TOTAL</b>	<b>114,468,298.09</b>	<b>7,615,603.00</b>	<b>122,083,901.09</b>	<b>51,469,647.87</b>	<b>32,021,055.09</b>	<b>4,254,779.90</b>	<b>87,745,482.86</b>	<b>30,977,595.13</b>	<b>34,338,418.23</b>

<b>DEPRECIATION SCHEDULE AS AT 31.03.2016</b>									
(As per Sec. 32 of Income Tax Act, 1961 )									
Sr. No.	Block of Assets	Rate of Dep.	W.D.V. as at 01.04.15	Additions upto 30.09.15	after 30.09.15	Sale/Transfer	Balance	Depreciation During the year	W.D.V. as at 31.03.2016
1	BUILDING	10%	74,34,584			-	74,34,584	7,43,458	66,91,126
2	PLANT & MACHINERY	15%	1,86,96,140	3,020,799	4,555,304		2,62,72,243	35,99,189	2,26,73,055
3	MOTOR CARS	15%	92,18,275				92,18,275	13,82,741	78,35,534
4	SCOOTER & MOTORCYCLES	15%	99,815				99,815	14,972	84,843
5	TRUCKS	15%	1,67,943				1,67,943	25,191	1,42,752
6	FURNITURE & FITTINGS	10%	2,32,107				2,32,107	23,211	2,08,897
7	MISC FIXED ASSETS	15%	9,11,747	39,500			9,51,247	1,42,687	8,08,560
8	Pollution Control Equipments	100%	-	-	-	-	-	-	-
9	COMPUTERS	60%	10,989				10,989	6,593	4,396
	<b>Total (Rs.)</b>		<b>3,67,71,601</b>	<b>3,060,299</b>	<b>4,555,304</b>	<b>-</b>	<b>4,43,87,204</b>	<b>59,38,043</b>	<b>3,84,49,161</b>

**NOTES 24****I) SIGNIFICANT ACCOUNTING POLICIES.****A. Basis of Preparation of Financial Statements**

- (a) The Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principals, provisions of the Companies Act, 2013 and Accounting Standards issued by the Institute of Chartered Accountants of India.
- (b) Accounting Policies not specifically referred to otherwise are consistent with generally accepted accounting principals followed by the company.

**B. Fixed Assets and depreciation**

- (a) Fixed Assets are stated at their original cost (net of Cenvat Credit where applicable) including freight, duties and other incidental expenses relating to installation and acquisition.
- (b) Depreciation on Fixed assets is provided based on useful life of the assets as prescribed in Schedule II to Companies Act, 2013.

**C. Revenue Recognition:**

- a) Sales are net of sales tax, claims, returns and are recognized at the time of dispatch.
- b) Interest is recognized on a proportionate basis taking into account the amount outstanding and the rate applicable.

**D. Investment:**

Investments are classified into current and long term investments. Current investments are stated at lower of cost and fair market value. Any reduction in fair value and any reversal is included in Profit & Loss A/c. Long term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary in the value of long term investment. The resultant reduction in carrying cost is charged to Profit and Loss Account.

**E. Inventories:**

- a) Raw Material, Consumables Stores and WIP are valued at cost.
- b) Finished Goods, Traded Goods and scrap are valued at cost or net realizable value whichever less is.
- c) Cost is calculated on weighted average method. In respect of WIP and Finished Goods appropriate overheads are considered.

**F. Foreign Currency Transactions:**

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing at the time of transaction.

Monetary items denominated in foreign currencies at the year end are translated at year end exchange rate/or forward contract rates.

Any income or expenses on account of exchange rate difference either on settlement or on translation is recognized in the profit and loss account except where it relates to fixed assets. There were no foreign exchange transactions relating to fixed assets during the year.

#### **G. Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

#### **H. Taxes on Income**

Provision for current tax is made for the amount of tax payable in respect of taxable income for the year under the Income Tax Act, 1961.

Deferred Tax is recognized subject to consideration of prudence on timing difference, being the differences between book profit and tax profit that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax asset are not recognized on unabsorbed depreciation and carry forward of losses unless there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

#### **I. Impairment of assets**

An asset is treated as impaired, when carrying cost of the asset exceeds its recoverable amount. An impaired loss is charged to profit & loss account in the year in which it is identified as impaired.

#### **J. Provisions, Contingent liabilities and contingent assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements. The Company was in Appeal before the Commissioner of Income Tax (Appeal) in respect of A.Y 2006-07 & 2009-10, 2011-12, 2012-13 and 2013-14. However appeal in respect of A.Y 2006-07 & 2009-10 have been decided against the company and penalty proceedings under Section 271(1) (C) of Income Tax Act, 1961 have been initiated against the company. However the Company is of the opinion that no such penalty is leviable in the instant years therefore no provision for such penalty has been made in the books of Accounts.

