



REPORTS AND ACCOUNTS OF
SUBSIDIARY COMPANIES
AMBUJA CEMENTS LIMITED

ANNUAL REPORT 2015

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DIRECTORS' REPORT

TO THE MEMBERS,

The directors have pleasure in presenting their Report and Audited Accounts of the Company for the year ended on 31st December, 2015.

1. FINANCIAL RESULTS

The Company has not commenced any business activities.

2. RESERVE AND SURPLUS

Since there is no profit, no amount is transferred to the General Reserve.

3. EVENT SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial Statements relate on the date of this report.

4. DIVIDEND

During the year the Company has not earned any profits , so no dividend proposed for the year.

5. MEETINGS OF THE BOARD

Five meetings of the Board of Directors were held during the year.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

CESSATION

Mr. J.C. Toshniwal (DIN 01539889) and Mr. Sanjeev Churiwala (DIN 00489556) Director decided to resign from the parent Company Ambuja Cements Limited and accordingly resigned from the Board w.e.f 12th January 2015 and 16th November 2015. The Board places on record its appreciation for the valuable Services rendered by Mr J.C.Toshniwal and Mr. Sanjeev Churiwala.

APPOINTMENT

MR. RAJIV GANDHI (DIN 01683596)

Mr. Rajiv Gandhi has been appointed as Additional Director under Section 161 of the Companies Act 2013, w.e.f 16th November, 2015. As Additional Director Mr. Rajiv Gandhi shall hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act 2013 from the members along with the requisite deposit for proposing his appointment as Director of the Company. The Board of Directors recommends his appointment.

RETIREMENT BY ROTATION

In accordance with the provisions of Section 152(6) and Articles of Association of the Company Mr. Mayank Singh Kachhwaha (DIN 01220690) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends their re-appointment.

APPOINTMENT OF WHOLE TIME COMPANY SECRETARY

In terms of the provisions of Section 203 the Company is required to have a whole time Company Secretary. The Company has not commenced its business operations and does not have any income. Company has thus not appointed a whole time Secretary.

7. DETAILS OF POLICY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Corporate Social Responsibility are not applicable to the Company.

8. RISK MANAGEMENT POLICY

The Company has not developed and implemented Risk Management Policy..

9. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

There are no Subsidiary, Joint Venture or Associate Company.

10. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

11. CHANGES IN SHARE CAPITAL

The Company has not issued any equity shares during the year under review.

12. AUDITORS

M/s Suresh Pareek & Associates, Auditors of the Company will retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

13. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 Extract of Annual Return of the Company in form MGT 9 is annexed hereto as Annexure 1.

14. COMPANY'S AFFAIRS

The Company is in the process of setting up a Cement Plant.

15. PARTICULARS OF LOANS, GURANTEES OR INVESTMENTS UNDER SECTION 186:

During the year the Company has not given any loans, gurantees or incurred any Investments.

16. DEPOSITS

The Company has not invited any deposits from the public during the year.

17. PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

No agreement was entered with related parties by the Company during the current year.

18. EMPLOYEES

The Company had no employees drawing salary in excess of the limits specified in Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Since the Company does not have any business operations, the policy on Sexual Harassment has not been implemented.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be given pursuant to section 134 (3) (m) of the Companies Act, 2013 is not given as the same is not applicable.

21. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which are required to be transferred to Investor Education and Protection Fund.

22. DIRECTORS' RESPONSIBILITY STATEMENT

In conformity with the provisions under Section 134 which was introduced by the Companies Act, 2013 your directors confirm that:-

- (a) In preparation of the Annual Accounts, the applicable accounting standards have been followed.
- (b) The Directors had selected such accounting policies and applied them consistently and made judgements and estimated that reasonable and prudent so as to give a true fair view of the state of affairs Company as on 31st December 2015.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the Annual Accounts on a going concern basis.
- (e) 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.

23. ACKNOWLEDGEMENTS

The directors place on record their sincere appreciation for the assistance and co- operation extended by Bank , its employees, its investors and all other associates and look forward to continue fruitful association with all business partners of the Company.

Place: Mumbai
Date : 21/01/2016

For and on behalf of the Board

Rajiv Gandhi
Director

Vilas Deshmukh
Director

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st December 2015

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	U26943GJ1990PTC061530
2.	Registration Date	12th November 1990
3.	Name of the Company	MGT Cements Private Limited
4.	Category/Sub-Category of the Company	Private Company which is a subsidiary of Public Company
5.	Whether listed Company (Yes/No)	No
6.	Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No	Name and Description of Main Product/Services	NIC Code of the Product	0/0 to total turnover of the company.
1.	CEMENT	3242	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN/GIN	Holding/Subsidiary of the Company	Applicable Section
1.	Ambuja Cements Limited	L26942GJ1981PLC004717	Holding	100%

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

A. Category-wise Share Holding.

Category of Shareholders	No. of Shares held at the beginning of the year As on 01.01.2015				No. of Shares held at the end of the year As on 31.12.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promotor									
1. Indian									
a. Individual/ HUF	0	10	10	0.01%	0	10	10	0	0
b. Cent. Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	0	7,49,990	7,49,990	99.99%	0	7,50,000	7,50,000	100%	0.01%
e. Bank/ FI	0	0	0	0	0	0	0	0	0
f. Any	0	0	0	0	0	0	0	0	0
g. Other									
Sub-Total- A-(1)	0	7,50,000	7,50,000	100%	0	7,50,000	7,50,000	100%	0.01%
2. Foreign									
a. NRI-Ind/HUF	0	0	0	0	0	0	0	0	0
b. Other Ind.	0	0	0	0	0	0	0	0	0
c. Body Corp.	0	0	0	0	0	0	0	0	0
d. Bank/ FI	0	0	0	0	0	0	0	0	0
e. Any	0	0	0	0	0	0	0	0	0
Sub Total- A (2)	0	0	0	0	0	0	0	0	0
Total SH of Promoter (1 + 2)	0	750,000	750,000	100%	0	750,000	7,50,000	100%	0.01%

B. Public Shareholding NIL

C Shares held by Custodian for GDRs & ADRs									
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	7,50,000	7,50,000	100%	-	7,50,000	7,50,000	100%	0

Note: There is no change in the number of shares held by the promoter companies.

B. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01.01.2015			Shareholding at the end of the year 31.12.2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ambuja Cements Limited	749990	99.99%	-	750000	100%	-	0.01%
	Total	749990	99.99%	-	750000	100%	-	0.01%

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

Sr. No		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
1.	At the beginning of the year	749990	99.99%	749990	99.99%
2.	Date wise Increase /Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease(e.g allotment/ transfer/bonus/sweat	10 shares transferred dated 19.02.2015	0.01%	10 shares transferred dated 19.02.2015	0.01%
3.	At the end of the year	750000	100%	750000	100%

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters ssand Holders of GDRs and ADRs): NIL

E. Shareholding of Directors and Key Managerial Personnel: NIL

V. INDEBTEDNESS: NIL

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

PARTICULARS	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTNESS
Indebtedness at the beginning of the financial year	-	-	-	-
1) Principal Amount	-	-	-	-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1 + 2 + 3)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
+ Addition	-	-	-	-
- Reduction	-	-	-	-
Net change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
1) Principal Amount	-	-	-	-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1 + 2 + 3)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1.	Gross Salary	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	-	-	-	-	-
	(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)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration of other directors

Sr. No.	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	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Company	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give Details)
A. Company	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers in Default	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Independent Auditor's Report

To the Members of M.G.T. Cements Private Limited,

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **M.G.T. Cements Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st December, 2015, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, the same is not applicable to the company.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit ;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement subject to notes thereon comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and,
 - e) On the basis of written representations received from directors as on 31st December, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st December, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. There is no pending litigation which would impact the financial position of the company.
 - ii. The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. Investor Education and Protection Fund is not applicable to the company.

For SURESH PAREEK & ASSOCIATES

Firm Registration No. 007494C

Chartered Accountants

Suresh Pareek

Membership No. : 76526

Place : Nagaur

Date : 21st January, 2016

Balance Sheet

As at 31st December, 2015

	Note	As at 31.12.2015 ₹	As at 31.12.2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital.....	2	7,500,000	7,500,000
Reserves and surplus.....	3	(7,357,096)	(7,173,198)
		142,904	326,802
Current Liabilities			
Trade payables.....	4	8,049	8,049
		8,049	8,049
Total		150,953	334,851
ASSETS			
Non current assets			
Fixed assets			
Tangible assets.....	5	-	148,606
		-	148,606
Current Assets			
Cash and bank balances.....	6	143,953	186,245
Short-term loans and advances	7	7,000	-
		150,953	186,245
Total		150,953	334,851
Significant accounting policies.....	1		

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For and on behalf of the Board

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Suresh Pareek

Membership No. : 76526

Place : Nagaur

Date : 21st January, 2016

Place : Mumbai

Date : 21st January, 2016

Statement of Profit and Loss

For the year ended 31st December, 2015

	Note	2015 ₹	2014 ₹
Income			
Revenue from operation	12	-	-
Total Revenue		-	-
Expenses			
Depreciation	8	148,606	40,031
Other expenses	9	35,292	33,672
Total Expenses		183,898	73,703
Loss for the year		(183,898)	(73,703)
Earnings per equity share of ₹10 each	10		
Basic		(0.25)	0.10
Diluted		(0.25)	0.10
Significant accounting policies	1		

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Suresh Pareek

Membership No. : 76526

Place : Nagaur

Date : 21st January, 2016

For and on behalf of the Board

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Mumbai

Date : 21st January, 2016

Cash Flow Statement For the year ended 31st December, 2015

	2015 ₹	2014 ₹
A) Cash flows from operating activities		
Loss before tax	(183,898)	(73,703)
Adjustment for :		
Depreciation	148,606	40,031
Operating loss before working capital changes	(35,292)	(33,672)
Adjustment for :		
Loans & advances and other current assets	(7,000)	-
	(7,000)	-
Net cash used in operating activities	(42,292)	(33,672)
Net decrease in cash & cash equivalents	(42,292)	(33,672)
Cash and cash equivalents at the beginning of the year.....	186,245	219,917
Cash and cash equivalents at the end of the year	143,953	186,245
	(42,292)	(33,672)
Components of cash and cash equivalents :		
Cash on hand.....	1,233	1,233
With banks - in current accounts	142,720	185,012
Cash and cash equivalents at the the year end	143,953	186,245
Notes :		

1) Figures in brackets represent outflow.

Significant accounting policies - Note 1

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Suresh Pareek

Membership No. : 76526

Place : Nagaur

Date : 21st January, 2016

For and on behalf of the Board

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Mumbai

Date : 21st January, 2016

Notes to Financial Statements

1 SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation of Financial Statements :

- i The financial statements have been prepared in compliance with all material aspects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules 2014.
- ii Financial statements are based on historical cost and are prepared on accrual basis.
- iii The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

b) Revenue Recognition :

Revenue is recognised to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

c) Fixed Assets and Depreciation :

The fixed assets have been shown at cost less depreciation provided as on date. Cost includes all direct expenses incurred to bring an asset to working condition for its intended use. Cost also includes financing costs relating to specific borrowing(s) attributable to the acquisition or construction of fixed assets. Depreciation on assets is provided at the rates and in the manner prescribed specified in Schedule II of the Companies Act, 2013 on straight line method.

d) Taxation :

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

e) Provisions and Contingencies :

A provision is recognised for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the amount required to settle the obligation at the Balance Sheet date. A contingent liability is disclosed, unless the possibility of an outflow is remote.

f) Cash and Bank Balances :

- i. Cash and Bank balances in the Balance Sheet comprise cash at bank including fixed deposits, cheques in hand and cash in hand.
- ii. Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank, cash in hand and short term investments with an original maturity of three months or less.

g) Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Notes to Financial Statements (Contd.)

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
2 Share capital		
Authorised		
1000,000 (previous year - 1000,000) Equity Shares of ₹ 10 each	10,000,000	10,000,000
	10,000,000	10,000,000
Issued, subscribed and fully paid up		
750,000 (previous year - 750,000) Equity Shares of ₹ 10 each fully paid up	7,500,000	7,500,000
	7,500,000	7,500,000
	7,500,000	7,500,000

a) Terms / Rights attached to equity shares

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share.
- In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Details of equity shares held by shareholders holding more than 5% shares in the Company

Particular	As at 31.12.2015		As at 31.12.2014	
	No. of shares	% holding	No. of shares	% holding
Ambuja Cements Limited, the holding company	750,000	100%	749,990	100%

c) Reconciliation of equity shares outstanding

Particular	As at 31.12.2015		As at 31.12.2014	
	No. of shares	₹	No. of shares	₹
At the beginning of the year	750,000	7,500,000	750,000	7,500,000
Add : Issued during the year	-	-	-	-
At the end of the year	750,000	7,500,000	750,000	7,500,000

d) Shares held by holding Company, ultimate holding company and their subsidiaries

Particular	As at 31.12.2015 ₹	As at 31.12.2014 ₹
Ambuja Cements Limited, the holding company 750,000 (previous year - 749,990) equity shares of ₹ 10 each fully paid up	7,500,000	7,499,900

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
3 Reserves and surplus		
Share premium	9,299,690	9,299,690
Deficit in the Statement of Profit & Loss		
Balance as per last financial statements	(16,472,888)	(16,399,185)
Add : Loss for the year	(183,898)	(73,703)
Closing balance	(16,656,786)	(16,472,888)
Total	(7,357,096)	(7,173,198)

Notes to Financial Statements (Contd.)

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
4 Trade payables		
Other than Micro, Small and Medium Enterprises	8,049	8,049
Total	8,049	8,049
5 Tangible assets		
	Buildings ₹	Total ₹
Gross carrying value at cost		
Opening as on 1st January, 2014	4,794,086	4,794,086
As at 31st December, 2014	4,794,086	4,794,086
As at 31st December, 2015	4,794,086	4,794,086
Depreciation		
Opening as on 1st January, 2014	4,605,449	4,605,449
Charge for the year	40,031	40,031
As at 31st December, 2014	4,645,480	4,645,480
Charge for the year	148,606	148,606
As at 31st December, 2015	4,794,086	4,794,086
Net carrying value		
As at 31st December, 2014	148,606	148,606
As at 31st December, 2015	-	-
	As at 31.12.2015 ₹	As at 31.12.2014 ₹
6 Cash and bank balances		
Balances with banks		
- In current account	142,720	185,012
Cash on hand.....	1,233	1,233
Total	143,953	186,245
7 Short-term loans and advances		
Advance for Expense.....	7,000	-
Total	7,000	-
	2015 ₹	2014 ₹
8 Depreciation		
Depreciation on tangible Assets	148,606	40,031
Total	148,606	40,031
9 Other Expenses		
Miscellaneous expenses*.....	35,292	33,672
Total	35,292	33,672
* Miscellaneous expenses include payment to auditors (excluding service tax)		
Statutory auditor.....		
as auditor.....	7,500	7,500
Total	7,500	7,500

Notes to Financial Statements (Contd.)

10 Earnings per equity share (EPS) :

In accordance with Accounting Standard 20- Earning per Share, the computation of earning per share is set out below :

Particular	2015	2014
Weighted average number of Equity Shares of ₹ 10 each		
i) Number of shares at the beginning of the year	750,000	750,000
ii) Number of shares at the end of the year	750,000	750,000
iii) Weighted average number of shares outstanding during the year	750,000	750,000
Net Loss after tax available for equity shareholders. (₹)	(183,898)	(73,703)
Basic / Diluted Earning per share (₹)	(0.25)	(0.10)

Note: The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the Company remain the same.

11 Related party disclosure :

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are details of transactions during the year with the related parties of the Company as defined in AS 18:

a) Names of related parties where control exists :

Party	Nature of Relationship
LafargeHolcim Ltd. (Formerly known as Holcim Ltd.), Switzerland	Ultimate Holding company
Ambuja Cements Limited, India	Holding Company

b) Details of related parties transactions :

There are no transactions entered into by the company during the year (previous year - NIL) with the related parties as mentioned in (a) above

Note : Related Parties are as disclosed by the Management and relied upon by the auditors.

12 Taxation:

Current Tax

In absence of taxable income as per the provisions of the Income Tax Act, 1961 in the current year, provision for current tax has not been made.

Deferred Taxes

There are no items attributable to the timing difference between taxable income and accounting income, hence no deferred tax liabilities (assets) have been recognized during the year.

13 Figures of previous year have been re-grouped / rearranged wherever necessary to conform to the current year's presentation.

Signatures to Notes 1 to 13

As per our attached report of even date

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Suresh Pareek

Membership No. : 76526

Place : Nagaur

Date : 21st January, 2016

For and on behalf of the Board

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Mumbai

Date : 21st January, 2016

DIRECTORS' REPORT

TO THE MEMBERS,

The directors have pleasure in presenting their Report and Audited Accounts of the Company for the year ended on 31st December, 2015.

1. FINANCIAL RESULTS

The Company has not commenced any business activities

2. RESERVE AND SURPLUS

Since there is no profit, no amount is transferred to the General Reserve.

3. EVENT SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial Statements relate on the date of this report.

4. DIVIDEND

During the year the Company has not earned any profits , so no dividend proposed for the year

5. MEETINGS OF THE BOARD

Five meetings of the Board of Directors were held during the year.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

CESSATION

Mr.J.C.Toshniwal (DIN01539889) and Mr. Sanjeev Churiwala (DIN 00489556) Director decided to resign from the parent Company Ambuja Cements Limited and accordingly resigned from the Board w.e.f 12th January 2015 and 16th November 2015. The Board places on record its appreciation for the valuable Services rendered by Mr.J.C.Toshniwal and Mr. Sanjeev Churiwala.

APPOINTMENT

MR. RAJIV GANDHI (DIN 01683596)

Mr. Rajiv Gandhi has been appointed as Additional Director under Section 161 of the Companies Act 2013, w.e.f 16th November, 2015. As Additional Director Mr. Rajiv Gandhi shall hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act 2013 from the members along with the requisite deposit for proposing his appointment as Director of the Company. The Board of Directors recommends his appointment.

RETIREMENT BY ROTATION

In accordance with the provisions of Section 152(6) and Articles of Association of the Company Mr. Mayank Singh Kachhwaha (DIN 01220690) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends their re-appointment.

APPOINTMENT OF WHOLE TIME COMPANY SECRETARY

In terms of the provisions of Section 203 the Company is required to have a whole time Company Secretary. The Company has not commenced its business operations and does not have any income. Company has thus not appointed a whole time Secretary.

7. DETAILS OF POLICY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Corporate Social Responsibility are not applicable to the Company.

8. RISK MANAGEMENT POLICY

The Company has not developed and implemented Risk Management Policy..

9. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

There are no Subsidiary, Joint Venture or Associate Company.

10. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

11. CHANGES IN SHARE CAPITAL

The Company has not issued any equity shares during the year under review.

12. AUDITORS

M/s Suresh Pareek & Associates, Auditors of the Company will retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

13. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 Extract of Annual Return of the Company in form MGT 9 is annexed hereto as Annexure 1.

14. COMPANY'S AFFAIRS

The Company is in the process of setting up a Cement Plant.

15. PARTICULARS OF LOANS, GURANTEES OR INVESTMENTS UNDER SECTION 186:

During the year the Company has not given any loans, guarantees or incurred any Investments.

16. DEPOSITS

The Company has not invited any deposits from the public during the year.

17. PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

No agreement was entered with related parties by the Company during the current year.

18. EMPLOYEES

The Company had no employees drawing salary in excess of the limits specified in Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Since the Company does not have any business operations, the policy on Sexual Harassment has not been implemented.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be given pursuant to section 134 (3) (m) of the Companies Act, 2013 is not given as the same is not applicable.

21. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which are required to be transferred to Investor Education and Protection Fund.

22. DIRECTORS' RESPONSIBILITY STATEMENT

In conformity with the provisions under Section 134 which was introduced by the Companies Act, 2013 your directors confirm that:-

- (a) In preparation of the Annual Accounts, the applicable accounting standards have been followed.
- (b) The Directors had selected such accounting policies and applied them consistently and made judgements and estimated that reasonable and prudent so as to give a true fair view of the state of affairs Company as on 31st December 2015.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the Annual Accounts on a going concern basis.
- (e) 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.

23. ACKNOWLEDGEMENTS

The directors place on record their sincere appreciation for the assistance and co- operation extended by Bank , its employees ,its investors and all other associates and look forward to continue fruitful association with all business partners of the Company.

Place: Mumbai
Date : 21/01/2016

For and on behalf of the Board
Rajiv Gandhi
Director

Vilas Deshmukh
Director

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st December 2015

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	U14107GJ2007PTC061529
2.	Registration Date	27th February 2007
3.	Name of the Company	Chemical Limes Mundwa Private Limited
4.	Category/Sub-Category of the Company	Private Company which is a subsidiary of Public Company
5.	Whether listed Company (Yes/No)	No
6.	Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No	Name and Description of Main Product/Services	NIC Code of the Product	0/0 to total turnover of the company.
1.	CEMENT	3242	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN/GIN	Holding/Subsidiary of the Company	Applicable Section
1.	Ambuja Cements Limited P.O. Ambujanagar Taluka : Kodinar District: Gir Somnath Gujarat-362715	L26942GJ1981PLC004717	Holding	100%

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

A. Category-wise Share Holding.

Category of Shareholders	No. of Shares held at the beginning of the year As on 01.01.2015				No. of Shares held at the end of the year As on 31.12.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promotor									
1. Indian									
a. Individual/ HUF	0	10	10	.01%	0	0	0	0	0
b. Cent. Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	0	5139990	5139990	99.99%	0	5140000	5140000	100%	0.01%
e. Bank/ FI	0	0	0	0	0	0	0	0	0
f. Any	0	0	0	0	0	0	0	0	0
g. Other									
Sub-Total- A-(1)	0	5140000	5140000	100%	0	5140000	5140000	100%	0.01%
2. Foreign									
a. NRI-Ind/HUF	0	0	0	0	0	0	0	0	0
b. Other Ind.	0	0	0	0	0	0	0	0	0
c. Body Corp.	0	0	0	0	0	0	0	0	0
d. Bank/ FI	0	0	0	0	0	0	0	0	0
e. Any	0	0	0	0	0	0	0	0	0
Sub Total- A (2)	0	0	0	0	0	0	0	0	0
Total SH of Promoter (1 +2)	0	5140000	5140000	100%	0	5140000	5140000	100%	0.01%

B. Public Shareholding NIL

C Shares held by Custodian for GDRs & ADRs									
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	5140000	5140000	100%	-	5140000	5140000	100%	0.01%

Note: There is no change in the number of shares held by the promoter companies.

B. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01.01.2015			Shareholding at the end of the year 31.12.2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ambuja Cements Limited	5139990	99.99%	-	5140000	100%	-	0.01%
	Total	5139990	99.99%	-	5140000	100%	-	0.01%

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

Sr. No		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
1.	At the beginning of the year	5139990	99.99%	5139990	99.99%
2.	Date wise Increase /Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease(e.g allotment/ transfer/bonus/sweat	10 shares transferred dated 19.02.2015	0.01%	10 shares transferred dated 19.02.2015	0.01%
3.	At the end of the year	5140000	100%	5140000	100%

D. Shareholding Pattern of top ten Shareholders(other than Directors, Promoters and Holders of GDRs and ADRs): NIL

E. Shareholding of Directors and Key Managerial Personnel: NIL

V. INDEBTEDNESS: NIL

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

PARTICULARS	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTNESS
Indebtedness at the beginning of the financial year	-	-	-	-
1) Principal Amount	-	-	-	-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1 + 2 + 3)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
+ Addition	-	-	-	-
- Reduction	-	-	-	-
Net change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
1) Principal Amount	-	-	-	-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1 + 2 + 3)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1.	Gross Salary	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	-	-	-	-	-
	(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)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration of other directors

Sr. No.	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	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Company	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give Details)
A. Company	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers in Default	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Independent Auditor's Report

To the Members of Chemical Limes Mundwa Private Limited,

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Chemical Limes Mundwa Private Limited ("the Company"), which comprise the Balance Sheet as at 31st December, 2015, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the annexure a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit ;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement subject to notes thereon comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and,
 - e) On the basis of written representations received from directors as on 31st December, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st December, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The details of pending litigations which would impact the financial position of the company are listed in Point No 7 of Annexure pertaining to CARO 2015 and Note 15 to financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. Investor Education and Protection Fund is not applicable to the company.

For **SURESH PAREEK & ASSOCIATES**

Firm Registration No. : 007494C

Chartered Accountants

Suresh Pareek

Membership No. : 76526

Place: Nagaur

Date : 21st January, 2016

Annexure referred to in paragraph 1 under the heading “ Report on other Legal and Regulatory requirements” of our report of even date

1. In respect of fixed assets:
 - a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
2. The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
3. The company had not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us there is adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and rendering services. However, during the year the Company has not carried out any activity of sale of goods and services. No weakness has been noticed in the internal control systems of the company.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
6. It is informed that the provisions of maintenance of Cost Records pursuant to the Companies (Cost Accounting Records) Rules 2011 as prescribed by the Central Government under section 148 (1) of the Companies Act, 2013 are not applicable to the Company.
7.
 - a. According to the information and explanations given to us and on the basis of our examination of the books of account, the undisputed statutory dues pertaining to Income Tax have been regularly deposited with the appropriate authorities. The laws relating to Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess are not applicable to the Company.
 - b. According to the information and explanations given to us and on the basis of our examination of the books of account, there are no outstanding dues at the year end, for a period of more than six months from the date they became payable.
 - c. According to the information and explanations given to us and on the basis of our examination of the books of account, there are no undisputed amounts in respect of Income Tax which have not been deposited with the appropriate authorities. The laws relating to Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess are not applicable to the Company.
 - d. According to the information and explanations given to us, Investor Education and Protection Fund is not applicable to the company.
8. The accumulated losses of the Company are more than 50% of its net worth. The Company has incurred cash loss in the current financial year but earned profit in the immediately preceding financial year.
9. Based on our audit procedures and as per the information and explanations given by the management, the company has not taken any term loan from financial institutions nor has it issued any debentures during the year under report.
10. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
11. The company has not availed any fresh term loan during the year.
12. According to the information and explanations provided to us, no fraud on or by the company has been noticed or reported during the year.