#### **The amounts of the same are as under:**

AY 2006-07 (Penalty) Rs: 5,37,970/-

A.Y 2009-10 (Penalty)Rs. 5,03,930/-

A.Y 2012-13 (Penalty)Rs. 47,460/-

A.Y. 2013-14 (Penalty) Rs. 1,45,630/-

However, all the above amounts are contingent in nature and will be crystallized only after the order of appellate authority is against the company. Further, if the order of

CIT (Appeals) is against the company, the company intends to appeal with Income Tax Appellate Tribunal.

**K. Employee Benefits**

- a) The Company's Contribution to Provident Fund and Family Fund are Charged to Profit & Loss Account.
- b) Encashment of earned leave/Bonus has been paid to employees on yearly basis.
- c) Gratuity Liability has neither determined nor provided for. Same is accounted for as and when payable.

**L. Cash & Cash Equivalent**

Cash & cash equivalent in balance sheet comprises of cash in hand, cash at Bank and Cheques under collection.

**II) NOTES TO ACCOUNTS NOTE 24.****1. Shareholding to related Persons Directors and their relatives****(A)**

Sr No	Name of the Shareholder	No of Share	% of Shareholding
1.	Dhruv Singla	34500	0.34
2	Sweety Garg	37500	0.37
3.	Chetan Singla	43800	0.44
4	Shukla Singla	52500	0.52
5	Deepak Garg	62700	0.63
6	Prem Kumar & Sons HUF	105000	1.05
7	Mithan Lal & Sons HUF	121200	1.21
8	Vijay Singla HUF	129000	1.29
9	Madan Mohan Singla HUF	144000	1.44
10	Santosh Rani	280500	2.80
11	Mithan La Singla	596700	5.97
12	Rakesh garg	1418700	14.18
13	Madan Mohan Singla	1439700	14.39
14	Vijay Singla	1467600	14.67
15	Jagan Industries Ltd	1000000	9.99

**B. Details Of Shareholders having more than 5% shareholding**

Sr No	Name of Shareholder	No of Share	% of shareholding
1	Rakesh Garg	1418700	14.18
2	Madan Mohan Singla	1439700	14.39
3	Vijay Singla	1467600	14.67
4	Jagan Industries Ltd	1000000	9.99



5	Mithan Lal Singla	596700	5.97
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**C. Details of last five years Share transactions**

Sr.No	Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
1	Share Issue As Bonus	NIL	NIL	NIL	NIL	NIL
2	Preferential allotment	NIL	NIL	NIL	NIL	NIL
3	Share Forfieted	NIL	NIL	NIL	NIL	NIL

**2. Secured Loans Includes:**

**a) Credit facilities from Oriental Bank of Commerce**

The working capital facilities are secured on 1<sup>st</sup> charge basis by :

- (i) hypothecation of all goods i.e. stocks of raw material, stocks in process, semi finished and finished goods, Book debts, all assets and moveable property stored or to be stored at company’s godown or in transit and
- (ii) equitable mortgage of (i) company’s land at Gholumajra, Derabassi, Punjab, (ii) residential property at Panchkula, Haryana belonging the one of the director of the company and his brother (iii) land at Motia Khan, Mandi Gobindgarh belonging to the Directors’ partnership firm and (c) personal guarantees of all the directors and co owners of the property mortgaged to the bank

**b) Vehicle loans from Volkswagaon Finance Ltd.**

These are secured by hypothecation of respective vehicles.

**1. Contingent liabilities not provided for:**

31.03.2016      31.03.2015

(Rs. in lacs)

a) Bank Guarantees Outstanding:	56.60	64.81
b) Excise & Service Tax matters regarding Disallowance of cenvat credit in appeal Before the Customs, Excise & Service Tax Authorities at different levels	19.39	19.39
c) Income Tax Appeal CIT (A) Chandigarh	12.35	9.30
d) The Income Tax and Sales Tax liabilities have been provided based on the returns filed with the authorities. The additional liability, if any arising at the time of finalization of assessment year will be provided in the year of completion of assessment proceedings.		

**2. Managerial Remuneration:**

	31.03.2016 (Rs. in lacs)	31.03.2015
Salary & Allowances	54.00	57.00
Perks	Nil	Nil

**3. Auditors' Remuneration:**

	31.03.2016 (Rs. in lacs)	31.03.2015
Statutory Audit Fees	0.30	0.25
Tax Audit Fees	0.15	0.00
Service Tax on above	0.06525	0.00

**4. Sundry Debtors, Creditors & Loans & Advances:**

All the Sundry Debtors, Creditors and Loan & Advances are subject to Confirmation and Reconciliation.