For **SURESH PAREEK & ASSOCIATES**
Firm Registration No. : 007494C
Chartered Accountants

Suresh Pareek
Membership No. : 76526

Place: Nagaur
Date : 21st January, 2016

Balance Sheet

As at 31st December, 2015

	Note	As at 31.12.2015 ₹	As at 31.12.2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital.....	2	51,400,000	51,400,000
Reserves and surplus.....	3	<u>(39,740,179)</u>	<u>(38,397,835)</u>
		11,659,821	13,002,165
Current Liabilities			
Short term borrowings.....	4	5,000,000	-
Trade payables	5	7,500	7,500
Other current liabilities	6	<u>4,385,141</u>	<u>1,521,853</u>
		9,392,641	1,529,353
TOTAL		<u>21,052,462</u>	<u>14,531,518</u>
ASSETS			
Non current assets			
Fixed assets			
Tangible assets.....	7	17,288,992	21,171
Long-term loans and advances.....	8	246,000	246,000
Other non-current assets	9	<u>890,120</u>	<u>-</u>
		18,425,112	267,171
Current Assets			
Cash and bank balances.....	10	2,367,800	14,011,798
Short-term loans and advances	11	<u>259,550</u>	<u>252,549</u>
		2,627,350	14,264,347
TOTAL		<u>21,052,462</u>	<u>14,531,518</u>
Significant accounting policies	1		

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For and on behalf of the Board

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Suresh Pareek

Membership No. 76526

Place : Nagaur

Date : 21st January, 2016

Place : Mumbai

Date : 21st January, 2016

Statement of Profit and Loss

For the year ended 31st December, 2015

	Note	2015 ₹	2014 ₹
Revenue			
Other income	12	-	919,589
Total Revenue		<u>-</u>	<u>919,589</u>
Expenses			
Finance costs	13	363,288	-
Depreciation and amortisation	7	232,179	-
Other expenses	14	746,877	735,989
Total Expenses		<u>1,342,344</u>	<u>735,989</u>
Profit / (Loss) for the year		<u>(1,342,344)</u>	<u>183,600</u>
Earnings per equity share of ₹10 each.....	16		
Basic		(0.26)	0.04
Diluted.....		(0.26)	0.04
Significant accounting policies	1		
The accompanying notes are integral part of the financial statements.			

As per our attached report of even date

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Suresh Pareek

Membership No. 76526

Place : Nagaur

Date : 21st January, 2016

For and on behalf of the Board

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Mumbai

Date : 21st January, 2016

Cash Flow Statement

For the year ended 31st December, 2015

	2015 ₹	2014 ₹
A) Cash flows from operating activities		
Profit / (Loss) before tax	(1,342,344)	183,600
Adjustment for :		
Interest income	-	(919,589)
Finance costs	363,288	-
Depreciation and amortisation	232,179	-
	<u>595,467</u>	<u>(919,589)</u>
Operating loss before working capital changes	(746,877)	(735,989)
Adjustment for :		
Loans & advances and other current assets	(897,121)	176,253
Trade payables and other current liabilities	2,500,000	-
	<u>1,602,879</u>	<u>176,253</u>
Net cash used in operating activities (A)	856,002	(559,736)
B) Cash flows investing activities		
Purchase of Fixed assets	(17,500,000)	-
Interest received on Fixed Deposits with banks	-	919,589
Net Cash flow from investing activities (B)	(17,500,000)	919,589
C) Cash Flow from Financing Activities		
Proceed from Ambuja Cements Ltd (ICD)	5,000,000	-
Net Cash flow from Financing activities (C)	5,000,000	-
Net increase / (decrease) in cash & cash equivalents (A+B+C)	(11,643,998)	359,853
Cash and cash equivalents at the beginning of the year	14,011,798	13,651,945
Cash and cash equivalents at the end of the year	2,367,800	14,011,798
	<u>(11,643,998)</u>	<u>359,853</u>
Components of cash and cash equivalents :		
Cash on hand	4,192	4,192
With banks - in current accounts	2,363,608	14,007,606
Cash and cash equivalents at the the year end	2,367,800	14,011,798

Notes :

1) Figures in brackets represent outflow.

Significant accounting policies - Note 1

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Suresh Pareek

Membership No. 76526

Place : Nagaur

Date : 21st January, 2016

For and on behalf of the Board

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Mumbai

Date : 21st January, 2016

Notes to Financial Statements

1 Significant Accounting Policies:

a) Basis of Preparation of Financial Statements :

- i The financial statements have been prepared in compliance with all material aspects with the accounting standards notified under section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules 2014.
- ii Financial statements are based on historical cost and are prepared on accrual basis.
- iii The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

b) Revenue Recognition :

Revenue is recognised to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

c) Fixed Assets and Depreciation :

The fixed assets have been shown at cost less depreciation provided as on date. Cost includes all direct expenses incurred to bring an asset to working condition for its intended use. Cost also includes financing costs relating to specific borrowing(s) attributable to the acquisition or construction of fixed assets. Depreciation on assets is provided at the rates and in the manner prescribed specified in Schedule II of the Companies Act, 2013 on straight line method.

d) Taxation :

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

e) Provisions and Contingencies :

- i. A provision is recognised for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made . Provisions are not discounted to its present value and are determined based on best estimate of the amount required to settle the obligation at the Balance Sheet date. A contingent liability is disclosed, unless the possibility of an outflow is remote.

f) Cash and Bank Balances :

- i. Cash and Bank balances in the Balance Sheet comprise cash at bank including fixed deposits, cheques in hand and cash in hand.
- ii. Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

g) Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period .

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Notes to Financial Statements (Contd.)

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
2 Share capital		
Authorised		
5,200,000 (previous year - 5,200,000) Equity Shares of ₹ 10 each	52,000,000	52,000,000
	52,000,000	52,000,000
Issued, subscribed and fully paid up		
5,140,000 (previous year - 5,140,000) Equity Shares of ₹ 10 each fully paid up	51,400,000	51,400,000
	51,400,000	51,400,000
	51,400,000	51,400,000

a) Terms / Rights attached to equity shares

- The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share.
- In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Details of equity shares held by shareholders holding more than 5% shares in the Company

Particulars	As at 31.12.2015		As at 31.12.2014	
	No. of shares	% holding	No. of shares	% holding
Ambuja Cements Limited, the holding company	5,140,000	100%	5,139,990	100%

c) Reconciliation of equity shares outstanding

Particulars	As at 31.12.2015		As at 31.12.2014	
	No. of shares	₹	No. of shares	₹
At the beginning of the year	5,140,000	51,400,000	5,140,000	51,400,000
Add : Issued during the year	-	-	-	-
At the end of the year	5,140,000	51,400,000	5,140,000	51,400,000

d) Shares held by holding Company, ultimate holding company and their subsidiaries

Particulars	As at 31.12.2015 ₹	As at 31.12.2014 ₹
Ambuja Cements Limited, the holding company 5,140,000 (previous year - 5,139,990) equity shares of ₹ 10 each fully paid up	51,400,000	51,399,900

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
3 Reserves and surplus		
Share premium	12,350,000	12,350,000
Deficit in the Statement of Profit & Loss		
Balance as per last financial statements	(50,747,835)	(50,931,435)
Add : Profit / (Loss) for the year	(1,342,344)	183,600
Closing balance	(52,090,179)	(50,747,835)
Total	(39,740,179)	(38,397,835)

Notes to Financial Statements (Contd.)

		As at 31.12.2015 ₹	As at 31.12.2014 ₹
4 Short term borrowings			
Inter corporate Deposit from Ambuja Cements Ltd.		5,000,000	-
Total		<u>5,000,000</u>	<u>-</u>
5 Trade payables			
Audit fees		7,500	7,500
Total		<u>7,500</u>	<u>7,500</u>
6 Other current liabilities			
Mayank Singh kachava (Director).....		4,000,000	1,500,000
Interest accrued but not due on ICD		363,288	-
Provision for lease Rent		21,853	21,853
Total		<u>4,385,141</u>	<u>1,521,853</u>
7 Tangible assets			
	Freehold Land ₹	Buildings ₹	Total ₹
Gross carrying value at cost			
Opening as on 1st January, 2014	20,364	16,166	36,530
As at 31st December, 2014	20,364	16,166	36,530
Additions	12,300,000	5,200,000	17,500,000
As at 31st December, 2015	<u>12,320,364</u>	<u>5,216,166</u>	<u>17,536,530</u>
Depreciation			
Opening as on 1st January, 2014	-	15,359	15,359
As at 31st December, 2014	-	15,359	15,359
Charge for the year	101,370	130,809	232,179
As at 31st December, 2015	<u>101,370</u>	<u>146,168</u>	<u>247,538</u>
Net carrying value			
As at 31st December, 2014	20,364	807	21,171
As at 31st December, 2015	<u>12,218,994</u>	<u>5,069,998</u>	<u>17,288,992</u>
		As at 31.12.2015 ₹	As at 31.12.2014 ₹
8 Long-term loans and advances			
Mining security deposit.....		246,000	246,000
Total		<u>246,000</u>	<u>246,000</u>
9 Other non-current Assets			
Deposit with Original maturity of more than 12 months		890,120	-
Total		<u>890,120</u>	<u>-</u>
10 Cash and bank balances			
a. Balances with banks			
- In current account		2,363,608	14,007,606
b. Cash on hand.....		4,192	4,192
Total		<u>2,367,800</u>	<u>14,011,798</u>

Notes to Financial Statements (Contd.)

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
11 Short-term loans and advances		
Prepaid expenses.....	170,056	170,056
TDS receivable	57,491	57,491
TCS receivable	25,003	25,002
Advance for Expense.....	7,000	-
Total	<u>259,550</u>	<u>252,549</u>
	<u>2015</u> ₹	<u>2014</u> ₹
12 Other Income		
Interet on bank fixed deposits	-	919,589
Total	<u>-</u>	<u>919,589</u>
13 Finance costs		
Interest on ICD	363,288	-
Total	<u>363,288</u>	<u>-</u>
14 Other Expenses		
Lease dead rent	702,077	702,077
Legal and professional charges.....	32,166	20,340
Miscellaneous expenses *	12,634	13,572
Total	<u>746,877</u>	<u>735,989</u>
* Miscellaneous expenses include payment to auditors (excluding service tax)		
Statutory auditor.....		
as auditor.....	7,500	7,500
Total	<u>7,500</u>	<u>7,500</u>
15 Contingent liabilities (to the extent not provided for)		
Matters for which the company is contingently liable		
Disputed Land tax demand	33,980,800	33,980,800

16 Earnings per equity share (EPS) :

In accordance with Accounting Standard 20- Earning per Share, the computation of earning per share is set out below :

Particular	2015	2014
Weighted average number of Equity Shares of ₹ 10 each		
i.) Number of shares at the beginning of the year	5,140,000	5,140,000
ii.) Number of shares at the end of the year	5,140,000	5,140,000
iii.) Weighted average number of shares outstanding during the year	5,140,000	5,140,000
Net Profit / (Loss) after tax available for equity shareholders. (₹)	(1,342,344)	183,600
Basic / Diluted Earning per share (₹)	(0.26)	0.04

Note: The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the Company remains the same.

Notes to Financial Statements (Contd.)

17 Related party disclosure :

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are details of transactions during the year with the related parties of the Company as defined in AS 18:

a) Names of related parties where control exists :

Party	Nature of Relationship
LafargeHolcim Ltd.(Formerly known as Holcim Ltd.), Switzerland	Ultimate Holding company
Ambuja Cements Limited, India	Holding Company

b) Details of related parties transactions :

Transactions	Holding Company - Ambuja Cements Ltd.	
	2,015 ₹	2014 ₹
Loans Received	5,000,000	-
Interest paid	363,288	-
Amount outstanding as on Balance Sheet date	5,363,288	-

Note : Related Parties are as disclosed by the Management and relied upon by the auditors.

18 Taxation:

Current Tax

In absence of taxable income as per the provisions of the Income Tax Act, 1961 in the current year, provision for current tax has not been made.

Deferred Taxes

There are no items attributable to the timing difference between taxable income and accounting income, hence no deferred tax liabilities (assets) have been recognized during the year.

19 Figures of previous year have been re-grouped / rearranged wherever necessary to conform to the current year's presentation.

Signatures to Notes 1 to 19

As per our attached report of even date

For Suresh Pareek & Associates

Chartered Accountants

ICAI Firm Reg. No. : 007494C

Suresh Pareek

Membership No. 76526

Place : Nagaur

Date : 21st January, 2016

For and on behalf of the Board

Vilas Deshmukh

Director

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Mumbai

Date : 21st January, 2016

Independent Auditor's Report

To the Members of Kakinada Cements Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Kakinada Cements Limited**, which comprise the Balance Sheet as at 30th September, 2015, the Statement of Profit and Loss and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information, which are prepared in compliance with AS 25 on "Interim Financial Reporting" specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these 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 Companies (Accounts) Rules, 2014. This responsibility 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 are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 30th September, 2015, and their loss and the cash flow for the period ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we further 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 purpose of our audit;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company so as far as it appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the Company.

For S G C O & Co.
Chartered Accountants
Firm Reg. No. : 112081W

Shyamratan Singrodia
Partner
Membership Number : 049006

Place: Mumbai

Date : 16th October, 2015

Balance Sheet

As at 30th September, 2015

	Note	As at 30.9.2015 ₹	As at 31.12.2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital.....	2	1,000,000	1,000,000
Reserves and surplus.....	3	<u>(1,000,000)</u>	<u>(655,979)</u>
		-	344,021
Current liabilities			
Trade payables	4	-	11,236
		-	11,236
TOTAL		<u>-</u>	<u>355,257</u>
ASSETS			
Current Assets			
Cash and bank balances.....	5	-	355,257
TOTAL		<u>-</u>	<u>355,257</u>
Significant accounting policies	1B		

The accompanying notes are integral part of the financial statements.

As per our attached report of even date
For S G C O & Co.

Chartered Accountants
ICAI Firm Reg. No. : 112081W

Shyamratan Singrodia
Partner
Membership No. : 049006

Place : Mumbai
Date : 16th October, 2015

For and on behalf of the Board

Rajiv Gandhi
Director
DIN : 01683596

Sanjeev Churiwala
Director
DIN : 00489556

Place : Mumbai
Date : 16th October, 2015

Statement of Profit and Loss for the period from 1st January, 2015 to 30th September, 2015

	Note	For the period from 1st January, 2015 to 30th September, 2015	For the year ended 31st December, 2014
		₹	₹
Revenue			
Revenue from operations		-	-
Total Revenue		-	-
Expenses			
Other expenses	6	344,021	50,263
Total Expenses		344,021	50,263
Loss for the year		(344,021)	(50,263)
Earnings per equity share of ₹ 10 each.....	7		
Basic		(3.44)	(0.50)
Diluted.....		(3.44)	(0.50)
Significant accounting policies	1B		
The accompanying notes are integral part of the financial statements.			

As per our attached report of even date

For S G C O & Co.

Chartered Accountants

ICAI Firm Reg. No. : 112081W

Shyamratan Singrodia

Partner

Membership No. : 049006

Place : Mumbai

Date : 16th October, 2015

For and on behalf of the Board

Rajiv Gandhi

Director

DIN : 01683596

Sanjeev Churiwala

Director

DIN : 00489556

Place : Mumbai

Date : 16th October, 2015

Cash Flow Statement for the period from 1st January, 2015 to 30th September, 2015

	For the period from 1st January, 2015 to 30th September, 2015 ₹	For the year ended 31st December, 2014 ₹
A) Cash flows from operating activities		
Loss before tax	(344,021)	(50,263)
Operating loss before working capital changes	(344,021)	(50,263)
Adjustment for:		
Trade payables	(11,236)	-
Net cash used in operating activities (A)	(355,257)	(50,263)
Net increase / (decrease) in cash & cash equivalents	(355,257)	(50,263)
Cash and cash equivalents at the end of the period	-	355,257
Cash and cash equivalents at the beginning of the period	355,257	405,520
	(355,257)	(50,263)
Components of cash and cash equivalents :		
With banks - in current accounts	-	355,257
Cash and cash equivalents at the end of the period.....	-	355,257

Notes :

1) Figures in brackets represent cash outflow.

Significant accounting policies - Note 1B

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For S G C O & Co.

Chartered Accountants

ICAI Firm Reg. No. : 112081W

Shyamratan Singrodia

Partner

Membership No. : 049006

Place : Mumbai

Date : 16th October, 2015

For and on behalf of the Board

Rajiv Gandhi

Director

DIN : 01683596

Sanjeev Churiwala

Director

DIN : 00489556

Place : Mumbai

Date : 16th October, 2015

Notes to Financial Statements for the period from 1st January, 2015 to 30th September, 2015

1 A) Basis of Preparation of Financial Statements :

- (i) The interim financial statements have been prepared in compliance with all material aspects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules 2014.
- (ii) The Company was not carrying out any business activity. Hence, the Board of director have decided to wind up the Company w.e.f. 30th September, 2015 in the meeting held on 18th Sept, 2015 and apply to Registrar of Companies , Mumbai, Maharashtra to strike off the name of the Company. Accordingly, the interim financial statement have been prepared for the period from 1st April, 2015 to 30th September, 2015, for the purpose of filing an application under fast track exit mode under Section 560 of the Companies Act, 1956.
- (iii) The financial statements have been prepared under the liquidation basis of accounting on the assumption that the company ceases to be a going concern These financial statements are full set of interim financial statements prepared in accordance with accounting standard 25 Interim financial reporting. Accounting policies are followed in the interim financial statements are same as those followed in the annual financial statements for year ended 31st December, 2014. The Company has no assets and liabilities as at 30th September, 2015 . Further, these financial statements do not include any adjustment that might result from the outcome of this uncertainty.

1 B) Significant Accounting Policies :

(i) Revenue Recognition :

Revenue is recognised to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

(ii) Taxation :

Current Taxes :

Provision for current income-tax is recognized in accordance with the provisions of Indian Income Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes :

Deferred tax asset has not been recognized at the period-end as the Company has prepared the financial statements on the liquidation basis due to which there is lack of reasonable certainty that the Company will be able to utilize the deferred tax asset in future.

(iii) Provisions and Contingencies :

A provision is recognised for a present obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the amount required to settle the obligation at the Balance Sheet date. A contingent liability is disclosed, unless the possibility of an outflow is remote.

(iv) Cash and Bank Balances :

- (a) Cash and Bank balances in the Balance Sheet comprise cash at bank including fixed deposits, cheques in hand and cash in hand.
- (b) Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank, cash on hand and short-term investments with an original maturity of three months or less.

(v) Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Notes to Financial Statements (Contd.)

	As at 30.9.2015 ₹	As at 31.12.2014 ₹
2 Share capital		
Authorised capital		
100,000 (previous year -100,000) Equity Shares of ₹ 10 each.....	1,000,000	1,000,000
	1,000,000	1,000,000
Issued, subscribed and fully paid up.....		
100,000 (previous year -100,000) Equity Shares of ₹ 10 each fully paid up	1,000,000	1,000,000
	1,000,000	1,000,000
	1,000,000	1,000,000

a) Terms / Right attached to equity shares

- i) The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share.
- ii) In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Details of equity shares held by shareholders holding more than 5% shares in the Company

Particular	As at 30.9.2015		As at 31.12.2014	
	No. of shares	% holding	No. of shares	% holding
Ambuja Cements Limited, the holding company	100,000	100%	100,000	100%

c) Reconciliation of equity shares outstanding

Particular	As at 30.9.2015		As at 31.12.2014	
	No. of shares	₹	No. of shares	₹
At the beginning of the period	100,000	1,000,000	100,000	1,000,000
Add : Issued during the period	-	-	-	-
At the end of the period	100,000	1,000,000	100,000	1,000,000

d) Shares held by holding Company, ultimate holding company and their subsidiaries

Particular	As at 30.9.2015 ₹	As at 31.12.2014 ₹
Ambuja Cements Limited, the holding company	1,000,000	1,000,000
100,000 (previous year - 100,000) equity shares of ₹ 10 each fully paid up		

3 Reserves and surplus

	As at 30.9.2015 ₹	As at 31.12.2014 ₹
Deficit in the Statement of Profit and Loss		
Balance as per last financial statements	(655,979)	(605,716)
Add : Loss for the period	(344,021)	(50,263)
Closing balance	(1,000,000)	(655,979)

Notes to Financial Statements (Contd.)

	As at 30.9.2015 ₹	As at 31.12.2014 ₹
4 Trade payables		
Other than Micro, Small and Medium Enterprises	-	11,236
Total	-	11,236
5 Cash and bank balances		
a. Balances with banks		
- On Current account.....	-	355,257
Total	-	355,257

	For the period from 1st January, 2015 to 30th September, 2015 ₹	For the year ended 31st December, 2014 ₹
6 Other expenses		
Donations.....	280,000	-
Miscellaneous expenses*.....	64,021	50,263
Total	344,021	50,263
* Miscellaneous expenses include payment to auditors (excluding service tax)		
Statutory auditor.....		
as auditor.....	-	11,236
for other services	19,950	23,596
Total	19,950	34,832

7 Earnings per Equity Share (EPS) :

In accordance with Accounting Standard 20- Earning per Share, the computation of earning per share is set out below :

Particular	For the period from 1st January, 2015 to 30th September, 2015	For the year ended 31st December, 2014
Weighted average number of Equity Shares of ₹10 each		
i.) Number of shares at the beginning of the period.....	100,000	100,000
ii.) Number of shares at the end of the period	100,000	100,000
iii.) Weighted average number of shares outstanding during the period	100,000	100,000
Net Loss after tax available for equity shareholders.	(344,021)	(50,263)
Basic Earnings per Share (₹)	(3.44)	(0.50)
Diluted Earnings per Share (₹).....	(3.44)	(0.50)

Note: The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the Company remained the same.

Notes to Financial Statements (Contd.)

8 Related Party Disclosure :

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are details of transactions during the year with the related parties of the Company as defined in AS 18 :

a) Names of related parties where control exists :

Party	Nature of Relationship
LafargeHolcim Ltd.(Formerly known as Holcim Ltd.), Switzerland	Ultimate Holding company
Ambuja Cements Limited	Holding Company

b) Details of related parties transactions :

There are no transactions entered into by the company during the period (previous year - NIL) with the related parties as mentioned in (a) above.

9 Taxation :

Current Tax

In absence of taxable income as per the provisions of the Income Tax Act, 1961 in the current year, provision for current tax has not been made.

Deferred Taxes

Deferred tax asset has not been recognized as the period-end as the Company has prepared the financial statements on the liquidation basis due to which there is lack of reasonable certainty that the Company will be able to utilize the deferred tax asset in future.

10 Figures of previous year have been re-grouped / rearranged wherever necessary to conform to the current period's presentation.

Signatures to Notes 1 to 10

As per our attached report of even date

For S G C O & Co.

Chartered Accountants

ICAI Firm Reg. No. : 112081W

Shyamratan Singrodia

Partner

Membership No. : 049006

Place : Mumbai

Date : 16th October, 2015

For and on behalf of the Board

Rajiv Gandhi

Director

DIN : 01683596

Sanjeev Churiwala

Director

DIN : 00489556

Place : Mumbai

Date : 16th October, 2015

Independent Auditor's Report

To the Members of Dirk India Private Limited

Report on the Financial Statements

I have audited the accompanying financial statements of **DIRK INDIA PRIVATE LIMITED** ('the Company') which comprise of the Balance Sheet as at 31st December, 2015, 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.

These financial statements have been prepared solely to enable Ambuja Cements Limited to prepare its group financial statements.

Management's Responsibility for the Financial Statements

The Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow 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 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 the appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I 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. I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the financial statements subject to the notes thereon 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:

- (i) In the case of the balance sheet, of the state of affairs of the Company as at 31st December, 2015;
- (ii) In the case of the statement of profit and loss, of the loss for the year ended on that date; and
- (iii) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, I report that :
 - a. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit ;
 - b. In my opinion proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In my opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement subject to notes thereon comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and,
 - e. On the basis of written representations received from directors as on 31st December, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st December, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to be best of my information and according to the explanations given to me:
 - i) The details of pending litigations which would impact the financial position of the company are listed in Point No. 7 b of Annexure pertaining to CARO 2015 and Note 26 & 27 to financial statements.
 - ii) The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii) Investor Education and Protection Fund is not applicable to the company.

Anand S. Daga
Chartered Accountant
Proprietor
Membership No. : 048684

Place : Nashik
Date : 21st January, 2016

Annexure to Auditors' Report

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

1. In respect of fixed assets:
 - a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to me, all the fixed assets have been physically verified by the management in a phased periodical manner, which in my opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
2. In respect of inventory:
 - a. The inventory has been physically verified by the management during the year. In my opinion, the frequency of such verification is reasonable.
 - b. In my opinion and according to the information and explanations given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As per the information and explanations given to me, no material discrepancies were noticed on physical verification.
3. The company had not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In my opinion and according to the information and explanations given to me, there is adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and rendering services. During the course of my audit, I have not observed any continuing failure to correct major weaknesses in the internal control system.
5. According to the information and explanations given to me, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
6. It is informed that the provisions of maintenance of Cost Records pursuant to the Companies (Cost Accounting Records) Rules 2011 as prescribed by the Central Government under section 148 (1) of the Companies Act 2013 are not applicable to the Company.
7.
 - a. According to the information and explanations given to me and the books and records examined by me, the company has been generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
 - b. According to the information and explanations given to me and the books and records examined by me, there are no any such dues as at 31st December, 2015 outstanding for a period exceeding six months from the date they became payable.
 - c. Details of dues of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited as on 31st December, 2015 on account of disputes are given below:

Sr. No.	Name of the Statute	Nature of Dues/Dispute	Dispute Amount ₹ in Lacs	Period to which the amount relates	Forum where dispute is pending
1	Central Excise Act 1944	Excise Duty in Advance DTA Sale & Non-compliance of Foreign trade policy	177.21	2009-10 & 2010-11	CESTAT / Appellate Committee New Delhi
2	Maharashtra Vat Act	Works Contract Tax & VAT	7.70	2008-09 & 2010-11	Nashik DCST

- d. I am informed that employees state insurance, investor education & protection fund and wealth tax are not applicable to the company.
8. The accumulated losses of the company are more than 50% of its net worth. The company has not incurred cash loss in the current calendar year, but it had incurred cash loss in the immediately preceding calendar year.
9. Based on my audit procedures and as per the information and explanations given by the management, except some delays in payment of installments – the company has not defaulted in repayment of dues to bank. Besides the bank loan – the company has not taken any loans from financial institutions nor has it issued any debentures.
10. According to the information and explanations given to me, the company has not given any guarantee for loans taken by others from bank or financial institutions.
11. The company has not availed any fresh term loan during the year.
12. According to the information and explanations provided to me, no fraud on or by the company has been noticed or reported during the year.