5. In the opinion the management, the current assets, loans and advances have a value which on realization in the ordinary course of business would be at least equal to that which these have been stated in the accounts

6. The company has not received information from creditors regarding their status under the Micro, Small and Medium Enterprises Development, 2006 and hence disclosures relating to amount unpaid at the end of the year under this act has not been given. There are no claims for interest on delayed payments.

**7. Deferred liability comprises of the following:**

	31.03.2016 (Rs. in lacs)	31.03.2015
a) Deferred Tax Liabilities		
On account of Depreciation	20.78	16.77
b) Deferred Tax Assets	0	0
c) Net Assets/Liabilities	20.78	16.77
d) Accretion/(Decrease)	4.01	10.21
In Deferred Tax Liability		

**9. Foreign Exchange Transactions:**

a) No expenditure has been incurred in foreign currency during the year on account royalty, know how, professional and consultation fee.

b) Imports were made as advance for purchase of machinery which has been shown as advances to supplier against fixed assets/ machinery. The amount remitted at the applicable rates at the time of remittance is shown in Indian rupees. The amount remitted was in the nature of advance only and full and final payment will be made in financial 2016-17 and assets will be procured in that year only.

c) Particulars of amounts remitted during the year in foreign currency –

USD	:- 8500.00
EURO	:- 3324.00

d) Particulars of Earning of the Company during the year in foreign currency

	31.03.2016	31.03.2015
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		(Figures in lacs)	
1. Export Sales (FOB Value)	: USD	29.00	29.93
	: EURO	24.22	24.19
	: GBP	13.42	25.29
2. Interest or Dividend		Nil	Nil
3. Royalty, Know How & Professional Consultancy		Nil	Nil

**10. Particulars in respect of sales:**

Class of Goods	Units	31.03.2016		31.03.2015	
		Qty.	Value (Rs. in lacs)	Qty.	Value (Rs. in lacs)
<b>a) Manufactured Goods:</b>					
<b>G.I. Pipes</b>	<b>M.T.</b>	<b>16479.193</b>	<b>6993.56</b>	<b>21427.464</b>	<b>10214.51</b>
Export		10716.240	4445.01	12017.269	5649.01
Domestic		5762.953	2548.55	9410.195	4565.50
<b>Black Pipes</b>	<b>M.T.</b>	<b>3742.045</b>	<b>1174.10</b>	<b>1324.125</b>	<b>517.41</b>
Export		3.140	2.04	25.800	9.38
Domestic		3738.905	1172.06	1298.325	508.03
<b>b) Trading Export</b>	<b>M.T.</b>	917.175	368.45	605.200	282.95
<b>c) Others</b>	<b>M.T.</b>	<b>N.A.</b>	<b>720.30</b>	N.A.	580.47

**11. Particulars in respect of Raw Material Consumed:**

Class of Goods	Units	31.03.2016		31.03.2015	
		Qty.	Value (Rs. in lacs)	Qty.	Value (Rs. in lacs)
Bars/Flats/Strips/ Pipes etc.	M.T.	20422.741	6123.76	22430.69	8415.94
Zinc	M.T.	884.093	122.97	925.87	1467.87

**12. Particular in respect of Finished Goods:**

Class of Goods	Units	31.03.2016		31.03.2015	
		Qty.	Value (Rs. in lacs)	Qty.	Value (Rs. in lacs)
G.I. Pipes	M.T.	202.680	84.11	512.721	243.54
		(512.721)	(243.54)	(389.49)	(192.79)
Black Pipes	M.T.	690.015	193.20	202.441	73.89
		(202.441)	(73.89)	(677.371)	(268.23)

Others	M.T.	46.205 (58.34)	9.49 (14.36)	58.34 (70.860)	14.36 (19.99)
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**13. Particulars in respect of Goods Manufactured:**

Item	Unit	Licensed Capacity		Installed Capacity		Actual Production	
		31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
ERW Pipes (Galvanized and black)	M.T.	24000	24000	24000	24000	21357.056	23418.735

**14.** Value of Imports on C.I.F. basis: Rs. 1,53,675 (1969 EURO). This amount was for the purchase of machinery.

**15.** The Company’s business operations predominantly relates to manufacture of single product i.e. ERW pipes for selling worldwide. In view of this there may be product as primary segment and geography as secondary segment. All the machines, building, other infrastructure, materials and consumables are used commonly/interchangeably and it is not possible and practical to allocate revenue, profit/loss, assets or liabilities to any particular size, customer market etc. nor the specified parameters are applicable to any particular size, customer, market etc. distinguishing it as a reportable item under specified headings. However revenue from export (outside India) and home (within India) is given under geographical segment as under.