Anand S. Daga
Chartered Accountant
Proprietor
Membership No. : 048684

Place : Nashik
Date : 21st January, 2016

Balance Sheet

As at 31st December, 2015

	Note	As at 31.12.2015 ₹	As at 31.12.2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital.....	2	20,753,830	20,753,830
Reserves and surplus.....	3	(310,089,009)	(273,384,519)
		(289,335,179)	(252,630,689)
Non-current liabilities			
Long-term borrowings.....	4	101,950,940	426,455,925
Long-term provisions	5	7,134,082	7,059,877
		109,085,022	433,515,802
Current liabilities			
Trade payables	6	42,851,800	45,161,471
Other current liabilities	7	415,416,760	48,879,680
Short-term provisions	5	1,355,238	361,767
		459,623,798	94,402,918
TOTAL		279,373,641	275,288,031
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets.....	8	133,382,962	184,224,325
Intangible assets	8	1,123,477	2,200,281
Capital work in progress		16,235,390	15,756,524
		150,741,829	202,181,130
Long-term loans and advances.....	9	17,377,337	14,990,360
Other non-current assets	10	2,698,746	2,698,746
		20,076,083	17,689,106
Current assets			
Inventories.....	11	10,644,041	8,146,771
Trade receivables.....	12	72,373,926	32,573,117
Cash and bank balances.....	13	16,603,602	2,626,773
Short-term loans and advances.....	9	8,418,806	11,796,894
Other current assets	14	515,354	274,240
		108,555,729	55,417,795
TOTAL		279,373,641	275,288,031
Significant accounting policies	1B		
The accompanying notes are integral part of these financial statements.			

As per our attached report of even date

Anand Daga
Chartered Accountant
Proprietor
Membership No. : 048684

Place : Nashik
Date : 21st January, 2016

For and on behalf of the Board

Vilas Deshmukh
Chairman
DIN : 06693563

Rajiv Gandhi
Director
DIN : 01683596

Place : Mumbai
Date : 21st January, 2016

Statement of Profit and Loss for the year ended 31st December, 2015

	Note	For the year ended 31st December, 2015	For the year ended 31st December, 2014
		₹	₹
Revenue			
Sale of products (gross)		73,250,052	136,836,518
Less : Excise duty		3,625,093	20,539,516
Sale of products (net)		69,624,959	116,297,002
Other operating revenues	15	204,236,882	58,690,011
Revenue from operation (net)		273,861,841	174,987,014
Other income	16	359,811	354,015
Total revenue		274,221,652	175,341,029
Expenses			
Cost of raw materials consumed	17	65,204,051	51,112,945
Changes in inventories of finished goods	18	(408,163)	3,790,882
Employee benefits expense	19	34,510,304	29,354,755
Power & fuel		26,052,802	16,546,264
Freight and forwarding Expenses	20	20,386,531	45,661,633
Finance costs	21	53,288,725	51,159,676
Depreciation and amortization expense (Refer note no. 37)	22	29,623,917	25,577,029
Other expenses	23	58,069,852	58,411,968
Total expenses		286,728,019	281,615,151
Profit / (Loss) before exceptional items and tax		(12,506,367)	(106,274,123)
Loss before tax		(12,506,367)	(106,274,123)
Tax expense :			
For the current year :			
Deferred tax (credit) / charge		-	-
Relating to earlier years :			
Current tax		-	420,611
Deferred tax (credit) / charge		-	-
		-	420,611
		-	420,611
Loss for the year		(12,506,367)	(106,694,734)
Earnings per equity share of ₹ 10 each	24		
Basic		(6.03)	(51.41)
Diluted		(6.03)	(51.41)
Significant accounting policies	1B		
The accompanying notes are integral part of these financial statements.			

As per our attached report of even date

Anand Daga
Chartered Accountant
Proprietor
Membership No. : 048684

For and on behalf of the Board

Vilas Deshmukh
Chariman
DIN : 06693563

Rajiv Gandhi
Director
DIN : 01683596

Place : Nashik
Date : 21st January, 2016

Place : Mumbai
Date : 21st January, 2016

Cash Flow Statement for the year ended 31st December, 2015

	₹	For the year ended 31st December, 2015 ₹	For the year ended 31st Dec. ,2014 ₹
Cash flow from operating activities			
Net Profit before tax		(12,506,367)	(106,274,123)
Adjustments for :			
Depreciation and amortisation	29,623,917		25,577,029
Loss on sale of assets	-		1,099,672
Profit on sale of assets	(106,877)		-
Receipt / (Repayment) of State Government Subsidy	(1,500,000)		1,500,000
Finance costs.....	53,288,725		51,159,676
Interest income	(252,934)		(346,221)
Operating profit before working capital changes.....		81,052,831	78,990,156
		68,546,464	(27,283,967)
Adjustment for :			
Trade receivables, loans & advances and other assets.....	(39,522,935)		(2,730,187)
Inventories	(2,497,270)		7,903,162
Trade payables, other liabilities and provisions.....	1,122,672		11,970,829
		(40,897,533)	17,143,804
Cash generated from / (used in) operations		27,648,930	(10,140,163)
Direct tax paid		-	(420,611)
Net cash flow from / (used in) operating activities (A)		27,648,930	(10,560,774)
Cash flow from investing activities			
Purchase of assets, including capital work in progress and capital advances	(522,607)		(158,873)
Proceeds from sale of fixed assets	218,867		318,507
Investment in bank deposit (having original maturity of more than twelve months)	-		384,340
Interest received	252,934		346,221
Net cash flow from / (used in) investing activities (B)		(50,806)	890,195
Cash flow from financing activities			
Repayment of long-term borrowings.....	(6,317,013)		(6,677,630)
Repayment of long-term borrowings - Holding company....	-		(9,375,000)
Inter corporate deposits from Holding company	-		78,300,000
Interest paid	(7,304,284)		(51,159,676)
Net cash flow from / (used in) financing activities (C)		(13,621,297)	11,087,694
Net increase / (decrease) in cash & cash equivalent (A+B+C)		13,976,828	1,417,115
Cash and cash equivalent at the end of the period		16,603,602	2,626,773
Cash and cash equivalent acquired on account of amalgamation		-	371,345
Cash and cash equivalent at the beginning of the period		2,626,773	838,313
		13,976,828	1,417,115
Components of cash and cash equivalents			
Cash on hand.....		55,624	92,412
With banks - on current account		16,547,978	2,534,361
Cash and bank balance as per note 13		16,603,602	2,626,773

Notes :

1) Figures in brackets represent cash outflow.

2) Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

Significant accounting policies - Note 1B

The accompanying notes are integral part of these financial statements.

As per our attached report of even date

Anand Daga

Chartered Accountant

Proprietor

Membership No. : 048684

For and on behalf of the Board

Vilas Deshmukh

Chariman

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Nashik

Date : 21st January, 2016

Place : Mumbai

Date : 21st January, 2016

Notes to Financial Statements

1 (A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

- (i) The financial statements have been prepared in compliance with all material aspects with the accounting standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014.
- (ii) Financial statements are based on historical cost and are prepared on accrual basis.
- (iii) The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

(B) SIGNIFICANT ACCOUNTING POLICIES :

(a) Fixed Assets:

- (i) Fixed Assets are stated at their original cost of acquisition/installation (net of Modvat / Cenvat credit availed), net of accumulated depreciation, amortisation and impairment losses.
- (ii) Capital work in progress is stated at the amount expended up to the date of Balance Sheet.
- (iii) Expenditure during construction period (including financing cost relating to borrowed funds for construction or acquisition of qualifying fixed assets) incurred on projects under implementation are treated as Pre-operative expenses, pending allocation to the assets, and are included under "Capital Work in Progress". These expenses are apportioned to fixed assets on commencement of commercial production.

(b) Depreciation on Fixed Assets :

(i) Tangible Assets :

- (I) Depreciation on assets is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013.
- (II) Depreciation on additions to fixed assets is provided on a pro-rata basis from the date of acquisition or installation, and in the case of a new project, from the date of commencement of commercial production. Depreciation on assets sold, discarded, demolished or scrapped is provided up to the date on which the said asset is sold, discarded, demolished or scrapped.

(ii) Intangible Assets :

Expenditure on computer software is amortised on straight line method over the period of expected benefit not exceeding five years.

(c) Inventories :

Inventories are valued at lower of cost less provision for slow and non-moving inventory, if any, and net realizable value. Cost of WIP and Finished Goods includes direct material, labour and appropriate proportion of manufacturing overheads. Cost of finished goods includes excise duty. Cost is determined on weighted average basis.

(d) Provisions / Contingencies :

A provision is recognised for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the amount required to settle the obligation at the Balance Sheet date. A contingent liability is disclosed, unless the possibility of an outflow of resources is remote.

(e) Foreign Currency Conversion :

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or expenses in the year in which they arise.

(f) Revenue recognition :

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- (i) Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Accordingly, domestic sales are accounted on dispatch of products to customers and Export sales are accounted on the basis of date of Bill of Lading. Sales are disclosed net of sales tax / VAT, discounts and returns, as applicable.
- (ii) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(g) Employee Benefits :

- (i) Defined Contribution Plan

Employee benefits in the form of contribution to Provident Fund managed by Government Authorities and Labour Welfare Fund are considered as defined contribution plan and the same are charged to the Profit & Loss Account of the year when the contributions to the respective funds are due.

Notes to Financial Statements (Contd.)

(iii) Defined Benefit Plan

Retirement benefit in the form of Gratuity, is considered as defined benefit obligation and is provided for on the basis of actuarial valuation, using the projected unit credit method, as at the date of Balance Sheet. Actuarial gain / loss, if any, is immediately recognised in Profit & Loss Account.

(h) Borrowing Costs :

- (i) Borrowing cost attributable to acquisition and construction of assets that necessarily takes substantial period of time are capitalised as part of the cost of such assets up to the date when such assets are ready for intended use.
- (ii) Other borrowing costs are charged as expense in the year in which these are incurred.

(i) Taxation :

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-Tax Act. Deferred Income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which these assets can be realised in future whereas in case of existence of carry forward of losses or unabsorbed depreciation, deferred tax assets are recognised only if there is virtual certainty of realisation backed by convincing evidence.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(j) Leases :

Where the Company is the lessee -

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

(k) Segment Reporting Policies :

(i) Identification of segments :

The Company considers 'Cement & Cementitious Materials' as one business segment. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

(ii) Segment Policies :

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(l) Cash and Bank balances :

- (i) Cash and Bank balances in the Balance Sheet comprise cash at bank including fixed deposits, cheques in hand and cash on hand.
- (ii) Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank, cash on hand and short-term investments with an original maturity of three months or less.

(m) Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Notes to Financial Statements (Contd.)

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
2 Share capital		
Authorised		
3,500,000 (Previous year - 3,500,000) Equity Shares of ₹ 10 each	35,000,000	35,000,000
Issued		
2,075,383 (Previous year - 2,075,383) Equity Shares of ₹ 10 each fully paid up	20,753,830	20,753,830
Subscribed and fully paid up		
2,075,383 (Previous year - 2,075,383) Equity Shares of ₹ 10 each fully paid up	20,753,830	20,753,830

Notes :

	As at 31.12.2015		As at 31.12.2014	
	No. of shares	₹	No. of shares	₹
a) Reconciliation of equity shares outstanding				
At the beginning of the year	2,075,383	20,753,830	2,075,383	20,753,830
At the end of the year	2,075,383	20,753,830	2,075,383	20,753,830

b) Terms / rights attached to equity shares

- i) The Company has issued only one class of equity shares having a par value of ₹ 10 per share. Each Shareholder is entitled to one vote per share.
- ii) In the event of liquidation of the Company, the equity shareholders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
c) Shares held by holding, ultimate holding company and their subsidiaries		
Out of above equity shares issued by the company, shares held by its holding company, and their subsidiaries are as below :		
Ambuja Cements Limited - Holding Company		
2,075,383 (Previous year - 2,075,383) Equity Shares of ₹ 10 each fully paid-up.....	20,753,830	20,753,830

	As at 31.12.2015		As at 31.12.2014	
	No. of shares	% holding in the class	No. of shares	% holding in the class
d) Details of shareholders holding more than 5% shares in the Company				
Ambuja Cements Limited - Holding Company....	2,075,383	100.00%	2,075,383	100.00%

Notes to Financial Statements (Contd.)

3 Reserves and surplus

		As at 31.12.2015 ₹	As at 31.12.2014 ₹
Subsidies :			
Balance as per the last financial statements		1,500,000	-
As capital investment subsidy from State Government / (Subsidy refunded).....		(1,500,000)	1,500,000
	(A)	-	1,500,000
General reserve :			
Balance as per the last financial statements	(B)	36,083,142	36,083,142
		36,083,142	36,083,142
Deficit in the statement of profit and loss			
Balance as per the last financial statements		(310,967,661)	(153,152,191)
Adjustment pursuant to amalgamation of Dirk Pozzocrete (MP) Pvt Ltd - Balance in statement of profit and loss as on January 01, 2014 #		-	(51,120,736)
Depreciation for earlier period as per Schedule II of Companies Act, 2013 (Refer note 37)		(22,698,122)	-
Net Deficit in the statement of profit and loss		(12,506,367)	(106,694,734)
	(C)	(346,172,151)	(310,967,661)
Total (A+B+C)		(310,089,009)	(273,384,519)

4 Long-term borrowings

	Non-current		Current	
	As at 31.12.2015 ₹	As at 31.12.2014 ₹	As at 31.12.2015 ₹	As at 31.12.2014 ₹
Term loans				
Loans from Bank of Maharashtra #	-	692,013	-	5,625,000
Loans from Ambuja Cements Limited ##	101,950,940	425,763,912	323,812,972	-
	101,950,940	426,455,925	323,812,972	5,625,000
Amount disclosed under the head "Other current liabilities" (Refer Note 7)	-	-	(323,812,972)	(5,625,000)
Total	101,950,940	426,455,925	-	-
The above amount includes				
Secured borrowings	-	692,013	-	5,625,000
Unsecured borrowings.....	101,950,940	425,763,912	323,812,972	-
Net amount	101,950,940	426,455,925	323,812,972	5,625,000

Term loan of ₹ 22,500,000 from Bank of Maharashtra was secured against plant and machinery, factory land & building at village Khanpura, dist. Raisen (MP), hypothecation of finished goods, debtors and current assets of Madhya Pradesh operations, carried interest rate of 14.50% p.a. and was repayable in 48 monthly installment of ₹ 4,68,750 w.e.f. April, 2011. The same has been fully repaid and closed during the year.

Loan from Ambuja Cements Limited carries interest rate of 12% p.a.

Notes to Financial Statements (Contd.)

5 Provisions

	Long-term		Short-term	
	As at 31.12.2015 ₹	As at 31.12.2014 ₹	As at 31.12.2015 ₹	As at 31.12.2014 ₹
Provision for employee benefits				
Provision for gratuity	7,134,082	7,059,877	1,355,238	361,767
Total	<u>7,134,082</u>	<u>7,059,877</u>	<u>1,355,238</u>	<u>361,767</u>
			As at 31.12.2015 ₹	As at 31.12.2014 ₹

6 Trade payables

Trade Payables (Refer note 36).....	42,851,800	45,161,471
Total	<u>42,851,800</u>	<u>45,161,471</u>

7 Other current liabilities

Current maturities of Long-term borrowing (refer note 4)	323,812,972	5,625,000
Interest accrued but not due - Ambuja Cements Limited	84,458,697	38,474,256
Statutory dues payable	4,214,747	934,403
Trade payable - capital goods	-	447,459
Advance received from customer	1,462,965	1,603,524
Security deposit	1,343,663	1,377,568
Others	123,716	417,471
Total	<u>415,416,760</u>	<u>48,879,680</u>

8 Tangible and intangible assets

	Tangible assets							Intangible assets	
	Freehold land	Buildings and roads	Plant and machinery	Electrical installations	Furniture and fixtures	Office & Other equipments	Vehicles	Computer software	Total
Gross carrying value, at cost									
Opening as on 1st January, 2014	7,270,210	73,815,813	266,257,231	13,312,532	9,628,566	5,040,001	98,264	375,422,617	5,433,473
Additions	-	-	79,063	8,969	-	70,841	-	158,873	-
Deductions / Transfers	-	-	-	389,357	1,622,463	192,559	-	2,204,379	-
As at 31st December, 2014	<u>7,270,210</u>	<u>73,815,813</u>	<u>266,336,294</u>	<u>12,932,144</u>	<u>8,006,103</u>	<u>4,918,283</u>	<u>98,264</u>	<u>373,377,111</u>	<u>5,433,473</u>
Additions	-	73,537	311,426	-	-	130,899	-	515,862	-
Deductions / Transfers	-	-	406,191	-	-	44,476	-	450,667	-
At 31st December, 2015	<u>7,270,210</u>	<u>73,889,350</u>	<u>266,241,529</u>	<u>12,932,144</u>	<u>8,006,103</u>	<u>5,004,706</u>	<u>98,264</u>	<u>373,442,306</u>	<u>5,433,473</u>
Depreciation / amortisation									
Opening as on 1st January, 2014	-	5,343,726	146,607,213	7,759,589	2,136,735	3,228,303	47,464	165,123,030	2,472,119
Charge for the year	-	2,122,523	20,661,457	1,051,905	535,665	418,955	25,451	24,815,956	761,073
Deductions / Transfers	-	-	-	203,047	497,288	85,865	-	786,200	-
As at 31st December, 2014	<u>-</u>	<u>7,466,249</u>	<u>167,268,670</u>	<u>8,608,447</u>	<u>2,175,112</u>	<u>3,561,393</u>	<u>72,915</u>	<u>189,152,786</u>	<u>3,233,192</u>
Charge for the year	-	5,057,032	21,385,444	1,075,085	1,144,096	347,154	5,650	29,014,461	609,456

Notes to Financial Statements (Contd.)

8 Tangible and intangible assets (Contd.)

	Amount in ₹									
	Tangible assets								Intangible assets	
	Freehold land	Buildings and roads	Plant and machinery	Electrical installations	Furniture and fixtures	Office & Other equipments	Vehicles	Total	Computer software	Total
Transfer to Deficit in the statement of profit and loss	-	19,289,205	841,200	18,801	1,259,341	837,146	(14,919)	22,230,774	467,348	467,348
Deductions / Transfers.....	-	-	294,201	-	-	44,476	-	338,677	-	-
At 31st December, 2015	-	31,812,486	189,201,113	9,702,333	4,578,549	4,701,217	63,646	240,059,344	4,309,996	4,309,996
Net carrying value										
As at 31st December, 2014	7,270,210	66,349,564	99,067,624	4,323,697	5,830,991	1,356,890	25,349	184,224,325	2,200,281	2,200,281
At 31st December, 2015	7,270,210	42,076,864	77,040,416	3,229,811	3,427,554	303,489	34,618	133,382,962	1,123,477	1,123,477

Note : Please also refer note no. 37

	Non-current		Current	
	As at 31.12.2015 ₹	As at 31.12.2014 ₹	As at 31.12.2015 ₹	As at 31.12.2014 ₹
9 Loans and advances				
Unsecured, considered good				
Capital advances.....	28,712	500,834	-	-
Security deposit.....	2,134,784	3,896,130	-	-
Advances recoverable in cash or kind.....	-	-	253,515	979,553
Other Loans and advances				
Service tax receivable.....	-	-	396,879	3,757,460
MAT credit entitlement	9,321,217	9,321,217	-	-
TCS/TDS/WCT/Vat receivable	5,092,624	472,179	184,641	1,775,284
Excise duty balance / Deposit.....	800,000	800,000	352,039	4,713,185
Deposit as per Court Order	-	-	6,618,786	-
Loan / advances to employees.....	-	-	105,341	35,559
Prepaid expenses.....	-	-	507,605	535,853
Total	17,377,337	14,990,360	8,418,806	11,796,894
			As at 31.12.2015 ₹	As at 31.12.2014 ₹
10 Other non-current assets				
Deposits with original maturity for more than 12 months.....			2,698,746	2,698,746
Total			2,698,746	2,698,746
11 Inventories				
(At cost, less provision for slow and non moving inventory and net realisable value whichever is lower)				
Raw materials.....			1,700,742	207,748
Finished goods.....			729,394	321,231
Stores and spares parts.....			4,697,972	4,376,196
Packing materials.....			3,515,933	3,241,596
Total			10,644,041	8,146,771

Notes to Financial Statements (Contd.)

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
12 Trade receivables		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	426,220	853,722
Unsecured, considered doubtful.....	2,221,072	2,660,277
	2,647,292	3,513,999
Provision for Doubtful Debts	(2,221,072)	(2,660,277)
	426,220	853,722
Other receivables		
Unsecured, considered good	71,947,706	31,719,395
Total	72,373,926	32,573,117
13 Cash and bank balances		
Cash and cash equivalents		
Balances with bank :		
In Current accounts	16,547,978	2,534,361
Cash on hand.....	55,624	92,412
	16,603,602	2,626,773
Other bank balances :		
Fixed deposit with banks		
Original maturity more than 12 months #	2,698,746	2,698,746
	2,698,746	2,698,746
Amount disclosed under Non-current assets (Refer note 10).....	(2,698,746)	(2,698,746)
Total	16,603,602	2,626,773
# Deposits are offered as security for loan / kept as margin money against bank guarantees		
14 Other current assets		
Unsecured, considered good		
Interest accrued on fixed deposit	515,354	274,240
Total	515,354	274,240
	For the year ended 31st December, 2015 ₹	For the year ended 31st December, 2014 ₹
15 Other Operating Revenue		
Revenue from Job Work	184,438,631	53,184,975
By-product revenue	18,723,308	4,989,438
Sale of scrap / Others.....	635,738	339,579
Provision no longer required written back.....	439,205	176,019
Total	204,236,882	58,690,011
Note : Revenue from Job Work includes material sale ₹ 35,750,690/-		

Notes to Financial Statements (Contd.)

	For the year ended 31st December, 2015 ₹	For the year ended 31st December, 2014 ₹
16 Other income		
Interest income on		
Interest on bank deposits	252,934	346,221
Profit on sale of fixed asset	106,877	7,794
Total	<u>359,811</u>	<u>354,015</u>
17 Cost of raw materials consumed		
Opening stock	207,748	342,245
Add : Acquired on amalgamation	-	388,588
Add : Purchases	66,697,045	50,589,860
Less : Closing stock	1,700,742	207,748
Total	<u>65,204,051</u>	<u>51,112,945</u>
Break-up of raw materials consumed		
Fly ash	65,204,051	49,559,285
Cement	-	1,553,660
	<u>65,204,051</u>	<u>51,112,945</u>
18 Changes in inventories of finished goods		
Closing stock :		
Finished goods - closing	729,394	321,231
Opening stock :		
Finished goods - opening	321,231	3,990,312
Finished goods acquired on account of amalgamation	-	121,801
(Increase) / Decrease	<u>(408,163)</u>	<u>3,790,882</u>
19 Employee benefits expense		
Salaries and wages	31,419,407	25,082,968
Contribution to provident and other fund	1,382,923	1,967,004
Staff welfare expenses	1,707,974	2,304,783
Total	<u>34,510,304</u>	<u>29,354,755</u>
20 Freight and forwarding expenses		
On finished products	20,386,531	45,661,633
Total	<u>20,386,531</u>	<u>45,661,633</u>
21 Finance costs		
Interest :		
On term loans	461,432	1,192,537
On working capital loans	-	33,212
On others	52,827,293	49,933,927
Total	<u>53,288,725</u>	<u>51,159,676</u>

Notes to Financial Statements (Contd.)

	For the year ended 31st December, 2015 ₹	For the year ended 31st December, 2014 ₹
22 Depreciation and amortization expense (Refer note no. 37)		
Depreciation on tangible assets	29,014,461	24,815,956
Depreciation on intangible assets.....	609,456	761,073
Total	29,623,917	25,577,029
23 Other expenses		
Stores & spares consumed	8,308,660	2,609,649
Provision for slow and non-moving inventory.....	429,205	1,363,275
Packing material consumed.....	7,135,762	9,818,008
Repairs and maintenance :		
Building	190,052	165,354
Machinery.....	3,214,593	2,206,240
Other.....	19,257	28,781
Rent.....	212,050	1,672,727
Insurance	1,260,705	780,740
Advertisement & publicity	180,000	278,438
Commission on sales	347,755	1,749,404
Selling & distribution expenses.....	1,390,152	3,633,906
Loss on sale of assets	-	1,107,466
Donation	-	7,500
Miscellaneous expenses #.....	10,784,609	17,836,556
Legal and professional fees #	2,662,286	2,421,857
Excise duty variation on opening and closing stock.....	29,520	(7,162)
Technology and know how fee	623,950	1,222,641
Material Handling Charges	21,281,296	11,516,588
Total	58,069,852	58,411,968
# Miscellaneous expenses include payment to statutory auditors & Legal and professional fees include payment of other services (excluding service tax)		
As auditors.....	700,000	700,000
For other services	300,000	300,000
For reimbursement of expenses.....	-	-
24 Earnings per share (EPS)		
i Profit attributable to equity shareholders for basic and diluted EPS	(12,506,367)	(106,694,734)
	Nos.	Nos.
ii Weighted average number of equity shares for basic & diluted EPS.....	2,075,383	2,075,383
	₹	₹
iii Nominal Value of equity shares (₹)	10	10
iv Earnings per equity share :		
Basic	(6.03)	(51.41)
Diluted.....	(6.03)	(51.41)

Notes to Financial Statements (Contd.)

25 RELATED PARTY DISCLOSURE

(a) List of Related Parties and relationships :

Party	Relation
I. Enterprises who control the reporting enterprise/ Major Shareholders LafargeHolcim Ltd. (Formerly known as Holcim Ltd.), Switzerland Ambuja Cements Limited, India Milbank Limited	Ultimate Holding Company Holding Company Major Shareholder (Upto 20th November, 2014)
III. Key Management Personnel Mr. Georg Dirk Mr. Saji Pillai	Chairman (Upto 20th November, 2014) Chief Executive Officer (Upto 15th April, 2014)
IV. Relatives of Key Management Personnel Mr. Georg S Dirk..... Mrs. Ivana Dirk Mr. Ajit Pillai	Son of Mr. Georg Dirk Wife of Mr. Georg Dirk Brother of Mr. Saji Pillai
V. Enterprises over which significant influence is exercised by Directors Dirk Pozzocrete (I) Private Limited, India ACC Limited, India Lafarge India Private Limited Lafarge Aggregates & Concrete India Private Limited Holcim Trading Pte Limited, Singapore..... Dirk Media Pvt Ltd Counto Microfine Products Pvt Ltd.....	Chairman having significant influence (Upto 20th November, 2014). Group company Group company (w.e.f. 01st July, 2015) Group company (w.e.f. 01st July, 2015) Group company Chairman is Director (Upto 20th November, 2014) Group company

Note: Only enterprises / parties with whom there are transactions during the current period / previous period are considered above.