(Figures in parentheses are for previous year)

PARTICULARS	INDIA (Rs. In Lacs)	OUTSIDE INDIA	TOTAL
Segment Revenue	6628.67 (5182.00)	6630.30 (5568.89)	13258.97 (10750.89)

**16. Related Party Disclosures:**

(a) List of related parties:

- i) Key Managerial Personnel:
  - Sh M.L. Singla Director
  - Sh M.M. Singla Managing Director
  - Sh Vijay Singla Whole time Director
  - Sh Rakesh Garg Whole time Director
  - Sh. Dhruv Singla Chief Financial Officer
- ii) Associate Companies:
  - Chetan Industries Ltd.
  - Jagan Industries Ltd.

(b) Transactions with Related Parties:

		31.03.2016	31.03.2015
		(Rs. In lacs)	
1)	Sales of goods	Chetan Industries Ltd. 000.00	557.96
		Jagan Industries Ltd 435.28	230.48
2)	Purchase of Material	Chetan Industries Ltd. 349.39	436.67
		Jagan Industries Ltd. 35.19	30.38
3)	Purchase of Fixed Assets	Chetan Industries Ltd. 0.00	0.00
4)	Sale of fixed Assets	Chetan Industries Ltd 0.00	0.00
5)	Managerial Remuneration	Sh. M.L. Singla 00.00	03.00
		Sh. M.M.Singla 18.00	18.00
		Sh. Vijay Singla 18.00	18.00
		Sh. Rakesh Garg 18.00	18.00
		Sh. Dhruv Singla 7.80	0.00

**17. Basic Earning Per Share**

		31.03.2016	31.03.2015
		(Rs. In lacs)	
	-Net Profit after tax	122.37	83.38
	-Weighted average Nos. of Equity shares Outstanding (nos.)	10007430	10007430
	-Basic & Diluted Earnings Per share (Nominal value ' 10/- per share)	1.22	0.83

**18.** Previous year figures have been regrouped/ rearranged wherever necessary.

For and on behalf of the Board  
**For M/s JTL Infra Ltd**

**Sd/-**  
**Dhruv Singla**  
(CFO)

**Sd/-**  
**Neeraj Kaushal**  
(Company Secretary)

**Sd/-**  
**Madan Mohan Singla**  
(Managing Director)  
**DIN: 00156668**

**Sd/-**  
**Vijay Singla**  
Whole Time Director)  
**DIN: 00156801**

**PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act 2013)**  
**JTL Infra Limited**  
**(CIN: L27106CH1991PLC011536)**  
**Registered Office: SCF 18-19, Sector- 28 C, Chandigarh**  
**Email: [finance@jagan.in](mailto:finance@jagan.in), Website: [www.jaganinternational.com](http://www.jaganinternational.com)**  
**Phone: 0172-4668000, Fax: 0172-4667111**

**Name of the Member(s):** \_\_\_\_\_  
**Registered Officer:** \_\_\_\_\_  
**E-mail ID:** \_\_\_\_\_  
**Folio No./ Client ID:** \_\_\_\_\_  
**DP ID:** \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

Name: \_\_\_\_\_, Email; \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_

Or falling him/her

Name: \_\_\_\_\_, Email; \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_

Or falling him/her

Name: \_\_\_\_\_, Email; \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_

As my/our proxy to attend and vote ( on a Poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, September 30,

2016, at 10:00 A.M at the \_\_\_\_\_ and at any adjournment thereof in respect of such resolutions as are indicated below

**Ordinary Business:**

1. Adoption of the Audited Accounts of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and the reports of the Board of Directors' and Auditors' thereon.
2. Appointment of a Director in place of Mr. Mithan Lal Singla, who is liable to retire by rotation.
3. To ratify the appointment of M/s S. Kumar Gupta & Associates, Chartered Accountants as the Statutory Auditors of the Company.

**Special Business:**

4. To approve the remuneration of Cost Auditor (M/s Balwinder & Associates)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signatures of the Shareholder

\_\_\_\_\_  
Signatures of the Proxy

**This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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(to be presented at the entrance)  
**JTL Infra Limited**

Folio No: \_\_\_\_\_ DP ID No: \_\_\_\_\_, Client Id No: \_\_\_\_\_

No. of Share \_\_\_\_\_

Name of the Member: \_\_\_\_\_, Signature: \_\_\_\_\_

Name of the Proxy Holder: \_\_\_\_\_, Signature: \_\_\_\_\_

I, hereby record my presence at the 25<sup>th</sup> Annual General Meeting at \_\_\_\_\_

\_\_\_\_\_  
**Signature of Member/ Proxy**