(b) Details of material related party transactions :

Description	Holding Company	Fellow Subsidiaries / Group Company					Key Management Personnel		Relatives of Key Management Personnel			Enterprises over which significant influence exercised by Directors	
	Ambuja Cements Limited	Milbank Limited	ACC Limited	Counto Microfine Products Pvt Ltd	Lafarge Aggregates & Concrete India Private Limited	Lafarge India Private Limited	Mr.George Dirk	Mr.Saji Pillai	Mrs.Ivana Dirk	Mr.Ajit Pillai	Mr. Georg S Dirk P. Dirk Media	Dirk Media Pvt Ltd	Dirk Pozzocrete(I) Pvt Ltd
Sale of Goods	47,225,434 (13,684,987)	- -	4,286,670 -	- -	- -	7,043,412 -	- -	- -	- -	- -	- -	- -	- -
Purchase of Goods	- (1,956,103)	- -	- -	- (784,819)	- -	- -	- -	- -	- -	- -	- -	- -	- -
Providing services - Job work.....	148,687,941 (42,465,125)	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -
Sale of Assets	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	(182,242)
Technology & Know-How Fees....	707,084 (1,162,971)	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -	- -

Notes to Financial Statements (Contd.)

25 (b) Details of material related party transactions (Contd.)

Description	Holding Company	Fellow Subsidiaries / Group Company					Key Management Personnel		Relatives of Key Management Personnel			Enterprises over which significant influence exercised by Directors	
	Ambuja Cements Limited	Milbank Limited	ACC Limited	Counto Microfine Products Pvt Ltd	Lafarge Aggregates & Concrete India Private Limited	Lafarge India Private Limited	Mr.George Dirk	Mr.Saji Pillai	Mrs.Ivana Dirk	Mr.Ajit Pillai	Mr. Georg S Dirk P. Dirk Media	Dirk Media Pvt Ltd	Dirk Pozzocrete(I) Pvt Ltd
Salary/ Remuneration.....	-	-	-	-	-	-	(726,737)	(244,152)	(726,737)	(273,440)	-	-	-
Interest Paid / Provided.....	51,091,661 (49,485,129)	-	-	-	-	-	-	-	-	-	-	-	-
Other Payments	-	-	-	-	-	-	-	-	-	-	(175,066)	(50,438)	(612,000)
Loan repaid during the period....	- (9,375,000)	-	-	-	-	-	-	-	-	-	-	-	-
Inter-corporate deposits taken during the period	- (78,300,000)	-	-	-	-	-	-	-	-	-	-	-	-
Loan /CD taken outstanding at the end of period.....	425,763,912 (425,763,912)	-	-	-	-	-	-	-	-	-	-	-	-
Amount Receivable	54,600,445 (20,342,960)	-	2,895,753	-	147,339	3,364,896	-	-	-	-	-	-	-
Amount Payable	84,612,219 (38,634,677)	(51,000)	-	(561,139)	-	-	-	-	(10,000)	(3,456)	-	-	(73,369)

Note :

- 1) Related party relationship is as identified by the company on the basis of available information.
- 2) Figures in bracket are for the previous period
- 3) Reimbursement of expenses is not considered above.

26 Dispute with Mahagenco

The Company's agreement with Maharashtra State Power Generation Company Limited (MAHAGENCO), for supply of Pulverized Fly Ash (PFA) is under dispute. The Company is in the process of re-initiating arbitration process. Accordingly, the financial statements are prepared on a going concern basis.

As at 31.12.2015	As at 31.12.2014
₹	₹

27 Contingent liabilities and commitments (to the extent not provided for)

Claims against the company not acknowledged as debts - Dispute with suppliers	-	979,127
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Notes to Financial Statements (Contd.)

For the year ended 31st December, 2015	For the year ended 31st December, 2014
₹	₹

28 Segment reporting

a) Primary segment -

The company has only one business segment 'Cementitious Materials' as primary segment

b) The secondary segment is geographical, which is given as under :

i) Sale of product (Net of excise duty)

Within india.....	58,820,418	66,537,491
Outside india.....	10,804,541	49,759,511
Total	69,624,959	116,297,002

ii) Other operating revenue

Within india.....	204,236,882	58,690,011
Outside india.....	-	-
Total	204,236,882	58,690,011

iii) Other income

Within india.....	359,811	354,015
Outside india.....	-	-
Total	359,811	354,015

As at
31.12.2015

As at
31.12.2014

c) All the Assets / Liabilities of the company , except the following are within India.

Debtors / Advances to suppliers.....	469,209	-
Creditors / Payables / Advances from customers.....	-	1,929,285

29 Unhedged foreign currency exposure

		As at 31.12.2015		As at 31.12.2014	
		Foreign Currency	In ₹	Foreign Currency	In ₹
1	Outstanding trade payables for expenses	In USD	-	23,789	1,503,941
2	Outstanding trade receivables	In USD	7,018	-	-
3	Advance from customers	In USD	-	6,728	425,344

For the year ended
31st December, 2015
₹

For the year ended
31st December, 2014
₹

30 Employee defined benefits

a) Defined Contribution Plans -

The Company has recognised expenses towards the defined contribution plans as under :

Contribution to Provident Fund.....	1,376,695	1,944,764
Others	6,228	22,240

Notes to Financial Statements (Contd.)

b) Defined Benefit Plans - As per Actuarial Valuation

The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following table summarise the components of net benefit / expense recognised in the statement of profit and loss and the amounts recognised in the balance sheet.

Particulars	For the year ended 31st December, 2015 Non-Funded Gratuity ₹	For the year ended 31st December, 2014 Non-Funded Gratuity ₹
I) Expense recognised in the Statement of Profit & Loss Account		
1. Current Service Cost.....	675,431	880,447
2. Interest Cost	667,948	657,888
3. Employee Contributions	-	-
4. Expected Return on Plan Assets	-	-
5. Actuarial (Gains) / Losses	55,739	(514,547)
6. Past Service Cost.....	-	-
7. Settlement Cost.....	-	-
8. Losses / (gains) on acquisition / divestiture	-	-
9. Total Expense	1,399,118	1,023,788
		-
II) Net Asset / (Liability) recognised in the Balance Sheet		-
1. Present Value of Defined Benefit Obligation.....	8,489,320	7,421,644
2. Fair Value of Plan Assets	-	-
3. Funded Status [Surplus / (Deficit)]	-	-
4. Net Asset/ (Liability)	(8,489,320)	(7,421,644)
III) Change in Obligation during the Year		
1. Present value of Defined Benefit Obligation at the beginning of the year (provision made out of reserves)	7,421,644	7,309,866
2. Current Service Cost.....	675,431	880,447
3. Interest Cost	667,948	657,888
4. Settlement Cost.....	-	-
5. Past Service Cost.....	-	-
6. Employee Contributions	-	-
7. Liabilities assumed on acquisition/(settled on divestiture).....	-	148,074
8. Actuarial (Gains) / Losses	55,739	(514,547)
9. Benefits Payments	(331,442)	(1,060,084)
10. Present Value of Defined Benefit Obligation at the end of the period	8,489,320	7,421,644

Notes to Financial Statements (Contd.)

30 b) Defined Benefit Plans - As per Actuarial Valuation (Contd.)

	For the year ended 31st December, 2015	For the year ended 31st December, 2014
IV) Actuarial Assumptions:		
1. Discount Rate	7.75%	9.00%
2. Expected rate of return on plan assets.....	NA	NA
3. Mortality.....	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
4. Turnover rate	2.00%	2.00%
5. Medical premium inflation	NA	NA
6. Salary Escalation	8% p.a.	8% p.a.
V) Amounts recognized as an expense in respect of defined benefit plans as under :		
Gratuity.....	1,399,118	1,023,788
VI) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.		

	As at 31.12.2015 ₹	As at 31.12.2014 ₹	As at 31.12.2013 ₹	As at 31.12.2012 ₹
c) Amount for the current period and previous two periods are as follows :				
Gratuity - Non Funded				
Defined benefit obligation	8,489,320	7,421,644	7,309,866	9,699,143
Plan assets	-	-	-	-
Surplus / (deficit)	-	-	-	-
Experience adjustments on plan assets	-	-	-	-
Experience adjustments on plan liabilities.....	55,739	(514,547)	(3,088,155)	(455,740)

31 Raw material / stores & spares consumption

	For the year ended 31st December, 2015 ₹	%	For the year ended 31st December, 2014 ₹	%
a) Raw materials consumed				
(i) Imported	-	-	-	-
(ii) Indigenous	65,204,051	100.00%	51,112,945	100.00%
Total	65,204,051	100.00%	51,112,945	100.00%
b) Spares consumed				
(i) Imported	1,260,224	15.17%	89,440	3.43%
(ii) Indigenous	7,048,436	84.83%	2,520,209	96.57%
Total	8,308,660	100.00%	2,609,649	100.00%

Notes to Financial Statements (Contd.)

	For the year ended 31st December, 2015	For the year ended 31st December, 2014
	₹	₹
32 CIF value of imports		
(i) Spares	110,649	159,838
33 Expenditure in foreign currency (accrual basis) :		
(i) Travelling expenses	-	89,899
(ii) Other matters	110,649	1,739,879
34 Earnings in foreign exchange (accrual basis) :		
FOB value of exports	6,310,329	20,509,287
35 Capital work-in-progress :		
Capital work-in-progress includes expenditure during construction for project	-	-
36 The company has not received any intimation from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosures, if any, relating to amounts unpaid as at the period end as required under the said Act, have not been furnished.		
37 Pursuant to the enactment of the Companies Act 2013 ('the Act'), the Company has, effective 1st January, 2015, reviewed and revised the estimated useful lives of fixed assets, as per the life indicated in the Act. Accordingly, as per the transition provisions of the Act, the Company has adjusted ₹ 2,26,98,122 in opening balance of "Deficit in the statement of profit and loss" as on 1st January, 2015. Further, as a result of this change, depreciation for the period ended 31st December, 2015 is higher by ₹ 68,34,063.		

	As at 31.12.2015 ₹	As at 31.12.2014 ₹
38 Deferred tax assets (net)		
Break-up of deferred tax assets and liabilities are as under :		
a) Deferred tax assets, on account of :		
Employee benefits	2,623,000	2,293,000
Unabsorbed loss.....	556,000	11,354,000
Total	3,179,000	13,647,000
b) Deferred tax liabilities, on account of :		
Depreciation	(3,179,000)	(13,647,000)
Total	(3,179,000)	(13,647,000)

39 Figures of the previous year have been regrouped / rearranged wherever necessary to conform to the current years presentation.

Signatures to Notes 1 to 39

As per our attached report of even date

Anand Daga

Chartered Accountant

Proprietor

Membership No. : 048684

For and on behalf of the Board

Vilas Deshmukh

Chariman

DIN : 06693563

Rajiv Gandhi

Director

DIN : 01683596

Place : Nashik

Date : 21st January, 2016

Place : Mumbai

Date : 21st January, 2016

Independent Auditor's Report

To the Board of Directors of Dang Cement Industries Private Limited,

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **Dang Cement Industries Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st December, 2015, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act is not applicable to the company.
- 2. As required by Section 143 (3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit ;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement subject to notes thereon comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and,
 - e) 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. There is no pending litigation which would impact the financial position of the company.
 - ii. The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. Investor Education and Protection Fund is not applicable to the company.

For **B & B ASSOCIATES**

Chartered Accountants

Firm Registration No. : 100 (Institute of Chartered Accountants of Nepal)

B. M. Dhungana

Partner

Membership No. : 327 (Institute of Chartered Accountants of Nepal)

Place : Kathmandu

Date : 21st January, 2016

Balance Sheet

As at 31st December, 2015

	Note	As at 31.12.2015 ₹	As at 31.12.2014 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital.....	2	138,412,188	138,412,188
Reserves and surplus.....	3	(53,452,327)	(52,914,134)
		<u>84,959,861</u>	<u>85,498,054</u>
Non Current Liabilities			
Deferred tax liability (net).....		729	729
Current liabilities			
Other current liabilities	4	9,375	14,375
		<u>9,375</u>	<u>14,375</u>
TOTAL		<u>84,969,965</u>	<u>85,513,158</u>
ASSETS			
Non current assets			
Tangible assets.....	5	34,263,808	34,274,659
Capital work-in-Progress		3,191,752	-
Long-term loans and advances.....	6	50,000	50,000
Other non current assets	7	25,000,000	25,000,000
		<u>62,505,560</u>	<u>59,324,659</u>
Current Assets			
Cash and bank balances.....	8	19,702,528	23,598,216
Short-term loans and advances.....	6	2,506,149	2,317,963
Other current assets	7	255,728	272,320
		<u>22,464,405</u>	<u>26,188,499</u>
TOTAL		<u>84,969,965</u>	<u>85,513,158</u>
Significant accounting policies	1	-	-

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For B & B ASSOCIATES

Chartered Accountants

B. M. Dhungana

Partner

Membership No. : 327 (Institute of Chartered Accountants of Nepal)

Place : Kathmandu

Date : 21st January, 2016

For and on behalf of the Board

Abhijit Ghosh

Director

Rajiv Gandhi

Director

Place : Mumbai

Date : 21st January, 2016

Statement of Profit and Loss for the year ended 31st December, 2015

	Note	2015 ₹	2014 ₹
Revenue			
Revenue from operations		-	-
Other income		1,754,795	1,962,928
Total Revenue		1,754,795	1,962,928
Expenses			
Depreciation & amortisation expenses	5	10,851	10,851
Other expenses	9	2,282,137	901,852
Total Expenses		2,292,988	912,703
Profit/(loss) before tax.....		(538,193)	1,050,225
Tax expenses			
Deferred tax		-	243
Profit/(loss) for the year.....		(538,193)	1,050,468
Earnings per equity share of NPR 100 (equivalent INR.62.50) each.....	10		
Basic		(0.24)	0.47
Diluted.....		(0.24)	0.47
Significant accounting policies	1		

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For B & B ASSOCIATES

Chartered Accountants

B. M . Dhungana

Partner

Membership No. : 327 (Institute of Chartered Accountants of Nepal)

Place : Kathmandu

Date : 21st January, 2016

For and on behalf of the Board

Abhijit Ghosh

Director

Rajiv Gandhi

Director

Place : Mumbai

Date : 21st January, 2016

Cash Flow Statement For the year ended 31st December, 2015

	2015 ₹	2014 ₹
A) Cash flows from operating activities		
Profit/(Loss)Loss before tax	(538,193)	1,050,225
Adjustment for:		
Depreciation	10,851	10,851
Interest income	(1,754,795)	(1,962,928)
Operating profit before working capital changes	(2,282,137)	(901,852)
Adjustment for:		
Trade payables	(5,000)	2,500
Loans and advances and other assets	(188,186)	(766,595)
Net cash flow from/(used in) operating activities (A)	(2,475,323)	(1,665,947)
B) Cash Flows from Investing activities		
Interest received on FDR from Bank	1,771,387	2,072,235
Purchase of Fixed assets (CWIP)	(3,191,752)	
Net cash flow from/(used in) investing activities (B)	(1,420,365)	2,072,235
Net increase / (decrease) in cash & cash equivalents (A+B)	(3,895,688)	406,288
Cash and cash equivalents at the end of the year	19,702,528	23,598,216
Cash and cash equivalents at the beginning of the year	23,598,216	23,191,928
	(3,895,688)	406,288
Components of cash and cash equivalents :		
Cash on hand	56,745	30,591
With banks - on current accounts	7,145,783	11,067,625
With banks - on deposits accounts	12,500,000	12,500,000
Cash and cash equivalents at the year end	19,702,528	23,598,216

Notes :

1) Figures in brackets represent cash outflow.

Significant accounting policies - Note 1

The accompanying notes are integral part of the financial statements.

As per our attached report of even date

For B & B ASSOCIATES

Chartered Accountants

B. M. Dhungana

Partner

Membership No. : 327 (Institute of Chartered Accountants of Nepal)

For and on behalf of the Board

Abhijit Ghosh

Director

Rajiv Gandhi

Director

Place : Kathmandu

Date : 21st January, 2016

Place : Mumbai

Date : 21st January, 2016

Notes to Financial Statements for the year ended 31st December, 2015

1 Significant Accounting Policies:

a) Basis of Preparation of Financial Statements :

- i The financial statements have been prepared in compliance with all material aspects with the accounting standards notified under section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules 2014.
- ii Financial statements are based on historical cost and are prepared on accrual basis.
- iii The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.
- iv As the company is incorporated in Nepal under the Companies Act 2063 prevailing in Nepal, accounting entries are made in local Nepalese Currency. However for the consolidation of accounts with the holding company, figures in Nepalese Currency (NPR) have been converted into Indian Currency (INR) at the fixed exchange rate between Indian and Nepalese currency at the rate of NPR 1.60 (1.60) for every INR.

b) i Fixed Assets :

The fixed assets have been stated at their original cost of acquisition/installation (net off Modvat/cenvat credit availed), net off accumulated depreciation, amortisation and impairment losses except freehold non mining land which is carried at cost less impairment losses. Cost includes all direct expenses incurred to bring an asset to working condition for its intended use.

ii Depreciation and Amortisation:

- a Depreciation on assets is provided at the rates and in the manner prescribed specified in Schedule II of the Companies Act, 2013
- b Cost of mineral reserve embedded in the cost of freehold mining land is depreciated in proportion to actual quantity of minerals extracted to the estimated quantity of extractable mineral reserves.
- c Revenue Recognition :
Revenue is recognised to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

d) Taxation :

Current Taxes :

Provision for current income-tax is recognized in accordance with the provisions of Nepal Income Tax Act, 2058 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes :

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

e) Provisions and Contingencies :

A provision is recognised for a present obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the amount required to settle the obligation at the Balance Sheet date. A contingent liability is disclosed, unless the possibility of an outflow is remote.

f) Cash and Bank Balances :

- i. Cash and Bank balances in the Balance Sheet comprise cash at bank including fixed deposits, cheques in hand and cash in hand.
- ii. Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank, cash on hand and short-term investments with an original maturity of three months or less.

g) Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Notes to Financial Statements (Contd.)

	As at 31.12.2015 ₹	As at 31.12.2014 ₹																								
2 Share capital																										
Authorised capital																										
70,000,000 (previous year -70,000,000) Equity Shares of NPR 100 (equivalent INR.62.50) each	4,375,000,000	4,375,000,000																								
	4,375,000,000	4,375,000,000																								
Issued, subscribed and fully paid up																										
2,214,595 (previous year -2,214,595) Equity Shares of NPR 100 (equivalent INR.62.50) each fully paid up	138,412,188	138,412,188																								
	138,412,188	138,412,188																								
	138,412,188	138,412,188																								
a) Terms / Right attached to equity shares																										
i) The Company has only one class of equity shares having a par value of NPR 100 (equivalent INR.62.50) per share. Each holder of equity share is entitled to one vote per share.																										
ii) In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.																										
b) Details of equity shares held by shareholders holding more than 5% shares in the Company																										
<table><tr><th rowspan="2">Particular</th><th colspan="2">As at 31.12.2015</th><th colspan="2">As at 31.12.2014</th></tr><tr><th>No. of shares</th><th>% holding</th><th>No. of shares</th><th>% holding</th></tr><tr><td>Ambuja Cements Limited, the holding company.....</td><td>2,029,135</td><td>92%</td><td>2,029,135</td><td>92%</td></tr></table>	Particular	As at 31.12.2015		As at 31.12.2014		No. of shares	% holding	No. of shares	% holding	Ambuja Cements Limited, the holding company.....	2,029,135	92%	2,029,135	92%												
Particular		As at 31.12.2015		As at 31.12.2014																						
	No. of shares	% holding	No. of shares	% holding																						
Ambuja Cements Limited, the holding company.....	2,029,135	92%	2,029,135	92%																						
c) Reconciliation of equity shares outstanding																										
<table><tr><th rowspan="2">Particular</th><th colspan="2">As at 31.12.2015</th><th colspan="2">As at 31.12.2014</th></tr><tr><th>No. of shares</th><th>₹</th><th>No. of shares</th><th>₹</th></tr><tr><td>At the beginning of the year</td><td>2,214,595</td><td>138,412,188</td><td>2,214,595</td><td>138,412,188</td></tr><tr><td>Add : Issued during the year</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>At the end of the year</td><td>2,214,595</td><td>138,412,188</td><td>2,214,595</td><td>138,412,188</td></tr></table>	Particular	As at 31.12.2015		As at 31.12.2014		No. of shares	₹	No. of shares	₹	At the beginning of the year	2,214,595	138,412,188	2,214,595	138,412,188	Add : Issued during the year	-	-	-	-	At the end of the year	2,214,595	138,412,188	2,214,595	138,412,188		
Particular		As at 31.12.2015		As at 31.12.2014																						
	No. of shares	₹	No. of shares	₹																						
At the beginning of the year	2,214,595	138,412,188	2,214,595	138,412,188																						
Add : Issued during the year	-	-	-	-																						
At the end of the year	2,214,595	138,412,188	2,214,595	138,412,188																						
d) Shares held by holding Company, ultimate holding company and their subsidiaries																										
<table><tr><th>Particular</th><th>As at 31.12.2015 ₹</th><th>As at 31.12.2014 ₹</th></tr><tr><td>Ambuja Cements Limited, the holding company 2,029,135 (previous year - 2,029,135) equity shares of NPR 100 (equivalent INR.62.50) each fully paid up</td><td>126,820,928</td><td>126,820,938</td></tr></table>	Particular	As at 31.12.2015 ₹	As at 31.12.2014 ₹	Ambuja Cements Limited, the holding company 2,029,135 (previous year - 2,029,135) equity shares of NPR 100 (equivalent INR.62.50) each fully paid up	126,820,928	126,820,938																				
Particular	As at 31.12.2015 ₹	As at 31.12.2014 ₹																								
Ambuja Cements Limited, the holding company 2,029,135 (previous year - 2,029,135) equity shares of NPR 100 (equivalent INR.62.50) each fully paid up	126,820,928	126,820,938																								
	As at 31.12.2015 ₹	As at 31.12.2014 ₹																								
3 Reserves and surplus																										
Surplus/(Deficit) in the Statement of Profit and Loss																										
Balance as per last financial statements	(52,914,134)	(53,964,602)																								
Add : Profit / (Loss) for the year.....	(538,193)	1,050,468																								
Closing balance	(53,452,327)	(52,914,134)																								
4 Other current liabilities																										
Other than Micro, Small and Medium Enterprises	9,375	9,375																								
TDS payable	-	5,000																								
Total	9,375	14,375																								

Notes to Financial Statements (Contd.)

5 Tangible assets

(Amount in ₹)

	Freehold non mining land	Freehold mining land	Furniture, fixtures and office equipments	Computer & office equipments	TOTAL
Cost					
At 1st January, 2014.....	33,017,910	1,158,500	96,750	68,647	34,341,807
At 31st December, 2014	33,017,910	1,158,500	96,750	68,647	34,341,807
At 31st December, 2015	33,017,910	1,158,500	96,750	68,647	34,341,807
Depreciation					
At 1st January, 2014.....	-	-	10,686	45,611	56,297
Charge for the year	-	-	6,124	4,727	10,851
At 31st December, 2014	-	-	16,810	50,338	67,148
Charge for the year	-	-	6,124	4,727	10,851
At 31st December, 2015	-	-	22,934	55,065	77,999
Net block					
At 31st December, 2014	33,017,910	1,158,500	79,940	18,309	34,274,659
At 31st December, 2015	33,017,910	1,158,500	73,816	13,582	34,263,808

	Non-current		Current	
	As at 31.12.2015	As at 31.12.2014	As at 31.12.2015	As at 31.12.2014
	₹	₹	₹	₹
6 Loans and advances				
Unsecured, considered good				
Security deposit.....	50,000	50,000		
Advance recoverable in cash or kind	-	-	605,414	1,246,094
Prepaid expenses.....	-	-	12,500	12,500
TDS receivable	-	-	1,253,660	990,440
Value added tax receivable	-	-	634,575	68,929
Total	50,000	50,000	2,506,149	2,317,963

	Non-current		Current	
	As at 31.12.2015	As at 31.12.2014	As at 31.12.2015	As at 31.12.2014
	₹	₹	₹	₹
7 Other assets				
Non-current bank balances (Refer note 8).....	25,000,000	25,000,000		
Interest accrued on fixed deposit	-	-	255,728	272,320
Total	25,000,000	25,000,000	255,728	272,320

	As at 31.12.2015	As at 31.12.2014
	₹	₹
8 Cash and Cash Balances		
a. Balances with banks		
- On current account.....	7,145,783	11,067,625
Deposit with original maturity of less than three months.....	12,500,000	12,500,000
b. Cash on hand.....	56,745	30,591
	19,702,528	23,598,216
Other bank balances		
Deposit with original maturity of more than 12 months	25,000,000	25,000,000
	25,000,000	25,000,000
	44,702,528	48,598,216
Amount disclosed under non -current assets (Refer note - 7).....	(25,000,000)	(25,000,000)
Total	19,702,528	23,598,216

Notes to Financial Statements (Contd.)

	2015 ₹	2014 ₹
9 Other Expenses		
Miscellaneous expenses*	2,282,137	901,852
	2,282,137	901,852
* Miscellaneous expenses include payment to auditors (excluding service tax)		
Statutory auditor.....	37,500	37,500
For other services	9,375	18,750
Total	46,875	56,250

10 Earnings per equity share (EPS) :

In accordance with Accounting Standard 20- Earning per Share, the computation of earning per share is set out below :

Particular	2015	2014
Weighted average number of Equity Shares of NPR 100 (equivalent INR. 62.50) each		
i) Number of shares at the beginning of the year	2,214,595	2,214,595
ii) Number of shares at the end of the year	2,214,595	2,214,595
iii) Weighted average number of shares outstanding during the year	2,214,595	2,214,595
Net Profit / (Loss) after tax available for equity shareholders. (₹)	(538,193)	1,050,468
Basic / Diluted Earning per share (₹)	(0.24)	0.47

Note: The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the Company remained the same.

11 Related party disclosure :

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are details of transactions during the year with the related parties of the Company as defined in AS 18 :

a) Names of related parties where control exists :

Party	Nature of Relationship
LafargeHolcim Ltd. (Formerly known as Holcim Ltd.), Switzerland	Ultimate Holding company
Ambuja Cements Limited, India	Holding Company

b) Details of related parties transactions :

There are no transactions entered into by the company during the year (previous year - NIL) with the related parties as mentioned in (a) above

Note : Related Parties are as disclosed by the Management and relied upon by the auditors.

12 Taxation:

Current Tax

In absence of taxable income as per the provisions of the Nepal Income Tax Act, 2058 in the current year, provision for current tax has not been made.

Deferred Taxes

Deferred taxes liabilities and assets computed for present obligation as a result of past events attributable to the timing difference between taxable income and accounting income.

13 Figures of previous year have been re-grouped / rearranged wherever necessary to conform to the current year's presentation.

Signatures to Notes 1 to 13

As per our attached report of even date

For and on behalf of the Board

For B & B ASSOCIATES

Chartered Accountants

B. M. Dhungana

Partner

Abhijit Ghosh

Director

Rajiv Gandhi

Director

Membership No. : 327 (Institute of Chartered Accountants of Nepal)

Place : Kathmandu

Date : 21st January, 2016

Place : Mumbai

Date : 21st January, 2016

Ambuja Cement

Head office:
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